KAIROS GOLD INC.

Consolidated Financial Statements

Year ended December 31, 2025 and the Period from Date of Incorporation on April 10, 2024 to December 31, 2024

Independent Auditor's Report

To the Shareholders of Kairos Gold Inc.:

Opinion

We have audited the consolidated financial statements of Kairos Gold Inc. and its subsidiary (the "Corporation"), which comprise the consolidated statements of financial position as at December 31, 2025 and December 31, 2024, and the consolidated statements of loss and other comprehensive loss, changes in shareholders' equity and cash flows for the year ended December 31, 2025 and the period from April 10, 2024 (date of incorporation) to December 31, 2024, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Corporation as at December 31, 2025 and December 31, 2024, and its consolidated financial performance and its consolidated cash flows for the year ended December 31, 2025 and the period from April 10, 2024 to December 31, 2024 in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audits 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 Corporation in accordance with the ethical requirements that are relevant to our audits of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Corporation has incurred a loss from operations and used cash in operations 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 Corporation's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

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 audits 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 audits or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, 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 IFRS Accounting Standards as issued by the International Accounting Standards Board, 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 Corporation's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Corporation or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Corporation'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 skepticism 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 Corporation'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 Corporation'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 Corporation 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 Corporation as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the 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 audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

Calgary, Alberta

April 29, 2026

MNP LLP

Chartered Professional Accountants

KAIROS GOLD INC.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

As at	*Notes*	December 31, 2025	December 31, 2024
ASSETS			
Current			
Cash		**$ 415,146**	$ 11,648
Other receivable		**2,792**	–
Due from related parties	*10*	**191,579**	199,493
		609,518	211,141
Mineral properties	*5*	**6,511,448**	4,748,265
Total assets		**$ 7,120,965**	$ 4,959,406
LIABILITIES			
Current			
Trade and other payables		**$ 186,628**	$ 26,317
Due to related party	*10*	**74,517**	105,720
		261,145	132,037
Credit facility	*6*	**148,998**	–
Total liabilities		**410,143**	132,037
SHAREHOLDERS' EQUITY			
Share capital	*7(b)*	**6,131,058**	4,931,970
Share subscriptions received	*15(a)*	**425,000**	–
Contributed surplus		**364,087**	–
Accumulated other comprehensive income		**248,544**	18,953
Deficit		**(457,867)**	(123,554)
Total shareholders' equity		**6,710,822**	4,827,369
Total liabilities and shareholders' equity		**$ 7,120,965**	$ 4,959,406
Nature of operations and going concern	*1*		
Subsequent events	*15*		

Approved on behalf of the Board of Directors

"*signed*"
Al J. Kroontje

"signed"
Michelle DeCecco

KAIROS GOLD INC.
Consolidated Statements of Loss and Other Comprehensive Loss
(Expressed in Canadian Dollars)

	Notes	Year ended December 31, 2025	Period from April 10, 2024 to December 31, 2024
Expenses			
General and administrative	9	**$ 304,689**	$ 121,885
Depreciation	5	**17,378**	1,669
Gain on forgiveness of debt	10	**(20,079)**	–
Interest	6	**11,167**	–
Accretion	6	**21,256**	–
Realized foreign exchange		**(98)**	–
Total operating expenses		**334,313**	123,554
Loss for the period		**(334,313)**	(123,554)
Other comprehensive income			
Exchange differences on translation of subsidiary		**229,591**	18,953
Loss and other comprehensive loss for the period		**$ (104,722)**	$ (104,601)
Loss per share			
Basic and diluted	8	**$ (0.01)**	$ (0.00)
Weighted average common shares			
Basic and diluted	8	**27,056,943**	20,632,766

Kairos Gold Inc.
Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Notes	Share Capital	Share Subscriptions Received	Contributed Surplus	Accumulated Other Comprehensive Income	Deficit	Total
Balance, April 10, 2024		$ –	$ –	$ –	$ –	$ –	$ –
Shares issued for cash upon incorporation		1	–	–	–	–	1
Shares issued in exchange for assets	*4*	4,931,969	–	–	–	–	4,931,969
Loss for the period		–	–	–	–	(123,554)	(123,554)
Exchange differences on translation of subsidiary		–	–	–	18,953	–	18,953
Balance, December 31, 2024		**$ 4,931,970**	**$ –**	**$ –**	**$ 18,953**	**$ (123,554)**	**$ 4,827,369**
Issuance of common shares	*7(b)*	$ 1,625,000	$ –	$ –	$ –	$ –	$ 1,625,000
Share subscriptions received		–	425,000	–	–	–	425,000
Fair value of warrants	*7(c)*	(360,662)	–	360,662	–	–	–
Share issue costs	*7(b)*	(65,250)	–	–	–	–	(65,250)
Convertible credit facility - equity portion	*6*	–	–	3,425	–	–	3,425
Loss for the year		–	–	–	–	(334,313)	(334,313)
Exchange differences on translation of subsidiary		–	–	–	229,591	–	229,591
Balance, December 31, 2025		**$ 6,131,058**	**$ 425,000**	**$ 364,087**	**$ 248,544**	**$ (457,867)**	**$ 6,710,822**

KAIROS GOLD INC.
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

	Notes		Year ended December 31, 2025		Period from April 10, 2024 to December 31, 2024
Cash provided by (used in):					
Operating activities					
Loss for the period		**$**	**(334,313)**	$	(123,554)
Add (deduct) items not affecting cash flow:					
Gain on forgiveness of debt	*10*		**(20,079)**		–
Depreciation	*5*		**17,378**		1,669
Foreign exchange			**(98)**		57
Interest	*6*		**11,167**		–
Accretion	*6*		**21,256**		–
Change in non-cash working capital					–
Trade and other payables			**205,144**		16,148
GST receivable			**(2,792)**		–
Due to/from related parties			**(13,124)**		105,736
Cash flows provided by (used in) operating activities			**(115,460)**		56
Investing activities					
Cash acquired	*4*		–		11,591
Acquisition of mineral claims	*5*		**(398,806)**		–
Exploration and evaluation expenditures	*5*		**(1,146,427)**		–
Cash Flows provided by (used in) investing activities			**(1,545,233)**		11,591
Financing activities:					
Issuance of common shares	*7(b)*		**1,500,000**		1
Share issuance costs	*7(b)*		**(65,250)**		–
Proceeds from debenture	*6*		**200,000**		–
Share subscriptions received	*15(a)*		**425,000**		–
Cash flows provided by financing activities			**2,059,750**		1
Effects of foreign currency on cash			**4,442**		-
Increase in cash			**403,498**		11,648
Cash, beginning of period			**11,648**		–
Cash, end of period		**$**	**415,146**	$	11,648
Cash and cash equivalents are comprised of:					
Cash		**$**	**(9,854)**	$	11,648
Segregated cash	*15(a)*		**425,000**		–
		$	**415,146**	$	11,648

1. Nature of Operations and Going Concern

Kairos Gold Inc. (the "Corporation" or "Kairos Gold"), a reporting issuer, was incorporated by a Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (Alberta) on April 10, 2024. The registered office is located at 200, 396 – 11th Avenue SW, Calgary, Alberta, Canada, T2R 0C5.

Going Concern

Kairos Gold engages principally in the acquisition, advancement and development of mineral properties in Chile. The recovery of the Corporation's investment in these resource properties and the realization of profitable operations are dependent upon the discovery and development of economic reserves and the ability to arrange sufficient financing to bring these reserves into production. The ultimate outcome of these matters cannot presently be determined.

The consolidated financial statements have been prepared by management on a going concern basis which contemplates the realization of assets and the settlement of liabilities in the ordinary course of business. The business of mineral exploration requires financing to support future operating activities and the Corporation does not have adequate cash resources to fund its operations over the next year therefore will require additional financing in order to conduct its planned work programs and discharge its liabilities as they become due (see note 15 Subsequent Events). As at December 31, 2025, the Corporation has a working capital balance of $348,373 and during the year ended incurred a loss of $334,313 and used cash in operations of $115,460. These conditions indicate the existence of uncertainty which may cast doubt on the Corporation's ability to continue as a going concern. If the going concern assumption is not appropriate, adjustments may be necessary to the carrying amounts and the classification of the Corporation's assets and liabilities. The accompanying consolidated financial statements do not include any adjustments that may result if the Corporation is unable to continue as a going concern, and such adjustments could be material.

2. Basis of Presentation

a) Statement of compliance

These consolidated financial statements have been prepared in accordance with IFRS® Accounting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") in effect at January 1, 2025.

These consolidated financial statements, and the policies applied herein, were authorized for issue by the Board of Directors on April 29, 2026.

b) Basis of measurement

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

c) Presentation and functional currencies

These consolidated financial statements are presented in Canadian dollars ("CAD"), which is the Corporation's functional currency. The functional currency of the Corporation's 100% owned subsidiary, Compañia Minera Kairos Chile SpA ("Minera Kairos"), is the Chilean Peso ("CLP").

Throughout these financial statements, USD refers to United States dollars.

d) Consolidation

These consolidated financial statements include the accounts of the Corporation and its wholly owned subsidiary, Minera Kairos, the consolidation of the two which are hereafter referred to as the "Corporation". The principal business of Minera Kairos is the acquisition and development of mineral properties in Chile.

Subsidiaries are entities controlled by the Corporation. The Corporation controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Intercompany balances and transactions, and any unrealized income and expenses arising from intercompany transactions are eliminated in preparing the consolidated financial statements.

2. Basis of Presentation *(continued)*

e) Use of judgments and estimates

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

The key estimates and judgments concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are outlined below.

Judgments

Judgment is used in situations when there is a choice and/or assessment required by management. The following are critical judgments apart from those involving estimations (disclosed below), that management has made in the process of applying the Corporation's accounting policies and that have a significant effect on the amounts recognized in the consolidated financial statements.

Property title

Although the Corporation takes steps to verify title exploration and evaluation assets in which it has an interest, however, these procedures do not guarantee the Corporation's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Deferred tax assets and liabilities

The measurement of a deferred tax provision is subject to uncertainty associated with the timing of future events and changes in legislation, tax rates and interpretations by tax authorities. The estimation of taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Corporation's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income, which in turn is dependent upon the successful operations of the Corporation. To the extent that management's assessment of the Corporation's ability to utilize future tax deductions changes, the Corporation would be required to recognize more or fewer deferred tax assets, and future tax provisions or recoveries could be affected.

Provisions

Management's determination of no material restoration, rehabilitation and environmental exposure is based on the facts and circumstances that existed during the year.

Going concern

The assessment of the Corporation's ability to execute its strategy for exploration involves judgement. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. There is material uncertainty regarding the Corporation's ability to continue as a going concern.

Mineral properties

The application of the Corporation's accounting policy for mineral properties and related exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits are likely to arise from future exploration or sale or where activities have not reached a stage which permits a reasonable assessment of the existence of reserves. The deferral policy requires management to make certain estimates and assumptions about future events or circumstances, in particular whether an economically viable extraction operation can be established. Estimates and assumptions made may change if new information becomes available. If, after the expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in profit or loss in the period when the new information becomes available.

2. Basis of Presentation *(continued)*

Mineral properties are reviewed for changes in facts and circumstances suggesting the carrying amount exceeds the recoverable amount at each consolidated statement of financial position date. This determination requires significant judgment. Factors which could trigger an impairment review include, but are not limited to, significant negative industry or economic trends and interruptions in exploration activities.

The Corporation's review considers the following:

- The period for which the Corporation has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- Substantive expenditure 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 have 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 exist 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 through successful development or by sale.

Estimates

Deferred Taxes

The calculations for current and deferred taxes require management's interpretation of tax regulations and legislation in the various tax jurisdictions in which the Corporation operates, which are subject to change. The measurement of deferred tax assets and liabilities requires estimates of the timing of the reversal of temporary differences identified and management's assessment of the Corporation's ability to utilize the underlying future tax deductions against future taxable income before they expire, which involves estimating future taxable income.

The Corporation is subject to assessments by various taxation authorities in the tax jurisdictions in which it operates and theses taxation authorities may interpret the tax legislation and regulations differently. In addition, the calculation of income taxes involves many complex factors. As such, income taxes are subject to measurement uncertainty and actual amounts of taxes may vary from the estimates made by management.

Convertible credit facility

The Corporation makes estimates relating to the selection of an appropriate market rate of interest to discount contract interest and principal payments of the compound financial instrument.

3. Summary of Significant Accounting Policies

a) Cash

Cash is comprised of cash on deposit and highly liquid investments at Canadian and Chilean financial institutions.

b) Mineral property expenditures

Exploration and evaluation expenditures for the Corporation's mineral properties include the costs of acquiring licenses, exploration and evaluation activity, and the fair value, at the date of acquisition, of mineral property exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Corporation has obtained legal rights to explore an area are recognized in net loss.

Acquisition costs, including general and administration costs, are only capitalized to the extent that these costs can be related directly to operational activities in the relevant area of interest where it is considered likely to be recoverable by future exploration or sale or where the activities have not reached a stage which permits a reasonable assessment of the existence of reserves.

3. Summary of Significant Accounting Policies *(continued)*

Mineral properties are assessed for impairment if sufficient evidence exists to determine technical feasibility and commercial viability, and facts and circumstances suggest the carrying amount exceeds the recoverable amount. Once technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, mineral property exploration and evaluation assets attributable to the area of interest are first assessed for impairment and then reclassified to mining property development assets within property and equipment.

Recoverability of the carrying amount of a mineral property is dependent on successful development and commercial exploitation, or alternatively, sale of the respective area of interest.

c) Provisions

A provision is recognized if, as a result of a past event, the Corporation has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax, risk-free rate that reflects current market assessments of the time value of money and the risks specific to the liability. Provisions are not recognized for future operating losses.

d) Share capital

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

e) Share purchase warrants

The Corporation issues share purchase warrants in connection with certain equity transactions. The fair value of the warrants, as determined using the Black-Scholes pricing model, is credited to contributed surplus. The recorded value of the share purchase warrants is transferred to share capital upon exercise.

f) Share based payments

The Corporation follows the fair value method for recognition of stock options awarded to directors, officers and consultants. Under this method, the equity instruments are recorded at their fair value based on the market price on the date of grant.

For stock options, the fair value is estimated using the Black Scholes option pricing model that takes into account, as of the grant date, the exercise price, the expected life of the option, the current price of the underlying stock, its expected volatility, expected dividends of the stock and the risk-free interest rate over the expected life of the option. Compensation costs are recognized over the vesting period of the stock options.

Share-based compensation expense is recorded to profit and loss or mineral properties with a corresponding increase recorded to contributed surplus. Cash consideration received when options are exercised is credited to share capital along with the related amount previously recorded in contributed surplus.

g) Per share amounts

Per share amounts are computed by dividing the loss for the year by the weighted average number of common shares outstanding during the year.

Basic earnings per share is calculated by dividing profit or loss attributable to shareholders by the weighted average number of common shares outstanding during the year. Diluted earnings per share is calculated by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of common shares outstanding for the dilutive effect of the potential exercise of in-the-money stock options and warrants as though they occurred at the beginning of the year. The effect of stock options and warrants is anti-dilutive in loss periods.

3. Summary of Significant Accounting Policies *(continued)*

h) Taxes

Taxes are comprised of current and deferred taxes. Tax expense is recognized in the profit or loss except to the extent that it relates to items recognized directly in other comprehensive loss or elsewhere in shareholders' equity, in which case the related tax expense or recovery is also recognized directly in other comprehensive loss or elsewhere in shareholders' equity.

Current tax expense is the expected cash tax payable on the taxable loss for the year, using tax rates enacted, or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax expense and related liability is recognized with respect to temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements.

Deferred tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the reporting date and are expected to continue to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered.

i) Compound instruments

The component parts of compound instruments (e.g., debt issued with a conversion feature along with convertible securities) issued by the Corporation are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed number of the Corporation's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar debt without conversion features. This amount is recorded as a liability on the amortized cost basis using the effective interest method until extinguished or at the instrument's maturity date.

The conversion features and convertible securities classified as equity are determined by deducting the amount of the liability component from the fair value of the instrument as a whole. This is recognized and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, conversion features and convertible securities classified as equity will remain in equity until the conversion option is exercised, in which case the balance recognized in equity will be transferred to common shares within equity. When the conversion feature and warrants remain unexercised at their maturity date, the balance recognized in equity will be transferred to retained earnings or deficit. No gain or loss is recognized in profit or loss upon conversion or expiration of the convertible securities.

Transaction costs that relate to issuance of the instruments are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognized directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortized over the life of the debt using the effective interest method.

j) Foreign operations

Foreign currency transactions are translated into the respective functional currencies of the Corporation and its subsidiary using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated statement of income (loss).

The financial results and position of the subsidiary whose functional currency is different from the presentation currency are translated as follows:

- Assets and liabilities are translated at period-end exchange rates prevailing at that reporting date; and
- Income and expenses are translated at average exchange rates for the period.

3. Summary of Significant Accounting Policies *(continued)*

Exchange differences arising on translation of a foreign subsidiary are transferred directly to the Corporation's exchange difference on translation of subsidiary in the consolidated statement of loss and other comprehensive loss and are reported as a separate component of equity, accumulated other comprehensive income.

k) Fair value of financial instruments

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

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

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

l) Financial instruments

The Corporation measures its financial assets and liabilities at fair value on initial recognition, which is typically the transaction price unless a financial instrument contains a significant financing component. Subsequent measurement is dependent on the financial instruments' classifications.

Financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 contains three principal classification categories for financial assets: measured at amortized cost, fair value through OCI ("FVOCI") and fair value through profit and loss ("FVTPL"). The classification categories are as follows:

- A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Financial assets measured at amortized cost are measured using the effective interest method.
- Financial assets at fair value through other comprehensive income: assets that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- Financial assets at fair value through profit or loss: assets that do not meet the criteria for amortized cost or fair value through other comprehensive income.

Financial assets are derecognized when the contractual rights to the cash flows from the financial assets expire or when the contractual rights to those assets are transferred.

Financial liabilities – The classification of financial liabilities is determined by the Corporation at initial recognition. The classification categories are as follows:

- Financial liabilities measured at amortized cost: financial liabilities initially measured at fair value less directly attributable transaction costs and are subsequently measured at amortized cost using the effective interest method. Interest expense is recognized in the Consolidated Statement of Loss and Other Comprehensive Loss.
- Financial liabilities measured at fair value through profit or loss: financial liabilities measured a fair value with changes in fair value and interest expense recognized in the Consolidated Statement of Loss and Other Comprehensive Loss.

3. Summary of Significant Accounting Policies *(continued)*

Below is a summary indicating the classification and measurement bases of the Corporation's financial instruments:

Financial Instrument	Classification	Measurement
Assets		
Cash	Amortized cost	Amortized cost
Other receivable	Amortized cost	Amortized cost
Dur from related parties	Amortized cost	Amortized cost
Liabilities		
Trade and other payables	Amortized cost	Amortized cost
Credit facility	Amortized cost	Amortized cost
Due to related party	Amortized cost	Amortized cost

The Corporation utilizes an "expected credit loss" ("ECL") model for determining impairment or recognition of credit losses on financial assets measured at amortized cost ("AC") or at FVTOCI.

m) Accounting standards issued but not yet effective and not early adopted

The Corporation is in the process of determining the impact of the following new and amended standards on its future financial statements:

i) The IASB has issued classification and measurement and disclosure amendments to IFRS 9 and IFRS 7 with an effective date for years beginning on or after January 1, 2026 with earlier application permitted. The amendments clarify the date of recognition and derecognition of some financial assets and liabilities and introduce a new exception for some financial liabilities settled through an electronic payment system. Other changes include a clarification of the requirements when assessing whether a financial asset meets the solely payments of principal and interest criteria and new disclosures for certain instruments with contractual terms that can change cash flows.

ii) IFRS 18, Presentation and Disclosure in Financial Statements is a new standard that will provide new presentation and disclosure requirements and replace International Accounting Standard 1, Presentation of Financial Statements (IAS 1). IFRS 18 introduces changes to the structure of the income statement; provides required disclosures in financial statements for certain profit or loss performance measures that are reported outside an entity's financial statements; and provides enhanced principles on aggregation and disaggregation in financial statements. Many other existing principles in IAS 1 have been maintained. IFRS 18 is effective for years beginning on or after January 1, 2027, with earlier application permitted.

4. Corporate Reorganization

Kairos Gold was incorporated as a wholly owned subsidiary of Lithium Chile Inc. ("LITH") on April 10, 2024.

During the period ended December 31, 2024, the Corporation was involved in a series of transactions as part of a proposed plan of Arrangement as approved at a meeting of the shareholders of LITH that took place on October 17, 2024.

a) On December 4, 2024, following the transfer of the lithium assets from Minera Kairos to LITH's wholly owned Chilean subsidiary, Kairos Inversiones SpA, the Corporation acquired all of the issued outstanding shares of Minera Kairos from LITH.

b) A share split was completed such that the number of issued and outstanding Kairos Gold common shares was equal to one-tenth (1/10) of the number of issued and outstanding LITH common shares on December 4, 2024.

c) LITH distributed the Kairos Gold common shares as a dividend to the shareholders of LITH on a basis of one Kairos Gold share for every 10 shares of LITH for an aggregate value of $4,931,939. The acquisition of Minera Kairos by Kairos Gold, was recorded at the carrying values of the net assets of Minera Kairos on December 4, 2024:

4. Corporate Reorganization *(continued)*

Fair value of net assets (liabilities) disposed of:		
Cash	$	11,591
Accounts receivable		88,386
Due from related party		110,144
Mineral properties (copper, gold, silver claims)		4,731,962
Trade and other payables		(10,114)
	$	4,931,969
Consideration		
Dividend	$	5,853,027
Exchange difference on translation of subsidiaries		(921,058)
	$	4,931,969

d) The Corporation then submitted a listing application to the TSX Venture Exchange Inc. (the "TSXV") to list its common shares on the TSXV (see Subsequent Event note 15).

5. Mineral Properties

Balance, April 10, 2024	$	–
Acquisition *(Note 4)*		4,731,962
Depreciation		(1,669)
Effect of foreign exchange translation		17,972
Balance December 31, 2024	$	4,748,265
Acquisition		398,806
Additions to copper, gold, silver claims		1,146,427
Depreciation		(17,378)
Effect of foreign exchange translation		235,328
Balance, December 31, 2025	**$**	**6,511,448**

Mineral property description

The Corporation currently holds 100% title interest in 22,429 hectares of mineral claims comprising six discrete property packages with exploration potential to discover commercial deposits of copper and/or gold and/or silver through its Chilean subsidiary Minera Kairos.

Mineral property transactions

- On January 19, 2024, Minera Kairos entered into a Purchase Option Agreement (the "Option"), whereby the Corporation may earn 100% of Oro Brillante, a 100-hectare copper, gold and silver exploitation property in Chile. To fulfill the Corporation's obligations of the Option Agreement, three payments totalling CLP$833,000,000 (approximately $1.2 million) were required.

  The first two payments were made in 2024, prior to the acquisition (Note 4). The final CLP $277,682,991 ($398,806) was made in January 2025, thereby fulfilling the Corporation's obligations under the Option Agreement (total $1,200,977).

Mineral property expenditure commitments

- The 2026 capital exploration budget will be funded by a private placement completed in February 2026 (Subsequent Event Note 15).
- Other than described above, the Mineral Properties do not require any minimum work or expenditure commitments. The Corporation is obligated to make annual tax payments of approximately US$4.15/hectare to the Chilean government in relation to exploration concessions and approximately US$27.66 in relation to exploitation claims. Claim costs relating to the CGS assets for the year ended December 31, 2025 were $323,229 (2024 - $nil).

6. Credit Facility

Balance, December 31, 2024	$	-
Face value of credit facility		200,000
Less: equity component		(3,425)
structuring fee		(80,000)
Interest payable		11,167
Accretion		21,256
Balance, December 31, 2025	**$**	**148,998**

During the year, the Corporation was advanced $200,000 from a new $400,000 secured convertible credit facility (the "Credit Facility"). The Credit Facility carries interest at a rate of 10% per annum, and matures two years from the date of issue and is secured by a general security agreement. The Credit Facility may be convertible by the holder at any time prior to maturity into common shares of the Corporation ("Common Shares") at a conversion price of $0.20 per Common Share.

For accounting purposes, the Credit Facility has been separated into its liability and equity components using an effective interest rate of 11%, based on the estimated market rate for a Credit Facility without a conversion feature and the estimated market rate for corporations with similar credit profiles. The fair value of the liability component is $196,575, while the equity portion of the conversion feature, valued at $3,425, is recorded as a reduction of the Credit Facility and credited to equity, and will be accreted over the term of the Credit Facility.

Under the terms of the Credit Facility, a structuring fee ("Structuring Fee") of 20% of the maximum loan amount is payable in cash or Common Shares of the Corporation at a price of $0.20 per Common Share. During the year ended December 31, 2025, the Corporation issued 400,000 Shares in payment of the Structuring Fee, which reduced the carrying value of the Credit Facility by $80,000 and will be accreted over the remaining term.

7. Share Capital

a) Authorized:

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

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

b) Issued common shares:

Issued share capital is as follows.

	Number of shares		Amount
Share issued for cash upon incorporation	1	$	1
Share split and acquisition of Minera Kairos *(Note 4)*	20,632,765		4,931,969
Balance December 31, 2024	**20,632,766**		**4,931,970**
Share issued for cash	7,500,000		1,500,000
Share issue costs	–		(65,250)
Fair value of warrants	–		(360,662)
Shares issued for structuring fee *(Note 6)*	400,000		80,000
Shares issued for services	225,000		45,000
Balance December 31, 2025	**28,757,766**	$	**6,131,058**

During the year ended December 31, 2025:

The Corporation closed a private placement in two tranches:

Tranche 1 was comprised of 6,825,000 units (the "Units") at a price of $0.20 per Unit, for aggregate gross proceeds of $1,365,000.

7. Share Capital *(continued)*

Tranche 2 was comprised of 675,000 Units at a price of $0.20 per Unit, for aggregate gross proceeds of $135,000.

Each Unit was comprised of one Common Share of the Corporation and one-half of a Common Share purchase warrant ("Warrants"). Each whole Warrant entitles the holder thereof to purchase one Common Share of the Corporation at a price of $0.35 per Common Share at any time prior to the date that is 36 months from the date of issuance of the Warrants. The Warrants include an acceleration provision whereby if the common shares of the Corporation are listed on the TSXV and trade at a price greater than $0.65 for a period of 10 trading days, the Corporation may accelerate the expiry date of the Warrants.

The Corporation paid $65,250 of cash commissions to qualified non-related parties and issued an aggregate of 326,250 broker warrants. Each broker warrant entitles the holder to acquire one common share at a price of $0.20 per share for a period of one year from the date of issuance.

During the year, a total of 225,000 common shares were issued at a deemed price of $0.20, as payment for social media services received, in lieu of cash.

During the period ended December 31, 2024:

In connection with the plan of arrangement that included the acquisition of Minera Kairos, the Common Shares of the Corporation were distributed to the shareholders of LITH on December 4, 2024 (note 4) on the basis of one Kairos Gold common share for every ten common shares of LITH.

c) Warrants

During the year ended December 31, 2025, no warrants were exercised and no warrants expired.

The fair value of the warrants has been estimated at the date of grant using the Black-Scholes option pricing model on the following assumptions:

	Unit Warrants	Broker Warrants
Dividend yield	0%	0%
Expected volatility [(i)]	113%	110%
Risk-free interest rate	2.63% - 2.64%	2.65%
Forfeiture rate	0%	0%
Exercise price	$ 0.35	$ 0.20
Term	36 months	12 months
Fair value per warrant	$ 0.0911	$ 0.0582

(i) The Corporation has estimated the expected volatility based on peer group average.

8. Loss per share

For the year ended December 31,		**2025**		2024
Loss for the period	**$**	**(334,313)**	$	(123,554)
Basic earnings per share is calculated as follows:				
Weighted average number of shares (basic)				
Issued common shares at beginning of period		**20,632,766**		1
Effect of share split *(Note 7)*		**–**		20,632,765
Effect of common shares issued in the year		**6,424,178**		–
Weighted average number of common shares - basic		**27,056,943**		20,632,766
Loss per share - basic	**$**	**(0.01)**	$	(0.00)

9. General and Administrative Expenses by Nature

For the year ended December 31,		2025		2024
Professional fees	**$**	**185,241**	$	31,627
Business investigation and travel		**45,000**		12,512
Office and corporate reorganization costs		**30,108**		65,797
Salaries		**35,351**		-
Regulatory fees		**8,989**		11,949
	$	**304,689**	$	121,885

10. Related Party Transactions

a) The following are the related party transactions and balances for the years ended December 31, 2025:

- During the year ended December 31, 2025, $35,702 (2024 - $nil) of expenses incurred on behalf of the Corporation were repaid to a company related through common officers and directors, of which $70,018 (2024 – $105,720) is included in the due to related party balance at December 31, 2025.
- As at December 31, 2025, $200,000 (2024 - $nil) was drawn on a $400,000 credit facility provided by a company controlled by a common officer or director (note 6). The same company advanced $398,806 (2024 - $nil) for the last Oro Brilliante acquisition payment, of which $4,499 (2024 - $nil) remains outstanding and is included in the due to related party balance at December 31, 2025.
- Included in the due from related party balance at December 31, 2025 are $191,579 (2024 - $199,493) of expenses incurred on behalf of three companies related to the Corporation through common officers and directors.
- During the year ended December 31, 2025, certain related parties agreed to settle trade payables having a carrying value of $20,079 for nil proceeds.

The above transactions were in the normal course of operations and were initially recorded at fair value.

b) The Corporation considers officers and directors to be key management personnel. The Corporation incurred $15,000 (2024 - $nil) in key management compensation during the year ended December 31, 2025.

11. Income Taxes

The provision for income taxes differs from the amount obtained by applying the combined Canadian federal and provincial income tax rate to the loss for the year. The differences relate to the following items:

		Year end December 31, 2025		Year ended December 31, 2024
Loss before income taxes	**$**	**(334,313)**	$	(123,554)
Corporation income tax rate		**23%**		23%
Expected tax recovery		**(76,892)**		(28,417)
Change in deferred tax assets not recognized		**76,892**		28,417
Tax expense	**$**	**–**	$	–

Details of unrecognized deductible temporary differences are as follows:

As at December 31	2025	2024
20(1)(e) deduction pool	**116,200**	-
Credit facility	**51,000**	-
Non-capital losses – Canada	**338,000**	105,812
Non-capital losses – Chile	**59,000**	17,742

12. Financial Risk Management

The Corporation, as part of its operations, carries financial instruments consisting of cash, other receivable, trade and other payables, amounts due to/from related parties and credit facility. It is management's opinion that the Corporation is not exposed to significant credit, interest, or currency risks arising from this financial instrument.

There are no differences in the carrying values and fair values of the Corporation's current financial instruments due to the short-term maturities. The carrying value of the credit facility approximates fair value due to the market rate of interest applied in the calculation of the carrying value.

Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Corporation's primary source of credit risk is its cash balance. The Corporation believes it has no significant credit risk associated with cash as it is held with major Canadian and Chilean financial institutions.

Foreign currency risk

The Corporation is exposed to the risk of changes in the CAD/USD dollar exchange rate and in the USD/CLP exchange rate for services and geological costs that are denominated in CLP and converted to USD or directly influenced by USD benchmark prices. A hypothetical change of 10% to the foreign exchange rate between CAD/USD and USD/CLP would not have a material impact of the Corporation's loss during the year. At December 31, 2025, the Corporation had CLP$1,079,218 (CAD$1,641) on deposit at a Chilean financial institution.

Liquidity risk

The Corporation's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2025, the Corporation had a cash balance of $415,146 and a working capital balance of $348,373.

The Corporation's financial liabilities at December 31, 2025 are comprised of $186,628 of trade and other payables and $74,517 due to related parties, which are classified as current liabilities in the consolidated statement of financial position.

Interest rate risk

The Corporation has negligible interest rate risk due to its cash balances.

13. Management of Capital

The Corporation's capital currently consists of common shares and its principal source of cash is from the issuance of common shares. The Corporation's objective when managing capital is to safeguard the Corporation's ability to continue as a going concern, such that it can provide returns for shareholders and benefits for other stakeholders, and to have sufficient capital to be able to identify, evaluate and acquire an interest in a business or assets (see subsequent event note 15). The Corporation is not subject to any externally imposed capital requirements. The Corporation manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets.

14. Segmented Information

The Corporation reports its financial results as one reportable segment as this is how the financial information is reviewed by the chief decision makers of the Corporation.

The following table provides information regarding the location of the Corporation's non-current assets on a geographic basis.

	Canada	Chile	Total
As at December 31, 2025			
Non-current assets	$ –	$ 6,511,448	$ 6,511,448
As at December 31, 2024			
Non-current assets	$ –	$ 4,748,265	$ 4,748,265

15. Subsequent events

a) Subsequent to the year ended December 31, 2025, the Corporation closed a non-brokered private placement of units (the "Units") at a price of $0.20 per Unit. Closing involved the issuance of 10,455,000 Units for aggregate gross proceeds of $2,091,000 (the "Offering"). Each Unit is comprised of one common share of the Corporation and one-half of a common share purchase warrant. Each whole warrant entitles the holder thereof to purchase one common share of the Corporation at a price of $0.35 per share at any time prior to the date that is 36 months from the date of issuance of the Units. Warrants include an acceleration provision whereby if the common shares are listed on the TSXV and trade at a price greater than $0.65 for a period of 10 trading days, the Corporation may accelerate the expiry of the warrants.

In connection with the closing of the Offering, the Corporation paid $101,720 of cash commissions to qualified nonrelated parties and issued 408,600 broker warrants. Each broker warrant entitles the holder to acquire one common share at a price of $0.20 per share for a period of one year from the date of issuance.

In connection with this private placement, the $425,000 of proceeds received prior to the year ended December 31, 2025, and presented as share subscriptions received, will be reclassed as common shares.

b) Subsequent to the year ended December 31, 2025, the Corporation's listing application was approved by the TSXV and on March 26, 2026, the Corporation's Common Shares began trading on the TSXV under the ticker symbol KIRO.