



MERIDIAN MINING UK Societas

(Expressed in United States Dollars)

Special purpose financial statements prepared for
the purpose of Sections 92(1)(b) and (c) of the
Companies Act 2006

Registered number SE000111

July 31, 2025

Contents

Directors, officials and registered office	3
Independent Auditor's Report to the members of Meridian Mining UK Societas	4
Company Statement of Financial Position	5
Company Statement of Changes in Equity	6
Notes to the Financial Statements	7

MERIDIAN MINING UK Societas

Directors, officials and registered office

Directors:

Mr Gilbert Percy Clark
Mr Bruce McLeod
Mr Adrian Neil McArthur
Mr William "John" Walker Skinner
Mrs Susanne Hedwig Sesselmann
Mr Douglas Edward Ford
Mr Neil Gregson

Registered office:

8th Floor, 4 More London Riverside
London
SE1 2AU
United Kingdom

Independent Auditor:

PKF Littlejohn LLP
15 Westferry Circus
Canary Wharf
London
E14 4HD
United Kingdom

Report of the Independent Auditor for the Purpose of Sections 92(1)(b) and (c) of the Companies Act 2006, to Meridian Mining UK Societas.

We have audited the Statement of Financial Position and related notes of Meridian Mining UK Societas as at 31 July 2025, set out on pages 5 to 12, which have been prepared under the accounting policies set out therein.

Respective responsibilities of Directors and Auditor

The Company's Directors are responsible for the preparation of the Statement of Financial Position and related notes.

It is our responsibility to:

- a) report on whether the Statement of Financial Position has been properly prepared in accordance with the provisions of the Companies Act 2006 that would have applied if it had been prepared for a financial period of the Company with such modifications as are necessary by reason of that fact; and
- b) form an independent opinion concerning the relationship between the Company's net assets and its called-up share capital and undistributable reserves at the Statement of Financial Position date.

This report, including the opinions, has been prepared for and only for the Company and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior written consent in writing.

Opinion concerning proper preparation of Statement of Financial Position

In our opinion the Statement of Financial Position and related notes as at 31 July 2025 have been properly prepared in accordance with the provisions of the Companies Act 2006 and which would have applied had the Statement of Financial Position been prepared for a financial period of the Company.

Statement on net assets

In our opinion, at 31 July 2025, the amount of the Company's net assets (within the meaning given to that expression by section 831(2) of the Companies Act 2006) was not less than the aggregate of its called up share and undistributable reserves.



PKF Littlejohn LLP

Independent auditor

29 August 2025

15 Westferry Circus
Canary Wharf
London E14 4HD

Company Statement of Financial Position

	<i>Note</i>	July 31, 2025	December 31, 2024
		\$	\$
Non-current assets			
Financial fixed assets	8	10,845,031	10,845,031
Exploration and evaluation assets		341,966	341,966
Intercompany loans	9	18,377,277	13,404,708
Total non-current assets		29,564,274	24,591,705
Current assets			
Prepaid expenses and other assets	4	235,956	218,457
Cash at bank and on hand		13,239,273	7,454,742
Total current assets		13,475,229	7,673,199
Total assets		43,039,503	32,264,904
Current liabilities			
Trade payables	5	469,024	393,666
Taxes and fees payables		16,759	14,963
Intercompany loans	9	792,813	793,245
Total current liabilities		1,278,596	1,201,874
Total liabilities		1,278,596	1,201,874
Net assets		41,760,907	31,063,030
Capital and reserves			
Share capital	7	3,909,093	3,413,029
Share premium	7	-	141,451,944
Reserves	7	20,342,607	19,437,878
Equity (Deficit) attributable to common shareholders		17,509,207	(133,239,821)
Shareholders' funds		41,760,907	31,063,030

These financial statements were approved and authorised for issue on August 29, 2025 and were signed on its behalf by:



Mr. Gilbert Clark
Director

Company registered number: SE000111



Mr. Douglas Ford
Director

Company Statement of Changes in Equity

	Share capital	Share Premium	Reserves				Accumulated (deficit) equity	TOTAL
			Convertible note reserve	Share based payments	Other reserves	Warrant reserve		
	\$	\$	\$	\$	\$	\$	\$	
Equity shareholders' funds at 1 January 2024	2,736,732	128,187,393	462,185	7,132,288	11,270,244	330,376	(103,245,406)	46,873,812
Loss for year	-	-	-	-	-	-	(29,994,415)	(29,994,415)
Total comprehensive loss for the year	-	-	-	-	-	-	(29,994,415)	(29,994,415)
Shares issued on public offering financing (Note 7)	624,404	14,201,770	-	-	-	-	-	14,826,174
Share issuance costs (Note 7)	-	(1,393,580)	-	-	-	302,406	-	(1,091,174)
Share-based payments	-	-	-	118,834	-	-	-	118,834
Stock options exercises (Note 7)	46,473	281,273	-	(125,761)	-	-	-	201,985
Exercise of compensation options	5,420	175,088	-	-	-	(52,694)	-	127,814
Equity shareholders' funds at 31 December 2024	3,413,029	141,451,944	462,185	7,125,361	11,270,244	580,088	(133,239,821)	31,063,030
Loss for year	-	-	-	-	-	-	(3,615,411)	(3,615,411)
Total comprehensive loss for the year	-	-	-	-	-	-	(3,615,411)	(3,615,411)
Shares issued on public offering financing (Note 7)	461,019	11,666,281	-	-	-	-	-	12,127,300
Share issuance costs (Note 7)	-	(80,036)	-	-	-	-	-	(80,036)
Share-based payments	-	-	-	1,368,808	-	-	-	1,368,808
Stock options exercises (Note 7)	2,637	16,204	-	(18,841)	-	-	-	-
Exercise of compensation options	32,408	1,310,046	-	-	-	(445,238)	-	897,216
Cancellation of the share premium account	-	(154,364,439)	-	-	-	-	154,364,439	-
Equity shareholders' funds at 31 July 2025	3,909,093	-	462,185	8,475,328	11,270,244	134,850	17,509,207	41,760,907

Notes to the Financial Statements

1 General information

Meridian Mining UK Societas (the “Company” or “Meridian”) was formed in Amsterdam, Netherlands on December 16, 2013. Effective August 15, 2017, the Company transferred its official seat from the Netherlands to London, United Kingdom. The Company’s shares are listed on the Toronto Stock Exchange (“TSX”) under the symbol MNO. The Company is currently engaged in the exploration and development of mineral deposits in Brazil, through its subsidiaries, Rio Cabaçal Mineração Ltda (“Rio Cabaçal”) and Meridian Mineração Jaburi S.A. (“Jaburi”). The Company’s head office is located at 8th Floor, 4 More London Riverside, London, SE1 2AU, United Kingdom. The registered number is SE000111.

2 Basis of presentation

This financial statements of the Company have been prepared for the purpose of complying with Sections 92(1)(b) and (c) of the Companies Act 2006. It has been prepared in accordance with the International Financial Reporting Standards (IFRS) and have been prepared in accordance with UK adopted international accounting standards (UK- IAS) and in accordance with the relevant provisions of the Companies Act 2006. The accounting policies applied in this special purpose financial statements are consistent with those disclosed in note 1 of the Company’s audited financial statements for the year ended December 31, 2024.

The financial statements do not constitute statutory accounts within the meaning of section 434 of the Companies Act 2006.

The financial statements of the Company are presented in United States dollars, which is the functional currency of Company. References to “\$”, “US\$” or “dollars” are to United States dollars, references to “C\$” are to Canadian dollars, and references to “€” are to Euros.

3 Significant accounting estimates and judgments

The preparation of this special purpose financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to these financial statements, are described in note 2 of the Company’s audited financial statements for the year ended December 31, 2024.

4 Prepaid expenses and other assets

	July 31, 2025	December 31, 2024
	\$	\$
Current:		
Tax recovery	24,000	24,000
Prepaid expenses and advances	211,956	194,457
Total	235,956	218,457

5 Trade and other payables

	July 31, 2025	December 31, 2024
	\$	\$
Trade and other payables	345,408	314,905
Other liabilities	123,616	78,761
Total	469,024	393,666

6 Reserves - Stock Options

Stock option transactions are summarised as follows:

	Stock Options	
	Number	Weighted Average Exercise Price
Outstanding December 31, 2023	21,543,103	C\$ 0.65
Granted	780,000	0.47
Expired/cancelled	(765,870)	0.58
Exercised ⁽ⁱ⁾	(4,267,926)	0.07
Outstanding December 31, 2024	17,289,307	C\$ 0.61
Granted	7,500,000	0.64
Expired/cancelled	(404,299)	0.61
Exercised ⁽ⁱ⁾	(234,123)	0.13
Outstanding July 31, 2025	24,150,885	C\$ 0.63
Number of Options Exercisable	19,150,885	

⁽ⁱ⁾ During the seven months ended July 31, 2025, the weighted average share price at the date of the stock option exercise was C\$0.70 (December 31, 2024 – C\$0.435).

As at July 31, 2025, the following incentive stock options, and agent's compensation options were outstanding:

	Number of Shares	Exercise Price (C\$)	Expiry Date	Remaining Contractual Life (years)
Stock options	2,375,000	0.45	February 26, 2026	0.58
	600,000	0.46	April 29, 2026	0.75
	3,506,749	1.10	October 27, 2026	1.24
	100,000	1.10	February 6, 2027	1.52
	75,000	1.10	February 24, 2027	1.57
	390,000	0.95	May 17, 2027	1.79
	2,629,500	0.50	January 25, 2028	2.49
	695,000	0.50	July 26, 2028	2.99
	950,000	0.50	October 11, 2028	3.20
	1,000,000	0.35	October 27, 2028	3.24
	4,149,636	0.50	November 28, 2028	3.33
	180,000	0.50	February 28, 2029	3.58
	7,150,000 ⁽¹⁾	0.63	April 15, 2030	4.71
	100,000 ⁽²⁾	0.89	June 13, 2030	4.87
	250,000 ⁽³⁾	0.79	July 02, 2025	4.92
	24,150,885			
Agent's compensation options	788,110 ⁽⁴⁾	0.35	April 9, 2026	0.69

⁽¹⁾ 2,383,333 stock options to be vested on October 15, 2025 and 2,383,334 on April 15, 2026.

⁽²⁾ 33,333 stock options to be vested on December 13, 2025 and 33,334 on June 13, 2026.

⁽³⁾ 83,333 stock options to be vested on January 2, 2026 and 83,334 on July 2, 2026.

⁽⁴⁾ Issued in connection with the April 2024 Offering.

On April 15, 2025, the Company granted 7,150,000 stock options to directors, officers, employees, advisors, and consultants of the Company vesting in accordance with the following schedule: One-third of the options vested on

April 15, 2025, one-third of the options shall vest on October 15, 2025 and the remaining vest on April 15, 2026 with an exercise price of C\$0.45 per common share for a term of the five years, until April 15, 2030.

On June 13, 2025, the Company granted 100,000 stock options to an employee of the Company vesting in accordance with the following schedule: One-third of the options vested on June 13, 2025, one-third of the options shall vest on December 13, 2025 and the remaining vest on June 13, 2026 with an exercise price of C\$0.89 per common share for a term of the five years, until June 13, 2030.

On July 2, 2025, the Company granted 250,000 stock options to an employee of the Company vesting in accordance with the following schedule: One-third of the options vested on July 2, 2025, one-third of the options shall vest on January 2, 2026 and the remaining vest on July 2, 2026 with an exercise price of C\$0.79 per common share for a term of the five years, until July 2, 2030.

Total share-based payments recognized in the Statements of Loss for the seven months ended July 31, 2025 was \$1,368,808 for incentive options granted and vested.

On February 28, 2024, the Company granted 180,000 stock options to a consultant of the Company that vested immediately with an exercise price of C\$0.50 per common share for a term of five years, until February 28, 2029.

On April 29, 2024, the Company granted 600,000 stock options to a consultant of the Company that vested immediately with an exercise price of C\$0.46 per common share for a term of two years, until April 29, 2026.

The following assumptions were used for the Black-Scholes option-pricing model valuation of stock options granted during the period ended on July 31, 2025:

	Options granted in 2025	Options granted in 2024
Risk-free interest rate	2.72% - 2.96%	3.60% - 3.81%
Expected life of options	5 years	2-5 years
Expected annualised volatility	76.98% - 78.63%	78.55% - 83.24%
Dividend yield	0.0%	0.0%
Forfeiture rate	0.0%	0.0%

The expected volatility used in the Black-Scholes option pricing model is based primarily on the historical volatility of the comparable companies.

7 Share Capital and premium and reserves

	Number of Shares	Share capital \$	Share premium \$
Balance at December 31, 2023	242,572,708	2,736,732	128,187,393
Shares issued on public offering financing	57,500,000	624,404	14,201,770
Share issuance costs	-	-	(1,393,580)
Exercise of stock options	4,267,926	46,473	281,273
Exercise of Compensation options	500,253	5,420	175,088
Balance at December 31, 2024	304,840,887	3,413,029	141,451,944
Shares issued on public offering financing	44,187,432	461,019	11,666,281
Share issuance costs	-	-	(80,036)
Exercise of stock options	234,123	2,637	16,204
Exercise of Compensation options	2,940,208	32,408	1,310,046
Cancellation of the share premium account	-	-	(154,364,439)
Balance at July 31, 2025	352,202,650	3,909,093	-

Authorised Capital

As at July 31, 2025 the Company had authorized unlimited number of common shares with a par value of €0.01.

Issued Capital

The Company has 352,202,650 (December 31, 2024 – 304,840,887) issued and fully paid common shares.

Share capital

Share capital comprises the amount subscribed for at the par value.

Share premium

Share premium comprises the amount subscribed for share capital in excess of par value.

On July 22, 2025, the High Court of Justice and England and Wales confirmed the Company's conversion to a public limited liability registered in England and Wales ("PLC"). In order to affect the conversion to a PLC, the Company was required to undertake a reduction of capital by way of the cancellation of its share premium account that was approved by the Company's shareholders on June 24, 2025. As a result, the share premium balance totalling \$154,364,439 was cancelled and recognized in the deficit attributable to common shareholders.

In connection to the conversion to a PLC, it is also expected that the certificate of the PLC Conversion will be issued by UK Companies House in September 2025 (the "PLC Conversion Effective Date"). Concurrently with the PLC Conversion Effective Date, the Company will change its name to Meridian Mining PLC (the "Name Change") and adopt new articles of association that are consistent with PLCs registered in the United Kingdom. The Name Change is subject to final approval by Toronto Stock Exchange.

Shares issued

During the seven-month period ended July 31, 2025, the Company issued:

- 44,187,432 common shares for aggregate gross proceeds of \$12,127,300 at a subscription price of C\$0.39 per common share;
- 234,123 common shares related to the exercise on a cashless basis (net exercise) of 318,016 share purchase stock options, in accordance with the Company's omnibus plan; and
- 2,940,208 common shares for cash proceeds of \$897,216 pursuant to the agent's compensation options at the exercise price of C\$0.35 and C\$0.50.

Private Placement

On February 19, 2025, the Company completed a brokered private placement of 44,187,432 common shares at a subscription price of C\$0.39 per common share, for aggregate gross proceeds of \$12,127,300 (C\$17,233,098). The Company paid finders' fees of \$36,196 (C\$51,480). The common shares issued pursuant to the private placement are subject to a four-month hold period expiring on June 20, 2025. The Company incurred other share issuance costs of \$43,840 on this private placement. Total transaction costs incurred in this private placement, allocated to share premium, were \$80,036.

During the seven months ended July 31, 2024, the Company issued:

- 57,500,000 common shares for aggregate gross proceeds of \$14,826,174 at a subscription price of C\$0.35 per common share

On April 9, 2024, the Company closed a bought deal offering through the issuance of 57,500,000 common shares at a subscription price of C\$0.35 per common share, for aggregate gross proceeds to the Company of \$14,826,174 (C\$20,125,000). The Company paid agent's cash commission totalling \$561,170 (C\$761,535) and issued 2,101,628 agent's compensation options, valued at \$302,406 (C\$410,565). Each agent's compensation option is exercisable for one common share at an exercise price of C\$0.35, expiring April 9, 2026. The value of the agent's compensation option was determined using Black-Scholes pricing model. The assumptions used to calculate the fair value of the agent's compensation options were: an expected life of 2 years; annualized volatility of 78.08%; a risk free interest

rate of 3.59%; and zero expected dividend yield. The Company incurred other share issuance costs of \$530,004 on this offering. Total transaction costs incurred and allocated to share premium was \$1,393,580.

Reserves - Stock options

Stock option and share purchase warrant transactions. Please refer to note 6.

Other Reserves

Recognition and measurement	
Convertible note reserve	Convertible note reserve represents the equity component of a convertible note agreement. The convertible note agreement was extinguished and not converted.
Share based payments	Share based payments accounts represent the accrued employee entitlements to share awards that have been charged to the income statement and have not yet been exercised. Once exercised, the difference between the accumulated fair value of the awards and their historical on-market purchase price is recognised in share premium.
Warrant reserve	Warrant reserve represents the accrued amount of agent's compensation option units. Once exercised, the amount accrued is recognised in share premium.
Other reserves	Other reserves represent the debt settlement transactions and the carrying nominal value of the cancelled shares that was eliminated from share capital.
Deficit	Deficit represents cumulative profits or losses and other adjustments

8 Non-current Assets

The movements in financial fixed assets were as follows:

	Cancana	Rio Cabaçal Internacional	Total
	\$	\$	\$
Balance as at January 1, 2025	1	10,845,030	10,845,031
Capital contributions	603,530	-	603,530
Impairment of intercompany investments	(603,530)	-	(603,530)
Balance as at July 31, 2025	1	10,845,030	10,845,031

9 Related party disclosures

Transactions with intergroup entities

	Intercompany loans receivable (payable)	
	July 31, 2025	December 31, 2024
	\$	\$
Receivable		
Rio Cabaçal Internacional Ltda.	18,377,277	13,404,708
	18,377,277	13,404,708
Payable		
Cancana Resources Corp.	(792,813)	(793,245)
	(792,813)	(793,245)

10 Commitments and Contingencies

A significant portion of the Company's operations is located in Brazil. From time to time various legal, labour, environmental and tax matters are outstanding due to the nature of both current and historical operations. The Company has taken and continues to take all necessary and available steps to comply with relevant laws and regulations, however there is no assurance such steps will be successful.

11 Capital Management

The capital structure of the Company consists of equity totalling \$41,760,907 (December 31, 2024 – \$31,063,030). The Company's objectives when managing capital are to: (i) preserve capital, (ii) obtain the best available net return, and (iii) maintain liquidity.

The Company manages the capital structure and makes adjustments as a result of changes in economic condition and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash.

The Company's policy is to invest its excess cash in highly liquid, fully guaranteed, bank sponsored instruments. The Group is not subject to externally imposed capital requirements and does not have exposure to asset-backed commercial paper or similar products.

12 Subsequent events

On August 7, 2025, the Company closed a brokered private placement through the issuance of 64,102,564 common shares at a price of C\$0.78 per common share for gross proceeds to the Company of C\$50,000,000.

In addition to the common shares issued pursuant to the private placement, subsequent to the period ended July 31, 2025, the Company issued 788,110 common shares for cash proceeds of \$199,155 pursuant to the agent's compensation options exercises at the exercise price of C\$0.35 and 25,000 common shares for cash proceeds of \$11,250 pursuant to the stock options exercise at the exercise price of C\$0.45.

On August 18, 2025, the Company granted 125,000 stock options to an employee of the Company vesting in accordance with the following schedule: one-third of the options vested on August 18, 2025, one-third of the options shall vest on February 18, 2026 and the remaining vest on August 18, 2026 with an exercise price of C\$0.86 per common share for a term of the five years, until August 18, 2030.