Galway Metals Inc.

Consolidated Financial Statements
For the Years Ended December 31, 2025 and 2024
(Expressed in Canadian Dollars)

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying consolidated financial statements of Galway Metals Inc. (the "Company") were prepared by management in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"). Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the balance sheet date.

Management has established processes which are in place to provide them with sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements and (ii) the consolidated financial statements fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented by the consolidated financial statements.

The Board of Directors is responsible for reviewing and approving the consolidated financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the consolidated financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company’s affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

(signed)
Robert Hinchcliffe
President and Chief Executive Officer
May 6, 2026

(signed)
Robert D.B. Suttie
Chief Financial Officer

CLEARHOUSE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Galway Metals Inc.

Report on the Audit of the Consolidated Financial Statements

Opinion
We have audited the consolidated financial statements of Galway Metals Inc. (the Company), which comprise the consolidated statements of financial position as at December 31, 2025 and 2024, and the consolidated statements of loss and comprehensive loss, consolidated statements of changes in shareholders' equity and consolidated statements of cash flows for the years then ended, and notes to the financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2025 and 2024, and its financial performance and its cash flows for the years then ended, in accordance with International Financial Reporting Standards.

Basis for Opinion
We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with those requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Relating to Going Concern
We draw your attention to Note 1 in the consolidated financial statements, which indicates the Company incurred a net loss of $8,409,595 for the year ended December 31, 2025. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters
Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the *Material Uncertainty Related to Going Concern* section of our report, we have determined the matter described below to be the key audit matter to be communicated in our report.

Impairment Assessment of Exploration and Evaluation (E&E) Assets

Description of the matter
As described in Note 5 to the consolidated financial statements, the carrying value of the resource property costs (E&E assets) amounted to $11,500,617 as at December 31, 2025.

E&E assets are assessed for impairment when facts and circumstances suggest that the carrying amount may exceed its recoverable amount. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Management groups mineral claims that are contiguous and specific to an area that encompasses the same prospective minerals, into one area of interest and assigns a name to this mineral property. Each named mineral property is considered an area of interest and subject to impairment assessment.

In undertaking this assessment, management is required to apply judgment of whether the following factors would be considered an indicator of impairment:

- The period for which the entity has the right to explore in the specific area has expired during the financial statement period or will expire in the near future and is not expected to be renewed;
- Substantive expenditures on further exploration for, and evaluation of, mineral resources in the specific area is neither budgeted nor planned;
- Exploration for and evaluation of mineral resources in the specific area has not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and;
- Sufficient data exists to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or sale.

Why the matter is a key audit matter
We determined this as a key audit matter as E&E assets represent a significant portion of the Company's total assets. As a result of the Company being in the exploration stage with no current production or operating revenues, the assessment of impairment indicators involves significant management judgement and estimation uncertainty, particularly in assessing the Company's ongoing ability and intention to continue exploration activities and the potential recoverability of the underlying mineral properties.

How the matter was addressed in the audit
The following were the primary procedures we performed to address this key audit matter.

- Reviewed management's E&E impairment analysis and ensured it was reasonable and complies with IFRS 6 guidance;
- Verified the status of the Company's mining claims and confirmed good standing of claims with Governmental registries;
- Considered evidence obtained in other areas of the audit to assess the Company's continued ability and plans to further develop the E&E properties; and;
- Reviewed National Instrument 43-101 Technical Reports noting the potential commercial viability of the properties.

Accounting for Flow-Through Share Premium Liability

Description of the matter
As described in Note 12 to the consolidated financial statements, the Company has recognized a flow-through share premium liability of $447,021 as at December 31, 2025.

The Company issues flow-through shares to finance its exploration activities. Under these arrangements, the Company is required to incur qualifying exploration expenditures and renounce the related tax deductions to investors. The premium, if any, received on issuance represents the difference between the price paid by investors and the market price of the Company's common shares on the measurement date, which is generally the date of announcement of the flow-through financing, and is initially recorded as a liability and recognized in operations as the Company fulfils its expenditure commitments. Where no premium is identified based on the Company's accounting policy, no flow-through liability is recognized.

Why the matter is a key audit matter
We determined this to be a key audit matter due to the complexity of the accounting for flow-through share arrangements and the judgment required in determining the allocation of proceeds between common shares, warrants, and the premium liability, the eligibility of expenditures applied to the spending commitment, and the timing of recognition of the premium into operations.

How the matter was addressed in the audit
The following were the primary procedures we performed to address this key audit matter.

- Reviewed flow-through share subscription agreements to understand the terms and conditions of the arrangements;
- Assessed the allocation of proceeds between share capital, warrants and the flow-through premium liability;
- Reviewed a sample of exploration expenditures to determine whether they were eligible to be applied against the flow-through spending commitment; factoring applicable tax legislation;
- Evaluated the timing and amount of the premium recognized in operations; and;
- Assessed the adequacy of disclosures in the consolidated financial statements.

Allocation Of Proceeds from Unit Financings and Flow-Through Share Arrangements

Description of the matter
The Company completed several equity financings during the year ended December 31, 2025, including issuances of units consisting of common shares and common share purchase warrants, as well as flow-through shares. As described in Notes 2 and 7 to the consolidated financial statements, management is required to allocate the proceeds received between common shares, warrants and, where applicable, flow-through premium liabilities**.**

The accounting for these transactions involves significant judgment, particularly in determining:
- the appropriate measurement date for assessing the quoted market price of the Company's common shares;
- whether the unit price provides funding for both the share and warrant components; and;
- the appropriate allocation methodology to apply, given that IFRS does not prescribe a singular method for allocating proceeds between multiple equity instruments issued in a single transaction.

In particular, for certain unit financings completed, the unit price was below the quoted market price of the Company's common shares as at the announcement date. In these circumstances, management concluded that the full proceeds were attributable to the common shares and that no portion of proceeds was allocated to the warrants. The allocation is constrained by the transaction price and requires judgment in prioritizing observable market inputs over valuation techniques.

Why the matter is a key audit matter
We considered this to be a key audit matter due to the significant judgment involved in applying the Company's accounting policy; the sensitivity of the allocation to observable market prices and valuation assumptions; and the impact of the accounting treatment on share capital and contributed surplus.

How the matter was addressed in the audit
The following were the primary procedures we performed to address this key audit matter.

- evaluating the appropriateness of the Company's accounting policy with reference to IFRS Accounting Standards and industry practice;

- assessing the determination of the announcement date and agreeing the quoted market price of the Company's shares at that date to independent market data;
- evaluating management's conclusion regarding whether the unit price provided funding for both the share and warrant components;
- recalculating the allocation of proceeds between share capital, contributed surplus and flow-through premium liabilities;
- assessing the reasonableness of key inputs used in the Black-Scholes valuation of warrants, including volatility, risk-free rates and expected life; and;
- evaluating the adequacy and appropriateness of the related disclosures in Notes 2 and 7.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon
Management is responsible for the other information. The other information comprises the annual management's discussion and analysis, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements
Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements
Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk

- of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because of the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is John C. Sinclair.

Clearhouse LLP

Chartered Professional Accountants
Licensed Public Accountants

Mississauga, Ontario
May 6, 2026

Galway Metals Inc.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

As at December 31,	**2025**	2024
Assets		
Current assets		
Cash and cash equivalents	**$ 13,515,265**	$ 7,009,394
Prepaids and deposits	**104,566**	130,477
HST receivable	**80,566**	219,441
	13,700,397	7,359,312
Non-current assets		
Resource property costs (Note 5)	**11,500,617**	10,894,794
Property and equipment (Note 6)	**406,330**	189,119
	$ 25,607,344	$ 18,443,225
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities (Note 13)	**$ 557,779**	$ 514,575
Flow-through premium liability (Note 12)	**447,021**	1,061,496
Current portion of note payable (Note 14)	**-**	72,115
	1,004,800	1,648,186
Non-current liabilities		
Provision for claim (Note 15)	**695,716**	651,856
	1,700,516	2,300,042
Shareholders' Equity		
Common shares (Note 7)	**89,230,832**	76,468,469
Shares to be issued	**91,070**	91,070
Contributed surplus	**14,434,686**	11,022,745
Accumulated other comprehensive income	**27,189**	28,253
Deficit	**(79,876,949)**	(71,467,354)
	23,906,828	16,143,183
	$ 25,607,344	$ 18,443,225

Nature of Operations and Going Concern (Note 1)
Subsequent Event (Note 17)

Approved by the Board *"Robert Hinchcliffe"* Director

"Peter Gula" Director

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

Galway Metals Inc.
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

For the Year Ended December 31,	2025	2024
Expenses		
Administrative expenses (Note 10 and Note 13)	**$ 1,672,440**	$ 1,600,311
Stock-based compensation (Note 8)	**1,385,225**	361,731
Loss (Gain) on foreign exchange	**19,803**	(12,823)
Exploration and evaluation expenses (Note 11)	**6,549,316**	4,532,914
Amortization of property, plant and equipment	**15,257**	11,845
	9,642,041	6,493,978
Other (Income) Loss		
Interest income	**(150,002)**	(175,738)
Change in claim provision (Note 15)	**43,860**	56,481
Premium on flow-through shares	**(1,126,304)**	(600,003)
Net Loss	**$ (8,409,595)**	$ (5,774,718)
Other Comprehensive Loss		
Items that will be reclassified subsequently into income:		
Cumulative translation adjustment	**$ (1,064)**	$ 1,574
Comprehensive loss	**$ (8,410,659)**	$ (5,773,144)
Loss per share - basic and diluted	**$ (0.08)**	$ (0.07)
Weighted average number of common shares outstanding - basic and diluted	**103,907,932**	83,495,595

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

Galway Metals Inc.
Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Share Capital	Shares to be Issued	Contributed Surplus	Accumulated Other Comprehensive Income (Loss)	Deficit	Total
Balance, December 31, 2023	$ 68,612,908	$ 91,070	$ 9,738,217	$ 26,679	$ (65,692,636)	$ 12,776,238
Cumulative translation adjustment	-	-	-	1,574	-	1,574
Shares issued on private placement	9,989,502	-	-	-	-	9,989,502
Costs of issue	(516,584)	-	-	-	-	(516,584)
Issuance of warrants	(922,797)	-	922,797	-	-	-
Flow-through share premium	(1,061,496)	-	-	-	-	(1,061,496)
Shares issued for property	366,936	-	-	-	-	366,936
Stock-based compensation	-	-	361,731	-	-	361,731
Net loss for the year	-	-	-	-	(5,774,718)	(5,774,718)
Balance, December 31, 2024	$ 76,468,469	$ 91,070	$ 11,022,745	$ 28,253	$ (71,467,354)	$ 16,143,183
Cumulative translation adjustment	-	-	-	(1,064)	-	(1,064)
Shares issued on private placement	16,137,520	-	-	-	-	16,137,520
Costs of issue	(1,276,420)	-	-	-	-	(1,276,420)
Issuance of warrants	(2,026,716)	-	2,026,716	-	-	-
Flow-through share premium	(447,021)	-	-	-	-	(447,021)
Issuance of shares for property	375,000	-	-	-	-	375,000
Stock-based compensation	-	-	1,385,225	-	-	1,385,225
Net loss for the year	-	-	-	-	(8,409,595)	(8,409,595)
Balance, December 31, 2025	**$ 89,230,832**	**$ 91,070**	**$ 14,434,686**	**$ 27,189**	**$ (79,876,949)**	**$ 23,906,828**

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

Galway Metals Inc.
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

For the Year Ended December 31,	**2025**	2024
Cash provided by (used in):		
Operating activities		
Net loss for the year	**$ (8,409,595)**	$ (5,774,718)
Items not affecting cash:		
Amortization of property, plant and equipment	**15,257**	11,845
Share-based compensation (Note 8)	**1,385,225**	361,731
Premium on flow-through shares	**(1,126,304)**	(600,003)
Accretion of note payable	**2,885**	5,638
Change in claim provision (Note 15)	**43,860**	56,481
Changes in current assets and liabilities:		
Prepaids and deposits	**25,911**	(91,219)
HST receivable	**138,875**	218,673
Accounts payable and accrued liabilities	**42,602**	398,863
	(7,881,284)	(5,412,709)
Investing activities		
Acquisition of property and equipment	**(232,467)**	-
Repayment of promissory note	**(75,000)**	(75,000)
Resource property acquisition costs	**(230,823)**	(325,375)
	(538,290)	(400,375)
Financing activities		
Net proceeds from issuance of shares	**14,926,506**	9,472,918
	14,926,506	9,472,918
Unrealized foreign exchange (loss) gain	**(1,064)**	1,574
Net change in cash and cash equivalents	**6,505,868**	3,661,408
Cash and cash equivalents, beginning of year	**7,009,394**	3,347,986
Cash and cash equivalents, end of year	**$ 13,515,262**	$ 7,009,394
Supplementary Cash Flow Information		
Shares issued for property	**$ 375,000**	**$ 366,936**

1. Nature of Operations and Going Concern

Galway Metals Inc. ("the Company") was incorporated pursuant to the Business Corporations Act (New Brunswick) on May 9, 2012, and continued to the Province of Ontario on July 21, 2015. The Company's head office is located at 82 Richmond Street East, Toronto, Ontario, M5C 1P1.

The Company is in the process of exploring the Clarence Stream and Estrades gold and polymetallic projects, located in New Brunswick and Quebec, respectively, and has not yet determined whether its mineral properties contain mineral reserves that are economically recoverable. The continuing operations of the Company and the underlying value and recoverability of the amounts shown for mineral properties are entirely dependent upon the existence of economically recoverable mineral reserves, the ability to obtain the necessary financing to complete the exploration and development of the mineral property interests and on future profitable production or proceeds from the disposition of the mineral property interests.

The Company's common shares trade on the TSX Venture Exchange under the symbol "GWM".

These consolidated financial statements have been prepared on the basis that the Company is a going concern, which contemplates the realization of its assets and the settlement of its liabilities in the normal course of operations. Certain principal conditions and events are prevalent which indicate that there could be significant doubt about the Company’s ability to continue as a going concern for a reasonable period of time. These include recurring operating losses. Furthermore, additional funding may be required to carry on the exploration and evaluation of the Company’s mineral properties. The ability of the Company to continue operations is dependent upon obtaining the necessary financing to complete the development of its properties if they are proven successful and/or the realization of proceeds from the sale of one or more of its properties. As at December 31, 2025, the Company had deficit of $79,876,949 (December 31, 2024 - $71,467,354). Net loss for the year ended December 31, 2025 was $8,409,595 (year ended December 31, 2024 - $5,774,718). This condition raises material uncertainties which cast significant doubt as to whether the Company will be able to continue as a growing concern. These consolidated financial statements do not include any adjustments related to the carrying values and classifications of assets and liabilities that would be necessary should the Company be unable to continue as a going concern. These adjustments could be material.

2. Material Accounting Policies

Basis of Preparation

These consolidated financial statements have been prepared in accordance with IFRS® Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These consolidated financial statements were approved by the Board of Directors on May 6, 2026.

Basis of Measurement

In the preparation of these consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the year. Actual results could differ from these estimates. The consolidated financial statements have been prepared on the historical cost basis.

Basis of Consolidation

These consolidated financial statements incorporate the financial statements of the Company and its wholly owned subsidiary, Nyak Resources Inc. All intercompany transactions, balances, income and expenses are eliminated upon consolidation.

2. Material Accounting Policies (Continued)

Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing the performance of the operating segments, has been identified as the chief executive officer of the Company. The Company has determined that it has one operating segment, the acquisition, exploration and development of mineral resource properties in Canada.

Financial Instruments

<u>Financial Assets</u>

Recognition and Initial Measurement

The Company recognizes financial assets when it becomes party to the contractual provisions of the instrument. Financial assets are measured initially at their fair value plus, in the case of financial assets not subsequently measured at fair value through profit or loss, transaction costs that are directly attributable to their acquisition. Transaction costs attributable to the acquisition of financial assets subsequently measured at fair value through profit or loss are expensed in profit or loss when incurred.

Classification and Subsequent Measurement

On initial recognition, financial assets are classified as subsequently measured at amortized cost, fair value through other comprehensive income (“FVOCI”) or fair value through profit or loss (“FVTPL”). The Company determines the classification of its financial assets, together with any embedded derivatives, based on the business model for managing the financial assets and their contractual cash flow characteristics.

Financial assets are classified as follows:

- Amortized cost - Assets that are held for collection of contractual cash flows where those cash flows are solely payments of principal and interest are measured at amortized cost. Interest revenue is calculated using the effective interest method and gains or losses arising from impairment, foreign exchange and derecognition are recognized in profit or loss. Financial assets measured at amortized cost are comprised of accounts receivable.
- Fair value through other comprehensive income - Assets that are held for collection of contractual cash flows and for selling the financial assets, and for which the contractual cash flows are solely payments of principal and interest, are measured at fair value through other comprehensive income. Interest income calculated using the effective interest method and gains or losses arising from impairment and foreign exchange are recognized in profit or loss. All other changes in the carrying amount of the financial assets are recognized in other comprehensive income. Upon derecognition, the cumulative gain or loss previously recognized in other comprehensive income is reclassified to profit or loss. The Company does not hold any financial assets measured at fair value through other comprehensive income.
- Mandatorily at fair value through profit or loss - Assets that do not meet the criteria to be measured at amortized cost, or fair value through other comprehensive income, are measured at fair value through profit or loss. All interest income and changes in the financial assets’ carrying amount are recognized in profit or loss. Financial assets mandatorily measured at fair value through profit or loss are comprised of cash.
- Designated at fair value through profit or loss – On initial recognition, the Company may irrevocably designate a financial asset to be measured at fair value through profit or loss in order to eliminate or significantly reduce an accounting mismatch that would otherwise arise from measuring assets or liabilities, or recognizing the gains and losses on them, on different bases. All interest income and changes in the financial assets’ carrying amount are recognized in profit or loss. The Company does not hold any financial assets designated to be measured at fair value through profit or loss.

2. Material Accounting Policies (Continued)

Financial Instruments (Continued)

Financial Assets (Continued)

The Company measures all equity investments at fair value. Changes in fair value are recorded in profit or loss. The entity does not hold any equity investments.

Business Model Assessment

The Company assesses the objective of its business model for holding a financial asset at a level of aggregation which best reflects the way the business is managed and information is provided to management. Information considered in this assessment includes stated policies and objectives.

Contractual Cash Flow Assessment

The cash flows of financial assets are assessed as to whether they are solely payments of principal and interest on the basis of their contractual terms. For this purpose, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money, the credit risk associated with the principal amount outstanding, and other basic lending risks and costs. In performing this assessment, the Company considers factors that would alter the timing and amount of cash flows such as prepayment and extension features, terms that might limit the Company's claim to cash flows, and any features that modify consideration for the time value of money.

Impairment

The Company recognizes a loss allowance for the expected credit losses associated with its financial assets, other than financial assets measured at fair value through profit or loss. Expected credit losses are measured to reflect a probability-weighted amount, the time value of money, and reasonable and supportable information regarding past events, current conditions and forecasts of future economic conditions.

The Company applies the simplified approach for accounts receivable. Using the simplified approach, the Company records a loss allowance equal to the expected credit losses resulting from all possible default events over the assets' contractual lifetime.

The Company assesses whether a financial asset is credit-impaired at the reporting date. Regular indicators that a financial instrument is credit-impaired include significant financial difficulties as evidenced through borrowing patterns or observed balances in other accounts and breaches of borrowing contracts such as default events or breaches of borrowing covenants. For financial assets assessed as credit-impaired at the reporting date, the Company continues to recognize a loss allowance equal to lifetime expected credit losses.

For financial assets measured at amortized cost, loss allowances for expected credit losses are presented in the statement of financial position as a deduction from the gross carrying amount of the financial asset.

Financial assets are written off when the Company has no reasonable expectations of recovering all or any portion thereof.

Derecognition of Financial Assets

The Company derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire.

Financial Liabilities

Recognition and Initial Measurement

The Company recognizes a financial liability when it becomes party to the contractual provisions of the instrument. At initial recognition, the Company measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss.

2. Material Accounting Policies (Continued)

Financial Instruments (Continued)

Financial Liabilities (Continued)

Where an instrument contains both a liability and equity component, these components are recognized separately based on the substance of the instrument, with the liability component measured initially at fair value and the equity component assigned the residual amount.

Classification and Subsequent Measurement

Subsequent to initial recognition, all financial liabilities are measured at amortized cost using the effective interest rate method. Interest, gains and losses relating to a financial liability are recognized in profit or loss.

Derecognition of Financial Liabilities

The Company derecognizes a financial liability only when its contractual obligations are discharged, cancelled or expire.

Cash

Cash in the consolidated statements of financial position comprise cash at banks and on hand. The Company’s cash is invested with major financial institutions in business accounts and higher yield investment and savings accounts that are available on demand by the Company for its programs.

Resource Property Costs

The Company is in the exploration stage with respect to its investment in resource property costs and accordingly follows the practice of capitalizing significant acquisition costs on active exploration properties and expensing exploration and evaluation expenditures. Government assistance in connection with the Company's resource properties is recorded in operations, net of exploration and evaluation expense. The aggregate costs related to abandoned mineral properties are charged to operations at the time of any abandonment or when it has been determined that there is evidence of an impairment. An impairment charge relating to a mineral property is subsequently reversed when new exploration results or actual or potential proceeds on sale or farmout of the property result in a revised estimate of the recoverable amount but only to the extent that this does not exceed the original carrying value of the property that would have resulted if no impairment had been recognized.

The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain financing to complete development of the properties, and on future production or proceeds of disposition. The Company recognizes, in income, costs recovered on mineral properties when amounts received or receivable are in excess of the carrying amount of the mineral properties.

All capitalized acquisition expenditures are monitored for indications of impairment. Where a potential impairment is indicated, assessments are performed for each area of interest. To the extent that exploration expenditure is not expected to be recovered, it is charged to the results of operations.

Impairment of Non-Financial Assets

When circumstances or events indicate that impairment may exist, resource property costs are tested for impairment and the Company reviews the carrying amounts of its non-financial assets with finite lives to determine whether there is any indication that those assets have suffered an impairment loss. Where such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. The recoverable amount is the higher of an asset’s fair value less costs of disposal or its value in use. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). The Company has identified the following cash-generating units: the Clarence Stream Project, and the Estrades Project.

2. Material Accounting Policies (Continued)

Impairment of Non-Financial Assets (Continued)

Management reviews the following industry-specific indicators for an impairment review when evaluating resource property costs:

- Exploration activities have ceased;
- Exploration results are not promising such that exploration will not be planned for the foreseeable future;
- Lease ownership rights expire;
- Sufficient funding is not expected to be available to complete the mineral exploration program; or
- An exploration property has no material economic value to the Company's business plan.

Management takes into consideration various information including, but not limited to, results of exploration activities conducted to date, estimated future mineral prices, and reports and opinions of outside geologists, mine engineers and consultants.

Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. The Company recognized a provision for salaries of $695,716 (2024 - $651,856) on its statement of financial position.

Income Taxes

Income tax on the profit or loss for the years presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is provided using the asset and liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes and the initial recognition of assets or liabilities that affect neither accounting nor taxable profit. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a future tax asset will be recovered, it provides a valuation allowance against that excess.

Loss Per Share

The Company presents basic and diluted loss per share data for its common shares outstanding, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding to include potential common shares for the assumed conversion of all dilutive securities under the treasury stock method.

2. Material Accounting Policies (Continued)

Share-Based Payments

The Company grants share options to acquire common shares of the Company to directors, officers, consultants and employees.

The fair value of the instruments granted is measured using a Black-Scholes model, taking into account the terms and conditions upon which the instruments are granted. The fair value of the awards is adjusted by the estimate of the number of awards that are expected to vest as a result of non-market conditions and is expensed over the vesting period using the graded vesting method of amortization. At each balance sheet date, the Company reviews its estimates of the number of options that are expected to vest based on the non-market vesting conditions including the impact of the revision to original estimates, if any, with corresponding adjustments to equity.

Flow-through Shares

The Company will, from time to time, issue flow-through shares to finance a portion of its exploration programs. The issue of flow-through shares is in substance an issue of ordinary shares and the sale of tax deductions. The sale of tax deductions is measured using the residual method. At the time the flow-through shares are issued, the sale of tax deductions is deferred and presented as flow-through share premium liability in the statement of financial position. Pursuant to the terms of the flow-through share agreements, the Company agrees to incur qualifying expenditures and renounce the tax deductions associated with these qualifying expenditures to the subscribers at an agreed upon date. The renouncement may occur prospectively or retrospectively based on the flow-through share agreement.

The excess of cash consideration received over the market price of the Company's shares at the date of the announcement of the flow-through share financing is recorded as a liability which is extinguished as eligible expenditures are made when the tax effect of the temporary differences, resulting from the renunciation, is recorded. The difference between the liability and the value of the tax assets renounced is recorded as a deferred tax expense.

A deferred tax liability is recognized for the taxable temporary difference that arises from the difference between the carrying amount of eligible expenditures that are capitalized to exploration and evaluation assets and their tax basis. If the Company has sufficient tax assets to offset the deferred tax liability, the liability will be offset by the recognition of a corresponding deferred tax asset.

Depreciation

Depreciation is calculated over the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value.

Depreciation is recognized in profit or loss on a declining balance basis over the estimated useful lives of each part of an item of property, plant and equipment, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. Land typically has an unlimited useful life and is not depreciated.

Depreciation is calculated on a declining balance basis using the following rates:

Building	4%
Vehicle	20%

2. Material Accounting Policies (Continued)

Foreign Currencies

The functional currency of the parent company is the Canadian dollar and the US Dollar for its subsidiaries, as determined by management. The Canadian dollar is the currency in which it presents these consolidated financial statements. The Company recognizes transactions in currencies other than the Canadian dollar (foreign currencies) at the rates of exchange prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the end of reporting period exchange rates are recognized in the consolidated statements of loss and comprehensive loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

The results and financial position of all of the Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

a) assets and liabilities for each statement of financial position date presented are translated at the closing rate at the date of that statement of financial position;
b) income and expenses for each income statement are translated at average exchange rates; and
c) all resulting exchange differences are recognised in other comprehensive income (loss).

Government Grants and Assistance

Grants are recognized at their fair value where there is reasonable assurance that the grant will be received, and the Company will comply with all the attached conditions. Fair value signifies the amount received in cash.

Grants relating to expenses are recognized under the income approach under which the grants are recognized in statements of comprehensive loss on a systematic basis over the periods in which the Company recognizes the related expenses for which the grants are intended to compensate and are presented as reduction of related costs.

Significant Accounting Judgments and Estimates

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Impairment Assessment of Resource Property Costs

Management reviews the carrying values of exploration and evaluation assets whenever events or changes in circumstances indicate that their carrying values may not be recoverable. The recoverable amount of cash-generating units for an exploration stage company requires various subjective assumptions. These assumptions may change significantly over time when new information becomes available and may cause original estimates to change. During the years ended December 31, 2025 and 2024, there were no impairment costs recognized in the Company's statement of loss and comprehensive loss.

2. Material Accounting Policies (Continued)

Significant Accounting Judgments and Estimates (Continued)

Stock-Based Compensation

Management is required to make certain estimates when determining the fair value of stock options awards, and the number of awards that are expected to vest. These estimates affect the amount recognized as stock-based compensation in the statements of income (loss) and comprehensive loss based on estimates of forfeiture, risk free interest rates, volatility of the Company's stock, and expected lives of the underlying stock options.

Provisions

The amount recognized as a provision reflects management’s best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

Shares Issued for Non-cash Consideration

The Company measures equity-settled share-based payment transactions based on an estimate of the fair value of goods or services received, unless that fair value cannot be estimated reliably, in which case the Company measures the fair value of the goods or services received based on the fair value of the equity instruments granted.

Going Concern

The assessment of the Company’s ability to continue as a going concern involves judgment regarding future funding available for its operations and working capital requirements.

Impairment of Property and Equipment

The assessment of the existance of indicators of impairment, if any, at period end and, if required, determination of recoverable amounts including assumptions and inputs thereto.

Income Taxes and Recovery of Deferred Tax Assets

The measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the financial statements. Judgment exists in relation to the eligibility of qualifying exploration and evaluation expenditures on properties in relation to flow-through share financing. Deferred tax assets require management to assess the likelihood that the Company will generate taxable income in future periods in order to utilize recognized deferred tax assets. As at December 31, 2025 and 2024, no deferred tax assets were recognized, as the Company is still in the exploration stage, and management is uncertain when sufficient taxable income will be available to realize the deferred tax assets.

Units and Warrants Issued in Private Placements

The Company may issue units consisting of common shares and equity-classified share purchase warrants. Warrants that entitle the holder to acquire a fixed number of the Company’s common shares for a fixed price are classified as equity instruments.

Proceeds from the issuance of units are allocated between the common shares and the warrants based on the economic substance of the transaction and the relative significance of observable market inputs. When the unit price exceeds the observable market price of the common shares at the time the financing is priced, which is generally the date on which the financing is announced, proceeds are allocated between the common shares and the warrants on a relative fair value basis, with warrant fair value estimated using an option pricing model such as Black-Scholes.

2. Material Accounting Policies (Continued)

Significant Accounting Judgments and Estimates (Continued)

Units and Warrants Issued in Private Placements (Continued)

When the unit price is equal to or below the observable market price of the common shares, the proceeds are considered to be economically attributable to the common shares, and no portion is allocated to the warrants, consistent with the transaction price constraint. In such cases, the warrants are treated as an inducement to facilitate the financing and no separate warrant reserve is recognized for accounting purposes. The fair value of such warrants may be estimated using the Black-Scholes model and disclosed for informational purposes, but does not necessarily represent an amount recognized in the financial statements.

Transaction costs directly attributable to the issuance of equity instruments are deducted from equity.

3. Capital Management

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- to maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

The Company considers its capital to be equity, comprising share capital, contributed surplus, accumulated other comprehensive loss, and deficit, which at December 31, 2025 totaled $23,906,828 (2024 - $16,143,183). The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on activities related to its mineral properties, exploration and administration expenditures. Information is provided to the Board of Directors of the Company. The Company's capital management objectives, policies and processes have remained unchanged during the years ended December 31, 2025 and 2024.

4. Property and Financial Risk Factors

(a) Property Risk

The Company’s significant mineral properties are the Clarence Stream Project and the Estrades Project. Unless the Company acquires or develops additional significant properties, the Company will be solely dependent upon these Projects. If no additional mineral properties are acquired by the Company, any adverse development affecting these projects would have a material adverse effect on the Company’s financial condition and results of operations.

(b) Financial Risk

The Company’s activities expose it to a variety of financial risks: credit risk, liquidity risk, market risk (including interest rate, foreign exchange rate, and commodity price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

4. Property and Financial Risk Factors (Continued)

(b) Financial Risk (Continued)

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. The Company's credit risk is primarily attributable to cash. Cash consists of cash at banks and on hand. The cash has been invested and held with reputable financial institutions, from which management believes the risk of loss to be remote.

Liquidity Risk

Liquidity risk refers to the risk that the Company will not be able to meet its financial obligations as they become due, or can only do so at excessive cost. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or as a result of conditions specific to the Company. As at December 31, 2025, the Company had a cash balance of $13,515,265 (2024 - $7,009,394) to settle current liabilities of $1,004,800 (2024 - $1,648,186). The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity. As the Company does not generate revenue, managing liquidity risk is dependent upon the ability to secure additional financing, controlling expenses, and preserving cash.
Most of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Market Risks

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 Company has cash balances and regularly monitors its cash management policy. As a result, the Company is not subject to significant interest rate risk.

(ii) Foreign Exchange Risk

The Company's functional currency is the Canadian dollar and it transacts major purchases primarily in Canadian dollars. To fund exploration expenses, it maintains United States dollar and Canadian dollar denominated bank accounts containing sufficient funds to support monthly forecasted cash outflows. Management believes the foreign exchange risk derived from currency conversions is minimal, and therefore does not hedge its foreign exchange risk.

(iii) Price Risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of precious metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

4. Property and Financial Risk Factors (Continued)

(b) Financial Risk (Continued)

Sensitivity Analysis

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are reasonably possible over the next twelve months:

(i) Cash is subject to floating interest rates. Sensitivity to a plus or minus 5 percentage point change in interest rates would impact on the reported net loss for the year ended December 31, 2025 by approximately $720,000 (2024 - $350,470)

(i) The Company is exposed to foreign currency risk on fluctuations of financial instruments related to cash, prepaids and deposits and accounts payable denominated in United States dollars. Sensitivity to a plus or minus one percentage point change in exchange rates would be insignificant for the years ended December 31, 2025 and 2024.

(ii) Commodity price risk could adversely affect the Company. In particular, the Company’s future profitability and viability of development depends upon the world market price of precious and base metals. These metal prices have fluctuated significantly in recent years. There is no assurance that, even if commercial quantities of these metals may be produced in the future, a profitable market will exist for them.

As of December 31, 2025, the Company was not a producing entity. As a result, commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

(Expressed in Canadian Dollars)

5. Resource Property Costs

	2025	2024
Clarence Stream Project, New Brunswick, Canada		
Balance, beginning of period	$ 8,938,441	$ 8,273,138
Acquisition costs	585,837	665,303
Balance, end of period	**$ 9,524,278**	$ 8,938,441
Estrades Project, Quebec, Canada		
Balance, beginning of period	$ 1,956,352	$ 1,929,345
Acquisition costs	19,987	27,008
Balance, end of period	**$ 1,976,339**	$ 1,956,353
Total Resource Property Costs, End of Period	**$ 11,500,617**	$ 10,894,794

i) Clarence Stream Project, New Brunswick, Canada

On August 3, 2016 Galway entered into an Option Agreement to acquire a 100% undivided interest in Wolfden Resources Corporation's Clarence Stream property in south-western New Brunswick, Canada. In conjunction with this acquisition, Galway acquired Jubilee Gold Exploration Ltd.'s Birneys Lake property, which is adjacent on the south side of Wolfden's Clarence Stream property, and the Company staked a significant number of additional claims both to the east and west of Clarence Stream.

Cash payments for the initial Clarence Stream acquisitions will be $3.5 million over three years plus 1% Net Smelter Return (NSR) royalties on portions of the project, with Galway retaining rights to acquire most of the NSR's. Galway has completed cash payments of $3.25 million of the $3.5 million total.

Jubilee: Galway acquired the Birneys Lake project at Clarence Stream for $200,000 (paid) plus a 1% NSR royalty with a buyback option for half (0.5%) at any time for $500,000.

Globex: Subsequent to the original acquisition on August 3, 2016, Galway Acquired 100% of the Lower Tower Hill Property from Globex Mining Enterprises for 86,667 shares plus a 2.5% Gross Metal Royalty on those claims.

Wolfden: Galway has the option to acquire 100% of Wolfden's interest in the Clarence Stream property by making the following payments:

- $750,000 upon closing (2016 - paid)
- $750,000 upon the first anniversary of closing (2017 - paid)
- $1.0 million upon the second anniversary of closing (paid July 10, 2018)
- $750,000 upon the third anniversary of closing (paid July 2019)
- 1% NSR royalty with a full buyback option at any time for $2.0 million.

5. Resource Property Costs (Continued)

i) Clarence Stream Project, New Brunswick, Canada (Continued)

On July 21, 2020, the Company closed an agreement dated July 15, 2020 with an arm's length third party royalty holder to buy back a two percent (2.0%) net smelter returns royalty (the "Royalty") on the Wolfden option covering certain mineral claims at the Company's Clarence Stream property in southwest New Brunswick. The mineral claims fully cover the South, North and George Murphy Zones, the gap area between the George Murphy and Richard Zones, and potential extensions to these zones and other prospective targets. The original option agreement allowed only for buyback of one percent (1.0%) of the royalty for $500,000 for each 0.5%. Galway was able to negotiate with the royalty holder to purchase the royalty in its entirety. Under terms of the Agreement, Galway Metals will pay a total purchase price of $3,000,000 in six equal annual instalments of $500,000, with each partial payment representing the purchase of one-sixth (1/6) of the Royalty. Pursuant to the Agreement, on closing Galway issued 144,928 common shares (ascribed a fair value of $500,000 on the date of issuance) in the capital of the Company to the royalty holder, which represented the first Partial Payment. Each subsequent $500,000 partial payment shall be paid as follows: (i) $125,000 in cash (paid); and, (ii) the remaining $375,000, at the sole election of the Company, shall be paid either in cash, through the issuance of shares or a combination thereof as shall equal $375,000 with the shares valued at a deemed price equal to the higher of: (A) the closing price of the Shares on the TSX Venture Exchange ("TSXV") on the day that is two (2) business days prior to the date of the respective share issuance, and (B) the lowest price of shares that shall be acceptable to the TSXV. (308,642 shares issued with an ascribed fair value of $375,000) The shares will be subject to the statutory hold periods of four months and one day.

In July 2021, the Company settled the second installment through a cash payment of $125,000 and the issuance of 925,926 common shares ascribed a fair value of $375,000. In July 2022, the Company settled the third installment through a cash payment of $125,000 and the issuance of 308,642 common shares in settlement of the remaining $375,000 third instalment obligation. In July 2023, the Company settled the fourth installment through a cash payment of $125,000 and the issuance of 1,056,838 common shares in settlement of the remaining $375,000 fourth instalment obligation. In August 2024, the Company settled the fifth installment through a cash payment of $125,000 and the issuance of 806,452 common shares (ascribed a fair value of $366,936). On July 14, 2025, the Company issued 974,026 common shares (ascribed a fair value of $375,000) and paid $125,000 in settlement of the sixth and final instalment obligation.

5. Resource Property Costs (Continued)

i) Clarence Stream Project, New Brunswick, Canada (Continued)

On July 27, 2020, Galway entered into an agreement with an arm's length third party royalty holder to buy back a one percent (1.0%) net smelter returns royalty. This was a separate royalty and is in addition to the royalty purchase noted above. The mineral claims subject to the royalty cover the Jubilee Zone, parts of the Richard Zone and other prospective properties. Under terms of the agreement, the Company paid a total purchase price of $580,000 comprised of a cash payment of $100,000 and 133,333 common shares (ascribed a fair value of $620,000 on the date of issuance).

On August 25, 2020, the Company optioned 5 claim groups consisting of a total of 79 claim units. The Company is required to pay the vendor an aggregate of $500,000, divided in seven (7) equal installments of $71,429. The first payment was made upon the approval of the TSX Venture Exchange ("TSXV"), with each subsequent payment occurring on or before the anniversary of this agreement for the following six years. The first payment shall, and at the sole election of the Company, each subsequent payment may be paid either in cash, or 80% in cash and 20% in Galway shares. As such, each payment will be comprised of $57,143 in cash and $14,286 worth of Galway shares or in cash, with the Galway shares valued at a deemed price equal to the higher of: (A) the closing price of the Galway shares on the TSXV on the day that is two (2) business days prior to the date of the respective share issuance, and (B) the lowest price of Galway shares that shall be acceptable to the TSXV. The Galway shares will be subject to the statutory hold periods of four months and one day. For the first share issuance, a total of 3,175 Galway shares were issued, and were ascribed a fair value of $12,476 on the date of issuance. On August 8, 2022, the Company paid $71,429 in settlement of its 2022 obligation. On August 2, 2023, the Company paid $71,429 in settlement of its 2023 obligation. In August 2024, the Company paid $71,429 in settlement of its 2024 obligation.

ii) Estrades Project, Quebec, Canada

On August 18, 2016, Galway acquired an undivided 100% ownership interest in the former producing, Estrades mine, related Newiska concessions, and adjacent Casa Berardi claims in western Quebec, Canada.

In order to consolidate the Estrades, Newiska and Casa Berardi claim blocks, Galway completed deals with Mistango River Resources Inc., CR Capital Corporation, First Quantum Minerals Ltd., Globex Mining Enterprises Inc. and a private company, plus the Company staked additional claims. Galway Staked additional claims along the Estrades and Newiska felsic rhyolite horizons. Subsequent to the original acquisition on August 18, 2016, Galway acquired 34 claims adjacent to its Estrades, Newiska and Casa Berardi concessions from GREG Exploration, Inc. for $34,000.

Cash payment for all the properties Galway acquired, including the Estrades, Newiska and Casa Berardi claims, was $1.35 million. In addition, Galway issued 266,667 units, valued at $0.75, with each unit comprised of a share and a three-year warrant exercisable at $1.56. The 266,667 common share component was valued at $122,297 and the warrant component was valued at $77,703 using the Black-Scholes pricing model and applying the relative fair value allocation to the share and warrant components. The following assumptions were used in the Black-Scholes model for initial warrant valuation: a risk-free rate of 0.57%, an expected life of 3 years, an expected volatility of 102.46% and an expected dividend yield of 0%. The Company has also agreed to issue three royalties on portions of the properties.

(Expressed in Canadian Dollars)

5. Resource Property Costs (Continued)

ii) Estrades Project, Quebec, Canada (Continued)

Mistango River Resources:	Cash payment of $700,000 (2016 - paid), plus a 1% NSR royalty on portions of three claims. This royalty has a buyout option at any time for $1 million. On May 8, 2019, Galway purchased the 1% NSR royalty for $75,000.
CR Capital:	Cash payment of $150,000 (2016 - paid) on CR Capital's property in which it held an approximate 64.6% interest.
First Quantum Minerals:	No cash or share payment. First Quantum exchanged its approximate 35.4% minority interest in CR Capital's property for a 2% NSR royalty. There is no buyout option on this royalty. First Quantum's share of the CR Capital property hosts a portion of the East Zone and the Newiska Block.
Private Company:	$300,000 (2016 - paid) cash and 266,667 units as described above, subject to regulatory approval. The private company held rights to all historic data on the Estrades property.
Globex Mining Enterprises:	$200,000 (2016 - paid) cash and a 1% Gross Metal Royalty (similar to an NSR royalty). There is no buyout option on this royalty.
Greg Exploration:	Subsequent to the original acquisition on August 18, 2016, Galway acquired 34 claims adjacent to its Estrades, Newiska and Casa Berardi concessions from GREG Exploration, Inc. for $34,000.
Radisson Mining:	Subsequent to the original acquisition on August 18, 2016, Galway acquired 14 additional claims adjacent to its Estrades and Newiska concessions from Radisson Mining Resources Inc. for 50,000 shares (ascribed a fair value of $42,000) plus 25,000 share purchase warrants exercisable during a two-year period from February 5, 2018 at $1.50 per warrant. There are pre-existing NSR royalties of 2.0% on portions of Mistango's and Globex's Casa Berardi claims. On Globex's claims, 1.5% of the 2.0% royalty can be purchased at any time for $1.5 mm.

On February 5, 2018, the Company acquired 14 additional claims adjacent to its Estrades polymetallic VMS property located in the northern Abitibi of western Quebec. The claims were purchased from Radisson Mining Resources Inc. for 50,000 (ascribed a fair value of $42,000) shares plus 25,000 share purchase warrants exercisable during a two-year period from the day of closing at $1.50 per warrant.

The fair value of the 25,000 warrants issued was $8,483 as calculated using the Black-Scholes option pricing model with the following assumptions: a 24 months expected average life; share price of $0.84; 102.67% expected volatility; risk free interest rate of 1.82%; and an expected dividend yield of 0%. Volatility is calculated based on the changes in historical stock prices over the expected life of the warrants.

On May 8, 2019, Galway purchased the 1% NSR royalty from Mistango River Resources for $75,000. Original terms included a cash payment of $700,000, plus a 1% NSR royalty on portions of three claims with a buyout option at any time for $1 million.

(Expressed in Canadian Dollars)

6. Property and Equipment

Cost	Building	Vehicle	Total
Balance, December 31, 2023	$ 202,117	$ 28,515	$ 230,632
Additions	-	9,783	9,783
Balance, December 31, 2024	$ 202,117	$ 38,298	$ 240,415
Additions	232,468	-	232,468
Balance, December 31, 2025	**$ 434,585**	**$ 38,298**	**$ 472,883**
Accumulated Depreciation			
Balance, December 31, 2023	$ 25,194	$ 14,257	$ 39,451
Depreciation	7,074	4,771	11,845
Balance, December 31, 2024	$ 32,268	$ 19,028	$ 51,296
Depreciation	11,440	3,817	15,257
Balance, December 31, 2025	**$ 43,708**	**$ 22,845**	**$ 66,553**
Carrying Value			
At December 31, 2024	$ 169,849	$ 19,270	$ 189,119
At December 31, 2025	**$ 390,877**	**$ 15,453**	**$ 406,330**

7. Share Capital

Authorized: Unlimited number of common shares
Unlimited number of preferred shares issuable in series, the terms of which may be fixed by the Board of Directors before the issuance thereof

Common shares issued:

	Number of Shares	Amount
Balance, December 31, 2023	74,906,180	$ 68,612,908
Shares issued on private placement	19,682,929	9,989,502
Costs of issue	-	(516,584)
Issuance of warrants	-	(922,797)
Shares issued for property	806,452	366,936
Flow-through share premium	-	(1,061,496)
Balance, December 31, 2024	**95,395,561**	**$ 76,468,469**
Shares issued on private placement	29,390,660	16,137,520
Costs of issue	-	(1,276,420)
Shares issued for property (Note 5(i))	974,026	375,000
Issuance of warrants	-	(2,026,716)
Flow-through share premium	-	(447,021)
Balance, December 31, 2025	**125,760,247**	**$ 89,230,832**

(i) On May 30, 2025, the Company issued 7,350,000 flow-through shares of the Corporation (“FT Shares”) under the terms of a non-brokered private placement at a price of $0.36 per FT Share and 4,635,000 units of the Corporation (“Units”) at a price of $0.33 per Unit for aggregate gross proceeds to the Corporation of $4,175,550. Each Unit consists of one common share of the Corporation, and one common share purchase warrant (a “Warrant”). Each Warrant will entitle the holder to acquire one non-flow-through common share of the Corporation for an exercise price of $0.50 per share for a period of 3 years from the closing date of the private placement.

7. Share Capital (Continued)

(i) (Continued)

In connection with this private placement, the Company incurred finders fees and costs aggregating $179,661.

The 4,635,000 warrants issued in conjunction with this private placement, with an exercise price of $0.50 for three years from the date of issuance. The fair value of the warrants was estimated using the Black-Scholes option pricing model at approximately $0.17 per warrant, for a total estimated standalone fair value of approximately $809,000, based on the following assumptions: an exercise price of $0.50, underlying share price of $0.385 per share, expected annualized volatility of 77.80%, risk-free interest rate of 2.59%, expected dividend yield of 0%, and expected life of 3 years.

Notwithstanding this estimated standalone fair value, the Company did not attribute any portion of the proceeds from the Unit offering to the warrants. The Unit price of $0.33 per Unit was below the observable market price of the Company's common shares at the time of the financing. Accordingly, the proceeds were considered to be economically attributable to the common shares issued, and no proceeds were allocated to the warrants. The warrants were treated as an inducement to facilitate the financing.

The estimated standalone fair value of the warrants is disclosed for informational purposes only and does not represent an amount recognized in the financial statements.

(ii) On December 10, 2025, the Company issued 11,920,530 flow-through units of the Corporation ("FT Units") under the terms of a private placement at a price of $0.755 per FT Unit and 4,629,630 units of the Corporation ("Units") at a price of $0.54 per Unit for aggregate gross proceeds to the Corporation of $11,500,000. Each Unit consists of one common share of the Corporation, and one half of one common share purchase warrant (a "Warrant"). Each Warrant will entitle the holder to acquire one non-flow-through common share of the Corporation for an exercise price of $0.80 per share for a period of 3 years from the closing date of the private placement.

The Company applied the residual value method to allocate the proceeds of the Units between the common shares and the warrants. As the fair value of the common shares equaled or exceeded the gross proceeds of the offering, no value was attributed to the warrants issued as part of the units. Each FT Unit consists of one common share of the Corporation, and one half of one common share purchase warrant (a "Warrant"). Each Warrant will entitle the holder to acquire one non-flow-through common share of the Corporation for an exercise price of $0.80 per share for a period of 3 years from the closing date of this tranche of the private placement.

In connection with this tranche, 993,009 finders warrants were issued, exercisable at $0.54 for three years from the closing of this tranche of the private placement.

The 8,275,080 warrants issued in conjunction with this private placement, with an exercise price of $0.80 for three years from the date of issuance. The fair value of the warrants was estimated at $1,724,883 using the Black-Scholes option pricing model at $0.1375 per warrant using the relative value method, based on the following assumptions: an exercise price of $0.80, underlying share price of $0.58 per share, expected annualized volatility of 83.67%; risk free interest rate of 2.62%; expected dividend yield of 0%; and expected life of 3 years.

The 993,009 finders warrants issued in conjunction with this private placement, with an exercise price of $0.54 for three years from the date of issuance. The fair value of the warrants was estimated at $270,893 using the Black-Scholes option pricing model at $0.30 per warrant, based on the following assumptions: an exercise price of $0.54, underlying share price of $0.54 per share, expected annualized volatility of 83.67%; risk free interest rate of 2.62%; expected dividend yield of 0%; and expected life of 3 years.

7. Share Capital (Continued)

(ii) (Continued)

On December 11, 2025, the Company issued 855,500 units of the Corporation (“Units”) at a price of $0.54 per Unit in the second tranche of this financing for aggregate gross proceeds to the Corporation of $461,970.

The Company applied the residual value method to allocate the proceeds of the Units between the common shares and the warrants. As the fair value of the common shares equaled or exceeded the gross proceeds of the offering, no value was attributed to the warrants issued as part of the units. Each Unit consists of one common share of the Corporation, and one half of one common share purchase warrant (a “Warrant”). Each Warrant will entitle the holder to acquire one common share of the Corporation for an exercise price of $0.80 per share for a period of 3 years from the closing date of the private placement.

The 427,685 warrants issued in conjunction with this private placement, with an exercise price of $0.80 for three years from the date of issuance. TThe fair value of the warrants was estimated using the Black-Scholes option pricing model at approximately $0.12 per warrant, for a total estimated standalone fair value of approximately $105,611, based on the following assumptions: an exercise price of $0.80, underlying share price of $0.54 per share, expected annualized volatility of 83.67%, risk-free interest rate of 2.62%, expected dividend yield of 0%, and expected life of 3 years.

Notwithstanding this estimated standalone fair value, the Company did not attribute any portion of the proceeds from the Unit offering to the warrants. The Unit price of $0.55 per Unit was below the observable market price of the Company’s common shares at the time of the financing. Accordingly, the proceeds were considered to be economically attributable to the common shares issued, and no proceeds were allocated to the warrants. The warrants were treated as an inducement to facilitate the financing.

The estimated standalone fair value of the warrants is disclosed for informational purposes only and does not represent an amount recognized in the financial statements.

The 25,665 finders warrants issued in conjunction with this private placement, with an exercise price of $0.54 for three years from the date of issuance. The fair value of the warrants was estimated at $8,703 using the Black-Scholes option pricing model at $0.30 per warrant, based on the following assumptions: an exercise price of $0.54, underlying share price of $0.54 per share, expected annualized volatility of 83.67%; risk free interest rate of 2.62%; expected dividend yield of 0%; and expected life of 3 years.

Cash cost of issue and finders fees aggregated $1,031,353.

iii) On April 25, 2024, the Company closed the first tranche of a 2,629,600 charity flow-through units ("Charity FT Unit") at a price of $0.54 per Charity FT Unit and 7,142,858 traditional flow-through units ("Traditional FT Unit") at a price of $0.42 per Traditional FT Unit for aggregate gross proceeds of $4,419,984. In addition, a second tranche of 238,095 Traditional FT Units for gross proceeds of $100,000 closed May 3, 2024

Each of the Traditional and Charity FT Units consist of one flow-through common share of the Company and one common share purchase warrant. Each warrant will entitle the holder to acquire one non-flow-through common share of the Company for an exercise price of $0.60 per share for a period of two years from the closing date of the private placement.

In connection with the closing of the private placement, finders fees and costs of issue of $195,331 were incurred.

The 10,010,553 warrants were issued in conjunction with this private placement, with an exercise price of $0.60 for two years from the date of issuance. The fair value of the warrants was estimated at $785,693 using the Black-Scholes option pricing model at $0.078 per warrant using the relative value method, based on the following assumptions: an exercise price of $0.60, underlying share price of $0.36 per share, expected annualized volatility of 71.5%; risk free interest rate of 4.34%; expected dividend yield of 0%; and expected life of 2 years.

(Expressed in Canadian Dollars)

7. Share Capital (Continued)

iv) On November 8, 2024 the Company closed a non-brokered private placement consisting of 7,331,376 flow-through shares of the Corporation ("FT Shares") at a price of $0.58 per FT Share and 2,341,000 units of the Corporation ("Units") at a price of $0.52 per Unit for aggregate gross proceeds to the Corporation of $5,469,518.

Each Unit consists of one common share of the Corporation, and one half of one common share purchase warrant (a "Warrant"). Each Warrant will entitle the holder to acquire one non-flow-through common share of the Corporation for an exercise price of $0.70 per share for a period of 2 years from the closing date of the Private Placement.

In connection with the closing of the private placement, finders fees and costs of issue of $321,253 were incurred.

The 1,170,500 warrants issued in conjunction with this private placement, with an exercise price of $0.70 for two years from the date of issuance. The fair value of the warrants was estimated at $137,104 using the Black-Scholes option pricing model at $0.117 per warrant using the relative value method, based on the following assumptions: an exercise price of $0.70, underlying share price of $0.465 per share, expected annualized volatility of 71.5%; risk free interest rate of 3.08%; expected dividend yield of 0%; and expected life of 2 years.

8. Stock Options

The following table reflects the continuity of stock options for the year ended December 31, 2025 and 2024:

	Number of Stock Options	Weighted Average Exercise Price
Balance, December 31, 2023	5,353,333	$0.99
Granted	5,525,000	$0.52
Expired/Cancelled	(1,593,331)	$1.02
Balance, December 31, 2024	**9,285,002**	**$0.77**
Granted	550,000	$0.35
Expired/Cancelled	(466,666)	$1.53
Balance, December 31, 2025	**9,368,336**	**$0.77**

On July 29, 2025, the Company granted 100,000 stock options to a consultant of the Company. The options are exercisable at $0.36 per share and have a four year term. The resulting fair value of $20,602 was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 72.97%; a risk-free interest rate of 2.88% an expected life of 4 years, and a forfeiture rate of nil.

On October 1, 2025, the Company granted 200,000 stock options to a consultant of the Company. The options are exercisable at $0.61 per share and have a 5 year term. The resulting fair value of $71,072 was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 72.24%; a risk-free interest rate of 2.73% an expected life of 5 years, and a forfeiture rate of nil.

(Expressed in Canadian Dollars)

8. Stock Options (Continued)

On October 6, 2025, the Company granted 200,000 stock options to a consultant of the Company. The options are exercisable at $0.56 per share and have a 5 year term. The resulting fair value of $65,015 was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 72.26%; a risk-free interest rate of 2.75% an expected life of 5 years, and a forfeiture rate of nil.

On December 11, 2024, the Company granted 5,075,000 stock options to officers, directors, consultants and employees of the Company. The options are exercisable at $0.53 per share and have a five year term. The options are subject to vesting at a rate of 50% twelve months from grant, 25% after twenty four months and the remaining 25% after thirty-six months. The resulting fair value of $2,269,540 was estimated using the Black- Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 109%; a risk-free interest rate of 2.89% an expected life of 5 years, and a forfeiture rate of nil. Of the $2,269,540 fair value, $1,520,480 was attributable to options granted to the officer and the director.

On April 10, 2024, the Company granted 450,000 stock options to an officer, a director, and a consultant of the Company. The options are exercisable at $0.35 per share and have a five year term. The options are subject to vesting at a rate of 50% twelve months from grant, 25% after twenty four months and the remaining 25% after thirty-six months. The resulting fair value of $115,020 was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 71%; a risk-free interest rate of 3.74% an expected life of 5 years, and a forfeiture rate of nil. Of the $115,020 fair value, $102,240 was attributable to options granted to the officer and the director.

The following table reflects the stock options outstanding as at December 31, 2025:

Expiry Date	Exercise Price	Weighted Average Life Remaining	Options Outstanding	Black-Scholes Value
September 21, 2026	$ 1.53	0.72 years	251,666	391,782
April 24, 2027	$ 0.84	1.31 years	108,333	83,753
November 16, 2027	$ 1.05	1.88 years	233,333	192,214
November 5, 2028	$ 0.525	2.85 years	216,667	103,090
August 21, 2029	$ 0.990	3.64 years	116,668	130,399
May 21, 2030	$ 1.260	4.39 years	200,001	200,554
January 21, 2030	$ 0.960	4.06 years	83,334	162,099
January 27, 2030	$ 0.900	4.08 years	49,999	15,352
February 18, 2030	$ 0.990	4.14 years	83,333	77,400
November 12, 2030	$ 3.660	4.87 years	93,333	349,752
November 16, 2030	$ 3.840	4.88 years	391,667	1,438,202
February 2, 2031	$ 3.480	5.09 years	50,000	162,540
March 30, 2031	$ 2.820	5.25 years	6,667	17,794
June 2, 2031	$ 2.970	5.42 years	50,000	131,136
June 7, 2033	$ 0.47	7.44 years	675,000	284,918
December 12, 2028	$ 0.35	2.95 years	1,225,000	313,845
April 10, 2029	$ 0.35	3.28 years	450,000	115,020
December 11, 2029	$ 0.530	3.95 years	5,000,000	2,236,000
	$ 0.77	3.91 years	9,368,336	$ 6,405,850

Of the 9,368,336 options outstanding as at December 31, 2025, 6,016,252 (December 31, 2024 - 2,747,501) were exercisable.

(Expressed in Canadian Dollars)

9. Warrants

The following table reflects the continuity of warrants for the year ended December 31, 2025 and 2024:

	Number of Warrants	Weighted Average Exercise Price
Balance, December 31, 2023	639,219	$ 1.06
Issued	11,181,053	$ 0.61
Expired	(439,218)	$ 1.28
Balance, December 31, 2024	**11,381,054**	**$ 0.61**
Issued	14,356,439	$ 0.62
Expired	(200,001)	$ 0.60
Balance, December 31, 2025	**25,537,492**	**$ 0.61**

The following table reflects the warrants outstanding as at December 31, 2025:

Expiry Date	Exercise Price	Weighted Average Life Remaining	Warrants Outstanding	Black-Scholes Value
April 25, 2026	$ 0.600	0.32 years	9,772,458	$ 767,006
May 3, 2026	$ 0.600	0.34 years	238,095	$ 18,687
November 8, 2026	$ 0.700	0.85 years	1,170,500	$ 137,104
May 30, 2028	$ 0.500	2.41 years	4,635,000	$ -
December 10, 2028	$ 0.800	2.95 years	8,275,080	$ 1,724,833
December 10, 2028	$ 0.540	2.95 years	993,009	$ 294,862
December 11, 2028	$ 0.800	2.95 years	427,685	$ -
December 11, 2028	$ 0.540	2.95 years	25,665	$ 7,621
	$ 0.620	1.72 years	25,537,492	$ 2,950,113

10. Administrative Expenses

	2025	2024
Salaries and benefits	**$ 456,069**	$ 474,525
Office and general	**293,756**	165,748
Public company costs	**244,404**	242,828
Insurance	**113,603**	124,054
Professional fees	**447,918**	515,268
Travel expense	**116,690**	77,888
	$ 1,672,440	$ 1,600,311

(Expressed in Canadian Dollars)

11. Exploration Expenditures

Estrades Project

For the Year Ended December 31,	**2025**	2024
Drilling	**$ 664,324**	$ -
Geological	**76,550**	272,195
Assays	**10,000**	27,223
Camp Support	**70,793**	24,366
Field supplies	**4,002**	5,588
Transportation	**793**	302
Engineering	**-**	9,250
Travel	**-**	1,242
	$ 826,462	$ 340,166

Clarence Stream Project

For the Year Ended December 31,	**2025**	2024
Geological	**$ 1,508,102**	$ 1,582,841
Drilling	**2,665,583**	1,695,587
Assays	**1,157,827**	619,290
Survey	**20,057**	19,474
Travel	**46,378**	27,311
Camp support	**169,894**	110,577
Transportation	**57,151**	57,413
Field supplies	**147,862**	100,255
Grants	**(50,000)**	(20,000)
	$ 5,722,854	$ 4,192,748
Total Exploration Expenses	**$ 6,549,316**	$ 4,532,914

12. Flow-through Premium Liability

(i) The Flow-Through Common Shares issued in the brokered private placement completed on April 27, 2023 were issued at a premium to the market price in recognition of the tax benefits accruing to subscribers. The flow-through premium was calculated to be $600,003. The Company was committed to spend $4,000,000 in eligible flow-through expenditures by December 31, 2023. As at December 31, 2023, the Company had renounced $2,603,587 of eligible flow-through expenditures related to expenses incurred to December 31, 2023. During the year ended December 31, 2024, the Company incurred eligible expenditures sufficient to satisfy the expenditure requirement for this financing and subsequently filed the renouncement in February 2025 in accordance with established filing deadlines. Accordingly the flow-through premium liability for this financing was reduced to $nil.

(ii) The Flow-Through Common Shares issued in the brokered private placements completed on April 26, 2024 and May 3, 2024 were issued at a premium to the market price in recognition of the tax benefits accruing to subscribers. The flow-through premium was calculated to be $218,847. The Company was committed to spend $4,519,984 in eligible flow-through expenditures by December 31, 2025. During the year ended December 31, 2025, the Company completed the eligible expenditures sufficient to satisfy the expenditure requirement for this financing and subsequently filed the renouncement in February 2026 in accordance with established filing deadlines. Accordingly the flow-through premium liability for this financing was reduced to $nil.

(Expressed in Canadian Dollars)

12. Flow-through Premium Liability (Continued)

(iii) The Flow-Through Common Shares issued in the brokered private placements completed on November 8, 2024 were issued at a premium to the market price in recognition of the tax benefits accruing to subscribers. The flow-through premium was calculated to be $843,108. During the year ended December 31, 2025, the Company completed the eligible expenditures sufficient to satisfy the expenditure requirement for this financing and subsequently filed the renouncement in February 2026 in accordance with established filing deadlines. Accordingly the flow-through premium liability for this financing was reduced to $nil.

(iv) The Company is committed to spend $2,646,000 in eligible flow-through expenditures by December 31, 2026, pursuant to the Flow-Through private placement completed on May 30, 2025. There was no flow-through premium in relation to this financing.

(v) The Flow-Through Common Shares issued in the brokered private placement completed on December 10, 2025 were issued at a premium to the market price in recognition of the tax benefits accruing to subscribers. The flow-through premium was calculated to be $447,021. The Company is committed to spend $9,000,000 in eligible flow-through expenditures by December 31, 2026.

As at December 31, 2025, the Company has approximately $10.9 million left to spend in 2026 pertaining to its 2025 flow-thorugh financings.

13. Related Party Transactions

Remuneration of directors and officers included in administrative expenses are as follows:

		2025		2024
Remuneration paid for CEO and CFO services	**$**	**474,069**	$	497,430
Stock-based compensation	**$**	**-**	$	211,104

During the year ended December 31, 2025, the Company expensed $109,134 (2024 - $103,495) to Marrelli Support Services Inc. ("Marrelli Support") and DSA Corporate Services L.P. ("DSA"), together known as the "Marrelli Group" for:

(i) Robert D.B. Suttie, President of Marrelli Support, to act as Chief Financial Officer ("CFO") of the Company;
(ii) Bookkeeping and office support services;
(iii) Regulatory filing services
(iv) Corporate secretarial services

The Marrelli Group is also reimbursed for out of pocket expenses.

As of December 31, 2025, the Marrelli Group was owed $15,820 (December 31, 2024 - $14,079). These amounts are included in accounts payable and accrued liabilities.

Included in accounts payable and accrued liabilities is $136,144 (December 31, 2024 - $302,163) payable to the Company's CEO.

14. Note Payable

On June 18, 2021, the Company entered into an interest free $300,000 promissory note in conjunction with an agreement to acquire certain surface rights for its Clarence Stream Project. The Company is obligated to pay $75,000 on each of the four successive anniversary dates of the agreement. In 2022, 2023, and 2024 the first three payments were made under the terms of the agreement. The carrying value of the note has been discounted at an equivalent interest rate of 8%, representing the approximate market rate of a similar debt instrument, and subject to accretion over the life of the debt. The note is secured by a collateral mortgage made by the Company in favour of the lender, with the surface rights serving as collateral. As at December 31, 2025, the note was fully paid (December 31, 2024 - $72,115).

(Expressed in Canadian Dollars)

15. Provision for Claim

Pursuant to a wrongful dismissal claim filed by a former employee against the Company, a $793,116 provision for costs has been recorded as at December 31, 2025 (December 31, 2024 - $743,116). The provision has been discounted based on an estimated time horizon of one year, using a discount rate of 14%. The Company will continue to defend itself vigorously. Mediation efforts remain ongoing. During the year ended December 31, 2025, the provision was amended upward by $43,860.

16. Income Taxes

The statutory tax rate is 26.5% (2024 - 26.5%). The reconciliation of the combined Canadian federal and provincial statutory income tax rate on the net loss for the years ended December 31, 2025 and 2024 are as follows:

	2025	2024
Income (loss) before recovery of income taxes	$ (8,409,595)	$ (5,774,718)
Expected income tax (recovery) expense	$ (2,228,543)	$ (1,530,300)
Difference in foreign tax rates	9,065	1,064
Effect of flow-through renunciation	-	300,011
Stock-based compensation	367,085	95,859
Permanent differences and other	1,258,719	132,667
Change in tax benefits not recognized	593,674	1,000,699
Income tax expense reflected in the consolidated statements of loss and comprehensive loss	$ -	$ -

Unrecognized Deferred Tax Assets

Deferred income taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred income tax assets have not been recognized with respect to the following deductible temporary differences:

Deferred Income Tax Assets	**2025**	2024
Mineral interests	$ 8,162,032	$ 9,977,943
Non-capital losses carried forward - US	32,281,833	31,748,583
Non-capital losses carried forward - Canada	16,563,889	14,165,733
Other deductible temporary differences	1,494,046	1,027,594
Deferred tax assets	58,501,800	56,919,853
Less: deferred tax assets not recognized	(58,501,800)	(56,919,853)
Net deferred tax assets	-	-

The U.S. non-capital loss carryforwards generated before 2018 expire between 2034 and 2037. US non-capital losses generated from 2018 onwards can be carried forward indefinitely. The Canadian non-capital loss carryforwards will expire in 2045. The remaining deductible temporary differences may be carried forward indefinitely. Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the group can utilize the benefits therefrom.

(Expressed in Canadian Dollars)

16. Income Taxes (Continued)

A summary of the non-capital losses with their expiry dates is as follows:

2026	$ 382,659
2027	1,341,523
2028	2,317,685
2029	2,102,924
2030	963,388
2031	3,538,658
2032	2,542,875
2033	2,816,677
2034	2,770,483
2035	3,397,480
2036	3,217,836
2037	3,116,356
2038	1,894,300
2039	1,589,566
2040	1,673,940
2041	2,981,603
2042	3,260,209
2043	3,723,061
2044	2,744,246
2045	1,816,236
	$ 48,191,705

17. Subsequent Events

i) On Galway Metals Inc. announced that it has entered a binding Option and Joint Venture Term Sheet with Dowa Metals & Mining Co. Ltd. ("DOWA"), a global leader in non-ferrous metals, smelting, refining, and advanced materials. Under the Term Sheet, DOWA can earn up to a 45% participating interest in Galway's Estrades Project, together with incremental zinc concentrate offtake rights. The Term Sheet sets out the terms relating to an option for a potential joint venture between Galway Metals and DOWA to own, explore, and operate Estrades.

Under the Term Sheet, DOWA may earn its interest in three phases, for total contributions of up to US$25 million as further described below:

Phase I – US$5 million for 10% Participating Interest and 50% Zinc Offtake

Upon deposit of US$5 million at the commencement of Phase I, DOWA will be granted: (i) a 10% participating interest in the Property; and (ii) the right to purchase 50% of Galway's zinc concentrate production from the Property. Phase I is expected to run for approximately six months, subject to seasonal constraints. Infill drilling is currently expected to commence in July 2026. Unused Phase I funds will roll forward into later phases but will not reduce required funding amounts.

Phase II – US$10 million for Additional 20% Participating Interest (30% total) and 75% Zinc Offtake

Upon successful completion of Phase I and the negotiation and execution of a Joint Venture Agreement and an Offtake Agreement (collectively the "Phase II Documents"), DOWA may elect to proceed with Phase II by funding an additional US$10 million. Upon execution of Phase II Documents, Galway and DOWA will form a joint venture to advance Estrades, with Galway Metals initially acting as operator of the Property. Galway Metals will be entitled to charge a 6% management fee on approved expenditures until all Phase II funds are disbursed.

17. Subsequent Events (Continued)

i) (Continued)

Phase II funding would grant DOWA an additional 20% interest (for 30% total) and increases zinc offtake rights to 75%. Phase II will focus on infill drilling, resource confidence upgrades, and exploration drilling west of the Main Zone.

Phase III – US$10 million for Additional 15% Participating Interest (Total 45%) and 100% Zinc Offtake

Upon successful completion of Phase II, DOWA may elect to fund an additional US$10 million toward a Phase III program focused on feasibility study preparation. Upon funding, DOWA would earn an additional 15% interest, for a total 45% participating interest, and obtain 100% zinc concentrate offtake rights.

ii) Subsequent to December 31, 2025, 5,971,695 warrants were exercised.

iii) Subsequent to December 31, 2025, 250,000 stock options were granted.