

KAIROS GOLD INC.

Condensed Interim Financial Statements

For the period from the date of Incorporation on April 10, 2024 to September 30, 2024

KAIROS GOLD INC.

THIRD QUARTER 2024 CONDENSED INTERIM FINANCIAL STATEMENTS

UNAUDITED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Corporation discloses that its auditors have not reviewed the unaudited condensed interim financial statements for the period from the date of incorporation on April 10, 2024 to September 30, 2024.

NOTICE TO READER OF THE INTERIM FINANCIAL STATEMENTS

The condensed interim financial statements (the "Interim Statements") of Kairos Gold Inc. comprising the accompanying condensed interim statement of financial position as at September 30, 2024, changes in shareholders' equity and cash flows for the period from the date of incorporation on April 10, 2024 to September 30, 2024, are the responsibility of the Corporation's management.

These Interim Statements have not been reviewed on behalf of the shareholders by the independent external auditors of the Corporation, MNP LLP. The Interim Statements have been prepared by management and include the selection of appropriate accounting principles, judgements and estimates necessary to prepare these financial statements in accordance with International Financial Reporting Standards.

signed "Jana L. Lillies"

Jana L. Lillies, Chief Financial Officer

signed "Steve Cochrane"

Steve Cochrane, Chief Executive Officer

KAIROS GOLD INC.
Condensed Interim Statement of Financial Position
As at September 30, 2024
(Expressed in Canadian Dollars)

Assets	Notes		
Current			
Cash		\$	1
Total assets		\$	1
Shareholder's Equity			
Share capital	4	\$	1
Total shareholders' equity		\$	1
Nature of operations	1		
Subsequent Events	7		

The accompanying notes are an integral part of these condensed interim financial statements.

KAIROS GOLD INC.**Condensed Interim Statement of Cash Flows****For the period from the date of incorporation on April 10, 2024 to September 30, 2024***(Expressed in Canadian Dollars)*

	Notes		
Financing activities:			
Issuance of common shares	4	\$	1
Cash flows provided by financing activities		\$	1
Increase in cash		\$	1
Cash, end of period		\$	1

The accompanying notes are an integral part of these condensed interim financial statements.

KAIROS GOLD INC.**Condensed Interim Statement of Changes in Shareholder's Equity****For the period from the date of incorporation on April 10, 2024 to September 30, 2024***(Expressed in Canadian Dollars)*

Common shares:	Number of common shares	\$
Shares issued for cash upon incorporation on April 10, 2024 (Note 4)	1	1
Balance, September 30, 2024	1	1

The accompanying notes are an integral part of these condensed interim financial statements.

KAIROS GOLD INC.

Notes to the Condensed Interim Financial Statements

For the period from the date of incorporation on April 10, 2024 to September 30, 2024

1. Nature of operations

Kairos Gold Inc. (the "Corporation" or "Kairos"), a private corporation, was incorporated by a Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (Alberta) on April 10, 2024. The registered office is located at 700, 903 – 8th Avenue SW, Calgary, Alberta, Canada, T2P 0P7.

Kairos is a wholly-owned subsidiary of Lithium Chile Inc. ("LITH") (*notes 7, 8*) and has had no operations to the date of these financial statements.

The Company was established in order to facilitate spin-out of certain mining assets. LITH intends to transfer all of the shares of its wholly owned Chilean subsidiary, Minera Kairos Chile Spa ("Minera Kairos"), to the Corporation. Minera Kairos is the owner of all of the copper/gold/silver claims held by LITH in Chile (*notes 7, 8*).

These financial statements have been prepared on a going concern basis in accordance with International Financial Reporting Standards ("IFRS") with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business.

The Corporation has not had any transactions except for the issuance of common shares since inception. The Company's continuation as a going concern is dependent upon successful completion of the transaction described in *Note 7*. Management intends to finance operating costs over the next twelve months with cash advances from LITH and with the proceeds of a financing expected to close in the first quarter of 2025 (*note 8.2*). These conditions indicate the existence of material uncertainties that may cause doubt about the Company's ability to continue as a going concern.

These financial statements do not include any adjustments to the recoverability and classification of recorded assets amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. Basis of presentation

a) Statement of compliance

These financial statements have been prepared in accordance and compliance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Reporting Interpretations Committee ("IFRIC") in effect at the closing date of September 30, 2024.

These financial statements, and the policies applied herein, were authorized for issue by the Board of Directors on December 16, 2024.

b) Basis of measurement

These financial statements have been prepared under the historical cost method.

These financial statements are presented in Canadian dollars, which is the Corporation's functional and presentation currency.

c) Use of judgments and estimates

Management is required to make estimates, judgments and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. Management reviews these judgments, estimates and assumptions on an ongoing basis, including those related to fair values of financial instruments, recoverability of assets and income taxes. Actual results may differ from these estimates.

There were no key estimates and judgments concerning the future and other key sources of estimation uncertainty at the reporting date that would have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities.

KAIROS GOLD INC.**Notes to the Condensed Interim Financial Statements****For the period from the date of incorporation on April 10, 2024 to September 30, 2024**

3. Summary of material accounting policies**a) Cash**

Cash includes cash on hand and deposits held with banks.

b) Fair value of financial instruments

The Corporation has classified its financial instrument fair values based on the required three level hierarchy:

- Level 1: Valuations based on quoted prices in active markets for identical assets or liabilities;
- Level 2: Valuations based on observable inputs other than quoted active market prices; and,
- Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flows methods.

The fair value hierarchy level at which a fair value measurement is categorized is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety.

c) Share capital

Proceeds from the issuance of common shares are classified as equity in the statement of financial position. Incremental costs directly attributable to the issuance of shares are recognized as a deduction, net of any tax effects.

4. Share capital**a) Authorized:**

Unlimited number of common voting shares and preferred shares without nominal or par value.

The preferred shares may be issued in one or more series and the directors are authorized to fix the number of shares in each series and to determine the designation, rights, privileges, restrictions, and conditions attached to the shares of each series. No preferred shares have been issued since the Corporation's inception.

b) Issued Common Shares

Issued share capital is as follows.

	#	\$
Shares issued for cash upon incorporation	1	1

5. Capital management

The Corporation's capital currently consists of common shares. Its principal source of cash is from the issuance of common shares. The Corporation's capital management objectives are to have sufficient capital to be able to explore and develop mineral properties in Chile. The Corporation does not have any externally imposed capital requirements to which it is subject. The Corporation manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets.

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Notes to the Condensed Interim Financial Statements

For the period from the date of incorporation on April 10, 2024 to September 30, 2024

6. Financial instruments and risk management

The Corporation, as part of its operations, carries financial instruments consisting of cash. It is management's opinion that the Corporation is not exposed to significant credit, interest, or currency risks arising from this financial instrument.

The Corporation doesn't have financial assets and liabilities measured at fair value. The carrying amount of cash approximates its fair value due to its short-term maturity.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Corporation believes it has no significant credit risk.

Liquidity Risk

The Corporation's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2024, the Corporation had a cash balance of \$1 and no liabilities.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

i. Interest rate risk

The Corporation has cash balances and no interest-bearing debt.

ii. Foreign currency risk

The Corporation does not have assets or liabilities in foreign currency.

iii. Commodity risk

The Corporation is not exposed to commodity price risk.

7. Proposed transaction

LITH intends to transfer all of the shares of its wholly owned Chilean subsidiary, Minera Kairos, to the Corporation. Minera Kairos is the owner of the copper/gold/silver claims in Chile. Thereafter, at the meeting of the shareholders of LITH on October 17, 2024, the LITH Shareholders were asked to consider, and, if thought advisable, to approve a proposed plan of arrangement (the "**Arrangement**") under Section 193 of the *Business Corporations Act* (Alberta) involving the distribution of the common shares of Kairos (the "**Kairos Shares**"), to the shareholders of LITH on the basis of one (1) Kairos Share for every ten (10) common shares of LITH held by a shareholder of LITH on the effective date of such distribution. (the "Effective Time").

To facilitate such distribution of Kairos Shares to the LITH shareholders in the correct ratio, it is intended that a share split will be completed immediately prior to the Effective Time, such that the number of issued and outstanding Kairos Shares at the Effective Time will be equal to one-tenth (1/10) of the number of the then issued and outstanding LITH common shares.

8. Subsequent Events

1. Subsequent to the period ended September 30, 2024 the following events transpired:

- LITH transferred all of the shares of its wholly owned Chilean subsidiary, Minera Kairos, to the Corporation.
- On October 17, 2024, the LITH Shareholders approved the Arrangement and subsequently completed the distribution of the Kairos Shares, to the shareholders of LITH on the basis of one (1) Kairos Share for every ten (10) common shares of LITH held by a shareholder of LITH on December 3, 2024.

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Notes to the Condensed Interim Financial Statements

For the period from the date of incorporation on April 10, 2024 to September 30, 2024

8. Subsequent Events (continued)

- To facilitate the distribution of Kairos Shares to the LITH shareholders in the correct ratio, a share split was completed such that the number of issued and outstanding Kairos Shares at the Effective Time was equal to one-tenth (1/10) of the number of the then issued and outstanding LITH common shares.
2. Subsequent to the to the period ended September 30, 2024, the Corporation received conditional approval from the TSX Venture Exchange (the "Exchange") in its application for listing on the Exchange of the common shares in the capital of the Corporation. Final approval from the Exchange is subject to, but not limited to, the successful completion of a financing in the minimum amount of CAD\$1,050,000.