

IRVING RESOURCES INC.
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED FEBRUARY 28, 2025
(Expressed in Canadian Dollars)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Irving Resources Inc.

Opinion

We have audited the accompanying consolidated financial statements of Irving Resources Inc. (the "Company"), which comprise the consolidated statements of financial position as at February 28, 2025 and February 29, 2024 and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at February 28, 2025 and February 29, 2024, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

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 these requirements. We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the consolidated financial statements, which indicates that the Company has a deficit of \$25,641,304 since its inception. The Company has not generated revenue from operations; additional financing will be required in the foreseeable future to fund the Company's established business plan. As stated in Note 1, these events and conditions 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 judgment, were of most significance in our audit of the consolidated financial statements of the current year. 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, we have determined the matters described below to be the key audit matter to be communicated in our auditor's report.

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

As described in Note 8 to the consolidated financial statements, the carrying amount of the Company's E&E Assets was \$40,050,138 of February 28, 2025. As more fully described in Note 3 to the consolidated financial statements, management assesses E&E Assets for indicators of impairment at each reporting period.



The principal consideration for our determination that the assessment of impairment indicators of the E&E Assets are a key audit matter is that there was judgment made by management when assessing whether there were indicators of impairment for the E&E Assets, specifically relating to the assets' carrying amount which is impacted by the Company's intent and ability to continue to explore and evaluate these assets. This in turn led to a high degree of auditor judgment, subjectivity, and effort in performing procedures to evaluate audit evidence relating to the judgments made by management in their assessment of indicators of impairment that could give rise to the requirement to prepare an estimate of the recoverable amount of the E&E Assets.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. Our audit procedures included, among others:

- Evaluating management's assessment of impairment indicators.
- Evaluating the intent for the E&E Assets through discussion and communication with management.
- Assessing compliance with agreements and expenditure requirements including reviewing option agreements and vouching the share issuances.
- Assessing the Company's rights to explore E&E Assets.
- Obtaining confirmation of title to ensure mineral rights underlying the E&E Assets are in good standing.

Accounting for Joint Venture Agreement

As described in Note 9 to the consolidated financial statements, during the year ended February 28, 2025, the Company entered into a joint venture agreement with Newmont Overseas Exploration Limited and Sumitomo Corporation for the purpose of exploring the Company's Yamagano and Noto properties. As at February 28, 2025, the Company advanced \$714,892 in relation to this joint venture agreement which has been recorded as an investment in associate. Additionally, a receivable of \$758,594 was recognized for amounts paid by the Company on behalf of the joint venture company ("JV Co").

The principal considerations for our determination that the accounting for the investment in JV Co is a key audit matter are the complexity and judgment involved in determining whether the arrangement meets the criteria for accounting as an associate under IAS 28, Investments in Associates and Joint Ventures. This required significant auditor judgment and effort to evaluate the accounting treatment and related disclosures.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. Our audit procedures included, among others:

- Reviewing the joint venture agreement to understand the structure, ownership interests, and the rights and responsibilities of each party.
- Evaluating management's assessment of accounting treatment of the joint venture agreement.
- Evaluating facts and circumstances considered by the Company in reaching the conclusion that the Company has significant influence but not joint control over the JV Co.
- Testing the Company's capital contributions against supporting payment records and the terms of the joint venture agreement.
- Evaluating the adequacy and clarity of disclosures related to the investment in associate.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes 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 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.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. 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 IFRS Accounting 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 related 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 skepticism throughout the audit. We also:

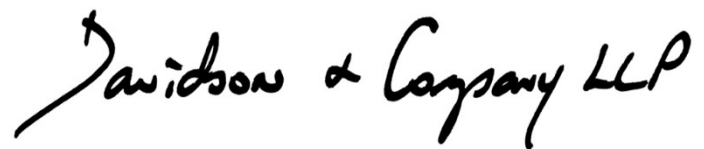
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of 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 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance 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 year 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 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 Catherine Tai.

A handwritten signature in black ink that reads "Davidson & Company LLP". The signature is written in a cursive, flowing style.

Vancouver, Canada

Chartered Professional Accountants

June 30, 2025

IRVING RESOURCES INC.

Consolidated Statements of Financial Position

(Expressed in Canadian Dollars)

AS AT

	February 28, 2025	February 29, 2024
ASSETS		
Current assets		
Cash	\$ 3,087,356	\$ 4,734,900
Receivables (Notes 5 & 9)	762,606	7,511
Prepays	<u>165,138</u>	<u>114,823</u>
	4,015,100	4,857,234
Prepays	52,272	64,296
Property and equipment (Note 7)	1,965,330	2,223,624
Investment in associate (Note 9)	714,892	-
Exploration and evaluation assets (Note 8)	<u>40,050,138</u>	<u>43,012,585</u>
	\$ 46,797,732	\$ 50,157,739
LIABILITIES & SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	\$ 208,118	\$ 393,005
Advance from option partner (Note 8)	592,726	-
Lease liabilities (Note 6)	<u>110,944</u>	<u>133,911</u>
	911,788	526,916
Non-current liabilities		
Lease liabilities (Note 6)	<u>46,527</u>	<u>82,025</u>
Total liabilities	<u>958,315</u>	<u>608,941</u>
Shareholders' equity		
Share capital (Note 11)	61,402,773	60,329,147
Reserves (Note 11)	10,077,948	9,807,044
Accumulated deficit	<u>(25,641,304)</u>	<u>(20,587,393)</u>
	<u>45,839,417</u>	<u>49,548,798</u>
	\$ 46,797,732	\$ 50,157,739

Nature and Continuance of Operations (Note 1)

Subsequent Event (Note 18)

On behalf of the Board:

"Akiko Levinson"

Director

"Quinton Hennigh"

Director

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

IRVING RESOURCES INC.

Consolidated Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars)

	Year Ended February 28, 2025	Year Ended February 29, 2024
EXPENSES		
Consulting fees (Note 12)	\$ 417,207	\$ 296,359
Depreciation (Note 7)	158,335	167,751
Foreign exchange loss (gain)	(303,302)	206,950
Insurance	32,599	31,842
Interest expense on lease liabilities (Note 6)	15,393	18,851
Investor relations	53,472	11,088
Management fees (Note 12)	72,000	112,000
Office and miscellaneous	54,481	71,000
Professional fees	361,468	312,665
Regulatory fees	56,797	62,707
Salaries and benefits	7,835	57,187
Shareholder costs	8,205	7,841
Share-based compensation (Note 11)	270,904	874,818
Telephone	21,374	23,338
Transfer agent	19,084	18,679
Travel and promotion	<u>79,891</u>	<u>140,925</u>
Operating expenses	<u>(1,325,743)</u>	<u>(2,414,001)</u>
Interest income	43,562	248,616
Other income	496,248	-
Write-off of exploration and evaluation assets (Note 8)	<u>(4,267,978)</u>	<u>(39,080)</u>
	<u>(3,728,168)</u>	<u>209,536</u>
Loss and comprehensive loss for the year	<u>\$ (5,053,911)</u>	<u>\$ (2,204,465)</u>
Basic and diluted loss per common share	<u>\$ (0.07)</u>	<u>\$ (0.03)</u>
Basic and diluted weighted average number of common shares outstanding	<u>75,804,832</u>	<u>69,420,791</u>

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

IRVING RESOURCES INC.

Consolidated Statements of Changes in Shareholders' Equity

(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Share Based Payment Reserves	Accumulated Deficit	Total Shareholders' Equity
Balance, February 28, 2023	72,366,900	\$ 58,701,039	\$ 8,961,644	\$ (18,382,928)	\$ 49,279,755
Exercise of stock options	66,667	96,085	(29,418)	-	66,667
Private placements	1,429,573	1,479,751	-	-	1,479,751
Share issue costs	-	(1,103)	-	-	(1,103)
Shares issued for mineral property (Note 8)	87,500	53,375	-	-	53,375
Share-based compensation	-	-	874,818	-	874,818
Net loss for the year	-	-	-	(2,204,465)	(2,204,465)
Balance, February 29, 2024	73,950,640	\$ 60,329,147	\$ 9,807,044	\$ (20,587,393)	\$ 49,548,798
Balance, February 29, 2024	73,950,640	\$ 60,329,147	\$ 9,807,044	\$ (20,587,393)	\$ 49,548,798
Private placements	2,740,000	1,096,000	-	-	1,096,000
Share issue costs	-	(22,374)	-	-	(22,374)
Share-based compensation	-	-	270,904	-	270,904
Net loss for the period	-	-	-	(5,053,911)	(5,053,911)
Balance, February 28, 2025	76,690,640	\$ 61,402,773	\$ 10,077,948	\$ (25,641,304)	\$ 45,839,417

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

IRVING RESOURCES INC.
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

	Years ended	
	February 28, 2025	February 29, 2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the year	\$ (5,053,911)	\$ (2,204,465)
Adjustments		
Depreciation	158,335	167,751
Interest expense on lease liabilities	15,393	18,851
Share-based compensation	270,904	874,818
Write-off of exploration and evaluation assets	4,267,978	47,820
Foreign exchange	10,066	173,325
Change in non-cash working capital items:		
Receivables	(755,095)	1,169
Prepays	(38,291)	28,399
Accounts payable and accrued liabilities	<u>(167,945)</u>	<u>6,392</u>
Net cash used in operating activities	<u>(1,292,566)</u>	<u>(885,940)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Common shares issued	1,096,000	1,546,418
Share issue costs	(22,374)	(1,103)
Payment of lease liabilities	<u>(119,993)</u>	<u>(141,604)</u>
Net cash provided by financing activities	<u>953,633</u>	<u>1,403,711</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Exploration and evaluation assets, net of recoveries	(1,041,809)	(6,233,778)
Acquisition of equipment	(3,453)	(456,382)
Advance from option partner	592,726	-
Investment in associate	<u>(714,892)</u>	<u>-</u>
Net cash used in investing activities	<u>(1,167,428)</u>	<u>(6,690,160)</u>
Effect of foreign exchange on cash	<u>(141,183)</u>	<u>(2,025)</u>
Change in cash during the year	(1,647,544)	(6,174,414)
Cash, beginning of the year	<u>4,734,900</u>	<u>10,909,314</u>
Cash, end of the year	\$ 3,087,356	\$ 4,734,900

Supplemental disclosure with respect to cash flows (Note 13)

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

IRVING RESOURCES INC.

Notes to the Consolidated Financial Statements

For the year ended February 28, 2025

(Expressed in Canadian Dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS

Irving Resources Inc. (the “Company” or “Irving”) was incorporated under the Business Corporations Act (British Columbia) on August 28, 2015 and is listed for trading on the Canadian Securities Exchange (“CSE”) under the symbol “IRV”. The Company is a junior resource exploration company that is involved in the acquisition and exploration of mineral properties. The Company’s corporate office is located at 999 Canada Place, Suite 404, Vancouver, BC V6C 3E2.

These consolidated financial statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business in the foreseeable future. As at February 28, 2025, the Company had working capital of \$3,103,312 (February 29, 2024 – \$4,330,318), had not yet achieved profitable operations and had accumulated a deficit of \$25,641,304 since its inception and will require additional funding to maintain its operations. These events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company’s ability to continue as a going concern.

2. BASIS OF PREPARATION**a) Statement of Compliance**

These consolidated financial statements are prepared in accordance with IFRS Accounting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). The accounting policies applied in these financial statements are based on IFRS issued and in effect as at year end.

b) Basis of Measurement

These consolidated financial statements have been prepared on a historical cost basis except for financial instruments measured at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

c) Approval of the Consolidated Financial Statements

These consolidated financial statements were reviewed by the Audit Committee and authorized for issue by the Board of Directors on June 30, 2025.

IRVING RESOURCES INC.

Notes to the Consolidated Financial Statements

For the year ended February 28, 2025

(Expressed in Canadian Dollars)

2. BASIS OF PREPARATION (cont'd)**Principles of consolidation**

The consolidated financial statements include the financial statements of the parent company, Irving Resources Inc., and its subsidiaries listed below:

	Jurisdiction	Nature of Operation	Equity Interest
Irving Resources Japan GK ("Irving GK")	Japan	Exploration	100%
NIRV Resources GK ("NIRV GK")	Japan	Exploration	100%
Spring Take Limited ("STL")	Tanzania, Africa	Exploration	100%
Spring Stone Mining Corporation ("SSM")	BC, Canada	Holding	100%
Spring Stone Exploration Inc. ("SSE")	BC, Canada	Holding	100%

All inter-company balances and transactions have been eliminated on consolidation.

3. MATERIAL ACCOUNTING POLICY INFORMATION

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements, unless otherwise indicated.

Financial instruments

The Company determines the classification of its financial instruments at initial recognition. The Company has not entered into any derivative contracts. Upon initial recognition at fair value, a financial asset is classified as measured at: amortized cost, fair value through profit and loss ("FVTPL"), or fair value through other comprehensive income ("FVOCI"). A financial liability is classified as measured at amortized cost or FVTPL.

Financial assets and liabilities are offset and the net amount is reported in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities and lease obligations. The classification of the Company's financial instruments are as follows:

Asset or Liability	Classification
Cash	Amortized cost
Receivables	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Lease obligations	Amortized cost

IRVING RESOURCES INC.

Notes to the Consolidated Financial Statements

For the year ended February 28, 2025

(Expressed in Canadian Dollars)

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)**Impairment of financial assets at amortized cost**

An 'expected credit loss' impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Exploration and evaluation assets – mineral properties*Pre-exploration costs*

Pre-exploration costs are expensed in the period in which they are incurred.

Exploration and evaluation expenditures

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures are recognized and capitalized, in addition to acquisition costs. These direct expenditures include such costs as material used, surveying costs, drilling costs, payments made to contractors and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

When a project is deemed to no longer have commercially viable prospects to the Company, mineral property expenditures in respect of that project are deemed to be impaired. As a result, those mineral property expenditures, in excess of estimated recoveries, are written off to the statement of loss and comprehensive loss.

The aggregate costs related to abandoned mineral claims are charged as an expense in profit or loss at the time of any abandonment or when it has been determined that there is evidence of an impairment.

The Company assesses mineral properties for impairment at each reporting period or when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as "mine under construction". Mineral property assets are also tested for impairment before the assets are transferred to development properties.

IRVING RESOURCES INC.

Notes to the Consolidated Financial Statements

For the year ended February 28, 2025

(Expressed in Canadian Dollars)

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)*Property option payments*

From time to time, the Company may acquire or dispose of properties pursuant to the terms of option agreements. Due to the fact that options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as resource property costs or recoveries when the payments are made or received.

Investment in associates

An associate is an entity over which the Company has significant influence but not control. Investments in associates are based on the Company's ability to exercise significant influence over the operating and financial policies of the investee. Investments in associates are accounted for using the equity method whereby the investment is initially recorded at cost and adjusted thereafter for additional investments made, dividends received and to recognize the Company's proportionate share of the associate's post acquisition income or loss.

The Company's share of the associate's profit or loss is recognized in the consolidated statement of loss, and its share of movements in other comprehensive income is recognized in the consolidated statement of other comprehensive loss with a corresponding adjustment to the carrying amount of the investment. When the Company's share of losses in an associate equal or exceeds its interest in the associate, including any other unsecured receivables, the Company does not recognize further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

Intercompany transactions between the Company and its associate is recognized only to the extent of unrelated investors' interests in the associate.

The Company determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Company calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognizes the amount in the consolidated statement of loss and comprehensive loss.

Income taxes

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 recognized in respect of 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; the initial recognition of assets or liabilities that affect neither accounting nor taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. 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 statement of financial position

IRVING RESOURCES INC.

Notes to the Consolidated Financial Statements

For the year ended February 28, 2025

(Expressed in Canadian Dollars)

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)**Income taxes (cont'd)**

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.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects. Common shares issued for consideration other than cash, are valued based on their market value at the date the shares are issued.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The Company considers the fair value of common shares issued in a private placement to be the more easily measurable component and the common shares are valued at their fair value, as determined by the closing quoted bid price on the announcement date. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded as reserves.

Share-based payment transactions

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes or provides services similar to those performed by an employee.

Stock options granted to directors, officers and employees are measured at their fair values determined on their grant date using the Black-Scholes option pricing model. They are recognized as an expense over the vesting periods of the options using the graded vesting model. Options granted to consultants or other non-insiders are measured at the fair value of goods or services received from these parties, or at their Black-Scholes fair values if the fair value of goods or services received cannot be measured. A corresponding increase is recorded to share-based payment reserves for share-based compensation recorded.

When stock options are exercised, the cash proceeds along with the amount previously recorded as share-based payment reserves are recorded as share capital.

IRVING RESOURCES INC.

Notes to the Consolidated Financial Statements

For the year ended February 28, 2025

(Expressed in Canadian Dollars)

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)**Provisions***Rehabilitation Provision*

The Company is subject to various government laws and regulations relating to environmental disturbances caused by exploration and evaluation activities. The Company records the present value of the estimated costs of legal and constructive obligations required to restore the exploration sites in the period in which the obligation is incurred. The nature of the rehabilitation activities includes restoration, reclamation and re-vegetation of the affected exploration sites.

The rehabilitation provision generally arises when the environmental disturbance is subject to government laws and regulations. When the liability is recognized, the present value of the estimated cost is capitalized by increasing the carrying amount of the related mining assets. Over time, the discounted liability is increased for the changes in present value based on current market discount rates and liability-specific risks.

Additional environmental disturbances or changes in rehabilitation costs will be recognized as additions to the corresponding assets and rehabilitation liability in the period in which they occur.

Other Provisions

Provisions are recognized for liabilities of uncertain timing or amounts that have arisen as a result of past transactions, including legal or constructive obligations. The provision is measured at the best estimate of the expenditure required to settle the obligation at the reporting date.

Earning / loss per share

Basic earnings / loss per share is computed by dividing the net income or loss applicable to common shares of the Company by the weighted average number of common shares outstanding for the relevant period.

Diluted earnings / loss per share is determined by adjusting the earnings or loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of dilutive instruments, which includes stock options and common share purchase warrants, as if their dilutive effect was at the beginning of the period. The calculation of the diluted number of common shares assumes that proceeds received from the exercise of "in-the-money" stock options and common share purchase warrants are used to purchase common shares of the Company at their average market price for the period.

In periods that the Company reports a net loss, per share amounts are not presented on a diluted basis as the result would be anti-dilutive.

IRVING RESOURCES INC.

Notes to the Consolidated Financial Statements

For the year ended February 28, 2025

(Expressed in Canadian Dollars)

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)**Foreign currencies**

The functional currency is the currency of the primary economic environment in which the entity operates and has been determined for each entity within the Company. The functional currency for the Company and its subsidiaries is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, *The Effects of Changes in Foreign Exchange Rates*.

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange at the statement of financial position date while non-monetary assets and liabilities are translated at historical rates. Expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in the statement of loss and comprehensive loss.

Property and equipment*Recognition and Measurement*

On initial recognition, equipment is valued at cost, being the purchase price and directly attributable costs of acquisition required to bring the asset to the location and condition necessary to be capable of operating in a manner intended by the Company, including appropriate borrowing costs and the estimated present value of any future unavoidable costs of dismantling and removing items. The corresponding liability is recognized within provisions.

Equipment is subsequently measured at cost less accumulated depreciation, less any accumulated impairment losses, with the exception of land, which is not amortized.

When parts of an item of equipment have different useful lives, they are accounted for as separate item (major components) of property and equipment.

Subsequent Costs

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the profit or loss during the financial period in which they are incurred.

Major Maintenance and Repairs

The cost of replacing part of an item of property and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of day-to-day servicing of property and equipment are recognized in profit or loss as incurred.

IRVING RESOURCES INC.

Notes to the Consolidated Financial Statements

For the year ended February 28, 2025

(Expressed in Canadian Dollars)

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)**Property and equipment (cont'd)***Gains and Losses*

Gains and losses on disposal of an item of equipment are determined by comparing the proceeds from disposal with the carrying amount and are recognized net within other income in profit or loss.

Depreciation

Depreciation is recognized in profit or loss and equipment is depreciated over their estimated useful lives using the following methods:

Computer equipment	30% declining balance
Office furniture and fixtures	20% declining balance
Machinery and equipment	20% declining balance
Right of use assets	Straight line over lease terms

Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets, other than deferred tax assets if any, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit" or "CGU"). The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

The Company's corporate assets do not generate separate cash inflows. If there is an indication that a corporate asset may be impaired, then the recoverable amount is determined for the CGU to which the corporate asset belongs.

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. A reversal of an impairment loss is recognized immediately in profit or loss.

IRVING RESOURCES INC.

Notes to the Consolidated Financial Statements

For the year ended February 28, 2025

(Expressed in Canadian Dollars)

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)**Leases**

The Company records all leases similar to finance leases recognizing lease liabilities related to its lease commitments for its office lease, other leased buildings, and an equipment lease. The lease liabilities are measured at present value of the remaining lease payments and discounted using the Company's estimated incremental borrowing rate. The associated right-of-use assets ("RoU asset") will be measured at the lease liabilities amounts and included in Property and Equipment.

New accounting standards not yet adopted

IFRS 18 Presentation and Disclosure in Financial Statements, which will replace IAS 1, Presentation of Financial Statements aims to improve how companies communicate in their financial statements, with a focus on information about financial performance in the statement of profit or loss, in particular additional defined subtotals, disclosures about management defined performance measures and new principles for aggregation and disaggregation of information. IFRS 18 is accompanied by limited amendments to the requirements in IAS 7 Statement of Cash Flows. IFRS 18 is effective from 1 January 2027. Companies are permitted to apply IFRS 18 before that date. The Company is currently assessing the impact the new standard will have on its consolidated financial statements.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both. Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position date, 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:

a) Exploration and evaluation expenditures

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditures are capitalized, information becomes available suggesting that the recovery of expenditures is unlikely, the amount capitalized is written off in profit or loss in the period the new information becomes available.

IRVING RESOURCES INC.

Notes to the Consolidated Financial Statements

For the year ended February 28, 2025

(Expressed in Canadian Dollars)

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (cont'd)**b) Share-based payment transactions**

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are discussed in Note 11.

c) Income taxes

Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same taxable entity against which the unused tax losses can be utilized. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

d) Significant influence over associate

Management deems the Company to have significant influence over an associate when the Company is able to influence the financial and operating decisions of the associate. The Company has determined that its investment in a joint venture company as outlined in Note 9 is an investment in associate.

e) Going concern

The Company's assessment of its ability to continue as a going concern requires significant judgments about whether there are material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

5. RECEIVABLES

The Company's receivables arise mainly from receivable from investment in associate and goods and services tax due from Canadian government taxation authorities.

IRVING RESOURCES INC.

Notes to the Consolidated Financial Statements

For the year ended February 28, 2025

(Expressed in Canadian Dollars)

5. RECEIVABLES (cont'd)

	Year ended February 28, 2025	Year ended February 29, 2024
GST receivable	\$ 4,012	\$ 7,511
Receivable from investment in associate (Note 9)	758,594	-
Total	762,606	7,511

6. LEASES

The Company has various leases for equipment, housing and office space. The leases are treated as right-of-use assets and included in Property and Equipment. The lease liability is presented as a separate line in the consolidated statements of financial position. The related payments are recognized as an expense in the period in which the payment occurs and are included in the consolidated statements of loss and comprehensive loss.

	Year ended February 28, 2025	Year ended February 29, 2024
Opening balance	\$ 215,936	\$ 233,212
Additions	112,557	134,884
Lease payments made	(119,993)	(141,604)
Interest expense on lease liabilities	15,393	18,851
Foreign exchange adjustment	(66,422)	(29,407)
	157,471	215,936
Less: current portion	(110,944)	(133,911)
Long-term portion	\$ 46,527	\$ 82,025

The present value of the monthly lease payments was calculated using the financing rate of 10%.

The remaining minimum future lease payments, excluding estimated operating costs, for the term of the lease including assumed renewal periods are as follows:

	\$
Fiscal 2026	141,604
Fiscal 2027	119,993

IRVING RESOURCES INC.

Notes to the Consolidated Financial Statements

For the year ended February 28, 2025

(Expressed in Canadian Dollars)

7. PROPERTY AND EQUIPMENT AND RIGHT OF USE ASSETS

	Right of Use Assets	Machinery and equipment	Computer equipment	Office furniture and fixtures	Total
Cost					
Balance, February 28, 2023	\$ 370,063	\$ 2,146,401	\$ 27,680	\$ 12,383	\$ 2,556,527
Disposals	(143,041)	-	-	-	(143,041)
Additions	116,885	435,161	17,597	3,624	573,267
Balance, February 29, 2024	\$ 343,907	\$ 2,581,562	\$ 45,277	\$ 16,007	\$ 2,986,753
Disposals	(175,788)	(72,035)	-	(513)	(248,336)
Additions	112,339	-	3,452	-	115,791
Balance, February 28, 2025	\$ 280,458	\$ 2,509,527	\$ 48,729	\$ 15,494	\$ 2,854,208
Accumulated depreciation					
Balance, February 28, 2023	\$ 171,245	\$ 189,541	\$ 18,569	\$ 5,130	\$ 384,485
Disposals	(143,041)	-	-	-	(143,041)
Additions	134,884	377,478	7,125	2,198	521,685
Balance, February 29, 2024	\$ 163,088	\$ 567,019	\$ 25,694	\$ 7,328	\$ 763,129
Disposals	(148,801)	-	-	-	(148,801)
Additions	115,612	149,651	8,647	640	274,550
Balance, February 28, 2025	\$ 129,899	\$ 716,670	\$ 34,341	\$ 7,968	\$ 888,878
Carrying amounts					
At February 29, 2024	\$ 180,819	\$ 2,014,543	\$ 19,583	\$ 8,679	\$ 2,223,624
At February 28, 2025	\$ 150,559	\$ 1,792,857	\$ 14,388	\$ 7,526	\$ 1,965,330

IRVING RESOURCES INC.

Notes to the Consolidated Financial Statements

For the year ended February 28, 2025

(Expressed in Canadian Dollars)

8. EXPLORATION AND EVALUATION ASSETS

The following expenditures were incurred on the Company's exploration and evaluation assets:

Year ended February 28, 2025	Omu Property	Other Properties	Total
Opening balance, February 29, 2024	\$ 39,173,779	\$ 3,838,806	\$ 43,012,585
Additions:			
Assays and sampling	30,948	29,662	60,610
Consulting/management/administration	422,105	342,489	764,594
Drilling related	327,661	87,806	415,467
Geophysics/other engineering studies	4,743	3,690	8,433
Materials and supplies	60,560	193,200	253,760
Staking and claims registration	55,379	33,849	89,228
Travel and transportation	40,230	79,613	119,843
Recovery	<u>(406,404)</u>	<u>-</u>	<u>(406,404)</u>
	535,222	770,309	1,305,531
Less: write-down of deferred exploration costs	<u>-</u>	<u>(4,267,978)</u>	<u>(4,267,978)</u>
Total, exploration and evaluation assets, February 28, 2025	\$ 39,709,001	\$ 341,137	\$ 40,050,138

Year ended February 29, 2024	Omu Property	Other Properties	Total
Opening balance, February 28, 2023	\$ 34,439,511	\$ 2,142,922	\$ 36,582,433
Additions:			
Acquisition costs	-	55,688	55,688
Assays and sampling	434,936	14,257	449,193
Consulting/management/administration	1,566,222	540,097	2,106,319
Drilling related	1,439,046	338,577	1,777,623
Geophysics/other engineering studies	37,965	34,584	72,549
Materials and supplies	684,740	368,162	1,052,902
Staking and claims registration	44,574	(5,852)	38,722
Travel and transportation	<u>526,785</u>	<u>398,190</u>	<u>924,975</u>
	4,734,268	1,741,703	6,477,971
Less: write-down of deferred exploration costs	<u>-</u>	<u>(47,820)</u>	<u>(47,820)</u>
Total, exploration and evaluation assets, February 29, 2024	\$ 39,173,779	\$ 3,838,806	\$ 43,012,585

IRVING RESOURCES INC.

Notes to the Consolidated Financial Statements

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(Expressed in Canadian Dollars)

8. EXPLORATION AND EVALUATIONS ASSETS (cont'd)

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many exploration and evaluation assets. The Company has investigated title to all of its exploration and evaluation assets and to the best of its knowledge, title to all of the assets is in good standing.

a) Omu Property

The Company entered into an agreement to purchase a 100% interest in a mining right for the Omui Property located in Hokkaido, Japan. The mining right encompasses an area of approximately 2.98 sq km. The total purchase price for the mining right is JPY40,000,000 cash (CAD \$477,000; paid) and 135,747 common shares of the Company issued at a value of \$118,100.

The Company has also filed a total of 57 prospecting licenses covering additional prospective ground in the vicinity of the Omui Property.

The Company purchased a total of 1.35 sq km of surface rights covering an area over the Omui Property for total purchase price JPY38,145,974 (CAD\$458,279).

The Company entered into long-term leases of surface rights covering a total area of 1.06 sq km in an area over the Omui Property. The total costs for the initial five-year period is JPY10,637,140 (CAD\$129,613). The leases are for a five-year term and can be extended for up to three additional five-year periods. Included in long-term prepaids are the refundable deposits associated with these long-term leases.

Farm-in Agreement

In October 2024, the Company entered into a farm-in agreement (the "Farm-in Agreement") with JX Advance Metals Corporation ("JX Metals") whereby JX Metals may earn an interest in certain of the Company's properties in Omu, Hokkaido, Japan.

Under the Farm-in Agreement, JX Metals may earn a 75% interest in certain claims at Omu Sinter Pit and may earn up to a 75% interest at Omuisenbu area. In order to exercise the option, subject to extension in the event of certain circumstances, JX Metals must incur at least JPY 300,000,000 in exploration and property related expenditures over three years as followings:

- (a) pay the Company JPY 30,000,000 (paid) as non-refundable operating expenses upon the execution of the Farm-in Agreement;
- (b) pay the Company JPY 70,000,000 (paid) as exploration expenses for the first year;
- (c) pay the Company JPY 30,000,000 as non-refundable operating expenses for the second year;
- (d) pay the Company JPY 70,000,000 as exploration expenses for the second year;
- (e) pay the Company JPY 30,000,000 as non-refundable operating expenses for the third year; and
- (f) pay the Company JPY 70,000,000 as exploration expenses for the third year.

IRVING RESOURCES INC.

Notes to the Consolidated Financial Statements

For the year ended February 28, 2025

(Expressed in Canadian Dollars)

8. EXPLORATION AND EVALUATIONS ASSETS (cont'd)

During the year ended February 28, 2025, the Company recorded exploration and evaluation expenditures recovery of \$406,404 and advance from joint venture partner of \$592,726 for the JX Mental Farm-in Agreement.

b) Other Properties

The Company has filed mineral prospecting licenses with the Ministry of Economy, Trade and Industry (METI) in various other areas (Prefectures) within Japan. These mineral prospecting licenses are in various stages of early exploration. The Company will conduct exploration and if a property does not warrant further exploration, the Company will surrender or withdraw their applications from the METI.

During the year ended February 28, 2021, the Company signed a binding option agreement to acquire the 5.2 sq km Yamagano mining license. The option is exercisable for a period of ten years from the date of the agreement, September 26, 2020. In order to exercise the option, the Company must issue a total of 350,000 common shares over four years, with the initial 87,500 common shares issued during the year ended February 28, 2021 with a value of \$253,750, and 87,500 common shares due on each of the first, second and third anniversaries of the date of the agreement and incur, within three years after the date of the agreement, aggregate property expenditures of US\$250,000 on the property and on properties controlled by the Company within 10 km of the outer boundaries of the property. The Company also holds 21 mineral prospecting licenses in areas near the Yamagano mining license.

During the year ended February 28, 2022, the Company issued 87,500 common shares with a value of \$99,750 as part of the share issuance due on the first anniversary of the option agreement and during the year ended February 28, 2023, the Company issued 87,500 common shares with a value of \$65,625 as part of the share issuance due on the second anniversary. During the year ended February 29, 2024, the Company issued 87,500 common shares with a value of \$53,375 as part of the share issuance due on the third anniversary.

During the years ended February 29, 2024, and February 28, 2025, the Company wrote-down the carrying value on certain claims totalling \$34,398 as it withdrew its application for these prospecting licenses.

As further outlined in Note 9, the Company entered into a joint venture agreement with certain partners and agreed to transfer certain claims in the Yamagano property and Noto property to the joint venture company upon its formation with no additional consideration. As the transfer of these claims will not increase the Company's contributed capital into the joint venture company, the carrying value of these claims totaling \$4,233,580 was written off to profit or loss.

c) Tanzania Property

The Company, through its wholly-owned Tanzanian subsidiary, and with its joint venture participant, JOGMEC, had exploration prospecting licenses in Tanzania, Africa. During the year ended February 28, 2019, the Company elected to surrender the final license and as at February 28, 2025, the Company is in the process of winding up the subsidiary in Tanzania. The carrying value of properties in Tanzania is \$Nil (2024 - \$Nil).

IRVING RESOURCES INC.

Notes to the Consolidated Financial Statements

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(Expressed in Canadian Dollars)

9. INVESTMENT IN ASSOCIATE

In October 2024, the Company entered into an agreement with Newmont Overseas Exploration Limited (“Newmont”), a wholly-owned subsidiary of Newmont Corporation, and Sumitomo Corporation (“Sumitomo”) in respect of the formation of a joint venture company (“JV Co”) to further explore certain of the Company’s Yamagano and Noto properties. The initial interests of the parties in the joint venture company are Newmont as to 60%, Irving as to 27.5% and Sumitomo as to 12.5%. Irving GK is the initial manager of the JV. Newmont has the right to assume the responsibilities of manager at any time. Due to the significant influence the Company has over the JV Co’s financial and operating decisions, the Company determined that its investment in the JV Co is an investment in associate.

As at February 28, 2025, the JV Co had yet to be incorporated. As a result, during the same period, Newmont and Sumitomo advanced ¥205,391,721 (\$1,918,359) in aggregate to Irving GK, and Irving advanced ¥74,912,883 (\$714,892) to Irving GK in order to fund JV exploration. The Company’s advance is recorded as an investment in associate. During the year ended February 28, 2025, the Company has a receivable of \$758,594 due from the JV Co which represents amounts that were paid by the Company on the JV Co’s behalf.

During the year ended February 28, 2025, Irving GK earned management fees of ¥27,043,579 (\$245,556) as the JV manager and expense reimbursement of ¥23,380,660 (\$212,296) which are recognized as other income.

Subsequent to the year ended February 28, 2025, the JV Co known as Yamagano JV GK was incorporated on June 3, 2025.

Supplemental financial information regarding the Company’s investment in associate is presented below:

Summarized Statements of Financial Position	2025
Current assets	\$ 747,696
Non-current assets	2,455,557
Current liabilities	(758,594)
Net assets	\$ 2,444,659

During the year ended February 28, 2025, JV Co had minimal net and comprehensive loss.

10. JOINT VENTURES

The Company holds a Joint Exploration Agreement (JEA) under which JOGMEC contributes 67% of the funding and holds a 67% option to all of the JEA projects.

The Company, as operator of the JEA, conducts REE project identification and exploration. The objective of the JEA is to identify, analyze and perform metallurgical evaluation leading to production of REEs. All the property investigation costs will be expensed as incurred until the Company assesses whether there is any future benefit of REEs and acquires the rights to the property.

During the year ended February 29, 2024, the Company terminated the JEA with JOGMEC.

IRVING RESOURCES INC.

Notes to the Consolidated Financial Statements

For the year ended February 28, 2025

(Expressed in Canadian Dollars)

11. SHAREHOLDERS' EQUITY*Authorized*

Unlimited number of common shares without par value.

During the year ended February 28, 2025, the Company:

- a) Completed a non-brokered private placement by issuing 2,740,000 units at a price of \$0.40 per unit to raise gross proceeds of \$1,096,000. Each unit consists of one common share and one-half of a share purchase warrant. Each whole warrant is exercisable into one common share for a period of three years at a price of \$0.55 per share.

During the year ended February 29, 2024, the Company:

- a) issued 66,667 shares for gross proceeds of \$66,667 pursuant to the exercise of stock options.
- b) Completed a private placement on July 7, 2023, issuing 1,429,573 common shares for gross proceeds of \$1,479,751 at a price of \$1.04 per common share.
- c) Issued 87,500 common shares valued at \$0.61 per share pursuant to the terms of a mineral property agreement. See Note 8.

Stock options

The Company, in accordance with its stock option plan, is authorized to grant options to directors, employees and consultants, to acquire up to 10% of its issued and outstanding common stock. The exercise price of each option shall not be less than the market price of the Company's stock on the date of grant. The options can be granted for a maximum term of ten years with vesting period determined by the board of directors.

Stock option transactions and the number of stock options outstanding are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Outstanding, February 28, 2023	5,190,000	\$1.82
Granted	2,105,000	\$0.95
Exercised	(66,667)	\$1.00
Expired / Cancelled	(1,710,000)	\$3.32
Outstanding, February 29, 2024	5,518,333	\$1.03
Granted	50,000	\$0.91
Expired / Cancelled	(2,453,333)	\$1.11
Outstanding, February 28, 2025	3,115,000	\$0.97

IRVING RESOURCES INC.

Notes to the Consolidated Financial Statements

For the year ended February 28, 2025

(Expressed in Canadian Dollars)

11. SHAREHOLDERS' EQUITY (cont'd...)

Stock options outstanding at February 28, 2025 are as follows:

Options Outstanding	Options Exercisable	Exercise Price	Expiry Date
		\$	
1,175,000	1,175,000	1.00	September 12, 2025
200,000	200,000	1.30	April 10, 2026
1,640,000	1,093,333	0.91	September 7, 2026
50,000	33,333	0.91	December 12, 2026
50,000	16,667	0.91	July 9, 2027
3,115,000	2,518,333		

Warrants

Warrant transactions and the number of warrants outstanding are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Outstanding, February 28, 2023 and February 29, 2024	1,487,270	\$1.60
Granted	1,370,000	\$0.55
Outstanding, February 28, 2025	2,857,270	\$1.10

Warrants outstanding at February 28, 2025 are as follows:

Number of Warrants	Exercise Price	Expiry Date
1,487,270	\$ 1.60	July 12, 2025
1,370,000	\$ 0.55	June 25, 2027
2,857,270		

Share-based compensation

During the year ended February 28, 2025, the Company granted 50,000 stock options to directors, officers, employees and consultants (2024 – 2,105,000). The estimated weighted average fair value of these options is \$0.14 per option (2024 - \$1.03). The total amount of fair value of vested stock options amortized during the year is \$270,904 (2024 - \$874,818). This amount has been expensed as share-based compensation in the statement of loss and comprehensive loss.

The following weighted average assumptions were used for the Black-Scholes valuation of stock options granted during the period:

IRVING RESOURCES INC.

Notes to the Consolidated Financial Statements

For the year ended February 28, 2025

(Expressed in Canadian Dollars)

11. SHAREHOLDERS' EQUITY (cont'd...)

	Year ended February 28, 2025	Year ended February 29, 2024
Risk-free interest rate	3.76%	3.53% - 4.25%
Expected life of options	3.0 years	3.0 years
Annualized volatility	89.87%	75.15% - 92.88%
Dividend rate	0.00%	0.00%
Forfeiture rate	0.00%	0.00%

12. RELATED PARTY TRANSACTIONS

	Year ended February 28, 2025	Year ended February 29, 2024
Management fees	\$ 192,000	\$ 188,200
Consulting fees	268,608	327,452
	\$ 460,608	\$ 515,652

- a) Included in the management fees were fees for services provided by the President and Chief Executive Officer and Chief Financial Officer.
- b) Included in consulting fees are amounts paid to independent directors for services other than their role as directors.
- c) During the year, nil (2024 – 1,100,000) stock options were granted to directors and officers. The total vested share-based compensation allocated to directors and officers is \$151,454 (2024 - \$436,632).
- d) As at February 28, 2025, \$19,590 (2024 - \$40,175) was included in accounts payable and accrued liabilities owing to a director and an officer of the Company.

Key Management Compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director members.

Other than disclosed above, there was no other compensation paid to key management during the years ended February 28, 2025 and February 29, 2024.

IRVING RESOURCES INC.

Notes to the Consolidated Financial Statements

For the year ended February 28, 2025

(Expressed in Canadian Dollars)

13. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

The significant non-cash transactions for the year ended February 28, 2025:

- a) Included in accounts payable and accrued liabilities are \$244,262 related to deferred exploration costs.

The significant non-cash transactions for the year ended February 29, 2024:

- b) Included in accounts payable and accrued liabilities are \$227,320 related to deferred exploration costs.

14. SEGMENTED INFORMATION

The Company has one reportable segment being acquisition and exploration of mineral properties. The Company's mineral properties and property and equipment located geographically as follows:

As at February 28, 2025	Property and equipment	Exploration and evaluation assets	Investment in associate
Canada	\$ 21,705	\$ -	\$ -
Japan	<u>1,943,625</u>	<u>40,050,138</u>	<u>714,892</u>
Total	\$ <u>1,965,330</u>	\$ <u>40,050,138</u>	<u>714,892</u>

As at February 29, 2024	Property and equipment	Exploration and evaluation assets
Canada	\$ 22,159	\$ -
Japan	<u>2,201,465</u>	<u>43,012,585</u>
Total	\$ <u>2,223,624</u>	\$ <u>43,012,585</u>

15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

IFRS 7 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value as follows:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
 Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
 Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at February 28, 2025, the Company's financial instruments are comprised of cash, receivables, accounts payable and accrued liabilities and lease liabilities. The carrying value of accounts payable and accrued liabilities approximate its fair value due to the relatively short period to maturity of this financial instrument. Lease liabilities are accreted over lease terms at market interest rates using the effective interest rate method.

The Company has exposure to the following risks from its use of financial instruments: credit risk, liquidity

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15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd)

risk and market risk. Management and the Board of Directors monitor risk management activities and review the adequacy of such activities.

Credit risk

Credit risk is the risk of potential loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is limited to the carrying amount on the statement of financial position and arises from the Company's cash and receivables.

The Company's cash is held with high-credit quality financial institutions. Receivables mainly consist of receivables from associate and goods and services tax due from the Federal Government of Canada.

Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company manages its liquidity risk by forecasting cash flows from operations, and anticipating investing and financing activities. As at February 28, 2025, the Company had cash of \$3,087,356 to settle current liabilities of \$911,788 of which a significant amount has contractual maturities of less than 30 days and are subject to normal trade terms.

Market risk

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

i) Interest rate risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term certificates of deposits issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit rating of its banks.

ii) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. The ability of the Company to explore its mineral properties and future profitability of the Company are directly related to the market price of rare earth elements and other non-gold minerals. The Company monitors commodity prices to determine appropriate actions to be undertaken.

iii) Foreign exchange rate risk

The Company's functional currency is the Canadian dollar. The Company funds certain operations, exploration and administrative expenses by using US Dollars and Japanese Yen converted from its Canadian bank accounts. Management is aware of the possibility of foreign exchange risk derived from currency conversions. The Company has not entered into any agreements or purchased any instruments to hedge possible foreign exchange rate risk at this time.

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16. CAPITAL MANAGEMENT

The Company considers items in its shareholders' equity as capital. The Company's capital management objectives are to safeguard its ability to continue as a going concern and to have sufficient capital to be able to meet the Company's property exploration plans and to ensure the growth of activities.

The Company sets the amount of capital in proportion to risk. 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. The Company is in the exploration stage; as such the Company will rely on the equity markets to fund its activities. The Company will continue to assess new sources of financing available and to manage its expenditures to reflect current financial resources in the interest of sustaining long-term viability.

There were no changes to the Company's approach to capital management during the year ended February 28, 2025.

17. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2025	2024
Loss for the year	\$ (5,053,911)	\$ (2,204,465)
Expected income tax (recovery)	\$ (1,365,000)	\$ (595,000)
Change in statutory, foreign tax, foreign exchange rates and other	(153,000)	(32,000)
Permanent difference	(8,000)	380,000
Share issue cost	(6,000)	-
Adjustment to prior years provision versus statutory tax returns and expiry of non-capital losses	(18,000)	(30,000)
Change in unrecognized deductible temporary differences	1,550,000	277,000
Total income tax expense (recovery)	\$ -	\$ -

The significant components of the Company's deferred tax assets that have not been included on the consolidated statement of financial position are as follows:

	2025	2024
Deferred Tax Assets		
Exploration and evaluation assets	\$ 1,546,000	\$ 229,000
Share issue costs	16,000	18,000
Allowable capital losses	15,000	15,000
Non-capital losses available for future period	2,298,000	2,063,000
	3,875,000	2,325,000
Unrecognized deferred tax assets	(3,875,000)	(2,325,000)
Net deferred tax assets	\$ -	\$ -

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17. INCOME TAXES (cont'd)

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

	2025	Expiry Dates	2024	Expiry Dates
Temporary Differences				
Exploration and evaluation assets	\$ 5,034,000	No expiry date	\$ 766,000	No expiry date
Share issue costs	59,000	2046 – 2049	67,000	2045 – 2048
Allowable capital losses	56,000	No expiry date	56,000	No expiry date
Non-capital losses available for future period	8,148,000		7,274,000	
Canada	5,610,000	2037 – 2045	4,707,000	2037 – 2044
Japan	2,538,000	2028 – 2035	2,567,000	2028 – 2034

18. SUBSEQUENT EVENT

Subsequent to the year ended, the Company completed a non-brokered private placement by issuing 6,665,000 units at a price of \$0.20 per unit to raise gross proceeds of \$1,333,000. Each unit consists of one common share and a share purchase warrant. Each whole warrant is exercisable into one common share for a period of three years at a price of \$0.40 per share.