

**REGENCY SILVER CORP.**

**CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024**

**(Unaudited - Expressed in Canadian Dollars)**

**NOTICE OF NO AUDITOR REVIEW**  
**OF**  
**INTERIM FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the 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 the Company have been prepared by and are the responsibility of the Company's management.

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

**Regency Silver Corp.**  
**Condensed Consolidated Interim Statements of Financial Position**  
*(Unaudited - Expressed in Canadian dollars)*

	Note	September 30, 2024	December 31, 2023
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash		\$ 55,767	\$ 57,886
Amounts receivable		243,902	53,252
Prepaid expenses	7	126,336	102,489
		426,005	213,627
<b>Non-current Assets</b>			
Deposit		10,000	10,000
Prepaid expenses in exploration and evaluation assets		-	101,149
Exploration and evaluation assets	4	6,545,445	6,414,285
<b>TOTAL ASSETS</b>		<b>\$ 6,981,450</b>	<b>\$ 6,739,061</b>
<b>LIABILITIES</b>			
<b>Current Liabilities</b>			
Accounts payable and accrued liabilities	7	\$ 751,113	\$ 534,976
Notes payable	6	183,948	-
		935,061	534,976
<b>SHAREHOLDERS' EQUITY</b>			
Share capital	5	15,952,990	14,618,102
Share subscription liability	5	45,000	200,000
Reserves	5	2,151,033	1,866,976
Accumulated deficit		(12,102,634)	(10,480,993)
<b>Total shareholders' equity</b>		<b>6,046,389</b>	<b>6,204,085</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>\$ 6,981,450</b>	<b>\$ 6,739,061</b>

Nature of operations – Note 1  
Going concern – Note 2  
Commitments – Note 11  
Subsequent events – Note 12

Approved on behalf of the Board of Directors:

"Gijsbert Groenewegen", Director

"Bruce Bragagnolo", Director

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

**Regency Silver Corp.**  
**Condensed Consolidated Interim Statements of Loss and Comprehensive Loss**  
*(Unaudited - Expressed in Canadian dollars)*

		<b>Three months ended</b>		<b>Nine months ended</b>	
	<b>Note</b>	<b>September 30, 2024</b>	<b>September 30, 2023</b>	<b>September 30, 2024</b>	<b>September 30, 2023</b>
<b>EXPENSES</b>					
Consulting	7	\$ 88,500	\$ 181,860	\$ 306,057	\$ 387,510
Exchange and filing fees		20,083	14,887	58,881	34,894
Management fees	7	72,000	72,197	216,924	229,388
Marketing		47,500	56,714	309,774	413,984
Office		31,487	51,795	170,619	185,225
Professional fees		24,100	7,417	101,714	71,473
Property investigation costs	5	-	-	165,000	280,000
Rent		7,115	5,231	18,310	16,426
Share-based payments	5	-	-	275,901	565,891
		(290,785)	(390,101)	(1,623,180)	(2,184,791)
<b>OTHER ITEMS</b>					
Loss on settlement		-	(10,000)	3,785	(10,000)
Recovery of accounts payable		-	-	-	39,102
Foreign exchange		(18,700)	13,701	(2,246)	106,583
<b>LOSS AND COMPREHENSIVE LOSS</b>		<b>(309,485)</b>	<b>\$ (386,400)</b>	<b>(1,621,641)</b>	<b>\$ (2,049,106)</b>
<b>Loss per share, basic and diluted</b>		<b>(0.00)</b>	<b>\$ (0.00)</b>	<b>(0.02)</b>	<b>\$ (0.03)</b>
<b>Weighted average number of common shares outstanding</b>		<b>99,216,694</b>	<b>83,966,233</b>	<b>97,061,586</b>	<b>79,641,084</b>

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**Regency Silver Corp.**  
**Condensed Consolidated Interim Statements of Changes in Equity**  
*(Unaudited - Expressed in Canadian dollars)*

		<b>Share Capital</b>		<b>Share subscription received</b>	<b>Reserves</b>	<b>Deficit</b>	<b>Total</b>
	<b>Note</b>	<b>Number</b>	<b>Amount</b>				
			<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>Balance, December 31, 2022</b>		<b>74,167,668</b>	<b>9,780,720</b>	<b>150,000</b>	<b>1,201,261</b>	<b>(7,294,901)</b>	<b>3,837,080</b>
Shares issued for private placement		11,853,500	3,618,700	-	-	-	3,618,700
Share issuance costs		-	(114,875)	-	9,522	-	(105,353)
Shares issued for warrant exercise		1,962,427	264,107	(150,000)	-	-	114,107
Shares issued for property investigation		1,000,000	280,000	-	-	-	280,000
Shares issued for mineral property payment		300,000	127,500	-	-	-	127,500
Shares issued for services		250,000	75,000	-	-	-	75,000
Share-based payments		-	-	-	490,891	-	490,891
Net loss		-	-	-	-	(2,049,106)	(2,049,106)
<b>Balance, September 30, 2023</b>		<b>89,533,595</b>	<b>14,031,152</b>	<b>-</b>	<b>1,701,674</b>	<b>(9,344,007)</b>	<b>6,388,819</b>
<b>Balance, December 31, 2023</b>		<b>93,026,995</b>	<b>14,618,102</b>	<b>200,000</b>	<b>1,866,976</b>	<b>(10,480,993)</b>	<b>6,204,085</b>
Shares issued for private placement	<b>5</b>	6,201,372	1,178,631	(155,000)	-	-	1,023,631
Shares issued for warrant exercise	<b>5</b>	130,000	13,000	-	-	-	13,000
Shares issued for property investigation	<b>5</b>	1,000,000	165,000	-	-	-	165,000
Share issuance costs	<b>5</b>	-	(21,743)	-	8,156	-	(13,587)
Share-based payments	<b>5</b>	-	-	-	275,901	-	275,901
Net loss		-	-	-	-	(1,621,641)	(1,621,641)
<b>Balance, September 30, 2024</b>		<b>100,358,367</b>	<b>15,952,990</b>	<b>45,000</b>	<b>2,151,033</b>	<b>(12,102,634)</b>	<b>6,046,389</b>

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

**Regency Silver Corp.**  
**Condensed Consolidated Interim Statements of Cash Flows**  
(Unaudited - Expressed in Canadian dollars)

	Nine months ended	
	September 30, 2024	September 30, 2023
<b>OPERATING ACTIVITIES:</b>		
Net loss	\$ (1,621,641)	\$ (2,049,106)
Items not affecting cash:		
Share-based payments	275,901	565,891
Property investigation costs	165,000	280,000
Recovery of accounts payable	-	(39,102)
<b>Net changes in non-cash working capital items:</b>		
Amounts receivable	(190,650)	(73,314)
Prepaid expenses	77,302	174,027
Accounts payable and accrued liabilities	216,137	226,960
<b>Cash used in operating activities</b>	<b>(1,077,951)</b>	<b>(914,644)</b>
<b>INVESTING ACTIVITIES</b>		
Exploration and evaluation assets	(131,160)	(3,509,478)
Deposits	-	(17,250)
<b>Cash used in investing activities</b>	<b>(131,160)</b>	<b>(3,526,728)</b>
<b>FINANCING ACTIVITIES</b>		
Proceeds from private placement	965,044	-
Proceeds received from issuance of note	183,948	100,000
Proceeds from share subscriptions received	45,000	3,513,347
Proceeds from warrant exercise	13,000	114,107
<b>Cash provided by financing activities</b>	<b>1,206,992</b>	<b>3,727,454</b>
Change in cash	(2,119)	(713,918)
Cash, beginning of period	57,886	1,110,463
<b>Cash, end of period</b>	<b>\$ 55,767</b>	<b>\$ 396,545</b>

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

**Regency Silver Corp.**  
**Notes to the Condensed Consolidated Interim Financial Statements**  
**For the nine months ended September 30, 2024**  
*(Unaudited - Expressed in Canadian dollars)*

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**1. NATURE OF OPERATIONS**

Regency Silver Corp. (the “Company”) was incorporated on March 23, 2017, under the laws of the Province of British Columbia, Canada, and its principal activity is the identification, evaluation, acquisition and exploration of mineral properties in Mexico and Peru. The corporate head office, principal address and registered and records offices of the Company are located at Suite 1100, 570 Granville Street, Vancouver, British Columbia, V6C 3P1, Canada.

The recoverability of amounts shown as exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the Company’s ability to obtain financing to develop the properties and the ultimate realization of profits through future production or sale of the properties. Realized values may be substantially different than carrying values as recorded in these condensed consolidated interim financial statements.

**2. GOING CONCERN**

These condensed consolidated interim financial statements are presented on a going concern basis, which assumes the Company will continue to realize its assets and discharge its liabilities in the normal course of operations. There are conditions and events that form a material uncertainty which may cast significant doubt on the validity of this assumption. As at September 30, 2024, the Company incurred a loss of \$1,621,641, had a working capital deficiency of \$509,056, and an accumulated deficit of \$12,102,634. The Company has no source of revenue and does not have sufficient cash resources to meet its administrative overhead. The Company does not generate cash flows from operations and has therefore relied principally on the issuance of equity securities to finance its operation activities to the extent that such instruments are issuable under terms acceptable to the Company. If future financing is unavailable, the Company may not be able to meet its ongoing obligations, in which case the realizable values of its assets may decline materially from current estimates. These material uncertainties may cast significant doubt as to the ability of the Company to continue as a going concern. The condensed consolidated interim financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue operations.

Although the Company has been successful in the past in obtaining financing, there can be no assurances that the Company will continue to obtain the additional financial resources necessary and/or achieve profitability or positive cash flows from its future operations. If the Company is unable to obtain adequate additional financing, the Company would be required to curtail its planned operations, and exploration and development activities.

**3. BASIS OF PRESENTATION**

These condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standards (“IAS”) 34 ‘Interim Financial Reporting’ (“IAS 34”) using accounting policies consistent with International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”).

These condensed consolidated interim financial statements follow the same accounting policies and methods of application as the Company’s audited consolidated financial statements for the year ended December 31, 2023. The policies applied in these condensed consolidated interim financial statements are based on IFRS issued as of the date the Board of Directors approved the financial statements. These condensed

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consolidated interim financial statements should be read in conjunction with the Company's annual consolidated financial statements for the year ended December 31, 2023.

These condensed consolidated interim financial statements were authorized for issue by the Board of Directors on November 28, 2024.

### **3.1. Basis of Consolidation**

These condensed consolidated interim financial statements include the financial statements of the Company and its wholly-owned subsidiaries, Regency Silver S.A. de C.V., incorporated and located in Mexico ("Regency Mexico") and Regency Mining SAC, incorporated and located in Peru ("Regency Peru"). All significant intercompany transactions and balances have been eliminated on consolidation.

### **3.2. Significant judgments, estimates and assumptions**

The preparation of the Company's condensed consolidated interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the condensed consolidated interim financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continually evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

#### *Functional currency*

Determination of an entity's functional currency involves judgment taking into account the transactions, events, and conditions relevant to the entity. Determination of functional currency involves evaluating evidence about the primary economic environment in which the entity operations and is re-evaluated when facts and circumstances indicate that conditions have changed.

#### *Going concern*

The assessment of the Company's ongoing viability as an operating entity and determination of the related disclosures require significant judgment. The assumption that the Company will be able to continue as a going concern is subject to critical judgments by management with respect to assumptions surrounding the short and long-term operating budget, expected profitability, investing and financing activities and management's strategic planning. Should those judgments prove to be inaccurate, management's continued use of the going concern assumption could be inappropriate.

#### *Impairment of exploration and evaluation assets*

The Company is required to make significant judgments regarding the capitalization of the costs incurred in respect to its exploration and evaluation assets. The Company is also required to make significant judgments on the ongoing feasibility of mineral exploration, and whether there are indicators that the development of a specific area is unlikely, and exploration and evaluation assets should be impaired.

#### *Income Taxes*

The determination of income tax is inherently complex and requires making certain judgments and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in our provision for income taxes.



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*(Unaudited - Expressed in Canadian dollars)*

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*Rehabilitation Provisions*

Rehabilitation provisions have been determined to be \$Nil based on the Company's judgment. Assumptions, based on the current economic environment, have been made which management believes are a reasonable basis upon which to estimate the future liability. These assumptions take into account any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed annually and are based on current regulatory requirements. Significant changes in estimates of contamination, restoration standards and techniques will result in changes to provisions from period to period.

**Critical Accounting Estimates**

*Valuation of share-based compensation*

The Company uses the Black-Scholes option pricing model for valuation of share-based. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves. Common shares issued for compensation are valued based on the most recent third-party financing values.

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**4. EXPLORATION AND EVALUATION ASSETS**

A continuity of the Company's exploration and evaluation assets is as follows:

	<b>Dios Padre</b>	<b>La Libertad</b>	<b>Total Expenditures</b>
	\$	\$	\$
<b>Balance, December 31, 2022</b>	<b>2,549,905</b>	<b>15,385</b>	<b>2,565,290</b>
Acquisition cost	127,500	-	127,500
Assaying	272,942	-	272,942
Camp costs	277,823	-	277,823
Consulting and professional fees	683,477	-	683,477
Drilling	1,431,443	-	1,431,443
Equipment	93,678	-	93,678
Geologist fees	181,791	-	181,791
Property taxes and payments	209,640	-	209,640
Travel and transportation	3,351	-	3,351
Wages and salaries	302,177	-	302,177
Other payments	65,795	-	65,795
Reclassification of IVA paid	214,763	-	214,763
Impairment of exploration and evaluation assets	-	(15,385)	(15,385)
<b>Balance, December 31, 2023</b>	<b>6,414,285</b>	<b>-</b>	<b>6,414,285</b>
Camp costs	63,657	-	63,657
Consulting and professional fees	2,220	-	2,220
Equipment	15,995	-	15,995
Property taxes and payments	69,662	-	69,662
Travel and transportation	65	-	65
Wages and salaries	190,589	-	190,589
Other payments	3,735	-	3,735
Reclassification of IVA paid	(214,763)	-	(214,763)
<b>Balance, September 30, 2024</b>	<b>6,545,445</b>	<b>-</b>	<b>6,545,445</b>

***Dios Padre Property, Mexico***

The Company's subsidiary, Regency Mexico, has exercised its option and acquired the Dios Padre mineral property in 2022. Regency Mexico entered into an Option to Purchase and Promise to Assignment Agreement dated November 27, 2017 ("Option Agreement"), subsequently amended, with Minera Pena Blanca, S.A. de C.V. ("Minera Pena"), pursuant to which Regency Mexico was granted an option to purchase 100% title to the mineral concessions comprising the Dios Padre mineral property located in Yecora, Sonora, Mexico in consideration of:

- the payment of US\$145,000 plus Value-Added Tax ("VAT") as follows:
  - US\$25,000 on the date of signing (paid);
  - US\$30,000 on or before November 27, 2018 (paid);
  - US\$30,000 on or before November 27, 2019 (paid);

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- US\$30,000 on or before November 27, 2020 (paid); and
  - US\$30,000 on or before November 27, 2021 (paid).
2. incurring aggregate exploration expenditures of not less than US\$1,000,000 as follows:
- US\$250,000 on or before November 27, 2018; (incurred)
  - US\$500,000 on or before November 27, 2021 (incurred);
  - US\$250,000 on or before April 30, 2022 (waived – see disclosure below).

Pursuant to the Option Agreement, Minera Pena will retain a 3% net smelter return royalty, 2% of which can be purchased by the Company for US\$1.5 million. Minera Pena may be obligated to pay an underlying 2.5% net smelter return royalty in favour of a third party. In the event the underlying royalty is valid, Regency may not be able to reduce the NSR to 1%. The Dios Padre Property may be subject to advance minimum royalty payments of US\$100,000 due January 1<sup>st</sup> of each year, payable by Minera Pena to third parties.

On October 7, 2022, the Company entered into an option exercise agreement pursuant to which Minera Pena agreed to waive the last exploration expenditure of US\$250,000 required to exercise the option for a 100% interest in the Dios Padre property. Consideration for the early exercise was the issuance of 300,000 common shares in the capital of the Company (the “Common Shares”) at a price of \$0.425 per share. The Common Shares were subject to a four month hold period from the date of issue in accordance with applicable securities legislation.

***El Tablon, Mexico***

The Company entered into an option agreement dated September 22, 2022 (the “Option Agreement”) to option a 100% undivided interest in the El Tablon Claims located in the State of Durango, Mexico. The El Tablon Claims cover an area of approximately 7,200 hectares.

In order to exercise the option, the Company must pay US\$50,000 on receipt of Exchange acceptance (paid in fiscal 2022), issue a total of 1,000,000 common shares (issued in fiscal 2023 and valued at \$280,000, Note 5) and pay back taxes and mining filings on or before March 31, 2024. The back taxes and mining filings have been expensed as property investigation costs. The Company must also pay a US\$1,000,000 bonus upon a NI 43-101 resource being published, which estimates the El Tablon Claims contain a minimum of 70 million silver equivalent ounces or 1 million gold ounces in the measured or indicated categories. The shares are subject to a four month hold period.

The Company has not exercised its option to acquire the El Tablon Claims as management does not yet have a substantive work plan and accordingly costs incurred to date have been expensed as project investigation costs.

***San Dimas, Mexico***

The Company entered into a term sheet option agreement dated December 27, 2023 (the “Option Agreement”) to option a 100% undivided interest in the El Milagro, El Milagro II, El Milagro III and Dorada claims (the “San Dimas Claims”) located in the State of Sinaloa, Mexico.

In order to exercise the option, the Company must pay US\$100,000 with US\$50,000 due on receipt of Exchange acceptance and \$50,000 due on or before July 1, 2024, and issue a total of 1,000,000 common shares (issued in February 2024 (see Note 5)). The Company must also pay a US\$1,000,000 bonus upon a

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NI 43-101 resource being published, which estimates the San Dimas Claims contain a minimum of 70 million silver equivalent ounces or 1 million gold ounces in the measure or indicated categories. The shares are subject to a four month hold period.

The Company has not exercised its option to acquire the San Dimas Claims as management does not yet have a substantive work plan and accordingly costs incurred to date have been expensed as project investigation costs.

## **5. SHARE CAPITAL**

### *Authorized Capital*

The authorized capital of the Company consists of an unlimited number of common shares without par value.

### *Issued Share Capital*

During the nine months ended September 30, 2024, the Company issued a total of 7,331,372 common shares as follows:

- The Company issued 4,968,500 units at a price of \$0.20 per unit for gross proceeds of \$993,700. Each unit is comprised of one common share and one half of one common share purchase warrant. Each whole warrant is exercisable to purchase one common share at a price of \$0.30 per share for a period of two years from the date of issuance. In connection with this closing, the Company paid cash finder's fees of \$10,271 and issued 76,770 broker warrants. Each broker warrant will entitle the holder to purchase one common share of the Company at a price of \$0.30 per share for a period of two years from the date of issuance. The broker's warrants were valued at \$6,783 using the Black-Scholes option pricing model with the following weight average assumptions: risk-free interest rate – 5.00%; volatility – 100%; expected dividend yield – 0.0%; expected option life in years – 2.
- On February 8, 2024, issued 1,000,000 common shares at a value of \$0.165 per common share for the San Dimas property (Note 4). An amount of \$165,000 has been recorded as property investigation costs which was expensed in the condensed consolidated interim statements of loss and comprehensive loss.
- On April 10, 2024, issued 130,000 common shares upon the exercise of 130,000 warrants at a price of \$0.10 per common share for gross proceeds of \$13,000.
- On September 3, 2024, issued 1,232,872 units at a price of \$0.15 per unit for gross proceeds of \$184,931. Each unit is comprised of one common share and one common share purchase warrant. Each whole warrant is exercisable to purchase one common share at a price of \$0.15 per share for a period of two years from the date of issuance. In connection with this closing, the Company paid cash finder's fees of \$3,315 and issued 22,100 broker warrants. Each broker warrant will entitle the holder to purchase one common share of the Company at a price of \$0.15 per share for a period of two years from the date of issuance. The broker's warrants were valued at \$1,374 using the Black-Scholes option pricing model with the following weight average assumptions: risk-free interest rate – 5.00%; volatility – 100%; expected dividend yield – 0.0%; expected option life in years – 2.

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During the year ended December 31, 2023, the Company issued a total of 18,859,327 common shares as follows:

- On January 5, 2023, issued 1,000,000 common shares at a value of \$0.28 per common share for the El Tablon property. An amount of \$280,000 has been recorded as property investigation costs which was expensed in the consolidated statements of loss and comprehensive loss.
- On January 6, 2023, issued 1,500,000 common shares upon the exercise of 1,500,000 warrants for gross proceeds of \$150,000.
- On January 6, 2023, issued 250,000 common shares at a value of \$0.30 per common share for consulting services. An amount of \$75,000 has been recorded as consulting fees in the consolidated statements of loss and comprehensive loss.
- On February 28, 2023, issued 10,000 common shares upon the exercise of 10,000 warrants for gross proceeds of \$1,000.
- On March 1, 2023, issued 26,940 common shares upon the exercise of 26,940 warrants for gross proceeds of \$6,735.
- On March 15, 2023, issued 300,000 common shares at a value of \$0.425 per common share for its Dios Padre property.
- On March 15, 2023, issued 98,700 common shares upon the exercise of 98,700 warrants for gross proceeds of \$24,675.
- On April 6, 2023, the Company closed a private placement through the issuance of 6,240,000 common shares at \$0.40 per common share for total proceeds of \$2,496,000. The proceeds of \$2,496,000 were allocated entirely to share capital using the residual value method. The Company paid finder's fees of \$91,140 in connection with the financing.
- On April 6, 2023, issued 41,000 common shares upon the exercise of 41,000 warrants for gross proceeds of \$10,250.
- On April 13, 2023, issued 106,787 common shares upon the exercise of 106,787 warrants for gross proceeds of \$26,697.
- On April 17, 2023, issued 120,000 common shares upon the exercise of 120,000 warrants for gross proceeds of \$30,000.
- On April 19, 2023, issued 59,000 common shares upon the exercise of 59,000 warrants for gross proceeds of \$14,750.
- On September 27, 2023, the Company closed a private placement through the issuance of 5,613,500 units at \$0.20 per unit for total proceeds of \$1,122,700. Each unit is comprised of one common share and one half of one common share purchase warrant. Each whole warrant has an exercise price of \$0.30 and is exercisable until September 27, 2025. The proceeds of \$1,122,700 were allocated to share capital of \$1,038,497 and to share purchase warrants of \$84,203 using the residual value

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method. The Company paid finder's fees of \$6,212 in connection with the financing and issued 106,560 finder's warrants. Each finder's warrant has an exercise price of \$0.30 and is exercisable until September 27, 2025. The finder's warrants were valued at \$9,523 using the Black-Scholes option pricing model with the following weight average assumptions: risk-free interest rate – 5.00%; volatility – 100%; expected dividend yield – 0.0%; expected option life in years – 2.

- On October 26, 2023, issued 250,000 common shares at a value of \$0.195 per common share for consulting services. An amount of \$48,750 has been recorded as consulting fees in the consolidated statements of loss and comprehensive loss.
- On October 27, 2023, the Company closed a private placement through the issuance of 2,593,400 units at \$0.20 per unit for total proceeds of \$518,680. Each unit is comprised of one common share and one half of one common share purchase warrant. Each whole warrant has an exercise price of \$0.30 and is exercisable until October 27, 2025. The proceeds of \$518,680 were allocated to share capital of \$502,963 and to share purchase warrants of \$15,717 using the residual value method. The Company paid finder's fees of \$7,601 in connection with the financing and issued 38,004 finder's warrants. Each finder's warrant has an exercise price of \$0.30 and is exercisable until October 27, 2025. The finder's warrants were valued at \$3,481 using the Black-Scholes option pricing model with the following weight average assumptions: risk-free interest rate – 5.00%; volatility – 100%; expected dividend yield – 0.0%; expected option life in years – 2.
- On October 27, 2023, the Company issued 550,000 shares with a value of \$0.20 per share as par of a debt settlement (Note 6).
- On November 29, 2023, issued 100,000 common shares upon the exercise of 100,000 stock options for gross proceeds of \$7,000. Upon exercise of the stock options, the Company reclassified \$5,522 from reserves to share capital.

*Warrants*

A summary of the changes in warrants is presented below:

	Share Purchase Warrants	
	Number	Weighted average exercise price
Outstanding, December 31, 2022	4,181,544	\$ 0.21
Issued	4,523,014	0.30
Exercised	(1,962,427)	0.13
Outstanding, December 31, 2023	6,742,131	0.27
Issued	3,815,992	0.25
Expired	(589,117)	0.25
Exercised	(130,000)	0.10
Outstanding, September 30, 2024	9,839,006	0.25
Exercisable, September 30, 2024	9,839,006	\$ 0.25

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The following warrants were outstanding as at September 30, 2024:

Number	Exercise price	Expiry Term
2,913,310	\$ 0.30	September 27, 2025
1,609,704	\$ 0.30	October 27, 2025
1,500,000	\$ 0.20	December 22, 2025
1,312,500	\$ 0.30	January 9, 2026
276,450	\$ 0.30	January 16, 2026
391,250	\$ 0.30	March 1, 2026
293,700	\$ 0.30	March 27, 2026
287,120	\$ 0.30	April 10, 2026
<u>1,254,972</u>	<u>\$ 0.25</u>	<u>September 3, 2026</u>
9,839,006		

*Stock Option Plan*

The Company adopted a Stock Option Plan where directors, officers, employees, consultants and related persons of the Issuer, or persons engaged in investor relations activities on behalf of the Issuer are eligible to receive grants of options under the Stock Option Plan. The maximum number of common shares reserved for issuance upon exercise of options granted pursuant to the provisions of the Stock Option Plan at any time shall not exceed 10% of the issued and outstanding common shares of the Issuer at the relevant time less any common shares required to be reserved with respect to any other options granted prior to the adoption and implementation of the Stock Option Plan. The exercise price of any options granted is determined by the Board of Directors in its sole discretion as of the date the Board of Directors grants the options, and shall not be less than the discounted Market Price as calculated and defined in accordance with the policies of the Exchange. Vesting terms are also determined by the Board of Directors.

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

	Stock Options	
	Number	Weighted average exercise price
Outstanding, December 31, 2022	5,500,000	\$ 0.20
Granted	2,690,000	0.28
Exercised	(100,000)	0.07
Outstanding, December 31, 2023	8,090,000	0.23
Granted	1,700,000	0.20
Outstanding, September 30, 2024	9,790,000	0.22
Exercisable, September 30, 2024	9,790,000	\$ 0.22

On January 16, 2023, the Company granted 2,190,000 stock options to officers, directors, and consultants of the Company. The stock options vest immediately. The stock options were valued at \$438,726 using the

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Black-Scholes option pricing model with the following weight average assumptions: risk-free interest rate – 3.09%; volatility – 129%; expected dividend yield – 0.0%; expected option life in years – 3.5.

On July 13, 2023, the Company granted 500,000 stock options to consultants of the Company for consulting services to be performed over a 12-month period. The stock options vest quarterly over 12 months beginning October 13, 2023. The stock options were valued at \$69,375 using the Black-Scholes option pricing model with the following weight average assumptions: risk-free interest rate – 4.50%; volatility – 142%; expected dividend yield – 0.0%; expected option life in years – 3.17. During 2023, the Company expensed \$53,009 as share-based compensation expense and the remaining amount has been expensed in the condensed consolidated interim statement of loss and comprehensive loss for the nine months ended September 30, 2024.

On March 27, 2024, the Company granted 1,700,000 stock options to consultants of the Company for consulting services to be performed over a 12-month period. The stock options vest immediately. The stock options were valued at \$259,535 using the Black-Scholes option pricing model with the following weight average assumptions: risk-free interest rate – 4.25%; volatility – 100%; expected dividend yield – 0.0%; expected option life in years – 5.

Details of stock options outstanding and exercisable as at September 30, 2024 are as follows:

Number	Exercise price	Expiry Date
1,300,000	\$ 0.07	July 15, 2027
4,100,000	\$ 0.25	April 26, 2027
2,190,000	\$ 0.30	January 16, 2028
500,000	\$ 0.20	July 12, 2028
<u>1,700,000</u>	<u>\$ 0.20</u>	<u>March 8, 2029</u>
9,790,000		

The weighted average remaining contractual life of stock options outstanding at September 30, 2024 was 3.15 years (December 31, 2023 – 3.63 years).

## **6. NOTE PAYABLE**

On May 7, 2024, the Company entered into a promissory note with an arm's length party for a \$25,000 loan.

On May 9, 2024, the Company entered into a promissory note with an arm's length party for a \$125,000 loan.

On May 31, 2024, the Company entered into a promissory note with the Executive Chairman of the Company for a \$9,000 loan.

On July 16, 2024, the Company entered into a promissory note with an arm's length party for a \$25,000 loan.

The loans bear interest at 10% per year. The loans are unsecured and due on demand.



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**7. RELATED PARTY TRANSACTIONS**

Parties are considered to be 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 operating and financial decisions. This would include the Company's senior management, who are considered to be key management personnel by the Company. Parties are also related if they are subject to common control or significant influence. Related parties may be individuals or corporate entities.

Key management personnel include the members of the Board of Directors and officers of the Company who have the authority and responsibility for planning, directing and controlling the activities of the Company. Amount paid and accrued to directors and officers are as follows:

	For the nine months ended	
	September 30, 2024	September 30, 2023
Management and director compensation:		
Management fees	\$ 216,000	\$ 216,000
Consulting fees	114,500	115,500
Share-based payments	-	230,892
Total management compensation	\$ 330,500	\$ 562,392

Included in accounts payable and accrued liabilities is \$155,811 (December 31, 2023 - \$17,917) owed to the directors and officers of the Company. These amounts are non-interest bearing with no specific terms of repayment.

Included in prepaid expenses is \$20,283 (December 31, 2023 - \$53,297) in travel advances paid to officers and directors of the Company.

**8. MANAGEMENT OF CAPITAL**

The Company defines the capital that it manages as its cash and share capital.

The Company's objective when managing capital is to maintain corporate and administrative functions necessary to support the Company's operations and corporate functions; and to seek out and acquire new projects of merit.

The Company manages its capital structure in a manner that provides sufficient funding for operational and capital expenditure activities. Funds are secured, when necessary, through debt funding or equity capital raised by means of private placements. There can be no assurances that the Company will be able to obtain debt or equity capital in the case of working capital deficits.

The Company does not pay dividends and has no long-term debt or bank credit facility. The Company is not subject to any externally imposed capital requirements.

**9. RISK MANAGEMENT AND FAIR VALUE MEASUREMENT**

The Company is exposed in varying degrees to a variety of financial instrument related risks.

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*Credit Risk*

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. As most of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using a major bank that is high credit quality financial institutions as determined by rating agencies. Receivables are due from a government agency.

*Foreign Exchange Risk*

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is exposed to exchange risk as its mineral property interests are located in Mexico and Peru and certain transactions are conducted in the Mexican Peso and US dollar respectively. The Company is exposed to foreign currency risk to the extent that the following monetary assets and liabilities are denominated in Mexican Peso ("MXN"):

	September 30, 2024	December 31, 2023
Balance in MXN:	\$	\$
Cash	-	71,886
Accounts payable	(1,329,731)	(3,104,833)
Net exposure	(1,329,731)	(3,032,947)
Balance in Canadian dollars:	(93,081)	(237,116)

A 10% change in the Mexican Peso to the Canadian dollar exchange rate would not have a significant impact on the Company's balance sheet accounts and net loss. A 10% change in the US dollar and Peruvian Soles would not have a significant impact on the Company's balance sheet accounts and net loss for the nine months ended September 30, 2024 and the year ended December 31, 2023.

*Interest Rate Risk*

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to interest rate risk relates to its ability to earn interest income on cash balances at variable rates. The fair value of the Company's cash accounts is relatively unaffected by changes in short term interest rates.

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*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 manages this risk by careful management of its working capital. As at September 30, 2024, the Company has a working capital deficiency of \$509,056 and requires additional financing to fund current operations. Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There is no assurance of continued access to significant equity funding. The Company requires additional funding to continue with its ongoing operations and exploration commitments and accordingly is exposed to liquidity risks.

*Fair value measurement*

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
- Level 2 – Quoted prices in markets that are not active, or inputs that are not observable, either directly or indirectly, for substantially the full term of the asset or liability; and
- Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The carrying values of cash and accounts payable and accrued liabilities approximate their fair values due to their short-term to maturity. The Company records its cash at FVTPL and accounts payable and note payable at amortized cost. Cash is measured using level 1 inputs.

The following table summarizes information regarding the carrying and fair values of the Company's financial instruments:

	September 30, 2024		December 31, 2023	
	Fair Value	Carrying Value	Fair Value	Carrying Value
	\$	\$	\$	\$
FVTPL assets (i)	55,767	55,767	57,886	57,886
Amortized cost liabilities (ii)	751,113	751,113	534,976	534,976

(i) Cash

(ii) Accounts payable

The Company's financial assets measured at fair value on a recurring basis are presented on the Company's consolidated statement of financial position as of September 30, 2024 are as follows:

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<b>Financial Assets</b>	Balance as at September 30, 2024 \$	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash	55,767	55,767	-	-
<b>Total</b>	<b>55,767</b>	<b>55,767</b>	<b>-</b>	<b>-</b>

**10. SEGMENTED INFORMATION**

The Company primarily operates in one reportable operating segment being the exploration and evaluation of exploration and evaluation assets. As at September 30, 2024 and December 31, 2023, the full exploration and evaluation asset balance relates to expenditures incurred in Mexico.

**11. COMMITMENTS**

On June 1, 2020, the Company entered into a management consulting agreement with the Executive Chairman of the Company whereby the Executive Chairman agreed to provide management services to the Company. The agreement provides for the payment of \$10,000 per month commencing June 1, 2020, for services provided. In the event of termination of the agreement without cause or a change of control of the Company, the Company must pay severance equal to 12 months of management fees.

On July 1, 2020, the Company entered into a management consulting agreement with the Chief Executive Officer (“CEO”) and President of the Company whereby the CEO and President agreed to provide management services to the Company. The agreement provides for the payment of \$10,000 per month commencing July 1, 2020, for services provided. In the event of termination of the agreement without cause or a change of control of the Company, the Company must pay severance equal to 12 months of management fees.

On July 27, 2020, the Company entered into an independent consultant agreement with the Chief Financial Officer (“CFO”) of the Company for the provision of financial consulting services to the Company. The agreement provides for the payment of \$3,000 per month plus the goods and services tax for the months of August and September 2020. Commencing May 1, 2022, the fees have been \$4,000 per month. The CFO will be entitled to a severance payment of 4 months of consulting fees in the event of early termination of the agreement without cause.

**12. SUBSEQUENT EVENT**

Subsequent to September 30, 2024, the Company issued 7,224,834 units at a price of \$0.15 per unit for gross proceeds of \$1,083,725. Each unit is comprised of one common share and one common share purchase warrant. Each whole warrant is exercisable to purchase one common share at a price of \$0.15 per share for a period of two years from the date of issuance.