



MANAGEMENT'S DISCUSSION & ANALYSIS
YEAR ENDED
DECEMBER 31, 2023

The following discussion and analysis is management's assessment of the results and financial condition of Minera Alamos Inc. ("**Minera Alamos**" or the "**Company**") for the three and twelve months ended December 31, 2023 and should be read in conjunction with the audited consolidated financial statements for the years ended December 31, 2023 and 2022 and the notes thereto, that have been prepared by management in accordance with International Financial Reporting Standards ("IFRS"). The Company's most recent filings are available from www.sedarplus.ca. The date of this management's discussion and analysis is April 29, 2024.

FORWARD LOOKING STATEMENTS

Certain information included in this discussion may constitute forward-looking statements. Forward-looking statements are based on current expectations and various risks and uncertainties. These risks and uncertainties could cause or contribute to actual results that are materially different than those expressed or implied. The Company disclaims any obligation or intention to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

BUSINESS OF MINERA ALAMOS

Minera Alamos is a gold production and development Company undergoing the operational ramp-up of its first gold mine (Santana project) that produced its first gold in October 2021. In addition to the 100%-owned Santana open-pit, heap-leach mine in Sonora Mexico, the Company has a portfolio of high-quality Mexican assets that also include the 100%-held Cerro de Oro oxide gold project in northern Zacatecas. The Cerro de Oro project has a considerable exploration history that includes significant past drilling and metallurgical work. Since acquiring the right to earn a 100% interest in the property, the Company has completed a 43-101 compliant estimate of the mineral resources on the project as well as a preliminary economic assessment ("PEA") of the viability of mining gold on the property. The studies indicate the potential for the project to be a low CAPEX, low operating cost heap leach operation and it is currently being guided through the permitting process by the Company's permitting consultants.

The Company also holds a 100% interest in the La Fortuna open pit gold project in Durango that has a robust positive preliminary economic assessment completed and the Company has secured the main Federal permits relating to mine development.

The Company's strategy is to develop very low CAPEX mining assets while expanding the projects' resources and continuing to pursue complementary strategic acquisitions.

The Company was incorporated pursuant to the laws of the Province of Ontario in January, 1934. Through various

actions at the end of the 1990's up to 2006, the Company reorganized itself and amalgamated various subsidiaries to establish its current form. Subsequently, four subsidiaries were acquired – Minera Alamos de Sonora S.A. de C.V.; Molibdeno Los Verdes S.A.de C.V.; Cobre 4H S.A. de C.V.; and Minera Mirlos, S. de R.L. de C.V.

On May 4, 2016, the Company announced the completion of the acquisition of 100% of the mineral claims known as the “La Fortuna” gold project located in the State of Durango, Mexico from Argonaut Gold Inc. The project is currently in development with Federal permits in hand and is awaiting a construction decision, if deemed appropriate by management.

On April 13, 2018, the Company acquired Corex Gold Corporation (“Corex”) as approved by Corex shareholders pursuant to a special meeting held on April 4, 2018. Under the terms of the Agreement, each Corex shareholder received 0.95 common shares of Minera Alamos Inc. in exchange for each Corex share held. The business combination was completed by way of share exchange pursuant to a statutory plan of arrangement under the *Business Corporations Act* (British Columbia) resulting in Corex becoming a wholly owned subsidiary of Minera Alamos Inc.

In September 2020, the Company finalized definitive option agreements through its subsidiary Minera Mirlos S. DE R.L. DE C.V. and arm's length parties to acquire 100% of the Cerro de Oro project comprising the Zacatecas I and Zacatecas II concessions near Concepcion del Oro, Zacatecas, Mexico. The acquisition of the two core claims in the district that contain a significant gold prospect increase the Company's total claimholdings in the Concepcion del Oro district to approximately 6,500 ha in size. The agreements convey 100% ownership to the Company with no underlying royalties subject to the Company meeting a schedule of payments. Only the final payment remains outstanding prior to the Company earning its 100% interest.

The Company's current focus is the advancement of its Santana gold mine in Sonora, Mexico located about two and a half hours drive northeast of the City of Obregon. A pre-commercial bulk sample was mined and processed in 2018 and early 2019 followed by a construction decision in Q1 2020. Despite some initial delays caused by the COVID 19 pandemic, construction activities were largely complete by the end of Q2 2021. During the second half of 2021, mining activities were initiated to open up the Nicho Norte starter pit and gold leaching operations were commissioned at the end of August 2021.

Upon review of 2022 operations, in the Company's judgment based on internal metrics of the operation, it was determined that commercial production thresholds had been met. The Company expects to review the operating performance on a year-by-year basis to determine if such thresholds are maintained over the life of the operation.

During the year ended December 31, 2023, mining and gold recovery operations were ongoing at Santana although production was limited as the Company focused its efforts on development and infrastructure related activities while it awaited receipt of a leach pad expansion permit that would allow for more consistent commercial levels of mining and leach pad stacking operations going forward. The Company has a development plan for Santana in 2024 to utilize the existing leach pad capacity and that will allow mining and stacking operations to increase from the 2023 levels.

2023 Operational Highlights and 2024 Outlook

- At Santana, as the year commenced, priority was given to waste removal ahead of transition of mining activities to the Nicho Main zone, with mining limited to finishing the Nicho Norte starter pit in anticipation of the start of mining the main Nicho pit (*see news releases dated Feb 22nd, 2024 and April 16th, 2024*)
- Total gold sold 2023 was 5,041 ounces from the Santana Project with inventory on the pad of 5,944 ounces as at December 31st, 2023.
- Sales revenues from 660 ounces of gold sold in the fourth quarter of 2023 totalled \$1,765,319 and revenues from 5,041 ounces of gold sold during the twelve months of 2023 totalled \$13,419,899.
- In February, the Company announced plans to surface shareholder value from its existing copper asset, Los Verdes, and consequently embarked on a number of project reviews of assets complementary to the Los Verdes deposit.
- In April, the Company completed the documentation necessary to formally proceed with the Cerro de Oro permitting process. Management of the remainder of the permit process is being handled by the Company's permitting consultants.
- In August, a USD\$800,000 property payment was made toward full ownership of the Cerro de Oro gold project along with 500,000 shares of the Company. One remaining payment of USD\$1m is due on August 4, 2024.
- In October, the Company released its Maiden Resource Statement for the Santana project, a first iteration of the project's gold potential and an important step in highlighting the main Nicho zone resources scheduled to be developed in 2024. Total Measured and Indicated resources were 9,610,000 t grading 0.65 g/t gold for a contained 198,000 oz. In addition, Inferred resources were 5,510,000 t grading 0.58 g/t gold for an additional contained 103,000 oz. This initial resource is sufficient to support the coming years of mine operations at Santana.
- In October, a USD\$25m funding package was completed with Auramet International Inc. and Auramet Capital Partners LP, for the planned Cerro de Oro gold mine, comprising a USD\$15m loan and a USD\$10m 2.75% royalty with the ability to buy back 2%. The Company completed a draw-down of USD\$5 million under the loan facility to be used for detailed engineering, exploration purposes, property holding costs and deposits on long lead time items for the Cerro de Oro project.
- In December, planning commenced to reconfigure the existing pad capacity at the Santana mine to allow for an improvement in operational performance in 2024/2025.
- The Company intends to ramp up mining activities at Santana in the second quarter of 2024 after a revision to the development plans utilizing the existing leach pad capacity while waiting on the expansion permits. The updated plans will allow mining and stacking operations to increase significantly from the 2023 levels while the company waits on the expansion permits. Approximately 20,000 ounces of gold at an average grade of 0.63 g/t and an approximate strip ratio of 1.6:1 has been defined and will be mined over a 12-month period (*see news release dated February 22nd, 2024*). In addition, a further 4,500 ounces of gold at a higher grade of approximately 1 g/t will be mined and initially stockpiled for future processing pending

additional studies to determine an optimal approach for crushing and processing to maximize recoveries. These ounces are expected to be processed within the 12-month schedule noted above.

- The April 2024 acquisition of the Suaqui Verde copper project will allow the Company to start further planning regarding the creation of a separate copper developer/producer focused on low capital intensity copper development projects. The combination of Los Verdes and Suaqui Verde allows for further consolidation of similar type assets that could form a regional copper production “hub”. The copper business will be incubated at the Company’s copper subsidiary level with external funding expected to be directly into the subsidiary.
- Cash and cash equivalents at December 31, 2023 totalled \$13,754,272 and the Company had a positive working capital position of \$19,968,100. Cash and cash equivalents includes cash received from sales completed from the Q4 production where the related revenues have been treated as deferred in the financial statements and will be recognized as revenue in the Q1 2024 Financial Statements.
- During the year ended December 31, 2023, the Company recovered from the Government of Mexico sales tax (IVA) from prior years of 74,795,000 Mexican pesos (\$5,888,000 CAD). Subsequent to December 31, 2023, the Company has received an additional 28,138,000 Mexican pesos (\$2,239,000 CAD).

SELECTED QUARTERLY INFORMATION

The following selected information is derived from the audited year end consolidated financial statements and the unaudited quarterly consolidated financial statements:

| | Quarter Ended December 31, 2023 \$ | Quarter Ended September 30, 2023 \$ | Quarter Ended June 30, 2023 \$ | Quarter Ended March 31, 2023 \$ |
|---|--|---|--|---|
| Net (loss) income (000’s) | (496) | (4,974) | 1,128 | 1,486 |
| Basic and diluted (loss) income per share | (0.001) | (0.011) | 0.003 | 0.003 |
| Total assets (000’s) | 51,620 | 44,998 | 49,037 | 50,487 |
| Total liabilities (000’s) | 13,931 | 4,850 | 5,088 | 4,975 |
| Shareholders’ Equity (000’s) | 37,689 | 40,148 | 43,948 | 45,513 |

| | Quarter Ended December 31, 2022 \$ | Quarter Ended September 30, 2022 \$ | Quarter Ended June 30, 2022 \$ | Quarter Ended March 31, 2022 \$ |
|--|--|---|--|---|
| | | | | |

| | | | | |
|---|---------|--------|--------|--------|
| Net income (loss) (000's) | (1,228) | 3,040 | 2,730 | 1,067 |
| Basic and diluted income (loss) per share | (0.003) | 0.007 | 0.006 | 0.002 |
| Total assets (000's) | 53,283 | 49,942 | 41,981 | 38,575 |
| Total liabilities (000's) | 10,076 | 4,808 | 4,759 | 4,506 |
| Shareholders' Equity (000's) | 43,207 | 45,134 | 37,222 | 34,151 |

SELECTED ANNUAL INFORMATION

The following is a summary of selected audited financial information for the fiscal years of:

| | December 31, 2023 | December 31, 2022 | December 31, 2021 ¹ |
|---|----------------------|----------------------|-----------------------------------|
| | \$ | \$ | \$ |
| Net (loss) income (000's) | (2,856) | 5,609 | (1,753) |
| Basic and diluted income (loss) per share | (0.006) | 0.012 | (0.004) |
| Total assets (000's) | 51,620 | 53,283 | 36,721 |
| Total liabilities (000's) | 13,931 | 10,076 | 4,468 |
| Shareholders' Equity (000's) | 37,689 | 43,207 | 32,253 |

1. Restated for adoption of Amendment to IAS 16

LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2023, the Company had working capital of \$19,968,100 in comparison to December 31, 2022, of \$18,284,236. The December 31, 2023, cash and cash equivalents balance of \$13,754,272 will be used for the continued development of the Company's Santana gold project, the exploration and development of the Cerro de Oro gold project and the Company's other mineral properties and for general corporate purposes.

The Company's net cash flows (used in) after the inclusion of changes to non-cash operating accounts were (\$4,568,697) for the twelve month period ended December 31, 2023 as compared to cash flows of \$2,612,800 for the prior year twelve month period ended December 31, 2022. This reduction is primarily a result of a non-cash operating adjustment of (\$3,094,779) -- approximately 1,380 ounces -- related to work in process inventory recorded as deferred revenue of \$2,419,290 at December 31, 2023 as compared to \$5,514,069 from the prior year period ended December 31, 2022. Other changes are a result of a reduction in normal operating payables of (\$1,134,000), property holding costs of (\$1,445,000), a Cerro de Oro option payment of (\$1,053,000) and an expansion of the Company's exploration and evaluation spending on exploration drilling programs of (\$1,200,000).

The Company's cash from financing activities was \$6,191,698 for the year ended December 31, 2023, primarily a result of the initial drawdown of the funding package of USD\$5,000,000 (CAD\$6,928,000) less debt issue costs as compared to \$5,366,564 in the prior year period a result of the private placement of \$4,372,500 and exercise of options for proceeds of \$1,134,000.

The Company's investing activities for the year ended December 31, 2023 was (\$356,637), a result of an increase in the investment in the Company's Santana project as compared to (\$2,314,566) comprised of (\$4,370,716) of investment in the Santana project offset by \$2,056,150 received from the net sale of Prime Mining shares.

The activities of the Company, which are primarily the acquisition, exploration and development of mineral properties, are financed through the completion of equity transactions such as equity offerings, the exercise of stock options and warrants, as well as the issuance of debt and also from cash flow generated from the recovery of gold ounces.

There is no assurance that capital will be available to the Company in the required amounts, with acceptable terms or at the time required. Please refer to the “Risk Factors” section below.

RESULTS OF OPERATIONS

The Company’s operations during the year ended December 31, 2023, resulted in a net loss before comprehensive loss of \$2,855,552 compared to net income before comprehensive income of \$5,609,393, in the comparable prior year period. The decrease in the net income as compared to the prior year twelve month period is primarily a result of a decrease in the mining operations at the Santana project during the current year as compared to the prior year period. The reduction in recovery and sale of gold ounces from the Santana project while the Company is awaiting its project expansion approvals coincided with increased non-mining related costs which included new project evaluation activities and additional administrative activities. The Company’s primary operational activities continue to be the advancement of mining activities at the Company’s Santana gold mine while continuing with exploration and development of the Company’s next planned mine at the Cero de Oro project where development is focused on permit approvals and detailed engineering work.

The Company’s operations during the three month period ended December 31, 2023, resulted in a net loss before comprehensive loss of \$495,908 compared to a net loss before comprehensive loss of (\$1,228,254), in the comparable three month prior year period.

Revenue, cost of sales and depletion –The Company recognized revenues of \$13,419,899 on 5,041 ounces of gold for the twelve month period ended December 31, 2023 as compared to \$21,726,211 on sales of 9,387 ounces of gold for the twelve month period ended December 31, 2022.

The cost of sales from the Santana project reflect the direct costs of production, processing, operations, royalties, mining fees and duties and the recording of depletion on the operation for the twelve month period ended December 31, 2023 and were impacted as fixed costs were spread over significantly less ounces produced in 2023 versus 2022.

| Expenses | Three months ended December 31, 2023 | Three months ended December 31, 2022 | Twelve months ended December 31, 2023 | Twelve months ended December 31, 2022 |
|----------------------------|--------------------------------------|--------------------------------------|---------------------------------------|---------------------------------------|
| Depreciation and accretion | 299,000 | 31,000 | 440,800 | 97,000 |
| Exploration and evaluation | 998,000 | 557,000 | 4,749,000 | 2,604,000 |
| Insurance | 18,700 | 19,000 | 93,800 | 82,000 |
| Investor Relations | 90,800 | 66,000 | 372,000 | 345,000 |
| Office and administration | 60,200 | 98,000 | 826,000 | 591,000 |
| Professional fees | 1,067,600 | 332,000 | 1,762,000 | 765,000 |
| Salaries and compensation | 926,000 | 502,000 | 2,143,000 | 1,453,000 |

| | | | | |
|----------------------------------|-----------|-----------|---------|---------|
| Share-based compensation | (839,000) | (159,000) | 645,000 | 728,000 |
| Transfer agent & Regulatory fees | 19,000 | 11,000 | 103,000 | 118,000 |
| Travel | 88,000 | 36,000 | 235,000 | 165,000 |

Exploration and evaluation – The expenditures during the three and twelve month period reflect the current year acquisition agreement payment and annual holding costs at the Cerro de Oro project of \$2.4 million, the exploration drilling program at Santana as well as ongoing holding costs at Santana project of \$1.7 million and ongoing holding costs at the Company’s other properties located in Mexico.

Investor relations – Investor relations expenses during the three and twelve month period ended December 31, 2023, reflect, amongst other things, participation during the year at in-person trade shows and conferences.

Office and administration – Office and administration expenses reflect the Company’s growth as a gold mine developer with the commencement of mining activities at its first gold mine.

Professional fees – Professional fee expenses reflect the Company’s growth as a gold mine developer and includes additional expenses in the current year period related to increased legal and audit fees associated with business development costs and fees associated with the successful recovery of the Company’s VAT taxes in Mexico. In addition, environmental permitting consultants were engaged during the year.

Salaries and compensation – Salaries and compensation three and twelve month period ended December 31, 2023, reflect the Company’s continued growth associated with its mine development activities.

Share based compensation – The Company has recorded stock based compensation expense for the three and twelve month period ended December 31, 2023, related to the grant of stock options issued on February 23, 2023 and recorded an adjustment to share based compensation related to a change in the estimate for vesting terms associated with the grant of stock options from March and July 2021. This expense reflects the fair value of the options based on the terms of vesting associated with achieving certain production targets.

Travel – Travel expenses for the twelve month period ended December 31, 2023, are reflective of the company’s activities during the period.

EXPLORATION AND EVALUATION EXPENDITURES

| | For the years ended | |
|--------------------------------|---------------------|------------------|
| | December 31, | |
| | 2023 | 2022 |
| | \$ | \$ |
| Santana, Mexico ⁽ⁱ⁾ | 1,723,897 | - |
| Cerro de Oro, Mexico | 2,371,078 | 2,073,686 |
| La Fortuna, Mexico | 412,224 | 295,828 |
| Los Verdes, Mexico | 232,998 | 184,708 |
| Other | 9,008 | 49,992 |
| Total | <u>4,749,205</u> | <u>2,604,214</u> |

(i) All development costs incurred related to the project are capitalized

Santana

The Company holds a 100% interest in 9 mining claims covering approximately 3,100 hectares located approximately 200 kilometres east-southeast of Hermosillo, Sonora, Mexico that are accessible via paved highway.

In Q4 of 2019, the Company received the MIA (Manifestacion de Impacto Ambiental or “Environmental Impact Statement”) permit approval from the Federal Agency (Secretaria de Medio Ambiente y Recursos Naturales – SEMARNAT), for the development of the Company’s Santana gold project (“Santana”) in Sonora, Mexico. The Santana MIA-ETJ applications were structured to provide the Company with significant flexibility to further optimize the development approach for the project and the ability to expand the project operations organically once resources are increased. The documents cover the following activities:

- Approximately 73 hectares approved for mining use in the MIA which includes the required areas for initial development of the Nicho and Nicho Norte gold deposits as well as the related gold extraction and recovery facilities.
- The MIA remains in good standing for a period of 33 years which covers the potential construction, operations and closure stages for the project.
- The scope of the Operating Permit includes the two initial open pit mines, waste dump areas, crushing, heap leach pad, leach solution ponds, gold recovery facilities and all related infrastructure.
- In 2020, the Company completed the sale of a perpetual 3% net smelter royalty on the Santana property for a gross cash payment of \$5,000,000.

During the first quarter of 2022, the Company adopted Amendments to IAS 16, Property, Plant & Equipment, Proceeds Before Intended Use. The Company adopted the accounting policy retrospectively with respect to applicable transactions occurring on or after the earliest period presented herein, being January 1, 2021. With the adoption of the amended standard, pre-commercial production sales of gold and silver produced and sold, and related costs while bringing a mine into a condition necessary for it to be capable of operating in the manner intended by management, are recognized in profit or loss in accordance with applicable standards to the extent those sales occurred on or after January 1, 2021. The Company then restated the results to reflect the sales of \$897,910 on 401 ounces of recovered gold and recognized costs associated with production, processing, depletion and royalties against cost of sales.

During the year ended December 31, 2022, mining and gold recovery operations were ongoing as the Company proceeded through a standard ramp-up period on the path towards commercial production. Upon review of the 2022 operations, in the Company’s judgement based on internal metrics of the operation, it was determined that commercial production thresholds were met. The Company expects to review the operating performance on a year by year basis to determine if such thresholds are maintained over the life of operation.

During the year ended December 31, 2022, total gold ounces recovered in 2022 were 11,667 ounces from the Santana Project with inventory on the pad at year end of 6,950 ounces. Sales revenues from 9,367 ounces of gold sold in 2022 totalled \$21,726,211.

During the year ended December 31, 2023, a total of 5,041 ounces of gold were sold with additional 851 ounces in work in process from the Santana Project. As at December 31, 2023 recoverable gold inventories on the leach pad are 5,944 ounces (6,950 ounces as of December 31, 2022).

During the year the Company continued to utilize existing leach pad space while waiting for the pending permit amendments that would allow the construction of a large pad expansion effectively tripling initial pad capacity at Santana. Plans are being finalized to initiate construction activities following the receipt of permit amendments allowing for a return to much improved and consistent 2024 production closer to levels reached in the second half of 2022. The Company continues to have constructive communications with SEMARNAT regarding the delayed permit amendment application.

On October 3, 2023, the Company announced the results of an independent estimate of the Mineral Resources currently outlined at the Santana gold project (the “Project”) in Sonora, Mexico. The Resource Estimate was prepared in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects (“NI 43-101”) by Scott Zelligan P.Ge, an independent QP as defined in NI 43-101. Please see the Company’s news release dated October 3, 2023.

The Resource Estimate for the Santana gold project – contains 198,000 ounces of Measured and Indicated gold resources (9.61 Mt at 0.65 g/t) and an additional 103,000 oz of Inferred gold resources (5.51 Mt at 0.58 g/t). Table 1 shows the Mineral Resource estimate by zone for the Santana Project.

Table 1 – Santana Gold Project Estimate of Mineral Resources

| Deposit | Category | Tonnes (t) | Gold Grade (g/t) | Contained Ounces (koz) |
|-------------------------------------|----------------------|------------------|------------------|------------------------|
| Nicho | Measured | 6,390,000 | 0.65 | 133,000 |
| | Indicated | 2,810,000 | 0.64 | 57,000 |
| | Total M&I | 9,200,000 | 0.65 | 190,000 |
| | Inferred | 1,530,000 | 0.66 | 33,000 |
| Nicho Norte & Divisadero | Measured | 150,000 | 0.66 | 3,000 |
| | Indicated | 260,000 | 0.62 | 5,000 |
| | Total M&I | 410,000 | 0.63 | 8,000 |
| | Inferred | 2,470,000 | 0.55 | 44,000 |
| Benjamin | Inferred | 1,510,000 | 0.54 | 26,000 |
| Total | Measured | 6,540,000 | 0.65 | 136,000 |
| | Indicated | 3,070,000 | 0.64 | 62,000 |
| | Total M&I | 9,610,000 | 0.65 | 198,000 |
| | Inferred | 5,510,000 | 0.58 | 103,000 |

Notes to Table 1:

- The independent QP for the mineral resource estimates, as defined by NI 43-101, is Scott Zelligan, P.Ge. The effective date of the 2023 mineral resource estimate is May 31, 2023.
- A gold price of \$1,700/oz was used in calculating the Mineral Resources.
- The estimate is reported for a potential open pit/heap leach scenario.
- The limits of the Resource-constraining pit shell assumed a mining cut-off based on a total operating cost (mining, milling, and general and administrative [G&A]) of \$12.00/t stacked, a metallurgical recovery of 75%, and a constant open pit slope angle of 40°. This constraining pit shell contained a total volume of 49 Mt (mineralized + unmineralized) implying a strip ratio of approximately 2.25.
- The gold cut-off grade applied to mineralized material is 0.15 g/t Au
- These Mineral Resources are not Mineral Reserves as they do not have demonstrated economic viability.

- The Mineral Resource estimate follows CIM Definition Standards.
- Results are presented in-situ. Ounce (troy) = metric tonnes x grade / 31.1035. Calculations used - metric units (metres, tonnes, g/t). Rounding followed the recommendations as per NI 43-101.
- The number of tonnes has been rounded to the nearest ten thousand.
- The QPs of the Report are not aware of any known environmental, permitting, legal, title-related, taxation, socio-political, marketing, or other relevant issues that could materially affect the Mineral Resource estimate.

Extensive modelling and statistical work was performed to analyze the effect of the oxide zone on gold grade and rock specific gravity. Due to the fractured nature of the host rock, the oxide-sulphide transition zones of the deposits are irregular and difficult to model using conventional wire-framing techniques. It was decided for the current Resource Estimate to model without a transition boundary and allow the measured variations to populate the blocks accordingly. Metallurgical testwork is ongoing and results from limited sulphide samples tested to date indicate the potential for heap leaching of this material although final required parameters like crush sizes are not yet fully understood. It has been recommended that the Company continue to evaluate the overall database of exploration information with a goal of incorporating geo-metallurgical information into future resource estimates.

Table 2 – Constraining Pit Parameters for Resource Estimation

| Parameter | Unit | Value |
|--------------------------|--------------|-------|
| Gold Price | \$/oz | 1,700 |
| Refining Cost | \$/oz | 15.00 |
| Process Cost | \$/t stacked | 4.00 |
| Metallurgical Recovery | % | 75 |
| General & Administrative | \$/t stacked | 0.50 |
| Mining Cost | \$/t | 2.30 |
| Gold Cut-Off Grade | g/t Au | 0.15 |
| Pit Slope Angle | degrees | 40 |

Notes to Table 2:

- The parameters listed in Table 2 define a basis for reasonable prospects of eventual economic extraction for the Project Mineral Resource estimate and are in-line with current actual operating costs for the project. The processing scenario assumes heap leaching of mineralized material sourced from open pit mining operations. The Mineral Resource has been constrained to mineralized material that occurs within a pit shell derived utilizing the parameters listed in Table 2. All other material within the defined pit shell was characterized as non-mineralized material.

In February 2024, the Company announced updated plans for expanding the mining and processing activities for the 2024 period. A newly modelled approach to the development at the minesite will utilize the existing leach pad capacity and will allow mining and stacking operations to increase significantly from the 2023 levels while the company awaits the expansion permit. Approximately 20,000 ounces of gold at an average grade of 0.63 g/t and an approximate strip ratio of 1.6:1 has been defined. Included in the plans are an additional 4,500 ounces of higher grade mineralized material that will initially be stockpiled pending work to optimize recoveries of the higher grade material, through crushing testing, before being stacked on the pad.

Exploration drilling at the Santana project has concluded following a year largely focused on the Benjamin target area. Benjamin represented a small part of the maiden resource estimate at the Santana project and its evaluation was a primary focus as it represents a possible future 3rd pit that could provide additional project mine life. Approximately 3,800 metres of drilling was completed (which included a number of holes in to the Zata target area). The results are now being fully reviewed internally by the Company’s exploration team.

Cerro de Oro

In September 2020, the Company finalized definitive option agreements with Minera Mirlos S. De R.L. DE C.V., and an arm's length party to acquire 100% of the Cerro de Oro project comprising the Zacatecas I and Zacatecas II concessions near Concepcion de Oro, Zacatecas, Mexico. The acquisition of the two core claims in the district, that contain a significant gold prospect, increase the Company's total claim holdings in the Concepcion del Oro district to approximately 6,500 ha in size.

The agreements convey 100% ownership to the Company with no underlying royalties subject to the Company meeting a schedule of payments. Failure by the Company to make any of the cash payments or share issuances would result in the property being returned to the vendors with no residual interest being retained by the Company. The payment schedule is as follows:

| Amount (USD) | Installment Due Date |
|---|------------------------|
| 400,000 cash + 2,000,000 shares ^(b) | Paid on Closing |
| 300,000 cash ^(a) + 500,000 shares ^(c) | Paid in 2021 |
| 400,000 cash ^(a) + 500,000 shares ^(d) | Paid in 2022 |
| 800,000 cash ^(a) + 500,000 shares ^(e) | Paid in 2023 |
| 1,000,000 cash ^(a) + 500,000 shares | 48 months from Closing |

- Installment payments will be in the form of cash. Alternately, should both parties agree, a portion or the entire cash amount can be replaced with the issuance of an equivalent dollar value of shares. Shares, if issued, will be priced at the prior days closing on the Exchange, ending on the Installment Due Date listed in the table above and in accordance with the rules and requirements of securities laws and the TSX Venture Exchange.
- The Company paid USD\$400,000 (CAD\$531,600) on signing of this agreement and the Company issued 2,000,000 shares on September 17, 2020. The fair value of these shares was \$1,440,000 based on the trading price of the shares.
- The Company paid USD\$300,000 (CAD\$394,832) and issued 500,000 shares on September 17, 2021. The fair value of these shares was \$285,000 based on the trading price of the shares.
- The Company paid USD\$400,000 (CAD\$516,154) and issued 500,000 shares on August 4, 2022. The fair value of these shares was \$242,500 based on the trading price of the shares.
- The Company paid USD\$800,000 (CAD\$1,053,568) and issued 500,000 shares on July 26, 2023. The fair value of these shares was \$170,000 based on the trading price of the shares.

In addition to the earn-in commitments in the table above, a final bonus payment of USD\$1,000,000 will be payable to the Vendor upon the production of 50,000 ounces of gold from the Cerro de Oro project.

On October 3, 2022, the Company announced the results of an independent Preliminary Economic Assessment ("PEA"). The PEA was prepared in accordance with National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("NI 43-101") by Scott Zelligan, P. Geo., Lawrence Segerstrom, M.Sc., CPG, Peimeng Ling, P.Eng., Alex Duggan, P.Eng. and Toren Olsen, PG. (*Note to reader: Unless stated all currency references are in US dollars*). Please see the Company's news release dated October 3, 2022. (*Note to reader: Unless stated all currency references are in US dollars*).

PEA Summary

| | Life-of-Mine |
|--|---------------|
| Gold Price ¹ | \$1,600/oz |
| Mine Life | 8.2 years |
| Total Mineralization Processed | 59.3 M |
| Total Waste Mined | 17.9 M |
| Strip Ratio | 0.30 |
| Average Annual Tonnes Processed ² | 7,300,000 |
| Average Daily Tonnes Processed ² | 20 ktpd |
| Heap Leach Gold Grade ³ | 0.37 g/t |
| Gold Recovery | 68% |
| Average Annual Production (oz) ² | 58,400 |
| Total Gold Recovered | 476,610 |
| Preproduction Capital | \$28,080,000 |
| Sustaining Capital | \$14,700,000 |
| LOM Average AISC ⁴ | \$873/oz |
| After-Tax NPV (5%) | \$150,500,000 |
| After-Tax IRR | 111% |
| After-Tax Payback Period | 11 months |
| Exchange Rate (MXN/USD) | 20 |
| After-Tax NPV (10%) | \$115,500,000 |

Notes:

1. Base case price for gold was assessed using long term consensus pricing factoring in a modest discount against the average of available bank and brokerage firm estimates.
2. Life of Mine Averages exclude partial production in year 9.
3. LOM average combined grade of run-of-mine ("ROM") and crushed material sent to leach pads.
4. "AISC per ounce" is a non-GAAP financial performance measures with no standardized definition under IFRS; additional reference info at bottom of release.

PEA Cautionary Note:

Readers are cautioned that the PEA is preliminary in nature and there is no certainty that the PEA results will be realized. Mineral resources are not mineral reserves and do not have demonstrated economic viability. Additional work is needed to upgrade these mineral resources to mineral reserves.

Capital & Operating Cost Estimates

Initial and Sustaining Capital Costs (CAPEX)

| Area | Initial (\$US) | Sustaining (\$US) | Total (\$US) |
|---|----------------|-------------------|--------------|
| Pre-production technical work and engineering (geo tech drilling, etc.) | 1,500,000 | 1,500,000 | 3,000,000 |
| Infrastructure and Misc. Construction (excluding crushing) | 3,000,000 | | 3,000,000 |
| Process Plant | 3,400,000 | | 3,400,000 |

| | | | |
|-------------------------------------|-------------------|-------------------|-------------------|
| Pad construction | 7,000,000 | 13,200,000 | 20,200,000 |
| Pond construction | 2,700,000 | | 2,700,000 |
| Crushing and Stacking Refurbishment | 2,000,000 | | 2,000,000 |
| Substation, Misc. Power | 2,000,000 | | 2,000,000 |
| Contingency (30%) | 6,480,000 | | 6,480,000 |
| Total Project | 28,080,000 | 14,700,000 | 42,780,000 |

Operating Costs (OPEX)

| Area | US\$/tonne Mineralized Material ¹ | US\$/tonne mined ² |
|------------------------------|--|-------------------------------|
| Open Pit Mining ³ | 2.90 | 2.23 |
| Crushing ⁴ | 0.52 | 0.40 |
| Processing | 2.29 | 1.76 |
| G&A | 0.32 | 0.25 |
| Contingency ⁵ | 0.63 | 0.48 |
| All-In OPEX | 6.66 | 5.13 |

Notes:

1. "Mineralized Material" represents mined material estimated to generate positive cash flows.
2. "Mined" means total tonnes mined (mineralized plus waste).
3. Open pit mining cost is \$2.00/t for waste and \$2.30/t for mineralization. A cost of \$0.30/t mineralization has been included in the base case mining cost for mineralization to account for a longer haulage route to the leach pads than to the waste dumps.
4. Crushing costs are calculated per tonne of mineralized material to leach pad (or mined) assuming 30% of mineralized material is crushed (crushing unit cost is estimated at \$1.74/t of crusher feed material).
5. Contingency is applied to OPEX excluding mine contractor rates which are current.

Mineral Resources

As part of the PEA an updated Cerro de Oro project Mineral Resource Estimate was completed (NI 43-101 compliant) to reflect a higher gold price of US\$1700/oz, which is more reflective of the three-year trailing average price. Table 1 shows the Inferred Mineral Resource estimate for the Cerro de Oro Project. (Note to reader: unless stated all currency, references are in US dollars in this section).

Table 1 – Cerro de Oro Project, Estimate of Mineral Resources

| Resource Category | Material Type | Cut-off Au (g/t) | Tonnes (t) | Au (g/t) | Au (oz) |
|-------------------|---------------|------------------|------------|----------|---------|
| Inferred | Oxide | 0.15 | 67,000,000 | 0.37 | 790,000 |

Notes:

- The effective date for this mineral resource estimate is September 28, 2022. All material tonnes and metal values are undiluted.
- The mineral resource estimate was prepared under the supervision of Scott Zelligan, P.Geol, an independent consulting geologist.
- A gold price of \$1,700/oz was used in the calculation of the Mineral Resources.
- The limits of the Resource constraining pit shell assumed a mining cut-off based on a total operating cost (mining, milling, and G&A) of \$8.80/tonne stacked, a metallurgical recovery of 70%, and a constant open pit slope angle of

45 degrees. Inferred resources are too speculative geologically to have economic considerations applied to them.

- The gold cut-off grade applied to oxide mineralized material is 0.15 g/t Au.
- Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability.
- These Mineral Resources are not Mineral Reserves as they do not have demonstrated economic viability.
- The Mineral Resource estimate follows CIM Definition Standards.
- Results are presented in-situ. Ounce (troy) = metric tonnes x grade / 31.103. Calculations used metric units (metres, tonnes, g/t). Rounding followed the recommendations as per NI-43-101.
- The number of tonnes has been rounded to the nearest million.
- The QPs of this Report are not aware of any known environmental, permitting, legal, title-related, taxation, socio-political, marketing, or other relevant issues that could materially affect the Mineral Resource estimate other than those disclosed in this NI 43-101 compliant Technical Report.

The Cerro de Oro Project is a porphyry gold system with associated skarn halos and disseminated and veinlet-controlled gold mineralization characterized by the development of magnetite and quartz veins (A and B veins). These veins developed during an early potassic alteration phase and were later overprinted by silica and sericite (phyllitic overprinting) within the inter-mineral porphyritic intrusive phases that form part of a larger intrusive complex.

The inaugural resource estimate incorporates a total of 84 reverse circulation (RC) drill holes (7,112 metres) and twelve diamond drill holes (3,786 metres) including 50 RC holes (4,272 metres) drilled by Minera Mexico Pacific S.A. de C.V in 2017 and 2018 and 34 RC holes (2,840 metres) drilled by Noranda. All of the diamond drill holes were completed by Noranda from 1996 through 1998. Drilling to date has focused on the oxide zone with the majority of oxide holes drilled to depths of 60m to 160m. The diamond drill holes were drilled to depths of 80m to 645m to identify mineralization at depth.

During the twelve months ended December 31, 2022, the Company concluded negotiations and completed the agreements for the primary surface rights necessary for development of its Cerro De Oro gold project in northern Zacatecas, Mexico. The agreements allowed the Company to complete the submission of the mine development permit application for the project. *(See Release dated June 21, 2022 and August 25, 2022).*

In April 2023, the Company completed the documentation necessary to formally proceed with the Cerro de Oro permitting process. The management of the remainder of the permit process is now being handled by the Company's permitting consultants. Concurrent with the permitting, the Company is planning additional drilling and metallurgical work that will inform the final operational plan for the proposed mine. Detailed engineering for the development of the mine is ongoing.

On October 30, 2023, the Company completed the agreement with Auramet International Inc. and Auramet Capital Partners LP on a USD\$25 million loan and royalty funding package which will cover the anticipated construction costs of the planned Cerro de Oro gold mine in Zacatecas, Mexico. On October 30, 2023, the Company completed a draw-down of USD\$5 million under the loan facility. The USD\$5 million draw-down will be used to fund exploration programs, property holding costs, detailed engineering and deposits on long lead time items.

La Fortuna

On May 4, 2016, the Company announced the completion of the acquisition, by its subsidiary Minera Alamos de Sonora S.A. de C.V., of 100% of the mineral claims known as the “La Fortuna” gold project located in the State of Durango, Mexico from Argonaut Gold Inc. The La Fortuna Gold Project includes the historic La Fortuna mine together with the surrounding concessions, totalling 994 hectares. The property is located in the northwestern corner of the State of Durango, Mexico, about 70 kilometres northeast of the city of Culiacan, Sinaloa.

In August 2016, the Company announced that it had acquired more than 5,400 hectares in additional mineral concessions surrounding the La Fortuna gold project. The new claims were acquired directly from the federal mining authorities in Mexico (Dirección General de Minas) with no payments to any other third parties, increasing the Company’s total land package to over 6,400 hectares.

In 2018, the Company announced the results of an independent Preliminary Economic Assessment. The PEA was prepared in accordance with National Instrument 43-101 *Standards of Disclosure for Mineral Projects* (“NI 43-101”) by CSA Global Geosciences Canada Ltd (CSA Global) of Toronto, Canada. (*Note to reader: Unless stated all currency references are in US dollars*). Please see the Company’s news release dated August 16, 2018, as filed on SEDAR for complete details.

PEA Summary

| | US\$ | CDN\$ |
|-------------------------------|---|---------------|
| Pre-Tax NPV (7.5%) | \$103,800,000 | \$134,800,000 |
| Pre-Tax IRR | 122% | 122% |
| After-Tax NPV (7.5%) | \$69,800,000 | \$90,600,000 |
| After-Tax IRR | 93% | 93% |
| Pre-Tax Payback Period | 9 months | |
| After-Tax Payback Period | 11 months | |
| Average Annual Production | 43,000 oz Gold, 220,000 oz Silver, 1,000 t Copper (50koz GEO ¹) | |
| Preproduction Capital | \$26,900,000 | \$34,900,000 |
| LOM Average AISC ² | \$440/oz | \$571/oz |
| Mine Life | 5 years | |
| Mill Throughput (avg. tpd) | 1,100 | |
| Mill Grade & Recovery | 3.68 g/t Au (90% recovery) | |
| Gold Price | \$1,250/oz | |
| Silver Price | \$16/oz | |
| Copper Price | \$5,725/tonne | |
| FX Rate (CDN\$/US\$) | 0.77 | |

Notes:

1. GEO – Gold Equivalent Ounces
2. “AISC per ounce” is a non-GAAP financial performance measure with no standardized definition under IFRS; additional reference info at bottom of release

Base case prices for gold, silver and copper were assessed at values approximately 2%-7% below the three-year trailing average prices for each of the metals and below the majority of the publicly available forward looking estimates available as of July 2018.

PEA Cautionary Note:

Readers are cautioned that the PEA is preliminary in nature and there is no certainty that the PEA results will be realized. Mineral resources are not mineral reserves and do not have demonstrated economic viability. Additional work is needed to upgrade these mineral resources to mineral reserves.

Capital & Operating Cost Estimates

Initial and Sustaining Capital Costs (CAPEX)

| Area | Initial (\$000) | Sustaining (\$000) | Total (\$000) |
|-------------------------------------|-----------------|--------------------|-----------------|
| Mining (contractor mobilizations) | \$1,000 | | \$1,000 |
| Site Development/Infrastructure | \$3,500 | | \$3,500 |
| Mineral Processing | \$15,000 | \$7,100 | \$22,100 |
| Tailings Management | \$2,000 | | \$2,000 |
| Closure | | \$3,000 | \$3,000 |
| Salvage Value | | (\$3,000) | (\$3,000) |
| Contingencies (incl. owner's costs) | \$5,400 | | \$5,400 |
| TOTAL PROJECT | \$26,900 | \$7,100 | \$34,000 |

*Note: Start-up working capital to be provided by concentrate purchasers on credit revolver basis.

Operating Costs (OPEX)

| Area | \$/tonne Mineralized Material* ² | \$/unit | |
|------------------------------------|---|---------|------------------|
| Open Pit Mining | \$11.80 | \$2.15 | per tonne mined |
| Processing | \$15.95 | \$22.89 | per tonne milled |
| Stockpile/Ore Sorting ¹ | \$1.73 | \$4.00 | per tonne sorted |
| G&A | \$3.86 | \$5.54 | per tonne milled |
| All-In OPEX | \$33.34 | | |

Notes:

1. "Ore Sorting" as used in the context of the table above is a commercial term referring to sensor-based rock sorting technology and is not related to project resources/reserves. Ore sorting equipment is implemented in Year 3 for upgrading of mid-grade stockpiles
2. "Mineralized Material" represents mined material in excess of 0.8 g/t Au cut-off (includes direct milling material + stockpiled material to be upgraded via ore sorting prior to milling)

Mineral Resources

This PEA is based on a new mineral resource estimate prepared for the La Fortuna project by Scott Zelligan, P.Geol., as part of the current report. The mineral resource estimate is based on the results from 125 core drill holes completed to date on the project. Wire frames were prepared using the drill hole information combined with geological interpretations of the deposit and validated through observations and sampling of accessible historical

underground openings. Further details related to the current mineral resource estimate are presented in a later section. The table below outlines the total base case Mineral Resources, including those that were not included as part of the PEA mine plan.

Mineral Resource Estimates (1.0 g/t Au cut-off grade)

| Resource Category | Au (g/t) Cut-off | Tonnes (t) | Au (g/t) | Ag (g/t) | Cu (%) | Au oz | Ag oz | Cu t |
|-------------------|------------------|------------|----------|----------|--------|---------|---------|-------|
| Measured | 1.0 | 1,755,400 | 2.96 | 17.5 | 0.23 | 167,100 | 987,800 | 4,000 |
| | 1.5 | 1,309,700 | 3.55 | 19.5 | 0.25 | | | |
| | 2.0 | 1,012,100 | 4.09 | 21.0 | 0.28 | | | |
| | 2.5 | 795,300 | 4.59 | 22.4 | 0.30 | | | |
| | 3.0 | 639,400 | 5.04 | 23.5 | 0.32 | | | |
| Indicated | 1.0 | 1,714,300 | 2.59 | 15.5 | 0.21 | 142,800 | 854,400 | 3,600 |
| | 1.5 | 1,241,400 | 3.11 | 17.5 | 0.24 | | | |
| | 2.0 | 886,400 | 3.65 | 19.2 | 0.27 | | | |

| Resource Category | Au (g/t) Cut-off | Tonnes (t) | Au (g/t) | Ag (g/t) | Cu (%) | Au oz | Ag oz | Cu t |
|----------------------|------------------|------------|----------|----------|--------|---------|-----------|-------|
| | 2.5 | 626,600 | 4.24 | 21.0 | 0.30 | | | |
| | 3.0 | 458,500 | 4.80 | 22.2 | 0.32 | | | |
| Measured + Indicated | 1.0 | 3,469,700 | 2.78 | 16.5 | 0.22 | 309,800 | 1,842,200 | 7,600 |
| | 1.5 | 2,551,100 | 3.34 | 18.5 | 0.24 | | | |
| | 2.0 | 1,898,500 | 3.88 | 20.2 | 0.27 | | | |
| | 2.5 | 1,421,900 | 4.44 | 21.8 | 0.30 | | | |
| | 3.0 | 1,097,900 | 4.94 | 23.0 | 0.32 | | | |
| | | | | | | | | |
| Inferred | 1.0 | 156,300 | 1.72 | 8.5 | 0.09 | 8,600 | 42,700 | 100 |
| | 1.5 | 78,612 | 2.21 | 9.2 | 0.10 | | | |
| | 2.0 | 38,059 | 2.73 | 11.1 | 0.12 | | | |
| | 2.5 | 18,169 | 3.28 | 13.1 | 0.14 | | | |
| | 3.0 | 7,589 | 4.04 | 15.6 | 0.18 | | | |

Notes:

1. The effective date for this mineral resource estimate for La Fortuna project is July 13, 2018. All material tonnes and metal values are undiluted.
2. Mineral Resources are calculated assuming a cut-off grade of 1.0 g/t Au, which is considered reasonable and consistent for this type of deposit with open pit mining methods.
3. Mineral resources which are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, socio-political, marketing, or other relevant issues.
4. The mineral resources presented here were estimated using a block model with a parent block size of 5 m by 5 m by 5 m sub-blocked to a minimum block size of 0.6 m by 0.6 m by 0.6 m using ID3 methods for grade estimation as this method best represented the grade distribution in the sample data.
5. Due to the geometry of the deposit and the nature of the grade distribution, the estimation was divided between the

upper and lower portions of the mineralized volume with search parameters optimized for each portion.

6. Individual composite assays were capped at the following values according to histogram/probability and decile analyses – 30 g/t gold, 60 g/t silver, 1% copper.
7. A density of 2.65 t/m³ was chosen for the tonnage estimate. Data available from dry bulk density studies indicated an average density of 2.72 t/m³ for mineralized material, while the quartz monzonite material had an average density of 2.61 t/m³. The value of 2.65 was chosen by averaging the two then rounding down to the nearest 0.05 interval to be conservative.
8. The mineral resources presented here were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by CIM Council May 10, 2014.
9. The mineral resource estimate was prepared by Scott Zelligan, B.Sc., P.Geo., and independent resource geologist of Coldwater, Ontario.
10. Gold price is US\$1,250/ounce, silver price is US\$16/ounce, and copper price is US\$5,725/tonne.
11. The number of metric tonnes is rounded to the nearest hundred. Any discrepancies in the totals are due to rounding effects.

An initial review of the exploration data from the La Fortuna gold project confirms potential for growth beyond the project's current Measured and Indicated Mineral Resources. Three distinct zones of mineralization were identified along parallel structures that correspond to the primary regional faulting in this region of Mexico (NW-SE). In addition to the Fortuna Main Zone (and extensions) where the Company's current resource is located, these also include the Ramada Zone and the PN Zone. All three areas contain numerous historical mine workings and have been sampled and mapped at surface. Two permit applications were submitted and have been granted for the La Fortuna project. They consist of the Environmental Impact Statement (Manifestacion de Impacto Ambiental) and an Environmental Risk Study (Estudio de Riesgo Ambiental).

Los Verdes

The Company's 50%-owned copper subsidiary, Cobre 4H S.A. de C.V. , holds a 100% interest in a mining property known as Los Verdes, a molybdenum-copper property located in the State of Sonora, Mexico. Included in the Los Verdes project is the Bacanora claim totalling 55 hectares acquired on January 31, 2007. Included in the consideration paid for the Bacanora claim is a 2% Net Smelter Royalty on the gross amount sold, less specific costs, of all or a portion of the ores or concentrate derived from the property. In 2012, the Company acquired title to the Potreritos molybdenum-copper deposit concessions in Sonora, Mexico. The property is situated approximately 2 km to the north of the Los Verdes property and referred to as the North Deposit. The Company is currently considering strategic alternatives for this project based on current industry/market expectations and a re-sizing of the planned operation.

In April 2024, Cobre 4H S.A. de C.V. acquired 100% of the Suaqui Verde copper project, which will allow the Company to start further planning regarding the creation of a separate copper developer/producer focused on low capital intensity copper development projects. The combination of Los Verdes and Suaqui Verde allows for further consolidation of similar type assets that could form a regional copper production "hub".

RELATED PARTY TRANSACTIONS

Details of transactions between the Company and other related parties are disclosed below.

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

The remuneration of directors and key management of the Company for the year ended December 31, is as follows:

| | 2023 | 2022 |
|--------------------------|---------|---------|
| | \$ | \$ |
| Aggregate compensation | 963,500 | 490,000 |
| Stock-based compensation | 397,429 | 403,939 |

Included in accounts payable and accrued liabilities at December 31, 2023, payable to key management of the Company was \$475,000 (December 31, 2022 – \$135,600) in relation to outstanding compensation and expenses. These amounts are unsecured, non-interest bearing and due on demand.

Included in accounts receivable as at December 31, 2023, is an amount of \$153,000 (December 31, 2022– \$281,837) due from key management of the Company.

COMMITMENTS AND CONTINGENCIES

On October 30, 2023, upon execution of the loan facility with Auramet, the Company entered into a Master Purchase and Sale Agreement whereby the Company agrees to sell any precious metals from it’s Corex Global and Minera Mirlos to Auramet, on a spot, forward, in-process or prepayment basis for a 36 month period.

On October 30, 2023, upon execution of the loan facility with Auramet, the Company entered into a Call Option Agreement whereby the Company will deliver to Auramet a total of 15,000 ounces of gold over a 15 month period beginning in February 2025 with a strike price of US\$2,175 per ounce.

The Company is party to agreements with key management which contains clauses requiring additional payments of \$3,075,000 to be made upon the occurrence of certain events such as a change of control or termination. As of December 31, 2023, no triggering event has occurred, and the contingent payment has not been reflected in these financial statements.

The Company is party to a royalty agreement with Osisko Gold Royalties which holds a 3% net smelter royalty on the Santana property.

During the year, the Company’s Mexican subsidiary Corex Global S de RL de SV received a notice for an imposed fine of 8,299,200 MXN (approximately CAD\$649,000 at December 31, 2023) from the Ministry of Labor and Social Welfare on the basis of incorrect terms for the relationship between it and it’s subcontractor. The Company believes this is a frivolous fine and has submitted the claim against the Federal Court of Administrative Justice to be resolved. As such, no amounts are accrued as it is believed to be without merit.

Leases

| | December 31, 2023 | December 31, 2022 |
|---|------------------------------|----------------------|
| | \$ | \$ |
| Maturity Analysis – contractual undiscounted cash flows | | |
| Less than one year | 109,536 | 101,864 |
| Remaining life | 214,336 | 331,544 |
| Total undiscounted lease liabilities | 323,872 | 433,408 |
| Effect of discounting | (34,826) | (61,442) |
| Present value of lease payments | 289,046 | 371,966 |

| | | |
|-----------------------------|-----------------|----------|
| Less current portion | (90,086) | (82,920) |
| Long-term lease liabilities | 198,960 | 289,046 |

The following table summarizes the lease activity:

| | December 31, 2023 | December 31, 2022 |
|----------------------------|------------------------------|----------------------|
| | \$ | \$ |
| Balance, beginning of year | 371,966 | 440,744 |
| Additions | - | - |
| Accretion | 26,616 | 33,086 |
| Lease payments | (109,536) | (101,864) |
| Balance, end of year | 289,046 | 371,966 |

ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

Disclosure and use of critical accounting estimates

The preparation of the consolidated financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. These estimates are reviewed periodically, and as adjustments become necessary, they are reported in earnings in the period in which they become known.

Readers should refer to Note 4 of the consolidated financial statements for the year ended December 31, 2023 and 2022, for a summary of critical accounting policies and estimates.

Accounting standards and interpretations effective in future periods

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 202. Many are not applicable or do not have a significant impact to the Company and have been excluded. The Company has not yet assessed the impact of these new standards on the financial statements.

IAS 1 – Presentation of Financial Statements (“IAS 1”) was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company’s right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company’s own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on January 1, 2024

RISK FACTORS

Due to the nature of its business, the Company is subject to various financial, environmental and operational risks that should be carefully considered by readers. In addition to other information set forth elsewhere in the financial statements, readers should carefully review the following risk factors.

Future Capital Requirements Risk

The Company will require additional financing in order to grow and expand its operations. It is possible that required future financing will not be available or, if available, will not be available on favourable terms. If the Company issues new shares at any time to finance its operations or expansion plans, control of the Company may change and shareholders may suffer dilution of their investment. If adequate funds are not available, or are not available on acceptable terms, the Company may not be able to take advantage of opportunities, or otherwise respond to competitive pressures and remain in business.

Exploration, Development and Mining Risk

Resource exploration, development and operations are highly speculative, characterized by a number of significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in quantity and quality to return a profit from production. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are other risks involved in the operation of mines and the conduct of exploration programs. The Company will for the short term rely upon consultants and others for exploration, development, construction and operating expertise. Substantial expenditures are required to establish mineral resources and mineral reserves through drilling, to develop metallurgical processes to extract the metal from mineral resources and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining.

The Company's projects are at the exploration, development and operations stage. The Cerro de Oro, Los Verdes and La Fortuna projects have defined mineral resources that have been determined by a Preliminary Economic Assessment, to be potentially economic. Development of these projects would follow only if additional favourable results, regulatory approval and financing are obtained. Funding for the Cerro de Oro was finalized pursuant to the Auramet funding package finalized October 30, 2023 and permitting is underway.

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines.

No assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices, which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, environmental protection and others. The exact effect of these factors cannot accurately be predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

The Company carefully evaluates the political and economic environment in considering any properties for acquisition and continued advancement of projects it holds, and its current strategy is to pursue projects in Mexico. There can be no assurance that additional significant restrictions will not be placed on the Company's projects and any other properties the Company may acquire, or its operations.

Environmental Risk

The Company's projects are in remote areas of Mexico where mining has been carried out in the past and where it is currently being pursued. Its projects will be undertaken with the aim to achieve and maintain International Finance Corporation ("IFC") Performance Standards, as they relate to environmental responsibilities, as well as to follow all applicable standards in Mexico. The Company has undertaken baseline environmental studies to define the status of the environment at its most advanced property and to identify mitigation measures appropriate for its operations. The Company realizes that there is a risk that an environmental condition may exist that could delay or prevent the project from advancing or producing, but no such factor has arisen in the Company's investigations to date. The Company has an Environmental Policy that commits it to operating in an environmentally responsible manner, ensuring compliance by the Company and its employees with all applicable environmental regulations and commitments.

Foreign Operations Risk

Currently, the Company's exploration projects are in Mexico and the Company manages a number of risks related to operating in a foreign jurisdiction, including security of rights and title, repatriation of funds, availability of a skilled and dependable workforce, access to permits for operation, and stability of the government. Management's assessment of these risks is low as title to minerals is provided in law, surface rights are obtainable by negotiation as guided by law, permits are available in a time frame provided by law and regulation, there is a skilled and available workforce, and the government has been openly supportive of foreign investment in general and expansion in the mining industry. Changes to these conditions could have a materially adverse effect on the Company's business, financing opportunities, and results of operation.

Market risk*Foreign exchange risk*

The Company is subject to foreign exchange risk as the Company has certain assets and liabilities, and makes certain expenditures in US dollars. The Company is therefore subject to gains and losses due to fluctuations in the US dollar relative to the Canadian dollar. The Company does not hedge its foreign exchange.

As at December 31, 2023, the Company has monetary assets denominated in US dollars of approximately USD \$6,800,000 (December 31, 2022 – USD\$5,850,000). A 10% change in the value of the US dollar relative to the functional currency of the respective entity would result in a corresponding change in net income of approximately \$220,000 (December 31, 2022 – \$800,000). As at December 31, 2023, the Company has debt denominated in US dollars of approximately USD\$5,000,000 (December 31, 2022 - \$0). A 10% change in the value of the US dollar relative to the functional currency of the respective entity would result in a corresponding change in net income of approximately \$160,000 (December 31, 2022 – \$0).

Additionally, the Company has inter-company loans that do not form part of its net investment in foreign operations (see note 5). A 10% change between the Canadian dollar and the Mexican Peso would result in unrealized foreign exchange gains or losses of approximately \$5,400,000.

The functional and presentation currency of the Company is the Canadian dollar and the functional currency of the Company's Mexican subsidiaries is the Mexican Peso.

Price risk

The Company is exposed to price risk with respect to commodity prices as the Company earns revenue from the sale of gold at market prices.

Sensitivity analysis

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are reasonably possible over a twelve-month period.

A 10% change in the price of gold during the year ended December 31, 2023, would have resulted in a change in the value of revenue recognized by approximately \$940,000 (December 31, 2022 – \$2,100,000).

Credit Risk

Credit risk arises from the non-performance by counter-parties of contractual financial obligations. The Company maintains substantially all of its cash with major financial institutions. Deposits held with these institutions may exceed the amount of insurance provided on such deposits. Management believes that the credit risk concentration with respect to these financial instruments is remote.

Uninsurable Risk

In the course of exploration, development and production of mineral properties, certain risks, and in particular, labour disputes, fires, flooding and unexpected or unusual geological operating conditions including rock bursts, cave-ins, pit slope failures and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons.

Future Profits/Losses and Production Revenues/Expenses Risk

There can be no assurance that significant losses will not occur in the near future or that the Company will be profitable in the future. The Company's operating expenses and capital expenditures may increase in subsequent years as consultants, personnel and equipment associated with advancing exploration, development and, if warranted, commercial production of the Company's projects and any other properties the Company may acquire are added as needed.

The amounts and timing of expenditures will depend on the progress of ongoing exploration and development, the results of consultants' analyses and recommendations, and the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners, and the Company's acquisition of additional properties and other factors, many of which are beyond the Company's control. The Company currently has commitments for operating leases that can be funded from working capital, and will manage its future commitments consistent with its financial position.

Although the Company may receive revenues from operations in the current year the Company may continue to incur losses unless until such time as the Company's projects and any other properties the Company may acquire enter into commercial production and generate sufficient revenues to fund its continuing operations. The development of the Company's projects and any other properties the Company may acquire will require the commitment of substantial resources to conduct the time-consuming exploration and development of the

properties. There can be no assurance that the Company will generate any revenues or achieve profitability. There can be no assurance that the underlying assumed levels of expenses will prove to be accurate.

Competition Risk

The international mining industry is highly competitive and the Company will compete with other mining companies, many of which have greater resources and experience. Competition in the precious metals mining industry is primarily for: mineral rich properties that can be developed and can produce economically; the technical expertise to find, develop and operate such properties; the labour to operate the properties; and the capital for the purpose of funding such properties. Such competition may result in the Company being unable to acquire desired properties, to recruit or retain qualified employees or to acquire the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other mining companies for these resources would have a material adverse effect on the Company's results of operation and business.

Key Employees Risk

The Company depends on a number of key employees, the loss of any one of whom could have an adverse effect on the Company.

Conflicts of Interest Risk

The Company's directors and officers may serve as directors or officers of other natural resource companies or companies providing services to the Company or they may have significant shareholdings in other resource companies. Situations may arise where the directors and/or officers of the Company may be in competition with the Company. Any conflicts of interest will be subject to and governed by the law applicable to directors' and officers' conflicts of interest. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. From time to time, several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In accordance with applicable laws, the directors and officers of the Company are required to act honestly, in good faith and in the best interests of the Company. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Share Price Volatility Risk

The market price of the Company's shares is highly volatile and may be significantly affected by factors such as actual or anticipated fluctuations in the Company's operating results, announcements of technological innovations, changes in estimates or analysis by securities analysts, new exploration projects by the Company or its competitors, government regulatory action, general market conditions and other factors.

OFF-BALANCE SHEET ARRANGEMENTS

The Company had no off-balance sheet arrangements as at April 29, 2024.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's excess cash reserves are held in an interest bearing Canadian bank account.

OUTSTANDING SHARE DATA

Common Shares:

The Company has authorized an unlimited number of common shares, with no par value, of which 462,883,853 shares are issued and outstanding as of the date hereof.

Share Purchase Warrants:

As of the date hereof, there are no purchase warrants outstanding.

Stock Option Plan:

As of the date hereof, there are 25,700,000 options outstanding under the Company's stock option plan for employees, directors, officers and consultants of the Company.

QUALIFIED PERSON

Mr. Darren Koningen, P. Eng., Minera Alamos Inc.'s CEO, is the Qualified Person responsible for technical content of this document. Mr. Koningen has supervised the preparation of, and approved the scientific and technical disclosures utilized herein.

"Darren Koningen"
Chief Executive Officer

"Janet O'Donnell"
Chief Financial Officer