



Condensed Interim Consolidated Financial Statements
For the three and six months ended June 30, 2025 and 2024
(Unaudited - Expressed in Canadian Dollars)

RUA GOLD INC.**Condensed Interim Consolidated Statements of Financial Position**

(Unaudited - Expressed in Canadian dollars)

	Notes	June 30, 2025	December 31, 2024
Assets			
Current assets:			
Cash		\$ 13,962,899	\$ 1,206,463
Sales tax receivables		286,777	189,402
Prepaid expenses		273,972	761,095
Investment	8	670,997	944,545
		15,194,645	3,101,505
Reclamation bond	10	315,172	306,470
Equipment	9	87,290	105,534
Total assets		\$ 15,597,107	\$ 3,513,509
Liabilities			
Current liabilities:			
Accounts payable and accrued liabilities		\$ 924,176	\$ 1,264,076
Total liabilities		924,176	1,264,076
Shareholders' equity			
Share capital	11	54,812,162	37,404,239
Reserves		2,646,954	1,446,974
Accumulated other comprehensive loss		(78,680)	(76,394)
Deficit		(42,707,505)	(36,525,386)
Total shareholders' equity		14,672,931	2,249,433
Total liabilities and shareholders' equity		\$ 15,597,107	\$ 3,513,509

Nature and continuance of operations (Note 1)

The condensed interim consolidated financial statements were approved for issuance on August 27, 2025 by the Board of Directors by:

"Tyron Breytenbach"
Director

"Robert Eckford"
Director

- The accompanying notes form an integral part of these condensed interim consolidated financial statements -

RUA GOLD INC.**Condensed Interim Consolidated Statements of Loss and Comprehensive Loss**

(Unaudited - Expressed in Canadian dollars, except for per share amounts and number of shares)

		Three months ended June 30,		Six months ended June 30,	
	Notes	2025	2024	2025	2024
Operating expenses:					
Exploration and evaluation	10	\$ 2,040,994	\$ 597,989	\$ 4,159,563	\$ 1,228,214
Share-based payments	11	293,965	192,507	635,108	231,175
Marketing expense		246,327	546,418	546,494	634,017
Salaries and wages		212,622	89,874	317,805	93,190
Professional fees		100,452	67,685	154,502	128,985
Regulatory and filing		43,318	20,694	60,881	23,394
Office and administration		20,803	30,642	44,036	43,466
Depreciation	9	12,138	7,959	23,575	14,455
Transaction costs		-	144,000	-	274,500
		(2,970,619)	(1,697,768)	(5,941,964)	(2,671,396)
Listing expense	5	-	-	-	(1,275,041)
Change in the fair value of investment	8	(133,254)	-	(273,548)	-
Interest income		21,072	32,470	30,081	33,810
Other income		4,640	13,728	3,312	13,728
Net loss for the period		(3,078,161)	(1,651,570)	(6,182,119)	(3,898,899)
Other comprehensive loss:					
Items that may be reclassified subsequently to profit or loss:					
Currency translation adjustment		15,096	(3,202)	(2,286)	(15,786)
Net loss and comprehensive loss		\$ (3,063,065)	\$ (1,654,772)	\$ (6,184,405)	\$ (3,914,685)
Weighted average shares					
outstanding – basic and diluted		64,109,289	32,263,911	60,978,101	26,290,971
Basic and diluted loss per share		\$ (0.05)	\$ (0.05)	\$ (0.10)	\$ (0.15)

- The accompanying notes form an integral part of these condensed interim consolidated financial statements -

RUA GOLD INC.**Condensed Interim Consolidated Statements of Cash Flows**

(Unaudited - Expressed in Canadian dollars)

		Six months ended June 30,	
	Notes	2025	2024
Operating activities			
Net loss for the period		\$ (6,182,119)	\$ (3,898,899)
Adjustments for:			
Listing expense	5	-	1,275,041
Share-based payments	11	635,108	231,175
Change in fair value of investment	8	273,548	-
Depreciation	9	23,575	14,455
Changes in non-cash working capital items:			
Sales tax receivables		(97,375)	37,439
Deferred financing costs		-	(113,000)
Prepaid expenses		487,123	(53,806)
Accounts payable and accrued liabilities		(339,900)	(389,978)
Net cash used in operating activities		(5,200,040)	(2,897,573)
Investing activities			
Cash acquired from Transaction	5	-	5,611,189
Purchase of equipment	9	(2,662)	(30,336)
Net cash (used in)/provided by investing activities		(2,662)	5,580,853
Financing activities			
Proceeds from the February 2025 Offering	7	5,750,046	-
Proceeds from the June 2025 Offering	7	13,800,115	-
Share issuance costs	7	(1,577,366)	-
Proceeds from Loan	5	-	500,000
Net cash provided by financing activities		17,972,795	500,000
Net change in cash in the period		12,770,093	3,183,280
Effect of foreign exchange on cash		(13,657)	(15,382)
Cash, beginning of period		1,206,463	207,733
Cash, end of period		\$ 13,962,899	\$ 3,375,631

- The accompanying notes form an integral part of these condensed interim consolidated financial statements -

RUA GOLD INC.

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

(Unaudited - Expressed in Canadian dollars, except for number of shares)

	Share Capital		Reserves	Accumulated other comprehensive (loss) income	Deficit	Total shareholders' equity
	Shares	Amount				
Balance, December 31, 2023	13,521,098	\$ 9,778,587	\$ 403,400	\$ 7,716	\$ (10,968,911)	\$ (779,208)
Shares issued in Transaction (Note 5)	18,742,812	8,112,659	-	-	-	8,112,659
Share purchase warrants issued in Transaction (Note 5)	-	-	163,311	-	-	163,311
Share-based payments (Note 11)	-	-	231,175	-	-	231,175
Foreign currency translation adjustment	-	-	-	(15,786)	-	(15,786)
Net loss for the period	-	-	-	-	(3,898,899)	(3,898,899)
Balance, June 30, 2024	32,263,910	\$ 17,891,246	\$ 797,886	\$ (8,070)	\$ (14,867,810)	\$ 3,813,252
Balance, December 31, 2024	53,659,310	\$ 37,404,239	\$ 1,446,974	\$ (76,394)	\$ (36,525,386)	\$ 2,249,433
Shares issued in February 2025 Offering (Note 7)	9,583,410	5,750,046	-	-	-	5,750,046
Shares issued in June 2025 Offering (Note 7)	19,714,450	13,800,115	-	-	-	13,800,115
Share issuance costs (Note 7)	-	(2,142,238)	564,872	-	-	(1,577,366)
Share-based payments (Note 11)	-	-	635,108	-	-	635,108
Foreign currency translation adjustment	-	-	-	(2,286)	-	(2,286)
Net loss for the period	-	-	-	-	(6,182,119)	(6,182,119)
Balance, June 30, 2025	82,957,170	\$ 54,812,162	\$ 2,646,954	\$ (78,680)	\$ (42,707,505)	\$ 14,672,931

- The accompanying notes form an integral part of these condensed interim consolidated financial statements -

RUA GOLD INC.

Notes to the Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2025 and 2024

(Unaudited - Expressed in Canadian dollars, except where noted)

1. Nature and continuance of operations

Rua Gold Inc. (the “Company” or “Rua Gold”) was incorporated under the Business Corporations Act of British Columbia on December 14, 2016. The address of its registered head office is 1500 - 1055 West Georgia Street, Vancouver, BC, V6E 4N7.

The Company is in the process of exploring its resource properties in New Zealand and has not determined whether these properties contain mineral reserves which are economically recoverable. The recoverability of amounts shown for exploration and evaluation expenditures is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development and future profitable production from the property or proceeds from its disposition.

As of July 29, 2024, the Company’s common shares are listed for trading on the TSX Venture under the symbol “RUA” and have been delisted from the Canadian Securities Exchange. The Company’s common shares are also listed for trading on the OTC under the symbol “NZAUF”.

Effective December 6, 2024, the Company’s common shares were consolidated on the basis of six pre-consolidation common shares for every one post-consolidation common share. This share consolidation has been reflected retrospectively in these condensed interim consolidated financial statements (“Interim Financial Statements”).

Reverse Takeover Transaction

On February 27, 2024, First Uranium Resources Ltd. (“First Uranium”) completed a definitive agreement (the “Business Combination Agreement”) with Reefton Goldfields Inc. (“Reefton”), pursuant to which First Uranium acquired all of the issued and outstanding shares of Reefton (the “Transaction”), carried out by way of a three-cornered amalgamation. Concurrent with the closing of the Transaction, First Uranium changed its name to “Rua Gold Inc.” (Note 5).

The Transaction constituted a reverse acquisition for accounting purposes whereby Reefton is treated as the accounting acquirer, and the Company is treated as the accounting acquiree. As Reefton was deemed to be the acquirer for accounting purposes, its assets, liabilities and operations since incorporation are included in the Interim Financial Statements at their historical carrying values. Rua Gold’s results of operations are included from the transaction date.

In connection with the closing of the Transaction, the Company changed its financial year-end to December 31, being the same year-end as that of Reefton.

Asset Acquisition

On November 25, 2024, the Company acquired all of the issued and outstanding common shares of Reefton Resources Pty Limited, a wholly owned subsidiary of Siren Gold Ltd. With exploration tenements located adjacent to the Company’s properties in New Zealand. The acquisition of Reefton Resources Pty Limited was accounted for as an asset acquisition (Note 6).

Going concern

The Interim Financial Statements have been prepared on the basis of accounting principles applicable to going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

During the six months ended June 30, 2025, the Company recorded a loss of \$6,182,119 (June 30, 2024 – \$3,898,899). The Company has not yet achieved profitable operations and has a deficit of \$42,707,505 (December 31, 2024 – \$36,525,386) since its inception. The Company expects to incur further losses in the development of its business. The Company is subject to risks and challenges impacting its operations including, but not limited to, the ability to secure adequate financing to meet expenditure requirements including maintenance costs on its exploration and evaluation assets, and to successfully satisfy its commitments and continue as a going concern. The Company is dependent on equity and debt financings to fund its operations. There is no assurance that the Company will be able to obtain adequate financing in the future or that such

RUA GOLD INC.

Notes to the Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2025 and 2024

(Unaudited - Expressed in Canadian dollars, except where noted)

financing will be on terms advantageous to the Company. These circumstances comprise a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. These Interim Financial Statements for the three and six months ended June 30, 2025 do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary should the going concern assumption be inappropriate, and such adjustments could be material.

2. Basis of preparation

a. Statement of compliance

The Interim Financial Statements have been prepared in accordance with IAS 34, Interim Financial Reporting, using accounting policies consistent with IFRS® Accounting Standards as issued by the International Accounting Standards Board ("IASB"). Certain disclosures required by IFRS Accounting Standard have been condensed or omitted in the following note disclosures as they are disclosed or have been disclosed on an annual basis only. Accordingly, the Interim Financial Statements should be read in conjunction with the annual audited consolidated financial statements for the year ended December 31, 2024, which have been prepared in accordance with IFRS Accounting Standards.

b. Basis of measurement

The Interim Financial Statements have been prepared on a historical cost basis, except for financial instruments measured at fair values and cash flow information.

c. Basis of consolidation

The Interim Financial Statements include the accounts of the Company and its wholly owned subsidiaries which it controls. The wholly owned subsidiaries of the Company and their geographic locations as at June 30, 2025 are:

Company	Location
Reefton Acquisition Corp (formerly, Reefton Goldfields Inc.) ("RAC")	Canada
Reefton Gold Limited ("RGL")	New Zealand
Reefton Resources Pty Limited ("RRL")	New Zealand

Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Subsidiaries are included in the Interim Financial Statements from the date control is obtained until the date control ceases. All intercompany transactions and balances have been eliminated.

d. Basis of presentation

The Interim Financial Statements are presented in Canadian dollars. Items included in the Interim Financial Statements of the Company are measured using the currency of the primary economic environment in which the entity operates. The functional currency of the Company and RAC is the Canadian dollar ("CAD") and the functional currency of RGL and RRL is the New Zealand dollar ("NZD").

3. Material accounting policies

The accounting policies applied in these Interim Financial Statements are the same as those applied in the Company's annual audited consolidated financial statements as at and for the year ended December 31, 2024.

4. Significant accounting estimates and judgements

The preparation of financial statements in accordance with IFRS Accounting Standards requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and disclosures of contingent assets and liabilities at the date of the Interim Financial Statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continually evaluated and are based on

RUA GOLD INC.

Notes to the Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2025 and 2024

(Unaudited - Expressed in Canadian dollars, except where noted)

management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. There are no significant changes to the estimates and judgements used in preparing the Interim Financial Statements as those described in the annual audited consolidated financial statements for the year ended December 31, 2024.

5. Reverse Takeover Transaction

In accordance with the terms and conditions of the Business Combination Agreement, the Transaction was completed by way of a three-cornered amalgamation, whereby, among other things: (i) 1424060 B.C. Ltd., a wholly-owned subsidiary of First Uranium incorporated for the purpose of effecting the Transaction, amalgamated with Reefton to form an amalgamated company ("Amalco"); (ii) holders of common shares in the capital of Reefton received 1.6 common shares in the capital of First Uranium for each share held in Reefton (the "Exchange Ratio") and Reefton's shares were cancelled; (iii) First Uranium share purchase warrants were issued to the holders of Reefton's share purchase warrants in accordance with the Exchange Ratio, and Reefton's warrants were cancelled; (iv) Amalco became a wholly owned subsidiary of First Uranium; and (v) First Uranium changed its name to "Rua Gold Inc."

In connection with the Transaction, First Uranium entered into a term sheet to extend to Reefton a non-revolving secured loan credit facility of up to \$805,000 (the "Loan") to fund exploration programs on the Reefton project and for general corporate and working capital purposes, which was drawn in full during the year ended December 31, 2023. On February 16, 2024, the Loan was amended and restated to allow for an additional \$500,000 drawdown, which was received in full during the period ended March 31, 2024. The total principal amount outstanding of \$1,305,000 and all interest accrued thereon was waived in its entirety upon completion of the Transaction.

Upon closing the Transaction, First Uranium issued 18,742,812 common shares to Reefton's shareholders. The First Uranium warrant holders retained 1,551,646 share purchase warrants on the Transaction, which were valued at \$163,311. The fair value of the warrants was determined using the Black Scholes Option Pricing Model (Note 11) and First Uranium cancelled all 66,667 of its issued and outstanding stock options.

The Transaction was accounted for in accordance with guidance provided in IFRS 2 - *Share-Based Payments*, as First Uranium did not qualify as a business according to the definition of IFRS 3 - *Business Combinations*. Accordingly, the Transaction was accounted for as the purchase of First Uranium's net assets by Reefton.

The consideration was measured at the fair value of the shares that Reefton would have had to issue to shareholders of the Company to give the shareholders of the Company the same percentage equity interest in the combined entity that results from the Transaction has it taken the legal form of Reefton acquiring the Company.

The aggregate fair value of the consideration paid, less the net assets acquired has been recognized as a listing expense in the statements of loss and comprehensive loss.

The following table shows the consideration and allocation of the purchase price to the identifiable assets and liabilities based on their estimated fair values at the date of the Transaction:

Purchase Price		
Fair value of common shares issued	\$	8,112,659
Fair value of share purchase warrants retained		163,311
Total consideration		8,275,970
Cash		5,611,189
GST receivables		87,358
Prepaid expenses		271,189
The Loan		1,305,000
Accounts payable and accrued liabilities		(273,807)
Net assets acquired		7,000,929
Listing expense	\$	1,275,041

RUA GOLD INC.

Notes to the Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2025 and 2024

(Unaudited - Expressed in Canadian dollars, except where noted)

6. Share Purchase Agreement

On November 25, 2024, the Company completed an acquisition pursuant to a definitive share purchase agreement (the "Agreement"), whereby the Company acquired 100% of the issued and outstanding shares of RRL, a wholly owned subsidiary of Siren Gold Ltd. ("Siren") with tenements located adjacent to the Company's suite of properties in New Zealand's Reefton Goldfield (the "Reefton Transaction"). As consideration for the acquisition of RRL, the Company:

- paid an aggregate of AUD\$2,000,000 (subject to a working capital adjustment) to Siren, of which (i) AUD\$1,000,000 (\$932,510) was paid by the Company upon entering into the Agreement in the form of a forgivable loan; (ii) AUD\$1,346,234 (\$1,234,752) at the completion of the Reefton Transaction (the "Closing Date"); and (iii) AUD\$48,819 (\$44,000) subsequent to the completion of the Reefton Transaction as a working capital adjustment;
- paid AUD\$2,000,000 (\$1,834,380) in cash in exchange for 10,000,000 common shares of Siren; and
- on the Closing Date, issued 13,987,900 common shares in the capital of the Company to Siren, having an aggregate value of \$12,589,107 (the "Consideration Shares").

During the year ended December 31, 2024, the Company incurred \$735,882 in transaction costs relating to the Reefton Transaction which were included in the total consideration calculation.

The Transaction was accounted for in accordance with guidance provided in IFRS 2 - Share-Based Payments, as RRL did not qualify as a business according to the definition of IFRS 3 – Business Combinations. Accordingly, the Reefton Transaction was accounted for as the purchase of RRL net assets by the Company. Following the closing of the Reefton Transaction, RRL became a wholly owned subsidiary of the Company. There was no change of control of the Company as a result of the Reefton Transaction.

The following table shows the consideration and allocation of the purchase price to the identifiable assets and liabilities based on their estimated fair values at the date of the Reefton Transaction:

Purchase Price		
Fair value of common shares issued (Note 11)	\$	12,589,107
Promissory note issued		932,510
Cash consideration paid		1,278,752
Transaction costs		735,882
Total consideration		15,536,251
Cash		1,739
Receivables		25,684
Prepaid expenses		85,102
Reclamation bonds (Note 10)		204,450
Equipment (Note 9)		52,031
Exploration and evaluation assets expensed (Note 10)		15,187,176
Accounts payable and accrued liabilities		(19,931)
Net assets acquired	\$	15,536,251

7. Financings

July 2024

On July 25, 2024, the Company closed a public offering consisting of 7,407,500 common shares of the Company at a price of \$1.08 per common share for aggregate gross proceeds of \$8,000,100 (the "July 2024 Offering").

In consideration for services rendered in connection with the July 2024 Offering, the Company paid the Agents an aggregate cash fee of \$402,000 and issued to the Agents an aggregate of 413,895 warrants. Each warrant is exercisable to acquire one common share at the exercise price of \$1.08 per common share for a period of 24 months following the closing of the July 2024

RUA GOLD INC.**Notes to the Condensed Interim Consolidated Financial Statements****For the three and six months ended June 30, 2025 and 2024****(Unaudited - Expressed in Canadian dollars, except where noted)**

Offering. During the year ended December 31, 2024, the Company incurred \$845,173 in cash financing costs relating to the July 2024 Offering.

February 2025

On February 20, 2025, the Company closed a public offering consisting of 9,583,410 common shares of the Company at a price of \$0.60 per common share for aggregate gross proceeds of \$5,750,046 (the "February 2025 Offering").

In consideration for services rendered in connection with the February 2025 Offering, the Company paid the Agents an aggregate cash fee of \$269,999 and issued to the Agents an aggregate of 575,004 warrants. Each warrant is exercisable to acquire one common share at the exercise price of \$0.60 per common share for a period of 24 months following the closing of the February 2025 Offering. During the three months ended March 31, 2025, the Company incurred \$489,271 in cash financing costs relating to the February 2025 Offering.

June 2025

On June 26, 2025, the Company closed a public offering and a private placement consisting of 19,714,450 common shares of the Company at a price of \$0.70 per common share for aggregate gross proceeds of \$13,800,115 (the "June 2025 Offering").

In consideration for services rendered in connection with the June 2025 Offering, the Company paid the Agents an aggregate cash fee of \$446,651 and issued to the Agents an aggregate of 638,073 warrants. The Company also paid an advisory service fee of \$340,000 and issued 485,000 warrants to a financial advisor. Each warrant is exercisable to acquire one common share at the exercise price of \$0.70 per common share for a period of 24 months following the closing of the June 2025 Offering. During the six months ended June 30, 2025, the Company incurred \$1,088,095 in cash financing costs relating to the June 2025 Offering.

8. Investment

	Shares	\$
Balance, December 31, 2023	-	-
Siren shares purchased	6,300,000	443,423
Siren shares purchased pursuant to the Reefion Transaction (Note 6)	10,000,000	1,834,380
Change in fair value of investment	-	(1,333,258)
Balance, December 31, 2024	16,300,000	\$ 944,545
Change in fair value of investment	-	(273,548)
Balance, June 30, 2025	16,300,000	\$ 670,997

RUA GOLD INC.

Notes to the Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2025 and 2024

(Unaudited - Expressed in Canadian dollars, except where noted)

9. Equipment

		Computers and office equipment		Exploration equipment		Vehicles		Total
Cost								
Balance, December 31, 2023		30,628		142,414		17,293		190,335
Additions		1,210		24,863		19,644		45,717
Assets acquired on Reefton Transaction (Note 6)		4,080		24,474		23,477		52,031
Currency translation		(1,168)		(6,520)		(1,597)		(9,285)
Balance, December 31, 2024	\$	34,750	\$	185,231	\$	58,817	\$	278,798
Additions		2,662		-		-		2,662
Currency translation		987		5,259		1,670		7,916
Balance, June 30, 2025	\$	38,399		190,490		60,487		289,376
Accumulated depreciation								
Balance, December 31, 2023		23,090		105,829		13,370		142,289
Depreciation		4,461		25,810		6,743		37,014
Currency translation		(941)		(4,448)		(650)		(6,039)
Balance, December 31, 2024	\$	26,610	\$	127,191	\$	19,463	\$	173,264
Depreciation		2,235		15,243		6,097		23,575
Currency translation		787		3,822		638		5,247
Balance, June 30, 2025	\$	29,632	\$	146,256	\$	26,198	\$	202,086
Net Book Value								
December 31, 2024	\$	8,140	\$	58,040	\$	39,354	\$	105,534
June 30, 2025	\$	8,767	\$	44,234	\$	34,289	\$	87,290

10. Exploration and evaluation expenditures

The Company's exploration and evaluation expenditures are expensed as incurred. During the three and six months ended June 30, 2025 and 2024, the Company incurred the following expenditures:

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Drilling	\$ 1,077,558	\$ 151,594	\$ 2,366,313	\$ 404,424
Salaries	328,870	166,712	526,265	320,397
Consultants	275,561	50,337	474,892	102,245
Office and other	177,845	119,152	335,238	202,940
Field expenses	111,539	75,720	318,953	133,918
Permits	69,621	34,474	137,902	64,290
	\$ 2,040,994	\$ 597,989	\$ 4,159,563	\$ 1,228,214

The Company has paid reclamation bonds to New Zealand's Department of Conservation as part of access arrangements for \$315,172 (NZD \$380,000) (December 31, 2024 - \$306,470 (NZD \$380,000)).

RUA GOLD INC.**Notes to the Condensed Interim Consolidated Financial Statements**

For the three and six months ended June 30, 2025 and 2024

(Unaudited - Expressed in Canadian dollars, except where noted)

11. Share capital*(a) Authorized*

The Company is authorized to issue an unlimited number of common shares without par value. As at June 30, 2025, the Company has 82,957,170 (December 31, 2024 – 53,659,310) common shares outstanding.

(b) Issued and outstanding

On February 27, 2024, pursuant to the terms of the Transaction, the Company issued 18,742,812 common shares to former shareholders of Reefton with a fair value of \$8,112,659 (Note 5).

On July 25, 2024, pursuant to the July 2024 Offering, the Company issued 7,407,500 common shares at a price of \$1.08 per common share for aggregate gross proceeds of \$8,000,100 (Note 7).

On November 25, 2024, pursuant to the terms of the Reefton Transaction, the Company issued 13,987,900 common shares to Siren with a fair value of \$12,589,107 (Note 6).

On February 20, 2025, pursuant to the February 2025 Offering, the Company issued 9,583,410 common shares at a price of \$0.60 per common share for aggregate gross proceeds of \$5,750,046 (Note 7).

On June 26, 2025, pursuant to the June 2025 Offering, the Company issued 19,714,450 common shares at a price of \$0.70 per common share for aggregate gross proceeds of \$13,800,115 (Note 7).

(c) Escrowed shares

As part of the Transaction, certain directors of the Company entered into an Escrow Agreement with Computershare Investor Services Inc. with respect of 4,105,438 common shares of the Company. Under the terms of the Escrow Agreement, 1/10 of the escrowed common shares were released upon listing of the Company on the CSE on March 4, 2024, with subsequent 1/6 releases occurring 6, 12, 18, 24, 30, and 36 months thereafter. As at June 30, 2025, 2,463,263 (December 31, 2024 – 3,079,078) common shares were held in escrow.

(d) Share purchase warrants

	Warrants outstanding	Weighted average exercise price
Balance, December 31, 2023	1,413,333	\$1.20
Granted pursuant to the Transaction (Note 5)	1,551,646	\$1.55
Granted pursuant to the July 2024 Offering (Note 7)	413,895	\$1.08
Expired	(301,645)	\$3.00
Balance, December 31, 2024	3,077,229	\$1.18
Granted pursuant to the February 2025 Offering (Note 7)	575,004	\$0.60
Granted pursuant to the June 2025 Offering (Note 7)	1,123,073	\$0.70
Expired	(2,663,334)	\$1.20
Balance, June 30, 2025	2,111,972	\$0.75

The following weighted average assumptions were used for a Black-Scholes valuation of the warrants granted during the six months ended June 30, 2025 and 2024:

	2025	2024
Risk-free interest rate	2.83%	4.33%
Expected life	2.00 years	1.08 years
Annualized volatility	100.00%	100.00%
Dividend rate	0.00%	0.00%
Forfeiture rate	0.00%	0.00%

RUA GOLD INC.

Notes to the Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2025 and 2024

(Unaudited - Expressed in Canadian dollars, except where noted)

The following table summarizes information about the share purchase warrants as at June 30, 2025:

Exercise Price	Number of warrants outstanding	Expiry date	Remaining contractual life
\$1.08	413,895	July 25, 2026	1.07 years
\$0.60	575,004	February 20, 2027	1.64 years
\$0.70	1,123,073	June 26, 2027	1.99 years
	2,111,972		1.71 years

(e) Share options

The Company has adopted a rolling stock option plan (the “Plan”) whereby the option to acquire up to 10% of the issued share capital may be granted to eligible optionees from time to time. The Plan permits options granted to have a maximum term of ten years, a vesting period determined by the directors, and the exercise price may not be less than the market price, as prescribed by regulatory requirements. A summary of the changes in the share options is presented below:

	Options outstanding	Weighted average exercise price
Balance, December 31, 2023	-	-
Granted	2,083,334	\$0.73
Balance, December 31, 2024	2,083,334	\$0.73
Granted	3,952,000	\$0.63
Balance, June 30, 2025	6,035,334	\$0.67

The following table summarizes information about the share options exercisable as at June 30, 2025:

Exercise Price	Number of options outstanding	Number of options exercisable	Remaining contractual life
\$0.60	1,666,667	555,554	3.67 years
\$1.05	250,000	83,333	3.80 years
\$1.50	166,667	55,555	3.82 years
\$0.60	1,702,000	-	4.51 years
\$0.66	2,250,000	-	4.99 years
	6,035,334	694,442	

The following weighted average assumptions were used for a Black-Scholes valuation of the options granted during the six months ended June 30, 2025 and 2024:

	2025	2024
Risk-free interest rate	2.88%	3.63%
Expected life	5 years	5 years
Annualized volatility	100.00%	100.00%
Dividend rate	0.00%	0.00%
Forfeiture rate	0.00%	0.00%

(f) Deferred Share Units

On April 17, 2024 and amended on July 24, 2024, the Company adopted a Deferred Share Unit (“DSU”) Plan to compensate non-executive directors for their director fees and any other discretionary grants of DSUs by the Board of Directors. The number of DSUs which may be reserved for issuance must be taken into consideration with the Company’s other share compensation arrangements and those, in combination, shall not be greater than 10% of the number of shares outstanding. Each DSU is redeemable only when the director has ceased to be a member of the Board of Directors. The vested units are settled with common shares of the Company once redeemed.

RUA GOLD INC.

Notes to the Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2025 and 2024

(Unaudited - Expressed in Canadian dollars, except where noted)

A summary of the changes in the DSUs is presented below:

	Options outstanding	Weighted average exercise price
Balance, December 31, 2023	-	-
Granted	383,895	\$1.06
Balance, December 31, 2024	383,895	\$1.06
Granted	608,605	\$0.64
Balance, June 30, 2025	992,500	\$0.75

12. Related party transactions

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Salaries and wages	\$ 275,879	\$ 145,102	\$ 435,835	\$ 196,430
Professional fees	30,000	27,000	57,000	145,900
Share-options granted	179,711	131,674	414,160	162,995
DSUs granted	95,027	38,793	174,480	38,793
	\$ 580,617	\$ 342,569	\$ 1,081,475	\$ 544,118

As at June 30, 2025, there was \$11,176 (December 31, 2024 - \$165,222) payable to officers of the Company included in accounts payable and accrued liabilities. The amounts are unsecured, non-interest bearing and have no terms of repayment.

13. Financial instruments and risk managementFinancial instruments

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are as follows:

- Level 1 – quoted market prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 – inputs other than quoted market prices included in Level 1 that are observable for the asset or liability, either directly, such as prices, or indirectly (derived from prices).
- Level 3 – inputs are unobservable (supported by little or no market activity) such as non-corroborative indicative prices for a particular instrument provided by a third party.

The fair value hierarchy level at which a fair value measurement is categorized is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety.

As at June 30, 2025 and December 31, 2024, the Company carried its investment at FVTPL as a level 1 financial instrument. The carrying values of the Company's financial assets and liabilities carried at amortized cost, including cash and cash equivalents, reclamation bonds, and accounts payable and accrued liabilities, approximate fair value due to their short terms to maturity.

Risk management

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments are summarized below:

(i) Credit risk

Credit risk is the risk that may arise on outstanding financial instruments should a counter party default on its obligation. The Company's primary exposure to credit risk is in its cash accounts. The Company's cash balances are held with large, credit worthy financial institutions and as such, the risk of loss is considered to be low.

RUA GOLD INC.**Notes to the Condensed Interim Consolidated Financial Statements****For the three and six months ended June 30, 2025 and 2024****(Unaudited - Expressed in Canadian dollars, except where noted)**

(ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its financial obligations as they fall due. The Company's financial liabilities consist of its accounts payable and accrued liabilities and the promissory note payable. The Company manages liquidity risk by maintaining sufficient cash balances and adjusting its budget, forecasts and expenditures accordingly. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term obligations. As at June 30, 2025, the Company had a cash balance of \$13,962,899 (December 31, 2024 – \$1,206,463) to cover its accounts payable and accrued liabilities of \$924,176 (December 31, 2024 – \$1,264,076). In order to maintain its current level of operations the Company may need to secure additional financing (Note 1).

(iii) Market price risk

Market price risk is the risk that the fair value of the Company's investment will fluctuate because of changes in the market price. The Company's ability to raise capital to fund exploration or development activities is also subject to risks associated with fluctuations, amongst other things, in the market price of commodities, global financial markets and investor sentiment. The Company closely monitors commodity prices and financial markets to determine the appropriate course of action to be taken by the Company.

(iv) Currency risk

Foreign currency risk is the risk that the fair value or future cash flows on an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange relates primarily to those of the Company's net assets denominated in NZD. A 10% change in the value of CAD relative to NZD would not have a significant impact on these condensed interim consolidated financial statements.

14. Segmented operations

The Company business consists of one operating segment, being the exploration and evaluation of mineral properties in New Zealand.

The Company's geographic information for the six months ended June 30, 2025 include total assets of \$14,729,735 (December 31, 2024 – \$2,277,807) in Canada and \$867,372 (December 31, 2024 - \$1,235,702) in New Zealand, and total losses of \$2,169,184 (June 30, 2024 – \$2,669,958) in Canada and \$4,012,935 (June 30, 2024 – \$1,228,941) in New Zealand.