

THESIS GOLD INC.

Condensed Interim Financial Statements

For the three months ended May 31, 2025 and 2024

Expressed in Canadian Dollars

(Unaudited)

To the shareholders of Thesis Gold Inc.:

The condensed interim financial statements of Thesis Gold Inc. (the “Company”) for the three months ended May 31, 2025 and 2024 have been compiled by management.

No audit or review of this information has been performed by the Company’s auditors.

THEESIS GOLD INC.

Condensed Interim Statements of Financial Position

Expressed in Canadian Dollars

(unaudited)

	May 31, 2025	February 28, 2025
ASSETS		
Current		
Cash	\$ 33,517,102	\$ 9,390,294
Short-term investment	36,276	35,907
Goods and services tax credit receivable	170,322	106,080
Mineral exploration tax credit receivable	1,578,033	4,646,781
Other receivable	37,671	39,571
Prepaid expenses and deposits (note 5)	894,094	952,378
	36,233,498	15,171,011
Equipment (note 7)	767,440	774,329
Exploration and evaluation assets (note 3)	191,669,778	189,003,885
Reclamation bonds (note 12)	588,730	588,730
Right-of-use asset (note 9)	960,647	1,014,016
	\$ 230,220,093	\$ 206,551,971
LIABILITIES		
Current		
Accounts payable and accrued liabilities (note 8, 10)	\$ 1,848,380	\$ 1,628,513
Deferred flow-through liability (note 11)	-	364,734
Current portion of lease liability (note 9)	174,812	169,557
	2,023,192	2,162,804
Asset retirement obligation (note 12)	2,167,264	2,167,264
Deferred taxes	16,958,496	17,107,750
Long-term portion of lease liability (note 9)	756,827	802,665
	21,920,813	22,240,483
EQUITY		
Share capital (note 4)	222,868,670	197,460,278
Option and warrant reserves (note 4)	17,610,394	18,150,865
Deficit	(32,179,784)	(31,299,655)
	208,299,280	184,311,488
	\$ 230,220,093	\$ 206,551,971

Subsequent events (note 14)

Authorized for issuance on behalf of the Board on July 30, 2025:

Director (signed by) "Lisa Peterson"

Director (signed by) "Ewan Webster"

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

THESIS GOLD INC.

Condensed Interim Statements of Comprehensive (Loss) Income

Expressed in Canadian Dollars

(unaudited)

For the three months ended	May 31, 2025	May 31, 2024
Expenses		
Exploration expenses	\$ 3,851	\$ 28,685
Marketing and investor relations expenses	372,270	281,152
Management and consulting fees (note 8)	346,895	279,210
Office and administration	110,472	72,619
Professional fees	680,906	124,918
Regulatory and filing fees	3,599	2,303
Share-based compensation (note 4,8)	65,009	1,095,000
	(1,583,002)	(1,904,359)
Other		
Interest income	188,885	55,391
Settlement of flow-through liability (note 11)	364,734	-
Loss before taxes	(1,029,383)	(1,848,968)
Deferred income tax recovery	149,254	199,554
Net loss and Comprehensive loss	\$ (880,129)	\$ (1,649,414)
Basic and diluted loss per common share	\$ (0.00)	\$ (0.00)
Basic and diluted weighted average number of common shares outstanding	221,715,435	174,051,511

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

THESIS GOLD INC.
 Statements of Changes in Equity
 For the three months ended May 31, 2025 and 2024
 Expressed in Canadian Dollars

(unaudited)

	Number of shares	Share capital	Option and Warrant reserve	Accumulated Deficit	Total equity
Balance at February 29, 2024	174,051,511	\$ 175,250,081	\$ 16,660,000	\$ (29,649,414)	\$ 162,260,667
Share-based payments	-	-	1,095,000	-	1,095,000
Comprehensive income	-	-	-	(1,649,414)	(1,649,414)
Balance at May 31, 2024	174,051,511	\$ 175,250,081	\$ 17,755,000	\$ (31,298,828)	\$ 161,706,253
Share issued for cash	38,774,985	30,949,423	-	-	30,949,423
Deferred flow-through liability	-	(6,078,905)	-	-	(6,078,905)
Share issuance costs	-	(2,271,346)	-	-	(2,271,346)
Finders warrants issued	-	(388,975)	388,975	-	-
Share-based payments	-	-	6,890	-	6,890
Comprehensive loss	-	-	-	(827)	(827)
Balance at February 28, 2025	212,826,496	\$ 197,460,278	\$ 18,150,865	\$ (31,299,655)	\$ 184,311,488
Share issued for cash	24,636,772	25,547,474	(605,480)	-	24,941,994
Share issuance costs	-	(139,082)	-	-	(139,082)
Share-based payments	-	-	65,009	-	65,009
Comprehensive loss	-	-	-	(880,129)	(880,129)
Balance at May 31, 2025	237,463,267	\$ 222,868,670	\$ 17,610,394	\$ (32,179,784)	\$ 208,299,280

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

THESIS GOLD INC.

Condensed Interim Statements of Cash Flows

Expressed in Canadian Dollars

(unaudited)

For the three months ended	May 31, 2025	May 31, 2024
Cash provided by (used in):		
Operating activities		
Net loss for the period	\$ (880,129)	\$ (1,649,414)
Items not effecting cash:		
Deferred taxes	(149,254)	(199,554)
Share-based payments (note 5)	65,009	1,095,000
Settlement of deferred flow-through liability	(364,734)	-
	(1,329,108)	(753,968)
Changes in non-cash working capital:		
METC and other receivable	3,310,625	2,212
Goods and services tax receivable	(64,242)	106,575
Prepaid expenses and deposits	58,284	179,432
Accounts payable and accrued liabilities	(1,520,079)	(3,802,386)
Cash provided (used in) by operating activities	455,480	(4,268,135)
Investing activities		
Exploration and evaluation assets expenditures	(1,131,215)	(1,300,962)
Interest on short-term investments	(369)	-
Cash used in investing activities	(1,131,584)	(1,300,962)
Financing activities		
Proceeds from private placements	24,163,965	-
Proceeds from exercise of options	778,029	-
Share issuance costs	(139,082)	-
Cash provided by financing activities	24,802,912	-
Net increase (decrease) in cash	24,126,808	(5,569,097)
Cash – beginning of period	9,390,294	7,265,418
Cash – end of period	\$ 33,517,102	\$ 1,696,321

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

THESIS GOLD INC.

Notes to the Condensed Interim Financial Statements

For the three months ended May 31, 2025 and 2024

Expressed in Canadian Dollars

1. Nature of operations

Thesis Gold Inc. (formerly Benchmark Metals Inc.) ("Thesis" or the "Company") was incorporated under the British Columbia Business Corporations Act on November 9, 2010 and has its shares listed for trading on the TSX Venture Exchange under the symbol "TAU". The Company's registered office is located at 1055 West Georgia Street, 1500 Royal Centre, Vancouver, BC, Canada V6E 4N7, and the principal place of business is 1075 West Georgia, Suite 1050, Vancouver, BC V6E 3C9. The principal business of the Company is the identification, acquisition, exploration, permitting and evaluation of mineral properties.

On March 1, 2025, the Company completed a vertical short-form amalgamation pursuant to the Business Corporations Act with its wholly owned subsidiary Thesis Gold (Holdings) Inc. Pursuant to the Amalgamation, the resulting amalgamated company has adopted the name "Thesis Gold Inc.", maintained the same Articles and management as the Company, issued no securities, the symbol "TAU" and the CUSIP remains the same.

2. Basis of presentation

These condensed interim financial statements ("financial statements") have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These financial statements were authorized for issue by the Board of Directors of the Company on July 30, 2025. The accounting policies applied in preparation of these condensed interim financial statements are consistent with those applied and disclosed in the Company's financial statements for the year ended February 28, 2025, unless otherwise stated.

These condensed interim financial statements are presented in Canadian Dollars, and the use of the symbol "\$" herein is in reference to Canadian Dollars. Disclosures for amounts denominated in currencies other than Canadian Dollars use the International Standards Organization 3-letter symbol for such foreign currency.

The comparative period includes the accounts of the Company, and its wholly owned subsidiary Thesis Gold (Holdings) Inc. ("Thesis Holdings") to the date of amalgamation (note 1). All intercompany transactions and balances have been eliminated from the date of acquisition of control.

3. Exploration and evaluation assets

Lawyers-Ranch Property in British Columbia, Canada

The combined Lawyers-Ranch project covers a total of 131 mining claims (100 contiguous claims and 31 non-contiguous claims) covering over 495 square kilometers in the Toodoggone Mining District of northern British Columbia.

The Lawyers claims carry 0.5% net smelter return (the "Lawyers NSR"). The Lawyers NSR applies to 37 claims. The Ranch claims carry a 2% net smelter return (the "Ranch NSR").

3. Exploration and evaluation assets

Total costs incurred on the Lawyers-Ranch Property are summarized as follows:

Year ended May 31, 2024	
Balance, February 29, 2024	\$167,840,582
Community relations	280,436
Drilling	124,937
Environmental and engineering	982,023
Geologist fees and assays	395,399
Permits	155
Other exploration expenses	600,656
Mineral exploration tax credit	(478,443)
Balance, May 31, 2024	\$169,745,745

Year ended May 31, 2025	
Balance, February 28, 2025	\$189,003,885
Community relations	573,240
Drilling	104,058
Environmental and engineering	1,577,491
Geologist fees and assays	162,164
Permits	46,942
Other exploration expenses	441,975
Mineral exploration tax credit	(239,977)
Balance, May 31, 2025	\$191,669,778

4. Share capital

a) Common shares

The Company's articles authorize an unlimited number of Class "A" common shares without par value.

On April 28, 2025, the Company completed a private placement Centerra Gold Inc. ("Centerra") whereby Centerra acquired 9.9% of the issued and outstanding common shares of the Company. Pursuant to the subscription agreement, Centerra agreed to purchase 23,460,160 Common Shares at a price of \$1.03 per Common Share for gross proceeds of \$24,163,965. In connection with the private placement, Thesis and Centerra have entered into an investor rights agreement dated April 28, 2025, whereby, subject to conditions, including time and ownership thresholds, the Company has granted Centerra certain financing and other participation rights to enable Centerra to maintain its shareholding interest in the Company.

On June 21, 2024, the Company completed a private placement of 8,849,500 flow-through common shares at \$1.13, 6,702,500 flow-through common shares at \$0.90 and 6,556,318 non-flow-through common shares at \$0.75 for gross proceeds of \$20,949,423. The Company paid a cash commission of \$1,256,965 and issued non-transferable agent warrants of the Company exercisable to purchase up to 1,326,499 shares at \$0.95 per share for an 18-month period.

THESIS GOLD INC.

Notes to the Condensed Interim Financial Statements

For the three months ended May 31, 2025 and 2024

Expressed in Canadian Dollars

4. Share capital (continued)

On December 17, 2024, the Company completed a private placement of 16,666,667 common shares at \$0.60; for gross proceeds of \$10,000,000. The Company paid a cash commission of \$605,000 and issued non-transferable agent warrants of the Company exercisable to purchase up to 1,000,000 shares at \$0.60 per share for an 18-month period.

b) Warrants

A summary of share purchase warrant activity in the period is as follows:

	Number of warrants	Weighted average exercise price
Balance, February 28, 2025 and May 31, 2025	2,991,629	\$ 0.87

A summary of the outstanding and exercisable warrants is as follows:

May 31, 2025			February 28, 2025		
Exercise Price	Number of warrants	Remaining contractual life (years)	Exercise Price	Number of warrants	Remaining contractual life (years)
\$ 1.13	665,130	0.4	\$ 1.13	665,130	0.6
0.95	1,326,499	0.6	0.95	1,326,499	0.8
0.60	1,000,000	1.1	0.60	1,000,000	1.3
\$ 0.87	2,991,629	0.7	\$ 0.87	2,991,629	0.9

c) Stock options

Pursuant to the Company's omnibus long-term incentive plan (the "Plan") for directors, officers, employees, and consultants, the Company may reserve a maximum of 10% of the issued and outstanding listed common shares, less any other share compensation issuances under the plan, with the exercise price to be determined on the date of issuance of the options.

The options are non-transferable and will expire, if not exercised, 90 days following the date the optionee ceases to be a director, officer, consultant or employee of the Company for reasons other than death, one year after the death of an optionee or on the fifth anniversary of the date the option was granted. All options vest when granted unless otherwise specified by the Board of Directors.

A summary of stock option activity in the period is as follows:

	Number of options	Weighted average exercise price
Outstanding options, February 28, 2025	17,592,606	\$ 1.48
Cancelled	(1,953,633)	2.89
Exercised	(1,176,612)	0.66
Expired	(1,705,765)	0.78
Outstanding options, May 31, 2025	12,756,596	\$ 1.43

THESIS GOLD INC.

Notes to the Condensed Interim Financial Statements

For the three months ended May 31, 2025 and 2024

Expressed in Canadian Dollars

4. Share capital (continued)

On February 18, 2025, the Company granted incentive stock options, for the option to purchase up to 750,000 common shares. The options are exercisable at a price of \$0.79 per common share, for a period of five years. The estimated fair value of these options of \$352,500, or \$0.47 per option, has been recorded as share-based payment expense in the period and as an increase to option and warrant reserve, and was calculated using the Black-Scholes Option Pricing Model using the following grant-date assumptions: grant date stock price \$0.77; expected life, 5 years; expected volatility, 72.58%; risk-free rate 2.90%; expected dividends, 0%; forfeiture rate, 0%.

On March 13, 2024, the Company granted incentive stock options, for the option to purchase up to 3,650,000 common shares. The options are exercisable at a price of \$0.47 per common share, for a period of five years. The estimated fair value of these options of \$1,095,000, or \$0.30 per option, has been recorded as share-based payment expense in the period and as an increase to option and warrant reserve, and was calculated using the Black-Scholes Option Pricing Model using the following grant-date assumptions: grant date stock price \$0.47; expected life, 5 years; expected volatility, 77.66%; risk-free rate 3.50%; expected dividends, 0%.

A summary of the outstanding options is as follows:

May 31, 2025			February 28, 2025		
Exercise Price	Number of options	Remaining contractual life (years)	Exercise Price	Number of options	Remaining contractual life (years)
\$ -	-	-	\$ 0.78	2,390,377	0.1
3.38	57,692	0.7	3.38	461,535	0.9
2.99	1,442,301	1.1	2.99	1,780,759	1.3
2.86	1,423,069	1.7	2.86	2,432,681	1.9
1.09	384,614	2.4	1.09	384,614	2.6
0.50	1,377,600	0.5	0.50	1,869,600	0.7
1.32	521,520	0.9	1.32	600,240	1.2
1.37	1,254,600	1.4	1.37	1,279,200	1.6
2.46	1,525,200	1.8	2.46	1,623,600	2.1
0.39	370,000	3.8	0.39	370,000	4.0
0.47	3,650,000	3.8	0.47	3,650,000	4.0
0.79	750,000	4.7	0.79	750,000	5.0
\$ 1.48	12,756,596	2.3	\$ 1.48	17,592,606	2.1

5. Prepaid expenses and deposits

For the period ended

Prepaid expenses
Deposits

	May 31, 2025	February 28, 2025
\$	184,167	\$ 192,145
	709,927	760,233
	-	
\$	894,094	\$ 952,378

6. Financial instruments and risk management

The Company is exposed to the following financial risks:

- i) Market risk
- ii) Credit risk
- iii) Liquidity risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated in the note.

General objectives, policies and processes

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure effective implementation of the objectives and policies to the Company's finance function.

The overall objective of the Board and the Company's finance function is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility and to ensure that risks are properly identified and that the capital base is adequate in relation to those risks. Further details regarding these policies are set out below.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of three types of risk: currency risk, interest rate risk, commodity price risk.

Currency risk

Currency risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will fluctuate because of changes in foreign exchange rates. The Company's share capital as well as the Company's reporting currency is denominated in Canadian dollars. Management has assessed that the Company's current exposure to currency risk as low, but acknowledges this may change in the future.

Interest rate risk

Interest rate risk is the risk arising from the effect of changes in prevailing interest rates on the Company's financial instruments. Interest rate risk is limited to potential decreases on the interest rate offered on cash and short-term investments held with chartered Canadian financial institutions. The Company considers this risk to be minimal.

6. Financial instruments and risk management

Commodity price risk

The Company's ability to raise capital to fund exploration activities is subject to risks associated with fluctuations in the market price of mineral resources. The Company closely monitors commodity prices to determine the appropriate course of actions to be taken.

Credit risk

Credit risk is the risk of potential loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's maximum credit risk at May 31, 2025 is equal to the total of the carrying values of cash, short-term investment and other receivable. The Company has assessed its exposure to credit risk on its cash and short-term investment and has determined that such risk is minimal. All of the Company's cash and its short-term investment are held with a financial institution in Canada. The Company has assessed its exposure to credit risk on its other receivable and has determined that such risk is low.

Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company monitors its risk by monitoring the maturity dates of its existing debt and other payables. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. To achieve this objective, the Company prepares annual expenditure budgets, which are regularly monitored and updated as considered necessary. Monthly working capital and expenditure reports are prepared by the Company's finance function and presented to management for review and communication to the Board.

As at May 31, 2025, all of the Company's account payable and accrued liabilities of \$1,848,380 are due within one year.

Determination of fair value

The statement of financial position carrying amounts for other receivable and accounts payable approximate fair value due to their short-term nature. Due to the use of subjective judgments and uncertainties in the determination of fair values these values should not be interpreted as being realizable in an immediate settlement of the financial instruments.

Financial assets and liabilities measured at fair value are grouped into three Levels or a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices);
- Level 3: unobservable inputs for the asset or liability.

6. Financial instruments and risk management

The following table sets forth the Company's financial assets measured at fair value on a recurring basis by level within the fair value hierarchy as follows:

As at May 31, 2025:

Asset:	Level 1	Level 2	Level 3	Total
Cash	\$ 33,517,102	-	-	\$ 33,517,102
Short-term investment	\$ 36,276	-	-	\$ 36,276

As at February 28, 2025:

Asset:	Level 1	Level 2	Level 3	Total
Cash	\$ 9,390,294	-	-	\$ 9,390,294
Short-term investment	\$ 35,907	-	-	\$ 35,907

7. Equipment

	Camp equipment
Balance, February 28, 2025	774,329
Depreciation	(6,889)
Balance, May 31, 2025	<u>\$ 767,440</u>

During the three months ended May 31, 2025, the Company capitalized \$6,889 (February 28, 2025 - \$34,803) in depreciation to mineral properties.

8. Related party transactions and balances

Unless otherwise noted, related party transactions were incurred in the normal course of operations and are measured at the amount established and agreed upon by the related parties. The Company incurred and paid fees to directors and officers for management and professional services as follows:

For the three months ended	May 31, 2025	May 31, 2024
Management fees paid to companies controlled by officers and a director	\$ 172,500	\$ 180,000
Director and committee fees	57,625	66,625
Consulting fees paid to companies controlled by a officer and former officer - capitalized to exploration and evaluation assets	-	33,355
Share-based payments	-	720,000
	<u>\$ 230,125</u>	<u>\$ 999,980</u>

8. Related party transactions and balances

Key management compensation

Key management includes directors and key officers of the Company, including the President, Chief Executive Officer, Chief Financial Officer and Chief Operating Officer. The remuneration of key management personnel is summarized below:

For the three months ended	May 31, 2025	May 31, 2024
Short-term benefits	\$ 135,000	\$ 132,500
Share-based payments	-	420,000
	\$ 135,000	\$ 552,500

At May 31, 2025, accounts payable and accrued liabilities include \$7,864 (February 28, 2025 - \$36,141) due to key management, directors of the Company and companies controlled by management or directors for services provided. These amounts are unsecured, non-interest bearing and have no specific terms of repayment.

9. Right-of-use asset and lease liability

On September 1, 2021, the Company entered into a three-year premises lease. The incremental rate of borrowing for this lease was estimated by management to be 10% per annum. As at May 31, 2025 the Company's premises lease concluded and was not extended.

(a) Right-of-Use Assets

The continuity of right-of-use assets is as follows:

Balance, February 28, 2025	1,014,016
Depreciation	(53,369)
Balance, May 31, 2025	\$ 960,647

(b) Lease Liabilities

Minimum lease payments in respect of lease liabilities and the effect of discounting are as follows:

	May 31, 2025	February 28, 2025
Undiscounted minimum lease payments:		
Less than one year	\$ 264,832	\$ 263,859
One to two years	268,722	267,750
Two to three years	272,614	271,641
Four to five years	276,504	275,532
Five years	92,468	162,080
	1,175,140	1,240,862
Effect of discounting	(243,501)	(268,640)
Present value of minimum lease payments	931,639	972,222
Less current portion	(174,812)	(169,557)
Long-term portion	\$ 756,827	\$ 802,665

9. Right-of-use asset and lease liability

(c) Lease Liability Continuity

The lease liability continuity is as follows:

Balance, February 28, 2025	972,222
Principal repayments	(40,583)
Balance, May 31, 2025	\$ 931,639

10. Accounts payable and accrued liabilities

For the period ended	May 31, 2025	February 28, 2025
Trade payables	\$ 1,291,798	\$ 813,961
Accrued liabilities	556,582	814,552
Payroll tax payable	15,034	-
	\$ 1,863,414	\$ 1,628,513

11. Deferred flow-through liability

On the issuance of a flow-through share, gross proceeds are allocated between the equity (share) and liability (Deferred flow-through liability) components on the issue date to the extent that a premium exists. The equity portion is measured at the estimated fair value and the residual is allocated as a liability. When expenditures are renounced, the Company reduces the deferred flow-through liability and records a recovery on settlement of flow-through liability as other income.

A summary of changes in deferred flow-through liability during the period ended is as follows:

Balance, February 29, 2024	\$ -
Flow-through shares issued at a premium	6,078,905
Settlement of flow-through liability	(5,714,171)
Balance, February 28, 2025	364,734
Settlement of flow-through liability	(364,734)
Balance, May 31, 2025	\$ -

During the year ended February 28, 2025, the Company issued 8,849,500 flow-through common shares at \$1.13 and 6,702,500 flow-through common shares at \$0.90, for gross proceeds of \$16,032,185 and recognized a deferred flow-through liability of \$6,078,905, which is the difference between the fair market value of the underlying common shares and the amount the investor paid for the flow-through shares.

12. Reclamation bonds and asset retirement obligation

The Company's exploration and evaluation assets are governed by laws and regulations covering the protection of the environment. The Company carries out rehabilitation work during the exploration of its exploration and evaluation assets and makes allowance for eventual reclamation upon closing the project; Consequently, the Company has accounted for its asset retirement obligations using best estimates of future costs, based on information available at the reporting date.

THESIS GOLD INC.**Notes to the Condensed Interim Financial Statements**

For the three months ended May 31, 2025 and 2024

Expressed in Canadian Dollars

In addition, in order to obtain mineral exploration permits, the Company is required to place reclamation bonds with the Ministry of Energy, Mines and Low Carbon Innovation of the Province of British Columbia. The Company posted a surety bond to replace cash on deposit with the Ministry of Energy, Mines and Low Carbon Innovation and \$1,843,391 was returned to Thesis. In order to receive the surety bond the Company was required to post collateral of \$553,017 in the form of a GIC pledged in an irrevocable letter of credit. As at May 31, 2025, the Company has total of \$588,730 (February 28, 2025 - \$588,730) in reclamation bonds.

The continuity of asset retirement obligation is as follows:

	Total
Balance, February 28, 2024	\$ 2,502,246
Change in estimate	(334,982)
Balance, February 28, and May 31, 2025	\$ 2,167,264

13. Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the sourcing and development of its exploration assets. The Company does not have any externally imposed capital requirements to which it is subject.

As at May 31, 2025, the Company considers the aggregate of its share capital, reserves and deficit as capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue common shares or dispose of assets or manage working capital balances.

14. Subsequent events

On July 8, 2025, the Company completed a private placement of 18,814,000 flow-through common shares for gross proceeds of \$27,569,930. The placement consisted of (i) 5,770,000 common shares of the Company issued as "flow-through shares" with respect to "Canadian exploration expenses" (each within the meaning of the Income Tax Act (Canada)) (the "BC CEE Flow-Through Shares") at a price of \$1.56 per BC CEE Flow-Through Share for aggregate gross proceeds of \$9,001,200; (ii) 11,114,000 common shares of the Company issued as "flow-through shares" with respect to "Canadian exploration expenses" (each within the meaning of the Tax Act) ("National CEE Flow-Through Shares") at a price of \$1.445 per National CEE Flow-Through Share for aggregate gross proceeds of \$16,059,730 and (iii) 1,930,000 common shares of the Company issued as "flow-through shares" with respect to "Canadian exploration expenses" (each within the meaning of the Tax Act) ("Traditional Flow-Through Shares") at a price of \$1.30 per Traditional Flow-Through Share for aggregate gross proceeds of \$2,509,000 (the BC CEE Flow-Through Shares, the National CEE Flow-Through Shares and the Traditional Flow-Through Shares are, collectively referred to as the "Flow-Through Shares").

Subsequent to the three months ended May 31, 2025, the Company received option exercises of 293,400 for gross proceeds of \$141,834.

Subsequent to the three months ended May 31, 2025, Thesis granted an aggregate of: (i) 500,000 stock options (the "Options") to employees; (ii) 750,000 deferred share units (the "DSUs") to directors; and (iii) 1,500,000 RSUs to directors and an officer with all awards governed by the Omnibus Long-Term Incentive Plan and each applicable award agreement.

THESIS GOLD INC.

Notes to the Condensed Interim Financial Statements

For the three months ended May 31, 2025 and 2024

Expressed in Canadian Dollars

Each vested Option entitles the holder to purchase one common share of the Company at an exercise price of \$1.20 per common share for five years from June 4, 2025 (the "Grant Date"). Half the Options vest on the first anniversary of the Grant Date, with the remaining vesting on the second anniversary of the Grant Date.

Each vested RSU entitles the holder to receive one common share on settlement. The RSUs vest upon the earlier of the termination date of the holder and ten years. Each vested DSU entitles the holder to receive one Common Share upon settlement. The DSUs vest and settle on the DSU holder's termination date.