



AZTEC MINERALS CORP.

Third Quarter Report

Condensed Consolidated Interim Financial Statements

(stated in Canadian dollars)

Three and Nine Months ended September 30, 2021

(Unaudited – Prepared by Management)

**Notice of No Auditor Review of
Unaudited Condensed Consolidated Interim Financial Statements
For the Three and Nine Months Ended September 30, 2021**

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

The accompanying unaudited condensed consolidated interim financial statements of Aztec Minerals Corp. (the “Company”) for the three and nine months ended September 30, 2021 (the “Financial Statements”) have been prepared by and are the responsibility of the Company’s management, and have not been reviewed by the Company’s auditors. The Financial Statements are stated in Canadian dollars, unless otherwise indicated, and are prepared in accordance with International Accounting Standards 34 (“IAS 34”) and International Financial Reporting Standards (“IFRS”).

AZTEC MINERALS CORP.

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Financial Position

(Unaudited – Prepared by Management)

(Stated in Canadian dollars)

	Notes	September 30, 2021	December 31, 2020
ASSETS			
Current Assets			
Cash		\$ 845,694	\$ 1,919,485
Receivables and prepaids		197,516	211,199
Total Current Assets		1,043,210	2,130,684
Non-Current Assets			
Mineral property interests	6, 9(b), 11	5,312,582	3,976,535
Equipment	7	3,624	3,610
Total Non-Current Assets		5,316,206	3,980,145
Total Assets		\$ 6,359,416	\$ 6,110,829
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current Liabilities			
Accounts payable and accrued liabilities	11	\$ 216,219	\$ 147,382
Shareholders' Equity			
Share capital	9(b)	10,324,601	9,388,293
Reserve for share-based payments		1,495,601	1,281,139
Deficit		(6,738,494)	(5,660,832)
Non-controlling interest	6(a)	1,061,489	954,847
Total Shareholders' Equity		6,143,197	5,963,447
Total Liabilities and Shareholders' Equity		\$ 6,359,416	\$ 6,110,829

Refer to the accompanying notes to the condensed consolidated interim financial statements.

Approved on behalf of the Board:

/s/ *Bradford Cooke*

Director

/s/ *Patricio Varas*

Director

AZTEC MINERALS CORP.

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Comprehensive Loss

(Unaudited – Prepared by Management)

(Stated in Canadian dollars)

	Notes	Three Months ended September 30,		Nine Months ended September 30,	
		2021	2020	2021	2020
Expenses:					
Accounting and audit		\$ 15,167	\$ (705)	\$ 23,252	\$ 4,272
Amortization	7	449	831	1,293	2,493
Employee and director remuneration	11	91,926	51,390	320,323	139,745
Legal		2,251	1,715	5,872	12,996
Office and sundry	10, 11	32,104	22,941	84,685	60,583
Project evaluation	10, 11	1,321	7,547	6,464	25,617
Regulatory		31,802	15,012	69,506	44,275
Shareholder relations		98,768	375,257	235,951	459,025
Share-based payments	9(c), 11	89,653	178,501	314,792	196,971
Loss before the undernoted		(363,441)	(652,489)	(1,062,138)	(945,977)
Interest income		254	324	1,322	324
Interest and finance charges	8	-	1,744	-	(67,954)
Foreign exchange (loss) gain		(2,516)	2,536	(23,446)	(18,389)
Net loss before non-controlling interest		(365,703)	(647,885)	(1,084,262)	(1,031,996)
Non-controlling interest		1,168	-	696	-
Net loss and comprehensive loss for the period		\$ (364,535)	\$ (647,885)	\$ (1,083,566)	\$ (1,031,996)
Basic and diluted loss per share		\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.02)
Weighted average number of common shares outstanding		59,698,070	58,823,343	57,722,468	41,571,578

Refer to the accompanying notes to the condensed consolidated interim financial statements.

AZTEC MINERALS CORP.

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity

(Unaudited – Prepared by Management)

(Stated in Canadian dollars)

	Notes	Share Capital		Reserve for Share-Based Payments	Deficit	Non-Controlling Interest	Total
		Number of Shares	Amount				
Balance, December 31, 2019		32,691,016	\$ 5,239,750	\$ 798,720	\$ (3,090,183)	\$ -	\$ 2,948,287
Private placement	9(b)(ii)	18,258,847	3,477,654	-	-	-	3,477,654
Share issue expenses		-	(160,432)	-	-	-	(160,432)
Property acquisition	9(b)(ii)	300,000	15,000	-	-	-	15,000
Exercise of stock options		150,000	25,237	(9,487)	-	-	15,750
Exercise of warrants		4,371,250	864,813	(27,000)	-	-	837,813
Fair value of finders fee warrants	9(d)	-	(73,729)	73,729	-	-	-
Expiration of stock options	9(c)	-	-	(658)	658	-	-
Share-based payments		-	-	445,835	-	-	445,835
Adjustment on disposition of controlled subsidiary	6(a)	-	-	-	(947,547)	954,847	7,300
Net loss for the year		-	-	-	(1,623,760)	-	(1,623,760)
Balance, December 31, 2020		55,771,113	9,388,293	1,281,139	(5,660,832)	954,847	\$ 5,963,447
Share issue expenses		-	(3,622)	-	-	-	(3,622)
Property acquisition	9(b)(i)	600,000	201,000	-	-	-	201,000
Exercise of stock options		160,000	29,530	(10,330)	-	-	19,200
Exercise of warrants		3,180,000	709,400	(83,400)	-	-	626,000
Expiration of warrants		-	-	(6,600)	6,600	-	-
Share-based payments		-	-	314,792	-	-	314,792
Cash contribution by non controlling interest	6(a)	-	-	-	-	105,946	105,946
Net loss for the period		-	-	-	(1,084,262)	696	(1,083,566)
Balance, September 30, 2021		59,711,113	\$ 10,324,601	\$ 1,495,601	\$ (6,738,494)	\$ 1,061,489	\$ 6,143,197
Balance, December 31, 2019		32,691,016	\$ 5,239,750	\$ 798,720	\$ (3,090,183)	\$ -	\$ 2,948,287
Private placement		18,258,847	3,477,654	-	-	-	3,477,654
Private placement subscription		-	-	-	-	-	-
Share issue expenses		-	(225,657)	73,729	-	-	(151,928)
Property acquisition	9(b)(ii)	300,000	15,000	-	-	-	15,000
Exercise of warrants		2,285,000	358,250	(27,000)	-	-	331,250
Exercise of warrants		150,000	64,966	(49,216)	-	-	15,750
Fair value of loan bonus warrants		-	-	66,770	-	-	66,770
Expiration of stock options		-	-	(3,393)	3,393	-	-
Share-based payments		-	-	196,971	-	-	196,971
Net loss for the period		-	-	-	(1,031,996)	-	(1,031,996)
Balance, September 30, 2020		53,684,863	\$ 8,929,963	\$ 1,056,581	\$ (4,118,786)	\$ -	\$ 5,867,758

Refer to the accompanying notes to the condensed consolidated interim financial statements.

AZTEC MINERALS CORP.

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Cash Flows

(Unaudited – Prepared by Management)

(Stated in Canadian dollars)

	Three Months ended September 30,		Nine Months ended September 30,	
	2021	2020	2021	2020
Cash provided from (used by):				
Operations:				
Loss for the period	\$ (365,231)	\$ (647,885)	\$ (1,084,262)	\$ (1,031,996)
Items not involving cash:				
Accrued interest	-	(710)	-	-
Amortization	449	831	1,293	2,493
Fair value of loan bonus warrants	-	-	-	66,770
Foreign exchange loss (gain)	(8,041)	5,790	127	5,404
Share-based payments	89,653	178,501	314,792	196,971
Non-controlling interest in joint venture	224	-	696	-
	(282,946)	(463,473)	(767,354)	(760,358)
Changes in non-cash working capital items:				
Receivables and prepaids	138,983	(238,912)	13,683	(328,824)
Accounts payable and accrued liabilities	13,582	(37,686)	34,439	5,150
Cash used by operating activities	(130,381)	(740,071)	(719,232)	(1,084,032)
Financing:				
Proceeds from loan payable	-	-	-	60,000
Repayment of loan payable	-	(60,000)	-	(60,000)
Issuance of common share, net of share issuance expenses	-	3,077,654	-	3,477,654
Subscription for common shares	-	(332,500)	-	-
Share issue expenses	(135)	(132,554)	(3,622)	(151,928)
Exercise of warrants	120,000	151,250	626,000	331,250
Exercise of stock options	-	15,750	19,200	15,750
Cash provided from financing activities	119,865	2,719,600	641,578	3,672,726
Investing:				
Mineral property interests, net of recoveries	(697,224)	(158,570)	(1,100,649)	(309,152)
Non-controlling interest in joint venture	25,900	-	105,946	-
Acquisition of equipment	-	-	(1,307)	-
Cash used by investing activities	(671,324)	(158,570)	(996,010)	(309,152)
Foreign exchange (loss) gain on cash held in foreign currency	8,041	(5,790)	(127)	(5,404)
(Decrease) increase in cash	(673,799)	1,815,169	(1,073,791)	2,274,138
Cash, beginning of period	1,519,493	508,724	1,919,485	49,755
Cash, end of period	\$ 845,694	\$ 2,323,893	\$ 845,694	\$ 2,323,893

Refer to the accompanying notes to the condensed consolidated interim financial statements.

AZTEC MINERALS CORP.

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Cash Flows

(Unaudited – Prepared by Management)

(Stated in Canadian dollars)

		Three Months ended September 30,		Nine Months ended September 30,	
	Notes	2021	2020	2021	2020
Non-cash financing and investing activities:					
Accrual for mineral property interests		\$ (7,643)	\$ 246,671	\$ 81,820	\$ 334,553
Fair value of common shares issued for:					
Property acquisition	9(b)	-	-	201,000	15,000
Exercise of warrants	9(d)	18,000	-	83,400	27,000
Exercise of stock options	9(c)	-	49,216	10,330	49,216
Fair value of:					
Finders fee warrants	9(d)	-	73,729	-	73,729
Fair value from expiration / cancellation of:					
Stock options	9(c)	(3,394)	(1)	-	3,393
Warrants	9(d)	6,600	-	6,600	-
Interest paid	8	-	1,184	-	1,184
Income taxes paid		-	-	-	-

Refer to the accompanying notes to the condensed consolidated interim financial statements.

AZTEC MINERALS CORP.

(An Exploration Stage Company)

Notes to the Condensed Consolidated Interim Financial Statements

Three and Nine Months ended September 30, 2021

(Unaudited – Prepared by Management)

(Stated in Canadian dollars)

1. Nature of Operations and Going Concern

Aztec Minerals Corp. (the “Company”) was incorporated on July 6, 2007 under the laws of British Columbia, Canada. The address of the Company’s registered office is #910 – 800 West Pender Street, Vancouver, BC, Canada, V6C 2V6 and its principal place of business is #1130 – 609 Granville Street, Vancouver, BC, Canada, V7Y 1G5.

The Company is in the mineral exploration business and has not yet determined whether its mineral property interests contain reserves. The recoverability of amounts capitalized for mineral property interests is dependent upon the ability of the Company to arrange appropriate financing as needed, the discovery of reserves, the development of its properties, confirmation and maintenance of the Company’s interest in the underlying properties, the receipt of necessary permitting and upon future profitable production or proceeds from the disposition thereof.

The Company has no operating revenues, has incurred a significant net loss of \$1.1 million for the nine months ended September 30, 2021 (September 30, 2020 - \$1 million), and has a deficit of \$6.7 million as at September 30, 2021 (December 31, 2020 - \$5.7 million). These condensed consolidated interim financial statements have been prepared on a going concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of business. The Company’s ability to continue as a going concern is dependent on the ability of the Company to raise debt or equity financings, and the attainment of profitable operations. Management would need to raise the necessary capital to meet its planned business objectives. There can be no assurance that management’s plans will be successful. These matters indicate the existence of material uncertainties that may cast significant doubt about the Company’s ability to continue as a going concern. These condensed consolidated interim financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern, and such adjustments could be material.

2. Basis of Presentation

(a) Statement of compliance:

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34 *Interim Financial Reporting* (“IAS 34”) using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board and the interpretations of the International Financial Reporting Standards Interpretations Committee. These unaudited condensed consolidated interim financial statements do not include all of the information and disclosures required for full and complete annual financial statements, and accordingly should be read in conjunction with the Company’s audited consolidated financial statements for the year ended December 31, 2020. The Company has consistently applied the same accounting policies for all periods as presented. Certain of the prior periods’ comparative figures may have been reclassified to conform to the presentation adopted in the current period.

(b) Approval of condensed consolidated interim financial statements:

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

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(An Exploration Stage Company)

Notes to the Condensed Consolidated Interim Financial Statements

Three and Nine Months ended September 30, 2021

(Unaudited – Prepared by Management)

(Stated in Canadian dollars)

2. Basis of Presentation (continued)

(c) Basis of presentation:

These condensed consolidated interim financial statements have been prepared on a historical cost basis except for certain financial instruments which are measured at fair value, as disclosed in Note 5. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

(d) Functional currency and presentation currency:

The functional and presentation currencies of the Company and its subsidiaries are the Canadian dollar. Amounts recorded in a foreign currency are translated into Canadian dollars as follows:

- monetary assets and liabilities at the exchange rate at the condensed consolidated interim statement of financial position date;
- non-monetary assets and liabilities at historical exchange rates, unless such items are carried at fair value, in which case they are translated at the exchange rate in effect on the date which the fair value was determined; and
- revenue and expense items at the rate of exchange in effect on the transaction date.

Exchange gains and losses are recorded in profit or loss in the period in which they occur.

(e) Critical accounting estimates and judgments:

The preparation of the condensed consolidated interim financial statements in accordance with IFRS requires management to make estimates, assumptions and judgements that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements along with the reported amounts of revenues, if any, and expenses during the period. Actual results may differ from these estimates and, as such, estimates and underlying assumptions are reviewed on an ongoing basis. Revisions are recognized in the period in which the estimates are revised and in any future periods affected.

Significant areas requiring the use of management estimates relate to the determination of accrued liabilities; accrued site remediation; the variables used in the determination of the fair values of stock options granted and finders fee warrants issued; and the valuation of deferred tax assets. While management believes the estimates are reasonable, actual results could differ from those estimates and could impact future financial performance and cash flows.

The Company applies judgment in assessing whether material uncertainties exist that would cast significant doubt as to whether the Company could continue as a going concern.

The Company applies judgment in assessing the functional currency of each entity consolidated in these condensed consolidated interim financial statements. The functional currency of the Company and its subsidiaries is determined using the currency of the primary economic environment in which that entity operates.

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(An Exploration Stage Company)

Notes to the Condensed Consolidated Interim Financial Statements

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(Unaudited – Prepared by Management)

(Stated in Canadian dollars)

2. Basis of Presentation (continued)

(e) Critical accounting estimates and judgments: (continued)

The Company applies judgement in determining whether the Company has control of its entities by assessing the following factors: whether the Company has power; whether the Company has exposure or rights to variable returns; and whether the Company has the ability to use its power to affect the amount of its returns.

At the end of each reporting period, the Company assesses each of its mineral property interests to determine whether any indication of impairment exists. Judgment is required in determining whether indicators of impairment exist, including factors such as: the period for which the Company has the right to explore; expected renewals of exploration rights; whether substantive expenditures on further exploration and evaluation of mineral property interests are budgeted or planned; and results of exploration and evaluation activities.

3. Significant Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in these condensed consolidated interim financial statements.

(a) Basis of consolidation:

These condensed consolidated interim financial statements include the accounts of the Company and its wholly-owned subsidiary, Aztec Minerals America Corp. During the year ended December 31, 2020, the Company transferred the wholly owned subsidiary, Minera Azteca Dorada S.A. de C.V. (“Minera Azteca”) to Aztec Minerals (Mexico) JV Corp. (“Aztec Mexico JV”) of which the Company owns 65% ownership (Note 6(a)). The financial statements of subsidiaries are included in the condensed consolidated interim financial statements from the date control commences until the date control ceases. All significant intercompany transactions and balances are eliminated on consolidation.

Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Non-controlling interests in the net assets are identified separately from the Company’s deficiency. The non-controlling interest consists of the non-controlling interest as at the date of the original acquisition plus the non-controlling interest’s share of changes in equity or deficiency since the date of acquisition.

(b) Financial instruments:

The Company categorizes financial instruments measured at fair value at one of three levels according to the reliability of the inputs used to estimate fair values. The fair value of financial assets and financial liabilities included in Level 1 are determined by reference to quoted prices in active markets for identical assets and liabilities. Financial assets and liabilities in Level 2 are valued using inputs other than quoted prices for which all significant inputs are based on observable market data. Level 3 valuations are based on inputs that are not based on observable market data.

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Notes to the Condensed Consolidated Interim Financial Statements

Three and Nine Months ended September 30, 2021

(Unaudited – Prepared by Management)

(Stated in Canadian dollars)

3. Significant Accounting Policies (continued)

(c) Mineral property interests:

The Company capitalizes all costs related to investments in mineral property interests on a property-by-property basis. Such costs include mineral property acquisition or staking costs and exploration and development expenditures, net of any recoveries. Costs are deferred until such time as the extent of mineralization has been determined and mineral property interests are either developed or the Company's mineral rights are allowed to lapse.

All deferred mineral property expenditures are reviewed, 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 deferred costs, provision is made for the impairment in value.

The amounts shown for acquisition costs and deferred exploration expenditures represent costs incurred to date and do not necessarily reflect present or future values. These costs will be depleted over the useful lives of the properties upon commencement of commercial production or written off if the property interests are abandoned or the claims are allowed to lapse.

From time to time, the Company may acquire or dispose of a mineral property interest pursuant to the terms of a property option agreement. As the property options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable in the future are not recorded. Property option payments are recorded as property costs or recoveries when the payments are made or received, respectively. When the amount of recoveries exceeds the total amount of capitalized costs of the property, the amount in excess of costs is credited to profit or loss.

4. Management of Capital

The Company is an exploration stage company and its activities involve a high degree of risk. The Company has not yet determined whether its mineral property interests contain reserves and currently has not earned any revenues from its mineral property interests and does not generate cash flows from operations. The Company's primary sources of funds are from debt capital and the issuance of share capital.

The Company defines its capital as debt and share capital. Capital requirements are driven by the Company's exploration activities on its mineral property interests. To effectively manage the Company's capital requirements, the Company has a planning and budgeting process in place to ensure that adequate funds are available to meet its strategic goals. The Company monitors actual expenses on all exploration projects and overhead to manage its costs, commitments and exploration activities.

The Company invests its excess capital in liquid investments to obtain adequate returns. The investment decision is based on cash management to ensure working capital is available to meet the Company's short-term obligations while maximizing liquidity and returns of unused capital.

Management reviews the capital availability and needs on a regular basis to ensure the above-noted objectives are met. There have been no changes to the Company's approach to capital management during the nine months ended September 30, 2021.

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Three and Nine Months ended September 30, 2021

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4. Management of Capital (continued)

Although the Company has raised funds in the past from the issuance of share capital, it is uncertain whether it would be able to continue this financing in the future. The Company will continue to rely on debt and equity financings to meet its commitments as they become due, to continue exploration work on its mineral property interests, and to meet its administrative overhead costs for the coming periods.

As at September 30, 2021, the Company was not subject to any externally imposed capital requirements.

5. Financial Instruments and Management of Financial Risk

The Company classifies its financial instruments as follows:

Financial Assets

Cash	Fair value through profit or loss (“FVTPL”)
Receivables	Loans and receivable at amortized cost

Financial Liability

Accounts payable and accrued liabilities	Other financial liabilities under amortized cost
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The fair values of the Company’s receivables and accounts payable and accrued liabilities approximate their carrying values due to the short terms to maturity. Cash is measured at fair value using Level 1 inputs.

The Company is exposed in varying degrees to a variety of financial instrument related risks, including credit risk, liquidity risk, and market risk which includes foreign currency risk, interest rate risk and other price risk. The types of risk exposure and the way in which such exposure is managed are as follows.

(a) Credit risk:

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations.

The Company's credit risk is primarily attributable to its cash. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality Canadian financial institutions. Non-contractual taxes receivables from government agencies are not considered financial instruments.

Management has reviewed the items comprising the accounts receivable balance, and determined that the accounts are collectible.

(b) Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due.

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(Unaudited – Prepared by Management)

(Stated in Canadian dollars)

5. Financial Instruments and Management of Financial Risk (continued)

(b) Liquidity risk: (continued)

The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash and its ability to raise debt and equity financings. As at September 30, 2021, the Company had working capital of \$827,000 (December 31, 2020 - \$2 million). The Company will require significant additional funding to meet its short-term liabilities and administrative overhead costs, and to maintain its mineral property interests in 2021.

Accounts payable and accrued liabilities are due in less than 90 days.

(c) Market risk:

The significant market risk to which the Company is exposed are foreign currency risk, interest rate risk and other price risk.

(i) Foreign currency risk:

The Company has certain cash and accounts payable stated in United States dollars and Mexican pesos, mineral property interests which are in the USA and Mexico, and a portion of its operations are in Mexico, resulting in expenditures subject to foreign currency fluctuations. Fluctuations in the United States dollar and Mexican peso would impact the losses of the Company and the values of its assets and liabilities as the Company's functional and presentation currencies are the Canadian dollar. The Canadian dollar fluctuates with the United States dollar and Mexican peso.

At September 30, 2021, the Company was exposed to currency risk for its Canadian dollar equivalent of financial assets and liabilities denominated in currencies other than Canadian dollars as follows:

	Stated in Canadian Dollars		
	Held in		Total
	United States Dollars	Mexican Pesos	
Cash	\$ 209,325	\$ 1,324	\$ 210,649
Accounts payable and accrued liabilities	(116,010)	(6,235)	(122,245)
Net financial assets (liabilities), September 30, 2021	\$ 93,315	\$ (4,911)	\$ 88,404
Cash	\$ 224,916	\$ 107	\$ 225,023
Accounts payable and accrued liabilities	(30,013)	(3,495)	(33,508)
Net financial assets (liabilities), December 31, 2020	\$ 194,903	\$ (3,388)	\$ 191,515

Based upon the above net exposure as at September 30, 2021 and assuming all other variables remain constant, a 10% (December 31, 2020 – 15%) depreciation or appreciation of the Canadian dollar relative to the United States dollar and Mexican pesos could result in a decrease/increase of approximately \$9,000 (December 31, 2020 - \$29,000) in the Company's net losses.

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Notes to the Condensed Consolidated Interim Financial Statements

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(Stated in Canadian dollars)

5. Financial Instruments and Management of Financial Risk (continued)

(c) Market risk: (continued)

(i) Foreign currency risk: (continued)

The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks at this time.

(ii) Interest rate risk:

In respect of financial assets, the Company's policy is to invest excess cash at floating rates of interest in cash equivalents, in order to maintain liquidity, while achieving a satisfactory return. Fluctuations in interest rates impact on the value of cash equivalents. Interest rate risk is not significant to the Company as it has no cash equivalents at year-end.

(iii) Other price risk:

Other price risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices. The Company currently does not have any financial instruments which fluctuate with market prices.

6. Mineral Property Interests

	September 30, 2021		
	Mexico	USA	Total
	Cervantes	Tombstone	
Acquisition Costs:			
Balance, December 31, 2020	\$ 582,611	\$ 176,073	\$ 758,684
Acquisition	-	302,172	302,172
Balance, September 30, 2021	582,611	478,245	1,060,856
Deferred Exploration Expenditures:			
Balance, December 31, 2020	2,218,539	999,312	3,217,851
Assays	22,782	97,309	120,091
Drilling	2,798	617,381	620,179
Equipment and systems	1,040	13,782	14,822
Field, camp, supplies	8,029	8,419	16,448
General, administrative, legal, sundry	40,712	18,439	59,151
Geology	84,163	39,216	123,379
Road access and rent	51,590	-	51,590
Salaries and local labour	38,327	102,188	140,515
Surface taxes	8,587	9,268	17,855
Surveying	6,449	-	6,449
Transportation and travel	36,617	67,265	103,882
Contribution by joint venture partner	-	(240,486)	(240,486)
Balance, September 30, 2021	2,519,633	1,732,093	4,251,726
Mineral Property Interests:			
December 31, 2020	\$ 2,801,150	\$ 1,175,385	\$ 3,976,535
September 30, 2021	\$ 3,102,244	\$ 2,210,338	\$ 5,312,582

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6. Mineral Property Interests (continued)

(a) Cervantes property (Mexico):

On September 30, 2016, the Company entered into the Option Amendment and Assignment Agreement for the Cervantes Property (“Option Assignment Agreement”) for the Cervantes Property with Aztec Metals Corp., which share common directors with the Company, (“AzMet”) and Kootenay Silver Inc. (“Kootenay”), whereby AzMet assigned to the Company all of its rights and interests in the Property Option Agreement dated July 25, 2015 between AzMet and Kootenay (the “Option Agreement”).

In July 2019, the Company earned its 65% interest in the Cervantes property whereby the Company issued 500,000 common shares to Kootenay; paid US\$50,000 in cash; and incurred exploration expenditures totalling US\$1.2 million for the Cervantes property.

In December 2020, the Company entered into a joint venture agreement with Kootenay whereby the Company holds 65% interest in the joint venture entity, Aztec Mexico JV. Minera Azteca is a wholly-owned subsidiary of Aztec Mexico JV and owns the Cervantes property. The Company determined that the 65% interest in Aztec Mexico JV does not constitute a loss of control. The issuance of the shares is accounted for as an equity transaction and resulted in a non-controlling interest of \$954,847.

(b) Tombstone property (USA):

On November 30, 2017, as amended on February 28, 2018, the Company entered into a Purchase Option Agreement for the Tombstone property (the “Tombstone Option Agreement”) with Baroyeca Gold & Silver Inc. and its two wholly owned U.S. subsidiaries (collectively, “Baroyeca”). The Company can earn a 75% interest by making cash payments of \$100,000, incurring exploration expenditures of \$1 million and issuing 1 million common shares over a three year period starting from March 2018.

In February 2021, the Company entered into an asset joint venture with Baroyeca’s two U.S. subsidiaries whereby the Company holds 75% interest in the asset joint venture.

(c) Title to mineral property interests:

The Company has investigated rights of ownership of all of its mineral properties/concessions and, to the best of its knowledge, all agreements relating to such ownership rights are in good standing. However, all properties/concessions may be subject to prior claims, agreements or transfers, and rights of ownership may be affected by undetected defects.

(d) Realization of assets:

The Company’s investment in and expenditures on its mineral property interests comprise a significant portion of the Company’s assets. Realization of the Company’s investment in these assets is dependent on establishing legal ownership of the properties, on the attainment of successful commercial production or from the proceeds of their disposal. The recoverability of the amounts shown for mineral property interests is dependent upon the existence of reserves, the ability of the Company to obtain necessary financing to complete the development of the properties, and upon future profitable production or proceeds from the disposition thereof.

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6. Mineral Property Interests (continued)

(e) Environmental matters:

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous materials and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former mineral property interests that may result in material liability to the Company.

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation of the Company's operation may cause additional expenses and restrictions.

If the restrictions adversely affect the scope of exploration and development on the mineral properties, the potential for production on the property may be diminished or negated.

7. Equipment

	Office Furnishings	Office Equipment	Total
Cost:			
Balance, December 31, 2019	\$ 4,121	\$ 9,552	\$ 13,673
Add: Acquisitions	-	-	-
Balance, December 31, 2020	4,121	9,552	13,673
Add: Acquisitions	-	1,307	1,307
Balance, September 30, 2021	4,121	10,859	14,980
Accumulated amortization:			
Balance, December 31, 2019	1,508	5,931	7,439
Add: Amortization	802	1,822	2,624
Balance, December 31, 2020	2,310	7,753	10,063
Add: Amortization	602	691	1,293
Balance, September 30, 2021	2,912	8,444	11,356
Net book value:			
Balance, December 31, 2020	\$ 1,811	\$ 1,799	\$ 3,610
Balance, September 30, 2021	\$ 1,209	\$ 2,415	\$ 3,624

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8. Loan Payable

On May 22, 2020, the Company arranged an aggregate of \$60,000 in loans from individuals, two of whom are insiders. Each loan bears interest at a rate of 12% per annum, payable on maturity, and has a term of 6 months, provided that the Company may prepay without penalty. A loan bonus totaling 300,000 warrants were issued to the lenders, with each warrant having an exercise price of \$0.20 and expiry date of June 3, 2021. The Company repaid the principal and interest on the loans in July 2020.

Balance, December 31, 2019		\$	-
Add:			
Loan principal	\$	60,000	
Interest charges		<u>1,183</u>	
			61,183
Less:			
Repayment of loan principal	\$	60,000	
Interest paid		<u>1,183</u>	
			(61,183)
Balance, December 31, 2020 and September 30, 2021		\$	-

9. Share Capital

(a) Authorized:

The authorized share capital of the Company is comprised of an unlimited number of common shares without par value.

(b) Issued:

- (i) On February 17, 2021, the Company issued 600,000 common shares at a fair value of \$0.335 per share to earn its 75% in the Tombstone property (Note 6(b)).

During the nine months ended September 30, 2021, warrants for 3.18 million common shares were exercised for gross proceeds of \$626,000 and stock options for 160,000 common shares were exercised for gross proceeds of \$19,200.

In October and November 2021, the Company closed a private placement in two tranches totalling 5.25 million units at \$0.30 per unit for gross proceeds of \$1.58 million. Each unit was comprised of one common share and one share purchase warrant which is exercisable to acquire one common share at an exercise price of \$0.40 for a period of two years. On October 29, 2021, the Company closed the first tranche for 3.3 million units for gross proceeds of \$1 million. On November 17, 2021, the Company closed the second tranche for 1.9 million units for gross proceeds of \$575,000. Finders fees were comprised of \$294 in cash and 980 warrants with the same terms as the underlying warrants in the private placement.

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9. Share Capital (continued)

(b) Issued: (continued)

- (ii) On March 25, 2020, the Company issued 300,000 common shares at a fair value of \$0.05 per share to Baroyeca (Note 6(b)).

On April 3, 2020, the Company closed a private placement for 8,000,000 units at \$0.05 per unit for total proceeds of \$400,000. Each unit was comprised of one common share and one-half of a full common share purchase warrant. Each full warrant is exercisable to acquire one common share at an exercise price of \$0.10 and has an expiry date of April 3, 2022.

In July 2020, the Company closed a private placement in two tranches totalling 10.3 million units at a price of \$0.30 per unit for gross proceeds of \$3.08 million with each unit comprised of one common share and one-half of one common share purchase warrant; each whole warrant is exercisable to acquire one common share at an exercise price of \$0.40 per share for a period of two years. On July 9, 2020, the Company closed the first tranche for 7.1 million units for gross proceeds of \$2.1 million. On July 23, 2020, the Company closed the second tranche for 3.2 million units for gross proceeds of \$955,000. Finders fees included \$94,883 in cash and 301,877 warrants with the same terms as the underlying warrants in the private placement.

In 2020, warrants for 4.37 million common shares and stock options for 150,000 common shares were exercised for gross proceeds of \$853,563.

(c) Stock option plan:

In January 20, 2017, the Company adopted a stock option plan that allows it to grant stock options to its directors, officers, employees and consultants, provided that the aggregate number of stock options granted shall not at any time exceed 10% of the total number of issued and outstanding common shares of the Company. The exercise price of each stock option shall be based on the market price of the Company's shares as traded on the TSX-V at the time of grant. Stock options have a maximum term of ten years and terminate 30 days following the termination of the optionee's employment, except in the case of death, in which case they terminate one year after the event. Vesting of stock options is made at the discretion of the Board at the time the stock options are granted.

The continuity of stock options for the nine months ended September 30, 2021 is as follows:

	September 30, 2021	
	Number of shares	Weighted average exercise price
Outstanding balance, beginning of period	4,830,000	\$0.23
Granted	1,015,000	\$0.30
Exercised	(160,000)	\$0.12
Outstanding balance, end of period	5,685,000	\$0.24

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9. Share Capital (continued)

(c) Stock option plan: (continued)

The following table summarizes information about stock options outstanding and exercisable at September 30, 2021:

Exercise Prices	Options Outstanding			Options Exercisable		
	Number Outstanding at Sept 30, 2021	Weighted Average Remaining Contractual Life (Number of Years)	Weighted Average Exercise Prices	Number Exercisable at Sept 30, 2021	Weighted Average Remaining Contractual Life (Number of Years)	Weighted Average Exercise Prices
\$0.12 ⁽¹⁾	100,000	0.37	\$0.12	100,000	0.37	\$0.12
\$0.105 ⁽²⁾	1,800,000	0.59	\$0.105	1,800,000	0.59	\$0.105
\$0.12	840,000	2.76	\$0.12	840,000	2.76	\$0.12
\$0.40	1,930,000	3.85	\$0.40	1,158,000	3.85	\$0.40
\$0.30	1,015,000	4.53	\$0.30	203,000	4.53	\$0.30
	<u>5,685,000</u>	<u>2.72</u>	<u>\$0.24</u>	<u>4,101,000</u>	<u>2.15</u>	<u>\$0.20</u>

⁽¹⁾ In February 2020, the Company re-priced the stock options from an exercise price of \$0.25 to \$0.12.

⁽²⁾ In February 2020, the Company re-priced the stock options from an exercise price of \$0.35 to \$0.105. The re-pricing of the stock options which are held by insiders was approved by disinterested shareholders of the Company at its annual general meeting of shareholders in June 2020, in accordance with the policies of the TSX-V.

On April 12, 2021, the Company granted stock options for 1,015,000 common shares to directors, officers and employees with an exercise price of \$0.30 and expiry date of April 12, 2026. The stock options are subject to vesting provisions in which 20% vest on grant date and 20% vest every 6 months thereafter.

During the nine months ended September 30, 2021, the Company recognized share-based payments of \$314,792 (September 30, 2020 - \$196,971), net of forfeitures, based on the fair value of options that were earned by the provision of services during the period. Share-based payments are segregated between directors and officers, employees and consultants, as applicable, as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Directors and officers	\$ 84,533	\$ 145,250	\$ 288,406	\$ 159,010
Consultants	3,704	30,487	21,417	34,804
Employees	1,416	2,764	4,969	3,157
	<u>\$ 89,653</u>	<u>\$ 178,501</u>	<u>\$ 314,792</u>	<u>\$ 196,971</u>

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9. Share Capital (continued)

(c) Stock option plan: (continued)

The weighted average fair value of stock options granted and the weighted average assumptions used to calculate share-based payments for stock option grants are estimated using the Black-Scholes option pricing model as follows:

	September 30,	
	2021	2020
Number of stock options granted	1,015,000	1,930,000
Fair value of stock options granted	\$0.22	\$0.33
Market price of shares on grant date	\$0.29	\$0.42
Pre-vest forfeiture rate	2.81%	6.16%
Risk-free interest rate	0.69%	0.31%
Expected dividend yield	0%	0%
Expected stock price volatility	118.31%	119.45%
Expected option life in years	3.85	4.01

Expected stock price volatility is based on the historical price volatility of the Company and companies which are comparable to the profile of the Company.

(d) Warrants:

At September 30, 2021, the Company had outstanding warrants as follows:

Exercise Prices	Expiry Dates	Outstanding at December 31, 2020	Issued	Exercised	Expired	Outstanding at September 30, 2021
\$0.20	July 2, 2021 ⁽¹⁾	3,000,000	-	(2,780,000)	(220,000)	-
\$0.20	June 3, 2021	300,000	-	(300,000)	-	-
\$0.10	April 3, 2022	2,600,000	-	(100,000)	-	2,500,000
\$0.40	July 9, 2022	3,538,082	-	-	-	3,538,082
\$0.40	July 9, 2022 ⁽²⁾	212,040	-	-	-	212,040
\$0.40	July 22, 2022	1,591,342	-	-	-	1,591,342
\$0.40	July 22, 2022 ⁽³⁾	89,837	-	-	-	89,837
		11,331,301	-	(3,180,000)	(220,000)	7,931,301

⁽¹⁾ On July 2, 2019, the Company issued 3,900,000 warrants with an exercise price of \$0.20 and an expiry date of July 2, 2021, and have a total fair value of \$117,000 as determined by the excess private placement price over the market price of the common share on closing date.

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9. Share Capital (continued)

(d) Warrants: (continued)

(2) These finders fee warrants have a fair value of \$50,767 and was recorded as share issuance expense as applied to share capital with a corresponding credit to reserve for share-based payments calculated using the Black-Scholes option pricing model with the following assumptions: volatility 129%, risk-free rate 0.28%, expected life 2 years, and expected dividend yield 0%.

(3) These finders fee warrants have a fair value of \$22,962 and was recorded as share issuance expense as applied to share capital with a corresponding credit to reserve for share-based payments calculated using the Black-Scholes option pricing model with the following assumptions: volatility 129%, risk-free rate 0.27%, expected life 2 years, and expected dividend yield 0%.

In October and November 2021, the Company issued the following warrants pursuant to a private placement which closed in two tranches (Note 9(b)(i)):

- 3,332,453 warrants with exercise price of \$0.40 and expiry date of October 29, 2023;
- 1,917,939 warrants with exercise price of \$0.40 and expiry date of November 17, 2023; and
- 980 finders fee warrants exercise price of \$0.40 and expiry date of October 29, 2023.

10. Office and Sundry and Property Investigation

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Office and Sundry:				
Insurance	\$ 6,500	\$ 5,062	\$ 19,225	\$ 15,187
Office and sundry	5,610	6,871	12,187	10,170
Rent	5,025	3,771	15,064	8,308
Software and system support	12,966	5,638	32,241	20,960
Telecommunications	2,003	1,599	5,968	5,958
	<u>\$ 32,104</u>	<u>\$ 22,941</u>	<u>\$ 84,685</u>	<u>\$ 60,583</u>
Project Evaluation:				
Consultants	\$ -	\$ 5,000	\$ -	\$ 20,000
Geology	-	1,800	-	1,800
Transportation and travel	1,321	747	6,464	3,817
	<u>\$ 1,321</u>	<u>\$ 7,547</u>	<u>\$ 6,464</u>	<u>\$ 25,617</u>

11. Related Party Transactions

Key management includes directors (executive and non-executive) and senior management. The compensation paid or payable to key management for employee services is disclosed in the table below.

Except as disclosed elsewhere in the condensed consolidated interim financial statements, the Company had the following transactions with related parties:

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11. Related Party Transactions (continued)

	Nine months ended September 30,		Net balance receivable (payable)	
	2021	2020	September 30, 2021	December 31, 2020
Key management compensation:				
Executive salaries and remuneration ⁽¹⁾	\$ 330,584	\$ 175,265	\$ -	\$ -
Directors fees	18,354	3,938	(18,354)	-
Share-based payments	288,406	159,010	-	-
Executive salaries and remuneration ⁽¹⁾	<u>\$ 637,344</u>	<u>\$ 338,213</u>	<u>\$ (18,354)</u>	<u>\$ -</u>
Net office, sundry, rent and salary allocations recovered from (incurred to) company(ies) sharing certain common director(s) ⁽²⁾	<u>\$ (11,797)</u>	<u>\$ (9,200)</u>	<u>\$ (2,926)</u>	<u>\$ (3,272)</u>

⁽¹⁾ Includes key management compensation which is included in mineral property interests, employee remuneration and property investigation.

⁽²⁾ The companies are AzMet, Canagold Resources Ltd. and Endeavour Silver Corp. which share certain common director(s) with the Company.

Note 6(a) provides further details of the acquisition of the Cervantes property from AzMet. Note 8 provides further details regarding loans with certain related parties.

The above related party transactions are incurred in the normal course of business.

12. Segment Disclosures

The Company has one operating segment, being mineral exploration, with assets located in Canada, Mexico and U.S.A, as follows:

	September 30, 2021				December 31, 2020			
	Canada	Mexico	USA	Total	Canada	Mexico	USA	Total
Mineral property interests	\$ -	\$ 3,102,244	\$ 2,210,338	\$ 5,312,582	\$ -	\$ 2,801,150	\$ 1,175,385	\$ 3,976,535
Equipment	3,624	-	-	3,624	3,610	-	-	3,610

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13. COVID-19

In 2020, the coronavirus global pandemic (“COVID-19”) affected the global economy as well as caused volatility in the global financial markets. While the full impact of COVID-19 on the global economy remains uncertain and continued adverse affects of COVID-19 remain a risk. The extent to which COVID-19 may impact the Company’s business will depend on future developments such as the geographic spread of the disease, the duration of the outbreak, vaccination rates, travel restrictions and social distancing, business closures or business disruptions, and the effectiveness of actions taken in Canada, the United States and other countries to contain and treat the disease. It is not possible to reliably estimate the length or severity of these developments and their financial impact to the date of approval of these condensed consolidated interim financial statements.

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