

**KEWEENAW LAND ASSOCIATION, LIMITED**  
**(A MICHIGAN CORPORATION)**



**ANNUAL REPORT FOR THE FISCAL YEAR ENDING**  
**DECEMBER 31, 2024**

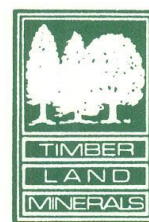
**P.O. Box 188**  
**Ironwood, MI 49938**  
(Address of principal executive offices)

Issuer's telephone number: (906) 932-3410

| Title of each class        | Trading Symbol | OTC Listing                  | CUSIP     |
|----------------------------|----------------|------------------------------|-----------|
| Common Stock, no par value | KEWL           | OTC Pink Limited Information | 493026108 |

Number of shares authorized: 10,000,000 common shares, 1,000,000 preferred shares.  
Number of shares outstanding as of March 20, 2025: 1,126,284 common shares; 0 preferred shares

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**KEWEENAW**  
LAND ASSOCIATION, LIMITED

& IRONWOOD MINES CORPORATION  
*a subsidiary of Keweenaw Land Association, Limited*

To the Stockholders of Keweenaw Land Association, Limited

### Summary

During 2024, the Company continued to build on the successes of 2023. Management worked diligently to reduce further the Company's steady-state ownership costs of its mineral rights and derivative assets, while continuing to hunt for capital allocation opportunities that would increase intrinsic value per share.

On the latter front, the Company has continued to find opportunities to acquire high-quality mineral rights packages at attractive prices. While the overall purchase price for mineral rights during 2024 was smaller than prior years when Keweenaw consolidated its ownership in and around the Copperwood project, the enormous size of the mineral package acquired in 2024- in terms of physical acreage, the amount of historical mining and exploration activity conducted within its footprint, and associated data conveyed in the transaction - has had perhaps a more transformative impact as described below in the "Discussion".

The Company also engaged in a significant transaction during the summer when it repurchased 51,633 outstanding shares from a long-standing shareholder at a price of \$27 per share.

The Company made marginal progress toward the highest priority near-term goal set by leadership which is to achieve financial independence by increasing passive revenue enough to cover fixed overhead costs for the foreseeable future. Steady-state operating loss abated during 2024, to -\$160 thousand, compared to -\$200 thousand in 2023 (both ignoring corporate level taxes). The improvement reflects one-time contractual step-ups under existing lease agreements, and an offset from fixed cost inflation, which explains the bulk of the shortfall compared to our goal of reducing the burn to -\$100 thousand. Regardless, to generate sustainable financial independence it will be necessary for Keweenaw to finalize one or more of the projects the Company is exploring with potential development partners.

### Discussion

In June of 2024, the Company added 667,300 gross mineral acres to our portfolio in a transaction that we highlighted during the annual meeting in July of last year. This acquisition increased our net mineral ownership to well over 1 million acres, which makes Keweenaw the dominant mineral owner in the UP (Upper Peninsula) and likely all of Michigan. For context, Keweenaw now owns the "dominant estate" for about 10% of all mineral rights in the UP based upon land area. Further, based upon likely concentration of the existence of minerals and the checkerboard nature of our ownership, we believe that any significant exploration or development in Michigan has a high probability of involving Keweenaw mineral rights.

Along with the mineral acreage, we acquired significant amounts of exploration data including 17 miles of drill core. We see this as a treasure trove of information that reflects enormous historical capital investment by some of the largest and most successful mining operators in the world. The unit economics for mining were vastly different half a century ago or more and like many people, we suspect the best place to prospect for a new mine is next to an old one. We are working with multiple consultants, Universities, and other state-funded entities to process this information systematically to spot opportunities as we have in previous situations with much smaller data sets.

The Company is already engaged in a number of separate discussions, involving several unrelated prospective areas of interest covered by the Company's mineral rights. With a capital structure and passive income streams providing the ability to be truly long-term, management believes last year's acquisition will enhance significantly the opportunity set for potential exploration projects. Over time, our goal is to secure multiple long-term agreements that would provide lease income, multi-year commitments to deploy exploration capital, and royalty agreements for minerals extracted in the event an operating mine reaches production on KLA property.

The Company completed a mineral exchange with the Michigan Department of Natural Resources (MDNR) last fall and most of the acreage acquired had been under lease from the MDNR, while the divested minerals were all within the boundaries of the Porcupine Mountain State Wilderness Park. After completing the exchange, our state lease costs have been permanently reduced by more than half because the minerals that were once leased from the state are now owned by the Company. Ownership also advantages the Company to be able to provide potential partners more attractive economics than the state as a preferred lease and royalty partner.

Tim has reminded the board on more than one occasion his view that patience and persistence are key virtues for our mineral company to embrace. While I would add the caveat that it is important to know when to apply which one, after 20 years owning Keweenaw shares, I have heard no truer statement.

Our patience is required in monitoring the slow but observable progress related to the Copperwood project. Highland announced detailed engineering activity and metallurgical studies at the start of this year, which are designed to optimize the investment capital required and its basis for forecasting recovery rates. Highland's management believes these factors can impact decisions regarding the future path and timeline for advancing the project.

The process to secure \$50 million of infrastructure grant funding from the state that was announced in early 2024 has dragged on longer than anticipated. While we do not have a view about the timing or ultimate outcome, we believe Highland's process is still very much "in play." It is worth noting that state funding would mark a paradigm shift as funding of mining infrastructure by state governments is virtually unheard of. If successful, in addition to serving as a potential catalyst to unlock the funding necessary to commence construction at Copperwood, it would provide a strong tailwind supporting Keweenaw's contention that Michigan ranks amongst the most mining-friendly jurisdictions.

Persistence applies to our goal of developing and converting into reality the multiple "exploration-ready" projects we see existing across our mineral estate. Our efforts to achieve cash flow break-even, and the ongoing efforts to absorb all the information contained in the company's exploration packages have not dampened our ability or enthusiasm to create value in one-off situations. For example, one unique transaction that was completed in 2024 relates to an orphaned mineral lease dating back to 1961, long before anyone currently with the Company was around. The lease was rediscovered during a review of our current mineral portfolio. The lease had been dormant for at least 25 years, and through a negotiated settlement and termination agreement with the successor

to the original leaseholder, we were able to realize a previously unexpected cash gain of \$85,200. It is this relentless positive effort that we will continue to employ as we approach new lease, royalty, or JV partners to increase value to our loyal shareholders.

We look forward to your continued input via phone calls or emails which we have solicited in the past few years and should an opportunity present itself that falls within the realm of our operating parameters for your company, we will review and pursue.

The annual meeting this year will be set for May 7<sup>th</sup>, 2025.

Regards,

A handwritten signature in black ink, appearing to read 'J. Mai', written in a cursive style.

James A. Mai, Chair

# KEWEENAW LAND ASSOCIATION, LIMITED

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## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this Annual Report of Keweenaw Land Association, Limited and its subsidiaries (“Keweenaw Land Association,” “Keweenaw,” “KLA,” “the Company,” “we,” “our” or “us”) may be considered forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). In addition, Keweenaw Land Association, or the executive officers of Keweenaw Land Association on its behalf, may from time to time make forward-looking statements in reports and other documents or in connection with written or oral statements made to the press, potential investors, or others. Keweenaw intends for all such forward-looking statements to be covered by the applicable safe harbor provisions for forward-looking statements contained in the Securities Act and the Exchange Act.

Forward-looking statements can generally be identified by our use of forward-looking terminology such as “may,” “will,” “expect,” “intend,” “anticipate,” “estimate,” “believe,” “continue” or other similar words. However, the absence of these or similar words or expressions does not mean that a statement is not forward-looking. Forward-looking statements are not guarantees of performance and are based on certain assumptions. Forward-looking statements discuss future expectations, describe plans and strategies, contain projections of results of operations or of financial condition or state other forward-looking information. Forward-looking statements in this report include statements regarding the development of the Copperwood Project or our other mineral assets. Expected future net income (loss) depends on many factors including, among others, expected uses of cash generated from operations; expected sources and adequacy of capital resources and liquidity; copper, gold, and other commodity prices; development of the Copperwood Project; and discovery and development of other mineral assets. Any deviation from these assumptions may lead to fluctuations in future net income (loss).

Any such forward-looking statements are based on a number of assumptions involving judgments and are subject to risks, uncertainties and other factors that could cause actual results to differ materially from our historical experience and our present expectations. See Section 1A *Risk Factors* in this Annual Report. With respect to our ongoing business, these risks and uncertainties include, but are not limited to, the risks discussed in Section 1A herein. Accordingly, readers are cautioned not to place undue reliance on our forward-looking statements, which speak only as of the date of this report. Keweenaw makes no representations or warranties (express or implied) about the accuracy of any such forward-looking statements contained in this report, and Keweenaw does not intend to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

### Section 1. BUSINESS

#### Company History

Keweenaw traces its origins to 1865, when Congress granted approximately 400,000 acres of public land to finance the construction of a shipping canal across the base of the Keweenaw Peninsula in Northern Michigan. The same year, Michigan’s legislature authorized the Portage Lake & Lake Superior Ship-Canal Company (the “Portage Lake Company”) to build the canal. Keweenaw’s direct lineage traces to 1891, when a successor entity to the Portage Lake Company sold the completed canal to the United States government and contributed its other assets (primarily 400,000 acres of land and mineral rights) to the Keweenaw Association, Limited. That Company was reorganized in 1908, and Keweenaw Land Association, Limited came into existence as a Michigan partnership association. Keweenaw reorganized again in 1999 as a Michigan corporation.

Until the early 1950s, Keweenaw was managed with the primary objective of monetizing its assets through liquidating timber, exploiting mineral assets, and selling property. During this period, the Company reduced its surface rights from approximately 400,000 acres to 120,000 acres, through a combination of land sales and intentional land forfeitures to extinguish tax liabilities. After clear-cutting most of its harvestable timber acreage during World War II, the Company decided in 1951 to modify its land management strategy. The Company chose to cease land dispositions and allow for the forest to fully regenerate. At the time, the Company expected that the

forest would reach maturity by 2010. The Company operated in this mode for the next 40 years, with its primary sources of income being mineral royalties and stumpage income from selective harvests as the timber assets matured.

In the early 1990s, the Company began investing in resources to allow for active management of its forestry operations. From that time until December 27, 2021, the Company harvested, produced, and sold timber as its primary source of business income. On December 27, 2021, the Company closed on the sale of all remaining timberland assets which consisted of approximately 178,479 acres of land as well as the Company's remaining capital assets. The Company retained ownership of its mineral interests.

## **Mineral Assets**

Keweenaw owns and leases approximately 1,060,855 net acres of mineral rights in Michigan and Wisconsin. About 400,000 acres of the mineral ownership dates back to our original post-Civil War federal land grant. Since 1891, when The Keweenaw Association, Limited was formed, the Company has received significant royalties from iron ore and copper mining activities on its properties. Between 1891 and 1995, when the White Pine copper mine ceased operations, the Company estimates receiving cumulative royalties, adjusted for inflation, exceeding \$500 million.

With the culmination of the timberland transaction at the end of 2021, Keweenaw has undergone a transformational change. Although the Company is still in the early phases of this transformation, Management believes the Company's vast mineral portfolio offers significant opportunities to create and realize value for shareholders. Essentially, the Company is returning to its roots as a royalty company while undertaking project generation and acquisition opportunities that meet the Company's stringent capital allocation process.

Over the last decade, Michigan's Upper Peninsula has seen a renewed interest in mineral exploration and mining development. The Company currently leases mineral rights encompassing a combined total of approximately 6,173 acres to Highland Copper Company Inc. (TSXV: HI) ("Highland") pursuant to four mineral and exploration leases. The leases relate to Highland's Copperwood project in Gogebic County (the "Copperwood Project"). These leases have been in place since 2008, and the lease amounts escalate each year resulting in higher annual rental payments. Two of the leases expire in 2028 and the other two extend to 2035 and 2037, respectively. Total mineral lease income in 2024 from these leases to the Company was \$349,700. When the Copperwood Project enters into production, the mineral leases will convert to a royalty-based arrangement pursuant to which the amount of copper produced from the mine annually will provide a passive income stream to the Company over the life of mine.

In September 2021, Keweenaw closed on the acquisition of approximately 29,071 acres of severed mineral properties from Sage Minerals Inc. (the "Sage Acquisition"). The primary driver for the purchase was to increase Keweenaw's ownership of the mineral reserves underlying Highland's Copperwood Project. The transaction included approximately 2,500 acres of mineral rights adjacent to our pre-existing interests and increased Keweenaw's mineral tenure to approximately 80% of Copperwood's overall proven and probable estimated reserves. The Sage acreage is already under a lease and option agreement with Highland that has been assumed by Keweenaw and is expected to convert to a royalty agreement once the Copperwood Project goes into production. The Sage Acquisition also contained approximately 26,571 acres of mineral properties located in historic copper producing districts in Michigan and Northern Wisconsin, which includes prospective and underexplored properties in Gogebic, Ontonagon, and Baraga counties. Approximately 18,426 acres of the acquired mineral properties in Gogebic County are largely contiguous to mineral properties already owned by Keweenaw. The remaining acres are located in Arenac and Bay counties in Michigan's Lower Peninsula and Ashland and Douglas counties in Wisconsin, which are areas where Keweenaw had not previously owned any mineral properties.

In 2023, Keweenaw completed the purchase of additional mineral acreage that is under a lease and royalty agreement at the Copperwood Project which was previously held by another owner. This acquisition consolidates nearly all of the mineral properties related to the Copperwood Project under Keweenaw ownership.

In June of 2024, Keweenaw completed the acquisition of 667,300 gross acres of unencumbered, severed mineral

properties ranging across the Upper Peninsula of Michigan spanning 14 of the 15 counties including; Alger, Baraga, Chippewa, Delta, Dickinson, Gogebic, Houghton, Iron, Keweenaw, Luce, Mackinac, Menominee, Ontonagon, and Schoolcraft County. This transaction significantly expands Keweenaw's mineral acres under management. The package is also complementary to current mineral ownership in several counties like Dickinson, Gogebic, Houghton, and Iron County. It is our belief the complementary mineral properties will strengthen Keweenaw's position in prospective areas, and that the remaining mineral properties will offer new opportunities in areas we have not previously held mineral rights.

The new mineral rights package offers exposure to both base and precious metals mineralization in areas that have historically produced iron ore, copper, gold and more recently nickel and platinum group elements. The package is historically underexplored and, in many areas, has not experienced any modern exploration in more than 40 years. With this additional expansion to our mineral rights footprint, we believe the new acreage will induce additional interest and new opportunities to attract experienced partners capable of conducting exploration activities across Michigan. As a part of the acquisition, Keweenaw also acquired an extensive amount of historic data and drill core. Keweenaw plans to review the data and investigate the best path forward for managing the drill core over the next two years.

Keweenaw's project generation activity has been curtailed since the sale of our timberland assets at the end of 2021 up to the present, however, the Company continues to review business development opportunities across our mineral ownership. We remain open to all opportunities, including further development, acquisitions, or divestiture, in order to ensure that we secure the highest value for the Company and its shareholders. We caution that, while we anticipate opportunities may ultimately benefit Keweenaw and its shareholders, they are still preliminary in nature and we can make no assurance at the present time that we will realize the full value, or any value, as a result of these opportunities.

The early-stage exploration and evaluation activities conducted by the company to date provides what the Company believes to be several exploration ready projects for willing partners in an easily accessible, mining friendly jurisdiction with all the necessary infrastructure and amenities of an established mining district. Keweenaw remains active in marketing its land packages to potential partners. However, a partnership has not yet emerged.

Over the past several years, to further enhance our land position, Keweenaw has embarked on an active State mineral leasing program culminating in 2024. Keweenaw has leased approximately 12,223 acres of State of Michigan mineral properties located adjacent to our project generation assets in Baraga, Dickinson, Gogebic, Iron, Menominee, and Marquette counties, essentially filling in and complementing Keweenaw's checkerboard ownership in prospective areas and providing a larger, contiguous land package for our projects.

In 2024, Keweenaw also completed a mineral exchange with the State of Michigan Department of Natural Resources (MDNR) whereby Keweenaw received 9,551 acres from the state and the state received 8,431 acres of mineral rights from Keweenaw beneath the Porcupine Mountain State Wilderness Park. The transaction allowed the state to reunite mineral rights with surface properties inside the park boundary. Keweenaw received mineral rights in areas that are complementary to areas we believe to be prospective for copper, gold, nickel, and platinum group elements. No money changed hands in the deal. The mineral properties offered to the state were part of the original land grant to Keweenaw in 1865 and many of the mineral properties Keweenaw received in the exchange were mineral properties that had been leased by Keweenaw over the past few years which will permanently reduce our lease expense for those mineral properties. Keweenaw has worked with the MDNR on additional agreements over the years for a variety of efforts including the establishment of the Porcupine Mountain State Park, but also trail management, mineral leases, and forest stewardship.

## **Employees**

As of December 31, 2024, Keweenaw had two full-time, non-union employees.



## **Section 1A. RISK FACTORS**

The following risk factors could affect our business, financial condition, or results of operations. These risk factors should be considered in connection with evaluating the forward-looking statements contained in this Annual Report because they could cause the actual results and conditions to differ materially from those projected in any forward-looking statements. Before you invest in our common stock, you should know that owning our common stock involves risks, including the risks described below. The risk factors that are highlighted below are not the only ones we face. If any of the adverse matters referred to in any of the risk factors actually occur, our business, financial condition or operations could be materially adversely affected. In that case, the trading price of our common stock could decline, and you may lose all or part of your investment.

### **Risks Related to Our Industry and Our Business**

#### ***Adverse changes in economic conditions may negatively affect our earnings, capital, and liquidity.***

The financial performance and results of operations for natural resource companies, including ours, may be materially and adversely affected by changes in regional and national economic conditions as well as general conditions in the global economy, the global financial markets, and global political conditions. The United States and global economies are facing growing volatility, fluctuating interest rates, and potential recession. Furthermore, a severe or prolonged economic downturn, including a recession or depression resulting from pandemics or political disruption, could result in a variety of unforeseeable risks to our business. We may also be affected by fluctuation in the financial markets, such as rapid increases or decreases in interest rates as well as changes in the monetary and fiscal policies of the federal government. Most of these factors are outside of our control. While we believe that we have positioned Keweenaw to mitigate these types of events in the most efficient way possible, we cannot make any assurances that economic conditions, market forces and political conditions will not adversely impact our financial performance and result of operations.

#### ***Our ability to generate cash revenues is limited and dependent to a substantial extent on the Copperwood Project.***

While we are trying to develop new customer relationships, the majority of sales from continuing operations is generated from revenue related to the Copperwood Project. Should this customer experience financial difficulties, including, but not limited to, bankruptcy or insolvency, they may no longer be able to provide us with sustainable operating cash flow, and we may not efficiently, if ever, find reliable replacement customers for this customer. All of this can materially and adversely affect our business.

#### ***Our mineral exploration activities may not result in significant economic benefit to us.***

Keweenaw owns or leases approximately 1,060,855 net acres of mineral rights in Michigan and Wisconsin. Keweenaw has curtailed any significant project generation activity, but the Company continues to review business development opportunities across our mineral ownership. We remain open to all options, including further development, acquisitions, or divestiture, in order to ensure that we secure the highest value to the Company and shareholders. We caution that, while we anticipate opportunities may ultimately benefit Keweenaw and its shareholders, they are still preliminary in nature and we can make no assurance at the present time that we will realize the full value, or any value, as a result of these opportunities. It is also possible that mineral commodity prices could decrease in the future, which could render all of these efforts unprofitable.

#### ***Mineral exploration or development activities done by others on our mineral properties may not result in a significant economic benefit to us.***

Mineral exploration and evaluation is an inherently high-risk business. Few mineral properties that are explored will ultimately be developed. Economic, environmental, social, geographic, political, execution, and commodity risk all factor into decisions for advancing exploration properties. Even advanced stage development properties can face challenges regarding permits, mineral reserves, ore grades, and project financing. Most of the mineral

opportunities that Keweenaw has identified are at a very early stage which may ultimately benefit Keweenaw and its shareholders, but we can make no assurance at the present time that we will realize the full value, or any value, as a result of these opportunities.

***Mineral commodities are exposed to global competition.***

If opportunities exist in other geographical jurisdictions where the inputs of production (e.g., labor, materials, taxes, regulatory compliance) are available at more favorable economic terms, this can be detrimental to development on Keweenaw mineral properties. With cheaper production inputs, our competitors would be able to bring their minerals to market at a lower cost, yielding greater profits, or charge a lower price that could cause demand for our minerals to fall, resulting in a negative impact on the results of our operations.

***We have had a long history of mining activity with some of our properties, and such activity can lead to hazards on our properties which can subsequently lead to liabilities for our business.***

Mining activity can cause subsidence, which is the gradual caving in or sinking of an area of land. Since mining activity has occurred under some of our properties, over long periods of time, this might cause subsidence in the future, which can lead to accidents and other liabilities that can materially and adversely impact our business. We monitor any sites facing such risks of which we are aware and such sites are analyzed regularly to minimize loss due to subsidence. However, there can be no assurance that subsidence will never occur or that accidents, damage to property or harm to people will not result in the event subsidence does occur.

***Our operations are geographically concentrated, and we may face greater impacts from localized events than would more geographically diverse mineral companies.***

Located primarily in the western Upper Peninsula of Michigan and in northern Wisconsin, events and complexities affecting specific locales in the northern Michigan/Wisconsin region may impact us more significantly (and potentially negatively) than they would affect a comparable company with more diverse geographical operations. Because the vast majority of our mineral rights are limited to northern Michigan, regional impacts such as growth patterns, weather patterns and natural disasters, as well as socio-political events such as environmental and land use initiatives, may disproportionately affect our geographically limited operations more significantly than a company whose operations are less concentrated and more geographically diverse.

***We face a concentration of credit risk due to FDIC insurance limits.***

The Company considers all highly liquid investments purchased with original maturities of six months or less to be cash and cash equivalents. At times throughout the year, the Company may, in the ordinary course of business, maintain cash balances in excess of Federal Deposit Insurance Corporation (“FDIC”) insurance coverage. As a result, the Company faces a concentration of credit risk related to amounts on deposits in excess of FDIC insurance coverage. The Company did not hold any cash in excess of FDIC-insured limits composed of cash, cash equivalents and cash held in escrow as of December 31, 2024.

***Any damage to our reputation is likely to hurt our business operations.***

Over our extended period of operations, we have strived to build a strong reputation for our Company. Any damage to our reputation can hurt our ability to operate or grow our business, and this in turn can materially and adversely impact the results of our operations.

**Risks Related to Regulatory and Legal Matters**

***There are statutory and regulatory restrictions, as well as social factors (e.g., the media), that may negatively impact or limit our ability to generate income and cash flow.***

Certain activities related to mineral exploration and mining are subject to laws, regulations and court orders that can limit or prevent us from pursuing such activities. Additionally, environmental protection initiatives and groups may impose obstacles to our business, including by lobbying for changes to existing laws and regulations that can affect our business negatively and by campaigning in the media against companies with operations like ours.

***Certain activists, including environmentalists, may pursue campaigns against companies in our industry and are likely to do so in the future, and such campaigns may have an adverse impact on the value of our assets or on our ability to generate revenues from our minerals.***

Environmental and other activist groups, political organizations, Native American tribes, and other parties in the legislative, administrative, and judicial spheres may seek the imposition of more stringent regulations on our business, including with regard to any properties we have that may be in need of environmental remediation. The efforts of activist groups opposed to businesses like ours are not unlikely to abate in the foreseeable future, and in some instances their campaigns may have a material impact upon the revenues we can generate from our properties or upon the costs of generating those revenues.

***Changes in mineral tax laws in Michigan or Wisconsin may have a negative impact on our business.***

Both Michigan and Wisconsin have minimal or no tax laws regarding mineral right ownership. Any changes to these tax laws that would increase the Company's tax liability on these properties would have a detrimental impact on our ability to operate the Company.

***From time to time, we may be involved in lawsuits that cost considerable time and money.***

We cannot predict whether we may sue or be sued from time to time, but any litigation in which we become involved could result in the Company incurring substantial costs defending the lawsuit and the time and attention of our management which would likely be diverted from our business operations and can distract management, which in turn can materially and adversely affect our business.

### **Risks Related to Our Common Stock**

***Our common stock is not registered with the Securities and Exchange Commission and is not listed on, or subject to the regulations of, any stock exchange. Consequently, the Company has not been required to file periodic reports or provide updated information to the market.***

Our common stock is traded on the Over-the-Counter (OTC) bulletin board, commonly called the "Pink Sheets." The Company has not filed any registration statements with the U.S. Securities and Exchange Commission (the "SEC"), and the Company's shares are not listed on any registered stock exchange or other regulated trading platform. Consequently, the Company has not been required to make periodic filings of financial and other information, or to publicize material developments in its business. The Company has a "Limited Information" status on OTC Markets, and as a result the Company provides only more limited financial information and disclosures that are not sufficient to satisfy the more robust "Current Information" status requirements of the OTC Markets. There is also no assurance that the information provided by the Company would be sufficient to satisfy the disclosure requirements of any regulatory authorities such as the SEC.

***We have witnessed relatively low historic trading volumes of our common stock and have limited market capitalization, and, as a result, the trading price of our common stock may be more volatile than would an investment in a more liquid security.***

Our common stock is thinly traded, and we have a very small public float. Many brokers are restricted from trading in our stock due to lack of sufficient public information, our "Limited Information" status on OTC Markets, restrictions on Pink Sheet securities or other factors. These factors can make trading our stock more volatile than trading in a more heavily traded security, or a security in a larger, more well-established company. This prospective

volatility increases the risk of investing in our common stock and can drive down the price of our common stock as well as reduce opportunities for investors to buy or sell our common stock.

The preceding risk factors could affect our business, financial condition, or results of operations. These risk factors should be read together with the forward-looking statements contained in this Annual Report because they could cause the actual results and conditions to differ materially from those projected in forward-looking statements. Before you invest in our common stock, you should know that owning our common stock involves risks, including the risks described above. The risk factors that are highlighted here are not the only ones Keweenaw faces. If the adverse matters referred to in any of the risk factors actually occur, our business, financial condition or operations could be adversely affected. In that case, the price of our common stock could decline, and you may lose all or part of your investment.

### **Risks Related to General Matters**

*We may not be able to retain key management personnel we need to succeed, which could adversely affect our ability to successfully operate our businesses. We also face significant key person risk as a result of having only two employees.*

To run our day-to-day operations and to successfully manage our businesses we must, among other things, continue to retain key management. We rely on the services of a small team of key executive officers. If any key executive departs, it could have a significant adverse effect upon our business. Also, increased competition for skilled management and staff employees in our businesses could cause us to experience significant increases in operating costs and reduced profitability. Because the Company only has two employees, we face significant key person risk in the event either employee is sick, becomes disabled, dies, takes an extended leave of absence, or terminates employment. The loss of either employee could result in significant disruption to our operations and a decline in our efficiency, financial condition, and profitability.

### **Section 2. LEGAL PROCEEDINGS**

From time to time, we are party to legal proceedings which arise in the ordinary course of our business. We are not currently involved in any legal proceedings of which the outcome is reasonably likely to have a material effect on our results of operations or financial condition, nor are we aware of any such legal proceedings contemplated by governmental authorities.

### **Section 3. FINANCIAL STATEMENTS**



## INDEPENDENT AUDITOR'S REPORT

To the Board of Directors and Stockholders  
Keweenaw Land Association, LTD  
Ironwood, Michigan 49938

### **Opinion**

We have audited the accompanying consolidated financial statements of Keweenaw Land Association, LTD (a Michigan corporation) and its subsidiaries, which comprise the consolidated balance sheets as of December 31, 2024 and 2023, and the related consolidated statements of income, stockholders' equity, and cash flows for the years then ended and the related notes to the financial statements.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Keweenaw Land Association, LTD as of December 31, 2024 and 2023, and the results of their operations and their cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

### **Basis for Opinion**

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Keweenaw Land Association, LTD and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Responsibilities of Management for the Financial Statements**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Keweenaw Land Association, LTD's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

To the Board of Directors and Stockholders  
Keweenaw Land Association, LTD  
Ironwood, Michigan 49938

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements, including omissions, are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Keweenaw Land Association, LTD's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Keweenaw Land Association, LTD's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

### **Other Information Included in the Company's Annual Report**

Management is responsible for the other information included in the Company's annual report. The other information comprises information included in the annual report but does not include the consolidated financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information, and we do not express an opinion or any form of assurance on it.

In connection with our audit of the financial statements, our responsibility is to read the other information and consider whether a material inconsistency exists between the other information and the financial statements, or the other information otherwise appears to be materially misstated. If, based on the work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report.

*Anderson, Tackman & Company, PLLC*

Certified Public Accountants  
Marquette, Michigan

March 20, 2025

**KEWEENAW LAND ASSOCIATION, LIMITED**  
**Consolidated Statements of Income**  
**For the years ending December 31,**

|   | 2024              | 2023              |
|---|-------------------|-------------------|
| <b>Revenues</b>                             |                   |                   |
| Lease and Royalty Income                    | \$ 372,552        | \$ 292,415        |
| <b>Expenses</b>                             |                   |                   |
| Cost of Sales                               | 103,125           | 242,323           |
| <b>Gross Profit (Loss)</b>                  | <b>269,427</b>    | <b>50,092</b>     |
| Selling, General & Administration Expenses  | 539,167           | 497,039           |
| Stock Based Compensation (Non-Cash)         | 87,946            | -                 |
| <b>Operating Income (Loss)</b>              | <b>(357,686)</b>  | <b>(446,947)</b>  |
| Other Income/Gain                           | 366,250           | 419,204           |
| Interest Income                             | 326,359           | 410,681           |
| Other Expense                               | -                 | (180,630)         |
| <b>Income (Loss) Before Income Taxes</b>    | <b>334,923</b>    | <b>202,308</b>    |
| Income Tax (Expense) Benefit                | (72,424)          | (33,706)          |
| <b>Income (Loss)</b>                        | <b>262,499</b>    | <b>168,602</b>    |
| <b>Net Income (Loss)</b>                    | <b>\$ 262,499</b> | <b>\$ 168,602</b> |
| <b>Net Income Per Share:</b>                |                   |                   |
| Basic                                       | \$ 0.23           | \$ 0.14           |
| Dilutive                                    | \$ 0.23           | \$ 0.14           |
| <b>Weighted Average Shares Outstanding:</b> |                   |                   |
| Basic                                       | 1,152,101         | 1,177,917         |
| Diluted                                     | 1,161,641         | 1,177,917         |

*See accompanying notes to consolidated financial statements*



**KEWEENAW LAND ASSOCIATION, LIMITED**  
**Consolidated Balance Sheets**  
**For the years ending December 31,**

|   | 2024                 | 2023                 |
|---|----------------------|----------------------|
| <b>ASSETS</b>   |                      |                      |
| <b>Current Assets</b>   |                      |                      |
| Cash and Cash Equivalents   | \$ 4,108,252         | \$ 8,438,539         |
| Cash Held in Escrow   | 4,336                | 4,336                |
| Accounts Receivable   | 5,251                | 2,500                |
| Accrued Interest Receivable   | 84,910               | 54,699               |
| Notes Receivable  | 143,554              | 99,307               |
| Prepaid Assets  | 7,020                | 10,632               |
| Federal Income Tax Receivable   | -                    | 103                  |
| <b>Total Current Assets</b>   | <b>4,353,323</b>     | <b>8,610,116</b>     |
| <b>Non-Current Assets</b>   |                      |                      |
| Investments - Held to Maturity  | 1,995,640            | -                    |
| Mineral Rights  | 7,972,030            | 6,688,389            |
| Land  | 50,850               | 50,850               |
| Property, Plant, and Equipment, Net of Depreciation   | 18,436               | 19,972               |
| Exploration and Evaluation  | 306,420              | 306,420              |
| <b>Total Non-Current Assets</b>   | <b>10,343,376</b>    | <b>7,065,631</b>     |
| <b>Total Assets</b>   | <b>\$ 14,696,699</b> | <b>\$ 15,675,747</b> |
| <b>Liabilities and Stockholders' Equity</b>   |                      |                      |
| <b>Current Liabilities</b>  |                      |                      |
| Accounts Payable  | 2,699                | 9,903                |
| Other Accrued Liabilities   | 39,213               | 36,533               |
| Current State and Federal Tax Liability   | 3,718                | -                    |
| <b>Total Current Liabilities</b>  | <b>45,630</b>        | <b>46,436</b>        |
| <b>Non-Current Liabilities</b>  |                      |                      |
| Non-Current State and Federal Deferred Income Tax Liability   | 340,095              | 274,691              |
| <b>Total Liabilities</b>  | <b>385,725</b>       | <b>321,127</b>       |
| <b>Stockholders' Equity</b>   |                      |                      |
| Common Stock (10,000,000 shares authorized, no par value,<br>1,126,284 shares issued and outstanding) | 161,598              | 77,029               |
| Retained earnings   | 14,149,376           | 15,277,591           |
| <b>Total Stockholders' Equity</b>   | <b>14,310,974</b>    | <b>15,354,620</b>    |
| <b>Total Liabilities and Stockholders Equity</b>  | <b>\$ 14,696,699</b> | <b>\$ 15,675,747</b> |

*See accompanying notes to consolidated financial statements*

**KEWEENAW LAND ASSOCIATION, LIMITED**  
**Consolidated Statements of Stockholders' Equity**  
**As of December 31,**

|                                   | Common Stock<br>Issued | Amount            | Retained<br>Earnings | Total Stockholders'<br>Equity |
|-----------------------------------|------------------------|-------------------|----------------------|-------------------------------|
| <b>Balance, January 1, 2023</b>   | <b>1,180,983</b>       | <b>\$ 77,229</b>  | <b>\$ 15,169,268</b> | <b>\$ 15,246,497</b>          |
| Net Income                        | -                      | -                 | 168,602              | 168,602                       |
| Shares Purchased                  | (3,066)                | (200)             | (60,279)             | (60,479)                      |
| <b>Balance, December 31, 2023</b> | <b>1,177,917</b>       | <b>\$ 77,029</b>  | <b>\$ 15,277,591</b> | <b>\$ 15,354,620</b>          |
| <b>Balance, January 1, 2024</b>   | <b>1,177,917</b>       | <b>\$ 77,029</b>  | <b>\$ 15,277,591</b> | <b>\$ 15,354,620</b>          |
| Net Income                        | -                      | -                 | 262,499              | 262,499                       |
| Stock Options Vested              | -                      | 87,946            | -                    | 87,946                        |
| Shares Purchased                  | (51,633)               | (3,377)           | (1,390,714)          | (1,394,091)                   |
| <b>Balance, December 31, 2024</b> | <b>1,126,284</b>       | <b>\$ 161,598</b> | <b>\$ 14,149,376</b> | <b>\$ 14,310,974</b>          |

*See accompanying notes to consolidated financial statements*

**KEWEENAW LAND ASSOCIATION, LIMITED**  
**Consolidated Statements of Cash Flows**  
**For the years ending December 31,**

|  | 2024                  | 2023                  |
|--|-----------------------|-----------------------|
| <b>Cash Flows from Operating Activities</b>  |                       |                       |
| <b>Net Income (Loss)</b>   | <b>\$ 262,499</b>     | <b>\$ 168,602</b>     |
| Depletion, Depreciation and Amortization   | 1,536                 | 1,537                 |
| Decrease (Increase) in Non-Cash Investing and Financing Activities - Supplemental Disclosure | (177,054)             | -                     |
| Decrease (Increase) in Accounts Receivable, Accrued Interest and Notes Receivable            | (77,209)              | (149,006)             |
| Decrease (Increase) in Prepaid Assets  | 3,612                 | 4,901                 |
| Decrease (Increase) in Federal Income Tax Payable  | 3,821                 | 3,561                 |
| Increase (Decrease) in Accounts Payable  | (7,204)               | 2,568                 |
| Increase (Decrease) in Other Accrued Liabilities   | 2,680                 | (19,385)              |
| Increase (Decrease) in State and Federal Deferred Income Tax and Receivable                  | 65,404                | 24,808                |
| <b>Net Cash Provided by (Used by) Operating Activities</b>                                   | <b>78,085</b>         | <b>37,586</b>         |
| <b>Cash Flow From Investing Activities</b>   |                       |                       |
| Purchase of Mineral Rights   | (1,018,641)           | (1,541,072)           |
| Investments - Long Term  | (1,995,640)           | -                     |
| Timber Depletion   | -                     | 65,000                |
| <b>Net Cash Flow From Investing Activities</b>   | <b>(3,014,281)</b>    | <b>(1,476,072)</b>    |
| <b>Cash Flow From Financing Activities</b>   |                       |                       |
| Repurchase of Common Stock   | (1,394,091)           | (60,479)              |
| <b>Net Cash Flow From Financing Activities</b>   | <b>(1,394,091)</b>    | <b>(60,479)</b>       |
| <b>Change in Cash and Cash Equivalents and Cash Held in Escrow</b>                           | <b>\$ (4,330,287)</b> | <b>\$ (1,498,965)</b> |
| <b>Cash and Cash Equivalents and Cash Held in Escrow, beginning of period</b>                | <b>8,442,875</b>      | <b>9,941,840</b>      |
| <b>Cash and Cash Equivalents and Cash Held in Escrow, end of period</b>                      | <b>\$ 4,112,588</b>   | <b>\$ 8,442,875</b>   |
| <b>Cash and Cash Equivalents and Cash Held in Escrow</b>                                     |                       |                       |
| Cash and Cash Equivalents  | \$ 4,108,252          | \$ 8,438,539          |
| Restricted Cash Held in Escrow   | \$ 4,336              | \$ 4,336              |
| <b>Cash Paid (Received) during the year for:</b>   |                       |                       |
| Interest Paid  | \$ -                  | \$ -                  |
| Federal and State Income Taxes Paid  | \$ 3,200              | \$ 9,000              |
| <b>Supplemental Disclosure - Non-Cash Investing and Financing Activities</b>                 |                       |                       |
| Gain on Mineral Rights Exchange  | \$ (265,000)          | \$ -                  |
| Stock Based Compensation - Options Vesting   | 87,946                | -                     |
| <b>Non-Cash Investing and Financing Activities</b>   | <b>\$ (177,054)</b>   | <b>-</b>              |

*See accompanying notes to consolidated financial statements*

**KEWEENAW LAND ASSOCIATION, LIMITED**  
**Notes to Consolidated Financial Statements**

**1. Summary of Significant Accounting Policies**

*Basis of Presentation and Principles of Consolidation*

The consolidated financial statements include the accounts of the Company and all of its wholly owned subsidiaries. Keweenaw Land Association, Ltd., subsidiaries include Keweenaw Properties, LLC and Keweenaw Minerals, LLC, which are considered to be disregarded entities for tax purposes. All inter-company accounts and transactions have been eliminated. The financial statements are prepared in accordance with Generally Accepted Accounting Principles (“GAAP”) of the United States of America.

*Use of Estimates*

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and to disclose contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the period.

*Exploration and Evaluation Cost*

Exploration and evaluation costs include those costs associated with mineral resource evaluation and are accumulated on prospective assets that may be advanced for future development. See Note 3 for additional details.

*Deferred Income Taxes*

Deferred income taxes are determined utilizing a liability approach. This method gives consideration to the future tax consequences associated with the differences between the financial accounting and tax basis of assets and liabilities.

*Common Stock*

All Keweenaw common shares previously purchased by the Company are considered authorized but unissued shares. The cost basis for Keweenaw’s common shares was determined to be \$0.065392 per share. This is the amount credited to common stock when stock is issued. The excess of the issue price over cost is credited to retained earnings.

*Property, Plant, and Equipment*

Assets are carried at cost and the provision for depreciation was generally computed using the straight-line method over the estimated useful lives of the assets among major asset classes from 3 to 40 years. Buildings were depreciated over 10-40 years, office furniture and machinery and equipment over 3 to 7 years, vehicles over 5 years, and land improvements over 15 years, all using the straight-line method.

*Allowance for Credit Losses*

The Company has adopted ASU 2016-13 *Financial Instruments – Credit Losses* on January 1, 2023, which replaces the incurred loss methodology with an expected loss methodology that is referred to as the current expected credit loss (CECL) methodology. The measurement of expected credit losses under the CECL methodology is applicable to the financial assets measured at amortized cost, including receivables.

The Company adopted ASU 2016-13 using the modified retrospective method for all financial assets measured at amortized cost. Results for reporting periods beginning after January 1, 2023, are presented under ASU 2016-13 while prior period amounts continue to be reported in accordance with previously applicable GAAP. The cumulative effect of this adoption did not have a material impact on the financial statements.

## Revenue Recognition – Revenue from Contracts with Customers

### Lease

The Company currently leases real property consisting of mineral assets which are accounted for in accordance with ASC Topic 606, *Revenues from Contracts with Customers*. Should the Company enter into a new lease agreement, this agreement will be evaluated against both ASC Topic 842, *Lease Accounting* and ASC Topic 606, *Revenue from Contracts with Customers* to correctly determine the scope under which the agreement falls. Lease contracts related to mining and mineral exploration typically contain provisions for increasing rents to incentivize project advancement.

The Company reviews the collectability of charges under its current leases on a regular basis, taking into consideration changes in factors such as tenant payment history, financial condition, business conditions of the industry and economic conditions of the area. In the event collectability from lease charges becomes unlikely, the Company will recognize an adjustment to lease income.

The following table summarizes the Company's current leases under contract:

|                       | 2025      | 2026      | 2027      | 2028      | 2029      | Thereafter  | Total       |
|-----------------------|-----------|-----------|-----------|-----------|-----------|-------------|-------------|
| Leases Under Contract | \$349,700 | \$353,450 | \$353,450 | \$388,450 | \$193,750 | \$2,231,250 | \$3,870,050 |

### Royalty

The Company is engaged in a working capital and royalty agreement with a recycling company and has determined that this contract falls under the guidance of ASC Topic 606, *Revenues from Contracts with Customers*. Revenues are recognized at a point in time upon delivery when the recycling company delivers its product to the customer. Interest on working capital is received and recognized monthly.

### Option

The Company is engaged in an option agreement with a solar company which allows the solar company to advance permitting, engineering and development activities on surface property Keweenaw retained following the timberland disposition and also on land above certain Company mineral rights. The option payment is recognized under ASC Topic 606 as *Revenues from Contracts with Customers* when the option is paid at a point in time. Additionally, an easement was granted under a surface use easement agreement and revenue is received and recognized at a point in time annually according to the terms of the contract.

The following table summarizes the Company's disaggregated revenue by type:

| Disaggregated Revenue from Contracts with Customers | 2024       | 2023       |
|---|------------|------------|
| Lease   | \$ 349,700 | \$ 266,625 |
| Royalty   | 17,608     | 790        |
| Option  | -          | 20,000     |
| Easement  | 5,244      | 5,000      |
| Total   | \$ 372,552 | \$ 292,415 |

### Cost of Sales

The Company recognizes costs related to its mineral operations that could not be capitalized under the Company's Exploration and Evaluation Policy as Cost of Sales. The cost of sales for the period ending December 31, 2024, and 2023, are (\$103,125) and (\$242,323), respectively. Cost of sales includes items related to advancing the companies mineral assets such as lease applications and acquisitions from the state of Michigan, contract geologists, mineral title work, surface sampling and prospecting activities, lab analysis, as well as other business development activities, which in 2024 also included reviewing data acquired from our mineral acquisitions.

## 2. Mineral Rights

During 2024, the Company added a significant amount of mineral rights to its portfolio via purchase and exchange. The total cash purchase was \$1,018,641 for 667,300 gross acres and the mineral exchange value equaled \$265,000 for 9,551 acres for an aggregate fair value of \$1,283,641 for the mineral rights acquisition which were allocated and is reflected in the consolidated financial statements in accordance with accounting guidance for asset acquisitions. The Company did not recognize any impairment on its mineral assets during the year ending December 31, 2024, or 2023, respectively.

## 3. Exploration and Evaluation

The Company owns or leases 1,060,855 net acres of mineral rights in Michigan and northern Wisconsin. The Company continues to advance activities to systematically review these mineral assets using modern techniques. The Company considers its activities to be early-stage exploration conducive to project generation activities that could potentially lead to developing prospective properties into desirable projects that may attract additional investment from market participants.

The Company capitalizes exploration and evaluation expenditures consistent with the full cost method where costs are specifically attributable to identifiable, prospective properties until a determination can be deduced as to the existence of an ore deposit. Phase 1 exploration work may include acquisition rights, prospecting, geophysics, sampling, mapping, drilling, assaying, and other work associated with finding ore deposits attributed to a specific property or project. No additive capitalized costs that meet these criteria were incurred during the fiscal year ending December 31, 2024. The balance of capitalized costs related to exploration and evaluation was \$306,420 as of December 31, 2024, and 2023, respectively.

The Company may determine at a point in time that costs accumulated for activities related to specific identifiable properties may be impaired and be required to be written off. Impairment of the asset may be attributed to:

- The right to explore in an area has or will expire soon without renewal.
- No further exploration is planned or budgeted.
- A decision to discontinue exploration and evaluation based on lack of minerals; or
- Sufficient data exists that indicates the book value is not recoverable.

The Company did not recognize any impairment on its exploration and evaluation assets during the year ending December 31, 2024, or 2023, respectively.

## 4. Income Taxes

The Company recorded the following federal and state income tax expenses from operations during the fiscal years ended December 31, 2024, and 2023:

| <b>Current:</b>                           | <b>2024</b>      | <b>2023</b>      |
|---|------------------|------------------|
| Federal                                   | \$ 9,020         | \$ 8,898         |
| State                                     | -                | -                |
|   | 9,020            | 8,898            |
| <b>Deferred and other:</b>                | <b>2024</b>      | <b>2023</b>      |
| Federal                                   | 64,769           | 37,765           |
| State                                     | 635              | (12,957)         |
|   | 65,404           | 24,808           |
| <b>Total Income Tax Expense (Benefit)</b> | <b>\$ 74,424</b> | <b>\$ 33,706</b> |

The reconciliation between the effective tax rate on income and the statutory tax rate is as follows:

|  | 2024      | 2023      |
|--|-----------|-----------|
| Tax Provision (Benefit) computed at statutory rate | \$ 70,200 | \$ 45,206 |
| State Income taxes net of federal benefit          | 505       | (11,500)  |
| Federal Income Tax - Other                         | 3,719     | -         |
| Income Tax expense (Benefit)                       | \$ 74,424 | \$ 33,706 |

Deferred tax liabilities and assets are determined on the difference between the financial statements carrying amounts and the tax basis of assets and liabilities using enacted tax rates for the years in which differences are expected to reverse. Significant components of the federal and state deferred tax liability as of December 31, 2024, and 2023, are as follows:

| <b>Non-Current:</b>                         | 2024         | 2023         |
|---|--------------|--------------|
| Mineral Rights                              | \$ (653,160) | \$ (597,510) |
| Stock Based Compensation                    | 18,469       | -            |
| Offset for State Deferred Tax Liability     | 9,683        | 9,551        |
| Net Operating Loss Carry Forward            | 331,024      | 358,744      |
| <b>Total Non-Current</b>                    | (293,984)    | (229,215)    |
| <b>Total Federal Deferred Tax Liability</b> | \$ (293,984) | \$ (229,215) |

| <b>Non-Current:</b>                       | 2024         | 2023         |
|---|--------------|--------------|
| Mineral Rights                            | \$ (186,617) | \$ (170,717) |
| Stock Based Compensation                  | 5,277        | -            |
| Net Operating Loss Carry Forward          | 135,229      | 125,241      |
| <b>Total Non-Current</b>                  | (46,111)     | (45,476)     |
| <b>Total State Deferred Tax Liability</b> | \$ (46,111)  | \$ (45,476)  |

The Company has a federal net operating loss carryforward for income tax purposes of \$1,576,306 and a state net operating loss carryforward of \$2,253,813. This carryforward can be carried forward indefinitely.

## 5. Retirement Plans

The Company is the sponsor of a 401(k) deferred compensation plan. The Company makes matching contributions equal to fifty percent of employee elective deferrals, not to exceed five percent of compensation as defined in the plan. Expenses related to the Company's 401(k) plan were as follows for the years ended December 31, 2024, and 2023:

|                      | 2024      | 2023      |
|----------------------|-----------|-----------|
| Total 401(k) Expense | \$ 11,640 | \$ 11,288 |

## 6. Investments – Held to Maturity

The Company purchased a two-year treasury bond in early 2024. The treasury is considered a long term held to maturity investment and is recorded on the balance sheet at its amortized cost of \$1,995,640, fair market value, (FMV) is equal to \$1,998,338. The Company did not hold any long-term investments in the prior year period.

| Investments - Held To Maturity | Amortized Cost | Discount | Interest | 2024         | 2023 |
|--------------------------------|----------------|----------|----------|--------------|------|
| January 31, 2024               | \$ 1,995,640   | \$ -     |          | \$ 1,995,640 | \$ - |
| January 31, 2025               | -              | 2,180    | 85,000   | 1,997,820    | -    |
| January 31, 2026               | -              | 2,180    | 85,000   | 2,000,000    | -    |
| Maturity (January, 31, 2026)   | -              | 4,360    | 170,000  | 2,000,000    | -    |

## 7. Concentration of Credit Risk

For the year ending December 31, 2024, three customers accounted for 100% of the Company's revenue. Cash and cash equivalents consist of cash on hand, demand deposits in banks and short-term treasury bills maturing in less than six months. The Company considers all highly liquid investments purchased with original maturities of three months or less to be cash and cash equivalents. At times throughout the year, the Company may, in the ordinary course of business, maintain cash balances in excess of Federal Deposit Insurance Corporation ("FDIC") insurance coverage, and as a result, there is concentration of credit risk related to amounts on deposits in excess of FDIC insurance coverage. The Company had \$0 and \$258,409 in cash and cash equivalents and cash held in escrow as of December 31, 2024, and December 31, 2023, respectively, in excess of FDIC-insured limits. The Company held \$4,026,785 and \$7,934,241 in treasury bills as of December 31, 2024, and December 31, 2023, respectively.

## 8. Stock Based Compensation

On August 27, 2018, the Company established the Stock Incentive Plan of 2018 for eligible employees (the "Incentive Plan"). No additional shares were issued during the years ending December 31, 2024, or 2023.

There was a stock option grant on January 10, 2023, and the tables below list the details of the grant:

| Stock Based Compensation        | Six Months Ended | Six Months Ended |
|---------------------------------|------------------|------------------|
|                                 | 2024             | 2023             |
| Balance at beginning of period  | 95,400           | 0                |
| Stock Options Granted           | -                | 95,400           |
| Exercised                       | -                | -                |
| Forfeited                       | -                | -                |
| <b>Balance at end of period</b> | <b>95,400</b>    | <b>95,400</b>    |

| Grant Date                      | Exercise Price | Outstanding as of December 31, 2024 | Vested and Outstanding as of December 31, 2024 | Expiry Date      | Remaining Life (Years) |
|---------------------------------|----------------|-------------------------------------|--|------------------|------------------------|
| January 10, 2023                | 20.35          | 10,000                              | 2,000  | January 10, 2033 | 8.0                    |
| January 10, 2023                | 25             | 70,400                              | 14,080   | January 10, 2033 | 8.0                    |
| January 10, 2023                | 50             | 15,000                              | 3,000  | January 10, 2033 | 8.0                    |
| <b>Balance at end of period</b> |                | <b>95,400</b>                       | <b>19,080</b>                                  |                  |                        |

The options were issued pursuant to the Incentive Plan and are subject to the terms and conditions of the plan. The options vest at a rate of 20% upon the first anniversary of the grant date and a further 20% each year thereafter. Each option converts to one common share of the Company stock upon exercise. The options carry neither the right to dividends nor voting rights.

The fair value of common stock awards is determined based upon the closing price of the Company's stock on the date of the award. The Company estimates the fair value of stock-based compensation of options using the Black-Scholes model, which requires the input of some subjective assumptions. These assumptions include estimating the length of time employees will retain their vested stock options before exercising them ("expected life"), the estimated volatility of the Company's common stock price over the expected term ("volatility"), the risk-free interest rate and the dividend yield. Changes in the subjective assumptions can materially affect the estimate of the fair value of stock-based compensation. The fair value of stock option awards granted are listed below according to the vesting schedule using the straight-line method according to the ASC 718-20-55-32 and listed according to the period in which the options will be vesting and expensed:



### Share Option - Graded Vesting Schedule - Black-Scholes Estimated Fair Value

| Option Vesting Schedule                 | Options Vesting | Black-Scholes Model<br>(Straight Line Method) |
|---|-----------------|---|
| January 10, 2024                        | 19,080          | \$ 87,946                                     |
| January 10, 2025                        | 19,080          | \$ 87,946                                     |
| January 10, 2026                        | 19,080          | \$ 87,946                                     |
| January 10, 2027                        | 19,080          | \$ 87,946                                     |
| January 10, 2028                        | 19,080          | \$ 87,946                                     |
| <b>Balance at end of vesting period</b> | <b>95,400</b>   | <b>\$ 439,730</b>                             |

There were no options issued, exercised, or forfeited during the year ending December 31, 2024.

### 9. Earnings Per Share

The following table provides the details and calculations of the basic and diluted earnings per share:

| Earnings Per Share                | 2024       | 2023       |
|-----------------------------------|------------|------------|
| Income from Operations            | \$ 262,499 | \$ 168,602 |
| Shares used for basic EPS         | 1,152,101  | 1,177,917  |
| Basic earnings per common share   | \$ 0.23    | \$ 0.14    |
| Shares used for dilutive EPS      | 1,161,641  | 1,177,917  |
| Diluted earnings per common share | \$ 0.23    | \$ 0.14    |

### 10. Cash Held in Escrow

The Company holds in escrow to accommodate share repurchases when conditions are favorable for the Company to execute per certain conditions related to the share repurchase plan. The balance of Cash Held in Escrow was \$4,366 and \$4,366 as of December 31, 2024, and 2023, respectively.

### 11. Other Income/Gains and Expenses

During the fiscal year ended December 31, 2024, the Company incurred transactions that it considers to be non-recurring and do not relate to the ongoing major or central business operations of the Company. It is management's judgment that these items do not meet the revenue definition as defined in ASC 606-10-20 and these transactions do not arise to the course of the Company's ordinary activities. The income is generally classified as miscellaneous due to the nature of the transactions. The transactions included a reversionary rights sale for \$7,500, a mineral lease termination and settlement dating back to 1961 for \$85,200, the gain on exchange related to the MDNR mineral exchange for \$265,000, and several other small transactions totaling \$8,550 for the balance. There were no timber or real estate transactions in 2024. In the prior year period, timber income was \$177,548 with an expense of \$170,126, real estate income was \$240,906 with an expense of \$10,504, and miscellaneous income was \$750. The interest income reflects earnings generated from the company's cash invested in short term treasury bills and held to maturity treasury bonds of \$326,359 and \$410,681 for 2024 and 2023, respectively. A summary of the other income/gain and expense is provided below:

| <b>Earnings from Gain on Disposal of Assets</b> | <b>2024</b> |                | <b>2023</b> |                |
|---|-------------|----------------|-------------|----------------|
| Other Income - Timber                           | \$          | -              | \$          | 177,548        |
| Other Income - Real Estate                      |             | -              |             | 240,906        |
| Other Income - Miscellaneous                    |             | 366,250        |             | 750            |
| Gain on Disposal of Assets                      |             | <b>366,250</b> |             | <b>419,204</b> |
| Other Income - Interest                         |             | 326,359        |             | 410,681        |
| <b>Total Other Income/Gain</b>                  |             | <b>692,609</b> |             | <b>829,885</b> |
| Other Expense - Timber                          |             | -              |             | (170,126)      |
| Other Expense - Real Estate                     |             | -              |             | (10,504)       |
| <b>Other Income (Net)</b>                       | \$          | <b>692,609</b> | \$          | <b>649,255</b> |

## 12. Subsequent Events

The Company has evaluated subsequent events through March 20, 2025, the filing date the financial statements were available to be issued, and determined that there have been no events that have occurred that would require adjustments to our disclosures in the consolidated financial statements.

## Section 4. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with Keweenaw’s accompanying consolidated financial statements and Notes thereto contained in Section 3 of this Annual Report. See also “Cautionary Note Regarding Forward-Looking Statements” in the preceding Section 2 of this Annual Report for the year ended December 31, 2024.

### Overview

As of December 31, 2024, Keweenaw owned or leased approximately 1,060,855 net acres of subsurface mineral rights in Michigan and northern Wisconsin. Prior to 2022, Keweenaw earned the majority of its net income from the sale of logs harvested from its forestlands and from the sale of selected real estate parcels. Keweenaw’s main revenue source now relates to the mineral leases across our mineral ownership.

### Highlights

#### *Share Repurchase*

On June 4, 2024, the Company closed on the repurchase of 51,633 shares at a price of \$27 per share totaling \$1,394,091. The purchase was privately negotiated with a significant Keweenaw shareholder. Keweenaw has had a share repurchase program in place since May of 2023 which will remain open until May 20, 2025.

#### *Mineral Acquisition*

On June 26, 2024, the Company completed a purchase of 667,300 gross mineral acres of unencumbered severed mineral properties spanning the entire Upper Peninsula of Michigan for a gross cost including capitalized transaction costs of \$1,018,641 which is approximately \$1.52 per acre. The additional acreage complements and strengthens the Company’s position in several prospective areas for copper, gold, nickel, and platinum group elements. The remaining acreage will offer new opportunities in areas where the Company has not previously held mineral rights. The acquisition also included significant amounts of data including assays and exploration reports and approximately 17 miles of drill core which the Company is reviewing to determine the best path forward to

manage the data and drill core.

### ***Mineral Exchange with State of Michigan***

On October 11, 2024, Keweenaw completed a mineral exchange with the state of Michigan whereby Keweenaw acquired 9,551 mineral acres in exchange for approximately 8,431 acres Keweenaw offered to the state that were located within the Porcupine Mountain State Wilderness Park. The transaction allowed the state to reunite mineral rights with surface properties inside the park boundary. Keweenaw received mineral properties in areas that are complementary to areas we believe to be prospective for copper, gold, nickel, and platinum group elements. No money changed hands in the deal, however, for accounting purposes the mineral properties acquired by Keweenaw have been recorded under our mineral assets on the balance sheet for a gain on the exchange of \$265,000 based on an independent mineral valuation report. The mineral properties offered to the state were part of the original land grant to Keweenaw in the 1860's and had a zero book value for accounting purposes but were sought by the state.

### ***Dormant Lease Termination***

On August 6, 2024, the Company negotiated a lease settlement and termination agreement for a dormant lease dating back to 1961 for \$85,200. The lease was not being actively managed by the current lessee and through a strategic review of records the Company discovered a number of outstanding mineral lease payments. It was in the interests of both companies to come to a negotiated settlement.

### ***State of Michigan Mineral Lease***

On November 8, 2024, Keweenaw completed its final mineral lease that was outstanding with the state of Michigan placing an additional 9,209 acres under lease from the State. We believe these mineral properties to be complementary to current Keweenaw mineral properties in prospective areas for copper, gold, nickel, and platinum group elements. This is Keweenaw's fourth successful mineral lease to be executed over the past 4 years with the state of Michigan. A significant amount of acreage that was exchanged in the mineral exchange with the state of Michigan in October 2024 had been previously under lease by Keweenaw.

### ***Reversionary Right of Way Land Sale***

On August 14, 2024, the Company closed on a sale of approximately 11.18 acres of road right of way that reverted to Keweenaw from the Gogebic County Road Commission. This land had little to no timber value due to being managed as a right of way for the past 88 years and was sold to an adjacent landowner that was interested in the property for \$7,500.

### **Liquidity and Capital Resources**

Keweenaw's cash flow from operations in 2024 was \$78,085 versus \$37,586 in the prior year. The primary driver of cash is related to the continuing operating activities related to our active mineral leases primarily at the Copperwood Project, which was \$349,700 for the year. Other miscellaneous income came from a variety of sources including a reversionary right of way sale for \$7,500, a dormant lease termination and settlement for \$85,200, a realized gain on the mineral exchange of \$265,000, a small aggregate sale of \$3,200 and a couple other miscellaneous items for \$5,350, totaling \$366,250, compared to \$237,824 in the prior year period net of expenses. Interest income for 2024 was \$326,359 compared to \$410,681 in the prior year period.

The Company currently holds a total of \$4,108,252 in operating cash for 2024 versus \$8,438,540 the prior year. The cash held in escrow at the end of 2024 was \$4,336 and \$4,336 at the end of the prior year. Accrued interest on the balance sheet relating to the treasury bills is \$84,910 versus \$54,699 in the prior year. The outstanding note receivable at the end of 2024 relating to the working capital arrangement is \$143,554 compared to \$99,307 for the prior year.

The Company holds a two-year treasury bond on the balance sheet for 2024 at a fair market value of \$1,995,640

compared to \$0 in investments considered held to maturity in the prior year period.

The Company maintains a standby letter of credit with Associated Bank, N.A., in the amount of \$50,000 in relation to our state mineral leases.

The Company had no other long-term obligations as of December 31, 2024, or 2023, respectively. The Company expended (\$1,394,091), excluding fees and expenses, in relation to its share repurchase in 2024 versus (\$60,479) for share repurchases during the fiscal year ended December 31, 2023.

During the fiscal year ending December 31, 2024, the Company expended (\$1,018,641) in capitalized cost for the acquisition of specific mineral rights, versus (\$1,541,072) for mineral rights during the prior year. These expenses were capitalized as mineral rights, respectively, on the balance sheet.

The Company had net income for 2024 of \$262,499 compared to \$168,602 in the prior year.

### Section 5. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISKS

None.

### Section 6. OTHER INFORMATION

The Company utilizes the following professional service providers:

| Transfer Agent   | Legal Counsel   | Auditor  |
|--|---|--|
| Equinity (EQ) Shareowner Services<br>1110 Centre Pointe Curve, Suite 101<br>Mendota Heights, MN 55120<br>1-855-217-6361<br>Attn: Daisy Kuhn, Relationship Mgr. | Dickinson Wright<br>350 S Main St., Suite 300<br>Ann Arbor, MI 48104<br>734-623-1905<br>Attn: Bradley J Wyatt | Anderson, Tackman & Company, PLC<br>102 W. Washington St. Suite 109<br>Marquette, MI 49755<br>906-225-1166<br>Attn: Daniel Bianchi |

### SIGNATURE AND CERTIFICATION

I, Timothy G. Lynott, being the sole executive officer of Keweenaw Land Association, Limited, certify that:

1. I have reviewed this December 31, 2024, Annual Report of Keweenaw Land Association, Limited.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make statements made, in light of the circumstances under which such statements were made, not mislead with respect to the period covered by this disclosure statement.
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

**SIGNED,**

**KEWEENAW LAND ASSOCIATION, LIMITED**

Date: March 31, 2025

By: Timothy Lynott