Talisker RESOURCES

Annual Information Form

For the year ended December 31, 2024

Dated March 31, 2025

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1. PRELIMINARY INFORMATION

1.1 Date of Information

All information in this annual information form ("AIF") is as at December 31, 2024 unless otherwise indicated.

1.2 Forward-Looking Information

This AIF contains forward-looking information, within the meaning of applicable Canadian securities legislation, which reflects management's expectations regarding Talisker Resources Ltd.'s (the "Company" or "Talisker") future growth, results of operations (including, without limitation, future expenditures), performance, business prospects and opportunities (including the timing and development of new deposits and the success of exploration activities). In particular, this AIF contains forward-looking information relating to, among other things, the Company's operational activities at the Bralorne Gold Project. Words such as "plans", "expects", "does not expect", "budget", "scheduled", "estimates", "forecasts", "anticipate" or "does not anticipate", "believe", "intend" and similar expressions or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved, have been used to identify such forward-looking information. Although the forward-looking information contained in this AIF reflects management's current beliefs based upon information currently available to management and based upon what management believes to be reasonable assumptions, Talisker cannot be certain that actual results will be consistent with such forward-looking information. A number of factors could cause actual results, performance or achievements to differ materially from the results expressed or implied in the forward-looking information, including those listed in the "Risk Factors" section of this AIF. The documents incorporated by reference herein also identify additional factors that could affect the operating results and performance of Talisker. These factors should be considered carefully and prospective or existing investors should not place undue reliance on any forward-looking information contained in them. Forward-looking information necessarily involves significant known and unknown risks, assumptions and uncertainties that may cause Talisker's actual results, performance, prospects and opportunities in future periods to differ materially from those expressed or implied by such forward-looking information. Although Talisker has attempted to identify important risks and factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors and risks that cause actions, events or results not to be as anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this AIF based on the opinions and estimates of management, and, except as may be required by applicable securities laws, the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, estimates or opinions, future events or results or otherwise. There can be no assurance that the forward-looking information 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 such forward-looking information. In particular, the Company advises that it does not have defined mineral reserves and it has not based its production decision for the Mustang Mine on a feasibility study of mineral reserves, demonstrating economic and technical viability, and, as a result, there may be an increased uncertainty of achieving any particular level of recovery of minerals or the cost of such recovery, including increased risks associated with developing a commercially mineable deposit.

Forward-looking information and other information contained herein concerning, among other things, mineral exploration, development and operations, and management's general expectations concerning the industry involved in the exploration, development and operation of mineral deposits are based on estimates prepared by management using data from publicly available industry sources as well as from market research and industry analysis as well as assumptions based on data and knowledge of the industry which management believes to be reasonable, including, among other things, the actual results of current exploration activities, access to capital and future prices of gold, silver, copper and other base metals, fuel and energy costs, future economic conditions and courses of action. However, this data is inherently imprecise, although generally indicative of relative market positions, market shares and performance characteristics. While management is not aware of any misstatements regarding any industry data presented herein, mineral exploration involves risks and uncertainties and industry data is subject to change based on various factors.

All of the forward-looking statements made in this AIF and the documents incorporated by reference herein are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, Talisker.

1.3 Units of Measurement and Currency

All units of measurement in this AIF are metric unless otherwise stated. Some historical records and figures that are disclosed in this AIF are stated in Imperial measurements.

Base metal values are stated in percent (%), parts per billion (ppb), or parts per million (ppm). Historical gold and silver grades are stated in their original unit of "oz Au per ton" (ounces per short ton gold), or, "oz Ag per ton" (ounces per short ton silver), although in some cases metric equivalents are also given for clarity. Recent gold and silver analyses are stated in parts per billion (ppb) and parts per million (ppm) respectively, or g/t Au (grams per metric tonne gold) and g/t Ag (grams per metric tonne silver).

Additional abbreviations and symbols used:

>	greater than
<	less than
Ag	silver
As	arsenic
Au	gold
C	centigrade
g	gram
g/t	grams per metric ton
Ha	hectare
Hg	mercury
kg	kilogram
km	kilometre
t	metric ton
m	metre
NSR	net smelter (return) royalty
oz	ounces
ppb	parts per billion
ppm	parts per million
QA/QC	quality assurance/quality control
Sb	antimony

Currencies are stated in Canadian dollars unless otherwise stated.

1.4 Information Incorporated by Reference

Incorporated by reference into this AIF is the technical report on the Bralorne Gold Project, located in south central British Columbia, titled "NI 43-101 Technical Report and Mineral Resource Estimate for the Bralorne Gold Project, British Columbia, Canada" with a report effective date of March 10, 2023 (and a mineral resource effective date of January 20, 2023), prepared by InnovExplo Inc. (the "2023 MRE" or the "Bralorne Technical Report") and its qualified persons Carl Pelletier, P.Geo., Vincent Nadeau-Benoit, P.Geo. and Eric Lecomte, P.Eng. The 2023 Bralorne Technical Report is available for review under the Company's profile on the SEDAR+ website at www.sedarplus.ca.

2. CORPORATE STRUCTURE

2.1 Name, Address and Incorporation

The Company was incorporated on June 3, 1987 as "Bellwether Resources Ltd." under the *Business Incorporation Act* (British Columbia). On March 20, 1992, the name of the Company was changed to "Eurocontrol Technics Inc." and on October 11, 2006, the Company was continued in the Province of Ontario. On July 19, 2011, the name of the Company was changed to "Eurocontrol Technics Group Inc." and on April 17, 2019, the name of the Company was changed to "Talisker Resources Ltd.", in each case pursuant to articles of amendment filed pursuant to the OBCA.

The registered and head office of the Company is located at Suite 3002, 130 Adelaide Street West, Toronto, Ontario M5H 3P5.

2.2 Intercorporate Relationships

Talisker has two wholly-owned subsidiaries, Bralorne Gold Mines Ltd. ("Bralorne") and New Carolin Gold Corp. ("New Carolin"), both British Columbia incorporated companies.

3. GENERAL DEVELOPMENT OF THE BUSINESS

3.1 Three Year History

Since April 18, 2019, the Company has been engaged in exploring mineral resource properties in the Province of British Columbia. The following is a summary of the Company's development over the past three years. On December 13, 2019, the Company acquired (the "Acquisition") a 100% interest in the Bralorne Gold Project located in southwestern British Columbia by acquiring from Avino Silver & Gold Mines Ltd. ("Avino") all of the common shares of Bralorne.

2022

On February 17, 2022, the Company announced that it has initiated work to update the Bralorne Gold Project's underground mine plan to support an increase in production to a proposed 1,500 tpd. This expanded production would come from within the existing permitted mine boundary and take advantage of both underground and surface infrastructure already in place at the site. Material extracted from this expanded production rate is proposed to initially be hauled offsite for processing at one of the nearby permitted custom milling facilities in the Province of British Columbia.

It was also noted that Talisker had initiated discussions with the BC Ministry of Energy, Mines and Low Carbon Innovation (the "Ministry") on the steps required to complete a permit amendment process for the existing Mine Permit to support the proposed expanded mine production.

On March 2, 2022, the Company closed a bought deal private placement raising total gross proceeds of approximately \$12.5 million. In connection with the private placement, the Company issued an aggregate of 28,000,000 common shares at a price of \$0.25 per share and 15,593,000 charity flow-through common shares ("Charity FT Shares") of the Company at a price of \$0.355 per Charity FT Share. The Charity FT Shares qualified as "flow-through shares" within the meaning of the *Income Tax Act* (Canada). All qualifying expenditures were renounced in favour of the subscribers of the Charity FT Shares effective December 31, 2022.

On March 22, 2022, the Company announced further high-grade results from multiple drill holes highlighted by 21.50 g/t Au over 2.00 metres within 7.39 g/t Au over 6.00 metres (SBP-2021-020) and 16.24 g/t Au over 1.50 metres (SBP-2021-015) at the Bralorne Gold Project. It was noted that drilling to date at the Bralorne Gold Project had produced

291 vein intersections with a combined weighted average diluted grade of 8.34 g/t over an average intersection length of 1.85 metres.

On April 5, 2022, the Company announced further high grade results from the Bralorne West area highlighted by 23.05 g/t Au over 6.95 metres at the Bralorne Gold Project. With these drill holes, the Company indicated that drilling to date at the Bralorne Gold Project has produced 307 vein intersections with a combined weighted average diluted grade of 8.49 g/t over an average intersection length of 1.83 metres.

On April 11, 2022, the Company filed an Early Warning Report in respect of the disposition of common shares of TDG Gold including on April 7, 2022, 2,846,000 TDG Gold shares at a price of $0.45 per share and on April 11, 2022, 55 TDG Gold shares at a price of $0.475 per share resulting in aggregate gross proceeds of $1,280,726. Following the sales of common shares, the Company's holdings were reduced to 11,384,215 common shares, representing approximately ownership of 11.8% in TDG Gold as at April 11, 2022.

On May 2, 2022, the Company provided a detailed update on progress on the development of its inaugural mineral resource at the Bralorne Gold Project indicating that: (1) 11 veins are expected to form the basis of the upcoming resource, six from the Bralorne area, two from King and three from the Pioneer area; (2) weighted average grades for the veins range from 6.2 g/t to 16.6 g/t with an overall average of 9.6 g/t; (3) average vein widths range from 1.1m to 2.1m with an average of 1.6m; (4) all defined veins are located from the surface to a depth of 700m; and (5) defined veins are extensions of known veins and are mostly located within the gaps between the historic mines at the Bralorne Gold Project.

On May 17, 2022, the Company announced high-grade results on a shallow portion of the 55 Vein within the Bralorne West block highlighted by 31.44 g/t Au over 3.9 metres within a larger mineralized envelope of 11.84 g/t Au over 12.45 metres and that drilling to date at the Bralorne Gold Project has produced 367 vein intersections with a combined weighted average diluted grade of 9.01 g/t over an average intersection length of 1.75 metres.

On July 7, 2022, the Company announced further high-grade results within the Historic Ownership Gap between the Bralorne and Pioneer Mines.

On August 11, 2022, the Company closed a "best efforts" private placement raising total gross proceeds of approximately $9.15 million. In connection with the private placement, the Company issued an aggregate of 28,398,000 units ("Units") at a price of $0.16 per Unit and 25,576,000 flow-through common shares ("FT Shares") of the Company at a price of $0.18 per FT Share. Each Unit consisted of one common share of the Company and one common share purchase warrant ("Warrant"), with each Warrant entitling the holder thereof to purchase one common share at an exercise price of $0.24 for a period of 2.5 years. The FT Shares qualified as "flow-through shares" within the meaning of the *Income Tax Act* (Canada).

On October 27, 2022, the Company announced further high-grade results from the North Vein located within the historic King mining block noting that these results are the final assays received from the 2022 pre-resource drill program that were re-assayed following initial laboratory failure of QA/QC. It was noted that drilling to date at the Bralorne Gold Project has produced 401 vein intersections with a combined weighted average diluted grade of 9.45 g/t over an average intersection length of 1.73 metres.

On October 31, 2022, the Company filed an Early Warning Report in respect of the disposition of 89,000 common shares of TDG Gold on September 30, 2022 at a price of $0.13 per share for gross proceeds of $11,570. Following the sale of common shares, the Company's ownership in TDG Gold reduced to 9.99%.

2023

On January 24, 2023, the Company announced its first Mineral Resource Estimate ("MRE") at its 100% owned Bralorne Gold Project in Southern, British Columbia. *Further details on the MRE are included under Section 4.2 – Material Properties.*

On February 6, 2023, the Company announced the appointment of Christy Smith and Robert Power as directors and the resignation of founding director, Brent Gilchrist who will be continuing as an advisor to the Board.

On March 10, 2023, the Company filed the independent technical report dated March 10, 2023, with an effective date for the MRE of January 20, 2023, and entitled "NI 43-101 Technical Report and Mineral Resource Estimate for the Bralorne Gold Project, British Columbia, Canada".

On June 12, 2023, the Company announced that it had entered into a royalty agreement with Sprott Resource Streaming and Royalty Corp. ("Sprott") in relation to the Company's 100% owned Bralorne Gold Project. Under the terms of the agreement, Sprott will pay the Company up to US$31,250,000 for a net smelter returns royalty covering all minerals produced from the Bralorne Gold Project (the "Sprott NSR"). Highlights of the Sprott NSR include:

- A maximum of US$31,250,000, with a minimum consideration of US$18,750,000, payable as to:
  - an initial grant of a 1.12% Royalty for a draw of US$7,000,000 for drilling, detailed engineering and working capital;
  - a further 1.88% Royalty for a subsequent draw of US$11,750,000 on, among other things, the signing of a toll milling agreement for mobilization, site infrastructure, resource conversion drilling and working capital; and
  - up to a further 2% Royalty, to a maximum of a 5% Royalty, for US$12,500,000 available as needed for site infrastructure, mine start-up capital and working capital;
- An option, exercisable solely at the discretion of the Company until December 31, 2028, to repurchase 50% of the Royalty (as more particularly described in the Company's press release of June 12, 2023); and
- The residual Royalty will be reduced by an additional 50% for no additional consideration following 1.5 million ounces of gold production.

On June 20, 2023, the Company announced the appointment of William (Bill) Curry as General Manager for its 100% owned subsidiary Bralorne.

On June 23, 2023, the Company announced that it closed the initial draw of US$7 million under the Sprott NSR with Sprott in relation to the Company's 100% owned Bralorne Gold Project. The proceeds from the financing will be used for drilling, detailed engineering and working capital.

On June 30, 2023, the Company announced the results of its annual and special meeting of shareholders held June 29, 2023 noting that all matters presented to shareholders were approved including a proposed consolidation of the Company's common shares.

On August 29, 2023, the Company announced that the Company's board of directors approved consolidating the Company's common shares on the basis of one post-consolidation common share for every five pre-consolidation common shares, effective September 1, 2023.

On September 1, 2023, the Company completed the consolidation of the Company's issued and outstanding shares on the basis of one post-consolidation Share for every five pre-consolidation Shares. As a result of the Consolidation, the number of issued and outstanding Shares was reduced from 384,856,151 to 77,085,501, subject to adjustment for rounding.

On September 13, 2023, the Company announced completion of the preliminary mine plan for the 100% owned Bralorne Gold Project, defining development for test stopes for years 1 and 2. It was noted that the Company will be submitting a Notice of Alteration for the existing M-207 Major Mines Permit which will include the mine plan and schedule for the Mustang Mine where test mining is projected to begin in Q2 2024.

On September 19, 2023, the Company announced the appointment of Stephen Burleton to the board of directors with immediate effect.

On October 3, 2023, the Company, along with Bridge River Indian Band ("Xwísten"), jointly announced the signing of a bridging agreement for the Bralorne Gold Project. The scope of the bridging agreement covers underground mining production up to 750 tpd and shipping of mined materials through the Xwísten Traditional Territory for offsite processing at a permitted mineral processing facility. The bridging agreement also defines a framework for pursuing collaborative economic development opportunities, environmental stewardship and monitoring, employment and training and the opportunity for a future Impact Benefit Agreement (IBA) between the two parties. The Agreement also works in conjunction with existing regional exploration agreements between Talisker and Xwísten.

On October 10, 2023, the Company announced the appointment of Felipe Castaneda as Vice President of Technical Services.

On October 16, 2023, the Company announced that work has begun on the construction of the Mustang Mine entry portal at its 100% owned Bralorne Gold Project. The portal will be constructed to dimensions of 4 x 4 metres over a length of 54 metres, allowing for the future usage of 22 tonne haul trucks. Directly following the portal completion, the Company will immediately begin construction of the Mustang decline to the same dimensions over a length of 400 metres, allowing simultaneous access to planned stopes on the 3700, 3800 and 3900 levels. Decline construction is expected to be completed by mid-February, 2024.

On October 18, 2023, the Company announced a non-brokered private placement for aggregate gross proceeds of up to C$3,500,000 from the sale of common share units of the Company at a price of C$0.30 per Unit and flow-through units of the Company at a price of C$0.35 per FT Unit.

On October 25, 2023, the Company announced the signing of a non-binding LOI with New Gold Inc. ("New Gold") to enter into an ore purchase agreement in respect of the Company's Bralorne Gold Project whereby New Gold proposes to purchase up to 300,000 tonnes of mined material from the Project to process at the mill located at its New Afton Mine.

On November 6, 2023, the Company announced the closing of the non-brokered private placement previously announced on October 18, 2023, raising total gross proceeds of approximately C$3.6 million. The Company issued an aggregate of 4,611,733 common share units at a price of C$0.30 per Unit and 6,363,178 flow-through units of the Company at a price of C$0.35 per FT Unit.

On November 30, 2023, the Company announced high-grade drill results highlighted by 47.60 g/t Au over 1.20 metres within a broader interval of 8.99 g/t over 6.80 metres at its 100% owned flagship Bralorne Gold Project.

On December 4, 2023, the Company announced completion of construction of the Mustang Mine portal its 100% owned Bralorne Gold Project. It was noted that work has commenced on the construction of the Mustang Mine decline to equal dimensions of 4 x 4 metres over a distance of 400 metres which will allow for simultaneous access to planned stopes on the 3700, 3800 and 3900 levels. Decline construction is expected to reach the 3900 level by the end of 2023 and to be completed by mid-February, 2024.

2024

On January 11, 2024, the Company announced additional high-grade drill results highlighted by 40.82 g/t Au over 2.60 metres within a broader interval of 8.54 g/t over 13.45 metres at its the Bralorne Gold Project.

On January 17, 2024, the Company announced additional high-grade drill results highlighted by 36.84 g/t Au over 1.00 metres within a broader interval of 3.71 g/t over 12.50 metres at the Bralorne Gold Project.

On January 22, 2024, the Company announced additional high-grade drill results highlighted by 80.68 g/t Au over 2.20 metres within a broader interval of 28.58 g/t over 6.35 metres at the Bralorne Gold Project.

On February 6, 2024, the Company announced additional high-grade drill results highlighted by 86.50 g/t Au over 1.50 metres within a broader interval of 14.31 g/t over 9.55 metres at the Bralorne Gold Project.

On February 12, 2024, the Company announced the completion of the Mustang Mine decline to the 3700 level at the Bralorne Gold Project. It was noted that additional development was completed to prepare for the extension of the decline to access lower stopes from the 3600 and 3500 levels and for a new decline close to the portal to access new material to the east of Mustang.

On February 29, 2024, the Company announced additional high-grade drill results highlighted by 24.41 g/t Au over 1.50 metres within a broader interval of 7.33 g/t over 5.70 metres at the Bralorne Gold Project.

On March 4, 2024, the Company announced additional high-grade drill results highlighted by 129.99 g/t Au over 2.00 metres at its 100% owned flagship Bralorne Gold Project.

On March 12, 2024, the Company announced that its subsidiary, Bralorne, signed a definitive Ore Purchase Agreement with New Gold. Under the agreement, New Gold will purchase and process up to 350,000 tonnes of material from Bralorne at its New Afton mine, with an option to extend by mutual agreement.

On April 2, 2024, the Company announced additional high-grade drill results highlighted by 38.17 g/t Au over 5.20 metre. Hole SB-2024-008A intersected 97.40 g/t Au over 2.00 metres within the broader intercept of 38.17 g/t Au over 5.20 metres on the Alhambra Vein.

On April 4, 2024, the Company announced it has signed a non-binding Letter of Intent with Regeneration Enterprises Inc. to form a joint venture for processing the Ladner Gold Project Tailings Resource, owned by Talisker's subsidiary, New Carolin. Ladner Gold Project hosts an NI 43-101 compliant resource of 445,000 tonnes indicated at 1.64 g/t gold and 93,000 tonnes inferred at the same grade, with historical studies showing 81.6% average leach recoveries. The project will proceed in five phases, with Regeneration Enterprises Inc. securing funding unless otherwise agreed in the Definitive Agreement. As of the date of this AIF, definitive agreements have not been entered into.

On April 9, 2024, the Company announced that it signed a milling agreement with Nicola Mining Inc. ("Nicola"), through its subsidiary Bralorne. Under the agreement, Nicola will process up to 6,300 tonnes of stockpiled material from the Bralorne Gold Project at its Craigmont Mill in Merritt, British Columbia ("Craigmont").

On April 15, 2024, the Company announced results from its 2023 mapping and surface sampling campaign at the Ladner Gold Project. A total of 175 rock samples were collected, with 78.3% showing anomalous gold values and six samples exceeding 6 g/t gold, including a top result of 97.70 g/t Au. Sampling focused on quartz veins, sulfide occurrences, and alteration zones, revealing key structural insights that will aid in expanding known mineralization and identifying new mineralized zones.

On April 17, 2024, the Company announced additional high-grade drill results from its Bralorne Gold Project, including 56.88 g/t Au over 1.00 metre.

On May 13, 2024, the Company announced that it has signed an Ore Hauling Agreement with Stromsten Enterprises and Bridge River Management Corporation to transport material from its Mustang Mine at the Bralorne Gold Project. Under the agreement, mineralized material will be trucked to the New Afton or Craigmont milling facilities for processing. It was noted that the first shipment of approximately 6,300 tonnes to Craigmont was set for May 15.

On June 3, 2024, the Company announced that Sprott approved the second draw of US$11.75 million under the Sprott NSR for the Bralorne Gold Project, pending final documentation and closing conditions. It was also announced that the parties are negotiating an amendment to the timing of the 38,000-ounce gold production target.

On June 28, 2024, the Company announced the results of its annual general meeting held on June 27, 2024. Shareholders representing approximately 42% of issued and outstanding shares approved all proposed matters, including the election of six board nominees and the appointment of PricewaterhouseCoopers LLP as auditors.

On July 29, 2024, the Company announced a non-brokered private placement for aggregate gross proceeds of up to $2,000,000 from the sale of common share units of the Company at a price of $0.40 per unit.

On August 9, 2024, the Company announced an increase in its previously announced private placement to $2.3 million due to additional investor interest.

On August 13, 2024, the Company announced that it closed the first tranche of the private placement, issuing 5,425,500 units at $0.40 per unit for gross proceeds of $2.17 million. Each unit includes one common share and one-half of a warrant, exercisable at $0.60 until August 12, 2026. It was disclosed that proceeds would be used for working capital and general corporate purposes.

On August 22, 2024, the Company announced that it entered into a strategic transaction with Westhaven Gold Corp. (“Westhaven”) to expand Westhaven’s Shovelnose gold property by 24,000 hectares to a total of 41,623 hectares. Under the agreement, Westhaven will acquire 12 claims covering 23,550 hectares from Talisker.

On September 6, 2024, the Company announced that Westhaven received TSX Venture Exchange approval for its acquisition of the claim package from Talisker. As consideration for the acquisition, Westhaven paid the Company $20,000 in cash, issued 1,500,000 common shares of Westhaven (subject to resale restrictions), and granted a 1% Net Smelter Royalty (NSR) on the claims, with an option to buy it back for $1,000,000.

On September 11, 2024, the Company announced that it closed the second and final tranche of its non-brokered private placement, issuing 875,000 units at $0.40 per unit for gross proceeds of $350,000. Combined with the first tranche, the offering raised a total of $2,520,200 through 6,300,500 units. Each unit includes one common share and one-half of a warrant, with whole warrants exercisable at $0.60 per share until September 11, 2026.

On October 9, 2024, the Company announced that it had secured a $21.5 million financing package to advance its Bralorne Gold Project and for general corporate purposes. The package includes US$11.75 million from the second closing of the Sprott NSR, a $4 million convertible debenture from Phoenix Gold Fund, and a $1.5 million non-brokered private placement of gold-linked notes.

On October 17, 2024, the Company announced that it has closed its non-brokered private placement of gold-linked notes, raising $1.33 million. The proceeds will support the advancement of the Bralorne Gold Project in British Columbia and general corporate purposes.

On November 7, 2024, the Company announced that it has secured an additional $1.1 million convertible debenture with Spartan MM Fund, increasing its previously announced financing package to approximately $22.6 million. The funds will support the advancement of the Bralorne Gold Project in British Columbia and general corporate purposes.

Recent Developments

On January 8, 2025, the Company announced that it had completed the 2025 Mustang Mine Plan for its Bralorne Gold Project. Regulatory submissions and pre-construction activities, including ventilation and safety infrastructure, were set for January and February. Development was expected to begin in March at a rate of 6 metres per day, increasing to 12 metres per day by August, with initial long hole stope drilling and blasting scheduled for May.

On January 30, 2025, the Company announced that it completed the acquisition of the Golden Hornet Project following its option agreement. The Company also negotiated the purchase of a 2% Net Smelter Royalty from Rich River Exploration Ltd. for $100,000. Talisker acquired 1% for cancellation through a combination of cash and share issuance, while Osisko Gold Royalties Ltd. ("OGR") purchased the remaining 1% under a first right of refusal agreement.

On February 11, 2025, the Company announced the status of mining contractor mobilization and pre-development activities at the Bralorne Gold Project including:

- All operational staff and contractors have arrived at site with necessary mining equipment;
- Ground control management and ventilation plans for the Mustang Mine have been finalized;
- Mine rescue training for the underground teams has been completed;
- Pre-construction activities are well underway with additions to the workshop and storage units already completed and the re-establishment of compressed air, water and power services;
- Minor ground support rehabilitation, installation of ventilation and safety infrastructure has been completed;
- Drilling and blasting of the first long hole stope is expected to take place in May with remaining production from development on the Alhambra, BK and BK9870 veins; and
- Development is planned to continue at 6 metres per day until August when it is planned to increase to 12 metres per day

On February 26, 2025, the Company announced promising results from preliminary testing of ore sorting technologies at its Bralorne Gold Project. A series of samples were collected from multiple zones within the Bralorne Mine Area to evaluate the potential effectiveness of laser sorting. Key highlights of the study included:

- Results indicate strong associations between gold and quartz, indicating that laser sorting technology could be highly effective in enhancing the efficiency of ore processing;
- Laser concentration produced an increase from the average feed grade of 14.4 grams per tonne gold to a final sorted product grade of 27.8 grams per tonne gold; and
- Sorting rejected between 35% and 55% of total rock mass and achieved gold recoveries of between 95% and 99%.

On March 18, 2025, the Company entered into a Mining Services Contract with Thyssen Mining Construction of Canada Ltd. ("Thyssen") to provide mining services at its Mustang Mine. Thyssen is a well-established underground mining contractor known for its proven track record of delivering high-quality, efficient mining services. The Company will benefit from Thyssen's expertise, resources, and capabilities in underground mining, which are essential for achieving the production targets outlined in the Mustang Mine's production plan. This agreement will directly contribute to the Company's operational efficiency and long-term success, as it provides access to specialized mining services that are critical to the efficient development and extraction of mineral resources. Additionally, Thyssen's involvement allows the Company to leverage their established reputation and capabilities in the industry, which can enhance the credibility and reliability of the project. As a result, this agreement is strategically important for the Company, as it not only strengthens its operational capacity but also ensures the achievement of key production milestones, which are central to the overall success of the Mustang Mine project.

On March 26, 2025, the Company provided an operational update on mining activities at its Bralorne Gold Project indicating that development work at the Mustang Mine had commenced as planned on March 19th with blasting of a diamond drill bay on the 1120 ramp followed with the initiation of vein access development the 1075 level. It was noted that 31.6m of 3x3 metre development had been completed for vein zone access and auxiliary development and that parallel development would soon begin on the 1105 level providing multiple extraction headings on the Alhambra vein. Talisker expects to reach mineralized vein material by the third week in April.

3.2 Significant Acquisitions

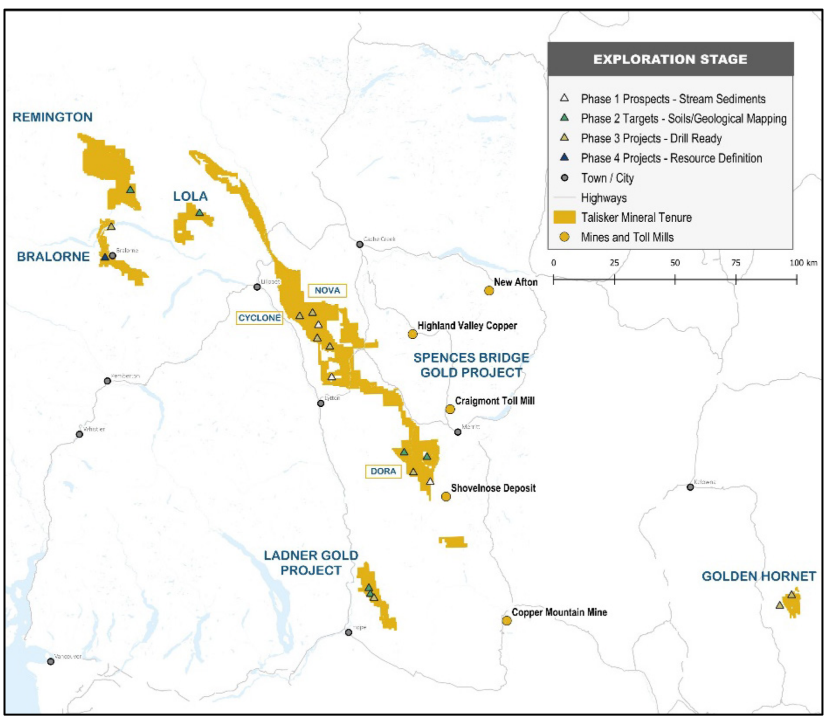
There were no significant acquisitions completed by the Company during the financial year ended December 31, 2024.

4. GENERAL DESCRIPTION OF THE BUSINESS

4.1 General Overview

The Company is a publicly listed company incorporated in British Columbia and continued in the Province of Ontario. The Company is engaged in exploration and evaluation of mineral properties in British Columbia. Talisker's projects include the Bralorne Gold Project, an advanced stage project with a historical high grade producing gold mine as well as its Spences Bridge Gold Project where the Company holds a significant land holding of the emerging Spences Bridge Gold Belt and several other early stage greenfields projects. Talisker's mineral properties in British Columbia comprise 219,337 Ha over 464 claims, three leases and 197 crown grant claims. The following map provides an overview of the Company's mineral properties and projects in southern British Columbia as of the date of this AIF.

Talisker BC Properties



Competitive Conditions

The mineral exploration and mining industry is very competitive. Talisker competes with other mining companies, including those with larger operations, to retain the most qualified people, additional capital, and resources. There can be no assurance that Talisker will be successful in acquiring additional capital and resources, nor that it will be able to retain all of its key personnel. Additionally, Talisker competes with other mining companies for attractive mineral properties. Given that it competes with companies that may have greater financial resources than itself, Talisker may be adversely affected by competition in this space.

Specialized Skill and Knowledge

All areas of Talisker's business require specialized skill and knowledge. Such skills and knowledge include that in the areas of geology, geophysics, mineral processing, drilling, mineral exploration, and financing. Talisker has an experienced management team. The Board also includes experienced members with specialized skills and knowledge.

Cycles

The mining industry experiences cycles around mineral pricing, which is generally affected by worldwide economic cycles.

Environmental Protection

The Company's exploration activities are subject to laws and regulations governing environmental protection, employee health and safety, waste disposal, environmental remediation and reclamation of mine and exploration sites, mine safety, hazardous goods regulations, and other matters. Compliance with applicable laws and regulations requires forethought and diligence in the conduct of the Company's activities.

Currently, the Company has posted reclamation bonds (through an insurance underwriter) with the Ministry, as financial assurance for its future asset reclamation obligations for the Bralorne Gold Project. These financial assurances given are based on the cost estimates accepted by the Ministry. See also "5. Risk Factors – Environmental Risks and Hazards".

Employees

As at December 31, 2024, the Company had 40 full time employees.

4.2 Material Properties

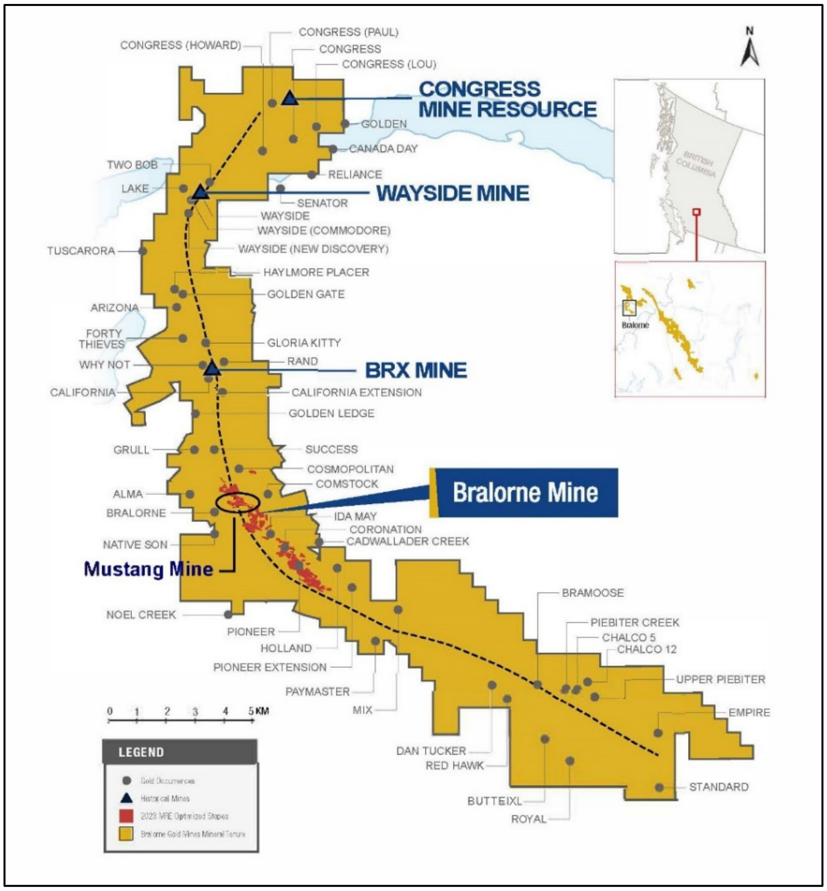
The Company has one material property, the Bralorne Gold Project. The following is a description of the Bralorne Gold Project. As noted below, certain information that follows relating to the Bralorne Gold Project is an extract from the Bralorne Technical Report. The description of the Bralorne Gold Project is based on assumptions, qualifications and procedures which are not fully described herein. The summary and all references to the Bralorne Technical Report are qualified in their entirety by reference to the full text of the Bralorne Technical Report, which is available for review under the Company's profile on SEDAR+ at www.sedarplus.ca.

The scientific and technical information in this AIF has been reviewed by Leonardo de Souza, B.Sc., AusIMM (CP) (Membership 224827), Talisker's Vice President, Exploration and Resource Development. Mr. de Souza is a "qualified person" under NI 43-101 and has reviewed and approved all of the scientific and technical information set forth in this AIF.

Bralorne Gold Project

Located in southern British Columbia, the Bralorne Gold Project consists of over 13,709.00 Ha over 66 mineral claims and three leases plus 197 Crown Grant claims and has a current mineral resource estimate of 117,300 tonnes with an average grade of 8.85 g/t for 33,400 ounces in the Indicated category, 8,033,600 tonnes at 6.32 g/t for 1,632,900 ounces in the Inferred category, as included in the March 10, 2023 technical report "NI 43-101 Technical Report and Mineral Resource Estimate for the Bralorne Gold Project, British Columbia, Canada" prepared for Talisker by Carl

Pelletier, P.Geo., Vincent Nadeau-Benoit, P.Geo. and Eric Lecomte, P.Eng. of InnovExplo Inc. The effective date of the MRE is January 20, 2023.



The Bralorne Gold Project produced approximately 4.2 million ounces of gold at a grade of 17.7 g/t Au from 30 veins in three adjacent mines; Bralorne, Pioneer and King, until eventual closure in 1971 due to depressed gold prices.

Bralorne Facilities
Bralorne, BC, Canada

In 2021, the Company finalized the construction of a 100-man camp at the Bralorne Gold Project. This expansion includes kitchen, dining and offices facilities, new bunkhouses, an IT Tower and a new core logging infrastructure to support the increase in rigs and the expansion of the drill program.

On March 10, 2023, the Company filed the Bralorne Technical Report pursuant to NI 43-101. The following is an extract of items 1.1 to 1.7 in the "Summary" section of the Bralorne Technical Report:

"1. SUMMARY

1.1 Introduction

Talisker Resources Ltd. ("Talisker" or the "Issuer"), through its wholly-owned subsidiary Bralorne Gold Mines Ltd. ("BGM"), retained InnovExplo Inc. to prepare a technical report (the "Technical Report") to present and support the results of an updated mineral resource estimate (the "2023 MRE") for the Bralorne Gold Project (the "Project" or the "Property"), located in the Province of British Columbia, Canada. This Technical Report was prepared in accordance with Canadian Securities Administrators' National Instrument 43-101 Respecting Standards of Disclosure for Mineral Projects ("NI 43-101") and Form 43-101F1. Terry Harbort, Talisker's President and CEO, assigned the mandate.

The effective date of this report is March 10, 2023.

InnovExplo is an independent mining and exploration consulting firm based in Val-d'Or, Québec.

1.2 Issuer

Talisker is a Canadian junior resource company listed on the Toronto Stock Exchange ("TSX") under the symbol TSK and on the OTCQX® Best Market under the symbol "TSKFF".

1.3 Contributors and Qualified Persons

This Technical Report was prepared by InnovExplo employees Carl Pelletier, (P.Geo.), Co-President Founder of InnovExplo, Vincent Nadeau-Benoit (P.Geo.), Senior Geologist in Mineral Resources Estimation and Éric Lecomte (P.Eng.) Senior Mining Engineer, all of InnovExplo. All three authors are qualified persons ("QPs") as set out in NI 43-101.

Mr. Pelletier is a professional geologist in good standing with the OGQ (No. 384), PGO (No. 1713), EGBC (No. 43167) and NAPEG (No. L4160). He is co-author of the Technical Report and share responsibility for all items.

Mr. Nadeau-Benoit is a professional geologist in good standing with the OGQ (No. 1535), EGBC (No. 54427) and NAPEG (No. L4154). He is co-author of the Technical Report and share responsibility for all items.

Mr. Lecomte is a professional engineer in good standing with the OIQ (licence No. 122047) and EGBC (No. 56488). He is responsible for the preparation of section 14.12. He is also co-author of and share responsibility for sections 1, 2, 3, 14, 25, 26 and 27.

1.4 Property Description and Location

The Project is located in the historic Bridge River mining district of British Columbia. It extends approximately 33 km along the strike of the suture zone constraining the mineralization of the deposit. The Property is a contiguous mineral tenure and Crown-granted package of 12,749.17 Ha.

The Property is located within mountainous terrain in southwest British Columbia, approximately 170 km NNE of Vancouver. It is easily accessible by two major routes from Vancouver on all-weather government-maintained roads. The primary route from Vancouver, 371 km long, proceeds north on paved Highway 99 through Squamish, Whistler and Pemberton to Lillooet, then west on Bridge River Rd (also known as Lillooet-Pioneer Road 40) through the town of Gold Bridge to the town of Bralorne. Alternatively, the project can be accessed through the Fraser Valley past Hope along Highway 1 to Lytton, transferring onto Highway 12 to Lillooet and Bridge River Rd through Gold Bridge to Bralorne. This trip is approximately 438 km in length.

The Property is situated on NTS map sheet 92J/15W in the Bridge River mining district, Lillooet Mining Division (British Columbia). The coordinates of the approximate centre of the project are 512,593 E, 5,625,215 N using NAD 83, Zone 10 UTM coordinates, or 50° 46′ 43″N latitude,122° 49′ 17″W longitude.

The Bralorne Property claims were acquired from Avino Silver & Gold Mines Ltd. in December 2019 and consisted of 154 Crown-granted mineral claims and 31 mineral cell claims. In 2020 and 2021, Talisker acquired additional mineral claims expanding the Property including:

- the Royalle claims were acquired from four (4) arm's length vendors by Talisker;
- the NaiKun Crown-granted mineral claims were acquired from NaiKun Wind Energy Group;
- The Congress claims were acquired from Discovery Metals Corp;
- The Pioneer Extension Crown-granted mineral claims were acquired from Alan Crawford;
- The Pioneer Extension-Royalle claims were acquired from Turnagain Resources.

BGM, a wholly-owned subsidiary of Talisker, owns 100% of the 12,749.17 ha comprising the Property. This includes:

- 197 Crown-granted mineral claims;
- 62 mineral cell claims; and
- 3 mining leases.

The area covered by the 2023 MRE is subject to a 1.7% net smelter return ("NSR") royalty in favour of Osisko Gold Royalties ("OGR").

1.5 Geology

The Property is situated within the Bridge River mining district in southwestern British Columbia. On the Property, the historical producing mines are hosted within the Bralorne-East Liza Complex. This consists of a structurally complex zone between the northwest to southeast striking Cadwallader and Fergusson faults, composed of metavolcanics, Pioneer greenstones, gabbro, and sheared serpentinite of the President ultramafic complex, which are intruded by diorite and granite of the early Permian Bralorne Suite. This complex assemblage correlates with rocks of the eastern Shulaps range (Calon et al. 1990). Locally the tectonostratigraphic wedge between the Cadwallader and Fergusson faults that hosts the major past-producing gold mines is referred to as the Bralorne Mine Block. The Bralorne Mine Block occurs as a steeply dipping fault-bounded lens forming a horst-like block. Its area is approximately 5 km in strike length, 600 m wide at surface and widening with depth. The block remains open at depth below 2 km. The vein system is controlled by second- and third-order fault structures relative to the Cadwallader and Fergusson faults. The main lithological units hosting the mineralization are the Bralorne intrusive suite (diorite, tonalite and gabbro) and the Pioneer basalt. Minor sedimentary units are found in the northwest of the Bralorne Mine Block, within the King mine area.

The Permian Bralorne intrusive suite includes "augite-diorite" and "soda-granite", which commonly occur together. These phases locally are termed the Bralorne Diorite and Bralorne Granite, respectively, and combined with the Pioneer volcanics, host the Bralorne deposits. All three occur between the bounding Fergusson and Cadwallader faults.

Although mostly dioritic, the Bralorne Diorite varies from quartz-diorite to gabbro in composition. Several intrusive phases of diorite are present and are identified based on their composition and grain size variability. The Bralorne Diorite is intruded by the Bralorne Granite with complex intrusive relationships.

Typically, the Bralorne Granite is a leucocratic, coarse-grained intrusive body varying from trondhjemite to albite tonalite in composition. The main body of granite is found along the northeast side of the Bralorne Diorite, forming an elongate body approximately 2 km long x 250 m wide and also forms many dykes intruding the diorite. Five Cretaceous-Tertiary dyke phases, including grey plagioclase porphyry, albitite, green hornblende porphyry, Bendor porphyry and late unaltered lamprophyre, intrude the Bralorne Mine Block. The Bralorne intrusive suite forms the main host rock of the mineralization due to its favourable rheology.

The Pioneer Formation represents a smaller proportion of the Bralorne Mine Block compared to the Bralorne intrusive suite and consists of a steeply dipping pinching basalt body situated in the southeast of the Pioneer mine area. It comprises volcanic flows, pillow lava, volcanic breccia and fine- to medium-grained feeder dykes and sills. It is affected by widespread greenschist and sub-greenschist regional metamorphism, partially altering its original volcanic texture. Typically, it is crosscut by late intermediate to mafic plagioclase-phyric grey-green dykes. This unit also hosts significant veining, including the Main vein in the Pioneer mine (Ash 2001).

Within the Bralorne Mine Block, ultramafic rocks are typically sheared elongated bodies associated with the Cadwallader fault. Their gold hosting potential is low due to their ductile deformation style and low susceptibility to fracture and thus are considered to constrain the deposit to the southwest.

The Fergusson fault is characterized by a narrow band of strongly deformed and hydrothermally altered rocks representing the contact of the Bralorne intrusive suite with the adjacent sediments of the Fergusson Formation. This structure and rheological contrast constrain the deposit on the northeast side of the Bralorne Mine Block.

Throughout the Bralorne Mine Block, quartz veins are preferentially hosted in the more competent Bralorne intrusive rocks, less commonly in meta-basalt and meta-sediments, and rarely in ultramafic rocks (Cairnes, 1937; Ash, 2001). The deposit is crosscut by the late north-south trending Empire fault, which locally offsets the vein system in the Bralorne mine in an apparent dextral strike separation. Vein mineralization was interpreted by Leitch (1990) as synkinematic and structurally controlled by secondary fault sets related to westerly-directed, sinistral transpressional movement along faults bounding the Bralorne ophiolite.

1.6 Mineralization

The Bralorne gold mineralization is part of an orogenic mesothermal quartz-gold vein system hosted by second- and third-order fault structures in relation to the bounding Cadwallader and Ferguson faults. The quartz-gold veins are preferentially hosted in the more competent units and tend to sharply terminate at the contact with the softer ultramafic rocks associated with the Cadwallader fault to the south-west and with the Fergusson formation sediments juxtaposed by the Fergusson fault to the north-east.

The quartz-gold veins form an approximate en-echelon array. Individual veins have varying strike and dip extents, while the collective vein network they comprise extends over 5 km by 600 m laterally within the Bralorne Mine Block and extends to at least 2,000 m in depth. Three types of veins are recognized on the property: Shear, Linking, and Transverse veins. Shear veins are dominantly more strike extensive, heavily banded, and dip moderately to the NNE. Linking veins form between adjacent Shear veins, are banded to massive, are less strike extensive and more variable in dip angle with steep to moderate dips towards the north. A third set of Transverse veins are late and cut both the Shear and Linking veins. They have extensive strikes, dip moderately to both the west and NNE, and tend to be dominated by brittle fault gouge, unconsolidated breccia, and quartz vein material. Vein widths generally range from tens of centimetres to 3 m, with the largest veins widening to 6 m.

Shear veins have been traced continuously for up to 1,500 m along a 110° to 145° strike, dip moderately to the NNE and are open at depth. They range from tens of centimetres to 3 m wide, and they pinch and swell along strike. Linking veins are generally less strike extensive than the Shear veins, with maximum strike lengths of 500 m and similar dip extensions. They are hosted in fault sets that strike roughly 700 m and dip about 75° northwest with widths ranging from tens of centimetres to 6 m. These more tensional veins form oblique splays off of the shear veins, commonly display sigmoidal geometries in both the horizontal and vertical planes and are generally the widest at the midpoints between the bounding Shear veins that confine them. A less well-known system of transverse mineralized structures that cross-cuts the other vein types is less dominant and more variably oriented. A good example of these veins located west of and parallel to the Empire fault (north-northwest-south-southeast orientation) has been identified in the Issuer's drill holes and named the Charlotte Zone. It consists of at least four planes of brittle faults affecting west-dipping quartz veins hosting consistent anomalous gold grades along with sporadic high grades. The veins are typically massive to banded, hosting minor pyrite, arsenopyrite and/or pyrrhotite, with both margins and veins affected by varying degrees of brittle faulting evidenced by fault gouge and unconsolidated breccia. The overall trend and brittle deformation style of these structures suggest that they are local accommodation splays of the Empire fault.

1.7 Mineral Resource Estimates

The 2023 MRE encompasses updated mineral resources for the Bralorne deposit, which includes the King, Charlotte, Bralorne, and Pioneer domains. The update was prepared by Leonardo De Souza, MAusIMM (CP) of Talisker and reviewed and validated by QPs Carl Pelletier (P.Geo.) and Vincent Nadeau-Benoit (P.Geo.) of InnovExplo. The database supporting the 2023 MRE is complete, valid and up to date.

The mineral resource area for the deposit covers a strike length of 4.5 km with a maximum width of approximately 750 m, down to a maximum depth of 700 m.

The 2023 MRE includes data from drill core (531 surface holes and 129 underground holes), reverse circulation drill chips (13 RC drill holes), surface trenches (9) and underground chips (1724 underground channel lines).

Talisker modelled 112 high-grade quartz vein bodies and their respective brecciated alteration halos (224 solids in total), which are supported by a deposit-scale vein model, interpreted major faults, and assay results.

Cut-off grade ("CoG") parameters were determined by QP Eric Lecomte.

The QPs have classified the 2023 MRE as Indicated and Inferred mineral resources based on data density, search ellipse criteria, drill hole density, and interpolation parameters. The 2023 MRE is considered to be reliable and based on quality data and geological knowledge. The mineral resource estimate follows CIM Definition Standards (2014). The use of conceptual mining shapes as constraints to report the mineral resource estimate satisfies the standard of 'reasonable prospects for eventual economic extraction' under CIM MRMR Best Practice Guidelines (2019).

The following table present the results of the 2023 MRE at the official cut-off grades of 2.65 g/t Au (potential long hole stoping mining method) and 3.10 g/t Au (potential cut and fill mining method).

Bralorne Gold Project 2023 Mineral Resource Estimate

Bralorne Gold Project	Category	Cut-off Grade (g/t Au)	Tonnes (t)	Grade (g/t Au)	Ounces (oz Au)
King	Indicated	Long Hole > 2.65	111,300	8.61	30,800
		Cut and Fill > 3.10	5,900	13.45	2,600
	Inferred	Long Hole > 2.65	1,598,400	5.76	296,200
		Cut and Fill > 3.10	76,000	7.89	19,300
Bralorne	Inferred	Long Hole > 2.65	3,958,100	7.02	893,200
		Cut and Fill > 3.10	82,500	7.95	21,100
Pioneer	Inferred	Long Hole > 2.65	1,436,500	5.72	264,400
		Cut and Fill > 3.10	16,700	14.93	8,000
Charlotte	Inferred	Long Hole > 2.65	859,600	4.70	129,900
		Cut and Fill > 3.10	5,600	4.54	800
Total Indicated			117,300	8.85	33,400
Total Inferred			8,033,600	6.32	1,632,900

MRE Notes:

1. The independent and qualified persons, as defined by NI 43-101, are Carl Pelletier (P.Geo.), Vincent Nadeau-Benoit (P.Geo.) and Eric Lecomte (P.Eng.) of InnovExplo. The effective date of the 2023 MRE is January 20, 2023.
2. The mineral resources are not mineral reserves as they do not have demonstrated economic viability.
3. The MRE follows CIM Definition Standards (2014) and CIM MRMR Best Practice Guidelines (2019).
4. A total of 86 veins were modelled for the Bralorne, King, Charlotte and Pioneer deposits. Quartz vein core wireframes were modelled with a minimum thickness of 0.50 m. A brecciated alteration halo wireframe was modelled around each quartz vein core to produce two nested wireframes with a combined minimum total true thickness of 1.2 m.
5. High-grade capping, supported by statistical analysis, was applied to composited data inside the high-grade quartz veins for Pioneer (1.4 m) at 100 g/t Au, Bralorne (1.4 m) at 100 g/t Au, Charlotte (1.0 m) at 31 g/t Au and King (1.2 m) at 110 g/t Au for the drill hole samples and 400 g/t Au for the underground samples. High-grade capping was applied to composited data inside the brecciated alteration halo for Pioneer (1.4 m) at 6.4 g/t Au, Bralorne (1.2 m) at 9.5 g/t Au, Charlotte (1.2 m) at 5.2 g/t Au and King (1.0 m) at 7.5 g/t Au. Compositing was completed using the grade of the adjacent material when assayed or a value of zero when not assayed.
6. The mineral resources for the Bralorne deposit were estimated using Datamine StudioTM RM 1.9.36.0 using hard boundaries on composited assays. The ID2 method was used to interpolate a sub-blocked model (parent block size = 5 m x 5 m x 5 m).
7. Indicated mineral resources were defined for blocks inside geological resource solids within 20 m of an underground chip sample (King only). Inferred mineral resources were defined for blocks inside geological resource solids within 50 m of a composite for the King and Charlotte domains and within 60 m of a composite for the Bralorne and Pioneer domains.
8. Supported by measurements, density values ranging from 2.65 to 2.69 g/cm3 were established for the high-grade quartz veins and from 2.69 to 2.75 g/cm3 for the brecciated alteration halos. Historical underground infrastructure and underground mined volumes plus 5-m buffers were assigned a density value of 0 g/cm3.
9. The ‘reasonable prospects for eventual economic extraction’ standard is met by having used reasonable cut-off grades for underground scenarios, a minimum mining width and constraining volumes (Deswik shapes). The estimate is reported for a potential underground scenario at cut-off grades of 2.65 g/t Au (long hole stoping) and 3.10 g/t Au (cut and fill). The estimate was calculated using a gold price of US$1,650 per ounce, a USD:CAD exchange rate of 1.30, a mining cost of $97.66/t (long hole stoping) or $126.09/t (cut and fill), transport cost of $7.00/t, environment and G&A cost of $23.00/t, rehabilitation cost of $3.75/t, and processing cost of $32.00/t. The cut-off grades should be re-evaluated in light of future prevailing market conditions (metal prices, exchange rate, mining cost, etc.).
10. Ounce troy is metric tons multiplied by grade (g/t) and divided by the constant of 31.10348. The number of tonnes and ounces has been rounded to the nearest thousand. Any discrepancy in the totals is due to rounding effects. Rounding followed the recommendations of NI 43-101.
11. The qualified persons are not aware of any problem related to the environment, permits or mining titles, or related to legal, fiscal, socio-political, commercial issues, or any other relevant factor not mentioned in this Technical Report that could have a significant impact on the 2023 MRE.

1.7.1 Interpretation and Conclusions

The QPs believe that the information presented in this report provides a fair and accurate picture of the Project's potential. Underground mining infrastructure is still present at the site and could facilitate the transition to a more advanced exploration stage.

The authors conclude the following:

- The database supporting the 2023 MRE is complete, valid and up to date.
- The geological and grade continuity of gold mineralization of the Bralorne Deposit is demonstrated and supported by historical past production, underground exposures and dense drilling.
- The Bralorne Gold Project mineralization consists of quartz-gold veins forming an en-echelon array. From these quartz-gold veins, 112 high-grade quartz vein bodies were modelled as high-grade subsets, themselves grouped into four domains: King, Charlotte, Bralorne and Pioneer.
- The 2023 MRE was prepared for a potential underground scenario at a cut-off grade of 2.65 g/t Au using longhole stoping where the dip of high-grade quartz vein bodies is greater or equal to 43° and 3.10 g/t Au using cut and fill stoping where the dip of high-grade quartz vein bodies is lower than 43°.
- The 2023 MRE consists of:
  - 117,300 tonnes at an average grade of 8.85 g/t Au for 33,400 ounces of gold in the Indicated category and;
  - 8,033,600 tonnes at an average grade of 6.32 g/t Au for 1,632,900 ounces of gold in the Inferred category.

1.7.2 Recommendations

Based on the results of the 2023 MRE, the QPs recommend advancing the Project to an advanced phase of exploration. The QPs also recommend continuing the property-scale exploration program.

A two-phase work program is recommended, where Phase 2 is conditional upon the positive conclusions of Phase 1.

In Phase 1, the QPs recommend completing exploration work on the project, infill drilling and, update the 2023 MRE:

- Infill drilling to potentially convert inferred mineral resources to the indicated category in the currently defined high-grade quartz vein bodies;
- Exploration drilling of the veins of the Bralorne deposit at depth and laterally using 50 m step-outs to potentially increase the bulk of the inferred mineral resources down to a depth of around 700 m;
- Regional exploration drilling: follow-ups on isolated intersections, surface geochemical anomalies, geophysical anomalies and geological and structural trends;
- Initiate engineering studies: mineral processing and mine plan design (for BK Test Mining);
- Update the 2023 MRE using drill results completed in Phase 1 and preliminary results from the engineering studies to refine the optimization and cut-off grade parameters; and
- In support to the MRE update, complete an updated NI 43-101 Technical Report.

In Phase 2, the QPs recommend continuing exploration work on the project, complete small scale test mining and, update the 2023 MRE:

- Continue exploration drilling of the veins of the Bralorne deposit;
- Complete small scale test mining at the BK Mine (King);
- Update the MRE and use the results of this updated MRE and studies as a basis for a Preliminary Economic Assessment (“PEA”); and
- In support to the PEA study, complete an updated NI 43-101 Technical Report.

Another general technical recommendation would be to review the historical drill holes that weren't included in the 2023 MRE, assess what needs to be done with the QPs (i.e. complete confirmation drill holes and/or quarter split re-sampling) to bring those drill holes, if deemed possible and based on the results of the tests, to meet the requirements to be included in further MRE updates.

The QPs have prepared a cost estimate for the recommended two-phase work program to serve as a guideline. The budget for the proposed program is presented in the table below. Expenditures for Phase 1 are estimated at C$22,091,500 (incl. 15% for contingencies). Expenditures for Phase 2 are estimated at C$24,150,00 (incl. 15% for contingencies). The grand total is C$46,421,500 (incl. 15% for contingencies). Phase 2 is contingent upon the success of Phase 1.

Estimated costs for the recommended work program

Phase 1	**Work Program**	**Description**	**Budget Cost**
1.1	Infill drilling existing MRE	22,000 m	$ 8,800,000
1.2	Exploration drilling to define new inferred mineral resources to 700 m	20,000 m	$ 8,000,000
1.3	Regional exploration drilling	5,000 m	$ 2,000,000
1.4	Update MRE		$ 200,000
1.5	Mine Plan Design - BK Test Mining (King)		$ 150,000
1.6	Mineral Processing Study		$ 60,000
	Subtotal		$ 19,210,000
	Contingency	15%	$ 2,881,500
	Phase 1 subtotal		$ 22,091,500
Phase 2	**Work Program**	**Description**	**Budget Cost**
2.1	Small Scale Test Mining - BK Mine (King) – Contingent on positive results of Phase 1 (items 1.1, 1.5 and 1.6)	2,000 m	$ 12,000,000
2.2	Exploration drilling to define new inferred mineral resources – Contingent on positive results of Phase 1 (items 1.2 and 1.3)	20,000 m	$ 8,000,000
2.3	Preliminary Economic Assessment – Contingent on positive results of Phase 1 (items 1.4, 1.5 and 1.6)		$ 1,000,000
	Subtotal		$ 21,000,000
	Contingency	15%	$ 3,150,000
	Phase 2 subtotal		$ 24,150,000
	TOTAL (Phase 1 and Phase 2)		$ 46,241,500

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Figures 1 and 2 below are long section and plan views of the 2023 MRE.

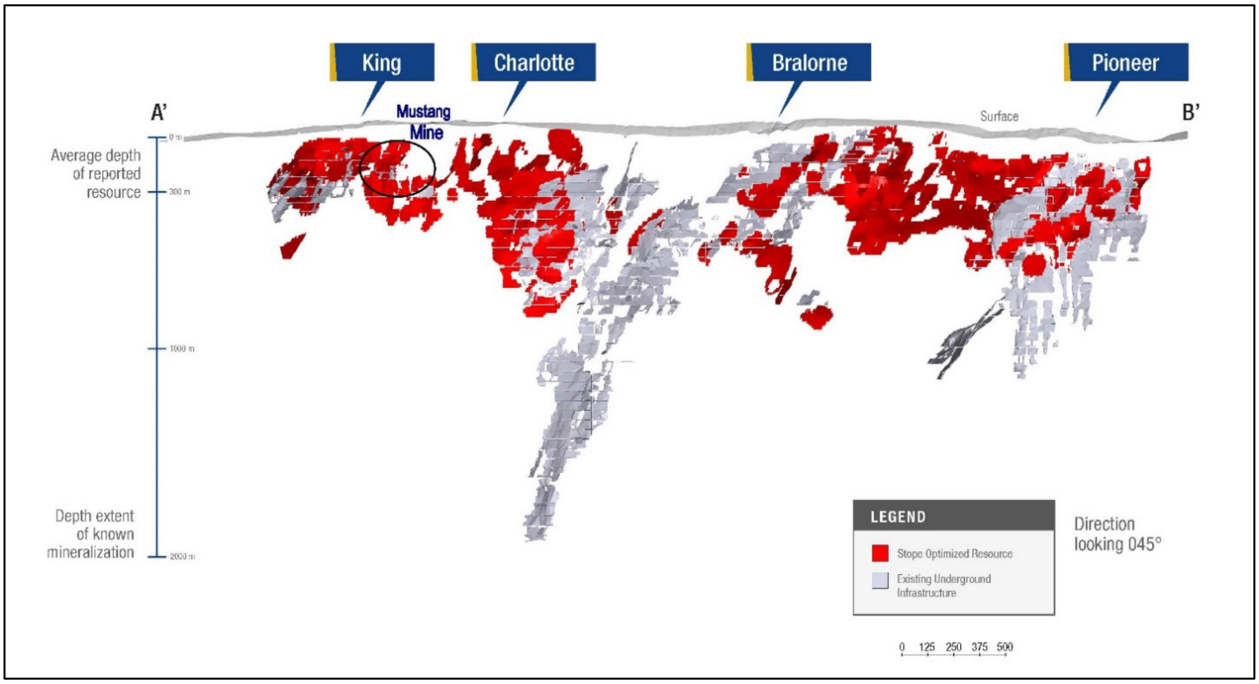


Figure 1: Long section view of 2023 MRE.

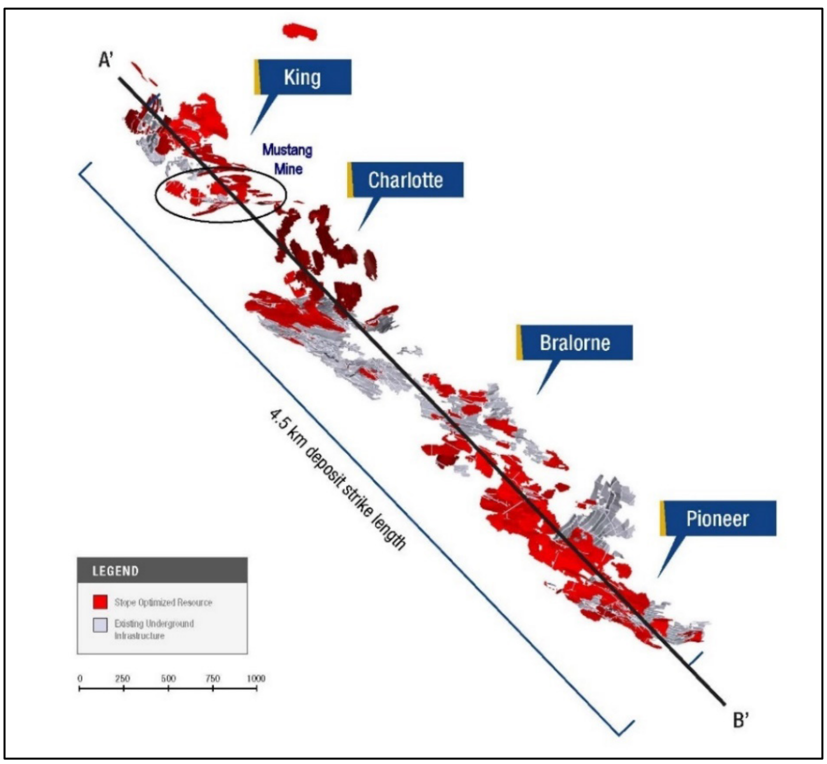


Figure 2: Plan view of 2023 MRE.

Exploration

Since the Acquisition, in early 2020 and through 2020, 2021 and 2022, Talisker implemented a clearly defined dual-focused exploration strategy that focused first on exploring and defining a bulk-tonnage inferred mineral resource within 350m from surface above the historic King, Bralorne and Pioneer Mines and second drilling out inferred resource on high grade veins between 350m to 750m from surface, targeting well-constrained vein wireframes developed utilizing historic exploration drift assays and level plan mapping.

Throughout 2022, the Company announced multiple high grade results from its drill program that commenced in 2020. Talisker's drilling to date has produced 409 vein intersections with a combined weighted average diluted grade of 9.48 g/t Au over an average intersection of 1.72 metres. Major vein structures intersected are considered classic Bralorne crack-seal quartz-carbonate veins with densely banded sulphide septae. Crack-seal septae host fine-grained arsenopyrite and pyrite mineralization. Alteration halos consist of strong silica-sericite±mariposite alteration halos. All reported drill assay results are available on the Company’s website and details on the drill program including assay results are included in the Company's press releases.

In early 2022, the Company announced the initiation of engagement, engineering and permitting for expanded mine development and production at the Bralorne Gold Project. Expanded production would come from within the existing permitted mine boundary and take advantage of both underground and surface infrastructure already in place at the site. Material extracted from this expanded production rate is proposed to initially be hauled offsite for processing at one of the nearby permitted custom milling facilities in the Province of British Columbia. The Company also initiated discussions with the Ministry on steps to complete a permit amendment process for the existing Mine Permit to support the proposed expanded mine production.

The Company believes that exploration potential exists as proximal extensions of currently defined mineralized zones, laterally and at depth, and may yield somewhere between 2.0 and 2.5 million tonnes at grades between 6.0 and 9.0 g/t gold for 400,000 – 700,000 ounces gold (see Figure 3 and 4). This exploration potential is supported by the drill hole and channel sample data used for the 2023 MRE at drill hole spacings greater than the inferred category of mineral resources. These targets are not mineral resource estimates, potential quantity and grade is conceptual in nature. There has been insufficient exploration to define a mineral resource, and it is uncertain if further exploration will result in the exploration targets being delineated as a mineral resource.

There are 23 veins with one or more conceptual targets that have been identified based on non-compliant historic data. Non-compliant data does not meet the CIM requirements for the NI 43-101 standards of disclosure and may include assays from a lab that is not ISO certified, or drill holes without downhole survey data. These conceptual targets have not yet been drill tested by the Company.

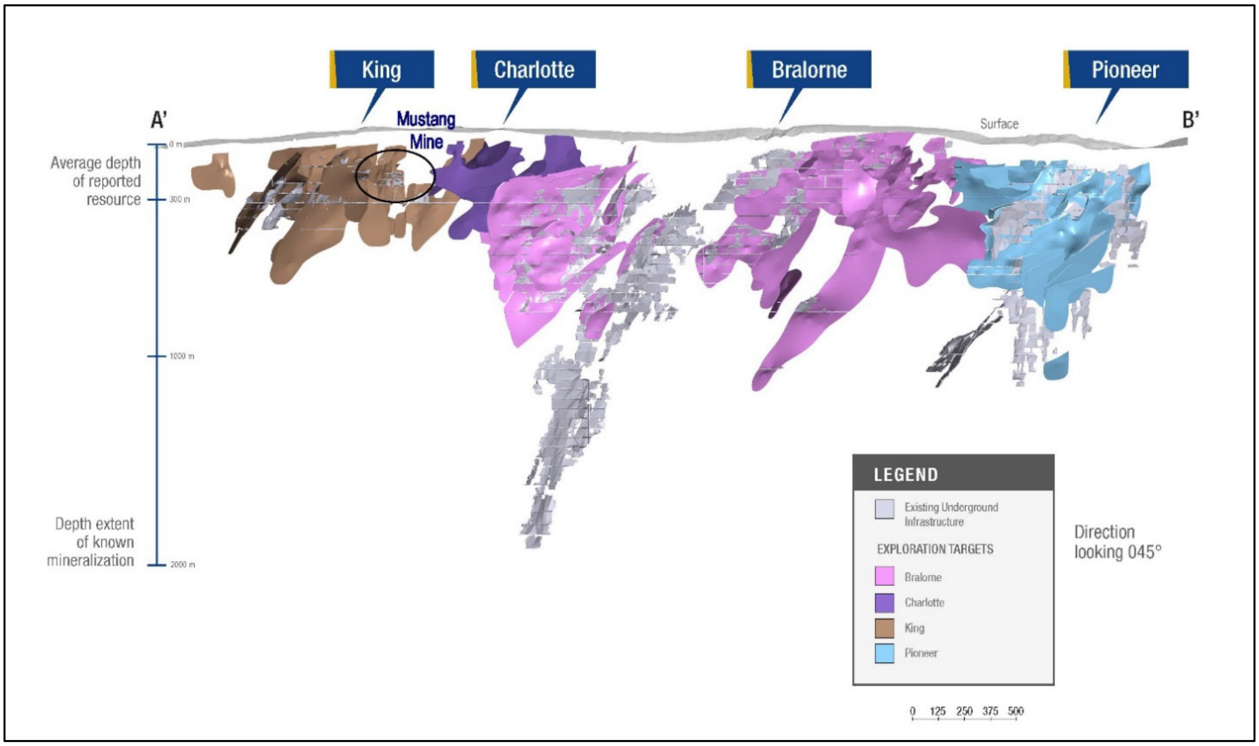


Figure 3: Long section view of exploration potential outlined in the 2023 MRE.

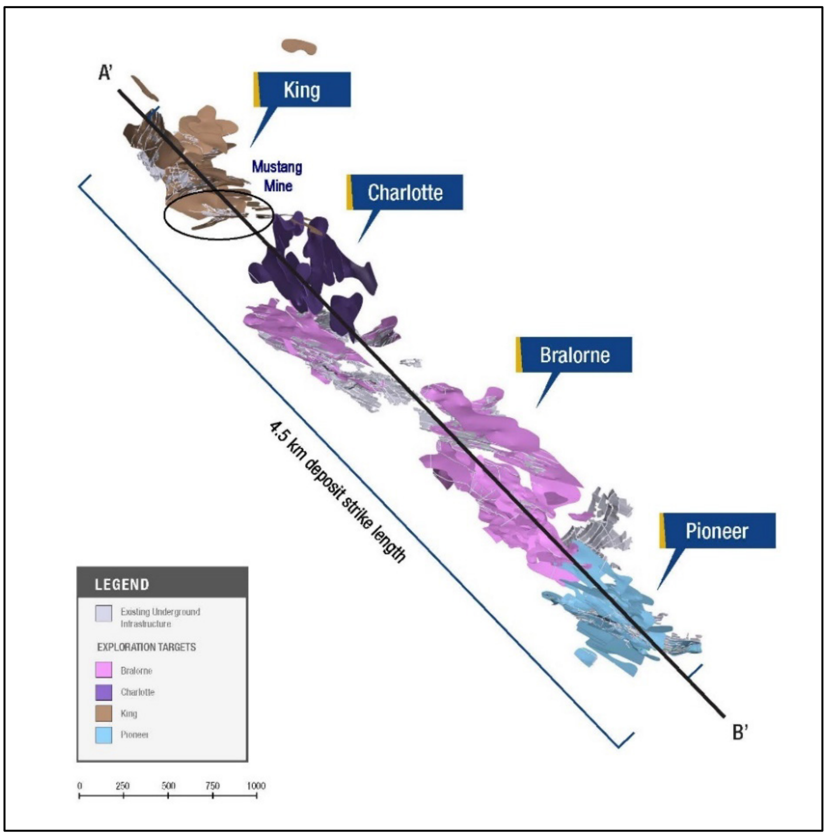


Figure 4: Plan view of exploration potential outlined in the 2023 MRE.

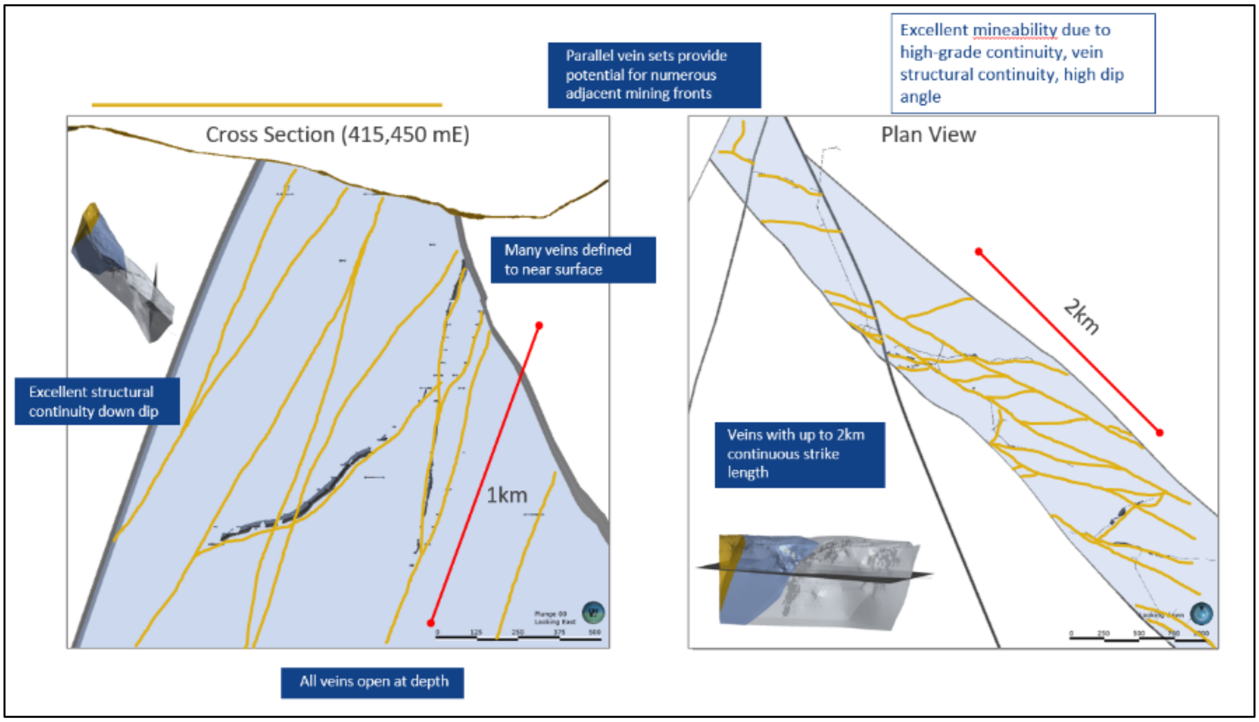


Figure 5: Cross section showing downdip vein continuity at the Bralorne Gold Project.

In conjunction with recommendations provided by the QP's for the 2023 MRE, the Company is advancing exploration in two phases. Phase 1 includes:

- Approximately 22,000 m of infill drilling to potentially convert inferred mineral resources to the indicated category in the currently defined high-grade quartz vein bodies;
- Approximately 20,000 m of exploration drilling within the current footprint of the 2023 MRE focusing on discovering new veins and expanding known veins at depth and laterally using 50 m step-outs to potentially increase the bulk of the inferred mineral resources down to a depth of around 700 m.
- Approximately 5,000 m of regional exploration drilling outside of the 2023 MRE footprint, following up on isolated intersections, surface geochemical anomalies, geophysical anomalies and geological and structural trends.
- Initiate engineering studies: mineral processing and mine plan design (for BK Test Mining).
- Update the 2023 MRE using drill results completed in Phase 1 and preliminary results from the engineering studies to refine the optimization and cut-off grade parameters.
- In support to the MRE update, complete an updated NI 43-101 Technical Report.

Phase 1 commenced on September 30, 2022. Talisker completed some of the infill drilling recommended between September 2022 and December 2022 with 3,199 m being drilled in five holes. In Q4 2023, infill drilling re-commenced between mid-October 2023 to mid-February 2024 with a total of 81 holes drilled totaling 14,949 m. Details of the drilling results were announced by the Company in press releases dated November 30, 2023, January 11, 17 and 22, February 6 and 29, March 4, 2024 and April 2 and 17, 2024.

Total metres drilled by Talisker from February 2020 to February 2024 is 157,997.80 m in 365 diamond drill holes and RC holes.

Subject to financing, and dependent on the results of Phase 1, Phase 2 includes:

- Approximately 20,000 m of exploration drilling to define new veins and potentially increase the inferred mineral resource of the Bralorne deposit.
- Complete small scale test mining at the BK Mine (King).
- Update the Bralorne MRE and use the results of this updated MRE and engineering studies as a basis for a Preliminary Economic Assessment ("PEA").
- In support to the PEA study, complete an updated NI 43-101 Technical Report.

The two-phase work program that is outlined in the Technical Report (see 1.7.2 on page 20 of this AIF) estimates expenditures for Phase 1 of C$22,091,500 (including 15% for contingencies). Dependent on the results of Phase 1, expenditures for Phase 2 are estimated at C$24,150,00 (including 15% for contingencies). Due to market conditions, the Company made the decision to transition to production and to advance exploration activities when funding is available.

The following figures 6 and 7 highlight the undrilled potential and exploration targets at the Bralorne Gold Project. The Company will advance with exploration drilling dependent on financing activities.

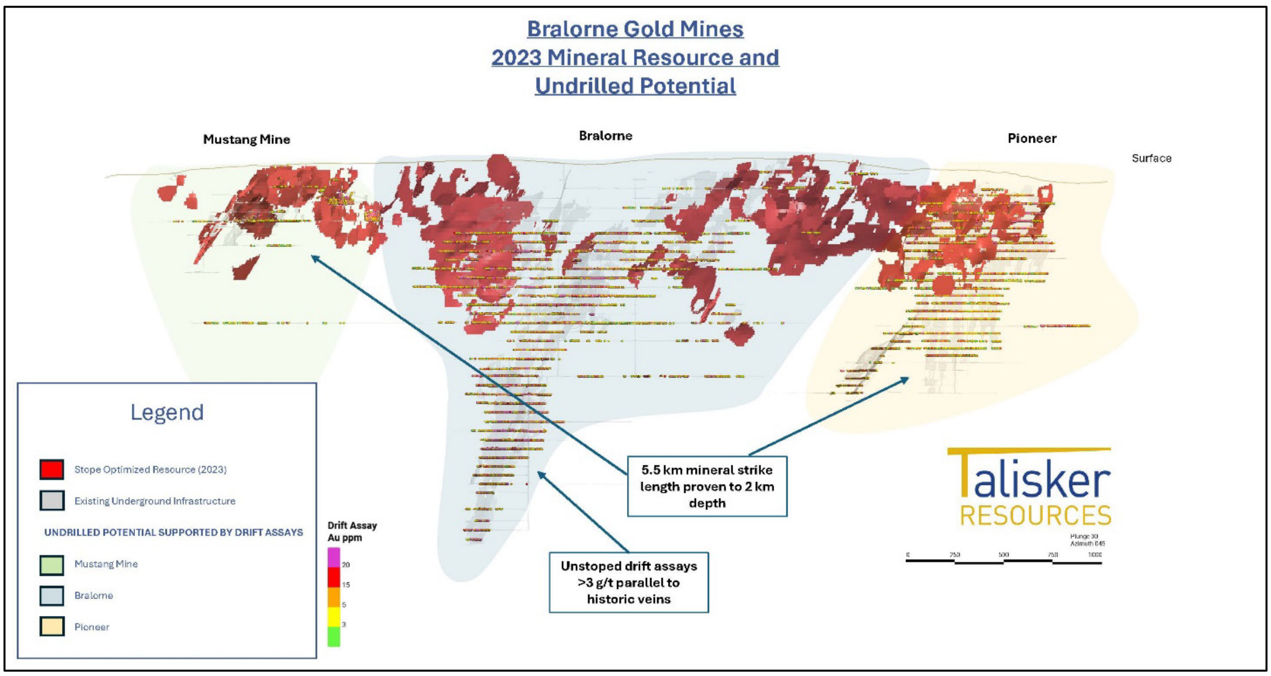


Figure 6: Long section view of 2023 MRE and undrilled potential of the Bralorne Gold Project.

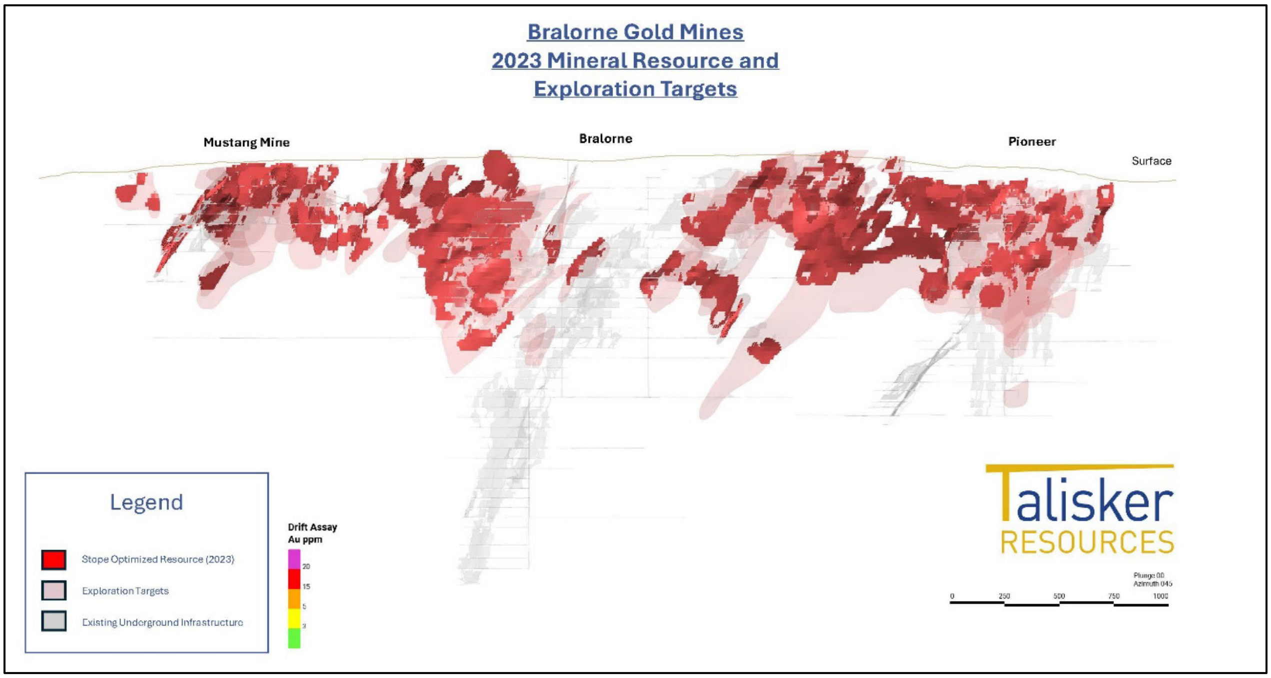


Figure 7: Long section view of 2023 MRE and exploration targets at the Bralorne Gold Project.

Plan to Proceed to Production

The transition to production commenced in 2023 with the Company completing construction of a 4x4 metre by 54 metre length portal allowing for the use of 22 tonne haul trucks. This was followed by completion of the Mustang Mine decline to the 3700 level with additional development completed to prepare for the extension of the decline to access lower stopes from the 3600 and 3500 levels and for a new decline close to the portal to access new material to the east of Mustang. The Mustang Mine plan was completed and reviewed in early 2025 with the relevant inspectors from the Ministry and the final mine plan was submitted 10 days before the start of mining operations pursuant to regulatory requirements. The Notice of Alteration to the existing M-207 Major Mines Permit to increase allowable production to 175 tpd was submitted and the Ministry has since responded. In addition, the permit amendment documentation to existing M-207 Major Mines Permit to increase production to 500 tpd is well advanced, with anticipated submission to the Ministry in early May 2025.

All pre-construction activities have been undertaken and training of mine rescue personnel has been completed. Development work commenced as planned on March 19, 2025 with blasting of a diamond drill bay on the 1120 ramp followed with the initiation of vein access development the 1075 level. As of the date of this AIF, 79 metres of 3x3 metre development has been completed for vein zone access and auxiliary development. Parallel development is expected to begin in the near term on the 1105 level providing multiple extraction headings on the Alhambra vein. Talisker expects to reach mineralized vein material by the third week in April 2025. The Company plans a controlled and systematic ramp up of production rates, which is expected to commence at 100 tpd in April 2025 and increase to 175 tpd in July 2025, to 250 tpd in 2026 and to 500 tpd in 2027 and 750 tpd in 2028 and thereafter

As announced on February 26, 2025, promising results from preliminary testing of ore sorting technologies were received on mineralized material from multiple zones within the Bralorne Gold Project indicating that laser sorting technology could be highly effective in enhancing the efficiency of material processing. The Company is advancing to stage 2 of testing such technologies. Successful implementation of such sorting technology may have direct impacts on project economics by reducing the total number of tonnes to be trucked and milled and indirect impacts of increasing the economics of lateral development material, lowering the cut-off grade, and positively impacting on the dilution ratio of narrow veins.

The Company cautions that it has chosen to advance the Mustang Mine into production without the benefit of completing a feasibility study demonstrating economic and technical viability or, an independent technical report confirming mineral reserves. Accordingly, readers should be cautioned that the Company's production decision has been made without a comprehensive feasibility study of established reserves or resources such that there is greater risk and uncertainty as to future economic results from the Mustang Mine and a higher technical risk of failure than would be the case if a feasibility study were completed and relied upon to make a production decision.

The following graphs outline the planned production and lateral development over five years at the Mustang Mine – see figures 8 through 13.

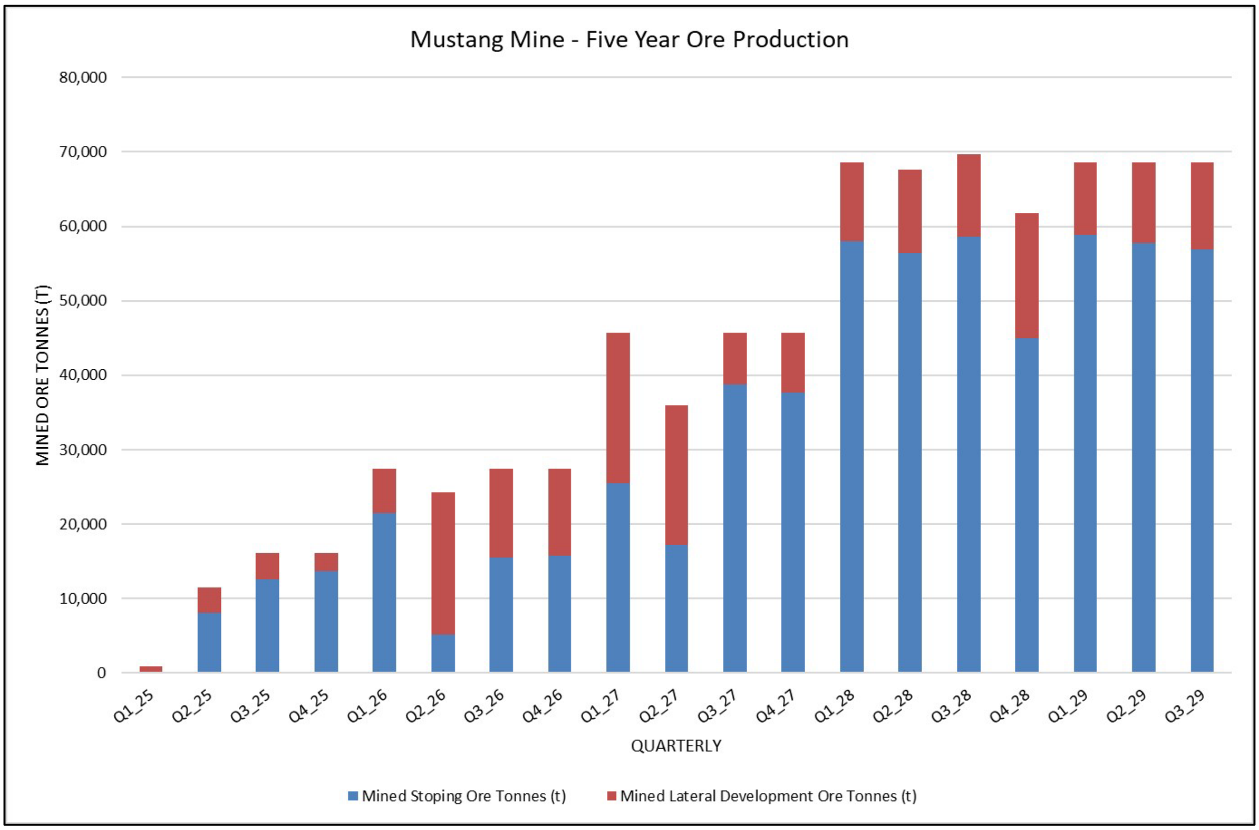


Figure 8: Mustang Mine planned production 2025 through 2029.

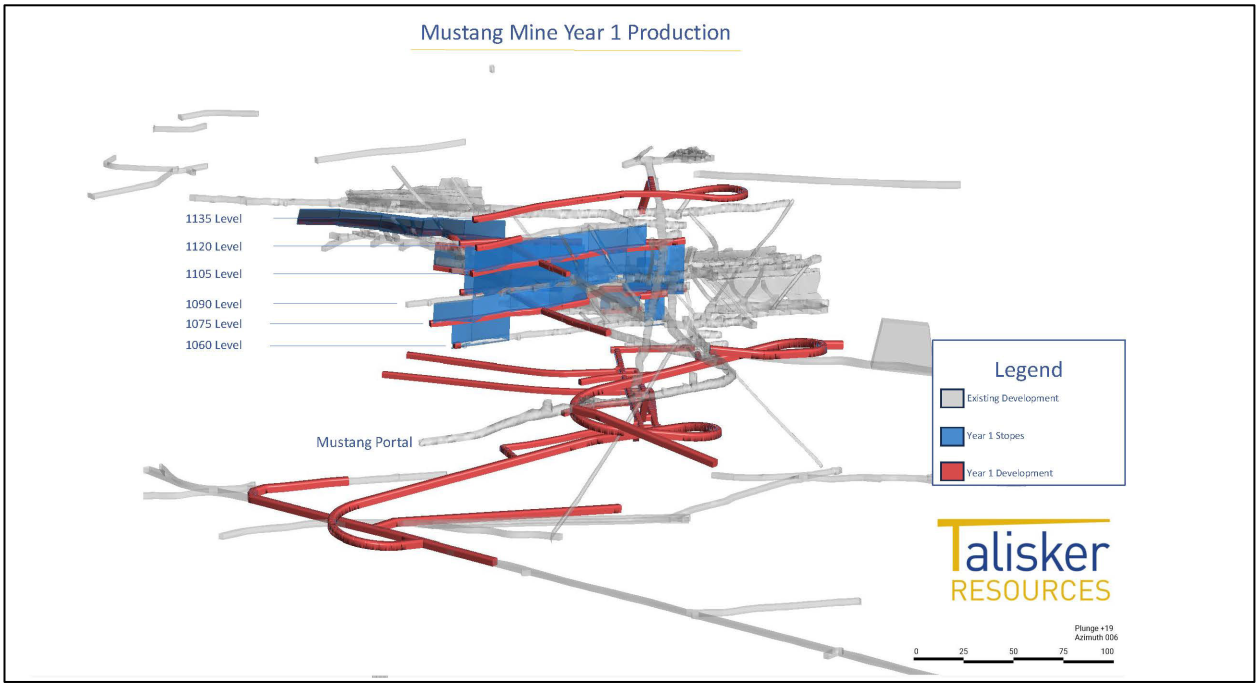


Figure 9: Long section view of Mustang Mine production plan between March 2025 and March 2026.

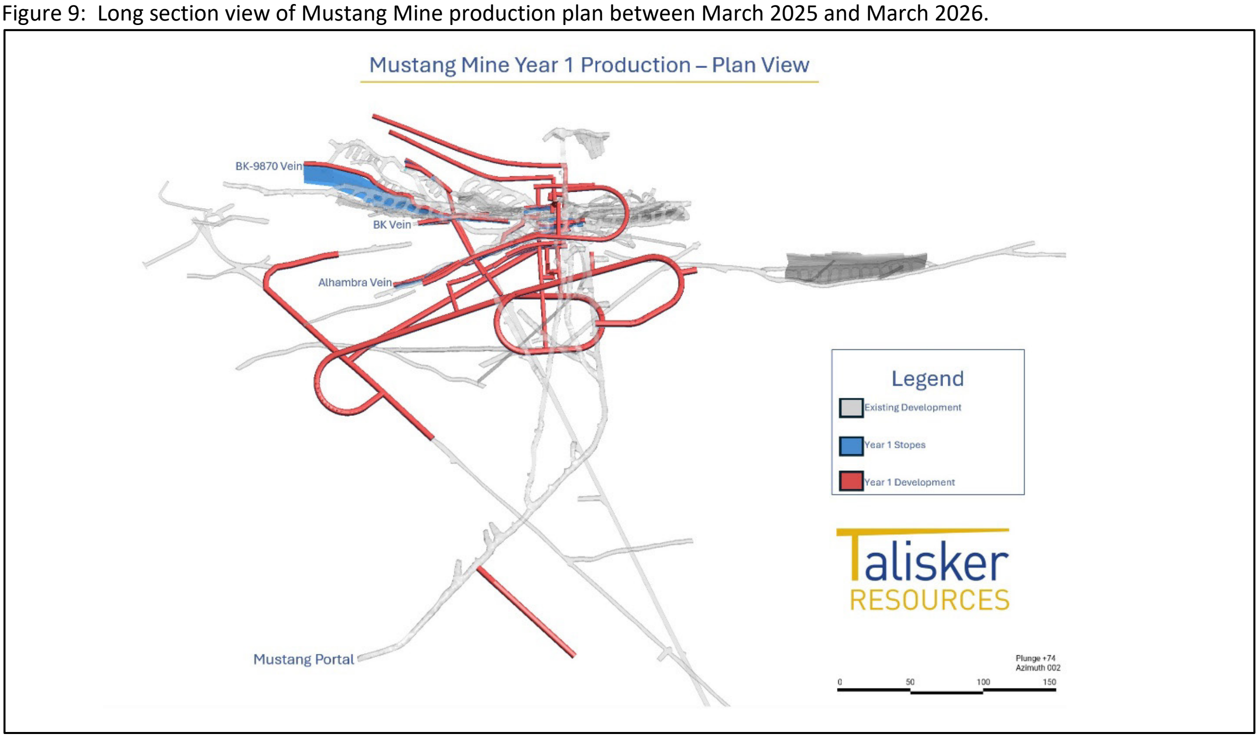


Figure 10: Plan view of Mustang Mine production plan between March 2025 and March 2026.

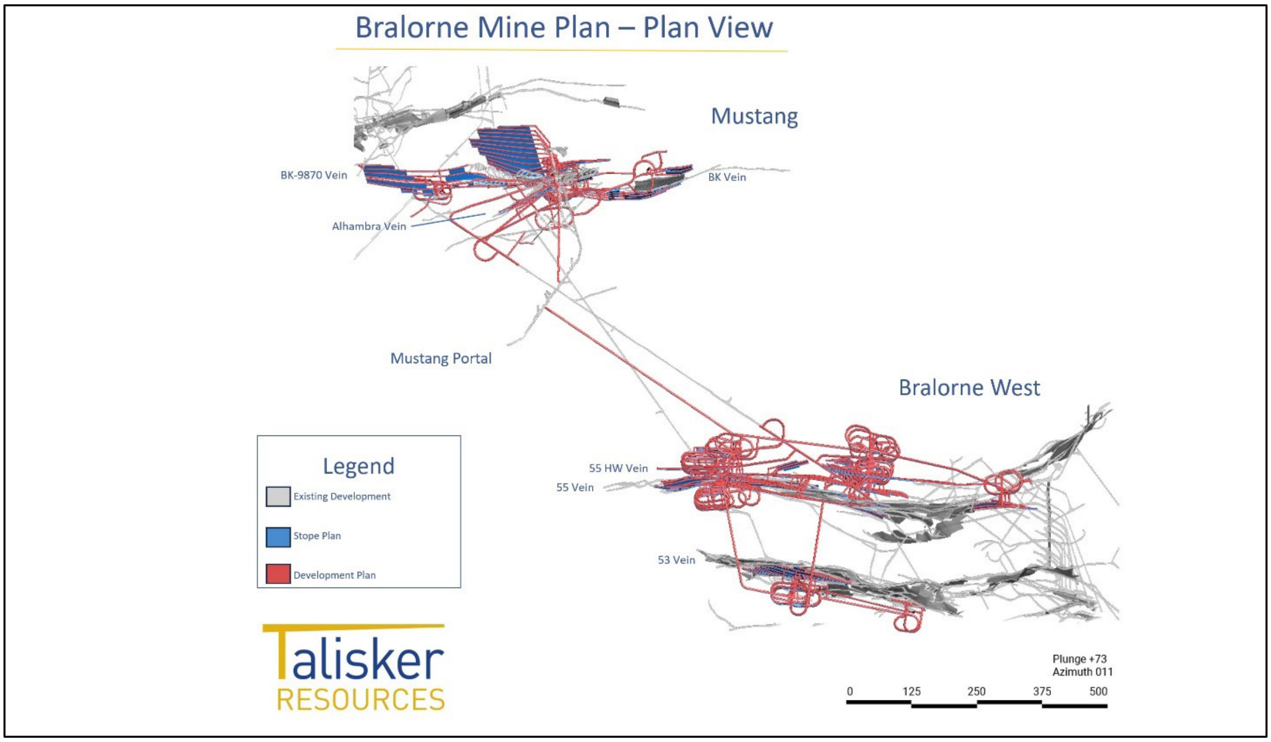


Figure 11: Plan view of Mustang Mine production plan 2025 through 2029.

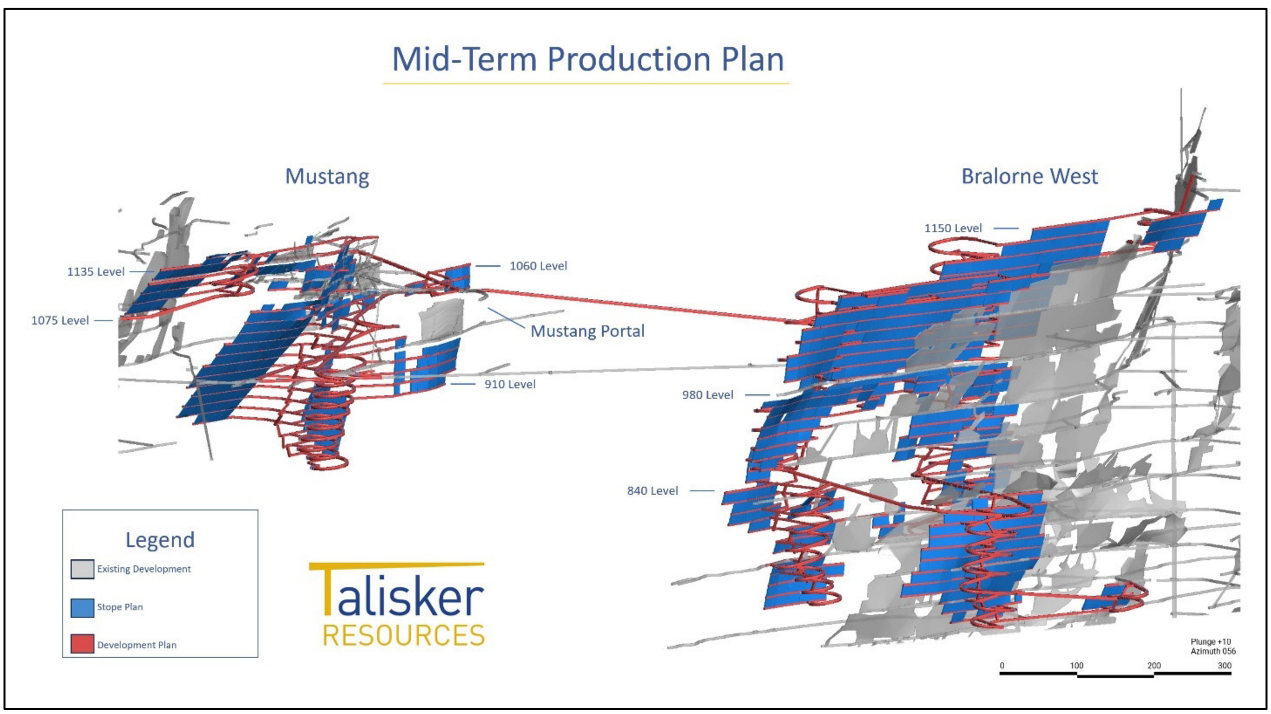


Figure 12: Plan view of Mustang Mine production plan 2025 through 2029.

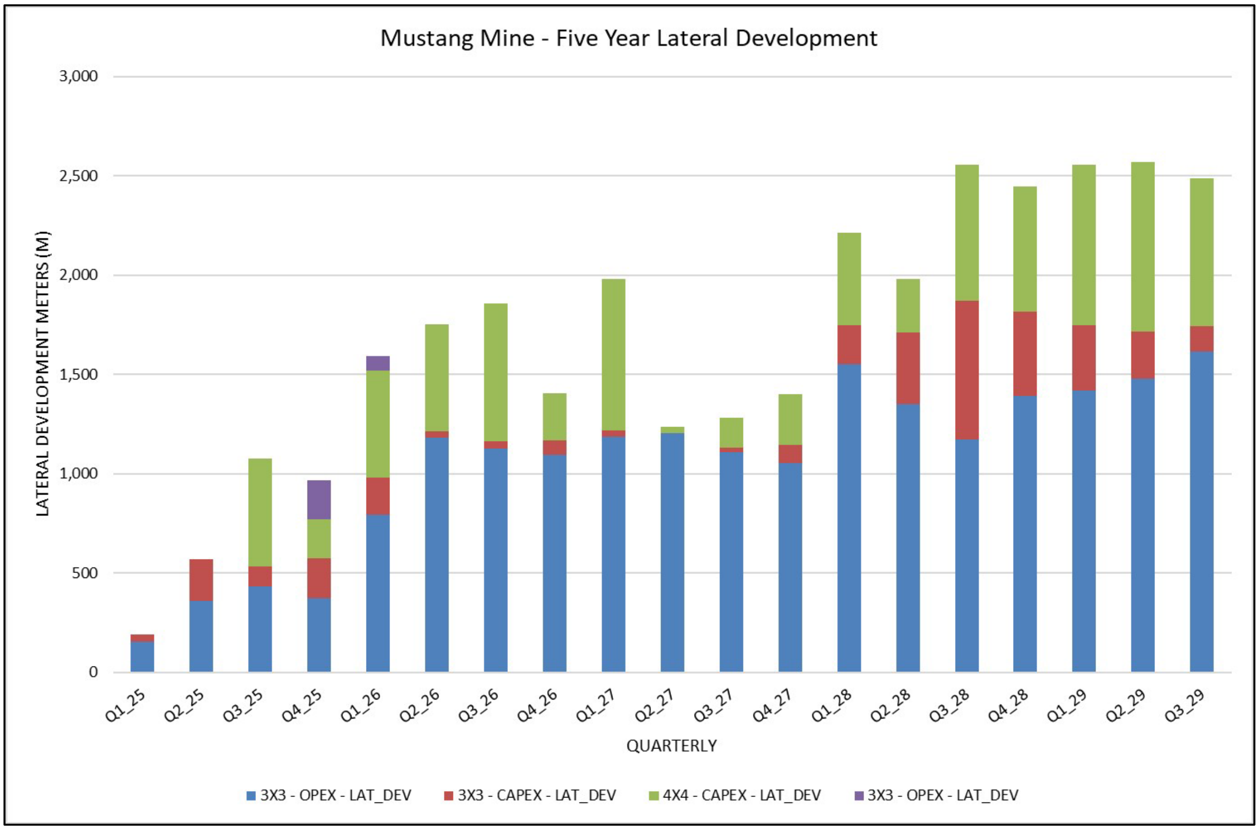
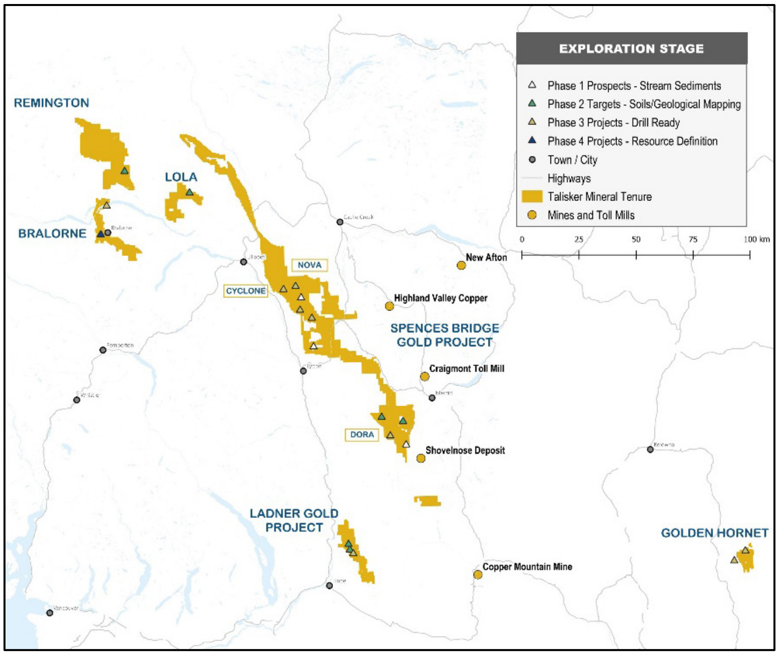


Figure 13: Mustang Mine lateral development schedule by development type 2025 through 2029.

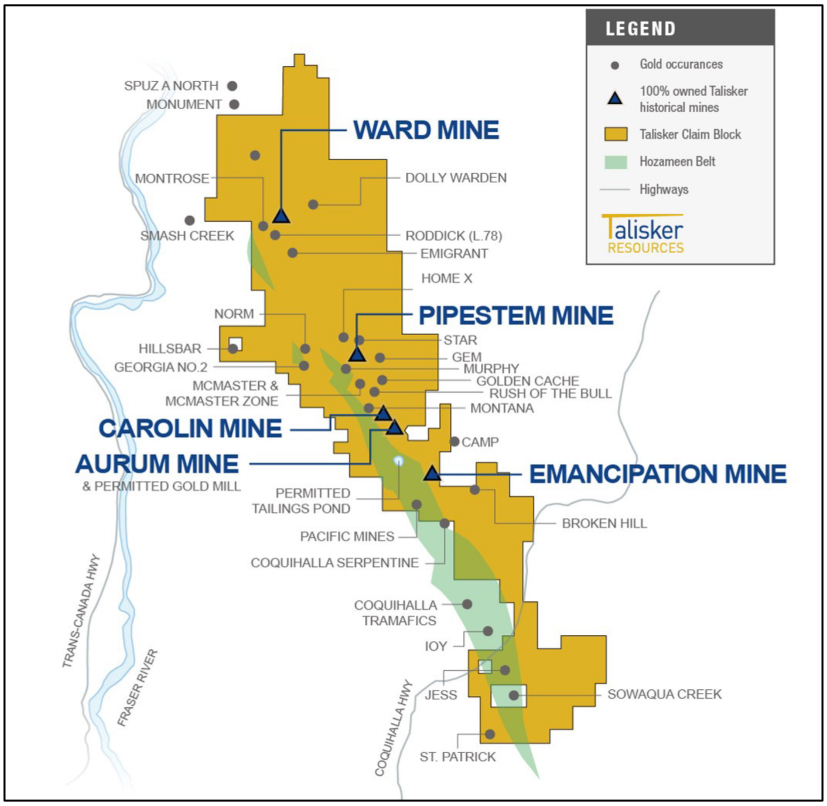
4.3 Other Properties

The Company's other properties are shown in the map below.



a) Ladner Gold Project

Located in southern British Columbia, the Ladner Gold Project is comprised of 217 mineral claims over an area of approximately 28 by 5 kilometres (15,505 hectares) covering the northern part of the Coquihalla Gold Belt. The property is accessible by the Coquihalla Highway, with the former Carolin Gold Mine located approximately 6 kilometres from the Coquihalla Highway. The Ladner Gold Project has excellent infrastructure and an existing mine permit (1,300 tpd), tailings storage facility, mine site and mill site. New Carolin's most recent technical report titled "Technical Report on the Ladner Gold Project, British Columbia" with an effective date of May 29, 2015 (the "Ladner Gold Technical Report") provides for a combined total of 691,540 inferred ounces of gold (including 12,132,000 tonnes grading 1.53 g/t gold for 607,000 oz at the Carolin Mine, 3,575,000 tonnes grading 0.69 g/t gold for 79,540 oz at the McMaster Zone, and 93,000 tons grading 0.053 oz/ton for 5,000 oz at the Tailings deposit). Key assumptions, parameters, and methods used to prepare the mineral resource estimate are disclosed in the Ladner Gold Technical Report, which is available under New Carolin's issuer profile on SEDAR+ at www.sedarplus.ca.



Exploration results include a 2018 drill hole (18NC10) that intersected 93m averaging 1.39 g/t gold, including 7m of 5.75 g/t gold. Historic exploration drill results at the Carolin Mine were highlighted by 17.05 g/t Au over 10m (hole 716-6), 10.85 g/t Au over 21.4m (hole 600-3) and 4.97 g/t Au over 62.3m (hole IU-37).

In 2022, the Company compiled, reviewed, and interpreted historic geological, geochemical, and geophysical data from historic exploration programs to aid in targeting and exploration across the Ladner Gold Project. In 2023, the Company executed a three-month geological mapping program which included the collection of 180 rock samples. In 2024, the Company anticipates entering into a joint venture to process the NI 43-101 compliant tailings indicated resource of 445,000 tonnes grading 1.64 g/t for 24,000 oz of gold and an inferred resource of 93,000 tonnes grading at 1.64 g/t for 5,000 oz of gold, which represent an estimated 60% of the tailings material. The remaining 40% remains undrilled.

In 2024, the Company contracted Knight Piesold Engineers to complete the Annual Facility Performance Report for the tailings storage facility. Recommendations from this report included a site investigation, spillway capacity, evaluation, and several other reports to support a Dam Safety Review for submission in 2026. As part of these studies, the installation of vibrating wire piezometers and water monitoring equipment is to be installed at the tailings dam facility in 2025. In 2025, the Company plans on undertaking several dam safety and environmental studies and a Reclamation Closure Plan update will be provided to the Ministry. Progressive reclamation planning to include field investigation with soil/sediment characterization, land capability and revegetation planning, site water quality and quantity management at surface and discharges from portals, geochemical characterization of waste rock to support ML/ARD design components and habitat assessments to provide information for reclamation prescriptions at closure.

b) Spences Bridge Gold Project

The Spences Bridge Gold Project is a Regional Program that consists of 126,770 Ha (105 claims) in the Spences Bridge Gold Belt in southern British Columbia and comprises the Company's Spences Bridge and Blustry Mountain claims as shown in the following map. Since the Company's acquisition of the Spences Bridge Gold Project in April 2019, the Company has been actively involved in negotiations with small third party claim holders with a view to fully consolidating the belt.

In connection with the acquisition, the Company assumed a strategic alliance that Sable Resources Ltd. had entered into with Westhaven which owns the Shovelnose Project, Prospect Valley, Skoonka and Skoonka North properties that are contiguous to the Company's claims. The strategic alliance provides for an agreement whereby any ground staked within 5 km of Westhaven's existing projects will be subject to a 2.5% net smelter royalty. Additionally, Westhaven has a 30 day right of first refusal for any properties within the same 5 km radius.

In 2019, Talisker undertook a regional stream sediment and geological reconnaissance program for the Spences Bridge land package comprising a collection of 4,500 stream samples. Sediment samples taken from the 80 mesh silt fraction (177µm) from first and select second order drainages were analyzed for gold, multi-element and vapor phase elements known as pathfinders for upper level epithermal systems. In parallel to the regional geochemistry program, a detailed Phase 2 program consisting of alteration and geological mapping, soil and rock chip sampling and in some cases geophysics was conducted over selected anomalies identified in the Phase 1 program, as well as from previously identified government mineral file occurrences and historic anomalies identified in assessment reporting.

The regional stream sediment program included the review of 2,186 planned sample sites with 1,358 stream sediment samples collected and 828 planned sample sites being discarded due to either insufficient drainage incision, poor stream channel development, insufficient sediment material or overwhelming input from colluvial media. Geostatistical analysis of assay results identified 23 anomalous basins within the 98th percentile defined by values above 37.5ppb 32 ppb Au and a total of 10 basins were identified as highly anomalous with values above 100ppb Au (0.1g/t) to a maximum returned value of 315ppb Au (0.315 g/t). Mean sediment background value (50th percentile) was identified as 1ppb Au. The Company also defined eight multi-basin areas anomalous in gold and epithermal pathfinder elements and Phase 2 soil sampling, detailed mapping and geophysics were initiated on these areas.

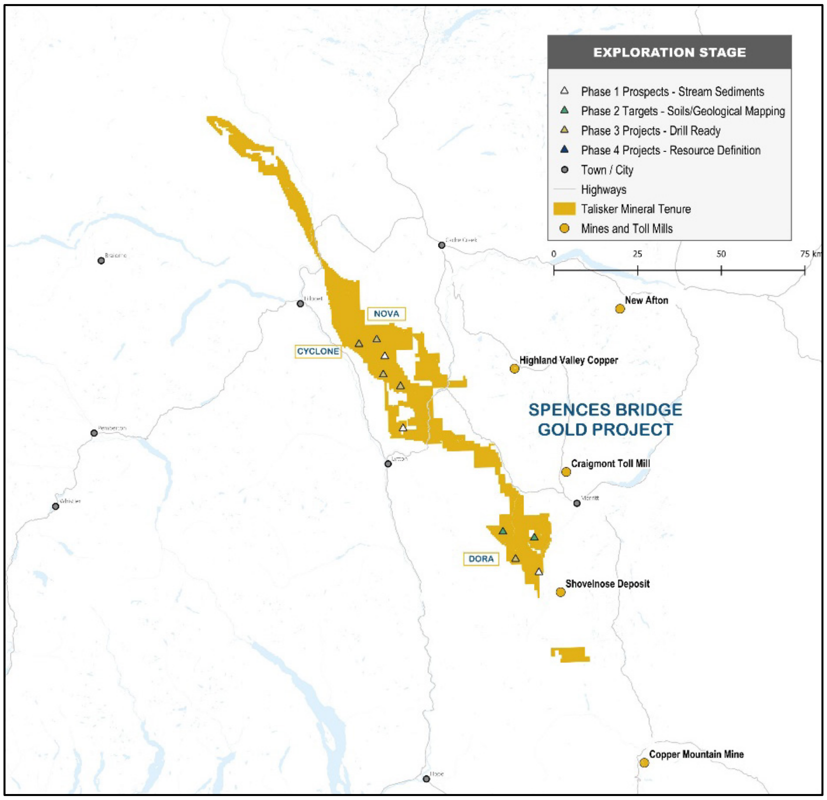
In 2020, the Company continued its greenfields exploration program at its Spences Bridge and Remington Gold Projects.

On October 27, 2020, the Company provided an update on the 2020 field season that was undertaken by a team of 20 geologists. The comprehensive geochemical program conducted over two field seasons collected 6,020 soil samples, 273 stream samples, 529 rock samples and 23 talus fine samples and 1:5000 scale geological and reconnaissance mapping was undertaken over three properties - Spences Bridge, Golden Hornet and Remington projects. A total of 3,382 soil samples, 227 rock samples, 124 steam sediment samples, and 21 talus fine samples were collected during the 2020 field program. Updated Phase 1 results for the Spence Bridge Gold Project since inception include 13 basins greater than 100ppn Au, 27 basins greater than 40.9ppb (98th percentile) to a maximum value of 0.627ppm Au (0.627g/t Au). Detailed geologic mapping took place over seven of the prospect areas developed in 2019.

The collection of 124 stream sediment samples on the northern third of the Spences Bridge Project tenure returned two multi-basin, multi-element prospects (Falcon and Cobra) as well as nine single basin anomalies, including Nova and Cyclone and others that require follow-up.

The completion of the Company's phase 1 program over the entirety of the Spences Bridge Gold Project generated 13 prospects including the discovery of outcropping, epithermal-style quartz veins at four prospects, Nova and Cyclone, where no historic work has previously been reported. The Company notes that these new vein systems are not yet fully understood, however with only five kilometres separating the Nova and Cyclone targets, there is the potential for an extensive epithermal system.

The following map highlights the main prospect areas and the exploration stage status.



On August 19, 2024, the Company sold 12 minerals claims (23,550 hectares) contiguous to Westhaven's Shovelnose Project to Westhaven for $20,000 cash and 1,500,000 shares of Westhaven and the grant of a 1% Net Smelter Returns Royalty ("NSR"). Westhaven has a first right to buy-back the NSR for $1 million.

In March 2025, a total of 42 claims (53,154 hectares) were allowed to lapse as they were deemed non-prospective.

Cyclone and Nova

The Cyclone and Nova prospects were discovered through follow-up work on Phase 1 exploration from the 2019 field season. Both prospects are highlighted by two newly discovered low-sulphidation epithermal systems associated with anomalous stream-sediment samples. The Company notes that no previous work has been reported at either prospect. Scale mapping (1:5000) with upper-level epithermal rock textures identified and preliminary assays returning pathfinder and rock-chip samples are currently awaiting assaying at the lab. While the extent of these vein systems is not yet fully understood, Talisker notes that only 5 kilometres separates the Nova and Cyclone target areas, illustrating the potential for an extensive epithermal system.

In 2023, the Company initiated a multi-year-area-based ("MYAB") permit application for the purpose of diamond drilling on the Nova target. In 2024, the Company continued permitting activities which required a review of the 2021 Heritage Field Report to ensure protection of potential cultural sites. To meet new permit requirements, a Cultural Heritage Management Plan was completed to ensure the protection of potential significant archaeological and cultural areas. In 2025, the Company will finalize the MYAB permit application for submission to the Ministry for approval. The Company continues to engage with First Nations communities to address any comments or concerns working in the region. The protection of the environment and waterways were identified by First Nations and further management plans and procedures were developed by reducing and relocating water withdrawal locations to prevent and remediate spills and expand erosion and sediment control measures.

Falcon, Cobra and Dora

Results from the 3,382 soil samples collected earlier in the 2020 field season at the Falcon and Cobra prospects both yielded gold-in-soil geochemical anomalies that were followed up with mapping and prospecting. The Falcon soil geochemistry survey yielded a robust 1500m x 600m, northwest trending coincident gold (including pathfinder elements) anomaly associated with a silica-clay altered rhyolite dome hosting colloform and chalcedonic quartz veins consistent with low-sulphidation epithermal systems. Mapping was completed at the Dora prospect, where several linear-trending gold-in-soil anomalies coincident with gold mineralized rhyolitic dykes of 1 to 6 g/t gold were defined and identified last year. Meanwhile, results from the soil survey at Cobra defined an 1,800m x 600m multi-element anomaly including gold and pathfinder elements consistent with skarn systems. Given epithermal and skarn-type systems require different approaches to exploration, Talisker continues to assess its exploration strategy for all three prospects which will be drill ready once geophysical surveys have been completed.

Blustry Mountain Property

The Blustry Mountain property is located in southern British Columbia near Lytton and consists of four mineral claims comprising 471.5 Ha. The Blustry Mountain claims were acquired as part of Talisker's Spences Bridge Gold Project consolidation plan. Exploration will consist of mapping and sampling via helicopter access, with the goal of defining the footprint of alteration and mineralization within the Blustry Mountain main zone.

No work was undertaken in 2022, 2023 and 2024 and there is no current exploration budget for the 2025 field season.

c) Lola Property

The Lola property is located in southern British Columbia near Lillooet and consists of seven mineral claims that encompass an area of 10,945 Ha. The Lola claims cover historical Hg geochemical and surround two historical Hg showings known as Golden Eagle located on the northeast side of the Yalakom River, and Red Eagle located on the southwest side. Most of the historical exploration activity that was conducted at the Golden Eagle where minor amounts of mercury ore were mined in the 1940's decade. Assessment reports show the presence of Ag, As, Sb, and Au trace anomalies associated with the mercury mineralization.

The geology is dominated by sediments including sandstones, limestones and minor siltstones; mafic volcanic rocks are also present interbedded within the sediments. Although ultramafic rocks are reported to be localized slivers within the fault zones, that situation is not easily identifiable in the field; multiple outcrops of olivine and pyroxene bearing rocks, sometimes serpentinized were observed and it is not clear if they are intrusive or extrusive or what their actual geometry or stratigraphic position is. The main alteration around the showings and along structures is ankerite, accompanied by silica, which forms irregular zones of opal at the Golden Eagle and more formal veins and breccias at the Red Eagle and new alteration zones observed west of it. Pyrite was mostly observed at the Golden Eagle, especially associated to small shear zones within shale horizons and it is absent or trace on the west side of the river. Barite and fluorite were observed in several of the new structures found west of Red Eagle. Cr micas are common within the ankerite-silica zones. Calcite is abundant and present within and out of the structures. Lola structures show characteristics of LS-IS epithermal environment outcropping at a high level above "bonanza" level. It shows good structural continuity and strong alteration intensity.

In 2019, the Company's soil sampling program collected 316 samples out of a proposed 1,387. Weakly anomalous gold was detected, however the structure was mainly highlighted by elevated pathfinder elements Ag, Ba, Cu, Hg and Sb. Historical data shows a strong geochemical signature of epithermal pathfinders Hg, Sb and Ag, typical of high level (above potential "bonanza" zone) epithermal systems.

In 2021, a total of 771 soil samples were collected. These samples were designed to cover the main NE-SW trending ankerite-silica alteration zones first identified by mapping during the 2019 field season. The ankerite-silica zones are coincident with upper level epithermal textures associated with strongly anomalous mercury values noted at the Red Eagle mineral showing.

No work was undertaken in 2022, 2023 and 2024 and there is no current exploration budget for the 2025 field season.

d) Remington Property

The Remington property is located in central British Columbia, north of Lillooet and consists of 24 mineral claims that encompass an area of 37,878 Ha. The reported showings within the Remington claims can be subdivided in three groups a group of Hg, Sb, W showings located on the southwest extreme of the block, which include Paul, Bri, MugWump, Noaxe Creek, Tungsten King, and Tungsten Queen. All these showings are associated with a regional north northwest fault zone that controls the Relay and Tyaughton creeks valleys; abundant ankerite, calcite, fuchsite with minor opaline silica and occasional pyrite is common along the valley and more intense close to the showings. A second group of showings is located at the southeast corner of the claim block, around Liza Lake, oriented in west northwest direction. These showings are described as magnesite occurrences with Hg, and Sb. Ankerite, calcite, fuchsite, opaline silica, and minor barite are present in small veinlets and patches. Small and irregular milky quartz veins of orogenic style with local crack and seal textures and minor amounts of pyrite and chalcopyrite are hosted within the same fault zone. The coexistence of low temperature opaline silica and high temperature crystalline quartz shows a clear overprinting of two different hydrothermal events. There are also two isolated showings at Big Sheep located at the central eastern part of the block and at the most northwest extreme of the block. Big Sheep is a large alteration zone easily identifiable in the field and also on satellite images where soil and talus anomalies reach up to 1.7 ppm Au with high values of Ag, As, Te.

The Remington property is in an emerging gold belt prospective for low-intermediate sulphidation systems and mesothermal gold systems located north of the historic Bralorne Gold Camp. Staked as part of the Spences Bridge Gold Project consolidation in advance of the Bralorne acquisition, the Remington Property is located in central British Columbia near the town of Goldbridge. The property has not been systematically mapped and has been never drilled. The Company is exploring the Remington property as a separate project with the same systematic greenfields exploration strategy with the purpose of generating a prospect pipeline for the Bralorne Gold Project.

In the fall of 2019, the same systematic phase based exploration program as conducted on the Spences Bridge Project was initiated, 220 stream sediment samples and 71 rock samples were collected using a team of 16 field geologists based out of Goldbridge, BC over a 25 day program.

Follow-up, detailed geologic mapping, and grid-based soil geochemistry surveys will be undertaken. No work was undertaken in 2022, 2023 and 2024 and there is no current exploration budget for the 2025 field season.

e) Big Sheep Property

The Big Sheep property is located in southern British Columbia approximately 20 km north of Goldbridge, BC and consists of two mineral claims comprising 162.6 Ha. The Big Sheep property sits within the overall Remington tenure block. The area is transected by the northwest-trending Yalakom fault and underlain by Mesozoic and Tertiary rocks that host epithermal to mesothermal gold occurrences, fault-related mercury and antimony showings and low grade porphyry deposits.

Lower Cretaceous Taylor Creek rocks range from the Paradise Formation, a siltstone, sandstone, conglomerate unit, through the Dash chert pebble conglomerate, to the Lizard Formation shale and muscovite-rich arkosic sandstones. Upper Cretaceous rocks of the Battlement Ridge Group consist of the Silverquick Formation of dominantly pebble to cobble conglomerate, and the Powell Creek Formation of andesitic volcanic breccia, and related tuffs, flows and epiclastic rocks. Eocene rhyolitic to dacitic flows occur locally, and Miocene and/or Pliocene basalt flows cap high areas.

The region is cut by a northwest-trending system of strike-slip faults that was active in Late Cretaceous time. Northerly trending splays of the Relay Creek- Marshall Creek fault system connect with the Yalakom fault system to define a large-scale extensional duplex structure. This fault system steps across and bounds the northwestern margin of the Shulaps ultramafic complex at its southeastern end.

No work was completed on the Big Sheep property between 2020 and 2024. Detailed geologic mapping and rock sampling is the next stage of exploration for this project, however no work is planned for 2025.

f) Blue Jay Property

The Blue Jay claims consist of five claim blocks totaling 2,753 Ha and is located 30 minutes north of Rock Creek, British Columbia.

The known mineralization and historical soil anomalies at the Blue Jay property are concentrated at the eastern flank of a NW regional structure which runs along the Crouse Creek valley. This regional fault zone is the contact between a diorite stock on the east and a monzonitic stock on the west. At least three different phases of diorites were observed within the mentioned dioritic stock; the host rock of these diorites is a sedimentary/volcanic sequence that includes siltstone, sandstone, and fine-grained tuffs which have been strongly recrystallized and transformed into silica- chlorite-epidote hornfels. Mineralization consists of dissemination and veinlets of pyrite, pyrrhotite, and arsenopyrite within the hornfels and locally within the diorites close to the contacts with the host rock. Soil anomalies match perfectly with outcrops of hornfels containing the mentioned sulfides.

The soil profile is poorly developed, and talus and outcrop are widely present, and it is expected for the soil samples to have very similar values to the actual rock. The partial or total oxidation of sulfides in the hornfels increases the magnitude of the anomaly. The 2004 drilling results show that the few anomalous intercepts are always associated with mineralized hornfels whereas the diorite is normally barren or has values lower than 100 ppb Au. During a one-day visit to the project in June, four samples were collected, one of them in highly oxidized hornfels returning only 100 ppb Au. Minor zones of marble were observed as result of recrystallization of calcareous horizons within the sequence, garnet alteration was found in very localized floats suggesting higher temperature, but no strong evidences of skarn mineralization were observed. On the same way, certain features associated with porphyry style mineralization such as weak K-Feldspar or biotite alteration; early quartz veinlets; were found mostly in floats at very restricted areas with no indications of a solid porphyry system been formed.

In 2019, the Company undertook limited geological reconnaissance on the Blue Jay property and no exploration work took place in 2020. In 2021, the Company initiated an airborne geophysical survey over the entirety of the Golden Hornet Option as well as the contiguous Blue Jay tenure along E-W trending lines at 100m spacing. Results from the survey will be utilized to assist with drill target locations.

No work was completed on the Blue Jay property in 2022, 2023 and 2024 and no work is planned for 2025.

g) SC Property

The SC property consists of one claim block comprising 166.24 hectares contiguous to the Dora-Merritt option (the "Dora Project"). The SC property contains a large gold in soil anomaly directly above a mapped rhyolitic body hosted within the Spences Bridge Volcanics. The historical trenches exposed strongly silicified rhyolite, hosting stockwork banded low-sulphidation veins and anomalous values up to 1.7 g/t Au. The SC property extends the geochemical anomaly present at the Dora Project which includes historical rock samples as high as 7.68 g/t Au and represents an additional target within the Dora Project. Talisker will include the SC property in the Dora Project when the drill permit is reapproved.

h) Golden Hornet

On January 28, 2020, the Company entered into an option agreement for the Golden Hornet property further expanding the Company's land position in the Blue Jay property. The Golden Hornet property comprises 13 mineral claims encompassing 2,206.03 Ha that are contiguous to the Company's existing Blue Jay property.

On January 28, 2024, Talisker acquired the Golden Hornet property having met all the requirements of the option agreement through cash payments and share issuances that totaled over the four years an aggregate of $145,000 in cash and the issuance of 115,000 common shares and the expenditure of $60,000 per year *(expenditure commitments exceeded)*. The Golden Hornet property is subject to a share bonus of one common share per ounce of gold equivalent in the inferred or greater category to a maximum of 40,000 common shares and was subject to a 2% NSR with Talisker having the right to purchase 100% of the NSR for $1 million. On January 30, 2025, Talisker negotiated the purchase of the 2% NSR for total aggregate consideration of $100,000, with 1% being purchased for cancellation by Talisker in consideration for the payment of $38,000 in cash and $12,000 through the issuance of 36,363 shares of Talisker at a price of $0.33 per share and the other 1% being purchased by OGR pursuant to a first right of refusal granted under the royalty purchase agreement entered into between, among others, the Company and Osisko, in December 2021 (the "RPA") (see news release of December 6, 2021). In accordance with the terms of the RPA and the completion of the option agreement, Talisker and Osisko have entered into a royalty agreement whereby Osisko will now hold a 2% net smelter returns royalty on all production from Golden Hornet, the Blue Jay and the Barnato properties.

Previous work on the Golden Hornet property consisted of a NW trending sheet vein system with trench sample intercepts of 21.1g/t gold over 5.1 meters and 4.17 g/t gold over 14 metres. Confirmation grab sampling of the veins returned values of 26.1g/t and 12g/t gold. Talisker notes that these selected samples are not necessarily representative of the mineralization hosted on the Golden Hornet property. Limited drilling has been completed on the Golden Hornet property.

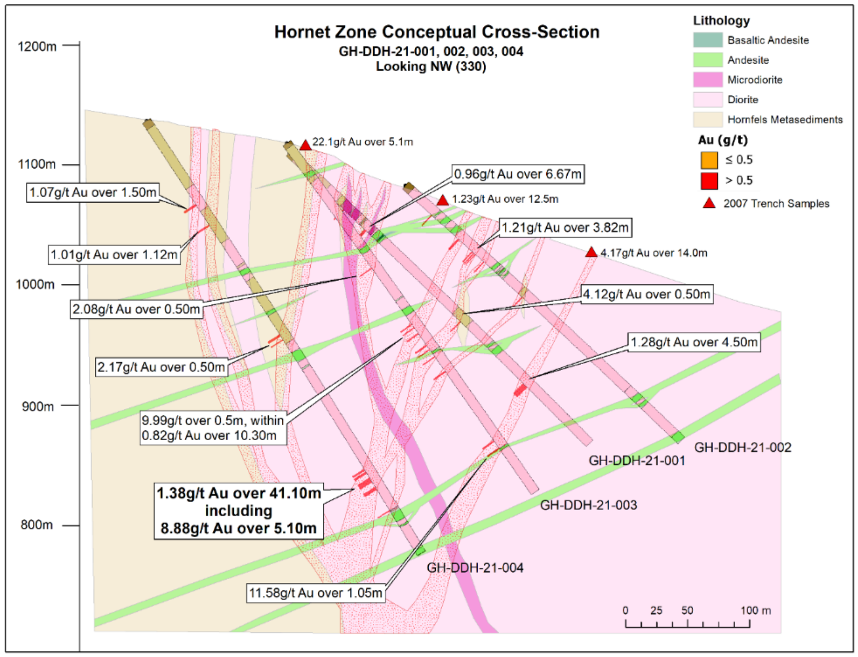
On September 30, 2020, the Company staked five strategic claims totaling 105 hectares adjacent to the Golden Hornet property option and on October 27, 2020, the Company announced that the 2020 field season included a soil geochemical survey, geological mapping and rock-chip sampling. Preliminary rock-chip assay results from outcropping quartz veins returned values up to 26 g/t gold, reflecting the historic trench samples of up to 30 g/t gold associated with massive sulphide and sheeted quartz veins.

On October 27, 2020, the Company provided an update on the 2020 field season indicating that a total of 2,638 soil samples and 255 rock samples were collected during the 2020 program. The soil geochemical program yielded a 2,100 x 600m gold in soil anomaly trending north-northwest, paralleling the mapped contact of the altered crowded feldspar diorite and the basement hornfels sediments. Rock samples of silica-pyrite-arsenopyrite veins and fracture fills returned anomalous gold values up to 28.6 g/t. Talisker initiated an airborne geophysical survey over the entirety of the Golden Hornet property as well as the contiguous Blue Jay tenure along east-west trending lines at 100 metre spacing and the Company submitted a drill permitting application.

On January 26, 2021, the Company announced the results of the systematic rock and soil sampling program conducted during the 2020 field season indicating that 210 rock samples validate high grade historic channel samples of 27.0 g/t over 2.0m and 22.1 g/t over 5.2m and defined a robust 2.8 km x 1.3 km multi-line, multi-station gold anomaly. Four main mineralized outcropping vein zones (Main Hornet Zone, Iron Canyon Zone, Montana Zone and Idaho Zone – see map below) were also defined including three newly discovered outcropping vein zones that extend known historic mineralization, including the Polymetallic Montana Zone which returned up to 14.05 g/t Au, 7.84% Zn, 1.8% Cu and 4.4% Pb.

Talisker initiated and received permitting for the purpose of diamond drilling on the Golden Hornet Project. On July 5, 2021, the Company initiated its planned 5,000 metre drill program. The drill program was completed on September 26, 2021 with 14 diamond drill holes collared off of 12 sites for a total of 4,850 metres. 10 holes were designed to test high grade mineralized structures and bulk tonnage potential of the "Hornet Zone" while four holes were collared 700 metres to the NE to test the extension of the geochemical anomaly.

On January 19, 2022, the Company announced results from the first four holes drilled including the discovery of high grade fault controlled quartz-sulphide breccias and veins, highlighted by 8.88 g/t Au, 0.42% Cu and 14.99 g/t Ag over 5.1 metres within a broader zone of 2.59 g/t Au over 21.5 metres in GH-DDH-21-004 amongst other results.



In 2022, the Company continued to model the potential for an economic deposit on the Golden Hornet project, which included full interpretation of geological, mineralogical, geochemical, and geophysical results from the 2020 and 2021 field programs. There is currently no exploration budget for the Golden Hornet Project in 2025.

Barnato Prospect

Three kilometres north of the Golden Hornet Project, the Barnato prospect, owned 100% by Talisker, comprises several quartz-sulphide veins with disseminated and fracture filled sulphide zones over a 500 x 200 metre wide area with the potential to extend vein zones to 1,000 metres along strike. All observed veins are hosted within a diorite body intruding into hornfels metasediments. Alteration assemblages at Barnato resemble those observed at the Hornet Zone which includes proximal strong sericite-pyrite alteration proximal to veins with a distal chlorite-epidote assemblage. Veins trend NE-E at Barnato which is a significant contrast from N- NE trending veins at the Hornet Zone. Barnato presents a new zone in addition to multiple zones observed in the initial soil program initiated by Talisker in 2021. Gold grades at Barnato are considerably higher than those observed at the Hornet Zone in addition to low grade gold mineralization associated with disseminated sulphide and interstitial fracture veinlets further elucidating bulk-tonnage potential at Barnato.

In 2021, the Company collected 16 rock samples and completed a detailed geological mapping program across the Barnato tenure. Full geochemical results have been received from the laboratory. Rock samples of silica-pyrite-arsenopyrite veins and fracture fills returned anomalous gold values up to 63.53 g/t Au.

No work was completed on the Golden Hornet property in 2022, 2023 and 2024 and no work is planned for 2025.

4.4 Property Option Agreements

Dora-Merritt Property Option

On May 31, 2019, Talisker entered into a purchase agreement for the Dora Project which encompasses six mineral claims, totaling 374.05 Ha, and provides the Company with an option to acquire 100% of the Dora-Merritt property mineral claims which are contiguous to the Company's Spences Bridge Gold Project.

Under the term of the option agreement, Talisker paid $10,000 in cash and has agreed to pay $10,000 and 50,000 common shares of Talisker on May 31, 2020 (paid), and May 31, 2021 (paid); $20,000 and 50,000 common shares of Talisker on May 31, 2022 (paid); $50,000 and 150,000 common shares of Talisker on May 31, 2023; and to spend a minimum of $50,000 per year over five years. The option agreement is also subject to a share bonus of one common share per ounce of gold equivalent in the inferred or greater category to a maximum of 250,000 common shares and a 2% NSR. Talisker has the right to purchase 50% of the NSR for $1 million.

The Dora Project is located 23 km southwest of Merritt. Historical soil samples identified a N-S trending strongly silicified rhyolite dome with stockwork of chalcedonic silica veins. Historical trench samples over the rhyolite identified multiple zones of mineralization with local gold values up to 7.8 g/t associated with silica veining. Soil sampling was completed in October 2019 on east-west trending lines with 50m spaced samples and 100m spaced lines for a total of 747 samples. Spacing was 50 metres on the east-west line, 100 metres on the north-south line covering the entirety of the claim group. Detailed mapping of the Dora-Merritt property was completed in early August 2019 and further followed up in June 2020 and outlined two more prospective rhyolite units. Gold in soil anomalies is coincident with the outcropping expression of silica altered rhyolite units for a strike length of 800m. A ground magnetic survey was completed in late October 2019 along east-west trending lines at 100m spacing identifying magnetic lows coincident with both the outcropping rhyolite units as well as gold in soil anomalies.

The Company initiated drill permitting and received approval early March 2021 for a planned 3,350 metre diamond drill program in 13 proposed drill holes. The drill program is designed to test the 1,000 metre strike extend of the main zone of outcropping altered rhyolite dike hosting low-sulphidation epithermal veins, as well the outboard Ryholite, Snake, and SC zones.

In 2022, the Company completed a Cultural Heritage Field Report on the Dora project and planned on initiating a diamond drilling program. In 2023, the Company received approval post engagement with local Indigenous communities to commence first phase exploration drilling and in 2024, the Company extended the drill permit to Q1 2026 to allow an additional two years on the permit. No exploration drilling was completed in 2023 or in 2024. In 2025, the Company will continue engagement for further exploration on the property and will re-submit the drill permit for renewal.

5. RISK FACTORS

The Company's business, being the acquisition, exploration, and development and mining of mineral properties in Canada, is speculative and involves a high degree of risk. The risk factors listed below could materially affect the Company's financial condition and/or future operating results, and could cause actual events to differ materially from those described in forward-looking statements made by or relating to the Company.

Nature of Mineral Exploration and Mining

The Company's future is dependent on its exploration, development and mining programs. The exploration and development of mineral deposits involves significant financial risks over a prolonged period of time, which may not be eliminated even through a combination of careful evaluation, experience and knowledge. Few properties that are explored are ultimately developed into economically viable operating mines. Major expenditures on the Company's exploration properties may be required to construct mining and processing facilities at a site, and it is possible that even preliminary due diligence will show adverse results, leading to the abandonment of projects. It is impossible to ensure that preliminary or full feasibility studies on the Company's projects, or the current or proposed exploration programs on any of the properties in which the Company has exploration rights, will result in any profitable commercial mining operations. The Company cannot give any assurance that its future exploration activities will result in a discovery of mineral deposits containing mineral reserves.

Estimates of mineral resources and any potential determination as to whether a mineral deposit will be commercially viable can also be affected by such factors as: the particular attributes of the deposit, such as its size and grade; unusual or unexpected geological formations and metallurgy; proximity to infrastructure; financing costs; precious metal prices, which are highly volatile; and governmental regulations, including those relating to prices, taxes, royalties, infrastructure, land use, importing and exporting of metal concentrates, exchange controls and environmental protection. The effect of these factors cannot be accurately predicted, but the combination of any or all of these factors may result in the Company not receiving an adequate return on its invested capital or suffering material adverse effects to its business and financial condition. Exploration and development projects also face significant operational risks including but not limited to an inability to obtain access rights to properties, accidents, equipment breakdowns, labour disputes (including work stoppages and strikes), and other unanticipated interruptions.

Exploration, Development and Operations

The long term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish mineral reserves through drilling, to develop processes to extract the resources and, in the case of new properties, to develop the extraction and processing facilities and infrastructure at any site chosen for extraction. Although substantial benefits may be derived from the discovery of a major deposit, no assurance can be given that any such deposit will be commercially viable or that the funds required for development can be obtained on a timely basis.

Mining without a Pre-Feasibility Study

The Company has chosen to advance the Mustang Mine into production without the benefit of completing a feasibility study demonstrating economic and technical viability or, an independent technical report confirming mineral reserves. Accordingly, readers should be cautioned that the Company's production decision has been made without a comprehensive feasibility study of established reserves or resources such that there is greater risk and uncertainty as to future economic results from the Mustang Mine and a higher technical risk of failure than would be the case if a feasibility study had been completed and relied upon to make such decision.

Early-Stage Status and Nature of Exploration

The term "mineral reserve(s)" cannot be used to describe any of the Company's properties, in part due to the early stage of exploration on the Company's exploration properties at this time. Any reference to potential quantities and/or grade is conceptual in nature, as there has been insufficient exploration to define any mineral resource and it is uncertain if further exploration will result in the determination of any mineral resource. Any information, including quantities and/or grade, described in this AIF should not be interpreted as assurances of a potential mineral reserve, or of potential future mine life or of the viability or profitability of future operations.

Liquidity and Additional Financing

The Company's ability to continue its business operations is dependent on management's ability to secure additional financing. The Company's only source of liquidity is its cash and cash equivalent balances. Liquidity requirements are managed based upon forecasted cash flows to ensure that there is sufficient working capital to meet the Company's obligations.

The advancement, exploration and development of the Company's properties, including continuing exploration and development projects, and, if warranted, construction of mining facilities and the commencement of mining operations, will require substantial additional financing. As a result, the Company may be required to seek additional sources of equity financing in the near future. While the Company has been successful in raising such financing in the past, its ability to raise additional equity financing may be affected by numerous factors beyond its control including, but not limited to, adverse market conditions, commodity price changes and economic downturns. There can be no assurance that the Company will be successful in obtaining any additional financing required to continue its business operations and/or to maintain its property interests, or that such financing will be sufficient to meet the Company's objectives or obtained on terms favourable to the Company. Failure to obtain sufficient financing as and when required may result in the delay or indefinite postponement of exploration and/or development on any or all of the Company's properties, or even a loss of property interest, which would have a material adverse effect on the Company's business, financial condition and results of operations.

No Earnings and History of Losses

The business of developing and exploring resource properties involves a high degree of risk and, therefore, there is no assurance that current exploration programs will result in profitable operations. The Company has not determined whether any of its properties contains economically recoverable reserves of mineralized material and currently has not earned any revenue from its projects; therefore, the Company does not generate cash flow from its operations. There can be no assurance that significant additional losses will not occur in the future. The Company's operating expenses and capital expenditures may increase in future years with advancing exploration, development and/or production from the Company's properties. The Company does not expect to receive revenues from operations in the foreseeable future and expects to incur losses until such time as one or more of its properties enters into commercial production and generates sufficient revenue to fund continuing operations. There is no assurance that any of the Company's properties will eventually enter commercial operation. There is also no assurance that new capital will become available, and if it is not, the Company may be forced to substantially curtail or cease operations.

Market Price of the Common Shares

The Company's shares are listed on the TSX under the symbol "TSK" and the OTCQX® Best Market under the symbol "TSKFF". The market price of securities of many companies, particularly exploration and development stage mining companies, experience wide fluctuations that are not necessarily related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that an active market for the common shares will be sustained, or that fluctuations in the price of the common shares will not occur. The market price of the common shares at any given point in time may not accurately reflect the Company's long-term value. Securities class action litigation has often been brought against companies following periods of volatility in the market price of their securities. The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

Fluctuation in market value of the common shares

The market price of the Company's common shares is affected by many variables not directly related to the corporate performance of the Company, including the strength of the economy generally, the availability and attractiveness of alternative investments, and the breadth of the public market for the securities. The effect of these and other factors on the market price of the Company's common shares in the future cannot be predicted.

Securities markets have a high level of price and volume volatility, and the market price of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Factors unrelated to the financial performance or prospects of the Company include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries or asset classes. There can be no assurance that continued fluctuations in mineral prices will not occur. As a result of any of these factors, the market price of the Company's common shares at any given time may not accurately reflect the long-term value of the Company.

Volatility of Commodity Prices

The development of the Company's properties is dependent on the future prices of minerals and metals. As well, should any of the Company's properties eventually enter commercial production, the Company's profitability will be significantly affected by changes in the market prices of minerals and metals.

Precious metals prices are subject to volatile price movements, which can be material and occur over short periods of time and which are affected by numerous factors, all of which are beyond the Company's control. Such factors include, but are not limited to, interest and exchange rates, inflation or deflation, fluctuations in the value of the U.S. dollar and foreign currencies, global and regional supply and demand, speculative trading, the costs of and levels of precious metals production, and political and economic conditions. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems, the strength of and confidence in the U.S. dollar (the currency in which the prices of precious metals are generally quoted), and political developments.

The effect of these factors on the prices of precious metals, and therefore the economic viability of any of the Company's exploration projects, cannot be accurately determined. The prices of commodities have historically fluctuated widely, and future price declines could cause the development of (and any future commercial production from) the Company's properties to be impracticable or uneconomical. As such, the Company may determine that it is not economically feasible to commence commercial production at some or all of its properties, which could have a material adverse impact on the Company's financial performance and results of operations. In such a circumstance, the Company may also curtail or suspend some or all of its exploration activities.

Industry and Economic Factors Affecting the Company

The Company is a junior resource issuer focused primarily on the evaluation, exploration and development of mineral properties and potential acquisition of mineral properties in the future. The Company's future performance is largely tied to the financial markets related to junior resource companies, which is often cyclical. The Company will continuously monitor several economic factors including the uncertainty regarding the price of gold and silver and the availability of equity financing for the purposes of mineral exploration and development. The Company's future performance is largely tied to its ability to raise additional financing needed to fund its ongoing exploration and operating activities and to pursue the exploration and the development of its mineral property interests and the overall financial markets. Financial markets in the mining sector are likely to continue to be volatile reflecting ongoing concerns about the global economy, and the general pessimistic outlook in the mining sector. Companies worldwide have been affected negatively by these trends. As a result, the Company may have difficulties raising equity financing needed for the purposes of mineral exploration and development, particularly without excessively diluting the interests of its current shareholders. With continued market volatility expected, the Company's current strategy is to continue a modest exploration program on its properties using existing cash and funds generated through equity financings if and when available and to seek out other prospective business opportunities, including entering into option arrangements and/or joint ventures. The Company believes that this focused strategy will enable it to pursue its business strategy and plans in the near term. These trends may limit the Company's ability to develop and/or further explore its properties, and/or acquire other property interests that could be acquired in the future. Management will monitor economic conditions and estimate their impact on the Company's plans, strategies and activities and incorporate these estimates in short-term operating and longer-term strategic decisions.

Geopolitical and Economic Risk

In recent years, the invasion of Ukraine by Russia, the collapse of financial institutions such as the Silicon Valley Bank, and potential significant changes to U.S. trade policies under the Trump administration have severely impacted many local economies around the globe. Global stock markets also experienced great volatility, with governments and central banks having responded with monetary and fiscal interventions to stabilize economic conditions.

The continued impacts from the Russian invasion of Ukraine, the collapse of financial institutions such as the Silicon Valley Bank, the political and economic uncertainty under the new Trump administration in the U.S., and the resulting inflation and interest rate measures experienced globally, as well as the effects of certain countermeasures taken by central banks may adversely affect the Company. In particular, there continues to exist significant uncertainty about the future relationship between the U.S. and other countries (including Canada) with respect to trade policies, treaties and tariffs. These developments, or the perception that any of them could occur, may have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global trade and, in particular, trade between the impacted nations and the U.S. Any of these factors may have a negative impact on the global or Canadian economy, and on the Company's business, financial condition, and results of operations.

Title Matters

The acquisition of title to mineral properties is a very detailed and time-consuming process. The Company may not be the registered holder of some or all of the claims comprising the Bralorne and Ladner Gold Projects or any of the mineral projects of the Company. These claims may currently be registered in the names of other individuals or entities, which may make it difficult for the Company to enforce its rights with respect to such claims. There can be no assurance that proposed or pending transfers will be effected as contemplated. Failure to acquire title to any of the claims at one or more of the Company's projects may have a material adverse impact on the financial condition and results of operation of the Company.

In addition, title to, and the area of, mineral properties may be disputed. There is no guarantee that title to one or more claims at the Company's projects will not be challenged or impugned. There may be challenges to any of the Company's titles which, if successful, could result in the loss or reduction of the Company's interest in such titles. The Company's properties may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects. In addition, the Company may be unable to operate its properties as permitted or to enforce its rights with respect to its properties. The failure to comply with all applicable laws and regulations, including a failure to pay taxes or to carry out and file assessment work, can lead to the unilateral termination of claims by mining authorities or other governmental entities.

Mining Operations

Mining operations are and will be subject to all the hazards and risks normally incidental to exploration, development and production of mineral resources and mineral reserves including unusual or unexpected geological formations, geotechnical challenges and other conditions such as formation pressures, fire, power outages, flooding, explosions, cave-ins, landslides and the inability to obtain suitable machinery, equipment or labour, any of which could result in work stoppages, damage to property, and possible environmental damage that even a combination of careful evaluation, experience and knowledge may not eliminate or adequately mitigate. The Company may be subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material adverse effect on the financial position of the Company.

Major expenditures are required to develop metallurgical processes and to construct mining and processing facilities at a particular site. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices, which are highly volatile; and governmental regulations, including those relating to prices, taxes, royalties, land tenure, land use, allowable production, importing and exporting of minerals and environmental protection.

Implementation of Business Strategy

There can be no assurance that the Company’ management team will be successful in implementing its strategy (including as set out in this AIF) or that past results will be reproduced going forward. The management team may experience difficulties in effecting key strategic goals including the development of exploration projects. The performance of the Company's operations could be adversely affected if its management team cannot implement the stated business strategy effectively.

Lack of Insurance Coverage

The Company may be subject to liability or sustain loss for certain risks and hazards against which it does not or cannot economically insure, taking into consideration the importance of the premiums or other reasons. Mining is capital intensive and subject to a number of risks and hazards, including environmental pollution, accidents or spills, industrial and transportation accidents, labour disputes, changes in the regulatory environment, natural phenomena (such as inclement weather conditions, earthquakes, pit wall failures and cave-ins) and encountering unusual or unexpected geological conditions. Such risk and hazards might impact the Company's business. Consequently, many of the foregoing risks and hazards could result in damage to, or destruction of, the Company's mineral properties or future processing facilities, personal injury or death, environmental damage, delays in or interruption of or cessation of their exploration or development activities, delay in or inability to receive required regulatory approvals, or costs, monetary losses and potential legal liability and adverse governmental action. The Company may be subject to liability or sustain loss for certain risks and hazards against which it does not or cannot insure or against which it may reasonably elect not to insure because of the cost. This lack of insurance coverage could result in material economic harm to the Company.

Uncertainty and Inherent Sample Variability

Although the Company believes that the estimated mineral resources at the Bralorne Gold Project have been delineated with appropriately spaced drilling, there exists inherent variability between duplicate samples taken adjacent to each other and between sampling points that cannot be reasonably eliminated. There also may be unknown geologic details that have not been identified or correctly appreciated at the current level of delineation. This results in uncertainties that cannot be reasonably eliminated from the estimation process. Some of the resulting variances can have a positive effect and others can have a negative effect on mining and processing operations.

Reliability of Mineral Resources Estimates

Mineral resources are estimates only, and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Mineral resource estimates may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing and other relevant issues. There are numerous uncertainties inherent in estimating mineral resources, including many factors beyond the Company’s control. Such estimation is a subjective process, and the accuracy of any mineral resource estimate is a function of the quantity and quality of available data, the nature of the mineralized body, and the assumptions made and judgments used in engineering and geological interpretation. These estimates may require adjustments or downward revisions based upon further exploration or development work or actual production experience. Fluctuations in gold or silver prices, results of drilling, metallurgical testing and production, the evaluation of mine plans after the date of any estimate, permitting requirements or unforeseen technical or operational difficulties, may require revision of mineral resource estimates. Should reductions in mineral resources occur, the Company may be required to take a material write-down of its investment in mining properties, reduce the carrying value of one or more of its assets or delay or discontinue production or the development of new projects, resulting in increased net losses and reduced cash flow. Mineral resources should not be interpreted as assurances of mine life or the profitability of current or future operations. Any material reductions in estimates of mineral resources could have a material adverse effect on the Company’s results of operations and financial condition. Mineral resources are not mineral reserves and have a greater degree of uncertainty as to their existence and feasibility. There is no assurance that mineral resources will be upgraded to proven or probable mineral reserves.

Uncertainty Relating to Inferred Mineral Resources

Inferred mineral resources are not mineral reserves and do not have demonstrated economic viability. However, it is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.

Environmental Risks and Hazards

The mining and mineral processing industries are subject to extensive environmental regulation for the protection of the environment. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. These regulations may adversely affect the Company or require it to expend significant funds. There is also a risk that environmental and other laws and regulations may become more onerous, making it costlier for the Company to remain in compliance with such laws and regulations.

There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties on which the Company holds interests which are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties or by current or previous surface rights owners.

The Company cannot give any assurances that breaches of environmental laws (whether inadvertent or not) or environmental pollution will not materially and adversely affect its business, plans and financial condition. There is no assurance that any future changes to environmental regulation, if any, will not adversely affect the Company.

Significant liabilities exist on the project lands in the form of historic mine construction and development infrastructure, tailings dam(s), waste dump site, a mill site, a camp site, and other mining related infrastructure, disturbance, and equipment located at the Bralorne and Ladner Gold Projects. The Company cannot guarantee that its estimation of the amount of these liabilities is accurate. The cost of addressing exiting liabilities may be significantly higher than as currently estimated by the Company.

Influence of Third-Party Stakeholders

Some of the lands in which the Company holds an interest, or the exploration equipment and roads or other means of access which the Company intends to utilize in carrying out its work programs or general business activities, may be subject to interests or claims by third party individuals, groups or companies. In the event that such third parties assert any claims or do not consent to the Company carrying on activities on lands subject to their interests or claims, the Company's work programs may be delayed or prevented, even if such claims are not meritorious. Such claims or delays may result in significant financial loss and loss of opportunity for the Company.

The Company may need to enter into negotiations with landowners and other groups in local communities in British Columbia in order to conduct further exploration and development work on its properties. There is no assurance that future discussions and negotiations will result in agreements with landowners and other local community groups in British Columbia or if such agreements will be on terms acceptable to the Company so that the Company may continue to conduct exploration and development activities on these properties.

Management of Growth

The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operations and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth could have a material adverse impact on its business, plans, operations and prospects.

Governmental Regulation

The mineral exploration and development activities of the Company are subject to various laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters in local areas of operation. Although the Company's exploration and development activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration, development or production. Amendments to current laws and regulations governing the Company’s operations, or more stringent implementation thereof, could have an adverse impact on the Company’s business and financial condition.

The Company’s operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that means standards are stricter, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and their directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of the Company’s future operations.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities that could cause operations to cease or be curtailed. Other enforcement actions may include corrective measures requiring capital expenditures, the installation of additional equipment or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of such mining activities and may have civil or criminal fines or penalties imposed upon them for violations of applicable laws or regulations.

Climate Change

The Company recognizes that climate change is an international and local concern which may affect the business and operations of the Company. The continuing rise in global average temperatures has created varying changes to regional climates across the globe, resulting in risks to communities. Governments at all levels are moving towards enacting legislation to address climate change by regulating carbon emissions and energy efficiency, among other things. Where legislation has already been enacted, regulation regarding emission levels and energy efficiency are becoming more stringent. The mining industry, as a significant emitter of greenhouse gas emissions, is particularly exposed to these regulations. Costs associated with meeting these requirements may be subject to some offset by increased energy efficiency and technological innovation; however, there is no assurance that compliance with such legislation will not have an adverse effect on the Company’s business, results of operations, financial condition and its share price.

Climate change may also pose physical risks to the projects in which the Company has an interest. These risks include, among other things, extreme weather events, water shortages and shortages of resources such as fuel and chemicals.

Extreme weather events such as prolonged drought or freezing, increased flooding, increased periods of precipitation and increased frequency and intensity of storms and forest fires can have significant impacts, directly and indirectly, on operations and projects in which the Company has an interest. Infrastructure, including roads, bridges, and facilities, is at risk of damage from extreme weather events, which could lead to costly repairs, disrupted operations, disrupted supply chains and access to and from mining sites. Such climate-related events also pose risks to the safety and security of personnel and communities. There is no assurance that the Company will be able to anticipate, respond to, or manage the physical risks associated with climate-change, and this may result in an adverse effect on the Company’s business, results of operations, financial condition and its share price.

Permitting

The operations of the Company require licenses and permits from various governmental authorities. The Company will use its best efforts to obtain all necessary licenses and permits to carry on the activities which it intends to conduct, and it intends to comply in all material respects with the terms of such licenses and permits. However, there can be no guarantee that the Company will be able to obtain and maintain, at all times, all necessary licenses and permits required to undertake its proposed exploration and development, or to place its properties into commercial production and to operate mining facilities thereon. In the event of commercial production, the cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations or preclude the economic development of the Company’s properties.

With respect to environmental permitting, the development, construction, exploitation and operation of mines at the Company's projects may require the granting of environmental licenses and other environmental permits by the competent environmental authorities. Required environmental permits may take time and/or be difficult to obtain, and may not be issued on the terms required by the Company. Operating without the required environmental permits may result in the imposition of fines or penalties as well as criminal charges against the Company for violations of applicable laws or regulations.

Surface Rights

The Company does not own all of the surface rights at its properties and there is no assurance that surface rights owned by the government or third parties will be granted, nor that they will be on reasonable terms if granted. Failure to acquire surface rights may impact the Company's ability to access its properties, as well as its ability to commence and/or complete construction or production, any of which would have a material adverse effect on the profitability of the Company’s future operations.

Risk of Litigation

The Company may become involved in disputes with other parties in the future which may result in litigation or other legal proceedings. The results of legal proceedings cannot be predicted with certainty. If the Company is unable to resolve these disputes favourably, it may have a material adverse impact on the ability of the Company to carry out its business plan.

Dependence on Key Personnel

The Company's future growth and its ability to develop depend, to a significant extent, on its ability to attract and retain highly qualified personnel. The Company relies on a limited number of key employees, consultants and members of senior management, and there is no assurance that the Company will be able to retain such personnel. The loss of one or more key employees, consultants or members of senior management, if such persons are not replaced, could have a material adverse effect on the Company's business, financial condition and prospects. The Company currently does not have key person insurance on these individuals.

To operate successfully and manage its potential future growth, the Company must attract and retain highly qualified engineering, managerial and financial personnel. The Company faces intense competition for qualified personnel in these areas, and there can be no certainty that the Company will be able to attract and retain qualified personnel. If the Company is unable to hire and retain additional qualified personnel in the future to develop its properties, its business, financial condition and operating results could be adversely affected.

Internal Controls

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, and not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation.

Uninsurable Risks

Exploration on mineral properties involves numerous risks, including but not limited to unexpected or unusual geological operating conditions, seismic activity, rock bursts, cave-ins, fires, floods, landslides, earthquakes and other environmental occurrences, and political and social instability, any of which could result in damage to, or destruction of, the mine and other facilities, damage to life or property, environmental damage and possible legal liability. Although the Company believes that appropriate precautions to mitigate these risks are being taken, operations are subject to hazards such as equipment failure or failure of structures, which may result in environmental pollution and consequent liability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate the Company's future profitability and result in increasing costs and a decline in the value of the common shares. The Company does not maintain insurance against title, political or environmental risks.

While the Company may obtain insurance against certain risks in such amounts as it considers adequate, the nature of these risks is such that liabilities could exceed policy limits or be excluded from coverage. The potential costs that could be associated with any liabilities not covered by insurance or in excess of insurance coverage may cause substantial delays and require significant capital outlays, thereby adversely affecting the Company's business and financial condition.

Global Financial Conditions

Current global financial conditions have been subject to increased volatility, and access to public financing, particularly for junior resource companies, has generally been negatively impacted. These factors may impact the ability of the Company to obtain equity or debt financing in the future and, if obtained, such financing may not be on terms favourable to the Company. If increased levels of volatility and market turmoil continue, and if global capital markets continue to display increased volatility in response to global events (including the COVID-19 pandemic, the Russian invasion of Ukraine and the collapse of financial institutions such as the Silicon Valley Bank), the Company's operations could be adversely impacted and the value and price of the common shares could be adversely affected.

Information Systems Security Threats

The Company relies on its IT infrastructure to meet its business objectives. The Company uses different IT systems, networks, equipment and software and has adopted security measures to prevent and detect cyber threats. However, the Company, third-party service providers and vendors may be vulnerable to cyber threats, which have been evolving in terms of sophistication and new threats are emerging at an increased rate. Unauthorized third parties may be able to penetrate network security and misappropriate or compromise confidential information, create system disruptions or cause shutdowns to the Company or its counterparties. Although the Company has not experienced any losses relating to cyber attacks or other information security breaches, there can be no assurance that there will be no such loss in the future. Significant security breaches or system failures of the Company or its counterparties, especially if such breach goes undetected for a period of time, may result in significant costs, loss of revenue, fines or lawsuits and damage to reputation. The significance of any cyber security breach is difficult to quantify, but may in certain circumstances be material and could have a material adverse effect on the Company's business, financial condition and results of operations and its share price.

Competition

The mineral exploration and mining business is competitive in all of its phases. In the search for and acquisition of attractive mineral properties, the Company competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources. The Company's ability to acquire properties in the future will depend on its ability to select and acquire suitable exploration properties or prospects for mineral exploration. There is no assurance that the Company will continue to be able to compete successfully with its competitors in acquiring such properties or prospects, nor that it will be able to develop any market for the raw materials that may be produced from its properties. Any such inability could have a material adverse effect on the Company's business and financial condition.

Reputational Risks

Reputational risk is the risk that an activity undertaken by an organization or its representatives will impair its image in the community or lower public confidence in it, resulting in loss of revenue, legal action or increased regulatory oversight and loss of valuation and share price. Possible sources of reputational risk could come from, but not limited to, operational failures, non-compliance with laws and regulations, or leading an unsuccessful financing. The Company adopted the Conflict of Interest and Related Party Transaction Policy with a view to formally document what the Company has been doing for years to address related party transactions and to provide a structure to address any such potential transactions in the future. In addition to its risk management policies, controls and procedures, the Company has a formal Code of Ethics to provide a framework to promote sound business ethics throughout is organization and protect its reputation.

Option and Joint Venture Agreements

The Company has and may continue to enter into option agreements and/or joint ventures as a means of gaining property interests and raising funds. Any failure of any partner to meet its obligations to the Company or other third parties, or any disputes with respect to third parties' respective rights and obligations, could have a negative impact on the Company. Pursuant to the terms of certain of the Company's existing option agreements, the Company is required to comply with exploration and community relations obligations, among others, any of which may adversely affect the Company's business, financial results and condition.

Under the terms of such option agreements the Company may be required to comply with applicable laws, which may require the payment of maintenance fees and corresponding royalties in the event of exploitation/production. The costs of complying with option agreements are difficult to predict with any degree of certainty; however, were the Company forced to suspend operations on any of its mineral claims or pay any material fees, royalties or taxes, it could result in a material adverse effect to the Company's business, financial results and condition.

The Company may be unable to exert direct influence over strategic decisions made in respect of properties that are subject to the terms of these agreements, and the result may be a materially adverse impact on the strategic value of the underlying mineral claims.

Acquisitions and Integration

From time to time, the Company may examine opportunities to acquire additional exploration and/or mining assets and businesses. Any acquisition that the Company may choose to complete may be of a significant size relative to the size of the Company, may change the nature or scale of the Company's business and activities, and may expose the

Company to new geographic, political, operating, financial and geological risks. The Company's success in its acquisition activities, if any, depends upon its ability to obtain additional sources of financing, identify suitable acquisition candidates, negotiate acceptable terms for any such acquisition, and integrate any acquired operations successfully with those of the Company. Any acquisitions would be accompanied by risks. In the event that the Company chooses to raise debt capital to finance any such acquisitions, the Company's leverage will be increased. If the Company chooses to use equity as consideration for such acquisitions, existing shareholders may suffer significant dilution. There can be no assurance that the Company would be successful in obtaining additional sources of financing or in overcoming these risks or any other problems encountered in connection with such acquisitions.

Community Relationships

The Company's relationships with the communities in which it operates are critical to ensure the future success of its existing operations and the development of its projects.

The Company understands that First Nations people have protected constitutional rights and can offer a unique understanding of the environment based on their special connection to the land. As the Company's Project progresses, agreements may have to be negotiated with the First Nations.

There is no reason to believe at this time that there are, or will be, issues related to Indigenous land claims or objections locally. Indigenous engagement is a strong commitment of Talisker.

While the Company is committed to operating in a socially responsible manner and working towards entering into agreements in satisfaction of such requirements, there is no guarantee that its efforts will be successful, in which case interventions by third parties could have a material adverse effect on the Company's business, financial position and operations.

Conflicts of Interest

Certain directors and officers of the Company also serve as directors and/or officers of other companies involved in natural resource exploration, development and mining operations. Consequently, there exists the possibility for such directors and officers to be in a position of conflict. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company, and to disclose any interest they may have in any project or opportunity of the Company. In addition, each of the directors is required by law to declare his or her interest in and refrain from voting on any matter in which he or she may have a conflict of interest, in accordance with applicable laws.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supplies, as well as the location of population centres and pools of labour, are important determinants which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could impact the Company's ability to explore its properties, thereby adversely affecting its business and financial condition.

Dilution

The exercise of stock options and warrants already issued by the Company and the issuance of additional equity securities in the future could result in dilution in the equity interests of holders of common shares.

No Dividends Policy

The Company has not declared a dividend since incorporation and does not anticipate doing so in the foreseeable future. Any future determination as to the payment of dividends will be at the discretion of the Board and will depend on the availability of profit, operating results, the financial position of the Company, future capital requirements and general business and other factors considered relevant by the directors of the Company. No assurances in relation to the payment of dividends can be given.

Fraud Risks

The Company is subject to risks related to potential to gain benefits from improper transactions (purchasing, gold, payroll) and financial reporting to hide operational deficiencies or enhance remuneration. Other risks include the potential for fraud and corruption by suppliers, personnel or government officials and which may implicate the Company, compliance with applicable anti-corruption laws, conflicts of interest and related party transactions and the Company's possible failure to identify, manage and mitigate instances of fraud, corruption, or violations of its Code of Ethics and applicable regulatory requirements. The Company adopted an anti-bribery, anti-corruption and anti-money laundering policy which provides a framework to ensure that the Company, together with its respective directors, officers, employees, agents and representatives conducts business: (i) in an honest and ethical manner reflecting the highest standards of integrity; (ii) in compliance with all laws, instruments, rules and regulatory requirements applicable to the Company; (iii) in compliance with the Company's Code of Ethics and; (iv) in a manner that does not contravene anti-bribery, anti-corruption and anti-money laundering laws that apply to the Company.

Financial Reporting Risks

In accordance with statutory requirements and sound management practices, the Company issues financial statements, which present its financial condition at a given date and its financial performance over a certain period. The risk of misstatement of financial or restatement of financial statements can result in significant losses to the Company: financial losses, as a result of litigation and fines, losses in market capitalization, reputational losses. Key misstatements would include: (a) fraudulent misappropriation of assets; (b) fraudulent misrepresentation of performance motivated by personal gain; and (c) inadequate estimates with an impact on valuation of assets and liabilities.

6. DIVIDENDS AND DISTRIBUTIONS

Subject to statutory or legal requirements, there are no restrictions in the Company's articles or by-laws that would restrict or prevent the Company from paying dividends. However, the Company has not paid any dividend or made any other distribution in respect of its outstanding shares in the past. The Company's board of directors, from time to time, and on the basis of any earnings and the Company's financial requirements or any other relevant factor, will determine the future dividend policy of the Company with respect to its shares.

7. DESCRIPTION OF CAPITAL STRUCTURE

7.1 Authorized Share Capital

The Company's authorized share capital consists of an unlimited number of common shares. As at the date of this AIF, there were 99,814,294 common shares issued and outstanding.

All common shares rank equally as to dividends, voting powers and participation in the distribution of assets. All holders of common shares are entitled to receive notice of any meetings of shareholders of the Company, and to attend and cast one vote per common share at all such meetings. Holders of common shares do not have cumulative voting rights with respect to the election of directors. Holders of common shares are entitled to receive on a pro rata basis such dividends, if any, as and when declared by the Board at its discretion from funds legally available therefor, and upon the liquidation, dissolution or winding up of the Company are entitled to receive on a pro rata basis the net assets of the Company after payment of liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a pro rata basis with the holders of common shares with respect to dividends or liquidation. The common shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

The Company's share option plan permits the Company's Board to grant to directors, officers, consultants and employees of the Company share options to purchase from the Company a designated number of authorized but unissued common shares up to but not exceeding 10% of the issued and outstanding common shares, less any common shares reserved for issuance under share options granted under share compensation arrangements other than the share option plan, at any point in time. As at the date of this AIF, there are 8,700,463 warrants, 3,795,000 options and 2,233,335 RSUs to acquire common shares outstanding.

8. MARKET FOR SECURITIES

8.1 Trading Price and Volume

The common shares are currently listed and posted for trading on the TSX under the trading symbol "TSK" and on the OTCQX® Best Market under the symbol "TSKFF". Listing on the CSE commenced April 26, 2019 and on the OTCQB Venture Market on June 26, 2019 with graduation to the OTCQX® Best Market on July 30, 2020 and the TSX on October 14, 2020.

The following table sets forth the high and low trading prices and volume for the Company's common shares on the TSX on a monthly basis for the year ended December 31, 2024 and to the date of this AIF.

	Price Range and Trading Volume		
Month	High $	Low $	Trading Volume
January 2024	0.35	0.29	733,166
February 2024	0.36	0.30	650,878
March 2024	0.39	0.29	3,830,809
April 2024	0.64	0.39	2,494,797
May 2024	0.62	0.50	2,211,856
June 2024	0.54	0.48	1,163,628
July 2024	0.51	0.40	1,867,924
August 2024	0.42	0.32	1,983,033
September 2024	0.41	0.30	894,965
October 2024	0.58	0.39	1,832,802
November 2024	0.49	0.40	603,208
December 2024	0.45	0.31	1,224,019
January 2025	0.37	0.32	1,788,543
February 2025	0.48	0.33	2,265,721
March 2025	0.79	0.39	1,730,544

8.2 Prior Sales

The following table sets forth the securities not listed but issued by the Company during the financial year ended December 31, 2024 and outstanding as at December 31, 2024.

Date of Issuance / Grant	Class of Securities	Number of Securities	Exercise Price	Expiry Date
August 12, 2024	Warrants	2,712,750	$0.60	August 12, 2026
August 12, 2024	Warrants	45,330	$0.46	August 12, 2026
September 11, 2024	Warrants	437,500	$0.60	September 11, 2024

As of the date of this AIF, the Company has 8,700,463 warrants, 3,795,000 options and 2,233,335 RSUs outstanding.

9. DIRECTORS AND OFFICERS

9.1 Name, Occupation and Security Holding

The following table and the notes thereto set out the name, municipality and country of residence of each director and executive officer of the Company, their current respective positions and offices with the Company, their respective principal occupations during the five preceding years, the date on which they were first elected or appointed as a director or officer of the Company, the number of common shares of the Company beneficially owned, directly or indirectly, or over which they exercise control or direction as at the date of this AIF, and the percentage of the total issued and outstanding common shares of the Company represented by such shares.

Name, Province or State and Country of Residence	Offices Held and Date Appointed	Principal Occupation for Five Preceding Years	# of Common Shares Owned or Controlled[1]
Burleton, Stephen [2] Ontario, Canada	Director since September 18, 2023	Director, Angus Gold Inc. since November 2020 and former Interim Chief Executive Officer (April 2021 to July 2023); Director, Imperial Helium Corp. since May 2021 and Banyan Gold Corp. since March 2017; former Director, Kirkland Lake Discoveries Corp. (February 2020 to March 2024) and former President and Chief Executive Officer, GT Gold Corp. (June 2018 – September 2019).	Nil
Felipe Castenada British Columbia, Canada	Vice President, Technical Services since July 28, 2023	Current Vice President, Technical Services since July 28, 2023 and former Technical Services Manager from February 2022 to July 2023 and former Exploration Project Geologist from January 2021 to February 2022; former Project Manager, CBRE Ltd. (December 2019 to November 2020), former Exploration Manager, Barkerville Gold Mines Ltd. (February 2018 to November 2019).	104,265 (0.15%)
Terence Harbort [4] Ontario, Canada	Director, President and CEO since April 18, 2019	CEO of the Company since April 18, 2019; Co-Founder and Vice President, Exploration, Talisker Exploration Services Inc., an exploration management company providing international exploration consulting in M&A and exploration strategy, project evaluation, target generation and exploration program design since December 2010; former Director and Vice President, Corporate Development, Sable Resources Ltd. (March 2017 to September 2024); former Director, TDG Gold Corp. (December 2020 to October 2022).	3,983,376 (4.00%)

Name, Province or State and Country of Residence	Offices Held and Date Appointed	Principal Occupation for Five Preceding Years	# of Common Shares Owned or Controlled(1)
Charlotte May Ontario, Canada	Corporate Secretary since August 17, 2012	Corporate Secretary of the Company since August 2012.	283,680 (0.28%)
Robert Power (2) Alberta, Canada	Director since February 6, 2023	Prior governance experience includes Board Chair, board member and/or special committee member roles with several Canadian listed companies; former CEO, Privateer Gold Ltd., a private gold exploration company (March 2020 to February 2021); former Director, Bond Resources Inc. (November 2020 to February 2022); former Chair, National Energy Group, Blake Cassels & Graydon (2005 to 2010); former Chairman and President, Ontario Trillium Foundation (1998 to 2004).	Nil
Morris Prychidny (2) Ontario, Canada	Director since January 13, 2020	Director and Asset Manager, Orion Capital Incorporated since August 2005; Director, Northfield Capital Corporation since June 2008, Fountain Asset Corp. since March 2014, and STLLR Gold Inc. since February 2024; former Chairman, Nighthawk Gold Corp. (February 2013 to February 2024).	241,739 (0.24%)
Christy Smith (3)(4) British Columbia, Canada	Director since February 6, 2023	Indigenous Engagement Consultant since 2016; current Indigenous Partner and Vice President, Indigenous and Stakeholder Relations, Falkirk Environmental Consultants Ltd. since 2019 and Owner, CMS Clear Consulting since 2016.	Nil
Leonardo Souza Goiás, Brazil	Vice President, Exploration and Resource Development since March 20, 2020	Vice President, Exploration and Resource Development of the Company since March 2020 and Advanced Projects Exploration Manager and Resource Geologist for Talisker Exploration Services Inc., providing consulting on exploration, resource evaluation and resource and production uncertainty assessment, covering globally, since September 2011.	436,392 (0.44%)
Andres Tinajero Ontario, Canada	CFO since August 31, 2012	Chief Financial Officer of the Company since August 2012; Director, BrandPilot AI Inc. since June 2024; former Director, Sable Resources Ltd. (July 2017 to September 2024) and Caprock Mining Corp. (December 2021 to October 2023); former Chief Financial Officer, Millennial Precious Metals Corp. (April 2021 to May 2023); former Director, Nutritional High International Inc. (April 2017 to November 2019); and former CFO, Barkerville Gold Mines Ltd. (July 2015 to November 2019).	1,170,694 (1.17%)
Eric Tremblay (3)(4*) Ontario, Canada	Director since November 5, 2020	Chief Operating Officer, Dalradian Resources Inc. since 2015; Director, Integra Resources Corp. since May 2023; former Director, Osisko Development Corp. (November 2020 to May 2023) and former Chief Operating Officer (December 2023 to January 2025); and former Director, Nighthawk Gold Corp. (September 2020 to February 2024).	91,714 (0.09%)

Notes:

(1) The term of office of each director expires at the close of the next annual meeting of shareholders of the Company. Officers of the Company serve at the discretion of the Company's Board of Directors.

(2) Member of the Audit Committee.

(3) Member of the Compensation, Governance and Nominating Committee.

(4) Member of the SHEA and Technical Committee.

* Denotes Chair.

As at the date of this AIF, the current directors and officers of the Company as a group, directly or indirectly, beneficially own or exercise control or direction over 6,311,860 common shares of the Company, representing approximately 6.32% of the issued and outstanding common shares of the Company.

9.2 Cease Trade Orders, Bankruptcies, Penalties or Sanctions

None of the directors or executive officers:

a. is, as at the date of this AIF, or was within 10 years before the date of this AIF, a director or chief executive officer or chief financial officer of any company that:

   i. was the subject of an order (as defined in Form 51-102F2 of National Instrument 51-102- *Continuous Disclosure Obligations*) that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

   ii. was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer, or chief financial officer, and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer, or chief financial officer.

None of the directors, executive officers or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

a. is at the date hereof, or has been within 10 years before the date of this AIF, a director or executive officer of any company that while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

b. has, within the 10 years before this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

None of the directors, executive officers or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to:

a. any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

b. any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

The foregoing information, not being within the knowledge of the Company, has been furnished by the respective directors, officers and shareholders of the Company individually.

10. CONFLICT OF INTEREST

Certain of the directors of the Company also serve as directors of other companies involved in natural resource exploration and development and consequently there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with the duties and obligations of directors to deal fairly and in good faith with the Company and such other companies. In addition, such directors declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

11. AUDIT COMMITTEE INFORMATION

National Instrument 52-110 – *Audit Committees* ("NI 52-110") requires the Company to disclose annually in its AIF certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor, as set forth below.

11.1 Audit Committee

The Audit Committee is responsible for the Company's financial reporting process and the quality of its financial reporting. The Audit Committee is charged with the mandate of providing independent review and oversight of the Company's financial reporting process, the system of internal control and management of financial risks, and the audit process, including the selection, oversight and compensation of the Company's external auditors. The Audit Committee also assists the board of directors in fulfilling its responsibilities in reviewing the Company's process for monitoring compliance with laws and regulations and its own code of business conduct. In performing its duties, the Audit Committee maintains effective working relationships with the board of directors, management, and the external auditors and monitor the independence of those auditors. The Audit committee is also responsible for reviewing the Company's financial strategies, its financing plans and its use of the equity and debt markets.

The full text of the charter of the Company's Audit Committee is attached hereto as Appendix "A".

11.2 Composition of the Audit Committee

The members of the Audit Committee are Stephen Burleton (Chair), Robert Power and Morris Prychidny. All of the members of the Audit Committee are "independent" and all of the members of the Audit Committee are considered "financially literate" (as such terms are defined in NI 52-110).

Name of Member	Independent(1)	Financially Literate(2)
Stephen Burleton	Yes	Yes
Robert Power	Yes	Yes
Morris Prychidny	Yes	Yes

Notes:

(1) To be considered independent, a member of the Audit Committee must not have any direct or indirect "material relationship" with the Company. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a member's independent judgement.

(2) To be considered financially literate, a member of the Audit Committee must have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements.

The following table describes the education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member:

Member	Relevant Education and Experience
Stephen Burleton	Mr. Burleton has +25 years' experience in capital markets, the investment banking industry, corporate development and strategy. He is currently a Director and the former Interim Chief Executive Officer of Angus Gold Inc. Prior to this role he was the President and CEO of GT Gold, and prior to this, Vice President, Business Development for Richmont Mines Inc. which was acquired in 2017 by Alamos Gold Inc. for US$770 million. Mr. Burleton has worked extensively in the Canadian investment banking industry, including positions of Managing Director, Investment Banking at Wellington West Capital Markets Inc., Scotia Capital Inc. and BMO Capital Markets. He is a CFA charter holder, has an MBA from York University and holds an ICD.D designation from the Rotman School of Management.
Robert Power	Mr. Power has extensive experience serving in governance roles with publicly listed exploration and mining companies with Canadian and international assets, including as Chairman and Special Committee member. He is the former CEO of Privateer Gold Ltd., a private gold exploration company in British Columbia and director of Bond Resources Inc. He was also the Chair and President of Canada's largest charitable granting foundation, Ontario Trillium Foundation, where charitable granting increased from $12 million to $100 million annually during his tenure. Mr. Power is an independent director of the Company for the purposes of NI 52-110.
Morris Prychidny	Mr. Prychidny is a chartered professional accountant with more than 35 years of experience in the mining, entertainment and real estate industries. Mr. Prychidny brings strong portfolio management, accounting and capital markets expertise to the Company. He is a Director and Asset Manager of Orion Capital Incorporated, a Toronto-based asset management company with a focus on investing in the junior mining and real estate sectors and a director of Woodbine Downs Limited. He is also a Director and Audit Committee Member of Northfield Capital Corporation and Fountain Asset Corp. He is the former Chairman of Nighthawk Gold Corp., a TSX listed mining company and a former director, Audit Chairman and member of the Special Committee of Barkerville Gold Mines Ltd. which was acquired by Osisko Gold Royalties Ltd for $338 million in 2019. Mr. Prychidny holds a Bachelor of Economics from the University of Western Ontario. Mr. Prychidny is an independent director of the Company for the purposes of NI 52-110.

11.3 Pre-Approval Policies and Procedures

The Company has not adopted specific policies and procedures for the engagement of non-audit services. The Audit Committee reviews the engagement of non-audit services as required.

11.4 Audit Fees

The following table provides detail in respect of audit, audit related, tax and other fees paid by the Company to the external auditors for professional services:

Reporting Period	Audit Fees	Audit-Related Fees	Tax Fees (1)	All Other Fees
Year ended December 31, 2023	238,400	-	-	Nil
Year ended December 31, 2023	171,200	-	-	Nil

Note:
(1) The aggregate fees billed for professional services rendered for tax compliance, tax advice and tax planning.

12. LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Company is not and was not a party to, and none of its property is or was the subject of, any legal proceedings during the Company's most recently completed financial year, nor does the Company contemplate any such legal proceedings.

No penalties or sanctions have been imposed against the Company (i) by a court relating to securities legislation or (ii) by a securities regulatory authority, nor has the Company entered into any settlement agreements (a) before a court relating to securities legislation or (b) with a securities regulatory authority, during the Company's most recently completed financial year, nor has a court or regulatory body imposed any other penalties or sanctions against the Company.

13. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director, executive officer or principal shareholder of the Company, or associate or affiliate of any of the foregoing, has had any material interest, direct or indirect, in any transaction within the most recently completed three financial years or in the current financial year that has materially affected or will materially affect the Company.

14. TRANSFER AGENT AND REGISTRAR

The Company's transfer agent and registrar is TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 3P5.

15. MATERIAL CONTRACTS

During the year ended December 31, 2024, other than as listed below, there were no material contracts entered into by the Company, other than contracts entered into in the ordinary course of business. Listed below are material agreements of the Company as of the date of this AIF which are available on SEDAR+ (www.sedarplus.ca) under Talisker's issuer profile:

a. Royalty Purchase Agreement dated December 23, 2019, as amended December 3, 2021, between the Company, Bralorne and Osisko relating to the sale of a 1.7% net smelter returns royalty on all production from the Bralorne Gold Project located in southwestern British Columbia;

b. Royalty Agreement dated December 23, 2019 between the Company, Bralorne and Osisko relating to a 1.2% net smelter returns royalty on all production from the Bralorne Gold Project located in southwestern British Columbia;

c. Royalty Purchase Agreement dated December 2, 2021 between the Company, Bralorne, New Carolin and Osisko relating to the sale of various net smelter returns royalties on all production from the Bralorne Gold Project, the Ladner Gold Project and the Golden Hornet Property, all located in southwestern British Columbia in exchange for $7.5 million in cash;

d. Royalty Agreement dated December 3, 2021 between the Company, New Carolin and Osisko relating to a 1.5% net smelter returns royalty on all production from the Ladner Gold Project located in southwestern British Columbia; and

e. Royalty Agreement dated June 9, 2023 between the Company, Bralorne and Sprott relating to a net smelter returns royalty of between 1.12% and 5% on all production from the Bralorne Gold project located in southwestern British Columbia in exchange for up to US$31,250,000 in cash.

16. INTEREST OF EXPERTS

Set forth below are the persons and companies who prepared or certified a statement, report, valuation or opinion described, included or referred to in a filing that the Company made under National Instrument 51-102 ("NI 51-102") during or relating to its most recently completed financial year.

- Mr. Carl Pelletier, P.Geo., Mr. Vincent Nadeau-Benoit, P.Geo., and Mr Eric Lecomte, P.Eng., of InnovExplo Inc., each a "qualified person" under NI 43-101, prepared the Bralorne Technical Report; and

- Leonardo de Souza, B.Sc., AusIMM (CP) (Membership 224827), Talisker's Vice President, Exploration and Resource Development and a "qualified person" under NI 43-101, has reviewed and approved all of the scientific and technical information set forth in this AIF.

None of the experts listed above has received or will receive any registered or beneficial interests, direct or indirect, in any securities or other property of the Company or of any of the Company's associates or affiliates in connection with the preparation or certification of any statement, report or valuation prepared by such person. To the knowledge of the Company, all of the aforementioned persons (or any of the designated professionals thereof) beneficially owns, directly or indirectly, in the aggregate, less than 1% of the outstanding common shares of the Company as at the date of the statement, report or valuation in question. None of the aforementioned firms or persons, nor any directors, officers or employees of such firms, are currently expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associate or affiliate of the Company, other than Mr. Leonardo de Souza, who is currently employed by Talisker or one of its subsidiaries.

The Company's independent auditors, PricewaterhouseCoopers LLP, Chartered Professional Accountants, Licensed Public Accountants, issued an independent auditor's report dated March 15, 2024 in respect of the Company's annual consolidated financial statements for the years ended December 31, 2023 and December 31, 2022. PricewaterhouseCoopers LLP has advised that they are independent with respect to the Company within the meaning of the Chartered Professional Accountants of Ontario, CPA Code of Professional Conduct.

17. ADDITIONAL INFORMATION

Additional information relating to the Company is available under the Company's profile on SEDAR+ at www.sedarplus.ca.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans is contained in the management information circular of the Company dated May 28, 2024 prepared in connection with the annual and special meeting of shareholders held on June 27, 2024. Additional financial information is provided in the Company's annual consolidated financial statements for the years ended December 31, 2024 and 2023, together with the auditor's report thereon and the notes thereto, and management's discussion and analysis for the year ended December 31, 2024.

APPENDIX "A"
AUDIT COMMITTEE CHARTER

1. Purpose and Responsibilities of the Committee

1.1 Purpose

The primary purpose of the Committee is to assist Board oversight of:

(a) the integrity of the Company's financial statements;

(b) the Company's compliance with legal and regulatory requirements;

(c) the External Auditor's qualifications and independence; and

(d) the performance of the Company's internal audit function and the External Auditor.

2. Definitions and Interpretation

2.1 Definitions

In this Charter:

(a) "Board" means the board of directors of the Company;

(b) "Chair" means the chair of the Committee;

(c) "Committee" means the audit committee of the Board;

(d) "Company" means Talisker Resources Ltd.;

(e) "Director" means a member of the Board; and

(f) "External Auditor" means the Company's independent auditor.

2.2 Interpretation

The provisions of this Charter are subject to the articles and by-laws of the Company and to the applicable provisions of the *Business Corporations Act* (Ontario), and any other applicable legislation.

CONSTITUTION AND FUNCTIONING OF THE COMMITTEE

3. Establishment and Composition of the Committee

3.1 Establishment of the Audit Committee

The Committee is hereby continued with the constitution, function and responsibilities herein set forth.

3.2 Appointment and Removal of Members of the Committee

(a) *Board Appoints Members.* The members of the Committee shall be appointed by the Board.

(b) *Annual Appointments.* The appointment of members of the Committee shall take place annually at the first meeting of the Board after a meeting of the shareholders at which Directors are elected, provided that if the appointment of members of the Committee is not so made, the Directors who are then serving as members of the Committee shall continue as members of the Committee until their successors are appointed.

(c) *Vacancies.* The Board may appoint a member to fill a vacancy which occurs in the Committee between annual elections of Directors. If a vacancy exists on the Committee, the remaining members shall exercise all of their powers so long as a quorum remains in office.

(d) *Removal of Member.* Any member of the Committee may be removed from the Committee by a resolution of the Board.

3.3 Number of Members

The Committee shall consist of three or more Directors.

3.4 Independence of Members

All of the members of the Committee shall be independent for the purposes of all applicable regulatory and stock exchange requirements.

3.5 Financial Literacy

(a) *Financial Literacy Requirement.* Each member of the Committee shall be financially literate or must become financially literate within a reasonable period of time after his or her appointment to the Committee.

(b) *Definition of Financial Literacy.* "Financially literate" means the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

4. Committee Chair

4.1 Board to Appoint Chair

The Board shall appoint the Chair from the members of the Committee who are unrelated directors (or, if it fails to do so, the members of the Committee shall appoint the Chair from among its members).

4.2 Chair to be Appointed Annually

The designation of the Committee's Chair shall take place annually at the first meeting of the Board after a meeting of the members at which Directors are elected, provided that if the designation of Chair is not so made, the Director who is then serving as Chair shall continue as Chair until his or her successor is appointed.

5. Committee Meetings

5.1 Quorum

A quorum of the Committee shall be two members.

5.2 Secretary

The Chair shall designate from time to time a person who may, but need not, be a member of the Committee, to be Secretary of the Committee.

5.3 Time and Place of Meetings

The time and place of the meetings of the Committee and the calling of meetings and the procedure in all things at such meetings shall be determined by the Committee; provided, however, the Committee shall meet at least four times per year on a quarterly basis.

5.4 *In Camera* Meetings

On at least an annual basis, the Committee shall meet separately with each of:

(a) management; and

(b) the External Auditor

5.5 Right to Vote

Each member of the Committee shall have the right to vote on matters that come before the Committee.

5.6 Voting

Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose; actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose.

5.7 Invitees

The Committee may invite Directors, officers, employees and consultants of the Company or any other person to attend meetings of the Committee to assist in the discussion and examination of the matters under consideration by the Committee. The External Auditor shall receive notice of each meeting of the Committee and shall be entitled to attend any such meeting at the Company's expense.

5.8 Regular Reporting

The Committee shall report to the Board at the Board's next meeting the proceedings at the meetings of the Committee and all recommendations made by the Committee at such meetings.

6. Authority of Committee

6.1 Retaining and Compensating Advisors

The Committee shall have the sole authority to engage independent counsel and any other advisors as the Committee may deem appropriate in its sole discretion and to set the compensation for any advisors employed by the audit committee. The Committee shall not be required to obtain the approval of the Board in order to retain or compensate such consultants or advisors.

6.2 Funding

The Committee shall have the authority to authorize the payment of:

(a) compensation to any external auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (National Instrument 52-110 – *Audit Committees* requires disclosure of fees by category paid to the External Auditor).

(b) compensation for any advisors employed by the audit committee under Section 6.1 hereof; and

(c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

6.3 Subcommittees

The Committee may form and delegate authority to subcommittees if deemed appropriate by the Committee.

6.4 Recommendations to the Board

The Committee shall have the authority to make recommendations to the Board, but shall have no decision-making authority other than as specifically contemplated in this Charter.

6.5 Compensation

The Committee has the authority to communicate directly with External Auditors and the internal auditors.

7. Remuneration of Committee Members

7.1 Remuneration of Committee Members

Members of the Committee and the Chair shall receive such remuneration for their service on the Committee as the Board may determine from time to time.

7.2 Directors' Fees

No member of the Committee may earn fees from the Company or any of its subsidiaries other than directors' fees (which fees may include cash and/or shares or options or other in-kind consideration ordinarily available to directors, as well as all of the regular benefits that other directors receive). For greater certainty, no member of the Committee shall accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company.

SPECIFIC DUTIES AND RESPONSIBILITIES

8. Integrity of Financial Statements

8.1 Review and Approval of Financial Information

(a) *Annual Financial Statements.* The Committee shall review and discuss with management and the External Auditor the Company's audited annual financial statements and related management's discussion and analysis ("MD&A") together with the report of the External Auditor thereon and, if appropriate, recommend to the Board that it approve the audited annual financial statements.

(b) *Interim Financial Statements.* The Committee shall review and discuss with management and the External Auditor and, if appropriate, approve the Company's interim unaudited financial statements and related MD&A.

(c) *Material Public Financial Disclosure.* The Committee shall discuss with management and the External Auditor:

(i) the types of information to be disclosed and the type of presentation to be made in connection with profit or loss or earnings press releases; and

(ii) financial information and earnings guidance (if any) provided to analysts and rating agencies.

(d) *Procedures for Review.* The Committee shall be satisfied that adequate procedures are in place for the review of the Company's disclosure of financial information extracted or derived from the Company's financial statements (other than financial statements, MD&A and profit or loss or earnings press releases, which are dealt with elsewhere in this Charter) and shall periodically assess the adequacy of those procedures.

(e) *General.* To the extent the Committee deems it necessary or appropriate, the Committee may review and discuss with management and the External Auditor:

(i) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles;

(ii) major issues as to the adequacy of the Company's internal controls over financial reporting and any special audit steps adopted in light of material control deficiencies;

(iii) analyses prepared by management and/or the External Auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative accounting methods on the financial statements;

(iv) the effect on the financial statements of the Company of regulatory and accounting initiatives, as well as off-balance sheet transaction structures, obligations (including contingent obligations) and other relationships of the Company with unconsolidated entities or other persons that have a material current or future effect on the financial condition, changes in financial condition, results of operations, liquidity, capital resources, capital reserves or significant components of revenues or expenses of the Company;

(v) the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented;

(vi) any financial information or financial statements in prospectuses and other offering documents;

(vii) the management certifications of the financial statements as required under applicable securities laws in Canada or otherwise; and

(viii) any other relevant reports or financial information submitted by the Company to any governmental body or the public.

9. External Auditor

9.1 <u>External Auditor</u>

(a) *Authority with Respect to External Auditor.* As a representative of the Company's shareholders, the Committee shall be directly responsible for the appointment, compensation and oversight of the work of the External Auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. In the discharge of this responsibility, the Committee shall:

(i) have sole responsibility for recommending to the Board the person to be proposed to the Company's shareholders for appointment as External Auditor for the above-described purposes and recommending such External Auditor's compensation;

(ii) determine at any time whether the Board should recommend to the Company's shareholders that the incumbent External Auditor should be removed from office;

(iii) review the terms of the External Auditor's engagement, discuss the audit fees with the External Auditor and be solely responsible for approving such audit fees; and

(iv) require the External Auditor to confirm in its engagement letter each year that the External Auditor is accountable to the Board and the Committee as representatives of shareholders.

(b) *Independence.* The Committee shall satisfy itself as to the independence of the External Auditor. As part of this process the Committee shall:

(i) require the External Auditor to submit on a periodic basis to the Committee a formal written statement delineating all relationships between the External Auditor and the Company and engage in a dialogue with the External Auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the External Auditor and recommend that the Board take appropriate action in response to the External Auditor's report to satisfy itself of the External Auditor's independence;

(ii) unless the Committee adopts pre-approval policies and procedures, approve any non-audit services provided by the External Auditor, provided the Committee may delegate such approval authority to one or more of its independent members who shall report promptly to the Committee concerning their exercise of such delegated authority; and

(iii) review and approve the policy setting out the restrictions on the Company partners, employees and former partners and employees of the Company's current or former External Auditor.

(c) *Issues Between External Auditor and Management.* The Committee shall:

(i) review any problems experienced by the External Auditor in conducting the audit, including any restrictions on the scope of the External Auditor's activities or access to requested information; and

(ii) review any significant disagreements with management and, to the extent possible, resolve any disagreements between management and the External Auditor.

(d) *Non-Audit Services.*

(i) The Committee shall either:

(A) approve any non-audit services provided by the External Auditor or the external auditor of any subsidiary of the Company to the Company (including its subsidiaries); or

(B) adopt specific policies and procedures for the engagement of non-audit services, provided that such pre-approval policies and procedures are detailed as to the particular service, the audit committee is informed of each non-audit service and the procedures do not include delegation of the audit committee's responsibilities to management.

(ii) The Committee may delegate to one or more independent members of the Committee the authority to pre-approve non-audit services in satisfaction of the requirement in the previous section, provided that such member or members must present any non-audit services so approved to the full Committee at its first scheduled meeting following such pre-approval.

(iii) The Committee shall instruct management to promptly bring to its attention any services performed by the External Auditor which were not recognized by the Company at the time of the engagement as being non-audit services.

10. Other

10.1 Related Party Transactions

The Committee shall review and approve all related party transactions in which the Company is involved or which the Company proposes to enter into.

10.2 Expense Accounts

The Committee shall review and make recommendations with respect to:

(a) the expense account summaries submitted by the President and Chief Executive Officer on an annual basis;

(b) the Company's expense account policy, and rules relating to the standardization of the reporting on expense accounts

10.3 Whistle Blowing

The Committee shall put in place procedures for:

(a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and

(b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

11. Performance Evaluation

On a regular basis, the Committee shall follow the process established by the Board for assessing the performance and effectiveness of the Committee.

12. Charter Review

The Committee shall review and assess the adequacy of this Charter on an annual basis and recommend to the Board any changes it deems appropriate.

Approved and adopted by the Board of Directors on December 9, 2020.