



Consolidated Financial Statements

December 31, 2021 and 2020

To the Shareholders of Minera Alamos Inc.:

Opinion

We have audited the consolidated financial statements of Minera Alamos Inc. and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2021 and December 31, 2020, and the consolidated statements of income (loss) and comprehensive income (loss), changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2021 and December 31, 2020, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company incurred a net loss during the year ended December 31, 2021 and, as of that date, the Company had an accumulated deficit. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Mississauga, Ontario

May 2, 2022

MNP LLP

Chartered Professional Accountants

Licensed Public Accountants

Minera Alamos Inc.
Consolidated Statements of Financial Position
(Expressed in Canadian dollars)

	Notes	December 31, 2021 \$	December 31, 2020 \$
Assets			
Current assets			
Cash and cash equivalents		7,042,790	19,910,084
Restricted cash	6	30,522	30,500
Marketable securities	7	2,336,400	3,532,800
Accounts receivable	19	1,040,965	270,231
Prepaid and other		1,169,921	128,802
Taxes receivable		57,969	107,202
		<u>11,678,567</u>	23,980,339
Taxes receivable		4,326,991	2,025,978
Mineral Properties and Property, Plant and Equipment	9	<u>20,410,219</u>	7,352,742
		<u>36,415,777</u>	33,359,059
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities	19	3,979,235	1,326,361
Current portion of lease payable	11	68,778	101,385
		<u>4,048,013</u>	1,427,746
Lease payable			
	11	371,966	
Provisions		48,400	48,400
		<u>4,468,379</u>	1,476,146
Shareholders' Equity			
Share capital	12	98,183,612	96,188,073
Contributed surplus		3,711,913	3,711,913
Options reserve	14	3,243,475	3,001,350
Warrants reserve	13	-	271,165
Deficit		<u>(73,191,602)</u>	(71,289,588)
		<u>31,947,398</u>	31,882,913
		<u>36,415,777</u>	33,359,059

Basis of Presentation and Going Concern (note 2)
 Commitments and Contingencies (note 15)
 Subsequent Event (note 20)

Approved by the Board:

Signed: "Bruce Durham"

Director

Signed: "Darren Koningen"

Director

Please see accompanying notes to the consolidated financial statements

Minera Alamos Inc.
Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)
(Expressed in Canadian dollars)

		For the years ended December 31,	
	Notes	2021	2020
Expenses			
Depreciation	9	55,054	33,084
Exploration and evaluation, net of recoveries	8	1,486,089	(739,440)
Insurance		76,514	52,053
Interest expense		-	164,342
Interest on lease liability	11	6,549	12,103
Investor relations		227,254	322,272
Office and administration		541,298	560,762
Professional fees		386,258	673,827
Salaries and compensation	19	1,311,363	1,038,283
Share-based compensation	14	912,815	548,000
Transfer agent and regulatory fees		114,720	116,340
Travel		124,397	94,748
		5,242,311	2,876,374
Other Items			
FVTPL adjustment on marketable securities	7	(3,336,100)	(4,970,524)
Foreign exchange loss (gain)		235,001	(344,273)
Other income		(82,658)	(165,024)
Finders fees		-	(3,500,000)
		(3,183,757)	(8,979,821)
Net income (loss) and comprehensive income (loss) for the year		(2,058,554)	6,103,447
Net Income (loss) per share:			
Basic		(0.005)	0.01
Diluted		(0.005)	0.01
Weighted average number of common shares outstanding:			
Basic		443,304,374	416,968,701
Diluted		443,304,374	434,868,719

Please see accompanying notes to the consolidated financial statements

Minera Alamos Inc.
Consolidated Statements of Changes in Equity
(Expressed in Canadian dollars)

	Note	Share Capital		Warrants reserve \$	Contributed surplus \$	Options reserve \$	Deficit \$	Total equity \$
		Number of Shares #	Amount \$					
Balance, January 1, 2020		376,339,353	73,488,365	158,440	3,711,913	3,129,125	(77,397,035)	3,090,808
Shares issued for mineral property	12	2,000,000	1,440,000	-	-	-	-	1,440,000
Shares issued on private placements	12	53,810,000	21,000,300	-	-	-	-	21,000,300
Share issue costs	12	-	(1,412,043)	-	-	-	-	(1,412,043)
Options issued	14	-	-	-	-	548,000	-	548,000
Options exercised	12	6,715,000	1,565,275	-	-	(675,775)	-	889,500
Warrants issued	12	-	-	156,541	-	-	-	156,541
Warrants exercised	13	663,600	106,176	(39,816)	-	-	-	66,360
Warrants expired	13	-	-	(4,000)	-	-	4,000	-
Net income and comprehensive income for the year		-	-	-	-	-	6,103,447	6,103,447
Balance, December 31, 2020		439,527,953	96,188,073	271,165	3,711,913	3,001,350	(71,289,588)	31,882,913
Balance, January 1, 2021		439,527,953	96,188,073	271,165	3,711,913	3,001,350	(71,289,588)	31,882,913
Shares issued for mineral property	12	500,000	285,000	-	-	-	-	285,000
Options issued	14	-	-	-	-	912,815	-	912,815
Options exercised	12, 14	4,258,000	1,404,875	-	-	(670,690)	-	734,185
Warrants exercised	12, 13	1,910,400	305,664	(114,625)	--	-	-	191,039
Warrants expired	13	-	-	(156,540)	-	-	156,540	-
Net loss for the year		-	-	-	-	-	(2,058,554)	(2,058,554)
Balance, December 31, 2021		446,196,353	98,183,612	-	3,711,913	3,243,475	(73,191,602)	31,947,398

Please see accompanying notes to the consolidated financial statements

Minera Alamos Inc.
Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)

		For the years ended December 31,	
	Notes	2021 \$	2020 \$
Cash flows from operating activities			
Net (loss) income for the year		(2,058,554)	6,103,447
Adjustments to reconcile net loss to net cash flows:			
Non-cash adjustments:			
Shares issued for property acquisition		285,000	1,440,000
Accretion - term loan		-	2,412
Depreciation	9	155,477	134,584
Amortization of prepaid financing fees		-	51,806
Interest on lease liability	11	6,549	12,103
Interest expense		-	164,342
Share based compensation		912,815	548,000
FVTPL adjustment on marketable securities	7	(3,336,100)	(4,970,524)
Finders fee applied against debt		-	(2,405,220)
		(4,034,813)	1,080,950
Changes in non-cash operating adjustments:			
Accounts receivable		(770,734)	(152,040)
Prepaid expenses		(1,041,119)	(99,621)
Taxes receivable		(2,251,780)	(784,131)
Accounts payable and accrued liabilities		2,652,832	(230,790)
Net cash flows (used in) operating activities		(5,445,614)	(185,632)
Cash flows from investing activities			
Payment towards long-term liabilities		-	(259,850)
Acquisition of property plant and equipment	9	(12,769,963)	(6,627,928)
Proceeds on sale of marketable securities		4,532,500	4,635,224
Restricted cash		22	111
Net cash flows from (used in) investing activities		(8,237,441)	(2,252,443)
Cash flows from financing activities			
Lease payments		(110,183)	(113,465)
Issuance of common shares	12	-	21,000,300
Share issue costs	12	-	(1,255,503)
Exercise of options	14	734,185	889,500
Exercise of warrants	13	191,039	66,360
Net cash flows from financing activities		815,041	20,587,192
Net (decrease) / increase in cash and cash equivalents		(12,868,014)	18,149,117
Cash and cash equivalents, beginning of year		19,910,804	1,761,687
Cash and cash equivalents, end of year		7,042,790	19,910,804

Please see accompanying notes to the consolidated financial statements

1. GENERAL INFORMATION

Minera Alamos Inc. (the “Company”) is a junior mining and exploration company engaged directly and indirectly through its subsidiaries in the acquisition, exploration and development of mineral properties located in Mexico.

These consolidated financial statements include the accounts of the Company, its Mexican subsidiaries Minera Alamos de Sonora S.A. de C.V., Molibdeno Los Verdes S.A. de C.V., Cobre 4H S.A. de C.V., Minera Mirlos, S. de R.L. de C.V., and Corex Global S de RL de SV. The Company’s head office is located at 55 York Street East, Suite 402, Toronto, Ontario, Canada, M5J 1R7.

2. BASIS OF PRESENTATION AND GOING CONCERN

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. This is dependent upon the discovery of economically recoverable reserves, the ability of the Company to raise financing, the achievement of profitable operations or, alternatively, upon the Company’s ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write-downs of the carrying values.

These consolidated financial statements have been prepared on a basis which contemplates that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The Company’s ability to continue to do so is dependent on the ability of the Company to raise equity financing and the attainment of profitable operations. There are no assurances that the Company will be successful in achieving these goals.

As at December 31, 2021, the Company had negative cash flows from operations, an accumulated deficit, and expects to incur further losses. These material uncertainties may cast significant doubt about the Company’s ability to continue as a going concern. These consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

The global outbreak of COVID-19 (coronavirus), has had a significant impact on businesses through restrictions put in place by the Canadian and Mexican governments regarding travel, business operations and isolation/quarantine orders. At this time, the extent of the impact the COVID-19 outbreak may have on the Company is unknown as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions and quarantine/isolation measures that are currently, or may be put, in place by Canada, Mexico and other countries to fight the virus. While the extent of the impact is unknown, we anticipate that this outbreak may cause supply chain disruptions, staff shortages and increased government regulations, all of which may negatively impact the Company’s business and financial condition.

3. STATEMENT OF COMPLIANCE

These consolidated financial statements of the Company have been prepared in accordance with International Financial Accounting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and the interpretations set by the IFRS Interpretations Committee (previously the International Financial Reporting Interpretations Committee, “IFRIC”). The Company has consistently applied the same accounting policies for all periods reported in these consolidated financial statements.

The policies applied in these consolidated financial statements are presented in Note 4 and are based on IFRS issued and outstanding as of January 31, 2021. The Board of Directors approved these consolidated financial statements on May 2, 2022.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of measurement

These consolidated financial statements are presented in Canadian dollars and are prepared on the historical cost basis, modified by the measurement at fair value of certain financial instruments.

(b) New accounting standards and interpretations effective in future periods

IAS 1 – Presentation of Financial Statements (“IAS 1”) and IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors (“IAS 8”) were amended in January 2020 to refine the definition of materiality and clarify its characteristics. The revised definition focuses on the idea that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements. The amendments are effective for annual reporting periods beginning on or after November 1, 2023. Earlier adoption is permitted.

IAS 16 - Property Plant and Equipment (“IAS16”) was amended. The amendments introduce new guidance, such that the proceeds from selling items before the related property, plant and equipment is available for its intended use can no longer be deducted from the cost. Instead, such proceeds are to be recognized in profit or loss, together with the costs of producing those items. The amendments are effective for annual periods beginning on January 1, 2022.

(c) Share-based payment

The Company’s share option plan allows Company employees and consultants to acquire shares of the Company. The fair value of options granted is recognized as salary and compensation expense with a corresponding increase in equity. The fair value of the option grant is measured at grant date and each tranche is recognized on a graded basis over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At the end of each reporting period, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest. Upon exercise of the stock options, the consideration paid, together with the amount previously recognized in share-based payments reserve, is recorded as an increase in common shares.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Deferred taxes

Income tax expense comprises current and deferred tax. Income tax expense is recognized in consolidated statement of income (loss) and comprehensive income (loss) except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous year.

Deferred tax is recognized on any temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the consumption of taxable earnings. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized, and the liability is settled. The effect of a change in the enacted or substantively enacted tax rates is recognized in net income (loss) and comprehensive income (loss) or in equity depending on the item to which the adjustment relates.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(e) Property, Plant, and Equipment

Property, Plant, and Equipment is carried at cost, less accumulated depreciation and accumulated impairment losses. The cost of an item of equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. An item of property, plant, or equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in the consolidated statement of income (loss) and comprehensive income (loss). Where an item of property, plant, or and equipment comprises major components with different useful lives, the components are accounted for as separate items of equipment. Expenditures incurred to replace a component of an item of equipment that is accounted for separately, are capitalized.

The Company provides for depreciation of its equipment at the following annual rates:

Mining equipment	- 5 to 10 years straight line basis
Office equipment	- 20% to 45% declining balance and 10 years straight line basis
Vehicles	- 30% declining balance and 4 years straight line basis
Leasehold improvements	- Lesser of 5 years or lease term, straight line basis
Right of use assets	- Lesser of expected useful life or the lease term (including expected renewal periods), straight line basis

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Mineral properties and exploration and evaluation costs

The Company expenses all costs relating to the acquisition of, exploration for, and development of mineral properties in the exploration stage and it credits all revenues received against the exploration expenditures. Such costs include, but are not limited to, geological, geophysical studies, exploratory drilling and sampling.

Once a project has been established as commercially viable and technically feasible, related development expenditures are capitalized; this includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs that give rise to a future benefit. During the prior year, the Company changed their judgement of the stage of the project and prospectively, began to capitalize expenditures incurred on the Santana project.

(g) Impairment

At the end of each reporting period the carrying amounts of the Company's assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the consolidated statement of income (loss) and comprehensive income (loss) for the year. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs. For the purposes of impairment testing, exploration and evaluation assets are allocated to cash-generating units to which the exploration activity relates.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in consolidated statement of income (loss) and comprehensive income (loss).

(h) Foreign currencies

The functional and presentation currency of the Company and its subsidiaries is the Canadian dollar. The Company recognizes transactions in currencies other than the Canadian dollar (foreign currencies) at the rates of exchange prevailing at the dates of the transactions. Foreign exchange gains or losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the period end exchange rates are recognized in the consolidated statements of income (loss) and comprehensive income (loss). Non-monetary items that are measured in terms of historical cost in a foreign currency are not re-translated.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Financial Instruments

The Company applies IFRS 9, Financial Instruments includes for the recognition and measurement, impairment, de-recognition, of financial instruments.

The Company determines the classification of its financial instruments at initial recognition.

Financial assets

i. Financial assets recorded at fair value through profit or loss ("FVTPL")

Financial assets are classified as FVTPL if they do not meet the criteria of amortized cost or fair value through other comprehensive income ("FVOCI"). Gains or losses on these items are recognized in consolidated statement of income (loss) and comprehensive income (loss).

The Company's cash and cash equivalents, restricted cash, and marketable securities are classified as financial assets measured at FVTPL.

ii. Amortized cost

Financial assets are classified as measured at amortized cost if both of the following criteria are met and the financial assets are not designated as at FVTPL: 1) the object of the Company's business model for these financial assets is to collect their contractual cash flows; and 2) the asset's contractual cash flows represent "solely payments of principal and interest". Financial assets classified as amortized cost are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at amortized cost less any provision for impairment. The Company's accounts receivable are classified as financial assets measured at amortized cost.

Financial liabilities

Financial liabilities are classified as either financial liabilities at fair value through profit and loss or at amortized cost. The Company determines the classification of its financial liabilities at initial recognition.

i. Amortized cost

Financial liabilities measured at amortized cost, including borrowings, are measured at fair value, net of transaction cost. Financial liabilities are subsequently measured at amortized cost using the effective interest method, with interest recognized on an effective yield basis. The effective yield basis is a method of calculating the unamortized cost of a financial liability and of allocating interest costs over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash flow payments over the expected life of the financial liability to the net carrying amount on initial recognition. The Company's accounts payable and accrued liabilities do not fall into any of the exemptions and are therefore classified as measured at amortized cost.

Transaction costs

Transaction costs associated with financial instruments, carried at fair value through consolidated statement of income (loss) and comprehensive income (loss), are expensed as incurred, while transaction costs associated with all other financial instruments are included in the initial carrying amount of the asset or the liability.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Financial Instruments (Continued)

Subsequent measurement

Instruments classified as FVTPL are measured at fair value with unrealized gains and losses recognized in consolidated statement of income (loss) and comprehensive income (loss). Instruments classified as amortized cost are measured at amortized cost using the effective interest rate method. Instruments classified as FVOCI are measured at fair value with unrealized gains and losses recognized in other comprehensive income.

Derecognition of financial liability

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled, or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in consolidated statement of income (loss) and comprehensive income (loss).

Expected credit loss impairment model

IFRS 9 introduced a single expected credit loss impairment model, which is based on changes in credit quality since initial application. The adoption of the expected credit loss impairment model had no impact on the Company's consolidated financial statements.

The Company recognizes expected credit loss for trade receivables based on the simplified approach under IFRS 9. The simplified approach to the recognition of expected losses does not require the Company to track the changes in credit risk; rather, the Company recognizes a loss allowance based on lifetime expected credit losses at each reporting date from the date of the trade receivable.

Classification

In implementing IFRS 9, the Company updated the financial instruments classification within its accounting policy. The following table shows the original classification under IAS 39 and the new classification under IFRS 9:

Financial assets and liabilities	Classification Under IFRS 9
Cash	FVTPL
Restricted cash	FVTPL
Marketable securities	FVTPL
Accounts receivable, excluding HST receivables	Amortized cost
Accounts payable and accrued liabilities	Amortized cost

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Leases

The Company applies IFRS 16 Leases to assess whether a contract is, or contains, a lease at the inception of a contract. A contract contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company assesses whether:

- the contract involves the use of an explicitly or implicitly identified asset;
- the Company has the right to obtain substantially all of the economic benefits from the use of the asset throughout the contract term; and
- the Company has the right to direct the use of the asset.

The Company recognizes a right-of-use asset and a lease liability at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the initial amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Unless the Company is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the right-of-use assets are depreciated on a straight-line basis over the shorter of the estimated useful life and the lease term. Right-of-use assets are subject to impairment.

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease payments include fixed payments, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees and the exercise price of a purchase option reasonably certain to be exercised by the Company.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the fixed lease payments or a change in the assessment to purchase the underlying asset.

The Company presents right-of-use assets in the property, plant and equipment line item on the consolidated statement of financial position and lease liabilities in the lease payable line item on the consolidated statement of financial position.

The Company has elected not to recognize right-of-use assets and lease liabilities for leases that have a lease term of 12 months or less and do not contain a purchase option or for leases related to low value assets. Lease payments on short-term leases and leases of low value assets are recognized as an expense in the consolidated statement of income (loss) and comprehensive income (loss).

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Cash and cash equivalents

Cash and cash equivalents consist of cash deposits in banks, certificates of deposit and short-term investments with remaining maturities of three months or less at time of acquisition. The Company does not hold any asset backed commercial paper.

(k) Equity

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(l) Provisions

A provision is recognized in the consolidated statements of financial position when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and the amount can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract.

Asset retirement obligations

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. Such costs arising for the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized to the carrying value of the asset, as soon as the obligation to incur such costs arises. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. These costs are charged against consolidated statement of income (loss) and comprehensive income (loss) over the economic life of the related asset, through amortization using either the unit-of-production or the straight-line method. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation.

(m) Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

(n) Loss per share

Basic loss per common share is calculated by dividing the loss attributed to shareholders for the period by the weighted average number of common shares outstanding in the period. Diluted loss per common share is calculated by adjusting the weighted average number of common shares outstanding to assume conversion of all dilutive potential common shares. Convertible instruments including stock options and warrants outstanding are not included in the computation of diluted loss per share if their inclusion would be anti-dilutive.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(o) Segment reporting

A segment is a component of the Company that is distinguishable by economic activity (business segment), or by its geographical location (geographical segment), which is subject to risks and rewards that are different from those of other segments. The Company operates in one business segment, mineral exploration, and two geographical segments, Canada and Mexico.

5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of these consolidated financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised, and the revision affects both current and future periods.

Significant estimates and judgments about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Income taxes

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions for the period in which such determination is made.

Asset retirement obligation

Asset retirement obligations have been created based on the estimated settlement amounts. 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 estimates take into account any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed quarterly and are based on current regulatory requirements. Significant changes in estimates of contamination, restoration standards and techniques will result in changes to liability on a quarterly basis. Actual rehabilitation costs ultimately depend on actual future settlement amount for rehabilitation costs which will reflect the market condition at the time of the rehabilitation costs are actually incurred. The final cost of the currently recognized rehabilitation provisions may be higher or lower than currently provided for.

5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (Continued)

Estimated useful life, depreciation, and amortization

Management estimates the useful lives of property and equipment based on the period during which the assets are expected to be available for use. The amounts and timing of recorded expenses for depreciation of property and equipment for any period are affected by these estimated useful lives. The estimates are reviewed at least annually and are updated if expectations change as a result of physical wear and tear, technical or commercial obsolescence and legal or other limits to use. It is possible that changes in these factors may cause significant changes in the estimated useful lives of the Company's property and equipment in the future.

Determination of the fair value of warrants

Estimating fair value for warrants requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining and making assumptions about the most appropriate inputs to the valuation model including the expected life, volatility and dividend yield of the warrants. The fair value of warrants is evaluated using the Black-Scholes valuation model at the date of grant. The Company has made estimates as to the expected volatility and expected life of warrants. The expected volatility is based on the average volatility of share prices of similar companies, over the period of the expected life of the warrants. The expected life of the warrant is based on historical data. These estimates may not necessarily be indicative of future actual patterns.

Determination of Stock-based compensation

The estimation of share-based payment costs requires the selection of an appropriate valuation model and consideration as to the inputs necessary for the valuation model chosen. The model used by the Company is the Black-Scholes valuation model at the date of the grant. The Company has made estimates to the volatility, the probable life of the stock options granted and the time of exercise of those stock options. The expected volatility is based on the average volatility of share prices of similar companies, over the period of the expected life of the stock options. The expected life of the stock options is based on historical data. These estimates may not necessarily be indicative of future actual patterns.

Business combinations

Business combinations are accounted for using the acquisition method of accounting, whereby identifiable assets acquired, and liabilities assumed are recorded at fair value as of the date of acquisition with the excess of the purchase price over such fair value recorded as goodwill. If a transaction does not meet the definition of a business combination as per IFRS standards, the transaction is recorded as an acquisition of an asset.

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5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (Continued)

Impairment of long-lived assets

The Company monitors the recoverability of long-lived assets, based on factors such as current market value, future asset utilization, business climate and future undiscounted cash flow expect to result from the use of the related assets. The Company's policy is to record an impairment loss in the period when it is determined that the carrying amount of the asset to which it belongs may not be recoverable. The impairment loss is calculated as the amount by which the carrying amount of the asset exceeds its recoverable amount, being the higher of value in use or fair value, less costs to sell. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

Exploration and evaluation expenditures

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment to determine whether future economic benefits are likely to arise and whether activities have reached a stage where the technical feasibility and commercial viability of extracting the mineral resource is demonstrable.

6. RESTRICTED CASH EQUIVALENTS

As at December 31, 2021, the Company held GICs in the aggregate amount of \$30,522 (December 31, 2020 - \$30,500) as security for its corporate credit cards.

7. MARKETABLE SECURITIES

The Company holds 590,000 (December 31, 2020 - 1,840,000) common shares of Prime Mining Inc. ("Prime") (formerly ePower Corp.) pursuant to an option agreement (note 8). The Prime shares are valued at \$2,336,400 as at December 31, 2021 (December 31, 2020 - \$3,532,800) based on their quoted market price.

	Shares \$	Warrants \$
Fair Value Hierarchy	Level 1	Level 3
Balance, December 31, 2019	2,929,500	268,000
Sale of shares and warrants	(3,931,600)	(268,000)
Fair value adjustments	4,534,900	-
Balance, December 31, 2020	3,532,800	-
Sale of shares	(4,532,500)	-
Fair value adjustments	3,336,100	-
Balance, December 31, 2021	2,336,400	-

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8. EXPLORATION EXPENSE

	For the years ended	
	December 31,	
	2021	2020
	\$	\$
Santana, Mexico ⁽ⁱ⁾⁽ⁱⁱ⁾	34,552	(4,238,405)
Cerro de Oro, Mexico	1,005,948	384,161
La Fortuna, Mexico	263,385	2,924,216
Los Verdes, Mexico	156,218	154,630
Other	25,986	35,938
Total	1,486,089	(739,440)

(i) Subsequent to June 30, 2020 all development costs incurred related to the project are capitalized.

(ii) During the period to June 30, 2020 the Company sold a 3% Net Smelter Royalty for gross proceeds of \$5,000,000.

Santana project, State of Sonora, Mexico

The Santana Property consists of 9 mining claims and covers approximately 3,100 hectares and is located approximately 200 kilometres east-southeast of Hermosillo, Sonora, Mexico. Additionally, the Company holds a 100% interest in two contiguous mining concessions that cover approximately 350 hectares, referred to as Santa Lucia and Hilda 35 Fraccion 1, located in Sonora State, Mexico, pursuant to two property option agreements dated December 11, 2007, and amending agreement dated January 20, 2012, between the Company and private vendors. The Hilda 35 Fraccion 1 is also subject to a 2% net smelter return royalty (“NSR”).

The Company fulfills its site restoration obligations as required. Management will continue to assess its site restoration obligations as future exploration activity is undertaken. At December 31, 2021 and December 31, 2020, the estimated costs for exploration and evaluation rehabilitation were \$48,400. Discounted present value was not calculated due to the expected short-term nature of the obligation.

During the year ended December 31, 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. Additionally, during the year ended December 31, 2020, the Company entered into the development stage at the Santana Project and began to capitalize the expenditures incurred on the project.

During the year ended December 31, 2021, the Santana Project remained in the development stage. Prior to substantial completion, net revenues or expenses derived from the Santana Project mining activities are capitalized and included in mineral properties. During the year ended December 31, 2021 year, the Company completed the construction of the gold recovery (carbon) plant, solution ponds, heap leach pads and initiated mining and gold recovery operations with the goal of progressively ramping up production towards commercial production levels. During the year the Company offset \$864,612 of net revenues against the mineral property expenditures.

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8. MINERAL PROPERTIES AND EXPLORATION EXPENSE (Continued)

Cerro de Oro, State of Sonora, Mexico

In September 2020 the Company finalized definitive option agreements through its subsidiary Minera Mirlos S. De R.L. DE C.V., and an arm's length party (the "Vendor") 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 increases the Company's total claim holdings to approximately 6,500 ha in the Concepcion del Oro district which contains a significant gold prospect.

Upon completion of the option payments, the agreements convey 100% irrevocable ownership to the Company with no underlying royalties subject to 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 ^(b)	Paid in 2021
400,000 cash ^(a) + 500,000 shares ^(b)	24 months from Closing
800,000 cash ^(a) + 500,000 shares ^(b)	36 months from Closing
1,000,000 cash ^(a) + 500,000 shares ^(b)	48 months from Closing

- a) 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 prior days closing on the TSX Venture Exchange (the "Exchange"), ending on the installment date listed in the table above and in accordance with the rules and requirements of securities laws and the Exchange.

The Company paid \$400,000 USD 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 (see note 12 (iii)).

The Company paid \$300,000 USD and issued 500,000 shares on September 17, 2021. The fair value of these shares was \$285,000. (see note 12 (vi)).

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

8. MINERAL PROPERTIES AND EXPLORATION EXPENSE (Continued)

La Fortuna project, State of Durango, Mexico

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. and its wholly owned subsidiary Durango Fern Mines, S.A. de C.V., consisting of 4 claims totaling 994 hectares.

Pursuant to the terms of the purchase agreement, the Company paid the vendor \$750,000 USD on closing and has recognized the fair value of the remaining purchase obligation of USD \$1,250,000 due within a 24-month period. The net present value of the remaining payments, discounted at an effective interest rate of 15%, is recognized as follows: \$Nil (December 31, 2020 – \$Nil) and \$Nil (December 31, 2020 - \$2,412) was recognized as an accretion expense. The vendor is also entitled to a 2.5% net smelter returns royalty (“NSR”), subject to a maximum amount of USD \$4,500,000.

In May 2017, additional rights and options were granted on La Fortuna in connection with a private placement. Osisko Gold Royalties (the “Subscriber”) and the Company entered into an investment agreement (the “Investment Agreement”) which provides for the following:

- *Royalty Option:* The Subscriber will be granted an option to purchase up to a 4.0% NSR in the La Fortuna Property for total consideration of \$9 million. The Company has extended the option period of the La Fortuna royalty agreement until May 15, 2022.
- *Royalty/Stream Right:* As long as the Subscriber holds common shares equal to at least 10% of the issued and outstanding common shares of the Company, on a non-diluted basis, the Subscriber will have a participation right on any and all royalties, streams, or similar interests granted on properties belonging to the Company.
- *Additional Rights:* The Subscriber has (i) the right to participate in half of any buybacks of existing La Fortuna royalties, and (ii) the right to acquire a 2.0% NSR on any property acquired within a 250-km radius of La Fortuna.

Los Verdes project, State of Sonora, Mexico

The Company 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 resizing of the planned operation.

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9. MINERAL PROPERTIES AND PROPERTY PLANT and EQUIPMENT

Cost	Mining Equipment	Construction in progress	Office Equipment	Vehicles	Right of Use Building	Total
Balance at January 1, 2020	664,134	-	151,710	104,151	296,037	1,216,032
Additions (disposals)	5,274,236	1,282,580	14,089	57,021	-	6,627,926
Balance at December 31, 2020	5,938,370	1,282,580	165,799	161,172	296,037	7,843,958
Additions (disposals)	5,345,896	7,329,759	19,852	74,456	442,993	13,212,956
Balance at December 31, 2021	\$ 11,284,266	\$ 8,612,339	\$ 185,651	\$ 235,628	\$ 739,030	\$ 21,056,914

Accumulated Depreciation	Mining Equipment	Construction in progress	Office Equipment	Vehicles	Right of Use Building	Total
Balance at January 1, 2020	40,669	-	132,408	82,059	101,498	356,634
Additions (disposals)	9,983	-	6,916	16,185	101,500	134,584
Balance at December 31, 2020	50,652	-	139,324	98,244	202,998	491,218
Additions	20,266	-	8,699	26,089	100,423	155,477
Balance at December 31, 2021	\$ 70,918	\$ -	\$ 148,023	\$ 124,333	\$ 303,421	\$ 646,695

Carrying amounts

Balance at January 1, 2020	\$ 623,465	\$ -	\$ 19,302	\$ 22,092	\$ 194,539	\$ 859,398
Balance at December 31, 2020	\$ 5,887,718	\$ 1,282,580	\$ 26,475	\$ 62,928	\$ 93,039	\$ 7,352,740
Balance at December 31, 2021	\$ 11,213,348	\$ 8,612,339	\$ 37,628	\$ 111,295	\$ 435,609	\$ 20,410,219

(i) Depreciation related to the right of use asset is included in office and administration expense.

10. SENIOR SECURED LOAN

Under the terms of a Loan Agreement dated December 10, 2018, Osisko Gold Royalties Ltd. ("Osisko") provided the Company with a \$2 million (the "Principal Amount") loan. The loan had a maturity date of 18 months from the date of issue and interest was payable on the Principal Amount at a rate per annum that is equal to LIBOR plus 8.5%, compounded monthly.

The senior secured loan was repaid in full in October 2020 as a result of the transaction described below.

During the year ended December 31, 2020, the Company introduced Osisko to a property located in Sonora, Mexico. Osisko agreed to pay a cash finder's fee equal to \$3,500,000 for the introduction to the property. There was no obligation to the Company to enter into any transactions involving the property and the sole consideration was paid by Osisko. Prior to the completion of this transaction, there was \$2,405,220 owing to Osisko under the senior secured loan. Osisko settled for the amount owing to them and the Company received the remaining balance of \$1,094,780. The Company recorded interest expense of \$Nil (December 31, 2020 - \$164,342).

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11. LEASE PAYABLE

	December 31, 2021	December 31, 2020
	\$	\$
Maturity Analysis – contractual undiscounted cash flows		
Less than one year	101,864	104,847
Remaining life	433,408	-
Total undiscounted lease liabilities	535,272	104,847
Effect of discounting	(94,528)	(3,462)
Present value of lease payments	440,744	101,385
Less current portion	(68,778)	(101,385)
Long-term lease liabilities	371,966	-

The following table summarizes the lease activity:

	December 31, 2021	December 31, 2020
	\$	\$
Balance, beginning of year	101,385	202,747
Additions	442,993	-
Accretion	6,549	12,103
Lease payments	(110,183)	(113,465)
Balance, end of year	440,744	101,385

12. SHARE CAPITAL AND OTHER EQUITY

(a) Authorized, issued and outstanding common shares

Authorized - unlimited number of common shares without par value

Issued and outstanding – 446,196,353 at December 31, 2021, and 439,527,953 at December 31, 2020.

(b) Transactions

- (i) On January 14, 2020, the Company closed a non-brokered private placement offering of 30,000,000 common shares of the Company at a price of \$0.20 per Common Share for aggregate gross proceeds of \$6,000,000. All securities issued under the Offering were subject to a four month hold period from the closing date under applicable Canadian securities laws. In connection with the private placement fees and expenses of \$82,999 were incurred.

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12. SHARE CAPITAL AND OTHER EQUITY (Continued)

(b) Transactions (Continued)

- (ii) On September 3, 2020, the Company closed a non-brokered private placement offering of 23,810,000 common shares of the Company at a price of \$0.63 per Common Share for aggregate gross proceeds of \$15,000,300. All securities issued under the Offering were subject to a four month hold period from the closing date under applicable Canadian securities laws. In connection with the private placement fees, finders warrants and expenses of \$1,329,044 were incurred. The Finders Warrants were valued at \$156,541 using the Black-Scholes valuation model using the following assumption: share price of \$0.69, expected dividend yield 0%, expected volatility 73%, risk free rate of return 1.50% and an expected life of one year. All securities issued under the Offering were subject to a four month hold period from the closing date under applicable Canadian securities laws.
- (iii) On September 17, 2020, the Company issued 2,000,000 common shares in relation to the Cerro de Oro Project acquisition agreement. The fair value of the shares issued was \$1,440,000 (see note 8).
- (iv) During the year ended December 31, 2020, 663,600 purchase warrants to acquire common shares at \$0.10 per share were exercised.
- (v) During the year ended December 31, 2020, 6,715,000 stock options to acquire common shares at \$0.13 per share were exercised.
- (vi) On September 17, 2021, the Company issued 500,000 common shares in relation to the Cerro de Oro Project acquisition agreement. The fair value of the shares issued was \$285,000 (see note 8).
- (vii) During the year ended December 31, 2021, 1,910,400 warrants to acquire common shares at an average price of \$0.10 per share were exercised for gross value of \$191,040 and 4,258,000 stock options to acquire common shares at an average price of \$0.17 were exercised for gross value of \$734,185.

13. WARRANTS

A summary of warrant activity during the years ended December 31, 2021 and 2020, is as follows:

	December 31, 2021		December 31, 2020	
	Number of Warrants #	Average Exercise Price \$	Number of Warrants #	Average Exercise Price \$
Outstanding, beginning of period	2,621,948	0.24	2,774,000	0.11
Granted (see note 12)	-	-	711,548	0.63
Exercised (see note 12)	(1,910,400)	0.10	(663,600)	0.10
Expired	(711,548)	0.63	(200,000)	0.30
Outstanding, end of period	-	-	2,621,948	0.24

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14. SHARE - BASED PAYMENTS –STOCK OPTION PLAN

The Company has a stock option plan (the "Plan") available to its employees, officers, directors and consultants which has been approved as amended by the shareholders on December 17, 2020. The number of common shares is limited to 10% of the Company's issued and outstanding shares.

The exercise price of options granted in accordance with the plan must not be lower than the closing price for such shares as quoted on the Toronto Stock Exchange ("TSX") on the last business day prior to the date of the grant. The period for exercising an option shall not extend beyond a period of ten years following the date the option is granted. The total number of options held by insiders of the Company must not exceed 10% of the total number of shares issued and outstanding, unless approved by a majority of disinterested shareholders votes cast at a shareholders meeting.

The fair value of each option is accounted for in the consolidated statements of income (loss) and comprehensive (income) loss and the related credit is included in options reserve. Options granted have vested immediately and expire five years from the date of issue.

During the period ended December 31, 2021, the Company issued 7,750,000 stock options with an exercise price of \$0.72 per option (December 31, 2020 - 1,300,000). The options granted are subject to certain vesting provisions based on attaining specific production milestones. The Company issued 7,250,000 options on March 18, 2021 and are valued at \$3,594,035 using the Black-Scholes valuation model using the following assumption: share price of \$0.64, expected dividend yield 0%, expected volatility 93%, risk free rate of return 0.78% and an expected life of five years. The Company issued 500,000 options on July 26, 2021 and are valued at \$250,914 using the Black-Scholes valuation model using the following assumption: share price of \$0.58, expected dividend yield 0%, expected volatility 92%, risk free rate of return 0.78% and an expected life of five years. The grant date fair value of the stock options granted will be recognized as the options achieve the vesting requirements.

At December 31, 2021, the following options were outstanding and available to be exercised:

Grant Date	Number of Stock Options	Exercise Price	Expiration	Remaining Years	Grant Date Fair Value	Number of Exercisable Stock Options
May 19, 2017	2,137,500	\$0.13	May 19, 2022	0.38	\$0.12	2,137,500
June 28, 2017	750,000	\$0.17	June 28, 2022	0.49	\$0.15	750,000
October 26, 2017	190,000	\$0.13	October 26, 2022	0.82	\$0.12	190,000
December 7, 2017	4,450,000	\$0.17	December 7, 2022	0.93	\$0.14	4,450,000
October 24, 2018	992,000	\$0.15	October 24, 2023	1.81	\$0.08	992,000
July 30, 2019	7,650,000	\$0.16	July 30, 2024	2.58	\$0.09	7,650,000
July 14, 2020	700,000	\$0.54	July 14, 2025	3.54	\$0.38	700,000
August 10, 2020	600,000	\$0.67	August 10, 2025	3.61	\$0.47	600,000
March 18, 2021*	7,250,000	\$0.72	March 18, 2026	4.17	\$0.44	-
July 26, 2021*	500,000	\$0.72	July 26, 2026	4.58	\$0.36	-
	25,219,500	\$0.35		2.80		17,469,500

*Grant date fair value will be recognized as the vesting conditions are met.

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14. SHARE - BASED PAYMENTS –STOCK OPTION PLAN (Continued)

A summary of stock option activity during the year ended December 31, 2021 and 2020 is as follows:

	December 31, 2021		December 31, 2020	
	Number of Stock Options #	Average Exercise Price \$	Number of Stock Options #	Average Exercise Price \$
Outstanding beginning of period	21,727,500	0.21	27,142,500	0.15
Granted	7,750,000	0.72	1,300,000	0.60
Exercised	(4,258,000)	0.16	(6,715,000)	0.13
Outstanding end of period	25,219,500	0.35	21,727,500	0.21

15. COMMITMENTS AND CONTINGENCIES

Legal Matters

In the normal course of business, the Company may be involved in legal proceedings, claims and assessments. Such matters are subject to many uncertainties, and outcomes are not predictable with assurance. Legal fees for such matters are expensed as incurred and the Company accrues for adverse outcomes as they become probable and estimable. As at December 31, 2021, the Company is not aware of any such matters.

16. INCOME TAXES

The reconciliation of the combined Canadian federal and provincial statutory tax rate of 26.5% (2020 – 26.5%) to the effective tax rate is as follows:

	2021 \$	2020 \$
Net income (loss) before recovery of income taxes	(2,058,554)	6,103,447
Expected income tax (recovery) expense	(545,520)	1,617,410
Tax rate changes and other adjustments	11,000	99,320
Non-deductible expenses	228,760	80,760
Non-taxable portion of FVTPL adjustments on marketable securities	(442,033)	-
Share issue costs booked directly to equity	-	(374,190)
Share based compensation	238,870	145,220
Change in tax benefits not realized	508,920	(1,568,520)
Income tax recovery	-	-

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16. INCOME TAXES (Continued)

Deferred Tax

The following table summarizes the components of deferred tax:

	2021	2020
	\$	\$
Deferred Tax Assets		
Capital lease obligation	115,440	24,660
Capital tax losses carried forward - Canada	373,160	443,430
Subtotal of Assets	488,600	468,090
Deferred Tax Liabilities		
Property, plant, and equipment	(82,740)	(35,070)
Marketable securities	(290,420)	(408,360)
ROU Assets	(115,440)	(24,660)
Subtotal of Liabilities	(488,600)	(468,090)
Net deferred tax liability	-	-

Deferred tax assets and liabilities have been offset where they related to income taxes levied by the same taxation authority and the Company has the legal right and intent to offset.

Unrecognized deferred tax assets

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

	2021	2020
	\$	\$
Property, plant and equipment and intangibles	170,640	170,640
Capital lease obligation	5,130	8,350
Share issuance costs	1,275,550	2,092,030
Reserves	138,000	-
Operating tax losses carried forward - Canada	24,509,780	23,407,190
Operating tax losses carried forward - Mexico	9,610,160	8,168,450
Resource pools – Mineral Properties	10,867,790	21,739,270
	46,577,055	55,585,920

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16. INCOME TAXES (Continued)

The Canadian operating tax losses carry forward expire as noted in the table below. The Mexican losses expire between 2022 and 2031. The remaining deductible temporary differences may be carried forward indefinitely. Deferred tax assets have not been recognized in respect of these items because it is not probable that the future taxable profit will be available against which the group can utilize the benefits therefrom.

The Company's Canadian non-capital income tax losses expire as follows:

	Canada	Mexico
Year		
2022	-	142,860
2023	-	495,720
2024	-	93,420
2025	-	159,490
2026	-	5,258,780
2027	-	173,850
2028	1,760,450	658,120
2029	1,790,070	375,920
2030	1,812,000	1,124,130
2031	2,208,490	1,127,870
2032	1,839,110	-
2033	1,613,170	-
2034	1,390,230	-
2035	1,084,010	-
2036	2,532,990	-
2037	3,044,840	-
2038	3,028,390	-
2039	2,110,040	-
2040	73,420	-
2041	222,570	-
	\$24,509,780	9,610,160

17. FINANCIAL RISK MANAGEMENT

The Company may be exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives. The main objectives of the Company's risk management processes are to ensure that the risks are properly identified and that the capital base is adequate in relation to those risks. The principal risks to which the Company is exposed are described below.

(a) Credit risk management

Credit risk is the risk that a client or vendor will be unable to pay or receive any amounts owed or owing to the Company. Management's assessment of the Company's credit risk is low as it is primarily attributable to funds held in Canadian banks, sales tax recoverable from the federal government of Canada and value added tax recoverable from the government of Mexico, where taxes are included in amounts receivable.

The maximum credit risk exposure of the financial assets is their carrying value.

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17. FINANCIAL RISK MANAGEMENT (CONTINUED)

(b) Liquidity risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. The Company may seek additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable of the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interest. The Company intends on fulfilling its obligations.

As of December 31, 2021, the Company had a cash and cash equivalents balance of \$7,042,790 and other current assets of \$4,635,777 (December 31, 2020 - \$19,910,804 and \$4,069,535 respectively) to settle current accounts payable, accrued liabilities of \$4,048,013 (December 31, 2020 - \$1,427,746).

The following table details the Company's anticipated repayment schedule for its financial liabilities as at December 31, 2021:

	Contractual cash flows	Less than 1 year	1 -3 years	4 – 5 years	After 5 years
	\$	\$	\$	\$	\$
Accounts payable	3,979,235	3,979,235	-	-	-
Lease payable	68,778	68,778	-	-	-
	4,048,013	4,048,013	-	-	-

(c) Market risk

Market risk incorporates a range of risks. Movements in risk factors, such as market price risk and currency risk, affect the fair values of financial assets and liabilities. The Company is exposed to these risks as the ability of the Company to develop or market its properties and the future profitability of the Company is related to the market price of certain minerals.

(i) Price risk

The Company is exposed to price risk with respect to commodity prices. Price risk is remote since the Company is not a producing entity.

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.

The Company is exposed to market price risk on its marketable securities. A 10% change in the price of the underlying shares would result in a change in the fair value of the marketable securities by approximately \$234,000 (December 31, 2020 - \$353,000).

17. FINANCIAL RISK MANAGEMENT (Continued)

(c) Market risk (Continued)

(ii) Interest rate risk

The Company has cash balances. The Company's current policy is to deposit excess cash in interest bearing accounts at its banking institutions.

Based on management's knowledge and experience of the financial markets, the Company believes that the movements in interest rates that are reasonably possible over the next twelve-month period will not have a significant impact on the Company.

(ii) Foreign exchange risk

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

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.

As at December 31, 2021, the Company has monetary assets denominated in Mexican Pesos of approximately MXN \$124,000,000 (December 31, 2020 –MXN \$60,284,633). A 10% change in the value of the Canadian dollar relative to the Mexican Pesos would result in a corresponding change in net income approximately \$770,000 (December 31, 2020 – \$386,000) based on the balance of these amounts held in Mexican Pesos as at December 31, 2021. As at December 31, 2021, the Company's exposure to changes in the value of the US dollar is insignificant.

17. FINANCIAL RISK MANAGEMENT (Continued)

(d) Fair values

Financial assets include cash and cash equivalents, restricted cash, marketable securities, and accounts receivable. Financial liabilities include accounts payable and accrued liabilities. The carrying value of cash and cash equivalents, restricted cash, accounts receivable, and accounts payable and accrued liabilities is considered representative of their respective fair values due to the short-term period to maturity.

IFRS 13 establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follow:

- Level 1 – valuation based on quotes prices in active markets for identical assets or liabilities;
- Level 2 – valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability; and
- Level 3 – valuation techniques using inputs for the asset or liability that are not based on observable market data.

Cash and cash equivalents, restricted cash, and marketable securities (shares) are classified as Level 1 and marketable securities (warrants) were classified as Level 3.

18. CAPITAL RISK MANAGEMENT

The Company's objectives for managing capital are:

- to safeguard the Company's ability to continue as a going concern, so that it can continue to add value to its projects, acquire additional projects with potential for resources and provide returns for shareholders;
- to provide an adequate return to shareholders by increasing the value of underlying assets through exploration and development of economic resources; and
- to generate an adequate return to shareholders by constructing and operating economically viable mineral deposits.

The Company considers its capital structure to consist of capital stock and contributed surplus. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company in order to support the acquisition, exploration, development and operation of mineral properties; in relation to the risk it faces; and in consideration of changes in economic conditions. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. In order to maintain or adjust the capital structure, the Company may issue new shares, undertake debt, sell its ownership or an interest in its assets or joint venture its projects.

18. CAPITAL RISK MANAGEMENT (Continued)

The Company has interest in properties in both, development and exploration stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. There are no externally imposed capital requirements for the Company.

The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the year ended December 31, 2021.

19. RELATED PARTY TRANSACTIONS AND BALANCES

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 years ended December 31, 2021 and 2020 was as follows:

	2021	2020
	\$	\$
Aggregate compensation	459,000	362,000
Stock-based compensation	489,988	266,000
	<u>948,988</u>	<u>628,000</u>

Included in accounts payable and accrued liabilities at December 31, 2021, payable to key management of the Company was \$246,706 (December 31, 2020 - \$138,000) in relation to outstanding compensation.

Included in accounts receivable as at December 31, 2021, is an amount of \$245,600 (December 31, 2020 – \$139,233) due from key management of the Company.

20. SUBSEQUENT EVENT

Subsequent to December 31, 2021, 2,287,500 stock options to acquire common shares at an average price of \$0.13 per share were exercised for total proceeds of \$292,500.