Fox River
RESOURCES CORP

Condensed Interim Consolidated Financial Statements

For the three months ended January 31, 2025

(unaudited)

(presented in Canadian dollars)

Notice of non-review of condensed interim financial statements

In accordance with National Instrument 51-102 Continuous Disclosure Obligations of the Canadian Securities Administrators, notice is given that the condensed interim consolidated financial statements for the three month period ended January 31, 2025 have not been reviewed by the Company's auditors.

Fox River Resources Corporation
Condensed Interim Consolidated Statements of Financial Position
(Unaudited and presented in Canadian dollars)

As at	Jan. 31, 2025	Oct. 31, 2024
Assets		
Current assets		
Cash and cash equivalents (note 4)	$ 6,137,875	$ 626,095
Accounts receivable	30,049	21,332
Prepaid expenses	33,382	29,796
Marketable securities (note 10)	17,960	12,572
	6,219,266	689,795
Non-current assets		
Restricted cash (note 4)	10,000	10,000
Total assets	**$ 6,229,266**	**$ 699,795**
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	$ 50,720	$ 87,336
Non-current liabilities		
Performance share unit liability (note 7)	294,546	202,148
Total liabilities	345,266	289,484
Shareholders' equity (deficit)		
Share capital (note 5)	11,946,876	6,090,065
Share based payment reserve (note 6)	1,262,336	1,249,878
Warrant reserve (note 8)	7,900	7,900
Deficit	(7,333,112)	(6,937,532)
	5,884,000	410,311
Total liabilities and shareholders' equity	**$ 6,229,266**	**$ 699,795**

Reporting entity and nature of operations (note 1)
Commitments and contingencies (note 13)
Events after the reporting period (note 16)

The accompanying notes are an integral part of the condensed interim consolidated financial statements.

Fox River Resources Corporation
Condensed Interim Consolidated Statements of Operations and Comprehensive Income (Loss)
(Unaudited and presented in Canadian dollars)

For the three months ended	**Jan. 31, 2025**	**Jan. 31, 2024**
Expenses		
Consulting fees (note 12)	$ 250,500	$ 51,000
Exploration & evaluation expenditures (note 11)	30,072	70,956
Administration	19,686	16,685
Shareholder information	7,998	6,189
Professional fees	88	4,673
Share based payments (note 6, 7 & 12)	104,855	21,541
(Loss) from operations	(413,199)	(171,044)
Interest income	11,207	16,462
Gain (loss) on change in fair value of marketable securities (note 10)	5,388	2,694
Foreign exchange gain (loss)	1,024	-
Net loss and comprehensive loss	**$ (395,580)**	**$ (151,888)**
Basic and fully diluted loss per share (note 9)	**$ (0.005)**	**$ (0.002)**

The accompanying notes are an integral part of the condensed interim consolidated financial statements.

Fox River Resources Corporation
Condensed Interim Consolidated Statements of Cash Flows
(Unaudited and presented in Canadian dollars)

For the three months ended	Jan. 31, 2025	Jan. 31, 2024
Cash flows from operating activities		
Net loss	$ (395,580)	$ (151,888)
(Gain) loss on marketable securities (note 10)	(5,388)	(2,694)
Share based payments (note 6)	104,855	21,541
Changes in non-cash working capital items		
Accounts receivable	(8,717)	(3,273)
Prepaid expenses	(3,586)	17,135
Accounts payable and accrued liabilities	(36,616)	(304,082)
	(345,031)	(423,261)
Cash flows from financing activities		
Proceeds on issuance of common shares (note 5)	5,880,000	-
Share issue costs (note 5)	(23,189)	-
	5,856,811	-
Cash flows from investing activities		
	-	-
Net change in cash and cash equivalents	**5,511,780**	**(423,261)**
Cash and cash equivalents, beginning of period	626,095	1,717,475
Cash and cash equivalents, end of period	**$ 6,137,875**	**$ 1,294,214**
Supplemental cash flow information		
Interest received	$ 11,207	$ 16,462

The accompanying notes are an integral part of the condensed interim consolidated financial statements.

Fox River Resources Corporation
Condensed Interim Consolidated Statements of Changes in Shareholders' Equity (Deficit)
(Unaudited and presented in Canadian dollars)

	Number of shares	Share capital	Share based payment reserve	Warrant reserve	Deficit	Total
Balance, October 31, 2023	**64,473,085**	**$ 6,026,065**	**$ 1,133,215**	**$ 7,900**	**$ (5,764,113)**	**$ 1,403,067**
Net loss and comprehensive loss for the period	-	-	-	-	(151,888)	(151,888)
Balance, January 31, 2024	**64,473,085**	**$ 6,026,065**	**$ 1,133,215**	**$ 7,900**	**$ (5,916,001)**	**$ 1,251,179**
Issuance of shares upon exercise of options (note 6)	500,000	64,000	(29,000)	-	-	35,000
Share based payments (note 6)	-	-	145,663	-	-	145,663
Net loss and comprehensive loss for the period	-	-	-	-	(1,021,531)	(1,021,531)
Balance, October 31, 2024	**64,973,085**	**$ 6,090,065**	**$ 1,249,878**	**$ 7,900**	**$ (6,937,532)**	**$ 410,311**
Private placements (note 5)	14,700,000	5,880,000	-	-	-	5,880,000
Cost of issue of private placements (note 5)	-	(23,189)	-	-	-	(23,189)
Share based payments (note 6)	-	-	12,458	-	-	12,458
Net loss and comprehensive loss for the period	-	-	-	-	(395,580)	(395,580)
Balance, January 31, 2025	**79,673,085**	**$11,946,876**	**$ 1,262,336**	**$ 7,900**	**$ (7,333,112)**	**$ 5,884,000**

The accompanying notes are an integral part of the condensed interim consolidated financial statements.

1. REPORTING ENTITY AND NATURE OF OPERATIONS

Fox River Resources Corporation ("Fox River" or the "Company") was incorporated pursuant to the Canada Business Corporations Act under the name "9508309 Canada Inc." on November 12, 2015. Articles of amendment were subsequently filed on December 7, 2015 to change the name of the Company to "Fox River Resources Corporation". The registered office of the Company is located at 141 Adelaide Street West, Suite 301, Toronto, Ontario M5H 3L5. The Company has one wholly-owned subsidiary: Baltic Resources Inc. ("Baltic").

The Company's business plan includes acquiring, exploring, evaluating and developing mineral and natural resources properties such as its wholly-owned Martison Phosphate Project. The business involves a high degree of risk and the recoverability of the amounts expended on exploration and evaluation assets and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis.

2. BASIS OF PRESENTATION AND STATEMENT OF COMPLIANCE

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") on the basis of International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Accordingly, they do not include all of the information required for full annual financial statements as required by IFRS. These condensed interim consolidated financial statements are presented in Canadian dollars and should be read in conjunction with the Company's audited consolidated financial statements for the year ended October 31, 2024.

These condensed interim consolidated financial statements have been prepared on the basis of a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business, and on a historical cost basis except for the revaluation of certain financial instruments. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information. The Board of Directors approved the condensed interim consolidated financial statements and authorized their issuance on March 27, 2025.

3. MATERIAL ACCOUNTING POLICIES

The financial framework and accounting policies applied in the preparation of these condensed interim consolidated financial statements are consistent with those as disclosed in the most recently completed audited consolidated financial statements for the year ended October 31, 2024.

(a) Changes in accounting policies

The Company did not adopt any new accounting policies during the period ended January 31, 2025.

3. MATERIAL ACCOUNTING POLICIES (continued)

(b) Critical accounting estimates and significant judgements

The preparation of these consolidated financial statements requires management to make judgements and estimates the affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. The consolidated financial statements include judgements and estimates which, by their nature, are uncertain, and actual outcomes could differ. The impacts of such judgements and estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and also in future periods when the revision affects both current and future periods. The preparation of these consolidated financial statements required the following critical accounting estimates and significant judgements:

(i) The fair value of stock options and warrants issued are subject to the limitations of the Black Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in input assumptions can materially affect the fair value estimate.

(ii) The fair value of performance share units requires management to make a judgement in estimating the vesting period, which is highly subjective, and a change in this assumption can materially affect the fair value estimate.

(iii) The preparation of the financial statements requires management to make judgments regarding the going concern of the Company.

(iv) Management has exercised their judgment in determining the provision for future income taxes. The judgment is based on the Company’s current understanding of the tax law as it relates to the transactions and activities entered into by the Company.

(c) Functional and presentation currency

The condensed interim consolidated financial statements are presented in Canadian dollars, which is also the Company's and its subsidiary's functional currency.

4. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include money market instruments and Guaranteed Investment Certificates ("GICs") which are readily convertible into cash or have maturities at the date of purchase of less than ninety days.

	January 31, 2025	October 31, 2024
Cash	$ 6,137,875	$ 111,656
Money market instruments & GICs	-	514,439
Cash and cash equivalents	**$ 6,137,875**	**$ 626,095**

Restricted cash consists of GIC collateral of $10,000 for a corporate credit card.

(Unaudited and presented in Canadian dollars)

5. SHARE CAPITAL

The authorized share capital consists of an unlimited number of common shares with no par value and an unlimited number of non-voting special shares. As at January 31, 2025, the Company had 79,673,085 common shares issued and outstanding.

On November 27, 2024, the Company closed a non-brokered private placement of 7,200,000 common shares at a price of $0.40 per share for gross proceeds of $2,880,000. In connection with the private placement, the Company incurred cost of issue expenses totaling $17,032.

On December 11, 2024, the Company closed a non-brokered private placement of 7,500,000 common shares at a price of $0.40 per share for gross proceeds of $3,000,000. In connection with the private placement, the Company incurred cost of issue expenses totaling $6,157.

During the period ended January 31, 2025, nil share options were exercised. During the year ended October 31, 2024, a total of 500,000 share options were exercised for gross proceeds of $35,000 in exchange for the issuance of 500,000 common shares of the Company. The fair value of share options exercised was $29,000 which was reallocated from share based payment reserve to share capital.

	Number of Shares	Consideration
Balance, October 31, 2023	64,473,085	$ 6,026,065
Shares issued upon exercise of options (note 6)	500,000	64,000
Balance, October 31, 2024	64,973,085	$ 6,090,065
Issuance of common shares by private placement, net of costs	14,700,000	5,856,811
Balance, January 31, 2025	**79,673,085**	**$ 11,946,876**

6. SHARE BASED PAYMENTS

The Company has a Share Option Plan (the "Plan") under which it is authorized to grant options to purchase common shares of the Company to directors, senior officers, employees and/or consultants of the Company. The aggregate number of shares of the Company which may be issued and sold under the Plan will not exceed 10% of the total number of common shares issued and outstanding from time to time. Share options are granted with a maximum term of five years with vesting requirements at the discretion of the Board of Directors.

On March 28, 2024, the Company granted 520,000 share options to employees and consultants of the Company exercisable at $0.25 per share for a period of five years from the date of issuance. 430,000 of the share options vested immediately, and 30,000 share options vest every three months until December 28, 2024. The value ascribed to the 520,000 share options granted was estimated at $91,000 using the Black-Scholes model for option pricing. The assumptions used to determine the value were: share price - $0.235; expected dividend yield - 0%; weighted expected volatility - 98.62%; risk-free interest rate - 3.51% and an expected life of 5 years.

(Unaudited and presented in Canadian dollars)

6. SHARE BASED PAYMENTS (continued)

On September 23, 2024, the Company granted 120,000 share options to a consultant of the Company exercisable at $0.37 per share for a period of five years from the date of issuance. 30,000 of the share options vested immediately, and 30,000 share options vest every three months until June 23, 2025. The value ascribed to the 120,000 share options granted was estimated at $31,800 using the Black-Scholes model for option pricing. The assumptions used to determine the value were: share price - $0.355; expected dividend yield - 0%; weighted expected volatility - 99.48%; risk-free interest rate - 2.74% and an expected life of 5 years.

During the period ended January 31, 2025, $ 12,458 was recognized in the consolidated statement of operations and comprehensive loss with respect to these grants (Year ended October 31, 2024 - $ 145,663).

During the period ended January 31, 2025, no share options were exercised. During the year ended October 31, 2024, a total of 500,000 share options were exercised for gross proceeds of $35,000 in exchange for the issuance of 500,000 common shares of the Company. The fair value of share options exercised was $29,000 which was reallocated from share based payment reserve to share capital. The share price on the date of exercise was $0.275.

The following table reflects the continuity of share options for the period ended January 31, 2025 and year ended October 31, 2024.

	Options	Exercise price
Balance, October 31, 2023	4,800,000	$ 0.31
Granted	640,000	0.27
Exercised	(500,000)	0.07
Expired	(400,000)	0.25
Balance, October 31, 2024	4,540,000	0.33
Balance, January 31, 2025	**4,540,000**	**$ 0.33**

As at January 31, 2025, the following share options were outstanding and exercisable:

Expiry date	Outstanding	Exercisable	Exercise price
April 26, 2026	2,100,000	2,100,000	$ 0.41
February 15, 2028	1,800,000	1,800,000	0.25
March 28, 2029	520,000	520,000	0.25
September 23, 2029	120,000	60,000	0.37
Options outstanding and exercisable	**4,540,000**	**4,480,000**	**$ 0.33**

(Unaudited and presented in Canadian dollars)

7. PERFORMANCE SHARE UNITS

The Company has a Performance Share Unit Plan ("PSU Plan") under which Performance Share Units ("PSUs") may be granted to directors, officers, employees, and consultants of the Company. The purpose of the Company's PSU Plan is to advance the interests of the Company by providing a cash bonus to participants in the event of a change of control of the Company. PSUs vest and are redeemable only upon a change of control of the Company and will be settled in cash. The fair value of PSUs granted will be recorded as a liability, the value of which on any particular date being equal to the market value of the Company shares.

The following table reflects the continuity of PSUs for the period ended January 31, 2025 and year ended October 31, 2024.

	PSUs
Balance, October 31, 2023	2,125,000
Balance, October 31, 2024	2,125,000
Balance, January 31, 2025	**2,125,000**

On October 2, 2023, a total of 2,125,000 PSUs were granted with an expiry date of October 2, 2028. The vesting date of the PSUs is deemed to be the occurrence of a Change of Control, as determined by the Board of Directors. Management has estimated a vesting date of October 2, 2028. The share price on January 31, 2025 was $0.52 which resulted in a fair value of $1,105,000. The fair value will be recorded over the vesting period and at the end of each fiscal quarter the total performance share unit liability is marked to market based on the price of the Company's shares. During the period ended January 31, 2025, the Company recognized $92,397 in share-based payments expense relating to PSUs outstanding with an offset recorded in performance share unit liability (2024 - $21,541).

8. WARRANTS

No warrants were exercised during the period ended January 31, 2025 or year ended October 31, 2024.

The table below reflects the continuity of warrants for the period ended January 31, 2025 and year ended October 31, 2024.

	Number of Warrants	Allocated Value
Balance, October 31, 2023	52,500	$ 7,900
Balance, October 31, 2024	52,500	$ 7,900
Balance, January 31, 2025	**52,500**	**$ 7,900**

(Unaudited and presented in Canadian dollars)

8. WARRANTS (continued)

The exercise price and expiry date of the warrants outstanding as at January 31, 2025 are as follows:

Expiry date	Type	Number	Exercise price
March 15, 2025	Finders Warrants	52,500	$ 0.30

9. INCOME (LOSS) PER SHARE

The following table sets forth the computation of basic and diluted income (loss) per share:

	Three months ended Jan. 31, 2025	Three months ended Jan. 31, 2024
Net income (loss)	$ (395,580)	$ (151,888)
Weighted-average common shares outstanding:		
Basic	74,217,650	64,473,085
Diluted	74,217,650	64,473,085
Basic income (loss) per common share	**$ (0.005)**	**$ (0.002)**
Diluted income (loss) per common share	**$ (0.005)**	**$ (0.002)**

10. MARKETABLE SECURITIES

The Company did not buy or sell any marketable securities during the period ended January 31, 2025 and year ended October 31, 2024. The Company held the following marketable securities as at January 31, 2025:

Company	Security	Cost
Chibougamau Independent Mines Inc.	89,800 common shares	$ 11,979

Fair Value Oct. 31, 2023	Acquisition (Disposition)	Gain / (Loss) on Change in Fair Value	Fair Value Oct. 31, 2024	Acquisition (Disposition)	Gain / (Loss) on Change in Fair Value	Fair Value Jan. 31, 2025
$ 8,980	$ -	$ 3,592	**$ 12,572**	$ -	$ 5,388	**$ 17,960**

(Unaudited and presented in Canadian dollars)

11. EXPLORATION AND EVALUATION EXPENDITURES

The Company owns a 100% interest in the Martison Phosphate Project (the "Project"), which is located about 70 kilometers northeast of the town of Hearst, Ontario. The Project mining leases and claims cover a contiguous area of approximately 8,450 ha. The Company's interest in the Project is subject to a net sales returns ("NSR") royalty of 1% for all phosphate concentrate sold, a royalty of $0.40 per tonne of phosphate concentrate produced subject to escalation based on phosphoric acid prices, and a NSR royalty of 2% for all non-phosphate-related products sold. The Company has a one-time right to acquire the 1% NSR royalty prior to commencement of commercial production for $3,000,000.

The following table sets forth the items under exploration and evaluation expenditures:

	Three months ended Jan. 31, 2025	Three months ended Jan. 31, 2024
Technical and consulting	$ 20,204	$ 26,421
Storage and rent	5,400	5,400
Travel and transportation	2,244	-
Field Work	1,400	1,420
Leases and property taxes	825	-
Metallurgy and assays	-	19,286
Permitting and consultation	-	18,429
Exploration and evaluation expenditures	**$ 30,072**	**$ 70,956**

12. RELATED PARTY TRANSACTIONS

(a) Director and executive compensation

Director and executive compensation for the periods ended January 31, 2025 and 2024 consisted of the following:

	Three months ended Jan. 31, 2025	Three months ended Jan. 31, 2024
Cash compensation	$ 74,000	$ 36,000
Fair value of share based payments	82,614	19,260
Total	**$ 156,614**	**$ 55,260**

No share options were granted to officers and directors during the periods ended January 31, 2025 and 2024.

(Unaudited and presented in Canadian dollars)

12. RELATED PARTY TRANSACTIONS (continued)

(b) Director and executive transactions

The aggregate value of transactions and outstanding balances relating to entities over which directors and executive management have control or significant influence were as follows:

		Transaction value		Balance outstanding	
	Note	3 mo. ended Jan. 31, 2025	3 mo. ended Jan. 31, 2024	Jan. 31, 2025	Jan. 31, 2024
Consulting fees	(i)	$ 74,000	$ 36,000	$ -	$ -
Total		**$ 74,000**	**$ 36,000**	**$ -**	**$ -**

(i) The Company paid consulting fees totaling $37,000 to Stephen Case, the Chief Executive Officer and a Director, and consulting fees totaling $37,000 to Fraser Laschinger, the Chief Financial Officer.

13. COMMITMENTS AND CONTINGENCIES

(a) Mining leases

The Company has three 21-year mining leases with the Province of Ontario which grant the Company surface and mining rights to the Project. One of the mining leases commenced on August 1, 2023 and the remaining two on May 1, 2011. The aggregate annual payment for the three leases is estimated to be approximately $13,000.

14. CAPITAL MANAGEMENT

The Company's capital structure consists of shareholder's equity (deficit), which amounted to $5,884,000 on January 31, 2025. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. Neither the Company nor its subsidiary is subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the period ended January 31, 2025.

15. FINANCIAL RISK FACTORS

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

(a) Credit risk

The Company's cash balance of $6,137,875 (note 4) is held by a Schedule I Canadian Chartered Bank. The Company's cash equivalents balance of $ nil (note 4) primarily consists of investment savings accounts and/or guaranteed investment certificates issued by Schedule I Canadian Chartered Banks. The Company has no significant concentration of credit risk arising from operations. Management believes that the credit risk concentration with respect to financial instruments is remote.

(b) Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to fund its liabilities as they become due. All of the Company's financial liabilities have contractual maturities of less than 60 days and are subject to normal trade terms. As at January 31, 2025, the Company had cash and cash equivalents of $6,137,875 to settle current liabilities of $ 50,720.

(c) Interest rate risk

The Company has cash balances and no interest-bearing debt. Interest rate risk is remote.

(d) Market price risk

The Company is indirectly exposed to price risk with respect to the price of phosphate products. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company. Price risk is remote since the Company is not a producing entity.

(e) Marketable securities price risk

The Company is exposed to equity securities price risk because of the marketable securities held by the Company. The Company's marketable securities are not part of its core operations, and accordingly, gains and losses from these investments are not representative of the Company's performance. As at January 31, 2025, the impact of a 10% increase or decrease in the share prices of the marketable securities would have resulted in an increase or decrease of $1,796 that would have been included in net loss and comprehensive loss.

16. EVENTS AFTER THE REPORTING PERIOD

On March 3, 2025, a total of 52,500 warrants with an exercise price of $0.30 were exercised for gross proceeds of $15,750.