

**MASIVO SILVER CORP.**  
**(Formerly Gainey Capital Corp.)**

**CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**(Expressed in Canadian Dollars)**

**FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2022 AND 2021**

## **NOTICE TO READER**

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

The accompanying unaudited condensed consolidated interim financial statements of Masivo Silver Corp. as at September 30, 2022 and 2021, notes to unaudited condensed consolidated interim financial statements and related Management's Discussion and Analysis have been prepared by and are the responsibility of management.

The Company's independent auditor has not performed a review of these interim financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

**MASIVO SILVER CORP.**  
**(Formerly Gainey Capital Corp.)**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION**  
**(Expressed in Canadian Dollars)**

AS AT

	SEPTEMBER 30, 2022	MARCH 31, 2022
<b>ASSETS</b>		
<b>Current</b>		
Cash and cash equivalents	\$ 238,630	\$ 70,016
Restricted cash (Note 11)	46,000	46,000
Receivables	120,766	18,140
Prepaid expenses	89,433	20,141
	<b>494,829</b>	154,297
<b>Exploration and evaluation asset (Note 5)</b>	<b>127,375</b>	20,000
	<b>\$ 622,204</b>	<b>\$ 174,297</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Current</b>		
Accounts payable and accrued liabilities (Note 6)	\$ 129,657	\$ 147,118
<b>Equity</b>		
Share capital (Note 7)	14,605,945	13,979,145
Share subscriptions received	50,000	-
Reserves	1,611,620	1,611,620
Deficit	(15,775,018)	(15,563,586)
	<b>492,547</b>	27,179
	<b>\$ 622,204</b>	<b>\$ 174,297</b>

**Nature and continuance of operations (Note 1)**

**On behalf of the Board:**

\_\_\_\_\_  
*"David Coburn"* Director      \_\_\_\_\_  
*"Thomas Quigley"* Director

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

**MASIVO SILVER CORP.**  
**(Formerly Gainey Capital Corp.)**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**  
**(Expressed in Canadian Dollars)**

	<b>Three months ended September 30, 2022</b>	Three months ended September 30, 2021	<b>Six months ended September 30, 2022</b>	Six months ended September 30, 2021
<b>EXPENSES</b>				
Accounting and audit	\$ 30,750	\$ 7,500	\$ 38,250	\$ 15,000
Amortization	-	9,638	-	19,277
Consulting fees	21,173	-	26,239	-
Legal	2,425	2,348	7,680	6,895
Management fees	40,839	37,595	79,143	74,600
Mineral property expenses	7,950	32,998	29,402	69,940
Office	6,946	3,832	11,178	8,289
Shareholder relations	2,500	-	3,952	-
Transfer agent and regulatory fees	3,312	11,578	15,886	14,844
	<u>(115,895)</u>	<u>(105,489)</u>	<u>(211,730)</u>	<u>(208,845)</u>
<b>OTHER INCOME</b>				
Foreign exchange (loss) / gain	201	87	298	41
	<u>201</u>	<u>87</u>	<u>298</u>	<u>41</u>
<b>Loss and comprehensive loss for the period</b>	<u>\$ (115,694)</u>	<u>\$ (105,402)</u>	<u>\$ (211,432)</u>	<u>\$ (208,804)</u>
<b>Loss per common share – basic and diluted</b>	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>
<b>Weighted average number of common shares outstanding:</b>				
<b>Basic and diluted</b>	<u>21,829,234</u>	19,189,294	<u>21,718,970</u>	19,189,294

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

**MASIVO SILVER CORP.**  
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**STATEMENTS OF CHANGES IN EQUITY**  
**(Expressed in Canadian Dollars)**  
**FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2022 and 2021**

	Number of Shares	Amount	Share subscriptio ns receivable	Reserves	Deficit	Total
<b>Balance – April 1, 2021</b>	<b>95,946,472</b>	<b>13,957,970</b>	<b>(52,400)</b>	<b>1,575,120</b>	<b>(14,936,859)</b>	<b>543,831</b>
Loss for the period	-	-	-	-	(208,804)	(208,804)
<b>Balance – September 30, 2021</b>	<b>95,946,472</b>	<b>\$ 13,957,970</b>	<b>\$ (52,400)</b>	<b>\$ 1,575,120</b>	<b>\$ (15,145,663)</b>	<b>\$ 335,027</b>
Balance – April 1, 2022	97,001,472	13,979,145	-	1,611,620	(15,563,586)	27,179
Shares issued for private placement	11,036,000	551,800	-	-	-	551,800
Shares issued for property acquisition	1,500,000	75,000	-	-	-	75,000
Share consolidation – 5:1	(87,629,978)	-	-	-	-	-
Share subscriptions received	-	50,000	-	-	-	50,000
Loss for the period	-	-	-	-	(211,432)	(211,432)
<b>Balance – September 30, 2022</b>	<b>21,907,494</b>	<b>\$ 14,655,945</b>	<b>\$ -</b>	<b>\$ 1,611,620</b>	<b>\$ (15,775,018)</b>	<b>\$ 492,547</b>

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**MASIVO SILVER CORP.**  
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**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS**  
**(Expressed in Canadian Dollars)**

	<b>Three months ended September 30, 2022</b>	Three months ended September 30, 2021	<b>Six months ended September 30, 2022</b>	Six months ended September 30, 2021
<b>CASH PROVIDED BY (USED IN):</b>				
<b>Cash flows from operating activities:</b>				
Loss for the period	\$ (115,694)	\$ (105,402)	\$ (211,432)	\$ (208,804)
Non-cash items:				
Amortization	-	9,638	-	19,277
Share-based compensation	-	-	-	-
Changes in non-cash working capital:				
Receivables	96,811	(42)	(102,626)	(3,463)
Prepaid expense	(79,143)	4,586	(69,292)	9,170
Trade and other payables	(44,717)	(8,180)	(17,461)	(66,518)
	<b>(142,743)</b>	<b>(99,400)</b>	<b>(400,811)</b>	<b>(250,338)</b>
<b>Cash flows from investing activities:</b>				
Expenditures on resource properties	-	-	(32,375)	-
<b>Cash flows from financing activities:</b>				
Shares issued for cash	-	-	551,800	-
Share subscriptions received	-	-	50,000	-
	<b>-</b>	<b>-</b>	<b>601,800</b>	<b>-</b>
<b>Increase (decrease) in cash</b>	<b>(142,743)</b>	<b>(99,400)</b>	<b>168,614</b>	<b>(250,338)</b>
<b>Cash – beginning of period</b>	<b>381,373</b>	<b>390,627</b>	<b>70,016</b>	<b>541,565</b>
<b>Cash – end of period</b>	<b>\$ 238,630</b>	<b>\$ 291,227</b>	<b>\$ 238,630</b>	<b>\$ 291,227</b>

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

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**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
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**FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2022 AND 2021**

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**1. NATURE AND CONTINUANCE OF OPERATIONS**

Masivo Silver Corp. (formerly Gainey Capital Corp.) (the “Company”) is in the business of mineral property exploration and development in Mexico. The Company was incorporated under the Business Corporations Act (British Columbia) on February 11, 2011 and is publicly listed on the TSX Venture Exchange (the “Exchange”) under the symbol MASS. The Company’s head office is located at Suite 312–125 West 18th Street, Vancouver, BC, Canada V7M 1W5.

The Company is in the process of exploring its exploration and evaluation assets and has not yet determined whether they contain reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development and upon future profitable production or proceeds from the disposition thereof.

The Company had a net loss of \$211,432 for the six months ended September 30, 2022, and an accumulated deficit of \$15,775,018 (March 31, 2022 – \$15,563,586), which has been funded primarily by the issuance of equity. The Company’s ability to continue as a going concern is uncertain and is dependent upon the generation of profits from exploration and evaluation assets, obtaining additional financing or maintaining continued support from its shareholders and creditors. In the event that additional financial support is not received or operating profits are not generated, the carrying values of the Company’s assets may be adversely affected. These material uncertainties may cast significant doubt upon the Company’s ability to continue as a going concern.

These consolidated interim financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying consolidated financial statements.

In March 2020, there was a global outbreak of COVID-19, which continues to rapidly evolve. The extent to which the COVID-19 coronavirus may impact the Company will depend on future developments, which are highly uncertain and cannot be predicted with confidence, such as the ultimate geographic spread of the disease, the duration of the outbreak, travel restrictions, social distancing, business closures or business disruptions, and the effectiveness of actions taken by countries to contain and treat the disease.

**2. BASIS OF PREPARATION**

*Statement of compliance*

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

These unaudited condensed consolidated interim financial statements were reviewed by the Audit Committee and approved and authorized for issuance by the Board of Directors on November 28, 2022.

*Consolidation*

The condensed consolidated interim financial statements include, on a consolidated basis, the assets, liabilities, revenues and expenses of the Company and its wholly-owned dormant subsidiaries, Gainey Mexico, S.A. de C.V. and Minera Buena Fortuna, S.A. de C.V., which were incorporated in Mexico and which carry out the exploration and evaluation activities in Mexico. The financial statements of the subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

All intercompany transactions and balances are eliminated on consolidation.

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**2. BASIS OF PREPARATION (cont'd)**

Basis of measurement

The condensed consolidated interim financial statements have been prepared under the historical cost convention, except for the revaluation of certain financial assets and financial liabilities measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

**3. NEW STANDARDS PRONOUNCEMENTS**

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements. Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

**4. PLANT AND EQUIPMENT**

	<b>Processing plant and equipment</b>	<b>Mining equipment</b>	<b>Transportation equipment</b>	<b>Total</b>
<b>Cost</b>				
<b>Balance April 1, 2021</b>	\$ 612,354	\$ 25,100	\$ 31,269	\$ 690,388
Additions	-	-	-	-
<b>Balance, September 30, 2021</b>	<b>\$ 612,354</b>	<b>\$ 25,100</b>	<b>\$ 52,934</b>	<b>\$ 690,388</b>
<b>Accumulated amortization</b>				
<b>Balance, April 1, 2021</b>	\$ (453,625)	\$ (18,616)	\$ (34,564)	\$ (506,805)
Amortization	(15,873)	(2,755)	(648)	(19,276)
<b>Balance, September 30, 2021</b>	<b>\$ (469,498)</b>	<b>\$ (21,371)</b>	<b>\$ (35,212)</b>	<b>\$ (526,081)</b>
Net book value, September 30, 2021	\$ 142,856	\$ 3,729	\$ 17,721	\$ 164,306
<b>Net book value, September 30, 2022</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>

During the year ended March 31, 2022, the company impaired the plant and equipment value as access to the area is still being impacted due to COVID-19 restrictions.

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**5. EXPLORATION AND EVALUATION ASSETS**

	<b>El Colomo Property</b>	<b>Jackpot Property</b>	<b>La Noria Property</b>	<b>Totals</b>
<b>Acquisition costs:</b>	\$	\$	\$	\$
Beginning balance: April 1, 2022	20,000	-	-	20,000
Shares issued	-	75,000	-	75,000
Cash payment – Year 2 Acquisition cost	-	32,375	-	32,375
<b>Acquisition costs – September 30, 2022</b>	<b>20,000</b>	<b>107,375</b>	<b>-</b>	<b>127,375</b>
<b>Exploration costs - Beginning balance:</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Acquisition and Explorations costs</b>	<b>20,000</b>	<b>107,375</b>	<b>-</b>	<b>127,375</b>

  

	<b>El Colomo Property</b>	<b>Jackpot Property</b>	<b>La Noria Property</b>	<b>Totals</b>
<b>Acquisition costs:</b>	\$	\$	\$	\$
Beginning balance: April 1, 2021	20,000	-	-	20,000
<b>Acquisition costs – September 30, 2021</b>	<b>20,000</b>	<b>-</b>	<b>-</b>	<b>20,000</b>
<b>Exploration costs - Beginning balance:</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Acquisition and Explorations costs</b>	<b>20,000</b>	<b>-</b>	<b>-</b>	<b>20,000</b>

There were no exploration costs incurred on the El Colomo property during the six months ended September 30, 2022. The global outbreak of COVID-19 is still ongoing and has had a significant impact on businesses through the restrictions put in place by the Canadian and Mexican governments regarding travel, business operations and isolation/quarantine orders.

**El Colomo Property**

On October 2, 2013, the Company completed the acquisition from Golden Anvil S.A. de C.V. (“Golden Anvil”) of certain assets comprising of the El Colomo concessions, a concentration plant, and other associated assets and equipment all located in Mexico.

The Company has not registered the concessions under the Company name with the Public Registry of Mines (“PRM”) in Mexico. These mineral concessions are registered with the PRM under the name of Golden Anvil and the Company has been assigned the rights to explore the concessions.

**Promissory Note**

As part of the El Colomo acquisition, the Company could recover property costs incurred by the Company on behalf of Golden Anvil through a promissory note (“Note”). Due to uncertainty in collecting the Note, the Company accounted for the costs incurred as part of exploration and evaluation assets. Any amounts received from the Note will be offset against exploration and evaluation assets.

The Note has an interest rate of 12% per annum compounded monthly. The Note is secured by 800,000 common shares issued as part of the El Colomo acquisition (“Pledged Shares”) and personally guaranteed by Marco Antonio Rincon-Valdes (a former director of the Company) and Francisco Rolando Rincon-Romo. Pursuant to the Note, Golden Anvil agreed to repay 50% of the original balance on or before October 2, 2014, and the remaining 50% on or before April 2, 2015. Payment was not made, and the Company has taken action pursuant to the personal guarantees and if necessary, the Company may realize on the Pledged Shares.

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**5. EXPLORATION AND EVALUATION ASSETS (cont'd)**

During the year ended March 31, 2017, the Company received notice of a claim from Marco Antonio Rincon-Valdes seeking the delivery of 571,337 escrowed common shares of the Company pursuant to the terms of the El Colomo purchase agreement, as well as for general damages associated with a claimed breach of the purchase agreement. As at September 30, 2022, no provisions have been recorded for any potential liability arising from this matter, as management believes the claim to be without merit, with the likelihood of the Company being required to pay general damages being remote.

**Jackpot Minerals LLC Property Option Agreement**

On May 14, 2021, the Company entered into an option agreement with Jackpot Minerals LLC (“Jackpot”) granting the Company the right to earn a 100% interest in and to the Property in Elko County, Nevada. Jackpot owns an undivided 100% interest in and to 65 unpatented mining claims and one patented claim in Elko County known as the JP claims and the Boston Mine.

Under the terms of the Agreement, the Company can earn a 100% interest in the Property by making aggregate cash payments of US\$450,000, issuing 8,000,000 common shares, as set out in the table below, and issue 1,000,000 common share purchase warrants (issued), exercisable at \$0.15 for a two-year period, and by incurring US\$1,000,000 of cumulative exploration expenditures over a four-year period as set out in the table below.

The Property is also subject to a 2% NSR royalty, of which up to 1% may be purchased by the Company at USD\$500,000 for each 0.5% NSR until the commencement of commercial production.

The Company impaired the acquisition costs for the property as a result of the Company’s non-payment of the full amount of the initial cash payment upon TSX Venture Exchange approval.

<b>Payment Term</b>	<b>Masivo Common Shares to be issued</b>	<b>CAD\$ Cash Payment / Exploration Expenditures</b>
Upon approval by the TSX Venture Exchange (Received August 4, 2021)	1,000,000 shares (issued)	USD\$20,000 in Cash (paid)
First anniversary date of the agreement	1,500,000 shares (issued)	USD\$25,000 in Cash (paid) / USD\$100,000
Second anniversary date of the agreement	1,000,000 shares	USD\$30,000 in Cash / USD\$200,000
Third anniversary date of the agreement	2,000,000 shares	USD\$35,000 in Cash / USD\$300,000
Fourth anniversary date of the agreement	2,500,000 shares	USD\$340,000 in Cash / USD\$400,000

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**6. EXPLORATION AND EVALUATION ASSETS (cont'd)**

**La Noria Dorada San Diego Project Agreement**

On June 15, 2021, the Company entered into an option agreement to acquire an undivided 100% interest in and to the La Noria Dorada silver-gold-copper project, located in the Sierra Madre gold corridor, Sinaloa, Mexico.

Under the terms of the four-year option agreement, the Company can elect to make either annual share or cash payments to the Concession holders in the following amounts:

<b>Payment Term</b>	<b>Masivo Common Shares to be issued</b>	<b>USD\$ Cash Payment / USD Exploration Expenditures</b>
Upon approval by the TSX Venture Exchange (Received March 7, 2022)	55,000 shares (issued)	Nil
First anniversary date of the agreement	125,000 shares	\$14,500 in Cash
Second anniversary date of the agreement	165,000 shares	\$22,000 in Cash / \$30,000 in exploration costs
Third anniversary date of the agreement	220,000 shares	\$30,000 in Cash / \$80,000 in exploration costs
Fourth anniversary date of the agreement	1,500,000 shares	\$85,000 in Cash / \$65,000 in exploration costs

In addition, as per the terms of the option agreement, the Company will need to incur exploration expenditures on the property totaling USD\$175,000 over the four-year option period. Upon completion, the Company will obtain 100% ownership of the La Noria Dorada claims and the Group will retain a 2% net smelter returns (“NSR”) royalty, with the Company having the right (but not the obligation) to purchase up to 1% of the NSR royalty for USD\$250,000 for each 0.5% of the NSR.

On November 27, 2021, the Company entered into an option agreement to acquire an undivided 100% interest in and to Mining Lot No. 218338 (known as the OFIR property) consisting of 99.0662 hectares. Under the terms of the option agreement, the Company will need to issue 825,000 shares, make cash payments of USD \$49,775, and incur exploration expenditures totaling USD\$75,000 over the four-year option period. Upon completion, the Company will obtain 100% ownership of the OFIR claims and the Concession Holder will retain a 2% net smelter returns (“NSR”) royalty, with the Company having the right (but not the obligation) to purchase up to 1% of the NSR royalty for USD\$250,000 for each 0.5% of the NSR.

The Company has not yet submitted a Form 5B to the TSX Venture Exchange for approval of this agreement.

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**6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

	<b>September 30, 2022</b>	<b>March 31, 2022</b>
Accounts payable	\$ 76,085	\$ 81,594
Accrued liabilities	53,574	65,524
	<b>\$ 129,659</b>	<b>\$ 147,118</b>

**7. SHARE CAPITAL**

*Authorized share capital*

Unlimited number of common shares without par value.

*Share issuances*

*Six months ended September 30, 2022*

On September 6, 2022, the Company consolidated its outstanding common shares on the basis of one pos-consolidated share for five pre-consolidated shares held, rounded to the nearest share. The total outstanding common shares of 109,537,472 were consolidated to 21,907,494. The outstanding shares, weighted average outstanding shares, and the loss per share information have been retrospectively adjusted to reflect this change. In addition, all share issuances, options, and warrant transactions have been retrospectively adjusted to reflect the changes.

On June 24, 2022, the Company closed the first tranche of a private placement with the issuance of 11,036,000 units at a price of \$0.05 per unit for gross proceeds of \$551,800. Each unit consists of one common share and one common share purchase warrant which entitles the holder to purchase an additional common share of the Company at a price of \$0.10 for a period of two years from the date of closing.

*Year ended March 31, 2022*

On March 9, 2022, the Company issued 1,000,000 common shares and 1,000,000 warrants exercisable at a price of \$0.25 expiring on September 10, 2023 to Jackpot Minerals LLC as per the terms of the Option Agreement on the Jackpot Claims property (described in Note 6) with a recorded fair value of \$89,800 for the shares and \$62,895 for the value of the warrants.

On March 10, 2022, the Company issued a total of 55,000 common shares to the various concession holders of the La Noria San Diego property (described in Note 6) with a recorded fair value of \$3,575.

*Year ended March 31, 2021*

On February 4, 2021, the Company closed a private placement with the issuance of 11,000,000 units at a price of \$0.05 per unit for gross proceeds of \$550,000. Each unit consists of one common share and one common share purchase warrant which entitles the holder to purchase an additional common share of the Company at a price of \$0.075 for a period of two years, expiring on February 8, 2023.

The Company also issued 750,000 shares for the exercise of warrants priced at \$0.10 per warrant for gross proceeds of \$75,000.

*Year ended March 31, 2020*

On April 2, 2019, the Company issued 1,217,532 common shares to First Mining Gold Corp as per the terms of the Option Agreement on the Las Margaritas property (described in Note 6) with a recorded fair value of \$75,000.

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**7. SHARE CAPITAL (cont'd)**

*Shares held in escrow*

Included in the common shares outstanding at September 30, 2022 are 1,334,740 (2021 – 1,334,740) common shares held in escrow, which may not be transferred, assigned or otherwise dealt without the consent of the regulators.

During the six-months ended September 30, 2022 and 2021, certain escrow releases were not completed pursuant to escrow agreements because of non-payment issues regarding the Note with Golden Anvil (Note 6). A special warrant (as described in Note 6) exercisable for up to 600,000 common shares of the Company is also held in escrow.

*Warrants*

Warrant transactions and the number of warrants outstanding are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Remaining Life (years)
Balance, March 31, 2021	7,110,000	1.00	1.89
<b>Balance, September 30, 2021</b>	<b>7,110,000</b>		
<b>Balance, March 31, 2022</b>	<b>7,310,000</b>	<b>\$ 1.00</b>	<b>1.75</b>
Granted	2,207,200	0.50	1.75
<b>Balance, September 30, 2022</b>	<b>9,517,200</b>	<b>\$ 0.15</b>	<b>1.40</b>

Additional information regarding warrants outstanding as at September 30, 2022 is as follows:

Number of warrants	Exercise Price	Expiry Date
3,000,000	\$0.50	January 3, 2023
1,910,000	\$0.50	March 18, 2023
2,200,000	\$0.375	February 8, 2023
200,000	\$0.75	September 10, 2023
2,207,000	\$0.50	June 24, 2024

The weighted average remaining contractual life of warrants outstanding at September 30, 2022 is 1.40 years (2021 – 1.39 years).

**8. SHARE-BASED PAYMENTS**

*Stock options*

The Company follows the policies of the Exchange, under which it is authorized to grant options to officers, directors, employees and consultants, enabling them to acquire a number of shares equal to up to 10% of the issued and outstanding common shares of the Company. The exercise price of an option may not be less than the closing market price during the trading day immediately preceding the date of the grant of the option, less any applicable discount allowed by the Exchange. The options can be granted for a maximum term of 10 years and vest at the discretion of the board of directors.

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**8. SHARE-BASED PAYMENTS (cont'd)**

The changes in stock options are as follows:

	Number of Options	Weighted Average Exercise Price
Balance, March 31, 2021	1,356,000	0.60
Cancelled	(76,000)	0.60
<b>Balance, September 30, 2021</b>	<b>1,280,000</b>	<b>0.90</b>
Cancelled	(230,000)	0.60
Granted	100,000	0.375
<b>Balance, March 31, 2022</b>	<b>1,150,000</b>	<b>\$ 0.65</b>
Cancelled	(230,000)	0.375
<b>Balance, September 30, 2022</b>	<b>920,000</b>	<b>\$ 0.52</b>

The Company applies the fair value method using the Black-Scholes Option Pricing Model in accounting for stock options granted to employees. Stock options granted to non-employee are valued using the Black-Scholes Option Pricing Model as the fair values of services received were not reliably measurable.

The fair value of the options granted was calculated using the following weighted average assumptions:

	2022	2021
Expected life (years)	2.00	5.00
Risk-free interest rate	0.32%	1.15%
Expected annualized volatility	93.8%	129%
Dividend yield	N/A	N/A
Stock price at grant date	\$0.35	\$0.50
Exercise price	\$0.375	\$0.50
Weighted average grant date fair value	\$0.35	\$0.55

Option pricing models require the input of highly subjective assumptions regarding volatility. The Company has used historical volatility to estimate the volatility of the share price.

The following stock options were outstanding and exercisable at September 30, 2022:

Number of Options Outstanding	Number of Options Exercisable	Exercise Price	Expiry Date
180,000	180,000	0.60	April 1, 2024
260,000	260,000	0.60	September 17, 2024
480,000	480,000	0.50	February 23, 2026
920,000	920,000	\$ 0.57	

The weighted average remaining contractual life of stock options outstanding at September 30, 2022 is 1.90 years (2021 – 2.00 years).

**Reserves**

The stock option reserve records items recognized as share-based compensation expense within reserves until such time that the stock options are exercised, at which time the corresponding amount will be transferred to share capital.

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**9. RELATED PARTY TRANSACTIONS AND BALANCES**

The remuneration of key management personnel, being those persons determined as having authority and responsibility for planning, directing and controlling the activities of the Company during the six months ended September 30, 2022 and 2021 is as follows:

	Six months ended September 30,	
	2022	2021
Management fees paid/accrued to the CEO	\$ 79,143	\$ 74,600
Accounting fees paid/accrued to the CFO	15,000	15,000
	\$ 94,143	\$ 89,600

*Related party balances*

As at September 30, 2022, a total of \$7,875 (2021 – \$Nil) was payable to the CFO of the Company.

**10. MANAGEMENT OF CAPITAL**

The Company manages its capital structure and makes adjustments to it based on the funds available to the Company, in order to support the acquisition, exploration and evaluation of exploration and evaluation assets. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration and development of its exploration and evaluation assets, acquire additional mineral property interests and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes its components of shareholders' equity. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. The Company may issue new shares or issue debt in the near future to meet its current obligations.

At this stage of the Company's development, in order to maximize ongoing development efforts, the Company does not pay out dividends. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the period ended September 30, 2022. The Company is not subject to externally imposed capital requirements.

**11. FINANCIAL RISK MANAGEMENT**

IFRS 7, Financial Instruments: Disclosures, establishes a fair value hierarchy that reflects the significance of the inputs used in making fair value measurements. The fair value hierarchy has the following levels:

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

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

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

As at September 30, 2022, the carrying values of the Company's receivables, accounts payable and accrued liabilities and due from to related party approximate their fair values due to their short terms to maturity. The Company's cash and cash equivalents and restricted cash, under the fair value hierarchy is based on level one quoted inputs.

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**Financial Risks**

The Company has exposure to the following risks from its use of financial instruments:

Credit risk

The Company's credit risk is primarily attributable to cash. The Company has no significant concentration of credit risk arising from operations. Cash consist of bank accounts held with reputable financial institutions, from which management believes the risk of loss to be remote. Federal deposit insurance covers balances of up to \$100,000 in Canada and the Company holds nominal amounts in Mexican accounts as at September 30, 2022 and 2021. The Company limits its exposure to credit loss for cash by placing its cash with high quality financial institutions. Accordingly, as at September 30, 2022, the Company's exposure to credit risk is minimal.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

At September 30, 2022, the Company had a cash balance of \$238,630 (March 31, 2022 - \$70,016) to settle current liabilities of \$129,657 (March 31, 2022 - \$147,118). The Company has corporate credit cards with various credit limits not exceeding \$35,000. As collateral for the credit cards, the Company has a restricted one-year term deposit of \$46,000 earning annual interest at Canadian prime rate less 2.30%.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements and loans from related and other parties. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. The Company is exposed to liquidity risk.

Market risk

The Company is subject to normal risks including fluctuations in foreign exchange rates and interest rates. While the Company manages its operations in order to minimize exposure to these risks, it has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure. At September 30, 2022, the Company was not exposed to significant interest rate risk.

The Company is principally engaged in the acquisition and exploration of exploration and evaluation assets in Mexico. To date the operating expenditures have been denominated in Canadian dollars. In the future, due to the location of operations, the Company may experience exposure to foreign exchange rate fluctuations for expenditures in foreign currencies against the Canadian dollar as the functional currency of the business entity.

**12. SEGMENTED INFORMATION**

The Company operates in one reportable operating segment, being the acquisition and exploration of mineral properties in Mexico. As at September 30 2022, all of the Company's exploration and evaluation assets and plant and equipment are located in Mexico.