

Form 51-102F4
Business Acquisition Report

Item 1 Identity of Company

1.1 Name and Address of Company

Andina Copper Corporation (formerly Pampa Metals Corporation)
#501 - 543 Granville Street
Vancouver, British Columbia, V6C 1X8
("Andina" or the "Company")

1.2 Executive Officer

For further information, please contact:

Joseph van den Elsen
Chief Executive Officer
Telephone: (604) 669-0660

Item 2 Details of Acquisition

2.1 Nature of Business Acquired

On July 25, 2025, the Company completed the acquisition of Rugby Resources Ltd. ("Rugby"), a mineral exploration company that was previously listed on the TSX Venture Exchange, by way of a plan of arrangement pursuant under section 288 of the *Business Corporations Act* (British Columbia) (the "Arrangement").

The Arrangement was completed pursuant to an arrangement agreement dated April 21, 2025 (the "Agreement") between the Company, Rugby, and Aegis Resources Ltd. The Arrangement was approved by Rugby's shareholders at a special meeting held on July 16, 2025.

Pursuant to the Arrangement, the Company acquired all of the issued and outstanding common shares of Rugby in consideration for an aggregate of 65,165,185 common shares of the Company to the shareholders of Rugby, on the basis of one Company share for every 6.4 Rugby shares.

Pursuant to the Arrangement, the Company acquired all of Rugby's assets and liabilities, including its interest in the Cobrasco copper-molybdenum project in Colombia and the Mantau copper-gold project in Chile.

For additional information on the Arrangement, see the Agreement and the Company's news releases dated February 19, 2025 and July 25, 2025, which are available on the Company's SEDAR+ profile at www.sedarplus.ca.

2.2 Acquisition Date

July 25, 2025.

2.3 Consideration

Pursuant to the Arrangement, the Company issued the former shareholders of Rugby one Company share for every 6.4 Rugby shares outstanding (the “**Exchange Ratio**”). The Company issued an aggregate of 65,165,185 common shares to the former Rugby shareholders, being total consideration of approximately \$10,426,430 (calculated based on the deemed price of \$0.16 per Company common share).

The outstanding stock options and warrants of Rugby were adjusted according to their terms using the Exchange Ratio, with an aggregate of 2,410,937 stock options and 19,399,355 warrants of the Company being issued.

2.4 Effect on Financial Position

Upon completion of the Arrangement, Rugby became a wholly-owned subsidiary of the Company.

Other than the conduct of business in the ordinary course, and the continued exploration of the Cobrasco and Mantau projects, the Company does not currently have any plans for material changes in its business or the acquired business that may significantly affect its financial performance or position, including any proposal to liquidate, sell, lease, or exchange all or a substantial part of the Company’s assets, or to make any material changes to the Company’s business operations or structure.

2.5 Prior Valuations

To the knowledge of the Company, there has been no valuation opinion obtained within the last 12 months by the Company or Rugby required by securities legislation or a Canadian exchange or market to support the consideration paid by the Company in connection with the Arrangement.

2.6 Parties to Transaction

The Company and Rugby were parties to the Arrangement. Prior to the Arrangement, Rugby was an arm’s-length party to the Company.

2.7 Date of Report

October 7, 2025

Item 3 Financial Statements and Other Information

The following financial statements, together with the notes thereto, are included as schedules to this Report, or incorporated by reference herein, pursuant to Part 8 of National Instrument 51-102 – *Continuous Disclosure Obligations*:

1. the audited annual financial statements of Rugby for the years ended February 28, 2025 and February 29, 2024, together with the auditors report thereon are incorporated by reference to the financial statements of Rugby filed on SEDAR+; and
2. the unaudited condensed interim consolidated financial statements of Rugby for the three months ended May 31, 2025 and 2024, attached as Schedule “A” hereto.

Schedule “A”

**Unaudited Condensed Interim Consolidated Financial Statements
of Rugby Resources Ltd.
for the three months ended May 31, 2025 and 2024**

[Attached]



**UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL
STATEMENTS**

**For the three months ended May 31, 2025 and 2024
(Expressed in Canadian Dollars, unless otherwise indicated)**

Unaudited – Prepared by Management

RUGBY RESOURCES LTD.

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

Vancouver, Canada

October 3, 2025

RUGBY RESOURCES LTD.**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (UNAUDITED)**
(expressed in Canadian dollars)

As at	Note	May 31, 2025 \$	February 28, 2025 \$
Assets			
Current assets			
Cash and cash equivalents		536,017	499,135
Accounts receivable and prepaids		31,756	30,144
Assets held for sale	5	95,455	99,926
Total current assets		663,228	629,205
Non-current assets			
Mineral properties	4	118,449	129,299
Total assets		781,677	758,504
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities		114,646	204,997
Due to related parties	11	-	146,900
Loan payable	6	-	1,000,000
Liabilities held for sale	5	21,214	31,853
Total current liabilities		135,860	1,383,750
Shareholders' equity			
Share capital	7	46,154,961	43,643,841
Contributed surplus		8,409,650	8,457,665
Share subscription received in advance	7	-	415,000
Accumulated deficit		(53,747,922)	(52,983,772)
Accumulated other comprehensive loss		(170,872)	(157,980)
Total shareholders' equity		645,817	(625,246)
Total liabilities and shareholders' equity		781,677	758,504

Nature of Operations and Going Concern (Note 1)**Subsequent events (Note 14)**

Approved on behalf of the Board of Directors on
October 3, 2025:

“Bryce Roxburgh”

Director

“Joseph van den Elsen”

Director

The accompanying notes are an integral part of these consolidated financial statements

RUGBY RESOURCES LTD.**CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS (UNAUDITED)**

(expressed in Canadian dollars)

For the three months ended,	Note	May 31 2025 \$	May 31 2024 \$
Expenses			
Accounting, audit and professional fees		276,365	24,300
Administrative	8	75,976	130,340
Bank charges		2,251	2,528
Directors' fees	8	7,302	20,199
Foreign exchange (gain)		(2,048)	(348)
Insurance		10,369	11,431
Mineral property exploration expenditures	4 & 8	116,291	12,805
Shareholder communications		7,561	14,629
Stock exchange and filing fees		20,645	1,074
Transfer agent		2,492	1,103
Travel		3,946	26,382
		521,150	244,443
Net loss for the period from continuing operations		521,150	244,443
Loss from discontinued operations		243,000	691,782
Net loss for the period		764,150	936,225
Other comprehensive loss (income)			
Impact of hyperinflation	4	(143,747)	(114,174)
Foreign currency translation adjustment on:			
Mineral properties	4	89,421	81,997
Other		67,218	33,080
Comprehensive loss for the period		777,042	937,128
Basic & diluted loss per common share from loss for the period		0.002	0.003
Weighted average number of common shares outstanding		389,163,870	297,850,047

The accompanying notes are an integral part of these consolidated financial statements

RUGBY RESOURCES LTD.**CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**

(expressed in Canadian dollars)

For the three months ended,	Note	May 31, 2025 \$	May 31, 2024 \$
Operating activities			
Net loss for the year		(764,150)	(936,225)
Items not requiring an outlay of cash:			
Share-based compensation	8	8,405	41,254
Unrealized foreign exchange (gain) loss		(4,096)	(948)
		(759,841)	(895,919)
Changes in non-cash working capital:			
Accounts receivable and prepaids		(1,612)	9,851
Accounts payable and accrued liabilities		(90,351)	72,052
Due to related parties		(146,900)	19,336
Cash flows (used in) operating activities		(998,704)	(794,680)
Financing Activities			
Loan payments	6	(1,000,000)	-
Shares issued for cash	7	2,500,000	-
Share issue costs	7	(45,300)	-
Subscription receipts	7	(415,000)	-
Cash flows from financing activities		1,039,700	-
Effect of foreign exchange rate change on cash		2,054	(30,584)
Net increase (decrease) in cash and cash equivalents		43,050	(825,264)
Cash and cash equivalents – beginning of year		499,135	1,041,494
Less cash related to discontinued operations	5	6,168	1,548
Cash and cash equivalents – end of period		536,017	214,682
Supplemental cash flow information			
Operating cash flows used in discontinued operations		249,168	693,330

The accompanying notes are an integral part of these consolidated financial statements

RUGBY RESOURCES LTD.**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (UNAUDITED)**

(expressed in Canadian Dollars)

	Note	Issued Share Capital		Contributed surplus	Shares subscriptions received in advance	Deficit	Accumulated other comprehensive loss	Total
		Number of shares	Amount					
			\$	\$	\$	\$	\$	\$
Balance at February 29, 2024		297,850,047	42,799,791	8,315,480	-	(49,907,145)	(185,796)	1,022,330
Share-based compensation	8	-	-	41,254	-	-	-	41,254
Other comprehensive loss		-	-	-	-	-	(903)	(903)
Net loss for the period		-	-	-	-	(936,225)	-	(936,225)
Balance at May 31, 2024		297,850,047	42,799,791	8,356,734	-	(50,843,370)	(186,699)	126,456
Equity financing	7	18,440,000	922,000	-	-	-	-	922,000
Residual value of warrants – August 3, 2023	7	-	(92,200)	92,200	-	-	-	-
Share issue costs	7	-	(29,083)	-	-	-	-	(29,083)
Share subscriptions received in advance	7	-	-	-	415,000	-	-	415,000
Shares issued for vested restricted share units	7	333,333	43,333	(43,333)	-	-	-	-
Share-based compensation	8	-	-	52,064	-	-	-	52,064
Other comprehensive gain		-	-	-	-	-	28,719	28,719
Net loss for the period		-	-	-	-	(2,140,402)	-	(2,140,402)
Balance at February 28, 2025		316,623,380	43,643,841	8,457,665	415,000	(52,983,772)	(157,980)	(625,246)
Equity financing	7	100,000,000	2,500,000	-	-	-	-	2,500,000
Share issue costs	7	-	(45,300)	-	-	-	-	(45,300)
Share subscriptions received in advance	7	-	-	-	(415,000)	-	-	(415,000)
Shares issued for vested restricted share units	7	434,001	56,420	(56,420)	-	-	-	-
Share-based compensation	8	-	-	8,405	-	-	-	8,405
Other comprehensive loss		-	-	-	-	-	(12,892)	(12,892)
Net loss for the period		-	-	-	-	(764,150)	-	(764,150)
Balance at May 31, 2025		417,057,381	46,154,961	8,409,650	-	(53,747,922)	(170,872)	645,817

The accompanying notes are an integral part of these consolidated financial statements

RUGBY RESOURCES LTD.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MAY 31, 2025 AND MAY 31, 2024

1. Nature of Operations and Going Concern

Rugby Resources Ltd. ("Rugby" or the "Company") is an exploration stage company incorporated under the laws of British Columbia, Canada and together with its subsidiaries, it is engaged in the acquisition and exploration of mineral properties located in Colombia, Argentina, Chile and Australia. On August 24, 2022, the Company changed its name from Rugby Mining Limited to Rugby Resources Ltd. The Company had its primary listing on the TSX Venture Exchange (the "TSX-V") under the symbol "RUG". The Company's head office is located at 1890 - 1075 West Georgia Street, Vancouver, BC, Canada, V6E 3C9.

On February 17, 2025, the Company and Andina Copper Corp. (formerly Pampa Metals Corp.) ("Andina") entered into a binding letter agreement for Andina to acquire all of the issued and outstanding common shares of the Company. The definitive arrangement agreement between the parties was executed on April 21, 2025 ("the Arrangement Agreement"). Prior to the acquisition of Rugby by Andina, under the Arrangement Agreement, Rugby is to transfer to its wholly owned subsidiary, Aegis Resources Ltd. ("Aegis"), a group of assets of Rugby which include the El Zanjón and Venidero projects, Georgetown, a 20% free carried interest until the completion of a feasibility study in Cobrasco and a 1.5% net smelter return royalty ("NSR") in Mantau. On completion of the Arrangement Agreement, Aegis will become a reporting issuer. Subsequent to the reporting date, on July 25, 2025, the Arrangement Agreement was completed (refer to Subsequent Events, Note 14, for more details).

These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards") on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for at least twelve months from May 31, 2025. Several adverse conditions and material uncertainties may cast significant doubt upon the validity of this assumption. The Company has no source of operating revenue, is unable to self-finance operations, and has significant cash requirements to maintain its mineral interests (see Note 4) and overhead requirements. The Company has incurred operating losses since inception. As at May 31, 2025, the Company had an accumulated deficit of \$53,747,922 (February 28, 2025 - \$52,983,772) and working capital (current assets less current liabilities) of \$527,368 (February 28, 2025 - negative working capital of \$754,545). For the period ended May 31, 2025, the Company had a net loss of \$764,150 (2024 - \$936,225) and a cash outflow from operations of \$998,704 (2024 - \$794,680). Although management has been successful in the past in raising capital, there are no assurances that the Company will be successful raising capital in the future (refer to Subsequent Events, Note 14). If the going concern assumption was not appropriate for these consolidated financial statements then adjustments would be necessary to the carrying value of assets and liabilities, the reported expenses and the balance sheet classifications used, and such adjustments could be material.

2. Basis of Preparation

These Interim Financial Statements have been prepared in compliance with IFRS Accounting Standards applicable to the preparation of the interim financial statements, including International Accounting Standard ("IAS") 34 "Interim Financial Reporting". Accordingly, the accounting policies followed by the Company as set out in Note 3 of the audited consolidated financial statements for the year ended February 28, 2025, and have been consistently followed in the preparation of these Interim Financial Statements. These Interim Financial Statements do not include all the information and note disclosure required by IFRS for annual financial statements, and therefore, should be read in conjunction with the audited consolidated financial statements for the year ended February 28, 2025.

These Interim Financial Statements were approved and authorized by the Board of Directors for issue on October 3, 2025.

RUGBY RESOURCES LTD.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MAY 31, 2025 AND MAY 31, 2024

3. Material Accounting Policies

The details of Rugby's material accounting policies are presented in Note 3 of its audited consolidated financial statements for the year ended February 28, 2025.

4. Mineral Properties – Acquisition and Exploration Costs

a) Acquisition Costs

Cost	Venidero (Argentina)
	\$
Balance as at May 31, 2024	107,150
Impact of hyperinflation	29,573
Translation adjustment	(7,424)
Balance as at February 28, 2025	129,299
Impact of hyperinflation	(7,813)
Translation adjustment	(3,037)
Balance as at May 31, 2025	118,449

b) Exploration Costs

The tables below show the Company's exploration and evaluation expenditures for the three-month periods ended May 31, 2025 and 2024.

Three months ended May 31, 2025

	Venidero	EI Zanjon	Total
	\$	\$	\$
Environmental	-	19,432	19,432
Field camp	-	8,150	8,150
Geological and geophysics*	-	19,895	19,895
IVA	-	18,080	18,080
Legal & title	4,971	-	4,971
Travel	-	45,763	45,763
Exploration and evaluation costs	4,971	111,320	116,291

* Includes share-based compensation, see Note 8.

Three months ended May 31, 2024

	Venidero	EI Zanjon	Motherlode	Total
	\$	\$	\$	\$
Field camp	-	-	1,872	1,872
Geological and geophysics*	-	11,155	-	11,155
Legal & title	938	-	-	938
Tenement fees, socialization, access and option payments	288	(6,917)	-	(6,629)
Travel	-	-	3,199	3,199
Wages and benefits	-	-	2,270	2,270
Exploration and evaluation costs	1,226	4,238	7,341	12,805

* Includes share-based compensation, see Note 8.

4. Mineral Properties – Acquisition and Exploration Costs (Continued)

El Zanjón Gold and Silver Project, Argentina

On July 17, 2019, the Company entered into an option agreement to earn up to 100% of the El Zanjón Gold and Silver Project (“El Zanjón”) in Santa Cruz Province, Argentina.

Pursuant to the terms of the option agreement, the Company has paid an aggregate of \$65,000 and will be required to make further annual tenure payments totaling \$15,000 in July each year and will be required to incur staged expenditures of \$3.65 million including completing studies to pre-feasibility standards (see below) to earn 100% of El Zanjón. The vendors will retain a 2% NSR.

On September 23, 2021, Rugby and the vendors negotiated an amendment to the option agreement that modified the quantum and timing of the staged payments. On December 17, 2024, a further amendment modifying the timing of the staged payment was agreed between Rugby and the vendors, whereby staged exploration expenditures are to be incurred as follows:

- (i) \$100,000 by January 17, 2021 (Stage 1) (incurred);
- (ii) \$226,369 by January 17, 2022 (Stage 2) (incurred);
- (iii) \$523,631 by January 17, 2026 (Stage 3);
- (iv) \$800,000 by January 17, 2027 (Stage 4); and
- (v) \$2,000,000 by July 17, 2028 (Stage 5).

The Venidero Project, Argentina

Venidero is an early-stage project, located 60 km south of the Cerro Negro Project in western Santa Cruz Province, Argentina.

Georgetown Project, Australia

On April 13, 2021, the Company announced that it had been granted three exploration permits totaling 849 square km covering extensive gold occurrences in the Georgetown region in North Queensland, Australia. The three exploration permits form Rugby’s Georgetown Project.

On August 24, 2022, Rugby signed an Earn-in and JV Heads of Agreement (the “HOA”) with EMU NL (“EMU”) under which EMU can earn an interest of up to 80% in the Georgetown project. EMU may earn a 50% interest in the project by spending not less than A\$750,000 on exploration or development and a further 30% interest by spending a further A\$1,100,000. In July 2023, Rugby and EMU negotiated an amendment to the HOA which delays the timing of exploration or development expenditures for 12 months and, in August 2023, signed a Farm-in and Joint Venture Agreement (the “JVA”). Pursuant to the JVA, the optional earn-in spend rate for first a 50% interest then an 80% interest is as follows:

To earn an initial 50% interest:

- A\$200,000 by August 24, 2024 (completed);
- Additional A\$250,000 by August 24, 2025 (completed); and
- Additional A\$300,000 by August 24, 2026 (completed).

4. Mineral Properties – Acquisition and Exploration Costs (Continued)

To earn an additional 30% interest for a total 80%:

- A\$500,000 by August 24, 2027; and
- Additional A\$600,000 by August 24, 2028.

During the period ended May 31, 2025, EMU provided information indicating that they have incurred expenditures to earn an 80% interest on the Georgetown project. The Company is reviewing this information.

Motherlode Gold Copper Project, Philippines

During 2010, the Company entered into agreements with All-Acacia Resources Inc. (“All-Acacia”), a Philippine company, over the Mabuhay (Motherlode) project in the Philippines. The agreement granted the Company the right and option (“Mabuhay Option”) to earn an 80% interest in the Mabuhay project. Pursuant to an agreement effective August 2, 2024, the parties terminated the Mabuhay Option. Rugby has no obligations or liabilities related to the agreement.

5. Assets held for sale and discontinued operations

Pursuant to a Binding Letter Agreement dated February 17, 2025, between the Company and Andina proposed to acquire all the issued and outstanding common shares of Rugby in exchange for common shares of Andina by way of a statutory plan of arrangement (see Subsequent Events, Note 14), under the Business Corporations Act (British Columbia) on the basis of 1 Andina share for every 6.4 Rugby shares. Upon Closing of the Transaction the Rugby Shareholders will hold approximately 38% of the outstanding shares of Andina, subject to adjustment for any private placement financing transactions completed prior to Closing.

Prior to the Closing, Rugby will transfer to Aegis the following assets:

- a) A 20% joint venture interest in the Cobrasco Project which is free-carried to completion of a feasibility study;
- b) The El Zanjón and Venidero gold-silver projects in Argentina;
- c) A joint venture interest in the Georgetown Project, a copper gold exploration project in Australia; and
- d) A 1.5% net smelter return royalty (NSR) over the Mantau iron-oxide-copper-gold project (the “Mantau Project”), subject to right to buy-back a 0.5% NSR at fair market value within 12 months of completing a preliminary feasibility study recommending advancing to a full feasibility study.

In accordance with IFRS 5 – *Non-current Assets Held for Sale and Discontinued Operations*, the Cobrasco, Colombia Gold and Mantau projects are a disposal group classified as assets held for sale as at May 31, 2025 and February 28, 2025 and as discontinued operations for the three-month period ended May 31, 2025 and May 31, 2024.

At May 31, 2025 and February 28, 2025, all assets and liabilities related to the Cobrasco, Colombia Gold and Mantau disposal group have been classified as held for sale and are presented in current assets and current liabilities in the statement of financial position.

RUGBY RESOURCES LTD.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MAY 31, 2025 AND MAY 31, 2024

5. Assets held for sale and discontinued operations (Continued)

Expenses related to this disposal group incurred during the three-month period ended May 31, 2025 and May 31, 2024 have been presented as loss from discontinued operations in the statement of income (loss). There is no impact on the presentation in the statement of cash flows other than the reconciliation of cash related to discontinued operations.

For the three month periods ended,	May 31, 2025	May 31, 2024
	\$	\$
Accounting, audit and professional fees	15,054	21,527
Administrative	(693)	5,381
Bank charges	1,545	2,159
Foreign exchange (gain) loss	(173)	948
Mineral property exploration expenditures	227,267	661,767
Loss from discontinued operations	243,000	691,782

The net assets of the Cobrasco, Colombia Gold and Mantau disposal group as at May 31, 2025 and February 28, 2025 are as follows:

As at,	May 31, 2025	February 28, 2025
	\$	\$
Cash and cash equivalents	27,059	30,603
Accounts receivable and prepaids	2,321	3,248
Mineral properties	66,075	66,075
Assets held for sale	95,455	99,926
Accounts payable and accrued liabilities	21,214	31,853
Liabilities held for sale	21,214	31,853
Net assets	74,241	68,073

The cash flows of the Cobrasco, Colombia Gold and Mantau disposal group for the periods ended May 31, 2025 and May 31, 2024 included in the Company's consolidated statement of cash flows are as follows:

For the three month periods ended,	May 31, 2025	May 31, 2024
	\$	\$
Cash used in operating activities	(6,168)	-
Cash received from the Company	-	29,110
Increase (decrease) in cash	(6,168)	29,110

a) Mineral Properties – Acquisition and Exploration Costs

As at,	May 31, 2025	February 28, 2025
	\$	\$
Colombia Gold	66,075	66,075
Balance	66,075	66,075

RUGBY RESOURCES LTD.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MAY 31, 2025 AND MAY 31, 2024

5. Assets held for sale and discontinued operations (Continued)

b) Exploration Costs

The exploration and evaluation expenditures of the Cobrasco, Colombia Gold, Tantalus and Mantau disposal group for the periods ended May 31, 2025 and May 31, 2024 are as follows:

Three months ended May 31, 2025				
	Mantau	Cobrasco	Colombia Gold	Total
	\$	\$	\$	\$
Environmental	-	5,414	-	5,414
Field camp	-	5,467	-	5,467
Geological and geophysics*	-	20,070	-	20,070
IVA	2,589	3,901	600	7,090
Legal & title	-	63,224	896	64,120
Office operations	-	291	1,205	1,496
Tenement fees, socialization, access and option payments	27,425	30,572	-	57,997
Travel	-	345	-	345
Wages and benefits	-	56,940	8,328	65,268
Exploration and evaluation costs	30,014	186,224	11,029	227,267

* Includes share-based compensation, see Note 8.

Three months ended May 31, 2024				
	Mantau	Cobrasco	Colombia Gold	Total
	\$	\$	\$	\$
Assays	-	4,718	-	4,718
Environmental	-	8,500	-	8,500
Field camp	-	65,619	-	65,619
Geological and geophysics*	-	66,232	-	66,232
Helicopter support	-	155,195	-	155,195
IVA	3,390	10,816	-	14,206
Legal & title	7,588	12,869	2,286	22,743
Office operations	-	7,709	1,151	8,860
Tenement fees, socialization, access and option payments	18,621	109,244	-	127,865
Travel	-	37,641	-	37,641
Wages and benefits	-	145,843	4,345	150,188
Exploration and evaluation costs	29,599	624,386	7,782	661,767

* Includes share-based compensation, see Note 8.

Cobrasco Copper Project, Colombia

The Cobrasco concessions, located 100 km southwest of Medellin in the Choco Region of Colombia, were purchased in April 2013. They are 100% owned by Rugby subject to a 1% NSR.

Mantau Project, Chile

The Mantau project is located 70km northeast of Antofagasta city in Chile. The project, comprising 4,500 hectares, is owned 100% by Rugby and is favorably located with excellent year round access being at low elevation 1,500 metres above sea level. The project is situated in the Coastal Belt of Northern Chile which hosts several large copper deposits genetically and spatially related to the Atacama Fault System.

5. Assets held for sale and discontinued operations (Continued)

Colombia Gold Projects

Regional Applications, Colombia

In 2016, Rugby announced the acquisition of a portfolio of both granted exploration concessions and applications in Colombia together with an extensive geological database. Under the terms of the agreement, Rugby acquired 100% of the rights to the portfolio of mineral properties and geological database for nominal cash consideration.

Tantalus

In February, 2020, the Company entered into an agreement to acquire the Tantalus gold silver project, located in the Bucaramanga gold belt in Colombia and paid the vendor approximately \$16,000. Tantalus is currently in the application stage and pursuant to the agreement, Rugby will pay the vendor approximately \$35,000 upon title being granted and transferred to Rugby. The vendor will retain a 1% NSR which can be purchased at prices ranging between US\$1,300,000 and US\$5,000,000.

6. Loans Payable

Pursuant to an agreement dated January 20, 2025, a director of the Company and a company controlled by the director (together, the "Lenders") advanced \$1,000,000 to the Company (the "Loan"). The Loan was unsecured, bore no interest and was evidenced by a loan agreement entered into between the Company and the Lenders. The Loan due date was January 20, 2026 and the Company fully repaid it during the months of March and April 2025. The Loan constitutes a related party transaction

7. Share Capital

The authorized share capital of the Company is an unlimited number of common shares without par value.

Issuances – period ended May 31, 2025

On March 27, 2025, the Company completed a non-brokered private placement financing consisting of 100,000,000 units at a price of \$0.025 per unit for gross proceeds of \$2,500,000. Each unit consists of one common share and one half purchase warrant. Each whole warrant entitles the holder thereof to purchase one additional common share of the Company at an exercise price of \$0.05 for a period of 3 years from the closing date. The Company paid share issue costs, including finders' fees, of \$61,115.

Issuances – year ended February 2025

On June 6, 2024, the Company completed a non-brokered private placement financing consisting of 18,440,000 units at a price of \$0.05 per unit for gross proceeds of \$922,000. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share of the Company at an exercise price of \$0.10 until June 6, 2026. The residual value of the warrants associated with the unit offering was \$92,200. The Company paid share issue costs, including finders' fees of \$22,320.

During September 2024, the Company issued 333,333 common shares for vested restricted share units and reallocated \$43,333 from contributed surplus to share capital.

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7. Share Capital (Continued)

On November 18, 2024, the Company announced a non-brokered private placement financing offering up to 60,000,000 units at a price of \$0.05 per unit for gross proceeds of up to \$3,000,000. Pursuant to the placement, the Company received \$2,348,077. Subsequently, on December 16, 2024, due to a change to regulations in Colombia affecting future drilling applications in forested areas, the Company announced the termination of the financing and returned funds received pursuant to the placement.

During the year ended February 28, 2025, the Company received \$415,000 for share subscriptions pursuant to a non-brokered private placement financing completed subsequent to year end which raised total gross proceeds of \$2,500,000.

8. Stock Option Plan

At the Company's Annual General Meeting held on December 5, 2024, the shareholders of the Company approved the renewal of the Company's rolling stock option plan (the "Option Plan"). The essential elements of the Option Plan are as follows. The aggregate number of shares of the Company's capital stock reserved for issuance pursuant to the Option Plan and all other security-based compensation arrangements will represent a maximum of 10% of the total issued and outstanding shares of the Company at the date of the grant. Options granted under the Plan may have a maximum term of ten years. The exercise price of options granted under the Plan will not be less than the discounted market price of the common shares (defined as the last closing market price of the Company's common shares immediately preceding the grant date, less the maximum discount permitted by TSX-V), or such other price as may be agreed to by the Company and accepted by the TSX-V.

Options granted under the Plan may be subject to vesting at times as determined by the directors of the Company and the TSX-V. A summary of the changes in share options during the three-month period ended May 31, 2025 and the year ended February 28, 2025 are as follows:

	May 31, 2025		February 28, 2025	
	Options	Weighted Average Exercise Price (\$)	Options	Weighted Average Exercise Price (\$)
Options outstanding, beginning of year	15,530,000	0.12	17,055,000	0.12
Forfeited/Cancelled	(100,000)	0.11	(800,000)	0.10
Expired	-	-	(725,000)	0.14
Options outstanding, end of year	15,430,000	0.12	15,530,000	0.12

During the three month period ended May 31, 2025, 100,000 options with a weighted average exercise price of \$0.11 were cancelled. These options were fully vested and therefore the amount expensed was \$nil.

During the year ended February 28, 2025, there were 800,000 options with a weighted average exercise price of \$0.10 forfeited by option holders and the Company accounted for these as cancellations whereby the unvested balance of the original fair value, was immediately expensed in the amount of \$1,526.

Additionally, during the year ended February 28, 2025, 725,000 options with a weighted average exercise price of \$0.14 expired unexercised.

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8. Stock Option Plan (Continued)

The following table summarizes information about the stock options outstanding and exercisable at May 31, 2025:

Range of prices (\$)	Outstanding Options			Exercisable Options		
	Number	Weighted Average Remaining Life (Years)	Weighted Average Exercise Price (\$)	Number	Weighted Average Remaining Life (Years)	Weighted Average Exercise Price (\$)
0.10 - 0.16	12,955,000	1.66	0.11	12,955,000	1.66	0.11
0.17 – 0.22	2,475,000	1.73	0.20	2,475,000	1.73	0.20
	15,430,000	1.67	0.12	15,430,000	1.67	0.12

Share-based compensation recognized on options and RSUs vesting during the three-month periods ended May 31, 2025 and 2024 has been allocated to contributed surplus and expensed as follows:

Three months ended May 31	2025 \$	2024 \$
Administrative	1,103	10,446
Directors' fees	7,302	20,199
Mineral property exploration expenditures	-	10,609
Total	8,405	41,254

Upon completion of the Arrangement Agreement (the "Effective Time"), pursuant to the terms of the Rugby Option Plan, each Rugby Option outstanding immediately prior to the Effective Time, whether vested or unvested, shall be deemed to be exchanged for an option (a "Replacement Option") to purchase from Andina, the number of Andina Shares (rounded down to the nearest whole number) equal to (A) the number of common shares subject to such Rugby Option immediately prior to the Effective Time divided by (B) 6.4, at an exercise price per common share (rounded up to the nearest whole cent) otherwise purchasable pursuant to such Rugby Option immediately prior to the Effective Time multiplied by 6.4, exercisable until the expiry date of such Rugby Option in accordance with the Rugby Option Plan, and any agreement governing such Rugby Option. See Subsequent Events, Note 14.

9. Restricted share unit / Deferred share unit plan ("RSU / DSU Plan")

On November 29, 2018, the Company's disinterested shareholders approved the adoption of an RSU/DSU Plan. The Plan provides for granting of RSUs and DSUs for the purpose of advancing the interests of the Company through motivation, attraction and retention of employees, officers, consultants and directors by granting equity-based compensation incentives, in addition to the Company's stock option plan.

The number of shares reserved for issuance from treasury under the RSU/DSU Plan was 1,151,000 shares which were granted on September 2, 2022. On December 7, 2023, shareholders of the Company approved an amendment to the RSU/DSU Plan whereby the maximum numbers of shares made available for issuance shall not exceed 3,984,462 shares.

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9. Restricted share unit / Deferred share unit plan ("RSU / DSU Plan") (Continued)

Restricted share units

RSUs granted pursuant to this Plan will be used to compensate participants for their individual performance-based achievements and are intended to supplement stock option awards in this specific respect. On September 2, 2022, the Company granted a total of 1,151,000 RSUs, vesting over a period of three years, to a director and an officer. As of May 31, 2025, all the RSUs previously granted have vested. During the three-month period ended May 31, 2025, the Company recorded \$8,405 (2024 - \$10,391) in share-based compensation expense with respect to the RSUs based on the fair value at the grant date. The value of RSUs granted is recorded as share based compensation expense in contributed surplus over the vesting period.

	Outstanding RSUs
Outstanding, February 29, 2024	767,334
Vested, September 3, 2024	(333,333)
Outstanding February 28, 2025	434,001
Vested, March 26, 2025	(434,001)
Outstanding May 31, 2025	-

Deferred share units

DSUs granted pursuant to this Plan will be used as a means of reducing the cash payable by the Company in respect of director compensable amounts. In so doing, the interests of directors will become more closely aligned with those of the Company and its shareholders. As at May 31, 2025, no DSU's have been granted.

10. Warrants

Warrants transactions are summarized as follows:

	Outstanding Warrants	Weighted Average Exercise Price (\$)
Outstanding, February 29 and May 31 2024	74,152,486	0.14
Issued	18,440,000	0.10
Outstanding February 28, 2025	92,592,486	0.13
Issued	50,000,000	0.05
Expired	(18,436,614)	0.18
Outstanding May 31, 2025	124,155,872	0.09

In connection with two separate private placements, on June 6, 2024, Rugby issued 18,440,000 warrants at an exercise price of \$0.10 exercisable until June 6, 2026 and on March 27, 2025, Rugby issued 50,000,000 warrants at an exercise price of \$0.05 exercisable until March 27, 2028.

Additionally, on March 20, 2025, 18,436,614 warrants with an exercise price of \$0.18 per common share expired unexercised.

As at May 31, 2025, the following warrants were outstanding:

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10. Warrants (Continued)

Expiry Date	Outstanding	Exercise Price (\$)	Exercisable
August 3, 2025*	23,496,667	0.15	23,496,667
November 30, 2025	12,522,540	0.10	12,522,540
February 26, 2026	19,696,665	0.10	19,696,665
June 6, 2026	18,440,000	0.10	18,440,000
March 27, 2028	50,000,000	0.05	50,000,000
	124,155,872		124,155,872

*See Subsequent Events, Note 14.

Upon completion of the Arrangement Agreement (the "Effective Time"), each Rugby Warrant outstanding immediately prior to the Effective Time, shall on the Effective Time be adjusted in accordance with its terms and thereafter shall entitle the holder thereof upon exercise of such Rugby Warrant following the Effective Time, on the same terms and conditions as were applicable to such Rugby Warrant before the Effective Time, to purchase from Andina for the same aggregate consideration, the number of Andina Shares (rounded down to the nearest whole number) equal to the number of common shares subject to such Rugby Warrant immediately prior to the Effective Time divided by 6.4. See Subsequent Events, Note 14.

11. Related Party Transactions and Compensation of Key Management

During the three-month period ended May 31, 2025, a total of \$nil (2024 - \$2,000) was paid or accrued for related party transactions with Berenvy Pty Limited, a company controlled by the COO, CTO and director of the Company for consulting fees. Amounts due to related parties as at May 31, 2025 of \$nil (February 28, 2025 - \$146,900) are for consulting fees and reimbursable expenses incurred on behalf of the Company and are non-interest bearing and due on demand.

The Loan, which details are provided in Note 6, also constitutes a related party transaction between Rugby, a director of the Company and a company controlled by the director.

Key management personnel are those people that have the authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel of the Company include executive officers and the board of directors.

The following compensation has been provided to key management personnel for the three-month periods ended May 31, 2025 and 2024:

Three months ended May 31	2025	2024
	\$	\$
Compensation – cash	54,500	59,000
Share-based payments	8,405	24,518
Total	62,905	83,518

12. Financial Instruments

(a) Fair Value

The carrying amount of accounts receivable, accounts payable and accrued liabilities, due to related parties, lease liability and loans payable approximates fair value due to the short-term nature of these financial instruments.

12. Financial Instruments (Continued)

(b) Financial Risk Management

The Company's activities potentially expose it to a variety of financial risks, including credit risk, foreign exchange currency risk, liquidity and interest rate risk.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist of cash and cash equivalents and accounts receivable. The Company deposits the majority of its cash with high credit quality financial institutions in Canada and holds balances in banks in Argentina, Australia, Chile, Colombia and Philippines as required to meet current expenditures. The carrying amount of financial assets recorded in the consolidated financial statements, net of any allowances for losses, represents the Company's maximum exposure to credit risk.

Currency risk

The Company operates in Canada, Argentina, Australia, Chile, Colombia and the Philippines and it is therefore exposed to foreign exchange risk arising from transactions denominated in a foreign currency.

The Company's cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities are denominated in several currencies (mainly Canadian Dollars, US Dollars, Argentine Pesos, Australian Dollars, Chilean Pesos, Colombian Pesos and Philippine Pesos) and are therefore subject to fluctuation against the Canadian Dollar. Such foreign currency balances, which are held in the Company's Argentine, Australian, Chilean, Colombian, and Philippine subsidiaries, are subject to fluctuations against the Argentine Peso, Australian Dollar, Chilean Peso, Colombian Peso and Philippine Peso, respectively. As at May 31, 2025 and February 28, 2025, the Canadian parent company had nominal balances in foreign currencies.

Assuming that all other variables remain constant, a 10% depreciation or appreciation of the US dollar, Argentine Peso, Australian Dollar, Chilean Peso, Colombian Peso and Philippine Peso against the Canadian dollar would result in an insignificant change in the Company's consolidated statement of loss.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's interest rate risk mainly arises from the interest rate impact on the cash and cash equivalents. Cash and cash equivalents earn interest based on current market interest rates. Based on the amount of cash and cash equivalents held at May 31, 2025, and assuming that all other variables remain constant, a 0.5% change in the applicable interest rate would result in an insignificant change in the interest earned by the Company.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages its liquidity risk by forecasting cash flows required by operations and anticipated investing and financing activities. The Company had cash and cash equivalents at May 31, 2025 in the amount of \$536,017 (February 28, 2025 - \$499,135) in order to meet short-term business requirements (see Notes 1 & 14).

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13. Segmented Information

The Company's activities are all in the one industry segment of mineral property acquisition, exploration and development. The Company's net assets and net losses by geographic regions are as follows:

May 31, 2024					
	Canada	Australia	Argentina	Philippines	Total
	\$	\$	\$	\$	\$
Cash and cash equivalents	528,625	2,072	3,832	1,488	536,017
Amounts receivable and prepaids	27,102	1,327	3,327	-	31,756
Mineral properties	-	-	118,449	-	118,449
Total assets	555,727	3,399	125,608	1,488	686,222
Total liabilities	(109,138)	(121)	(3,708)	(1,679)	(114,646)
Net assets	446,589	3,278	121,900	(191)	571,576

Three months ended May 31, 2024				
	Canada	Australia	Argentina	Total
	\$	\$	\$	\$
Mineral property exploration expenditures	-	-	116,291	116,291
Net loss	393,100	9,176	118,874	521,150

February 28, 2025					
	Canada	Australia	Argentina	Philippines	Total
	\$	\$	\$	\$	\$
Cash and cash equivalents	492,292	1,223	4,124	1,496	499,135
Amounts receivable and prepaids	23,222	6,406	516	-	30,144
Mineral properties	-	-	129,299	-	129,299
Total assets	515,514	7,629	133,939	1,496	658,578
Total liabilities	(1,229,188)	(113,772)	(7,248)	(1,689)	(1,351,897)
Net assets	(713,674)	(106,143)	126,691	(193)	(693,319)

Three months ended May 31, 2024							
	Canada	Chile	Australia	Argentina	Colombia	Philippines	Total
	\$	\$	\$	\$	\$	\$	\$
Mineral property exploration expenditures	-	29,599	-	5,464	632,168	7,341	674,572
Net loss	181,548	36,149	40,853	5,242	654,769	17,664	936,225

14. Subsequent Events

Arrangement Agreement

Pursuant to an Arrangement Agreement dated April 21, 2025, between Andina, Rugby, and Aegis (a wholly owned entity of Rugby incorporated on February 27, 2025) to facilitate the Arrangement Agreement, on July 25, 2025, Rugby and Andina announced the completion of the acquisition of all the issued and outstanding common shares of Rugby ("Rugby Shares") by Andina. Under the terms of the court approved arrangement, 65,165,185 common shares of Andina (the "Andina Shares") are being issued in connection with closing to former Rugby shareholders on the basis of one Andina Share for every 6.4 Rugby Shares.

In connection with the Arrangement Agreement, Bryce Roxburgh, outgoing President and CEO, of Rugby has been appointed to the board of directors of Andina and will also remain a director of Rugby.

14. Subsequent Events (Continued)

Spinout and Aegis Resources Ltd.

Additionally, under the terms of the Arrangement Agreement, for every ten Rugby Shares held, Rugby shareholders received one common share in a new exploration company, Aegis Resources Ltd. which became a reporting issuer in British Columbia and Alberta as a result of the Arrangement Agreement. There is no current intention to list common shares of Aegis on a stock exchange. As part of the Arrangement Agreement, the following assets were transferred from Rugby to Aegis:

- a) A 20% joint venture interest in the Cobrasco Project which is free-carried to completion of a feasibility study;
- b) The El Zanjón and Venidero gold-silver projects in Argentina;
- c) A joint venture interest in the Georgetown Project, a copper gold exploration project in Australia; and
- d) A 1.5% net smelter return royalty (NSR) over the Mantau iron-oxide-copper-gold project, subject to right to buy back a 0.5% NSR at fair market value within 12 months of completing a preliminary feasibility study recommending advancing to a full feasibility study.

Rugby and Andina are arm's length and there were no finder fees paid in connection with the Arrangement Agreement.