



**Condensed Consolidated Interim Financial Statements**  
**For the three and six months ended June 30, 2021 and 2020**

**Explanatory Note for Refiling**

Guanajuato Silver Company Ltd. is refiling its condensed consolidated interim financial statements for the three and six months ended June 30, 2021 in order to correct typographical errors in note 6, 8 and 9 where duplicate tables were presented which did not impact amounts reported on the condensed consolidated interim statements of financial position or the condensed consolidated interim statements of loss and comprehensive loss, changes in equity and cash flows.

## **NOTICE OF NO AUDITOR REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed consolidated interim financial statements, they must be accompanied by a notice indicating that the condensed consolidated interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management, reviewed by the Audit Committee and approved by the Board of Directors. The Company's independent auditor has not performed a review of these condensed consolidated interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor

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## Condensed consolidated interim statements of financial position

(Expressed in Canadian dollars)

(Unaudited)

	June 30, 2021	December 31, 2020
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents (note 5)	\$ 5,455,156	\$ 5,321,927
Amounts receivable (note 6)	3,005,244	106,531
Prepaid expenses and deposits	863,571	274,212
	<b>9,323,971</b>	<b>5,702,670</b>
<b>Non-current assets</b>		
Advances receivable (note 7)	-	251,408
Deposits (note 8 (a))	-	638,750
Property, plant and equipment (note 8)	20,015,916	138,562
Mineral Properties (note 8)	15,022,028	70,698
Exploration and evaluation assets (note 8)	3,454,333	3,440,135
<b>Total assets</b>	<b>\$ 47,816,247</b>	<b>\$ 10,242,223</b>
<b>LIABILITIES</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities	\$ 779,989	\$ 247,161
Promissory note payable (note 8 (a))	2,855,858	-
Current portion of loan payable (note 9)	84,698	8,181
Current portion of lease liabilities (note 10)	84,672	-
	<b>3,805,217</b>	<b>255,342</b>
<b>Non-current liabilities</b>		
Loan Payable (note 9)	160,037	19,519
Lease Liabilities (note 10)	349,592	-
Provision for reclamation and rehabilitation (note 11)	5,787,000	-
Other long term liabilities (note 8 (a)(i))	1,241,240	-
<b>Total liabilities</b>	<b>11,343,086</b>	<b>274,861</b>
<b>SHAREHOLDERS' EQUITY</b>		
Share capital (note 12)	70,707,826	44,241,396
Reserves (note 13)	20,497,021	13,298,138
Share subscriptions received	54,000	2,035,964
Deficit	(54,785,686)	(49,608,136)
<b>Total shareholders' equity</b>	<b>36,473,161</b>	<b>9,967,362</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 47,816,247</b>	<b>\$ 10,242,223</b>

Commitments and contingencies (note 15 and 8 (a) (i and ii))

Subsequent events (note 9(b) and 19)

**"James Anderson"**

Director

**"Ramon Davila"**

Director

The accompanying notes are an integral part of these financial statements

Condensed consolidated interim statements of loss and comprehensive loss  
 For the three and six months ended June 30, 2021 and 2020  
 (Expressed in Canadian dollars)  
 (Unaudited)

	For the three months ended		For the six months ended	
	June 30, 2021	June 30, 2020	June 30, 2021	June 30, 2020
<b>EXPENSES</b>				
Depreciation and amortization (note 8)	\$ 168,578	\$ 1,749	\$ 188,662	\$ 3,227
Management and consulting fees	129,936	94,931	253,620	139,055
General exploration	313,852	6,061	1,080,487	43,922
General and administrative	396,400	23,423	464,358	46,640
Professional fees	228,068	50,163	356,837	117,000
Share based compensation	546,495	72,132	1,946,157	84,652
Regulatory	70,812	20,332	56,828	24,533
Travel	7,789	1,852	11,944	14,897
Advertising and promotion	105,047	34,606	244,351	34,606
Salaries, bonus and benefits	69,303	-	142,505	-
	<b>2,036,281</b>	305,249	<b>4,745,750</b>	508,532
<b>OTHER EXPENSES (INCOME)</b>				
Interest income	(81)	(824)	(261)	(1,731)
Interest expense	462	-	1,680	-
Accretion lease liability	7,538	-	7,538	-
Gain on settlement of debt (note 12(b))	-	(14,793)	(7,955)	(14,793)
Loss on commodities (note 5)	7,643	-	7,643	-
Impairment of advance receivable (note 7)	251,409	-	251,409	-
Foreign exchange (gain) loss	(24,350)	8,252	171,747	3,054
	<b>242,620</b>	(7,365)	<b>431,800</b>	(13,470)
<b>NET LOSS FOR THE PERIOD</b>	<b>\$ 2,278,901</b>	\$ 297,884	<b>\$ 5,177,550</b>	\$ 495,062
<b>TOTAL COMPREHENSIVE LOSS FOR THE PERIOD</b>	<b>\$ 2,278,901</b>	\$ 297,884	<b>\$ 5,177,550</b>	\$ 495,062
Basic net loss per share	\$ 0.01	\$ 0.00	\$ 0.03	\$ 0.01
Weighted average number of common shares outstanding	<b>195,274,906</b>	62,545,001	<b>161,017,332</b>	61,155,180

The accompanying notes are an integral part of these financial statements

Condensed consolidated interim statements of changes in equity  
 For the three and six months ended June 30, 2021 and 2020  
 (Expressed in Canadian dollars)  
 (Unaudited)

	Number of Common Shares	Reserves				Total	Accumulated Deficit	TOTAL SHAREHOLDERS' EQUITY
		Common Shares	Share subscriptions	Equity settled share-based payments	Warrants			
<b>Balance, Dec 31, 2019</b>	<b>59,664,089</b>	<b>\$ 38,468,898</b>	<b>\$ -</b>	<b>\$ 9,399,336</b>	<b>\$ 1,578,308</b>	<b>\$ 10,977,644</b>	<b>\$ (47,407,775)</b>	<b>\$ 2,038,767</b>
Shares issued on settlement of debt	403,640	20,183	-	-	-	-	-	20,183
Exercise warrants for cash	18,425,555	1,715,950	-	-	-	-	-	1,715,950
Share-based compensation	-	-	-	84,652	-	84,652	-	84,652
Net loss for the period	-	-	-	-	-	-	(495,062)	(495,062)
<b>Balance, June, 2020</b>	<b>78,493,284</b>	<b>40,205,031</b>	<b>-</b>	<b>9,483,988</b>	<b>1,578,308</b>	<b>11,062,296</b>	<b>(47,902,837)</b>	<b>3,364,490</b>
Private placement	25,641,902	2,867,253	-	-	1,107,241	1,107,241	-	3,974,494
Share issue cost	214,665	(256,665)	-	-	119,542	119,542	-	(137,123)
Units issued for royalty repurchased	3,750,000	862,500	-	-	-	-	-	862,500
Exercise warrants for cash	2,937,500	563,277	-	-	(269,528)	(269,528)	-	293,749
Fair value warrants issued for royalty	-	-	-	-	840,585	840,585	-	840,585
Share-based compensation	-	-	-	438,002	-	438,002	-	438,002
Net loss for the period	-	-	-	-	-	-	(1,705,299)	(1,705,299)
Subscriptions received	-	-	2,035,964	-	-	-	-	2,035,964
<b>Balance, December 31, 2020</b>	<b>111,037,351</b>	<b>\$ 44,241,396</b>	<b>\$ 2,035,964</b>	<b>\$ 9,921,990</b>	<b>\$ 3,376,148</b>	<b>\$ 13,298,138</b>	<b>\$ (49,608,136)</b>	<b>\$ 9,967,362</b>
Private placement (note 12)	56,500,000	11,980,749	(2,035,964)	-	4,969,251	4,969,251	-	14,914,036
Share issue cost (note 12)	518,139	(1,011,980)	-	-	670,141	670,141	-	(341,839)
Shares issued on asset acquisition (note 8)	21,331,058	12,372,012	-	-	-	-	-	12,372,012
Exercise options for cash (note 13)	1,233,334	269,675	-	-	(79,049)	(79,049)	-	190,626
Exercise warrants for cash (note 13)	10,490,590	2,855,974	-	-	(307,617)	(307,617)	-	2,548,357
Shares subscription received	-	-	54,000	-	-	-	-	54,000
Share-based compensation	-	-	-	1,946,157	-	1,946,157	-	1,946,157
Net loss for the period	-	-	-	-	-	-	(5,177,550)	(5,177,550)
<b>Balance, June 30, 2021</b>	<b>201,110,472</b>	<b>\$ 70,707,826</b>	<b>\$ 54,000</b>	<b>\$ 11,868,147</b>	<b>\$ 8,628,874</b>	<b>\$ 20,497,021</b>	<b>\$ (54,785,686)</b>	<b>\$ 36,473,161</b>

The accompanying notes are an integral part of these financial statements

Condensed consolidated interim statements of cash flows  
 For the three and six months ended June 30, 2021 and 2020  
 (Expressed in Canadian dollars)  
 (Unaudited)

	Three months ended		Six months ended	
	June 30, 2021	June 30, 2020	June 30, 2021	June 30, 2020
<b>Operating activities</b>				
Net loss for the period	\$ (2,278,901)	\$ (297,884)	\$ (5,177,550)	\$ (495,062)
Items not involving cash and cash equivalents:				
Depreciation and amortization	173,251	1,749	193,335	3,227
Accretion	7,538	-	7,538	-
Gain on settlement of debt	7,955	-	-	-
Interest expense	-	-	-	-
Impairment of advance receivable	251,408	-	251,408	-
Share-based compensation	546,495	72,132	1,946,157	84,652
Unrealized foreign exchange	(79,218)	-	80,636	-
Changes in non-cash operating working capital:				
Amounts receivable	(2,757,984)	(403)	(2,898,713)	4,151
Prepaid expenses and deposits	(680,000)	1,988	(589,359)	(2,873)
Accounts payable and accrued liabilities	528,857	(30,814)	583,532	(59,338)
Net cash and cash equivalents used in operating activities	(4,280,600)	(253,232)	(5,603,017)	(465,243)
<b>Investing activities</b>				
Acquisition of property, plant and equipment	(1,796,323)	(1,295)	(2,077,630)	(5,335)
Acquisition of the El Cubo Complex (note 8 (a))	(9,419,550)	-	(9,419,550)	-
Net cash and cash equivalents used in investing activities	(11,193,101)	(1,295)	(11,497,180)	(5,335)
<b>Financing activities</b>				
Proceeds from issuance of units	-	1,715,950	14,914,036	1,715,950
Share issuance costs	-	-	(341,839)	-
Proceeds from the exercise of options and warrants	1,730,578	-	2,738,982	-
Share subscriptions received	(46,000)	-	54,000	-
Repayment of loan payable	(9,443)	-	(12,381)	-
Payments of lease obligations	(24,227)	-	(24,227)	-
Net cash and cash equivalents provided by financing activities	1,650,908	1,715,950	17,328,571	1,715,950
Effect on cash and cash equivalents of foreign exchange	64,709	709	(95,145)	709
Change in cash and cash equivalents	(13,822,793)	1,461,423	228,374	1,245,372
Cash and cash equivalents, beginning of period	19,213,240	328,228	5,321,927	544,279
Cash and cash equivalents, end of period	\$ 5,455,156	\$ 1,790,360	\$ 5,455,156	\$ 1,790,360
<b>Cash and cash equivalents are consisted of:</b>				
Cash	\$ 4,906,566	\$ 1,790,360	\$ 4,906,566	\$ 1,790,360
Redeemable guaranteed investment certificate ("GIC")	111,540	-	111,540	-
Ounces of gold	437,050	-	437,050	-
Total cash and cash equivalents	\$ 5,455,156	\$ 1,790,360	\$ 5,455,156	\$ 1,790,360
<b>Non-cash investing and financing activities:</b>				
Closure and reclamation provision	\$ 5,787,000	\$ -	\$ 5,787,000	\$ -
Contingent liability on El Cubo Complex acquisition	\$ 1,241,240	\$ -	\$ 1,241,240	\$ -
Promissory note on El Cubo Complex acquisition	\$ 2,775,221	\$ -	\$ 2,775,221	\$ -
Shares and warrants issued for finders' fees	\$ -	\$ -	\$ 1,218	\$ -
Shares issued on El Cubo Complex acquisition	\$ 12,372,013	\$ -	\$ 12,372,013	\$ -
Shares issued on settlement of debt	\$ -	\$ -	\$ -	\$ 20,183

The accompanying notes are an integral part of these financial statements

### 1. NATURE OF OPERATIONS AND GOING CONCERN

Guanajuato Silver Company Ltd. is the ultimate parent company of its subsidiary group (collectively, the "Company" or "GSilver") and is a publicly traded corporation, incorporated in Canada, with its head office located at 578 – 999 Canada Place, Vancouver, BC, V6E 3C1. GSilver's common shares are listed on the TSX Venture Exchange under the symbol "GSVR" and on the OTCQB under the symbol "GSVR.F".

The Company is engaged in reactivating past producing silver and gold mines near the city of Guanajuato, Mexico. The Company is in the process of refurbishing two sites in central Mexico: the El Cubo Mine and the El Pinguico Project (collectively, the "Combined Project). The Company's El Cubo mine and mill (the "El Cubo Complex"), recently acquired for \$18,188,800 (US\$15,000,000), was producing gold and silver concentrate up until November 2019 when it was put on care and maintenance by its previous owner. Eight Kilometres from the El Cubo mine is the Company's El Pinguico Project which was a producing mine until 1913 when operations ceased due to the Mexican revolution, leaving accessible surface and underground stockpiles. The Company filed a positive Preliminary Economic Assessment on the Combined Project resource estimate and is currently refurbishing the El Cubo Complex.

The Company also owns several exploration properties in Mexico: Patito I & II, Analy I & II and the Three Amigos. Patito I & II are located approximately 1.5 kilometres southwest and 3.0 kilometres due south, respectively, of the El Pinguico mine project. Analy I & II are located 100 kilometres east of the city of Guanajuato and the Three Amigos, comprised of three mining concessions – El Ruso, Ysabela and Camila – located near the northern boundary between the States of Guanajuato and Queretaro in central Mexico. Additionally, as part of the Endeavour transaction, the Company acquired an additional 48 mining claims.

#### *COVID-19 Uncertainties*

The Company implemented measures to minimize the risks of the COVID-19 virus, both to employees and to the business. The Company is following government health protocols and is closely monitoring the pandemic with local health authorities. The Company has posted health advisories to educate employees about the COVID-19 symptoms, best practices to avoid contracting and spreading the virus, and procedures to follow if symptoms are experienced and infection detected.

Given that the COVID-19 global pandemic is dynamic and, given that the ultimate duration and severity of the pandemic remains unclear, there is increased uncertainty regarding both the timing of and the estimated costs regarding the Company's anticipated commencement of production at its El Cubo operations in Q4, 2021. Globally, and in Mexico, positive COVID-19 continues to spread at a significant rate, while the availability and effectiveness of vaccine distribution and the extent of travel and quarantine restrictions imposed by governments of affected countries remains uncertain. A local outbreak that results in an impediment to supply or market logistics or a change in government health orders remains a significant risk.

In particular, the continued spread of COVID-19 globally could materially and adversely impact the Company's business including without limitation, impacts related to employee health, restrictions on travel, the availability of industry experts and personnel, restrictions on mining and processing operations and drill programs, the ability of third parties to meet their obligations to the Company, and other factors that will depend on future developments beyond the Company's control. In addition, the COVID 19 pandemic could adversely affect the economies and financial markets of many countries (including those in which the Company operates), resulting in an economic downturn that could negatively impact the Company's operating results and ability to raise capital.

As of June 30, 2021, the Company held \$5,455,156 million in cash and \$5,518,754 million in working capital. Management believes there is sufficient working capital to meet the Company's current obligations, however the ultimate duration of the COVID pandemic remains uncertain and it, as well as other potential unforeseen developments, could impact the financial liquidity of the Company.

#### *Going concern*

These consolidated financial statements have been prepared on the 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. As of June 30, 2021, the Company has no source of recurring revenue, generates negative cash flows from operating activities, and has an accumulated deficit of \$54,785,686. These factors raise doubt about the Company's ability to continue as a going concern. The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company.

## 1. NATURE OF OPERATIONS AND GOING CONCERN (continued)

These consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and consolidated statement of financial position classifications that would be necessary were the going concern assumption inappropriate, and these adjustments could be material.

## 2. BASIS OF PREPARATION

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standards ("IAS") 34 - *Interim Financial Reporting*, as issued by the International Accounting Standards Board ("IASB"). As a result, these unaudited condensed interim consolidated financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the IASB have been condensed with certain disclosures from the Annual Financial Statements omitted. Accordingly, these unaudited condensed consolidated interim financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2020 (the "Annual Financial Statements").

The accounting policies and critical estimates applied by the Company in these condensed consolidated interim financial statements are the same as those applied in the most recent annual consolidated financial statements, except for the note 3 (d) Mineral properties, plant and equipment. These condensed consolidated interim financial statements do not include all the information required for full annual financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of changes in the Company's financial position and performance since the most recent annual consolidated financial statements. The Company's interim results are not necessarily indicative of its results for a full year.

These condensed consolidated interim financial statements were approved by the Company's Board of Directors on August 26, 2021.

## 3. SIGNIFICANT ACCOUNTING POLICIES

### a) Basis of Consolidation

The accounts of the Company and its subsidiaries, which are controlled by the Company, have been included in these condensed consolidated interim financial statements. Control is achieved when the Company is exposed, or has rights, to variable returns from the investee and when the Company has the ability to affect those returns through its power over the investee. Subsidiaries are included in the consolidated financial results of the Company from the effective date of acquisition up to the effective date of disposition or loss of control. The principal subsidiaries of the Company and their geographic locations at June 30, 2021 were as follows:

Subsidiary	Location	Ownership Interest	Accounting	Principal Activity
CanMex Silver S.A. de C.V.	Mexico	98%	Consolidated	Exploration Company
Obras Mineras El Pinguico S.A. de C.V.	Mexico	100%	Consolidated	Mining Company
Compania Minera Nivel Siete S.A. de C.V.	Mexico	100%	Consolidated	Inactive

### b) Presentation and functional currency

The functional and presentation currency of the Company and each of its subsidiaries is the Canadian dollar ("CND").

### c) Basis of measurement

These condensed interim consolidated financial statements have been prepared using the historical cost basis except for certain financial instruments which are measured at fair value at the end of each reporting period. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### d) Mineral properties, plant and equipment

On initial acquisition, mineral properties, plant and equipment are valued at cost, being the purchase price and the directly attributable costs of acquisition or construction required to bring the asset to the location and condition necessary for the asset to be capable of operating in the manner intended by management. When provisions for closure and decommissioning are recognized, the corresponding cost is capitalized as part of the cost of the related assets, representing part of the cost of acquiring the future economic benefits of the operation. The capitalized cost of closure and decommissioning activities is recognized in mineral property, plant and equipment and is depreciated accordingly.

In subsequent periods, buildings, plant and equipment are stated at cost less accumulated depreciation and any impairment in value, whilst land is stated at cost less any impairment in value and is not depreciated.

Each asset's or part's estimated useful life has due regard to both its own physical life limitations and the present assessment of economically recoverable reserves of the mine property at which the item is located, and to possible future variations in those assessments. Estimates of remaining useful lives and residual values are reviewed annually. Changes in estimates are accounted for prospectively.

The net carrying amounts of mineral property, land, buildings, plant, and equipment are reviewed for impairment at the cash-generating unit level when events and changes in circumstances indicate that the carrying amounts may not be recoverable to the extent that these values exceed their recoverable amounts, that excess is recorded as an impairment provision in the period in which this is determined.

Where an asset or part of an asset is replaced and it is probable that future economic benefits associated with the item will be available to the Company, the expenditure is capitalized and the carrying amount of the item replaced derecognized. Similarly, overhaul costs associated with major maintenance are capitalized and depreciated over their useful lives where it is probable that future economic benefits will be available and any remaining carrying amounts of the cost of previous overhauls are derecognized. All other costs are expensed as incurred.

When an item of mineral property, plant and equipment is disposed of, it is derecognized and the difference between its carrying value and net sales proceeds is disclosed as earnings or loss on disposal in the statement of loss and comprehensive loss. Any items of mineral property, plant or equipment that cease to have future economic benefits are derecognized with any gain or loss included in the financial year in which the item is derecognized.

#### e) Leases

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognizes a right-of-use asset ("RoU asset") and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (such as tablets and personal computers, small items of office furniture and telephones). For short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognizes a right-of-use asset ("RoU asset") and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets (such as tablets and personal computers, small items of office furniture and telephones). For short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The RoU asset is initially measured based on the present value of lease payments, plus initial direct cost, less any incentives received. It is subsequently measured at cost less accumulated depreciation, impairment losses and adjusted for certain remeasurements of the lease liability. The RoU asset is depreciated from the commencement date over the shorter of the lease term or the useful life of the underlying asset. The RoU asset is subject to testing for impairment if there is an indicator of impairment.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by the interest rate implicit in the lease, or if that rate cannot be readily determined, the incremental borrowing rate. The incremental borrowing rate is the rate which the operation would have to pay to borrow over a similar term and with similar security, the funds necessary to obtain an asset of similar value to the RoU asset in a similar economic environment.

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### e) Leases (continued)

Lease payments included in the measurement of the lease liability are comprised of:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee;
- the exercise price under a purchase option that the Company is reasonably certain to exercise;
- lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option; and
- penalties for early termination of a lease unless the Company is reasonably certain not to terminate early

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payments made. It is remeasured when there is a change in future lease payments arising from a change in an index or a rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

Variable lease payments that do not depend on an index or a rate not included in the initial measurement of the ROU asset and lease liability are recognized as an expense in the consolidated statement of income in the period in which they are incurred.

The ROU assets are presented within "Plant and equipment" and the lease liabilities are presented in "Lease liabilities" on the balance sheet.

#### f) New accounting standards issued but not yet effective

On May 14, 2020, the IASB published a narrow scope amendment to IAS 16 Property, Plant and Equipment - Proceeds before Intended Use. The amendment prohibits deducting from the cost of property, plant and equipment amounts received from selling items produced while preparing the asset for its intended use. Instead, amounts received will be recognized as sales proceeds and related cost in profit or loss. The effective date is for annual periods beginning on or after January 1, 2022, with early adoption permissible. The Company is assessing the effect of the narrow scope amendment on its consolidated financial statements and the possibility of early adoption.

### 4. ESTIMATES, ASSUMPTIONS AND JUDGMENTS

The preparation of the condensed consolidated interim financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the condensed consolidated interim financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these judgments, estimates and assumptions could result in outcomes that could require a material adjustment to the carrying amount of the assets or liabilities in future years.

In preparing these condensed consolidated interim financial statements for the three and six months ended June 30, 2021, the Company applied the critical accounting estimates and significant judgements as disclosed in note 3 of its audited consolidated financial statement for the year ended December 31, 2020, in addition to those noted below.

#### a) Value-added tax ("VAT") receivable

Timing of collection of VAT receivables is uncertain as VAT refund procedures require a significant amount of information and follow-up. The Company assesses the recoverability of the amounts receivable at each reporting date which is impacted by several factors, including the status of discussions with the tax authorities, and current interpretation of relevant tax legislation. Changes in these estimates can materially affect the amount recognized as VAT receivable and could result in an increase in other expenses recognized in the Condensed Interim Consolidated Income Statements and Comprehensive Income. Significant judgment is required to determine the presentation of current and non-current VAT receivable

### b) Leases

Primarily included judgement about whether the lease conveys the right to use a specific asset, whether the Company obtains substantially all of the economic benefits from the use of the asset, whether the Company has the right to direct the use of the asset, evaluating the appropriate discount rate to use to discount the lease liability for each lease or groups of assets, and to determine the lease term where a contract includes renewal options. Significant estimates, assumptions and judgements over these factors would affect the present value of the lease liabilities, as well as the associated amount of the ROU asset.

## 5. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash on hand, demand deposits, money market instruments and ounces of gold and silver with maturities from the date of acquisition of 90 days or less, which are readily convertible to known amounts of cash. As at June 30, 2021, the Company held 200 ounces of gold.

## 6. AMOUNTS RECEIVABLE

The summary of the Company's amounts receivable is as follows:

	<b>June 30, 2021</b>	December 31, 2020
VAT recoverable	\$ <b>2,885,324</b>	\$ -
Other receivables	<b>119,920</b>	106,531
	<b>\$ 3,005,244</b>	\$ 106,531

At the reporting date, the Company assessed the collectability of the balance and concluded that none of the receivables were uncollectible.

## 7. ADVANCE RECEIVABLE

On February 18, 2020, and as amended on August 17, 2020, the Company entered into an agreement with Astor Holdings Inc. ("Astor"), a Guyana corporation, and Shooting Star Acquisition Corp. ("Star"), a Capital Pool Company listed for trading on the TSX.V, whereby the Company assigned all rights, title and interest in a draft National Instrument 43-101 technical report previously commissioned by the Company on a gold property in Guyana known as the Tassawini property. In consideration, Astor and Star collectively agreed to assume the amount owing to the Company of \$251,408 from the previous owner of the Tassawini property and pay the Company \$50,000 and issue 1,400,000 common shares of Star in settlement of that debt upon closing of Star's qualifying transaction to acquire Astor. On June 7, 2021, Star announced the termination of the acquisition of Astor and as a result, the Company has written off the advance receivable.

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## 8. MINERAL PROPERTIES, PLANT AND EQUIPMENT

	Mineral properties	Exploration and Evaluation expenditures	Machinery and equipment	Land and Buildings	Furniture and other equipment	Work in Proces - Plant	Total
	\$	\$	\$	\$	\$	\$	\$
<b>COST</b>							
Balance at December 31, 2020	70,698	3,440,135	143,982	-	23,927	-	3,678,742
Additions	9,164,330	14,199	641,720	6,187,041	75,252	13,119,250	29,201,791
Changes in closure and reclamation	5,787,000	-	-	-	-	-	5,787,000
<b>Balance at June 30, 2021</b>	<b>15,022,028</b>	<b>3,454,334</b>	<b>785,702</b>	<b>6,187,041</b>	<b>99,179</b>	<b>13,119,250</b>	<b>38,667,533</b>
<b>ACCUMULATED DEPRECIATION</b>							
Balance at December 31, 2020	-	-	11,681	-	12,073	-	23,754
Depreciation	-	-	119,436	27,072	4,994	-	151,502
<b>Balance at June 30, 2021</b>	<b>-</b>	<b>-</b>	<b>131,117</b>	<b>27,072</b>	<b>17,067</b>	<b>-</b>	<b>175,256</b>
<b>Net Book Value at June 30, 2021</b>	<b>15,022,028</b>	<b>3,454,334</b>	<b>654,585</b>	<b>6,159,969</b>	<b>82,112</b>	<b>13,119,250</b>	<b>38,492,277</b>
<b>COST</b>							
Balance at December 31, 2019	-	1,539,490	1,776	-	8,865	-	1,550,131
Additions	70,698	1,908,928	142,206	-	15,062	-	2,136,894
Sale of mineral stockpile	-	(8,283)	-	-	-	-	-
Changes in closure and reclamation	-	-	-	-	-	-	-
Balance at December 31, 2020	70,698	3,440,135	143,982	-	23,927	-	3,678,742
<b>ACCUMULATED DEPRECIATION</b>							
Balance at December 31, 2019	-	-	1,252	-	6,207	-	7,459
Depreciation	-	-	10,429	-	5,866	-	16,295
Balance at December 31, 2020	-	-	11,681	-	12,073	-	23,754
<b>Net Book Value at December 31, 2020</b>	<b>70,698</b>	<b>3,440,135</b>	<b>132,301</b>	<b>-</b>	<b>11,854</b>	<b>-</b>	<b>3,654,988</b>

### a) Mineral Properties

The El Cubo and El Pinguico properties are located in central Mexico, in the State of Guanajuato, approximately 11 km east of the city of Guanajuato.

#### **El Cubo**

On December 18, 2020, the Company signed a binding letter agreement with Endeavour Silver Corp. ("Endeavour") to acquire the El Cubo Complex in Guanajuato, Mexico, 8 kilometres northeast of the Company's El Pinguico silver-gold project. On March 16, 2021, the Company signed a definitive asset purchase agreement (the "Agreement") with Endeavour and on April 9, 2021 El Cubo Complex asset purchase closed. As consideration for the El Cubo Complex, the Company:

- paid a non-refundable cash deposit of \$638,750 (US\$500,000) on December 18, 2020;
- paid \$8,780,800 (US\$7,000,000) cash on closing;
- issued 21,331,058 common shares of the Company on closing with a fair value of \$12,347,356 (US\$9,862,894); and
- issued a \$3,136,000 (US\$2,500,000) unsecured, non-interest bearing promissory note due on April 8, 2022. A market discount rate of 13% was used to calculate \$2,855,858 (US\$2,212,389) fair value.

Additionally, the Agreement requires certain contingent payments as follows:

- US\$1,000,000 upon the Company producing 3,000,000 ounces of silver equivalent from the Combined Project (Contingent Payment #1). At the Company's option, the Company can issue common shares for up to 50% of Contingent Payment #1, based on the volume weighted average trading price of the Company's common shares for the 10 trading days immediately preceding the date of such payment. The Company has accrued this liability as a long-term payable on the statement of financial position.
- US\$1,000,000 if the London Bullion Market Association ("LBMA") spot price of gold closes at or above US\$2,000 per ounce for 20 consecutive trading days within two years after closing.
- US\$1,000,000 if the LBMA spot price of gold closes at or above US\$2,200 per ounce for 20 consecutive trading days within three years after closing.

## 8. MINERAL PROPERTIES, PLANT AND EQUIPMENT (continued)

### a) Mineral Properties (continued)

Management determined that the acquisition of El Cubo Complex did not meet the definition of a business in accordance with IFRS 3 Business Combinations, as it did not have the inputs, processes and outputs required to meet the definition of a business. Accordingly, the acquisition has been accounted for as an asset acquisition. The fair value of the assets and liabilities acquired consisted of:

	CAD \$	USD \$
Plant and Equipment	11,270,784	8,985,000
Surface Land	5,644,800	4,500,000
Mining claims	7,614,208	6,070,000
Mineral Properties	5,739,235	4,575,283
Other equipment	56,448	45,000
Reclamation and Rehabilitation provision	(5,770,240)	(4,600,000)
<b>Total</b>	<b>24,555,235</b>	<b>19,575,283</b>

### El Pinguico Mine Project

The El Pinguico property is comprised of two mining claims, El Pinguico and Ample de El Pinguico (collectively, the "El Pinguico Mine Project"), covering 71.7 hectares. The El Pinguico Mine Project is subject to a 4% net smelter return ("NSR") royalty and a 15% Net Profits Interest ("NPI") on minerals recovered from the existing surface and underground stockpiles of mineralized rock and a 3% NSR and 5% NPI on all newly mined mineralized material.

On August 18, 2020, as amended on November 8, 2020, the Company entered into a royalty purchase option vendor agreement to acquire 3 of the 4 underlying royalties on the El Pinguico Project from the original vendor of the property (the "Option Agreement"), Exploraciones Mineras Del Bajío S.A. de C.V. ("EMBSA"), a company controlled by a director of the Company. Under the Option Agreement, the Company has the option to repurchase the following royalties from EMBSA:

- the 4% NSR on all "broken material" within both the above ground and underground stockpiles;
- the 3% NSR on all newly established in-situ material discovered on the El Pinguico Project; and
- the 5% NPI on all newly established in-situ material discovered on the El Pinguico Project.

Under the terms of the Option Agreement, the Company will pay a total of \$1,680,000 and issue 3,750,000 units (each unit comprised of one common shares and one non-transferable share purchase warrant, exercisable at \$0.175 per share for a term of 5 years) to EMBSA as follows:

- \$200,000 cash (paid) and 3,750,000 units on or before November 30, 2020 (issued);
- \$325,000 cash on or before February 22, 2021 (paid);
- \$525,000 cash on or before February 22, 2022; and
- \$625,000 cash on or before February 22, 2023.

Upon completion of the payments and exercise of the option, the Company will own an undivided 100% interest in the El Pinguico Mine Project with only the 15% NPI on the existing above and underground stockpiles as the remaining royalty.

In March 2021, the Company acquired 89.6 hectares of land that covers portions of the surface of the El Pinguico mining claims for \$22,773. The Company also has an option to purchase 212.98 hectares covering additional portions of surface area of the El Pinguico mining claims for \$44,727.

In February 2020, the Company signed a 15 year Surface Land Access Agreement with the Ejido Calderones, the local Ejido group for unrestricted road access for exploration and mining equipment and personnel to the El Pinguico Project through the community of Calderones. The Company made an initial payment of \$7,100 (100,000 Mexican Pesos ["MXP"]) and will make annual payments of MXP 50,000 (approximately \$3,100) plus value added tax of 16%. During the year ended December 31, 2020, the Company paid \$3,735 (MXP 58,000).

In order to gain a better understanding of the metallurgy of the surface stockpile at the El Pinguico Mine Project, the Company sold 1,039 tonnes of mineralized material to Endeavour on June 22, 2020, for \$8,290 (MXP 137,300), net of processing charges. As part of the sale, Endeavour provided the Company with a detailed analysis of all recovery and concentrate data obtained in the processing.

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## 8. MINERAL PROPERTIES, PLANT AND EQUIPMENT (continued)

### b) Exploration and Evaluation assets

	Other mexican claims	El Pinguico	Total
<i>Acquisition Costs:</i>			
Balance, December 31, 2019	\$ 360,000	\$ 1,179,490	\$ 1,539,490
Additions	-	1,908,928	1,908,928
Sale of mineral stockpile	-	(8,283)	(8,283)
Balance, December 31, 2020	360,000	3,080,135	3,440,135
Additions	-	14,198	14,198
<b>Balance, June 30, 2021</b>	<b>\$ 360,000</b>	<b>\$ 3,094,333</b>	<b>\$ 3,454,333</b>

### Other Mexican claims

The Company has 7,800 hectares of additional mining claims within the Guanajuato and Queretaro regions as follows:

- i. Patito I and II concessions – located approximately 1.5 km southwest, and 3.0 km due south of the El Pinguico Project.
- ii. The Analy I & Analy II concessions – located 100 km east of the city of Guanajuato, Mexico.
- iii. El Ruso, Ysabela and Camila concessions – located near the northern boundary between the States of Guanajuato and Querétaro in central Mexico.
- iv. Over 7,000 hectares of mining claims south and east of the city of Guanajuato acquired from Endeavour as part of the Combined Project transaction.

A 2.5% NSR exists on seven concessions (a, b, and c above) of which, one half (1.25%) may be repurchased for \$500,000.

### Rossland Properties, British Columbia, Canada

At June 30, 2021, the Company holds certain mineral claims within the historic Rossland gold camp in southeastern British Columbia.

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## 9. LOAN PAYABLE

	<b>Total</b>
Balance, December 31, 2020	\$ -
Additions	206,413
Interest expense	48,196
Loan payments	(12,381)
Foreign exchange loss	2,507
<b>Balance, June 30, 2021</b>	<b>\$ 244,735</b>
Which consists of:	
Current portion of loan	\$ 84,698
Non-current portion of loan	160,037
	<b>\$ 244,735</b>

### a) Vehicles

On September 18, 2020, the Company entered into a 3-year vehicle loan agreement. The Company paid a down payment of \$17,391 (MXP 271,738) with a principal of \$28,905 (MXP451,645). The loan is secured by the vehicle, bears interest at 18.5% per annum and is repayable in monthly installments of \$1,016 (MXP16,441) plus tax.

Between April and June 2021, the Company entered into eight, 3-year vehicle loan agreements. The Company paid aggregate down payments of \$68,588 (MXP 1,123,888 including VAT) with aggregate principal totalling \$237,745 (MXP 3,895,718). The loans are secured by the respective vehicles, bear interest at 16.83% and are repayable in monthly installments of between \$706 and \$1,032 (MXP 11,576 and MXP 16,913).

### b) OCIM Loan

On May 31, 2021, the Company entered into a definitive agreement for an 18-month gold and silver loan with European based OCIM Group ("OCIM") for USD\$7.5 million. The Company has three months in which to drawdown the loan. Upon drawdown, the loan includes an initial six-month payment-free grace period and is then repayable over the following 12 months commencing February 28, 2022, with the Company delivering 228,916 silver and 2,141 gold ounces on a monthly basis. The number of silver and gold ounces was fixed at 15% discount to the spot price on July 26, 2021, the date the Company served notice of drawdown of funds.

## 10. LEASE LIABILITIES

The Company leases office space, employee housing and power generators. These leases are for periods of 2 to 5 years. Certain leases include an option to renew the lease after the end of the contract term.

The following table presents the lease obligations of the Company:

	June 30, 2021	December 31, 2020
Balance, beginning of period	\$ -	\$ -
Additions	450,953	-
Interest	7,538	-
Payments	(24,227)	-
Balance, end of period	434,264	-
Less: current portion	(84,672)	-
Non-current lease liabilities	\$ 349,592	\$ -

The following table presents lease liability maturity – contractual undiscounted cash flows for the Company:

	June 30, 2021	December 31, 2020
Less than one year	\$ 142,954	\$ -
Between one and five years	425,104	-
	568,058	-
Less future finance charges	(133,794)	-
Present value of minimum lease payments	434,264	-
Less: current portion	(84,672)	-
Non-current lease liabilities	\$ 349,592	\$ -

## 11. PROVISION FOR RECLAMATION AND REHABILITATION

The Company recognized a provision of \$5,787,000 (\$US4,600,00) for reclamation related to the environmental restoration and closure costs associated with the acquired El Cubo Complex. Significant reclamation and closure activities include land rehabilitation, decommissioning of buildings and mine facilities, ongoing care and maintenance and other costs. The Company will prepare an environmental study before year end to reassess the provision.

## 12. SHARE CAPITAL

### a) Authorized Share Capital

The authorized share capital of the Company is as follows:

- i. unlimited common shares without par value
- ii. unlimited preferred shares without par value

### b) Equity offerings

During the six months ended June 30, 2021, the Company issued common shares as follows:

- i. On March 11, 2021, the Company completed a non-brokered private placement and issued 56,500,000 units at \$0.30 per unit for gross proceeds of \$16,950,000. Each unit consists of one common share and one-half common share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share at \$0.45 per share for a period of three years. In connection with the private placement, the Company paid \$341,839 in cash, issued 518,139 common shares at \$0.30 per share and 1,648,669 finder's warrants with a fair value of \$670,141 as finders fees.
- ii. During the six months ended June 30, 2021, the Company issued 10,490,590 common shares on exercise of 10,490,590 warrants for net proceeds of \$2,548,354 and issued 1,233,334 common shares on the exercise of 1,233,334 options for net proceeds of \$190,626.

## 12. SHARE CAPITAL (continued)

### b) Equity offerings (continued)

During the year ended December 31, 2020, the Company issued common shares as follows:

- i. On March 18, 2020, the Company issued 403,640 common shares with a fair value of \$20,182 to settle accounts payable of \$10,182 owed to a vendor and \$10,000 owed to a company controlled by the Chief Executive Officer of the Company. The Company recognized a gain on settlement of debt of \$14,793.
- ii. On August 5, 2020, and August 11, 2020, the Company completed non-brokered private placements and issued 25,641,902 units at \$0.155 per unit for gross proceeds of \$3,974,494. Each unit consists of one common share and one-half common share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share at \$0.25 per share for a period of two years. In connection with the private placement, the Company paid \$137,123 in cash, issued 214,665 common shares at \$0.155 per share and 821,011 finders' warrants with a fair value of \$119,542 as finders' fees.
- iii. On November 30, 2020, the Company issued 3,750,000 units with a fair value of \$1,703,085 pursuant to an option to acquire royalties (note 8). Each unit consists of one common share and one non-transferable common share purchase warrant. Each warrant entitles the holder to purchase one additional common share at \$0.175 per share for a period of five years.
- iv. During the year ended December 31, 2020, the Company adopted a warrant acceleration bonus program ("Acceleration Program") for its outstanding common share purchase warrants granted in connection with the Company's 2019 non-brokered private placement financing. Under the program, warrant holders would receive one bonus common share for every 10 warrants exercised if exercised on or before June 26, 2020 (the "Bonus Shares"). Pursuant to the Acceleration Program, the Company issued 21,363,055 common shares, including 1,266,055 Bonus Shares, on exercise of 20,097,000 warrants at \$0.10 per share for gross proceeds of \$2,009,700.

## 13. OTHER RESERVES

### a) Warrants

The following summarizes the continuity of common share purchase warrants:

	June 30, 2021		December 31, 2020	
	Number outstanding	Weighted average exercise price \$	Number outstanding	Weighted average exercise price \$
Outstanding, beginning of period	32,893,012	0.29	47,199,912	0.36
Issued	29,898,669	0.45	17,391,962	0.23
Exercised	(10,490,590)	0.19	(20,097,000)	0.10
Expired and forfeited	(59,651)	0.14	(11,601,862)	0.50
Outstanding, end of the period	52,241,441	0.38	32,893,012	0.29

## 13. OTHER RESERVES (continued)

### a) Warrants (continued)

As at June 30, 2021, the following common share purchase warrants were outstanding:

Expiry date	Exercise price \$	Number of warrants outstanding
November 9, 2021	0.50	2,955,000
November 27, 2021	0.10	2,600,000
January 18, 2022	0.50	4,841,800
August 18, 2022	0.25	8,195,972
March 9, 2024	0.45	29,898,669
November 30, 2025	0.18	3,750,000
		<b>52,241,441</b>

In determining the fair value of the warrants issued, the Company used the Black-Scholes option pricing model to establish the fair value of options granted by applying the following assumptions:

	June 30, 2021	December 31, 2020
Risk-free interest rate	<b>0.50%</b>	0.27% - 0.43%
Expected life of options (years)	<b>3 years</b>	2 – 5 years
Expected annualized volatility	<b>155.0%</b>	181.64% – 194.65%
Expected dividend yield	<b>Nil</b>	Nil

### b) Stock options

The Company has adopted an incentive stock option plan (the "Plan") under the rules of the TSX Venture Exchange ("TSXV") pursuant to which the Company's Board of Directors is authorized, from time to time, to grant stock options to employees, consultants, directors and officers. The Plan is rolling stock option plan whereby the number of stock options issuable under the plan shall not exceed, on a rolling basis, 10% of the Company's issued and outstanding common shares at the time of grant.

Under the plan, the exercise price of each option is equal to the market price of the Company's common shares on the date of grant. The stock options can be granted for a maximum term of 10 years with vesting terms determined by the Board of Directors. No individual may be granted options exceeding 5% and no consultant or individual employed to provide "investor relations activities" may be granted options exceeding 2% of the Company's common shares outstanding in any 12-month period.

Continuity of the Company's stock options issued and outstanding was as follows:

	Number of options	Weighted average exercise price \$
Outstanding, December 31, 2019	3,462,500	0.24
Granted	5,075,000	0.17
Expired	(2,125,000)	0.28
Outstanding, December 31, 2020	6,412,500	0.19
Granted	7,550,000	0.51
Exercised	(1,233,334)	0.15
Outstanding, June 30, 2021	12,729,166	0.38

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### 13. OTHER RESERVES (continued)

The following table summarizes the information about stock options outstanding as at June 30, 2021:

Expiry Date	Options outstanding		Options exercisable	
	Number outstanding June 30 2021	Weighted average exercise price \$	Number exercisable March 31 2021	Weighted average exercise price \$
August 18, 2022	262,500	0.40	262,500	0.40
March 30, 2023	2,225,000	0.08	2,225,000	0.08
May 31, 2023	50,000	0.10	50,000	0.10
June 27, 2023	550,000	0.20	550,000	0.20
October 12, 2023	2,091,666	0.30	2,091,666	0.30
January 4, 2024	150,000	0.30	150,000	0.30
February 6, 2024	150,000	0.30	150,000	0.30
February 17, 2024	150,000	0.30	150,000	0.30
March 24, 2026	6,450,000	0.51	6,450,000	0.51
April 26, 2026	250,000	0.60	-	-
May 14, 2026	400,000	0.60	-	-
<b>Outstanding</b>	<b>12,729,166</b>	<b>0.40</b>	<b>12,079,166</b>	<b>0.37</b>

In determining the fair value of the stock options issued, the Company used the Black-Scholes option pricing model to establish the fair value of options granted during the period by applying the following assumptions:

	June 30, 2021	December 31, 2020
Risk-free interest rate	0.23% -0.66%	0.27% -0.43%
Expected life of options (years)	2 – 5 years	2 – 5 years
Expected annualized volatility	157.89%-151.82%	181.64% – 194.65%
Expected dividend yield	Nil	Nil

### 14. RELATED PARTIES

In addition to related party transactions described elsewhere in the notes to the condensed consolidated interim financial statements, the Company had the following related party transactions:

#### a) Compensation of key management personnel

Key management personnel include persons having the authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The key management personnel of the Company are the members of the Company's executive management team and Board of Directors. Compensation provided to key management is as follows:

	Three months ended		Six months ended	
	June 30, 2021	June 30, 2020	June 30, 2021	June 30, 2020
Salaries, bonus and benefits	\$ 65,000	\$ -	\$ 65,000	\$ -
Consulting fees	91,210	33,800	191,600	71,600
Share-based compensation	893,640	19,024	1,228,924	24,957
<b>Total</b>	<b>\$ 1,049,850</b>	<b>\$ 52,824</b>	<b>\$ 1,485,524</b>	<b>\$ 96,557</b>

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## 14. RELATED PARTIES (continued)

### b) Transactions with related parties

	Three months ended		Six months ended	
	June 30, 2021	June 30, 2020	June 30, 2021	June 30, 2020
Blueberry Capital Corp.	\$ 52,500	\$ 28,500	\$ 90,000	\$ 66,000
Universal Solutions Inc.	37,500	5,000	62,500	5,000
<b>Total</b>	<b>\$ 90,000</b>	<b>\$ 33,500</b>	<b>\$ 152,500</b>	<b>\$ 71,000</b>

As at June 30, 2021, there was \$nil owing (June 30, 2020 – \$nil) to Blueberry Capital Corp. a company controlled by the CEO of the Company and Universal Solution Inc a company controlled by a Director of the Company.

## 15. COMMITMENTS

As at June 30, 2021, the Company had commitments of \$357,776, for equipment purchases and other services which are expected to be expended within one year.

## 16. SEGMENTED INFORMATION

The Company has one operating mining segment which is located in Mexico as well as Exploration and Corporate segments. The Exploration segment consists of projects in the exploration and evaluation phases in Mexico.

The Company generates no revenue and has the following assets based on the Company's segments:

June 30, 2021	Mining	Exploration	Corporate	Total
Total assets	\$ 40,210,286	\$ 195,564	\$ 7,410,396	\$ 47,816,247
Total liabilities	\$ (10,864,106)	\$ (12,594)	\$ (466,387)	\$ (11,343,086)
Capital expenditures	\$ 28,794,285	\$ 16,143	\$ 391,361	\$ 29,201,790

  

December 31, 2020	Mining	Exploration	Corporate	Total
Total assets	\$ -	\$ 2,576,132	\$ 7,666,091	\$ 10,242,223
Total liabilities	\$ -	\$ (84,233)	\$ (190,628)	\$ (274,861)
Capital expenditures	\$ -	\$ 220,157	\$ 7,809	\$ 227,966

## 17. FINANCIAL INSTRUMENTS AND RELATED RISK MANAGEMENT

### a) Fair value measurement and valuation techniques

Financial instruments included in the consolidated statements of financial position are measured either at fair value or amortized cost. Estimated fair values for financial instruments are designed to approximate amounts for which the instruments could be exchanged in an arm's-length transaction between knowledgeable and willing parties.

The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, inputs other than quoted prices that are observable for the asset or liability (interest rate, yield curves), or inputs that are derived principally from or corroborated observable market data or other means. Level 3 inputs are unobservable (supported by little or no market activity). The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs.

The carrying value of cash and cash equivalents is measured at fair value using level 1 inputs as the basis for measurement in the fair value hierarchy. The carrying value of amounts receivable, deposit, and accounts payable, promissory note and accrued liabilities, all of which are carried at amortized cost, approximate their fair value given their nature.

During the three and six months ended June 30, 2021, and 2020, there were no transfers of amounts between Level 1, Level 2, and Level 3 of the fair value hierarchy.

## 17. FINANCIAL INSTRUMENTS AND RELATED RISK MANAGEMENT (continued)

### b) Financial risk management

The Company's activities expose it to a variety of financial risks including credit risk, currency risk, liquidity risk and market price risks.

#### 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. Financial instruments that potentially subject the Company to credit risk consist of cash and cash equivalents, advance receivable and deposit. The Company deposits its cash and cash equivalents with high credit quality major Canadian and Mexican financial institutions as determined by ratings agencies. The advance receivable is due upon an event which has not yet occurred, and the deposit will be applied as part of the purchase price towards a subsequent transaction. The carrying amount of financial assets recorded in the financial statements, net of any allowances for losses, represents the maximum exposure to credit risk.

#### Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company manages its liquidity risk by continuously monitoring forecasted and actual cash flows and maintaining sufficient cash balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term obligations. As of June 30, 2021, the Company had cash and cash equivalents of \$5,455,156 to settle current liabilities of \$3,805,217.

#### Interest rate risk

Interest rate risk is the risk that the fair value of the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's cash is mainly held in bank accounts at a Canadian chartered bank. The interest rate risks on cash and cash equivalents are not considered significant.

The company interest rate risk principally arises from the interest rate impact on interest charged on its loan payable. The Company's loans payable are subject to fixed interest rates thus any changes in external interest rates would not result in a significant impact on the Company's net loss.

#### Currency risk

Currency risk is the risk that foreign exchange rates will fluctuate significantly from expectations. The Company reports its financial statements in Canadian dollars; however, it operates in Mexico which utilized both the Mexican Peso and the US Dollar ("USD") (collectively "Local Currencies"). Consequently, the financial results of the Company's operations as reported in Canadian dollars are subject to changes in the value of the Canadian dollar relative to the Local Currencies. Since a significant portion of the Company's operating costs and capital spending are in Local Currencies, the Company is negatively impacted by strengthening local currencies relative to the Canadian dollar and positively impacted by the inverse.

As at June 30, 2021, a 10% change of the Canadian dollar relative to the Mexican Peso would have a net financial impact of approximately \$123,198 (December 31, 2020 - \$27,000) and a 10% change in the Canadian dollar relative to the USD would have a net financial impact of approximately \$305,212 (December 31, 2020 - \$69,000). The Company does not use derivative instruments to hedge exposure to foreign exchange rate risk.

## 17. FINANCIAL INSTRUMENTS AND RELATED RISK MANAGEMENT (continued)

### b) Financial risk management (continued)

#### Commodity price risk

Gold and silver prices have historically fluctuated significantly and are affected by numerous factors outside of the Company's control, including, but not limited to, industrial and retail demand, central bank lending, forward sales by producers and speculators, level of worldwide production, short-term changes in supply and demand due to speculative hedging activities and certain other factors. The ability of the Company to develop its mineral properties and exploration and evaluation assets is highly correlated to the market price of gold and silver. If metal prices decline for a prolonged period below the anticipated cost of production of the Company's mine, it may not be economically feasible to commence production.

## 18. MANAGEMENT OF CAPITAL

The Company's capital consists of share capital, equity reserves and deficit. The Company manages its capital structure and adjusts it, based on the funds available to the Company, in order to support mine refurbishment, exploration and development of its properties and to maintain flexible capital structure for its projects for the benefit of its stakeholders. The Board of Directors has not established quantitative capital structure criteria management, but reviews, on a regular basis, the capital structure of the Company to ensure its appropriateness to the stage of development of the business.

The Company's objectives when managing capital are:

- To maintain and safeguard its accumulated capital in order to provide an adequate return to shareholders by maintaining a sufficient level of funds, to support continued evaluation and maintenance at the Company's existing properties, and to acquire, explore, and develop other precious and base metal deposits.
- To invest cash on hand in highly liquid and highly rated financial instruments with high credit quality issuers, thereby minimizing the risk and loss of principal; and
- To obtain the necessary financing to complete mine refurbishment and exploration and development of its properties, when it is required.

The properties in which the Company currently holds interests in are in the pre-production and exploration stages and the Company is dependent on external financing to fund its activities in order to carry out planned activities and pay for administrative costs. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

In addition, the Company may issue new equity, incur additional debt, option its exploration and evaluation assets for cash and/or expenditure commitments from optionees, enter into joint venture arrangements, or dispose of certain assets. When applicable, the Company's investment policy is to hold cash in interest bearing accounts at high credit quality financial institutions to maximize liquidity. In order to maximize ongoing development efforts, the Company does not pay dividends.

There were no changes in the Company's approach to capital management during the six months ended June 30, compared to the year ended December 31, 2020. The Company is not subject to externally imposed capital requirements.

## 19. SUBSEQUENT EVENTS

The Company's subsequent events that have not been disclosed elsewhere in the condensed consolidated interim financial statements are as follows:

- a) Subsequent to June 30, 2021, the Company issued 371,258 common shares on exercise of warrants for gross proceeds of \$86,315.
- b) Subsequent to June 30, 2021, the Company granted 200,000 stock options at an exercise price of \$0.45 for a period of two years.