



INFINITUM COPPER CORP.

CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2024 and 2023

(Expressed in Canadian dollars, unless otherwise stated)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Infnitum Copper Corp.

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Infnitum Copper Corp. (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2024 and 2023, and the consolidated statements of net loss and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2024 and 2023 and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards ("IFRS").

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company's ability to continue as a going concern is dependent upon its ability to raise adequate financing to develop its exploration and evaluation assets, and to commence profitable operations in the future. These matters, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined that there are the following key audit matters to communicate in our auditor's report.

Key audit matter:	How our audit addressed the key audit matter:
Assessment of impairment indicators of Exploration and evaluation assets.	Our approach to addressing the matter included the following procedures, among others:
<i>Refer to Note 3 – Accounting policy for Exploration and evaluation assets and Significant estimates and assumptions, and Note 5 Exploration and evaluation assets</i>	Evaluated the reasonableness of management's assessment of impairment indicators, which included the following:

Management assesses at each reporting period whether there is an indication that the carrying value of exploration and evaluation assets may not be recoverable. Management applies significant judgement in assessing whether indicators of impairment exist that necessitate impairment testing. Internal and external factors, such as (i) a significant decline in the market value of the Company's share price; (ii) changes in the Company's assessment of whether commercially viable quantities of mineral resources exist within the properties; and (iii) changes in metal prices, capital and operating costs, are evaluated by management in determining whether there are any indicators of impairment.

We considered this a key audit matter due to (i) the significance of the exploration and evaluation asset balance and (ii) the significant audit effort and subjectivity in applying audit procedures to assess the factors evaluated by management in its assessment of impairment indicators, which required significant management judgement.

- Assessed the Company's market capitalization in comparison to the Company's net assets, which may be an indication of impairment.
- Assessed the completeness of the factors that could be considered indicators of impairment, including consideration of evidence obtained in other areas of the audit.
- Confirmed that the Company's right to explore the properties had not expired.
- Obtained management's written representations regarding the Company's future plans for the exploration and evaluation assets.
- Assessed the reasonability of the Company's financial statement disclosure regarding their exploration and evaluation assets.

Other Information

Management is responsible for the other information. The other information comprises the information included in "Management's Discussion and Analysis" but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated 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 a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. 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.
- 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 the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Company as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is James Roxburgh.

The image shows a handwritten signature in black ink that reads "De Visser Gray LLP". The signature is written in a cursive, flowing style.

Chartered Professional Accountants

Vancouver, BC, Canada
April 25, 2025

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CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Expressed in Canadian dollars, unless otherwise stated)

	Note	2024	2023
ASSETS			
Current			
Cash		\$ 130,789	\$ 26,284
Marketable securities	4	-	5,032
GST receivable		2,254	2,992
Prepaid expenses		24,713	80,223
		<u>157,756</u>	<u>114,531</u>
Non-current			
Exploration and evaluation assets	5	2,744,258	2,740,508
VAT receivable		268,078	431,132
		<u>3,012,336</u>	<u>3,171,640</u>
		<u>\$ 3,170,092</u>	<u>\$ 3,286,171</u>
LIABILITIES			
Current			
Trade and other payables		\$ 560,446	\$ 621,228
Due to related parties	7(a) & 7(b)	350,657	94,657
		<u>911,103</u>	<u>715,885</u>
SHAREHOLDERS' EQUITY			
Share capital	6	12,663,484	12,194,841
Reserves	6	1,517,301	1,328,210
Deficit		(11,921,796)	(10,952,765)
		<u>2,258,989</u>	<u>2,570,286</u>
		<u>\$ 3,170,092</u>	<u>\$ 3,286,171</u>

Nature of operations and continuance of operations (Note 1)

Subsequent events (Notes 6(g,h), 7, and 12)

Approved by the Board of Directors:

(Signed) *Alex Gostevskikh* Director

(Signed) *Michael Wood* Director

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

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CONSOLIDATED STATEMENTS OF NET LOSS AND COMPREHENSIVE LOSS

(Expressed in Canadian dollars, unless otherwise stated)

	Note	2024	2023
		\$	\$
Exploration expenses	5	(95,284)	(1,324,720)
Administrative expenses			
Accounting and audit		111,910	96,037
Consulting		60,678	320,694
Foreign exchange loss		588	2,188
Investor relations and travel	7	29,517	138,892
Legal		38,729	46,206
Listing, filing, and regulatory		48,000	48,219
Management fees	7	324,000	343,125
Office and general expense		38,619	98,308
Interest expenses		486	-
Share-based compensation	6(e), 6(f)	213,368	520,750
		(865,895)	(1,614,419)
Other items			
Unrealized loss on marketable securities	4	-	(9,716)
Loss on sale of marketable securities	4	(433)	(114,333)
Gain on option agreement	5	-	66,946
Loss from dispute settlement		(7,500)	-
Interest income		81	1,142
Net loss for the year		(969,031)	(2,995,100)
Other comprehensive income			
Exchange differences on translation to reporting currency		98	149,352
Total comprehensive loss for the year		(968,933)	(2,845,748)
Loss per share, basic and diluted		(0.02)	(0.09)
Weighted average number of common share outstanding			
Basic and diluted		43,596,706	33,080,999

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

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CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Expressed in Canadian dollars, unless otherwise stated)

	Note	Common Shares		Reserves			Total	Deficit	Total shareholders' equity
		Number of shares	Amount	Foreign exchange reserve	Finder's warrants	Share based compensation			
		#	\$	\$	\$	\$	\$	\$	
Balance as at December 31, 2022		24,743,954	10,685,291	34,525	68,366	502,838	605,729	(7,957,665)	3,333,355
Shares issued:									
Private placement	6(b)	11,925,054	1,669,509	-	-	-	-	-	1,669,509
Share issue costs	6(b)	-	(159,959)	-	52,379	-	52,379	-	(107,580)
Share-based compensation	6(e)(f)	-	-	-	-	520,750	520,750	-	520,750
Net loss for the year		-	-	149,352	-	-	149,352	(2,995,100)	(2,845,748)
Balance as at December 31, 2023		36,669,008	12,194,841	183,877	120,745	1,023,588	1,328,210	(10,952,765)	2,570,286
Shares issued:									
Exploration and evaluation assets	6(b)	125,000	3,750	-	-	-	-	-	3,750
Vested DSUs	6(b)(e)	487,500	24,375	-	-	(24,375)	(24,375)	-	-
Private placement	6(b)	11,250,000	450,000	-	-	-	-	-	450,000
Share issue costs	6(b)	-	(9,482)	-	-	-	-	-	(9,482)
Share-based compensation	6(e)(f)	-	-	-	-	213,368	213,368	-	213,368
Net loss for the year		-	-	98	-	-	98	(969,031)	(968,933)
Balance as at December 31, 2024		48,531,508	12,663,484	183,975	120,745	1,212,581	1,517,301	(11,921,796)	2,258,989

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

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CONSOLIDATED STATEMENTS OF CASH FLOWS

(Expressed in Canadian dollars, unless otherwise stated)

	Years Ended December 31,	
	2024	2023
Cash provided by (used for):	\$	\$
Operating activities		
Net loss	(969,031)	(2,995,100)
Items not involving cash:		
Foreign exchange	31,712	118,225
Unrealized loss on marketable securities	-	9,716
Loss on sale of marketable securities	433	114,333
Gain on option agreement	-	(66,946)
Share-based compensation	213,368	520,750
Changes in non-cash working capital items		
Restricted cash	-	28,750
GST receivable	738	4,293
Prepaid expenses	55,510	29,131
Due to related parties	256,000	53,438
Trade and other payables	(60,782)	190,268
Cash used for operating activities	<u>(472,052)</u>	<u>(1,993,142)</u>
Investing activities		
Cash received from option agreement	-	350,000
Net proceeds from the sale of marketable securities	4,599	83,419
VAT receivable	132,009	(146,200)
Cash provided by investing activities	<u>136,608</u>	<u>287,219</u>
Financing activities		
Proceeds from private placements	450,000	1,669,509
Share issue costs	(9,482)	(107,580)
Proceeds from exercise of finder's warrants	-	-
Proceeds from exercise of warrants	-	-
Cash provided by financing activities	<u>440,518</u>	<u>1,561,929</u>
Effect of foreign exchange on cash	<u>(569)</u>	<u>(544)</u>
Net change in cash	104,505	(144,538)
Cash – beginning of the period	<u>26,284</u>	<u>170,822</u>
Cash – end of the period	<u>\$ 130,789</u>	<u>\$ 26,284</u>
<i>Supplemental disclosure with respect to cash flows:</i>		
Fair value of finder's warrants issued	\$ -	\$ 52,379
Common shares issued pursuant to vested DUSs	\$ 24,375	\$ -
Common shares issued pursuant to exploration and evaluation assets acquisition	\$ 37,500	\$ -

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

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2024 and 2023

(Expressed in Canadian dollars, unless otherwise stated)

1. NATURE OF OPERATIONS AND CONTINUANCE OF OPERATIONS

Infinitem Copper Corp. (the “Company” or “INFI”) was incorporated in Alberta, Canada under the Business Corporations Act on October 16, 2003 and continued into British Columbia on February 25, 2022. The Company’s registered office is located at 1100-1111 Melville Street, Vancouver, British Columbia, V6E 3V6, Canada.

The Company’s common shares are listed on the TSX Venture Exchange (the “Exchange”) under the symbol “INFI” effective March 16, 2022. On May 31, 2022, the Company commenced trading on the OTCQB market under the ticker symbol “INUMF”.

On April 18, 2024, the Company consolidated its common shares on the basis of two pre-consolidated common shares for one post-consolidated common share of the Company (the “Consolidation”) (see Note 6). All references to the number of shares and per-share amounts are restated to reflect this Consolidation.

These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards (“IFRS”) applicable to a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

A summary of the Company’s working capital deficiency and its accumulated deficit is as follows:

	2024	2023
	\$	\$
Working capital deficiency	(753,347)	(601,354)
Deficit	(11,921,796)	(10,952,765)

Management’s plan includes continuing to pursue additional sources of financing through equity offerings, seeking joint venture partners to fund exploration, monitoring exploration activity and reducing overhead costs.

The continuing operations of the Company are dependent upon its ability to raise adequate financing to develop its exploration and evaluation assets, and to commence profitable operations in the future. To date, the Company has not generated revenues and is considered to be in the exploration stage. There are material uncertainties that cast significant doubt on the Company’s ability to continue as a going concern.

These consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that may be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business at amounts different from those in the accompanying consolidated financial statements. Such adjustments could be material.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(Expressed in Canadian dollars, unless otherwise stated)

2. BASIS OF PREPARATION

(a) Statement of compliance

These consolidated financial statements have been prepared in accordance and compliance with IFRS as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

(b) Basis of preparation

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments that have been measured at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. These consolidated financial statements were approved by the board of directors to issue on April 25, 2025.

(c) New accounting standards and interpretations

Certain new accounting standards and interpretations have been published that are not mandatory for the December 31, 2024 reporting period. The Company has not early adopted the new and revised standards, amendments and interpretations that have been issued but are not yet effective:

- Presentation and Disclosure in Financial Statements

IFRS 18 was issued in April 2024 and applies to an annual reporting period beginning on or after January 1, 2027. IFRS 18 will replace IAS 1. IFRS requires all companies using IFRS Standards to provide relevant information that faithfully represents an entity’s assets, liabilities, equity, income and expenses. The Company is currently assessing the impact of this new accounting standard on its financial statements.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2024 and 2023

(Expressed in Canadian dollars, unless otherwise stated)

3. MATERIAL ACCOUNTING POLICY INFORMATION

Basis of consolidation

Subsidiaries

The consolidated financial statements include the financial statements of the Company and the entities controlled by the Company (its “subsidiaries”). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The subsidiaries are fully consolidated from the date of acquisition, being the date on which the Company obtains control, and continues to be consolidated until the date that such control ceases.

The Company’s subsidiaries are:

	% Of Ownership	Jurisdiction	Principle Activity
Exploraciones Margaritas, S.A.P.I de C.V.	100%	Mexico	Exploration
Infinitum Copper Mining Corp.	100%	Canada	Exploration
Infinitum Mining LLC.	100%	USA	Holding Company

Inter-company balances and transactions

Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated in preparing the consolidated financial statements.

Foreign currencies

The functional and presentation currency of the Company is the Canadian dollar.

Transactions in currencies other than the functional currency are recorded at the rate of the exchange prevailing on dates of transactions. At each financial position reporting date, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at each reporting date. Non-monetary items denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

The Company has determined that the functional currency of its subsidiary in Mexico is the Mexican peso and the functional currency of its subsidiary in USA is the US dollar. Exchange differences arising from the translation of the subsidiaries’ functional currency into the Company’s presentation currency are taken directly into the foreign exchange reserve.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Foreign currencies (Continued)

Subsidiaries

The results and financial position of the Company's subsidiaries that have a functional currency different from the Company's presentation currency are translated into the presentation currency as follows:

- Assets and liabilities are translated at the closing rate at the reporting date;
- Income and expenses are translated at average exchange rates for the period;
- Equity is translated using historical rates; and
- All resulting exchange differences are recognized in other comprehensive income as cumulative translation adjustments.

On consolidation, exchange differences arising from the translation of the net investment in the foreign entity are taken to the foreign exchange reserve included in Reserves. When a foreign operation is sold, such exchange differences are recognized in the statement of loss as part of the gain or loss on sale.

Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity. Common shares issued for consideration other than cash are valued based on their market value at the date the shares are issued.

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 more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The Company considers the fair value of common shares issued in a private placement to be the more easily measurable component and the common shares 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.

Share-based payment transactions

Warrants with the right to acquire common shares in the Company are typically issued through the Company's equity financing activities. Where finders' warrants are issued on a stand-alone basis, their fair values are measured on their issuance date using the Black-Scholes option pricing model and are recorded as both an increase to reserves and as a share issue cost.

When warrants are exercised, the cash proceeds along with the amount previously recorded in reserves are recorded as share capital.

Basic loss per share

Basic loss per share is computed using the weighted average number of common shares outstanding during the year. The computation of diluted earnings per share assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on earnings per share. The dilutive effect of convertible securities is reflected in diluted earnings per share by application of the "if converted" method. The effect of potential issuances of shares from the exercise of outstanding options and warrants would be anti-dilutive for the years presented and accordingly, basic and diluted losses per share are the same.

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3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Exploration and evaluation assets

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are expensed as incurred except for expenditures associated with the acquisition of exploration and evaluation assets through a business combination or asset acquisition which are recognized as assets. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in the consolidated statement of comprehensive loss.

Capitalized costs, including general and administrative costs, are only allocated to the extent that these costs can be related directly to operational activities in the relevant area of interest where they are considered likely to be recoverable by future exploitation or sale or where the activities have not reached a stage which permits a reasonable assessment of the existence of reserves.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of the exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

Impairment of non-financial assets

The carrying amount of the Company's long-lived assets (which include exploration and evaluation assets) is reviewed for impairment if there is any indication that the carrying amount may not be recoverable. If any such indication is present, the recoverable amount of the asset is estimated in order to determine whether impairment exists.

An asset's recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value, using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which estimates of future cash flows have not been adjusted. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

If the recoverable amount of an asset or cash generating unit is estimated to be less than its carrying amount, the carrying amount is reduced to the recoverable amount. Impairment is recognized immediately as a charge in the statement of comprehensive loss. Where an impairment subsequently reverses, the carrying amount is increased to the revised estimate of recoverable amount but only to the extent that this does not exceed the carrying value that would have been determined if no impairment had previously been recognized. A reversal is recognized as a recovery in the statement of comprehensive loss for the period.

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3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Significant estimates and assumptions

The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout these consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and further periods if the revision affects both current and future periods.

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

- The analysis of the functional currency for each entity of the Company. In concluding that the Canadian dollar is the functional currency of the parent, management considered both the funds from financing activities and the currency in which goods and services are paid. The functional currency of its subsidiary in Mexico is the Mexican peso and the functional currency of its subsidiary in USA is the US dollar. The Company chooses to report in Canadian dollar as the presentation currency;
- The assessment of indications of impairment of each mineral property and related determination of the net realized value and write-down of those properties where applicable; and
- The determination that the Company will continue as a going concern for the next year.

Income taxes

Current income tax:

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2024 and 2023

(Expressed in Canadian dollars, unless otherwise stated)

3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Income taxes (Continued)

Deferred income tax:

Deferred income tax is provided using the asset and liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Financial instruments

Financial Assets - Classification

The Company classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through Other Comprehensive Income (“OCI”), or through profit or loss (“FVTPL”), and
- Those to be measured at amortized cost.

The classification depends on the Company’s business model for managing the financial assets and contractual terms of the cash flows. For assets measured at fair value, gains or losses are recorded in profit or loss or OCI.

The Company has classified cash as subsequently measured at amortized cost. The Company classifies its marketable securities at FVTPL.

Financial Assets - Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, the transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of financial assets depends on their classification. These are the measurement categories under which the Company classifies its financial assets:

- Subsequently measured at amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

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3. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial Assets – Measurement (Continued)

- Fair value through OCI (“FVOCI”): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets’ cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains (losses). Interest income from these financial assets is included as finance income using the effective interest rate method.
- Fair value through profit or loss: Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss and presented net as revenue in the Statement of Loss and Comprehensive Loss in the period which it arises.

Impairment of Financial Assets at Amortized Cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses of the credit risk on the financial asset if it has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements loss and comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Financial Liabilities

The Company classifies its financial liabilities into the following categories: financial liabilities at FVTPL and amortized cost.

A financial liability is classified as FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized costs are recognized in profit or loss as incurred. The fair value changes to financial liabilities at FVTPL are presented as follows: the amount of change in fair value that is attributable to changes in the credit risk of the liability is presented in OCI; and the remaining amount of the change in the fair value is presented in profit or loss. The Company does not designate any financial liabilities at FVTPL.

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest rate method. The Company classifies its accounts payable and accrued liabilities and due to related parties as financial liabilities held at amortized cost.

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4. MARKETABLE SECURITIES

On February 1, 2023, the Company received 500,000 shares of Prismo Metals Inc. (“Prismo”) valued at \$212,500 pursuant to an option agreement entered into on January 28, 2023 for the Hot Breccia Property (Note 5(b)). During the year ended December 31, 2023, the Company sold 465,300 Prismo shares for net proceeds of \$83,419 and recognized a loss on trading securities of \$114,333. During the year ended December 31, 2024, the Company sold the remaining 34,700 Prismo shares for net proceeds of \$4,599 and recognized a loss on trading securities of \$433.

	December 31, 2024
Net changes in fair value on marketable securities through profit and loss:	
Balance as at December 31, 2022	\$ -
Shares received	212,500
Net proceeds from the sale of marketable securities	(83,419)
(Loss) on sale of marketable securities	(114,333)
Change in fair value	(9,716)
Balance as at December 31, 2023	5,032
Net proceeds from the sale of marketable securities	(4,599)
(Loss) on sale of marketable securities	(433)
Balance as at December 31, 2024	\$ -

5. EXPLORATION AND EVALUATION ASSETS (“E&E”)

(a) La Adelita Property, Mexico

On February 22, 2021, the Company signed an option agreement (the “Option Agreement”) with Minaurum Gold Inc. (“MGG”) whereby the Company earned an 80% interest in the La Adelita Property.

Pursuant to the Option Agreement, the Company was required to:

- a) issue 100,000 common shares to the original owner of the La Adelita Property (issued);
- b) issue to MGG common shares totaling 16% of its post-initial public offering shares outstanding while raising a minimum of \$4,000,000. (3,052,719 common shares were issued to MGG at a deemed share price of \$0.80 per share on February 25, 2022).
- c) make the following cash payments:
 - i. \$50,000 upon signing the Option Agreement (paid);
 - ii. \$43,333 reimbursement for the mining taxes (paid);
 - iii. \$25,000 by August 22, 2021 (paid); and
- d) incur \$3 million in work expenditures over five years (incurred).

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5. EXPLORATION AND EVALUATION ASSETS (“E&E”) (Continued)

(a) La Adelita Property, Mexico (Continued)

During the year ended December 31, 2023, the Company satisfied the terms of the Option Agreement and acquired an 80% interest in the property.

Pursuant to the Option Agreement, the Company also made a cash payment of \$100,000 in February 2022 to MGG to extend certain time frames under the Option Agreement.

MGG's 20% retained interest will be carried until the Company carries out a total of \$4.75 million in work expenditures, along with completing both a mineral resource calculation, in accordance with National Instrument 43-101, Standards of Disclosure for Mineral Projects, and a preliminary economic assessment.

The original owner retains a 2% net smelter royalty on the La Adelita Property.

(b) Hot Breccia Project, USA

On April 19, 2022, the Company entered into an Assignment and Amending Agreement (the “Agreement”) whereby the Company assumed the rights and obligations of an option agreement to acquire a 100% interest in the Hot Breccia Project in exchange for a cash payment of \$256,544 (US \$203,153) (paid).

On November 29, 2022 and on January 28, 2023, the Company amended the Agreement. To exercise the option agreement, and acquire a 100% interest in the Hot Breccia Project, the Company is required to:

- a) make cash payments in the aggregate of \$540,000:
 - i. \$65,000 on or before June 6, 2023 (incurred by Prismo);
 - ii. \$100,000 on or before January 31, 2024 (incurred by Prismo);
 - iii. \$100,000 on or before July 31, 2025; and
 - iv. \$275,000 on or before January 31, 2026.
- b) issue and deliver the Company’s common shares as follows:
 - i. 312,500 common shares upon the TSX-V approval (issued on May 9, 2022);
 - ii. 299,039 common shares on December 6, 2022 (issued on December 6, 2022);
 - iii. 125,000 common shares on January 31, 2024 (issued on January 17, 2024 (Note 6(b)));
 - iv. 500,000** common shares on January 31, 2025 (subsequently issued on January 29, 2025);
 - v. 875,000** common shares on January 31, 2026; and
 - vi. 750,000** common shares on January 31, 2027.

** Note that the Option Agreement does not have any share consolidation provision and therefore the shares to be issued after Consolidation remain unchanged.
- c) incur exploration expenditures in the aggregate of \$5,500,000 over the period of five years.

The vendor will retain a 2% net smelter return (“NSR”) on the Hot Breccia Project.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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5. EXPLORATION AND EVALUATION ASSETS (“E&E”) (Continued)

(b) Hot Breccia Project, USA (Continued)

On January 28, 2023, the Company signed a property option agreement with Prismo granting Prismo the option to acquire up to a 75% interest in the Hot Breccia Project by assuming all the cash payments and work commitment obligations remaining under the Agreement. Upon entering this option agreement, Prismo would pay \$350,000 in cash (received on February 2, 2023) and issue 500,000 Prismo shares (received on February 1, 2023), with the share value of \$212,500, to the Company (Note 4). On the completion of the required work commitment and cash payments by Prismo, and share issuances by the Company, Prismo and the Company will form a 75:25 participating joint venture to hold a 100% interest in the Hot Breccia Project, subject to the 2% NSR.

During the year ended December 31, 2023, the Company incurred gain of \$66,946 due to the value of the consideration received from Prismo exceeding the amount capitalized for the Hot Breccia Project.

(c) E&E expenditures

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are expensed as incurred except for expenditures associated with the acquisition of exploration and evaluation assets through a business combination or asset acquisition which are recognized as assets. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in the consolidated statement of comprehensive loss.

Exploration and evaluation assets	La Adelita (Mexico)	Hot Breccia (USA)	Total
Acquisition costs	\$	\$	\$
Balance, as of January 1, 2023	2,740,508	495,554	3,236,062
Option payment from Prismo	-	(495,554)	(495,554)
Balance, as of December 31, 2023	2,740,508	-	2,740,508
Share issuance	-	3,750	3,750
Balance, as of December 31, 2024	2,740,508	3,750	2,744,258

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(Expressed in Canadian dollars, unless otherwise stated)

5. EXPLORATION AND EVALUATION ASSETS (“E&E”) (Continued)

(c) E&E expenditures (Continued)

A summary of exploration and evaluation expenditures expensed during the years ended December 31, 2024 and 2023 is as follows:

Mineral exploration expenses for the years ended December 31, 2024	La Adelita (Mexico)	Hot Breccia (USA)	Total
	\$	\$	\$
Consulting and reporting	6,726	-	6,726
Geology and exploration	88,412	-	88,412
Other property related expenses	146	-	146
	95,284	-	95,284

Mineral exploration expenses for the years ended December 31, 2023	La Adelita (Mexico)	Hot Breccia (USA)	Total
	\$	\$	\$
Assay and analyses	95,145	-	95,145
Consulting and reporting	6,390	-	6,390
Drilling	481,071	-	481,071
Equipment rental	105,628	-	105,628
Geophysical	22,675	-	22,675
Mineral taxes	172,860	-	172,860
Geology and exploration	417,128	-	417,128
Other property related expenses	23,823	-	23,823
	1,324,720	-	1,324,720

Cumulative mineral exploration expenses up to December 31, 2024	La Adelita (Mexico)	Hot Breccia (USA)	Other	Total
	\$	\$	\$	\$
Assay and analyses	328,857	-	-	328,857
Consulting and reporting	79,490	2,541	-	82,031
Claim and land fees	103,536	56,992	20,729	181,257
Drilling	997,792	-	-	997,792
Equipment rental	131,511	-	-	131,511
Freight and transportation	15,530	-	-	15,530
Geophysical	192,928	-	-	192,928
Mineral taxes	372,338	-	-	372,338
Geology and exploration	1,516,083	36,622	-	1,552,705
Other property related expenses	37,340	-	-	37,340
	3,775,405	96,155	20,729	3,892,289

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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6. SHARE CAPITAL

(a) Authorized

As of December 31, 2024 and 2023, the authorized share capital was comprised of an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid. On April 18, 2024, the Company consolidated its common shares on a 2-for-1 basis (the "Consolidation"). All references to the number of shares, options, DSUs, RSUs, warrants, finder's warrants and their exercise prices are restated to reflect the Consolidation.

(b) Share issuances

For the year ended December 31, 2024

Common shares issued pursuant to exploration and evaluation assets and vested DSUs

On January 17, 2024, the Company issued 125,000 common shares valued at \$3,750 pursuant to the option agreement to acquire 100% interest in the Hot Breccia project (Note 5(b)).

On March 18, 2024 and March 25, 2024, the Company issued 437,500 and 50,000 common shares, respectively, pursuant to the vested DSUs valued at \$24,375.

Common shares issued pursuant to private placements

On June 6, 2024, the Company completed a non-brokered private placement by issuing 11,250,000 units at a price of \$0.04 per unit for gross proceeds of \$450,000. Each unit was comprised of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.06 per warrant share for a period of three years expiring on June 6, 2027. The Company incurred share issue costs of \$9,482 in connection with this financing.

For the year ended December 31, 2023

Common shares issued pursuant to private placements

On April 20, 2023, the Company closed the first tranche of a non-brokered private placement financing by issuing 10,526,208 units at a price of \$0.14 per unit, for gross proceeds of \$1,473,669. Each unit consisted of one common share of the Company and one common share purchase warrant of the Company. Each warrant entitles the holder to purchase one additional common share for a period of two years at a price of \$0.28 expiring on April 20, 2025.

On April 27, 2023, the Company closed the second and final tranche of the non-brokered private placement financing by issuing 1,398,856 units at a price of \$0.14 per unit, for gross proceeds of \$195,840. Each unit consisted of one common share of the Company and one common share purchase warrant of the Company. Each warrant entitles the holder to purchase one additional common share for a period of two years at a price of \$0.28 expiring on April 27, 2025.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2024 and 2023

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6. SHARE CAPITAL (Continued)

(b) Share issuances (Continued)

For the year ended December 31, 2023 (Continued)

The Company incurred cash finder's fees of \$84,482 and issued a total of 603,441 non-transferable share purchase warrants ("finder's warrants"), which each finder's warrant entitling the holder to purchase one common share at an exercise price of \$0.28. 523,021 of these finder's warrants expire on April 20, 2025 and were determined to have a fair value of \$44,980, while the remaining 80,420 finder's warrants expire on April 27, 2025 and were determined to have a fair value of \$7,399. The value of the finder's warrants was calculated using the Black-Scholes option pricing model. The Company incurred additional share issue costs of \$23,098 in connection with this financing.

(c) Escrow shares

4,396,301 common shares are subject to surplus escrow (of which 1,054,633 common shares have not been deposited into escrow), to be released as to 5% on March 16, 2022, 5% after six months, an additional 10% after 12 and 18 months, an additional 15% after 24 and 30 months, and the remaining 40% after 36 months. As of December 31, 2024, 1,336,667 common shares remained in escrow with the transfer agent.

Another 3,575,000 common shares are subject to value escrow, to be released as to 10% on March 16, 2022 and an additional 15% every six months thereafter over 36 months. As of December 31, 2024, 536,250 common shares remained in escrow.

(d) Equity incentive plan

In October 2022, the shareholders of the Company approved the adoption of a 10% rolling equity incentive plan (the "Plan") to include stock options, Deferred Share Units, Restricted Share Units, Performance Share Units, Share Appreciation Rights and Stock Purchase Rights.

(e) Deferred share units ("DSUs") and restricted share units ("RSUs")

During the year ended December 31, 2024:

On July 22, 2024, the Company granted 1,500,000 DSUs and 90,000 RSUs to its directors, officers and consultants, vesting on March 15, 2026.

During the year ended December 31, 2023, no DSUs or RSUs were granted.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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6. SHARE CAPITAL (Continued)

(e) Deferred share units (“DSUs”) and restricted share units (“RSUs”) (Continued)

DSU transactions and the number of DSUs for the year ended December 31, 2024 are summarized as follows:

Vesting date	December 31,		Vested and converted to	Expired / Cancelled	December 31,
	2023	Granted	common shares		
March 16, 2024	487,500	-	(487,500)	-	-
March 15, 2026	-	1,500,000	-	-	1,500,000
DSUs outstanding	487,500	1,500,000	(487,500)	-	1,500,000

DSU transactions and the number of DSUs for the year ended December 31, 2023 are summarized as follows:

Vesting date	December 31,		Vested and converted to	Expired / Cancelled	December 31,
	2022	Granted	common shares		
March 16, 2024	487,500	-	-	-	487,500
DSUs outstanding	487,500	-	-	-	487,500

RSU transactions and the number of RSUs for the year ended December 31, 2024 are summarized as follows:

Vesting date		December 31,		Vested and converted to	Expired / Cancelled	December 31,
		2023	Granted	common shares		
March 17, 2025	(b)	250,000	-	-	(100,000)	150,000
May 10, 2025		50,000	-	-	-	50,000
March 15, 2026	(a)	-	90,000	-	(30,000)	60,000
RSUs outstanding		300,000	90,000	-	(130,000)	260,000

(a) On September 30, 2024, 30,000 RSUs were forfeited.

(b) On December 31, 2024, 100,000 RSUs were forfeited.

RSU transactions and the number of RSUs for the year ended December 31, 2023 are summarized as follows:

Vesting date	December 31,		Vested and converted to	Expired / Cancelled	December 31,
	2022	Granted	common shares		
March 17, 2025	250,000	-	-	-	250,000
May 10, 2025	50,000	-	-	-	50,000
RSUs outstanding	300,000	-	-	-	300,000

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6. SHARE CAPITAL *(Continued)*

(e) Deferred share units (“DSUs”) and restricted share units (“RSUs”) *(Continued)*

For the year ended December 31, 2024, the Company recorded \$70,872 (2023 - \$194,733) of the share-based compensation in connection with DSUs and \$6,840 (2023 - \$79,866) in connection with RSUs. The compensation expense was calculated using the fair value method based on the trading price of the Company’s shares on the grant date.

On March 16, 2024, the Company’s 487,500 DSUs vested in full and the Company issued 437,500 and 50,000 common shares with a value of \$24,375 based on the fair value on the date of vest.

(f) Stock options

During the year ended December 31, 2024:

On July 22, 2024, the Company granted 975,000 options under the Company’s stock option plan to its directors, officers and consultants, with each option representing the right to receive one common share of the Company. The options are exercisable at a price of \$0.08 per share for a period of five years, vesting over 36 months with the first 1/3 on March 15, 2025 and then 1/3 every 12 months thereafter, and are subject to the policies of the Exchange and the Company’s stock option plan.

During the year ended December 31, 2023, the Company granted an aggregate of 708,333 stock options to purchase common shares in the Company to a certain officer and a consultant in accordance with the Company’s Plan. 500,000 of these stock options are exercisable at a price of \$0.16 per common share for a term of five years, vesting over 24 months with 1/4 every 6 months. The remaining 208,333 stock options are exercisable at a price of \$0.12 per common share for a term of five years, vesting over 36 months with 1/3 every 12 months.

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6. SHARE CAPITAL (Continued)

(f) Stock options (Continued)

As of December 31, 2024, there were 1,136,111 options exercisable.

For the year ended December 31, 2024, the Company recorded \$135,656 (2023 - \$246,151) of the share-based compensation in connection with stock options using the Black-Scholes pricing model.

The continuity of options for the year ended December 31, 2024 was as follows:

Expiry date	Exercise price	December 31, 2023	Granted	Expired / Exercised	Cancelled	December 31, 2024
March 16, 2027	\$ 0.80	987,500	-	-	-	987,500
May 9, 2027	\$ 0.80	50,000	-	-	-	50,000
April 24, 2028	\$ 0.16	500,000	-	-	-	500,000
June 15, 2028	\$ 0.12	208,333	-	-	-	208,333
July 22, 2029	\$ 0.08	-	975,000	-	(25,000)	950,000
Options outstanding		1,745,833	975,000	-	(25,000)	2,695,833
Options exercisable		470,833	-	-	-	1,136,111
Weighted average exercise price	\$	0.54	\$ 0.08	\$ -	\$ 0.08	\$ 0.38

As at December 31, 2024, the weighted average contractual remaining life of options is 3.34 years (December 31, 2023 – 3.68 years).

The continuity of options for the year ended December 31, 2023 was as follows:

Expiry date	Exercise price	December 31, 2022	Granted	Expired / Exercised	Cancelled	December 31, 2023
March 16, 2027	\$ 0.80	987,500	-	-	-	987,500
May 9, 2027	\$ 0.80	50,000	-	-	-	50,000
April 24, 2028	\$ 0.16	-	500,000	-	-	500,000
June 15, 2028	\$ 0.12	-	208,333	-	-	208,333
Options outstanding		1,037,500	708,333	-	-	1,745,833
Options exercisable		-	-	-	-	470,833
Weighted average exercise price	\$	0.80	\$ 0.15	\$ -	\$ -	\$ 0.54

(g) Warrants

The continuity of warrants for the year ended December 31, 2024 is as follows:

Expiry date	Exercise price	December 31, 2023	Issued	Expired / Exercised	December 31, 2024
July 19, 2024	\$ 0.90	2,590,087	-	(2,590,087)	-
August 5, 2024	\$ 0.90	259,389	-	(259,389)	-
December 12, 2024	\$ 0.44	299,531	-	(299,531)	-
April 20, 2025	* \$ 0.28	10,526,208	-	-	10,526,208
April 27, 2025	* \$ 0.28	1,398,857	-	-	1,398,857
June 6, 2027	\$ 0.06	-	11,250,000	-	11,250,000
Warrants outstanding		15,074,072	11,250,000	(3,149,007)	23,175,065
Weighted average exercise price	\$	0.40	\$ 0.06	\$ 0.86	\$ 0.17

*Subsequently to year-end, these warrants expired unexercised.

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6. SHARE CAPITAL (Continued)

(g) Warrants (Continued)

As at December 31, 2024, the weighted average contractual remaining life of warrants is 1.34 years (December 31, 2023 – 1.16 years).

The continuity of warrants for the year ended December 31, 2023 was as follows:

Expiry date	Exercise price	December 31, 2022	Issued	Exercised	Expired	December 31, 2023
September 20, 2023	\$ 1.20	271,875	-	-	(271,875)	-
September 24, 2023	\$ 1.20	621,875	-	-	(621,875)	-
October 7, 2023	\$ 1.20	518,125	-	-	(518,125)	-
October 25, 2023	\$ 1.20	81,253	-	-	(81,253)	-
July 19, 2024	\$ 0.90	2,590,087	-	-	-	2,590,087
August 5, 2024	\$ 0.90	259,389	-	-	-	259,389
December 12, 2024	\$ 0.44	299,531	-	-	-	299,531
April 20, 2025	\$ 0.28	-	10,526,208	-	-	10,526,208
April 27, 2025	\$ 0.28	-	1,398,857	-	-	1,398,857
Warrants outstanding		4,642,135	11,925,065	-	(1,493,128)	15,074,072
Weighted average exercise price	\$	0.97	\$ 0.28	\$ -	\$ 1.20	\$ 0.40

(h) Finder's warrants

The continuity of finder's warrants for the year ended December 31, 2024 is as follows:

Expiry date	Exercise price	December 31, 2023	Issued	Exercised	Expired	December 31, 2024
July 19, 2024	\$ 0.40	92,750	-	-	(92,750)	-
December 12, 2024	\$ 0.26	7,000	-	-	(7,000)	-
April 20, 2025	* \$ 0.28	523,021	-	-	-	523,021
April 27, 2025	* \$ 0.28	80,420	-	-	-	80,420
Finder's warrants outstanding		703,191	-	-	(99,750)	603,441
Weighted average exercise price	\$	0.30	\$ -	\$ -	\$ 0.39	\$ 0.28

*Subsequently to year-end, these finder's warrants expired unexercised.

As at December 31, 2024, the weighted average contractual remaining life of finder's warrants is 0.30 years (December 31, 2023 – 1.20 years).

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6. SHARE CAPITAL (Continued)

(h) Finder's warrants (Continued)

The continuity of finder's warrants for the year ended December 31, 2023 was as follows:

Expiry date	Exercise price	December 31, 2022	Issued	Exercised	Expired	December 31, 2023
September 20, 2023	\$ 1.20	8,313	-	-	(8,313)	-
September 24, 2023	\$ 1.20	87,063	-	-	(87,063)	-
October 7, 2023	\$ 1.20	46,988	-	-	(46,988)	-
October 25, 2023	\$ 1.20	7,263	-	-	(7,263)	-
July 19, 2024	\$ 0.40	92,750	-	-	-	92,750
December 12, 2024	\$ 0.26	7,000	-	-	-	7,000
April 20, 2025	\$ 0.28	-	523,021	-	-	523,021
April 27, 2025	\$ 0.28	-	80,420	-	-	80,420
Finder's warrants outstanding		249,377	603,441	-	(149,627)	703,191
Weighted average exercise price	\$	0.88	\$ 0.28	\$	- \$ 1.20	\$ 0.30

(i) Fair value assumptions

The fair value of options and finder's warrants granted was estimated on the date of grant using the Black-Scholes pricing model. The Company estimated the volatility of the underlying common shares by analyzing the Company's volatility as well as the volatility of peer group public companies with similar corporate structure, E&E assets and size. The weighted average assumptions used to estimate the fair value of options and finder's warrants granted during the years ended December 31, 2024 and 2023 are as follows:

	Options		Finder's Warrants	
	2024	2023	2024	2023
Risk-free interest rate	3.88%	3.08% - 3.64%	-	3.80% - 3.86%
Expected life (in years)	5.0	5.0	-	2.0
Annualized volatility	194.54%	101.27% - 102.78%	-	148.04% - 148.56%
Share price (\$)	\$0.075	\$0.12 - \$0.14	-	\$0.14 - \$0.15
Exercise price (\$)	\$0.08	\$0.12 - \$0.16	-	\$0.28
Fair value of options/warrants assigned (\$)	\$0.068	\$0.092 - \$0.106	-	\$0.086 - \$0.092

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7. RELATED PARTY TRANSACTIONS

(a) Key management compensation

Key management includes the Company's directors and senior management. During the years ended December 31, 2024 and 2023, the following compensation and benefits were paid to or accrued for the key management personnel and entities over which they have control or significant influence:

	Years Ended December 31, 2024			Years Ended December 31, 2023		
	Cash payments or accrued compensation	Share Based Compensation ⁽⁶⁾	Total	Cash payments or accrued compensation	Share Based Compensation ⁽⁶⁾	Total
Steve Robertson ⁽¹⁾ Chairman, Director, Former Chief Executive Officer	\$ -	\$ 42,105	\$ 42,105	\$ 33,625	\$ 120,020	\$ 153,645
Melinda Hsu ⁽²⁾ Former Chief Financial Officer	\$ -	\$ 17,111	\$ 17,111	\$ 12,500	\$ 22,017	\$ 34,517
Matthew Hudson ⁽³⁾ President, Chief Executive Officer	\$ 240,000	\$ 26,527	\$ 266,527	\$ 220,000	\$ 32,944	\$ 252,944
Michael Wood ⁽⁴⁾ Chief Financial Officer, Corporate Secretary, Director	\$ 84,000	\$ 19,027	\$ 103,027	\$ 77,000	\$ 37,506	\$ 114,506
Directors ⁽⁵⁾	\$ -	\$ 63,376	\$ 63,376	\$ 6,133	\$ 135,022	\$ 141,155
Total	\$ 324,000	\$ 168,146	\$ 492,146	\$ 349,258	\$ 347,509	\$ 696,767

Due to related parties (also see Note 7(b))

		As at December 31, 2024	As at December 31, 2023
	Services for:		
Aerospace Industries Pty Ltd. ⁽³⁾	Management fee	\$ 240,000	\$ 60,000
Athena Jade Ltd. ⁽⁴⁾	Management fee	104,000	28,000
Cassiar Gold Corp. ^(Note 7c)	Office shared costs	6,657	6,657
Total		\$ 350,657	\$ 94,657

- (1) Steve Robertson ceased to be the Chief Executive Officer of the Company on February 1, 2023, and was appointed as the Chairman and remained as a Director of the Company. Mr. Robertson's management fees were paid to Western Blue Sky Management Corp., a private company controlled by Mr. Robertson. As part of the termination agreement with Mr. Robertson for ceasing to be the Chief Executive Officer, the Company was to issue 250,000 common shares to Mr. Robertson. On April 27, 2023, the Company issued 250,000 units of the Company to Mr. Robertson's company as part of its private placement (Note 6(b)).
- (2) Melinda Hsu ceased to be the Chief Financial Officer of the Company on January 31, 2023. Ms. Hsu's consulting fees were paid to AMICA Resource Inc., a private company controlled by Ms. Hsu.

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7. RELATED PARTY TRANSACTIONS *(Continued)*

(a) Key management compensation *(Continued)*

- (3) Matthew Hudson was appointed as the President and the Chief Executive Officer effective February 1, 2023. Mr. Hudson's management fees were paid to Aerospace Industries Pty Ltd., a private company controlled by Mr. Hudson. On March 11, 2025, Mr. Hudson resigned from being the President, Chief Executive Officer and director of the Company. On February 28, 2025, Mr. Hudson assigned the amount owing to him to a third party at arm's length to Mr. Hudson and to the Company.
- (4) Michael Wood was appointed as the Chief Financial Officer and the Corporate Secretary effective February 1, 2023. Mr. Wood's management fees were paid to Athena Jade Ltd., a private company controlled by Mr. Wood. On March 1, 2025, Mr. Wood assigned the amount owing to him to a third party at arm's length party to Mr. Wood and to the Company.
- (5) During the year ended December 31, 2024, there was \$nil of investor relation related fees (2023 – \$6,133) paid to Emerging Markets Capital, a private company related to a director and a former director.
- (6) Fair value assigned to granted options, DSUs and RSUs during the year ended December 31, 2024 and 2023.

All related party transactions are in the normal course of operations and have been measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

(b) Due to former related parties

Pursuant to a prior amalgamation agreement, certain shareholders of BSH were permitted to retain loans of \$53,500 under certain terms and conditions as of December 31, 2023 and December 31, 2024.

(c) Vancouver Office

The Company, Cassiar Gold Corp. and Reyna Silver Corp. have certain directors in common. These companies shared office space and certain office expenditures from June 1, 2022 to June 30, 2024. During the year ended December 31, 2024, the Company shared \$nil (2023 - \$29,542) of rent and \$nil (2023 - \$416) of office expenses.

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8. SEGMENTED FINANCIAL INFORMATION

The Company operates in one industry segment, being the acquisition and exploration of mineral properties (Note 5). Geographic information is as follows:

	December 31, 2024	December 31, 2023
Balance as at	\$	\$
Non-current assets		
Mexico	3,008,586	3,171,640
USA	3,750	-
	<u>3,012,336</u>	<u>3,171,640</u>
	Years Ended December 31, 2024	2023
Mineral exploration expense	\$	\$
Mexico	95,284	1,324,720
	<u>95,284</u>	<u>1,324,720</u>

9. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments are exposed to certain financial risks, including credit risk, interest rate risk and liquidity risk.

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its bank accounts. The Company's bank accounts are held with major banks in Canada and Mexico; accordingly, the Company believes it is not exposed to significant credit risk.

(b) Interest rate risk

Interest rate risk is the risk of losses that arise as a result of changes in contracted interest rates. The Company is not exposed to significant interest rate risk.

(c) Liquidity risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they come due. As of December 31, 2024, the Company had a cash balance of \$130,789 (December 31, 2023 - \$26,284), current liabilities of \$911,103 (December 31, 2023 - \$715,885) and a working capital deficit of \$753,347 (December 31, 2023 - \$601,354). The Company is exposed to liquidity risk as of December 31, 2024.

(d) Currency risk

The Company's property interests in Mexico and the USA make it subject to foreign currency fluctuations and inflationary pressures which may adversely affect the Company's financial position, results of operations and cash flows. The Company is affected by changes in exchange rates between the Canadian dollar and the Mexican pesos as well as the US dollar. The Company does not invest in foreign currency contracts to mitigate the risks. As of December 31, 2024, the Company has net monetary liabilities of approximately 5,399,060 in Mexican pesos and \$519 in US dollars. A 1% change in the absolute rate of exchange in Mexican pesos and US dollar, respectively, would affect its net loss by approximately \$3,700.

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9. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Continued)

(e) Fair value measurement

IFRS 7 establishes that financial assets and liabilities that are recognized on the balance sheet at fair value can be classified in a hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's marketable securities were classified as a level 1 financial instrument.

The following table sets forth the Company's financial assets measured at fair value by level within the fair value hierarchy.

As at December 31, 2024	Level 1	Level 2	Level 3	Total
Assets:				
Marketable securities	\$ -	\$ -	\$ -	-

As at December 31, 2023	Level 1	Level 2	Level 3	Total
Assets:				
Marketable securities	\$ 5,032	\$ -	\$ -	5,032

10. CAPITAL MANAGEMENT

The Company's capital consists of shareholders' equity. The Company's objective when managing capital is to maintain adequate levels of funding to support the development of its businesses and maintain the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity financing and incurring debt. Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future. The Company invests all capital that is surplus to its immediate operational needs in short-term, highly liquid, high-grade financial instruments. There were no changes to the Company's approach to capital management during the period. The Company is not subject to externally imposed capital requirements.

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11. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2024	2023
	\$	\$
Net loss for the year	(969,031)	(2,995,100)
Statutory tax rate	28.28%	28.28%
Expected income tax recovery	(266,806)	(847,117)
Effect of deductible and non-deductible amounts	58,443	128,827
True up of prior year differences	258,389	(56,841)
Change in valuation allowance	(50,026)	775,131
Income tax recovery	-	-

The components of the Company's deferred income tax assets and liabilities are estimated as follows:

Balance as at	2024	2023
	\$	\$
Loss carry-forwards	2,870,816	2,183,711
Marketable securities	-	2,623
Share issuance costs	33,184	47,201
Capital losses	16,805	15,435
Exploration and evaluation assets	(739,937)	(18,076)
	2,180,868	2,230,894
Valuation allowance	(2,180,868)	(2,230,894)
Net deferred income tax assets	-	-

The Company's Canadian non-capital loss carry-forwards of \$10,318,189 expire between 2041 and 2044. The Company also has loss carry-forwards in Mexico of \$283,016.

12. SUBSEQUENT EVENTS

On January 29, 2025, the Company issued 500,000 common shares pursuant to the Hot Breccia option agreement (Note 5(b)).