Tincorp
Metals Inc.

TSXV: TIN
OTCQX: TINFF

(Formerly Whitehorse Gold Corp.)

CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2024 and 2023

(Expressed in Canadian Dollars)

Deloitte.

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Independent Auditor's Report

To the Shareholders and the Board of Directors of
Tincorp Metals Inc.

Opinion

We have audited the consolidated financial statements of Tincorp Metals Inc. (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2024 and December 31, 2023, and the consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2024 and December 31, 2023, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB").

Basis for Opinion

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

Material Uncertainty related to Going Concern

We draw attention to Note 2(b) in the financial statements, which indicates that the Company incurred a net loss of $28,438,361 during the year ended December 31, 2024 and, as of that date, the Company's current liabilities exceeded its current assets by $5,057,661. As stated in Note 2(b), these events or conditions, along with other matters as set forth in Note 2(b), indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters to be communicated in our auditor's report.

Mineral property interests – Impairment – Skukum Project – Refer to Notes 2(j), 2(o), and 4 to the financial statements

Key Audit Matter Description

The Company capitalizes exploration and evaluation costs. For exploration and evaluation assets, indication of impairment includes but is not limited to expiration of the right to explore, substantive expenditures in the specific area are neither budgeted nor planned, and exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources. The Company identified impairment indicators for the Skukum Project due to management's decision not to further pursue the development of this asset and the Company not being able to meet the demand of the Yukon Government to furnish the financial security by February 2025. As a result, the Company determined that the Skukum Project is fully impaired and all capitalized costs related to the Skukum Project are recorded as impairment loss.

Given the magnitude of the impairment recorded for the Skukum Project, the performance of audit procedures over the impairment required an increased extent of audit effort.

How the Key Audit Matter Was Addressed in the Audit

Our audit procedures related to the impairment recorded for Skukum Project included the following procedures, among others:

- Evaluated management's assessment of impairment indicators for Skukum Project by assessing that the indicators existed; and
- Assessed that the exploration and evaluations costs capitalized to date related to the Skukum Project were appropriately included in the impairment expense recorded.

Other Information

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

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis and the Annual Report prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Company as a basis for forming an opinion on the financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Michael Van Wyk.

Deloitte LLP

Chartered Professional Accountants
Vancouver, British Columbia
April 23, 2025

Tincorp Metals Inc.
(Formerly Whitehorse Gold Corp.)
Consolidated Statements of Financial Position

(Expressed in Canadian dollars)

As at			December 31, 2024		December 31, 2023
ASSETS	**Notes**				
Current Assets					
Cash		$	**105,498**	$	105,428
Other receivables			**2,542**		14,548
Deposits and prepayments			**76,513**		102,570
			184,553		222,546
Non-current Assets					
Reclamation deposit			**15,075**		15,075
Property and equipment	3		**61,825**		650,830
Mineral property interests	4		**4,125,500**		27,519,494
Total assets		$	**4,386,953**	$	28,407,945
LIABILITIES AND EQUITY					
Current Liabilities					
Accounts payable and accrued liabilities		$	**561,089**	$	1,239,340
Payables due to a related party	5		**1,519,800**		204,192
Environmental rehabilitation liabilities	6		**3,161,325**		—
Total liabilities		$	**5,242,214**	$	1,443,532
EQUITY					
Share capital	7	$	**26,614,439**		26,370,144
Reserves	7		**1,665,907**		1,386,847
Accumulated other comprehensive Income (loss)			**82,405**		(12,927)
Deficit			**(29,218,012)**		(779,651)
Total Equity			**(855,261)**		26,964,413
TOTAL LIABILITIES AND EQUITY		$	**4,386,953**	$	28,407,945

Approved on behalf of the Board:

(Signed) Rui Feng

Director

(Signed) Lorne Waldman

Director

See accompanying notes to the consolidated financial statements

Tincorp Metals Inc.
(Formerly Whitehorse Gold Corp.)
Consolidated Statements of Financial Position

(Expressed in Canadian dollars)

			Years ended December 31,		
	Notes		**2024**		2023
Operating expenses					
Salaries and benefits		**$**	**162,043**	$	480,776
Project investigation and evaluation			**68,614**		—
Investor relations			**32,159**		231,196
Filing and continuous listing			**107,920**		103,114
Professional fees			**143,977**		286,984
Office and administration			**85,641**		278,235
Depreciation	3		**34,257**		23,510
Share-based compensation	7(b)		**279,060**		537,910
			913,671		**1,941,725**
Other expenses (income)					
Impairment of long-lived assets	3,4		**27,593,007**		2,525,691
Interest income			**(13,541)**		(40,740)
Financing cost	6, 7(a)		**149,072**		—
Loss on disposal of plant and equipment			**449**		—
Other income, net			**(179,278)**		—
Foreign exchange (gain)/loss			**(25,019)**		22,227
			27,524,690		**2,507,178**
Net loss		**$**	**28,438,361**	**$**	**4,448,903**
Other comprehensive (income) loss, net of taxes:					
Currency translation adjustments			**(95,332)**		58,029
Other comprehensive (income) loss			**(95,332)**		**58,029**
Total Comprehensive loss		**$**	**28,343,029**	**$**	**4,506,932**
Loss per common share - basic and diluted		**$**	**0.42**	$	0.07
Weighted average number of common shares - basic and diluted			**66,748,325**		66,343,286

See accompanying notes to the consolidated financial statements

Tincorp. Metals Inc.

(Formerly Whitehorse Gold Corp.)

Consolidated Statements of Cash Flows

(Expressed in Canadian dollars)

	Notes	Years ended December 31, 2024	2023
Operating activities			
Net loss for the year		$ **(28,438,361)**	$ (4,448,903)
Add (deduct) items not affecting cash:			
Impairment of long-lived assets	3,4	**27,593,007**	2,525,691
Financing cost	6, 7(a)	**149,072**	—
Depreciation	3	**34,257**	23,510
Share based compensation	7(b)	**279,060**	537,910
Foreign exchange loss		**—**	22,227
Changes in non-cash operating working capital	12	**(279,832)**	377,174
Net cash used in operating activities		**(662,797)**	(962,391)
Investing activities			
Mineral property interest			
Capital expenditures	4,12	**(603,060)**	(1,670,924)
Acquisition		**(179,766)**	(1,187,664)
Property and equipment			
Additions		**(39,653)**	(51,737)
Proceeds on disposals		**2,040**	—
Net cash used in investing activities		**(820,439)**	(2,910,325)
Financing activities			
Equity financing, net of issuance costs		**139,295**	1,937,662
Loans from a related party	5(a)	**1,351,500**	—
Net cash provided by financing activities		**1,490,795**	1,937,662
Effect of exchange rate changes on cash		**(7,488)**	(20,706)
Increase (decrease) in cash		**70**	(1,955,760)
Cash, beginning of the year		**105,428**	2,061,188
Cash, end of the year		$ **105,498**	$ 105,428

See accompanying notes to the consolidated financial statements

Tincorp Metals Inc.

(Formerly Whitehorse Gold Corp.)

Consolidated Statements of Changes in Equity

(Expressed in Canadian dollars except share data)

		Share capital		Reserves				
	Notes	Number of shares	Amount	Share-based compensation	Warrant	Accumulated other comprehensive (loss)income	Retained earnings (deficit)	Total equity
Balance, January 1, 2023		61,672,423	$ 24,552,482	$ 673,250	$ 165,023	$ 45,102	$ 3,669,252	$ 29,105,109
Share-based compensation		—	—	548,574	—	—	—	548,574
Share issuance in private placement, net of share issue costs		4,885,000	1,817,662	—	—	—	—	1,817,662
Net loss and comprehensive loss		—	—	—	—	(58,029)	(4,448,903)	(4,506,932)
Balance, December 31, 2023		66,557,423	$ 26,370,144	$ 1,221,824	$ 165,023	$ (12,927)	$ (779,651)	$ 26,964,413
Share-based compensation	7(b)	—	—	279,060	—	—	—	279,060
Share issued for credit facility	5(a)	350,000	105,000	—	—	—	—	105,000
Share issuance in private placement, net of share issue costs	7(a)	1,244,445	139,295	—	—	—	—	139,295
Net loss and comprehensive loss		—	—	—	—	95,332	(28,438,361)	(28,343,029)
Balance, December 31, 2024		**68,151,868**	**$ 26,614,439**	**$ 1,500,884**	**$ 165,023**	**$ 82,405**	**$ (29,218,012)**	**$ (855,261)**

See accompanying notes to the consolidated financial statements

1. CORPORATE INFORMATION

Tincorp Metals Inc. (the "Company" or "Tincorp"), formerly Whitehorse Gold Corp., is a mineral exploration and development company focusing on tin projects in Bolivia and owns a gold project near Whitehorse, Yukon, Canada.

The Company was incorporated under the Business Corporations Act (British Columbia) on November 27, 2019 under the name of "Whitehorse Gold Corp". Effective February 22, 2023, the Company changed its name to Tincorp Metals Inc. The head office, registered address and records office of the Company are located at 1066 Hastings Street, Suite 1750, Vancouver, British Columbia, Canada, V6E 3X1.

The Company's common shares (each, a "Share" or a "Common Share") are listed on the TSX Venture Exchange (the "TSXV") under the symbol "TIN" and on the OTCQX Market under the symbol "TINFF". Prior to February 27, 2023, the Company's Common Shares were trading under the new symbol "WHG" on the TSXV and under "WHGDF" on the OTCQX Market.

2. MATERIAL ACCOUNTING POLICIES

(a) Statement of Compliance

These consolidated financial statements have been prepared in accordance with IFRS® Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The policies applied in these consolidated financial statements are based on IFRS in effect as of December 31, 2024. These consolidated financial statements are presented in Canadian dollars.

The consolidated financial statements of the Company were authorized for issue in accordance with a resolution of the Board of Directors (the "Board") dated April 21, 2025.

(b) Going Concern

The consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to continue its exploration activities and operation for the foreseeable future. In making this assessment, management has considered various factors, including the Company's exploration activities, available funding sources and exploration prospects.

The exploration and evaluation of mineral resources inherently has significant risks, including but not limited to geological uncertainties, regulatory and social challenges, and fluctuations in commodity prices. As a result, there is no certainty that the Company is able to generate positive cash flows from its exploration activities in the near term.

The Company has experienced losses in recent periods and has a history of negative cash flows from operating activities. The Company incurred a net loss of $28,438,361 during the year ended December 31, 2024 (year ended December 31, 2023 - $4,448,903) and, as of the date, the Company's current liabilities exceeded its current assets by $5,057,661. The Company's ability to continue operations in the normal course of business is dependent on several factors, including the exploration of its mineral property, as well as the ability to secure additional financing through the issuance of additional equity or debt.

To address the Company's financial conditions, in January 2024, the Company entered into an one-year term interest-free unsecured credit facility agreement with Silvercorp Metals Inc. ("Silvercorp"), the largest shareholder of the Company, who holds approximately 29.1% equity interest in the Company, to allow the Company to draw down up to US$1,000,000 to fund its operational needs. As of December 31, 2024, the Company advanced a total of US$1,000,000 from Silvercorp. Subsequent to December 31, 2024, the Company reached an agreement with Silvercorp to extend the credit facility agreement to another year (refer to note 5(a) for more details). Also, in December 2024, the Company raised $139,295 through a non-brokered equity financing. The Company needs to raise more funds to support its operation needs. However, there can be no assurance that the Company will continue to be successful in obtaining the necessary funding on acceptable terms or that its exploration efforts will result in the discovery of economically viable mineral deposits. In the event that the Company is unable to secure additional financing or achieve its exploration objectives, it may be required to curtail or cease its exploration activities, which could have a material adverse effect on its financial position and results of operations.

The above conditions, along with other factors, indicate the existence of material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments to the amounts and classification of assets and liabilities that may be necessary should the Company be unable to continue as a going concern, and any such adjustments may be material.

(c) Basis of Consolidation

These consolidated financial statements include the accounts of the Company and its wholly or partially owned subsidiaries.

Subsidiaries are consolidated from the date on which the Company obtains control up to the date of the disposition of control. Control is achieved when the Company has power over the subsidiary, is exposed or has rights to variable returns from its involvement with the subsidiary; and has the ability to use its power to affect its returns.

For non-wholly owned subsidiaries over which the Company has control, the net assets attributable to outside equity shareholders are presented as "non-controlling interests" in the equity section of the consolidated statements of financial position. Net income for the period that is attributable to the non-controlling interests is calculated based on the ownership of the non-controlling interest shareholders in the subsidiary. Adjustments to recognize the non-controlling interests' share of changes to the subsidiary's equity are made even if this results in the non-controlling interests having a deficit balance. Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are recorded as equity transactions. The carrying amount of non-controlling interests is adjusted to reflect the change in the non-controlling interests' relative interests in the subsidiary and the difference between the adjustment to the carrying amount of non-controlling interest and the Company's share of proceeds received and/or consideration paid is recognized directly in equity and attributed to equity holders of the Company.

Balances, transactions, income and expenses between the Company and its subsidiary are eliminated on consolidation.

(Expressed in Canadian dollars except numbers for share or otherwise stated)

Details of the Company's significant subsidiaries which are consolidated are as follows:

			Proportion of ownership interest held		
Name of subsidiaries	**Principal activity**	**Country of incorporation**	**December 31, 2024**	December 31, 2023	**Mineral properties**
Whitehorse Gold (Yukon) Corp.	Mineral exploration	Canada	**100%**	100%	Skukum
Tin Metals Inc.	Holding company	BVI[(i)]	**100%**	100%	
Stannum Metals Corp.	Holding company	BVI	**100%**	100%	
Cassiterite Metals Inc.	Holding company	BVI	**100%**	100%	
Regiment Metals Inc.	Holding company	BVI	**100%**	100%	
TinCorp Management Service S.A	Holding company	Bolivia	**100%**	100%	
Minera Estano Bolivia S.A.	Holding company	Bolivia	**100%**	100%	
Minera Tincorp Bolivia S.A.	Holding company	Bolivia	**100%**	100%	
Sucesoures Pardo LTDA.	Mineral exploration	Bolivia	**100%**	100%	San Florencio ("SF")
Empresa Minera San Genaro S.R.L.	Mineral exploration	Bolivia	**100%**	100%	Porvenir

(i) British Virgin Islands ("BVI")

(d) New and amended IFRS standards that are effective for the current year

In the current year, the Company has applied the below amendments to IFRS Standards and Interpretations issued by IASB that were effective for annual periods that begin on or after January 1, 2024. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

Classification of liabilities as Current or Non-Current (Amendments to IAS 1)

The amendments to IAS 1, clarifies the presentation of liabilities. The classification of liabilities as current or concurrent is based on contractual rights that are in existence at the end of the reporting period and is affected by expectations about whether an entity will exercise its right to defer settlement. A liability not due over the next twelve months is classified as non-current even if management intends or expects to settle the liability within twelve months. The amendment also introduces a definition of 'settlement' to make clear that settlement refers to the transfer of cash, equity instruments, other assets, or services to the counterparty. The amendment issued in October 2022 also clarifies how conditions with which an entity must comply within twelve months after the reporting period affect the classification of a liability. Covenants to be complied with after the reporting date do not affect the classification of debt as current or non-current at the reporting date.

The amendments were applied effective January 1, 2024 and did not have a material impact on the Company's consolidated financial statements.

(e) New and amended IFRS standards that are not yet effective in the current year

Certain new accounting standards and interpretations have been issued that are not mandatory for the current year and have not been early adopted.

Presentation and Disclosure in Financial Statements (IFRS 18 replaces IAS 1)

In April 2024, the IASB released IFRS 18 Presentation and Disclosure in Financial Statements. IFRS 18 replaces IAS 1 Presentation of Financial Statements while carrying forward many of the requirements in IAS 1. IFRS 18 introduces new requirements to: i) present specified categories and defined subtotals in the statement of earnings, ii) provide disclosures on management-defined performance measures ("MPMs") in the notes to the financial statements, iii) improve aggregation and disaggregation. Some of the requirements in IAS 1 are moved to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors and IFRS 7 Financial Instruments: Disclosures. The IASB also made minor amendments to IAS 7 Statement of Cash Flows and IAS 33 Earnings per Share in connection with the new standard. IFRS 18 requires retrospective application with specific transition provisions.

The amendments are effective for annual reporting periods beginning on or after January 1, 2027, with early adoption permitted. The Company is currently evaluating the impact of IFRS 18 on its financial statements.

Lack of Exchangeability (Amendments to IAS 21)

The amendments contain guidance to specify when a currency is exchangeable and how to determine the exchange rate when it is not. The amendments are effective for annual reporting periods beginning on or after January 1, 2025. The Company is currently evaluating the impact of this amendment.

Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7)

The amendments contain guidance to derecognition of a financial liability settled through electronic transfer, as well as classification of financial assets for:

- Contractual terms that are consistent with a basic lending arrangement;
- Assets with non-recourse features;
- Contractually linked instruments.

Also, additional disclosures relating to investments in equity instruments designated at fair value through other comprehensive income (“FVOCI”) and added disclosure requirements for financial instruments with contingent features. The amendments are effective for annual reporting periods beginning on or after January 1, 2026. The Company is currently evaluating the impact of these amendments.

(f) Foreign Currency Translation

The functional currency for each subsidiary of the Company is the currency of the primary economic environment in which the entity operates. The functional currency of the head office and Canadian subsidiaries is the Canadian dollar (“CAD”). The functional currency of all BVI and Bolivian subsidiaries is the US dollar (“USD”).

Foreign currency monetary assets and liabilities are translated into the functional currency using exchange rates prevailing at the balance sheet date. Foreign currency non-monetary assets are translated using exchange rates prevailing at the transaction date. Foreign exchange gains and losses are included in the determination of net income.

The consolidated financial statements are presented in CAD. The financial position and results of the Company's foreign subsidiaries are translated from functional currencies to CAD as follows:

- assets and liabilities are translated using exchange rates prevailing at the reporting date;
- income and expenses are translated using average exchange rates prevailing during the period; and
- all resulting exchange gains or losses are included in other comprehensive loss (income).

(g) Cash and Cash Equivalents

Cash and cash equivalents include cash, and short-term money market instruments that are readily convertible to cash with original terms of three months or less. The Company has no cash equivalents as at December 31, 2024 and 2023.

(h) Property and Equipment

Property and equipment are initially recorded at cost, including all directly attributable costs to bring the assets to the location and condition necessary for it to be capable of operating in the manner intended by management. Property and equipment are subsequently measured at cost less accumulated depreciation and applicable impairment losses.

Depreciation is computed using the straight-line method and estimated useful lives as follows:

Building	20 Years
Machinery	20 Year
Equipment and furniture	5 Years
Computer software	5 Years
Office equipment	5 Year
Motor Vehicle	5 Years

Subsequent costs that meet the asset recognition criteria are capitalized while costs incurred that do not extend the economic useful life of an asset are considered repair and maintenance, which are accounted for as an expense recognized during the period. The Company conducts an annual assessment of the residual balances, useful lives, and depreciation methods being used for property and equipment and any changes are applied prospectively.

Assets under construction are capitalized as construction-in-progress. The cost of construction-in-progress comprises of the asset's purchase price and any costs directly attributable to bringing it into working condition for its intended use. Construction-in-progress assets are transferred to other respective asset classes and are depreciated when they are completed and available for use.

Upon disposal or abandonment, the carrying amounts of property and equipment are derecognized and any associated gain or loss is recognized in net income.

(i) Mineral Property Interests and Exploration and Evaluation Costs

The cost of acquiring mineral rights and properties either as an individual asset purchase or as part of a business combination, other than acquisition of assets between entities under common control, is capitalized and represents the property's fair value at the date of acquisition. Fair value is determined by estimating the value of the property's reserves, resources and exploration potential.

Exploration and evaluation costs, incurred associated with specific mineral rights and properties prior to demonstrable technical feasibility and commercial viability of extracting a mineral resource, are capitalized unless the Company concludes that a future economic benefit is more likely than not to be realised. These costs include directly attributable employee remuneration, materials and fuel used, surveying costs, drilling costs and payments made to contractors. In evaluating whether the expenditures meet the criteria to be capitalized, several different sources of information are used. The information that is used to determine the probability of future benefits depends on the extent of exploration and evaluation that has been performed.

Exploration and evaluation expenditures on properties for which the Company does not have title or rights to are expensed when incurred.

When a positive economic analysis of the mineral deposit is completed, the capitalized costs of the related property are transferred to mineral property and depreciated using the units of production method on commencement of commercial production.

(j) Impairment or Impairment Reversal of Long-lived Assets

Long-lived assets, including mineral property interests, property and equipment are reviewed and tested for impairment when indicators of impairment are considered to exist. Impairment assessments are conducted at the level of cash-generating units ("CGU"), typically the individual mines or projects, or at the individual asset level, whichever is the lowest level for which identifiable cash inflows are largely independent of the cash flows of other assets. An impairment loss is recognized for any excess of carrying amount of a CGU over its recoverable amount, which is the greater of its fair value less costs to sell and value in use. Fair value is the price that would be received when selling an asset or paid when transferring a liability in an orderly transaction between market participants at the measurement date. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses are recognized in the period they are incurred.

For exploration and evaluation assets, indication of impairment includes but is not limited to expiration of the right to explore, substantive expenditures in the specific area are neither budgeted nor planned, and exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources.

Impairment losses are reversed if there is evidence the loss no longer exists or has been decreased. This reversal is recognized in net income in the period the reversal occurs limited by the carrying value that would have been determined, net of any depreciation, had no impairment charge been recognized in prior years.

(k) Share-based Compensations

The Company provides share-based compensation, including stock options, to employees, officers, directors, and consultants.

For equity-settled awards, the fair value is charged to the consolidated statements of loss and credited to the consolidated statements of changes in equity, on a straight-line basis over the vesting period, after adjusting for the estimated number of awards that are expected to vest. The fair value of the stock options granted to employees, officers, and directors is determined at the date of grant using the Black-Scholes option pricing model with market related input. The fair value of stock options granted to consultants is measured at the fair value of the services delivered unless that fair value cannot be estimated reliably, in which case such fair value is determined using the Black-Scholes option pricing model. Stock options with graded vesting schedules are accounted for as separate grants with different vesting periods and fair values.

At each statement of financial position date prior to vesting, the cumulative expense representing the extent to which the vesting period has expired and management's best estimate of the awards that are ultimately expected to vest is computed (after adjusting for non-market performance conditions). The movement in cumulative expense is recognized in the consolidated statements of loss with a corresponding entry within equity. No expense is recognized for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition which are treated as vested irrespective of whether or not the market condition is satisfied, provided that all other performance conditions are satisfied.

(l) Income Taxes

Current tax for each taxable entity is based on the taxable income at the substantively enacted statutory tax rate at financial position date and includes adjustments to taxes payable or recoverable in respect to previous periods.

Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities, and their carrying amounts for financial reporting purposes. Deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses, can be utilized, except:

- where the deferred tax asset or liability relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at the end of each reporting period and are recognized to the extent that it has become probable that future taxable profit will be available to allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates and tax laws that have been substantively enacted by the end of the reporting period.

Deferred tax relating to items recognized outside profit or loss is recognized in other comprehensive loss (income) or directly in equity.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(m) Loss per share

Loss per share is computed by dividing net loss attributable to equity holders of the Company by the weighted average number of common shares outstanding for the period. Diluted loss per share reflect the potential dilution that could occur if additional common shares are assumed to be issued under securities that entitle their holders to obtain common shares in the future. For stock options, the number of additional shares for inclusion in diluted loss per share calculations is determined when the exercise price is less than the average market price of the Company's common shares; the stock options are assumed to be exercised and the proceeds are used to repurchase common shares at the average market price for the period. The incremental number of common shares issued under stock options and warrants and repurchased from proceeds is included in the calculation of diluted loss per share.

(n) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial recognition

On initial recognition, all financial assets and financial liabilities are recorded at fair value adjusted for directly attributable transaction costs except for financial assets and liabilities classified as fair value through profit or loss ("FVTPL"), in which case transaction costs are expensed as incurred.

Subsequent measurement of financial assets

Subsequent measurement of financial assets depends on the classification of such assets.

- Non-equity instruments:

  IFRS 9 includes a single model that has only two classification categories for financial instruments other than equity instruments: amortized cost and fair value. To qualify for amortized cost accounting, the instrument must meet two criteria:

(i) The objective of the business model is to hold the financial asset for the collection of the cash flows; and

(ii) All contractual cash flows represent only principal and interest on that principal.

All other instruments are mandatory measured at fair value.

- Equity instruments:

  At initial recognition, for equity instruments other than held for trading, the Company may make an irrevocable election to designate it as either FVTPL or fair value through other comprehensive income ("FVTOCI").

Financial assets classified as amortized cost are measured using the effective interest method. Amortized cost is calculated by taking into account any discount or premiums on acquisition and fees that are an integral part of the effective interest method. Amortization from the effective interest method is included in finance income.

Financial assets classified as FVTPL are measured at fair value with changes in fair values recognized in profit or loss. Equity investments designated as FVTOCI are measured at fair value with changes in fair values recognized in other comprehensive income ("OCI"). Dividends from that investment are recorded in profit or loss when the Company's right to receive payment of the dividend is established unless they represent a recovery of part of the cost of the investment.

Impairment of financial assets carried at amortized cost

The Company recognizes a loss allowance for expected credit losses on its financial assets. The amount of expected credit losses is updated at each reporting period to reflect changes in credit risk since initial recognition of the respective financial instruments.

Subsequent measurement of financial liabilities

Financial liabilities classified as amortized cost are measured using the effective interest method. Amortized cost is calculated by taking into account any discount or premiums on acquisition and fees that are an integral part of the effective interest method. Amortization using the effective interest method is included in finance costs.

Financial liabilities classified as FVTPL are measured at fair value with gains and losses recognized in profit or loss.

The Company classifies its financial instruments as follows:

- Financial assets classified as amortized cost: cash, other receivables, deposits and prepayments; and
- Financial liabilities classified as amortized cost: accounts payable and accrued liabilities, and payables due to a related party.

Derecognition of financial assets and financial liabilities

A financial asset is derecognized when:

- The rights to receive cash flows from the asset have expired; or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Gains and losses on derecognition of financial assets and liabilities classified as amortized cost are recognized in profit or loss when the instrument is derecognized or impaired, as well as through the amortization process.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability. In this case, a new liability is recognized, and the difference in the respective carrying amounts is recognized in the consolidated statements of loss.

Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount is reported in the consolidated statements of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle liabilities simultaneously.

Fair value of financial instruments

The fair value of financial instruments that are traded in active markets at each reporting date is determined by reference to quoted market prices, without deduction for transaction costs. For financial instruments that are not traded in active markets, the fair value is determined using appropriate valuation techniques, such as using a recent arm's length market transaction between knowledgeable and willing parties, discounted cash flow analysis, reference to the current fair value of another instrument that is substantially the same, or other valuation models.

(o) Significant Judgments and Estimation Uncertainties

The preparation of consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions about future events that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Although these judgments and estimates are continuously evaluated and are based on management's experience and best knowledge of relevant facts and circumstances, actual results may differ from these estimates.

Areas of significant judgment include:

- Capitalization of expenditures with respect to exploration and evaluation and development costs to be included in mineral rights and properties;
- At each reporting date, the Company reviews the carrying amounts of its mineral property interest to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. To the extent the estimation of the recoverable amount is required, management considers several inputs including geological information, and estimated market values of resource. An impairment indicator was identified for the Skukum Project CGU. The Company was not able to furnish the financial security by February 2025 as required by the Yukon Government, and could lose the project. Although management was in discussion to dispose the project but no firm commitment has been reached so far. As a result, management determined that the recoverable value of the Skukum Project CGU was nil as at December 31, 2024.
- Inputs used in the valuation of share-based payments. The Company uses the Black-Scholes Option Pricing Model to calculate the fair value of share purchase options granted. Inputs used in this model require

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assumptions including the expected price volatility. Changes in the input assumptions can materially affect the fair value estimate; and

- Concentration test conducted for the determination on whether a transaction should be treated as business combination or asset acquisition.

Areas of significant estimates include:

- Valuation input and forfeiture rates used in calculation of share-based compensation;
- Assessment of the Company's ability to continue as a going concern (note 2b);
- Developing and applying its accounting policy relating to mineral property development costs. Expenditures relating to these assets have been capitalized; and
- The recoverability of the carrying value of the Company's mineral property interest. Management determines whether there is any indication that the Company's mineral property interest may be impaired.

3. PROPERTY AND EQUIPMENT

Cost	Building	Office equipment	Computer software	Equipment and furniture	Machinery	Motor vehicle	Construction in process	Total
Balance, January 1, 2023	$ 439,118	$ 25,598	$ 23,800	$ 62,456	$ 88,436	$ —	$ 119,721	$ 759,129
Additions	—	1,669	—	4,436	—	45,632	—	51,737
Foreign currency translation impact	—	(149)	—	(89)	—	(918)	—	(1,156)
Ending balance, December 31, 2023	**$ 439,118**	**$ 27,118**	**$ 23,800**	**$ 66,803**	**$ 88,436**	**$ 44,714**	**$ 119,721**	**$ 809,710**
Disposals	—	(1,694)	—	(3,160)	—	—	—	(4,854)
Reclassification of asset groups	119,721	—	—	—	—	—	(119,721)	—
Impairment of long-lived assets	(558,839)	—	(9,916)	—	(88,436)	(1)	—	(657,192)
Foreign currency translation impact	—	481	—	223	—	3,933	—	4,637
Ending balance, December 31, 2024	**$ —**	**$ 25,905**	**$ 13,884**	**$ 63,866**	**$ —**	**$ 48,646**	**$ —**	**$ 152,301**
Accumulated depreciation and amortization								
Balance, January 1, 2023	$ (30,972)	$ (6,880)	$ (11,198)	$ (21,859)	$ (24,842)	$ —	$ —	$ (95,751)
Depreciation and amortization	(21,963)	(4,134)	(5,133)	(12,695)	(17,690)	(1,548)	—	(63,163)
Foreign currency translation impact	—	—	—	4	—	30	—	34
Ending balance, December 31, 2023	**$ (52,935)**	**$ (11,014)**	**$ (16,331)**	**$ (34,550)**	**$ (42,532)**	**$ (1,518)**	$ —	**$ (158,880)**
Depreciation and amortization	(21,963)	(6,920)	(5,018)	(13,706)	(17,690)	(8,611)	—	(73,908)
Disposals	—	—	—	485	—	—	—	485
Impairment of long-lived assets	74,898	—	7,465	—	60,222	—	—	142,585
Foreign currency translation impact	—	(149)	—	(50)	—	(560)	—	(758)
Ending balance, December 31, 2024	**$ —**	**$ (18,083)**	**$ (13,884)**	**$ (47,820)**	**$ —**	**$ (10,689)**	$ —	**$ (90,476)**
Carrying amounts								
Ending balance, December 31, 2023	$ 386,183	$ 16,104	$ 7,469	$ 32,253	$ 45,904	$ 43,196	$ 119,721	$ 650,830
Ending balance, December 31, 2024	**$ —**	**$ 7,822**	**$ —**	**$ 16,046**	**$ —**	**$ 37,957**	**$ —**	**$ 61,825**

During the year ended December 31, 2024, a total of $34,257 depreciation and amortization (year ended December 31, 2023 - $23,510) was recognized in the consolidated statement of loss and comprehensive loss, and a total of $— depreciation and amortization was capitalized to mineral property and interest (year ended December 31, 2023 – $39,653).

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As at December 31, 2024, the property and equipment used at the Company's Skukum Project was grouped together as "cash generating unit" for impairment assessment. As the Company could lose the Class 3 Licenses of the Skukum Project and the project is in very remote area with no immediate market for the sales of these property and equipment, the Company determined that the recoverable value of the property and equipment used at the Skukum Project is nil, and a total of $514,607 impairment charges were recorded in the consolidated statements of loss and comprehensive loss.

4. MINERAL PROPERTY INTERESTS

The continuity schedule of mineral property interests is summarized as follows:

Cost	Skukum	SF	Porvenir	Total
Balance, January 1, 2023	$ 23,465,003	$ 2,258,211	$ 1,144,771	$ 26,867,985
Acquisition	—	—	1,016,639	1,016,639
Drilling & assaying	1,400	1,180	459,896	462,476
Camp service	28,366	—	—	28,366
Environmental monitoring	165,736	—	—	165,736
Permitting & claims	—	21,924	—	21,924
Geology study	5,100	16,070	330,006	351,176
Project management and support	61,573	212,795	810,373	1,084,741
Value added tax not claimed	—	950	103,621	104,571
Impairment - mineral rights and properties	—	(2,525,691)	—	(2,525,691)
Foreign currency impact	—	14,561	(72,990)	(58,429)
Balance, December 31, 2023	**$ 23,727,178**	**$ —**	**$ 3,792,316**	**$ 27,519,494**
Acquisition	—	136,980	42,786	179,766
Environmental rehabilitation liabilities	3,117,253	—	—	3,117,253
Camp service	7,913	—	—	7,913
Environmental monitoring	42,524	—	—	42,524
Project management and support	46,551	—	149,477	196,028
Impairment of long-lived assets	(26,941,419)	(136,980)	—	(27,078,399)
Foreign currency impact	—	—	140,921	140,921
Balance, December 31, 2024	**$ —**	**$ —**	**$ 4,125,500**	**$ 4,125,500**

(i) Skukum Project

The Skukum Project covering an area of 170.3 square kilometers, is located approximately 55 km south of Whitehorse, Yukon Territory, Canada, and consists of 1,051 mining claims hosting three identified gold and gold-silver mineral deposits: Skukum Creek, Goddell and Mount Skukum.

In August 2024, the Department of Energy, Mines and Resources of the Government of Yukon (the "Yukon Government") determined that undiscounted closure cost for the Skukum Project is $3,301,278. The Yukon Government is demanding the Company to furnish an additional financial security of $2,930,732 by end of February 2025 (the "Security").

For the year ended December 31, 2024, the Company carried out a water monitoring program to maintain the project in good standing, and incurred and capitalized a total of $3,214,241 (year ended December 31, 2023 - $262,175).

The Company has not been able to meet the demand of the Yukon Government to furnish the Security and face penalties, including lose the Class 3 Licenses if unable to satisfy the Yukon Government's demand Due to the current financial situation and capital market condition, the Company is unlikely to furnish the required Security to the Yukon Government before the expiry of the Class 3 License. As a result, the Company determined the Skukum Project is fully impaired and a total of $26,941,419 impairment charges were recorded against the Skukum Project and recorded in the consolidated statement of loss for the year ended December 31, 2024.

(ii) Porvenir Project

In August 2022, the Company, through its wholly owned subsidiary Stannum Metals Corp, entered into a Capital Quotas' Purchase Agreement (the "Porvenir Agreement") to acquire a 100% interest in Minera San Genaro S.R.L ("San Genaro") from its shareholders (the "Porvenir Vendors"). San Genaro's primary asset is one tin-zinc-silver-lead polymetallic mineral project (the "Porvenir Project"), or ATE (Temporary Special Authorization), located in the Oruro Department of Bolivia. The transaction was entered into based on normal market conditions at the amount agreed on by the parties.

The total consideration to acquire 100% interest in the Porvenir Project is US$1,750,000 and the payment schedule is summarized as follow:

- US$750,000 upon the signing of the Porvenir Agreement for 51% interest of San Genaro (paid);
- US$750,000 upon the first anniversary of signing of the Porvenir Agreement for the remaining 49% interest in San Genaro (paid); and
- US$250,000 on the second anniversary of signing the Porvenir Agreement.

Pursuant to the Porvenir Agreement, the Company has a right to forfeit unpaid consideration at any time prior to the completion of the payment schedule as stated above. If the Company exercises such right, the Company will return all interests received in San Genaro until that moment to the Porvenir Vendors, and the Porvenir Vendors are not required to repay the payments received to that date.

Upon signing the Porvenir Agreement in August 2022, the Company paid $973,946 (US$750,000) to the Porvenir Vendors and incurred a total of $17,325 transaction costs. In August 2023, the Company paid $1,016,639 (US$750,000) to the Porvenir Vendors and now owns 100% interest in San Genaro. The acquisition was accounted for an acquisition of assets as the purchase price was concentrated on a single asset. The purchase price, including transaction costs, was solely allocated to mineral property interest.

In August 2024, the Company and the Porvenir Vendors reached an agreement to reduce the amount of the payment on the second anniversary of signing the Porvenir Agreement to $30,000, which was paid in September 2024.

For the year ended December 31, 2024, total expenditures of $192,263 (year ended December 31, 2023 - $1,703,896), were capitalized under the project.

(iii) SF Project

In August 2022, the Company, through its wholly owned subsidiary Stannum Metals Corp. ("Stannum"), entered into a confirmation drilling agreement with the shareholders of Sucesoures Pardo LTDA (the "Sucesoures Pardo", "SF Vendors") to conduct a confirmation drill program at a tin-zinc-silver-lead polymetallic mineral project (the "SF Project"), or ATE, located in the Oruro Department of Bolivia, to validate its historical drill hold data for a confirmation drilling payment of US$100,000.

In December 2022, Stannum entered into a Capital Quotas' Purchase Agreement (the "SF Agreement") with the shareholders of Sucesoures Pardo to acquire a 100% interest in Sucesoures Pardo, which primary asset is the SF Project.

The total consideration, including the confirmation drilling payment, to acquire 100% interest in the SF Project is US$3,500,000 and the payment schedule is summarized as follows:

- US$100,000 to conduct the confirmation drill program (paid);
- US$1,000,000 upon signing of the SF Agreement for a 100% interest of Sucesoures Pardo (paid);
- US$1,000,000 on the first anniversary of signing of the SF Agreement; and
- US$1,400,000 on the second anniversary of signing of the SF Agreement.

The Company paid $1,477,476 (US$1,100,000) to the shareholders of Sucesoures Pardo and acquired 100% interest in Sucesoures Pardo in December 2022. The payments, together with the transaction costs of $376,378, were capitalized as the acquisition costs of the SF Project as Sucesoures Pardo's primary asset is the SF Project.

Pursuant to the SF Agreement, if the Company fails to pay the SF Vendors as per the payment terms and schedule as described above, the Company is required to return all interests in the SF Project to the SF Vendors and the SF Vendors are not required to return the payment received. As a result, the Company decided to fully impair the carrying value of the SF project and an impairment charge of $2,525,691 was recorded in 2023.

Pursuant to an Assignment Agreement dated March 25, 2024, Regiment Metals Corp. ("Regiment") and Minera Estano Bolivia S.A. ("Minera", together with Regiment, collectively, the "Assignees"), the Assignees replaced Stannum as parties to the SF Agreement.

In May 2024, Regiment and Minera reached an agreement with the SF Vendors to amend the payment amount and terms of the SF Agreement as follows:

- US$100,000 payment to the SF Vendors in December 2024;
- US$2,085,000 payment to the SF Vendors in December 2025; and,
- Regiment to hold the SF Vendors harnless with respect to claims for non-compliance or responsibility for the social maters related to the SF project.

During the year ended December 31, 2024, the Company paid US$100,000 to the SF Vendors. Other than this, the Company did not carry any exploration activities at the SF project, has not yet formalized any plan to continue to develop the SF project, and is uncertain that the Company could make the final payments of US$2,085,000 by December 2025. As a result, the Company expensed the US$100,000 (CAD $136,980, refer to note 4) property payment and recorded as impairment charges in the consolidated statements of loss and comprehensive loss.

(Expressed in Canadian dollars except numbers for share or otherwise stated)

5. RELATED PARTY TRANSACTIONS

Related party transactions are made on terms agreed upon by the related parties. The balances with related parties are unsecured, non-interest bearing, and due on demand. Related party transactions not disclosed elsewhere in the consolidated financial statements are as follows:

(a) Due to a related party

		December 31, 2024		December 31, 2023
Payables to Silvercorp	$	**1,519,800**	$	204,192

Silvercorp is the largest shareholder of the Company and currently owns approximately 29.1% interest in the Company, on a non-diluted basis. Silvercorp and the Company share office space and Silvercorp provides various general and administrative services at cost to the Company. Expenses in services rendered and incurred by Silvercorp on behalf of the Company for the year ended December 31, 2024 was $269,619 (year ended December 31, 2023 - $405,854).

In January 2024, the Company entered into an interest-free unsecured credit facility agreement with no conversion features (the "Agreement") with Silvercorp for a credit facility of US$1,000,000 (the "Facility"). Under the terms of the Agreement, the Company is entitled to draw down up to US$1,000,000 at any time. The Facility's maturity was January 31, 2025, and with a voluntary prepayment option, allowing the Company to prepay the Facility at any time without penalty. In January 2024, the Company drew down $668,600 (US$500,000) and issued 350,000 shares of the Company (the "Bonus Shares") to Silvercorp upon receipt of final approval from the TSX Venture Exchange. The fair value of the Bonus shares was $105,000, which was recorded as finance cost on the consolidated statements of loss and comprehensive loss for the year ended December 31, 2024. In April 2024, the Company drew down the remaining $682,900 (US$500,000) from the Facility.

Subsequent to December 31, 2024, the Company entered into an amendment to the Agreement with Silvercorp to extend the maturity of the Facility to January 31, 2026.

(b) Compensation of key management personnel

The remuneration of directors and key management personnel are as follows:

	Years ended December 31,			
		2024		2023
Directors' share-based compensation	$	**252,408**	$	316,243
Key management's salaries and benefits		**159,772**		267,712
Key management's share-based compensation		**(93,538)**		125,678
	$	**318,642**	$	709,633

A total of $126,084 share-based compensation expenses were reversed to reserves as a result of the unvested options canceled upon the resignation of the former CEO.

(Expressed in Canadian dollars except numbers for share or otherwise stated)

6. ENVIRONMENTAL REHABILITATION LIABILITIES

In August 2024, the Department of Energy, Mines and Resources of the Government of Yukon (the "Yukon Government") determined that the discounted reclamation cost for the Skukum Project was $2,938,138 and demanded the Company to furnish an additional financial security of $2,930,732 by end of February 2025. The undiscounted reclamation cost is $3,301,278, which is expected to be incurred upon the expiry of the Class 3 License of the Skukum Project in June 2026.

As at December 31, 2024, the liabilities were revalued to $3,161,325 using a discount rate of 2.93%, including an interest accrual of $44,072 on the environmental rehabilitation liabilities.

7. SHARE CAPITAL

(a) Share Capital - authorized share capital

The Company has authorized share capital of unlimited number of common shares without par value.

2024 Private Placement

In December 2024, the Company closed the non-brokered private placement (the “2024 Private Placement”), whereby the Company issued a total of 1,244,445 common shares of the Company (“Shares”) at a price of U$0.1125 per Share for gross proceeds of $140,000. An amount of $139,295 ($140,000 net of issuance costs of $705) was recorded in share capital.

(b) Share-based compensation

The Company has a share-based compensation plan (the “Plan”) which allows for the maximum number of common shares to be reserved for issuance on stock options to be a rolling 10% of the issued and outstanding common shares from time to time.

During the year ended December 31, 2024, the Company granted 2,440,000 stock options at an exercise price of $0.25 (year ended December 31, 2023 - 2,480,000 options at an exercise price of $0.47) to certain directors, officers and employees. The options have a term of five years, and vest over a three-year period in 1/6 increments.

The table below summarize the grant date fair value of options granted in 2024 and 2023 and the assumptions used for the valuation of the options:

	2024	2023
Risk free interest rate (%)	3.74	3.51
Expected life of the options (years)	3.75	2.74
Expected volatility (%)	86.48	86.36
Expected dividend yield (%)	—	—
Expected forfeiture rate (%)	3.65	10.00
Share price at the grade date ($)	0.25	0.47
Estimated weighted average fair value at the grant date ($)	0.15	0.25

For the year ended December 31, 2024, a total of $279,060 (year ended December 31, 2023 - $537,910), were recorded as share-based compensation expenses.

(Expressed in Canadian dollars except numbers for share or otherwise stated)

The continuity schedule of stock options, as at December 31, 2024, is as follows:

	Number of options		Weighted average exercise price
Balance, January 1, 2023	3,220,000	$	0.55
Options granted	2,480,000		0.47
Options cancelled	(525,000)		0.44
Balance, December 31, 2023	5,175,000	$	0.52
Options granted	2,440,000		0.25
Options forfeited	(1,325,000)		0.53
Balance, December 31, 2024	**6,290,000**	**$**	**0.42**

The following table summarizes information about stock options outstanding as at December 31, 2024:

Exercise price	Number of options outstanding at December 31, 2024	Weighted average remaining contractual life (Years)	Weighted average exercise price for outstanding options	Number of options exercisable at December 31, 2024	Weighted average exercise price for exercisable options
$0.500	995,000	2.26	$0.500	829,168	$0.500
0.480	300,000	2.67	$0.480	200,000	0.480
0.470	1,910,000	3.25	$0.470	955,000	0.470
0.315	395,000	5.88	$0.315	395,000	0.315
1.380	250,000	6.34	$1.380	250,000	1.380
0.250	2,440,000	4.51	$0.250	—	—
	6,290,000	**3.84**	**$0.416**	**2,629,168**	**$0.543**

(c) Share purchase warrant

The continuity schedule of share purchase warrants, as at December 31, 2024, is as follows:

	Number of warrants		Weighted average exercise price
Balance, January 1, 2023	14,186,824	$	1.65
Warrants granted	2,442,500		0.65
Warrants expired	(292,249)		2.00
Balance, December 31, 2024 and 2023	**16,337,075**	**$**	**1.49**

The following table summarizes information about share purchase warrants outstanding as at December 31, 2024:

		Exercise price	Number of warrants outstanding at December 31, 2024	Expiry date
Warrant granted in 2021 private placement	$	2.00	6,287,300	May 14, 2026
Flow-through warrant granted in 2021 private placement		2.10	3,646,025	May 14, 2026
Warrant granted in 2022 Private Placement		0.65	3,961,250	December 15, 2027
Warrant granted in 2022 Private Placement		0.65	2,442,500	January 16, 2028
			16,337,075	

(Expressed in Canadian dollars except numbers for share or otherwise stated)

In November 2024, the Company extended the exercise period of a total of 6,403,750 common share purchase warrants, all of which are exercisable at $0.65 per common share (collectively, the "Warrants"). The Warrants were issued pursuant to two tranches of the private placement which closed on December 15, 2022, and January 16, 2023, which were extended to December15, 2027 and January 16, 2028, respectively.

8. FINANCIAL INSTRUMENTS

The Company manages its exposure to financial risks, including liquidity risk and credit risk in accordance with its risk management framework. The Company's Board has overall responsibility for the establishment and oversight of the Company's risk management framework and reviews the Company's policies on an ongoing basis.

(a) Fair Value

The Company classifies its fair value measurements within a fair value hierarchy, which reflects the significance of inputs used in making the measurements as defined in IFRS 13 – *Fair Value Measurement* ("IFRS 13").

Level 1 – Unadjusted quoted prices at the measurement date for identical assets or liabilities in active markets.

Level 2 – Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3 – Unobservable inputs which are supported by little or no market activity.

The Company does not have any financial instruments that are measured at fair value on a recurring basis as at December 31, 2024 and 2023. Fair value of financial instruments measured at amortized cost approximate their carrying amount as at December 31, 2024 and 2023.

(b) Liquidity Risk

The Company has no operating revenues. Liquidity risk is the risk that the Company will not be able to meet its short-term business requirements. As at December 31, 2024, the Company had working capital deficit of $5,057,661. Excluding the amount of $1,519,800 due to Silvercorp, the adjusted working capital was in negative position of $3,537,861. The Company's ability to continue operations in the normal course of business is dependent on the Company's ability to secure additional financing.

In the normal course of business, the Company enters into contracts that give rise to commitments for future minimum payments. The following summarizes the remaining contractual maturities of the Company's financial liabilities:

		Due within a year
Accounts payable and accrued liabilities	$	561,089
Payables due to a related party		1,519,800
	$	**2,080,889**

(c) Foreign Exchange Risk

The Company is exposed to foreign exchange risk when it undertakes transactions and holds assets and liabilities denominated in foreign currencies other than its functional currencies. The functional currency of the Company's Canadian entities is the Canadian dollar. The functional currency of all intermediate holding companies and Bolivian companies is the United States dollar. The Company currently does not engage in foreign exchange currency hedging. The Company's exposure to foreign exchange risk that could affect net income is summarized as follows:

(Expressed in Canadian dollars except numbers for share or otherwise stated)

Financial instruments denominated in foreign currencies other than relevant functional currency are summarized as follows:

	Cash	Other receivables	Deposits and prepayments	Accounts payable and accrued liabilities	Net financial liabilities exposure	Effect of +/- 10% change in currency
USD	$ 21,921	$ —	$ —	$ (84,491)	$ (62,570)	$ (6,257)
Bolivianos	9,170	85	372	(404,007)	(394,380)	(39,438)
Total	$ 31,091	$ 85	$ 372	$ (488,498)	$ (456,950)	$ (45,695)

As at December 31, 2024, with other variables unchanged, a 10% strengthening (weakening) of the USD against the CAD would have increased (decreased) net income by approximately $6,257.

As at December 31, 2024, with other variables unchanged, a 10% strengthening (weakening) of the Bolivianos against the USD would have decreased (increased) net income by approximately $39,438.

(d) Credit Risk

Credit risk is the risk of financial loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's exposure to credit risk is primarily associated with cash, receivables, and deposits and prepayments. The carrying amount of financial assets included on the consolidated statement of financial position represents the maximum credit exposure.

The Company has deposits of cash that meet minimum requirements for quality and liquidity as stipulated by the Board. Management believes the risk of loss to be remote, as majority of its cash are held with major financial institutions. As at December 31, 2024, the Company had other receivables balance of $2,542 (December 31, 2023 - $14,548), which consist of sales taxes recoverable from governments in the jurisdictions in which the Company operates.

9. INCOME TAX

The income tax reconciliation is summarized below:

Years ended	**December 31, 2024**	December 31, 2023
Loss before income tax as reported	**$ (28,438,361)**	$ (4,448,903)
Canadian statutory tax rate	**27 %**	27 %
Income tax recovery computed at Canadian statutory rate	**(7,678,357)**	(1,201,205)
Foreign tax rate differences from Canadian statutory rate	**(66,396)**	(157,866)
Permanent items	**340**	7,986
Change in unrecognized deferred income tax assets	**7,744,413**	1,351,085
	$ —	$ —

(Expressed in Canadian dollars except numbers for share or otherwise stated)

Deferred tax assets are recognized to the extent that the realization of the related tax benefit through future taxable profit is probable. The ability to realize the tax benefits is dependent upon numerous factors, including the future profitability of operations in the jurisdiction in which the tax benefit arises. Deductible temporary differences and unused tax losses for which no deferred tax assets have been recognized are attributable to the following:

As at		**December 31, 2024**		December 31, 2023
Non-capital loss	**$**	**7,682,735**	$	6,629,414
Plant and equipment		**3,739,838**		3,163,819
Mineral property interests		**23,819,937**		—
Other temporary deductible items		**3,424,927**		1,624,391
	$	**38,667,437**	$	11,417,624

As of December 31, 2024, the Company has the following net operating losses, expiring in various years to 2044 and available to offset future taxable income:

		Canada		Bolivia
2027	$	—	$	5,733
2028		—		93,498
2029		—		271,467
2038		41,718		—
2039		202,167		—
2040		769,928		—
2041		2,285,391		—
2042		1,875,710		—
2043		1,420,040		—
2044		812,947		—
	$	**7,407,901**	**$**	**370,698**

10. CAPITAL MANAGEMENT

The Company's objectives of capital management are intended to safeguard the entity's ability to support the Company's normal exploration and operating requirement on an ongoing basis, continue the investment in high quality assets along with safeguarding the value of its development and exploration mineral properties, and support any expansionary plans.

The capital of the Company consists of the items included in equity less cash. Risk and capital management are primarily the responsibility of the Company's corporate finance function and is monitored by the Board of Directors. The Company manages the capital structure and makes adjustments depending on economic conditions. Significant risks are monitored and actions are taken, when necessary, according to the Company's approved policies.

11. SEGMENT INFORMATION

The Company is a mineral exploration and development company, and all of the Company's operation are within the mineral exploration and development industry. The Company's reportable operating segments are components of the Company where separate financial information is available that is evaluated regularly by the Company's Chief Executive

(Expressed in Canadian dollars except numbers for share or otherwise stated)

Officer who is the Chief Operating Decision Maker ("CODM"). The operational segments are determined based on the Company's management and internal reporting structure.

As of December 31, 2024, the operating segments are determined based on the Company's management and internal reporting structure. Operating segments are summarized as follows:

Operating Segments	Subsidiaries Included in the Segment	Properties Included in the Segment
Administrative		
Canada	Tincorp Metals Inc. and holding companies	
Exploration and Development		
Canada	Whitehorse Gold (Yukon) Corp.	Skukum Gold Project
Bolivia	Empresa Minera San Genaro S.R.L	Porvenir Project
	Sucesorespardo LTDA	San Florencio Project

(a) Segmented information for assets and liabilities is as follows:

As at	**December 31, 2024**				
		Exploration and Development			
		Canada	**Bolivia**		
	Administrative	**Skukum**	**SF**	**Porvenir**	**Total**
Cash	$ 104,075	$ 86	$ 1,195	$ 142	$ 105,498
Property and equipment	57,744	—	—	4,081	61,825
Mineral property interests	—	—	—	4,125,500	4,125,500
Other assets	77,295	16,613	15	207	94,130
Total Assets	$ 239,114	$ 16,699	$ 1,210	$ 4,129,930	$ 4,386,953
Total Liabilities	$ (1,742,282)	$ (3,172,543)	$ (110,922)	$ (216,467)	$ (5,242,214)

As at	December 31, 2023				
		Exploration and Development			
		Canada	Bolivia		
	Administrative	Skukum	SF	Porvenir	Total
Cash	$ 72,970	$ 2,430	$ 1,598	$ 28,430	$ 105,428
Property and equipment	86,078	556,243	—	8,509	650,830
Mineral property interests	—	23,727,178	—	3,792,316	27,519,494
Other assets	97,402	16,836	—	17,955	132,193
Total Assets	$ 256,450	$ 24,302,687	$ 1,598	$ 3,847,210	$ 28,407,945
Total Liabilities	$ (789,794)	$ (11,472)	$ —	$ (642,266)	$ (1,443,532)

(Expressed in Canadian dollars except numbers for share or otherwise stated)

(b) Segmented information for operating results is as follows:

			Year ended December 31, 2024		
		Exploration and Development			
		Canada	Bolivia		
	Administrative	Skukum	SF	Porvenir	Total
Salaries and benefits	**$ 110,945**	**$ —**	**$ 7,665**	**$ 43,433**	**$ 162,043**
Project evaluation and corporate development	**68,614**	**—**	**—**	**—**	**68,614**
Share-based compensation	**279,060**	**—**	**—**	**—**	**279,060**
Other operating expenses	**392,464**	**5,349**	**223**	**5,918**	**403,954**
Total operating expense	**851,083**	**5,349**	**7,888**	**49,351**	**913,671**
Interest income	**(13,541)**	**—**	**—**	**—**	**(13,541)**
Financing cost	**105,000**	**44,072**	**—**	**—**	**149,072**
Impairment of long-lived assets	**—**	**27,456,027**	**136,980**	**—**	**27,593,007**
Loss on disposal of plant and equipment	**449**	**—**	**—**	**—**	**449**
Other income, net	**(179,278)**	**—**	**—**	**—**	**(179,278)**
Foreign exchange (gain)/loss	**7,207**	**—**	**—**	**(32,226)**	**(25,019)**
Net loss	**$ 770,920**	**$ 27,505,448**	**$ 144,868**	**$ 17,125**	**$ 28,438,361**

			Year ended December 31, 2023		
		Exploration and Development			
		Canada	Bolivia		
	Administrative	Skukum	SF	Porvenir	Total
Salaries and benefits	$ 478,739	$ —	$ 306	$ 1,731	$ 480,776
Share-based compensation	537,910	—	—	—	537,910
Other operating expenses	882,634	4,295	3,287	32,823	923,039
Total operating expense	1,899,283	4,295	3,593	34,554	1,941,725
Interest income	(40,740)	—	—	—	(40,740)
Impairment of long-lived assets	—	—	2,525,691	—	2,525,691
Foreign exchange (gain)/loss	24,993	171	—	(2,937)	22,227
Net loss	$ 1,883,536	$ 4,466	$ 2,529,284	$ 31,617	$ 4,448,903

12. SUPPLEMENTARY CASH FLOW INFORMATION

The following table summarizes changes in working capital items related to operating activities:

	Years ended December 31,	
Changes in non-cash operating working capital:	**2024**	2023
Other receivables	**12,006**	$ 17,333
Deposits and prepayments	**39,029**	46,382
Accounts payable and accrued liabilities	**(294,975)**	141,499
Payables due to a related party	**(35,892)**	171,960
	$ (279,832)	$ 377,174

The following table summarizes changes in working capital items related to capital expenditures and acquisition transactions:

	Years ended December 31,	
Changes in working capital related to capital expenditures and acquisition:	**2024**	2023
Deposits and prepayments	**$ (12,972)**	$ 14,615
Accounts payable and accrued liabilities	**(343,623)**	312,109
	$ (356,595)	$ 326,724