

**HAPPY CREEK MINERALS LTD.**

**Financial Statements**

**For the three months ended April 30, 2025 and 2024**

**(Expressed in Canadian Dollars)**

## **NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL REPORT**

The accompanying unaudited interim financial report of the Company has been prepared by and is the responsibility of the Company's management. The Company's independent auditor has not performed a review of this financial report in accordance with securities legislation and the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

**HAPPY CREEK MINERALS LTD.**  
**Statements of Financial Position**  
**April 30, 2025 and January 31, 2025**

	Note	April 30,2025	January 31,2025
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents		\$ 71,369	\$ 267,603
Amounts receivable		53,225	49,362
Other receivable- current portion	7	931,745	899,940
Prepaid expenses		19,562	27,218
Marketable securities	6	234,789	234,789
<b>Total current assets</b>		<b>1,310,690</b>	<b>1,478,912</b>
<b>Non-current assets</b>			
Other receivable- non-current portion	7	3,398,607	3,282,597
Reclamation deposits	5	95,500	99,500
Exploration and evaluation properties	6	9,355,066	9,350,767
<b>Total non-current assets</b>		<b>12,849,173</b>	<b>12,732,864</b>
<b>Total assets</b>		<b>\$ 14,159,863</b>	<b>\$ 14,211,776</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Current liabilities</b>			
Trade and other accounts payable	9,10	\$ 26,140	\$ 120,715
<b>Non-current liabilities</b>			
Deferred tax liability		133,913	133,913
<b>Total liabilities</b>		<b>160,053</b>	<b>254,628</b>
<b>Equity</b>			
Share capital	8	24,700,247	24,697,247
Share option reserve	8	3,520,150	3,520,150
Deficit		(14,336,605)	(14,376,267)
Accumulated other comprehensive income		116,018	116,018
<b>Total equity</b>		<b>13,999,810</b>	<b>13,957,148</b>
<b>Total equity and liabilities</b>		<b>\$ 14,159,863</b>	<b>\$ 14,211,776</b>
Going concern	2		
Commitments	13		

These financial statements are authorized for issue by the Board of Directors on June 23, 2025  
Approved by the Board of Directors:

"Jason Bahnsen" Director      "Rodger Gray" Director

*The accompanying notes are an integral part of these financial statements*

**HAPPY CREEK MINERALS LTD**  
**Statements of Loss and Comprehensive Loss**  
**April 30, 2025 and 2024**

	<b>Note</b>	<b>Three months ended April 30,</b> <b>2025</b>	<b>2024</b>
<b>Expenses</b>			
Advertising and promotion		30,925	1,044
Conferences and travel		-	7,333
Management fees and salaries	10	59,225	48,375
Share-based payments	8,10	-	94,050
Office and administration		11,441	6,480
Professional fees		6,561	14,302
		<u>108,152</u>	<u>171,584</u>
<b>Loss before other items</b>		(108,152)	(171,584)
Accretion	7	<u>147,814</u>	<u>-</u>
<b>Gain(loss) before income taxes</b>		39,662	(171,584)
<b>Provision for income taxes</b>			
Deferred income tax expense		<u>-</u>	<u>-</u>
<b>Comprehensive gain(loss) for the period</b>		<u>\$ 39,662</u>	<u>\$ (171,584)</u>
<b>Basic and diluted gain(loss) per share</b>		<u>\$ 0.00</u>	<u>\$ (0.00)</u>
<b>Weighted average number of shares outstanding</b>		<u>147,577,000</u>	<u>137,517,000</u>

*The accompanying notes are an integral part of these financial statements*

**HAPPY CREEK MINERALS LTD.****Statements of Cash Flows****April 30, 2025 and 2024**

	<b>Three months ended April 30,</b>	
	<b>2025</b>	<b>2024</b>
<b>CASH AND CASH EQUIVALENTS USED IN OPERATING ACTIVITIES</b>		
Net gain(loss) for the period	\$ 39,662	\$ (171,584)
Items not involving cash:		
Share-based payments	-	94,050
Accretion	(147,814)	-
	(108,152)	(77,534)
<b>Changes in non-cash working capital items:</b>		
Amounts receivable	(3,863)	(7,998)
Prepaid expenses	7,656	(6,106)
Trade and other accounts payable	(94,576)	97,220
	(198,935)	5,582
<b>FINANCING ACTIVITIES</b>		
Issuance of shares, net of issuance costs	3,000	-
	3,000	-
<b>INVESTING ACTIVITIES</b>		
Expenditures on exploration and evaluation properties	(4,299)	(32,992)
(Increase) decrease in reclamation deposits	4,000	(8,500)
	(299)	(41,492)
<b>Increase(decrease) in cash and cash equivalents</b>	(196,234)	(35,910)
<b>Cash and cash equivalents, beginning of year</b>	267,603	92,007
<b>Cash and cash equivalents, end of period</b>	<u>\$ 71,369</u>	<u>\$ 56,097</u>
<b>Supplemental Cash Flow Information:</b>		
Accounts payable related to exploration and evaluation property expenditures	\$ 586	\$ 92,426
<b>Cash and Cash Equivalents Consist of:</b>		
Cash	\$ 66,138	\$ 50,886
Money market fund	5,231	5,231
	<u>\$ 71,369</u>	<u>\$ 56,097</u>

*The accompanying notes are an integral part of these financial statements*

**HAPPY CREEK MINERALS LTD.**  
**Statement of Changes in Equity**  
**April 30, 2025 and 2024**

	Number	Amount	Share subscriptions	Reserve	Accumulated other comprehensive income (loss)	Deficit	Total equity
		\$		\$	\$	\$	\$
<b>February 1, 2024</b>	137,517,000	24,222,237	-	3,399,760	116,505	(10,358,016)	17,380,486
Share-based payments	-	-	-	94,050	-	-	94,050
Net loss for the period	-	-	-	-	-	(171,584)	(171,584)
<b>April 30, 2024</b>	137,517,000	24,222,237	-	3,493,810	116,505	(10,358,016)	17,302,952
<b>February 1, 2025</b>	147,517,000	24,697,247	-	3,520,150	116,018	(14,376,267)	13,957,148
Exercise of warrants	60,000	3,000	-	-	-	-	3,000
Net gain(loss) for the period	-	-	-	-	-	39,662	39,662
<b>April 30, 2025</b>	147,577,000	24,700,247	-	3,520,150	116,018	(14,336,605)	13,999,810

The number of shares issued at April 30, 2025 and 2024 is comprised as follows:

	2025	2024
Shares considered previously issued (Note 8.2)	147,736,500	137,676,500
Issued and held by the Company (Note 8.5)	(159,500)	(159,500)
<b>Issued and outstanding with other shareholders</b>	<b>147,577,000</b>	<b>137,517,000</b>

*The accompanying notes are an integral part of these financial statements*

**HAPPY CREEK MINERALS LTD.**  
**Notes to the Financial Statements**  
**For the three months ended April 30, 2025 and 2024**

---

**1. NATURE OF OPERATIONS**

Happy Creek Minerals Ltd. (“Happy Creek” or the “Company”) was incorporated under the laws of British Columbia on November 17, 2004 and is in the exploration stage of the development of its mineral property interests. The Company’s registered office is Suite 1200 – 750 West Pender Street, Vancouver, British Columbia, V6C 2T8.

The Company’s principal business activity is the exploration and development of mineral properties. At the date of these financial statements, the Company has not been able to identify a known body of commercial grade ore on any of its properties and the ability of the Company to recover the costs it has incurred to date on these properties is dependent upon the Company being able to identify a commercial ore body, to finance its exploration and development costs and to resolve any environmental, regulatory, or other constraints which may hinder the successful development of the property. The Company is in the development stage with no source of operating revenue and is dependent upon equity financing on terms that are acceptable to the Company, to maintain its current operations. The Company is listed on the TSX Venture Exchange (“TSX-V”) under the symbol “HPY.V”.

**2. GOING CONCERN**

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of material uncertainties (as described in Note 1) related to events or conditions that cast significant doubt upon the Company's ability to continue as a going concern.

The Company’s ability to continue to meet its obligations and carry out its planned exploration activities is uncertain and dependent upon the continued financial support of its shareholders and on securing additional financing. There is, however, no assurance that any such initiatives will be sufficient and, as a result, there is significant doubt regarding the going concern assumption and, accordingly, the ultimate appropriateness of the use of accounting principles applicable to a going concern. These financial statements 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 if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations for the foreseeable future. These adjustments could be material.

**3. BASIS OF PRESENTATION**

These interim financial statements have been prepared in accordance with IAS 34, Interim Financial Reporting and follow the same accounting policies and methods of application as the Company’s most recent annual financial statements. These interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the financial statements of the Company as at the year ended January 31, 2025, prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

**HAPPY CREEK MINERALS LTD.**  
**Notes to the Financial Statements**  
**For the three months ended April 30, 2025 and 2024**

---

These interim financial statements were authorized by the Company's Board of Directors on June 23, 2025.

**3.1. Basis of measurement**

These financial statements have been prepared using the measurement basis specified by IFRS for each type of asset, liability, revenue and expense. Certain items are stated at fair value.

**3.2. Functional and Presentation Currency**

The functional currency of a company is the currency of the primary economic environment in which a company operates. The presentation currency for a company is the currency in which a company chooses to present its financial statements.

These financial statements are presented in Canadian dollars, which is the Company's presentation and functional currency. The functional currencies of the Company's subsidiaries do not differ from that of the parent company.

Transactions in foreign currencies are translated into the functional currency at exchange rates as at the date of the transaction. Foreign currency differences arising on translation are recognized in profit or loss. Foreign currency monetary assets and liabilities are translated at the functional currency exchange rate at the date of the statement of financial position. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using exchange rates as at the date of the initial transaction. All gains and losses on translation of these foreign currency transactions are included in profit or loss.

**3.3. Significant judgments, estimates and assumptions**

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continually evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

**(i) Going concern**

The assessment of the Company's ongoing viability as an operating entity and determination of the related disclosures requires significant judgment.

**(ii) Exploration and evaluation properties and impairment**

The Company is required to make significant judgments regarding the capitalization of the costs incurred in respect to its exploration and evaluation properties. The Company is also required to make significant judgments on the ongoing feasibility of mineral exploration, and whether there are indicators that the development of a specific area is unlikely and exploration and evaluation properties should be impaired. Management has assessed impairment indicators on the



**HAPPY CREEK MINERALS LTD.**  
**Notes to the Financial Statements**  
**For the three months ended April 30, 2025 and 2024**

---

Company's exploration and evaluation properties and has concluded that no impairment indicators existed as of April 30, 2025.

**4. MATERIAL ACCOUNTING POLICY INFORMATION**

**4.1 Cash and Cash Equivalents**

Cash and cash equivalents include cash on hand, demand deposits and short-term, highly liquid investments that are readily convertible to known amounts of cash within ninety days of purchase.

**4.2 Exploration and Evaluation Properties**

**(i) Pre-license costs**

Costs incurred before the Company has obtained the legal right to explore are expensed as incurred.

**(ii) Exploration and evaluation costs**

Once the legal right to explore has been acquired, exploration and evaluation expenditures are capitalized as incurred, unless future economic benefit is not expected to be realized. The Company capitalizes, on a property-by-property basis, the costs of acquiring, maintaining its interest in, and exploring and evaluating mineral properties until such time as the lease expires, it is abandoned, sold or considered impaired in value. Indirect administrative costs are expensed as incurred. Exploration and evaluation properties are not depreciated during the exploration and evaluation stage.

Recovery of capitalized costs is dependent on successful development of economic mining operations or the disposition of the related mineral property.

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers, non-compliance with regulatory requirements or title may be affected by undetected defects.

**4.3 Decommissioning and Restoration**

The Company is subject to various governmental laws and regulations relating to the protection of the environment. The environmental regulations are continually changing and are generally becoming more restrictive.

Decommissioning and restoration obligations encompass legal, statutory, contractual or constructive obligations associated with the retirement of a long-lived tangible asset (for example, mine reclamation costs) that results from the acquisition, construction, development and/or normal operation of a long-lived asset. The retirement of a long-lived asset is reflected by an other-than-temporary removal from service, including sale of the asset, abandonment or disposal in some other manner.

The fair value of a liability for decommissioning and restoration is recorded in the period in which the obligation first arises. The Company records the estimated present value of future cash flows associated with site closure and reclamation as a long-term liability and increases the carrying value of the related assets for that amount. Over time, the liability is increased to reflect an interest element in

**HAPPY CREEK MINERALS LTD.**  
**Notes to the Financial Statements**  
**For the three months ended April 30, 2025 and 2024**

---

the estimated future cash flows (accretion expense) considered in the initial measurement of fair value. The capitalized cost is depreciated on either the unit-of-production basis or the straight-line basis, as appropriate. The Company's estimates of its provision for decommissioning and restoration obligations could change as a result of changes in regulations, changes to the current market-based discount rate, the extent of environmental remediation required, and the means of reclamation or cost estimates. Changes in estimates are accounted for in the period in which these estimates are revised.

As at April 30, 2025, the Company has determined that it does not have any decommissioning and restoration obligations related to current or former operations in excess of the reclamation bonds held by the British Columbia Ministry of Energy and Mines.

#### **4.4 Impairment of Non-Financial Assets**

For the purposes of assessing impairment, the recoverable amount of an asset, which is the higher of its fair value less costs to sell and its value in use, is estimated.

#### **4.5 Provisions**

Liabilities are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation. A provision is a liability of uncertain timing or amount.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects the current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to the passage of time is recognized as a financing expense.

#### **4.6 Income Taxes**

Tax expense recognized in profit or loss comprises the sum of deferred tax and current tax not recognized in other comprehensive income or directly in equity.

Current tax assets and liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting periods, that are unpaid at the reporting date. Current tax is payable on taxable profit which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax is not provided on the initial recognition of goodwill or on the initial recognition of an asset or liability unless the related transaction is a business combination or affects taxable profit or accounting profit. Deferred tax liabilities on temporary differences associated with shares in subsidiaries and joint ventures are not provided for if reversal of these temporary differences can be controlled by the Company and it is probable that reversal will not occur in the foreseeable future.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are likely to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in profit or loss in the period

**HAPPY CREEK MINERALS LTD.**  
**Notes to the Financial Statements**  
**For the three months ended April 30, 2025 and 2024**

---

that includes the substantive enactment date. Deferred tax assets are recognized for all temporary differences, carry-forward of unused tax credits and unused tax losses to the extent that it is probable that future taxable profits will be available against which they can be utilized.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realization, provided they are enacted or substantively enacted by the end of the reporting period. Deferred tax assets are recognized to the extent that it is probable that they will be able to be utilized against future taxable income.

Deferred tax assets and liabilities are offset only when the Company has a right and intention to offset current tax assets and liabilities from the same taxation authority and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same entity or different entities which intend to settle current tax assets and liabilities on a net basis or simultaneously in each future period in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

Changes in deferred tax assets or liabilities are recognized as a component of income or expense in profit or loss, except where they relate to items that are recognized in other comprehensive income or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income or equity, respectively.

#### **4.7 Flow-through Shares**

Canadian tax legislation permits a company to issue flow-through shares whereby the deduction for tax purposes relating to qualified resource expenditures can be claimed by the investors rather than the company.

A flow-through common share comprises both the transfer of income tax deductions equal to the proceeds received on issue, and a common share with a deemed cost for tax purposes of nil. The issuer of these shares allocates the proceeds to their liability and equity components according to the respective fair values of each at the date of issuance, with the tax attribute considered a liability to the extent that a premium to market is obtained for the shares. Upon satisfaction of the spending requirements associated with the flow-through share agreements, a proportionate amount of the related flow-through liability recognized in previous periods in the statement of financial position will be reversed and the related deferred tax liability will be recognized. Any difference between the liability settled and the deferred tax liability recognized is accounted for as other income or income tax expense.

#### **4.8 Share-based Payments**

Share-based payment arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity-settled transactions and, when determinable, are recorded at the value of the goods and services received. If the value of the goods and services received is not determinable, then the fair value of the share-based payment is used.

The Company uses a fair value based method (Black-Scholes Option Pricing Model) for all share options granted to directors, employees and certain non-employees. For directors and employees, the fair value of the share options is measured at the date of grant. For grants to non-employees where the fair value of the goods or services is not determinable, the fair value of the share options is measured on the date the services are received.

**HAPPY CREEK MINERALS LTD.**  
**Notes to the Financial Statements**  
**For the three months ended April 30, 2025 and 2024**

---

The fair value of share-based payments is charged either to profit or loss or exploration and evaluation properties, with the offsetting credit to share option reserve. For directors, employees and consultants, the share options are recognized over the vesting period based on the best available estimate of the number of share options expected to vest. If options vest immediately, the expense is recognized when the options are issued. Estimates are subsequently revised if there is any indication that the number of share options expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognized in the current period. No adjustment is made to any expense recognized in prior periods where vested. For non-employees, the share options are recognized over the related service period. When share options are exercised, the amounts previously recognized in share option reserve are transferred to share capital.

In the event share options are forfeited prior to vesting, the associated fair value recorded to date is reversed. The fair value of any vested share options that expire remain in share option reserve.

#### **4.9 Related Party Transactions**

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Related party transactions that are in the normal course of business and have commercial substance are measured at the exchange amount.

#### **4.10 Earnings (Loss) per Share**

Basic earnings (loss) per share is computed by dividing net income (loss) (the numerator) by the weighted average number of outstanding common shares for the period (denominator). In computing diluted earnings per share, an adjustment is made for the dilutive effect of outstanding share options, warrants and other convertible instruments.

In the periods when the Company reports a net loss, the effect of potential issuances of shares under share options and other convertible instruments is anti-dilutive. Therefore, basic and diluted loss per share are the same. When diluted earnings per share is calculated, only those share options and other convertible instruments with exercise prices below the average trading price of the Company's common shares for the period will be dilutive.

During the three months ended April 30, 2025 and 2024, all the outstanding share options and warrants were anti-dilutive.

#### **4.11 Share Issuance Costs**

Share issuance costs, which include commissions, facilitation payments, professional fees and regulatory fees, are charged directly to share capital. Share issue costs incurred from the issuance of flow-through shares are charged directly to share capital and expense in proportion to the value of the Company's shares at time of issue and any flow-through share premium.

#### **4.12 Comprehensive Income (Loss)**

Total comprehensive income comprises all components of profit or loss and other comprehensive

**HAPPY CREEK MINERALS LTD.**  
**Notes to the Financial Statements**  
**For the three months ended April 30, 2025 and 2024**

---

income. Other comprehensive income includes gains and losses on re-measuring marketable securities.

**4.13 Valuation of Equity Units Issued in Private Placements**

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the most easily measured component based on fair value and then the residual value, if any, to the less easily measurable component.

The fair value of the common shares issued in a private placement is determined to be the more easily measurable component and are valued at their fair value, as determined by the closing quoted bid price on the announcement date. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded as reserves.

**4.14 Mining exploration tax recoveries**

The Company recognizes mining exploration tax recoveries in the period in which there is reasonable expectation, based on management's estimate, of receiving a refund. The amount of tax credit receivable is subject to review and approval by the taxation authorities and is adjusted for in the period when such approval is confirmed.

**4.15 Financial Instruments**

The Company recognizes financial assets and liabilities on the statement of financial position when it becomes a party to the contractual provisions of the instrument.

**(i) Financial assets**

Cash and cash equivalents are classified as subsequently measured at amortized cost.

Amounts receivable, exclusive of GST, are non-interest bearing and are recognized at the face amount, except when fair value is materially different, and are subsequently measured at amortized cost. Amounts receivable recorded are net of lifetime expected credit losses. The Company applies the simplified approach to determining expected credit losses, which requires expected credit losses to be recognized upon initial recognition of the receivables.

Investments in marketable equity securities are classified, at the Company's election, as subsequently measured at fair value through other comprehensive income. Investment transactions are recognized on the trade date with transaction costs included in the underlying balance. Fair values are determined by reference to quoted market prices at the statement of financial position date.

Other receivables and Reclamation deposits are classified as subsequently measured at amortized cost.

**(ii) Financial liabilities**

Trade and other accounts payable are non-interest bearing if paid when due and are recognized at face amount, except when fair value is materially different. Trade payables and lease liability are subsequently measured at amortized cost.

**HAPPY CREEK MINERALS LTD.**  
**Notes to the Financial Statements**  
**For the three months ended April 30, 2025 and 2024**

---

**4.16 New accounting standards and recent pronouncements**

There are no new accounting standards or recent pronouncements that the Company anticipates will have a material impact on the financial statements.

**5. RECLAMATION DEPOSITS**

As at April 30, 2025, the Company had reclamation deposits held in trust by the Province of British Columbia totalling \$95,500 (January 31, 2025 - \$99,500) with regards to its exploration of properties in British Columbia ("B.C.").

**6. EXPLORATION AND EVALUATION PROPERTIES**

The following table summarizes the capitalized costs associated with the Company's exploration and evaluation properties:

	Cariboo properties British Columbia	Highland Valley properties British Columbia	Total
<b>February 1, 2024</b>	\$ 9,304,845	\$ 8,936,117	\$ 18,240,962
<b>Acquisition Costs</b>			
Option and acquisition costs	906	-	906
<b>Exploration Costs</b>			
Assaying and petrography	7,554	-	7,554
Geological and consulting	66,324	37,758	104,082
Geophysics	-	97,088	97,088
Field supplies	717	345	1,062
Permitting	8,225	-	8,225
Administration fees	321	37	358
Travel and accommodation	5,185	3,193	8,378
METC recovery	(43,310)	-	(43,310)
Adjustment for property sale	-	(9,074,538)	(9,074,538)
<b>January 31, 2025</b>	9,350,767	-	9,350,767
<b>Acquisition Costs</b>			
Option and acquisition costs	-	-	-
<b>Exploration Costs</b>			
Geological and consulting	4,149	-	4,149
Travel and accomodation	117	-	117
Administration fees	33	-	33
<b>April 30, 2025</b>	\$ 9,355,066	\$ -	\$ 9,355,066

As at April 30 2025, cumulative METC rebates offset against deferred exploration and evaluation property costs totalled \$1,284,147 (January 31, 2025 - \$1,284,147).

The Company is required by the Government of British Columbia to incur a minimum amount of expenditures to maintain concessions. The minimum expenditure amount is based on the number of

**HAPPY CREEK MINERALS LTD.**  
**Notes to the Financial Statements**  
**For the three months ended April 30, 2025 and 2024**

---

tenures and the length of time that the right to each concession has been held. Expenditures in excess of the required annual minimum may be carried over to future years and, subject to certain conditions, to other mineral tenures located in B.C.

**6.1 Highland Valley Mineral Property**

The Highland Valley property is located northwest of Merritt and southwest of Logan Lake in south central B.C. In prior years, the Highland Valley Properties were presented as Rateria, West Valley, Abbott Lake Property and Tyner Lake Property. In 2018, Abbott Lake Property was grouped with West Valley and Tyner Lake Property was grouped with Rateria. Together Rateria and West Valley surround the south east, south and southwest sides of Teck Resources' Highland Valley copper mine property.

On November 7, 2024 the Company sold 100% of its interests in the Highland Valley Mineral Properties to Metal Energy Corporation (TSX:V MERG) for the following consideration:

- \$300,000 cash (received)
- 11,736,100 common shares of MERG valued at \$234,722 (received)
- \$1,000,000 of MERG common shares due not later than October 2, 2025
- \$1,000,000 of MERG common shares due not later than October 2, 2026
- \$1,500,000 of MERG common shares due not later than October 2, 2027
- \$2,500,000 of MERG common shares due not later than October 2, 2028
- The Company retains a 2.5% Net Smelter Royalty ("NSR") and Metal Energy may purchase up to 1.5% of the NSR for \$5,000,000.

The Company retains the following additional NSR royalties;

*6.1.1 Rateria*

NSR royalties on the Rateria property are as follows:

Rateria claims – 7 claims are subject to a 2.5% NSR royalty, payable to a maximum of \$3,000,000. The Company has the exclusive right to purchase 1% of the NSR for \$2,000,000.

Masco Claims – 2 claims are subject to a 2% NSR royalty, with the Company having the exclusive right to purchase 1% NSR royalty at any time for \$1,000,000.

Sho claims – 1 claim is subject to a 2% NSR royalty, with the Company having the exclusive right to purchase the NSR royalty at any time for \$3,000,000.

Tyner claims – 18 mineral claims are subject to a 2% NSR royalty, with the Company having the exclusive right to purchase the NSR royalty for \$2,000,000.

*6.1.2 West Valley*

The NSR royalty on the West Valley property is as follows:

Abbott claims - 8 claims are subject to a 0.5% NSR royalty, with the Company having the exclusive right to purchase the NSR royalty for \$1,000,000.

**6.2 Cariboo Mineral Property**

**HAPPY CREEK MINERALS LTD.**  
**Notes to the Financial Statements**  
**For the three months ended April 30, 2025 and 2024**

---

The Company has a 100% interest in a group of mineral properties located northeast of 100 Mile House, in south central B.C. The Silverboss property surrounds the former past-producing Boss Mountain molybdenum mine property.

*6.2.1 Silver Boss, Hen-Art-DL, Fox and Black Riders Property*

The Silver Boss property consists of 38 mineral tenures totalling approximately 12,082 hectares. The Hen-Art-DL property consists of 19 mineral tenures totalling approximately 8,989 hectares and the Fox property consists of 36 mineral tenures totalling approximately 17,245 hectares. The Black Riders property consists of 6 mineral tenures totaling approximately 2,564 hectares and adjoins to the east and is considered part of the Fox property.

The Silver Boss, Hen-Art-DL, Fox and Black Riders property mineral tenures all adjoin and are contiguous and together total 40,880 hectares.

Three of the Silver Boss mineral claims (previously the Gus Property) are subject to a 1.5% NSR royalty which the Company can buy back for \$1,500,000.

*6.2.2 Hawk Property*

During the year ended January 31, 2024, the claims comprising the Hawk property were forfeited and all deferred costs were written-off.

**6.3 Revelstoke District Properties**

*6.3.1 Silver Dollar Property*

In 2013, the Company acquired a 100% interest in 17 claims known as the Silver Dollar Property, located in the Revelstoke Mining District, British Columbia.

On May 11, 2016, the Company entered into the Silver Dollar Property Option Agreement (the “Option Agreement”) with Raffles Financial Group Limited (“RFG”). Pursuant to the Option Agreement the Company granted to RFG the sole and exclusive right and option to acquire an undivided 100% interest in and to the Silver Dollar Property subject to a 1% NSR royalty. RFG exercised the option by paying \$20,000 in cash, issuing 42,405 common shares of RFG to the Company and incurring \$100,000 in exploration expenditures. On April 23, 2024, the Company entered into a binding letter of intent for the sale of its 1% NSR for cash consideration of \$250,000. The buyer has 12 months to complete the payment. In addition, the buyer will pay the Company a monthly interest rate of 1% on the consideration until the transaction is completed. The buyer has the right to terminate the letter of intent with a termination fee of \$3,000 paid to the Company.

Pursuant to the Option Agreement:

- RFG granted a right of first refusal to the Company for any future financings that RFG carries out to finance the mining work to be carried out on the property; and
- If the Company stakes any claim that is located, in whole or in part, within two kilometers of the perimeter of the property it shall be offered to RFG at the staking cost.

See 6.4

**6.4 Marketable Securities**

In January 2020, RFG (see 7.3.1) completed a transaction with an unrelated entity pursuant to which the Company received, in consideration for its shares of RFG, 442,000 common shares of Origen Resources



## HAPPY CREEK MINERALS LTD.

### Notes to the Financial Statements

#### For the three months ended April 30, 2025 and 2024

Inc. ('Origen'), a Canadian public company, and 34,069 newly-issued shares of RFG (sold in fiscal 2021). In May 2021, Origen completed a transaction with an unrelated entity pursuant to which the Company received, in consideration for its shares of Origen, 2,520 (post-consolidated) common shares of Forty Pillars Mining Corp. ('Forty Pillars'), a Canadian public company, and 42,000 newly-issued shares of Origen (sold in fiscal 2023 for total proceeds of \$7,003).

At April 30, 2025, the Company owned 840 shares of Forty Pillars (January 31, 2025 – 840 shares of Forty Pillars), the shares of which are traded on the CSE. The Company also owned 11,736,100 common shares of MERG (January 31, 2025 – 11,736,100 shares of MERG), the shares of which are traded on the TSX Venture (TSXV) - MERG.

	April 30, 2025	January 31, 2025
Marketable securities – fair value	\$ 234,789	\$ 234,789
Marketable securities – cost	-	-

#### 7. Other receivables

Under the terms of the agreement with MERG (see Note 6.1), the Company is owed \$300,000 in cash and total shares of MERG worth \$6,234,722.

On the date of the agreement, the Company assessed the likelihood of receiving each consideration payment amount and as a result estimated total consideration to be received by the Company would be \$6,534,722. The Company recorded this amount at its present value of \$4,576,088, using a discount rate of 15%.

The carrying value of the other receivable as at April 30 2025 consists of the following:

Present value of the consideration on the date of the agreement with MERG	\$	4,576,088
Received- cash	\$	(300,000)
Received- shares	\$	(234,722)
Accretion	\$	288,986
Balance, April 30, 2025	\$	4,330,352

Amounts outstanding are classified as current in respect to the values applicable to the period ending one year from the balance sheet date; all residual balances are classified as non-current. At April 30, 2025 the current and non-current amounts receivable are as follows:

	April 30, 2025
Current portion	\$ 931,745
Non-Current portion	\$ 3,398,607
Balance, April 30, 2025	\$ 4,330,352

#### 8. EQUITY

##### 8.1 Authorized Share Capital

Unlimited number of common shares with no par value

**HAPPY CREEK MINERALS LTD.**  
**Notes to the Financial Statements**  
**For the three months ended April 30, 2025 and 2024**

---

**8.2 Shares Issued**

Shares issued and outstanding as at April 30, 2025 are 147,577,000 (January 31, 2025 – 147,517,000).

During the three months ended April 30, 2025, 60,000 share purchase warrants were exercised at a price of \$0.05 per warrant for proceeds of \$3,000.

During the year ended January 31, 2025, the Company granted 3,850,000 share purchase options to certain directors, officers and employees exercisable at \$0.055 per share until May 1, 2029. The options vest immediately.

Also during the year ended January 31, 2025, the Company completed a non-brokered private placement, issuing 9,000,000 units at a price of \$0.05 per unit for gross proceeds of \$450,000 and 1,000,000 units at a price of \$0.05 per unit for gross proceeds of \$50,000. Each unit consists of one common share and one non-transferable share purchase warrant. Each warrant is exercisable into one common share at a price of \$0.075 per share expiring not later than September 18, 2026 and December 2, 2026.

A cash finder's fee of \$14,700 was paid as well as the issuance of 294,000 broker warrants exercisable into common shares at \$0.075 expiring not later than September 18, 2026.

**8.3 Warrants**

The following warrants were outstanding:

	<b>Warrants</b>	<b>Exercise Price</b>
January 31, 2025	14,642,000	\$ 0.08
Expired	(4,348,000)	0.10
January 31, 2025	10,294,000	\$ 0.075
<b>Expiry date</b>	<b>Warrants</b>	<b>Exercise Price</b>
September 19, 2026	9,294,000	0.075
December 2, 2026	1,000,000	0.075
	10,294,000	\$ 0.075

At April 30, 2025, the weighted-average remaining life of the outstanding warrants was 1.4 years (2025 – 1.18 years).

**8.4 Share-based Compensation**

The Company has adopted an incentive share option plan for the benefit of directors, officers and employees, which options, to acquire up to 10% of the issued share capital at the award date, may be granted to eligible optionees from time to time. Additional shares have also been issued to consultants of the Company, as part of their compensation arrangement. Share options granted have a term of between one and five years, vest immediately or over time and have an exercise price determined by the directors. The Company's policy is that the exercise price may not be less than the closing quoted price of the Company's common shares traded through the facilities of the exchange on which the Company's common shares are listed.

Total share options granted during the year ended January 31, 2025 were 3,850,000 (year ended January 31, 2024 – 3,850,000). Total share-based payments recognized for the fair value of share options granted,

**HAPPY CREEK MINERALS LTD.**  
**Notes to the Financial Statements**  
**For the three months ended April 30, 2025 and 2024**

vested and approved by the shareholders during the year ended January 31, 2025 was \$110,100 (year ended January 31, 2024 - \$127,050).

The fair value of the share options granted during the year ended January 31, 2025 and the year ended January 31, 2024 was estimated on the date of grant using the Black-Scholes Pricing Model with the following weighted average assumptions:

	<b>Year Ended January 31, 2025</b>	<b>Year Ended January 31, 2024</b>
Strike price	\$0.050 - 0.055	\$0.05
Risk free interest rate	3.65% - 3.81%	3.02%
Expected option life (years)	5.00 years	5.00 years
Expected stock price volatility	144.09% - 144.75%	128.05%
Dividend payments during life of option	Nil	Nil
Expected forfeiture rate	Nil	Nil

Option pricing models require the input of highly speculative assumptions, including the expected future price volatility of a company's shares. Expected volatility has been estimated based on historical volatility. Changes in these assumptions can materially affect the fair value estimate and, therefore, existing models do not necessarily provide a reliable single measure of the fair value of the Company's share options.

No new share purchase options were granted during the three months ended April 30, 2025.

The following stock options issued under the employee stock option plan were outstanding:

	<b>Options</b>	<b>Exercise price</b>
January 31, 2024 (Exercisable – 12,850,000)	12,850,000	\$ 0.10
Issued	3,850,000	0.05
Cancelled/expired	(6,250,000)	0.17
January 31, 2025 (Exercisable – 10,450,000)	10,450,000	\$ 0.07
Cancelled/ expired	(3,350,000)	0.10
Issued	-	-
January 31, 2025 (Exercisable – 10,450,000)	7,100,000	\$ 0.05

<b>Expiry date</b>	<b>Options</b>	<b>Exercise Price</b>
May 1, 2029	1,000,000	\$ 0.05
April 25, 2028	3,000,000	0.05
January 9, 2028	250,000	0.05
February 9, 2029	2,850,000	0.055
	7,100,000	\$ 0.05

At April 30, 2025, the weighted average remaining life of the outstanding options was 3.43 years (2024 – 2.58 years).

## **8.5 Normal Course Issuer Bid**

On May 7, 2018, the Company received approval to conduct a normal course issuer bid (the "Bid") through facilities of the TSX-V to purchase up to 4,615,948 of the 92,318,976 issued and outstanding common shares of the Company, representing 5% of the Company's issued and outstanding common shares. The Company paid the market price at the time of acquisition for the common shares acquired under the Bid. The Bid took place beginning May 7, 2018 and terminated on May 7, 2019. At January 31,

**HAPPY CREEK MINERALS LTD.**  
**Notes to the Financial Statements**  
**For the three months ended April 30, 2025 and 2024**

2019 and May 7, 2019, the Company had repurchased 159,500 shares at a cost of \$24,696. These shares have not been cancelled and returned to treasury and are being held in a brokerage account.

**9. TRADE AND OTHER ACCOUNTS PAYABLE**

	<u>April 30, 2025</u>	<u>January 31, 2025</u>
<b>Financial Liabilities</b>		
Trade payables	\$ 1,140	\$ 99,708
Payroll accruals	-	1,007
Accrued liabilities	25,000	20,000
	<u>\$ 26,140</u>	<u>\$ 183,483</u>

All amounts are short term. The carrying value of trade payables, payroll accruals and accrued liabilities is considered a reasonable approximation of fair value

**10. RELATED PARTY TRANSACTIONS AND BALANCES**

<b>Relationships</b>	<b>Nature of the relationship</b>
Standard Metals Exploration Ltd. ("Standard")	Standard is a private company controlled by a director of the Company. Standard provides geological and exploration services to the Company.
Key management	Key management are those personnel having the authority and responsibility for planning, directing and controlling the Company and include the President and Chief Executive Officer, Chief Financial Officer, Corporate Secretary and Directors.

	<b>Geological, Permitting and Consulting services</b>	<b>Other Exploration expenditures</b>	<b>Management services</b>
Services provided for the three months ended April 30, 2025:			
Chief executive officer	\$ -	\$ -	\$ 45,000
Chief financial officer	-	-	9,000
Directors	2,233	-	-
	<u>\$ 2,233</u>	<u>\$ -</u>	<u>\$ 54,000</u>

	<b>Geological, Permitting and Consulting services</b>	<b>Other Exploration expenditures</b>	<b>Management services</b>
Services provided for the three months ended April 30, 2024:			
Chief executive officer	\$ -	\$ -	\$ 30,000

**HAPPY CREEK MINERALS LTD.**  
**Notes to the Financial Statements**  
**For the three months ended April 30, 2025 and 2024**

Chief financial officer	-	-	9,000
Directors	10,864	-	-
Standard	16,400	-	-
	\$ 27,264	\$ -	\$ 39,000

Key management compensation includes:

	<b>Three months ended April 30,</b>	
	<b>2025</b>	<b>2024</b>
Management fees and salaries	\$ 54,000	\$ 39,000
Share-based payments	-	94,050
	\$ 54,000	\$ 133,050

At April 30, 2025, there was \$587 (2025 - \$1,541) payable to directors of the Company, \$Nil (2025- \$Nil) payable to officers of the Company and \$Nil (2025 - \$32,856) payable to Standard Metals Exploration Ltd.

These transactions were in the normal course of operations and measured at their exchange amounts, being the amounts agreed to by the parties to the transactions.

## **11. MANAGEMENT OF CAPITAL**

The Company defines capital that it manages as its cash and cash equivalents and share capital. The Company's objective when managing capital is to maintain corporate and administrative functions necessary to support the Company's operations and corporate functions; to perform mineral exploration activities on the Company's exploration projects; and to seek out and acquire new projects of merit.

The Company manages its capital structure in a manner that provides sufficient funding for operational and capital expenditure activities. Funds are secured, when necessary, through debt funding or equity capital raised by means of private placements. There can be no assurances that the Company will be able to obtain debt or equity capital in the case of working capital deficits.

The Company does not pay dividends and has no bank credit facility. The Company is not subject to any externally imposed capital requirements.

There have not been any changes to the Company's capital management policy during the period.

## **12. RISK MANAGEMENT**

### **12.1 Financial Risk Management**

The Company may be exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives. The main objectives of the Company's risk management processes are to ensure that risks are properly identified and that the capital base is adequate in relation to those risks. The principal risks to which the Company is exposed are described below.

#### **a. Capital Risk**

The Company manages its capital to ensure that there are adequate capital resources for the Company to maintain title to and explore its mineral properties. The capital structure of the Company consists of cash and cash equivalents and share capital.

**HAPPY CREEK MINERALS LTD.**  
**Notes to the Financial Statements**  
**For the three months ended April 30, 2025 and 2024**

---

**b. Credit Risk**

Credit risk is the risk that a counter party will be unable to pay any amounts owed to the Company. Management's assessment of the Company's exposure to credit risk is low.

**c. Liquidity Risk**

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due. As at April 30, 2025, the Company's working capital surplus of \$1,284,550. The Company may seek additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at April 30, 2025, the Company had cash and cash equivalents of \$71,369 to settle trade and other accounts payable of \$26,140.

**d. Market Risk**

Market risk incorporates a range of risks. Movements in risk factors, such as market price risk and currency risk, affect the fair values of financial assets and liabilities. The Company is exposed to these risks as the ability of the Company to develop or market its properties and the future profitability of the Company is related to the market price of certain minerals such as copper, molybdenum, tungsten, gold and silver.

**12.2 Fair Values**

The carrying values of cash and cash equivalents, amounts receivable (excluding GST), reclamation deposits, and trade and other accounts payable approximate fair values due to their short-term to maturity nature or the ability to readily convert to cash. Marketable securities are carried at fair value.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. All financial instruments (excluding lease liability) are classified as Level 1 items. Lease liability is classified as a Level 3 item.

**Level 1** – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

**Level 2** – Quoted prices in markets that are not active, or inputs that are not observable, either directly or indirectly, for substantially the full term of the asset or liability.

**Level 3** – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

**13. COMMITMENTS**

**13.1 Termination of Service Agreements**

On October 1, 2021 the Company entered into a consulting agreement with the former President and CEO of the Company whereby the Company will pay a monthly fee of \$10,000 for an initial term of twelve months and the agreement will automatically and perpetually renew for consecutive period of twelve months. In the event that the Company terminates this agreement without cause, it must make a lump sum payment of \$60,000, based on his current salary. This agreement was terminated and settled for \$25,000 plus GST. The Company recorded a gain on settlement of accounts payable of \$35,000 plus GST during the year ended January 31, 2025.

**HAPPY CREEK MINERALS LTD.**  
**Notes to the Financial Statements**  
**For the three months ended April 30, 2025 and 2024**

---

The Company has a professional services agreement with its CFO. On February 1, 2022, the Company amended the existing agreement such that the Company will now pay a base salary of \$3,000 per month for a term of three years until January 31, 2025. In the event that the Company terminates this agreement, it must make a payment equal to the six months base salary at that time.

On May 1, 2024 the Company entered into an independent consulting agreement with Velocity North Management Ltd., a company controlled by Mr. Jason Bahnsen, whereby Velocity will be paid \$120,000 per annum for Mr. Bahnsen to act as President and Chief Executive Officer. Should the Company complete a future capital raise or asset sale with the minimum gross proceeds exceeding \$1,000,000 the annual fee will be immediately raised to \$180,000. In the event the Company terminates this agreement without cause, it must provide 30 days' written notice and make a lump sum payment of three months consulting fees. The consultant may terminate the agreement by providing 30 days' notice. The annual fee was increased to \$180,000, effective November 7, 2024, as a result of the sale of the Highland Valley Property sale.

**HAPPY CREEK MINERALS LTD.**  
**FORM 51-102F1**  
**MANAGEMENT'S DISCUSSION and ANALYSIS**  
**For the three months ended April 30, 2025 and 2024**

---

**Overview**

This Management's Discussion and Analysis ("MD&A") provides relevant information on the operations and financial condition of Happy Creek Minerals Ltd., ("Happy Creek" or the "Company") for the three months ended April 30, 2025 and 2024. This MD&A has been prepared by management as of June 23, 2025 and includes information up to that date.

The MD&A supplements, but does not form part of, the interim financial statements of the Company for the three months ended April 30, 2025 and 2024. The following MD&A should be read in conjunction with the interim financial statements for the three months ended April 30, 2025 and 2024. The financial statements and the notes therein have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All monetary amounts in this MD&A and in the financial statements are expressed in Canadian dollars unless otherwise stated. Additional information may be found on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca), and [www.happycreekminerals.com](http://www.happycreekminerals.com).

The MD&A may contain "forward-looking information" within the meaning of applicable securities laws, including statements that address capital costs, recovery, grade, and timing of work or plans at the Company's mineral projects. Forward-looking information may be, but not always, identified by the use of words such as "seek", "anticipate", "plan", "planned", "continue", "expect", "thought to", "project", "predict", "potential", "targeting", "intends", "believe", "opportunity", "further" and others, or which describes a goal or action, event or result such as "may", "should", "could", "would", "might" or "will" be undertaken, occur or achieved. Statements also include those that address future mineral production, reserve potential, potential size or scale of a mineralized zone, potential expansion of mineralization, potential type(s) of mining, potential grades as well as to Happy Creek's ability to fund ongoing expenditure, or assumptions about future metal or mineral prices, currency exchange rates, metallurgical recoveries and grades, favourable operating conditions, access, political stability, obtaining or renewal of existing or required mineral titles, licenses and permits, labour stability, market conditions, availability of equipment, accuracy of any mineral resources, anticipated costs and expenditures. Assumptions may be based on factors and events that are not within the control of Happy Creek and there is no assurance they will prove to be correct. Such forward-looking information involves known and unknown risks, which may cause the actual results to materially differ, and/or any future results expressed or implied by such forward-looking information. Additional information on risks and uncertainties can be found within Financial Statements, Prospectus and other materials found on the Company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca). Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there can be no assurance that such information will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. The Company withholds any obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, unless required by law.



**HAPPY CREEK MINERALS LTD.**  
**FORM 51-102F1**  
**MANAGEMENT'S DISCUSSION and ANALYSIS**  
**For the three months ended April 30, 2025 and 2024**

---

Under NI43-101 (2001), the reader is cautioned that results or information from an adjacent property does not infer or indicate similar results or information will or does occur on the subject property. Historical information from the subject or adjacent property cannot not be relied upon as the Company's Qualified Person ("QP"), a term which was created and defined under NI-43-101 has not prepared nor verified the historical information.

### **Overall Performance**

Happy Creek Minerals Ltd. (the "Company") is engaged in the business of acquisition and exploration of mineral properties in British Columbia, Canada. The Company has a 100% interest in 4 mineral properties totalling approximately 409 square kilometres of mineral tenure located in British Columbia, Canada. It also holds several royalties on properties it has sold or optioned to other parties.

### **Fox property**

The Fox property is located 75 Km northeast of 100 Mile House in south-central B.C. The property contains a tungsten mineral system that is overall, 12 km by 5 km in dimensions, with high grade deposits in a near-surface setting. The Company discovered the Ridley Creek, BN and BK zones and with approximately 12,500 metres of drilling has delineated 582,400 tonnes grading 0.826% WO<sub>3</sub>(Indicated) and 565,000 tonnes grading 1.231% WO<sub>3</sub>(Inferred). This amounts to 4.8 million Kg (Indicated) and 6.96 million Kg (Inferred) of WO<sub>3</sub>. These resources are among the highest grade in the western world and are open for expansion. In addition, at the Nightcrawler and South Grid targets, drilling has returned intercepts that are above cut-off grade, remain open and are thought to host additional resource potential. The Company has continued to conduct basic prospecting and geological investigations in un-explored areas of the property and between 2020-2023, new areas with tungsten were found that provide direction to expand current resources. A large-scale mineral system, globally significant resource grade and proximity to infrastructure are thought to make the Fox a rare and exceptional tungsten find. Plans include increasing the resource base and performing a preliminary economic assessment and bulk sampling.

### **Highland Valley property**

Since 2004, the Company has assembled the current 237 square km Rateria and West Valley property. The properties adjoin and surround the southern side of the Highland Valley Copper mine property, Canada's largest copper producer having over 50 years of continuous production. The property also adjoins the north side of the past producing Craigmont copper mine property. Extensive glacial till and historically smaller, irregular shaped and patchwork claims affected the efficiency of previous exploration. The Company has discovered and partially outlined by drilling Zone 1 and 2 on the Rateria property, located 6.5 km southeast of the Highmont open pit. These newly defined zones contain similar copper grade in drill core typical of other Highland Valley deposits. Drill results include 95m of 0.65% copper, 257m of 0.24% copper in Zone 1 and 152.5m of 0.35% copper, 0.06 g/t gold in Zone 2. Both Zone 1 and Zone 2 have excellent metallurgical characteristics and are thought to have near-term resource potential.

**HAPPY CREEK MINERALS LTD.**  
**FORM 51-102F1**  
**MANAGEMENT'S DISCUSSION and ANALYSIS**  
**For the three months ended April 30, 2025 and 2024**

---

During the year ending January 31, 2025, the Company sold all its interests in the Highland Valley claims. See "Property updates".

**Silverboss property**

The Silverboss property consists of approximately 120 square kilometres of mineral tenure adjoining and surrounding the past-producing Boss Mountain molybdenum mine property (Glencore Canada). The Company has conducted systematic surface rock and soil sampling, geology and geophysics. This work has identified several new potential bulk-tonnage copper, molybdenum, gold and silver targets that are untested by drilling. Highlights include 53.01 g/t gold, 343.0 g/t silver in grab samples and 9.29 g/t gold, 27.3 g/t silver over 1.17 metres at the Dogtooth zone and 9.25 g/t gold, 514.8 g/t silver over 0.25 metres and 2.52 percent copper, 6.21 g/t gold, 295 g/t silver and 6.76 g/t indium in grab samples at the Silverboss shaft. In addition to the strong potential for molybdenum deposits adjacent to the former molybdenum mine, the underlying geology and presence of copper and gold in rocks provide several opportunities for typical Quesnel Trough style porphyry copper-moly-gold deposits largely beneath extensive glacial till covered areas as occurs at the Woodjam deposit to the northwest. The Gus target is in the northern end of the Silverboss property, and the Company has outlined a zone of anomalous copper in soil that is approximately 4.5 square kilometers with portions containing trace values of nickel and palladium that are thought to represent potential for copper-PGE (Platinum Group Elements) type deposits.

**Silver Dollar property**

This property was purchased by Explorex Resources Inc. (now Origen Resources Inc.) Happy Creek holds a 1% net smelter return royalty on the property which contains several zones with high-grade gold-silver with lead, zinc and copper in outcrop, historical mining and drilling. A mid-tier gold-copper mining company has acquired mineral claims in the area.

**Hen & Art-DL property**

Prospecting, rock, soil sampling and trenching have identified several new gold and copper-gold prospects at the Hen property. At the Anomaly Creek prospect, the Company has outlined an approximately 1.5 X 1.5km lead-zinc-copper soil geochemical anomaly with associated strong induced polarization (IP) and magnetic geophysical features that extend to over 400 metres below surface. Trenching of a small portion of this area returned 26m of 0.07% zinc, and 4m of 0.06% copper that remains open and grab samples returned up to 0.35% copper. The Anomaly Creek target is untested by drilling. Historical drilling at the Hen prospect returned anomalous values of gold including 8 m of 0.88 g/t gold and 0.86m of 1.98 g/t gold while at the Dyke zone, trenching and chip sampling returned 3.5 metres of 3.46 g/t gold, 2.0 metres of 4.20 g/t gold and up to 35.06 g/t gold in grab samples that remains untested by drilling. The DL property contains sediment-hosted gold-silver prospects sharing geological similarities with the Spanish Mountain deposit (Spanish Mountain Gold Ltd. website 243mt @ 0.43 g/t Au M&I) and FG Gold deposit (Karus Gold) to the north. Up to 42 g/t gold over 1.0 metre in a

**HAPPY CREEK MINERALS LTD.**  
**FORM 51-102F1**  
**MANAGEMENT'S DISCUSSION and ANALYSIS**  
**For the three months ended April 30, 2025 and 2024**

---

quartz vein occur at the DL adit and to the southwest, drill hole GL10-3 returned 72.5 metres of 4.03 g/t silver including 20.0 metres of 8.5 g/t silver.

**Property updates**

The following is an overview of the Company's properties with a summary of results from the most recent years. The Company is active in its exploration and prospecting business, which requires from time to time, the acquisition or disposition of mineral claims which depend on uncertain factors such as opportunity, cost, market conditions and financial resources available. For mineral claims that are relinquished there can be no assurance that such property does not contain economic resources. The Company is registered as a Free Miner in British Columbia that allows it to stake its own mineral claims. The Company may see an appropriate opportunity to increase its existing mineral properties by staking claims directly itself, or may acquire from arm's length individuals, mineral claims for cash-only payments of less than \$10,000. These transactions are conducted in the normal course of its business activity. Larger property acquisitions involving option payments, work commitments and share issuance are described below.

Please refer to the Company's website, news releases and filings on SEDAR for additional details, maps, photos and other information.

Since 2005 the Company has acquired in excess of 6,952 hectares in the Cariboo region. The Company has paid \$215,000 in cash and issued 5,800,000 shares to assemble this package of properties. Some claims are subject to net smelter royalties between 1.5-2.5% and have partial or full buy-back provisions.

Between 2023 and January 2025, the Company has prepared, consulted, submitted and received 5 year mineral exploration permits for the Fox, Silverboss, Hen and Art-DL properties. During this period, The Company performed surface geology and geochemical surveys in new or underexplored areas and maintained the property mineral tenures in good standing with the B.C. government.

**Fox Tungsten Property**

On January 10, 2022, the Company announced results of its 2021 drill program at the Nightcrawler-Creek zones. F21-09 intersected 6.7m containing 0.43% WO<sub>3</sub>, including 1.2m with 1.83% WO<sub>3</sub> and hole F21-11 that intersected 1.2m containing 0.67% WO<sub>3</sub>. Four step-out holes drilled in the Eastern Creek zone demonstrated that the skarn-hosted tungsten mineralization extends in the up-dip direction in hole F21-02 (1.0m containing 0.74%WO<sub>3</sub>), in the down-dip direction in hole F21-03 (2.2 m containing 0.37% WO<sub>3</sub>) and to the northwest in hole F21-04 (1.0 m containing 0.49% WO<sub>3</sub>). This near-surface mineralized zone remains open in several directions. Subsequent wireframe modelling indicates that portions of the Nightcrawler zone have grade and thickness potentially meeting project resource criteria and mineralization is open.

**HAPPY CREEK MINERALS LTD.**  
**FORM 51-102F1**  
**MANAGEMENT'S DISCUSSION and ANALYSIS**  
**For the three months ended April 30, 2025 and 2024**

During 2022, 2023 and 2024, the Company continued community and First Nations engagement in conjunction with developing plans and submitting a 5-year permit application to the BC government for large scale and more advanced stage exploration and development work. The Company also continued building its database of geology, silt, soil, rock, trench and drilling results in preparation for a future NI-43-101 report.

During 2022, two days of prospecting and mapping focused on several under-explored areas of the property. A stream sediment sample returned a positive 53 ppm tungsten and nearby large blocks of calc silicate-skarn were found that are over 2 km south of the BN tungsten deposit.

In August, 2023, a 3-day field program of geology, prospecting and rock sampling was performed at the North Zone which had previously received only cursory daylight investigations. The overnight work done in 2023 has located several new tungsten showings and expanded the known area containing tungsten in bedrock.



**Highland Valley Property (Rateria and West Valley claims)**

The Highland Valley property is located northwest of Merritt and southwest of Logan Lake in south central B.C. In prior years, the Highland Valley Properties were presented as Rateria, West Valley, Abbott Lake Property and Tyner Lake Property. In 2018, Abbott Lake Property was grouped with West Valley and Tyner Lake Property was grouped with Rateria. Together Rateria and West Valley surround the south east, south and southwest sides of Teck Resources' Highland Valley copper mine property.

On November 7, 2024 the Company sold 100% of its interests in the Highland Valley Mineral Properties to Metal Energy Corporation (TSX:V MERG) for the following consideration:

- \$300,000 cash (received)
- 11,736,100 common shares of MERG valued at \$234,722 (received)
- \$1,000,000 of MERG common shares due not later than October 2, 2025
- \$1,000,000 of MERG common shares due not later than October 2, 2026

**HAPPY CREEK MINERALS LTD.**  
**FORM 51-102F1**  
**MANAGEMENT'S DISCUSSION and ANALYSIS**  
**For the three months ended April 30, 2025 and 2024**

---

-\$1,500,000 of MERG common shares due not later than October 2, 2027

-\$2,500,000 of MERG common shares due not later than October 2, 2028

-The Company retains a 2.5% Net Smelter Royalty (NSR) and Metal Energy may purchase up to 1.5% of the NSR for \$5,000,000.

The Company retains the following additional Net Smelter Return royalty obligations;

**6.1.1 Rateria**

Underlying Net Smelter Returns ("NSR") royalties on the Rateria property are as follows:

Rateria claims – 7 claims are subject to a 2.5% NSR royalty, payable to a maximum of \$3,000,000. The Company has the exclusive right to purchase 1% of the NSR for \$2,000,000.

Masco Claims – 2 claims are subject to a 2% NSR royalty, with the Company having the exclusive right to purchase 1% NSR royalty at any time for \$1,000,000. Sho claims – 1 claim is subject to a 2% NSR royalty, with the Company having the exclusive right to purchase the NSR royalty at any time for \$3,000,000.

Tyner claims – 18 mineral claims are subject to a 2% NSR royalty, with the Company having the exclusive right to purchase the NSR royalty for \$2,000,000.

**6.1.2 West Valley**

The NSR royalty on the West Valley property is as follows:

Abbott claims - 8 claims are subject to a 0.5% NSR royalty, with the Company having the exclusive right to purchase the NSR royalty for \$1,000,000.

**Silverboss property**

On August 4, 2021, the Company announced that it has completed field studies and soil sampling at the Silverboss property, which surrounds the closed Boss Mountain molybdenum mine owned by Glencore Canada. Fieldwork completed included rock sampling and geological evaluation of high-grade and bulk-tonnage gold-silver and copper targets. A total of 143 soil samples were collected and additional follow-up soil and rock sampling of the Gus copper target was completed. Grab sample results of the Silverboss shaft dump material returned assays ranging from 0.216 to 9.28 g/t Au, 2.44 to 199 g/t Ag and 0.055 to 3.12% Cu. At the Dogtooth vein target 900 m to the south, rock samples returned 1.86 to 2.96 g/t Au, 3.89 to 257 g/t Ag, with anomalous arsenic, bismuth, antimony and tellurium values from quartz-sulphide sheeted and stockwork veins cutting diorite. The Shaft and Dogtooth targets among others, have never been tested by drilling.

**HAPPY CREEK MINERALS LTD.**  
**FORM 51-102F1**  
**MANAGEMENT'S DISCUSSION and ANALYSIS**  
**For the three months ended April 30, 2025 and 2024**

---

On February 15, 2022, the Company announced that it has expanded the Gus copper target to 4.5 square kilometres and identified local nickel and palladium values from soil geochemical surveys and a review and sampling of historical drill holes. Based on these results and their correlation with a strong magnetic response in government airborne surveys, additional mineral claims were acquired by staking to cover the 18-kilometre extent of the regionally strong magnetic anomaly.

Between June and October 2022 prospecting to the east and south of the Boss Mountain moly mine was focused on regional, highly magnetic rocks that are the continuation of the Company's Gus copper, nickel PGE(platinum group elements) prospect located approximately ten km to the north of the mine (see news release dated February 15, 2022). Fourteen widely spaced rock samples returned from trace to maximum values of 1035 ppm copper, 660 ppm nickel (with 1000ppm chrome), 0.031 ppm gold, 0.012 ppm platinum and 0.026 ppm palladium. These rock samples and those from Company's Gus prospect are similar. The geochemical values, geology and association with regional magnetics suggest potential for a large-scale magmatic copper, nickel, PGE style mineral system. The Company has continued to build upon its rock, soil, silt and geology database.

During 2024, geology, soil and stream sediment sampling was performed at the South Target area of the Silverboss property. The South Target is a large area of glacial till cover underlain by a prominent low magnetic geophysical feature that extends immediately south from the Boss Mnt mine property. Peripheral to this area, an outcrop rock sample returned 0.119 ppm gold, 9.3 ppm silver, 625 ppm copper, 15ppm molybdenum and 10 ppm tungsten. Southward from this sample, outcrop and subcrop collected over approximately 200m returned 0.057 ppm gold, 1 ppm silver, 61 ppm copper and 3 ppm molybdenum. The geology consists of granodiorite cut by quartz-epidote-sericite sheeted veins and stockwork for approximately two kilometres, with variable concentrations of pyrite, trace chalcopyrite and molybdenite locally. The Silverboss South target is consistent with a porphyry copper-molybdenum-gold-silver system.

### **Hen property**

During 2022, a limited prospecting program returned a stream sediment sample containing 0.372 ppm (parts per million or g/t) gold located approximately 500 metres north of a different creek with a previously collected stream sediment sample that contained 0.154 ppm gold. The upstream source of gold from these two creeks is unknown and presents an under-explored new gold target area.

During 2023, the Company performed a reconnaissance to the north of this target area however results were not encouraging. During 2024, the area was visited again and approximately two kilometres south of the gold target area a stream sediment sample returned 0.199 ppm gold, 1.5 ppm silver. The bedrock source for the anomalous gold in stream sediments remains unknown and the Hen Northwest area is a new and underexplored gold target area.

At the Hen Dike prospect, rock samples collected in 2024 returned 1.46 ppm gold over 0.35m, and a 5 metre long hand trench sample returned 0.040 ppm gold that are approximately 13m north and 30 metres northwest, respectively, of a historical machine trench containing 2m of 4.0 ppm gold. The Dike

**HAPPY CREEK MINERALS LTD.**  
**FORM 51-102F1**  
**MANAGEMENT'S DISCUSSION and ANALYSIS**  
**For the three months ended April 30, 2025 and 2024**

zone is open and remains untested by drilling. Geology in 2024 mapped the favorable sulphide-rich calc silicate skarn in outcrop some 500 metres to the northwest that is on trend with the Hen prospect, and located similar boulders some 1.4 km north of the Hen prospect. Together, the Hen and Dike prospects and similar boulders appear to be part of a large scale calcic gold skarn system- and may connect with the Northwest gold target area located several km further north.

Approximately 1.5 km south of the Dike zone, a stream sediment sample collected in 2024 returned 9 ppm molybdenum, 30 ppm tungsten that is thought to be a significant result similar to the Company's Fox property and is within a new unexplored area. Additional mineral claims were acquired by staking to cover this area.

**DL property**

Results from the 2023 work at the DL north area returned continuous grab and chip samples of 40 metres with 0.021ppm gold, 1.57 ppm silver and the next 30 metres returned 0.011 ppm Au and 0.93 ppm Ag.

During 2024 and north of the DL adit, till sampling at 100 m spacing returned a 500-metre-long section containing 0.011 to 0.040 ppm Au and up to 5.4 ppm Ag. The last sample collected returned 0.110 ppm Au and is open to the south. Approximately 2 km northwest of this area, till samples returned a 400-metre-long section containing up to 0.045 ppm Au, 4.8 ppm Ag. East of the DL adit is an area with no known previous exploration. In this area and along a new logging road, four large outcrop samples returned between 2.1 and 5.3 ppm Ag over a distance of approximately 600 metres. A 3-metre chip sample returned 5.3 ppm Ag, 13.6 ppm cadmium and 923 ppm zinc. In addition, a large boulder of serpentinite ultramafic was identified and returned 2,080 ppm (0.21%) nickel, 1,575 ppm (0.16%) chrome, 0.0086 ppm platinum and 0.003 ppm palladium. Exploration of the DL area continues to develop new large scale targets for base and precious metals.

The Hen property contains several large-scale targets with gold skarn potential while the DL is a sediment hosted gold and base metal prospect- both are deposit types known to occur elsewhere in B.C. and globally.

**Silver Dollar Property**

On April 23, 2024, the Company entered into a binding letter of intent for the sale of its 1% NSR for cash consideration of \$250,000. The buyer has 12 months to complete the payment. In addition, the buyer will pay the Company a monthly interest rate of 1% on the consideration until the transaction is completed. The buyer has the right to terminate the letter of intent with a termination fee of \$3,000 paid to the Company.

**HAPPY CREEK MINERALS LTD.**  
**FORM 51-102F1**  
**MANAGEMENT'S DISCUSSION and ANALYSIS**  
**For the three months ended April 30, 2025 and 2024**

---

**Financial Results of Operations**

The following is a summary of selected financial data for the Company for the three most recently completed years, accompanied by a discussion of those factors affecting the comparability of the data, including, where applicable, discontinued operations, changes in accounting policies, significant acquisitions or disposals and major changes in the direction of the Company's business.

	<b>Prepared in accordance with IFRS</b>		
<b>As at and for the year ended</b>	<b>Jan. 31, 2025</b>	<b>Jan. 31, 2024</b>	<b>Jan. 31, 2023</b>
Interest revenue	\$ 0	\$ 0	\$ 3,099
Comprehensive loss	\$ 4,018,738	\$ 637,297	\$ 348,958
Basic net loss per share	\$ 0.03	\$ 0.00	\$ 0.00
Total assets	\$ 14,211,776	\$ 18,475,460	\$ 18,651,320
Basic weighted average number of shares outstanding	141,386,910	132,723,939	124,439,715



**HAPPY CREEK MINERALS LTD.**  
**FORM 51-102F1**  
**MANAGEMENT'S DISCUSSION and ANALYSIS**  
**For the three months ended April 30, 2025 and 2024**

The following is a summary of selected financial data for the Company for the eight most recently completed quarters.

	Prepared in accordance with IFRS for interim reporting							
<b>For the quarter ended</b>	<b>Apr 30 2025</b> \$	<b>Jan 31 2025</b> \$	<b>Oct 31 2024</b> \$	<b>July 31 2024</b> \$	<b>Apr 30 2024</b> \$	<b>Jan 31 2023</b> \$	<b>Oct 31 2023</b> \$	<b>July 31 2023</b> \$
Interest revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Administrative expenses	(108,152)	(149,016)	( 85,487)	(68,851)	(171,584)	(110,041)	(53,529)	(50,344)
Net gain(loss)	39,662	(3,729,079)	(48,737)	(68,851)	(171,584)	(341,641)	(53,529)	(42,654)
Basic net loss per share	0.00	(0.03 )	( 0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

The Company has no dividend policy and has no intention of developing a dividend policy in the foreseeable future. The Company has paid no dividends and has no retained earnings from which it might pay dividends.

## **Results of Operations**

Three months ended April 30, 2025

The Company is taking measures to conserve cash during this difficult time. Exploration costs have been reduced and administrative costs will run virtually for the foreseeable future in order to save more costs.

On May 26, 2023 Mr. Michael Cathro, Director, was appointed to serve as interim President and Chief Executive Officer. On May 1, 2024 Mr. Jason Bahnsen assumed the position of President and Chief Executive Officer. During the year ended January 31, 2025 the Company settled an outstanding debt with Mr. Hughes, former Chief Executive Officer, and paid \$26,250 (includes GST). As part of the settlement the Company recorded a gain on settlement of accounts payable of \$36,750 (includes GST)

The Company incurred a net gain of \$39,662 for the three months ended April 30, 2025 compared with a loss of \$171,584 for the same period in 2024. The following expenses accounted for the change in the quarterly gain;

- Management fees and salaries increased by \$10,850 due to increases in Chief Executive Officer fees and offset by reductions in Corporate Secretary fees.
- Office and administration increased by \$4,961 due to marginal increases in operating costs.

**HAPPY CREEK MINERALS LTD.**  
**FORM 51-102F1**  
**MANAGEMENT'S DISCUSSION and ANALYSIS**  
**For the three months ended April 30, 2025 and 2024**

- 
- Share-based payments decreased by \$94,050 due to no share purchase options being granted during the period.
  - Professional fees decreased by \$7,741 due to reduced legal expenses.
  - Travel decreased by \$7,333 as no conferences were attended during the quarter.
  - The Company recorded a gain on accretion of \$147,814 to recognize the adjustment for the fair value of proceeds on the sale of the Highland Valley property.

**Deferred Income Taxes**

Deferred taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are likely to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in profit or loss in the period that includes the substantive enactment date.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realization, provided they are enacted or substantively enacted by the end of the reporting period. Deferred tax assets are recognized to the extent that it is probable that they will be able to be utilized against future taxable income.

Deferred tax assets and liabilities are offset only when the Company has a right and intention to offset current tax assets and liabilities from the same taxation authority and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same entity or different entities which intend to settle current tax assets and liabilities on a net basis or simultaneously in each future period in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

Changes in deferred tax assets or liabilities are recognized as a component of tax income or expense in profit or loss, except where they relate to items that are recognized in other comprehensive income or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income or equity, respectively.

The Company has financed a portion of its exploration activities through the issue of flow-through shares. Canadian tax legislation permits a company to issue flow-through instruments whereby the deduction for tax purposes relating to qualified resource expenditures could be claimed by the investors rather than the company.

A flow-through instrument comprises transfer of income tax deductions and common shares. Proceeds from an issuance of a flow-through instrument are allocated to liability and equity components in proportion, according to their respective fair values at the date of issuance. Upon renunciation of the flow-through expenditures for Canadian income tax purposes, the related flow through liability recognized in previous periods in the statement of financial position will be reversed and the related

**HAPPY CREEK MINERALS LTD.**  
**FORM 51-102F1**  
**MANAGEMENT'S DISCUSSION and ANALYSIS**  
**For the three months ended April 30, 2025 and 2024**

---

deferred tax liability will be recognized. Any difference between the liability settled and the deferred tax liability recognized is accounted for as other income or expense in profit and loss.

**Liquidity and Capital Resources**

The ability of the Company to continue to operate as a going concern is dependent upon its ability to obtain necessary financing to meet the Company's obligations and liabilities as they become due. As of April 30, 2025, the Company had cash and cash equivalents of \$71,369 (January 31, 2025 - \$267,603). The Company's working capital surplus as of April 30, 2025 was \$1,284,550 (January 31, 2025 – surplus of \$1,358,197).

During the year ended January 31, 2025, the Company completed a non-brokered private placement, issuing 9,000,000 units at a price of \$0.05 per unit for gross proceeds of \$450,000. Each unit consists of one common share and one non-transferable share purchase warrant. Each warrant is exercisable into one common share at a price of \$0.075 per share expiring not later than September 19, 2026.

In addition the Company received a subscription for 1,000,000 units at \$0.05 that closed on November 8, 2024. The warrants attached to these units are exercisable at \$0.075 expiring not later than November 8, 2026.

A cash finder's fee of \$14,700 was paid as well as the issuance of 294,000 broker warrants exercisable into common shares at \$0.075 expiring not later than November 8, 2026.

The Company is a mining exploration and development company with no producing resource properties, and consequently, does not generate operating income or cash flow of a significant nature at this time. To date the Company has relied primarily upon the sale of Common Shares to provide working capital for exploration activities and to fund the administration of the Company. Since the Company does not expect to generate any revenues in the near future, it will continue to rely primarily upon the sale of Common Shares to raise capital. There can be no assurance that financing will be available to the Company when required. The Company has no debt instruments. The Company has no externally imposed capital requirements.

**Off-Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements.

**RELATED PARTY TRANSACTIONS AND BALANCES**

**Relationships**

Standard Metals Exploration  
Ltd. ("Standard")

**Nature of the relationship**

Standard is a private company controlled by an officer and director of the Company. Standard provides geological exploration and management consulting services to the Company.

**HAPPY CREEK MINERALS LTD.**  
**FORM 51-102F1**  
**MANAGEMENT'S DISCUSSION and ANALYSIS**  
**For the three months ended April 30, 2025 and 2024**

Key management

Key management are those personnel having the authority and responsibility for planning, directing and controlling the Company and include the President and Chief Executive Officer, Chief Financial Officer, Corporate Secretary and Directors.

	<b>Geological, Permitting and Consulting services</b>	<b>Other Exploration expenditures</b>	<b>Management services</b>
Services provided for the three months ended			
April 30, 2025:			
Chief executive officers	\$ -	\$ -	\$ 45,000
Chief financial officer	-	-	9,000
Directors	2,233	-	-
Standard	-	-	-
	<b>\$ 2,233</b>	<b>\$ -</b>	<b>\$ 54,000</b>

	<b>Geological, Permitting and Consulting services</b>	<b>Other Exploration expenditures</b>	<b>Management services</b>
Services provided for the three months ended			
April 30, 2024:			
Chief executive officer	\$ -	\$ -	\$ 30,000
Chief financial officer	-	-	9,000
Directors	10,864	-	-
Standard	16,400	-	-
	<b>\$ 27,264</b>	<b>\$ -</b>	<b>\$ 92,000</b>

Key management compensation includes:

	<b>Three months ended April 30</b>	
	<b>2025</b>	<b>2024</b>
Management fees and salaries	\$ 54,000	\$ 39,000
Share-based payments	-	94,050
	<b>\$ 54,000</b>	<b>\$ 133,050</b>

**HAPPY CREEK MINERALS LTD.**  
**FORM 51-102F1**  
**MANAGEMENT'S DISCUSSION and ANALYSIS**  
**For the three months ended April 30, 2025 and 2024**

---

At April 30, 2025, there was \$587 (2025 - \$1,541) payable to directors of the Company, \$Nil (2025 - \$Nil) payable to Standard Metals Exploration Ltd. and \$Nil (2024-\$Nil) payable to officers of the Company.

These transactions were in the normal course of operations and measured at their exchange amounts, being the amounts agreed to by the parties to the transactions.

**Subsequent Events**

- There were no subsequent events to report

**Risk Factors**

Happy Creek's success depends upon a number of factors, many of which are beyond the Company's control. Typical risk factors and uncertainties include the ability to raise financing, mineral title matters, exploration permitting or weather delays, skilled labour shortage, operating cost inflation, metal price and currency rate fluctuations, and changing legislation, regulations or the administration thereof. There is uncertainty in judging future potential value of a mineral property or claims that are deemed unnecessary and allowed to lapse or returned to a vendor. Risk factors could materially affect the Company's future operations and could cause actual events to differ materially from those described in forward-looking statements relating to the Company.

**Financial Instruments**

The Company recognizes financial assets and liabilities on the statement of financial position when it becomes a party to the contractual provisions of the instrument.

**(i) Financial assets**

Cash and cash equivalents are classified as subsequently measured at amortized cost.

Amounts receivable, exclusive of GST, are non-interest bearing and are recognized at the face amount, except when fair value is materially different, and are subsequently measured at amortized cost. Amounts receivable recorded are net of lifetime expected credit losses. The Company applies the simplified approach to determining expected credit losses, which requires expected credit losses to be recognized upon initial recognition of the receivables.

Investments in marketable equity securities are classified, at the Company's election, as subsequently measured at fair value through other comprehensive income. Investment transactions are recognized on the trade date with transaction costs included in the underlying balance. Fair values are determined by reference to quoted market prices at the statement of financial position date.

Other receivables and Reclamation deposits are classified as subsequently measured at amortized cost.

**HAPPY CREEK MINERALS LTD.**  
**FORM 51-102F1**  
**MANAGEMENT'S DISCUSSION and ANALYSIS**  
**For the three months ended April 30, 2025 and 2024**

---

**(ii) Financial liabilities**

Trade and other accounts payable are non-interest bearing if paid when due and are recognized at face amount, except when fair value is materially different. Trade payables and lease liability are subsequently measured at amortized cost.

**Significant judgements, estimates and assumptions**

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continually evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

**(i) Going concern**

The assessment of the Company's ongoing viability as an operating entity and determination of the related disclosures require significant judgment.

**(ii) Exploration and evaluation properties and impairment**

The Company is required to make significant judgments regarding the capitalization of the costs incurred in respect to its exploration and evaluation properties. The Company is also required to make significant judgments on the ongoing feasibility of mineral exploration, and whether there are indicators that the development of a specific area is unlikely and exploration and evaluation properties should be impaired. Management has assessed impairment indicators on the Company's exploration and evaluation properties and has concluded that no impairment indicators existed as of April 30, 2025.

**Share Capital**

Common shares, stock options, warrants, and agent's warrants as at June 23, 2025 are as follows:

	<b>June 23, 2025</b>
<b>Common shares</b>	<b>147,577,000</b>
<b>Stock Options</b>	<b>7,100,000</b>

**HAPPY CREEK MINERALS LTD.**  
**FORM 51-102F1**  
**MANAGEMENT'S DISCUSSION and ANALYSIS**  
**For the three months ended April 30, 2025 and 2024**

<b>Warrants</b>	<b>10,000,000</b>
<b>Agents warrants</b>	<b>294,000</b>

**Future Outlook**

Management and its consultants monitor the financial markets, governments and legislation that may pertain to commodities, resources and the Company's business on the land. It evaluates and adjusts budgets and work performed based on results, market conditions and financial resources available. Through the course of its business Happy Creek has established two projects with new discoveries thought to be important assets with intrinsic market value. Over the past year the Company has received arm's length corporate interest in these assets, however in current market conditions, monetization of these assets may be premature. The Company is seeking various ways to fund further exploration and development of its projects with the goal to increase their market value for shareholders.

*David Blann, P.Geo. is a Qualified Person as defined by National Instrument 43-101 and is responsible for the preparation and approval of the geological and technical information disclosed above. All monetary amounts are in Canadian currency unless otherwise indicated.*