



**MANAGEMENT'S DISCUSSION &  
ANALYSIS YEARS ENDED  
DECEMBER 31, 2024 and 2023**

Minera Alamos Inc. ("Minera Alamos" or 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.

The following discussion and analysis is management's assessment of the results and financial condition of Minera Alamos Inc. for the years ended December 31, 2024 and 2023 and should be read in conjunction with the audited consolidated financial statements for the years ended December 31, 2024 and 2023 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](http://www.sedarplus.ca). The date of this management's discussion and analysis is April 30, 2025.

**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 quality Mexican assets that include the 100%-owned 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 the project 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.

More recently, the Company acquired the Copperstone mine gold project, a brownfields restart of an existing operating property, in La Paz County, Arizona.

The Company's strategy is to pursue complementary strategic acquisitions where resources can be increased and the mining assets developed with very low CAPEX.

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") whereby each Corex shareholder received 0.95 common shares of Minera Alamos Inc. in exchange for each Corex share held. Corex remains a wholly owned subsidiary of Minera Alamos Inc.

In September 2020, the Company finalized definitive option agreements with arms length parties (through its subsidiary Minera Mirlos S. De R.L. DE C.V.) to acquire 100% of the Cerro de Oro project, which comprise the Zacatecas I and Zacatecas II concessions near Concepcion del Oro, Zacatecas, Mexico. The acquisition of these two core claims in a district that contains significant gold prospects increases the Company's total claim holdings in the Concepcion del Oro district to approximately 6,500 ha. In August 2024, the final payment was made to complete the Company's earn-in of 100% interest in the Zacatecas I and II properties with no outstanding royalties.

The Company's current focus is (i) the advancement of its Santana gold mine in Sonora, Mexico located about two and a half hours drive northeast of the City of Obregon; (ii) ongoing permitting activities related to the Cerro de Oro development project located in Zacatecas, Mexico; and (iii) the project development of the newly acquired Copperstone project.

At Santana, 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 at Santana 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. In 2023, with the decision to scale back mining operations to allow time for the receipt of permit amendments to expand leach pad capacity over and above existing levels, these internal thresholds were not achieved.

During the year ended December 31, 2023, mining and gold recovery operations were limited at Santana pending receipt of a leach pad expansion permit that would allow for more consistent commercial levels of mining and leach pad stacking operations going forward. During 2024, the Company utilized the existing leach

pad capacity, allowing for mining and stacking operations to increase from the 2023 levels, and by June 2024 operations at site began scaling up production rates at the Nicho Main pit.

On December 5, 2024 the Company completed a bought deal private placement with National Bank Financial Inc. and other underwriters for gross proceeds of \$8,499,900 by the issuance of 28,333,000 common shares at a price of \$0.30 per share. The Company share issuance costs of \$778,241 associated with the offering.

## 2025 Outlook

- At the Santana gold mine, the Company anticipates increased gold production in 2025 over 2024 and 2023 levels as the mining and stacking activities initiated as part of the re-worked operating plan in 2024 begin to positively impact operating performance.
- As part of trade off studies completed at the beginning of the year, the Company focused on maximizing mining and stacking activities in Q1 2025 reducing pad availability for leaching operations. During preparation and construction of new pad areas based on the receipt of certain state level permit amendments (announced previously), the site operations can be temporarily redirected to increased gold leaching of previously stacked material until construction activities are complete.
- At the newly acquired Copperstone mine project engineering work continues to be ramped up. This includes optimization of the underground mine restart plans/schedule along with the completion of basis process plant design details to be submitted in the coming weeks as part of an amendment to the existing Plan of Operations for the site which is anticipated to be approved towards the end of the year (2025). In addition, final preparations are being completed to transfer the existing used process plant equipment previously acquired by Minera Alamos to the Copperstone site so that refurbishment activities can be initiated in advance of their installation at site.
- At the Cerro de Oro gold project permitting process continues with the Company continuing to provide support for any follow-up requests from the permit authorities. It is expected that increased visibility should become available in the coming months as to the plans/timelines from the new government authorities in Mexico for issuing permits relating to mining activities. Engineering work continues to progress for Cerro de Oro in order to advance pre-development activities to coincide with the ultimate receipt of permits and a construction decision for the project. Included in 2025 will be further metallurgical optimization studies, detailed engineering design and additional exploration drilling aimed at filling-in and potentially expanding the areas of known gold mineralization (as outlined in Cerro de Oro Preliminary Economic Analysis (PEA) report dated October 3<sup>rd</sup>, 2022)

## 2024 Operational Highlights

- During the second half of 2024, at Santana, the focus on the new mine plan was primarily increased mining and stacking activities. This resulted in 6,737 ounces of mined gold stacked on the leach pad from the new Nicho Main Zone pit, surpassing the total mined and stacked gold of 2,597 ounces for the entire 2023 year. The Company completed plans to optimize the use of existing installed leach pad capacity to boost production prior to a partial pad expansion planned for mid year in 2025. These short-term plans outlined approximately 25,000 oz of gold mineralization that could be mined and stacked over period including 2025 and around a scheduled partial leach pad expansion. Mining activities at site started to ramp up later in 2024 following a temporary but significant reduction in mining activities in the prior year due as the Company awaited a permit amendment for the long term expansion of the overall project operations.

- Sales revenues from the Santana Project were 1,393 ounces of gold sold in the fourth quarter of 2024 totaling \$4,955,977 and sales revenues from 2,806 ounces of gold sold for the twelve months of 2024 totalled \$8,915,799.
- In Q4 the Company recorded deferred revenue of \$1,861,296 in exchange for the sale of 500 gold ounces which had been extracted from the Santana gold mine leach pad and is undergoing further refinement. The Company will record the deferred revenue as revenue in early Q1 2025.
- As of December 31, 2024, recoverable gold inventory on the leach pad totaled 10,226 ounces an increase of 4,282 ounces of recoverable gold since December 31, 2023 net of the gold produced and sold in the quarter.
- The Company recorded net income of \$1,693,960 or \$0.003/share in Q4. For the full year the Company recorded a net loss of \$17,567,930 or \$0.038/share compared to a net loss of \$2,855,552 in 2023. The change in the year over year net loss includes a non cash unrealized foreign exchange loss (\$9,179,497) in the current year as compared to a gain of \$7,319,954 in 2023 due the weakening of the Mexican Pesos against the Canadian Dollar in the 2024 year. The unrealized (loss) or gain is associated with the Company's historical accumulated inter-company funding of its operating Mexican subsidiaries which is likely to be repaid in the foreseeable future. The Mexican subsidiaries revalue the Mexican pesos at the end of each period generating a non-cash foreign exchange (loss) or gain. In addition, the net loss was exacerbated by the temporary reduction in gold production in the first three quarters of 2024 as the Company shifted Santana operations to a new mine operating plan in June as well as the final option payment for Cerro de Oro and an increase in costs which were associated with the Company's ongoing Corporate development activities.
- Cash and Cash Equivalents of \$11,760,355 as at December 31, 2024 compared to \$13,754,272 as at December 31, 2023. The reduction in the cash balance reflects the increase in operational activities which began ramped up during the third and fourth quarter of the year. As anticipated, the recovery of gold and the gold revenues were recognized during the fourth quarter and into 2025. Working capital as of December 31<sup>st</sup>, 2024 stood at \$15,511,353 compared to \$19,968,100 as at December 31<sup>st</sup>, 2023.
- During the year ended December 31, 2024, the Company completed its 100% earn-in on the Cerro de Oro project by making the payment of \$1,000,000 USD and issuing 500,000 common shares in respect of the acquisition agreement.
- On December 5, 2024, the Company issued 28,333,000 common shares at \$0.30 per common shares for gross value of \$8,499,900 on a private placement.

## SUBSEQUENT EVENTS

### *Sabre Gold Acquisition*

On October 28, 2024, the Company announced that it has entered into a definitive agreement with Sabre Gold Mines Corp. ("Sabre") whereby the Company would acquire all of the issued and outstanding securities of Sabre. On January 14, 2025 the shareholders approved the acquisition, which closed on February 6, 2025. At closing, the Company issued 0.693 of a Minera Alamos common share in exchange for each Sabre share, resulting in the issuance of an aggregate 76,499,114 shares, representing approximately 14% of the Company.

30,490,883 of the shares were issued to settle certain Sabre debts at a discount rate, and accordingly, Sabre is a wholly owned subsidiary of the Company, with no outstanding debt. However, Minera Alamos assumed Sabre's obligations to Star Royalties Ltd. ("Star Royalties") under a gold purchase and sale agreement which provides

Star Royalties with a security interest over substantially all of Sabre's assets, and in addition, Minera Alamos granted Star Royalties a security interest over the Sabre shares held by Minera Alamos.

Further, holders of Sabre stock options were granted 2,546,775 incentive stock options of Minera Alamos having exercise prices ranging from \$0.26 to \$2.02 per share of Minera Alamos.

On a post closing basis, Minera Alamos issued 269,564 common shares to settle \$93,000 in payables to former insiders of Sabre, in addition to the issuance of 3,118,800 common shares to settle \$858,000 to an arms-length party providing financial advisory services to Sabre.

The Company acquired Sabre primarily for its flagship Copperstone gold project in Arizona, USA (see news release October 28, 2024) a brownfield's restart project capable of 40,000 oz of annual gold production over its initial 6 year life with a low capex startup of US\$36 million according to the 2025 PEA reissued in Minera's name and a low anticipated AISC of US\$1,259/oz.

#### *Implementation of Omnibus Incentive Plan*

On February 28, 2025 the shareholders of the Company ratified and approved a rolling 10% Omnibus Incentive Plan (see Omnibus Incentive Plan).

#### *Auramet Amendment*

On October 30, 2024, the Company and Auramet amended the loan facility agreement to extend the term of the maturity date from October 30, 2024 to November 29, 2024. On November 29, 2024, the Company and Auramet further amended the agreement to extend the term of the remaining loan facility by six months by issuing a standby payment of USD\$400,000. The Company is reviewing financing options on the existing outstanding loan. Subsequent to year end in January 2025, the extension amount of USD\$400,000 was settled with the issuance of 1,901,648 common shares of the Company. The Company is reviewing financing options on the existing outstanding loan.

#### *Debt Settlement*

In April 2025, the Company issued 3,118,800 common shares at a deemed price of \$0.28 per share and 269,564 common shares at a deemed price of \$0.345 for a total of 3,388,364 common shares to settle outstanding amounts of \$951,000.

#### *Deferred Revenue*

On February 4, 2025, a gold sale initiated prior to December 31, 2024, was completed resulting in a reversal of the Deferred Revenue of \$1,861,296 which will be reflected in the first quarter revenues of 2025.

### **SELECTED QUARTERLY INFORMATION**

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

	Quarter Ended December 31, 2024 \$	Quarter Ended September 30, 2024 \$	Quarter Ended June 30, 2024 \$	Quarter Ended March 31, 2024 \$
Net (loss) income (000's)	1,694	(12,755)	(7,035)	528
Basic and diluted (loss) income per share	0.003	(0.027)	(0.015)	0.001
Total assets (000's)	47,432	39,891	41,893	47,965
Total liabilities (000's)	14,006	14,262	10,517	11,211
Shareholders' Equity (000's)	33,426	25,629	31,376	36,754

	Quarter Ended December 31, 2023 \$	Quarter Ended September 30, 2023 \$	Quarter Ended June 30, 2023 \$	Quarter Ended March 31, 2023 \$
Net income (loss) (000's)	(496)	(4,974)	1,128	1,486
Basic and diluted income (loss) 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

## SELECTED ANNUAL INFORMATION

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

	December 31, 2024	December 31, 2023	December 31, 2022
	\$	\$	\$
Net (loss) income (000's)	(17,568)	(2,856)	5,609
Basic and diluted income (loss) per share	(0.038)	(0.006)	0.012
Total assets (000's)	47,432	51,620	53,283
Total liabilities (000's)	14,006	13,931	10,076
Shareholders' Equity (000's)	33,426	37,689	43,207

## LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2024, the Company had working capital of \$15,511,353 in comparison to December 31, 2023, of \$19,968,100. The Company's working capital was impacted by recording a significant portion of the loan facility with Auramet as a current liability as at December 31, 2024. The December 31, 2024, cash and cash equivalents balance of \$11,760,355 will be used for the continued development of the Company's Santana gold project, the review of the project development on the newly acquired Copperstone project, the exploration and development and permitting activities on 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 (\$9,654,988) for the twelve month period ended December 31, 2024 as compared to cash flows (used in) of (\$4,568,697) for the prior year twelve month period ended December 31, 2023. The use of cash during the twelve month period ended December 31, 2024 is primarily reflective of the Company's shutdown of the mining operations at Santana from late Q4 2023 to late Q2 2024 and consists of the following; costs associated with the increase in inventory and the change in deferred revenue of (\$1,300,000) at December 31, 2024, a reduction in normal operating payables of (\$1,091,000), final earn in payment of property costs of (\$1,516,000), property holding costs of (\$1,950,000), ongoing exploration costs of (\$1,095,000) and interest on the long term debt of (\$1,030,000).

The Company's investing activities for the year ended December 31, 2024 was (\$347,678) a result of an increase in the investment in the Company's Santana project.

The Company's cash from financing activities for the year ended December 31, 2024 was \$8,176,420 primarily a result of the financing of \$7,721,659 (net of issue costs), exercise of options of \$1,168,000 offset by lease payments of (\$109,719).

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 twelve month period ended December 31, 2024, resulted in a net loss of \$17,567,930 compared to a net loss of \$2,855,552 in the comparable prior year period. The change in the year over year net loss includes a non cash unrealized foreign exchange loss (\$9,179,497) in the current year as compared to a gain of \$7,319,954 in 2023 due the weakening of the Mexican Pesos against the Canadian Dollar in 2024. The increase in the net loss as compared to the prior year period is primarily a result of the non-cash unrealized foreign exchange loss associated with the weakening of the Mexican pesos as compared to the Canadian dollar and a decrease in the mining operations at the Santana project during the first half of the current year as compared to the prior year period. The current twelve month period recorded sales associated with 2,805 ounces of gold as compared to the prior year period sales associated with 5,041 ounces of gold. With the commencement of the new mining operations plan at Santana in late June 2024, the Company saw a return to positive operational cash generation in Q4. Construction of a new Phase 2 heap leach pad expansion should increase pad capacity by 40% in the first half of 2025 and allow for more efficient mining, stacking and leaching activities expected to allow a continued improvement in operating performance at Santana ahead of a required permit amendment to allow for the main Phase 3 pad expansion supporting the long-term operation of the Santana mine.

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 Cerro de Oro project where activities



are focused on permit approvals and detailed engineering work.

**Revenue, cost of sales and depletion** –The Company recognized revenues of \$4,955,977 on 1,393 ounces of gold for the three month period ended December 31, 2024 and revenues of \$8,915,799 on 2,806 ounces of gold for the twelve month period ended December 31, 2024 as compared to revenues of \$1,765,319 on sales of 600 ounces of gold for the three month period ended December 31, 2023 and revenues of \$13,419,899 on 5,041 ounces of gold for the twelve month period ended December 31, 2023. The deferred revenue as at December 31, 2024 of \$1,861,296 on 500 ounces of gold will be recorded as revenue in Q1 2025.

The Company’s operations during the three month period ended December 31, 2024, resulted in net income before comprehensive income of \$1,966,163 as compared to a net loss before comprehensive loss of (\$495,908) in the comparable three month prior year period.

The cost of sales from the Santana project reflects 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, 2024 was impacted as fixed costs were spread over significantly less ounces produced in the twelve month period ended December 31, 2024 as compared to the comparable period of 2023.

Expenses	Three months ended December 31, 2024	Three months ended December 31, 2023	Twelve months ended December 31, 2024	Twelve months ended December 31, 2023
Depreciation and accretion	498,000	299,000	1,778,000	440,800
Exploration and evaluation	250,000	998,000	4,561,000	4,749,000
Insurance	22,000	18,700	99,000	93,800
Interest on lease liability	4,000	6,000	19,600	26,600
Investor Relations	73,000	90,800	347,000	372,000
Office and administration	676,000	60,200	1,182,000	826,000
Professional fees	476,000	1,067,600	1,454,000	1,762,000
Salaries and compensation	268,000	926,000	1,569,000	2,143,000
Share-based compensation	(1,347,000)	(839,000)	(605,000)	645,000
Transfer agent & Regulatory fees	14,000	19,000	92,000	103,000
Travel	71,000	88,000	217,000	235,000

**Exploration and evaluation** – The expenditures during the three and twelve month period reflect the final earn in payment on the Cerro de Oro project of \$1.5 million, holding costs at the Mexican subsidiaries of \$1.9 million and exploration drilling costs at the Santana project of \$1.1 million.

**Investor relations** – Investor relations expenses during the three and twelve month period ended December 31, 2024, reflect, amongst other things, participation during the period at in-person trade shows and conferences.

**Office and administration** – Office and administration expenses are inclusive of rents and office administrative expenses during the three and twelve month period ended December 31, 2024. The increase during the current year period is reflective of the increased activities of the Company

**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 audit and professional fees associated with business development and fees associated with the successful recovery of the Company's VAT taxes in Mexico.

**Salaries and compensation** – Salaries and compensation three and twelve month period ended December 31, 2024, are \$268,000 and \$1,569,000 respectively. The costs are lower than the prior year period due to reduced compensation costs.

**Share based compensation** – The Company has recorded share based compensation expense for the twelve month period ended December 31, 2024, related to the grant of stock options issued on February 23, 2023 of \$565,803. The Company also recorded a recovery of stock based compensation expense related to the grant of stock options from March and July 2021 of (\$1,171,295) which reflects a change in estimate. The 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 three and twelve month period ended December 31, 2024, are reflective of the company's activities during the period.

## EXPLORATION AND EVALUATION EXPENDITURES

	For the years ended December 31,	
	2024	2023
	\$	\$
Santana, Mexico <sup>(i) (ii)</sup>	1,250,322	1,723,897
Cerro de Oro, Mexico <sup>(ii) (iii)</sup>	2,760,783	2,371,078
La Fortuna, Mexico <sup>(ii)</sup>	310,168	412,224
Los Verdes, Mexico <sup>(ii)</sup>	240,000	232,998
Other	-	9,008
Total	4,561,273	4,749,205

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

(ii) Inclusive of property holding costs.

(iii) Inclusive of the final US\$1,000,000 (CAD\$1,442,750) property payment and share issuance resulting in the Company owning 100% of the property

### 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 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 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. 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.

In 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. During the 2023 period the Company continued to utilize existing leach pad space while waiting for 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 production profile closer to levels reached in the second half of 2022. The Company continues to have constructive communications with the appropriate regulatory agencies regarding amendments to the current permits for the project. The Company anticipates to begin the Phase 2 leach pad expansion at Santana towards the end of Q4 which will increase the area available for site leaching operations by 40%. This leach pad expansion will allow for more efficient leaching activities as the ramp up of mining operations continues into 2025 with a better separation of the active leaching areas from newly mined material. The larger Phase 3 pad expansion is awaiting Permit Amendment approval that will allow the Company to execute on the larger future planned expansion of activities at Santana.

During the twelve month period ended December 31, 2024, the Company sold 2,806 ounces of gold and recorded sales revenues of \$8,915,799 from the Santana Project. As at December 31, 2024 recoverable gold inventories on the leach pad are 10,226 ounces.

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.Geo, 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
	<b>Total M&amp;I</b>	<b>9,200,000</b>	<b>0.65</b>	<b>190,000</b>
	<b>Inferred</b>	<b>1,530,000</b>	<b>0.66</b>	<b>33,000</b>
Nicho Norte & Divisadero	Measured	150,000	0.66	3,000
	Indicated	260,000	0.62	5,000
	<b>Total M&amp;I</b>	<b>410,000</b>	<b>0.63</b>	<b>8,000</b>
	<b>Inferred</b>	<b>2,470,000</b>	<b>0.55</b>	<b>44,000</b>
Benjamin	<b>Inferred</b>	<b>1,510,000</b>	<b>0.54</b>	<b>26,000</b>
Total	Measured	6,540,000	0.65	136,000
	Indicated	3,070,000	0.64	62,000
	<b>Total M&amp;I</b>	<b>9,610,000</b>	<b>0.65</b>	<b>198,000</b>
	<b>Inferred</b>	<b>5,510,000</b>	<b>0.58</b>	<b>103,000</b>

**Notes to Table 1:**

- The independent QP for the mineral resource estimates, as defined by NI 43-101, is Scott Zelligan, P.Geo. 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 the mineralization 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 determined. 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 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 mine site will utilize the existing leach pad capacity and allow mining and stacking operations to increase significantly from the 2023 levels while the Company awaits approvals for further expansions. Approximately 20,000 ounces of gold at an average grade of 0.63 g/t and an approximate strip ratio of 1.6:1 have 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.

Mining and stacking operations commenced at the end of Q2 with the addition 6,737 ounces of gold mined and stacked on the leach pad as the development of the new open pit at the Nicho Main deposit expands working areas that will continue to lead to greater access of equipment and multiple working zones. Gold grades of the mineralized material mined in during the year averaged approximately 0.6 g/t with a strip ratio of 1.94:1 with the average grades remaining in line with those estimated in the current resource model. It is anticipated that with a full mining fleet now in place the monthly mined and stacked ounces will continue to increase as part of the 12-month mine schedule outlined in February 2024.

**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 August 2024 all the payments under the option agreement have been fulfilled resulting in the Company owning 100% of the property.

The payment schedule was as follows:

Amount (USD)	Installment Due Date
400,000 cash + 2,000,000 shares <sup>(b)</sup>	Paid on Closing
300,000 cash <sup>(a)</sup> + 500,000 shares <sup>(c)</sup>	Paid in 2021

400,000 cash <sup>(a)</sup> + 500,000 shares <sup>(d)</sup>	Paid in 2022
800,000 cash <sup>(a)</sup> + 500,000 shares <sup>(e)</sup>	Paid in 2023
1,000,000 cash <sup>(a)</sup> + 500,000 shares <sup>(e)</sup>	Paid in 2024

- a) 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.
- b) 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.
- c) 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.
- d) 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.
- e) The Company paid USD\$1,000,000 (CAD\$1,295,250) and issued 500,000 shares on August 2, 2024 in respect of the final earn-in payment. The fair value of these shares was \$147,500 based on the trading price of the shares.

With the final payment of \$1,000,000 and issuance of the 500,000 shares of the Company has fulfilled the terms of the agreement and completed the earn-in of 100% interest in the key properties of the Cero de Oro property.

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. As a triggering event has not occurred this commitment has not been reflected in the financial statements.

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 <sup>1</sup>	\$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 <sup>2</sup>	7,300,000
Average Daily Tonnes Processed <sup>2</sup>	20 ktpd
Heap Leach Gold Grade <sup>3</sup>	0.37 g/t
Gold Recovery	68%

Average Annual Production (oz) <sup>2</sup>	58,400
Total Gold Recovered	476,610
Preproduction Capital	\$28,080,000
Sustaining Capital	\$14,700,000
LOM Average AISC <sup>4</sup>	\$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
<b>Total Project</b>	<b>28,080,000</b>	<b>14,700,000</b>	<b>42,780,000</b>

**Operating Costs (OPEX)**

Area	US\$/tonne Mineralized Material <sup>1</sup>	US\$/tonne mined <sup>2</sup>
Open Pit Mining <sup>3</sup>	2.90	2.23
Crushing <sup>4</sup>	0.52	0.40

Processing	2.29	1.76
G&A	0.32	0.25
Contingency <sup>5</sup>	0.63	0.48
<b>All-In OPEX</b>	<b>6.66</b>	<b>5.13</b>

**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 was 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.Geo, 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 (phyllic 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. On October 30, 2024, the Company and Auramet amended the agreement to extend the term of the maturity date from October 30, 2024 to November 29, 2024. On November 29, 2024 the Company and Auramet further amended the agreement to extend the term of the remaining loan facility by six months by issuing the standby payment of USD\$400,000 settled with the issuance of 1,901,648 common shares of the Company in January 2025. As of December 31, 2024, the closing conditions of the loan and royalty agreements have not occurred.

The project remains in the permitting process and the Company continues its constructive dialogue with the federal environmental permitting agency in Mexico (SERMANAT). In addition to some technical follow-up questions, the Company received a request to update portions of the flora and fauna sampling program conducted in 2022 and that activity is currently being completed at the site. The permitting process continues with the Company continuing to provide support for any follow-up requests from the permit authorities. It is expected that increased visibility should become available in the coming months as to the plans/timelines from the new government authorities in Mexico for issuing permits relating to mining activities.

Engineering work continues to progress for Cerro de Oro in order to advance pre-development activities to coincide with the ultimate receipt of permits and a construction decision for the project. Included in 2025 will

be further metallurgical optimization studies, detailed engineering design and additional exploration drilling aimed at filling-in and potentially expanding the areas of known gold mineralization (as outlined in Cerro de Oro Preliminary Economic Analysis (PEA) report dated October 3<sup>rd</sup>, 2022)

### **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 <sup>1</sup> )	
Preproduction Capital	\$26,900,000	\$34,900,000
LOM Average AISC <sup>2</sup>	\$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 measures 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
<b>TOTAL PROJECT</b>	<b>\$26,900</b>	<b>\$7,100</b>	<b>\$34,000</b>

\*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 <sup>1</sup>	\$1.73	\$4.00	per tonne sorted
G&A	\$3.86	\$5.54	per tonne milled
<b>All-In OPEX</b>	<b>\$33.34</b>		

**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.Geo., 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/m<sup>3</sup> was chosen for the tonnage estimate. Data available from dry bulk density studies indicated an average density of 2.72 t/m<sup>3</sup> for mineralized material, while the quartz monzonite material had an average density of 2.61 t/m<sup>3</sup>. 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).

### **Copperstone**

At the newly acquired Copperstone mine project engineering work continues to be ramped up. This includes optimization of the underground mine restart plans/schedule along with the completion of basis process plant design details to be submitted in the coming weeks as part of an adjustment to the existing Plan of Operations for the site which is anticipated to be approved towards the end of the year (2025). In addition, final preparations are being completed to transfer the existing used process plant equipment previously acquired by Minera Alamos to the Copperstone site so that refurbishment activities can be initiated in advance of their installation at site.

In March 2025, Minera announced the reissuance of the Preliminary Economic Assessment ("PEA") on the 100% owned Copperstone Mine ("Copperstone" or "Project") in Arizona, USA. The study demonstrates potentially robust post-tax economics which, due to pre-existing infrastructure on surface and underground, result in both low initial capital and an overall low capital intensity ratio on a per gold ounce basis. The project now also benefits from its significant tax assets and recently reduced royalty encumbrance while also having potential for resource expansion and further exploration success. The PEA supports the construction and development of a

high-grade gold underground mining operation at Copperstone producing an average of 40,765 payable oz gold per year over its an initial approximate 6 year mine life.

This newly prepared PEA does not address or incorporate ongoing work and trade-off studies currently being evaluated by the Minera Alamos team but does reflect a reduction in the Net Smelter Royalty (“NSR”) burden on the project as an existing 1.5% NSR was extinguished since the first publication of the PEA by Sabre Gold Mines in 2023. Furthermore, in light of the significant move in gold prices in the last 18 months, the study includes a sensitivity analysis that takes into account gold prices ranging from \$1,000/oz to \$3,000/oz compared to the original study that had a gold price sensitivity range of \$1,600/oz to \$2,000/oz.

Minera Alamos Inc., the Issuer of this report, retained Hard Rock Consulting, LLC (“HRC”) to prepare a restated version of the 2023 Preliminary Economic Assessment (“PEA”) for the Copperstone Project that HRC completed previously for Sabre Gold Mines Corp. (“SGLD”). The report titled *“National Instrument 43-101 Technical Report: Preliminary Economic Assessment for the Copperstone Project, La Paz County, Arizona, USA”* with an effective date of June 26, 2023 has been modified by HRC to change the issuer name from Sabre Gold Mines Corporation to Minera Alamos Inc, address changes to the royalty and streaming structures post-business combination, and reflects the current property holdings. This report presents the mineral resource statement and documents the results of the PEA in fulfillment of the Standards of Disclosure for Mineral Projects according to Canadian National Instrument 43-101 (“NI 43-101”).

This report was prepared in accordance with the requirements and guidelines set forth in NI 43-101 Companion Policy 43-101CP and Form 43-101F1 (June 2011), and the mineral resources presented herein are classified according to Canadian Institute of Mining, Metallurgy and Petroleum (“CIM”) Definition Standards - For Mineral Resources and Mineral Reserves, prepared by the CIM Standing Committee on Reserve Definitions and adopted by CIM Council on November 19, 2019. The mineral resource statement reported herein is based on all available technical data and information as of February 15, 2023. The effective date of this report in full is February 6th, 2025.

The PEA base case assumes a gold price of \$1,800 per oz. All currency references herein are in US\$.

#### **Highlights from the Preliminary Economic Assessment (\$1,800/oz base case)**

- **Consistent Production** – Models an underground mine operation that will process 198,000 tonnes of ore at an average of 544 tonnes per day (“tpd”) over the 5.6-year mine life (“LOM”).
- **Excellent Payback Period** – The mine plan sequences the high-grade portions of the resource in early years to optimize grade and cash flow resulting in a payback period of 1.7 years and generating approximately \$92m in after-tax cumulative undiscounted cash flow.
- **Low Initial Capital** – Significant site infrastructure, such as pre-existing tailings and partial processing facilities, surface buildings and rehabilitated underground development allow for reduced upfront construction cost and low initial capital per payable gold ounce produced over the LOM.
- **Fully Licensed and Permitted** – Permits are in place for initial construction and subsequent operation of the project as well as the necessary water and surface rights. Minor modifications required for a better optimised processing flow sheet as a result of the PEA and the Companys’ plans will be addressed as required in the coming months by the Company.

## Base Case Financial Results:

	Base Case \$1800/oz Au
After-tax NPV (5%)	\$65.98 million
After-tax IRR	53.6%
Payback Period	1.7 years
Initial Capital (including contingency/working capital)	\$36.2 million
Sustaining Capital	\$52.1 million
LOM Cash Cost per oz gold payable	\$985
LOM All-in sustaining per oz gold payable ("AISC")	\$1,259
Pre-tax cumulative undiscounted free cash flow(1)	\$95.94 million
After-tax cumulative undiscounted free cash flow (1)	\$92.09 million

Abbreviations include: NPV = net present value, IRR = internal rate of return, LOM = life of mine, AISC = all-in sustaining cost.

## Location, Access, Physiography, Infrastructure

The Copperstone property is located 125 miles west of Phoenix, Arizona and is accessed via Interstate I-10 to the town of Quartzsite, Arizona. The site access road is located about 9 miles north of Quartzsite along US Highway 95. The access road is a well-maintained gravel road, the Cyprus Mine Road, that travels west for 5.5 miles to the project site.

The Project is situated on the flat, sandy desert terrain of the La Posa Plain, at the northeastern end of the Dome Rock Mountains, and is surrounded by a natural desert scrub environment. Major supply centres and ample skilled and unskilled labour are available locally, in Phoenix and in Yuma. Access to the Sante Fe rail line is available nearby, and international air service and railway access are both available in Phoenix.

## Property, History, Geology, Mineralization

The Copperstone Project encompasses approximately 10.6 square miles of surface area and mineral rights in La Paz County, County, Arizona. The Project is wholly owned by Minera Alamos, which controls the 546 federal unpatented mining claims comprising the Copperstone Project area.

Prior production at Copperstone included open pit mining with a 2,500 tpd carbon-in-pulp heap leach from 1987 to 1993 with reported production of 514,000 oz of gold from 5,600,000 tons of ore grading 0.089 oz/t (2.8 g/t) of gold (Ackermann Engineering Services, 1998. Reference Notes, SME Meeting Talk November 19, 1998; unpublished document). In 2011, a 450 tpd floatation mill was built on site and in 2012 underground mining commenced from two declines that were previously developed in the bottom of the open pit. Operations took place from January 2012 to July 2013 with reported production of approximately 16,900 oz of gold from 163,000 tons of ore grading 0.104 oz/t (3.2g/t) of gold (Kerr Mines, Inc., 2017. 2017 QA/QC Procedures and Results, Copperstone Mine; internal report prepared for Kerr Mines, Inc.)

Minera Alamos owns 100% of the Copperstone Project which is situated at the northern tip of the Moon Mountains in west-central Arizona, regionally within the Basin and Range geo-physiographic province, and within the westernmost extent of the Whipple-Buckskin-Rawhide detachment system. Mid-Tertiary low-angle normal faults (detachment faults) are recognized as significant regional structures in this portion of the Basin and Range, where major detachment faults are associated with mylonitization of lower-plate rocks and brittle faulting and rotation of upper-plate rocks.

## Mineral Resources

The original PEA in the name of Sabre provided a revised mine plan from the previously completed studies, including revised resource estimates, mining methods, mining dilution and recovery assumptions. The revised resource estimate used high yield restriction methodology to ensure that the influence of the high-grade samples did not extend beyond their observed range of continuity. No changes were made in the revised mine plan in the reissued PEA.



Classification	Mass		Gold		
	Tons	Tonnes	Troy Ounces	Average Grade	
				t. oz/sh. Ton	g/t
Measured	827,000	750,000	195,000	0.237	8.12
Indicated	503,000	457,000	104,000	0.207	7.09
<b>Measured + Indicated</b>	<b>1,330,000</b>	<b>1,207,000</b>	<b>300,000</b>	<b>0.226</b>	<b>7.74</b>
Inferred	1,069,000	970,000	197,000	0.184	6.30

1. Mineral Resources have an effective date of February 15, 2023. The Qualified Person responsible for the Mineral Resource estimate is Mr. Richard A. Schwering, P.G., SME-RM, an employee of Hard Rock Consulting, LLC.
2. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.
3. Inferred mineral resources are that part of a mineral resource for which the grade or quality are estimated on the basis of limited geological evidence and sampling. Inferred mineral resources do not have demonstrated economic viability and may not be converted to a mineral reserve. It is reasonably expected that the majority of Inferred mineral resources could be upgraded to Indicated mineral resources with continued exploration.
4. The mineral resource is reported at an underground mining cut-off of 0.092 oz/ton (3.15 g/t) Au beneath the historic open pit and within coherent wireframe models, and for estimated blocks which meet the criteria of a minable shape. The cut-off is based on the following assumptions: a gold price of \$1,800/oz; assumed mining cost of \$90/ton (\$99.21/tonne), process costs of \$47/ton (\$51.81/tonne), general and administrative and property/severance tax costs of \$15.00/ton (\$16.53/tonne), refining and shipping costs of \$12.00/oz, a metallurgical recovery for gold of 95%, and a 3.0% gross royalty.
5. Rounding may result in apparent differences when summing tons, grade and contained metal content. Tonnage and grade measurements are in U.S. Customary and Metric units. Grades are reported in troy ounces per short ton (oz/ton) and grams per tonne (g/t). Contained metal is reported as troy ounces.

### **Initial and Sustaining Capital**

The initial capital cost of the project is \$36.3 million, to be incurred over a 14-month period including construction and ramp up to full production. Initial capital intensity is quite low when compared to the gold ounces produced during the life of mine and is calculated as \$158 per payable gold ounce produced. Cumulative sustaining capital(1) is estimated at \$52.1 million with over 60% spent in operating years 1-3 for the underground mine development and tailings management facilities.

Capital Costs (\$US Millions)	Initial	Sustaining	Total LOM
Underground Mine Development	\$9.2	\$24.4	\$33.6
<u>Tailings</u> Management Facility	-	\$4.4	\$4.4
Mineral Processing Plant	\$11.6	-	\$11.6
On-site Infrastructure	\$8.9	\$17.7	\$26.6
<b>Total Direct Costs</b>	<b>\$29.7</b>	<b>\$46.5</b>	<b>\$76.2</b>
Owner Costs and Reclamation	\$0.6	\$1.2	\$1.8
Project Indirect Costs	\$1.7	-	\$1.7
Contingency	\$4.3	\$4.4	\$8.7
<b>Total Indirect Costs</b>	<b>\$6.6</b>	<b>\$5.6</b>	<b>\$12.2</b>
<b>TOTAL</b>	<b>\$36.3</b>	<b>\$52.1</b>	<b>\$88.4</b>

### **Operating, Cash and All-in Sustaining Costs**

Operating Costs	\$/oz Au	\$/ton mill feed
Mining	\$512.88	\$95.79
Processing	\$253.69	\$47.38
Site G&A	\$85.05	\$15.89
Transportation & Refining	\$12.84	\$2.40
<b>CASH OPERATING COSTS</b>	<b>\$864.46</b>	<b>\$161.46</b>
Royalties and Stream	\$111.89	\$20.90
Production Taxes	\$8.76	\$1.64
<b>TOTAL CASH COSTS</b>	<b>\$985.11</b>	<b>\$184.00</b>
Reclamation	\$5.26	\$0.98
Sustaining Capital	\$268.65	\$50.17
<b>ALL-IN SUSTAINING COSTS</b>	<b>\$1,259.02</b>	<b>\$235.15</b>

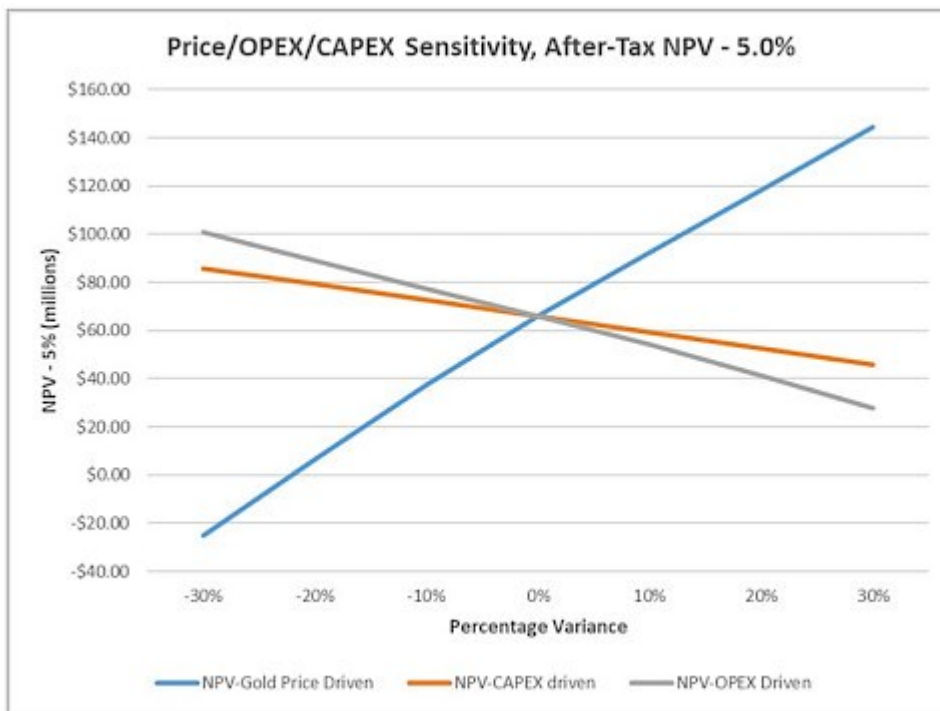
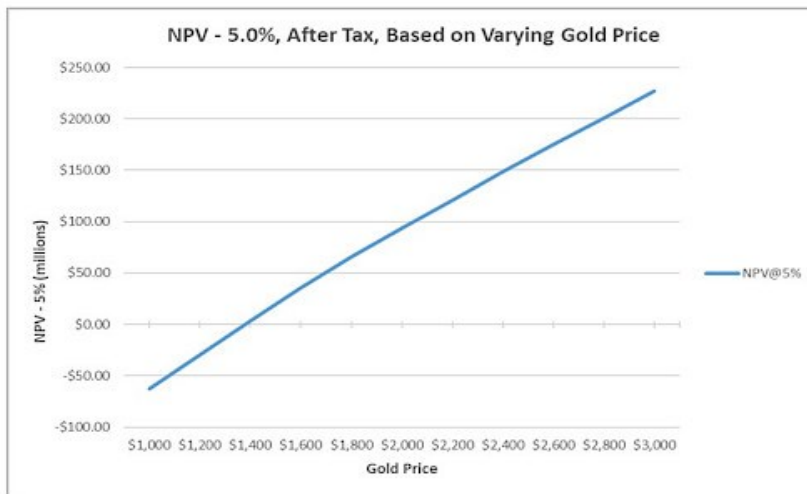
### Free Cash Flow

The average annual after-tax free cash flow is \$16.4 million and the cumulative LOM after-tax free cash flow are estimated at \$92.09 million. The Company has a large tax asset base which significantly reduces the tax impacts on cash flow.

### Project Sensitivities

At base case prices and a 5% discount rate, the after tax NPV and IRR are most sensitive to gold prices and to a much lesser extent capital ("CapEx") and operating expenditures ("OpEx").

Au Price	Net Cash Flow, millions	NPV - 5.0%, millions	IRR	Payback Period, Years	Payback Multiple
\$1,000	-\$72.55	-\$62.92	-	-	-
\$1,200	-\$30.24	-\$29.85	-21.7%	-	0.5
\$1,400	\$11.85	\$3.05	7.4%	4.5	1.2
\$1,600	\$53.90	\$35.92	31.6%	2.7	2.1
<b>\$1,800</b>	<b>\$92.09</b>	<b>\$65.98</b>	<b>53.6%</b>	<b>1.7</b>	<b>3.0</b>
\$2,000	\$127.55	\$93.91	74.5%	1.3	4.2
\$2,200	\$162.00	\$120.94	94.7%	1.0	5.4
\$2,400	\$196.89	\$148.27	114.6%	1.0	6.4
\$2,600	\$230.59	\$174.61	133.9%	1.0	7.4
\$2,800	\$263.46	\$200.28	152.7%	1.0	8.4
\$3,000	\$297.54	\$226.89	170.9%	1.0	9.4



### Mining Operations

Due to historic underground mining that has taken place on the property in 2012 and 2013 and an exploration drift established in 2017, there is currently approximately 4,000 meters of underground access development, most of which was rehabilitated in the fall of 2021.

The mining method proposed for the Copperstone Project is a mechanized cut and fill using cemented rock fill ("CRF"). The cut and fill mining method was chosen for its flexibility in effectively mining low vein dip angles. This method also minimizes the amount of dilution during mining by careful geological and management control of the mining.

The production rate at full production is 600 ton per day with a 3-month ramp-up period. Each stope is calculated to be able to produce 176 tpd. Based on that assumption, 3.5 active faces are required to meet production requirements. Due to inefficiencies in developing new stopes, backfill placement and unplanned delays a total of six active areas are scheduled in the mine plan.

The mine design is based on a cut-off grade 3.34 grams per tonne (0.107 opt) with 28.9% internal dilution, 10%

external dilution and an ore recovery of 95% and is composed of 46% Measured, 18% Indicated, and 36% Inferred Mineral Resources.

### **Plant Flowsheet**

The plant flowsheet is for a 544 tonne per day capacity, consisting of two-stage crushing and grinding, followed by whole ore leaching with Merrill Crowe recovery to produce doré bars.

### **Surface Infrastructure**

Existing infrastructure at the Copperstone Project includes office facilities, warehouse, equipment maintenance shops and assay laboratory buildings, a change house, 10 trailer house hook-ups, a septic system, and a variety of shipping containers which provide for secure core storage. Incoming commercial 69 kV overhead electrical power is delivered to an on-site power substation. Water is currently delivered from three water wells to a 375,000-gallon storage tank in the mineral processing area. The right to extract and use groundwater from the aquifer within the La Posa Plain is authorized by the Arizona Department of Water Resources pursuant to A.R.S. Section 45-514. Potable water is delivered by truck. Mine communications are supported by cellular and satellite phone and internet service. Existing surface rights and right of ways are sufficient for all proposed exploration, mining, and processing activities, including tailings and waste storage and disposal areas.

### **Government Permits**

All major permits for operations for the State of Arizona are in place with minor modifications required for the revised mine plan and flow sheet, Aquifer Protection Permit, Air Quality Permit and Storm Water Multi Sector General Permit. The US Bureau of Land Management (BLM) permit, Mine Plan of Operation (MPO) is in place but requires modifications to mainly remove equipment from the existing permitted flow sheet process plant.

The right to extract and use groundwater from the aquifer within the La Posa Plain is authorized by the Arizona Department of Water Resources pursuant to A.R.S. Section 45-514.

Existing surface rights and right of ways are sufficient for all proposed exploration, mining, and processing activities, including tailings and waste storage and disposal areas.

The Reclamation Plan has been approved by the State of Arizona and no amendments are expected to be required. Minera Alamos is required by the Aggregate Mine Land Reclamation Act to obtain an Inspector's approval of the MPO amendment addressing new infrastructure and disposal facilities and plans for post-mining reclamation of those facilities.

Permit	Approval/Permit #	Granting Agency
Mine Plan of Operations	Latest Revision Approved January 2020 to include cyanide usage, increased plant throughput to 600 tpd, and use of evaporation/infiltration basins.	Bureau of Land Management (BLM) Yuma District
Hazardous Waste RCRA	EPA ID AZD982500910, Number Issued for Life of Mine	EPA
Fuel Storage	Authorization for Life of Facility	EPA
Rights-of-Way Permits	AZA 32505 and AZA 32506, Issued to Angie Patch Survivor Trust, Patch Living Trust, and Patch Daniel L Credit Trust July 2018, for 20-year terms.	BLM
AZPDES 2010 Multi-Sector General Permit	Permit No. AZMSG2010-003	Arizona Department of Environmental Quality (ADEQ)
Air Quality Control Permit	Registration No. 73215 as amended December 18, 2018. Expires December 2023. Renewal application submitted June 2023.	ADEQ – Air Quality
Aquifer Protection Permit (APP)	Permit No. P106172 as amended September 18, 2019. Valid for life of facility.	ADEQ – Groundwater Protection
Wastewater Treatment (Type IV APP – Septic)	Permit No. AZMSG2010-00	La Paz County
Well permits	Issued for Life of Mine	Arizona Department of Water Resources (ADWR)
International Cyanide Code Pre-Certification	Issued for Life of Mine	International Cyanide Management Institute
Tire disposal area	Authorized for Life of Facility	ADEQ – Waste Programs Division

### **Project Schedule and Next Steps**

Management has been working with a number of groups to arrange debt financing and will continue to evaluate all available options to raise the required initial capital. Management will continue to work on potential optimizations of plant and equipment including the potential sourcing of used plant and equipment. The Company will also continue to incorporate any site development activities alongside site maintenance currently being performed on the Project. The Copperstone Project will take approximately 14 months for construction and ramp up to full production.

The Project Management team has significant construction and operating experience in underground mines within the Americas.

### **Opportunities to Enhance Value**

Management has identified several opportunities to enhance value for the Copperstone Project that will be further evaluated during the development phase. Management is considering various engineering, procurement, construction and management approaches including hybrid models to incorporate internal expertise and capabilities that provide an efficient transition from development to operations. Further opportunities include:

- **Expand Resources**– The two priority areas for expansion would focus on additional drilling along the down dip plunge of the C and D zones within the main Copperstone shear, the South Zone and the Footwall zone. The second area of priority would follow up drilling between the A and B zones where previous drilling encountered high grade mineralization but has not been investigated further.
- **Mining** – Will further investigate if marginal grade material can be added to the stopes if the stope access cost is excluded due to the stope already being developed. Continue to look at the optimization of the mine design including the number of access points, internal raises to improve ventilation, stope height and width.
- **Process Plant** – The Company will evaluate opportunities for increasing plant throughput to the extent mining rates can be increased from the current mine plan and potential resource expansion.
- **Used Equipment** – Evaluate options for used equipment to reduce initial cost and lead time.

### **Exploration Potential**

Several identified opportunities remain to enhance the value of the Copperstone Project and will be further evaluated during the construction phase.

- Drill test for the presence of the footwall zone at depth and underneath the D zone.
- Historic drill hole CS-266 intercepted gold mineralization (3.4 grams/tonne over 3.0 metres) approximately 200 meters southwest of the Copperstone pit and has not been followed up.
- Continued drilling to define and expand the southwest zone which is 760 meters southwest of the Copperstone pit.
- Historic drill hole 06CS-20 intercepted gold mineralization (20.5 grams/tonne over 1.5 metres), approximately 900m southwest of the Copperstone pit and has been neither been followed up on nor has there been any drilling within 150m of the drill hole.

### ***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.

### **Cobre 4H**

In April 2024, Cobre 4H S.A. de C.V. (“Cobre”) came to an agreement on merger terms with Minera Gold Copper (“MGC”) that are subject to final paperwork required for closing in Mexico. MGC maintains certain rights including rights to the Suaqui Verde project concessions. The Company is aware that these rights have been the subject of various legal proceedings in the past and that other parties have contested ownership of the project. The Company has reviewed the information provided by MGC as it relates to the history and status of recent court judgements regarding MGC’s rights to ownership of the Suaqui Verde concessions and believes those judgements and MGC’s rights to be valid and enforceable. The Company plans to advance 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” company.

In 2024, merger agreements between Cobre and MGC. Pursuant to the agreements, share ownership in the Cobre subsidiary will be divided between the Company (50%) and MGC (50%). Cobre will own the Company’s copper projects Los Verdes and Potreritos copper projects as well as MGC’s Suaqui Verde copper project and certain rights to additional surrounding claims associated with the Suaqui Verde copper district collectively the “JV mineral property assets”. It is expected that the mineral property asset transfers from both parties will be completed in early 2025. As of December 31, 2024, the JV mineral property assets have not been transferred to Cobre 4H. It is expected that the JV mineral property assets from both parties will be completed in early 2025.

### **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 years ended December 31, is as follows:

	2024	2023
	\$	\$
Aggregate compensation	684,000	963,500
Stock-based compensation	334,056	397,429

Included in accounts payable and accrued liabilities at December 31, 2024, payable to key management of the Company was \$155,000 (December 31, 2023 – \$475,000) 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, 2024, is an amount of \$87,400 (December 31, 2023– \$153,000) due from key management of the Company. These amounts are unsecured, non-interest bearing and due on demand.

### **COMMITMENTS AND CONTINGENCIES**

On October 30, 2023, upon execution of the loan facility with Auramet, the Company entered into Master



Purchase and Sale Agreement whereby the Company agreed to sell any precious metals from its 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 agreed to deliver to Auramet, at their option, a total of 15,000 ounces of gold over a 20 month period beginning in February 2025 with a strike price of USD\$2,175 per ounce based on the Company's expected production.

The Company is party to agreements for key management of which there are no included minimum commitments. The agreements contain 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 a triggering event has not yet taken place, the contingent payment has not been reflected in these condensed interim consolidated 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 ended December 31, 2023, 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\$575,000 at December 31, 2024) from the Ministry of Labour and Social Welfare on the basis of incorrect terms for the relationship between the Company and its 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 the notice and fine is believed to be without merit. Subsequent to December 31, 2024, the Company deposited a cash guarantee of the imposed fine plus inflation of 632,000 MXN with the Ministry of Finance of Sonora State which will be returned with the dismissal of the fine.

#### LEASE PAYABLE

	December 31, 2024	December 31, 2023
	\$	\$
Maturity Analysis – contractual undiscounted cash flows		
Less than one year	111,732	109,536
Remaining life	102,421	214,336
Total undiscounted lease liabilities	214,153	323,872
Effect of discounting	(15,193)	(34,826)
Present value of lease payments	198,960	289,046
Less current portion	(99,921)	(90,086)
Long-term lease liabilities	99,039	198,960

The following table summarizes the lease activity:

	December 31, 2024	December 31, 2023
	\$	\$
Balance, beginning of period	289,046	371,966
Accretion	19,633	26,616
Lease payments	(109,719)	(109,536)
Balance, end of period	198,960	289,046

#### ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

##### *Disclosure and use of critical accounting estimates*



The preparation of the condensed interim 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 condensed interim consolidated 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 5 of the audited consolidated financial statements for the year ended December 31, 2023, 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, 2025. 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.

In August 2023, the IASB amended IAS 21, The effects of changes in foreign exchange rates, to clarify when a currency is exchangeable into another currency; and how a company estimates a spot rate when a currency lacks exchangeability. Under the amendments, companies will need to provide new disclosures to help users assess the impact of using an estimated exchange rate on financial statements. The amendments apply for annual reporting periods beginning on or after January 1, 2025. Earlier application is permitted.

In May 2024, the IASB issued amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments – Disclosures. The amendments clarify the derecognition of financial liabilities and introduces an accounting policy option to derecognize financial liabilities that are settled through an electronic payment system. The amendments also clarify how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features and the treatment of non-recourse assets and contractually linked instruments (CLIs). Further, the amendments mandate additional disclosures in IFRS 7 for financial instruments with contingent features and equity instruments classified at FVOCI.

The amendments are effective for annual periods starting on or after January 1, 2026. Retrospective application is required and early adoption is permitted.

### **Presentation and Disclosure in Financial Statements (IFRS 18)**

In April 2024, the IASB issued IFRS 18 Presentation and Disclosure in Financial Statements to improve reporting of financial performance. The new standards replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new categories and required subtotals in the statement of profit and loss and also requires disclosure of management-defined performance measures. It also includes new requirements for the location, aggregation and disaggregation of financial information. The standard is effective for annual reporting periods beginning on or after January 1, 2027, including interim financial statements. Retrospective application is required and early adoption is permitted.

IFRS 10 – Consolidated Financial Statements (“IFRS 10”) and IAS 28 – Investments in Associates and Joint Ventures (“IAS 28”) were amended in September 2014 to address a conflict between the requirements of IAS 28 and IFRS 10 and clarify that in a transaction involving an associate or joint venture, the extent of gain or loss recognition depends on whether the assets sold or contributed constitute a business. The effective date of these amendments is yet to be determined, however early adoption is permitted.

## **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 condensed interim consolidated 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***

#### ***Sensitivity analysis***

As at December 31, 2024, the Company has monetary assets denominated in US dollars of approximately USD \$2,076,000 (December 31, 2023 – USD\$6,800,000). 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 \$299,000 (December 31, 2023 – \$899,000). As at December 31, 2024, the Company has debt denominated in US dollars of approximately USD\$5,000,000 (December 31, 2023 - USD\$5,000,000). 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 \$720,000 (December 31, 2023 – \$661,000).

Additionally, the Company has inter-company loans that do not form part of its net investment in foreign

operations. A 10% change between the Canadian dollar and the Mexican Peso would result in unrealized foreign exchange gains or losses of approximately \$7,7000,000.

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, 2024 would have resulted in a change in the value of revenue recognized by approximately \$655,000 (December 31, 2023 – \$940,000).

#### ***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 30, 2025.

### **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 580,805,979 shares are issued and outstanding as of the date hereof.

#### ***Stock Option Plan:***

As of the date hereof, there are 27,746,775 options outstanding under the 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