



LODE GOLD RESOURCES INC.

Condensed Interim Consolidated Financial Statements

For the six months ended June 30, 2026 and 2025

(Unaudited)

NOTICE OF NON-REVIEW OF FINANCIAL STATEMENTS

Under National Instrument 51-102, if an auditor has not performed a review of these condensed interim consolidated financial statements, they must be accompanied by a notice indicating that they have not been reviewed by an auditor. The accompanying condensed interim consolidated financial statements of Lode Gold Resources Inc. (the "Company") have been prepared by and are the responsibility of the Company's management. The attached condensed interim consolidated financial statements have not been reviewed by the Company's auditor.

LODE GOLD RESOURCES INC.
Condensed Interim Consolidated Statements of Financial Position
(Unaudited - Expressed in Canadian Dollars)

	June 30, 2026	December 31, 2025
Assets		
Current assets		
Cash	\$ 3,037,436	\$ 173,815
Term deposits	15,000	15,000
Marketable securities (Note 4)	18,000	18,000
Sales tax receivable	56,876	77,227
Due from related party (Note 7)	986,521	-
Prepaid expenses	109,108	224,686
Total current assets	4,222,941	508,728
Non-current assets		
Property and equipment	114,396	114,396
Land (Note 5)	7,149,546	7,149,546
Mineral exploration and evaluation assets (Note 5)	11,314,479	19,164,947
Investment in joint venture (Note 5)	-	2,141,395
Total assets	\$ 22,801,362	\$ 29,079,012
Liabilities and shareholders' equity		
Current liabilities		
Accounts payable and accrued liabilities	\$ 790,486	\$ 1,577,044
Derivative liabilities	-	601,923
Loan payable (Note 6)	5,047,252	4,398,674
Share subscription received	499,500	-
Rehabilitation provision	-	14,774
Total current liabilities	6,337,238	6,592,415
Total liabilities	6,337,238	6,592,415
Shareholders' equity		
Share capital (Note 8)	49,312,019	45,051,430
Contributed surplus (Note 8)	6,308,613	5,980,287
Deficit	(39,156,508)	(30,982,290)
Shareholders' equity	16,464,124	20,049,427
Non-controlling interest	-	2,437,170
Total equity	16,464,124	22,486,597
Total liabilities and shareholders' equity	\$ 22,801,362	\$ 29,079,012

Basis of presentation and going concern (Note 2)
 Commitments and contingencies (Notes 5 and 9)
 Subsequent events (Note 13)

ON BEHALF OF THE BOARD OF DIRECTORS

(Signed) "Wendy T. Chan" Director (Signed) "Scott Rasenberg" Director

See accompanying notes to these condensed interim consolidated financial statements.

LODE GOLD RESOURCES INC.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss For the Six Months ended June 30, 2026 and 2025 (Unaudited - Expressed in Canadian Dollars)

	Six Months Ended	
	June 30, 2026	June 30, 2025
Expenses		
General and administration (Note 10)	\$ 1,213,406	\$ 802,083
Share-based compensation (Note 8)	328,326	126,881
Finance costs (Note 6)	470,072	302,497
Foreign exchange loss (gain)	1,453,569	(220,899)
Accretion and amortization (Note 6)	150,067	233,164
Total expenses	3,615,440	1,243,726
Loss from operations before the undernoted	(3,615,440)	(1,243,726)
Loss from investment in joint venture	-	(280)
Gain on loss of control of subsidiary (Note 1 / 2)	1,329,680	-
Change in fair value of derivative liability	(27,738)	328,980
Interest income	19,310	-
Other income	6,656	-
Net loss and comprehensive loss	(2,287,532)	(915,026)
Net loss and comprehensive loss attributed to:		
Non-controlling interest	(116,681)	(22,938)
Shareholders of the company	(2,170,851)	(892,088)
Net loss and comprehensive loss	\$ (2,287,532)	\$ (915,026)
Basic and diluted loss per share	\$ (0.04)	\$ (0.03)
Weighted average number of shares		
Basic and diluted	60,131,013	33,155,297

See accompanying notes to these condensed interim consolidated financial statements.

LODE GOLD RESOURCES INC.

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

For the Six Months ended June 30, 2026 and 2025

(Unaudited - Expressed in Canadian Dollars)

	Number of issued and outstanding shares	Share capital	Special warrants	Contributed surplus	Deficit	Shareholder equity	Non- controlling interest	Total equity
	Note 8	\$	\$	\$	\$	\$	\$	\$
Balance, December 31, 2024	39,977,415	43,049,570	500,000	5,060,289	(28,957,704)	19,652,155	2,253,053	21,905,208
Shares issued for private placements (Note 8)	6,594,379	1,164,999		22,045	-	1,186,989	-	1,186,989
Share issue costs (Note 8)	-	(29,634)	-	12,282	-	(17,352)	-	(17,352)
Shares issued by subsidiary (Note 8)	-	-	-	-	-	-	121,750	121,750
Shares issued for special warrants conversion	1,428,571	500,000	(500,000)	-	-	-	-	-
Share-based compensation (Note 8)	-	-	-	126,881	-	126,881	-	126,881
Loss for the period	-	-	-	-	(892,088)	(892,088)	(22,938)	(915,026)
Balance at June 30, 2025	48,000,365	44,184,880	-	5,221,497	(29,849,792)	20,056,585	2,351,865	22,408,450
Balance, December 31, 2025	50,773,166	45,051,430	-	5,980,287	(30,982,290)	20,049,427	2,437,170	22,486,597
Shares issued for exercise of warrants (Note 8)	11,053,457	4,260,589	-	-	-	4,260,589	-	4,260,589
Distribution of subsidiary shares to Shareholders (Note 1 / 2)	-	-	-	-	(8,323,856)	(8,323,856)	-	(8,323,856)
Loss of control of subsidiary (Note 1 / 2)	-	-	-	-	2,320,489	2,320,489	(2,320,489)	-
Share-based compensation (Note 8)	-	-	-	328,326	-	328,326	-	328,326
Loss for the period	-	-	-	-	(2,170,851)	(2,170,851)	(116,681)	(2,287,532)
Balance, June 30, 2026	61,826,623	49,312,019	-	6,308,613	(39,156,508)	16,464,124	-	16,464,124

See accompanying notes to these condensed interim consolidated financial statements.

LODE GOLD RESOURCES INC.
Condensed Interim Consolidated Statements of Cash Flow
For the Six Months ended June 30, 2026, and 2025
(Unaudited - Expressed in Canadian Dollars)

	2026	2025
Operating activities		
Net loss for the period	\$ (2,287,532)	\$ (915,026)
Items not affecting cash:		
Accretion and amortization (Note 6)	150,067	230,971
Fair value adjustment of derivative liability	27,738	(328,980)
Finance costs (Note 6)	470,072	302,496
Foreign exchange	1,453,569	(229,866)
Share-based compensation (Note 8)	328,326	126,881
Gain on loss of control of subsidiary (Note 1 and 2)	(1,329,680)	-
Change in non-cash working capital (Note 3)	(120,696)	(496,300)
Net cash used in operations	(1,308,136)	(1,309,824)
Investing activities		
Option payment for Golden Culvert Property	(40,200)	(26,800)
Expenditure on exploration and evaluation assets (Note 5)	(440,228)	(738,935)
Prepaid exploration and evaluation	-	210,920
Restricted cash	-	221,019
Investment in joint venture	-	(47,970)
Cash disposed on loss of control of subsidiary (Note 1 and 2)	(1,099)	-
Net cash used in investing activities	(441,327)	(381,766)
Financing activities		
Proceeds from warrants exercise (Note 8)	4,260,588	1,373,989
Share issue costs	-	(17,352)
Share subscription received	499,500	-
Shares issued in subsidiary (Note 8)	-	121,750
Interest paid (Note 6)	(147,004)	-
Net cash from financing activities	4,613,084	1,478,387
Change in cash	2,863,621	(213,203)
Cash, beginning of the period	173,815	309,182
Cash, end of the period	\$ 3,037,436	\$ 95,979

Supplementary Cash Flow Information

Shares issued upon conversion of special warrants (Note 8)	\$ -	\$ 500,000
Warrants issued as compensation for loan extension (Note 6)	-	269,014
Interest paid (Note 6)	147,004	-

See accompanying notes to these condensed interim consolidated financial statements.

Lode Gold Resources Inc.

Notes to the Condensed Interim Consolidated Financial Statements For the Six Months ended June 30, 2026 and 2025 (Unaudited - Expressed in Canadian Dollars)

1. Corporate information

Lode Gold Resources Inc. (“Lode Gold” or the “Company”) is in the business of acquiring, exploring and developing mineral properties in North America. The Company was incorporated under the Business Corporations Act (Alberta) on March 5, 1986, with a continuance to British Columbia in 2025. The address of the Company’s principal office is Suite 1500, 409 Granville Street, Vancouver, British Columbia, Canada, V6C 1T2. Lode Gold is a Tier 2 mining issuer, and its shares are listed on the TSX Venture Exchange (“TSXV”), with the trading symbol LOD, and on the OTCQB Venture Market, under the symbol LODFF.

The Company and its subsidiaries are undertaking the exploration and development of the Fremont Gold Mine property in Mariposa County, California, USA; the Dingman Property in the province of Ontario, Canada; and the Bathurst Mining Camp (Taylor Brook and CNE) mineral properties in the province of New Brunswick, Canada.

Lode Gold has the following Canadian (“CA”) and American (“US”) direct and indirect wholly owned subsidiaries, all acquired as part of the California Gold Mining acquisition in 2021:

- Fremont Gold Mining, LLC (“FGM”) - US
- California Gold Mining Inc. (“CGMI”) - CA
- California Gold Mines (US) Inc. (“CGMUS”) - US

On August 27, 2024, Lode Gold and then subsidiary 1475039 B.C. Ltd. (“Spin Co”), entered into an agreement (the “Investment Agreement”) with Fancamp Exploration Ltd. (“Fancamp”) to advance the exploration and development of certain mineral properties located in the Yukon and New Brunswick. Under the terms of the Investment Agreement:

- Lode Gold would transfer all of its interests in its McIntyre Brook mineral property located in New Brunswick (the “McIntyre Brook Property”) and Fancamp would transfer all of its interests in the Riley Brook mineral property located in New Brunswick (the “Riley Brook Property”) to a newly incorporated joint-venture entity Acadian Gold Corp. (“JV Co” or “Acadian”) in which Fancamp and Spin Co would each own 50% of the outstanding shares (the “JV Co Shares”);
- Lode Gold would transfer to Spin Co its Golden Culvert mineral property located in Selwyn Basin, Tombstone Belt, southeastern Yukon, and nearby WIN mineral property (collectively the “Golden Culvert Property”);
- Fancamp would directly and indirectly invest \$3.0 million into Spin Co (“Fancamp Investment”) in exchange for such number of Spin Co common shares (“Spin Co Shares”) as is equal to 19.9% of the outstanding Spin Co Shares on an undiluted basis, after completion of the Spin Out;
- Fancamp would invest \$0.5 million into Lode Gold in exchange for 1,428,571 special warrants (“Lode Gold Special Warrants”) on a private placement basis, at an issue price of \$0.35 per Lode Gold Special Warrant; Each Special Warrant would be converted to one common share of Lode Gold and one five year Lode Gold share purchase warrant with an exercise price of \$0.50 per common share of Lode Gold; and

Lode Gold Resources Inc.

Notes to the Condensed Interim Consolidated Financial Statements For the Six Months ended June 30, 2026 and 2025 (Unaudited - Expressed in Canadian Dollars)

1. Corporate information (*continued*)

- Lode Gold would undertake a spin-out transaction of Spin Co (the “Spin Out”) pursuant to which each shareholder of Lode Gold will receive a fixed number of Spin Co shares for each common share of Lode Gold (each, a “Lode Gold Share”) held on the effective date of the Spin Out, whereby Spin Co would become a reporting issuer.

On October 9, 2024, Lode Gold announced conditional approval from the TSXV and closing of the Fancamp transaction pursuant to the definitive Investment Agreement for \$3.5 million investment detailed in its August 27, 2024 news release. \$0.5 million of Fancamp’s total investment was directed to Lode Gold for subscription of 1,428,571 Lode Gold Special Warrants at \$0.35 each and \$3.0 million into Spin Co for 5,423,078 common shares for a 19.9% interest in Spin Co. Lode Gold transferred its interest in the McIntyre Brook Property and Fancamp transferred its interest in the Riley Brook Property into the new JV Co. Lode Gold also transferred its interest in its Golden Culvert and WIN properties to Spin Co.

On October 21, 2024, the Company entered into an arrangement agreement with Spin Co and Canadian Securities Exchange (“CSE”) listed Great Republic Mining Corp. (“GRM”) for the Spin Out of subsidiary Spin Co (1475039 B.C. Ltd.) from Lode Gold and acquisition by GRM of the outstanding shares of Spin Co (the “Transaction”) by way of a statutory plan of arrangement (the “Arrangement”). The Transaction would result in the shareholders of Lode Gold taking control of GRM, thus effectively constituting a reverse takeover (“RTO”) of GRM by Spin Co.

On December 27, 2024, Lode Gold, Spin Co and GRM entered into an amended and restated arrangement agreement (the “A&R Arrangement Agreement”) to reflect certain changes to the Arrangement. The A&R Arrangement Agreement was approved by Lode Gold shareholders at a Special Meeting on March 10, 2025. The A&R Arrangement Agreement, and therefore the Transaction, was also approved by the Supreme Court of British Columbia on March 24, 2025, and by the shareholders of GRM, as required. On November 5, 2025, the A&R Arrangement Agreement was further amended by GRM and Lode Gold (the “Final A&R Arrangement Agreement Amendment”) to reflect certain changes related to delay in completing the Transaction.

On February 26, 2026, the Company and its subsidiary Spin Co successfully completed the contemplated Arrangement and RTO Transaction and the continuing business of Spin Co commenced trading on the CSE on March 2, 2026. With the completion of the Arrangement and RTO transactions, Spin Co ceased being a subsidiary of the Company on such date. The Company retained no ownership interest in Spin Co nor the continuing public company entity with which Spin Co concurrently completed a RTO.

Lode Gold Resources Inc.

Notes to the Condensed Interim Consolidated Financial Statements For the Six Months ended June 30, 2026 and 2025 (Unaudited - Expressed in Canadian Dollars)

2. Material Accounting Policies Information

Statement of Compliance

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34 - Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by the IASB. These condensed interim consolidated financial statements should be read in conjunction with the Company's audited annual financial statements for the year ended December 31, 2025, which have been prepared in accordance with IFRS as issued by the IASB.

These condensed interim consolidated financial statements were authorized and approved for release by the Board of Directors (the "Board") on September 3, 2026

Basis of Presentation and Going Concern

The business of exploring for mineral resources involves a high degree of risk and there can be no assurance that the Company's exploration programs will result in profitable operations. The Company's ability to repay its loans, to meet its obligations arising from exploration and development activity, and to provide working capital for normal operations is dependent upon the existence of economically recoverable reserves; the ability of the Company to continue to secure financial support from the public market; the ability to complete future equity financing; as well as the ability to generate future profitable production or proceeds from the disposition of its properties. The Company has a history of losses, with an accumulated deficit of \$39,156,508 (December 31, 2025 - \$30,982,290) and a working capital deficiency of \$2,114,297 as at June 30, 2026 (December 31, 2025 - \$6,083,687). The Company is dependent on its ability to raise additional funds through equity financing or attracting strategic project partners to meet the Company's current liabilities and to continue exploring and advancing its mineral properties and projects. As there is no assurance that the Company will be successful in these efforts, these conditions result in material uncertainties that cast significant doubt upon the Company's ability to continue as a going concern.

Basis of consolidation

These condensed interim consolidated financial statements include the accounts of Lode Gold and its controlled subsidiaries. The financial statements of subsidiaries, including entities which the Company controls, are included in the Company's applicable financial statements from the date that control commences until the date that control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. All intercompany transactions and balances have been eliminated.

As described in Note 1, the Arrangement and RTO Transactions were closed on February 26, 2026 and Spin Co ceased being a subsidiary of the Company. IFRS 10, Consolidated Financial Statements and IFRIC 17 - Distributions of Non-cash Assets to Owners have been applied as they relate to loss-of-control of a subsidiary. Accordingly, the assets and liabilities of Spin Co

Lode Gold Resources Inc.

Notes to the Condensed Interim Consolidated Financial Statements For the Six Months ended June 30, 2026 and 2025 (Unaudited - Expressed in Canadian Dollars)

2. Material Accounting Policies Information (*continued*)

Basis of consolidation (*continued*)

have been deconsolidated from the Company's financial reporting and these condensed interim consolidated financial statements. In addition, a gain on the distribution to the Company's shareholders, more specifically a gain on the loss of control of subsidiary, has been recognized in these condensed interim consolidated financial statements.

Functional and presentation currency

The condensed interim consolidated financial statements are presented in Canadian Dollars, which is also the functional currency of the parent and its subsidiaries.

Semi-annual reporting

During 2026, the Company elected to rely on Coordinated Blanket Order 51-933 Exemptions to Permit Semi-Annual Reporting for Certain Venture Issuers. Accordingly, the Company presents its financial results for the six months ended June 30, 2026 and 2025 and does not separately present results for the respective three-month periods ended June 30.

Critical accounting judgements and estimates

The preparation of financial statements requires management to make judgments, estimates and assumptions based on current available information that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual results could differ from those estimated.

By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of future periods could be material. In preparing these condensed interim consolidated financial statements, the significant judgements made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those that applied to, and disclosed in, the audited consolidated financial statements for the years ended December 31, 2025 and 2024.

New and revised accounting standards

(i) Standards adopted during the period

Certain pronouncements have been issued by the IASB or IFRIC that are mandatory for accounting years commencing on or after January 1, 2026. Many are not applicable or do not have a material impact to the Company and have been excluded.

Amendments to IFRS 9 and IFRS 7 – Financial Instruments

Adopted and effective as of January 1, 2026, these amendments may affect classification and disclosures related to the Company's financial instruments, however, no material impact on the Company's financial reporting is expected.

Lode Gold Resources Inc.

Notes to the Condensed Interim Consolidated Financial Statements For the Six Months ended June 30, 2026 and 2025 (Unaudited - Expressed in Canadian Dollars)

2. New and revised accounting standards *(continued)*

(i) Standards adopted during the period *(continued)*

Annual Improvements to IFRS Accounting Standards

Adopted and effective as of January 1, 2026, no material impact on the Company's financial reporting is expected.

(ii) Standards issued but not yet effective

The IASB has issued the following new standards which are not yet effective for the Company and have not been early adopted. The Company is currently assessing the impact of these standards on its financial statements:

IFRS 18, Presentation and Disclosure in Financial Statements (effective for annual periods beginning on or after January 1, 2027, with retrospective application and restatement of comparative information required) replaces IAS 1, Presentation of Financial Statements. IFRS 18 carries forward many requirements from IAS 1 but introduces significant changes to the structure of an entity's statement of profit or loss, including a newly defined "operating profit" subtotal and a requirement for all income and expenses to be classified into three new distinct categories, operating, investing, and financing based on an entity's main business activities. IFRS 18 also introduces enhanced guidance on the use and disclosure of management-defined performance measures, and additional principles on the aggregation and disaggregation of information presented in the primary financial statements and notes.

3. Supplemental Cash Flow Information

	June 30, 2026	June 30, 2025
Changes in non-cash working capital		
Sales tax receivable	\$ (37,098)	\$ (46,683)
Due from related party	986,521	-
Prepaid expenses	(15,555)	35,224
Accounts payable and accrued liabilities	(424,903)	(484,841)
Derivative liability	(629,661)	-
	\$ (120,696)	\$ (496,300)

4. Marketable Securities

The Company holds an investment in Jaeger Resources Corp. of 3,600,000 common shares. The investment is recorded at its quoted market value.

Balance, June 30, 2026 and December 31, 2025 and 2024	\$ 18,000
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Lode Gold Resources Inc.

Notes to the Condensed Interim Consolidated Financial Statements For the Six Months ended June 30, 2026 and 2025 (Unaudited - Expressed in Canadian Dollars)

5. Mineral Exploration and Evaluation Assets

	Fremont	Dingman	Bathurst Mining Camp	Total
Balance, December 31, 2024	\$ 10,030,928	\$ 45,422	\$ 598,682	\$ 10,675,032
Acquisition, renewal and exploration costs	443,843	-	2,057	445,900
Balance, December 31, 2025	10,474,771	45,422	600,739	11,120,932
Acquisition, renewal and exploration costs	190,810	2,737	-	193,547
Balance, June 30, 2026	\$ 10,665,581	\$ 48,159	\$ 600,739	\$ 11,314,479

To maintain the mineral claims in good standing, the Company is required to make certain minimum annual payments and incur certain minimum expenditures.

Mineral exploration and evaluation assets of the Company consist of the following claim groups:

Fremont Property - California, USA

On August 16, 2021, the Company acquired 3,351 acres of patented land, and the corresponding mineral rights, in Mariposa County, California, USA (the "Fremont Property") as part of its acquisition of California Gold Mining Inc. The land package is a fee simple interest, subject to a 3% NSR.

On acquisition, the Fremont Property land was valued at \$7,149,546 and remains unchanged as at June 30, 2026 (December 31, 2025 - \$7,149,546).

The Fremont Property related mineral exploration and evaluation assets were valued at \$7,867,658 on acquisition. Since acquisition, additional work program and other expenditures have been incurred. The carrying value of the mineral exploration and evaluation assets at June 30, 2026 is \$10,665,581 (December 31, 2025 - \$10,474,771).

Dingman Property - Ontario, CANADA

As part of its acquisition of California Gold Mining Inc. on August 16, 2021, the Company acquired certain mineral claims located in Madoc and Marmora Townships in Ontario (the "Dingman Property"). The mineral claims are in good standing until 2026. The Dingman Property is subject to a 2% NSR royalty, half of which may be purchased by Lode Gold at any time for \$250,000.

The carrying value of the Dingman Property at June 30, 2026, is \$48,159 (December 31, 2025 - \$45,422).

Lode Gold Resources Inc.

Notes to the Condensed Interim Consolidated Financial Statements For the Six Months ended June 30, 2026 and 2025 (Unaudited - Expressed in Canadian Dollars)

5. Mineral Exploration and Evaluation Assets (*continued*)

Bathurst Mining Camp - New Brunswick, CANADA

The Company holds a 100% interest in certain units and one mining lease in the Bathurst base metals mining camp in New Brunswick, Canada. The properties include the Taylor Brook and CNE claim groups (the "Bathurst Properties"). With the exception of a portion of the CNE group, which is royalty free, the Bathurst Properties claims group are subject to 1% NSR on production.

In 2017, the Company granted Jaeger Resources Corp. ("Jaeger") an option to acquire an 80% interest in the Taylor Brook Claim, which is a part of the Bathurst Group CGU, in exchange for an initial 1,000,000 shares of Jaeger, additional option payments in shares, completing \$500,000 in property expenditures prior to February 22, 2025, and maintaining the property in good standing during the option period ("Jaeger Option Agreement"). Pursuant to the Jaeger Option Agreement and amendments to the terms of the option, the Company has received an additional 2,600,000 Jaeger shares and the option was extended to February 22, 2026.

In late March 2026, the Company terminated the Jaeger Option Agreement, as the prerequisite expenditures on the Taylor Brook property had not been made in accordance with the latest agreement extension. The Company is evaluating strategy and next steps for the Taylor Brook property, which could include new strategic partners or option arrangements

The carrying value of the Bathurst Properties as at June 30, 2026 is \$600,739 (December 31, 2025 - \$600,739).

Spin-out of former subsidiary 1475039 B.C. Ltd. (Spin Co) and related mineral properties

As described in Note 1, the Arrangement and RTO Transactions closed on February 26, 2026, and Spin Co ceased being a subsidiary of the Company. Accordingly, as noted above the assets and liabilities of Spin Co have been deconsolidated from these condensed interim consolidated financial statements as of such date.

The Yukon Properties had an aggregate carrying amount of \$8,084,215 (December 31, 2025 - \$8,044,015) for the Company's consolidated financial reporting immediately before the concurrent Arrangement and RTO closings. The carrying amount of the Yukon Properties has been derecognized from mineral exploration and evaluation assets and is excluded from the continuity schedule above.

Immediately before the concurrent Arrangement and RTO closings, the Company had an indirect interest in the McIntyre Brook Property through Spin Co's investment in and co-ownership of the Acadian JV, which held the mineral property after the transfer described in Note 1. The Investment in Joint Venture had a carrying amount of \$2,141,395 (December 31, 2025 - \$2,141,395) in the consolidated financial reporting of the Company. The carrying amount of the Investment in Joint Venture has been derecognized from these condensed interim consolidated financial statements.

Lode Gold Resources Inc.

Notes to the Condensed Interim Consolidated Financial Statements For the Six Months ended June 30, 2026 and 2025 (Unaudited - Expressed in Canadian Dollars)

6. Loan Payable

The Company's subsidiary California Gold Mining Inc. ("CGMI") entered into a loan agreement with Romspen Investment Corporation ("Romspen Loan") on July 11, 2019. The Romspen Loan is secured and in first position against the Fremont Property. The Romspen Loan amendment during the year ended December 31, 2023 resulted in the following revised terms:

- Maturity date of July 31, 2025 (the "Maturity Date");
- Adjusted interest rate of 15% (compounded monthly using a 360-day year);
- Unpaid interest accrues and is added to the principal balance of the loan;
- Lender granted a conversion feature on the unpaid interest and principal of the loan into common shares of the Company at \$0.70 per share until the Maturity Date;
- CGMI must apply for a bulk sample permit by January 31, 2024;
- CGMI must raise \$2,000,000 of equity financing by April 30, 2024; and
- CGMI must raise an additional \$3,000,000 of equity financing by February 28, 2025.

(the "Third Amendment")

The Third Amendment was accounted for as a substantial modification to the original loan. The outstanding loan balance of US\$2,435,635 (\$3,209,436) was separated into a convertible debt component and a derivative liability. Using the Black-Scholes option pricing model ("Black Scholes"), the derivative liability was valued first, and the residual value of the proceeds was allocated to the debt. The derivative liability was initially assigned a fair value of \$547,309

Accretion expense at an annual effective interest rate of 24.73% (compounded monthly) on the Romspen Loan during the year ended December 31, 2025, up to the Maturity Date, totalled \$329,112 (2024 - \$949,727) and was recorded in accretion and amortization expense. The derivative had an adjusted fair value of \$nil on the Maturity Date (December 31, 2024 - \$931,035).

During the year ended December 31, 2025 and in conjunction with the July 31, 2025 maturity, the Romspen Loan was further amended as follows:

- Maturity Date changed to October 31, 2025;
- Removal of affirmative requirements requiring CGMI to apply for a bulk sample permit and raise a cumulative \$5,000,000 prior to February 28, 2025; and
- Payment of \$200,000, consisting of \$100,000 cash and \$100,000 in Lode Gold common shares, against accrued interest outstanding.

(the "Fourth Amendment")

and further amended as follows:

- Maturity Date revised to October 31, 2026 ("Revised Maturity Date");
- Extension fee equal to 1% of the outstanding loan balance on and payable at the Revised Maturity Date ("Extension Fee"); and
- Issuance of 700,000 common share purchase warrants to lender by Lode Gold at an exercise price of \$0.27 (reduced from original \$0.46 in accordance with the Company's completed plan of arrangement) and expiry consistent with the Revised Maturity Date; and
- Removal of the conversion version feature.

(the "Fifth Amendment")

Lode Gold Resources Inc.

Notes to the Condensed Interim Consolidated Financial Statements For the Six Months ended June 30, 2026 and 2025 (Unaudited - Expressed in Canadian Dollars)

6. Loan Payable (*continued*)

With the Fourth Amendment extending the maturity date, the derivative liability was revalued using Black Scholes. With only a nominal change in fair value estimate calculated for the short 3 months maturity date extension, recording the estimated change was not warranted nor made.

The change in terms of the Fifth Amendment constituted a major modification to the loan under IFRS. Consequently, the Romspen Loan liability was derecognized and then remeasured to determine its fair value under the revised terms, with allocation between the liability (debt) and equity (warrants) components. The fair value of the liability component, comprising the outstanding loan balance, accrued and outstanding interest payable, and the maximum Extension Fee of US\$24,356 (\$33,382), was calculated to be US\$3,091,641 (\$4,237,403) at an annual effective interest rate of 22.56% (compounded monthly). The residual amount of US\$192,455 (\$269,013) was allocated to the equity component, i.e. the warrants, and recorded as contributed surplus within shareholders' equity.

On April 30, 2026, Lode Gold and subsidiary CGMI entered into an amendment agreement with Romspen (the "Sixth Amendment") to extend the maturity of the Romspen Loan from October 31, 2026 to May 1, 2028 ("2028 Maturity Date"). Under the terms of the Sixth Amendment, starting May 1, 2026, a monthly payment of US\$53,333 will be made to the lender to be applied against accumulated interest. A market rate extension fee of 2% ("Extension Fee") of the original principal outstanding was charged for the extension and added to the Romspen Loan outstanding balance. If the Romspen Loan is fully repaid on or before May 1, 2027, half of the Extension Fee will be refunded to CGMI. The Romspen Loan can be repaid at any time in advance of the 2028 Maturity Date without any prepayment penalty or early discharge fees.

The following table discloses the liability components associated with the Romspen Loan:

Balance, December 31, 2024	\$	4,117,179
Interest payments		(200,000)
Finance costs		696,227
Accretion		260,229
Fair value of issued warrants to equity		(269,014)
Foreign exchange adjustment		(205,947)
Balance, December 31, 2025		4,398,674
Interest payments		(147,004)
Finance costs		470,072
Accretion		150,067
Foreign exchange adjustment		175,443
Balance, June 30, 2026	\$	5,047,252

As at June 30, 2026, the principal of the Romspen Loan plus accrued interest totaled \$5,212,684 (US\$3,668,321) (December 31, 2025 - \$4,707,396 (US\$3,434,552)). After the end of the reporting period, the Company fully repaid the outstanding Romspen Loan. See Note 13 - Subsequent events.

Lode Gold Resources Inc.

Notes to the Condensed Interim Consolidated Financial Statements For the Six Months ended June 30, 2026 and 2025 (Unaudited - Expressed in Canadian Dollars)

7. Key management personnel / related-party transactions

The Company defines key management personnel as the Board of Directors, Chief Executive Officer and Chief Financial Officer. Remuneration recorded for key management personnel, for the six months ended June 30, 2026 included: i) consulting fees, cash incentives and director fees totaled \$180,500 (2025 - \$224,200) and ii) non-cash share-based compensation expense of \$249,621 (2025 - \$126,889).

Included in accounts payable and accrued liabilities as at June 30, 2026 is \$17,260 (December 31, 2025 - \$306,657) owing to key management personnel of the Company. The amounts are unsecured, non-interest bearing and due on demand.

As at June 30, 2026, the Company had an amount receivable of \$986,521 (December 31, 2025 - \$1,038,388) due from a related party – former subsidiary 1475039 B.C. Ltd, since renamed Gold Orogen Exploration Corp. in conjunction with its RTO. The amount receivable from the related party is non-interest bearing and payable upon demand.

During the year ended December 31, 2025, key management personnel, directly or through their companies, subscribed for 938,456 units at a cost of \$168,922 as part of non-brokered private placements closed by the Company - see Note 8.

8. Share Capital

a) Authorized

Unlimited number of common shares, without nominal or par value.

b) Common shares

	Number of Shares	Amount
Balance, December 31, 2024	39,977,415	\$ 43,049,570
Shares issued for private placements i)	8,409,825	1,491,724
Share issue costs i)	-	(48,529)
Conversion of special warrants ii)	1,428,571	328,571
Shares issued for settlement of debt iii)	957,355	230,094
Balance, December 31, 2025	50,773,166	45,051,430
Shares issued for exercise of common share purchase warrants	11,053,457	4,260,589
Balance, June 30, 2026	61,826,623	\$ 49,312,019

During the six months ended June 30, 2026, the Company, received gross proceed of \$4,260,589 from the exercise of 11,053,457 common share purchase warrants.

Lode Gold Resources Inc.

Notes to the Condensed Interim Consolidated Financial Statements For the Six Months ended June 30, 2026 and 2025 (Unaudited - Expressed in Canadian Dollars)

8. Share Capital (*continued*)

b) Common shares (*continued*)

During the year ended December 31, 2025, the Company:

- i) on August 8, 2025, announced the closing of its multi-tranche non-brokered private placement for the issuance of an aggregate 8,409,825 units at a price of \$0.18 per unit, for total cash consideration of \$1,513,769. Each unit consisted of one common share of the Company and one common share purchase warrant entitling the holder to purchase one additional common share for a period of 36 months, at a price of \$0.35 per share. Total subscriptions of \$50,000 were received prior to December 31, 2024, and \$1,463,769 were received after December 31, 2024. The common shares issued were valued at market price of \$1,491,724 (\$0.1774 per share) and the residual proceeds of \$22,045 were allocated to the common share purchase warrants and recorded as contributed surplus;

Transaction cash costs totaled \$32,928 and 89,100 finder's warrants were issued. Of the total finder's warrant, 69,300 and 19,800 finder's warrant are exercisable for one common share of Lode Gold at an exercise price of \$0.23 and \$0.19 per common share for a period of three years until April 14, 2028 and July 25, 2028, respectively. Finder's warrants were valued at a total of \$15,601 by using the Black-Scholes option pricing model ("Black Scholes") and recorded in contributed surplus. The fair value of each warrant was estimated using Black-Scholes using the following assumptions: estimated life of three years; risk-free rate of 2.88%; estimated volatility of 181%; and a dividend yield of 0%;

- ii) under the Investment Agreement, issued 1,428,571 units for the conversion of the outstanding special warrants by Fancamp at a price of \$0.35 per unit, each unit comprising one common share and one common share purchase warrant. Each warrant entitles the holder to purchase a common share of the Company at an exercise price of \$0.50 for a period of five years from date of issuance. With the common share price \$0.18 on the date of conversion, a fair value of \$328,571 was allocated to the common shares and the residual \$171,429 recorded in contributed surplus as the fair value of the warrants issued; and
- iii) on October 10, 2025, the Company entered into debt settlements with arm's length creditors (the "Creditors") related to a total debt of \$130,094 (the "Debt") owing for services provided by the Creditors to the Company and \$100,000 of interest on the loan payable. In full satisfaction and settlement of the Debt, the Company issued 957,355 common shares in the capital of the Company at a price of \$0.24 per share.

c) Special warrants

In conjunction with the Investment Agreement (see Note 1), the Company issued 1,428,571 special warrants on October 9, 2024, at a price of \$0.35 for total proceeds of \$500,000. Each special warrant, upon completion of the Spin Out or as otherwise stipulated in the Investment Agreement, will convert to one common share of Lode Gold and one five-year common share purchase warrant with an exercise price of \$0.50 per share. The Company valued and recorded the special warrants equal to the cash consideration of \$500,000 received.

Lode Gold Resources Inc.

Notes to the Condensed Interim Consolidated Financial Statements
For the Six Months ended June 30, 2026 and 2025
(Unaudited - Expressed in Canadian Dollars)

8. Share Capital (*continued*)

c) Special warrants (*continued*)

During 2025, pursuant to the conversion provisions of the Investment Agreement, 1,428,571 common shares were issued at a price of \$0.35 per share for the conversion of the Special Warrants. In addition, 1,428,571 common share purchase warrants were issued with an exercise price of \$0.50 and expiry date of March 31, 2030.

d) Warrants

	Number of Warrants	Weighted Average Price
Balance, December 31, 2024	11,876,693	\$ 0.48
Expired	(200,000)	0.70
Issued for private placements	8,409,825	0.35
Issued for finders warrants	89,100	0.35
Issued for special warrant conversion	1,428,571	0.50
Issued for compensation warrants	700,000	0.46
Balance, December 31, 2025	22,304,189	0.43
Exercised	(11,053,457)	0.39
Expired	(2,867,537)	0.50
Balance, June 30, 2026	8,383,195	\$ 0.21 *

The following summarizes the warrants outstanding as at June 30, 2026:

Warrants Outstanding	Exercise Price *	Expiry Date
480,000	\$ 0.31	July 12, 2026
48,437	0.41	July 12, 2026
700,000	0.27	October 31, 2026
277,778	0.16	December 31, 2027
1,376,556	0.16	April 14, 2028
48,150	0.16	April 14, 2028
2,204,457	0.16	June 11, 2028
1,799,446	0.16	July 25, 2028
19,800	0.16	July 25, 2028
1,428,571	0.31	March 31, 2030
8,383,195	\$ 0.21	

* In accordance with the approved plan of arrangement, the exercise price of all outstanding convertible equity securities reduced by \$0.19 to reflect estimated net assets fair value transferred out to Spin Co.

Lode Gold Resources Inc.

Notes to the Condensed Interim Consolidated Financial Statements For the Six Months ended June 30, 2026 and 2025 (Unaudited - Expressed in Canadian Dollars)

8. Share Capital (*continued*)

e) Equity incentives

On March 10, 2025, the shareholders of the Company approved an updated long-term incentive compensation plan ("LTIP") for its directors, officers, employees and consultants and reapproved the LTIP at the Company's annual general meeting on June 25, 2026. Under the LTIP, up to 10% of the issued and outstanding shares of the Company may be reserved for the aggregate award and issuance of equity compensation incentives including stock options, deferred stock units ("DSUs"), restricted share units ("RSUs"), performance share units ("PSUs") and share appreciation rights ("SARs").

During the six months ended June 30, 2026, the following LTIP incentives were granted:

- i) on April 13, 2026, the Company granted 1,251,800 DSUs under the existing LTIP to directors, officers, consultants and advisors, with an estimated value of \$0.25 per DSU. Each non-transferable DSU has a deemed value of \$0.25 per unit and each vested DSU entitles the holder to receive one Lode Gold common share (or cash equivalent in certain instances) upon ceasing to provide services to the Company. 50% of the DSUs granted vest immediately, and the remaining 50% will vest on the one year anniversary of the grant date; and
- ii) on April 15, 2026, the Company granted 54,700 stock options to an officer with an exercise price of \$0.25. The fair value of \$0.231 per stock option granted was estimated using Black-Scholes with the following assumptions: weighted average life of five years; risk-free rate of 3.07%; estimated volatility of 155.39%; and a dividend yield of 0%. 50% of the stock options vested immediately and the remaining 50% vests on the anniversary of the grant issuance.

During the year ended December 31, 2025, the following awards were granted:

- i) On October 7, 2025, a total of 2,157,500 stock options with an exercise price of \$0.21 to officers, directors, consultants and advisors. The fair value of \$0.194 per stock option granted was estimated using Black-Scholes with the following assumptions: weighted average life of five years; risk-free rate of 3.0%; estimated volatility of 154%; and a dividend yield of 0%. 50% of the stock options granted vested immediately and the remaining 50% vests on the anniversary of the grant issuance; and
- ii) On December 11, 2025, 465,000 stock options with an exercise price of \$0.21 to a senior officer upon appointment. The fair value of \$0.203 per stock option granted was estimated using Black-Scholes with the following assumptions: weighted average life of five years; risk-free rate of 2.73%; estimated volatility of 155%; and a dividend yield of 0%. 50% of the stock options vested immediately and the remaining 50% vests on the anniversary of the grant issuance.

A forfeiture rate of 0% was used for all 2026 and 2025 equity incentive grant calculations, with forfeiture assessed as unlikely.

The Company recorded \$328,326 stock based compensation expense for the six months ended June 30, 2026 (2025 - \$126,881).

Lode Gold Resources Inc.

Notes to the Condensed Interim Consolidated Financial Statements
For the Six Months ended June 30, 2026 and 2025
(Unaudited - Expressed in Canadian Dollars)

8. Share Capital (*continued*)

e) Equity Incentives (*continued*)

The following table summarizes the stock option transactions:

	Number of Options	Weighted Average Exercise Price
Outstanding, December 31, 2023	1,776,589	\$ 1.21
Granted	2,167,552	0.50
Expired / forfeited	(1,096,711)	1.82
Outstanding, December 31, 2024	2,847,430	0.65
Expired / forfeited	(393,436)	1.11
Granted	2,622,500	0.21
Outstanding, December 31, 2025	5,076,494	0.39
Granted	54,700	0.25
Outstanding, June 30, 2026	5,131,194	\$ 0.20 *

The following table summarizes the options outstanding at June 30, 2026:

Expiry Date	Exercise Price *	Options Outstanding
August 18, 2026	\$ 1.11	255,000
October 17, 2027	0.36	250,000
September 9, 2028	0.31	174,089
January 30, 2029	0.31	654,124
July 2, 2029	0.31	1,120,781
October 7, 2030	0.02	2,157,500
December 11, 2030	0.02	465,000
April 12, 2031	0.25	54,700
	\$ 0.20	5,131,194

* In accordance with the approved plan of arrangement, the exercise price of all outstanding convertible equity securities reduced by \$0.19 to reflect estimated net assets fair value transferred out to Spin Co

Lode Gold Resources Inc.

Notes to the Condensed Interim Consolidated Financial Statements For the Six Months ended June 30, 2026 and 2025 (Unaudited - Expressed in Canadian Dollars)

8. Share Capital (*continued*)

e) Equity Incentives (*continued*)

The following table summarizes the DSU activity for the six months ended June 30, 2026:

	Number of DSUs	Weighted Average Grant-Date Fair Value
Outstanding, December 31, 2025	-	\$ -
Granted	1,251,000	0.25
Outstanding, June 30, 2026	1,251,000	\$ 0.25

The DSUs have a grant-date fair value of \$0.25 per DSU, based on the quoted market price of the Company's common shares. 50% of the DSUs vested immediately upon grant, with the remaining 50% to vest on April 13, 2027, on the first anniversary of the grant.

At June 30, 2026, management determined that the Company did not have a present obligation to settle the outstanding DSUs in cash. Accordingly, the DSUs have been accounted for as equity-settled share-based payments under IFRS 2.

9. Commitments and Contingencies

Nature of operations

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company's continued existence is dependent upon the preservation of its interests in the underlying properties, the achievement of profitable operations, or the ability of the Company to raise additional financing, as necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis.

Title

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of operations of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, social licensing requirements, unregistered prior agreements, unregistered claims, aboriginal claims, and non-compliance with regulatory, environmental and social requirements. The Company's assets may also be subject to increases in taxes and royalties, renegotiation of contracts, and political uncertainty.

Lode Gold Resources Inc.

Notes to the Condensed Interim Consolidated Financial Statements For the Six Months ended June 30, 2026 and 2025 (Unaudited - Expressed in Canadian Dollars)

9. Commitments and Contingencies (*continued*)

Environmental

The Company's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

Flow-through share indemnification

In connection with flow-through financings, the Company indemnifies the subscribers against certain tax-related amounts that may become payable by the subscribers should the Company not meet its flow-through expenditure commitments. The Company's most recent flow-through financing was in 2024.

The Company has renounced approximately \$1,078,000 in resource expenditures to flow-through share subscribers. There is inherent uncertainty regarding the interpretation and application of certain provisions of the Income Tax Act (Canada) to the Company's specific circumstances, and tax authorities may interpret these provisions in a manner that results in a renunciation shortfall. The Company may be required to indemnify subscribers for resulting tax adjustments; however, the impact is not presently determinable.

Mineral exploration and evaluation assets

Certain of the Company's mineral exploration and evaluation assets are subject to option agreement payments, other payments and commitments, and or royalties to keep in good standing. See Note 5.

Management Contracts

The Company is party to a management contract with a company controlled by the Company's CEO. As at June 30, 2026, this contract require payments of approximately \$495,000 to be made upon the occurrence of a change of control. The Company is also committed to payments upon termination of approximately \$275,000 pursuant to the terms of these contracts as at June 30, 2026. As a triggering event has not taken place on June 30, 2026, these amounts have not been recorded in these consolidated financial statements. Minimum payments under these contracts due within one year are approximately \$275,000. Pursuant to a management agreement, the Company may be required to pay certain bonus amounts upon the successful completion of specified transactions, including a spin-out transaction and or the completion of future equity financings meeting defined capitalization thresholds. The payment and amount of such bonuses are contingent upon the occurrence of these future events.

Lode Gold Resources Inc.

Notes to the Condensed Interim Consolidated Financial Statements For the Six Months ended June 30, 2026 and 2025 (Unaudited - Expressed in Canadian Dollars)

9. Commitments and Contingencies (*continued*)

Litigation

The Company was exposed to several existing lawsuits when it acquired California Gold Mining Inc. in 2021. As at June 30, 2026, the remaining matter is a claim filed by a former landlord with respect to an unfulfilled lease contract. The Company believes its maximum exposure to this claim is \$160,000, including \$139,698 of damages and interest awarded in a judgment in favour of the landlord on September 29, 2022 by the Ontario Superior Court, plus incremental post-judgment interest and costs. The Company's accrued liabilities provision for legal settlements remains unchanged at \$160,000 as at June 30, 2026 (December 31, 2025 - \$160,000).

On November 25, 2024, a former CEO of the Company filed a civil claim against Lode Gold for amounts owing based on change of control provisions in his contract. On July 25, 2025, the Ontario Superior Court issued a ruling in favour of the claimant with a judgement for contractual damages of \$222,469 plus interest and the awarding of certain legal costs. The Company had accrued \$226,002, including post-judgment interest, in the Company's accounts payable and accrued liabilities as at December 31, 2025. In June 2026, payment of \$232,651 was made to fulfill the judgement and additional interest that became applicable and due subsequent to the judgement date.

On February 4, 2026, Fancamp filed a Notice of Civil Claim in the Supreme Court of British Columbia ("Fancamp Claim") against Lode Gold and Gold Orogen Exploration Corp. ("Gold Orogen", formerly Spin Co) pertaining to claims made by Fancamp regarding certain contractual terms in the Investment Agreement. Fancamp sought judgement regarding penalty compensation under certain provisions in the Investment Agreement. The Company's specific exposure relating to the Claim was limited to the potential issuance of an additional \$50,000 of Lode Gold common share units, on the same terms as that of the Special Warrants that were converted during 2025 (Note 8.b)). On July 9, 2026, the Company entered into a Settlement Agreement with Fancamp and Gold Orogen. Under terms of the Settlement Agreement, no additional share units are issuable by the Company to Fancamp. See Note 13 for additional terms of the Settlement Agreement which include a potential investment commitment for the Company.

10. General and Administration Expenses

	Six Months Ended June 30,	
	2026	2025
Consulting	\$ 249,493	\$ 323,064
Professional fees	582,521	46,707
Marketing and promotion	237,666	205,710
Travel and entertainment	56,890	62,900
Office	10,928	33,508
Other	75,908	130,194
	\$ 1,213,406	\$ 802,083

Lode Gold Resources Inc.

Notes to the Condensed Interim Consolidated Financial Statements For the Six Months ended June 30, 2026 and 2025 (Unaudited - Expressed in Canadian Dollars)

11. Capital Management

The Company considers its capital to be comprised of share capital, contributed surplus, and accumulated other comprehensive income and deficit. The Company's objectives when managing capital are to maintain sufficient capital to meet its short-term obligations and at the same time preserve investors' confidence required to sustain future development of the business.

The Company's properties are in the exploration stage and, accordingly, the Company is dependent upon external financing to fund activities, whether equity, debt or gold backed loans or through securing strategic development partners.

To carry out planned drilling and engineering work, and pay for administrative costs, the Company will spend working capital and it expects to raise the additional funds from time to time, as required. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to any externally imposed capital requirements, except when the Company issues flow-through shares for which an amount should be used for exploration work. Lode Gold's overall strategy with respect to capital management remains unchanged for the six months ended June 30, 2026.

12. Financial Instruments and Risk Management

The Company's financial instruments consist of cash, amounts receivable, amount due from a related party, accounts payable and accrued liabilities and loan payable. During the six months ended June 30, 2026, the derivative liability that carried over from the Company's December 31, 2025 consolidated financial statements was settled by Spin Co with the transfer of Spin Co shares immediately before the closing of the Arrangement and RTO Transactions. The Company's exposure to financial risks, including credit risk, liquidity risk and market risk, and its risk management policies have not changed significantly from those described in audited financial statements for the year ended December 31, 2025, as filed on SEDAR+.

13. Subsequent Events

Subsequent to June 30, 2026:

- 1) on July 9, 2026, the Company announced resolution of the previously disclosed Fancamp Claim, with the Company, Gold Orogen and Fancamp reaching an out-of-court settlement (the "Agreement Settlement"). The terms of the Spin Co Settlement agreement specific to Lode Gold are as follows:
 - a. no additional units are issuable by the Company as compensation as was sought by the Fancamp Claim; and
 - b. Lode Gold and Fancamp, via its affiliate Goldera Exploration Ltd. ("Goldera"), have agreed to each invest \$200,000 into Gold Orogen Resources Corp, for a total subscription of \$400,000 for 5,000,000 Gold Orogen units priced at \$0.08 per unit, subject to regulatory acceptance. Each unit is expected to consist of one common

Lode Gold Resources Inc.

Notes to the Condensed Interim Consolidated Financial Statements For the Six Months ended June 30, 2026 and 2025 (Unaudited - Expressed in Canadian Dollars)

13. Subsequent Events (*continued*)

share and one common share purchase warrant exercisable at \$0.10 for 36 months, with the warrant being subject to acceleration at the Company's discretion, upon 30 days notice, if the Company's shares have traded at a price of \$0.25 or higher for a minimum period of 10 consecutive trading days.

Concurrent with the Settlement Agreement announcement, Gold Orogen announced that it would enter into a shares-for-debt arrangement with Lode Gold to settle up to \$700,000 of liabilities through the issuance of up to 8,750,000 common shares of Gold Orogen Resources Corp. also priced at \$0.08 per share, subject to regulatory approval;

- 2) on July 31, 2026, the Company announced the final closing of an upsized non-brokered private placement offering of units. Over July 28th and July 31st, 2026 closings, the Company raised total aggregate proceeds of \$9,715,229 from three tranches with the issuance of 35,982,331 units at a price of \$0.27 per unit. Each unit is composed of one common share and one common share purchase warrant. Each warrant shall entitle the holder to purchase one additional share at an exercise price of \$0.45 for a period of 36 months following the date of issuance.

The Company paid cash finder fees totaling \$334,577 and issued 1,291,161 finders warrants, with each finders warrant entitling the holder to purchase one common share at a price of \$0.45 for a period of 36 months from the date of issuance. The fair value of the finder warrants was estimated to be \$222,633, calculated using the Black-Scholes option pricing model assuming a stock price of \$0.34; volatility of 87%; a risk-free rate of 3.03; and an expected life of 36 months, and will be charged to share issue costs. With 30 days notice, the Company may at its sole discretion accelerate the expiry date of the warrants, if the Company's common shares have a minimum closing price of \$0.80 for a period of 10 consecutive trading days;

- 3) on July 31, 2026, the Company granted 625,000 stock options to an arm's-length consultant with an exercise price of \$0.60 per share. The fair value of the stock options granted was estimated to be \$56,750, or \$0.0908 per stock option granted using the Black-Scholes options pricing model with the following assumptions: a stock price of \$0.34; estimated life of one year; 2.60% risk-free rate; estimated volatility of 110%; and a dividend yield of 0%. 50% of the stock options vest immediately and the remaining 50% vests six weeks after grant issuance date; and
- 4) on August 4th, 2026 ahead of its scheduled 2028 Maturity Date, the Company, on behalf of subsidiaries CGMI and FGM, paid off the Romspen Loan. Payment of \$5,185,995 (US\$3,649,539) included amounts for the outstanding principal balance; accrued interest; applicable extension fees under the loan agreement; a 50% credit against the latest extension fee for early repayment; certain other fees and discharge related costs. With full repayment, security interest against the Fremont Property is being released.