



**CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE SIX-MONTH PERIOD ENDED JUNE 30, 2025 AND 2024**

(Expressed in US dollars)

(Unaudited)

Notice to Reader

These condensed interim financial statements of Majestic Gold Corp. have been prepared by management and approved by the Board of Directors of the Company. In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its external auditors have not reviewed these condensed interim financial statements, notes to financial statements and the related quarterly Management Discussion and Analysis.

Majestic Gold Corp.
Condensed Consolidated Interim Statements of Financial Position
(Unaudited - expressed in US dollars)

		June 30, 2025	December 31, 2024
	Note	- \$ -	- \$ -
ASSETS			
Current assets			
Cash	5	103,457,903	100,738,547
Receivables	6	4,300,566	1,572,455
Deposits and prepaid expenses	7	854,470	1,036,473
Inventory	8	3,316,198	2,509,641
		111,929,137	105,857,116
Investments	9	503,938	173,750
Reclamation deposits	7	4,853,825	2,909,043
Property, plant and equipment	10	142,071,434	77,833,034
Exploration and evaluation assets	11	456,769	759
Deferred tax assets		1,188,442	1,114,951
Other long-term assets	12	2,782,246	36,882
Goodwill	4	5,051,266	-
		268,837,057	187,925,535
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	13	18,656,463	5,356,875
Current portion of long-term liabilities	17	2,632,573	1,138,013
Income taxes payable		13,931,005	13,041,275
Loans payable	14	12,586,260	-
		47,806,301	19,536,163
Asset retirement obligation	15	6,425,044	3,797,626
Deferred tax liability		12,745,305	2,418,297
Long-term loans payable	16	11,824,938	-
Other long-term liabilities	17	11,806,178	2,454,781
		90,607,766	28,206,867
EQUITY			
Share capital	19	122,763,213	122,763,213
Reserves	19	14,567,252	9,864,767
Deficit		(21,919,970)	(24,697,133)
Equity attributable to owners of parent		115,410,495	107,930,847
Equity attributable to non-controlling interests	24	62,818,796	51,787,821
Total equity		178,229,291	159,718,668
		268,837,057	187,925,535
Nature of operations	1		
Commitments	17		
Subsequent events	25		

Approved by the Directors:

"John Campbell"

"Stephen Kenwood"

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

Majestic Gold Corp.
Condensed Consolidated Interim Statements of Comprehensive Income
(Unaudited - expressed in US dollars)

		Three months ended June 30,		Six months ended June 30,	
		2025	2024	2025	2024
	Note	- \$ -	- \$ -	- \$ -	- \$ -
Revenue	21	23,259,089	18,053,618	42,740,044	33,617,278
Cost of sales					
Operating expenses	21	9,291,932	6,325,491	16,217,408	11,748,200
Depreciation and depletion	10, 21	2,225,356	1,963,613	4,449,864	3,818,547
Gross profit		11,741,801	9,764,514	22,072,772	18,050,531
General and administrative	21	2,832,424	1,568,681	4,760,585	3,171,910
Stock-based compensation	19	1,878,733	-	1,878,733	-
Exploration and evaluation expenditures	11	2,805	78	2,805	4,456
Operating profit		7,027,839	8,195,755	15,430,649	14,874,165
Other items					
Finance expense	21	302,104	98,759	422,382	197,710
Interest and other income		(407,438)	(684,176)	(805,857)	(1,326,196)
Foreign exchange gain		(75,125)	(83,572)	(50,705)	(123,496)
Other expenses		141,256	-	143,989	-
		(39,203)	(668,989)	(290,191)	(1,251,982)
Net income before income tax		7,067,042	8,864,744	15,720,840	16,126,147
Income tax expense		(3,114,170)	(2,916,339)	(5,660,174)	(5,036,899)
Net income for the period		3,952,872	5,948,405	10,060,666	11,089,248
Other comprehensive income (loss)					
Item that will not be reclassified to profit or loss:					
Exchange differences on translation of parent		639,734	(141,802)	651,315	(489,462)
Items that may be subsequently reclassified to profit or loss:					
Exchange differences on translating foreign operations		544,187	(430,628)	809,763	(656,293)
Total other comprehensive income (loss) for the period		1,183,921	(572,430)	1,461,078	(1,145,755)
Total comprehensive income for the period		5,136,793	5,375,975	11,521,744	9,943,493
Net income for the period attributable to:					
Owners of the parent		1,148,585	2,894,223	4,199,279	5,534,664
Non-controlling interests		2,804,287	3,054,182	5,861,387	5,554,584
		3,952,872	5,948,405	10,060,666	11,089,248
Comprehensive income for the period attributable to:					
Owners of the parent		2,301,110	2,425,228	5,600,915	4,535,630
Non-controlling interest		2,835,683	2,950,747	5,920,829	5,407,863
		5,136,793	5,375,975	11,521,744	9,943,493
Net income per share attributable to owners of the parent- basic and diluted		0.00	0.00	0.00	0.01
Weighted average number of common shares outstanding - basic and diluted		1,042,664,381	1,042,664,381	1,042,664,381	1,042,664,381

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

Majestic Gold Corp.
Condensed Consolidated Interim Statements of Changes in Equity
(Unaudited - expressed in US dollars)

Attributable to owners of the parent									
	Number of shares	Share capital - \$ -	Share-based payment reserve - \$ -	Special Reserve - \$ -	Accumulated other comprehensive income (loss)	Deficit - \$ -	Total - \$ -	Non-controlling interest - \$ -	Total equity - \$ -
Balance, December 31, 2023	1,042,664,381	122,763,213	11,593,055	6,596,430	(8,006,429)	(27,200,323)	105,745,946	46,555,419	152,301,365
Statutory surplus reserve	-	-	-	1,170,602	44,125	(1,214,727)	-	-	-
Comprehensive income									
Net income for the period	-	-	-	-	-	5,534,664	5,534,664	5,554,584	11,089,248
Other comprehensive loss	-	-	-	-	(999,034)	-	(999,034)	(146,721)	(1,145,755)
Total comprehensive income for the period	-	-	-	-	(999,034)	5,534,664	4,535,630	5,407,863	9,943,493
Balance, June 30, 2024	1,042,664,381	122,763,213	11,593,055	7,767,032	(8,961,338)	(22,880,386)	110,281,576	51,963,282	162,244,858
Attributable to owners of the parent									
	Number of shares	Share capital - \$ -	Share-based payment reserve - \$ -	Special Reserve - \$ -	Accumulated other comprehensive income (loss)	Deficit - \$ -	Total - \$ -	Non-controlling interest - \$ -	Total equity - \$ -
Balance, December 31, 2024	1,042,664,381	122,763,213	11,593,055	8,828,092	(10,556,380)	(24,697,133)	107,930,847	51,787,821	159,718,668
Safety fund surplus reserve	-	-	-	17,254	(349)	(16,905)	-	-	-
Statutory surplus reserve	-	-	-	1,445,731	(40,520)	(1,405,211)	-	-	-
Non-controlling interests capital contribution	-	-	-	-	-	-	-	2,695,090	2,695,090
Non-controlling interests capital distribution	-	-	-	-	-	-	-	(3,482,961)	(3,482,961)
Non-controlling interest at acquisition	-	-	-	-	-	-	-	5,898,017	5,898,017
Share-based compensation	-	-	1,878,733	-	-	-	1,878,733	-	1,878,733
Comprehensive income									
Net income for the period	-	-	-	-	-	4,199,279	4,199,279	5,861,387	10,060,666
Other comprehensive income	-	-	-	-	1,401,636	-	1,401,636	59,442	1,461,078
Total comprehensive income for the period	-	-	-	-	1,401,636	4,199,279	5,600,915	5,920,829	11,521,744
Balance, June 30, 2025	1,042,664,381	122,763,213	13,471,788	10,291,077	(9,195,613)	(21,919,970)	115,410,495	62,818,796	178,229,291

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

Majestic Gold Corp.
Condensed Consolidated Interim Statements of Cash Flows
(Unaudited - expressed in US dollars)

	Six months ended June 30,	
	2025	2024
	- \$ -	- \$ -
Cash provided from (used for):		
Operating activities:		
Net income for the period	10,060,666	11,089,248
Items not involving cash:		
Depreciation and depletion	4,763,345	4,085,836
Stock-based compensation	1,878,733	-
Safety production reserve	40,615	-
Finance expense	422,382	197,710
Income tax expense	5,660,174	5,036,899
Gain on sale on property, plant and equipment	-	-
	22,825,915	20,409,693
Changes in non-cash working capital balances:		
Receivables	513,446	(1,849,007)
Deposits and prepaid expenses	182,003	(245,690)
Inventory	490,446	638,559
Accounts payable and accrued liabilities	(6,566,040)	(1,921,849)
Current portion of long-term liabilities	(37,607)	-
Effect of foreign exchange on working capital	275,875	(28,375)
Net Income tax paid	(5,478,048)	(5,319,753)
Interest paid	(230,173)	(80,891)
Net cash provided from operating activities	11,975,817	11,602,687
Investing activities:		
Expenditures on property, plant and equipment	(4,406,835)	(4,353,043)
Net acquisition cost for subsidiary	(927,557)	-
Long-term investment	-	(181,600)
Reclamation deposits	(248,197)	(234,153)
Net cash used for investing activities	(5,582,589)	(4,768,796)
Financing activities:		
Repayment of advances from related parties	(16,726,133)	-
Non-controlling interests distribution	(3,482,961)	(1,408,292)
Non-controlling capital contribution	2,695,090	1,408,292
Other long-term liability payments	(132,636)	(88,529)
Loan advance	15,993,759	-
Loan repayments	(2,640,085)	-
Net cash used for financing activities	(4,292,966)	(88,529)
Effect of foreign exchange on cash	619,094	(784,070)
Net increase in cash	2,719,356	5,961,292
Cash, beginning	100,738,547	97,971,465
Cash, ending	103,457,903	103,932,757

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

Majestic Gold Corp.
Notes to the Condensed Consolidated Interim Financial Statements
For the six-month period ended June 30, 2025 and 2024
(Unaudited - expressed in US dollars)

1. Nature of operations

Majestic Gold Corp. (the “Company” or “Majestic”) is incorporated under the laws of the province of British Columbia, Canada. The Company’s is listed on the TSX Venture Exchange (“TSX-V”) where its common shares trade under the symbol “MJS”. The Company’s corporate office, principal address and the registered and records office is located at 306 – 1688 152nd Street, Surrey, British Columbia, Canada, V4A 4N2.

Majestic is a mining company focused on the exploration, development, and operation of mining properties in China.

On February 28, 2025 (“Closing Date”), the Company completed the acquisition of 52% equity interest in Yantai Mujin Mining Co., Ltd. (“Yantai Mujin”) and the Mujin Gold Project, through its 70.5% indirect owned subsidiary, Majestic Yantai Gold Ltd and 70.5% indirect owned subsidiary, PRG Res HK 2 Limited (“Mujin Acquisition”), resulting in Majestic holding a 36.66% net interest in Yantai Mujin (Note 4).

2. Basis of preparation and material accounting policies

Statement of compliance

These unaudited condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 1, Presentation of Financial Statements (“IAS 1”) as issued by the International Accounting Standards Board (“IASB”). The policies applied in these financial statements are based on International Financial Reporting Standards (“IFRS”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”) issued and outstanding as at August 27, 2025, the date the board of directors approved these consolidated financial statements for issue.

Basis of preparation

The unaudited condensed consolidated interim financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable.

Since these unaudited condensed consolidated interim financial statements do not include all disclosures required by the International Financial Reporting Standards (“IFRS”) for annual financial statements, they should be read in conjunction with the Company’s annual consolidated financial statements for the year ended December 31, 2024.

The unaudited condensed consolidated interim financial statements are presented in US dollars (“USD”) unless otherwise noted.

Basis of consolidation

The unaudited condensed consolidated interim financial statements include the accounts of the Company and its controlled entities. All inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated on consolidation.

The net interest of the Company’s most significant subsidiaries are presented below:

	Country of incorporation	Percentage as at June 30, 2025		Percentage as at December 31, 2024		Principal activities
		Direct	Indirect	Direct	Indirect	Indirect
Persistence Resources Group Ltd.	Cayman Island	70.5%	-	70.5%	-	Investment holding
Majestic Yantai Gold Ltd.	BVI	-	70.5%	-	70.5%	Investment holding
PRG Res Holding 1 Ltd.	BVI	-	70.5%	-	70.5%	Investment holding
PRG Res Holding 2 Ltd.	BVI	-	70.5%	-	70.5%	Investment holding
PRG Res HK 1 Ltd.	Hong Kong	-	70.5%	-	70.5%	Investment holding
PRG Res HK 2 Ltd.	Hong Kong	-	70.5%	-	70.5%	Investment holding
Yantai Zhongjia Mining Co., Ltd.	China	-	52.875%	-	52.875%	Mining and processing and sale of gold
Yantai Mujin Mining Co., Ltd.	China	-	36.66%	N/A	N/A	Mining and processing and sale of gold

Majestic Gold Corp.
Notes to the Condensed Consolidated Interim Financial Statements
For the six-month period ended June 30, 2025 and 2024
(Unaudited - expressed in US dollars)

2. Basis of preparation and material accounting policies (continued)

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Company, liabilities assumed by the Company to the former owners of the acquiree and the equity interests issued by the Company in exchange for control of the acquiree. For each business combination, the Company elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition related costs are expensed as incurred.

The Company determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or other comprehensive income, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Company's previously held equity interests in the acquiree over the identifiable assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Company performs its annual impairment test of goodwill as at December 31. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Company are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Majestic Gold Corp.
Notes to the Condensed Consolidated Interim Financial Statements
For the six-month period ended June 30, 2025 and 2024
(Unaudited - expressed in US dollars)

2. Basis of preparation and material accounting policies (continued)

Use of estimates

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include:

a) The useful lives of property, plant, and equipment

Depreciation is calculated on the straight-line basis to depreciate the cost of each item of plant and equipment and Right-of-use assets ("ROU") to its residual value over its estimated useful life. Useful lives are determined based on management's past experience with similar assets, estimated changes in technologies and in the case of mining related plant and equipment, estimated mine lives. If the estimated useful lives change significantly, adjustment of depreciation will be provided in the future year.

The useful lives of the Company's mineral property and mining infrastructure are based on indicated gold resource and probable reserve estimates based on a certain grade cut-off level. Assumptions that influenced cut-off grade include the expected future price of gold, projected operating costs and discount rates. Changes to these assumptions and further analysis of the Company's gold resource and reserve estimates could significantly impact the expected useful lives of the Company's mineral property and related infrastructure.

b) Asset retirement obligation

The asset retirement obligation is based on projected future costs associated with mine reclamation and closure activities on the Company's Songjiagou ("SJG") Open-Pit Mine, SJG Underground Mine and the Mujin Gold Project. These estimates are based on current Chinese environmental laws and regulations. Future changes to such laws and regulations as well as changes to the Company's intended mining operations could significantly impact this provision.

c) Impairment of the Company's mining assets

When assessing whether there are indicators of impairment of the Company's mining property and related assets, the Company considers internal and external factors, including:

- (i) Market factors such as a decrease in the price of gold or an increase in market interest rates;
- (ii) Whether the carrying value of the Company's net assets exceeding the Company's market capitalization; and
- (iii) The net cash flows generated by the assets being less than expected.

d) Other significant estimates

Other significant estimates where there is significant risk of material adjustments to assets and liabilities in future accounting periods include: determining the fair value measurements for financial instruments, the allocation of production costs to stockpiles of ore inventory and the recoverability of deferred income tax assets.

The Company estimates its income tax provision and deferred taxation in accordance with the prevailing tax rules and regulations, taking into account any special approvals obtained from the relevant tax authorities and any preferential tax treatment to which it is entitled in each location or jurisdiction in which the Company operates. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, the differences will impact on the income tax and deferred tax provisions in the period in which the determination is made.

Majestic Gold Corp.
Notes to the Condensed Consolidated Interim Financial Statements
For the six-month period ended June 30, 2025 and 2024
(Unaudited - expressed in US dollars)

2. Basis of preparation and material accounting policies (continued)

Use of estimates (continued)

d) Other significant estimates (continued)

Deferred tax assets are recognized for unused tax losses and deductible temporary differences, such as the provision for impairment of receivables, inventories and property, plant and equipment and accruals of expenses not yet deductible for tax purposes, to the extent that it is probable that taxable profits will be available against which the losses deductible temporary difference can be utilized.

In the event that future tax rules and regulations or related circumstances change, adjustments to current and deferred taxation may be necessary which would impact on the Company's results or financial position.

Use of judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgment in applying the Company's financial statements are the following:

a) Functional currency

is the determination of functional currency. In accordance with IAS 21, "The Effects of Changes in Foreign Exchange Rates" (IAS 21) management determined that the functional currency of Yantai Zhongjia Mining Co., Ltd. ("Zhongjia") and all the other of the Company's Chinese subsidiaries is the Renminbi ("RMB") and the functional currency of Persistence Resources Group Ltd. ("Persistence") and Majestic Yantai Gold Ltd ("Majestic Yantai") is the Hong Kong dollar ("HKD"); and

b) Business combination

Management applies judgement in determining whether a set of activities and assets the Company acquires and obtains control of constitutes a business. This includes making judgements about whether the set of activities and assets consist of inputs and processes, including a substantive process, that when applied to those inputs, have the ability to create or significantly contribute to the creation of outputs that generate investment income or other income from ordinary activities.

The Company determined that on February 28, 2025, the acquisition date, Yantai Mujin Mining Co., Ltd. constitutes a business and that the Mujin Acquisition represented a business combination (Note 4).

3. New accounting standards, interpretations, and amendments

The Company has adopted the following new accounting standards, interpretations and amendments issued.

Amendments to IAS 21 -The Effects of Changes in Foreign Exchange

The amendments to IAS 21 specify how an entity shall assess whether a currency is exchangeable into another currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking. The amendments require disclosures of information that enable users of financial statements to understand the impact of a currency not being exchangeable. Earlier application is permitted. When applying the amendments, an entity cannot restate comparative information. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening balance of retained profits or to the cumulative amount of translation differences accumulated in a separate component of equity, where appropriate, at the date of initial application. The amendments are not expected to have any significant impact on the Company's financial statements. Effective January 1, 2025, the Company adopted these amendments with no material impact on the financial statements.

New accounting standards, interpretations and amendments issued not yet applied

There are new accounting standards, amendments to accounting standards and interpretations that are effective for annual periods beginning on or after January 1, 2025, and have not been applied in preparing the Condensed Consolidated Financial Statements for the six-month period ended June 30, 2025.

Majestic Gold Corp.
Notes to the Condensed Consolidated Interim Financial Statements
For the six-month period ended June 30, 2025 and 2024
(Unaudited - expressed in US dollars)

3. New accounting standards, interpretations, and amendments (continued)

New accounting standards, interpretations and amendments issued not yet applied (continued)

IFRS 18 Presentation and Disclosure in Financial Statements

In April 2024, the IASB issued IFRS 18, *Presentation and disclosure in financial statements* ("IFRS 18"), which replaces IAS 1, *Presentation of financial statements*. IFRS 18 introduces a specified structure for the income statement by requiring income and expenses to be presented in three defined categories (operating, investing and financing), and by specifying certain defined totals and subtotals. Where company-specific measures related to income statement disclosure are provided ("management-defined performance measures"), IFRS 18 requires additional disclosure around those management-defined performance measures in the financial statements. IFRS 18 also provides additional guidance on principles of aggregation and disaggregation which apply to the primary financial statements and the notes. IFRS 18 does not affect the recognition and measurement of items in the financial statements, nor does it affect which items are classified in other comprehensive income and how these items are classified.

The standard is effective for reporting periods beginning on or after January 1, 2027, including for interim financial statements. Retrospective application is required and early application is permitted. The Company is currently assessing the effect of this new standard to its financial statements in future periods.

IFRS 19 Subsidiaries without Public Accountability: Disclosures

IFRS 19 allows eligible entities to elect to apply reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other standards. To be eligible, at the end of the reporting period, an entity must be a subsidiary as defined in IFRS 10 Consolidated Financial Statements, cannot have public accountability and must have a parent (ultimate or intermediate) that prepares consolidated financial statements available for public use which comply with IFRS accounting standards. Earlier application is permitted. As the Company is a listed company, it is not eligible to elect to apply IFRS 19. Some of the Company's subsidiaries may consider the application of IFRS 19 in their financial statements.

Amendments –IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures

In May 2024, the IASB issued amendments to update the classification and measurement requirements in IFRS 9 and related disclosure requirements in IFRS 7 as follows:

- Clarified the recognition and derecognition date of certain financial assets and liabilities and amended the requirements related to settling financial liabilities using an electronic payment system;
- Clarified how to assess the contractual cash flow characteristics of financial assets in determining whether they meet the sole payments of principal and interest criteria;
- New disclosures for certain instruments with contractual terms that can change cash flows;
- Additional disclosure requirements for financial instruments with contingent features that do not relate directly to basic lending risks and costs; and
- Amended disclosures relating to equity instruments designated at fair value through other comprehensive income.

The amendments are effective for annual reporting periods beginning on or after January 1, 2026, with early application permitted for certain provisions. The Company is currently assessing the effect of these amendments to its financial statements in future periods.

Amendments to IFRS 10 - Consolidated Financial Statements and IAS 28 - Investments in Associates and Joint Ventures

The amendments to IFRS 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to IFRS 10 and IAS 28 was removed by the ISAB. However, the amendments are available for adoption now. The Company is currently assessing the effect of these amendments to its financial statements in future periods.

Majestic Gold Corp.
Notes to the Condensed Consolidated Interim Financial Statements
For the six-month period ended June 30, 2025 and 2024
(Unaudited - expressed in US dollars)

3. New accounting standards, interpretations, and amendments (continued)

New accounting standards, interpretations and amendments issued not yet applied (continued)

Amendments to IAS 21 - Consolidated Financial Statements and IAS 28 - Investments in Associates and Joint Ventures

Amendments to IAS 21 specify how an entity shall assess whether a currency is exchangeable into another currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking. The amendments require disclosures of information that enable users of financial statements to understand the impact of a currency not being exchangeable. Earlier application is permitted. When applying the amendments, an entity cannot restate comparative information. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening balance of retained profits or to the cumulative amount of translation differences accumulated in a separate component of equity, where appropriate, at the date of initial application. The amendments are not expected to have any significant impact on the Company's financial statements.

4. Acquisition

Yantai Mujin Mining Co., Ltd.

On February 28, 2025 ("Closing Date"), the Company completed the acquisition of 52% equity interest in Yantai Mujin Mining Co., Ltd. and the Mujin Gold Project, through its 70.5% indirect owned subsidiaries, Majestic Yantai Gold Ltd and PRG Res HK 2 Limited ("PRG HK2"), resulting in Majestic holding a 36.66% net interest in Yantai Mujin.

The Mujin Gold Project consists of the following three gold properties: Denggezhuang Underground Gold Mine ("DGZ Mine"), the Houzhuang-Heiniutai Underground Gold Mine ("HH Mine") and the Chahe Underground Gold Mine ("CH Mine"), with the DGZ Mine being an operating underground gold mine located approximately 28 km from the Company's Songjiagou Gold Mine. The HH mine and CH mine are not in production.

As part of the Yantai Mujin Acquisition, the Company, through its subsidiaries, acquired the 52% interest of Yantai Mujin, for total consideration of \$11.3M, (RMB 81.9M) which comprised of \$4.0M (RMB 29.4M) for the Share Purchase and \$7.3M (RMB 52.5M) for the Capital Increase. Upon completion of the Mujin Acquisition, the Yantai Mujin will become an indirect, non-wholly-owned subsidiary of the Company.

The Company has determined that this transaction represents a business combination under IFRS 3, with Company identified as the acquirer. In accordance with the acquisition method, the total purchase price was allocated to the identifiable assets acquired and liabilities assumed, based on their acquisition-date fair values.

The Company has appointed an independent valuation specialist to prepare Pro-forma Purchase Price Allocation ("PPA") of Yantai Mujin for determination of the fair values of certain assets acquired and liabilities assumed. The fair values of mineral properties and reclamation provisions were estimated using discounted cash flow models. The fair value of inventories was determined based on the future estimated cash flows from sales of payable metal produced and are adjusted for costs to complete and expected profit margin. The right-of-use assets and lease liabilities were recorded based on the present value of future lease payments over the expected term of the lease at the implicit interest rate. The fair values of plant and equipment were estimated using market or cost approaches.

Majestic Gold Corp.
Notes to the Condensed Consolidated Interim Financial Statements
For the six-month period ended June 30, 2025 and 2024
(Unaudited - expressed in US dollars)

4. Acquisition (continued)

Yantai Mujin Mining Co., Ltd. (continued)

The following table summarizes the fair values of the identifiable assets acquired and liabilities assumed of Yantai Mujin as at the date of acquisition:

	Fair value recognized on acquisition
Assets	
Cash and cash equivalents	10,396,671
Receivables	3,167,117
Inventories	1,287,870
Reclamation deposits	1,683,809
Property, plant and equipment	64,226,852
Exploration and evaluation assets	455,969
Other long term assets	88,302
	<u>81,306,590</u>
Liabilities	
Accounts payable and accrued liabilities	(33,937,132)
Loans payable	(11,047,199)
Income taxes payable	(145,549)
Asset retirement obligation	(2,555,803)
Deferred income tax liabilities	(10,702,071)
Other long-term liabilities	(10,738,313)
	<u>(69,126,067)</u>
Fair value of net assets acquired	12,180,523
Non- controlling interest measured at fair value	(5,898,017)
Goodwill arising on acquisition	5,051,266
Purchase consideration transferred	<u>11,333,772</u>

Expected future cash flows, used to estimate the fair value of mineral properties, are based on estimates of future gold prices, projected future production, estimated quantities of ore reserves, metallurgical recovery estimates, expected future production costs, expected capital expenditures, and discount rates based on the life of mine plan at the transaction date. In the case of lease liabilities, estimates of expected future lease payments are based on estimated machine hours and minimum usage guarantees. The fair value of receivables, less any expected credit losses, and payables are equal to their gross contractual amounts at the transaction date. Expected future cash flows associated with the reclamation and closure cost provisions were based on estimates of the future expenditures required to settle the obligation for disturbances at the acquisition date and using a discount rate equal to the Company's estimated cost of debt. The goodwill of \$5.1M comprises the fair value of expected values arising from acquisition of the Yantai Mujin.

The initial accounting for this acquisition included in these condensed consolidated interim financial statements has been determined provisionally as the Company is awaiting for the final PPA Report in relation to other assets and intangible assets acquired in the transaction. The valuation has not been completed as of the date that these condensed consolidated interim financial statements were approved. Accordingly, the amounts of identifiable net assets and goodwill as stated above may be subsequently adjusted.

The Company has consolidated the operating results, cash flows and net assets of Yantai Mujin from March 1, 2025 to June 30, 2025 into these condensed consolidated interim financial statements. Yantai Mujin contributed revenue of approximately \$3.6M and incurred a loss before tax of approximately \$656,927. If the acquisition of Yantai Mujin had taken place on January 1, 2025, pro-forma consolidated revenue and profit before tax for the Company would have been approximately \$44.3M and \$15.2M respectively for the six months ended June 30, 2025.

Majestic Gold Corp.
Notes to the Condensed Consolidated Interim Financial Statements
For the six-month period ended June 30, 2025 and 2024
(Unaudited - expressed in US dollars)

4. Acquisition (continued)

Yantai Mujin Mining Co., Ltd. (continued)

An analysis of the cash flows in respect of the acquisition of Yantai Mujin at the closing is as follows:

Cash consideration	(11,333,772)
Cash and bank balances acquired	10,406,215
Net outflow of cash and cash equivalents included in cash flows from investing activities	(927,557)
Transaction costs of the acquisition included in cash flows from operating activities	(802,067)
Total net cash outflow	(1,729,624)

5. Cash and cash equivalents

At June 30, 2025, the Company had cash and cash equivalents of \$103.5M of which \$12M is held in Canada, \$19.7M is held in Hong Kong, and the remaining balance of \$71.8M is held in China and is subject to local exchange control regulations. Chinese exchange control regulations provide for restrictions on exporting capital from China, other than through normal dividends.

6. Receivables

	June 30, 2025	December 31, 2024
Sales taxes receivable	46,666 \$	5,452
Amount from Dahedong (Note 18)	1,435,909	1,361,469
Other receivables	2,817,991	205,534
Total	\$ 4,300,566	\$ 1,572,455

The amount due of \$1,435,909 (HKD\$11,986,134) from Yantai Dahedong Processing Co. Ltd. ("Dahedong") is interest-free and repayable on or before September 30, 2025 (Note 18).

7. Deposits and prepaid expenses

	June 30, 2025	December 31, 2024
Current:		
Prepayment for mining supplies and services	\$ 537,151	\$ 154,962
Rent deposit	12,911	15,225
Other prepayments and deposits	304,408	866,286
	854,470	1,036,473
Non-current:		
Reclamation deposits	4,853,825	2,909,043
Total	\$ 5,708,295	\$ 3,945,516

Reclamation Deposits

The Company is required to provide reclamation deposits in respect of its expected rehabilitation obligations at the SJG Open-Pit Mine and SJG Underground Mine, and the Mujin Gold Project.

8. Inventory

	June 30, 2025	December 31, 2024
Gold concentrate	\$ 268,422	\$ 168,417
Ore stockpile	1,236,835	1,124,099
Raw material	1,810,941	1,217,125
Total	\$ 3,316,198	\$ 2,509,641

Majestic Gold Corp.
Notes to the Condensed Consolidated Interim Financial Statements
For the six-month period ended June 30, 2025 and 2024
(Unaudited - expressed in US dollars)

9. Investments

		Available-for-sale Securities
Balance, December 31, 2024	\$	173,750
Mark-to-market adjustment on fair value of marketable securities		310,538
Foreign exchange revaluation impact		19,650
Balance, June 30, 2025	\$	503,938

On June 11, 2024, Majestic invested US\$181,600 (CAD\$250,000) in Allied Critical Metals Corp. through an equity financing by purchasing 2,500,000 common shares at CAD\$0.10 per common share. On April 30, 2025, the shares of Allied Critical Metals Corp. began trading on the Canadian Securities Exchange under the symbol "ACM".

10. Property, plant, and equipment

Songjiagou Open-Pit Mine

The Company's principal mining property is the SJG Open-Pit Mine located in the Shandong Province of China. The Company commenced commercial gold production at the SJG Open-Pit Mine in May 2011. The Company's mining permit for the SJG Open-Pit Mine has been renewed and is valid until May 17, 2031. The SJG Open-Pit Mine is owned by the Company's subsidiary, Zhongjia. The Company's interest in Zhongjia is held through its indirect 70.5% ownership of its subsidiary Majestic Yantai. Majestic Yantai holds 75% of the shares of Zhongjia. The remaining 25% of Zhongjia is held by Dahedong.

Songjiagou Underground Mine

The SJG Underground Mine is also owned by Zhongjia and lies immediately north of the SJG Open-Pit Mine, within the project's exploration license boundary. The area underlain by precious metal mineralized vein structures was converted to a five-year, 0.414 sq. km. mining license that was granted on February 18, 2016. The Company's mining permit for the SJG Underground Mine has been renewed and is valid until February 18, 2031.

Denggezhuang Underground Gold Mine

The DGZ Underground Gold Mine ("DGZ Mine") is located in Yantai City, Shandong Province, approximately 28km from the SJG Open-Pit and SJG Underground Mines. DGZ Mine is an operating underground gold mine in commercial gold production, with a mining permit valid until July 18, 2038.

The DGZ Underground Mine is owned by the Company's subsidiary Yantai Mujin. The Company, through its 70.5% owned subsidiaries, acquired a 52% equity interest in Yantai Mujin and the Mujin Gold Project, with its subsidiary, PRG HK2 holding 41% of the shares of Yantai Mujin and Majestic Yantai holding the remaining 11% interest.

As at June 30, 2025 and December 31, 2024, ROU included prepaid land leases and building leases.

Majestic Gold Corp.
Notes to the Condensed Consolidated Interim Financial Statements
For the six-month period ended June 30, 2025 and 2024
(Unaudited - expressed in US dollars)

10. Property, plant, and equipment (continued)

	Motor Vehicles	Office furniture & equipment	Building	Machinery	Construction- in-progress	Mining Infrastructure	Mineral Property	Right of use lands	Total
Cost									
At December 31, 2023	\$ 1,020,595	\$ 977,617	\$ 13,933,901	\$ 28,917,037	\$ -	\$ 48,984,612	\$ 21,979,680	\$ 17,910,892	\$ 133,724,334
Additions	82,202	759,474	366,421	992,359	-	5,860,050	-	177,599	8,238,105
Change in asset retirement cost	-	-	-	-	-	219,146	-	-	219,146
Disposal	(32,747)	(2,243)	-	-	-	-	-	-	(34,990)
Foreign exchange adjustment	(15,501)	(22,512)	(175,157)	(437,435)	-	(637,359)	(323,195)	(289,157)	(1,900,316)
At December 31, 2024	1,054,549	1,712,336	14,125,165	29,471,961	-	54,426,449	21,656,485	17,799,334	140,246,279
Additions	139,385	108,876	118,644	412,941	2,168,658	1,643,379	-	-	4,591,883
Acquisition of Yantai Mujin	145,280	574,833	3,899,785	3,513,523	7,993,853	4,556,648	38,066,102	5,476,828	64,226,852
Change in asset retirement cost	-	-	-	-	-	9,459	-	-	9,459
Disposal	(42,887)	-	(33,436)	-	-	-	-	-	(76,323)
Foreign exchange adjustment	2,204	10,253	59,029	123,795	5,817	(256,193)	90,152	79,240	114,297
At June 30, 2025	\$ 1,298,531	\$ 2,406,298	\$ 18,169,187	\$ 33,522,220	\$ 10,168,328	\$ 60,379,742	\$ 59,812,739	\$ 23,355,402	\$ 209,112,447
Accumulated depreciation									
At December 31, 2023	\$ (685,072)	\$ (599,662)	\$ (7,554,633)	\$ (16,358,574)	\$ -	\$ (14,390,903)	\$ (5,341,560)	\$ (8,086,188)	\$ (53,016,592)
Depreciation and depletion	(104,649)	(57,720)	(724,955)	(2,055,357)	-	(5,473,705)	(1,054,114)	(689,027)	(10,159,527)
Disposal	32,747	2,243	-	-	-	-	-	-	34,990
Foreign exchange adjustment	10,791	13,584	115,859	263,372	-	104,474	89,057	130,747	727,884
At December 31, 2024	(746,183)	(641,555)	(8,163,729)	(18,150,559)	-	(19,760,134)	(6,306,617)	(8,644,468)	(62,413,245)
Depreciation and depletion	(69,420)	(122,067)	(433,815)	(1,234,164)	-	(2,051,708)	(484,341)	(367,830)	(4,763,345)
Disposal	42,887	-	33,436	-	-	-	-	-	76,323
Foreign exchange adjustment	(3,177)	(3,207)	(35,058)	(78,868)	-	248,341	(27,552)	(41,225)	59,254
At June 30, 2025	\$ (775,893)	\$ (766,829)	\$ (8,599,166)	\$ (19,463,591)	\$ -	\$ (21,563,501)	\$ (6,818,510)	\$ (9,053,523)	\$ (67,041,013)
Net book value									
At December 31, 2024	\$ 308,366	\$ 1,070,781	\$ 5,961,436	\$ 11,321,402	\$ -	\$ 34,666,315	\$ 15,349,868	\$ 9,154,866	\$ 77,833,034
At June 30, 2025	\$ 522,638	\$ 1,639,469	\$ 9,570,021	\$ 14,058,629	\$ 10,168,328	\$ 38,816,241	\$ 52,994,229	\$ 14,301,879	\$ 142,071,434

As at June 30, 2025 and December 31, 2024, certain of the Company's buildings were associated with land lease agreements with third parties which allow for the use of assets for the duration of the lease.

Additions for the six-month period ended June 30, 2025, include \$116,927 in depreciation expense related to open-pit expansion work which has been capitalized to property, plant and equipment (December 31, 2024 - \$203,616).

Majestic Gold Corp.
Notes to the Condensed Consolidated Interim Financial Statements
For the six-month period ended June 30, 2025 and 2024
(Unaudited - expressed in US dollars)

11. Exploration and evaluation assets

	Mujin Gold Project Exploration Permits, China	Sunset-Sunrise Mineral Property, Canada	Total Exploration & Evaluation Assets
Balance at December 31, 2024	\$ -	\$ 759	\$ 759
Acquired in Yantai Mujin acquisition	455,969	-	455,969
Foreign exchange adjustment	-	41	41
Balance at June 30, 2025	\$ 455,969	\$ 800	\$ 456,769

Mujin Gold Project, China

On February 28, 2025, the Company acquired two exploration permits, the JLK exploration permit and the WS exploration permit as part of the Mujin Acquisition.

Sunset-Sunrise Property, Canada

In November 2019, the Company acquired the Sunset and Sunrise mineral claims which are located in the Cassiar District of British Columbia by making a payment of CAD\$1,092.

Exploration and evaluation expenditures recorded in the statements of comprehensive income for the six months ended June 30, 2025 and 2024, are as follows:

Six months ended June 30, 2025	Claim and tenement maintenance	Geological consulting	Total
Sunset-Sunrise Property	\$ 37	\$ -	\$ 37
General Exploration	-	2,768	2,768
Total	\$ 37	\$ 2,768	\$ 2,805

Six months ended June 30, 2024	Claim and tenement maintenance	Geological consulting	Total
Sunset-Sunrise Property	\$ 39	\$ -	\$ 39
General Exploration	-	4,417	4,417
Total	\$ 39	\$ 4,417	\$ 4,456

12. Other long-term assets

At June 30, 2025, the Company had long-term assets in the amount of \$2,782,246 (December 31, 2024 - \$36,882 (RMB 265,125)) which are comprised of advance payments for purchases of property plant and equipment.

13. Accounts payable and accrued liabilities

	June 30, 2025	December 31, 2024
Trade and other payables	\$ 8,344,340	\$ 4,986,146
Amounts due to related parties (Note 18)	9,841,515	51,332
Loan interest payables	25,835	-
Provisions	444,773	319,397
Total	\$ 18,656,463	\$ 5,356,875

The provisions consist of a provision for the relocation of villages surrounding the mine and a provision for penalties that arise from overdue tax payment and other penalties.

Majestic Gold Corp.
Notes to the Condensed Consolidated Interim Financial Statements
For the six-month period ended June 30, 2025 and 2024
(Unaudited - expressed in US dollars)

13. Accounts payable and accrued liabilities (continued)

A continuity of the Company's provisions that are included in accounts payable and accrued liabilities are as follows:

	Provision for relocation	Provision for penalties	Total
Balance, December 31, 2024	125,974	193,423	319,397
Assumed in Yantai Mujin acquisition	-	273,131	273,131
Utilized during the period	-	(149,416)	(149,416)
Effect of foreign exchange	524	1,137	1,661
Balance, June 30, 2025	\$ 126,498	\$ 318,275	\$ 444,773

14. Loans Payable

	June 30, 2025	December 31, 2024
Balance, beginning	\$ -	\$ 4,235,673
Loan repayments	(2,633,119)	(4,215,437)
Assumed in Yantai Mujin acquisition	9,540,557	-
Loan advances	5,572,738	-
Foreign exchange revaluation impact	106,084	(20,236)
Balance, ending	\$ 12,586,260	\$ -

At June 30, 2025, the loans outstanding, including loans assumed as part of the Yantai Mujin acquisition, are as follows:

- (i) a \$6,984,606 (RMB 50,000,000) one-year loan bearing interest at 4.00% per annum and repayable on August 26, 2025;
- (ii) a \$4,190,764 (RMB 30,000,000) one-year loan bearing interest at 4.00% per annum and repayable on April 20, 2026.
- (iii) a \$1,396,921 (RMB 10,000,000) one-year loan bearing interest at 3.5% per annum and repayable on June 25, 2026;
- (iv) \$13,969 (RMB 100,000) being current amount of long-term loans (Note 16).

15. Asset retirement obligation

The following table shows the movement for the asset retirement obligation:

	June 30, 2025	December 31, 2024
Balance, beginning	\$ 3,797,626	\$ 3,542,521
Additions and changes in estimates of net present value	9,459	219,146
Accretion (Note 21)	46,197	91,144
Assumed in Yantai Mujin acquisition	2,555,803	-
Foreign exchange adjustment	15,959	(55,185)
Balance, ending	\$ 6,425,044	\$ 3,797,626

The Company's asset retirement obligation consists of costs associated with mine reclamation and closure activities on the SJG Gold Project and the Mujin Gold Project (Note 10). The Mujin Gold Project asset retirement obligations were assumed in the Yantai Mujin Acquisition.

These activities, which are site specific, include costs for earthworks, re-contouring, re-vegetation, water treatment and demolition. In calculating the fair value of the Company's asset retirement obligations, the Company used a risk-free rates ranging from 1.4902% to 2.373% (2024 - 1.4116% and 1.5783%). The majority of the expenditures are expected to occur during or after 2029. As at June 30, 2025, the total undiscounted amount of estimated cash flows required to settle the Company's obligation was \$7,750,731 (RMB 55,633,200).

Majestic Gold Corp.
Notes to the Condensed Consolidated Interim Financial Statements
For the six-month period ended June 30, 2025 and 2024
(Unaudited - expressed in US dollars)

16. Long-term loans

	June 30, 2025	December 31, 2024
Balance, beginning	\$ -	\$ -
Loan advances	10,421,020	-
Loan repayments	(6,966)	-
Assumed in Yantai Mujin acquisition	1,368,862	-
Foreign exchange adjustment	42,022	-
Balance, ending	\$ 11,824,938	\$ -

At June 30, 2025, the long-term loans outstanding, including the loans assumed as part of the Yantai Mujin acquisition, are as follows:

- (i) a \$1,389,937 (RMB 9,950,000) three-year loan bearing interest at 4.85% per annum and repayable on December 1, 2027;
- (ii) a \$977,845 (RMB 7,000,000) five-year loan bearing interest at 4.20% per annum and repayable on May 20, 2030.
- (iii) a \$5,727,377 (RMB 41,000,000) six-year loan bearing interest at 4.00% per annum and repayable on March 25, 2031.
- (iv) a \$3,743,749 (RMB 26,800,000) six-year loan bearing interest at 4.00% per annum and repayable on June 9, 2031.

The amount of \$13,969 (RMB 100,000) being current amount due of long-term loans is included in loan payable. (Note 14).

17. Other long-term liabilities

Other long-term liabilities are comprised of the following:

	June 30, 2025	December 31, 2024
Lease liability	\$ -	\$ 18,914
Lease liability assumed in Yantai Mujin acquisition	65,074	-
Village distribution liability	768,673	816,189
Mining right obligation	1,659,706	1,619,678
Mining right obligation assumed in Yantai Mujin acquisition	9,292,969	-
Other long-term liability	19,756	-
Total	\$ 11,806,178	\$ 2,454,781

Current portion of other long-term liabilities are comprised of the following:

	June 30, 2025	December 31, 2024
Lease liability	\$ 76,919	\$ 112,917
Lease liability assumed in Yantai Mujin acquisition	\$ 4,352	\$ -
Village distribution liability	149,303	148,684
Mining right obligation	880,060	876,412
Mining right obligation assumed in Yantai Mujin acquisition	1,521,939	-
Total	\$ 2,632,573	\$ 1,138,013

Majestic Gold Corp.
Notes to the Condensed Consolidated Interim Financial Statements
For the six-month period ended June 30, 2025 and 2024
(Unaudited - expressed in US dollars)

17. Other long-term liabilities (continued)

Lease liability

The Company has entered into an office lease agreement for its head office premise for a term ending in 2026. The undiscounted future lease payments are as follows:

	2025		2026		Total
Operating lease commitments:					
Office premises	\$	58,725	\$	19,575	\$ 78,300

Village distribution liability

Pursuant to agreements, the Company is required to make payments of RMB 1,068,800 (\$148,684) per annum to certain individuals registered as villagers in the village adjacent to the SJG Open-Pit Mine until the year 2032. The liability reflects the present value of the required payments, discounted using the Company's incremental borrowing rate of 4.90% at the time of the agreements. As at June 30, 2025 the undiscounted future payments were \$1,119,772 (RMB 8,016,000).

SJG Gold Project Mining right obligation

Pursuant to the mining right acquisition addendum signed on December 2, 2021, the Company is required to make an annual payment of RMB 6,300,000 (\$877,706) until the year 2027. The liability reflects the present value of the required payments, discounted using the Company's incremental borrowing rate of 2.66%. As at June 30, 2025, the undiscounted future payments were \$2,640,181 (RMB 18,900,000).

Mujin Gold Project Mining right obligation

The Company is required to make an annual payments of RMB 9,560,280 (\$1,335,496) for the DGZ mining right acquisition until the year 2033 and the final annual payment of RMB 3,600,000 (\$502,892) in 2025 for the CH mining right acquisition. The liability in the above table reflects the present value of the required payments, discounted using the Company's incremental borrowing rate of 4.65% and 4.20%. As at June 30, 2025, the undiscounted future payments were \$12,522,354 (RMB 89,642,520).

18. Related party transactions and balances

Related party transactions

The Company incurred the following related party transactions during the three months and six months ended June 30, 2025 and 2024:

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Consulting fees charged by companies controlled by directors and officers of the Company-includes key management personnel compensation (Note 21)	\$ 230,634	\$ 241,360	\$ 461,677	\$ 496,491
Stock-based compensation	748,303	-	748,303	-
	\$ 978,937	\$ 241,360	\$ 1,209,980	\$ 496,491

Key management personnel compensation

Key management included the Company's directors, executive officers, and senior management.

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Salaries and management fees	\$ 223,324	\$ 224,387	\$ 447,049	\$ 462,537
Director fees	47,098	36,069	94,212	70,637
Stock-based compensation	1,340,458	-	1,340,458	-
	\$ 1,610,880	\$ 260,456	\$ 1,881,719	\$ 533,174

Majestic Gold Corp.
Notes to the Condensed Consolidated Interim Financial Statements
For the six-month period ended June 30, 2025 and 2024
(Unaudited - expressed in US dollars)

18. Related party transactions and balances

Related party balances

		June 30, 2025	December 31, 2024
Amounts due to companies controlled by Directors and Officers of the Company included in trade and other payables (Note 13)	\$	18,433	\$ 51,332
Amounts due Yantai Mujin minority shareholders (Note 13)		9,823,082	-
Amounts due from Dahedong (Note 6)		(1,435,909)	(1,361,469)
	\$	8,405,606	\$ (1,310,137)

Yantai Mujin minority shareholders hold 48% of Yantai Mujin. Dahedong is a related party on the basis that it is controlled by significant shareholders of the Company.

19. Share capital and Reserves

a) Authorized

Unlimited number of common shares without par value.

b) Issued share capital

As at June 30, 2025, the Company had 1,042,664,381 common shares issued and outstanding (December 31, 2024 - 1,042,664,381).

c) Dividend

On August 29, 2024, the Company announced and declared a special dividend of CAD\$0.007 per common share. On October 11, 2024, the Company paid a special dividend totaling CAD\$7.3 million (CAD\$0.007 per share) to shareholders on record at the close of business on September 27, 2024.

d) Stock Options

The Company has a shareholder approved “rolling” stock option plan (the “Plan”) in compliance with the TSX-V’s policies. Under the Plan, the maximum number of shares reserved for issuance may not exceed 10% of the total number of issued and outstanding common shares at the time of granting. The exercise price of each stock option shall not be less than the discounted market price of the Company’s stock at the date of grant. Such options will be exercisable for a period of up to 10 years from the date of grant. In connection with the foregoing, the number of common shares reserved for issuance to any one optionee will not, within a twelve-month period, exceed five percent (5%) of the issued and outstanding common shares and the number of common shares reserved for issuance to all technical consultants will not exceed, within a twelve-month period, two percent (2%) of the issued and outstanding common shares. Options may be exercised no later than 90 days following cessation of the optionee’s position with the Company or 30 days following cessation of an optionee conducting investor relations activities’ position.

The continuity of stock options for the six months ended June 30, 2025, is as follows:

Expiry date	Exercise price	Balance December 31, 2024	Issued	Exercised	Expired/ Cancelled	Balance June 30, 2025
June 30, 2030	CAD\$0.15	-	26,500,000	-	-	26,500,000
Weighted average exercise price	\$	-	CAD\$0.15	\$	-	CAD\$0.15

On June 30, 2025, the Company granted a total of 26,500,000 stock options to directors, management and employees. These stock options, exercisable at CAD\$0.15 per share, vested immediately and have a five-year term to expiry.

Majestic Gold Corp.
Notes to the Condensed Consolidated Interim Financial Statements
For the six-month period ended June 30, 2025 and 2024
(Unaudited - expressed in US dollars)

19. Share capital and Reserves (continued)

The fair value of stock options granted was \$1,819,270, which was recorded as an expense to share-based compensation. The fair value of the options granted was determined using the Black-Scholes pricing model with the following assumptions: a risk free interest rate of 2.83%, an expected volatility of 73.52%, an expected life of 5 years, and a zero dividend for a weighted average fair value per option of \$0.07.

Details of stock options outstanding as at June 30, 2025, are as follows:

Exercise Price	Expiry Date	Options outstanding	Weighted average exercise price	Weighted average remaining contractual life in years
CAD\$0.15	June 30, 2030	26,500,000	CAD\$0.15	5.00

As at June 30, 2025, all stock options were exercisable.

b) Reserves

Share-based payment reserve

The share-based payment reserve records items recognized as stock-based compensation expense and other share-based payments. This reserve also includes the value attributed to warrants on unit private placements. At the time that the stock options or warrants are exercised, the corresponding amount will be transferred to share capital.

Foreign currency translation reserve

The foreign currency translation reserve records unrealized exchange differences arising on translation of group companies that have a functional currency other than the Company's reporting currency.

Safety fund surplus reserve

Pursuant to a Notice regarding Safety Production Expenditure jointly issued by the Ministry of Finance and the State Administration of Work Safety of the People's Republic of China ("PRC") in February 2012, Zhongjia and Yantai Mujin are required to establish a safety fund surplus reserve based on the volume of mineral ore extracted. The safety fund can only be transferred to retained earnings to offset safety related expenses as and when they are incurred, including expenses related to safety protection facilities and equipment improvement and maintenance as well as safety production inspection, appraisal, consultation and training.

Statutory surplus reserve

In accordance with the Company Law of the PRC and the Articles of Association of Zhongjia, Zhongjia is required to allocate 10% of its profit after tax determined under PRC accounting standards to the statutory surplus reserve until such reserve reaches 50% of the authorised share capital of Zhongjia. Subject to certain restrictions set out in the Company Law of the PRC, part of this reserve may be converted to increase the share capital, provided that the remaining balance after the capitalisation is not less than 25% of the authorized share capital.

20. Segmented Information

The Company operates in one industry segment being the exploration, development, and operation of mining properties in China. All of the Company's capital assets are located in China, except office furniture and equipment with a net book value of \$3,922 and an ROU asset with a net book value of \$14,325 located in the Company's head-office in Vancouver, Canada. The Company's exploration and evaluation assets are located in Canada and China (Note 11). All of the Company's revenues are earned in China.

Revenue for the three months and six months ended June 30, 2025, and 2024, was from a single customer which amounted to 100% of the Company's revenue.

Majestic Gold Corp.
Notes to the Condensed Consolidated Interim Financial Statements
For the six-month period ended June 30, 2025 and 2024
(Unaudited - expressed in US dollars)

21. Revenue and Expenses

Revenue

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Sales of gold bullion	\$ 22,970,040	\$ 17,847,199	\$ 42,282,234	\$ 33,229,099
Sales of sulfur	289,049	206,419	457,810	388,179
Revenue	\$ 23,259,089	\$ 18,053,618	\$ 42,740,044	\$ 33,617,278

Cost of sales

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Mining and Milling fees	\$ 7,817,601	\$ 5,056,916	\$ 13,625,725	\$ 9,193,559
Depreciation and depletion (Note 10)	2,225,356	1,963,613	4,449,864	3,818,547
Smelting costs	450,391	466,507	854,602	877,285
Resource taxes	944,812	641,906	1,740,052	1,195,427
Changes in ending gold concentrate inventory	79,128	160,162	(2,971)	481,929
Total	\$ 11,517,288	\$ 8,289,104	\$ 20,667,272	\$ 15,566,747

General and administrative

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Consulting and management fees (Note 18)	\$ 64,560	\$ -	\$ 131,082	\$ 99,573
Financial advisory	43,762	4,746	48,465	22,042
Depreciation (Note 10)	172,282	98,196	313,481	193,053
Office and general	961,542	176,882	1,303,488	483,618
Professional fees	79,249	33,248	153,331	90,869
Research and development	534,152	284,598	942,189	542,082
Salaries	752,762	485,318	1,415,470	1,054,982
Shareholder communications	43,827	99,967	124,924	163,407
Travel	180,288	385,726	328,155	522,284
Total	\$ 2,832,424	\$ 1,568,681	\$ 4,760,585	\$ 3,171,910

Finance expense

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Interest expenses and finances charges for banks loans payable	\$ 95,696	\$ 40,187	\$ 171,855	\$ 80,449
Interest expense for leases	1,810	595	2,804	1,199
Interest expense for other long-term liabilities	173,075	35,183	201,526	70,431
Accretion of asset retirement obligation (Note 15)	31,523	22,794	46,197	45,631
Total	\$ 302,104	\$ 98,759	\$ 422,382	\$ 197,710

22. Risks and capital management

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Majestic Gold Corp.
Notes to the Condensed Consolidated Interim Financial Statements
For the six-month period ended June 30, 2025 and 2024
(Unaudited - expressed in US dollars)

22. Risks and capital management (continued)

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash and cash equivalents, short-term investments and reclamation deposits held in bank accounts. The Company's short-term investments are held with major banks in Canada and the majority of cash and cash equivalents are deposited in bank accounts held with major banks in Canada and China. The credit risk associated with cash held in Canada is reduced by management ensuring that the Company uses a major Canadian financial institution with strong investment grade ratings by a primary ratings agency. The credit risk associated with cash held in China is reduced, but not fully mitigated, by management using a financial institution that is operated by the Government of China.

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 plans to ensure that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash is invested in interest bearing accounts which are available on demand. Management believes the Company has sufficient cash on hand to finance operations for the next twelve months. The Company's accounts payable and accrued liabilities are generally due on demand. The maturity of the Company's loans are disclosed in Notes 14 and 16. The following summarizes the undiscounted amount of the remaining contractual maturities of the Company's financial liabilities.

	June 30, 2025				December 31, 2024	
	Within a year	2-5 years	Over five years	Total	Total	Total
Accounts payable and accrued liabilities	\$ 18,656,463	\$ -	\$ -	\$ 18,656,463	\$ 5,356,875	
Loans	12,586,260	8,796,413	3,028,525	24,411,198	-	
Other long-term liabilities	2,698,957	8,015,835	5,734,996	16,449,789	3,953,688	
Total	\$ 33,941,680	\$ 16,812,248	\$ 8,763,521	\$ 59,517,450	\$ 9,310,563	

Industry Risk

The Company is a mining company with a property and mining operations in China. Its mining activities involve numerous inherent risks. The Company is subject to various financial, equities markets, operational and political risks that could significantly affect its operations and cash flows. These risks include changes in local laws affecting the mining industry, a decline in the price of commodities, uncertainties inherent in estimating mineral resources and fluctuations in the foreign currencies against the US dollar. The Company does not use derivatives or hedging to mitigate the risk of changes in the price of gold or currency fluctuations.

The Company's business is highly dependent on the price of gold and venture capital markets, which are impacted by volatility factors the Company cannot control. A decrease in the price of gold could adversely affect the Company's financial condition, results of operations and cash flows. Lower gold prices may result in asset impairment, write-downs of mineral property carrying values and limitations in access to capital.

The Company operates in China and is exposed to the laws governing the mining industry in China. The Chinese government is currently supportive of the mining industry but there is uncertainty in future changes to government policies and regulations including taxation, repatriation of profits, restrictions on production, export controls, environmental compliance, and expropriation. These factors could adversely affect the Company's exploration efforts and production plans.

The Company's property is located in an area that can experience severe winter weather conditions which could adversely affect mining operations. In addition, the Company is subject to changes in environmental laws and regulations that may result in unexpected costs.

Majestic Gold Corp.
Notes to the Condensed Consolidated Interim Financial Statements
For the six-month period ended June 30, 2025 and 2024
(Unaudited - expressed in US dollars)

22. Risks and capital management (continued)

Market Risk

The significant market risks to which the Company is exposed are interest rate risk, currency risk and other commodity price risk. These are discussed further below:

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company's cash and cash equivalents consists of cash and short-term investments and reclamation deposits held in bank accounts that earn interest at variable interest rates. The Company's loans payable accrues interest at fixed rates. Due to the short-term nature of these financial instruments, fluctuations in market rates do not have a significant impact on the estimated fair value as of June 30, 2025.

Foreign exchange risk

The Company reports its financial statements in USD. The functional currency of its head office is CAD, the functional currency of all intermediate holding companies is HKD and the functional currency of its Chinese subsidiary is RMB. The Company is exposed to foreign exchange risk when the Company undertakes transactions and holds assets and liabilities in currencies other than its functional currencies.

The Company currently does not engage in foreign exchange currency hedging. The Company's exposure to currency risk affect net income is summarized as follows:

		June 30, 2025	December 31, 2024
Financial assets denominated in U.S. Dollars	\$	16,403,621	\$ 12,203,190

As at June 30, 2025, with other variables unchanged, a 10% strengthening (weakening) of the USD against the Company's functional currencies, would have decreased (increased) net income by approximately \$1.6 million (December 31, 2024 - \$1.2 million).

Currency Risk

Currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to currency risk to the extent expenditures incurred or funds received and balances maintained by the Company are denominated in currencies other than the functional currency of the entity completing the transaction or holding the funds. The Company does not manage currency risks through hedging or other currency-based derivatives. At June 30, 2025, the Company and its subsidiaries hold USD\$16,403,621, exposing the Company to currency risk.

23. Financial Instruments

Fair Value

Management has assessed that the fair values of cash and cash equivalents, restricted and pledged deposits, financial assets included in prepayments, deposits and receivables, financial liabilities included in accounts payables, deposits received, amounts due to related parties, other long-term liabilities approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The fair values of other long-term assets and other long-term liabilities have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The following tables set forth the Company's financial assets and liabilities that are measured at fair value level on a recurring basis within the fair value hierarchy at June 30, 2025 and December 31, 2024 that are not otherwise disclosed. The assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Majestic Gold Corp.
Notes to the Condensed Consolidated Interim Financial Statements
For the six-month period ended June 30, 2025 and 2024
(Unaudited - expressed in US dollars)

23. Financial Instruments (continued)

Fair Value

Financial assets	Level	June 30, 2025	December 31, 2024
Cash	1	\$ 103,457,903	\$ 100,738,547
Reclamation deposits	1	4,853,825	2,909,043
Investments	1	503,938	173,750
Receivables ⁽¹⁾	2	4,253,900	1,567,003
Other long-term assets	2	2,782,246	36,882
Total		\$ 115,851,812	\$ 105,425,225

⁽¹⁾ Receivables exclude sales and income tax receivables.

⁽²⁾ Investments transferred to Level 1 from Level 3 as the investments commenced trading on an active market with quoted prices

Financial liabilities	Level	June 30, 2025	December 31, 2024
Accounts payable and accrued liabilities	2	\$ 18,656,463	\$ 5,356,875
Interest-bearing bank borrowings	2	24,411,198	-
Other long-term liabilities	2	14,438,751	3,592,794
Total		\$ 57,506,412	\$ 8,949,669

During the six months ended June 30, 2025, investments transferred out of Level 3 to Level 1. There were no other transfers for the current period or the year ended December 31, 2024.

24. Non-controlling interest

Majestic holds 1,410,000,000 shares of Persistence, representing 70.5% of Persistence's outstanding shares on the HKEX. The 29.5% non-controlling equity interest of Persistence consists of 25% being the shares issued pursuant to the HKEX IPO and a 4.5% equity interest held by another minority shareholder

The Company's equity interest in Zhongjia is held indirectly through its 70.5% owned subsidiary Persistence by way of Persistence's 100% ownership interest in Majestic Yantai. Majestic Yantai has a 75% equity interest in Zhongjia. The non-controlling interest represents the 25% equity interest in Zhongjia held by Dahedong.

The Company's equity interest in Yantai Mujin is held indirectly through its 70.5% owned subsidiary Persistence by way of Persistence's 100% ownership interest in Majestic Yantai and PRG Res HK2. Majestic Yantai holds an 11% equity interest and PRG Res HK2 holds a 41% equity interest in Yantai Mujin. The non-controlling interest represents the 48% equity interest in Yantai Mujin held by two other shareholders.

The continuity of non-controlling interests is summarized as follows:

	Zhongjia	Mujin	Persistence	Total
Balance, December 31, 2024	\$ 23,648,486	\$ -	\$ 28,139,335	\$ 51,787,821
Share of net income	3,513,027	(345,097)	2,693,457	5,861,387
Share of other comprehensive income	98,525	(603)	(38,480)	59,442
Non-controlling interest at acquisition	-	5,898,017	-	5,898,017
Additions (Net of distributions)	(3,482,961)	2,695,090	-	(787,871)
Balance, June 30, 2025	\$ 23,777,077	\$ 8,247,407	\$ 30,794,312	\$ 62,818,796

25. Subsequent event

Subsequent to June 30, 2025, the Company:

- repaid its bank loan for CNY 50,000,000 (\$6,984,606) on August 26, 2025; and
- On July 28, 2025, the Company announced the suspension of production of the Denggezhuang Underground Mine ("DGZ Mine"). The investigation into the incident remains ongoing. The Company estimates that the suspension-related costs incurred at the DGZ Mine amount to approximately \$512K (RMB 3.67M) from the date of suspension up to the date of this report as such, the Company does not expect DGZ Mine suspension to have a material impact on the Company's overall financial results.