



Consolidated Financial Statements and Management's Discussion & Analysis

For the year ended December 31, 2024

Kincora Copper Limited

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March 31, 2025

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Kincora Copper Limited
(An Exploration Stage Company)

**MANAGEMENT'S DISCUSSION AND
ANALYSIS**

Expressed in Canadian Dollars

**FOR THE YEAR ENDED
DECEMBER 31, 2024**

As at March 31, 2025

Introduction

The following Management's Discussion and Analysis ("*MD&A*") of the Company has been prepared as of March 31, 2025, and reported in Canadian dollars. This MD&A should be read in conjunction with the audited consolidated financial statements of Kincora Copper Limited and the notes thereto for the year ended December 31, 2024, which have been prepared using accounting policies consistent with International Financial Reporting Standards ("*IFRS*"). In addition, the consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Management is responsible for the preparation and integrity of the consolidated financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the consolidated financial statements and MD&A, is complete and reliable.

Additional information relating to the Company, including most recent financial reports, are available on the Canadian System for Electronic Document Analysis and Retrieval ("*SEDAR*") at www.sedar.com, on the Australian Securities Exchange ("*ASX*") announcements platform under the Company's code 'KCC' and on the Company's website at www.kincoracopper.com.

Business Overview

Kincora Copper Limited (the "*Company*" or "*Kincora*") is an active explorer and project generator focused on world-class copper-gold discoveries. Kincora's portfolio includes district scale landholdings and scale-able drill ready targets in both Australia and Mongolia's leading porphyry belts, the Macquarie Arc and Southern Gobi, respectively, and the historical Condobolin mining field in the southern section of the Cobar superbasin NSW.

The Company has twelve licenses in Australia and two in Mongolia (the latter including one mining license), in total covering ~3,500km². In the last 12-24 months, Kincora has shifted its funding model towards a prospector generator seeking asset level technical and funding partners for its large-scale earlier stage and/or non-core porphyry copper projects.

This has resulted in five asset level partnerships to date unlocking over A\$60 million in potential multi-year partner funding for six of our fourteen licenses whilst retaining ownership of the Company's more advanced projects that are strategically located near existing mining operations.

Field activities resumed in late 2024, resulting in over 7000m of drilling and over \$3.5m of partner funded exploration activities.

Various discussions are advancing to significantly increase the amount of near term exploration activities and multiple year partner funding across the wider project portfolio, and, increase the management fees Kincora receives from operating third party funded exploration activities.

Kincora has assembled an industry leading technical team who have made multiple world-class copper and gold discoveries, who have "*skin in the game*" equity ownership, and, backed by a consolidated and sophisticated shareholder register (insiders owning over 40% of the Company and represented on the Board).

In 2023/2024, the capital markets for junior explorers adversely changed and Kincora has proactively changed with them. This is despite a favorable commodity price, M&A environment and medium to longer-term outlook for the two commodities Kincora has primary exposure to, copper and gold. Copper's key role as the most critical mineral in volume terms needed to support the energy transition, and an ongoing shortfall of quality new supply, means the fundamentals for copper explorers and developers of quality new projects remains very compelling with the diversified, copper and gold majors increasingly growing their exploration portfolios and increasing the

number and size of deals with junior explorers.

The corporate appeal of the copper-gold mines and prospective exploration projects in the Macquarie Arc has been recently evident with over \$16 billion of M&A for the producing assets and early stage porphyry ground having been the focus of five large earn-in and joint venture agreements supporting over \$335 million of potential exploration expenditure ¹.

Furthermore, notable exploration successes in NSW include Australian Gold and Copper (AGC.ASX – recent >5x) with its Achilles Project (a new Cobar style discovery, comparable to Kincora's Condobolin Project) and also Waratah Resources (WTM.ASX – recent >6x) with its exploration success at the Cargo/Spur Project (an underlying porphyry system with a number of similarities to Kincora's Trundle and Fairholme Projects).

The Company in NSW over the last 12-18 months has opportunistically expanded its tenement holdings from 8 to 12, and the area under license from 2,367km² to 3,443km², and, consolidated its tenement holdings to all 100% owned. The latter has been a significant catalyst to attract partners to provide an alternative funding path to support meaningful and sustained drilling campaigns with a transition toward a project/pro prospector generator model for the Company's large scale and/or early stage porphyry projects. The former has already resulted in one asset level partnership, with discussions ongoing with partners for the other newly secured projects.

Based on these activities the Company now has (at the time of writing) concluded five partnerships to advance on-the-ground exploration. These have unlocked over A\$60 million of potential multi-year partner funding. More deals and partnerships are proposed, including for the Company's more advanced porphyry projects, with the ambition for over \$10 million pa of exploration program budgets managed by Kincora, project management fees to provide sufficient income for the Company to be self funding and Kincora to have management partnerships with a number of industry leading producers/explorers.

Four of these initial deals have been NSW based, with Kincora's Mongolian assets now under an earn-in arrangement with ASX listed Orbminco Limited (Orbminco, ticker "OB1", formerly Woomera Mining (Woomera)), where the Company has an attractive carried interest or cash payment with Net Smelter Return (NSR) asset level upside exposure.

Kincora is well positioned with the pursuit of further opportunities and creative partnerships remaining a key focus as drilling and the focus of large-scale discovery ramp up with four drill rigs active at three projects in 4Q'2024 resulting in over 7000m of drilling. Partner funded activities for 2025 are again ramping up, providing an expected pipeline of news flow in addition to other expected asset level partnerships.

The Company's corporate office is in Vancouver, and operating offices in Ulaanbaatar (Mongolia) and field camps in Trundle (NSW) and the Southern Gobi (Mongolia). Kincora is a reporting issuer in Ontario, British Columbia and Alberta, Canada, with its common shares trading on the TSX Venture Exchange and Chess Depositary Interests ("CDIs"), trading on the ASX under the symbol **KCC**. As at March 31, 2024, the Company has 51 million shares listed on the TSX Venture Exchange and 241 million CDIs on the ASX.

For further information please refer to our website: www.kincoracopper.com, with detailed project level summaries and presentations available under the "Projects" tab.

[In all aspects of our business, the Company retains our focus on the safety and wellbeing of our staff, engaging with stakeholders and creating shareholder value.](#)

References:

¹ Sourced from Ocean Blue Equities October 8, 2024 initiation research report on Waratah Minerals, with the addition of Newmont's earn-in and joint venture agreements with Koonenberry Gold (KNB.ASX) for the:

(a) Junee porphyry project (\$23.9m of expenditure to date, ex the ongoing 2025 drilling with Koonenberry Gold carried until commercial production); and,

(b) Fairholme porphyry project (Koonenberry carried until \$15m of exploration expenditure, with \$1.14m spent to date, ex the ongoing 2025 drilling program).

Operational and Corporate Highlights

Highlights for the year ended December 31, 2024 include:

- **Up to A\$50 million earn-in and joint venture agreement:** *In May, Kincora executed the definitive multiple-phase earn-in and joint venture agreement that outlines the terms under which a wholly owned subsidiary of AngloGold Ashanti plc (AngloGold) may earn into the wholly owned Nyngan and Nevertire projects.*

In October, a maiden drilling program commenced with Kincora and AngloGold Ashanti seeking to test new district-scale potential of the northern section of the Nyngan license.

Neighboring explorer drilling also recommenced in October at the Duck Creek target adjacent to the Nyngan project by Inflection Resources (Inflection) (also in partnership with AngloGold Ashanti) following encouraging results, including intense hydrothermal alteration and sulphide mineralisation ~1.4km from license boundary.

- **New strategic ground in the Macquarie Arc:** *In September, the Company was issued three new wholly owned licenses covering 1,377km² named the Nyngan West, Nyngan South and Nevertire South projects.*

The new ground doubles Kincora's position on the Macquarie Arc's Northern Junee-Narromine Belt (NjNB), provides continuous landholding along a greater than 100km strike of the Arc and consolidates the immediate extensions of the Nyngan and Nevertire projects held in earn-in partnership with AngloGold Ashanti.

A subsequent drill core review supports Kincora's view that the Nevertire South prroject is the most advanced exploration stage porphyry project within the NjNB district hosting a confirmed Phase 4 Macquarie Arc intrusive complex with broad and open zones of anomalous copper and gold mineralisation.

Discussions with potential technical and funding partners progressing regarding the new licenses.

- **New major, virgin porphyry complex secured at the Wongarbron project:** *In June, Kincora was issued the Wongarbron license covering 173km².*

The new project is considered a compelling untested under cover Macquarie Arc porphyry complex, with analogues to nearby porphyry complexes and existing Tier 1 deposits in the Arc and aeromagnetic signatures of other globally significant porphyry deposits.

The Wongarbron project has never been drilled and has a number of immediate high priority targets for drilling, and, upon securing the license, Kincora has sought to secure a asset level partner.

- **Closes of Private Placement, Performance Rights Exercise and Shares for Services:** *On December 23, the Company completed its previously announced private placement of 33,500,659 shares, raising gross proceeds of A\$1,273,025 (\$1,206,024) in two tranches.*

On October 22, 2024, the Company issued 12,576,031 shares for gross proceeds of A\$477,889 (\$452,737) relating to the first tranche of the placement. On December 18, 2024, the Company issued 20,924,627 shares for gross proceeds of A\$795,136 (\$753,287) for the second tranche.

The raising included a strategic investment by, and was concurrent with an expanded partnership with, Fleet Space Technologies Pty Ltd (Fleet Space), whereby Fleet Space will undertake multi-geophysical

surveys to identify and refine targets with a right to drill test targets to earn an asset level interest in the Wongarbron project. During December, Fleet Space closed a \$150m Series D financing.

Following the shareholders meeting, the Company issued 3,877,370 shares for the exercise of performance rights that were granted on February 17, 2022.

- **Artificial intelligence partner drilling new copper targets at Cundumbul project:** Kincora's exploration alliance was extended and partner Earth AI Pty. Ltd. (Earth AI) has undertaken multiple phases of drilling at the Cundumbul project, testing a number of new copper targets.

Earth AI's Artificial Intelligence and field based exploration to date has generated a pipeline of new intrusion related copper targets in the central portion of the project which are now being tested for the first time and at Earth AI's cost. Only upon a new discovery (qualify intercept) does Earth AI gain an economic interest to the project via a Net Smelter Royalty ("NSR"). Results and ongoing exploration are pending.

During the period Earth AI completed and funded five drill holes, with one hole and a VTEM geophysical survey completed subsequent to period end and further drilling is planned. The current phase of drilling by Earth AI is the most extensive to date at the Cundumbul project.

Subsequent to period end, Earth AI completed an oversubscribed US\$20m Series B financing.

- **Kincora secures partner for Mongolian assets which drills 16 holes:** Following a successful strategic review process for Kincora's Mongolian assets a definitive Earn-In Implement Agreement (EIA) was signed on September 30, 2024, with ASX listed Woomera Mining Limited (Woomera, ASX ticker "WML"). Following shareholder approval, Woomera changed its name to Orbminco Limited (Orbminco, ticker "OB1") to reflect its focus on the Mongolian projects.

In October, a high-impact drilling commenced at the Bronze Fox project by Orbminco testing the potential for a shallower higher-grade structural zone and resource expansion drilling coupled with a second mining license conversion. 16 diamond holes were drilled for a total of 2516 metres.

- **Kincora announces a change to the board and issuance of options:** In June, non-executive director Ray Nadarajah transitioned to an advisory role, having stood down from the board.

The Company granted an aggregate of 24.5 million incentive stock options to certain board members, senior management and advisers of Kincora (the optionees). Each option is exercisable into one common share in the capital of the company at an exercise price of A\$0.075 (\$0.068) per common share with expiry two years following the date of grant.

Highlights subsequent to the year ended December 31, 2024 include:

- **Significant copper and gold intersected in Orbminco's maiden drilling project at Bronze Fox:** On January 14, Orbminco announced results of the 2024 drilling program that confirm expansion and higher-grade potential of the West Kasulu Mineral Resource Estimate (MRE, JORC 2012) at Bronze Fox, Mongolia.

All but one of the 16 first phase holes have returned significant copper intervals with highlights including:

- Hole F111: 26m @ 0.91% CuEq from 14m (with up to 8.29% Cu)
- Hole F109: 486m @ 0.21% CuEq from 352m

The program was designed to infill and extend the existing MRE, and, convert the remaining exploration licence (XV-17977), which encompasses the western part of the resource, to a mining lease, thus providing mining license coverage (minimum 30-year term) across the full Bronze Fox project.

The current MRE is defined predominantly coincident with outcropping monzodiorite and granodiorite, with a recent mapping indicating a potential extension of the mineralisation under Pleistocene and Holocene cover to the south-west.

The new drilling results, particularly from hole F111, highlights the potential for higher grade mineralisation and open pit potential within Bronze Fox Intrusive Complex, which is one of three large, near surface and underexplored intrusive complexes at the Bronze Fox project.

- **Encouraging results expands Kincora Copper and AngloGold Ashanti's first drilling program:** *On February 13, the Company announced the first drilling program with earn-in partner AngloGold Ashanti at the Nyngan project had been expanded and is ongoing following favorable initial results that support district-scale deposit potential. Furthermore, a ground gravity survey commenced across an greater than 40km strike with a Stage 2 follow up phase of step out drilling proposed post completion of the scout drilling and ground gravity programs.*

Permitting and land access activities had commenced to also support a first phase drilling program with earn-in partner AngloGold Ashanti at the Nevertire porphyry project. Kincora is managing the programs and receives a 10% management fee.

- **Significant new drill targets defined at Bronze Fox:** *In February, Orbminco reported new high-grade trench and rock chip results on the western margin of the Bronze Fox Intrusive Complex.*

Orbminco outlined it plans to recommence field exploration in March advancing near surface, higher-grade targets at the both the Bronze Fox Intrusive Complex and Shuteen North Intrusive Complex ahead of follow up drilling.

President and chief executive officer Sam Spring, and chairman Cameron McRae commented:

"The last 12-months has been an inflection point in Kincora's dual strategy to create shareholder value by securing asset level partners and drilling multiple porphyry targets that offer globally significant new discovery potential.

To date we have partnerships for 5 of our 12 porphyry projects and that have unlocked over \$60m of potential partner funding, and, just resumed drilling with over 7000m completed supported by over \$3.5m of partner funding.

From a number of projects perspective we are less than half way delivering upon our strategy and we are now seeking partners for our more advanced and flagship projects, so we are at a significantly earlier stage from a potential value and partner funding perspective.

We expect the foundations set in 2024 will shortly see both the amount of drilling and partner funding materially increase, and emphasis to the market that our transition to a prospect generator/asset level funding model is scalable with an attractive risk profile across multiple projects and also partners.

Our ambition is for over \$10 million per annum of exploration budgets to be managed by Kincora, resulting in project management fees to providing sufficient income to be self-funding.

The multiple-asset, asset-management and risk management strategy provides investors a unique investment proposition."

Macquarie Arc, NSW - Australia portfolio

Kincora holds district scale positions within highly prospective settings on the key belts of the Macquarie Arc.

The corporate appeal of the district is evident from the recent multiple billion dollars of M&A; from one of the world's most profitable hard rock projects (Cadia), Australia's second largest porphyry mine (Northparkes) to multiple significant exploration focused transactions.

Kincora's projects:

- Sit in highly prospective locations of the key belts of the Lachlan Fold Belt
- Are at advanced stages of exploration and/or host large scale or new district scale footprints
- Demonstrate characteristics of neighbouring world-class deposits
- Benefit from existing infrastructure and favourable ESG considerations

Kincora in December 2023 consolidated a 100% interest in all its NSW projects and in August 2024 concluded the strategic review for the Mongolian project portfolio. Having pursued a project generator funding model this supported Kincora pursuing countercyclical growth and opportunistically pegging four new projects, significantly expanding the Company's land position by over a third in NSW.

The project generator funding strategy supports attracting potential asset partners for our Tier-1 scale copper-gold porphyry projects. These projects include Trundle, Fairholme (+/- Jemalong), the Northern Junee-Narromine Belt (NJNB) portfolio that offers new district scale potential (Nyngan, Nyngan South, Nyngan West, Nevertire, Nevertire South and Mulla), the Wongarbon project and the Condobolin project (the latter Kincora's only Cobar Superbasin and non-porphyry project).

Kincora's asset level partner model for our wholly owned large scale exploration stage porphyry projects has unlocked over \$60 million of potential partner funding for five earlier stage and/or non-core porphyry projects. Existing partners include:

- AngloGold Ashanti (NYSE: AU) is the world's fourth largest gold miner by production and is partner for the NJNB project portfolio, including the Nyngan and Nevertire projects;
- Fleet Space Technologies Pty Ltd ("Fleet Space", private) is Australia's fastest growing company, widely recognised as Australia's leading space exploration company, recently raised \$150m in a Series D financing, is Kincora's partner for the Wongarbon project and recently completed its maiden integrated Ambient Noise Tomography and gravity geophysical survey at the Nyngan project;
- Earth AI Pty Ltd ("Earth AI", private) is Artificial Intelligence and Machine Learning explorer, recently raised \$20m in a Series B financing and is partner for the Cundumbul project; and,
- Orbminco Limited (ASX: OB1, formerly Woomera Mining) is a Mongolian focused explorer and is partner for the Bronze Fox project.

Kincora is the current operator of the NJNB project portfolio with AngloGold Ashanti and receives a 10% management fee of expenditure.

Kincora's flagship and advanced porphyry projects with extensive confirmed mineral systems are the Fairholme and Trundle projects, which are proximal to and have common mineral system to existing world-class mines (Cowal and Northparkes respectively). The Company has recently consolidated the historical Condobolin mining district, situated within trucking distance to the Mineral Hill mine (which has capacity for and is seeking third party ore) and within the southern section of the emerging Cobar Superbasin, with encouraging first phase Kincora drilling results in 2023. High priority follow up drilling by Kincora at the Condobolin project is proposed.

All NSW projects have designed drilling programs offering company making upside supported by strong technical merits in highly prospective locations and within established mineral belts.

In addition to partner managed projects (such as with Orbminco and Earth AI), Kincora's ambition is to be the operator for exploration budgets of over \$10 million per annum for the porphyry portfolio providing sufficient project management fees for the Company to be self funding (covering corporate costs and maintenance of remaining wholly owned projects) and have partnerships with a diversified portfolio of industry leading producers/explorers.

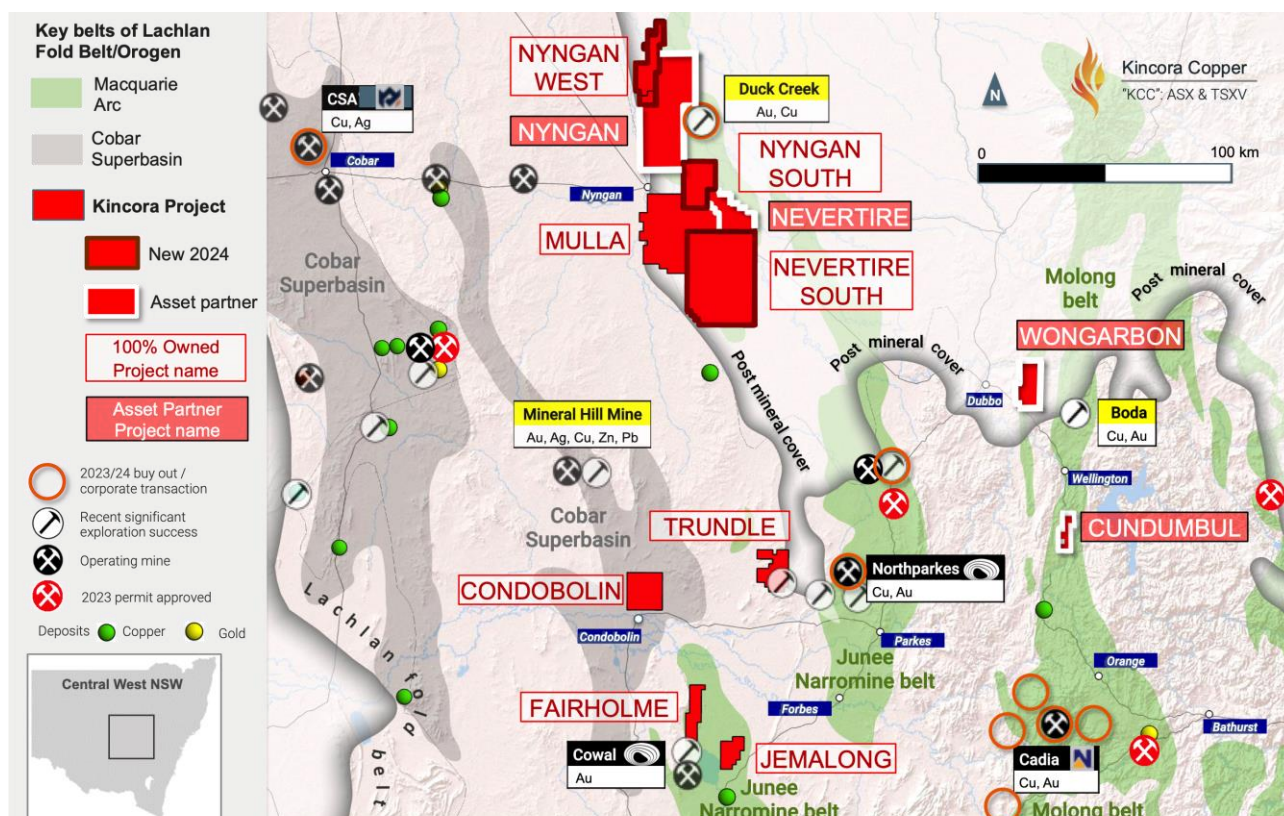


Figure 1: Kincora's highly prospective portfolio of twelve projects (including one Cobar Superbasin project, Condobolin)

Kincora has four projects in NSW with current asset level partnerships, with conversations ongoing for other deals

Further details on the NSW project are also available at:

<https://kincoracopper.com/lachlan-fold/> including an accompanying detailed summary presentation.

Northern Junee-Narromine Belt Project Portfolio (Macquarie Arc porphyry)

Kincora's Northern Junee-Narromine Belt (the "N/NB") portfolio and strategy has significantly advanced in 2024 with new partnerships, new projects and drilling commenced. The N/NB portfolio now includes the Nyngan, Nyngan South, Nyngan West, Nevertire, Nevertire South and Mulla projects.

In May, Kincora announced an initial multiple-phase earn-in and joint venture agreement with AngloGold Ashanti for the Nyngan and Nevertire licenses. AngloGold has the right to spend up to A\$50 million to earn a 80% interest through:

- A\$25 million of exploration expenditure to earn a 70% joint venture interest (Phase I) including a minimum A\$2 million expenditure obligation, with Kincora the initial operator for a 10% management fee.

- Completion of a Pre-Feasibility Study (PFS) or funding of a further \$25 million of expenditure to earn a 80% joint venture interest (Phase II).

AngloGold Ashanti is the world's fourth largest gold miner by production with a successful track record for new Greenfield discovery success. Within the Macquarie Arc, AngloGold Ashanti has secured earn-in and joint venture agreements with both Kincora and Inflection Resources (Inflection, ticker "AUCU.CSE") covering greater than 8,000km² in the NJNB ¹.

Post securing AngloGold Ashanti as a partner for the Nyngan and Nevertire projects, Kincora has opportunistically secured (on a 100% ownership basis) the Nyngan West, Nyngan South and Nevertire South projects (covering 1,377 km²) which are viewed as hosting shallow to moderate covered sections of the targeted Macquarie Arc and the extensions of intrusive complex targets included in the existing earn-in partnership with AngloGold Ashanti ².

The new licenses double Kincora's land position in the NBJB and provides Kincora a continuous north-south strike extent of over 100km in the interpreted shallow to moderate depth sections of the under cover extension of the Macquarie Arc.

Kincora's portfolio and the wider NJNB offers new district-scale discovery potential with spatial and temporal settings, coupled with magnetics, gravity and new ANT surveys, supportive of large-scale targets analogous to porphyry deposits located in the southern section of the Macquarie Arc which host an existing >160Moz gold equivalent endowment (see Figure 2) ³.

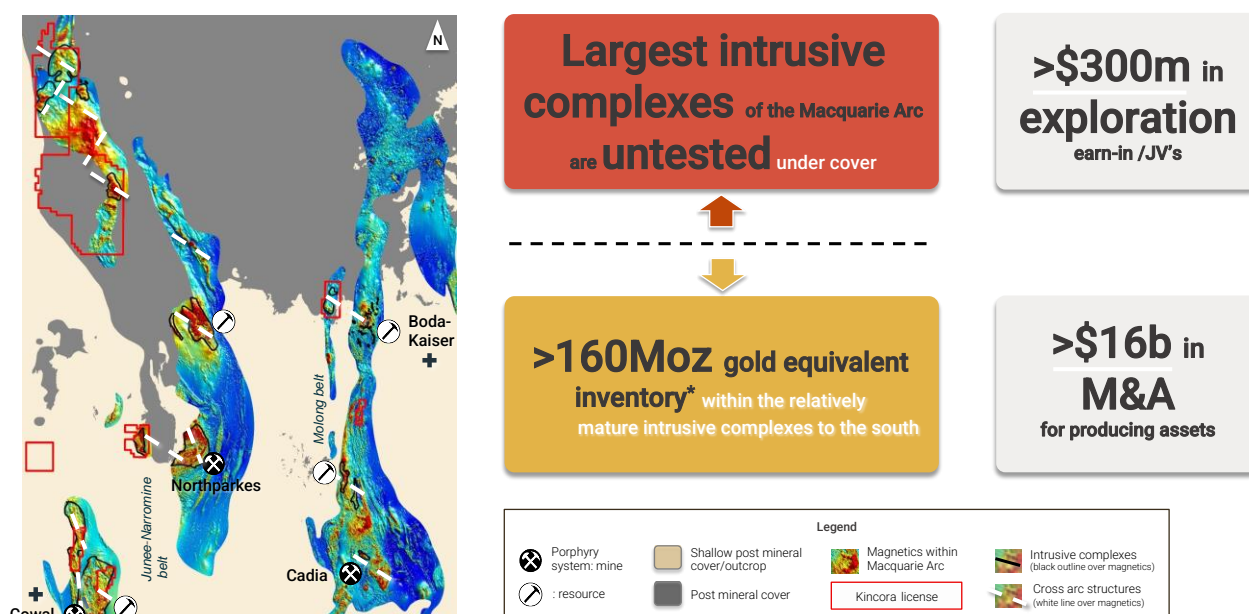


Figure 2: Magnetism maps Macquarie Arc volcanic belts, intrusive complexes and mineralised systems

Over 160Moz AuEq has been defined in the southern section of the Macquarie Arc and magnetism highlights the largest volcano-intrusive complex of the Macquarie Arc sits under post mineral cover to the north, a region that is relatively untested

To help emphasis the true new district scale potential of the Company's NJNB portfolio, the total AngloGold Ashanti earn-in and Kincora wholly owned project portfolio now covers a strike length that is twice that of the rapidly emerging Vicuña porphyry district (see Figure 3).

Within the Vicuña district, NGEx Resources Inc in 2009 held three early-stage exploration projects that, at the time, supported a market capitalisation of approximately C\$40 million ⁴. These same projects are all still at a pre-development phase but have yielded four large-scale discoveries currently valued at over C\$9.5 billion after the corporate transactions involving BHP and Lundin Mining last month ^{4, 5}. The undercover extension of the

Macquarie Arc compare very favourably relative to a number of other emerging global porphyry districts – see Figure 4.

World-Class Porphyry Belt Extensions *Central West NSW v Central Andes (same scale)*

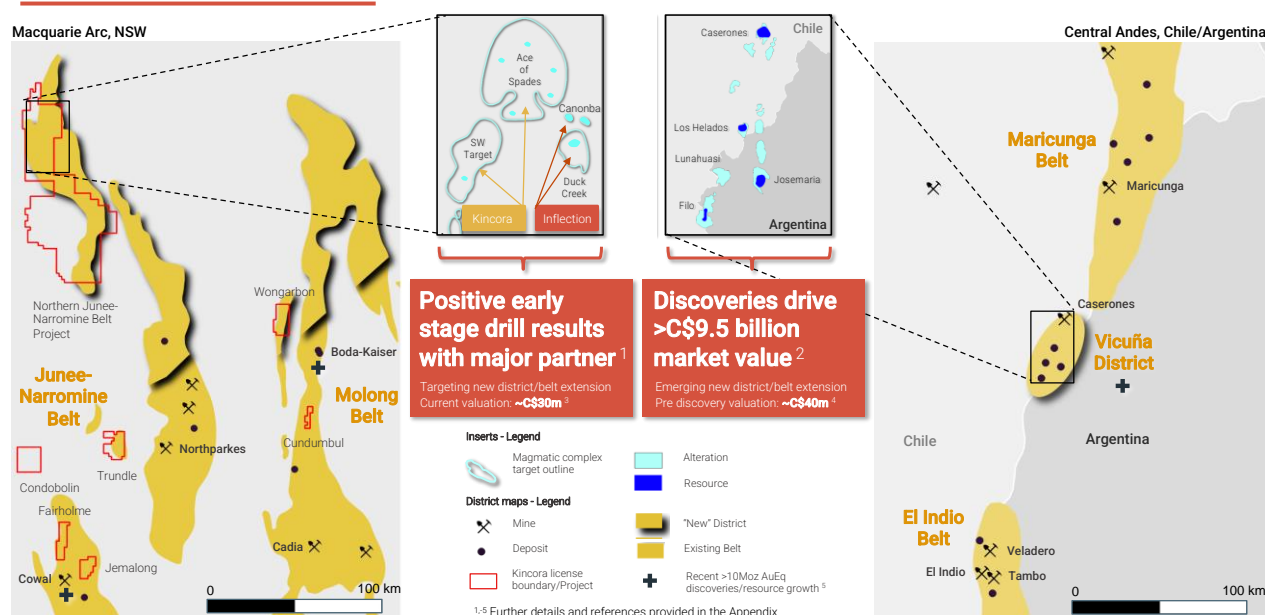


Figure 3: Macquarie Arc v Central Andes (same scale)

Kincora's NJNB portfolio (including the total AngloGold Ashanti earn-in and Kincora wholly owned licenses) now covers a strike length that is twice that of the rapidly emerging Vicuña porphyry district

Kincora's NJNB portfolio (including the total AngloGold Ashanti earn-in and Kincora wholly owned licenses) now covers a strike length that is twice that of the rapidly emerging Vicuña porphyry district.

Of particular note, Kincora's recently secured 100% owned Nevertire South project (962km²) is considered highly prospective and consolidates the ~8 x 12km Nevertire Magmatic Complex (NMC), the northern third held in Kincora's existing partnership with AngloGold Ashanti (see the insert in Figures 1).

Kincora has recently secured three prior Newcrest drill holes from the Cadia mine site for the Nevertire South project. Relogging of these holes has been undertaken by Kincora's Technical Director, John Holliday, significantly upgrading the Project.

The review of these holes, we believe the first since that of Newcrest's in 2006-09, supports Newcrest's previous view that its limited drilling "has identified lithologies, alteration and veining consistent with a setting similar to the Cadia-Ridgeway and Goonumbla porphyry Cu-Au deposits"⁶.

Subsequent age dates have confirmed an analogous setting to the Cadia and Northparkes/ Goonumbla deposits. Kincora's review confirms that the best of these prior holes (ACDNY006) has not been followed up despite a very encouraging intersection of anomalous copper mineralisation (from basement to end of hole), veining and magnetite alteration situated in a highly prospective high volcanic-hosted level.

In Kincora's view this supports Nevertire South being the most advanced porphyry project and most attractive geologically supported target in the covered extensions of the Macquarie Arc, and noting an untested strike for over 8km from these favourable prior drill results within the NMC. A priority drill program has been designed, including the ambition to either discover or create a vectoring pattern to a possible deposit stepping out from ACDNY006.

Earlier stage targets in the Macquarie Arc have recently attracted five major earn-in/option and joint venture agreements supporting potentially over \$335 million in exploration and development expenditure, including the recent option and joint venture agreements between Gold Fields and privately owned Gold & Copper Resources⁷.

Discussions with potential technical and funding partners are progressing as exploration is ramping up for the existing earn-in agreement with AngloGold Ashanti.

| | Macquarie Arc Undercover Extensions (NSW, Australia) | Vicuña District (Central Andes, Argentina/ Chile) | Golden Triangle (BC, Canada) | Northern Andean Belt (Ecuador) |
|---------------------------------|---|---|--|---|
| Deposit analogues | Cadia (>50Moz Au, >9.5Mt Cu) | Filo Del Sol (>6.7Moz Au, >2Mt Cu) | Red Chris (>13Moz Au, >4Mt Cu) | Alpala (>23.6Mt Au, >10Mt Cu) |
| Hurdles for prior exploration | <ul style="list-style-type: none"> - Inability to secure district scale positions - Predominate focus on open pit potential - Exploration & development through cover (100-500m) | <ul style="list-style-type: none"> - Altitude (4000-5000m) - Seasonal access - Infrastructure - Cost - Cross border access | <ul style="list-style-type: none"> - Altitude - Seasonal access - Infrastructure - Cost - Predominate focus on open pit potential | <ul style="list-style-type: none"> - Ability to secure tenure - Sovereign risk - Local ESG considerations |
| Catalyst(s) for new exploration | <ul style="list-style-type: none"> - District scale land positions - >10Moz AuEq discoveries: Boda/Kaiser + Cowal - Profitability & scale of Cadia U'Grd - Entry of Newmont, AngloGold, FMG, Gold Fields + significant growth by Evolution - New greenfield / brownfield development projects/mines | <ul style="list-style-type: none"> - Filo Del Sol discovery, BHP investment & Filo Mining re-rating - Lunahuasi discovery & NGEx re-rating - Lundin Mining & BHP acquisitions/ partnerships - Cross-border project treaty precedent - Change in government | <ul style="list-style-type: none"> - M&A in the district - Large scale exploration & new discoveries - Snow retreat - New infrastructure projects - Potential U'grd / caving operations | <ul style="list-style-type: none"> - Opening up of exploration licenses - Construction of / production from the Mirador & Fruta del Norte mines - Large scale new FDI resulting in exploration & new discoveries |
| Altitude | Near Sea-level | Severe | Moderately Severe | Moderate |
| Infrastructure hurdles | Low | Extreme | High | Moderate |
| ESG risk | Moderate | High | High | High |
| Sovereign Risk | Low | Moderate | Low | High |

Figure 4: The Macquarie Arc is very attractive to other globally emerging porphyry districts
 Porphyry deposits supply over 60% of the world's primary copper production

The copper-gold potential of the NJNB and northern extension of the Molong belt is increasingly being recognised as they compare extremely favourably to other global porphyry hot spots for exploration and development. The district is now fully pegged. Across the wider district, under cover drilling is taking place at Boda-Kaiser (Alkane Resources), Myall (FMG and Magmatic Resources), Wellington North (Magmatic), Spur/Cargo (Waratah), Duck Creek and Trangie projects (Inflection and AngloGold Ashanti), Glenlogan (S2 Resource with Legacy), Yarindury (Talisman), Newmont earning-in at Koonenberry Gold's Junee and Fairholme projects, amongst others.

Separate to the agreement with AngloGold Ashanti, Ambient Noise Tomography (**ANT**) and gravity geophysical surveys ("Multiphysic Surveys") have confirmed and refined a regionally significant priority porphyry target located within the "*Ace of Spades*" region at the Company's Nyngan project. The Multiphysic Surveys also cover the location of a second designed hole and identified a number of new potential areas of interest also within the "*Ace of Spades*" region that will be reviewed in light of the results of the commenced drilling program⁸.

The Multiphysic Surveys apply cutting-edge technology utilising the first ever integrated real-time ANT and ground gravity undertaken by Fleet Space and complement Kincora and AngloGold Ashanti's planned drilling.

Kincora has recently expanded its partnership with Fleet Space to include: (i) a listed equity investment, (ii) multiphysics surveys at the Wongarboron Project to identify and refine targets, and, (iii) Fleet Space having the right to drill test targets to earn an asset level interest in the Wongarboron project⁹.

In October 2024, the first drilling program by Kincora with AngloGold Ashanti kicked off at the Nyngan Project. Six wide spaced scout holes for 2707m were completed before the year end summer break at the *South-West* and *Ace of Spades* targets with all interpreted to have intersected the targeted Macquarie Arc rocks and confirming the potential for a new porphyry district scale discovery opportunity.

The program has utilised cost-effective mud-rotary drilling through the post mineral cover sequence with diamond core drilling upon refusal and testing of the targeted basement.

Encouraging anomalous copper and pathfinder minerals were noted in multiple holes and noting the last hole of the program, NYDD007 encountered porphyry style quartz veins, multiple intrusives and significant sulphides indicating a potential proximal setting and a priority target for Stage 2 follow up drilling.

Following these favorable initial results the exploration program has been expanded. After the summer break the initial scout drilling program was resumed and expanded with further approvals submitted for up to a total of twenty holes.

Furthermore, a ground gravity survey across a greater than 40km N-E strike covering the wider *South West* and *Ace of Spades* targets is expected to generate new and refine existing targets. A Stage 2 follow up phase of step out drilling is proposed post completion of the scout drilling and ground gravity programs.

Permitting and land access activities commenced to support a first phase drilling program with earn-in partner AngloGold Ashanti at the Nevertire Project.

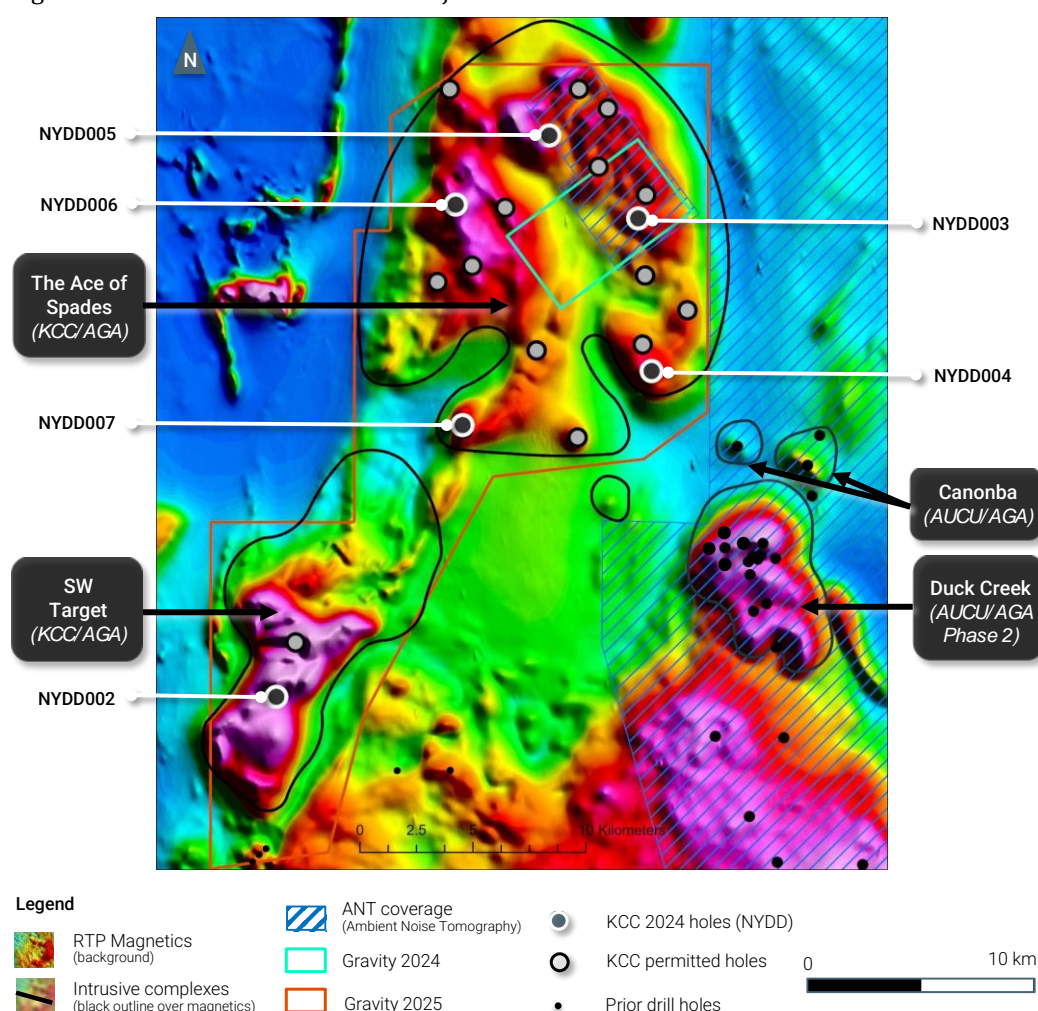


Figure 4: First phase drilling supports proof of concept for new district-scale deposit potential and expansion of ongoing initial program 1. Six scout holes completed, drilling ongoing with permitting expanded for up to twenty holes. Ground gravity survey across >40km N-E strike ongoing. Stage 2 follow up phase of step out drilling is proposed post completion of the ongoing scout drilling and gravity programs.

Kincora also notes neighboring explorer drilling by Inflection has been positive at both the Duck Creek and Trangie targets (also in partnership with AngloGold Ashanti). Further follow up drilling is proposed at both, with the latest drilling activities being as close as approximately 500m from the Nyngan license boundary at Duck Creek¹² – see Figure 5.

Further details and technical disclosures are available on Kincora’s website and market releases, Inflection’s website and market releases, and, in the referenced source materials.

References:

¹ AngloGold Ashanti to earn-in to the NJNB Project – Kincora press release May 28, 2024

² Kincora Secures New Strategic Ground On Australia’s Premier Porphyry Copper-Gold Province – Kincora press release September 9, 2024

³ Sourced from MinEx Consulting for Kincora

⁴ NGEx Minerals Corporate Presentation (July 2024) and market values as at August 31, 2024 (from peer transactions and TSXV market capitalisation)

⁵ Lundin Mining and BHP to Acquire Filo and Form a 50/50 Joint Venture to Progress the Filo del Sol and Josemaria Projects – BHP and Lundin Mining press releases July 29, 2024

⁶ Newcrest Mining Limited final annual report (2009) for EL6337 (open file)

⁷ “*potentially over \$335 million in exploration and development expenditure*” sourced from Ocean Blue Equities Oct 8, 2024 initiation research report on Waratah Minerals with the addition of Newmont’s earn-in and joint venture agreements with Koonenberry Gold (KNB.ASX) for the:

(a) Junee porphyry project (\$23.9m of expenditure to date, ex the Jan 2025 drilling with Koonenberry Gold carried until commercial production); and,

(b) Fairholme porphyry project (Koonenberry carried until \$15m of exploration expenditure, with \$1.14m spent to date, ex the Jan 2025 drilling program).

and

“*option and joint venture agreements between Gold Fields and privately owned Gold & Copper Resources*” sourced from Gold Fields H1 2024 Results – August 23, 2024

⁸ Cutting-Edge Geophysics Confirms High Priority Drill Target At The Nyngan Project – Kincora press release October 22, 2024

⁹ Kincora announces Strategic Investment and Expanded Partnership with Fleet Space – press release October 15, 2024

¹⁰ Three Kincora Partner Funded Drilling Programs Ramping Up – Kincora press release October 7, 2024

¹¹ Inflection Resources Provides Drilling Update from Phase II Duck Creek Exploration Program in New South Wales – Inflection press release October 3, 2024

Wongarbron Project (Macquarie Arc porphyry)

In 2024, Kincora successfully secured the Wongarbron project (100% ownership) and has brought in a technical and funding partner.

Pegged as open ground and secured only in June 2024, Wongarbron (EL9652) covers 173km² and is interpreted to host one of the last remaining untested and large intrusive complexes of the Macquarie Arc:

- Regionally significant magmatic complex situated on the interpreted under cover extension of the northern Molong Belt coincident with an intrusive level cross arc structure supporting a series of large and untested porphyry targets.
- Clear analogues of the nearby complexes and existing Tier 1 deposits in the Arc and aeromagnetic signatures of other globally significant porphyry deposits, including the Boda-Kaiser deposits which are interpreted to be situated on a potentially common transverse structure.
- Previously identified as a large-scale new intrusive complex target by Newcrest but not drill tested at the time due to focus on the Cadia Far East and Ridgeway discoveries.
- Recent interpretations support immediate high priority targets for drilling.

- The Wongarbone project has never been drilled¹.

Alkane and Magmatic Resources' have recently undertaken drilling at a total of seven porphyry targets along a common transverse structure that is interpreted to extend into the Wongarbone project and be a key control to the 14.7Moz gold equivalent inventory at the Boda and Kaiser porphyry deposits. These recent programs have been encouraging with follow up exploration either planned and/or ongoing at these and other regional targets.

Wongarbone: New Ground + New Partnership



Innovative Partner Structure with Fleet Space

On strike from 14.7Moz AuEq Boda & Kaiser discoveries

- **June 2024** Kincora secures the Wongarbone project (173km²)¹
- ≤10-20km from Alkane, Magmatic & Talisman drilling & Fleet Space survey at Boda/Kaiser²
- Within common transverse structure, interpreted to be a key control to the Boda & Kaiser deposits
- Never drilled

Previously identified by Newcrest as a new district scale/intrusive complex undercover target (not tested due to Cadia East + Ridgeway discoveries)

Kincora continues to secure the best ground, do deals and drill



- **October 2024** Fleet Space multiple phase agreement for Wongarbone³



Stage I:
Strategic Kincora
placement to Fleet
Space



Stage II:
Fleet Space conducts
multiphysics surveys:
refines targets



Stage III: Fleet Space
has the right to drill
>2000m to earn 20%
interest in the project

- **December 2024** Fleet Space raise \$150m in Series D financing⁴

¹⁻⁴ References provided in the Appendix

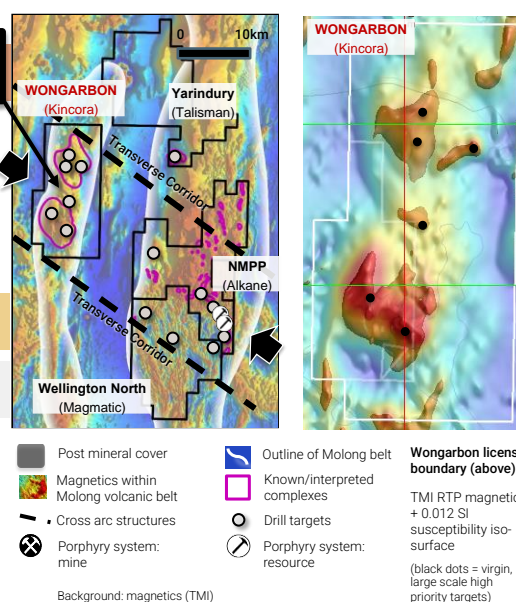


Figure 6: The Wongarbone project is located in a very favourable interpreted arc transverse structure with analogous signatures to other Macquarie Arc porphyry complexes

Giant Porphyry Copper Deposits occur in clusters within highly mineralised magmatic arcs located in favourable structural settings and the Wongarbone project is a compelling new, untested gold-copper porphyry complex opportunity

Fleet Space has recently undertaken regional and infill ANT surveys at Alkane's Northern Molong Porphyry Project (NMPP), including the Boda and Kaiser deposits. The surveys mapped the deposits and the key structures well, and, on a regional scale confirmed existing targets and basement geology within a NW trending transverse corridor (the Cadia, Boda-Kaiser, Copper Hill, Myall, Cowal, Marsden, Duck Creek, Nyngan, Nevertire South magmatic complexes all host similar transverse corridors)².

Alkane has stated its intension to undertake further ANT, ground gravity, IP and air-core drilling with bottom of hole lithogeochem over the large area surrounding the Comabella Intrusive Complex within the NMPP. Such an exploration approach is a very similar exploration strategy to that Kincora and Inflection are deploying in the NJNB and is proposed at the Wongarbone project³.

The ANT survey by Alkane supports Kincora's concept that the secondary transverse structures appear to be key controls in the Boda-Kaiser deposits and are interpreted to continue into the Wongarbone project.

In October 2024, Kincora expanded its partnership with Fleet Space to include: (i) a listed equity investment, (ii) Multiphysics Surveys at the Wongarbone project to identify and refine targets, and, (iii) the right to drill test targets to earn an asset level interest in the Wongarbone project, key details include:

1. Fleet Space will have a right to fund a minimum of 2,000m drill program, with targets:

- identified and refined from the Multiphysics Surveys using Fleet Space’s ExoSphere Discovery technology; and,
 - mutually agreed by Kincora and Fleet Space.
2. An exercise of the right in 1) will entitle Fleet Space to a 20% equity interest in the Wongarbon project.
 3. The right in 1) may be exercised within 6 months of the completion of the Multiphysics Surveys.
 4. Should Fleet Space exercise the right, the parties will enter into a Joint Venture Agreement (JV Agreement). Key principles governing the JV Agreement will be customary for such stage exploration project including both parties having the right to provide additional funding maintain their respective ownership interests and dilution provisions should either party not participate in additional project funding, noting that any holder of a project interest less than 10% will have its interest converted to a 1% NSR royalty.

Fleet Space is to be the operator of the multiphysics surveys, with support from Kincora, and Kincora the operator of the drilling program.

The Multiphysics Surveys will comprise real-time 3D ANT and ground gravity surveys applying cutting-edge technology to generate and interpret new homogeneous and primary datasets via Fleet Space’s proprietary and vertically integrated technology stack, ExoSphere, and be integrated with existing regional geophysical surveys and geological data⁴.

Further details and technical disclosures are available on Kincora’s website and in the referenced source materials.

References:

¹ New Major, Completely Unexplored Porphyry Complex and Drill Targets Secured – Kincora release June 3, 2024

² Alkane Resources Quarterly Accounts October 14, 2024

³ Alkane Resources Annual Report October 16, 2024

⁴ Kincora announces Strategic Investment & Expanded Partnership with Fleet Space – Kincora release October 15, 2024

Cundumbul Project (Macquarie Arc porphyry)

The Cundumbul Project is located in the central Molong volcanic belt of the Macquarie Arc, approximately 30km south of Alkane’s Boda-Kaiser porphyry deposits (Boda resource ~10.9Moz AuEq and Kaiser resource ~4.7Moz AuEq), 25km north of Copper Hill (>3Moz AuEq resource) and 70km north of Cadia (>90Moz AuEq endowment).

The last exploration efforts at the Cundumbul license were led by Mitsubishi Materials Corporation during an earn-in period, which included limited surface geological, geophysics and drilling (concluded 2015). Mineralised monzonitic intrusions have been identified at both the Andrews and Bells prospects, in the north and south respectively of the Cundumbul Project, located over 10km apart.

More recent exploration by Sultan Resources at multiple common prospect mineral systems adjacent to the projects license boundary have returned extensive hydrothermal alteration, anomalous copper and gold, and further confirmed porphyry potential.

On October 6th, 2022, Kincora announced a success-based Exploration Alliance agreement with Earth AI Pty Ltd (“Earth AI”) to generate and drill test targets at the Cundumbul Project.

Earth AI is a private Artificial Intelligence (AI) and Machine Learning explorer that has a vertically integrated approach to targeting, testing and verifying new critical mineral discoveries.

In January 2025, Earth AI completed an oversubscribed US\$20m Series B funding. The fundraising was led by Tamarack Global and Cantos Ventures with participating investors including Overmatch, Alpaca, Sparkwave Capital, and significant support from existing investors including Y Combinator and Scrum Ventures. The new funding will drive further AI and drilling technology development, accelerate project value discovery and increase drilling capacity to 100,000 meters.

Earth AI is the operator of the Exploration Alliance with Kincora and has the right to contribute up to \$4.5m of total exploration expenditure over a three-year period (having during 2H'2024 exercised an option for an additional year). Subject to a minimum of 1,500 metres of diamond drilling (already satisfied, which is more than all prior explorer drilling at the project) and a Qualifying Drilling Intersection resulting in a new discovery (as defined within the Exploration Alliance Agreement), Earth AI is entitled to a Net Smelter Royalty (NSR) of up to 3% in connection with a to be agreed upon area surrounding the discovery (Area of Interest, size dependent on the extent of the newly discovered mineral system). The agreement does not affect the capital structure of the Company or ownership in the project, with Kincora consolidating 100% project ownership in December 2023.

After multiple field-based campaigns refining Earth AI's artificial intelligence model and geological theses multiple phases of drilling to date have taken place in 2024 with a further hole already completed in January 2025 and a further follow up hole proposed (results yet to be announced).

These programs seek to test the porphyry potential associated with anomalous copper geochemistry from outcropping hydrothermal breccias and skarns (the latter a key geological marker for the Boda-Kaiser deposits to the north in the same belt).

Initial field work by Earth AI has identified a new 2.2km x 800m zone of anomalous surface copper associated with this zoned hydrothermal quartz breccia system (and open). Earth AI's five drill holes to date comprises the most extensive phase of exploration and drilling at the Cundumbul Project.

Cundumbul: Drilling New Success Based AI Targets

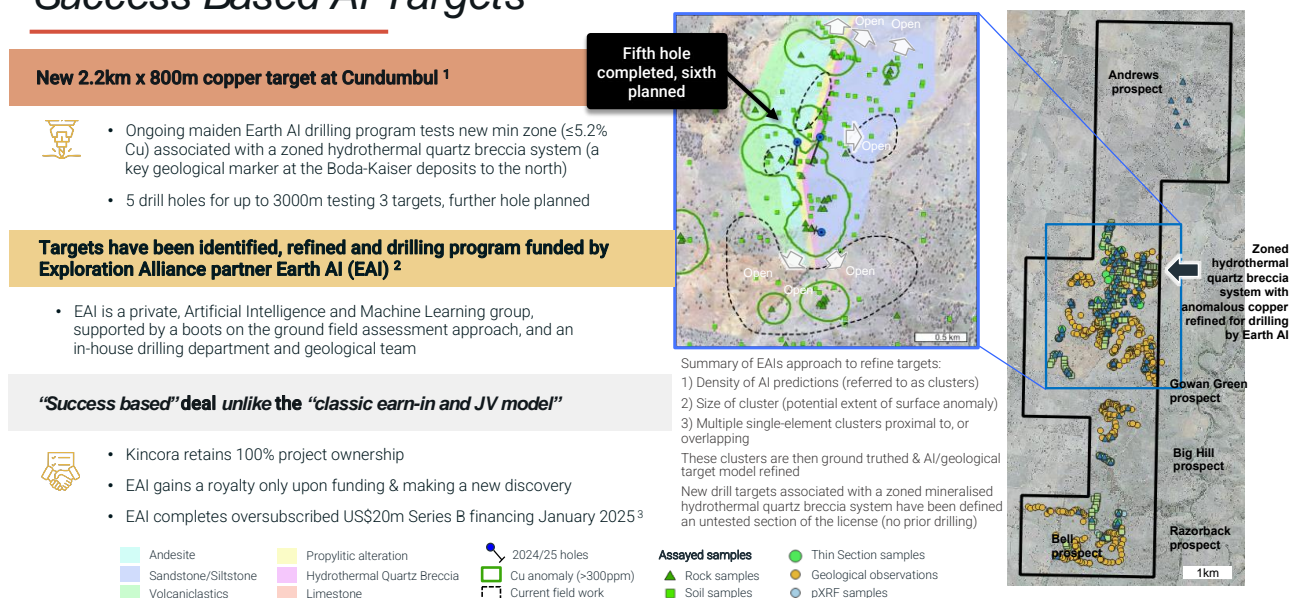


Figure 5: Earth AI is has undertaken a multiple drilling program at Cundumbul in 2024/25

Initial field work by Earth AI has identified a 2.2km x 800m zone of anomalous surface copper associated with this zoned hydrothermal quartz breccia system (and open).

The drilling programs at Cundumbul follow recent encouragement for Earth AI at two other NSW projects it has drilled at in the last 12-18 months (including magmatic-related platinum group elements (PGEs) and Ni-Cu-Fe sulphides at Legacy Mineral's Fontenoy project).

For further details and technical disclosures refer to the following releases:

- Earth AI Closes Oversubscribed Round; Raising \$20M for AI Driven Mineral Exploration – Earth AI release January 27, 2025

- Three Kincora Partner Funded Drilling Programs Ramping Up – Kincora press release October 7, 2024
- Exploration Alliance partner Earth AI drilling commenced at the Cundumbul project– Kincora press release May 20, 2024
- Alliance with Artificial Intelligence Explorer for Cundumbul project – Kincora press release October 6, 2024

Fairholme Project (Macquarie Arc porphyry)

Kincora's Fairholme project is located in the southern sector of the Junee-Narromine Belt of the Macquarie Arc in the Cowal block with license contiguous to Evolution Mining's flagship Cowal gold mine, and also the Marsden copper-gold project, with Newmont currently drilling at the adjacent ground immediately to the north earning-into Koonenberry Gold's Fairholme project ¹.

The Cowal mine hosts a cluster of epithermal, quartz-carbonate-base metal-gold mineralisation deposits across a 7.5 x 2km north-south oriented and structurally controlled "gold corridor", located on the western edge of Lake Cowal.

In 2015, Evolution Mining acquired the Cowal open cut mine from Barrick and has since grown gold inventory from 3.4Moz to 9.7Moz (net of mine depletion), with a target total endowment of approximately 15Moz Au (noting total historical production of 4Moz gold) ².

Cowal is Evolution Mining's flagship project, has repaid all acquisition costs and subsequent capital developing the underground operation, has at least 16 years of mine life remaining and noting a current 175,000m drilling program.

Cowal District: World-Class Gold and Porphyry Copper Terrane

- Gold corridor at Cowal hosts >14Moz gold endowment ¹
- Estimated endowment of Marsden deposit pre dismembered is ~5Mt Cu & ~8-10Moz Au ²
- Kincora's wholly owned Fairholme Project
Advanced targets adjacent to, on mineralised and structural trend, from the gold corridor at Cowal
 - Kincora has confirmed and expanded the zoned mineralised footprint at the southern Gateway prospect from 600m to 1600m, open, with priority extensions for drilling
 - Initial Kincora drilling at the northern Anomaly 2 and Driftway C anomalies have upgraded them to highly prospective targets analogous to the Marsden porphyry deposit
- Kincora's wholly owned Jemalong Project
Early stage targets adjacent to, on mineralised and structural trend, from the Marsden deposit
 - Limited prior drilling has confirmed a mineralised porphyry system (open + no regional thrust fault)
 - Three targets for drilling following similar systematic exploration approach that led to the Marsden discovery (which was led by Kincora's Technical Director, John Holliday)

^{1,2} References provided in the Appendix

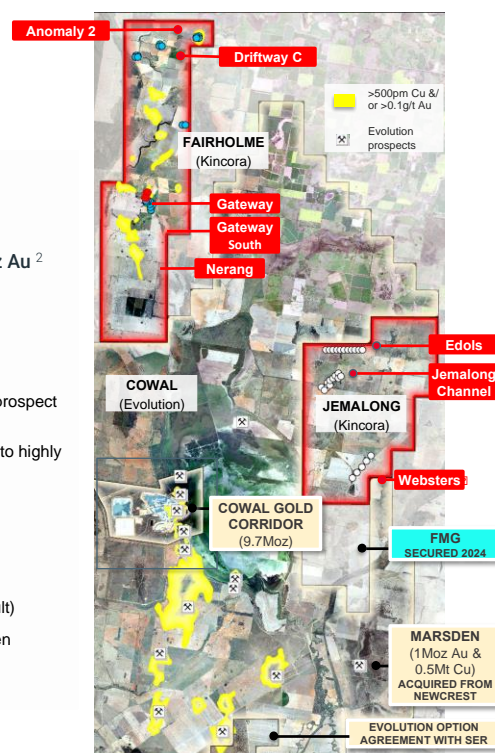


Figure 7: Fairholme – On mineralised trend and adjacent to the Cowal “gold corridor” and mine

The wider Cowal Igneous Complex hosts a approximately >20Moz gold and >5Mt copper endowment pre Marsden being dismembered

Cowal achieved record annual gold production under Evolution ownership in FY24, producing 312,644 ounces at an AISC of A\$1,338 per ounce. Operating cash flow was A\$604.9 million, sustaining capital was A\$38.6 million,

and major capital was A\$108 million. The underground mine reached commercial production in April 2024, and is positioned to ramp up to 2 million tonnes in FY25. Gold production in FY25 is guided to be 315,000 to 335,000 ounces at an AISC of A\$1,700 to A\$1,770 per ounce ³.

Modern exploration in the Cowal region commenced following the discovery of porphyry mineralisation in Goonumbla district (Northparkes), seeking to test a similar geophysical profile under generally shallow post mineral cover, with the large low grade E39 porphyry discovery and then Newcrest's discovery of the Marsden porphyry deposit within the Cowal block (current JORC resource >0.5Mt copper and >1Moz gold). The estimated endowment of Marsden deposit pre being dismembered is ~5Mt Cu and ~8-10Moz Au ¹. Newcrest undertook the majority of drilling at Fairholme, total prior explorer drilling 62,768m for 641 holes, between 1990-2005.

The last exploration prior to Kincora's involvement at Fairholme was by Kaizen Discovery earning into the project (an Ivanhoe Electric group company, chairman Robert Friedland). Despite Kaizen recognizing the potential for Cowal style structurally controlled gold deposits (including prior results such as 8m at 5.2g/t Au and 6m at 1.4g/t Au from 114m and 60m depths respectively) its focus was the copper porphyry potential and undertook exploration to moderate-deep depths (including Typhoon™ Induced Polarization/Resistivity survey, magnetics and drilling). Kaizen left the project at the start of the last commodity cycle downturn (March 2016).

Previous explorers have largely underestimated the scale potential of the gold corridor at Cowal, and no drilling (prior to Kincora) has taken place at Fairholme since Evolutions rapid resource growth with the regions higher level gold endowment now far outshining the deeper copper porphyry potential (the latter generally the focus of previous explorers).

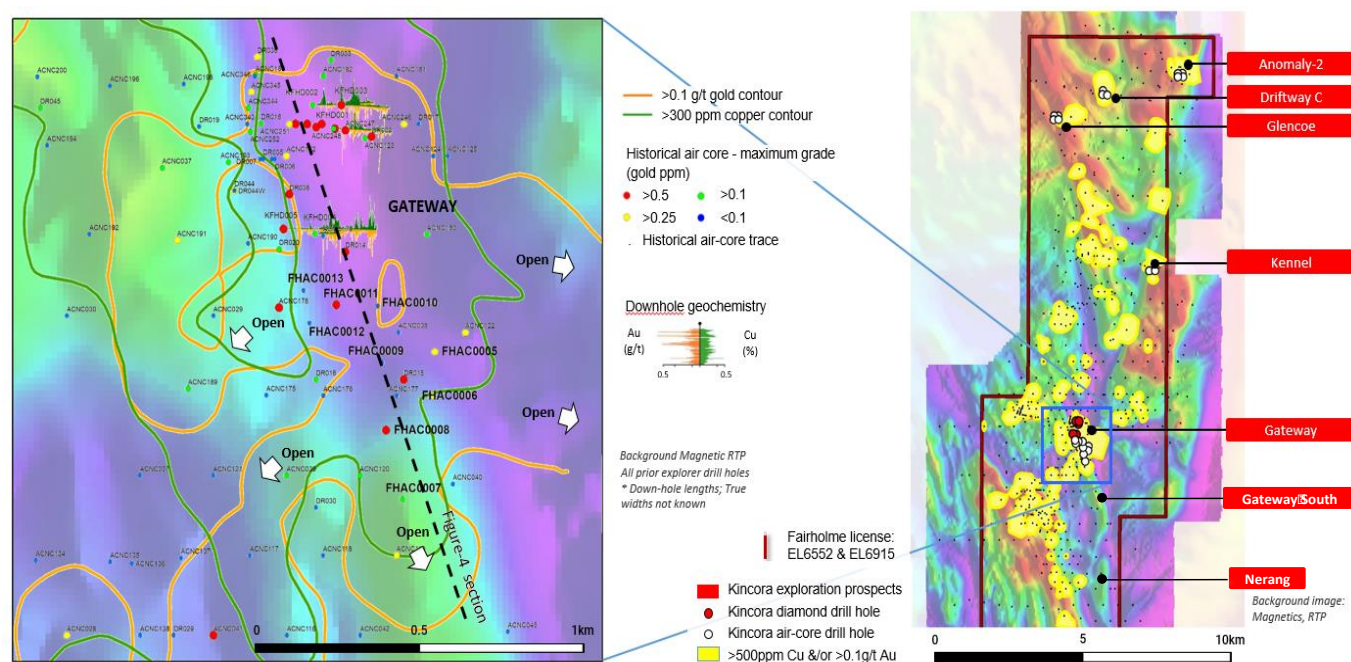


Figure 8: Gateway prospect strike >1.6km with vectors

Recent drilling returned anomalous gold and copper in all nine holes, including the 5th highest grade air-core interval to date at the Fairholme project (3.35g/t gold over 2m in hole FHAC008, noting a total of 552 prior explorer air-core holes)

The Fairholme project is host to a number of advanced to early-stage exploration prospects across a 16km north-south mineralised strike, with relatively limited effective previous drilling having identified multiple and large intrusive related mineralised systems. Kincora's strategy is not restricted to focusing on copper porphyry targets, and seeks to benefit from the various exploration techniques and successes achieved by Evolution at Cowal and other modern exploration techniques applied within the Macquarie Arc.

Kincora's initial drilling program at the Fairholme project included completion of five diamond holes at the Gateway prospect located less than 15km along strike from the five epithermal, carbonate base-metal deposits that comprise the Cowal mine.

This Kincora program was completed in 2021, identifying zonation and controls to mineralisation with a mineralised system confirmed over 600m in strike. These results assisted with the design of a second phase and follow up air-core drilling program (completed in late 2022), which successfully both extend the southern mineralised trend and strike, and confirmed higher-grade potential.

Anomalous gold and copper results were returned in all nine air-core holes across a ~900m strike including the fifth highest grade air-core interval to date at the Fairholme project (3.35 g/t gold over 2m, from 52m in hole FDAC008).

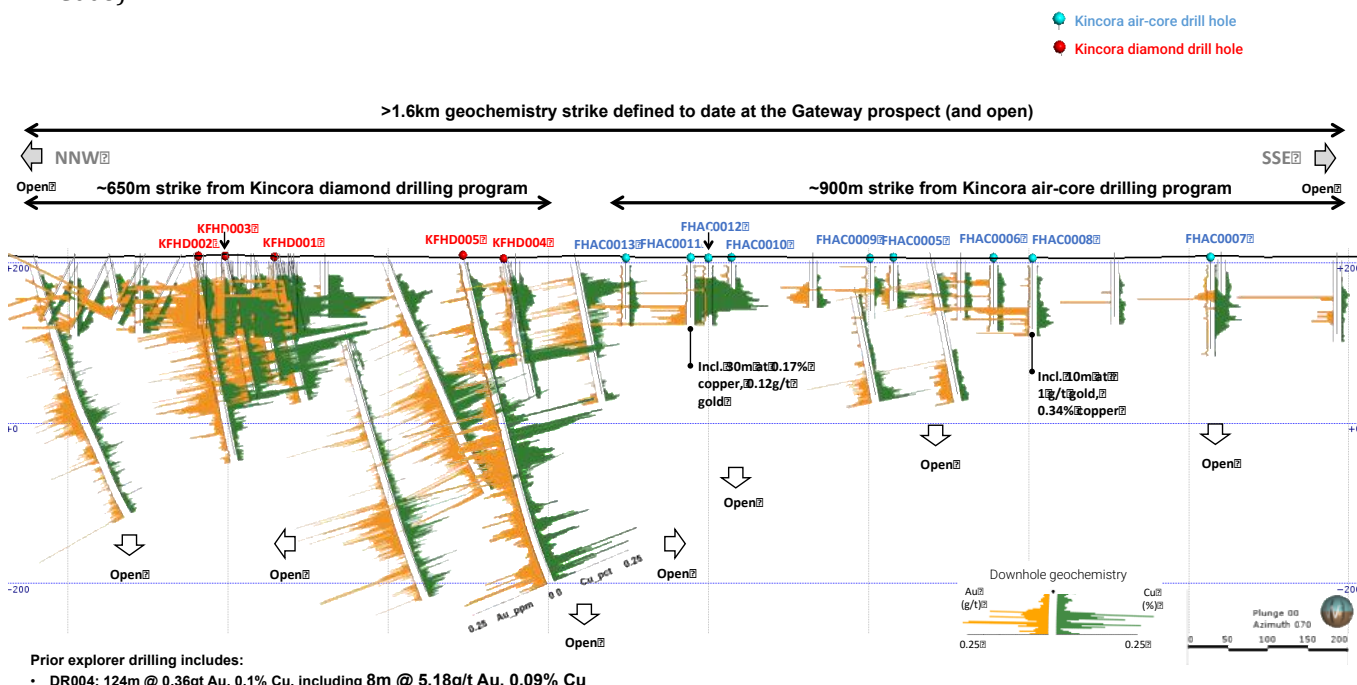


Figure 9: Gateway long section illustrates extensive mineralised system largely untested at depth and open
Long section to Figure 8

The first phase diamond drilling and second phase air-core program have confirmed a zoned and structurally controlled mineralised corridor across a greater than 1.6km strike at Gateway (and open). Plans are to continue to test the southern strike potential at the Gateway South and Nerang targets, which are situated on the key regional structure interpreted to be associated with the structurally controlled “gold corridor” at the adjacent Cowal gold mine.

Kincora was awarded during December 2021 a A\$200,000 project drilling grant for the diamond and air-core drilling programs at the Gateway prospect under the New Frontiers Cooperative Drilling program from the NSW Government.

Subsequently, the 2022 Kincora air-core program also tested four other prospects, being the first drilling at these prospects since 1997. The program was analogous to the original Geopeko reconnaissance RAB drilling to bedrock program over many targets, largely selected on the basis of geophysical data and insufficiently followed up geochemical data. That program by Geopeko ultimately led to the discovery of the Cowal gold-base metal deposits and is an exploration strategy Kincora is looking to further replicate.

The Kincora air-core program successfully converted two of the four anomalies drilled to highly prospective targets. All holes drilled at the Driftway C target returned broad anomalous copper, including end of hole

primary mineralisation. At the Anomaly 2 target, all holes drilled returned anomalous copper, with intrusion related anomalous copper and gold noted in half the holes.

Follow up air-core and diamond drilling programs have been designed to expand the open near surface footprints and evaluate the untested potential for structurally controlled gold and/or porphyry gold-copper related systems at shallow to moderate depth at the Gateway (South), Nerang, Driftway C and Anomaly 2 targets (Figures 9 & 10).

Discussions with potential asset level partners continue, assisted by Kincora securing 100% ownership of the project in December 2023, recent significant corporate activity in the Macquarie Arc, the recent significant resource growth at Cowal, increasing recognition of the size and age of the Marsden deposit (pre being dismembered) and profitability of the underground development of the Cowal mine.

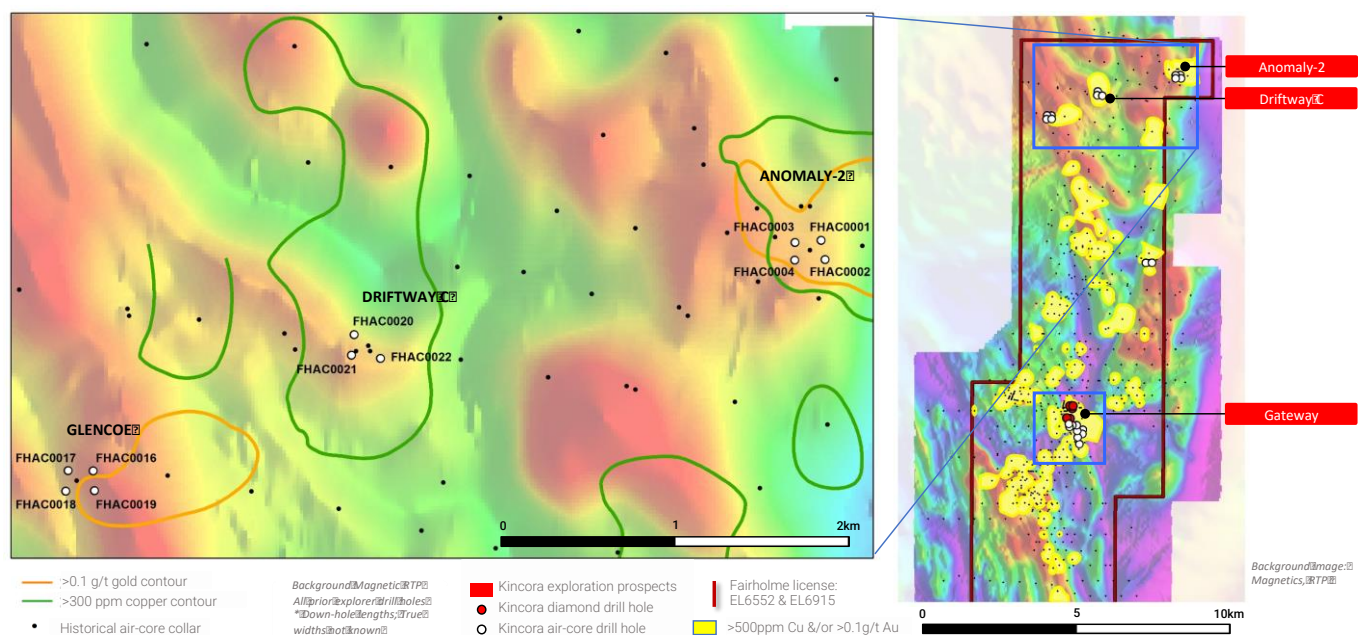


Figure 10: First drilling at northern prospects since 1997 delivers

Anomaly 2 and Driftway identified as highly prospective follow up targets - all Kincora holes returned anomalous copper

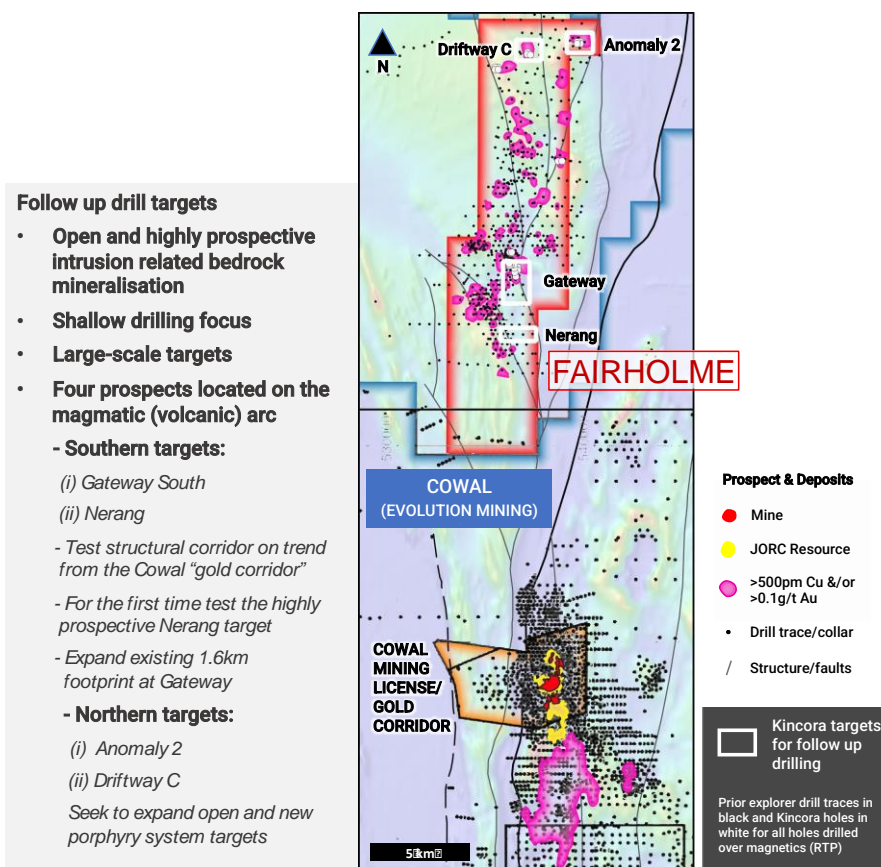


Figure 11: Four large-scale prospects identified for follow up drilling

In December 2023, Kincora consolidated a 100% interest in the Fairholme project

Further details and technical disclosures for the Fairholme project, and neighbouring Cowal mine, are available on Kincora’s website.

References:

¹ Koonenberry Gold March 10, 2025 release “Newmont commences drilling at Fairholme Cu-Au JV Project”

¹ Evolution Mining annual reserves and resources statement &/or presentation at the Mines & Wines September 2024 conference

² Sourced from Evolution Mining’s website (<https://evolutionmining.com.au/cowal/>)

Fairholme & Jemalong Projects



Advanced to earlier stage gold +/- copper targets with Cowl & Marsden equivalent grades



Standout large scale targets



Plans to follow up drilling at 8 target areas

- similar programs to current drilling activities at Magmatic Resources' Wellington North Project, Waratah Minerals' Spur Project and that led to the discovery of the Marsden porphyry deposit

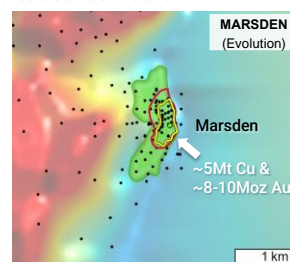
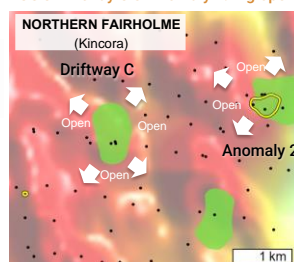


Recent comparable peer option/earn-in agreements between Gold Fields and privately held explorer Gold & Copper ¹

¹ Reference provided in the Appendix

Cowal District Intrusive Complexes

KCC's Driftway C & Anomaly 2: Big open anomalies the size of Marsden



KCC's Gateway: Extensive gold corridor of similar strike & structures to the Cowal gold corridor

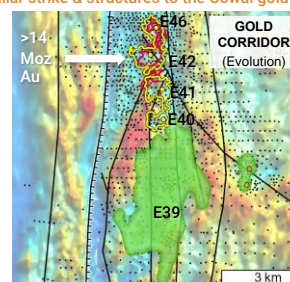
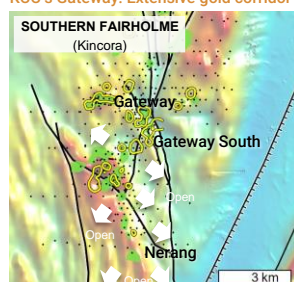


Figure 12: Cowal District Intrusive Complexes

The Cowal-Marsden block of the Junee-Narromine Belt is a world-class geological setting

Jemalong Project (Macquarie Arc porphyry)

The Jemalong project is located in the southern sector of the Junee-Narromine Belt of the Macquarie Arc in the Cowal block with license contiguous to Evolution Mining's flagship Cowal project, immediately on the other side of Lake Cowal, and ~12km north of the Marsden gold-copper porphyry deposit (~1Moz Au and ~0.5Mt Cu resource, estimated endowment pre being dismembered ~5Mt Cu and ~8-10Moz Au ¹). In February 2024, FMG secured the license immediately adjacent to the south of the Jemalong project and in October 2024, Evolution Mining pegged the open ground immediately adjacent to the north and north-west extending to the Fairholme license boundary.

Jemalong was previously the focus of limited drilling by BHP and Newcrest targeting a major low-grade, high tonnage gold deposit amenable to open pit mining and hosts the potential for higher grade alkalic gold-copper porphyry systems (similar to Marsden) and/or intrusion related gold-base metals systems (similar to Cowal).

Kincora has identified three targets at the Jemalong project for drilling:

- Limited drilling has confirmed a mineralised porphyry system (open) at the Jemalong Channel prospect with step-out drilling required,
- Maiden drilling proposed at the Edols and Webster prospects, testing similar targets and settings that lead to the discovery of Marsden.

These targets have designed drill programs following similar systematic exploration approaches to that, which resulted in the Marsden discovery (which was led by Kincora's Technical Director, John Holliday). The programs were successful with winning grants in the fourth round of the NSW Government's New Frontiers Cooperative Drilling grants program (December 2021). However, due to significant regional and project level flooding the programs were not completed prior to the June 2023 funding deadline.

Discussions with potential asset level partners continue, assisted by Kincora securing 100% ownership of the project in December 2023, recent significant corporate activity in the Macquarie Arc, pegging activities in the immediate district, the recent significant resource growth at Cowal, increasing recognition of the size and age of the Marsden deposit (pre being dismembered) and profitability of the underground development of the Cowal mine.

Further details and technical disclosures for the Jemalong project are available at:

[https://kincoracopper.com/jemalong-project/ including an extensive project level presentation \(December 2023\).](https://kincoracopper.com/jemalong-project/including-an-extensive-project-level-presentation-(December-2023))

References:

¹ Evolution Mining annual reserves and resources statement &/or presentation at the Mines & Wines September 2024 conference

Trundle Project (Macquarie Arc porphyry)

The Trundle project is located in the Junee-Narromine volcanic belt of the Macquarie Arc, and between the Northparkes mine, Australia's second largest porphyry mine, and the Sunrise Energy Metals' large long life Sunrise development stage, battery materials complex which is in immediate proximity to the Platina scandium project (latter acquired by Rio Tinto in 2023). Northparkes was acquired by Evolution Mining in December 2023, and hosts a total metal endowment of over 24Moz AuEq within a series of 22 porphyry discoveries, 9 with positive economics.

Kincora has undertaken an extensive drilling program at Trundle between 2021-2024, having drilled 27,040 metres (including 25,485 metres for 39 diamond holes and 1,555 metres for 50 air-core holes), which has resulted in three new discoveries to date with extensive mineralised systems across a greater than 10km strike.

The Company's 2023 drilling program included 5 diamond holes for 1,972m testing four adjacent mineral systems (see Figure 15). All holes have intersected zones of gold-copper mineralisation at shallow depths with broader lower grade intervals and localised higher-grade intervals, supporting the concept for a cluster or series of standalone porphyry deposits. Follow up drilling programs have been refined, and in December 2023 Kincora consolidated 100% ownership of the project.

During 1H'2023, two neighbouring explorers also undertook drilling at the western and southern extensions of the Trundle project. Fortescue Metals Group ("FMG") completed drilling immediately adjacent to the south, testing the potential southern extension and associated magnetic anomalies of the 3.2km mineralised and magnetic corridor Kincora drilled during 2023 testing at the Dunn's-NE Gold Zone-Botfield prospects. Rimfire Pacific Mining completed a two rig program on the neighbouring western license, one drilling its Valley target adjacent to the northern section of the Trundle project, testing the western undercover extension of Kincora's Mordialloc target.

Historically small base metal and gold occurrences were mined at the Trundle project with a combination of open cut and underground workings. Numerous groups have carried out mineral exploration over the last 40 years (the last prior to Kincora being Robert Friedland's High Powered Exploration, a predecessor company to Ivanhoe Electric Inc (NYSE American: IE; TSX: IE), until the last commodity cycle downturn) focusing on porphyry copper-gold mineralisation associated with shoshonitic Ordovician igneous rocks like those at Goonumbla (Northparkes) and Cadia.

A total of 61,146m for 2208 holes of prior explorer drilling, mainly air-core, has taken place with over 90% of holes within 50m from surface. Extensive near surface mineralisation has been defined along a 10km north-south strike length with coincident (and largely untested) magnetic anomalies. Prior to Kincora only 11 holes have previously been drilled to depths greater than 250m.

Kincora has recognized that despite various positive indicators supporting deeper drilling that there had been a lack of drilling to intersect porphyry systems at depths similar to those at Cadia (>90Moz AuEq, host to five main

porphyry and two skarn deposits), Northparkes (>24Moz AuEq, host to 22 porphyry discoveries, 9 of which have positive economics) and/or the more recent Boda-Kaiser discoveries (~15Moz AuEq and growing).

- Northparkes is Australia's second largest porphyry mine and was acquired by Evolution Mining in December 2023

- Continuous production since 1994 with first quartile cash costs
- 5.5Moz Au and 4.5Mt Cu endowment
- Series of 22 porphyry discoveries, 9 with positive economics

- In March 2024, FMG earned into Magmatic's Myall exploration project

- Targeting a Tier 1 copper-gold discovery
- Regionally significant intrusive complex north of Northparkes
- Flagship targets >2km mineralised strike

- Kincora's Trundle project hosts an extensive mineralised system covering a >10km strike

- Brownfield setting within part of the Northparkes intrusive complex
- Three new discoveries to date by Kincora
 - including the largest mineralised skarn in NSW (size of the skarn thought indicative of the size of the causative intrusive source(s))

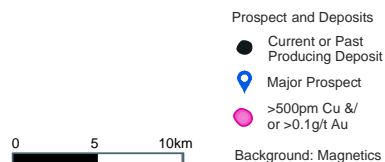


Figure 13: Junee-Narromine Belt in the Myall-Northparkes-Trundle district

Hosts large intrusive complexes – see insert Regions in Figure 14

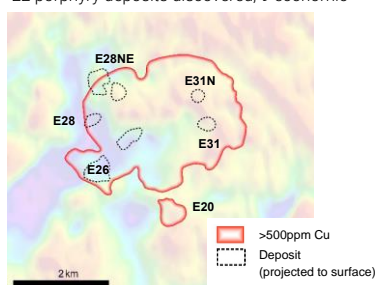
Subsequently, Kincora's approach has been to develop a detailed 3D model to advance and refine geological interpretations, to identify mineralised trends, then rank and test targets. A key advancement has been the development of this 3D working model, based upon the observed and updated geological logging, and also incorporating the structural, alteration, geochemical and mineralogical results, coupled with geophysical inversions. This significantly improved geological understanding and has both guided and justified deeper drilling.

Before the 2023 phase of drilling, Kincora had completed 34 diamond holes for 23,513m with a focus in the southern portion of the license at the Trundle Park prospect with 25 holes and 16,224m (up to 1,032m depth). To date, Kincora has discovered two new porphyry intrusion areas (the Eastern and Central Zones) with associated skarn horizons, and more recently a down faulted extension to the wider system to the south - the "Southern Extension Zone" ("SEZ").

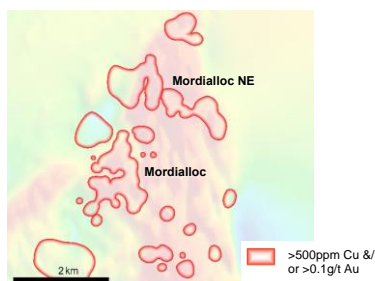
- Multiple advanced gold-copper targets stepping out from existing large intrusive systems
- Shallow drilling focus
- Plans to follow up drilling at 6 target areas
 - Similar setting and targets to Magmatic Resource's Myall Project (subject to the recent Earn-In/JV agreement with FMG)

Region 1: Northparkes Porphyry Cluster

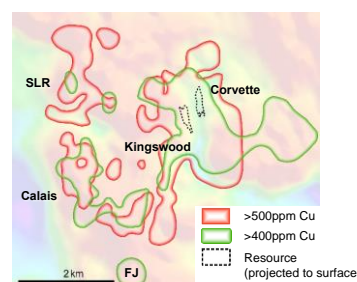
- 80% interest for US\$475m by Evolution in Dec 2023
- 5.5Mt Cu & 4.5Moz Au
- 22 porphyry deposits discovered, 9 economic

**Region 3: Trundle: Mordialloc Prospects**

- Limited deeper drilling returns broad mineralisation
- Large co-incident geochemical & geophysical targets in confirmed fertile Macquarie Arc system

**Region 2: Myall Porphyry Project**

- \$14m earn-in for 75% with FMG in March 2024
- 0.354Mt CuEq maiden resource

**Region 4: Trundle: Dunn's to Botfield Prospects**

- 3 new Kincora discoveries so far, including
- SEZ: 34m @ 1.45g/t Au, 0.25% Cu
- Trundle Park: 51m @ 1.17g/t Au, 0.54% Cu

Multiple step out drill targets

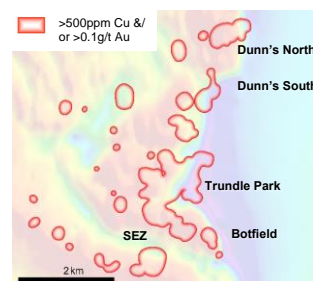


Figure 14: The Trundle projects hosts large mineral systems in the north and south of the license, comparable in scale to the existing mine and earn-in partner exploration projects in the immediate district

Insert Regions from Figure 13. Kincora has consolidated 100% ownership of the project and refined up to seven high priority drill targets

The skarn system at the Trundle Park prospect is currently believed to be one of the largest mineralised skarn systems in NSW, with the size of the skarn system providing significant encouragement for the size and metal tenor of the causative porphyry sources.

In late 2022, Kincora announced the highest primary mineralisation to date at the Trundle project in hole TRDD032 which returned: 34m @ 1.45 g/t Au, 0.25% Cu in skarn, including an interpreted porphyry vein that drove 2m at 19.9 g/t Au, 2.43% Cu, within a broad interval of 104m @ 0.59g/t Au and 0.11% Cu. While the interpreted porphyry vein in hole TRDD032 was less than 5 millimeters width, it was very high grade, within a 40cm semi-massive interval that drove the 19.9g/t Au and 2.43% Cu over a 2 metre sample. The newly identified and interpreted first direct porphyry vein in the SEZ provides strong evidence for potential ore grade porphyry vein mineralisation.

Prograde and retrograde skarn alteration and mineralisation have been returned in all four holes to date within the SEZ (holes TRDD029-32), with no causative porphyry intrusive source yet confirmed. Ore grade gold-copper in skarn has been intersected within the SEZ over a 330m SSE strike and 225m W-E wide system, which is open, with drilling in 2023 extending this system across a major regional fault into the Botfield prospect. The intersected tabular, bedded, mineralised skarn system across multiple horizons (with greater than 120m cumulative skarn widths in three of the four holes in the SEZ) has assisted to provide various geological vectors for follow up drilling.

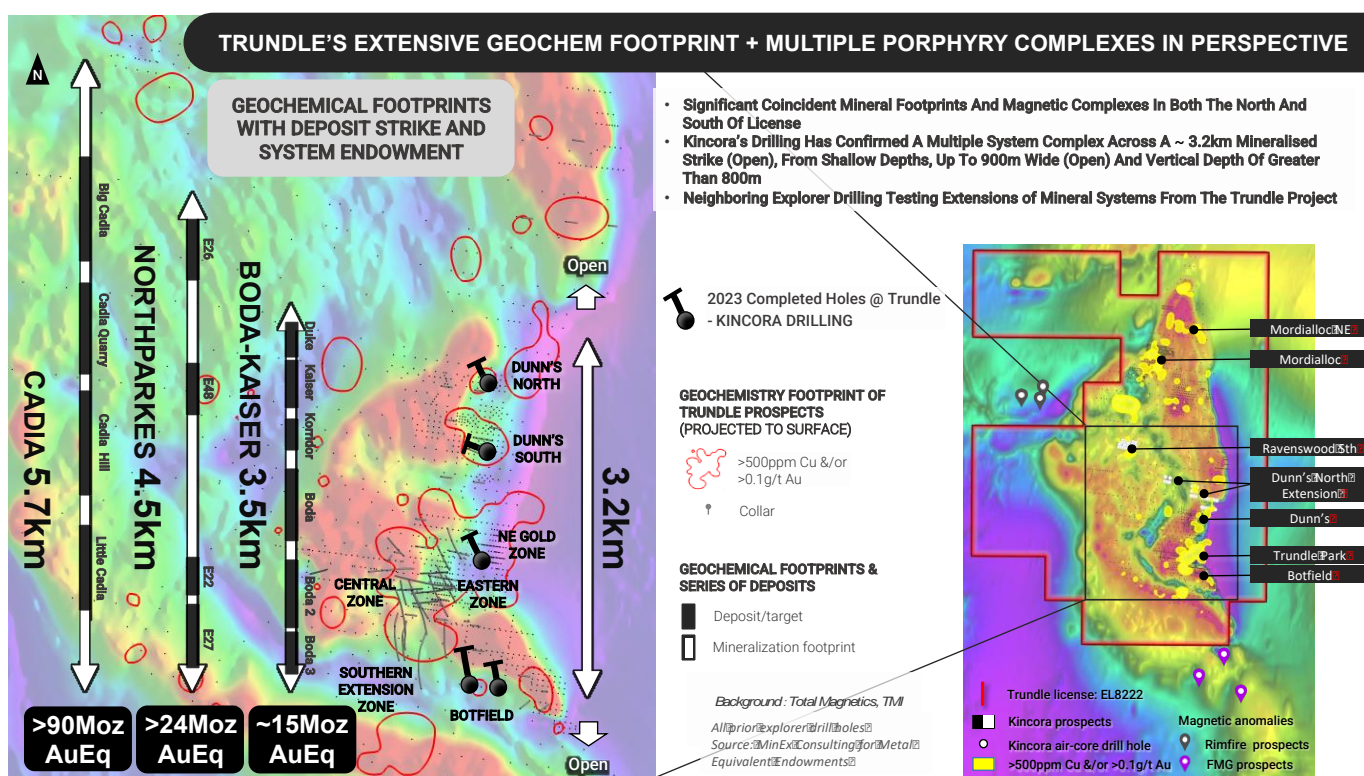


Figure 15: Kincora 2023 drilling at Trundle has confirmed an extensive multiple system gold-copper complex

A 3.2km gold-copper mineralised strike remains open to the north and south, confirmed up to 900m wide (open) and a vertical depth of greater than 800m

The Company's 2023 drilling program sought a change in strategy by testing multiple adjacent mineral systems applying learning's and vectors from Kincora's previous focused target specific drilling campaigns and followed detailed external and internal technical reviews.

These reviews, including extensive relogging of core, assisted refined geological interpretations and reconcile grades in the Eastern and Central Zones at the Trundle Park prospect with vectors from a distal, proximal and then interpreted centres of those respective systems. Two examples of previously unidentified causative intrusives have been noted (for holes TRDD001 and TRDD015) within a zoned, multiple phase, moderately developed, porphyry intrusive system typical of the Macquarie Arc. Such systems typically form in clusters of vertically extensive intrusive porphyry systems within big and highly altered footprints. As Figure 15 illustrates, extensive highly altered and anomalous mineralised footprints are evident at the Trundle project, both in the north (at the Mordialloc prospects) and south (at the Dunn's-Trundle Park-Botfield prospects).

Kincora's drilling strategy prior to the 2023 campaign at the Trundle Park prospect had expanded the mineralised footprint to 700m. The 2023 program comprised five diamond drill holes at four adjacent but separate mineral system targets and expanded the wider system to a 3.2km mineralised strike, from shallow depths, up to 900m wide (open) and vertical depth of greater than 800m.

The observed alteration and mineralisation at each prospect drilled during this program are interpreted to be analogous to a proximal setting in comparison to the deposits at Northparkes and Cadia mines.

Highlights include:

- Dunn's North** - hole TRDD035:
 - 12.5m @ 2.77g/t gold from 77.5m, including 2m @ 14.2g/t gold
 - First Kincora hole at the Dunn's North prospect

- Multiple phase mineralised complex with porphyritic quartz-sulfide veins occurring in both near surface intrusive bodies and volcanic sandstone wall-rock
- Geophysical profile and target explained with the original geological target failed to be tested and remaining open
- **Dunn's South** – hole TRDD036: 44.4m @ 0.36g/t gold, 0.19% copper and 41ppm molybdenum from 52.5m, including:
 - 8.6m @ 1.21g/t gold, 0.26% copper and 90ppm molybdenum from 65.9m
 - 4.5m @ 0.50g/t gold, 0.79% copper and 180ppm molybdenum from 92.4m
- First Kincora hole at the Dunn's South prospect, drilled ~640m south of TRDD035 at Dunn's North
- Multiple phase intrusive complex with zones of higher gold-copper and molybdenum grades suggesting a proximal setting
- Geophysical profile and target explained with the original geological target failed to be tested and remaining open
- **North-East Gold Zone** - TRDD038: 135.5m @ 0.23g/t gold, 0.02%, 10ppm molybdenum from 220.5m
 - A step out hole that has returned the strongest and longest interval of potassic alteration with sulphides at the Trundle project
 - Associated with both multiple phase intrusions and adjacent volcanoclastic wall-rocks, including a molybdenum zone near end of hole
- **Botfield** – hole TRDD037: First Kincora hole at the Botfield prospect and testing a regionally significant magnetic anomaly
 - High grade veins and mineralised skarn from 112m and 330m vertical respectively:
 - 2.9m @ 0.95% Cu, 0.62g/t Au (from 129-132m), including 0.9m @ 2.24% Cu, 1.75g/t Au
 - 31m of magnetite skarn hosted anomalous gold and copper (from 393-424m)
 - Working interpretation is the western portion of Botfield is an uplifted block (~500m) in comparison to the similar and adjacent magnetite skarn intervals at the SEZ discovery
- Botfield** – hole TRDD039: Follow up to TRDD037 stepping out 260m to the east.
 - High grade veins and mineralised skarn from 80m and 240m vertical respectively:
 - Strong hydrothermal hematite-silica alteration overprinting feldspar altered volcanoclastic conglomerate and coarse banded chalcopyrite-pyrite vein (from 92-94m) with 4m @ 0.17 g/t Au, 0.28% Cu
 - ~40m of retrograde magnetite (massive) skarn with 25m @ 0.10g/t Au, 0.07% Cu (from 270m vertical depth), cut by carbonate-chalcopyrite veining at 288.6m downhole.
 - Working interpretation is that the skarn system at Botfield continues towards (and also to surface) the east and is associated with historical informal workings on its most eastern limit

The causative porphyry source and fluid pathway is yet to be confirmed for the >900m NW-SE trending mineralised magnetite skarn intersected by Kincora drilling in the SEZ and Botfield prospects (open on strike and depth). Alteration and garnet zone zonation, coupled with metal tenure and interpretation of regional

structures also supports an untested 750m N-S by 200m E-W corridor (named “*The Gap*”), and open further to the south, that remains prospective for causative porphyry intrusions and the source of the mineralisation in the skarns.

In the northern section of the license, Kincora’s drilling has intersected an extensive broad lower grade, multiple phased and zoned intrusive porphyry systems, with zones of moderate copper grades, at the Mordialloc and Mordialloc N-E targets, with alteration and mineralisation providing vectors for follow up drilling across a large magnetic anomaly complexes.

Follow up air-core and diamond drill hole programs have been designed to test for open porphyry type mineralization at up to seven prospects, from the north and towards the south of the license:

- To expand the geochemical foot print for copper-gold and search for intrusions through bedrock mapping by way of shallow (to basement) air core drilling at the Mordialloc South and Dunns North-Waynes’s target areas, in turn helping to focus deeper level drilling under anomalous areas.
- Existing prospect anomalous surface and down-hole gold-copper results at Mordialloc NE, Mordialloc, Mordialloc South, Dunn’s North-Waynes, Dunn’s Central, Dunn’s South and The Gap (between Botfield and the SEZ) by way of diamond drill testing below target areas

Discussions with potential asset level partners continue, assisted by Kincora securing 100% ownership of the project in December 2023, recent significant corporate activity in the Macquarie Arc and pegging/corporate activity in the immediate district,

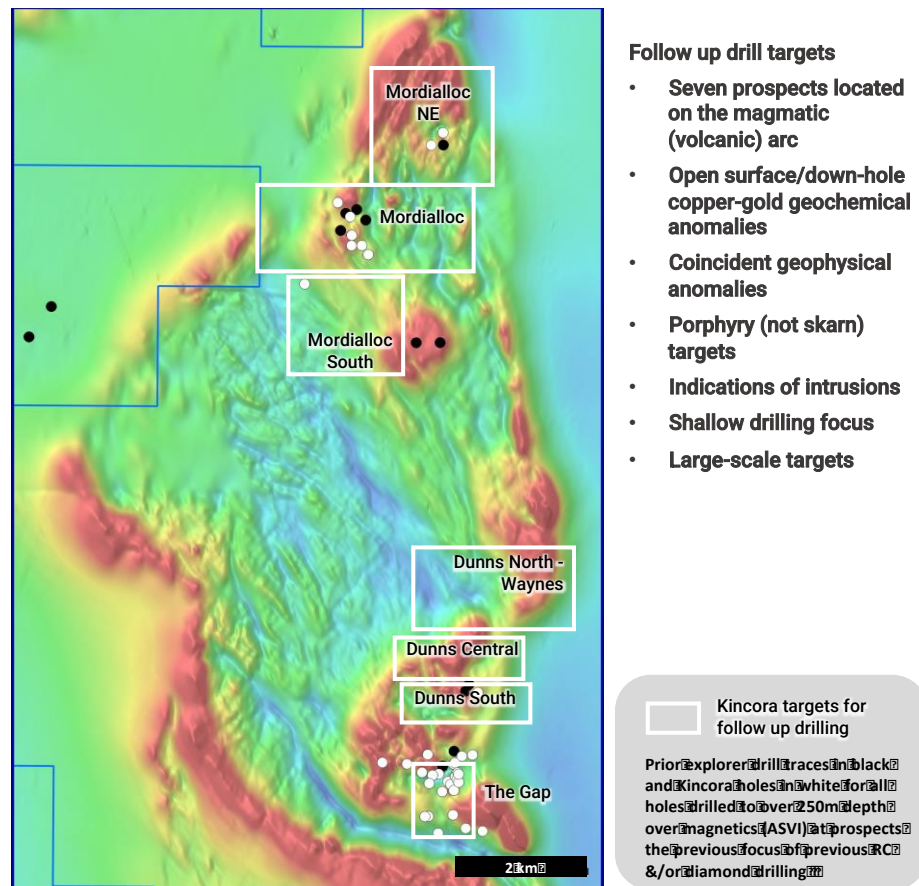


Figure 16: Seven large-scale, separate porphyry prospects identified for follow up drilling

In December 2023, Kincora consolidated a 100% interest in the Trundle project

For further details on Kincora's results and technical disclosures from the Trundle project please refer to the March 21st, 2023 *"Drilling at Trundle intersects shallow mineralisation"* and May 10th, 2023 *"Extensive multiple system porphyry complex confirmed at Trundle"* press releases.

Further details on the Trundle project, and neighbouring Northparkes mine, are also available on Kincora's website.

Condobolin project (Cobar Superbasin)

The Condobolin Base Metal District ("CBMD") has a substantial mining history as a high grade gold and base metals field (lead, zinc and copper, as well as silver) within the southern and lesser explored sections of the Cobar Superbasin.

The CBMD was historically the focus of 25 informal open pit operations (peak late 1800's-early 1900's), with mining impacted by the water table (generally 70-90 metre depth) and exploration by the weathering profile (generally 30 metre depth).

Limited modern exploration has taken place despite significant new discoveries in the Cobar Superbasin within similar settings and utilising modern, quick and cost-effective district scale airborne geophysics. Within the immediate district, Kingston Resources (ASX: KSN) has significantly expanded the resources and restarted hard rock mining at the Mineral Hill mine, Talisman Mining (ASX: TLM) has recent new exploration success at its Rip N Tear and Durnings targets (to both the immediate north and south of Mineral Hill), while Australian Gold and Copper (ASX: AGC) has excited the market with its new potential district scale discovery at its Achilles target located within the south western extension of the Cobar Superbasin.

The Condobolin project is located approximately 40km south from the mill at Mineral Hill and north of the Condobolin town (which is the primary source of employees to Mineral Hill operation).

Kincora has recently consolidated a 100% ownership and the interpreted near surface potential associated within the CBMD, total project size 207.4km² across two adjacent licenses, and in 2023 completed a maiden drilling program, testing new geological concepts and targets at the Meritilga, Phoenix and Tilga prospects.

Three single scout drill holes completed at each prospect has identified the presence of shallow level (near surface) gold and gold-silver-base metals in basement rocks. The program sought to confirm new geological concepts and has indicated the along strike potential across an open 2.7km northeast-trending strike with demonstrated potential for higher grade precious metals tenor, including most recent assay results of up to 9.1 g/t gold and 530 g/t silver. Following the successful first phase Kincora drill program, exploration plans and drilling permits are in place to test the Meritilga and Piebald prospects, with consideration to also undertake airborne geophysics across the full project and the expectation of further targets being generated below shallow post mineral cover.

The first and northeastern diamond hole CDDH001 at the Meritilga prospect returned promising results. CDDH001 intersected broad near surface gold and silver, with ore grade intervals, observed to be with multiple laminated and colloform banded quartz-sulphide veins and also in breccia zones with quartz-sulphides, with the mineralising system open further to the north, northeast, along strike towards the southwest and down dip.

To the southwest, gold, silver and base metals (copper, lead and zinc) were intersected in chips from reverse circulation hole CDRC002 at the Phoenix prospect, with the prospect area open towards the southwest, north and the northeast. This is a very significant mineralising precious-base metal system, with further potential to test and expand the scale of this system along strike and down dip.

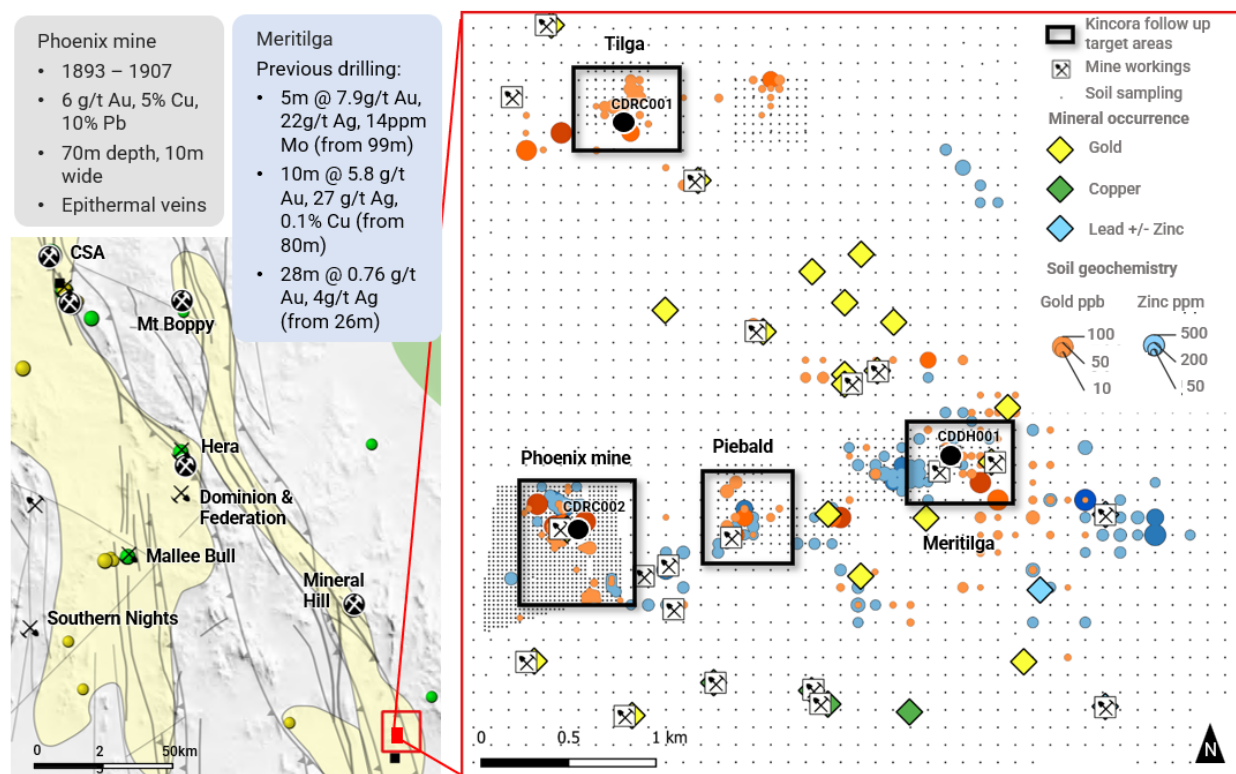


Figure 17: Shallow level gold-silver-base metal targets confirmed
Maiden Kincora scout drilling program completed at the Condobolin project

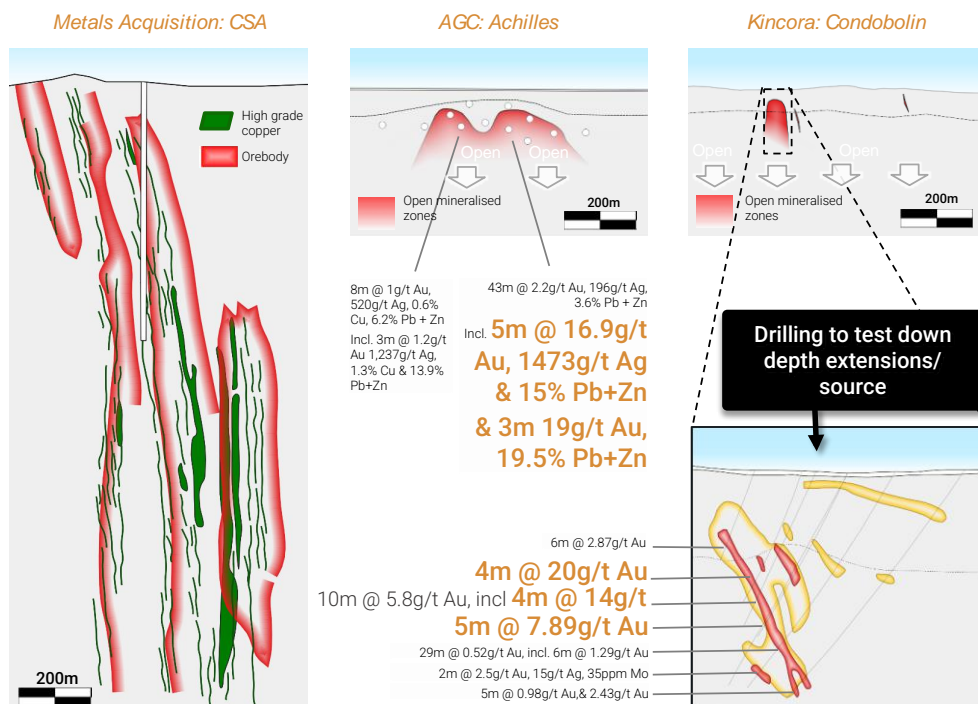


Figure 18: Recent exploration successes in the district illustrates favourable grade and vertically extensive systems
New geochemistry-geophysical programs have yield new targets and high-grade discoveries in southern Cobar districts

Mineralisation within the CMBD is hosted in colloform banded quartz veins and shear zones within meta-sedimentary units, inferred to be the Ordovician Girilambone Group. The quartz veins are associated with pyrite, arsenopyrite, chalcopyrite, sphalerite, galena, silver and gold.

The mineralisation is inferred to have been emplaced syn- to post-thrusting and is also associated with multiple pulses of mineralisation. The source of the mineralisation is interpreted to be magmatic and potentially related to vertically extensive and reduced intrusive systems, typical of other Cobar Superbasin mineral systems.

Kincora's maiden drilling program sought to test new geological concepts for the controls of mineralisation at three existing high-grade gold-base metal targets; the Meritilga; Phoenix; and, Tilga prospects – see Figure 17 - testing several NW-SE trending mineralised intervals that appear to be structurally controlled and also similar to the regional NW trending lineaments defined by magnetics. These NW trends are also evident in soil and rock chip sampling geochemistry and had not been adequately drill tested previously (Figure 17).

The three prospects are located within a 2km radius of each other, and the 2023 programs results, combined with further targets across the project, support the concept of a potential hub and spoke development scenario.

High grade, near surface gold drill targets have been identified for follow up in addition to a district scale geophysical program across the full Condobolin Base Metal District.

Further details and technical disclosures are available on Kincora's website.

Southern Gobi, Mongolia portfolio

After being one of the leading explorers and project generator juniors in the Mongolian copper sector in 2019/20 Kincora's focus pivoted to NSW.

Since then Kincora has capital efficiently advanced the Mongolian portfolio, including securing an initial mining license, announcing a maiden JORC resource and updated exploration target, and, making a new (third) intrusive complex discovery at the Bronze Fox Project.

A strategic review process was undertaken for the wholly owned Mongolian portfolio seeking to maximize value for Kincora shareholders and streamline focus to the NSW portfolio.

The flagship Bronze Fox Project of this portfolio covers 175km², is located approximately 450km south of the capital Ulaanbataar and within trucking distance to the worlds largest consumer of copper, China.

Bronze Fox hosts three near surface, large and relatively underexplored intrusive complexes (one of which has never been drilled), and has the potential to be the fourth emerging porphyry district within the world-class Southern Gobi porphyry belt.

This belt is one of the most rapidly emerging new infrastructure and copper districts anywhere in the world where:

- (i) the Oyu Tolgoi Project is set to be the worlds fourth largest copper mine by 2030 (operated by Rio Tinto, in partnership with the Mongolian government, located <200km from Bronze Fox),
- (ii) Tsagaan Suvarga Project is a >US\$1b capex greenfield construction stage project (privately owned, located <50km from Bronze Fox), and,
- (iii) Kharmagtai Project is at a final investment decision (operated by Zijin Mining, in partnership with Xanadu Mines, located <150km from Bronze Fox).

Mongolia: Exposure to the Rapidly Emerging Southern Gobi

Attractive exposure to the fourth emerging porphyry district (Bronze Fox) in the Southern Gobi¹

- Region is one of the fastest growing sources of global copper (& coal)
- Kincora is the largest shareholder in Orbminco Limited ("OB1":ASX, formerly Woomera Mining) having vended the Bronze Fox project, retaining carried interest or cash payment + NSR asset level upside

All but one of the 16 first phase holes have returned significant copper intervals²

- Maiden operated & funded program by Orbminco in 4Q'2024 sought to:
- 1. Infill existing >400kt copper + >400koz gold JORC resource (Total inferred mineral resource estimate of 194.1Mt at 0.26% CuEq, at a 0.2% CuEq cut-off to a depth of approximately 325m below surface²)
- 2. Satisfy second mining license conversion

Maiden mapping, trenching & drilling confirms expansion and higher grade potential of existing JORC resource (highlights):^{2,3}

- **Hole F111:** 26m @ 0.91% CuEq from 14m (with up to 8.29% Cu)
 - **Hole F109:** 486m @ 0.21% CuEq from 352m
 - **Trench:** 17m @ 0.5% Cu & 0.34g/t Au (incl. 6m @ 1% Cu & 0.6g/t Au)
- Geophysics expected from March to refine higher grade & new targets
High impact shallow drilling to follow up at two underexplored & large porphyry complexes (western strike at Bronze Fox & Shuteen North)

^{1,3} References provided in the Appendix

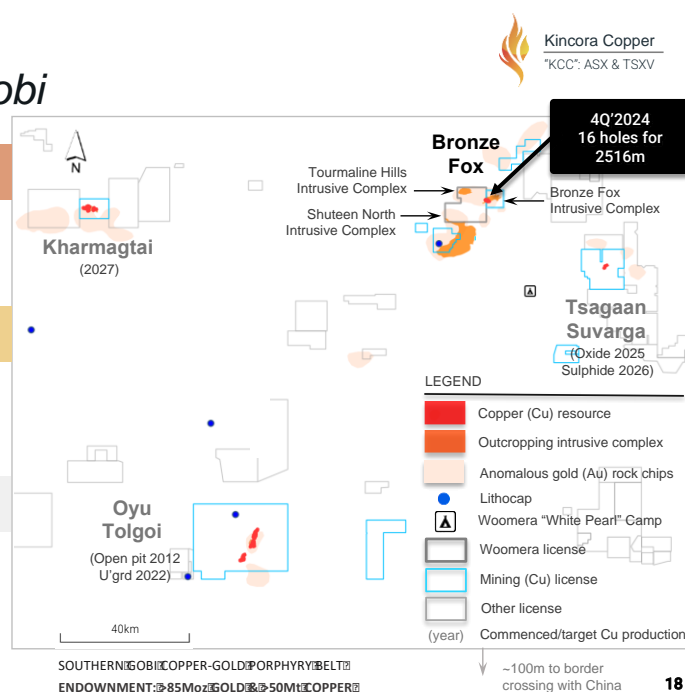


Figure 19: Recent exploration successes in the district illustrates favourable grade and vertically extensive systems
New geochemistry-geophysical programs have yield new targets and high-grade discoveries in southern Cobar districts

The Bronze Fox project hosts a Mineral Resource Estimate of 194Mt at 0.26% copper equivalent (CuEq) at a 0.2% CuEq cutoff within a notional pit shell to a depth of approximately 325m below surface at the West Kasulu prospect (cut off grades and pit shell depth profiles mirroring the Kharmagtai project). There is an additional Exploration Target for the West Kasulu prospect of between 100Mt and 300Mt at 0.25% to 0.35% CuEq.

The West Kasulu prospect is interpreted to be an eroded and less prospective section of one of three very large intrusive complexes at the Bronze Fox Project with all three intrusive complexes offering significant exploration upside.

In 3Q'2024, Kincora announced a deal with Woomera Mining Limited (Woomera, ticker WML) for the wholly owned subsidiaries that own the Mongolian asset portfolio.

In line with Woomera's change in strategic direction focusing its activities on the Mongolian projects, in December 2024 (post shareholder approvals), it changed its name to Orbminco Limited (Orbminco, ticker OB1).

From the deal with Orbminco, Kincora has retained attractive upside to the Mongolian portfolio by:

- via an earn-in; and,
- a carried interest or cash payment and Net Smelter Royalty (NSR) deal structure.

Shortly after closing the agreement with Kincora in 4Q'2024, Orbminco undertook a maiden operated and funded drilling program seeking to:

- Infill and test the depth extent potential of the existing >400kt copper + >400koz gold JORC resource
- Satisfy the conditions for a second mining license conversion

All but one of the 16 first phase holes have returned significant copper intervals with highlights including:

- Hole F111: 26m @ 0.91% CuEq from 14m (with up to 8.29% Cu)
- Hole F109: 486m @ 0.21% CuEq from 352m

Field work and geophysics are expected from March 2025 to advance and refine higher grade and new targets with high impact shallow drilling expected to follow up at two underexplored and large porphyry complexes, the western strike at Bronze Fox and Shuteen North.

The Shuteen North target has never been previously drilled and is interpreted to be associated with the Shuteen lithocap, the largest lithocap in the Southern Gobi. The importance of this conceptual geological setting is significant given the lithocap at the Oyu Tolgoi project was an important early stage exploration marker and the relative size of the Shuteen lithocap relatively to Oyu Tolgoi.

For further details, technical disclaimers and updates please refer to Kincora's and Orbminco's releases, and Orbminco's updated website:

<https://www.orbminco.com.au>

Qualified Person

The scientific and technical information in this announcement was prepared in accordance with the standards of the Canadian Institute of Mining, Metallurgy and Petroleum and National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101") and was reviewed, verified and compiled by Kincora's staff under the supervision of Peter Leaman (M.Sc. Mineral Exploration, FAusIMM), Senior Vice-President of Exploration of Kincora, and John Holliday (BSc Hons, BEc, member of the Australian Institute of Geoscientists), Non-Executive Director and Chairman of Kincora's Technical Committee, who are Qualified Persons for the purpose of NI 43-101.

JORC Competent Person Statement

Information in this announcement that relates to Exploration Results, Mineral Resources or Ore Reserves are those that have been previously reported (with the original release and/or source information referred to in this announcement), in the case of Mineral Resources or Ore Reserves the material assumptions and technical parameters underpinning the estimates have not materially changed, and have been reviewed and approved by John Holliday and Peter Leaman, who are a Competent Person under the definition established by JORC and has sufficient experience which is relevant to the style of mineralization and type of deposit under consideration and to the activity being undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'.

John Holliday and Peter Leaman consents to the inclusion in this report of the matters based on this information in the form and context in which it appears.

Selected Financial Information

The following table provides selected financial information that should be read in conjunction with the audited Consolidated Financial Statements and Notes of the Company for the applicable year:

| <i>Summary of Results</i> <i>In thousand \$</i> | Year ended December 31, 2024 | Year ended December 31, 2023 | Year ended December 31, 2022 |
|--|---|---|---|
| Net Loss | (2,556) | (1,460) | (1,961) |
| Current Assets | 2,733 | 1,701 | 2,379 |
| Total Assets | 17,958 | 17,751 | 16,094 |
| Total Liabilities | 672 | 248 | 464 |
| Shareholders' Equity | 17,286 | 17,503 | 15,630 |

Results of Operations (reported in Canadian dollars)

Three-Month Period Ended December 31st, 2024

The Company's loss for the three-month period ended December 31st, 2024 (the "*Current Period*") was \$811,000 or \$0.00 per share as compared with \$368,000 or \$0.00 per share for the three-month period ended December 31st, 2023 (the "*Comparative Period*").

General and administrative expenses were \$374,000 higher in the Current Period at \$527,000 compared with \$153,000 in the Comparative Period. This difference was primarily due to foreign exchange loss (\$45,000 versus gain of \$223,000), higher consulting fees (\$112,000 versus \$63,000), higher directors and audit committee fees (\$49,000 versus \$24,000), higher investor relations (\$15,000 versus \$10,000), higher legal and accounting (\$125,000 versus \$96,000), higher management fees (\$75,000 versus \$55,000), and higher transfer agent and filing fees (\$40,000 versus \$24,000). These increases were offset by lower corporate administrative and office services (\$55,000 versus \$70,000), lower insurance cost (\$6,000 versus \$9,000), lower share-based compensation (\$Nil versus \$18,000), and lower travel expenses (\$5,000 versus \$7,000).

During the three months ended December 31, 2024, the Company recorded an unrealized loss on investment of \$284,000 (2023 - \$Nil) and an impairment of exploration and evaluation assets of \$Nil (2023 - \$215,000).

Year Ended December 31st, 2024

The Company's loss for the year ended December 31st, 2024 (the "*Current Year*") was \$2,556,000 or (\$0.01) per share as compared with \$1,460,000 or (\$0.01) per share for the year ended December 31st, 2023 (the "*Comparative Year*"), predominately driven by the issuance of new share performance and incentivization stock options (with all prior stock options having lapsed).

General and administrative expenses were \$1,033,000 higher in the Current Year at \$2,278,000 compared with \$1,245,000 in the Comparative Year. This difference was due to higher consultants (\$260,000 versus \$247,000), higher directors, audit and audit committee fees (\$218,000 versus \$96,000), higher foreign exchange loss (\$45,000 versus gain of \$345,000), higher management fees (\$300,000 versus \$220,000), higher share-based compensation (\$794,000 versus \$126,000), and higher travel expenses (\$23,000 versus \$7,000). These increases were offset by, lower corporate administrative and office services (\$196,000 versus \$295,000), lower insurance cost (\$73,000 versus \$79,000), lower investor relations (\$46,000 versus \$123,000), lower legal and accounting (\$214,000 versus \$245,000), and lower transfer agent and filing fees (\$108,000 versus \$152,000).

During the year ended December 31, 2024, the Company recorded write-off of accounts payable of \$6,000 (2023 - \$Nil), unrealized loss on investment of \$284,000 (2023 - \$Nil), and impairment of exploration and evaluation assets of \$Nil (2023 - \$215,000).

Summary of Quarterly Results – 000's

The table below presents selected financial data for the Company's eight most recently completed quarters, all prepared in accordance with IFRS.

| | December 31, 2024 | September 30, 2024 | June 30, 2024 | March 31, 2024 | December 31, 2023 | September 30, 2023 | June 30, 2023 | March 31, 2023 |
|--|----------------------|-----------------------|------------------|-------------------|----------------------|-----------------------|------------------|-------------------|
| <i>In thousand \$</i> | (\$) | (\$) | (\$) | (\$) | (\$) | (\$) | (\$) | (\$) |
| Financial Results | | | | | | | | |
| Net loss for period | (811) | (266) | (1,124) | (355) | (368) | (365) | (355) | (372) |
| Basic and diluted loss per share | (0.00) | (0.00) | (0.00) | (0.00) | (0.00) | (0.00) | (0.00) | (0.00) |
| Exploration expenditures, net of impairment (recovery) | (2,358) | 414 | 549 | 140 | 880 | 287 | 538 | 719 |
| Financial Position | | | | | | | | |
| Cash and cash equivalents | 2,144 | 680 | 942 | 1,028 | 1,530 | 1,783 | 809 | 1,891 |
| Exploration and evaluation assets | 14,632 | 16,990 | 16,576 | 16,027 | 15,887 | 15,007 | 14,720 | 14,182 |
| Total assets | 17,958 | 18,041 | 17,834 | 17,363 | 17,751 | 17,263 | 15,968 | 16,492 |
| Shareholders' equity | 17,286 | 17,514 | 17,606 | 17,134 | 17,503 | 17,095 | 15,738 | 16,047 |

Liquidity and Capital Resources

As of December 31st, 2024, the Company had current assets in excess of current liabilities of \$2,061,000 and cash of \$2,144,000. During the year ended December 31, 2024, the Company received funds from AngloGold of A\$2,009,251 (\$1,791,000) relating to commenced exploration at the Nyngan project in-line with the earn-in and joint venture agreement in place (for which Kincora receives a 10% management fee on expenditure). During the year, Kincora closed a private placement for a two tranche A\$1,273,025 (\$1,206,024) non-brokered private placement via strategic investment by Fleet Space, an existing major shareholder, directors and new investors participation with the second tranche closed on December 18, 2024.

During the year ended December 31, 2023, the Company received A\$172,352 (\$155,000) NSW government grants relating to completed drilling at the Nyngan and Trundle projects.

On March 6, 2023, received gross proceeds of A\$832,304 (\$756,640) from the second tranche of the December 2022 private placement.

On July 27, 2023, the Company executed a conditional agreement with RareX to acquire its carried 35% asset level interests in the Trundle, Fairholme, Jemalong, Cundumbul and Condobolin licenses. In consideration, the Company issued 40m CDIs, and granted a 1% NSR for the vended licenses to RareX (the "RareX Transaction"). The consideration was issued by the Company on December 14, 2023.

The RareX Transaction was subject to:

- (a) shareholder approval proposed to be obtained at an Annual General and Special Meeting ("AGM"), which was achieved September 26th, 2023;

- (b) completion of the placement for an aggregate subscription amount of not less than 30 million CDIs (\$1.5m), which was achieved via the oversubscribed A\$2m private placement announced August 8th, 2023; and,
- (c) the parties obtaining approvals required under the Mining Act 1992 (NSW), which was achieved in 4Q'2023.

Completion resulted in Kincora securing a 100% interest in all of the Company's NSW projects.

On August 8th, 2023, the Company completed an oversubscribed private placement and raised A\$2,030,000 (\$1,784,167). This placement includes a one (1) for two (2) free-attaching option exercisable at A\$0.075 (C\$0.065) and expiring 24-months from the date of issue.

On December 15, 2023, the Company completed the acquisition of RareX's interest in various projects to now have a 100% ownership of the entire NSW project portfolio.

The Company held security deposits of \$52,599 in relation to RareX claims as at December 31, 2024 (2023 - \$53,105).

The Company held security deposits of \$124,650 as at December 31, 2024 (2023 - \$89,497).

Historically, the Company's sole source of funding has been the issuance of equity, and one issuance of debt financing. Through 2023/2024, the Company has sought to change its funding model, consolidating a 100% interest in all its projects, and seeking to bring in asset level partners.

This has resulted in five agreements that unlock over A\$60 million in potential multiple year partner funding and also providing the Company a management fee from being current operator for one of these partnerships (with AngloGold Ashanti for the Nyngan and Nevertire projects). To date, six of the Company's fourteen licenses have attracted asset level partnership agreements. Further deals that offer a clear value path and targeted partnerships are proposed.

As with all exploration juniors, the Company's access to financing is always uncertain. There can be no assurance of continued access to significant financing. Liquidity risk is assessed as high.

As at December 31st, 2024, the Company had an accumulated deficit of \$190,391,000, current assets in excess of current liabilities of \$2,061,000 and a cash balance of \$2,144,000, and a net loss for the year ended December 31, 2024 of \$2,556,000.

During the year ended December 31st, 2024, the Company had cash of \$882,000 used in operating activities, \$1,158,000 provided by financing activity and \$311,000 provided by investing activities which was used for the acquisition of equipment, payment of security deposits and expenditures for the exploration and evaluation assets, net of deferred exploration funding and exclusivity payment received. The Company's cash position is highly dependent on the ability to raise cash through financings and the expenditures on its exploration programs. As results of exploration programs are determined and other opportunities become available to the Company, management may complete an external financing as required.

At present, the Company's operations do not generate positive cash inflows (albeit receives a management fee on current expenditure relating to the AngloGold Ashanti earn-in and joint venture agreement relating to the Nyngan and Nevertire projects) and its financial success is dependent on management's ability to discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control. In order to finance the Company's future exploration programs and to cover administrative and overhead expenses, the Company has raised money through equity sales, and in the future could raise money from optioning its exploration and evaluation assets.

Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record, and the experience and caliber of its management, corporate activity, exploration results and jurisdictional risk. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities and industry conditions. Management believes it will be able to raise equity capital as required in the long term, but recognizes that there will be risks involved which may be beyond its control.

Related Party Transactions

The Company incurred the following amounts for related party services:

- a) During the year ended December 31, 2024, the Company incurred \$73,800 (2023 - \$73,800) to a company with an officer in common for management and accounting services.
- b) During the year ended December 31, 2024, the Company incurred \$300,000 (2023 - \$220,000) to an officer and a company with an officer in common for management services.
- c) During the year ended December 31, 2024, the Company incurred director's fees and consulting fees of \$248,000 (2023 - \$166,000) to current directors and to a former director.
- d) During the year ended December 31, 2024, the Company incurred consulting fees of \$20,000 (2023 - \$20,000) to a director of the Company.
- e) At December 31, 2024, the Company owed \$568,243 (2023 - \$242,710) in accrued directors' fees and management and accounting fees in accounts payable, which are non-interest bearing and due on demand, and obligation to issue shares.
- f) During the year ended December 31, 2024, the Company issued a total of 1,421,048 shares and 710,523 options to directors in connection with the private placement that was closed during the year.
- g) During the year ended December 31, 2024, the Company issued 3,877,370 shares to directors and officers for the exercise of performance rights.
- h) During the year ended December 31, 2023, the Company issued 40,000,000 CDIs to RareX for the acquisition of the 35% interest in the NSW project portfolio.

Compensation of key management personnel

| <i>In thousand \$</i> | December 31, 2024 | December 31, 2023 |
|---|------------------------------|------------------------------|
| Management, chairman, directors, and audit committee fees | \$ 642 | \$ 480 |
| Share-based payments | 778 | 126 |
| | \$ 1,420 | \$ 606 |

Share Capital Information

The table below presents the Company's common share data as of March 31, 2025.

| | Price (\$) | Expiry date | Number of common shares |
|---|----------------|----------------|-------------------------|
| Common shares, issued and outstanding | | | 291,720,904 |
| Securities convertible into common shares | | | |
| Warrants | <i>n/a</i> | <i>n/a</i> | Nil |
| Stock options | <i>various</i> | <i>various</i> | 69,050,326 |
| Performance rights | | <i>n/a</i> | Nil |
| | | | 360,771,230 |

October 2024 private placement and remuneration shares

Allotment of Tranche 1 of the October 16, 2024 private placement took place on October 22, 2024, with 12.6m shares being issued under Kincora's ASX Listing Rule 7.1 placement capacity. Tranche 2 (comprising 20.9m shares and 16.8m attaching options) was completed on December 18, 2024.

Directors purchased C\$50,000 of shares under Tranche 2 (approved by shareholders) with Fleet Space and Big Ben Holdings also agreeing to participate in Tranche 2. Fleet Space has agreed to a 12-month voluntary escrow period.

Morgans Corporate Limited acted as Lead Manager to the private placement with a cash transaction cost of 3.9% payable.

In addition to the private placement, the Company issued 11m accrued remuneration shares to Kincora's board and senior management under the Equity Incentive Plan approved by shareholders.

Post the issuances, Kincora's total outstanding number of fully issued shares is anticipated to be 291.7m with 69m total options outstanding.

RareX Transaction

In consideration of Kincora acquiring RareX's carried 35% asset level interests in the Trundle, Fairholme, Jemalong, Cundumbul and Condobolin licenses, the Company issued 40.6m CDIs and granted a 1% NSR for the vended licenses to RareX (the "RareX Transaction"). The consideration was issued by the Company on December 14, 2023.

On August 8, 2023, concurrent with the RareX transaction, the Company completed a private placement raised A\$2,030,000 (\$1,784,167) via the issuance of 40,600,000 new Chess Depositary Interests ("CDIs"). The placement includes a one (1) for two (2) free-attaching option exercisable at A\$0.075 (C\$0.065) and expiring 24-months from the date of issue ("Attaching Options"). Associated with the raising, 7,500,000 unquoted options were issued at an exercise price of A\$0.075 (C\$0.065) and expiring 24-months from the date of issue.

On December 15, 2023, the Company completed the acquisition of RareX's interest in various projects to now have a 100% ownership of the entire NSW project portfolio.

On August 8, 2024, the Company announced the successful completion of the strategic review process which resulted in a binding Earn-In Term Sheet with Orbminco Limited (formerly Woomera Mining Limited) (ASX: OB1, Orbminco).

Orbminco has the right to spend up to US\$4 million over a period of 5 years to earn an 80% interest (in two phases) and may elect to then:

- purchase the remaining 20% interest from Kincora for US\$10 million cash consideration and a 1% Net Smelter Royalty (NSR); or,
- enter into a shareholders agreement whereby Kincora is free carried until the point of a Final Investment Decision (FID) for project development (minimum reserve of 1Moz gold equivalent)

Orbminco is an arm's length and unrelated party to Kincora. On August 12, 2024, Orbminco announced that it concluded a strongly supported A\$1.7 million raising and is undertaking a A\$0.3 million Share Purchase Plan to support the Mongolia Agreement.

The key terms of the binding Earn-In Term Sheet comprise:

- Orbminco may earn a 51% equity interest in the asset holding subsidiaries by funding US\$2 million in expenditure in an initial earn-in period of up to three years and has the right to earn a further 29% equity interest in the asset holding subsidiaries by funding a further US\$2 million in expenditure within five years of the date of the Agreement. This includes a minimum expenditure of US\$0.5 million in the each of the first two years of the earn-in period. During the year ended December 31, 2024, the Company received in advance funds from Orbminco of \$960,000 (US\$514,691) and recorded as evaluation and exploration asset in the consolidated statements of financial position.
- Upon earning and exercising the right for the 80% interest Orbminco can elect to:
 - (i) purchase the remaining 20% equity interest in the subsidiaries from Kincora for a purchase price of US\$10 million and a 1.0% net smelter royalty (NSR); or,
 - (ii) enter into a shareholders' agreement where Orbminco free-carries Kincora until the point of a Final Investment Decision (FID) for project development (minimum threshold of a JORC 2012 compliant reserve of 1Moz gold equivalent).
- Orbminco completing a capital raising, which has been strongly supported, and further Share Purchase Plan is proposed.
- The Agreement requires the parties to enter into an formal agreement to reflect the terms of Orbminco's operations of the Bronze Fox project and is conditional upon the parties obtaining shareholder and regulatory approvals.
- Orbminco has agreed to cover the holding costs and spend a minimum of US\$500,000, including satisfying the minimum statutory field related commitments and drilling for the project between the date of its shareholder approval and December 31st, 2024.

- If Orbminco withdraws from the earn-in prior to earning an 80% interest it must forfeited any equity interest it has obtained in the asset holding entities to Kincora.

During the year ended December 31, 2024, a definitive Earn-In Implement Agreement (EIA) was signed with Orbminco in-line the Earn-In Term Sheet.

During the year ended December 31, 2024, the Company received an exclusivity payment of A\$100,000 (\$91,000) from Orbminco to enable final due diligence and definitive legal agreements, in relation to the sale of the Mongolian asset. During the year ended December 31, 2024, the Company received 180,000,000 shares and 180,000,000 options from Orbminco as consideration pursuant to the earn-in agreement.

During the year ended December 31, 2024, 2,004,506 stock options with an exercise price of \$0.48, 10,000,000 stock options with an exercise price of \$0.29 and 7,580,575 stock options with an exercise price of \$0.28 have expired unexercised.

Contingencies

In the course of its business activities the Company has from time to time, been the subject of civil claims by third parties, including former employees and government agencies that could give rise to a liability to pay compensation, tax claims, damages or other cash costs. In addition, the Company may receive notices from regulatory and other governmental agencies responsible for the administration of regulations impacting on the Company's business affairs, in relation to the imposition or intended imposition of penalties, assessments and other orders that could potentially have an adverse effect or negatively impact on the Company's business and financial condition, including in jurisdictions such as Mongolia and Brazil. Based upon historic experience with management of such claims, assessment and regulatory actions, the Company does not anticipate that the outcome of any such claims, assessments and regulatory actions, will have a materially adverse effect on the Company's business or financial condition.

Mongolia

During the year ended December 31, 2021, Golden Grouse received a tax act reassessment for \$2.7 billion Tugriks (MNT), approximately \$1 million (US\$800,000) from the Mongolian Tax Authority ("MTA").

The 2021 tax assessment comprises four items, of which the Company strongly refutes the merit of three including the very vast majority of the liability sought relating to a retrospective tax assessment of the 2016 merger with IBEX (the agreed liability owed is 16.2 million MNT or approximately \$5,700 (U.S.), significantly less than the 100 million MNT deposit Kincora has had to place with the MTA to dispute the reassessment).

The 2016 IBEX merger required a prior tax assessment, which followed an audit of the IBEX entity's prior-year periods and the on-shore and off-shore agreements to the merger (IBEX and parent entities). The 2016 tax assessment was paid and relied upon by Mongolian government departments to facilitate the merger and was a condition precedent to close the merger with any adverse liability enabling both counterparties to withdraw from the merger (Note 6).

In the Company's view, supported by four independent external legal opinions, the 2021 tax assessment's retrospective liability is not in line with the 2016 tax assessment and Mongolian law, and there is no basis for a different determination. Subsequent to period end, the Company's view was supported by a First Instance Administrative Court, which ruled in-line with Kincora and independent legal opinions' long standing positions and the original 2016 tax assessment. The MTA has appealed the court's ruling, further extending the Mongolian judicial process which commenced in 2021.

Kincora, IBEX and various Mongolian public sector departments relied upon the 2016 tax audit and rulings to close the merger. The transaction underpinned over C\$12 million of subsequent equity being raised by Kincora, including investments following extensive due diligence from the European Bank for Reconstruction and Development (EBRD, one of the largest investors in Mongolia and an IFI like the IFC), and, Resource Capital Funds (RCF, one of the largest resource specialist private equity groups).

Since 2021, the Company has pursued defending the 2016 tax ruling, paid a MNT \$100 million (\$52,000) security deposit (materially more than the agreed liability owed of 16.2 million MNT) to facilitate this legal defence and objection to the 2021 tax act via the Mongolian administrative courts. This defence has included three prior court hearings, including at the Supreme Court level, following the Mongolian Tax Dispute Counsel failing to hear the case within the statutory defined timeframe.

The Company has sought to defend its position in a fair and equitable manner following due process and Mongolian law, with support from various Third Neighbour missions and business associations. Kincora has sought to utilise the ombudsman and dispute counsel process with the MTA – and then the government's own Investor Protection Council (IPC) mechanism – both unsuccessfully.

Legal advice has also been received that the MTA officials have behaved in a criminal manner (according to how Mongolian law applies to government officials) and the police have opened a case and commenced an investigation relating to fraud and documents provided by MTA officials to the courts.

After well over 4 years, Kincora efforts and initiatives to date have proven inconclusive and there is no clear timeline or path for resolution under Mongolian law or the Mongolian judicial system with the latest court ruling in Kincora's favour having been appealed by the MTA. A hearing date for the next level court is yet to be determined.

Brazil

Brazilian Diamonds, a former name of the Company, in 2001 to 2005, via the Brazilian subsidiary Samsul, held certain mineral rights, and some of these rights were the focus of alluvial diamond operations undertaken by an assignor in the State of Goias. In 2015, a lawsuit was filed by state and federal prosecutors seeking indemnification from certain defendants (including but not limited to Samsul and the assignor) in the amount of BRL 492,840, equivalent to seventy (70) carats of diamonds and 9000M3 of gravel. The case is with the lower courts in Brazil and the timing for hearing is undeterminable as at audit report date. The Company does not believe there is merit in this case.

The Company's Brazilian subsidiary, Samsul, has been named as a defendant in a lawsuit filed by federal prosecutors in 2015 seeking indemnification in the amount of approximately 500,000 Brazilian Reals for violation of mining laws and regulations in Brazil. Samsul is one of two defendants in this lawsuit and furthermore, the Company was not in control of Samsul at the time these alleged violations occurred. In addition, Samsul is also named as the sole defendant in six tax claims filed by the Brazilian Mining Agency (ANM) and the Brazilian Environmental Protection Agency (IBAMA) initiated between 2005 and 2018 with an aggregate claim amount of approximately 180,000 Brazilian Reals. The Company plans to rigorously defend against these claims.

The Company does not expect the final outcome of these claims to have a material impact on the Company's consolidated financial statements, and as a result, no provision has been recorded as of December 31, 2024 and 2023.

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 development of its mineral properties and to maintain a flexible capital structure

for its projects for the benefit of its stakeholders. As the Company is in the exploration stage, its principal source of funds is from the issuance of common shares.

In the management of capital, the Company includes the components of shareholders' equity.

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 new shares, enter into joint venture property arrangements, acquire or dispose of assets or adjust the amount of cash and investments.

The Company's investment policy is to invest its cash in highly liquid short-term interest-bearing investments with maturities of three months or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations.

The Company is uncertain as to whether its current capital resources will be sufficient to carry its exploration plans and operations through its current operating period and, accordingly, management is reviewing the timing and scope of current exploration plans and is also pursuing other financing alternatives to fund the Company's operations.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Management of Financial Risk

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments are summarized below:

Interest Rate Risk

The Company has non-material exposure at December 31st, 2024 to interest rate risk through its financial instruments.

Currency Risk

The Company's operations are focused on Australia and Mongolia, where many exploration and administrative expenses are incurred in the Australian Dollar, Mongolian Tugrik and the US Dollar. The Company's ability to advance funds to Mongolia is subject to changes in the valuation of the Tugrik and the US dollar as well as rules and regulations of the Mongolian government. Fluctuations in the value of the Australian Dollar, Tugrik and the US dollar may have positive and/or adverse effect on the operations and operating costs of the Company. Management seeks to limit foreign current risk, primarily seeking to retain funds in Canada and Australia wiring funds as and when needed to foreign subsidiaries to meet operating expenditures, and believes this risk to be minimal.

Credit Risk

The Company's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts held with major banks in Canada and Australia, with more limited funds held in Mongolia, where the Mongolian subsidiaries make monthly cash calls. As most of the Company's cash is held by three banks there is a concentration of credit risk, and, in Mongolia one of the two subsidiary's bank accounts with balance of MNT208,673 (\$114) has been frozen by the Mongolian Tax Authority as a result of an ongoing tax dispute. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies and looking to avoid holding more than one months budgeted cash reserves in Mongolia.

Receivables consist of goods and services and the harmonized sales tax due from the Government of Canada. Management believes that the credit risk concentration with respect to receivables is remote.

The Company's investment policy is to invest its cash in highly liquid short-term interest-bearing investments with maturities of three months or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations. Management believes its credit risk to be minimal.

Liquidity Risk

The Company attempts to manage liquidity risk by maintaining sufficient cash and cash equivalent balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term obligations.

As at December 31, 2024, the Company had a cash balance of \$2,144,000 (2023 - \$1,530,000) to settle current liabilities of \$672,000 (2023 - \$248,000). During the year ended December 31, 2024, Kincora closed a private placement for a two tranche A\$1,273,025 (\$1,206,024) non-brokered private placement via strategic investment by Fleet Space, an existing major shareholder, directors and new investors participation.

On July 27, 2023, the Company executed a conditional agreement with RareX Limited ("RareX") to acquire its carried 35% asset level interests in the Trundle, Fairholme, Jemalong, Cundumbul and Condobolin licenses. In consideration, the Company will issue 40m CDIs, and granted a 1% NSR for the vended licenses to RareX (the "RareX Transaction"). The consideration was issued by the Company on December 14, 2023.

As part of the acquisition, the Company completed an oversubscribed private placement and raised A\$2,030,000 (\$1,784,167) via the issuance of 40,600,000 new CDIs at A\$0.05 (\$0.044) per CDI. This placement included a one (1) for two (2) free-attaching option exercisable at A\$0.075 (C\$0.065) and expiring 24-months from the date of issue.

On December 15, 2023, the Company completed the acquisition of RareX's interest in various projects to now have a 100% ownership of the entire NSW project portfolio.

On December 15, 2022, the Company raised \$1,330,000 from the first tranche of a non-brokered private placement. In addition, the Company had a shareholder meeting on March 3, 2023 approving the second tranche A\$832,304 of the December 15, 2022 placement, which resulted in the issuance of a further 15,132,795 common shares on March 6, 2023. During the year ended December 31, 2023, the Company received A\$172,352 (\$155,000) NSW government grants relating to completed drilling at the Nyngan and Trundle projects.

Commodity Price Risk

The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in the general market prices and investor sentiment, particularly relating to copper and gold. The Company closely monitors general market conditions and commodity prices to determine the appropriate course of action to be taken.

Critical Accounting Estimates

The preparation of consolidated financial statements requires the Company to select from possible alternative accounting principles, and to make estimates and assumptions that determine the reported amounts of assets and liabilities at the statement of financial position date and reported costs and expenditures during the reporting period. Estimates and assumptions may be revised as new information is obtained, and are subject to change. The Company's accounting policies and estimates used in the preparation of the consolidated financial statements are considered appropriate in the circumstances, but are subject to judgments and uncertainties inherent in the financial reporting process.

Property acquisition costs and related direct exploration costs may be deferred until the properties are placed into production, sold, abandoned, or written down, where appropriate. The Company's accounting policy is to capitalize exploration costs, which policy it believes to be consistent with IFRS and applicable guidelines for exploration stage companies. The policy is consistent with other junior exploration companies that have not established mineral reserves objectively. An alternative policy would be to expense these costs until sufficient work has been done to determine that there is a probability a mineral reserve can be established; or alternatively, to expense such costs until a mineral reserve has been objectively established. Management is of the view that its current policy is appropriate for the Company at this time. Based on annual impairment reviews made by management, or earlier if circumstances warrant, in the event that the long-term expectation is that the net carrying amount of these capitalized exploration costs will not be recovered, then the carrying amount is written down accordingly and the write-down charged to operations. A write-down may be warranted in situations where a property is to be sold or abandoned; or exploration activity ceases on a property due to unsatisfactory results or insufficient available funding.

Risks and Uncertainties

The Company is engaged in the business of acquiring, exploring and developing mineral properties with the expectation of locating economic deposits of minerals. All of the properties are without proven copper/gold deposits and there is no assurance that the Company's exploration programs will result in proven copper/gold deposits, nor can there be any assurance that economic deposits can be commercially mined. As a consequence, any forward-looking information is subject to known and unknown risks and uncertainties.

Confirmation or otherwise of our more advanced geological models, advancement of earlier stage project pipeline and exploration success is expected to materially impact the value of the Company. The ability of the Company to systematically advance its district-scale project pipeline from a technical perspective is a fundamental value driver, upside and downside, to the Company and its valuation. The ability of the Company to commercially advance and effect its exploration strategy is also a fundamental value driver.

The Company will be required to negotiate access arrangements and pay compensation to landowners, local authorities, transitional land users, the NSW Government and others who may have an interest in the area covered by a tenement/license. The Company's ability to resolve access and compensation issues may have an impact on the future success and financial performance of the Company's operations.

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on senior management, the exploration team and contractors, who are an integral part of the business. Should there be resignations, there may be difficulties in recruiting similar high-quality personnel and overall team balance. There can be no assurance given that there will be no negative impact on the Company if one or more of these key team members cease their employment.

The Company's core focus is its entry into NSW and the NSW project pipeline, with previous projects and subsidiaries viewed as non-core. These non-core assets may have certain ongoing contractual obligations and operations, which have inherent business risk and potential legacy risks. The Company has been listed since 1983, operating in emerging and frontier markets such as Brazil and then Mongolia.

The material changes to known and unknown risks and uncertainties during the year ended December 31st, 2024 have been noted in these accounts.

Additional Disclosure for Venture Issuers without Significant Revenue

Additional disclosure concerning Kincora's general and administrative expenses and exploration and evaluation costs is provided in the Company's consolidated statement of loss and note disclosures contained in its consolidated financial statements for the year ended December 31, 2024. These statements are available on

Kincora's website at www.kincoracopper.com or on its SEDAR Page Site accessed through www.sedar.com or the Australian Securities Exchange ("ASX") at <https://www2.asx.com.au>.

Dividends

Kincora has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration and development. Any future determination to pay dividends will be at the discretion of the board of directors and will depend on Kincora's financial condition, results of operations, capital requirements and such other factors as the board of directors deem relevant.

Management's Responsibility for Consolidated Financial Statements

The information provided in this report, including the consolidated financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying consolidated financial statements.

In contrast to the certificate required under National Instrument 52-109 Certificate of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109, in particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- i. controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii. a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with the Company's IFRS.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Nature of the Securities

The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in the Company's securities should not constitute a major portion of an investor's portfolio.

Subsequent event

On March 10, 2025, the Company issued 7,169,335 shares to certain officers, directors and consultants as payment for services provided to the Company in 2022, 2023 and the first half of 2024 totaling to \$386,000.

As outlined in the *Contingencies* note, a First Instance Administrative Mongolian Court has ruled in favour of the Company in relation to a long-standing tax reassessment dispute. The First Instance Administrative Court ruling followed a court appointed panel of independent Mongolian tax experts review and a 2023 Supreme Court hearing, and, the MTA has appealed the courts ruling, further extending the Mongolian judicial process which commenced in 2021

Proposed Transactions

At the present time, there are no proposed transactions that are required to be disclosed that are not disclosed elsewhere. To date the Company has secured five asset level partnerships covering six of Kincora's fourteen licenses with proactive discussions at various stages of negotiations for further partnerships.

Approval

The Board of Directors oversees management's responsibility for financial reporting and internal control systems through an Audit Committee. This Committee meets periodically with management and annually with the independent auditors to review the scope and results of the annual audit and to review the consolidated financial statements and related financial reporting and internal control matters before the consolidated financial statements are approved by the Board of Directors and submitted to the shareholders of the Company. The Board of Directors of the Company has approved the consolidated financial statements and the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

This announcement has been authorized for release by the Board of Kincora Copper Limited (ARBN 645 457 763)

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Email: enquiries@kincoracopper.com

Subsidiary office Australia

Vista Australia (formerly Leydin Freyer Corp Pty Ltd)
Level 4, 100 Albert Road
South Melbourne, Victoria 3205

Forward-Looking Information

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, statements with respect to the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of mining operations, environmental risks, permitting risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative of these terms or comparable terminology. By their very nature forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of resources; possible variations in ore reserves, grade or recovery rates; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; as well as those factors detailed from time to time in the Company's interim and annual consolidated financial statements

which are filed and available for review on SEDAR at www.sedar.com. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.



Kincora Copper Limited
(An Exploration Stage Company)

CONSOLIDATED FINANCIAL STATEMENTS
Expressed in Canadian Dollars

For the years ended December 31, 2024 and 2023

INDEPENDENT AUDITORS' REPORT

To the Shareholders and Directors of Kincora Copper Limited

Opinion

We have audited the consolidated financial statements of Kincora Copper Limited and its subsidiaries (together, the "Company") which comprise:

- the consolidated statement of financial position as at December 31, 2024;
- the consolidated statement of loss and comprehensive loss for the year then ended;
- the consolidated statement of cash flows for the year then ended;
- the consolidated statement of changes in shareholders' equity for the year then ended; and
- the notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2024, and its financial performance and its cash flows for the year 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 International Standards on Auditing. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the consolidated financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants ("IESBA Code") together with the ethical requirements that are relevant to our audits of the consolidated financial statements in accordance in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the accompanying consolidated financial statements, which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about 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 for the year ended December 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements, 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, the key audit matter to be communicated in our auditors' report are as follows:

Contingency - Mongolia

We draw attention to Note 13 of the consolidated financial statements, which describes a tax reassessment received from the Mongolian Tax Authority ("MTA") in 2021. In the Company's view, the tax assessment is not in line with Mongolian law and, as a result, no provision has been recorded in the consolidated financial statements.

We identified this matter as a key audit matter due to the significant judgments made by management in assessing whether a provision should be recorded for this tax assessment as of December 31, 2024. Significant auditor judgment is also involved in evaluating appropriateness of management's judgements.

Our audit response to the key audit matter included the following:

- We examined the tax reassessment issued by the MTA in 2021.
- We examined the Company's legal counsel's assessment of the tax assessment.
- We examined a copy of a ruling issued by The First Instance Administrative Court of Ulaanbatar city (Mongolia) in March 2025.
- We assessed whether the disclosure of the contingency included in the consolidated financial statements meets the requirements of IFRS.

Other Information

Management is responsible for the other information. The other information comprises the Company's Management Discussion and Analysis and Annual Information Form.

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

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

Other Matter

The consolidated financial statements of the Company as of December 31, 2023 and for the year then ended, which are presented for comparative purposes, were audited by another auditor who expressed an unmodified opinion on those consolidated financial statements on March 27, 2024.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the 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.

Auditors' 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 auditors' 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 International Standards on Auditing 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 International Standards on Auditing, 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 auditors' 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 auditors' 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 period and are, therefore, the key audit matters. We describe these matters in our auditors' 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 auditors' report is Waseem Javed.

Manning Elliott LLP

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, British Columbia
March 29, 2025

Kincora Copper Limited

(An Exploration Stage Company)

Consolidated Statements of Financial Position

As at

(Figures in tables are expressed in thousands of Canadian dollars)

Statement 1

| | December 31, 2024 | December 31, 2023 |
|---|-------------------|-------------------|
| ASSETS | | |
| Current | | |
| Cash and cash equivalents | \$ 2,144 | \$ 1,530 |
| Receivables | 131 | 27 |
| Prepays and deposits (Note 13) | 137 | 144 |
| Investment in shares (Note 6) | 321 | - |
| | <u>2,733</u> | <u>1,701</u> |
| Security deposits (Notes 7) | 125 | 89 |
| Investment in options (Note 6) | 247 | - |
| Equipment (Note 12) | 43 | 74 |
| Prepaid exploration cost (Note 7) | 178 | - |
| Exploration and evaluation assets (Note 7) | <u>14,632</u> | <u>15,887</u> |
| | <u>\$ 17,958</u> | <u>\$ 17,751</u> |
| LIABILITIES | | |
| Current | | |
| Accounts payable (Notes 8 and 10) | \$ 604 | \$ 202 |
| Accrued liabilities | 68 | 46 |
| | <u>672</u> | <u>248</u> |
| SHAREHOLDERS' EQUITY | | |
| Share capital (Note 8) | 192,920 | 191,384 |
| Share-based payment reserve | 14,866 | 14,450 |
| Obligation to issue shares (Notes 8 and 10) | 623 | 354 |
| Foreign currency translation reserve | (732) | (850) |
| Deficit | <u>(190,391)</u> | <u>(187,835)</u> |
| | <u>17,286</u> | <u>17,503</u> |
| | <u>\$ 17,958</u> | <u>\$ 17,751</u> |

Nature of Operations and Going Concern (Note 1)

Contingencies (Note 13)

Approved and authorized by the Board of Directors on March 29, 2025

"Jeremy Robinson"

Jeremy Robinson
Director

"Sam Spring"

Sam Spring
Director

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

Kincora Copper Limited

(An Exploration Stage Company)

Consolidated Statements of Loss and Comprehensive Loss

For the years ended December 31,

(Figures in tables are expressed in thousands of Canadian dollars, except per share amounts)

| | 2024 | 2023 |
|--|------------|------------|
| Expenses | | |
| Consultants (Note 10) | \$ 260 | \$ 247 |
| Corporate administrative and office services | 196 | 295 |
| Directors and audit committee fees (Note 10) | 218 | 96 |
| Foreign exchange loss (gain) | 46 | (345) |
| Insurance | 73 | 79 |
| Investor relations | 46 | 123 |
| Legal and accounting | 214 | 245 |
| Management fees (Note 10) | 300 | 220 |
| Share-based compensation (Notes 8 and 10) | 794 | 126 |
| Transfer agent and filing fees | 108 | 152 |
| Travel | 23 | 7 |
| | (2,278) | (1,245) |
| Other items | | |
| Write-off of accounts payable | 6 | - |
| Unrealized loss on investment (Note 6) | (284) | - |
| Impairment of exploration and evaluation assets (Note 7) | - | (215) |
| Net loss for the year | \$ (2,556) | \$ (1,460) |
| Foreign currency translation | 118 | (566) |
| Comprehensive loss for the year | \$ (2,438) | \$ (2,026) |
| Loss per share – basic and diluted | \$ (0.01) | \$ (0.01) |
| Weighted average number of common shares outstanding | 250,484 | 182,184 |

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

Kincora Copper Limited

Statement 3

(An Exploration Stage Company)

Consolidated Statements of Cash Flows

For the years ended December 31,

(Figures in tables are expressed in thousands of Canadian dollars)

| Cash provided by (used in): | 2024 | 2023 |
|--|-------------|-------------|
| Operating activities | | |
| Loss for the year: | \$ (2,556) | \$ (1,460) |
| Items not affected by cash: | | |
| Obligation to issue shares | 269 | 159 |
| Share-based compensation | 794 | 126 |
| Unrealized loss on investments | 284 | - |
| Impairment of exploration and evaluation assets | - | 215 |
| Changes in non-cash working capital items: | | |
| Receivables | (104) | 6 |
| Prepays and deposits | 7 | (22) |
| Accounts payable and accrued liabilities | 424 | (243) |
| Net cash used in operating activities | (882) | (1,219) |
| Investing activities | | |
| Acquisition of equipment | (92) | (71) |
| Security deposits | (59) | 86 |
| Government grant received | - | 155 |
| Deferred exploration funding (Note 7) | 2,751 | - |
| Exclusivity payment received (Note 7) | 91 | - |
| Prepaid exploration cost | (178) | - |
| Exploration and evaluation asset expenditures | (2,202) | (1,493) |
| Net cash provided by (used in) investing activities | 311 | (1,323) |
| Financing activity | | |
| Proceeds from private placement, net of issue costs | 1,158 | 2,414 |
| Net cash provided by financing activity | 1,158 | 2,414 |
| Effect of foreign exchange on cash and cash equivalents | 27 | (566) |
| Change in cash and cash equivalents | 614 | (694) |
| Cash and cash equivalents – beginning of year | 1,530 | 2,224 |
| Cash and cash equivalents – end of year | \$ 2,144 | \$ 1,530 |

Supplemental Disclosure of Cash Flow Information (Note 11)

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

Kincora Copper Limited

(An Exploration Stage Company)

Consolidated Statements of Changes in Shareholders' Equity

For the years ended December 31, 2024 and 2023

(Figures in tables are expressed in thousands of Canadian dollars, except number of share amounts)

Statement 4

| | Share capital (Number of shares) | Share capital \$ | Obligation to issue shares \$ | Share-based payment reserve \$ | Foreign currency translation reserve \$ | Deficit \$ | Total \$ |
|--|--|---------------------|-------------------------------------|--------------------------------------|---|------------------|---------------|
| Balance, December 31, 2022 | 151,440,747 | 187,930 | 195 | 14,164 | (284) | (186,375) | 15,630 |
| Shares issued for private placement, net | 55,732,794 | 2,414 | - | - | - | - | 2,414 |
| Options issued as share issuance costs | - | (160) | - | 160 | - | - | - |
| Shares issued for exploration and evaluation assets | 40,000,000 | 1,200 | - | - | - | - | 1,200 |
| Shares for services to be issued | - | - | 159 | - | - | - | 159 |
| Share-based compensation | - | - | - | 126 | - | - | 126 |
| Net comprehensive loss for the year | - | - | - | - | (566) | (1,460) | (2,026) |
| Balance, December 31, 2023 | 247,173,541 | 191,384 | 354 | 14,450 | (850) | (187,835) | 17,503 |
| Shares issued for private placement, net | 33,500,658 | 1,080 | - | 126 | - | - | 1,206 |
| Share issuance costs | - | (48) | - | - | - | - | (48) |
| Shares issued for exercise of performance rights | 3,877,370 | 504 | - | (504) | - | - | - |
| Shares for services to be issued | - | - | 269 | - | - | - | 269 |
| Share-based compensation | - | - | - | 794 | - | - | 794 |
| Net comprehensive loss for the year | - | - | - | - | 118 | (2,556) | (2,438) |
| Balance, December 31, 2024 | 284,551,569 | 192,920 | 623 | 14,866 | (732) | (190,391) | 17,286 |

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

Kincora Copper Limited

(An Exploration Stage Company)

Notes to the Consolidated Financial Statements

For the years ended December 31, 2024 and 2023

(Expressed in Canadian Dollars)

1. Nature of Operations and Going Concern

Kincora Copper Limited ("the Company" or "Kincora") was incorporated in British Columbia, Canada on September 24, 1983. The Company is engaged in the acquisition and exploration of exploration and evaluation assets. The Company's shares are listed on the TSX-Venture Exchange ("TSXV") and began trading on the Australian Securities Exchange ("ASX"), both under the symbol KCC.

The head office of the Company is located at Suite #400 - 837 West Hastings Street, Vancouver, British Columbia, Canada V6C 3N6 and the registered address and records office is located at 25th Floor, 700 West Georgia Street, Vancouver, British Columbia, Canada V7Y 1D3.

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company continues to incur operating losses, has limited financial resources, no source of operating cash flow, and no assurances that sufficient funding, including adequate financing, will be available to conduct further exploration and development of its exploration and evaluation assets projects. These factors indicate the existence of a material uncertainty that may cast a significant doubt on the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern is dependent upon its ability to obtain the financing necessary to continue operations, both at the listed company and project levels.

As at December 31, 2024, the Company has an accumulated deficit of \$190,391,000, a net loss for the year ended December 31, 2024 of \$2,556,000, has current assets in excess of current liabilities of \$2,061,000 and a cash balance of \$2,144,000. During the year ended December 31, 2024, the Company closed the two tranche A\$1.27 million non-brokered private placement via strategic investment by Fleet Space Technologies Pty Ltd ("Fleet Space"), a new shareholder and asset level partner for the Wongarboron porphyry project in NSW, directors and new investors participation.

If the going concern assumption was not appropriate for these consolidated financial statements, adjustments would be necessary to the carrying values of assets, liabilities, reported income and expenses and the statement of financial position classifications used. Such adjustments could be material.

2. Basis of Preparation

Statement of Compliance

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

They have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The significant accounting policies, as disclosed, have been applied consistently to all periods presented in these consolidated financial statements.

Kincora Copper Limited

(An Exploration Stage Company)

Notes to the Consolidated Financial Statements

For the years ended December 31, 2024 and 2023

(Expressed in Canadian Dollars)

2. Basis of Preparation - continued

Critical Accounting Estimates

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, 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:

- The carrying value and the recoverability of exploration and evaluation assets, which are included in the statements of financial position based on capitalized acquisition and expenditure costs, facing review for impairment based on factors including the planned exploration budgets and activities, commodity prices, drill results of exploration programs, and strategic direction of the Company; and
- The inputs used in accounting for share-based compensation expense included in profit or loss calculated using the Black-Scholes Option Pricing Model

Critical Accounting Judgements

Exploration and evaluation expenditures

The application of the Company's accounting policy for exploration and evaluation expenditure 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 an expenditure is capitalized, information becomes available suggesting that the recovery of the expenditure is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available.

Impairment of exploration and evaluation assets

Determining if there are any facts and circumstances indicating impairment loss or reversal of impairment losses is a subjective process involving judgment and a number of estimates and assumptions in many cases. When an indication of impairment loss or a reversal of an impairment loss exists, the recoverable amount of the individual asset or the cash-generating unit must be estimated.

In assessing impairment, the Company must make some estimates and assumptions regarding future circumstances, in particular, whether an economically viable extraction operation can be established, the probability that the expenses will be recovered from either future exploitation or sale of the property when the activities have not reached a stage that permits a reasonable assessment of the existence of reserves, the Company's capacity to obtain financial resources necessary to complete the evaluation and development and the renewal of permits. Estimates and assumptions may change if new information becomes available. If, after expenditures are capitalized, information becomes available suggesting that the recovery of the expenditures is unlikely, the amounts capitalized are written-off in profit or loss in the period in which the new information becomes available.

Kincora Copper Limited

(An Exploration Stage Company)

Notes to the Consolidated Financial Statements

For the years ended December 31, 2024 and 2023

(Expressed in Canadian Dollars)

2. Basis of Preparation - continued

Critical Accounting Judgment - continued

Determination of Functional Currency

The determination of the Company's functional currency requires judgment. The Company also needs to assess whether the basis of determining the currency of the primary economic environment in which the entity operates is still applicable to the Company and any changes to such will be treated as a change in functional currency.

Contingencies

The Company applies judgement in determining the probability of outflow of resources arising from known or likely litigations or claims. If it becomes probable that the Company will be required to outlay cash or other resources in connection with a known or likely litigation or claim, a provision is recognised in the consolidated financial statements of the period in which the change in probability occurs.

Deferred tax

Income taxes and tax exposures recognized in the financial statements reflect management's best estimate of the outcome based on the facts known at the reporting date. When the Company anticipates a future income tax payment based on its estimates for past events, it recognizes a liability. The difference between the expected amount and the final tax outcome has an impact on current and deferred taxes when the Company becomes aware of this difference.

In addition, when the Company incurs losses that cannot be associated with current or past profit or loss, it assesses the probability of taxable profits being available in the future based on its budget forecasts. These forecasts are adjusted to take account of certain non-taxable income and expenses and specific rules on the use of unused tax credits and losses. When the forecasts indicate that sufficient future taxable income will be available to deduct the temporary differences, a deferred tax asset is recognized for all deductible temporary differences.

3. Material Accounting Policies

a) Basis of consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries: BSG Investments Inc. ("BSGII"), which owns Kincora Group Ltd ("KGL") and its subsidiaries, Nadmin IBEX LLC ("Nadmin") and Golden Grouse IBEX LLC ("Golden Grouse"), Kincora Australia Limited and its subsidiary, Kincora Copper Australia Pty Ltd, Game Creek Company Limited ("Game Creek") and Samsul Mineração Ltda. ("Samsul"). Inter-company balances and transactions are eliminated on consolidation. BSGII, Game Creek, Kincora Australia Limited and KGL are British Virgin Island incorporated companies. Nadmin and Golden Grouse were incorporated in Mongolia. Samsul was incorporated in Brazil. Kincora Copper Australia Pty Ltd was incorporated in Australia in 2019.

Kincora Copper Limited

(An Exploration Stage Company)

Notes to the Consolidated Financial Statements

For the years ended December 31, 2024 and 2023

(Expressed in Canadian Dollars)

3. Material Accounting Policies – *continued*

b) Share-based compensation

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. The fair value of stock options is measured on the date of grant, using the Black-Scholes Option Pricing Model, and is recognized over the vesting period. A corresponding increase in share-based payment reserve is recorded when stock options are expensed. When stock options are exercised, share capital is credited by the sum of the consideration paid and the related portion of share-based compensation previously recorded in share-based payment reserve. Share-based compensation arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity settled share-based payment transactions and measured at the fair value of goods or services received. If the fair value of the goods or services received cannot be estimated reliably, the share-based payment transaction is measured at the fair value of the equity instruments granted at the date the Company receives the goods or the services.

c) Cash and cash equivalents

Cash equivalents consist of highly liquid investments that are readily convertible into cash with maturities of three-months or less when purchased.

d) Exploration and evaluation assets

Exploration and evaluation expenditures include the costs of acquiring exploration rights and licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss. Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

Exploration and evaluation assets are tested for impairment if facts or circumstances indicate that impairment exists. Examples of such facts and circumstances are as follows:

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

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Kincora Copper Limited

(An Exploration Stage Company)

Notes to the Consolidated Financial Statements

For the years ended December 31, 2024 and 2023

(Expressed in Canadian Dollars)

3. Material Accounting Policies – *continued*

d) Exploration and evaluation assets – *continued*

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

e) Loss per share

Basic loss per share is calculated by dividing the loss attributable to common shareholders by the weighted average number of common shares outstanding in the year. For all years presented, the loss attributable to common shareholders equals the reported loss attributable to owners of the Company. In calculating the diluted loss per share, the weighted average number of common shares outstanding assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period. For the periods presented, this calculation proved to be anti-dilutive.

f) Equipment

Equipment is carried at cost less amortization and amounts written-off. The assets residual value, amortization methods and useful lives are reviewed, and adjusted, if appropriate, at each reporting date. Amortization is provided for over the estimated lives of the related assets based on annual rates as follows:

| | |
|-----------------------|--------------------------|
| Exploration equipment | 10 Years - Straight-line |
| Computers | 3 Years - Straight-line |

g) Income taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; nor 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 reporting date. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. 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.

Kincora Copper Limited

(An Exploration Stage Company)

Notes to the Consolidated Financial Statements

For the years ended December 31, 2024 and 2023

(Expressed in Canadian Dollars)

3. Material Accounting Policies – continued

h) Functional and presentation currency

The functional currency is the currency of the primary economic environment in which the entity operates. The functional currency of the Company and its subsidiaries for the years ended December 31, 2023 and 2024 was the Australian Dollar. Prior to the year 2023, the functional currency of the Company and the Mongolian subsidiaries was CAD while the functional currency of Kincora Copper Australia Pty Ltd was the Australian Dollar. The acquisition of the RareX projects in Australia (completed in 2023) triggered the Company's main focus in Australia and capital raising in Australia to fund both the Australian and Mongolian projects. Hence, the Company assessed that the functional currency of the Company and its subsidiaries is the Australian Dollar starting in 2023. 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* ("IAS 21"). The Company's presentation currency is the Canadian dollar ("C\$").

Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on dates of transactions. At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at rates prevailing at the date when the fair value was determined. All gains and losses on translation of these foreign currency transactions are included in the statements of comprehensive loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Foreign operations

The financial results and position of foreign operations whose functional currency is different from the Company's presentation currency are translated as follows:

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

Exchange differences arising on translation of foreign operations are recognized in other comprehensive income and recorded in the Company's foreign currency translation reserve in equity. These differences are recognized in the profit or loss in the period in which the operation is disposed.

i) Provision for environmental rehabilitation

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of exploration and evaluation assets and equipment when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future rehabilitation cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to the assets along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as exploration and evaluation assets.

Under the legislative environments the Company may operate in, environmental bonds and prepayments can be required to support gaining operational and exploration approvals, and held until such work is completed and rehabilitation completed. Such payments are recorded as a prepayment until return and receipt to the Company. The Company's estimates of reclamation costs, environmental bonds and prepayments could

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3. Material Accounting Policies – *continued*

i) Provision for environmental rehabilitation – *continued*

change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures.

These changes would be recorded directly to exploration and evaluation assets with a corresponding entry to the rehabilitation provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates. Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, would be charged to profit or loss for the period. At December 31, 2024 and 2023, the Company had no provisions for environmental rehabilitation.

j) Impairment of assets

The carrying amount of the Company's long-lived assets (which includes equipment and exploration and evaluation assets) is periodically reviewed, including following the reduction in any mineral tenure rights and at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of comprehensive loss.

The recoverable amount is the greater of an asset's fair value, less cost to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows, largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

k) Financial instruments

Classification

The Company classifies its financial instruments in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost.

The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

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3. Material Accounting Policies – continued

k) Financial instruments – continued

| Financial assets/liabilities | Classification |
|------------------------------|----------------|
| Cash | FVTPL |
| Investment in shares | FVTPL |
| Investment in options | FVTPL |
| Receivables | Amortized cost |
| Accounts payable | Amortized cost |

Measurement

Financial assets at FVTOCI

Elected investments in equity investments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transactions costs expensed in the statements of comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are recorded in the statements of loss and comprehensive loss in the period in which they arise.

Fair value measurement disclosure includes classification of financial instrument in a hierarchy comprising three levels reflecting the significance of the inputs used in making the measurements, described as follows:

Level 1: Valuations based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

The fair values of the Company's cash and investment in shares constitutes a Level 1 fair value measurement. The fair value of the Company's investment in options constitutes a Level 2 fair value measurement. The fair value of the Company's receivables and accounts payable approximate the carrying value due to their short-term nature.

Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in

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3. Material Accounting Policies – continued

k) Financial instruments – continued

the statements of comprehensive loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

Financial liabilities

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of loss and comprehensive loss.

4. 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 commence the development of its exploration and evaluation assets and to maintain a flexible capital structure for its projects for the benefit of its stakeholders. As the Company is in the exploration stage, its principal source of funds is from the issuance of common shares. Further information relating to liquidity risk is disclosed in Note 5. In the management of capital, the Company includes the components of shareholders' equity. 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 new shares, enter into joint venture property arrangements, acquire or dispose of assets or adjust the amount of cash and cash equivalents. In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The annual and updated budgets are approved by the Board of Directors. The Company's investment policy is to invest its cash in highly liquid short-term interest-bearing investments with maturities of three months or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations. The Company is uncertain as to whether its current capital resources will be sufficient to carry its exploration plans and operations through its current operating period and, accordingly, management is reviewing the timing and scope of current exploration plans and is also pursuing other financing alternatives to fund the Company's operations. There were no changes in the Company's approach to capital management during the period. The Company is not subject to any externally imposed capital requirements.

5. Management of Financial Risk

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments are summarized below.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is periodically exposed to interest rate risk on its cash equivalents as these instruments are exposed to interest rate fluctuations on renewal. Management has assessed this risk as low.

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5. Management of Financial Risk – continued

Currency risk

Currency risk is the risk that the fair values of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's operations are focused on Australia and Mongolia, where many exploration and administrative expenses are incurred in the Australian Dollar, Mongolian Tugrik and the US Dollar. The Company's ability to advance funds to Mongolia is subject to changes in the valuation of the Tugrik and the US dollar as well as rules and regulations of the Mongolian government. Fluctuations in the value of the Australian Dollar, Tugrik and the US dollar may have positive and/or adverse effect on the operations and operating costs of the Company. Management seeks to limit foreign currency risk, primarily seeking to retain funds in Canada and Australia wiring funds as and when needed to foreign subsidiaries to meet operating expenditures, and believes this risk to be minimal.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts held with major banks in Canada and Australia, with more limited funds in Mongolia, where the Mongolian subsidiaries make monthly cash calls. As most of the Company's cash is held by two banks there is a concentration of credit risk, and, in Mongolia one of the two subsidiary's bank accounts, with balance of MNT208,673 (\$114) has been frozen by the Mongolian Tax Authority as a result of an ongoing tax dispute. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies and looking to avoid holding more than one month's budgeted cash reserves in Mongolia (and noting the funding obligations for the Mongolian operation are now included in the agreement with Woomera). The Company has secondary exposure to credit risk on its receivables. This risk is minimal as receivables consist primarily of refundable goods and services taxes.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company attempts to manage liquidity risk by maintaining sufficient cash and cash equivalent balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term obligations.

As at December 31, 2024, the Company had current assets in excess of current liabilities of \$2,239,000 and a cash balance of \$2,144,000 (2023 - \$1,530,000) to settle current liabilities of \$672,000 (2023 - \$248,000). During the year ended December 31, 2024, the Company completed a two tranche \$1,206,024 (A\$1,273,025) non-brokered private placement via strategic investment by Fleet Space, an existing major shareholder (*The Bloomfield Group*), directors and new investors participation.

As with all exploration entities, the Company's access to financing is always uncertain. There can be no assurance of continued access to significant financing. Liquidity risk is assessed as high, both at the listed company and asset level.

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6. Investments

As at December 31, 2024, the Company had investments consisting of 180,000,000 shares and 180,000,000 options with Orbminco Limited ("Orbminco") (formerly Woomera Mining Limited) received on October 1, 2024 as consideration for the earn-in agreement entered into by the Company and Orbminco (Note 7). The fair value of the 180,000,000 Orbminco shares was \$502,000 (A\$540,000) and the fair value of the Orbminco options was \$383,000 (A\$411,000) at issuance date. As at December 31, 2024, the fair value of the investment in shares was \$321,000 and the fair value of the investment in options was \$247,000. Company recognized an unrealized loss on investments of \$284,000 in the consolidated statement of loss and comprehensive loss for the year ended December 31, 2024.

The continuity of the Company's investments in shares and options is as follows:

Investment in Shares

| <i>In thousand \$</i> | Number of Shares | | Fair Value |
|-----------------------------------|--------------------|-----------|------------|
| Balance, December 31, 2023 | - | \$ | - |
| Additions | 180,000,000 | | 502 |
| Change in market value | - | | (163) |
| Foreign exchange translation | - | | (18) |
| Balance, December 31, 2024 | 180,000,000 | \$ | 321 |

Investment in Options

| <i>In thousand \$</i> | Number of Options | | Fair Value |
|-----------------------------------|--------------------|-----------|------------|
| Balance, December 31, 2023 | - | \$ | - |
| Additions | 180,000,000 | | 383 |
| Change in market value | - | | (121) |
| Foreign exchange translation | - | | (15) |
| Balance, December 31, 2024 | 180,000,000 | \$ | 247 |

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7. Exploration and Evaluation Assets

For the year ended December 31, 2024 (000's)

| | Bronze Fox | | Golden Grouse | | Macquarie Arc | | Total |
|--------------------------------------|---------------|----------|------------------|---------|------------------|---------|-----------|
| Exploration costs | | | | | | | |
| Amortization | \$ | 39 | \$ | 54 | \$ | - | \$ 93 |
| Assaying | | - | | - | | 17 | 17 |
| Camp | | 1 | | 191 | | 2 | 194 |
| Drilling | | - | | 493 | | 520 | 1,013 |
| Fuel | | - | | - | | 49 | 49 |
| Geological/geophysics | | - | | 21 | | 3 | 24 |
| License/fees/taxes | | - | | - | | 2 | 2 |
| Rental/utilities | | 1 | | 9 | | 135 | 145 |
| Salaries/labor | | 66 | | 158 | | 412 | 636 |
| Supplies/safety gear | | - | | - | | 12 | 12 |
| Transportation/travel | | - | | - | | 110 | 110 |
| Total current exploration costs | \$ | 107 | \$ | 926 | \$ | 1,262 | \$ 2,295 |
| Total costs incurred during the year | \$ | 107 | \$ | 926 | \$ | 1,262 | \$ 2,295 |
| Balance, opening | | 1,347 | | 424 | | 14,116 | 15,887 |
| Exclusivity payment received | | (67) | | (24) | | - | (91) |
| Deferred exploration funds received | | (673) | | (287) | | (1,791) | (2,751) |
| Shares consideration received | | (620) | | (265) | | - | (885) |
| Translation adjustment | | 190 | | 119 | | (132) | 177 |
| Balance, ending | \$ | 284 | \$ | 893 | \$ | 13,455 | \$ 14,632 |
| Cumulative costs: | | | | | | | |
| Acquisition | \$ | 36,624 | \$ | 1,094 | \$ | 1,973 | \$ 39,691 |
| Exploration | | 13,586 | | 5,049 | | 14,082 | 32,717 |
| Exclusivity payment received | | (325) | | (51) | | - | (376) |
| Deferred exploration received | | (673) | | (287) | | (1,791) | (2,751) |
| Shares consideration received | | (620) | | (265) | | - | (885) |
| Government grant received | | - | | - | | (339) | (339) |
| Impairment | | (48,498) | | (4,766) | | - | (53,264) |
| Translation adjustment | | 190 | | 119 | | (470) | (161) |
| | \$ | 284 | \$ | 893 | \$ | 13,455 | \$ 14,632 |

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7. Exploration and Evaluation Assets – continued

For the year ended December 31, 2023 (000's)

| | Bronze Fox | | Golden Grouse | | Macquarie Arc | | Total |
|--------------------------------------|---------------|----------|------------------|---------|------------------|--------|-----------|
| Acquisition costs | | | | | | | |
| Acquisition & maintenance | \$ | - | \$ | - | \$ | 1,200 | \$ 1,200 |
| Total current acquisition costs | \$ | - | \$ | - | \$ | 1,200 | \$ 1,200 |
| Exploration costs | | | | | | | |
| Amortization | \$ | 39 | \$ | 35 | \$ | - | \$ 74 |
| Assaying | | - | | - | | 101 | 101 |
| Camp | | 13 | | 35 | | 3 | 51 |
| Drilling | | - | | - | | 590 | 590 |
| Fuel | | - | | - | | 37 | 37 |
| License/fees/taxes | | - | | - | | 4 | 4 |
| Rental/utilities | | 3 | | - | | 143 | 146 |
| Salaries/labor | | 111 | | 208 | | 559 | 878 |
| Supplies/safety gear | | - | | - | | 1 | 1 |
| Transportation/travel | | - | | - | | 137 | 137 |
| Total current exploration costs | \$ | 166 | \$ | 278 | \$ | 1,575 | \$ 2,019 |
| Total costs incurred during the year | \$ | 166 | \$ | 278 | \$ | 2,775 | \$ 3,219 |
| Balance, opening | | 1,241 | | 388 | | 11,834 | 13,463 |
| Translation adjustment | | - | | - | | (338) | (338) |
| Exclusivity payment received | | (60) | | (27) | | - | (87) |
| Government grant received | | - | | - | | (155) | (155) |
| Impairment | | - | | (215) | | - | (215) |
| Balance, ending | \$ | 1,347 | \$ | 424 | \$ | 14,116 | \$ 15,887 |
| Cumulative costs: | | | | | | | |
| Acquisition | \$ | 36,624 | \$ | 1,094 | \$ | 1,973 | \$ 39,691 |
| Exploration | | 13,479 | | 4,123 | | 12,820 | 30,422 |
| Exclusivity payment received | | (258) | | (27) | | - | (285) |
| Government grant received | | - | | - | | (339) | (339) |
| Impairment | | (48,498) | | (4,766) | | - | (53,264) |
| Translation adjustment | | - | | - | | (338) | (338) |
| | \$ | 1,347 | \$ | 424 | \$ | 14,116 | \$ 15,887 |

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7. Exploration and Evaluation Assets – continued

Exploration and evaluation assets – Mongolia – Nadmin

The Company originally acquired a 100% interest in the shares of KGL in consideration for \$35,882,000 in cash, common shares and warrants. KGL indirectly holds title to the mining license of the Bronze Fox copper/gold project in Mongolia.

During the year ended December 31, 2020, the Company recorded total impairment loss of \$30,455,000 relating to the write-off of exploration license, which included \$742,000 write-off of the carrying value relating to the merger with IBEX subsidiaries in 2016.

During the year ended December 31, 2021, the Company assessed the property for impairment in relation to the acquisition and joint venture agreement entered by the Company with Resilience Mining Mongolia Pty. Ltd. ("RMM") on June 30, 2021, and recorded an impairment loss of \$18,043,000.

Exploration and evaluation assets – Mongolia – Golden Grouse

On April 18, 2012, the Company acquired a 100% interest in Golden Grouse from Temujin Mining Corp. ("Temujin"), which held two mineral exploration licenses adjoining the Company's Bronze Fox project.

On October 28, 2016, the Company obtained seven mineral exploration licenses and two new license applications in mergers with IBEX Land Mongolia LLC ("IBEX Land") and IBEX Mongolia LLC ("IBEX"). The fair value in excess of the net assets of IBEX Land and IBEX was allocated to Bronze Fox (\$742,000) and Golden Grouse (\$1,094,000). As of December 31, 2019, all of the mineral exploration licenses associated with the IBEX transaction that was no longer being explored by the Company, were relinquished back to the Mongolian Government, and a write off of \$3,185,000 was recorded.

During the year ended December 31, 2020, the Company recorded an impairment loss of \$212,000 relating to the write-off of exploration license.

During the year ended December 31, 2021, the Company assessed the property for impairment in relation to the acquisition and joint venture agreement entered by the Company with RMM on June 30, 2021, and recorded an impairment loss of \$1,154,000.

Exploration and evaluation assets – Mongolia – Earn-in and Joint Venture Agreement

On August 8, 2024, Kincora successfully completed the strategic review process for the Mongolian assets with a binding Earn-In Term Sheet with Orbminco Limited (formerly Woomera Mining Limited) (ASX: OB1, Orbminco). Orbminco is an arm's length and unrelated party to Kincora.

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7. Exploration and Evaluation Assets – continued

Exploration and evaluation assets – Mongolia – Earn-in and Joint Venture Agreement – continued

The key terms of the binding Earn-In Term Sheet comprise:

- Orbminco may earn a 51% equity interest in the asset holding subsidiaries by funding US\$2 million (\$2.9 million) in expenditure in an initial earn-in period of up to three years and has the right to earn a further 29% equity interest in the asset holding subsidiaries by funding a further US\$2 million (\$2.9 million) in expenditure within five years of the date of the Mongolia Agreement. This includes a minimum expenditure of US\$0.5 million (\$0.7 million) in the each of the first two years of the earn-in period. During the year ended December 31, 2024, the Company received in advance funds from Woomera of US\$514,691 (\$960,000) and recorded as proceeds against the evaluation and exploration asset in the consolidated statements of financial position.
- Upon earning and exercising the right for the 80% interest Orbminco can elect to:
 - (i) purchase the remaining 20% equity interest in the subsidiaries from Kincora for a purchase price of US\$10 million and a 1.0% net smelter royalty (NSR); or,
 - (ii) enter into a shareholders' agreement where Orbminco free-carries Kincora until the point of a Final Investment Decision (FID) for project development (minimum threshold of a JORC 2012 compliant reserve of 1Moz gold equivalent).
- Orbminco completing a capital raising.
- The Agreement requires the parties to enter into an formal agreement to reflect the terms of Orbminco's operations of the Bronze Fox project and is conditional upon the parties obtaining shareholder and regulatory approvals.
- Orbminco has agreed to cover the holding costs and spend a minimum of US\$500,000 (\$719,000), including satisfying the minimum statutory field related commitments and drilling for the project between the date of its shareholder approval and December 31, 2024.
- If Orbminco withdraws from the earn-in prior to earning an 80% interest it must forfeit any equity interest it has obtained in the asset holding entities to Kincora.

During the year ended December 31, 2024, the Company received an exclusivity payment of \$91,000 (A\$100,000) from Orbminco to enable final due diligence and definitive legal agreements. The Company also received 180,000,000 shares and 180,000,000 options from Orbminco as consideration pursuant to the earn-in agreement. (Note 6).

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7. Exploration and Evaluation Assets – continued

Exploration and evaluation assets – Australia – Joint Venture projects

On January 30, 2020, the Company entered into a binding memorandum of understanding (“MoU”) and made a non-refundable option payment of A\$25,000 to RareX Limited (“RareX”) providing the exclusive right to acquire a 65% interest in six mineral leases and five projects in the LFB.

On March 19, 2020, the Company announced it had completed definitive agreements with RareX. The key commercial terms being:

- Issuing 4,983,333 shares, subject to a voluntary 12-month lockup and transfer of titles with the NSW regulator, resulting in RareX becoming a then 9.9% shareholder (issued on March 27, 2020);
- Payment of A\$150,000 in cash to RareX upon closing as follows:
 - A\$100,000 in cash consideration (paid on March 30, 2020); and,
 - A\$50,000 in cash as reimbursement to RareX for outstanding holding costs and licence renewals (paid on March 30, 2020).
- The Company acquiring a 65% interest in the respective licences, becoming operator and sole financier of all further exploration until a positive scoping study or Preliminary Economic Assessment (“PEA”).

On July 27, 2023, the Company executed a conditional agreement with RareX to acquire its carried 35% asset level interests in the Trundle, Fairholme, Jemalong, Cundumbul and Condobolin licenses. In consideration, the Company issued 40,000,000 Chess Depositary Interests (“CDIs”) of Kincora and granted a 1% NSR for the vended licenses to RareX (the “RareX Transaction”). The consideration was issued by the Company on December 14, 2023 (Note 8).

On December 15, 2023, the Company completed the acquisition of RareX’s interest in various projects to now have a 100% ownership of the entire NSW project portfolio.

The Company held security deposits of \$52,599 in relation to RareX claims as at December 31, 2024 (2023 - \$53,105).

The Company held security deposits of \$124,650 as at December 31, 2024 (2023 - \$89,497).

During the year ended December 31, 2023, the Company received \$155,000 (A\$172,352) NSW government grants relating to completed drilling at the Nyngan and Trundle projects.

Exploration and evaluation assets – Australia – Exploration Alliance Agreement

On October 6, 2022, the Company announced the execution of an Exploration Alliance Agreement with Earth AI Pty. Ltd. (“Earth AI”) covering the Cundumbul project.

Key terms of the Exploration Alliance Agreement:

The Exploration Alliance allows for a co-funding model and joint technical committee, whereby Earth AI will have day-to-day management and control of exploration activities and contribute up to A\$4.5m of total exploration expenditure across the project over a two-year period with an option to extend for a further year (which was extended during the year).

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7. Exploration and Evaluation Assets – continued

Exploration and evaluation assets – Australia – Exploration Alliance Agreement – continued

Subject to a minimum of 1500 metres of diamond drilling (satisfied at the time of writing) and a Qualifying Drilling Intersection resulting in a new discovery (as defined within the Exploration Alliance Agreement, yet to be satisfied at the time of writing), Earth AI is entitled to a net smelter return royalty (Royalty) of up to 3% in connection with a to be agreed upon area surrounding the discovery (Area of Interest, size dependent on the extent of the newly discovered mineral system).

Kincora is under no obligation to explore, develop or mine the Cundumbul project during the period of the Exploration Alliance. However, upon Earth AI successfully drilling a Qualifying Drilling Intersection and having carried out a minimum of 1,500 metres of diamond drilling, whereafter the second anniversary of the Royalty Trigger Date if no mineral resource has been defined and the annual exploration expenditure in the Area of Interest falls below US\$250,000, Earth AI will have the option to assume operational control and buy all of the Royalty Tenements that overlap with the Area of Interest under the Royalty Deed, for a cash purchase price equal to US\$1,000,000 plus a 2% net smelter.

The Agreement will not affect the capital structure of the Company or ownership in the project. During the year ended December 31, 2024, Earth AI has commenced drilling (at their own cost) at the Cundumbul project with results and further drilling activities pending.

During the year Kincora signed a definitive multiple-phase Earn-in and Joint Venture Agreement with a wholly owned subsidiary of AngloGold Ashanti plc (AngloGold) for the Northern Junee-Narromine Belt Project, comprising the Nyngan and Nevertire licenses.

The key terms of the Agreement with AngloGold Ashanti Australia Limited, covering the Nyngan (EL 8929) and Nevertire (EL 8960) projects, comprise:

- AngloGold may earn a 70% initial interest by incurring A\$25 million in total expenditure on exploration in the initial earn-in period of up to seven years upon which a joint venture would be formed (Phase I). This includes a minimum expenditure of A\$2 million within the first two years (Minimum Obligation). AngloGold is permitted to withdraw from the Agreement after satisfying the Minimum Obligation or payment of any shortfall.
- AngloGold can then earn an additional 10% interest (for a total interest of 80%) by completing a Pre-Feasibility Study (PFS) or by funding a further \$25m of expenditure over an additional three years (Phase II).
- During the Minimum Obligation period, Kincora will operate and conduct all exploration activities as directed by an Exploration Management Committee that will comprise two members from each party, and be entitled to a 10% management fee.
- The Agreement is otherwise on terms that are customary for similar agreements and includes the agreed principal terms of the proposed joint venture agreement which will apply if AngloGold earns an interest in the NJNB tenements.
- All expenditure timelines under the Agreement can be accelerated.

During the year ended December 31, 2024, the Company received A\$2,009,251 (\$1,791,000) in advance funds from AngloGold which were recorded as proceeds against the evaluation and exploration asset in the consolidated statements of financial position.

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8. Share Capital

Authorized share capital: Unlimited Common shares without par value.

Share issuances:

- a) On December 23, 2024, the Company completed a private placement of 33,500,658 shares, raising gross proceeds of A\$1,273,025 (\$1,206,024) in two tranches: first tranche, on October 21, 2024, the Company issued 12,576,031 shares for gross proceeds of A\$477,889 (\$452,737), with free-attaching 6,288,015 options (Note 8 – Stock options); and the second tranche, on December 18, 2024, the Company issued 20,924,627 shares for gross proceeds of A\$795,136 (\$753,287) with free-attaching 10,462,311 options (Note 8 – Stock options). The Company incurred share issuance cost of \$57,237.
- b) The Company issued 3,877,370 shares for the exercise of performance rights that were granted on December 14, 2021.
- c) On December 14, 2023, the Company issued 40,000,000 CDIs at a fair value of C\$0.03 per CDI pursuant to the acquisition of 35% interest in the RareX projects (Note 7).
- d) On August 8, 2023, the Company closed a Non-Brokered Placement and issued 40,600,000 new CDIs for gross proceeds of A\$2,030,000 (\$1,784,167). The Non-Brokered Placement includes a one (1) for two (2) free-attaching option exercisable at A\$0.075 (C\$0.065) and expiring 24-months from the issue (“Attaching Options”). Associated with the raising, 7,500,000 unquoted options were issued at an exercise price of A\$0.075 (C\$0.065) and expiring 24-months from the issue (“Broker Options”) and cash fee of \$94,037 was incurred.
- e) On March 6, 2023, the Company issued 15,132,794 shares for gross proceeds of \$756,640 (A\$832,304) from the second tranche of the December 2022 private placement. The Company incurred share issuance costs of \$32,657.

Obligation to issue shares:

The Company has a share for services plan approved in 2019. Pursuant to the plan, the Company provides compensation to directors and officers in both shares and cash. The portion of compensation that will be paid by shares are recorded in obligation to issue shares and will be transferred to share capital upon issuance of the shares. During the year ended December 31, 2024, the Company accrued fees of \$268,880 (2023 - \$159,000) to its officers and directors. As at December 31, 2024, the Company has a balance owing of \$629,230 (2023 - \$360,350), with \$622,980 (2023 - \$354,100) recorded in obligation to issue shares and the remaining in accounts payable.

Stock options:

The Company has an equity incentive plan in place under which it is authorized to grant options or performance rights to executive officers and directors, employees and consultants enabling them to acquire up to 20% of the issued and outstanding common stock of the Company, and the amount approved for the purposes of the ASX rules, being up to 7,000,000 performance rights. Under the plan, the exercise price of each option shall not be less than the discounted market price of the Company's stock as calculated on the date of grant. The options can be granted for a maximum term of 10 years and vest as determined by the board of directors.

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8. Share Capital – continued

Stock options: – continued

On September 27, 2023, the Company issued 20,300,000 free-attaching options pursuant to the private placement that closed in August 2023. Each option has an exercise price of A\$0.075 (C\$0.065) and expires 24 months from the date of issue. The fair value of the options was determined to be \$nil using the residual method. The Company issued 7,500,000 broker options as share issuance cost. Each option has an exercise price of A\$0.075 (C\$0.065). The fair value of the broker options was \$160,029, determined using the Black-Scholes Option Pricing Model.

On May 31, 2024, the Company granted an aggregate of 24,500,000 incentive stock options to certain board members, senior management and advisers of Kincora (the optionees). Each option is exercisable into one common share in the capital of the company at an exercise price of A\$0.075 (\$0.068) per common share with expiry of two years following the date of grant. The fair value of the options was \$794,449, determined using the Black-Scholes Option Pricing Model.

The fair value was determined using the Black-Scholes Option Pricing Model using the following weighted average estimates:

| | December 31, 2023 | December 31, 2024 |
|---------------------------------|-------------------|-------------------|
| Expected dividend yield | 0% | 0% |
| Expected stock price volatility | 122.11% | 142% |
| Risk free rate | 4.62% | 4.25% |
| Forfeiture rate | 0% | 0% |
| Expected life of options | 2 years | 2 years |

On October 21, 2024, the Company issued 6,288,015 free-attaching options pursuant to the first tranche of the private placement described in Note 8 – Share issuances (a). Each option has an exercise price of A\$0.075 (\$0.070) and expires 24 months from the date of issue. The amount assigned to the options was determined to be \$nil using the residual method.

On December 18, 2024, the Company issued 10,462,311 free-attaching options pursuant to the second tranche of the private placement described in Note 8 – Share issuances (a). Each option has an exercise price of A\$0.075 (\$0.070) and expires 24 months from the date of issue. The fair value of the options was determined to be \$125,547 using the residual method.

A summary of the Company's stock option transactions is as follows:

| | Number of options | Weighted average exercise price |
|--|-------------------|---------------------------------|
| Balance outstanding – December 31, 2022 | 20,449,886 | \$0.31 |
| Granted | 27,800,000 | 0.07 |
| Expired | (864,805) | 0.32 |
| Balance outstanding – December 31, 2023 | 47,385,081 | \$0.16 |
| Granted | 24,500,000 | 0.05 |
| Granted | 16,750,326 | 0.07 |
| Expired | (2,004,506) | 0.48 |
| Expired | (10,000,000) | 0.29 |
| Expired | (7,580,575) | 0.28 |
| Balance outstanding – December 31, 2024 | 69,050,326 | \$0.07 |

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8. Share Capital – continued

Stock options: – continued

The weighted average life of the stock options is 1.26 years.

The weighted average price for options granted during the year ended December 31, 2024 is \$0.069 (2023 - \$0.065).

As at December 31, 2024, the following stock options are outstanding and exercisable:

| Number | Price per share | Expiry date | Options exercisable |
|-------------------|-----------------|--------------------|---------------------|
| 27,800,000 | \$0.07 | September 27, 2025 | 27,800,000 |
| 24,500,000 | \$0.07 | May 31, 2026 | 24,500,000 |
| 6,288,015 | \$0.07 | October 21, 2026 | 6,288,015 |
| 10,462,311 | \$0.07 | December 18, 2026 | 10,462,311 |
| 69,050,326 | \$0.07 | | 69,050,326 |

Warrants: As of December 31, 2024 and 2023, the Company had no outstanding warrants.

Performance rights:

In December 2021, the Company granted 5,520,449 performance rights to certain directors and officers of the Company, pursuant to the Company's new EIP. 4,535,385 of the performance rights are vesting two years from the issue date, 454,154 performance rights are vesting one year from the issue date, and 530,910 performance rights are vesting 1/3 each of the calendar years ended 2021, 2022, and 2023. Each performance right entitles the holder to receive one share of the Company on vesting. During the year ended December 31, 2024, the Company recorded share-based compensation of \$Nil (2023 - \$125,971) for the performance rights vested. During the year ended December 31, 2024, 3,877,370 performance rights were exercised (Note 10). The remaining 1,643,079 performance rights have been cancelled during the year.

Reserves:

Share-based payment reserve represents the fair value of stock options or warrants until such time that the share-based instruments are exercised, at which time the corresponding amount will be transferred to share capital.

Exchange gains and losses arising from translation from the Company's functional currency to presentation currency are included in foreign currency translation reserve.

9. Segmented Information

The Company operates in two operating segments being the acquisition and exploration of exploration and evaluation assets in Mongolia and Australia. The Company's head office is located in Canada, and all of the Company's non-current assets are located in Mongolia and Australia as follows.

| <i>In thousand \$</i> | Mongolia | | Australia | | Total |
|-------------------------------------|----------|-------|-----------|--------|-----------|
| Balance at December 31, 2024 | | | | | |
| Mineral properties | \$ | 1,177 | \$ | 13,455 | \$ 14,632 |
| Equipment | \$ | 43 | \$ | - | \$ 43 |

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9. Segmented Information – continued

| <i>In thousand \$</i> | Mongolia | | Australia | | Total |
|-------------------------------------|----------|-------|-----------|--------|-----------|
| Balance at December 31, 2023 | | | | | |
| Mineral properties | \$ | 1,771 | \$ | 14,116 | \$ 15,887 |
| Equipment | \$ | 74 | \$ | - | \$ 74 |

10. Related Party Transactions

The Company incurred the following amounts for related party services:

- During the year ended December 31, 2024, the Company incurred \$73,800 (2023 - \$73,800) to a company with an officer in common for management and accounting services.
- During the year ended December 31, 2024, the Company incurred \$300,000 (2023 - \$220,000) to an officer and a company with an officer in common for management services.
- During the year ended December 31, 2024, the Company incurred director's fees and consulting fees of \$248,000 (2023 - \$166,000) to current directors and to a former director.
- During the year ended December 31, 2024, the Company incurred consulting fees of \$124,000 (2023 - \$124,000) to an officer and to a director of the Company and \$8,000 (2023 - \$20,000) to a former director of the Company.
- During the year ended December 31, 2024, the Company incurred consulting fees – geologists of \$20,000 (2023 - \$20,000) to a director of the Company.
- At December 31, 2024, the Company owed \$568,243 (2023 - \$242,710) in accrued directors' fees and management and accounting fees in accounts payable, which are non-interest bearing and due on demand, and obligation to issue shares (Note 8).
- During the year ended December 31, 2024, the Company issued a total of 1,421,048 shares and 710,523 options to directors in connection with the private placement that was closed during the year (Note 8).
- During the year ended December 31, 2024, the Company issued 3,877,370 shares to directors and officers for the exercise of performance rights (Note 8).
- During the year ended December 31, 2023, the Company issued 40,000,000 CDIs to RareX for the acquisition of the 35% interest in the NSW project portfolio (Note 8).

Compensation of key management personnel

| <i>In thousand \$</i> | December 31, 2024 | | December 31, 2023 | |
|---|----------------------|-------|----------------------|-----|
| Management, chairman, directors, and audit committee fees | \$ | 642 | \$ | 480 |
| Share-based payments | | 778 | | 126 |
| | \$ | 1,420 | \$ | 606 |

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11. Supplemental Disclosures of Cash Flow Information

| Supplemental Disclosure of Non-Cash Financing and Investing Activities include ('000): | December 31, 2024 | December 31, 2023 |
|--|-------------------|-------------------|
| Amortization capitalized to exploration and evaluation assets | \$ 93 | \$ 74 |
| Exploration expenditures included in accounts payable | - | 26 |
| Shares issued for exploration and evaluation assets | - | 1,200 |
| Shares received as consideration of earn-in agreement | \$ 885 | \$ - |

12. Equipment

Net carrying costs at December 31, 2024 and 2023 are as follows ('000):

| | Computers | Exploration Equipment | Total |
|--|----------------|-----------------------|-------------------|
| Cost | | | |
| Balance as at December 31, 2022 | \$ 25 | \$ 1,243 | \$ 1,268 |
| Additions | - | 71 | 71 |
| Balance as at December 31, 2023 | 25 | 1,314 | 1,339 |
| Additions | - | 92 | 92 |
| Translation adjustment | - | (30) | (30) |
| Balance as at December 31, 2024 | \$ 25 | \$ 1,376 | \$ 1,401 |
| Accumulated amortization and impairment | | | |
| Balance as at December 31, 2022 | \$ (25) | \$ (1,166) | \$ (1,191) |
| Amortization | - | (74) | (74) |
| Balance as at December 31, 2023 | (25) | (1,240) | (1,265) |
| Additions | - | (93) | (93) |
| Balance as at December 31, 2024 | \$ (25) | \$ (1,333) | \$ (1,358) |
| Net book value | | | |
| At December 31, 2023 | \$ - | \$ 74 | \$ 74 |
| At December 31, 2024 | \$ - | \$ 43 | \$ 43 |

13. Contingencies

In the course of its business activities the Company has from time to time, been the subject of civil claims by third parties, including former employees and government agencies that could give rise to a liability to pay compensation, tax claims, damages or other cash costs. In addition, the Company may receive notices from regulatory and other governmental agencies responsible for the administration of regulations impacting on the Company's business affairs, in relation to the imposition or intended imposition of penalties, assessments and other orders that could potentially have an adverse effect or negatively impact on the Company's business and financial condition including in jurisdictions such as Mongolia and Brazil. Based upon historic experience with management of such claims, assessment and regulatory actions, the Company does not anticipate that the outcome of any such claims, assessments and regulatory actions, will have a materially adverse effect on the Company's business or financial condition.

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13. Contingencies – continued

Brazil

The Company's Brazilian subsidiary, Samsul, has been named as a defendant in a lawsuit filed by federal prosecutors in 2015 seeking indemnification in the amount of approximately 500,000 Brazilian Reals for violation of mining laws and regulations in Brazil. Samsul is one of two defendants in this lawsuit and furthermore, the Company was not in control of Samsul at the time these alleged violations occurred. In addition, Samsul is also named as the sole defendant in six tax claims filed by the Brazilian Mining Agency (ANM) and the Brazilian Environmental Protection Agency (IBAMA) initiated between 2005 and 2018 with an aggregate claim amount of approximately 180,000 Brazilian Reals. The Company plans to rigorously defend against these claims.

The Company does not expect the final outcome of these claims to have a material impact on the Company's consolidated financial statements, and as a result, no provision has been recorded as of December 31, 2024 and 2023.

Mongolia

During the year ended December 31, 2021, Golden Grouse received a tax act reassessment for \$2.7 billion Tugriks (MNT), approximately \$1 million from the Mongolian Tax Authority ("MTA").

The 2021 tax assessment comprises four items, of which the Company strongly refutes the merit of three including the very vast majority of the liability sought relating to a retrospective tax assessment of the 2016 merger with IBEX (the agreed liability owed is 16.2 million MNT, significantly less than the 100 million MNT deposit Kincora has had to place with the MTA to dispute the reassessment).

The 2016 IBEX merger required a prior tax assessment, which followed an audit of the IBEX entity's prior-year periods and the on-shore and off-shore agreements to the merger (IBEX and parent entities). The 2016 tax assessment was paid and relied upon by Mongolian government departments to facilitate the merger and was a condition precedent to close the merger with any adverse liability enabling both counterparties to withdraw from the merger (Note 7).

In the Company's view, the 2021 tax assessment's retrospective liability is not in line with the 2016 tax assessment and Mongolian law, and there is no basis for a different determination. Subsequent to year end, the Company's view was supported by a First Instance Administrative Court, which ruled in-line with Kincora's and independent legal opinions' long-standing positions and the original 2016 tax assessment. The MTA has appealed the court's ruling, further extending the Mongolian judicial process which commenced in 2021.

The Company does not expect the final outcome of these proceedings to have a material impact on the Company's consolidated financial statements, and as a result, no provision has been recorded as of December 31, 2024 and 2023.

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14. Income Tax

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

| | December 31, 2024 | December 31, 2023 |
|---|------------------------------|----------------------|
| Loss for the year | \$ (2,556,000) | \$ (1,460,000) |
| Statutory tax rate | 27% | 27% |
| Expected tax recovery | (690,000) | (394,000) |
| Permanent differences | 234,000 | (439,000) |
| True-up of prior year balances | - | 360,000 |
| Foreign tax differences | (21,000) | 23,000 |
| Change in unrecognized deductible temporary differences | 477,000 | (484,000) |
| Total tax recovery | \$ - | \$ - |

The significant components of the Company's unrecorded deferred tax assets and liabilities are as follows:

| | December 31, 2024 | December 31, 2023 |
|--|------------------------------|----------------------|
| <i>Deferred tax assets</i> | | |
| Exploration and evaluation assets | \$ 5,071,000 | \$ 4,612,000 |
| Equipment | 322,000 | 290,000 |
| Share issuance costs | 161,000 | 293,000 |
| Non-capital losses available for future period | 11,695,000 | 11,591,000 |
| Allowable capital losses | 185,000 | 185,000 |
| Unrecognized deferred tax assets | \$ 17,434,000 | \$ 16,971,000 |

The significant components of the Company's temporary differences and unused tax losses are as follows:

| | December 31, 2024 | December 31, 2023 | Expiry Date Range |
|---|------------------------------|----------------------|-------------------|
| Exploration and evaluation assets | \$ 20,611,000 | \$ 18,811,000 | No expiry date |
| Equipment | 1,268,000 | 870,000 | No expiry date |
| Share issuance costs and other | 597,000 | 1,085,000 | 2019-2026 |
| Allowable capital losses | 712,000 | 712,000 | No expiry date |
| Non-capital losses available for future periods | \$ 40,407,000 | \$ 37,642,000 | 2026-2044 |

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15. Subsequent Events

On March 10, 2025, the Company issued 7,169,335 shares to certain officers, directors and consultants as payment for services provided to the Company in 2022, 2023 and the first half of 2024 totaling to \$386,000.

As outlined in Note 13, Contingencies, a First Instance Administrative Mongolian Court has ruled in favour of the Company in relation to a long-standing tax reassessment dispute. The First Instance Administrative Court ruling followed a court appointed panel of independent Mongolian tax experts review and a 2023 Supreme Court hearing, and the MTA has appealed the court's ruling, further extending the Mongolian judicial process which commenced in 2021.