

COSIGO RESOURCES LTD.

December 31, 2024 and 2023

Consolidated Financial Statements

(Expressed in Canadian Dollars)

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- Consolidated Statements of Changes in Shareholders' Deficiency
- Consolidated Statements of Comprehensive Loss
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Independent Auditor's Report

To the Shareholders of:
COSIGO RESOURCES LTD.

SERVICE

Opinion

We have audited the consolidated financial statements of Cosigo Resources Ltd. ("the Company"), which comprise the consolidated statements of financial position as at December 31, 2024 and 2023 and the consolidated statements of changes in shareholders' deficiency, comprehensive loss, and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

INTEGRITY

TRUST

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 International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audits 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 other 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 incurred a net loss of \$277,811 during the year ended December 31, 2024, and as of that date, had accumulated losses since inception of \$15,587,684. As stated in Note 1, these events or conditions, 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 financial statements of the current period. These matters were addressed in the context of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

Loans Payable and Due to Related Parties – Refer to Note 5 and Note 6 of the consolidated financial statements

Key Audit Matter Description:

On May 31, 2024, the Company entered into loan agreements with two of its principal shareholders to extend the maturity date of the Loans Payable to these shareholders to July 1, 2027. Prior to this date, the Loans Payable were unsecured, non-interest-bearing, and repayable on demand.

On May 31, 2024 and December 31, 2024, the Company entered into various loan agreements with the directors of the Company to extend the maturity date of the amounts due to the directors to June 1, 2027. Prior to this date, Due to Related Parties were unsecured, non-interest-bearing, and repayable on demand.

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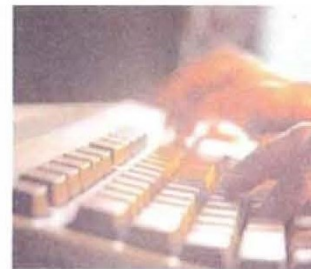
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As a result of the modification in the terms of the Loans Payable and Due to Related Parties, the carrying amounts of the Loans Payable and Due to Related Parties are established using amortized cost method. While management is required to make several judgments and assumptions relating to the loans payable, those with the highest degree of subjectivity relate to the appropriate accounting treatment and the determination of the discount rate. Auditing these judgements and assumptions resulted in an increased extent of audit effort.



How the Key Audit Matter Was Addressed in the Audit:

Our audit procedures related to the accounting treatment of the Loans Payable and Due to Related Parties, and determination of the discount rate, included the following, among others:

- Evaluated the appropriateness of management's accounting treatment of the Loans Payable and Due to Related Parties, by:
 - Reviewing the executed contracts to determine whether all key facts and circumstances were incorporated into management's assessment; and
 - Analyzing relevant accounting standards, including various aspects of IFRS, conceptual framework and guidance.
- Evaluated the reasonableness of the discount rate by comparing it to similar instruments.
- Independently recalculated the gain arising from the modification of the loans based on the discount rate determined, and verified that the resulting gain was appropriately recognized in profit or loss in accordance with IFRS.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis. Our opinion on the consolidated financial statements does not cover the other information and will 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 identified above 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.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance 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.

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

WDM

Chartered Professional Accountants

Vancouver, B.C.

April 25, 2025

COSIGO RESOURCES LTD.

Consolidated Statements of Financial Position

As at December 31, 2024 and 2023

(Expressed in Canadian Dollars)

	Note	2024 \$	2023 \$
ASSETS			
CURRENT			
Cash		186,009	220,927
Tax Recoverable		2,603	1,871
		<u>188,612</u>	<u>222,798</u>
LIABILITIES			
CURRENT			
Accounts Payable and Accrued Liabilities		85,053	162,586
Loans Payable – Current Portion	5	38,941	136,312
Due to Related Parties – Current Portion	6	21,577	52,534
		<u>145,571</u>	<u>351,432</u>
Loans Payable – Long-term Portion	5	53,324	-
Due to Related Parties – Long-term Portion	6	83,975	-
		<u>282,870</u>	<u>351,432</u>
SHAREHOLDERS' DEFICIENCY			
Share Capital	7	13,030,383	13,030,383
Shares To Be Issued	7(c)	318,701	-
Share-based Payment Reserve		2,872,117	2,872,117
Foreign Currency Translation Reserve		(727,775)	(721,261)
Deficit		<u>(15,587,684)</u>	<u>(15,309,873)</u>
		<u>(94,258)</u>	<u>(128,634)</u>
		<u>188,612</u>	<u>222,798</u>

Nature of Operations and Ability to Continue as a Going Concern (Note 1)

Subsequent Event (Note 12)

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

Approved on behalf of the Board:

“Hector Mario Cuevas”

Hector Mario Cuevas, Director

“Andres Rendle”

Andres (“Andy”) Rendle, Director

COSIGO RESOURCES LTD.

Consolidated Statements of Changes in Shareholders' Deficiency

For the Years Ended December 31, 2024 and 2023

(Expressed in Canadian Dollars)

	Note	Number of Common Shares	Share Capital \$	Shares To Be Issued \$	Share-Based Payment Reserve \$	Accumulated Other Comprehensive Loss \$	Deficit \$	Total Shareholders' Deficiency \$
Balance, December 31, 2022		83,472,512	12,539,023	101,955	2,724,019	(708,448)	(14,927,043)	(270,494)
Share Issuance from Private Placement	7(b)	10,000,000	500,000	(101,955)	-	-	-	398,045
Share Issuance Costs		-	(8,640)	-	-	-	-	(8,640)
Fair Value of Stock Options Issued	7(e)	-	-	-	148,098	-	-	148,098
Net Loss for the Year		-	-	-	-	-	(382,830)	(382,830)
Foreign Currency Translation Loss		-	-	-	-	(12,813)	-	(12,813)
Balance, December 31, 2023		93,472,512	13,030,383	-	2,872,117	(721,261)	(15,309,873)	(128,634)
Shares To Be Issued	7(c)	-	-	318,701	-	-	-	318,701
Net Loss for the Year		-	-	-	-	-	(277,811)	(277,811)
Foreign Currency Translation Loss		-	-	-	-	(6,514)	-	(6,514)
Balance, December 31, 2024		93,472,512	13,030,383	318,701	2,872,117	(727,775)	(15,587,684)	(94,258)

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

COSIGO RESOURCES LTD.

Consolidated Statements of Comprehensive Loss

For the Years Ended December 31, 2024 and 2023

(Expressed in Canadian Dollars)

	Note	2024 \$	2023 \$
EXPENSES			
Accounting, Audit and Legal		46,801	34,800
Accretion Expense	5,6	10,778	-
Exploration and Evaluation Expenditures	4	188,999	27,154
Management Fees	6	60,104	266,163
Office		960	4,643
Travel		20,558	50,070
LOSS BEFORE OTHER ITEM		(328,200)	(382,830)
OTHER ITEM			
Gain on Modification of Loans Payable and Dues to Related Parties	5	50,389	-
NET LOSS FOR THE YEAR		(277,811)	(382,830)
OTHER COMPREHEENSIVE LOSS			
Foreign Currency Translation Loss		(6,514)	(12,813)
NET COMPREHENSIVE LOSS FOR THE YEAR		(284,325)	(395,643)
BASIC AND DILUTED LOSS PER SHARE		(0.003)	(0.005)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING		90,075,252	90,075,252

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

COSIGO RESOURCES LTD.

Consolidated Statements of Cash Flows

For the Years Ended December 31, 2024 and 2023
(Expressed in Canadian Dollars)

	Note	2024 \$	2023 \$
CASH PROVIDED FROM (UTILIZED FOR):			
OPERATING ACTIVITIES			
Net Loss for the Year		(277,811)	(382,830)
Changes in Non-Cash Working Capital Accounts			
Accounts Receivable		(732)	(1,871)
Accounts Payable and Accrued Liabilities		(77,533)	87,810
Loans Payable – Current Portion	5	(97,371)	3,680
Due to Related Parties – Long-term Portion	6	(30,957)	(20,346)
		<u>(484,404)</u>	<u>313,629</u>
FINANCING ACTIVITIES			
Change in Loans and Due to Related Parties – Long-term	5,6	137,299	-
Shares To Be Issued	7(c)	318,701	-
Shares Issued for Private Placement, less Issuance Cost	7(b)	-	389,405
Issuance of Stock Options	7(e)	-	148,098
		<u>456,000</u>	<u>537,503</u>
INCREASE (DECREASE) IN CASH		(28,404)	223,874
Effect of Exchange Rate Change on Cash		(6,514)	(12,813)
Cash, Beginning of the Year		<u>220,927</u>	<u>9,866</u>
CASH, END OF THE YEAR		<u>186,009</u>	<u>220,927</u>

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

COSIGO RESOURCES LTD.

Notes to the Consolidated Financial Statements

December 31, 2024 and 2023

(Expressed in Canadian Dollars)

NOTE 1 – NATURE OF OPERATIONS AND ABILITY TO CONTINUE AS A GOING CONCERN

Cosigo Resources Ltd. (the “Company”) was incorporated on December 21, 1987 in the Province of Alberta and subsequently continued in the province of British Columbia in July 2007, and is engaged in the business of acquisition and exploration of mineral properties. The address of the Company is 3854 Cadboro Bay Road, Victoria, BC, Canada, V8N 4G4.

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards on the basis that the Company is a going concern and will be able to meet its obligations and continue its operations for its next fiscal year. Several conditions as set out below cast uncertainties on the Company’s ability to continue as a going concern.

The Company’s ability to continue as a going concern is dependent upon the financial support from its shareholders and other related parties, its ability to obtain financing for the continuing exploration and development of its mineral properties, the existence of economically recoverable reserves, and the attainment of profitable operations or proceeds from disposition of these properties.

The Company has not yet achieved profitable operations, has incurred a net loss of \$277,811 during the year ended December 31, 2024 (2023: \$382,830), has accumulated losses of \$15,587,684 (2023: \$15,309,873) since inception, and has a working capital of \$43,041 as at December 31, 2024 (2023: working capital deficiency \$128,634); accordingly, the Company will need to raise additional funds through future issuance of securities or debt financing. Although the Company has raised funds in the past, there can be no assurance the Company will be able to raise sufficient funds in the future, in which case the Company may be unable to meet its obligations as they come due in the normal course of business. It is not possible to predict whether financing efforts will be successful or if the Company will attain a profitable level of operations.

The current cash resources are not adequate to pay the Company’s accounts payable and to meet its minimum commitments at the date of these consolidated financial statements, including planned corporate and administrative expenses, and other project implementation costs, accordingly, there is significant doubt about the Company’s ability to continue as a going concern. These consolidated financial statements do not give effect to adjustments that would be necessary to the carrying amounts and classifications of assets and liabilities should the Company be unable to continue as a going concern.

NOTE 2 – MATERIAL ACCOUNTING POLICIES

a) Statement of Compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). These audited consolidated financial statements were approved and authorized for issue by the Board of Directors on April 25, 2025.

b) Basis of Preparation

These consolidated financial statements have been prepared on a historical cost basis except for financial instruments classified as available-for-sale that have been measured at fair value. Cost is the fair value of the consideration given in exchange for net assets.

c) Basis of Consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries (collectively, the “Company”). Intercompany balances and transactions are eliminated in preparing the consolidated financial statements. The following companies have been consolidated within these consolidated financial statements:

COSIGO RESOURCES LTD.

Notes to the Consolidated Financial Statements

December 31, 2024 and 2023

(Expressed in Canadian Dollars)

NOTE 2 – MATERIAL ACCOUNTING POLICIES (Continued)

c) Basis of Consolidation (Continued)

Entity	Country of Incorporation	Holding	Functional Currency
Cosigo Resources Ltd.	Canada	Parent Company	Canadian Dollar
Cosigo Frontier Mining Corporation Sucursal Colombia	Colombia	100%	Colombian Peso
Cosigo Resources Sucursal Colombia	Colombia	100%	Colombian Peso
Cosigo Resources Prospecção Pesquisa e Extração Mineral Ltda.	Brazil	99%	Brazilian Real

d) Foreign Currency

These consolidated financial statements are presented in Canadian dollars, which is also the functional currency of the parent company. Each subsidiary determines its own functional currency (Note 2(c)) and items included in the financial statements of each subsidiary are measured using that functional currency.

i) Transactions and Balances in Foreign Currencies

Foreign currency transactions are translated into the functional currency of the respective entity using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items at year-end exchange rates are recognized in profit or loss. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and are not retranslated. Non-monetary items measured at fair value are translated using the exchange rate at the date when fair value was determined.

ii) Foreign Operations

On consolidation, the assets and liabilities of foreign operations are translated into Canadian dollars at the exchange rate prevailing at the reporting date and their revenues and expenses are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on the translation are recognized in other comprehensive income and accumulated in the currency translation reserve in equity. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognized in earnings and recognized as part of the gain or loss on disposal.

e) Exploration and Evaluation Assets

All expenditures related to the acquisition of mineral properties are capitalized on a property-by-property basis, net of recoveries which are recorded when received, until these mineral properties are placed into commercial production, sold or abandoned. If commercial production is achieved from a mineral property, the related mineral properties are tested for impairment and reclassified to mineral property in production. If a mineral property is sold or abandoned, the related capitalized costs will be expensed to profit or loss in that period.

All expenditures related to the exploration and evaluation of mineral properties, net of recoveries which are recorded when received, are expensed to net loss in the period in which they are incurred.

From time to time, the Company may acquire or dispose of all or part of its mineral property interests under the terms of property option agreements. Options are exercisable entirely at the discretion of the optionee, and accordingly, option payments are recognized when paid or received. If recoveries are received and exceed the capitalized expenditures, the excess is reflected in profit or loss.

COSIGO RESOURCES LTD.

Notes to the Consolidated Financial Statements

December 31, 2024 and 2023

(Expressed in Canadian Dollars)

NOTE 2 – MATERIAL ACCOUNTING POLICIES (Continued)

e) Exploration and Evaluation Assets (Continued)

All capitalized mineral property costs are reviewed at each reporting date, on a property-by-property basis, to consider whether there are any conditions that may indicate impairment. When the carrying value of a property exceeds its net recoverable amount that may be estimated by quantifiable evidence of an economic geological resource or reserve, joint venture expenditure commitments or the Company's assessment of its ability to sell the property for an amount exceeding the carrying value, provision is made for the impairment in value. The amounts capitalized for mineral properties represent costs incurred to date less write-downs, and are not intended to reflect present or future values.

Although the Company has taken steps to verify the title to mineral properties in which it has an interest in accordance with general industry standards, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and, as such, title may be affected.

f) Impairment of Non-Current Assets

The carrying amounts of non-current assets are reviewed for impairment whenever facts and circumstances suggest that the carrying amounts may not be recoverable. If there are indications of impairment, then the recoverable amount of the asset is estimated in order to determine the extent of any impairment. Individual assets are grouped together as a cash generating unit for impairment assessment purposes at the lowest level at which there are identifiable cash flows that are independent from other group assets.

The recoverable amount of an asset or cash generating unit is the higher of its fair value less costs to sell and its value in use. An impairment loss exists if the asset's or cash generating unit's carrying amount exceeds the recoverable amount and is recorded as an expense immediately. In assessing the value in use, the estimated future cash flows are adjusted for the risks specific to the cash generating unit and are discounted to their present value with a discount rate that reflects the current market indicators.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of an impairment loss is recognized as income immediately.

g) Share Capital

Share capital includes cash consideration received for share issuances, net of commissions and issue costs. Shares issued for other than cash consideration are valued at the quoted price on the TSX Venture Exchange based on the earliest of: (i) the date the shares are issued, and (ii) the date the agreement to issue the shares is reached.

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 fair value of the common shares issued in the private placements was determined to be more easily measurable component and were valued at their fair value, as determined by the closing quoted bid on the grant date. The balance, if any, was allocated to the attached warrants.

Units issued to finders or for the acquisition of exploration and evaluation assets, where no value is otherwise ascribed for the services or acquisition, are valued based on their components. The fair value of the common shares issued are determined by the closing quoted bid price on the issuance date, and the fair value of the warrants are valued on the date of grant using the Black Scholes option pricing model.

Incremental costs, directly attributable to the issue of new shares, warrants and options, are recorded in equity as a deduction, net of tax, from proceeds.

COSIGO RESOURCES LTD.

Notes to the Consolidated Financial Statements

December 31, 2024 and 2023

(Expressed in Canadian Dollars)

NOTE 2 – MATERIAL ACCOUNTING POLICIES (Continued)

h) Reserves

Share-based payment reserve is used to recognize the fair value of stock options and warrants prior to their exercise, expiry, or cancellation. Fair value of stock options and agents' warrants is determined on the date of grant using the Black-Scholes option pricing model.

All equity-settled share-based payments are entitled in share-based payment reserve until exercised. Upon exercise, shares are issued from treasury and the amount reflected in the equity reserve is credited to share capital, adjusted for any consideration paid. If the options expire/cancelled unexercised, the value attributed to the options is transferred to deficit.

i) Stock-Based Compensation

The fair value method of accounting is used for stock-based compensation transactions. Under this method, the cost of stock options and other stock-based compensation is recorded based on the estimated fair value using the Black-Scholes option pricing model at the grant date and charged to profit over the vesting period. The amount recognized as an expense is adjusted to reflect the number of equity instruments expected to vest.

Upon the exercise of stock options and other stock-based compensation, consideration received on the exercise of these equity instruments is recorded as share capital and the related stock-based compensation reserve is transferred to share capital.

j) Loss per Share

Basic loss per share is calculated by dividing net loss by the weighted average number of common shares issued and outstanding during the reporting period. Diluted loss per share is the same as basic loss per share, as the issuance of shares on the exercise of stock options and share purchase warrants is anti-dilutive.

k) Related Party Transactions

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

l) Financial Instruments

The following is the Company's accounting policy for financial instruments under IFRS 9:

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

(ii) Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

COSIGO RESOURCES LTD.

Notes to the Consolidated Financial Statements

December 31, 2024 and 2023

(Expressed in Canadian Dollars)

NOTE 2 – MATERIAL ACCOUNTING POLICIES (Continued)

l) Financial Instruments (Continued)

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of comprehensive loss in the period in which they arise.

Equity investments at FVTOCI

These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

Debt investments at FVTOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in Other Comprehensive Income (“OCI”). On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

(iii) 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 if the credit risk on the financial asset 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 consolidated statements of 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.

(iv) Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. Gains and losses on derecognition are generally recognized in profit or loss.

m) Income Taxes

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

i) Current Income Tax

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

COSIGO RESOURCES LTD.

Notes to the Consolidated Financial Statements

December 31, 2024 and 2023

(Expressed in Canadian Dollars)

NOTE 2 – MATERIAL ACCOUNTING POLICIES (Continued)

m) Income Taxes (Continued)

ii) Deferred Income Tax

Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realization, provided they are enacted or substantively enacted by the end of the reporting period. Deferred tax liabilities are always provided for in full. Deferred tax assets are recognized to the extent that it is probable that they will be able to be utilized against future taxable income. Deferred tax assets and liabilities are offset only when the Company has a right and intention to offset current tax assets and liabilities from the same taxation authority.

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

n) New accounting standards and Interpretation

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB. The following was adopted by the Company on January 1, 2024

IFRS 16, Sale and Leaseback Transactions: In September 2022, the IASB issued amendments to IFRS 16, Leases, which add requirements explaining how to account for a sale and leaseback after the date of the transaction. The amendments require a seller-lessee to subsequently measure lease liabilities arising from a leaseback in a way that it does not recognize any amount of the gain or loss that relates to the right of use it retains. The new requirements do not prevent a seller-lessee from recognizing in profit or loss any gain or loss relating to the partial or full termination of a lease. The adoption had no impact on the Financial Statements as the Company did not incur these transactions in the reporting period.

New standards not yet applied

In April 2024, the IASB issued IFRS 18 Presentation and Disclosure in Financial Statements. This standard aims to improve the consistency and clarity of financial statement presentation and disclosures by providing updated guidance on the structure and content of financial statements. Key changes include enhanced requirements for the presentation of financial performance, financial position, and cash flows, as well as additional disclosures to improve transparency and comparability.

IFRS 18 is effective for annual reporting periods beginning on or after January 1, 2027. The Company is currently assessing the impact that the adoption of IFRS 18 will have on its financial statements.

In May 2024, the IASB issued amendments to IFRS 7, Financial Instruments: Disclosures and IFRS 9, Classification and Measurement of Financial Instruments. These amendments, effective for annual periods beginning on or after January 1, 2026, address specific issues related to the derecognition of financial liabilities settled through an electronic payment system and the classification of financial assets with contractual cash flow characteristics. The Group is currently evaluating the impact of these amendments on its financial statements.

NOTE 3 – SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

In the application of the Company's accounting policies which are described in Note 2, management is required to make judgments, estimates, and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis.

COSIGO RESOURCES LTD.

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NOTE 3 – SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS (Continued)

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 future periods, if the revision affects both current and future periods. Significant judgments, estimates, and assumptions that have the most significant effect on the amounts recognized in the consolidated financial statements are described below.

a) Impairment of Non-Current Assets

The carrying value of mineral property acquisition costs is reviewed each reporting period to determine whether there is any indication of impairment. The determination of the impairment involves the application of a number of significant judgments and estimates to certain variables including metal price trends, plans for properties, and the results of exploration and evaluation to date.

b) Impairment of Non-Current Assets

Financial instruments are assessed upon initial recognition to determine whether they meet the definition of a financial asset, financial liability or equity instrument depending on the substance of the contractual arrangement. Judgment is required in making this determination as the substance of a transaction may differ from its legal form. Once a determination is made, IFRS requires that financial instruments be measured at fair value on initial recognition. For financial instruments that do not have quoted market prices or observable inputs, judgments are made in determining what are appropriate inputs and assumptions to use in calculating the fair value. Judgement is applied in determining the fair value of the Loan Payable (Note 5) and Due to Related Parties (Note 6).

c) Deferred Tax Assets

Deferred tax assets, including those arising from unutilized tax losses, require management to assess the likelihood that the Company will generate sufficient taxable earnings in future periods in order to utilize recognized deferred tax assets. Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the reporting date could be impacted.

NOTE 4 – EXPLORATION AND EVALUATION ASSETS

a) Machado Mineral License, Taraira North area, Vaupes Province, Colombia

In August 2007, the Company incorporated Cosigo Frontier Mining Corporation ("CFMC") to carry out the joint exploration of the Taraira North mineral properties.

In September 2007 the Colombian government accepted the Company's bid for the Machado Mineral License in the Taraira North area of Colombia, and awarded a mineral rights concession for the bid area. Under the terms of the government contract CFMC paid a fee of approximately \$100,000 (196,000,000 Colombian Pesos) for reports with respect to exploration studies carried out by the Colombian government. CFMC also agreed to pay 1% of production revenue to the Colombian government over and above the 4% royalty payable to the Colombian government on all production revenue from the Machado Mineral License.

The Company completed a preliminary exploratory drilling program in 2014, and as at December 31, 2024, continues the process of obtaining environmental licensing to allow for further exploration of the area to define the importance and extent of known gold-bearing zones and to identify additional areas of interest.

b) CN Mineral License, Taraira South area, Vaupes Province, Colombia

In October 2009, the Company paid government fees and acquired a 100% interest in the CN Mineral License in the Taraira South area of Colombia.

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NOTE 4 – EXPLORATION AND EVALUATION ASSETS (Continued)

In 2015 however, the mineral title was revoked by the government of Colombia based on the government's claim that the CN mineral project is located within the boundaries of a Colombian National Park. The Company has filed an appeal against the license revocation, and while the appeal process is ongoing, the possibility of the mineral title being reinstated to the Company is uncertain.

c) Damian area, Cauca Province, Colombia

The Company paid government fees to acquire a mineral license in the Damian area, province of Cauca, Colombia. As at December 31, 2024, the license remains valid.

NOTE 5 – LOANS PAYABLE

	2024	2023
	\$	\$
Loans Payable – Current Portion	38,941	136,312
Loans Payable – Long-term Portion	53,324	-
	<u>92,265</u>	<u>136,312</u>

As at December 31, 2024, the Company owes \$92,265 (2023 - \$136,312) to various shareholders, all for funds advanced to the Company.

On May 31, 2024, the Company entered into loan agreements with two of its principal shareholders to extend the maturity date of the loans payable to these shareholders to July 1, 2027.

For the year ended December 31, 2024, the Company recognized accretion expense of \$7,395 in connection with these amended loan agreements. As at December 31, 2024, \$14,752 was recorded as the current portion of the long-term payable and \$53,324 was classified as long-term. A gain of \$50,389 resulting from the modification of the aforementioned loans payable was recorded under other items in the Statement of Comprehensive Income.

NOTE 6 – RELATED PARTY TRANSACTIONS

Details of transactions between the Company and other related parties, in addition to those transactions disclosed elsewhere in these consolidated financial statements, are described below.

a) Related Party Balances

The Company has the following amounts owed to related parties as at December 31, 2024 and 2023:

Due to Directors and Managers – current portion	21,577	500
Due to Directors and Managers – Long-term Portion	78,600	-
Due to a Company with a Common Director	5,375	52,034
	<u>105,552</u>	<u>52,534</u>

On May 31, 2024 and December 31, 2024, the Company entered into various loan agreements the directors of the Company to extend the maturity date of the amounts due to the directors to June 1, 2027.

For the year ended December 31, 2024, the Company recorded accretion expense of \$3,383 related to the above loan agreements with related parties. As at December 31, 2024, \$21,577 was recorded as the current portion of the due to related parties and \$83,975 was classified as the long-term portion of the due to related parties.

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NOTE 6 – RELATED PARTY TRANSACTIONS (Continued)

b) Compensation of Key Management Personnel and Other Related Parties

The Company's key management personnel have the authority and responsibility for planning, directing and controlling the activities of the Company, and is comprised of the Company's Board of Directors and executive officers. Key management compensation for the years ended December 31, 2024 and 2023 consisted of the following:

	2024	2023
	\$	\$
Management and administration fees	40,000	40,000
Director fees	40,000	40,000
Share-based compensation	-	78,826
Services fees to a director of the Company	23,940	21,154
	<u>103,940</u>	<u>179,980</u>

All related party transactions were in the ordinary course of business and were measured at their exchange amount.

NOTE 7 – SHARE CAPITAL

a) Authorized Share Capital

Unlimited Number of Common Shares, Voting, No Par Value.

Unlimited Number of Preferred Shares, Non-Voting, No Par Value

b) Issued and Outstanding

As at December 31, 2024 there were 93,472,512 (2023 – 93,472,512) common shares issued and outstanding. No shares were issued in the years ended December 31, 2024.

During the year ended December 31, 2023, Company issued 10,000,000 units at \$0.05 per unit on May 4, 2023, for total proceeds of \$500,000. Each unit consists of one common share and one full warrant, which entitles the holder to purchase an additional common share at a price of \$0.06 for a period of 12 months from the date of closing of the private placement. The Company paid \$8,640 in broker fees relating to this private placement.

c) Shares To Be Issued

On June 12, 2024, the Company arranged a non-brokered private placement of up to 10,000,000 units at a price of \$0.06 per unit. Each unit comprises one common share and one full common share purchase warrant. Each warrant entitles the holder to acquire one additional common share at an exercise price of \$0.12 for a period of 60 months from the closing date of the private placement. In connection with this offering, the Company received \$318,071 in irrevocable share subscriptions in 2024. The private placement is expected to close in 2025 (Note 12).

d) Share Purchase Warrants

There were nil share purchase warrants outstanding as at December 31, 2024 (December 31, 2023 – 10,000,000). During the year ended December 31, 2023, as part of the private placement, 10,000,000 share purchase warrants were issued at an exercise price of \$0.06. These expire on May 4, 2024 and were fair valued at \$nil based on the Residual Method of valuing stock options and warrants, as previously discussed in Note 3.

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NOTE 7 – SHARE CAPITAL (Continued)

d) Share Purchase Warrants

A summary of the changes in warrants is presented below:

	Number of warrants	Weighted average exercise price
		\$
Balance, December 31, 2022	-	-
Issued	10,000,000	0.06
Balance, December 31, 2023	10,000,000	0.06
Expired	(10,000,000)	0.06
Balance, December 31, 2024	-	-

e) Stock Options

There were 6,200,000 stock options granted on July 27, 2023 to various directors, officers, management and consultants. Each option is exchangeable for one common share at \$0.05, vest immediately and expire in five years. The Black-Scholes model was used to value the options. The risk-free rate used was 3.82% and the dividend rate was \$0.00 as the Company has not issued dividends.

A summary of the changes in stock options is presented below:

	Number of options	Weighted average exercise price
		\$
Balance, December 31, 2022	450,000	-
Issued	6,200,000	0.05
Expired	(450,000)	0.50
Balance, December 31, 2023 and 2024	6,200,000	0.05

The following stock options were outstanding as at December 31, 2024:

Expiry date	Weighted average remaining life (in years)	Outstanding	Weighted average exercise price
			\$
July 27, 2028	3.61	6,200,000	0.05

NOTE 8 – INCOME TAX

a) Income Tax Expense

The income tax expense of the Company is reconciled to the net loss for the year as reported in the consolidated statement of comprehensive loss as follows:

	2024	2023
	\$	\$
Net Loss before Income Tax	277,811	382,830
Recovery of Income Tax Calculated at the Statutory Rate of 32.24% (2023 – 28.45%)	(88,213)	(108,191)
Effect of Change in Tax Rate	-	-
Deferred Tax Assets Not Recognized	88,213	108,191
Income Tax Expense	-	-

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NOTE 8 – INCOME TAX (Continued)

b) Deferred Tax Assets and Liabilities

Deferred tax assets have not been recognized with respect to the following items:

	2024	2023
	\$	\$
Capital Assets	21,510	21,500
Exploration and Evaluation Assets	1,587,449	1,571,000
Non-Capital Losses Carried Forward	2,552,617	2,479,700
Valuation Allowance	(4,161,576)	(4,072,200)
Net Deferred Tax Assets Not Recognized	-	-

As at December 31, 2024, the Company has non-capital losses of approximately \$9,071,400 which may be applied to reduce future taxable income. The non-capital losses expire as follows:

	\$
2028	53,000
2029	251,000
2030	772,000
2031	1,290,000
2032	1,456,000
2033 to 2044	5,249,400
	9,071,400

As at December 31, 2024, The Company has cumulative resource pools of \$9,152,200 which can be carried forward indefinitely to offset future taxable income.

NOTE 9 – COMMITMENTS

On May 31, 2024, the Company entered into loan agreements with two of its principal shareholders to extend the maturity date of the Loans Payable to these shareholders to July 1, 2027. Prior to this date, the Loans Payable were unsecured, non-interest bearing, and repayable on demand.

On May 31, 2024 and December 31, 2024, the Company entered into various loans agreements with the managers and directors of the Company to extend the maturity date of the amounts due to the directors of the Company to June 1, 2027. Prior to this date, Due to Related Parties were unsecured, non-interest bearing, and repayable on demand.

The Company's payment schedule for the Loans Payable and Due to Related Parties over the next five years are as follows:

	2027	2028	Total
	\$	\$	\$
Due to Related Parties	80,000	80,000	160,000
Loans Payable	60,785	50,285	111,070
Total	140,785	130,285	271,070

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NOTE 10 – CAPITAL MANAGEMENT

The Company manages its share capital as capital, which as at December 31, 2024, was \$13,030,383 (2023 - \$13,030,383). The Company's objectives when managing capital are:

- i) to safeguard the entity's ability to continue as a going concern, so that it can continue to provide return for shareholders and benefits for other stakeholders; and
- ii) to ensure the entity has the capital and capacity to support a long-term growth strategy.

The Company's capital structure reflects the requirements of a company focused on significant growth in a capital-intensive industry. The Company faces lengthy development lead times, as well as risks associated with rising capital costs and timing of project completion because of the availability of resources, permits and other factors beyond the Company's control. The Company's operations are also affected by potentially significant volatility of the metals and materials cycles.

Management continually assesses the adequacy of the Company's capital structure and makes adjustments within the context of its strategy, the base metal mining industry, economic conditions, and the risk characteristics of the Company's assets. To adjust or maintain its capital structure, the Company may enter into new credit facilities or issue new shares.

The Company has several key policy guidelines for managing its capital structure:

- i) maintain a liquidity cushion that allows the Company to address operational and/or industry disruptions or downturns;
- ii) ensure the Company has enough funding to complete its development programs at or around the time a definitive decision is made to move forward with a project; and
- iii) maintain a conservative level of debt relative to total capital and earnings within the context of financial forecasts for pricing, costs and production.

The Company's share capital is not subject to external restrictions. The Company has not paid or declared any dividends since the date of incorporation, nor are any contemplated in the foreseeable future. There were no changes in the Company's approach to capital management during the year ended December 31, 2024.

NOTE 11 – FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company is exposed to various risks in relation to financial instruments. The Company's financial assets and liabilities by category are summarized in Note 2(l). The Company's risk management is coordinated in close co-operation with the board of directors and focuses on actively securing the Company's short to medium-term cash flows and raising finances for the Company's capital expenditure program. The Company does not actively engage in the trading of financial assets for speculative purposes. The most significant financial risks to which the Company is exposed are described below.

a) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. As at December 31, 2024, the Company's cash balance of \$186,009 (2023 - \$220,927) is sufficient to meet its obligations related to its accounts payable and accrued liabilities balance of \$85,053 (2023 - \$162,586). The Company has a working capital of \$43,041 as at December 31, 2024 (2023: working capital deficiency \$128,634). The Company is dependent upon the availability of credit from its suppliers and its ability to generate sufficient funds from equity and debt financing to meet current and future obligations. There can be no assurance that such financing will be available on terms acceptable to the Company.

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NOTE 11 – FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

b) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Management considers that risk related to interest is not significant to the Company at this time as the Company has limited short term investments. Amounts owed to related parties are non-interest bearing.

c) Credit Risk

Credit risk is the risk of loss associated with a counter party's inability to fulfill its payment obligations. The Company is in the exploration stage and has not yet commenced commercial production or sales. The Company is not exposed to credit risk.

d) Currency Risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates in Canada, Colombia, and Brazil and as a result, a portion of the Company's expenditures are in Colombian Pesos and Brazilian Reals. The risk from a significant change in the exchange rate of the Canadian dollar relative to the foreign currencies could have an effect on the Company's results of operations, financial position or cash flows. However, management believes that the Company's foreign currency exchange risk is not significant at this time. The Company has not hedged its exposure to currency fluctuations.

NOTE 12 – SUBSEQUENT EVENT

In connection with the private placement announced by the Company on June 12, 2024 (Note 7(c)), as of the date of the Auditor's Report, the Company has raised a total of \$596,281, net of commission expenses (\$3,719).