OROGEN

Condensed Interim Consolidated Financial Statements

For the Three-Month Periods Ended
March 31, 2025 and 2024

(Unaudited – Expressed in Canadian Dollars)

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Listing

TSX Venture Exchange: OGN
Shares Outstanding: 201,784,675

Orogen Royalties Inc.

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OROGEN ROYALTIES INC.

Condensed Interim Consolidated Statements of Financial Position
(Unaudited - Expressed in Canadian Dollars)

Current Assets	*Note*		**March 31, 2025**		December 31, 2024
Cash and cash equivalents	*5*	**$**	**14,776,853**	$	14,328,737
Short term investments	*5*		**8,980,165**		8,555,787
Marketable securities	*6*		**2,609,552**		1,615,060
Amounts receivable	*7*		**3,341,053**		3,718,793
Prepaid expenses and deposits			**200,387**		81,387
			29,908,010		28,299,764
Non-current Assets					
Royalty and mineral property interests	*10*		**41,424,732**		41,077,392
Property, plant and equipment, net	*8*		**246,484**		265,436
Reclamation bond	*10*		**115,834**		115,834
			41,787,050		41,458,662
Total Assets		**$**	**71,695,060**	$	69,758,426
Liabilities and Shareholders' Equity					
Liabilities					
Accounts payable and accrued liabilities	*11, 15*	**$**	**794,880**	$	669,705
Short term lease liabilities	*9*		**64,519**		64,112
Joint venture partner deposits			**344,038**		310,800
Income tax liability			**707,412**		408,546
			1,910,849		1,453,163
Non-current Liabilities					
Long term lease liabilities	*9*		**175,666**		192,558
			2,086,515		1,645,721
Shareholders' Equity					
Share capital	*13*		**83,557,560**		83,543,691
Contributed surplus			**3,601,577**		3,297,743
Accumulated deficit			**(17,550,592)**		(18,728,729)
			69,608,545		68,112,705
Total Liabilities and Shareholders' Equity		**$**	**71,695,060**	$	69,758,426

Approved and authorized for issue by the Board on May 30, 2025.

Samantha Shorter	*Roland Butler*
Director	***Director***

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

OROGEN ROYALTIES INC.

Condensed Interim Consolidated Statements of Income and Comprehensive Income
Three Month Periods Ended March 31,
(Unaudited - Expressed in Canadian Dollars)

	Note		2025		2024
Royalties					
Royalties revenue	10	$	2,067,673	$	1,478,699
Income from Royalties			2,067,673		1,478,699
Prospect Generation					
Revenue					
Gain from prospect generation activities	10	$	535,819	$	437,319
Income from Prospect Generation			535,819		437,319
Other Operations					
Revenue					
Interest income	5		261,359	$	111,804
			261,359		111,804
Expenses					
Accounting and legal			83,056		69,997
Depreciation	8		18,974		20,118
Foreign exchange loss (gain)			120,195		(89,767)
General and administrative			88,870		86,548
Investor services			26,529		24,323
Management and professional fees	15		91,464		86,859
Marketing services			34,103		56,059
Salaries and support services	15		804,537		757,539
Share-based compensation	13,15		404,714		336,414
Travel			33,169		30,871
			1,705,611		1,378,961
Loss from Other Operations			(1,444,252)		(1,267,157)
Operating Income Before the Following		$	1,159,240	$	648,861
Other income (loss)			19,943		-
Marketable securities fair value adjustment	6		598,649		(363,214)
Net Income Before Income Tax			1,777,832		285,647
Income tax (expense) recovery			(599,695)		-
Net Income and Comprehensive Income		$	1,178,137	$	285,647
Basic Income per Share	14	$	0.01	$	-
Diluted Income per Share	14	$	0.01	$	-
Weighted average shares outstanding- Basic	14		201,698,184		193,499,917
Weighted average shares outstanding- Diluted	14		212,931,684		211,917,530

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

OROGEN ROYALTIES INC.
Condensed Interim Consolidated Statements of Cash Flows
Three Month Periods Ended March 31,
(Unaudited - Expressed in Canadian Dollars)

	Note	**2025**	2024
Cash Flows Provided by Operating Activities			
Net income		**$ 1,178,137**	$ 285,647
Add (deduct) items not involving cash:			
Depreciation	*8*	**18,974**	20,118
Marketable securities fair value adjustment	*6*	**(598,649)**	363,214
Unrealized foreign exchange loss (gain)		**8,466**	(150,788)
Gain from JV activities	*10*	**(535,819)**	(437,319)
Income tax expense		**599,695**	-
Interest expense on operating lease		**4,193**	5,638
Share-based compensation	*13*	**404,714**	336,414
		1,079,711	422,924
Net change in non-cash working capital balances related to operations:			
Amounts receivables		**377,740**	95,671
Prepaid expenses and deposits		**(119,000)**	(37,593)
Accounts payable and accrued liabilities		**125,175**	85,660
Income tax liability		**(300,829)**	-
Joint venture partner deposits		**33,238**	327,118
Net Cash Flows Provided by Operating Activities		**1,196,035**	893,780
Cash Flows Provided (Used) by Investing Activities			
Purchase of short term investments	*5*	**(424,378)**	(188,723)
Net sale in marketable securities	*6*	**136,860**	-
Mineral property and royalty interests, net of recoveries	*10*	**(342,014)**	(115,839)
Net purchase of property, plant and equipment	*8*	**-**	(2,040)
Net Cash Flows Provided (Used) by Investing Activities		**(629,532)**	(306,602)
Cash Flows Provided (Used) By Financing Activities			
Cash used in cashless settlement of RSUs		**(87,011)**	-
Operating lease liabilities	*9*	**(20,678)**	(16,491)
Net Cash Flow Provided by Financing Activities		**(107,689)**	(16,491)
Effects of foreign currency translation on cash and cash equivalents		**(10,698)**	148,378
Increase in Cash and Cash Equivalents		**448,116**	719,065
Cash and Cash Equivalents, Beginning of the Period		**14,328,737**	6,383,521
Cash and Cash Equivalents, End of the Period		**$ 14,776,853**	$ 7,102,586
Cash and cash equivalents are comprised of:			
Cash		**$ 14,508,803**	$ 6,615,280
Cash restricted for exploration		**199,923**	426,160
Short-term money market instruments		**68,127**	61,146
		$ 14,776,853	$ 7,102,586
Supplemental Cash Flow Information:			
Commission fees paid on sale of short term investments		**$ 4,533**	$ -
Income taxes paid		**$ 414,521**	$ -
Interest received		**$ 424,378**	$ 111,804
Net marketable securities received for property option payments		**$ 535,819**	$ 400,000

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

OROGEN ROYALTIES INC.

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity
(Unaudited - Expressed in Canadian Dollars)

		Share Capital				
	Note	Shares	Amount	Contributed surplus	Accumulated deficit	Shareholders' equity
Balance, December 31, 2023		**193,448,012**	**$ 79,597,305**	**$ 3,305,596**	**$ (21,320,649)**	**$ 61,582,252**
Stock option exercise	*13*	161,136	82,789	(82,789)	-	-
Share-based compensation	*13*	-	-	336,414	-	336,414
Net income and comprehensive income		-	-	-	285,647	285,647
Balance, March 31, 2024		**193,609,148**	**$ 79,680,094**	**$ 3,559,221**	**$ (21,035,002)**	**$ 62,204,313**
Stock option exercise		922,067	244,659	(99,279)	-	145,380
Warrant exercise		7,115,545	3,618,938	(760,624)	-	2,858,314
Share-based compensation		-	-	598,425	-	598,425
Net income and comprehensive income		-	-	-	2,306,273	2,306,273
Balance, December 31, 2024		**201,646,760**	**$ 83,543,691**	**$ 3,297,743**	**$ (18,728,729)**	**$ 68,112,705**
Restricted share units exercise	*13*	137,915	13,869	(100,880)	-	(87,011)
Share-based compensation		-	-	404,714	-	404,714
Net income and comprehensive income		-	-	-	1,178,137	1,178,137
Balance, March 31, 2025		**201,784,675**	**$ 83,557,560**	**$ 3,601,577**	**$ (17,550,592)**	**$ 69,608,545**

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

1. NATURE OF OPERATIONS

Orogen Royalties Inc. (the "Company" or "Orogen"), is a royalty and mineral exploration company with a diverse portfolio of precious metal royalties and copper, gold and silver exploration projects in Canada, United States, Mexico, Argentina, Kenya and Colombia. The Company has two business segments – mineral royalties and mineral exploration project generation. The Company also owns a geological database covering parts of Mexico, central Asia, South Pacific, western Canada and western United States.

Orogen uses prospect generation to manage exploration and financial risks. Prospect generation allows Orogen to grow its existing royalties and securities assets in a disciplined and sustainable manner, while gaining exposure to exploration opportunities and discoveries. In addition, Orogen is positioned to operate counter-cyclical to the market by acquiring exploration targets when the projects are inexpensive and sell them into well capitalized markets when the project demand is strong. The foundation of the Company's royalties has been built on prospect generation and has resulted in two discoveries including the Ermitaño project that is currently in production, operated by First Majestic Silver Corp., and the Expanded Silicon gold project, operated by AngloGold Ashanti NA, that is currently under exploration.

Orogen identifies, stakes, and acquires new projects and performs early-stage work to demonstrate their geologic potential. The Company then seeks partners who bring the capital and expertise to delineate a mineral deposit. Orogen retains exposure to the property through royalties, milestone payments, and equity consideration. Orogen also seeks to grow its royalties portfolio through the acquisition of new royalties.

The Company was incorporated on May 11, 2005, and is a reporting issuer in British Columbia, Alberta, Saskatchewan, and Ontario. The shares of the Company commenced trading on the TSX Venture Exchange (the "Exchange") on January 25, 2011. On August 18, 2020, the Company acquired Renaissance Gold Inc. through a Plan of Arrangement under the Business Corporations Act (British Columbia) and was renamed Orogen Royalties Inc. The Company commenced trading on the Exchange under the symbol OGN on August 20, 2020.

On April 21, 2025, the Company entered into a definitive agreement with Triple Flag Precious Metals Corp. ("Triple Flag"), pursuant to which Triple Flag will acquire all of the issued and outstanding common shares of Orogen pursuant to a plan of arrangement (the "Transaction") for total consideration of approximately $421 million, or $2.00 per share. The total consideration consists of approximately $171.5 million in cash, approximately $171.5 million in Triple Flag shares, and shares of a new company ("Orogen Spinco") with an implied value of approximately $78 million. Orogen Spinco will hold all of Orogen's mineral interests except for the 1.0% Expanded Silicon NSR royalty. Upon Orogen Spinco going public, Triple Flag has agreed to separately invest $10 million to obtain an approximate 11% interest in Orogen Spinco (see Note 18).

The head office, principal registered, and records office of the Company are located at 1015-789 West Pender Street, Vancouver, British Columbia, Canada, V6C 1H2.

(Unaudited - Expressed in Canadian Dollars)

2. STATEMENT OF COMPLIANCE

These condensed interim consolidated financial statements have been prepared in accordance with IFRS Accountant Standards, as issued by the International Accounting Standards Board ("IFRS Accounting Standards").

Except for cash flow information and financial instruments measured at fair value, these condensed interim consolidated financial statements were prepared on a historical cost basis using the accrual basis of accounting.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES

The material accounting policies applied in the preparation of these condensed interim consolidated financial statements are set out below.

(a) Basis of consolidation

	Place of incorporation	Proportion of ownership interest March 31, 2025	Proportion of ownership interest December 31, 2024	Principal activity
1174610 B.C. Ltd.	British Columbia	100%	100%	Holding company
Evrim Exploration Canada Corp.	British Columbia	100%	100%	Mineral exploration
Renaissance Exploration Inc.	Nevada, USA	100%	100%	Mineral exploration
Evrim Resources (Barbados) Ltd.	Barbados	100%	100%	Holding company
Minera Evrim, S.A. de C.V.	Sonora, Mexico	100%	100%	Mineral exploration
Servicios Mineros Orotac, S.A. de C.V.	Sonora, Mexico	100%	100%	Service company
Opata Resources, S.A. de C.V.	Sonora, Mexico	100%	100%	Mineral exploration
Minera Inmet Mexico S.A. de C.V.	Sonora, Mexico	100%	100%	Holding company
Renaissance Gold Inc.	British Columbia	100%	100%	Mineral exploration
Orogen Exploration Inc.	Wyoming, USA	100%	100%	Mineral exploration

The financial statements of subsidiaries are included in the condensed interim consolidated financial statements from the date that control commenced until the date that control ceases. Control is based on whether an investor has power over the investee and the ability to use its power over the investee to affect the value of returns. All significant intercompany transactions and balances have been eliminated.

(b) Use of estimates

The preparation of condensed interim consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenues and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances and which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

(b) Use of estimates (Continued)

estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and further periods if the revision affects both current and future periods.

Significant assumptions about the future and other sources of estimation uncertainty that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

(i) Share-based compensation

The fair value of share-based compensation is 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, for which changes in subjective input assumptions can materially affect the fair value estimate.

(ii) Valuation of deferred tax assets and liabilities

The Company estimates the expected manner and timing of the realization or settlement of the carrying value of its assets and liabilities and applies the tax rates that are enacted or substantively enacted on the estimated dates of realization or settlement.

(iii) Leases

Management uses estimation in determining the incremental borrowing rate used to measure the lease liability, specific to the asset, underlying currency and geographic location. Future lease payments can arise from a change in an index or borrowing rate, if there is a change in the Company's estimate of the expected payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right of use (“ROU”) asset or is recorded to the statement of loss if the carrying amount of the ROU asset has been reduced to zero.

(iv) Impairment

After ownership of mineral property interests and royalty assets are established, acquisition, geological, exploration, and early-stage project generation costs incurred directly by the Company are capitalized on a property-by-property basis until the property is placed into production, sold, allowed to lapse or abandoned. Where an indicator of impairment exists, the carrying costs are reduced to the recoverable amount and an impairment expense is recognized in profit or loss. The

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

(b) Use of estimates (Continued)

(iv) Impairment (Continued)

Company conducts impairment tests on each asset or cash-generating unit ("CGU") at the end of each reporting period to determine the future economic and commercial benefit of the project. Since the Company's mineral property interests are generally early stage, unless fair value can be established, recoverable amount is generally nil and impairment expense, when recognized, is the carrying costs.

(v) Valuation of private investments

From time to time, the Company takes ownership of common shares of private companies as part of consideration received from its prospect generation activities. At every reporting period, these investments are valued at fair value based on quoted prices in active markets and when that information is not available, estimates are made by management using inputs from observable market data, the underlying company's recently completed equity financing, equity issuance and/or equity investments made by a third party. Changes in these assumptions and inputs could affect the reported fair value of these financial instruments.

(c) Critical Accounting Judgments

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments.

(i) Determination of functional currency

Several factors were considered in making the judgment that the primary economic environment for the Company and all subsidiaries is the Canadian dollar ("CAD"). A large segment of the Company's revenues, including royalty revenue, is transacted, and settled in US dollars. However, all other financial functions such as intercompany funding, operating expenses, and capital expenditure are mostly transacted in CAD. All foreign subsidiaries are operated as an extension of the reporting entity without a significant degree of autonomy and require significant resources provided by Orogen. Orogen finances its operations through working capital, proceeds from the exercise of Stock Options and Warrants, and equity financing. Even though Orogen has not raised funds through equity financing over the past couple of years, these are transacted in CAD. As such, for the periods ended March 31, 2025, and 2024, the CAD more faithfully reflects the underlying events and conditions relevant to the Company.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

(c) Critical Accounting Judgments (Continued)

(ii) Right of use assets and lease liability

The Company applies judgement in determining whether the contract contains an identified asset, whether they have the right to control the asset and the lease term and if liability exists at the time of the inception of the contract. The lease term is based on considering facts and circumstances, both qualitative and quantitative, that can create an economic incentive to exercise renewal options. Management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option as well as determining when the liability on a contract exists.

(iii) Recoverability of amounts receivables

The Company's amounts receivables are mainly comprised of trade receivables from its royalty assets, recoveries on alliance activities, and tax receivables. The Company considers trade receivables to be collectable as they are only recognized when the revenues or recoveries are established. The Company only recognizes recoveries from option payments on active option agreements when they are received, not when they are due. As such, the Company does not estimate or record allowance for bad debt.

(iv) Impairment of mineral properties

The Company conducts impairment tests at the end of each reporting period to determine the future economic and commercial benefit of its mineral properties and royalty assets. Changes in conditions may give rise to impairment charges or reversals of impairment in a particular year. Where an indicator of impairment exists, an estimate of the recoverable amount is made, which is the higher of the fair value less costs to sell and value in use. Due to the early-stage nature of the mineral property assets, determining the value in use with mineral resource estimates and assumptions including commodity price forecasts, initial and sustaining capital requirements, future operating performance, and discount rate are limited. Instead, fair value is used by determining the amount that would likely be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. If the recoverable amount of the mineral property is less than its carrying value, the carrying value is reduced to the recoverable amount and an impairment expense is recognized in profit or loss.

(d) Presentation and functional currency

The Company's presentation currency is the CAD. The functional currency of Orogen and its subsidiaries is the CAD.

(Unaudited - Expressed in Canadian Dollars)

4. CAPITAL MANAGEMENT

The capital structure of the Company consists of equity attributable to common shareholders comprising share capital, contributed surplus and accumulated deficit. The Company's objectives when managing its capital are to safeguard its assets and enable it to provide shareholder returns and benefits for all stakeholders by identifying and acquiring mineral property prospects that can be monetized and create royalties profitably through sale or earn-in agreements. These objectives remain unchanged from previous years.

The Company manages and adjusts its capital structure in response to changes in the risk characteristics of its underlying assets and/or changes in economic conditions. To maintain or adjust the capital structure, the Company may issue new shares or other equity instruments. The Company is not subject to externally imposed capital requirements.

5. CASH AND CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS

Cash and cash equivalents include $14,708,726 (December 31, 2024 - $14,260,571) in the operating bank accounts and $68,127 (December 31, 2024 - $68,166) of short-term guaranteed investment certificates ("GICs") that are cashable within three months. As of March 31, 2025, $199,923 in cash and cash equivalents were restricted for exploration expenditures (December 31, 2024 - $270,800).

Short-term investments include $8,980,165 (December 31, 2024 - $8,555,787) of GICs with maturities ranging from ten months to one year earning interest from 2.70% to 3.65% (December 31, 2024 - 3.50% to 5.65%). The Company received $261,359 (2024 - $111,804) in interest income for the three-month period ended March 31, 2025.

6. MARKETABLE SECURITIES

Fair value as at December 31, 2023	**$ 2,664,277**
Shares received- Kingfisher Metals Corp.	400,000
Fair value adjustment	(363,217)
Foreign exchange gain	7,722
Fair value as at March 31, 2024	**$ 2,708,782**
Shares sold	(408,793)
Fair value adjustment	(688,900)
Foreign exchange gain	3,971
Fair value as at December 31, 2024	**$ 1,615,060**
Shares received- Kingfisher Metals Corp.	500,000
Shares received- Eminent Gold Corp.	32,889
Shares sold	(136,860)
Fair value adjustment	598,649
Foreign exchange loss	(186)
Fair value as at March 31, 2025	**$ 2,609,552**

(Unaudited - Expressed in Canadian Dollars)

6. MARKETABLE SECURITIES (CONTINUED)

During the three-month period ended March 31, 2025, the Company received:

(i) 1,666,666 common shares of Kingfisher Metals Corp. with a fair value of $500,000 as consideration for the second anniversary payment of the March 25, 2023 option agreement on Ball Creek East (Hwy 37); and

(ii) 72,692 common shares of Eminent Gold Corp. ("Eminent") with a fair value of $32,889 (US$22,500) in connection with the December 11, 2024 purchase and sales agreement whereby Eminent acquired 100% rights, title and interest of the Celts. The Company also received US$15,000 in cash.

During the three-month period ended March 31, 2024, the Company received:

(i) 8,000,000 common shares of Kingfisher Metals Corp. with a fair value of $400,000 as consideration for the first anniversary payment of the March 25, 2023 option agreement on Ball Creek East (Hwy 37).

7. AMOUNTS RECEIVABLE

		March 31, 2025		December 31, 2024
Trade receivables	**$**	**3,257,194**	$	3,639,336
Current tax receivables		**83,859**		79,457
	$	**3,341,053**	$	3,718,793

All receivables are current (less than 30 days) except for the current tax receivable of which $83,859 (December 31, 2024 - $79,457) is between 90 to 180 days.

(Unaudited - Expressed in Canadian Dollars)

8. PROPERTY, PLANT AND EQUIPMENT

Cost	Computer Equipment and Software	Field Equipment	Leasehold Improvements	Mobile Equipment	Office Equipment and Furniture	Right of Use Assets	Total
Balance as at December 31, 2023	$ 422,427	$ 33,575	$ 16,995	$ 33,384	$ 62,025	$ 728,264	$ 1,296,670
Acquisitions (Dispositions)	2,040	-	-	-	-	-	2,040
Balance as at March 31, 2024	$ 424,467	$ 33,575	$ 16,995	$ 33,384	$ 62,025	$ 728,264	$ 1,298,710
Acquisitions (Dispositions)	(308)	-	-	-	(1,108)	122,020	120,604
Balance as at December 31, 2024	$ 424,159	$ 33,575	$ 16,995	$ 33,384	$ 60,917	$ 850,284	$ 1,419,314
Acquisitions (Dispositions)	-	-	-	-	-	-	-
Balance as at March 31, 2025	**$ 424,159**	**$ 33,575**	**$ 16,995**	**$ 33,384**	**$ 60,917**	**$ 850,284**	**$ 1,419,314**

Accumulated depreciation							
Balance as at December 31, 2023	$ (393,624)	$ (33,575)	$ (16,995)	$ (26,095)	$ (51,045)	$ (554,538)	$ (1,075,872)
Depreciation	$ (3,629)	$ -	$ -	$ (439)	$ (686)	$ (15,364)	$ (20,118)
Foreign Exchange	$ (16)	$ -	$ -	$ (1)	$ (4)	$ 1,624	$ 1,603
Balance as at March 31, 2024	$ (397,269)	$ (33,575)	$ (16,995)	$ (26,535)	$ (51,735)	$ (568,278)	$ (1,094,387)
Depreciation	(10,438)	-	-	(1,345)	(1,204)	(47,819)	(60,806)
Foreign Exchange	183	-	-	(86)	(11)	1,229	1,315
Balance as at December 31, 2024	$ (407,524)	$ (33,575)	$ (16,995)	$ (27,966)	$ (52,950)	$ (614,868)	$ (1,153,878)
Depreciation	(2,326)	-	-	(282)	(441)	(15,925)	(18,974)
Foreign Exchange	(1)	-	-	2	-	21	22
Balance as at March 31, 2025	**$ (409,851)**	**$ (33,575)**	**$ (16,995)**	**$ (28,246)**	**$ (53,391)**	**$ (630,772)**	**$ (1,172,830)**

Carrying amounts							
December 31, 2023	$ 28,803	$ -	$ -	$ 7,289	$ 10,980	$ 173,726	$ 220,798
March 31, 2024	$ 27,198	$ -	$ -	$ 6,849	$ 10,290	$ 159,986	$ 204,323
December 31, 2024	$ 16,635	$ -	$ -	$ 5,418	$ 7,967	$ 235,416	$ 265,436
March 31, 2025	**$ 14,308**	**$ -**	**$ -**	**$ 5,138**	**$ 7,526**	**$ 219,512**	**$ 246,484**

(Unaudited - Expressed in Canadian Dollars)

9. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

The Company has lease agreements which qualify for reporting under IFRS 16 *Leases*. During the three-month period ended March 31, 2025, the Company paid $20,678 (2024 - $16,491) to leases of which $16,360 (2024 - $10,853) was recorded against lease liabilities and $4,193 (2024 - $5,638) was recorded as interest expense. The continuity of lease liabilities for ROU assets (Note 8) for periods ended March 31, 2025 and 2024 are as follows:

Lease Liabilities		
Lease Liabilities, December 31, 2023	$	191,230
Lease payments		(12,556)
Lease Liabilities, March 31, 2024	$	178,674
Addition		122,020
Lease payments		(44,024)
Lease Liabilities, December 31, 2024	$	256,670
Lease payments		(16,485)
Lease Liabilities, March 31, 2025	**$**	**240,185**

Lease Liabilities		**March 31, 2025**		December 31, 2024
Current portion	**$**	**64,519**	$	64,112
Long-term portion		**175,666**		192,558
	$	**240,185**	$	256,670

10. ROYALTY AND MINERAL PROPERTY INTERESTS

Exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable operations. Many of the Company’s mineral property interests are located outside of Canada and are subject to the risks associated with foreign investment, including increases in taxes and royalties, renegotiations of contracts, currency exchange fluctuations and political uncertainty. Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, these procedures do not guarantee the Company’s title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory requirements. These risks are not unique to foreign jurisdictions and apply equally to the Company’s property interests in Canada.

(Unaudited - Expressed in Canadian Dollars)

10. MINERAL PROPERTY INTERESTS (CONTINUED)

The Company reports the following property updates and changes that took place during the three-month period ended March 31, 2025:

Mexico

I. Ermitaño: The project is located in Sonora, Mexico.

(a) *Sale Agreement:* In September 2018, the Company transferred 100% of its interest in the property to First Majestic Silver Corp. ("First Majestic") for US$1,000,000 subject to a 2.0% NSR royalty.

(b) *Royalty Revenue:* For the three-month period ended March 31, 2025, the Company recorded $2,067,673 (2024 - $1,478,699) in royalty revenue generated from the Ermitaño mine. This represents 497 GEOs (2024 - 508 GEOs), a reduction of 2% from 2024, based on an average price of US$2,860 (2024 - US$2,070) per ounce.

Canada

I. **Ball Creek East (HWY 37):** Consists of 35,080 hectares of mineral claims:

(a) *Option Agreement:* On March 25, 2023, the Company announced that it has entered into an option agreement with Kingfisher Metals Inc. ("Kingfisher") whereby Kingfisher can earn 100% interest in Ball Creek East (HWY 37) by meeting the following obligations:

	Fair Value of Common Shares to be Issued	**Status**	**Additional Consideration**	**Minimum Exploration Expenditures**	**Status**
On signing	$300,000	*Received*	1.0% NSR on Ecstall Project	-	-
March 25, 2024 (1st anniversary)	$400,000	*Received*	-	$500,000	*Completed*
March 25, 2025 (2nd anniversary)	$500,000	*Received*	-	$1,000,000	*Completed*
March 25, 2026 (3rd anniversary)	$1,000,000		-	$2,000,000	
March 25, 2027 (4th anniversary)	$1,300,000		-	$4,000,000	
Total	$3,500,000		-	$7,500,000	

Upon exercise of the option agreement, Kingfisher will transfer to Orogen the right to acquire 1.0% NSR royalty of the underlying agreement on the project held by Sandstorm. As additional consideration of the option agreement, Kingfisher also granted the Company 1.0% NSR on its Ecstall project, located in Central Coast BC, Canada. However, this project was subsequently dropped by Kingfisher on May 30, 2024.

10. MINERAL PROPERTY INTERESTS (CONTINUED)

During the three-month period ended March 31, 2025, the Company received 1,666,666 common shares of Kingfisher with a fair value of $500,000 as consideration for the second anniversary and a gain of $500,000 was recorded. The gain was due to total recoveries from considerations received which were greater than the project's total carrying cost.

United States

I. **Nevada Generative Alliance:** On September 12, 2022, the Company announced a generative exploration alliance (the "Alliance") with a subsidiary of Altius Minerals Corporation ("Altius"). The Alliance focuses on generating gold and silver targets considered geologically similar to the recent major gold deposit discovery at Silicon in the Walker Lane trend in Nevada, US. The initial annual budget of US$300,000 was fully funded by Altius while the Company provides technical expertise and extensive technical database. Once a project is designated, ongoing expenses and recoveries are shared equally between the Company and Altius. On February 1, 2025, the Company and Altius Minerals Corporation agreed to renew the Nevada generative exploration alliance to December 31, 2025.

II. **Celts:** is an epithermal gold-silver project in Walker Lane, Nevada acquired through the Nevada Generative Alliance with Altius.

(a) *Sale Agreement:* The Company entered into a purchase and sales agreement with Eminent Gold Corp. ("Eminent") on December 11, 2024, whereby Eminent acquired 100% rights, title and interest of the Celts project for a total consideration of US$400,000 by paying US$30,000 in cash and US$45,000 in common shares at closing, and US$325,000 in cash and/or shares at the discretion of Eminent, within six months from the date of the agreement. Eminent will also grant a 3% NSR royalty, of which 1% can be purchased for US$1.5 million. Total consideration received and NSR royalty retained was split evenly between the Company and Altius per the terms of the Nevada Generative Alliance.

During the three-month period ended March 31, 2025, the Company received 72,692 common shares of Eminent with a fair value of $32,889 (US$22,500) in connection with the transaction.

III. **Ecru:** The Company holds 100% interest in the Ecru property located in Nevada.

(a) *Option Agreement:* On March 8, 2021, the Company signed an option agreement with Moneghetti Minerals Limited ("Moneghetti") to option the Ecru gold project located in Nevada. Moneghetti can acquire a 100% interest in Ecru by making cash payments of US$2.5 million, work expenditures of US$5.0 million over a six-year period according to the following schedule:

(Unaudited - Expressed in Canadian Dollars)

10. MINERAL PROPERTY INTERESTS (CONTINUED)

	Cash payments (US$)	Status	Minimum aggregate work expenditure (US$)	Status
On signing	$25,000	*Received*	-	-
September 2, 2022 (18 months)	$50,000	*Received*	$200,000	*Completed*
September 2, 2023 (30 months)	$50,000	*Received*	$500,000	*In Default*
September 2, 2024 (42 months)	$100,000	*Received $25,000*	$1,000,000	*In Default*
September 2, 2025 (54 months)	$100,000		$2,000,000	
September 2, 2026 (66 months)	$175,000		$3,000,000	
March 2, 2027 (72 months)	$2,000,000		$5,000,000	
Total	**$2,500,000**			

The Company retains a 2.0% NSR royalty on the property. Moneghetti will also make annual payments of US$50,000 starting on the first year of exercising the option until the project is placed into commercial production. In addition, Moneghetti will pay US$7.50 per ounce to a maximum US$7.5 million on all mineral resources and reserves at the time of a production decision.

During the three-month period ended March 31, 2025, the Company received $35,940 (US$25,000) as partial payment for the 42-month anniversary option payment and a gain of $35,819 was recorded. The gain was due to total recoveries from considerations received which were greater than the project's total carrying cost.

<u>Prospect Generation Operations</u>

During the three-month period ended March 31, 2025, the Company generated $535,819 (2024 - $437,319) in total revenue from prospect generation operations which is comprised of gains recorded from option agreements.

The Company capitalized $630,561 (2024 - $210,164) in acquisition and exploration expenditures to mineral property interests and recognized $824,366 (2024 - $494,325) in recoveries from expense reimbursements and payments from partners on active earn-in agreements, joint ventures, or alliances. The total carrying value of mineral exploration assets as at March 31, 2025 was $41,424,732 (December 31, 2024 - $41,077,392).

Reclamation Bonds

As at March 31, 2025, the Company holds $115,834 (December 31, 2024 - $115,834) of reclamation bonds.

(Unaudited - Expressed in Canadian Dollars)

10. MINERAL PROPERTY INTERESTS (CONTINUED)

Exploration Expenditures

The following table summarizes the movement in the Company’s mineral properties during the three-month period ended March 31, 2025:

Mineral Property Interests	Location	Status	Operator	December 31, 2024	Additions	Recoveries	Gain (Loss)	Foreign Exchange	March 31, 2025
Ball Creek East	Canada	Optioned	Kingfisher Metals Corp.	-	-	(500,000)	500,000	-	-
Generative	Canada	Generative		-	94,122	-	-	-	94,122
Lemon Lake	Canada	Available		195,533	-	-	-	-	195,533
TCS	Canada	Available		183,756	-	-	-	-	183,756
Nevada Gold Alliance	U.S.	Alliance	Orogen and Altius Minerals Corporation	-	12,245	(12,245)	-	-	-
Nevada Copper Alliance	U.S.	Alliance	Orogen and Altius Minerals Corporation	-	52,461	(52,461)	-	-	-
Nevada Cedar Wash Allian	U.S.	Alliance	Orogen and Altius Minerals Corporation	-	1,121	(1,121)	-	-	-
Tabor	U.S.	Optioned	i-80 Gold Corp.	87,345	-	-	-	(4)	87,341
Firenze	U.S.	Available		37,161	4,987	(2,494)	-	(37)	39,617
Ecru	U.S.	Optioned	Moneghetti Minerals Limited	-	14	(35,940)	35,819	107	-
Generative	U.S.	Generative		-	117,951	-	-	-	117,951
Si2	U.S.	Optioned	K2 Gold Corporation Inc.	-	-	-	-	40	40
Ghost Ranch	U.S.	Optioned	Ivy Minerals Inc.	295,539	-	-	-	(571)	294,968
Hot Tip	U.S.	Available		40,322	2,080	(1,041)	-	(37)	41,324
Lone Mountain	U.S.	Alliance	South 32	-	48,838	-	-	-	48,838
Maggie Creek	U.S.	Optioned	Nevada Gold Mines LLC	-	-	-	-	42	42
Manhattan Gap	U.S.	Optioned	Stampede Metals Corp.	-	-	-	-	151	151
Silicon	U.S.	Royalty	Anglo Gold Ashanti NA	36,602,063	-	-	-	-	36,602,063
Spring Peak	U.S.	Optioned	Acme Company Limited	245,304	-	-	-	9	245,313
Table Mountain	U.S.	Available		-	127	(63)	-	-	64
Pearl String	U.S.	Available		87,622	870	-	-	(80)	88,412
Wyoming Alliance	U.S.	Alliance	BHP Xplor	-	219,001	(219,001)	-	-	-
Generative Mexico	Mexico	Generative		-	67			-	67
Llano del Nogal	Mexico	-		638,238	76,677	-	-	3,871	718,786
La Verdad	Mexico	-		61,548	-	-	-	547	62,095
Agua Zarca	Mexico	-		62,457	-	-	-	1,001	63,458
La Rica	Colombia	Royalty	Private Company	2,370,154	-	-	-	-	2,370,154
Lake Victoria Fields	Kenya	Royalty		170,350	-	-	-	-	170,350
Ending Balance				**$ 41,077,392**	**$ 630,561**	**$ (824,366)**	**$ 535,819**	**$ 5,326**	**$ 41,424,732**

(Unaudited - Expressed in Canadian Dollars)

10. MINERAL PROPERTY INTERESTS (CONTINUED)

<u>Exploration Expenditures</u> (Continued)

The following table summarizes the movement in the Company's mineral properties during the three-month period ended March 31, 2024:

Mineral Property Interests	Location	Status	Operator	December 31, 2023	Additions	Recoveries	Gain (Loss)	Translation	March 31, 2024
Ball Creek East	Canada	Optioned	Kingfisher Metals Corp.	1,231	-	(400,000)	398,769	-	-
Generative	Canada	Generative		-	13,813	-	-	-	13,813
Lemon Lake	Canada	Available		156,216	438	-	-	-	156,654
Cuervo	Canada	Available		174,449	121	-	-	-	174,570
TCS	Canada	Available		163,147	18,276	-	-	-	181,423
Nevada Gold Alliance	U.S.	Alliance	Orogen and Altius Minerals Corporation	-	21,479	(21,479)	-	-	-
Nevada Copper Alliance	U.S.	Alliance	Orogen and Altius Minerals Corporation	-	24,723	(24,723)	-	-	-
Tabor	U.S.	Optioned	i-80 Gold Corp.	86,956	-	-	-	108	87,064
Callaghan	U.S.	Available		55,448	-	-	-	1,358	56,806
Celts	U.S.	Available		24,021	-	-	-	(588)	23,433
Firenze	U.S.	Available		23,698	-	-	-	(581)	23,117
Ecru	U.S.	Optioned	Moneghetti Minerals Limited	-	14	(36,906)	38,550	(1,658)	-
Generative	U.S.	Generative		-	110,006	-	-	-	110,006
Si2	U.S.	Optioned	K2 Gold Corporation Inc.	996	-	-	-	(996)	-
Ghost Ranch	U.S.	Optioned	Ivy Minerals Inc.	294,957	-	-	-	162	295,119
Hot Tip	U.S.	Available		586	21,294	(11,217)	-	(14)	10,649
Jake Creek	U.S.	Available		48,305	-	-	-	(5,791)	42,514
Maggie Creek	U.S.	Optioned	Nevada Gold Mines LLC	2,659	-	-	-	(2,659)	-
Manhattan Gap	U.S.	Optioned	Stampede Metals Corp.	2,547	-	-	-	(2,547)	-
Raven	U.S.	Available		644,847	-	-	-	(899)	643,948
Silicon	U.S.	Royalty	Anglo Gold Ashanti NA	36,602,063	-	-	-	-	36,602,063
Spring Peak	U.S.	Optioned	Acme Company Limited	246,132	-	-	-	(231)	245,901
Pearl String	U.S.	Optioned	Barrick Gold Corporation	2,969	-	-	-	(73)	2,896
Llano del Nogal	Mexico	Available		419,559	-	-	-	903	420,462
La Verdad	Mexico	-		65,931	-	-	-	1,778	67,709
Agua Zarca	Mexico	-		70,470	-	-	-	3,110	73,580
La Rica	Colombia	Royalty	Private Company	2,370,154	-	-	-	-	2,370,154
Lake Victoria Fields	Kenya	Royalty		170,350	-	-	-	-	170,350
Total				**$ 41,627,691**	**$ 210,164**	**$ (494,325)**	**$ 437,319**	**$ (8,618)**	**$ 41,772,231**

(Unaudited - Expressed in Canadian Dollars)

11. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

		March 31, 2025		December 31, 2024
Trade payables	**$**	**729,159**	$	577,460
Accrued liabilites		**65,721**		92,246
	$	**794,880**	$	669,706

The average credit period of purchases is one month. The Company has financial risk management policies in place to ensure that all payables are paid within the agreed-upon credit terms.

12. COMMITMENTS AND CONTINGENCIES

I. **Office Lease: Reno, Nevada** – The Company entered into an office lease agreement for its Nevada operations commencing on April 1, 2022, expiring on March 31, 2028. Commitment outstanding within the next twelve months is $39,587 lease and operating costs, and the estimated remaining life of the lease is $94,784. These future payments were estimated on an undiscounted basis.

II. **Office Lease: Vancouver, BC** – The Company entered into a new office lease agreement for its Vancouver office commencing May 1, 2022, until April 30, 2028. Commitment outstanding within the next twelve months is $43,902 for lease and operating costs, and the estimate for the remaining life of the lease is $95,968. These future payments were estimated on an undiscounted basis.

III. **Office Equipment Lease**: **Reno, Nevada** – The Company entered into a new office equipment lease agreement for its Reno office commencing on November 1, 2023, until October 31, 2028. Commitment outstanding within the next twelve months is $2,043 for lease and operating costs, and the estimate for the remaining life of the lease is $5,279. These future payments were estimated on an undiscounted basis.

See Note 9 on addition to right-of-use assets and lease liabilities.

		Less than one year		**One to four years**		**Total**
Canada						
Office Lease	$	43,902	$	95,968	$	139,870
US						
Office Equipment Lease		2,043		5,279		7,322
Office Lease		39,587		94,784		134,371
	$	**85,532**	**$**	**196,031**	**$**	**281,563**

13. SHARE CAPITAL

(a) Authorized and issued

The Company's authorized share capital is an unlimited number of common shares without par value and as at March 31, 2025, the Company had 201,784,675 (December 31, 2024 - 201,646,760) common shares outstanding.

Stock options exercise

No common shares were issued during the three-month period ended March 31, 2025, for stock option exercises.

During the three-month period ended March 31, 2024, 319,500 Stock Options were exercised cashless and 158,364 common shares were returned to treasury and cancelled. The weighted average exercise price of options exercised was $0.38 per share, the Company issued 161,136 common shares and received gross proceeds of $Nil and $82,789 was reclassed from contributed surplus to capital stock.

Settlement of restricted share units

During the three-month period ended March 31, 2025, 194,000 RSUs with a grant date fair value of $0.52 per unit were settled including 158,000 RSUs that were settled cashless. The Company issued 137,915 common shares, 56,085 common shares were returned to treasury and cancelled, and the Company paid $87,011 for withholding taxes on behalf of the RSU holders.

No common shares were issued during the three-month period ended March 31, 2024, for RSU settlement.

(b) Omnibus Equity Compensation Plan

At the Annual General and Special Meeting on October 27, 2022, the Company has adopted an Omnibus Equity Compensation Plan (the "Plan") that allows the Board of Directors of the Company to grant Stock Options, Restricted Share Units, Deferred Share Units and Performance Share Units to senior officers, employees, consultants, and Directors through the acquisition of common shares of the Company. The Plan is a "rolling up to 10%" as defined by Policy 4.4 - Security Based Compensation of the TSX Venture Exchange. Pursuant to the plan, the number of shares that are issuable pursuant to the exercise of awards granted shall not exceed 10% of the issued shares of the Company as at the date of any award grant. Shareholders are required to adopt the Plan and re-approve it on a yearly basis thereafter.

The Plan was re-approved by Shareholders at the Company's October 29, 2024 Annual General and Special Meeting.

13. SHARE CAPITAL (CONTINUED)

(b) Omnibus Equity Compensation Plan (Continued)

After the adoption of the Plan, the Company introduced a comprehensive corporate compensation policy that included short-term and long-term incentive plans. The long-term incentive plan included the granting of stock-based compensation such as Stock Options, RSUs, and DSUs. RSUs and DSUs entitle employees, officers, and directors to common shares of the Company when the units are fully vested with vesting terms determined by the Company’s Board of Directors at the time of grant.

As at March 31, 2025, 20,178,468 (December 31, 2024 – 20,164,676) common shares were authorized for issuance in future grants of stock-based compensation awards. This was 10% of the issued common shares of the Company. The Company had 11,233,500 (December 31, 2024 - 10,064,500) awards outstanding including Stock Options, RSUs and DSUs that may be exercised into common shares when they are fully vested, resulting in 8,944,968 (December 31, 2024 - 10,100,176) awards that may be issuable in future grants.

(c) Incentive Stock Options

The following Stock Options were granted during the three-month period ended March 31, 2025:

On January 30, 2025, the Company granted 977,000 Stock Options to directors, officers, employees and consultants. The Stock Options have a life of five years, an exercise price of $1.51 and will vest over three years including 25% that will vest immediately followed by 25% on the first, second and third anniversaries from the date of grant.

The following Stock Options were granted during the three-month period ended March 31, 2024:

On January 29, 2024, the Company granted 1,852,000 Stock Options to directors, officers, employees and consultants. The Stock Options have a life of five years, an exercise price of $0.70 and will vest over three years including 25% that will vest immediately followed by 25% on the first, second and third anniversaries from the date of grant.

(Unaudited - Expressed in Canadian Dollars)

13. SHARE CAPITAL (CONTINUED)

(c) Incentive Stock Options (Continued)

Changes in incentive Stock Options during the period:

	March 31, 2025			December 31, 2024		
	Number of Shares		**Weighted Average Excerise Price**	Number of Shares		Weighted Average Excerise Price
Outstanding, beginning balance	**8,283,500**	**$**	**0.47**	7,908,568	$	0.39
Granted	**977,000**	**$**	**1.51**	1,852,000	$	0.70
Exercised	**-**	**$**	**-**	(1,343,568)	$	0.30
Forfeited/Expired	**-**	**$**	**-**	(133,500)	$	0.63
Outstanding, ending balance	**9,260,500**	**$**	**0.58**	8,283,500	$	0.47
Options exerciseable	**7,120,750**	**$**	**0.47**	5,911,500	$	0.41

The following share purchase options were outstanding at March 31, 2025:

Expiry Date	**Options Outstanding (number of shares)**	**Options Exerciseable (number of shares)**		**Exercise Price**	**Weighted Average Remaining Life**
11/23/2025	500,000	500,000	$	0.33	0.65
3/25/2026	500,000	500,000	$	0.33	0.98
8/3/2026	500,000	500,000	$	0.37	1.34
10/26/2026	2,516,000	2,516,000	$	0.36	1.57
11/28/2027	500,000	500,000	$	0.41	2.66
2/2/2028	1,788,000	1,324,500	$	0.51	2.84
2/17/2028	238,000	178,500	$	0.53	2.88
1/29/2029	1,741,500	857,500	$	0.70	3.84
1/30/2030	977,000	244,250	$	1.51	4.84
	9,260,500	**7,120,750**	**$**	**0.58**	**2.59**

(Unaudited - Expressed in Canadian Dollars)

13. SHARE CAPITAL (CONTINUED)

(c) Incentive Stock Options (Continued)

The Company determines the fair value of options using the Black-Scholes option pricing model and used the following assumptions:

Grant Date	**January 30, 2025**	January 29, 2024
Volatility	**47.12%**	44.27%
Risk Free Interest Rate	**2.95%**	3.16%
Expected Life	**5 years**	5 years
Dividend Yield	**0.00%**	0.00%

The option pricing model requires the use of highly subjective estimates and assumptions. The expected volatility assumption is based on the historical and implied volatility of the Company's common share price on the TSX-V. The risk-free interest rate assumption is based on yield curves on Canadian government zero-coupon bonds with a remaining term equal to the Stock Options' expected life. The Company uses historical data to estimate option exercise, forfeiture and employee termination within the valuation model.

The total fair value of Stock Options granted during the three-month period ended March 31, 2025, was $657,423 (2024 - $729,482). The total share-based compensation expense charged against operations for Stock Options that were vested during the period was $271,431 (2024 - $227,356) and this includes $213,880 (2024 - $165,199) for Stock Options that were granted during the period and $183,237 (2024 - $62,157) for Stock Options that were previously granted.

(d) Warrants

As at March 31, 2025, the Company does not have any warrants outstanding. Changes in share purchase warrants during the three-month period ended March 31, 2025 are as follows:

	March 31, 2025		December 31, 2024	
	Number of Shares	**Weighted Average Exercise Price**	Number of Shares	Weighted Average Execrise Price
Outstanding, beginning balance	**-**	**$ -**	7,115,545	$ 0.40
Exercised	**-**	**$ -**	(7,115,545)	$ 0.40
Expired	**-**	**$ -**	-	$ -
Outstanding, ending balance	**-**	**$ -**	-	$ 0.40

(Unaudited - Expressed in Canadian Dollars)

13. SHARE CAPITAL (CONTINUED)

(e) Restricted Share Units

	March 31, 2025			December 31, 2024		
	Number of Restricted Share Units		**Issue Date Price**	Number of Restricted Share Units		Issue Date Price
Outstanding, beginning balance	**1,493,000**	**$**	**0.60**	867,000	$	0.50
Granted	**324,000**	**$**	**1.51**	702,000	$	0.70
Settled	**(194,000)**	**$**	**0.52**	-	$	-
Forfeited/Expired	**-**	**$**	**-**	(76,000)	$	0.60
Outstanding, ending balance	**1,623,000**	**$**	**0.79**	1,493,000	$	0.60

The following RSUs were granted during three-month period ended March 31, 2025:

On January 30, 2025, the Company granted 324,000 RSUs to directors, officers and employees. The RSUs will fully vest on the second anniversary of the date of grant and settlement expires on December 31, 2028.

The following RSUs were granted during three-month period ended March 31, 2024:

On January 29, 2024, the Company granted 702,000 RSUs to directors, officers and employees. The RSUs will fully vest on the second anniversary of the date of grant and settlement expires on December 31, 2027.

The total fair value of RSUs granted during the three-month period ended March 31, 2025, was $489,000 (2024 - $491,400). The estimated fair value of RSUs was determined by using the market price of the underlying common shares on the date of grant. The total share-based compensation expense charged against operations for RSUs that were vested during the period was $116,327 (2024 - $98,516) and this includes $40,211 (2024 - $42,350) for RSUs that were granted during the period and $76,116 (2024 - $56,165) for RSUs that were previously granted.

RSUs outstanding at March 31, 2025 are as follows:

Grant Date	**Vesting Date**	**December 31, 2024**	**Granted**	**Settled**	**March 31, 2025**
February 2, 2023	February 2, 2025	670,000	-	(194,000)	476,000
February 17, 2023	February 17, 2025	156,000	-	-	156,000
January 29, 2024	January 29, 2026	667,000	-	-	667,000
January 30, 2025	January 30, 2027	-	324,000	-	324,000
		1,493,000	**324,000**	**(194,000)**	**1,623,000**

(Unaudited - Expressed in Canadian Dollars)

13. SHARE CAPITAL (CONTINUED)

(f) Deferred Share Units

	March 31, 2025			December 31, 2024		
	Number of Deferred Share Units		**Issue Date Price**	Number of Deferred Share Units		Issue Date Price
Outstanding, beginning balance	**288,000**	**$**	**0.60**	156,000	$	0.52
Granted	**62,000**	**$**	**1.51**	132,000	$	0.70
Outstanding, ending balance	**350,000**	**$**	**0.76**	288,000	$	0.60

The following DSUs were granted during the three-month period ended March 31, 2025:

On January 30, 2025, the Company granted 62,000 DSUs to independent Board members. The DSUs awarded will vest 50% each on the third and fourth anniversaries of the grant date and will settle on the termination of service.

The following DSUs were granted during the three-month period ended March 31, 2024:

On January 29, 2024, the Company granted 132,000 DSUs to independent Board members. The DSUs awarded will vest 50% each on the third and fourth anniversaries of the grant date and will settle on the termination of service.

The total fair value of DSUs granted during the three-month period ended March 21, 2025 was $93,620 (2024 - $92,400). The estimated fair value of DSUs was determined by using the market price of the underlying common shares on the date of grant. The total share-based compensation expense charged against operations for DSUs that were vested during the period was $16,956 (2024 - $10,542) and this includes $4,487 (2024 - $4,648) for DSUs that were granted during the period and $12,469 (2024 - $5,894) for DSUs that were previously granted.

DSUs outstanding at March 31, 2025 are as follows:

Grant Date	**Vesting Date**	**December 31, 2024**	**Granted**	**March 31, 2025**
February 17, 2023	February 17, 2026	78,000	-	78,000
February 17, 2023	February 17, 2027	78,000	-	78,000
January 29, 2024	January 29, 2027	66,000	-	66,000
January 29, 2024	January 29, 2028	66,000	-	66,000
January 30, 2025	January 30, 2028	-	31,000	31,000
January 30, 2025	January 30, 2029	-	31,000	31,000
		288,000	**62,000**	**350,000**

(Unaudited - Expressed in Canadian Dollars)

14. NET INCOME PER SHARE

	Three-Month Period Ended March 31,			
		2025		2024
Weighted average number of common shares outstanding- basic		**201,698,184**		193,499,917
Dilutive effect of oustanding stock options and warrants		**11,233,500**		18,413,613
Weighted average number of common shares outstanding- diluted		**212,931,684**		211,913,530
Net Income and Comprehensive Income for the Period	**$**	**1,178,137**	$	285,647
Basic earnings (loss) per share	**$**	**0.01**	$	0.00
Diluted earnings (loss) per share	**$**	**0.01**	$	0.00

15. RELATED PARTY TRANSACTIONS

Transactions between the Company and related parties are disclosed below.

(a) Due to related parties

Included in accounts payable and accrued liabilities at March 31, 2025, $Nil (2024 - $Nil) was due to related parties.

(b) Compensation of key management personnel

The remuneration paid to directors and other key management personnel during three-month periods ended were as follows:

		March 31, 2025		March 31, 2024
Salaries of senior executives (i)(iii)	**$**	**246,189**	$	242,077
Short-term employee benefits(iii)		**5,141**		4,859
Non-executive directors' fees (iv)		**53,788**		51,319
Annual bonus of senior executives (i)(iii)		**323,614**		279,079
Share-based compensation (ii)(v)		**270,181**		225,305
	$	**898,913**	$	802,639

(i) Senior executives include the Chief Executive Officer, Chief Financial Officer, Vice President Corporate Development, and Vice President Exploration.

(ii) Directors and Senior executives include the Chief Executive Officer, Chief Financial Officer, Vice President Corporate Development, and Vice President Exploration.

(iii) Remunerations paid are included in the Salaries and Support Services expense in the Condensed Interim Consolidated Statement of Income and Comprehensive Income.

(iv) Remunerations paid are included in the Management and Professional fees expense in the Condensed Interim Consolidated Statement of Income and Comprehensive Income

(v) Compensation expense is included in the Shared Based Compensation expense in the Condensed Interim Consolidated Statement of Income and Comprehensive Income.

(Unaudited - Expressed in Canadian Dollars)

16. SEGMENTED INFORMATION

Three-month periods ended March 31, 2025, and 2024, the Company has two operating segments - mineral royalties and mineral exploration project generation within six geographic segments including Canada, United States, Mexico, Argentina, Kenya, and Colombia. The Company has one reportable segment. The Company has non-current assets by geographic areas as at March 31, 2025 and December 31, 2024 are as follows:

March 31, 2025	**Canada**	**United States**	**Mexico**	**Kenya**	**Colombia**	**Total**
Non-Current Assets:						
Mineral property interests	**$ 473,411**	**$ 37,566,411**	**$ 844,406**	**$ 170,350**	**$ 2,370,154**	**$ 41,424,732**
Property, plant and equipment	**109,247**	**130,600**	**6,637**	**-**	**-**	**246,484**
Reclamation bond	**115,834**	**-**	**-**	**-**	**-**	**115,834**
	$ 698,492	**$ 37,697,011**	**$ 851,043**	**$ 170,350**	**$ 2,370,154**	**$ 41,787,050**

December 31, 2024	Canada	United States	Mexico	Kenya	Colombia	Total
Non-Current Assets:						
Mineral property interests	$ 526,460	$ 38,143,516	$ 561,751	$ 170,350	$ 2,370,154	$ 41,772,231
Property, plant and equipment	150,434	42,502	11,387	-	-	204,323
Reclamation bond	115,834	-	-	-	-	115,834
	$ 792,728	$ 38,186,018	$ 573,138	$ 170,350	$ 2,370,154	$ 42,092,388

The Company's mineral property revenues by geographic areas for the three-month periods ended March 31, 2025, and 2024 are as follows:

March 31, 2025	**Canada**	**United States**	**Mexico**	**Total**
Revenues:				
Royalties revenue	**$ -**	**$ -**	**$ 2,067,673**	**$ 2,067,673**
Gain from prospect generation activities	**500,000**	**35,819**	**-**	**535,819**
	$ 500,000	**$ 35,819**	**$ 2,067,673**	**$ 2,603,492**

March 31, 2024	Canada	United States	Mexico	Total
Revenues:				
Royalties revenue	$ -	$ -	$ 1,478,699	$ 1,478,699
Gain from prospect generation activities	398,769	38,550	-	437,319
Project management fees	-	-	-	-
	$ 398,769	$ 38,550	$ 1,478,699	$ 1,916,018

(Unaudited - Expressed in Canadian Dollars)

17. FINANCIAL RISK MANAGEMENT

(a) Fair value of financial instruments

The fair values of cash and cash equivalents, short term investments, trade receivable, accounts payable and accrued liabilities, and joint venture partner deposits approximate their carrying values due to the short-term to maturities of these financial instruments. The carrying value of most marketable securities has been based on quoted market prices, a Level 1 measurement according to the fair value hierarchy. The Company has some marketable securities of non-public companies which have a Level 3 measurement according to the fair value hierarchy and the fair value has been based on the underlying company's specific valuations including most recently completed transactions, market feedback or other market sources that supports fair value. As at March 31, 2025, the Company's marketable securities portfolio balance consisted of 81% of securities measured at Level 1 and 19% measured at Level 3. There were no reclassifications or transfer of securities between Level 3 to Level 1 during the period.

(b) Categories of financial instruments

		March 31, 2025		December 31, 2024
Financial Assets				
FVTPL				
Cash and cash equivalents	**$**	**14,776,853**	$	14,328,737
Short term investments		**8,980,165**		8,555,787
Marketable securities		**2,609,552**		1,615,060
Loans and Receivables				
Trade receivable		**3,257,194**		3,639,336
	$	**29,623,764**	$	28,138,920
Financial Liabilities				
Other Financial Liabilities				
Accounts payable and accrued liabilities	**$**	**794,880**	$	669,706
Short term lease liabilites		**64,519**		64,112
Joint venture partner deposit		**344,038**		310,800
Long term lease liabilities		**175,666**		192,558
	$	**1,379,103**	$	1,237,176

The Company's financial instruments are exposed to certain financial risks, which include foreign currency risk, interest rate risk, credit risk, liquidity risk, commodity price risk, and other price risk. The Company's risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance. The Company's exposure to these risks and its methods of managing the risks remain consistent.

17. FINANCIAL RISK MANAGEMENT (CONTINUED)

(c) Foreign currency risk

The Company incurs certain expenses in currencies other than the Canadian dollar. The Company is subject to foreign currency risk as a result of fluctuations in exchange rates. The Company manages this risk by maintaining bank accounts in US dollars and Mexican pesos ("MXN") to pay these foreign currency expenses as they arise. Receipts in foreign currencies are maintained in those currencies. The Company does not undertake currency hedging activities. The Company also does not attempt to hedge the net investment and equity of integrated foreign operations.

The carrying amount of the Company's foreign currency denominated monetary assets are as follows:

	March 31, 2025		December 31, 2024	
	US(*)	**MXN(*)**	US(*)	MXN(*)
Cash and cash equivalents	**$ 12,201,820**	**$ 81,271**	$ 11,851,742	$ 96,177
Amounts receivable	**3,011,509**	**83,071**	3,375,510	78,774
Accounts payable and accrued liabilities	**(286,854)**	**(342,681)**	(45,763)	(431,353)
Joint venture partner deposits	**(304,038)**	**-**	(270,800)	-
Net assets denominted in foreign currency	**$ 14,622,436**	**$ (178,339)**	$ 14,910,689	$ (256,402)

**Figures in this table are Canadian dollars, converted from the foreign currency, at the closing exchange rate for that date.*

The Company uses a sensitivity analysis to measure the effect on total assets of reasonably foreseen changes in foreign exchange rates. The analysis is used to determine if these risks are material to the financial position of the Company. Based on current market conditions, the Company has determined that a 10% change in foreign exchange rates would affect the fair value of total assets by -1.96% (December 31, 2024 - -8.59%).

The sensitivity of the Company's income and comprehensive income due to changes in the exchange rate between the Mexican peso and the Canadian dollar, and between the US dollar and the Canadian dollar are approximated in the tables below. The change, due to the effect of the exchange rate on financial instruments, is reported in the condensed interim consolidated statements of income and comprehensive income as foreign exchange gains (losses).

	March 31, 2025		March 31, 2024	
	10% Increase in MNX: CAD Rate	**10% Increase in USD: CAD Rate**	10% Increase in MNX: CAD Rate	10% Increase in USD: CAD Rate
Change in net income and comprehensive income	**$ 1,328,610**	**$ (11,336)**	$ 26,686	$ 627,830

(Unaudited - Expressed in Canadian Dollars)

17. FINANCIAL RISK MANAGEMENT (CONTINUED)

(d) Interest rate risk

The Company’s cash and cash equivalents consist of cash held in bank accounts and GICs that earn interest at a fixed interest rate. Future cash flows from interest income on cash and cash equivalents will be affected by declining cash balances. The Company manages interest rate risk by investing in short-term fixed interest financial instruments with varying maturity periods when feasible to provide access to funds as required. A 25-basis point change in interest rate would have an immaterial impact on comprehensive income based on the cash and cash equivalents at the end of the period.

Actual financial results for the coming year will vary since the balances of financial assets are expected to decline as funds are used for Company expenses.

(e) Credit risk

Credit risk is the risk of an unexpected loss if an exploration partner, counterparty or third party to a financial instrument fails to meet its contractual obligations. To reduce credit risk, cash and cash equivalents and short-term investments are on deposit at major financial institutions. The Company is not aware of any counterparty risk that could have an impact on the fair value of such investments. The carrying value of the financial assets represents the maximum credit exposure.

The Company minimizes credit risk by reviewing the credit risk of the counterparties to its arrangements on a periodic basis. The Company’s concentration of credit risk and maximum exposure thereto is as follows:

		March 31, 2025		December 31, 2024
Short-term money market instruments	**$**	**68,127**	$	68,166
Cash bank accounts		**14,508,803**		14,260,571
Short term investments		**8,980,165**		8,555,787
Marketable securities		**2,609,552**		1,615,060
Trade receivable		**3,257,194**		3,639,336
	$	**29,423,841**	$	28,138,920

At March 31, 2025, the Company's short-term money market instruments were invested in GICs earning annual interest rates of 2.70 to 3.65% (December 31, 2024 - 3.50% to 5.65%). All trade receivables with current and outstanding balances were received subsequent to the period ended.

(Unaudited - Expressed in Canadian Dollars)

17. FINANCIAL RISK MANAGEMENT (CONTINUED)

(f) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis, including exploration plans. The Company attempts to ensure that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations, holdings of cash and cash equivalents and short-term investments.

The Company's policy is to invest its excess cash in highly liquid, fully guaranteed, bank-sponsored instruments. The Company staggers the maturity dates of its investments over different time periods when it is feasible to maximize interest earned. The Company has invested part of the excess cash flow through a financial institution.

Joint venture partner deposits are advances received from partners on projects where the Company is the operator. These advances fund exploration work that is planned and budgeted within six to twelve months. These advances are reduced monthly as recoveries toward exploration expenses incurred.

The following table summarizes the Company's significant liabilities and corresponding maturities.

Due Date		**March 31, 2025**		December 31, 2024
0-90 days	**$**	**811,010**	$	685,734
91-365 days		**755,801**		456,630
365+ days		**175,666**		192,558
Joint venture partner deposits		**344,038**		310,800
	$	**2,086,515**	$	1,645,722

(g) Commodity price risk

The Company's royalty revenues are derived from a royalty interest and are based on the extraction and sale of precious and base minerals and metals. Factors beyond the control of the Company may affect the marketability of metals discovered. Consequently, the economic viability of the Company's royalty interests cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices.

17. FINANCIAL RISK MANAGEMENT (CONTINUED)

(h) Market risk

The Company holds a portfolio of marketable securities that consists of both private and publicly traded companies. The value of these securities is at risk of fluctuation, and it is driven by security specific and market specific risks. The Company has no control over the volatility of its value and does not hedge its investments. Based on the March 31, 2025, portfolio value, a 10% increase or decrease in the fair market value of these securities would increase or decrease net shareholders' equity by approximately $260,955 (December 31, 2024 - $161,506).

(i) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk and foreign currency risk.

18. SUBSEQUENT EVENTS

(a) On April 21, 2025, the Company entered into a definitive agreement with Triple Flag, pursuant to which Triple Flag will acquire all of the issued and outstanding common shares of Orogen pursuant to a plan of arrangement for total consideration of approximately $421 million, or $2.00 per share. The total consideration consists of approximately $171.5 million in cash, approximately $171.5 million in Triple Flag shares, and shares of a new company, Orogen Spinco, with an implied value of approximately $78 million. Orogen Spinco will hold all of Orogen's mineral interests except for the 1.0% Expanded Silicon NSR royalty. Upon Orogen Spinco going public, Triple Flag has agreed to separately invest $10 million to obtain an approximate 11% interest in Orogen Spinco.

Pursuant to the Transaction, Orogen shareholders may elect to receive either $1.63 in cash or 0.05355 of a Triple Flag share per each Orogen share held, and will also receive 0.25 shares in the newly created Orogen Spinco, representing approximately $0.37 per each Orogen share. This represents a total consideration of $2.00 per Orogen common share on a fully diluted basis, calculated using the closing price of Triple Flag shares on April 17, 2025 of $30.44. The total consideration paid by Triple Flag (excluding the value of Orogen Spinco) is approximately $343 million.

The shareholder election will be subject to pro-ration such that the cash and share portions of the consideration will represent 50% and 50% of the total consideration (excluding the value of Orogen Spinco), respectively. Orogen shareholders who do not elect to receive either Triple Flag shares or cash will be deemed to elect a default consideration of 0.05355 of a Triple Flag share per Orogen share, in addition to 0.25 shares in Orogen Spinco per Orogen share.

18. SUBSEQUENT EVENTS (CONTINUED)

The total value of the transaction is approximately $421 million, or $2.00 per common share of Orogen on a fully diluted basis. Following the completion of the transaction, Orogen shareholders will own approximately 3% of Triple Flag.

(b) Pursuant to the April 21, 2025 definitive arrangement agreement with Triple Flag, Orogen and Triple Flag have also agreed to negotiate the formation of a generative exploration alliance in the western United States, whereby Triple Flag will provide funding to Orogen Spinco for generating gold and silver targets considered geologically similar to the top-tier Expanded Silicon project. The initial $435,000 budget will focus on identifying prospective exploration opportunities for incoming exploration partners.

The commercial objective of the generative exploration alliance is to sell 100% of the interest in identified exploration opportunities in exchange for cash, equity and a retained royalty.

OROGEN

Management Discussion & Analysis

For the Three-Month Period Ended
March 31, 2025

Introduction

This Management Discussion and Analysis ("MD&A") of the financial position and results of Orogen Royalties Inc. (the "Company" or "Orogen"), was prepared to conform to National Instrument 51-102F1 and was approved by the Board of Directors prior to its release. Readers are cautioned that the MD&A contains forward-looking statements and that actual events may vary from management's expectations. Readers are encouraged to read the Forward-Looking Statement disclaimer included with this MD&A.

The information contained in this MD&A are presented in Canadian dollars unless otherwise noted and are for the three-month period ended March 31, 2025, and should be read in conjunction with the condensed interim consolidated financial statements of the Company for the same period. The reader should also refer to the audited consolidated financial statements and MD&A for the years ended December 31, 2024, and 2023, for more complete financial information.

The referenced condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34, Financial Reporting.

All of the Company's public disclosure filings, including its most recent management information circular, material change reports, press releases and other information, may be accessed via www.sedarplus.ca and readers are urged to review these materials, including the technical reports filed with respect to the Company's mineral properties.

About Orogen

Orogen is a royalty and mineral exploration company with a diverse portfolio of precious metal royalties and copper, gold and silver exploration projects in Canada, United States, Mexico, Kenya and Colombia. The Company has two business segments: mineral royalties and mineral exploration project generation. The Company also owns a geological database covering parts of Mexico, central Asia, South Pacific, western Canada and western United States.

Orogen uses prospect generation to manage exploration and financial risks. Prospect generation allows Orogen to grow its existing royalties and securities assets in a disciplined and sustainable manner, while gaining exposure to exploration opportunities and discoveries. In addition, Orogen is positioned to operate counter-cyclical to the market by acquiring exploration targets when the projects are inexpensive and sell them into well capitalized markets when the project demand is strong. The foundation of the Company's royalties has been built on prospect generation and has resulted in two discoveries including the Ermitaño project that is currently in production, operated by First Majestic Silver Corp., and the Expanded Silicon gold project, operated by AngloGold Ashanti NA, that is currently under exploration.

Orogen identifies, stakes, and acquires new projects and performs early-stage work to demonstrate their geologic potential. The Company then seeks partners who bring the capital and expertise to delineate a mineral deposit. Orogen retains exposure to the property through royalties, milestone payments, and equity consideration. Orogen also seeks to grow its royalty portfolio through the acquisition of new royalties. The Company's acquisition efforts focus on opportunities that are overlooked or undervalued by other royalty companies and avoid competing on price alone.

The Company was incorporated on May 11, 2005, as a capital pool company for the purposes of the policies of the TSX Venture Exchange (the "Exchange") and is a reporting issuer in British Columbia, Alberta, Saskatchewan and Ontario. The shares of the Company commenced trading on the Exchange under the symbol EVM on January 25, 2011. On August 18, 2020, the Company acquired Renaissance Gold Inc. through a Plan of Arrangement under the Business Corporation Act (British Columbia) and was renamed Orogen Royalties Inc. The Company commenced trading on the Exchange under the symbol OGN on August 20, 2020.

On April 21, 2025, the Company entered into a definitive agreement with Triple Flag Precious Metals Corp. ("Triple Flag"), pursuant to which Triple Flag will acquire all of the issued and outstanding common shares of Orogen pursuant to a plan of arrangement (the "Transaction") for total consideration of approximately $421 million, or $2.00 per share. The total consideration consists of approximately $171.5 million in cash, approximately $171.5 million in Triple Flag shares, and shares of a new company ("Orogen Spinco") with an implied value of approximately $78 million. Orogen Spinco will hold all of Orogen's mineral interests except for the 1.0% Expanded Silicon NSR royalty. Upon Orogen Spinco going public, Triple Flag has agreed to separately invest $10 million to obtain an approximate 11% interest in Orogen Spinco.

The head office, principal registered, and records office of the Company are located at 1015-789 West Pender Street, Vancouver, British Columbia, Canada, V6C 1H2.

Date

This MD&A has been prepared based on information available to the Company as of May 30, 2025.

1.2 Overview

The Company began generating revenue from royalties at the end of the fiscal year ended December 31, 2021. The Company's ability to continue as a going concern is dependent on its ability to maintain consistent revenue from its royalties and prospect generation businesses and obtain additional debt or equity financing to successfully advance its business plan. See Section 1.14 "Risk Factors", below.

(a) Financial Position

As at March 31, 2025, the Company had working capital of $27,997,161 (December 31, 2024 - $26,846,600) and an accumulated deficit of $17,550,592 (December 31, 2024 - $18,728,729). During the three-month period ended March 31, 2025, the Company reported net income before tax of $1,777,832 (2024 - $285,647), up 522% from 2024. After income tax expense of $599,695 (2024 - $Nil), a comprehensive net income of $1,178,137 (2024 - $285,647) was reported for the three-month period ended March 31, 2025, up 312% from 2024. Below are the highlights:

(Expressed in Canadian Dollars)

(i) **Royalty Revenue**: For the three-month period ended March 31, 2025, the Company recorded $2,067,673 (2024 - $1,478,699) in royalty revenue generated from the Ermitaño mine. This represents 497 gold equivalent ounces (“GEOs”) (2024 - 508 GEOs), a reduction of 2% from 2024, based on an average price of US$2,860 (2024 - US$2,070) per ounce. The Company holds a 2.0% net smelter return (“NSR”) royalty on this project with First Majestic Silver Corp. as the operator;

(ii) **Prospect Generation**: The Company generated net income of $535,819 (2024 - $437,319) from prospect generation operations, up 23% from 2024. This was due to higher revenue from active option agreements and project sales during the current period; and

(iii) **G&A and other adjustments**: The Company incurred total expenses of $1,705,611 (2024 - $1,378,961) for general, administrative, and overhead expenses, up 24% from 2024. The increase in G&A expenses was mainly due to an unrealized foreign exchange loss of $120,195 (2024 - gain $89,767). The Company also recognized an unrealized gain of $598,649 (2024 - loss $363,214) for fair value adjustments of marketable securities due to improvements in the valuation of its equity portfolio.

(b) Share Capital: During the three-month period ended March 31, 2025, the Company issued 137,915 common shares for settlement of 194,000 restricted share units (“RSUs”) with a grant date fair value of $0.52 per unit.

(c) Subsequent Events:

(i) On April 7, 2025 the Company announced updated reserves and resources on the Ermitaño gold mine in Sonora, Mexico. Initial Inferred resources for the Navidad vein system of 2.3 million tonnes consisting of 5.9 million ounces of silver and 249,000 ounces of gold at grades of 81 grams per tonne (“g/t”) and 3.42 g/t respectively. Current reserves and resources are as follows:

ERMITAÑO RESERVES AND RESOURCES AT DEC 31, 2024[1]

Reserve	Tonnage (k)	Ag (g/t)	Au (g/t)	Ag Koz	Au Koz
Proven (UG-ERM)	797	85	3.65	2,173	93
Probable (UG-ERM)	2043	38	1.61	2,503	105
Total Reserves	**2,840**	**51.2**	**2.18**	**4,676**	**199**
Resource (Inclusive of Reserve)					
Measured	883	90.5	4.2	2,570	120
Indicated +	2,506	45.6	2.26	3,690	181
Total M&I	**3,389**	**57.3**	**2.76**	**6,260**	**301**
Inferred ERMITAÑO*	2,355	59.2	2.14	4,480	162
Inferred NAVIDAD	2,267	81	3.42	5,910	249
Total Inferred	**4,622**	**69.9**	**2.77**	**10,390**	**411**

+ *Including Aitana*

* *Including Aitana and Soledad*

1. https://www.firstmajestic.com/investors/news-releases/first-majestic-announces-2024-mineral-reserve-and-mineral-resource-estimates

(ii) On April 21, 2025, the Company entered into a definitive agreement with Triple Flag, pursuant to which Triple Flag will acquire all of the issued and outstanding common shares of Orogen pursuant to a plan of arrangement for total consideration of approximately $421 million, or $2.00 per share. The total consideration consists of approximately $171.5 million in cash, approximately $171.5 million in Triple Flag shares, and shares of Orogen Spinco with an implied value of approximately $78 million. Orogen Spinco will hold all of Orogen's mineral interests except for the 1.0% Expanded Silicon NSR royalty. Upon Orogen Spinco going public, Triple Flag has agreed to separately invest $10 million to obtain an approximate 11% interest in Orogen Spinco.

(iii) Pursuant to the April 21, 2025 definitive arrangement agreement with Triple Flag, Orogen and Triple Flag have also agreed to negotiate the formation of a generative exploration alliance in the western United States, whereby Triple Flag will provide funding to Orogen Spinco for generating gold and silver targets considered geologically similar to the top-tier Expanded Silicon project. The initial $435,000 budget will focus on identifying prospective exploration opportunities for incoming exploration partners.

The commercial objective of the generative exploration alliance is to sell 100% of the interest in identified exploration opportunities in exchange for cash, equity and a retained royalty.

(iv) On May 28, 2025, First Majestic Silver Corp. ("First Majestic") provided additional drilling results from the Navidad and Winter Vein System which expanded the footprint of mineralization beyond the initial inferred resource reported on April 7,2025[2].

(d) Mineral Properties and Royalty Assets- Summary of Activities:

(i) **BHP Xplor**: On January 6, 2025, the Company announced its participation in BHP 2025 Xplor program for generative exploration in western North America. Orogen will receive a one-time, non-dilutive grant of approximately US$500,000 and in-kind services with BHP and other industry experts and investors.

(ii) **Si2**: On January 16, 2025, the Company entered into a purchase and sales agreement with K2 Gold Corporation ("K2") whereby K2 acquired 100% rights, title and interest of the Si2 project for consideration of $250,000 payable in cash or common shares of K2, at the discretion of K2. The Company retains a 2.0% NSR royalty on the project.

[2] https://www.firstmajestic.com/investors/news-releases/first-majestic-announces-second-gold-silver-discovery-within-a-year-at-santa-elena-and-expands-high-grade-mineralization-at-navidad

(Expressed in Canadian Dollars)

1.3 Selected Annual Information

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Revenue and interest income	$9,925,595	$8,085,169	$4,715,783
Net income	2,591,920	3,044,389	840,178
Net income per share	0.01	0.01	0.00
Total assets	69,758,426	62,594,066	53,109,018
Current liabilities	1,453,164	878,479	648,673
Long-term liabilities	192,558	133,335	184,537
Shareholders' equity	68,112,705	61,582,252	52,275,808
Cash dividends declared	Nil	Nil	Nil

1.4 Results of Operations

Royalty and Mineral Property Interests

The Company has two business segments including mineral royalties and mineral exploration project generation. The Company uses the project generator business model and its projects, either acquired from other third parties or discovered through the Company's exploration programs, are advanced through option and/or joint venture agreements with industry partners to provide maximum exposure to exploration success. Mineral royalties and revenue are also generated from these arrangements.

The following table summarizes the business segments and details of the Company's complete royalty asset and project portfolio:

	Project Name	Location	Metals	Underlying Agreements and Encumbrances		Mineral Royalties		Joint Venture/Alliances	Projects Optioned	
				Counter Party	NSR Royalty	Counter Party	NSR Royalty	Counter Party	Counter Party	NSR Royalty
Mineral Royalties										
1	Cuale	Jalisco, Mexico	Au	-	-	Rockstar Mining S.A. de C.V.	0.5%	-	-	-
2	Cumaro	Sonora, Mexico	Au, Ag	-	-	Heliostar Metals S.A. DE C.V.	1.0%	-	-	-
3	Cumobabi	Sonora, Mexico	Au, Ag	-	-	First Majestic Silver Corp.	1.5%	-	-	-
4	Ermitaño	Sonora, Mexico	Au, Ag	-	-	First Majestic Silver Corp.	2.0%	-	-	-
5	La Lola	Sonora, Mexico	Au, Ag	Third parties	1.0%	Heliostar Metals S.A. DE C.V.	2.0%	-	-	-
6	Sarape	Sonora, Mexico	Au, Ag	-	-	Advance Lithium Corp.	2.0%	-	-	-

(Expressed in Canadian Dollars)

	Project Name	Location	Metals	Underlying Agreements and Encumbrances		Mineral Royalties		Joint Venture/Alliances	Projects Optioned	
				Counter Party	NSR Royalty	Counter Party	NSR Royalty	Counter Party	Counter Party	NSR Royalty
7	Callaghan	Nevada, United States	Au	-	-	Black Mammoth Metals Corporation	0.5-1.0%	-	-	-
8	Celts	Nevada, United States	Au	-	-	Eminent Gold Corp.	1.50%	-	-	-
9	Cuprite	Nevada, United States	Au	-	-	Strikepoint Gold Inc.	1.5%	-	-	-
10	Gilbert South	Nevada, United States	Au	Various	2-3%	Eminent Gold Corp.	2.0%	-	-	-
11	Jake Creek	Nevada, United States	Au	-	-	Headwater Gold Inc.	1.0%	-	-	-
12	Kalium Canyon	Nevada, United States	Au	Bridgeport Gold Inc.	1.0 - 2.0%	Green Light Metals Inc.	2.0-3.0%	-	-	-
13	Expanded Silicon Project	Nevada, United States	Au	-	-	AngloGold Ashanti NA	1.0%	-	-	-
14	Raven	Nevada, United States	Au	Ivy Minerals Inc.	0.5%	Black Mammoth Metals Corporation	0.5-1.0%	-	-	-
15	Si2 (Elba)	Nevada, United States	Au	-	-	K2 Gold Corporation .	2.0%	-	-	-
16	South Roberts	Nevada, United States	Au	-	-	Ivy Minerals	0.5-1.0%	-	-	-
17	Spruce Mountain	Nevada, United States	Au	-	-	Conquest Nevada LLC	0.5%	-	-	-
18	Astro	Northwest Territories, Canada	Au	Newmont Mining Corporation	0.5%	Rackla Metals Inc	1.0% and right to buy 0.5% via Newmont	-	-	-
19	MPD South (formerly Axe)	BC, Canada	Au, Cu	Liberty Leaf Holdings Ltd. and Bearclaw Capital Corp.	1.0% - 2.0%	Kodiak Copper	2.0%	-	-	-
20	Ball Creek West	BC, Canada	Cu, Au	Sandstorm Gold Royalties	2.0%	Kingfisher Metals Inc.	1.0% and right to buy 1.0% via Sandstorm	-	-	-
21	Hank	BC, Canada	Au, Cu	-	-	Kingfisher Metals Inc.	3.0%	-	-	-
22	Onjo	BC, Canada	Au, Cu	-	-	Pacific Ridge Exploration Ltd.	2.0%	-	-	-

(Expressed in Canadian Dollars)

	Project Name	Location	Metals	Underlying Agreements and Encumbrances		Mineral Royalties		Joint Venture/Alliances	Projects Optioned	
				Counter Party	NSR Royalty	Counter Party	NSR Royalty	Counter Party	Counter Party	NSR Royalty
23	Lake Victoria Gold Fields	Western Kenya	Au	-	-	Saturn Resources	3.0%	-	-	-
24	La Rica	Colombia	Au, Cu	-	-	Private Company	1.0%			
25	Argentina Royalties	Argentina	Au	-	-	Magna Terra Minerals	1.0%	-	-	-
Joint Venture and Alliances										
1	Nevada Generative Alliance	Nevada, United States	Au, Cu	-	-	-	-	Altius Minerals Corp.	-	-
2	BHP Xplor	Western United States	Cu	-	-	-	-	-	-	-
	Projects Optioned									
1	Ball Creek East (HWY 37)	BC, Canada	Cu, Au	Sandstorm Gold Royalties	2.0%	-	-	-	Kingfisher Metals Inc.	Right to 1.0% buydown on Sandstorm's NSR
2	Ecru	Nevada, United States	Au	-	-	-	-	-	Moneghetti Minerals Limited	2.0%
3	Ghost Ranch	Nevada, United States	Au	-	-	-	-	-	Ivy Minerals Inc.	0.5% to 1.5%
4	Maggie Creek	Nevada, United States	Au	Various	2.0%	-	-	-	Nevada Gold Mines LLC	2.0%
5	Manhattan Gap	Nevada, United States	Au, Ag, Cu	-	-	-	-	-	Stampede Metals Corp.	1.5%
6	Mustang Canyon (Tabor)	Nevada, United States	Au	Gold Royalty Corp.	2.0%	-	-	-	i-80 Gold Corp.	1.0%
7	Spring Peak	Nevada, United States	Au	Kuzma	2.5%	-	-	-	Headwater Gold Inc.	0.5% and right to buy 0.5% for US$1.0 million
8	Tabor	Nevada, United States	Au	-	-	-	-	-	i-80 Gold Corp.	3.0%
	Projects Available									
1	Lemon Lake	BC, Canada	BC, Canada	Metalogic Exploration Inc.	-	-	-	-	-	-

(Expressed in Canadian Dollars)

	Project Name	Location	Metals	Underlying Agreements and Encumbrances		Mineral Royalties		Joint Venture/Alliances	Projects Optioned	
				Counter Party	NSR Royalty	Counter Party	NSR Royalty	Counter Party	Counter Party	NSR Royalty
2	TCS	BC, Canada	BC, Canada	Private third parties	-	-	-	-	-	-
3	Firenze	Nevada, United States	Au, Ag	-	-	-	-	-	-	-
4	Hot Tip	Nevada, United States	Au	-	-	-	-	-	-	-
5	Pearl String	Nevada, United States	Au	-	-	-	-	-	-	-

Technical Disclosure

All technical disclosure covering the Company's mineral properties was prepared under the supervision of Laurence Pryer, Ph.D., P.Geo., VP Exploration for Orogen. Dr. Pryer is a qualified person as defined under the terms of National Instrument 43-101.

The following summarizes the Company's material mineral properties and projects including the underlying agreements and encumbrances when they were acquired from other third parties, the terms and conditions of option agreements when they have been optioned to other partners to advance the projects, and their current work status.

Mexico Portfolio

I. **Ermitaño Mine**: the Ermitaño mine is a producing mine that commenced production in Q4-2021 with First Majestic as its operator. The mine is operated within First Majestic's Santa Elena mine and is located in Sonora, Mexico. The Company has a 2.0% NSR royalty on the project with First Majestic as its operator.

    (a) *Project Update:* On November 24, 2021, First Majestic filed a NI 43-101 technical report titled "*First Majestic Silver Corp. Santa Elena Silver/Gold Mine, Sonora, Mexico, NI 43-101 Technical Report on Mineral Resource and Mineral Reserve Estimates*" having an effective date of June 30, 2021, and filed under First Majestic's SEDAR+ profile on November 24, 2021. The report, including the reserves and resource estimates for the Ermitaño Mine was updated under First Majestic's AIF on March 31, 2025, with an effective date of December 31, 2024[3].

2. https://www.firstmajestic.com/investors/news-releases/first-majestic-announces-2024-mineral-reserve-and-mineral-resource-estimates

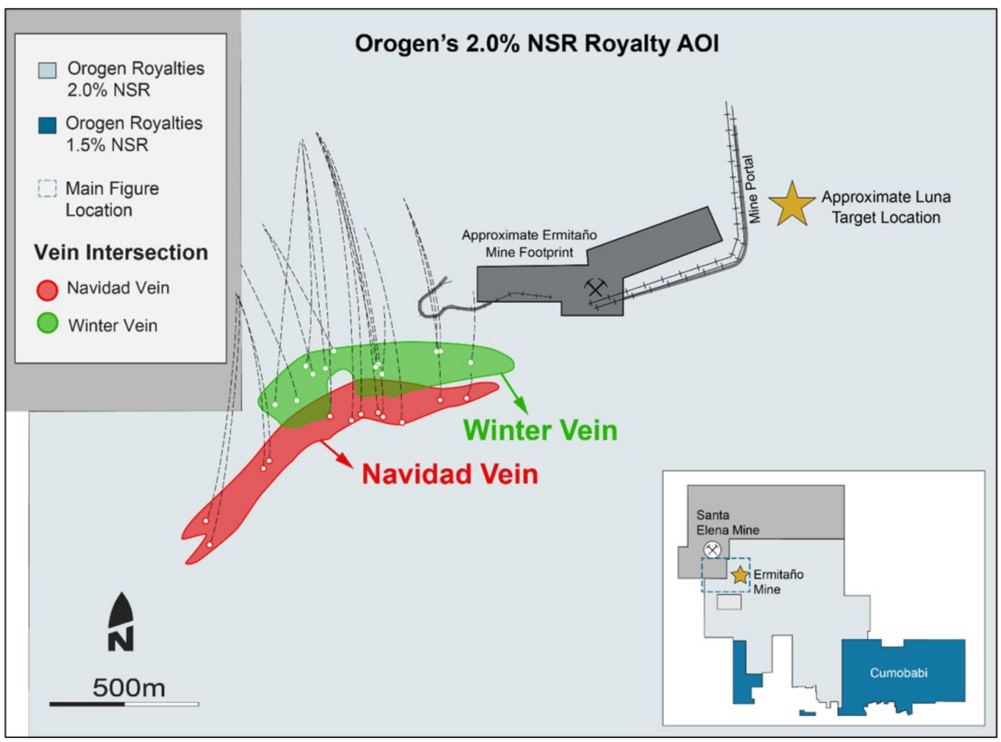
(Expressed in Canadian Dollars)

Royalty and Mineral Property Interests - Continued

ERMITAÑO RESERVES AND RESOURCES AT DEC 31, 2024[4]

Reserve	Tonnage (k)	Ag (g/t)	Au (g/t)	Ag Koz	Au Koz
Proven (UG-ERM)	797	85	3.65	2,173	93
Probable (UG-ERM)	2043	38	1.61	2,503	105
Total Reserves	**2,840**	**51.2**	**2.18**	**4,676**	**199**
Resource (Inclusive of Reserve)					
Measured	883	90.5	4.2	2,570	120
Indicated +	2,506	45.6	2.26	3,690	181
Total M&I	**3,389**	**57.3**	**2.76**	**6,260**	**301**
Inferred ERMITAÑO*	2,355	59.2	2.14	4,480	162
Inferred NAVIDAD	2,267	81	3.42	5,910	249
Total Inferred	**4,622**	**69.9**	**2.77**	**10,390**	**411**

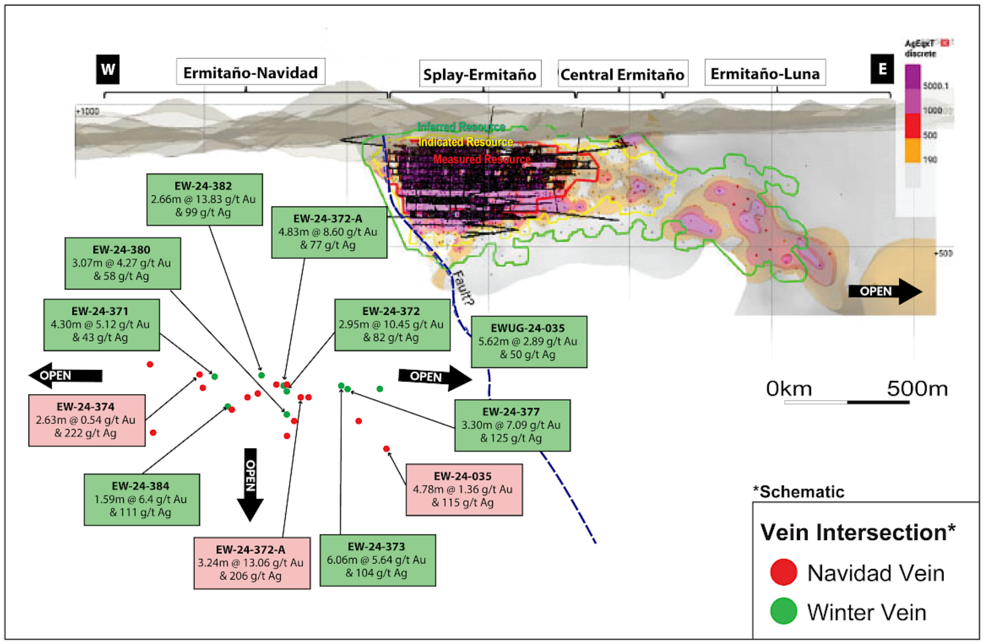
+ *Including Aitana*
** Including Aitana and Soledad*



Plan map of the Navidad vein system and Ermitaño mine projected to surface.

4 https://www.firstmajestic.com/investors/news-releases/first-majestic-announces-2024-mineral-reserve-and-mineral-resource-estimates

<u>Royalty and Mineral Property Interests</u> - Continued



Schematic long section showing Ermitano Mine complex and the Navidad and Winter vein system.

On July 29, 2024, First Majestic announced the discovery of the Navidad vein system, located on the Ermitaño Mine concessions and is within the Company's NSR royalty area of interest. Highlight drill holes (reported as true thickness intercepts) include:

- EW-24-364 grading 8.15 g/t gold and 427 g/t silver over 4.78 metres (Navidad Vein)
- EW-24-370 grading 10.13 g/t gold and 86 g/t silver over 4.42 metres (Navidad Vein)
- EW-24-370 grading 5.65 g/t gold and 46 g/t silver over 5.75 metres (HW vein)
- EW-24-368 grading 54.93 g/t gold and 399 g/t silver over 1.82 metres (Navidad Vein)

An exploratory seven-hole diamond drill program by First Majestic, testing for the fault-offset and high-grade western end of the Ermitaño vein, intersected multiple banded quartz veins with visible silver sulphides at depth. Six drill holes returned significant intersects from the main Navidad Vein, its splays, and a separate structure in the Hanging wall ("HW Vein"). The HW Vein has an apparent strike continuity of 750 metres and dip continuity of 250 metres. Vein thickness for both areas ranges from 1.5 metres to 6.0 metres. The zone is open in all directions. Due to the early stage of drilling, the full extent and geometry of the Navidad vein system is not yet known and exploration potential remains open in all directions.

(Expressed in Canadian Dollars)

Royalty and Mineral Property Interests - Continued

First Majestic has assigned additional drill rigs to Navidad for the remainder of 2024 with four rigs currently located on the vein system and in April 2025 announced the initial inferred resource for the Navidad Vein.

In May 2025, First Majestic provided results from additional drilling at the Navidad and Winter vein system expanded the footprint of mineralization beyond the initial Inferred Resource with a step out 100 metres to the east (EWUG-25-050) returning 6.8 metres at 14.8 g/t gold and 642 g/t silver[5].

Summary of select significant gold and silver intercepts from the Navidad and Winter Vein System from First Majestic[5,6]:

Drillhole ID	Target	From (m)	To (m)	True Length (m)	Au (g/t)	Ag (g/t)
EWUG-25-050	Navidad Vein	1017	1019.5	1.25	2.75	314
EW-25-389	Navidad Vein	1124.65	1129.55	3.75	6.06	103
EW-24-387	Navidad Vein	1369.65	1371.75	1.61	4.74	209
EWUG-25-051	Winter Vein	569.10	575.90	5.89	11.11	215
EWUG-25-050	Winter Vein	702.5	713.10	6.81	14.77	642
EWUG-25-050	*Including*	702.9	704.75	1.19	29.51	919
EWUG-25-050	*and*	705.1	708/95	2.47	21.22	1093
EW-23-359	Navidad Vein	1,349.70	1,352.25	2.46	3.27	39
EW-24-364	Navidad Vein	1,104.35	1,109.30	4.78	8.15	427
EW-24-364	*Including*	1,104.35	1,106.45	2.03	15.67	263
EW-24-364	*and*	1,108.30	1,109.30	0.97	1.06	1181
EW-24-366	Navidad Vein	1,313.00	1,316.15	2.85	1.40	124
EW-24-368	Navidad Vein	1,140.75	1,142.6	1.82	54.93	399
EW-24-368	*Including*	1,140.75	1,141.8	1.03	75.6	558
EW-24-368	*and*	1,141.8	1,142.6	0.79	27.8	191
EW-24-370	Winter Vein	961.05	961.60	5.75	5.65	46
EW-24-370	Navidad vein	1,158.10	1,162.80	4.42	10.13	86
EW-24-370	*Including*	1,158.80	1,159.35	0.52	10.90	35
EW-24-370	*and*	1,159.80	1,160.30	0.47	26.50	287
EW-24-370	*and*	1,161.40	1,162.10	0.66	21.10	178

[5] https://www.firstmajestic.com/investors/news-releases/first-majestic-announces-second-gold-silver-discovery-within-a-year-at-santa-elena-and-expands-high-grade-mineralization-at-navidad
[6] https://www.firstmajestic.com/investors/news-releases/first-majestic-announces-new-high-grade-gold-and-silver-discovery-at-santa-elena

Royalty and Mineral Property Interests - Continued

According to First Majestic's 2025 guidance, approximately 57,000 metres of drilling is planned with a focus on several targets where a new geologic understanding of district stratigraphy has brought to light large areas of exploration upside[7]. This includes the Navidad Vein System where both extension and infill drilling are planned. Underground development is also expected to focus on Ermitaño and the advancement of the Luna ramp, which is part of the Company's area of interest.

During the three-month period ended March 31, 2025, a total of 2,307 metres of underground development was completed at Ermitaño, representing a 3% increase compared to 2,250 metres in Q1-2024. Seven drill rigs were deployed with five surface rigs and two underground rigs, completing 16,809 metres of drilling. Total exploration cost increased by 42% compared to Q1-2024, totaling US$3.0 million. The drilling completed during the second half of 2024 significantly expanded the gold and silver mineralization discovered at the Navidad Target and First Majestic is working to continue to grow and define the mineral deposit at Navidad to expand the Mineral Resource and Mineral Reserve base.[8]

(b) *Royalty Revenue:* For the three-month period ended March 31, 2025, the Company recorded $2,067,673 (2024 - $1,478,699) in royalty revenue generated from the Ermitaño mine. This represents 497 GEOs (2024 - 508 GEOs), a reduction of 2% from 2024, based on an average price of US$2,860 (2024 - US$2,070) per ounce.

During the three-month period ended March 31, 2025, 270,203 tonnes of ore were processed, representing a 20% increase compared to the same period in 2024. The average silver and gold head grades were lower during the current period with 58 grams per tonne ("g/t") and 2.59 g/t, respectively, compared to 72 g/t and 3.16 g/t in 2024. Silver and gold recoveries were 68% and 95%, respectively, consistent with 69% and 95% in 2024.

Canada Portfolio

I. ***Ball Creek:*** Ball Creek is a copper porphyry and epithermal gold project comprising 52,442 hectares, located in the Golden Triangle, northwestern British Columbia. The ground contains several porphyry copper-gold and epithermal gold systems associated with Jurassic intrusive rocks.

[7] https://www.firstmajestic.com/_resources/financials/2024-Q4-FS-MDA.pdf?v=032809
[8] https://www.firstmajestic.com/_resources/financials/FSMDA-Q1-2025.pdf?v=052605

(Expressed in Canadian Dollars)

Royalty and Mineral Property Interests - Continued

(a) *Acquisition Agreement:* On April 20, 2015, and as amended on December 12, 2020, the Company acquired a 100% interest in the Ball Creek property from LUFF Enterprises Ltd. (formerly Ascent Industries Corp. and Paget Minerals Corp.) Preexisting encumbrances payable to Sandstorm Gold Royalties ("Sandstorm") include:

- 2.0% NSR royalty payable to Sandstorm and the Company has an option to repurchase 1.0% of the NSR royalty for $1.0 million;
- $1.0 million payable to Sandstorm upon announcement of a measured or indicated mineral resource estimate (NI 43-101 compliant) of at least 1.0 million oz gold equivalent resource; and
- 3.0 million payable to Sandstorm on a positive NI 43-101 compliant Feasibility Study.

In 2023, The Ball Creek project was divided into two claim blocks including Ball Creek East (Hwy 37) and Ball Creek West. Ball Creek West was sold to P2 Gold Inc. on March 5, 2023. The Company entered into an option agreement with Kingfisher Metals Inc. ("Kingfisher") for Ball Creek East. On January 20, 2025 Kingfisher purchased the Ball Creek West claims from P2 Gold[9].

- **Ball Creek East (HWY 37)**: Consists of 35,080 hectares of mineral claims:

(a) *Option Agreement:* On March 25, 2023, the Company announced that it entered into an option agreement with Kingfisher whereby Kingfisher can earn 100% interest in Ball Creek East by meeting the following obligations:

	Fair Value of Common Shares to be Issued	Status	Additional Consideration	Minimum Exploration Expenditures	Status
On signing	$300,000	*Received*	1% NSR on Ecstall Project*	-	-
March 25, 2024 (1st anniversary)	$400,000	*Received*	-	$500,000	*Completed*
March 25, 2025 (2nd anniversary)	$500,000	*Received*	-	$1,000,000	*Completed*
March 25, 2026 (3rd anniversary)	$1,000,000		-	$2,000,000	
March 25, 2027 (4th anniversary)	$1,300,000		-	$4,000,000	
Total	$3,500,000		-	$7,500,000	

Upon the exercise of the option agreement, Kingfisher will transfer to Orogen the right to acquire 1.0% NSR royalty of the underlying agreement on the project held by Sandstorm. As additional consideration of the option agreement, Kingfisher granted the Company 1.0% NSR on its Ecstall project, located in Central Coast BC, Canada. However, this project was subsequently dropped by Kingfisher on May 30, 2024.

[9] https://kingfishermetals.com/kingfisher-closes-acquisition-of-the-ball-creek-west-bam-project-in-the-golden-triangle-british-columbia/

Royalty and Mineral Property Interests - Continued

During the three-month period ended March 31, 2025, the Company received 1,666,666 common shares of Kingfisher with a fair value of $500,000 as consideration for the second anniversary and a gain of $500,000 was recorded. The gain was due to total recoveries from considerations received which were greater than the project's total carrying cost.

United States Portfolio

I. **Expanded Silicon:** The Expanded Silicon gold project is located in Bare Mountain mining district, Nye County, Nevada. Orogen holds a 74 square-kilometre 1% NSR royalty area of interest covering the Expanded Silicon project, which includes the Silicon and Merlin deposits. AngloGold Ashanti NA ("AngloGold") completed over 430 kilometres of drilling on the project and announced resource updates on February 19, 2025.

(a) *Acquisition Agreement:* On February 20, 2015, the Company entered into a royalty agreement with Callinan Royalties Corporation (now Altius) whereby the Company retained 100% ownership of the Silicon-Merlin property, discovered through an alliance between the Company and Altius pursuant to an October 22, 2013, alliance agreement, for a 1.5% NSR royalty payable to Altius.

(b) *Sale Agreement:* On May 1, 2017, the Company entered into an option agreement with AngloGold whereby AngloGold may acquire 100% interest in the Silicon-Merlin project by making aggregate payments of US$3.0 million over three years. In addition, the 1.5% NSR royalty obligation payable to Altius was transferred to AngloGold. The Company also retained a 1.0% NSR royalty on future production from the project. On June 3, 2020, AngloGold exercised its option to acquire 100% of the project by making the final payment of US$2.4 million.

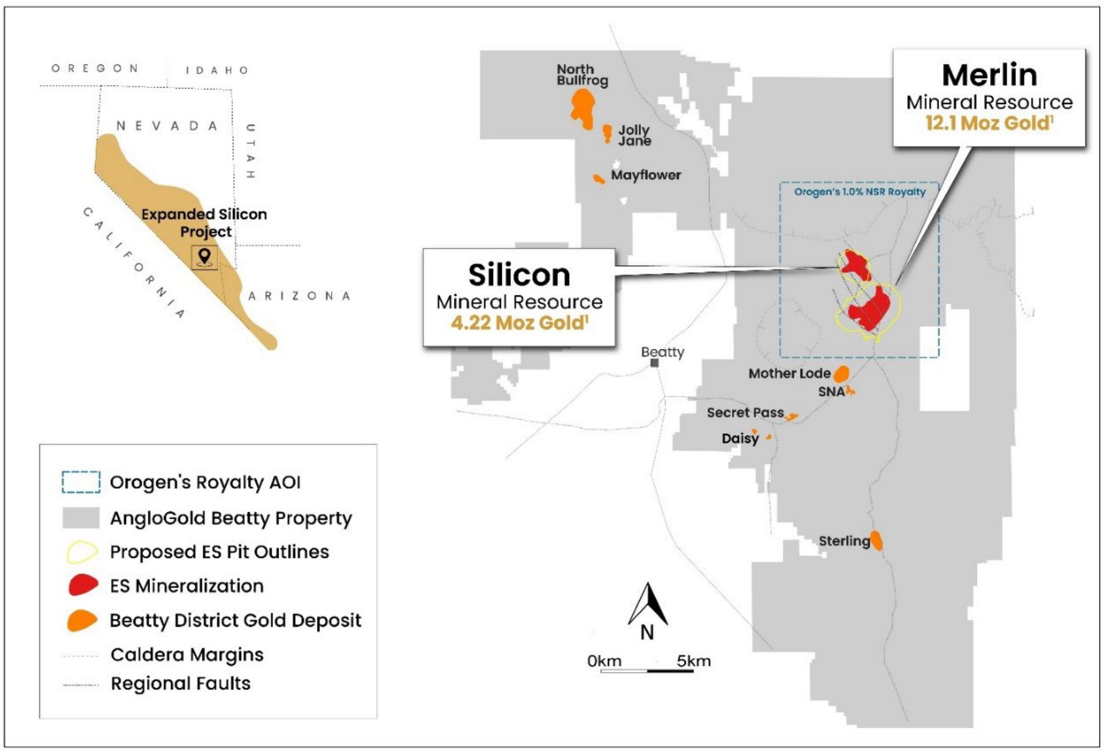
(c) *Project Update:* The Expanded Silicon project currently consists of the Merlin and the Silicon deposits. On the February 19, 2025, AngloGold announced an updated Inferred Resource of 12.1 million ounces gold at the Merlin deposit[10]. The new resource at Merlin is separate from the 4.22 million ounce gold resource at the Silicon deposit[11], located approximately 270 metres to the northwest. The combined resource of both deposits is approximately 16.32 million ounces of gold:

[10] https://thevault.exchange/?get_group_doc=143/1739954271-YearEnd2024EarningsRelease.pdf
[11] https://thevault.exchange/?get_group_doc=143/1739954271-YearEnd2024EarningsRelease.pdf

Royalty and Mineral Property Interests - Continued

Deposit	Category	Tonnes (millions)	Grade (g/t)	Contained Gold (million ounces)
Silicon	Indicated	121	0.87	3.40
	Inferred	36	0.70	0.81
Total Silicon^		158	0.83	4.22*
Total Merlin^	Inferred	355	1.06	12.10
Total Expanded Silicon Project		**513**	**0.99**	**16.32**

**Rounding of numbers may result in computational discrepancies in the Mineral Resource tabulations and are reported directly from AngloGold disclosure.*
^ The Silicon deposit mineral resource is based on a gold price of $1,750/oz. The Merlin deposit mineral resource is based on a gold price of $1,900/oz



Merlin Deposit Highlights

- Pit constrained inferred resource at Merlin of 355 million tonnes grading 1.06 g/t gold.
- Updated resources at Merlin represents a 25% increase in tonnes, a 34% increase in gold ounces, and a 7% increase in gold grade from the February 2024 announcement.
- Approximately 132 kilometres of drilling completed within the Merlin area in 2024.

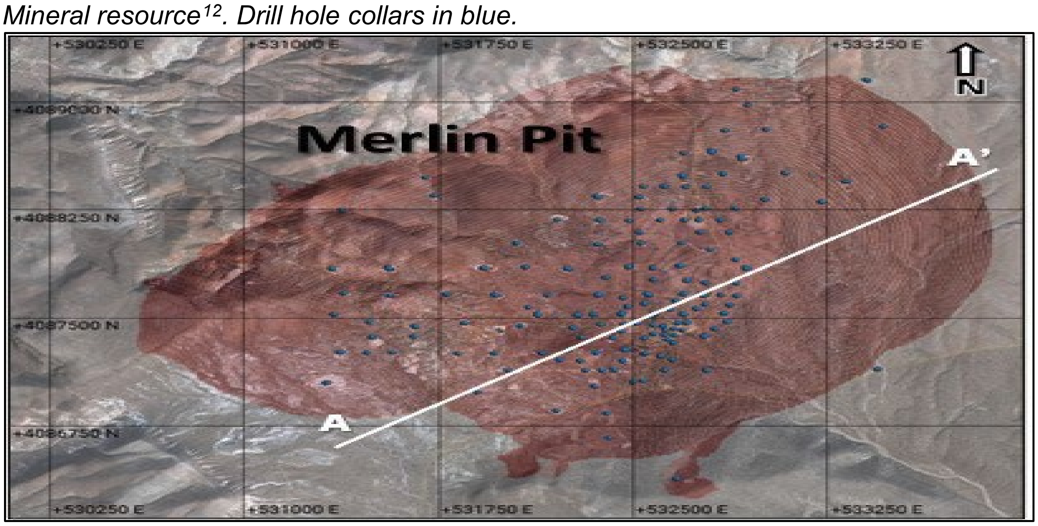
<u>Royalty and Mineral Property Interests</u> – Continued

- Exploration drilling east of Merlin appears to have encountered the fault offset extension of mineralization with results pending.
- Drilling at Merlin will continue into 2025 to support resource upgrades and conversion at the Merlin deposit with a pre-feasibility study expected H2-2025.

The Merlin deposit is interpreted as a low sulphidation epithermal gold system developed in an extensional setting between two strike slip faults. Mineralization is hosted within a stack of rhyolitic ignimbrite sheets cut by multiple normal faults, a subset of which appear to control the emplacement of the mineralization.

Mineralization occurs as high-gold grade epithermal veins and stockworks and a low to moderate gold grade broad disseminated zone within silica-adularia altered tuffs. The deposit is oxidized to depths exceeding five hundred metres. The new pit design also increased 70% in size from 3.7 square kilometres in 2023 to 6.3 square kilometres to capture additional gold mineralization to the west of the main high-grade zone at Merlin.

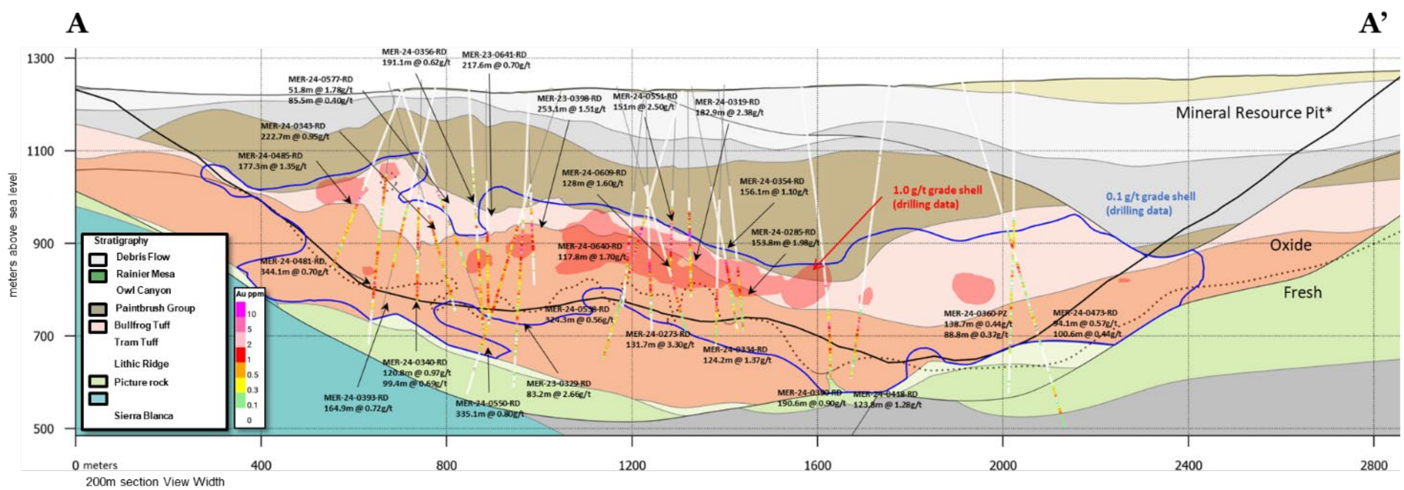
Plan view map of the 2024 Merlin Pit Design based on a gold price of US$1,900/oz Mineral resource[12]. Drill hole collars in blue.



Long section looking NW across the Merlin Deposit[13] (Section location shown on figure above).

[12] https://thevault.exchange/?get_group_doc=143/1739957070-YearEnd2024Presentation.pdf
[13] https://thevault.exchange/?get_group_doc=143/1739957070-YearEnd2024Presentation.pdf

Royalty and Mineral Property Interests - Continued



Additional information on the Merlin deposit can be found on AngloGold's Regulation S-K 1300 Technical Report Summary entitled "*Merlin deposit, Expanded Silicon project. An Initial Assessment Report*" with an effective date of December 31, 2023, filed by AngloGold on April 25, 2024[14].

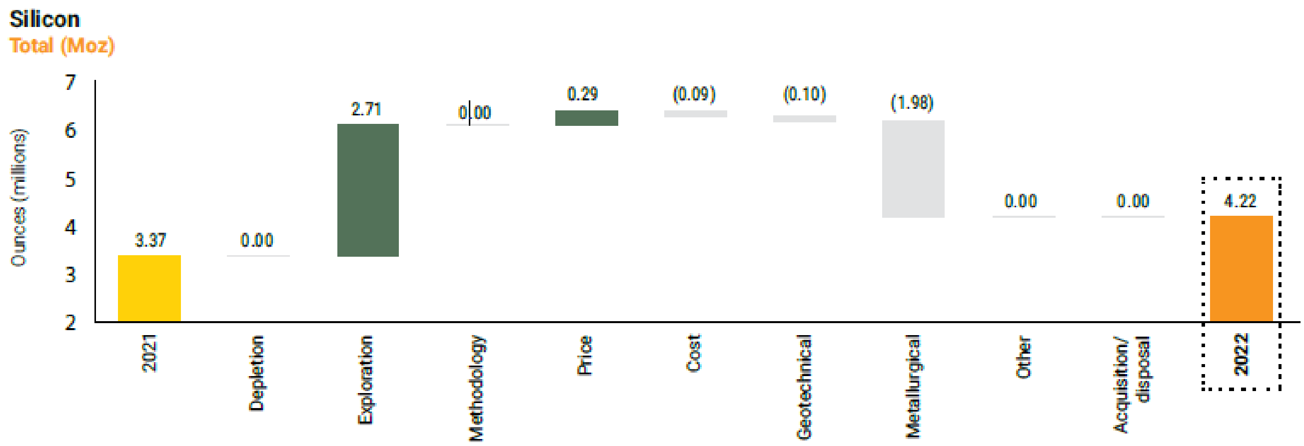
Silicon Deposit Highlights

On February 22, 2023, AngloGold declared a total mineral resource on the Silicon-Merlin deposit of 4.22 million ounces, including indicated resources of 3.4 million and inferred resources of 800,000 ounces gold. The increase in mineral resource ounces was a result of successful greenfields exploration, supported by an open pit optimization at US$1,750 per ounce gold to demonstrate reasonable prospect of economic extraction. Testing completed in 2022 provided more details regarding metallurgical variability of the transitional and unoxidized material. This resulted in a reduction in heap leach recovery compared to the previous assumptions. Continued studies will further refine the recovery estimates and evaluate the addition of a third processing option that may be more suitable for those materials. The table below illustrates the year-on-year changes in mineral resource:

[14] https://www.sec.gov/Archives/edgar/data/1973832/000162828024017820/exhibit191510merlintrsexhi.htm

(Expressed in Canadian Dollars)

Royalty and Mineral Property Interests – Continued



Source: AngloGold Ashanti Mineral Resource and Mineral Reserve Report as at December 31, 2022

Additional highlights include the following:

- Indicated resources of 121.56 million tonnes grading 0.87 g/t gold for 3.4 million ounces and 3.98 g/t silver for 15.54 million ounces, signalling a full conversion from inferred resources announced in 2022.
- Additional inferred resources of 36.03 million tonnes grading 0.70 g/t gold for 800,000 ounces and 1.92 g/t silver for 2.23 million ounces.

II. **Ecru:** The Company holds 100% interest in the Ecru property located in Nevada.

(a) *Option Agreement:* On March 8, 2021, the Company signed an option agreement with Moneghetti Minerals Limited ("Moneghetti") to option the Ecru gold project located in Nevada. Moneghetti can acquire a 100% interest in Ecru by making cash payments of US$2.5 million, work expenditures of US$5.0 million over a six-year period according to the following schedule:

	Cash payments (US$)	**Status**	**Minimum aggregate work expenditure (US$)**	**Status**
On signing	$25,000	*Received*	-	-
September 2, 2022 (18 months)	$50,000	*Received*	$200,000	*Completed*
September 2, 2023 (30 months)	$50,000	*Received*	$500,000	*In Default**
September 2, 2024 (42 months)	$100,000	*Received $25,000*	$1,000,000	*In Default**
September 2, 2025 (54 months)	$100,000		$2,000,000	
September 2, 2026 (66 months)	$175,000		$3,000,000	
March 2, 2027 (72 months)	$2,000,000		$5,000,000	
Total	**$2,500,000**			

**The terms of the option agreement are being negotiated by both parties.*

Royalty and Mineral Property Interests - Continued

The Company retains a 2.0% NSR royalty on the property. Moneghetti will also make annual payments of US$50,000 starting on the first year of exercising the option until the project is placed into commercial production. In addition, Moneghetti will pay US$7.50 per ounce to a maximum US$7.5 million on all mineral resources and reserves at the time of a production decision.

During the three-month period ended March 31, 2025, the Company received $35,940 (US$25,000) as partial payment for the 42-month anniversary option payment and a gain of $35,819 was recorded. The gain was due to total recoveries from considerations received which were greater than the project's total carrying cost.

III. **Nevada Alliance:** On September 12, 2022, the Company announced a generative exploration alliance (the "Nevada Alliance") with a subsidiary of Altius Minerals Corporation ("Altius"). The Alliance focuses on generating gold-silver (the "Gold Alliance") and porphyry copper (the "Copper Alliance") targets. The Gold Alliance will focus on generating gold and silver targets considered geologically similar to the recent major gold deposit discovery at Silicon-Merlin in the Walker Lane trend in Nevada, US. The Copper Alliance is focused on under-cover copper porphyry targets proximally to the Yerington district.

The initial costs are funded by Altius while the Company provides technical expertise and an extensive technical database. Once a project is designated, ongoing expenses and recoveries are shared equally between the Company and Altius. On February 1, 2025, the Company and Altius Minerals Corporation agreed to renew the Nevada generative exploration alliance to December 31, 2025.

IV. **Celts:** Celts is an epithermal gold-silver project in southeastern Nevada acquired through the Nevada Generative Alliance with Altius.

(a) *Sale Agreement:* The Company entered into a purchase and sales agreement with Eminent Gold Corp. ("Eminent") on December 11, 2024, whereby Eminent acquired 100% rights, title and interest of the Celts project for a total consideration of US$400,000 by paying US$30,000 in cash and US$45,000 in common shares at closing, and US$325,000 in cash and/or shares at the discretion of Eminent, within six months from the date of the agreement. Eminent will also grant a 3% NSR royalty, of which 1% can be purchased for US$1.5 million. Total consideration received and NSR royalty retained was split evenly between the Company and Altius per the terms of the Nevada Generative Alliance.

During the three-month period ended March 31, 2025, the Company received 72,692 common shares of Eminent with a fair value of $32,889 (US$22,500) in connection with the transaction.

Royalty and Mineral Property Interests - Continued

Prospect Generation Operations

During the three-month period ended March 31, 2025, the Company generated $535,819 (2024 - $437,319) in total revenue from prospect generation operations which is comprised of gains recorded from option agreements.

The Company capitalized $630,561 (2024 - $210,164) in acquisition and exploration expenditures to mineral property interests and recognized $824,366 (2024 - $494,325) in recoveries from expense reimbursements and payments from partners on active earn-in agreements, joint ventures, or alliances. The total carrying value of mineral exploration assets as at March 31, 2025 was $41,424,732 (December 31, 2024 - $41,077,392).

(Expressed in Canadian Dollars)

Royalty and Mineral Property Interests - Continued

The following table summarizes the movement in the Company's mineral properties during the three-month period ended March 31, 2025:

Mineral Property Interests	Location	Status	Operator	December 31, 2024	Additions	Recoveries	Gain (Loss)	Foreign Exchange	March 31, 2025
Ball Creek East	Canada	Optioned	Kingfisher Metals Corp.	-	-	(500,000)	500,000	-	-
Generative	Canada	Generative		-	94,122	-	-	-	94,122
Lemon Lake	Canada	Available		195,533	-	-	-	-	195,533
TCS	Canada	Available		183,756	-	-	-	-	183,756
Nevada Gold Alliance	U.S.	Alliance	Orogen and Altius Minerals Corporation	-	12,245	(12,245)	-	-	-
Nevada Copper Alliance	U.S.	Alliance	Orogen and Altius Minerals Corporation	-	52,461	(52,461)	-	-	-
Nevada Cedar Wash Allian	U.S.	Alliance	Orogen and Altius Minerals Corporation	-	1,121	(1,121)	-	-	-
Tabor	U.S.	Optioned	i-80 Gold Corp.	87,345	-	-	-	(4)	87,341
Firenze	U.S.	Available		37,161	4,987	(2,494)	-	(37)	39,617
Ecru	U.S.	Optioned	Moneghetti Minerals Limited	-	14	(35,940)	35,819	107	-
Generative	U.S.	Generative		-	117,951	-	-	-	117,951
Si2	U.S.	Optioned	K2 Gold Corporation Inc.	-	-	-	-	40	40
Ghost Ranch	U.S.	Optioned	Ivy Minerals Inc.	295,539	-	-	-	(571)	294,968
Hot Tip	U.S.	Available		40,322	2,080	(1,041)	-	(37)	41,324
Lone Mountain	U.S.	Alliance	South 32	-	48,838	-	-	-	48,838
Maggie Creek	U.S.	Optioned	Nevada Gold Mines LLC	-	-	-	-	42	42
Manhattan Gap	U.S.	Optioned	Stampede Metals Corp.	-	-	-	-	151	151
Silicon	U.S.	Royalty	Anglo Gold Ashanti NA	36,602,063	-	-	-	-	36,602,063
Spring Peak	U.S.	Optioned	Acme Company Limited	245,304	-	-	-	9	245,313
Table Mountain	U.S.	Available		-	127	(63)	-	-	64
Pearl String	U.S.	Available		87,622	870	-	-	(80)	88,412
Wyoming Alliance	U.S.	Alliance	BHP Xplor	-	219,001	(219,001)	-	-	-
Generative Mexico	Mexico	Generative		-	67			-	67
Llano del Nogal	Mexico	-		638,238	76,677	-	-	3,871	718,786
La Verdad	Mexico	-		61,548	-	-	-	547	62,095
Agua Zarca	Mexico	-		62,457	-	-	-	1,001	63,458
La Rica	Colombia	Royalty	Private Company	2,370,154	-	-	-	-	2,370,154
Lake Victoria Fields	Kenya	Royalty		170,350	-	-	-	-	170,350
Ending Balance				**$ 41,077,392**	**$ 630,561**	**$ (824,366)**	**$ 535,819**	**$ 5,326**	**$ 41,424,732**

Trends

Seasonality and market fluctuations may impact the Company's expenditures. Exploration activities are carried out in Mexico, United States and Canada and consist of expenses incurred on mineral property operations, administration, and business development.

The level of spending is largely determined by the Company's revenues generated from its royalties and prospect generation businesses, exploration activities, and its ability to secure financing through the issuance of equity or debt.

Financial Results

For the three-month perioded ended March 31, 2025:

For the three-month period ended March 31, 2025 ("2025"), the Company reported net income before tax of $1,777,832, up 522% compared to $285,647 reported for the three-month perioded ended March 31, 2024 ("2024"). After income tax expense of $599,695 (2024 - $Nil), a comprehensive net income of $1,178,137 (2024 - $285,647) was reported for 2025.

I. **Revenue:** The Company recorded $2,864,851 (2024 - $2,027,822) in total revenue for 2025, an increase of 41% compared to 2024 and this was due to:

   (a) **Royalty Revenue**: For the three-month period ended March 31, 2025, the Company recorded $2,067,673 (2024 - $1,478,699) in royalty revenue generated from the Ermitaño mine. This represents 497 GEOs (2024 - 508 GEOs), a reduction of 2% from 2024, based on an average price of US$2,860 (2024 - US$2,070) per ounce.

   (b) **Prospect Generation:** The Company generated net income of $535,819 (2024 - $437,319) from prospect generation operations, up 23% from 2024. This was due to higher revenue from active option agreements and project sales during the current period; and

   (c) **Interest Income**: Interest income of $261,359 (2024 - $111,804) was earned for 2025, up 134% from 2024. Higher interest income was due to a higher cash balance invested in GICs as short-term investments earning higher interest rates.

II. **Overhead and G&A:** The Company incurred $1,705,611 (2024 - $1,378,961) in total general, administrative and overhead costs for 2025, up 24% compared to 2024 and this was due to the following:

   (a) **Accounting and legal:** $83,056 (2024 - $69,997) was incurred for audit and legal fees, a 19% increase compared to 2024. The increase in expenses was due to higher year-end audits and legal fees from corporate activities.

(Expressed in Canadian Dollars)

Financial Results - Continued

(b) **Foreign exchange:** an unrealized loss of $120,195 (2024 - unrealized gain $89,767) on foreign exchange was recognized during the period and this was due to depreciation of the US dollar against the Canadian dollar since the beginning of year, resulting in the depreciation of the Company's US dollar cash balance.

(c) **Marketing services:** $34,103 (2024 - $56,059) in marketing expense was incurred in 2025, a 39% reduction compared to 2024, and this was due to lower conference and marketing costs incurred during the current period**.**

(d) **Share-based compensation:** $404,714 (2024 - $336,414) in share-based compensation was expensed in 2025, a 20% increase compared to 2024. This was due to a higher number of incentive equity awards vested during the period.

III. **Fair value adjustment on marketable securities**: the Company recorded an unrealized gain of $598,649 (2024 - loss $363,217) in fair value adjustments of marketable securities improvement in value of the equity portfolio.

IV. **Income tax expense**: $599,695 (2024 - $Nil) of income tax expense was recorded for 2025 at an income tax rate of 27%.

1.5 Summary of Quarterly Results

Selected quarterly information for each of the eight most recently completed financial periods is set out below. All results were compiled using IFRS.

				2025				
	Q4		**Q3**		**Q2**		**Q1**	
Revenues	$	-	$	-	$	-	$	2,864,851
Net gain/(loss)	$	-	$	-	$	-	$	1,178,137
Gain/(loss) per share	$	-	$	-	$	-	$	0.006
				2024				
	Q4		**Q3**		**Q2**		**Q1**	
Revenues	$	4,238,390	$	1,566,281	$	2,093,102	$	2,027,822
Net gain/(loss)	$	2,553,962	$	(359,544)	$	511,256	$	(113,754)
Gain/(loss) per share	$	0.012	$	(0.002)	$	0.003	$	(0.001)
				2023				
	Q4		**Q3**		**Q2**		**Q1**	
Revenues	$	2,370,448	$	2,163,602	$	1,241,505	$	2,309,614
Net gain/(loss)	$	1,604,571	$	675,989	$	131,616	$	632,213
Gain/(loss) per share	$	0.008	$	0.003	$	0.001	$	0.003

Material quarterly fluctuations above are generally caused by variations in royalties revenue received and gains or loss from prospect generation activities.

1.6 Liquidity

The Company's cash and cash equivalents at March 31, 2025, were $14,776,853 (December 31, 2024 - $14,328,737). Short-term investments at March 31, 2025, were $8,980,165 (December 31, 2024 - $8,555,787). The Company had working capital of $27,997,161 (December 31, 2024 - $26,846,600). Activities that impacted liquidity also include:

I. **Cashflow:** During the three-month period ended March 31, 2025, inflow of $1,196,035 (2024 - $893,780) was generated by operating activities, outflow of $629,532 (2024 - $306,602) was used by investing activities, and outflow of $107,689 (2024 - $16,491) was used by financing activities.

II. **Cash and cash equivalents:** Cash and cash equivalents include $14,708,726 (December 31, 2024 - $14,260,571) in the operating bank accounts and $68,127 (December 31, 2024 - $68,166) of short-term guaranteed investment certificates that are cashable within three months. As of March 31, 2025, $199,923 in cash and cash equivalents were restricted for exploration expenditures (December 31, 2024 - $270,800).

III. **Amounts receivable:** Amounts receivable balance of $3,341,053 (December 31, 2024 - $3,718,793) as at March 31, 2025. This includes trade receivables of $3,257,194 (December 31, 2024 - $3,639,336) are current (less than 30 days). The current tax receivable of $83,859 (December 31, 2024 - $79,457) is between 90 to 180 days. No allowance for doubtful accounts or impairment has been recognized for these amounts, as the amounts are all considered recoverable.

IV. **Marketable securities:** The Company has $2,609,552 (December 31, 2024 - $1,615,060) in marketable securities as at March 31, 2025. During the three-month period ended March 31, 2025, the Company received a total fair value of $500,000 (2024 - $400,000) in common shares from considerations received on sale of projects and option agreements. During the three-month period ended March 31, 2025, the Company recorded an unrealized gain due to a fair value adjustment of $598,649 (2024 - loss $363,217) and sold $136,860 (2024 - $Nil) in securities.

V. **Liabilities:** $1,910,489 (December 31, 2024 - $1,453,164) in current liabilities which included accounts payable and accrued liabilities of $794,880 (December 31, 2024 - $669,706), short-term lease liabilities of $64,519 (December 31, 2024 - $64,112), JV partner advances of $344,038 (December 31, 2024 - $310,800), and income tax liabilities of $707,412 (December 31, 2024 - $408,546). These balances are considered reasonable for the Company's activities. Other than long term lease liabilities of $175,666 (December 31, 2024 - $192,558), the Company does not have any other long-term liabilities or debt.

The Company began generating revenue from royalties at the end of the fiscal year ended December 31, 2021. The value of any mineral property is dependent upon the existence of economically recoverable mineral reserves, or the possibility of discovering such reserves, or proceeds from the disposition of such properties. See Section 1.14 "Risk Factors".

1.7 Capital Resources

The Company's authorized share capital is an unlimited number of common shares without par value and as at March 31, 2025, the Company had 201,845,675 (December 31, 2024 - 201,646,760) common shares outstanding.

I. **Issuance of common shares:** No common shares were issued for the three-month period ended March 31, 2025 (2024 - Nil), other than those relating to settlement of RSUs.

II. **Exercise of Stock Options:** No common shares were issued during the three-month period ended March 31, 2025, for stock option exercises.

During the three-month period ended March 31, 2024, 319,500 Stock Options were exercised cashless and 158,364 common shares were returned to treasury and cancelled. The weighted average exercise price of options exercised was $0.38 per share, the Company issued 161,136 common shares and received gross proceeds of $Nil and $82,789 was reclassed from contributed surplus to capital stock.

III. **Settlement of RSUs**: During the three-month period ended March 31, 2025, 194,000 RSUs with a grant date fair value of $0.52 per unit were settled including 158,000 RSUs that were settled cashless. The Company issued 137,915 common shares, 56,085 common shares were returned to treasury and cancelled, and the Company paid $87,011 for withholding taxes on behalf of the RSU holders.

No common shares were issued during the three-month period ended March 31, 2024, for RSU settlement.

1.8 Off-Balance Sheet Arrangements

As a policy, the Company does not enter off-balance sheet arrangements with special-purpose entities in the normal course of business, nor does it have any unconsolidated affiliates.

1.9 Transactions with Related Parties

Compensation of key management personnel

Transactions between the Company and related parties are disclosed below.

I. Due to related parties

Included in accounts payable and accrued liabilities at March 31, 2025, $Nil (2024 - $Nil) was due to related parties.

(Expressed in Canadian Dollars)

1.9 Transactions with Related Parties - Continued

II. Compensation of key management personnel

The remuneration paid to directors and other key management personnel during three-month periods ended were as follows:

		March 31, 2025		March 31, 2024
Salaries of senior executives (i)(iii)	**$**	**246,189**	$	242,077
Short-term employee benefits(iii)		**5,141**		4,859
Non-executive directors' fees (iv)		**53,788**		51,319
Annual bonus of senior executives (i)(iii)		**323,614**		279,079
Share-based compensation (ii)(v)		**270,181**		225,305
	$	**898,913**	$	802,639

(i) Senior executives include the Chief Executive Officer, Chief Financial Officer, Vice President Corporate Development, and Vice President Exploration.
(ii) Directors and Senior executives include the Chief Executive Officer, Chief Financial Officer, Vice President Corporate Development, and Vice President Exploration.
(iii) Remunerations paid are included in the Salaries and Support Services expense in the Condensed Interim Consolidated Statement of Income and Comprehensive Income.
(iv) Remunerations paid are included in the Management and Professional fees expense in the Condensed Interim Consolidated Statement of Income and Comprehensive Income
(v) Compensation expense is included in the Shared Based Compensation expense in the Condensed Interim Consolidated Statement of Income and Comprehensive Income.

1.10 Proposed Transactions

The Company has a business plan that includes identifying and acquiring royalties, exploration projects, conducting initial exploration and optioning the projects to potential partners. Acquisitions and dispositions are an essential and ongoing part of this plan. On April 21, 2025, the Company entered into a definitive agreement with Triple Flag, pursuant to which Triple Flag will acquire all of the issued and outstanding common shares of Orogen pursuant to a plan of arrangement for total consideration of approximately $421 million, or $2.00 per share. The total consideration consists of approximately $171.5 million in cash, approximately $171.5 million in Triple Flag shares, and shares of a new company, Orogen Spinco, with an implied value of approximately $78 million. Orogen Spinco will hold all of Orogen's mineral interests except for the 1.0% Expanded Silicon NSR royalty. Upon Orogen Spinco going public, Triple Flag has agreed to separately invest $10 million to obtain an approximate 11% interest in Orogen Spinco.

Pursuant to the Transaction, Orogen shareholders may elect to receive either $1.63 in cash or 0.05355 of a Triple Flag share per each Orogen share held and will also receive 0.25 shares in the newly created Orogen Spinco, representing approximately $0.37 per each Orogen share. This represents a total consideration of $2.00 per Orogen common share on a fully diluted basis, calculated using the closing price of Triple Flag shares on April 17, 2025 of $30.44. The total consideration paid by Triple Flag (excluding the value of Orogen Spinco) is approximately $343 million.

1.10 Proposed Transactions - Continued

The shareholder election will be subject to pro-ration such that the cash and share portions of the consideration will represent 50% and 50% of the total consideration (excluding the value of Orogen Spinco), respectively. Orogen shareholders who do not elect to receive either Triple Flag shares or cash will be deemed to elect a default consideration of 0.05355 of a Triple Flag share per Orogen share, in addition to 0.25 shares in Orogen Spinco per Orogen share.

The total value of the transaction is approximately $421 million, or $2.00 per common share of Orogen on a fully diluted basis. Following the completion of the transaction, Orogen shareholders will own approximately 3% of Triple Flag.

Transaction Conditions and Timing

Under the terms of the Agreement, the Transaction will be carried out by way of a court-approved plan of arrangement under the Business Corporations Act (British Columbia) and will require the approval at a special meeting of at least (i) 66 2/3% of the votes cast by the shareholders of Orogen and (ii) a majority of the votes cast by shareholders of Orogen excluding the votes attributable to certain members of management.

Each of the officers and directors of Orogen together with certain key shareholders, collectively controlling approximately 39.5% of the common shares of Orogen on a fully diluted basis, have entered into voting support agreements pursuant to which they have agreed to vote their shares in favor of the Transaction, subject to certain conditions.

Completion of the Transaction is also subject to regulatory and court approvals and other customary closing conditions, including the listing of Orogen Spinco on the TSX.V. The Agreement includes customary provisions, including non-solicitation by Orogen of alternative transactions, a right of Triple Flag to match superior proposals and a US$12.5 million termination fee, payable under certain circumstances.

Complete details of the Transaction will be included in a management information circular to be delivered to Orogen shareholders in the coming weeks. Subject to receiving requisite court approval, the special meeting of shareholders of Orogen is expected to be held in late June 2025, and the Transaction is expected to close in the third quarter of 2025. In connection with and subject to closing the Transaction, it is expected that the common shares of Orogen will be delisted from the TSX.V and that Orogen will cease to be a reporting issuer under Canadian and U.S. securities laws.

1.11 Critical Accounting Estimates

The preparation of the Company's unaudited interim condensed consolidated financial statements requires management to make certain estimates that affect the amounts reported in the unaudited condensed interim consolidated financial statements. Accounting estimates considered to be significant were used in Deferred Income Tax Assets, Share-Based Compensation, Leases, Impairment and Valuation of Private Investments.

1.11 Critical Accounting Estimates - Continued

Share-Based Compensation

Calculating share-based compensation requires estimates of expected volatility in the share price, risk-free interest rates, number of options expected to vest, and a determination that standard option pricing models such as Black-Scholes fairly represent the actual compensation associated with options. Share price volatility is calculated using the Company's own trading history. The risk-free interest rate is obtained from the Bank of Canada zero coupon bond yield for the expected life of the options. The Company believes that the Black-Scholes option pricing model is appropriate for determining the compensation cost associated with the grant of options.

The Company has granted employees and directors restricted share units ("RSUs") and deferred share units ("DSUs") to be settled in common shares of the Company after they are fully vested. The fair value of RSUs and DSUs is determined at the date of grant and is recognized as share-based compensation expense over the vesting period with the corresponding amount recorded to share-based payment reserve. The estimated fair value of RSUs and DSUs based on market value of the underlying common shares at the date of grant.

Leases

Management uses estimation in determining the incremental borrowing rate used to measure the lease liability, specific to the asset, underlying currency and geographic location. Future lease payments can arise from a change in an index or borrowing rate, if there is a change in the Company's estimate of the expected payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right of use ("ROU") asset or is recorded to the statement of loss if the carrying amount of the ROU asset has been reduced to zero.

Impairment

After ownership of mineral property interests and royalty assets are established, acquisition, geological, exploration, and early-stage project generation costs incurred directly by the Company are capitalized on a property-by-property basis until the property is placed into production, sold, allowed to lapse or abandoned. The Company conducts impairment tests at the end of each reporting period to determine the future economic and commercial benefit of the project. Where an indicator of impairment exists, the carrying cost is reduced to a recoverable amount and an impairment expense is recognized in profit or loss.

Due to the early-stage nature of mineral property assets, determining the value in use with mineral resource estimates and assumptions including commodity price forecasts, initial and sustaining capital requirements, future operating performance, and discount rate are limited. Instead, fair value is used by determining the amount that would likely be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. If the recoverable amount of the mineral property is less than its carrying value, the carrying value is reduced to the recoverable amount and an impairment expense is recognized in profit or loss.

1.11 Critical Accounting Estimates - Continued

Valuation of Private Investments

From time to time, the Company takes ownership of common shares of private companies as part of consideration received from its prospect generation activities. At every reporting period, these investments are valued at fair value based on quoted prices in active markets and when that information is not available, estimates are made by management using inputs from observable market data, the underlying company's recently completed equity financing, equity issuance and/or equity investments made by a third party. Changes in these assumptions and inputs could affect the reported fair value of these financial instruments. As at March 31, 2025, the Company's marketable securities portfolio balance consisted of 81% of securities measured at Level 1 and 19% measured at Level 3. There were no reclassifications or transfer of securities between Level 3 to Level 1 during the period.

1.12 Financial Instruments and Other Instruments

The Company's activities expose it to a variety of financial risks, which include foreign currency risk, interest rate risk, credit risk and liquidity risk. The Company's risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance.

Foreign Currency Risk

The Company incurs certain expenses in currencies other than the Canadian dollar. The Company is subject to foreign currency risk as a result of fluctuations in exchange rates. The Company manages this risk by maintaining bank accounts in US dollars and Mexican pesos ("MXN") to pay these foreign currency expenses as they arise. Receipts in foreign currencies are maintained in those currencies. The Company does not undertake currency hedging activities.

The Company also does not attempt to hedge the net investment and equity of integrated foreign operations.

The carrying amount of the Company's foreign currency denominated monetary assets are as follows:

	March 31, 2025		December 31, 2024	
	US(*)	**MXN(*)**	US(*)	MXN(*)
Cash and cash equivalents	**$ 12,201,820**	**$ 81,271**	$ 11,851,742	$ 96,177
Amounts receivable	**3,011,509**	**83,071**	3,375,510	78,774
Accounts payable and accrued liabilities	**(286,854)**	**(342,681)**	(45,763)	(431,353)
Joint venture partner deposits	**(304,038)**	**-**	(270,800)	-
Net assets denominted in foreign currency	**$ 14,622,436**	**$ (178,339)**	$ 14,910,689	$ (256,402)

**Figures in this table are Canadian dollars, converted from the foreign currency, at the closing exchange rate for that date.*

(Expressed in Canadian Dollars)

1.12 Financial Instruments and Other Instruments - Continued

The Company uses a sensitivity analysis to measure the effect on total assets of reasonably foreseen changes in foreign exchange rates. The analysis is used to determine if these risks are material to the financial position of the Company. Based on current market conditions, the Company has determined that a 10% change in foreign exchange rates would affect the fair value of total assets by -1.96% (December 31, 2024 - -8.59%).

The sensitivity of the Company's income and comprehensive income due to changes in the exchange rate between the Mexican peso and the Canadian dollar, and between the US dollar and the Canadian dollar are approximated in the tables below. The change, due to the effect of the exchange rate on financial instruments, is reported in the condensed interim consolidated statements of income and comprehensive income as foreign exchange gains (loses).

	March 31, 2025		March 31, 2024	
	10% Increase in MNX: CAD Rate	**10% Increase in USD: CAD Rate**	10% Increase in MNX: CAD Rate	10% Increase in USD: CAD Rate
Change in net income and comprehensive income	**$ 1,328,610**	**$ (11,336)**	$ 26,686	$ 627,830

Interest Rate Risk

The Company's cash and cash equivalents consist of cash held in bank accounts and GICs that earn interest at a fixed interest rate. Future cash flows from interest income on cash and cash equivalents will be affected by declining cash balances. The Company manages interest rate risk by investing in short-term fixed interest financial instruments with varying maturity periods when feasible to provide access to funds as required. A 25 basis-point change in interest rates would have an immaterial impact on comprehensive income based on the cash and cash equivalents at the end of the period.

Actual financial results for the coming year will vary since the balances of financial assets are expected to decline as funds are used for Company expenses.

Market Risk

The Company holds a portfolio of marketable securities that consists of both private and publicly traded companies. The value of these securities is at risk of fluctuation, and it is driven by security specific and market specific risks. The Company has no control over the volatility of its value and does not hedge its investments. Based on the March 31, 2025, portfolio value, a 10% increase or decrease in the fair market value of these securities would increase or decrease net shareholders' equity by approximately $260,955 (December 31, 2024 - $161,506).

(Expressed in Canadian Dollars)

1.12 Financial Instruments and Other Instruments - Continued

Credit Risk

Credit risk is the risk of an unexpected loss if an exploration partner, counterparty or third party to a financial instrument fails to meet its contractual obligations. To reduce credit risk, cash and cash equivalents and short-term investments are on deposit at major financial institutions. The Company is not aware of any counterparty risk that could have an impact on the fair value of such investments. The Company's exposure to trade receivables risk is mostly related to royalty revenue, revenue on active option agreements, recoveries on project alliances, revenue on sale of assets, and recoverable taxes. The carrying value of the financial assets represents the maximum credit exposure.

The Company minimizes credit risk by reviewing the credit risk of the counterparties to its arrangements on a periodic basis.

The Company's concentration of market and credit risks and maximum exposure thereto is as follows:

		March 31, 2025		December 31, 2024
Short-term money market instruments	**$**	**68,127**	$	68,166
Cash bank accounts		**14,508,803**		14,260,571
Short term investments		**8,980,165**		8,555,787
Marketable securities		**2,609,552**		1,615,060
Trade receivable		**3,257,194**		3,639,336
	$	**29,423,841**	$	28,138,920

At March 31, 2025, the Company's short-term money market instruments were invested in GICs earning annual interest rates of 2.70 to 3.65% (December 31, 2024 - 3.50% to 5.65%). All trade receivables with current and outstanding balances were received subsequent to the period ended.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis, including exploration plans. The Company attempts to ensure that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flow from operations, holdings of cash and cash equivalents and short-term investments.

The Company's policy is to invest its excess cash in highly liquid, fully guaranteed, bank-sponsored instruments. The Company staggers the maturity dates of its investments over different time periods when it is feasible to maximize interest earned. The Company has invested part of the excess cash flow through a financial institution.

(Expressed in Canadian Dollars)

1.12 Financial Instruments and Other Instruments - Continued

Joint venture partner deposits are advances received from partners on projects where the Company is the operator. These advances fund exploration work that is planned and budgeted within six to twelve months. These advances are reduced on a monthly basis as recoveries toward exploration expenses are incurred. The following table summarizes the Company's significant liabilities and corresponding maturities.

Due Date		**March 31, 2025**		December 31, 2024
0-90 days	**$**	**811,010**	$	685,734
91-365 days		**755,801**		456,630
365+ days		**175,666**		192,558
Joint venture partner deposits		**344,038**		310,800
	$	**2,086,515**	$	1,645,722

Commodity price risk

The Company's royalty revenues are derived from a royalty interest and are based on the extraction and sale of precious and base minerals and metals. Factors beyond the control of the Company may affect the marketability of metals discovered. Consequently, the economic viability of the Company's royalty interests cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk and foreign currency risk.

1.13 Other Requirements

Risks Factors and Uncertainties

Overview

The Company is subject to many risks that may affect future operations over which the Company has little control. These risks include, but are not limited to, intense competition in the resource industry, market conditions and the Company's ability to access new sources of capital, mineral property title, results from property exploration and development activities, and currency fluctuations.

Competition

The Company competes with many other mining, exploration and royalty companies that have substantially greater financial and technical resources in obtaining capital funding, acquisition, and development of its projects as well as for the recruitment and retention of qualified employees.

Risks Factors and Uncertainties - Continued

Access to Capital

The exploration and subsequent development of mineral properties is capital intensive. Should it not be possible to raise additional equity funds when required, the Company may not be able to continue to fund its operations, which would have a material adverse effect on the Company's potential profitability and ability to continue as a going concern. At present, the Company has cash resources to fund planned exploration for the next twelve months. Timing of additional equity funding will depend on market conditions as well as exploration requirements.

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered exploration stage 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. These conditions may persist for an indeterminate period of time.

Mineral Property Tenure and Permits

The Company has completed a review of its mineral property titles and believes that all requirements have been met to ensure continued access and tenure for these titles. However, ongoing requirements are complex and constantly changing so there is no assurance that these titles will remain valid. The operations of the Company will require consents, approvals, licenses and/or permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary consents, approvals, licenses and permits that may be required to carry out exploration, development and production operations on its projects.

Although the Company acquired the rights to some or all of the resources in the ground subject to the tenures that it acquired, in most cases it does not therefore acquire any rights to, or ownership of, the surface to the areas covered by its mineral tenures. In such cases, applicable laws usually provide for rights of access to the surface for the purpose of carrying on exploration activities, however, the enforcement of such rights can be costly and time consuming. It is necessary, as a practical matter, to negotiate surface access.

There can be no guarantee that, despite having the right at law to access the surface and carry on exploration activities, the Company will be able to negotiate a satisfactory agreement with existing landowners for such access, and therefore it may be unable to carry out exploration activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdictions.

Risks Factors and Uncertainties - Continued

Joint Venture Risks

A key aspect of the Company's business is entering into joint venture agreements with reputable mining companies to advance its projects. Often this results in the Company holding a minority ownership interest in the projects and the Company does not always act as operator of the project, meaning it must rely on the decisions and expertise of its project partners regarding operational matters. The interests of the Company and its project partners are not always aligned, and it may be difficult or impossible for the Company to ensure that the projects are operated in the best interest of the Company. The Company may also be dependent on its project partners for information such as the results of mineral exploration programs. The Company may also experience disputes with project partners regarding operational decisions or the interpretation of agreements in connection with its projects. While the Company strives to maintain effective channels of communication and positive working relationships with all its project partners, there can be no assurance that disputes will not arise that may lead to legal action and could result in significant costs to the Company.

Speculative Nature of Mineral Exploration and Development

The exploration for and development of mineral deposits involves significant risk which even a combination of careful evaluation, experience and knowledge may not adequately mitigate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. There is no assurance that commercial quantities of ore will be discovered on any of the Company's properties.

Even if commercial quantities of ore are discovered, there is no assurance that the mineral property will be brought into production. Whether a mineral deposit will be commercially viable depends on a number of factors, including the particular attributes of the deposit, such as its size, grade, metallurgy, and proximity to infrastructure; commodity prices, which have fluctuated widely in recent years; and government regulations, including those relating to taxes, royalties, land tenure, land use, aboriginal rights, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, and the Company's business may be adversely affected by its inability to advance projects to commercial production.

Uninsured or Uninsurable Risks

The Company may become subject to liability for pollution or hazards against which it cannot insure or against which it may elect not to insure where premium costs are disproportionate to the Company's evaluation of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for exploration and operating activities.

Risks Factors and Uncertainties - Continued

Commodity Prices

The Company's royalty revenues are derived from a royalty interest and are based on the extraction and sale of precious and base minerals and metals. Factors beyond the control of the Company may affect the marketability of metals discovered. Consequently, the economic viability of the Company's royalty interests cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices.

The prices of metals and mineral products have fluctuated widely in recent years and are affected by several factors beyond the Company's control, including international economic and political conditions, expectations of inflation, international currency exchange rates, interest rates, consumption patterns, and speculative activities and increased production due to improved exploration and production methods. Fluctuations in commodity prices will influence the willingness of investors to fund mining and exploration companies and the willingness of companies to participate in joint ventures with the Company and the level of their financial commitment. The supply of commodities is affected by various factors, including political events, economic conditions and production costs in major producing regions. There can be no assurance that the price of any commodities will be such that any of the properties in which the Company has, or has the right to acquire, an interest may be mined at a profit.

Foreign Exchange Risk

Foreign exchange risk arises when future commercial transactions and recognized assets and liabilities are denominated in a currency that is not the Company's functional currency. The Company operates in Canada, U.S. and Mexico. The Company funds cash calls to its subsidiary companies outside of Canada in U.S. dollars and Mexican pesos.

Conflicts of Interest

Certain directors and officers of the Company also serve as directors, officers and advisors of other companies involved in natural resource exploration and development. To the extent that such companies may participate in ventures with the Company, such directors and officers may have conflicts of interest in negotiating and concluding the terms of such ventures. Such other companies may also compete with the Company for the acquisition of mineral property rights. If any such conflict of interest arises, the Company's policy is that such director or officer will disclose the conflict to the board of directors and, if the conflict involves a director, such director will abstain from voting on the matter. In accordance with the *Business Corporations Act (BC)*, the directors and officers of the Company are required to act honestly and in good faith with a view to the best interests of the Company.

Risks Factors and Uncertainties - Continued

Dependence Upon Others and Key Personnel

The success of the Company's operations will depend upon numerous factors including its ability to attract and retain additional key personnel in exploration, marketing, joint venture operations and finance. This will require the use of outside suppliers as well as the talents and efforts of the Company and its consultants and employees. There can be no assurance that the Company will be successful in finding and retaining the necessary employees, personnel and/or consultants in order to be able to successfully carry out such activities. This is especially true as the competition for qualified geological, technical personnel, and consultants can be particularly intense.

Government Regulation

The Company operates in an industry which is governed by numerous regulations, including but not limited to, environmental regulations as well as occupational health and safety regulations.

Most of the Company's mineral properties are subject to government reporting regulations. The Company believes that it is in full compliance with all regulations and requirements related to mineral property interest claims.

However, it is possible that regulations or tenure requirements could be changed by the respective governments resulting in additional costs or barriers to development of the properties. This would adversely affect the value of properties and the Company's ability to hold onto them without incurring significant additional costs. It is also possible that the Company could be in violation of, or non-compliant with, regulations it is not aware of.

Mexico Mining Laws Reform

The Company operates in Mexico and has key royalty assets including the producing Ermitaño mine where the Company has a 2.0% NSR royalty that is operated by First Majestic. On May 8, 2023, the Mexican government passed a decree to amend several provisions of the following laws which became effective on May 9, 2023 (the "Decree"):

- (i) Mining Law;
- (ii) General Law for the Prevention and Integral Management of Waste;
- (iii) Ecological Equilibrium and Environmental Projection Law; and
- (iv) National Waters Law.

With respect to Mining Law and the National Waters Law, the Decree amends the following:

- (i) Duration of new mining concession titles;
- (ii) The process to obtain new mining concessions that includes a process of public tender;
- (iii) Conditions on water use and its availability as it relates to mining concessions;
- (iv) The elimination of "free land and first applicant" practice;
- (v) New social and environmental studies and requirements to obtain and keep mining concessions;
- (vi) Authorization is required from the Ministry of Economy on any transfers of mining concessions;

Risks Factors and Uncertainties - Continued

(vii) Non-compliance with applicable laws will result in new penalties and cancellation of mining concessions;
(viii) Dismissal of any application for new concessions; and
(ix) Requirements for financial instruments, bonds, or collaterals to guarantee rehabilitation, reclamation, prevention, mitigation, and compensation resulting from social and environmental impact assessments.

The Decree has negatively impacted the Company's operations in Mexico including inhibiting its ability to acquire and transfer mining concessions, to operate it prospect generation business without significant cost, to attract partners to advance exploration on projects, and to operate without significant unknown risks. The Senators of the main opposition parties including the National Action Party, the Institutional Revolutionary Party, and the Party of the Democratic Revolution have filed a constitutional action against the Decree on June 7, 2023. The Company has also filed amparos lawsuits to challenge the constitutionality of the Decree which to date has received definitive suspension for its outstanding claim applications. Other amparos have either been denied, appealed, or are pending decision by the District Courts in Mexico. The Company has paused all exploration and generative operations in Mexico due to these uncertainties.

Third Party Reporting

Orogen relies on public disclosure and other information regarding specific mines or projects that is received from the owners or operators of the mines or projects or other independent experts. The information received may be inaccurate as the result of it being compiled by certain third parties. The disclosure created by the Company may be inaccurate if the information received contains inaccuracies or omissions, which could create a material adverse effect on Orogen.

A Royalty agreement may require an owner or operator to provide the Company with production and operating information that may, if applicable, enable the Company to detect errors in the calculation of Royalty amounts owed. As a result, the ability of the Company to detect payment errors through its associated internal controls and procedures is limited, and if errors are later discovered, the Company will need to make retroactive adjustments. The Royalty agreements may also provide the Company with the right to audit the operational calculations and production data for associated payments; however, such audits may occur for many months following the recognition of the applicable revenue and if inaccuracies are discovered, this may require the Company to adjust its revenue in later periods.

As a holder of an interest in a Royalty, the Company will have limited access to data on the operations or to the actual properties underlying the Royalty. This limited access to data or disclosure regarding operations could affect the ability of the Company to assess the performance of the Royalty. This could result in delays in cash flow from that which is anticipated by the Company based on the stage of development of the properties covered by the assets within the portfolio of the Company.

Risks Factors and Uncertainties - Continued

No Control Over Mining Operations

The Company is not directly involved in the exploration activities of its optioned mineral properties and exploration, development or operation of its Royalties. The Company's revenue may be derived from its portfolio of optioned mineral properties and Royalty that are based on activities of the third-party owners and operators. The owners and operators generally will have the power to determine the exploration activities of the properties and the way they are exploited, including decisions to expand, continue or reduce, suspend, or discontinue production from a property, decisions about marketing of products extracted and decisions to advance exploration efforts and conduct exploration and development on non-production properties. The owners and operators' interests may not always align with Orogen. The inability of the Company to control operations for properties in which it has a Royalty or other interest may result in a material adverse effect on its profitability, results of operations, cash flow and financial condition. In addition, Royalties of early staged exploration assets may never achieve economic feasibility and commence commercial production and there can be no assurance that such mines or projects will advance. The owners may be unable or unwilling to fulfill their obligations under their agreements, have difficulty obtaining financing and technical resources required to advance the projects, which could limit the owner or the operator's ability to perform its obligations under the agreements with the Company. The Company is also subject to risk that a project may be put on care and maintenance or be suspended on a temporary or permanent basis.

Revenue and Royalty Risks

The Company expects future revenue from the Ermitaño mine Royalty to fluctuate depending on production, the price of gold and silver, and smelting costs. Therefore, the Company cannot accurately forecast the operating results of this asset. Orogen also earns additional revenue and recoveries from staged option payment and management fees with various joint ventures and option agreements. There is a risk that these payments may not be received. Additionally, payments may be dependent on milestone conditions or value may be based on certain market conditions including metal price or market price of equity interests received.

Non-Payment of a Royalty

The Company is dependent on the financial viability and the operational effectiveness of owners and operators of the relevant mines and mineral properties underlying the Company's Royalties. Payments from production generally flow through the operator and there is a risk of delay and additional expenses in receiving such revenues. Payments may be delayed by restrictions imposed by lenders, sale or delivery of products, the ability or willingness of smelters and refiners to process mine products, recovery by the operators of expenses incurred in the operation of mines, the establishment by the operators of reserves for such expenses or the insolvency of the operator. Delayed payments as a result of factors that are beyond the control of the Company could result in material and adverse effect on the status of and performance of its Royalties. Failure to receive payment on its Royalties or termination of Orogen's rights generally, may result in a material and adverse effect on the Company's profitability, results of operations, cash flow, financial condition and value of Common Shares.

Risks Factors and Uncertainties - Continued

No Assurance of Titles

The acquisition of the right to explore for and exploit mineral properties is a very detailed and time-consuming process. There can be no guarantee that the Company has acquired title to any such surface or mineral rights or that such rights will be obtained in the future. To the extent they are obtained, titles to the Company's surface or mineral properties may be challenged or impugned and title insurance is generally not available. The Company's surface or mineral properties may be subject to prior unregistered agreements, transfers or claims and title may be affected by, among other things, undetected defects. Such third-party claims and defects could have a material adverse impact on the Company's operations.

Foreign Countries and Political Risks

The Company operates in and has Royalties on properties in Canada, United States, Mexico, Kenya, Colombia, and Argentina. It is subject to certain risks including currency fluctuations, and possible political or economic instability which may result in the impairment or loss of mineral concessions or other mineral rights, opposition from environmental or other non-governmental organizations, and mineral exploration and mining activities may be affected in varying degrees by political stability and government regulations relating to the mineral exploration and mining industry. Any changes in regulations or shifts in political attitudes are beyond the control of the Company and may adversely affect its business. Exploration and development may be affected in varying degrees by government regulations with respect to restrictions on future exploitation and production, price controls, export controls, foreign exchange controls, income taxes, expropriation of property, environmental legislation and mine and site safety.

Notwithstanding any progress in restructuring political institutions or economic conditions, the present administration, or successor governments, of some countries in which the Company operates or holds royalty interests may not be able to sustain any progress. If any negative changes occur in the political or economic environment of these countries, it may have an adverse effect on the Company's operations in those countries. The Company does not carry political risk insurance.

Government Regulations and Permitting Requirements Risks

Exploration, development and mining of minerals are subject to extensive laws and regulations at various governmental levels governing the acquisition of the mining interests, prospecting, development, mining, production, exports, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. In addition, the current and future operations, from exploration through development activities and production, require permits, licenses and approvals from some of these governmental authorities.

Risks Factors and Uncertainties - Continued

Orogen believes the operators of its optioned mineral properties and properties on which it holds royalty interests have obtained all government licenses, permits and approvals necessary for the operation of its business to date. However, additional licenses, permits and approvals may be required. The failure to obtain any licenses, permits or approvals that may be required or the revocation of existing ones would have a material and adverse effect on Orogen, its business and results of operations.

Failure to comply with applicable laws, regulations and permits may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities requiring Orogen's or the project operator's operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Orogen and such operators may be required to compensate those suffering loss or damage by reason of their mineral exploration activities and may have civil or criminal fines or penalties imposed for violations of such laws, regulations and permits. Any such events could have a material and adverse effect on Orogen and its business and could result in Orogen not meeting its business objectives.

Additional Disclosure for Venture Issuers without Significant Revenue

The significant components of general and administrative expenditures are presented in the unaudited condensed interim consolidated financial statements. Significant components of mineral property expenditures are included in Section 1.4 Results of Operations.

Outstanding Share Data

As of the date of this MD&A, the Company has 201,784,675 issued and outstanding common shares. In addition, the Company has 9,260,500 Stock Options outstanding with a weighted average exercise price of $0.58 that expires through January 30, 2030, 1,623,000 RSUs and 350,000 DSUs. Details of issued share capital are included in Note 13 of the unaudited condensed interim consolidated financial statements for the three-month periods ended March 31, 2025 and 2024.

Other Information

All technical reports on material properties, press releases and material change reports are filed on SEDAR+ at https://www.sedarplus.ca/landingpage/

Forward-Looking Statements

This document includes certain forward-looking statements concerning the future performance of the Company's business, its operations, its financial performance and condition, as well as management's objectives, strategies, beliefs and intentions. Forward-looking statements are frequently identified by such words as "may", "will", "plan", "expect", "anticipate", "estimate", "intend" and similar words referring to future events and results. Forward-looking statements are based on the current opinions and expectations of management. All forward-looking information is inherently uncertain and subject to a variety of assumptions, risks and uncertainties. Factors that may cause actual results to vary from forward looking statements include, but are not limited to, the Company's ability to access capital, the speculative nature of mineral exploration and development, fluctuating commodity prices, competitive risks and reliance on key personnel, as described in more detail in this document under "Risk Factors and Uncertainties". Statements relating to estimates of reserves and resources are also forward-looking statements as they involve risks and assumptions (including, but not limited to, assumptions with respect to future commodity prices and production economics) that the reserves and resources described exist in the quantities and grades estimated and are capable of being economically extracted. Actual events or results may differ materially from those projected in the forward-looking statements and we caution against placing undue reliance thereon.