

# **Eloro Resources Ltd.**

## **Condensed Interim Consolidated Financial Statements**

**June 30, 2024**

(expressed in Canadian dollars)

(unaudited)

### **Management's Comments on Unaudited Condensed Interim Consolidated Financial Statements**

These unaudited condensed interim consolidated financial statements of Eloro Resources Ltd. (the "Company") have been prepared by management and approved by the Board of Directors of the Company.

These unaudited condensed interim consolidated financial statements have not been reviewed by the Company's external auditors.

# Eloro Resources Ltd.

## Consolidated Statements of Financial Position

(expressed in Canadian dollars)  
(unaudited)

	Notes	June 30 2024	March 31 2024
		\$	\$
<b>Assets</b>			
Current			
Cash and cash equivalents		721,975	3,416,489
Receivables		65,717	191,478
Marketable securities	3	556,410	638,915
Due from Cartier	4 and 15	40,074	-
Prepaid expenses		445,599	538,697
		1,829,775	4,785,579
Right-of-use asset	5	110,875	121,963
Option payment advance	6	635,660	635,660
Exploration and evaluation	7	54,750,255	53,817,093
		57,326,565	59,360,295
<b>Liabilities</b>			
Current			
Accounts payable and accrued liabilities	12 and 15	1,020,646	2,313,734
Current portion of lease liability	8	46,583	45,771
		1,067,229	2,359,505
Lease liability	8	76,208	88,178
		1,143,437	2,447,683
<b>Shareholders' equity</b>			
Share capital	9	96,351,161	94,157,161
Warrants		3,637,320	5,831,320
Contributed surplus		22,113,699	21,964,116
Foreign currency reserve		445,052	447,665
Deficit		(66,364,104)	(65,487,650)
		56,183,128	56,912,612
		57,326,565	59,360,295
<b>Commitments and contingencies</b>			
Subsequent event		13	15

**Approved by the Board:**

Thomas Larsen  
Director

Francis Sauve  
Director

# Eloro Resources Ltd.

## Consolidated Statements of Loss and Comprehensive Loss

(expressed in Canadian dollars)  
(unaudited)

	Notes	3 months ended June 30, 2024	2023
		\$	\$
<b>Expenses</b>			
Professional fees		38,259	44,339
Consulting fees	12	137,500	127,500
Stock-based compensation	9	149,583	337,000
Investor relations and marketing	12	171,045	370,058
General and office		190,822	139,875
Travel		27,694	59,060
Depreciation	5	11,088	11,088
Accretion of interest	8	1,953	2,597
Foreign exchange (gain) loss		(4,445)	58,778
Gain on sale of marketable securities		-	(25,351)
Fair value adjustment on marketable securities	3	82,505	-
Impairment of exploration and evaluation	7	83,831	(9,241)
Other income		(13,381)	(74,895)
		876,454	1,040,808
<b>Loss for the period</b>		(876,454)	(1,040,808)
<b>Other comprehensive income to be reclassified to profit or loss in subsequent years (net of tax)</b>			
Currency translation adjustment		(2,613)	110,062
<b>Comprehensive loss for the period</b>		(879,067)	(930,746)
<b>Loss per share - basic and diluted</b>		(0.01)	(0.01)
<b>Weighted average number of shares outstanding - basic and diluted</b>		79,853,515	74,582,870

# Eloro Resources Ltd.

## Consolidated Statements of Changes in Equity

(expressed in Canadian dollars)

(unaudited)

	Share capital \$ (note 9)	Warrants \$ (note 9)	Contributed Surplus \$ (note 9)	Foreign currency reserve \$	Deficit \$	Total \$
<b>Balance, March 31, 2024</b>	94,157,161	5,831,320	21,964,116	447,665	(65,487,650)	56,912,612
Fair value of expired warrants	2,194,000	(2,194,000)	-	-	-	-
Stock-based compensation	-	-	149,583	-	-	149,583
Other comprehensive loss for the period	-	-	-	(2,613)	-	(2,613)
Loss for the period	-	-	-	-	(876,454)	(876,454)
<b>Balance, June 30, 2024</b>	96,351,161	3,637,320	22,113,699	445,052	(66,364,104)	56,183,128
<b>Balance, March 31, 2023</b>	86,396,762	3,671,122	14,801,396	229,946	(48,481,308)	56,617,918
Stock-based compensation	-	-	337,000	-	-	337,000
Other comprehensive income for the period	-	-	-	110,062	-	110,062
Loss for the period	-	-	-	-	(1,040,808)	(1,040,808)
<b>Balance, June 30, 2023</b>	86,396,762	3,671,122	15,138,396	340,008	(49,522,116)	56,024,172

# Eloro Resources Ltd.

## Consolidated Statements of Cash Flows

(expressed in Canadian dollars)  
(unaudited)

	3 months ended June 30,	
	2024	2023
	\$	\$
<b>Cash provided by (used in)</b>		
<b>Operating activities</b>		
Loss for the period	(876,454)	(1,040,808)
Items not affecting cash		
Depreciation	11,088	11,088
Accretion of interest	1,953	2,597
Stock-based compensation	149,583	337,000
Gain on sale of marketable securities	-	(25,351)
Unrealized loss on marketable securities	82,505	-
Impairment of exploration and evaluation	83,831	(9,241)
Changes in non-cash operating working capital		
Receivables	125,761	383,030
Prepaid expenses	93,098	60,595
Accounts payable and accrued liabilities	(218,814)	(389,654)
	<u>(547,449)</u>	<u>(670,744)</u>
<b>Financing activities</b>		
Interest paid on lease liabilities	(1,953)	(2,597)
Repayment of lease liabilities	(11,158)	(10,391)
	<u>(13,111)</u>	<u>(12,988)</u>
<b>Investing activities</b>		
Purchase of marketable securities	-	(108,530)
Proceeds on sale of marketable securities	-	106,881
Due from Cartier Silver Corporation	(40,074)	-
Exploration and evaluation	(2,091,267)	(4,214,806)
	<u>(2,131,341)</u>	<u>(4,216,455)</u>
<b>Net decrease in cash and cash equivalents</b>	<b>(2,691,901)</b>	<b>(4,900,187)</b>
<b>Cash and cash equivalents, beginning of period</b>	<b>3,416,489</b>	<b>8,807,265</b>
<b>Currency translation adjustment</b>	<b>(2,613)</b>	<b>110,062</b>
<b>Cash and cash equivalents, end of period</b>	<b>721,975</b>	<b>4,017,140</b>
<b>Supplementary information</b>		
Income taxes paid	-	-

# Eloro Resources Ltd.

## Notes to Condensed Interim Consolidated Financial Statements

### June 30, 2024

(expressed in Canadian dollars)  
(unaudited)

#### 1. Nature of operations

Eloro Resources Ltd. (the "Company") is a public company engaged in the exploration and development of a polymetallic property in Bolivia, a gold-silver property in Peru and base metal properties in Québec.

The Company was incorporated under the Business Corporations Act of Ontario on April 11, 1985 and its registered office is located at 20 Adelaide Street East, Suite 200, Toronto, Ontario, M5C 2T6.

#### 2. Basis of presentation

##### Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting*, using accounting policies consistent with International Financial Reporting Standards and its interpretations adopted by the International Accounting Standards Board.

The accounting policies used in these condensed interim consolidated financial statements are consistent with those disclosed in the Company's audited consolidated financial statements for the year ended March 31, 2024.

These condensed interim consolidated financial statements do not include certain information and disclosures normally included in annual financial statements prepared in accordance with IFRS and should be read in conjunction with the Company's annual financial statements for the year ended March 31, 2024.

These condensed interim consolidated financial statements were approved and authorized for issue by the Board of Directors on August 14, 2024.

#### 3. Marketable securities

At June 30, 2024, the Company holds 2,033,0000 common shares of Cartier Silver Corporation ("Cartier"), with a fair value of \$508,250. Cartier owns 2,415,000 common shares of the Company and has three directors who are also directors of the Company.

#### 4. Due from Cartier

The amount due from Cartier of \$40,074 is unsecured, non-interest bearing and due on demand. See note 15, *Subsequent event, Settlement of accounts payable*.

#### 5. Right-of-use asset

	\$
Right-of-use asset, March 31, 2024 and June 30, 2024	221,751
Accumulated depreciation, March 31, 2024	99,788
Depreciation	11,088
Accumulated depreciation, June 30, 2024	110,876
Balance, June 30, 2024	110,875

The right-of-use asset consists of a lease for premises shared with Cartier.

#### 6. Option payment advance

On July 29, 2020, the Company granted a 2% interest in its wholly-owned Bolivian subsidiary, Minera Tupiza S.R.L. ("Minera Tupiza") to an officer of Minera Tupiza. The Company has an option to increase its interest in Minera Tupiza to 99% by purchasing a 1% interest from the officer for US\$3,000,000. At June 30, 2024, the Company has made installment payments of US\$500,000 (March 31, 2024 - US\$500,000) on account of the option.

## 7. Exploration and evaluation

	March 31, 2024 \$	Acquisition costs \$	Exploration \$	Impairment \$	June 30, 2024 \$
<b>Property</b>					
Iska Iska	53,817,093	678,950	254,212	—	54,750,255
La Victoria	—	—	83,831	(83,831)	—
	53,817,093	678,950	338,043	(83,831)	54,750,255

### Iska Iska

The Company owns a 98% interest in Minera Tupiza S.R.L. (“Minera Tupiza”) which has an option to acquire a 100% interest in Iska Iska, a polymetallic property consisting of one mineral concession totaling 900 hectares located in Bolivia. The Company also has an option to increase its interest in Minera Tupiza to 99% (see note 6, *Option payment advance*).

In order to acquire its interest in Iska Iska, the Company will conduct exploration and development, issue common shares, and make option payments, as follows:

	Common shares		Option payment US\$
	Number	Fair value \$	
February 5, 2020 (issued)	250,000	100,000	—
January 6, 2022 (issued)	250,000	875,000	—
April 30, 2024 (paid)	—	—	500,000
May 30, 2025	—	—	1,000,000
July 6, 2025 (US\$5,050,000 paid)	—	—	8,500,000
	500,000	975,000	10,000,000

At June 30, 2024, the Company has made option payments aggregating US\$5,550,000.

On October 14, 2020, the Company staked 9 additional claims covering 311.75 km<sup>2</sup> including the Tomave, Khuchu Ingenio and Puna properties located further north towards Potosi. Collectively, the land package to be controlled by the Company following the acquisition will total 1,935 quadrants covering 483.75 km<sup>2</sup>.

On September 28, 2021, Minera Tupiza entered into an option agreement (the “Option Agreement”) to acquire the Mina Casiterita and Mina Hoyada properties, which collectively cover 14.75 km<sup>2</sup> southwest and west of Iska Iska, subject to finalizing the granting of the mining rights process. Under the Option Agreement, the capital quotas of the titleholder will be transferred to Minera Tupiza in exchange for the issuance of 200,000 common shares of the Company. In accordance with the terms of the Option Agreement, if the Mina Casiterita and Mina Hoyada properties cannot be transferred to the Company prior to the final Iska Iska option payment balance date, any expenditures incurred by the Company on the Mina Casiterita and Mina Hoyada properties will be deducted from the Iska Iska option payment balance. As at June 30, 2024, the Company has incurred expenditures of US\$1,816,007 on the Mina Casiterita property. The transaction is subject to the completion of the terms outlined in the Option Agreement, together with the receipt of all required regulatory approvals in connection with the issuance of common shares of the Company.

### Letter of intent agreement – Empressa Minera Villegas S.R.L.

On November 9, 2022, the Company, through its Bolivian subsidiary, Minera Tupiza, entered into a letter of intent agreement (“LOI Agreement”) with Empressa Minera Villegas S.R.L. (“Minera Villegas”), Iska Iska’s title holders, whereby Minera Tupiza was granted the right to acquire 100% of the capital quotas held by the owners of Minera Villegas, prior to, or concurrent with the final payment for the Iska Iska option (see Iska Iska section above).

Pursuant to the LOI Agreement, the valuation price for the additional assets of Minera Villegas, distinct from the Iska Iska project, was to be delivered to Minera Tupiza before July 6, 2023, whereby Minera Tupiza could have accepted the valuation or enter into a negotiation period for three months, until October 6, 2023 (the “Negotiation Period”). By mutual consent, Minera Tupiza and Mineral Villegas negotiated the extension of the deadline for the delivery of the valuation price for the additional assets to February 29, 2024 and extended the deadline for the Negotiation Period to October 30, 2024, both of which are being renegotiated.

When a definitive price for the additional assets is agreed upon by both parties, a definitive agreement will be executed to formalize their sale, to coincide with the Iska Iska earn-in and transfer of the capital quotas of Minera Villegas to Minera Tupiza. If during the Negotiation Period, an agreement for the definitive price for the additional assets is not reached, the parties agree to request that a third party provide an independent valuation.

#### **La Victoria, Peru**

The Company owns an 82% interest in La Victoria (March 31, 2024 – 82%), a gold-silver property covering 6,181.2 hectares (March 31, 2024), consisting of 12 concessions: Ccori Orcco 1, Rufina, Rufina N° 2, San Felipe 1, San Markito, Victoria-APB, Romina 02, 03, 04, 05, 06 and 07 mostly in the Huandoval District, Pallasca Province, Ancash Department, in the North-Central Mineral Belt of Peru. La Victoria is subject to a 2% net smelter royalty ("NSR"). The Company has the option to reduce the NSR to 1% by making a payment of \$3,000,000.

During the year ended March 31, 2024, the Company recognized an impairment loss of \$6,750,905 on its La Victoria exploration property, which was recorded in the statement of loss and comprehensive loss. No further exploration or evaluation activities are budgeted or planned for La Victoria. As a result, the Company determined that the carrying amount of the asset of \$6,750,905, would not be recovered and that the recoverable amount is nil.

#### ***Grant of option for a 25% interest in La Victoria***

Burgundy Diamond Mines Limited ("BDM") owns an 18% interest in La Victoria and had an option to increase its interest to 25% ("Option"). In August 2021, BDM decided to maintain its interest at 18% and not to increase its interest to 25%, at which time, the Option expired and a joint venture, with the Company as operator, was formed to continue to explore and develop La Victoria.

If the Company or BDM does not fund its proportionate share of expenditures, its respective interest will be diluted and when its interest is diluted to less than 10%, the party's interest shall be reduced to a 2% net smelter royalty on all production. The other party will have the option to reduce the royalty from 2% to 1% by making a payment of \$3,000,000.

If either the Company or BDM acquires an interest in any property within 5 kilometres of La Victoria, the acquirer must offer the other party the opportunity to participate in the acquisition up to its participating interest.

In the event the Company or BDM proposes to sell any interest in La Victoria to a third party, the other party has a right of first refusal to match the terms and conditions of the proposed sale. In the event that the Company proposes to sell a majority of its interest in La Victoria to a third party, the Company must first consult with BDM about the identity of the third party and the proposed terms of sale and if the Company proceeds with the sale, BDM will be obliged to sell its interest to the third party on a pro rata basis in accordance with the terms of the sale to the third party.

#### **8. Lease liabilities**

	\$
Balance, March 31, 2024	133,949
Accretion of interest	1,953
<u>Lease payments</u>	<u>(13,111)</u>
Balance, June 30, 2024	122,791
Current portion of lease liabilities	46,583
<u>Long-term lease liabilities</u>	<u>76,208</u>
	122,791

The lease for premises is a joint and several commitment with Cartier. The remaining lease term is 2.5 years.

#### **9. Share capital**

##### **Authorized**

An unlimited number of common shares without par value.

An unlimited number of redeemable, voting, non-participating special shares without par value.

**Outstanding**

	Number of common shares	Amount \$
Balance, March 31, 2024	79,853,515	94,157,161
Fair value of expired warrants	—	2,194,000
<b>Balance, June 30, 2024</b>	<b>79,853,515</b>	<b>96,351,161</b>

**Warrants**

A continuity of the Company's common share warrants outstanding at June 30, 2024 is presented below:

	Weighted-average exercise price \$	Number of warrants
Balance, March 31, 2024	3.43	7,684,380
Expired	4.59	(1,684,317)
<b>Balance, June 30, 2024</b>	<b>3.10</b>	<b>6,000,063</b>

A summary of the Company's common share warrants outstanding at June 30, 2024 is presented below:

Exercise price	Expiry date	Number of warrants
\$4.25	January 27, 2025	1,733,265
\$4.25	August 3, 2025	1,095,640
\$3.15	August 3, 2025	131,476
\$4.25	August 17, 2025	39,682
\$2.00	March 27, 2026	3,000,000
		<b>6,000,063</b>

**Long-term Incentive Plan**

The shareholders of the Company approved a new Long-term Incentive Plan (the "Plan") at an annual and special meeting held on September 27, 2022. The Plan received TSX Venture Exchange approval on October 31, 2022. With the implementation of the Plan, all previously issued stock options and restricted share unit awards, which were granted pursuant to the Company's stock option plan and Restricted Share Unit Plan respectively, will be governed by the Plan. The Plan permits the Board to make awards of stock options, restricted share units, performance share units and deferred share units. The maximum number of common shares for issuance under the Plan for stock options will not exceed 10% of the Company's then issued and outstanding shares. The maximum number of common shares for issuance under the Plan for all other awards other than stock options will not exceed 10% of the Company's issued and outstanding shares at the time of shareholder approval of the Plan.

**Stock options**

The number of the common shares subject to each stock option grant, exercise price, vesting, expiry date and other terms and conditions are determined by the Board. The exercise price shall in no event be lower than the market price of the common shares on the grant date. Stock options shall be for a fixed term, not exceeding five years and unless otherwise specified, each stock option shall vest as to one third on each of the first through third anniversaries of the grant date.

**Authorized**

7,985,351 stock options

**Outstanding**

A continuity of the Company's stock options outstanding and exercisable at June 30, 2024 is presented below:

	Weighted-average exercise price \$	Number of stock options outstanding and exercisable
Balance, March 31, 2024, and June 30, 2024	2.88	6,115,000

A summary of the Company's stock options outstanding and exercisable at June 30, 2024 is presented below:

Exercise price	Expiry date	Number of stock options outstanding and exercisable
\$0.40	February 18, 2025	1,305,000
\$3.59	June 6, 2025	750,000
\$0.60	June 9, 2025	655,000
\$4.45	February 1, 2026	1,030,000
\$4.65	March 3, 2027	1,525,000
\$3.42	May 30, 2027	100,000
\$4.32	August 3, 2027	150,000
\$3.30	February 2, 2028	250,000
\$1.53	November 22, 2028	350,000
		6,115,000

### **Restricted share units, deferred share units and performance share units**

#### *Authorized*

The Company may grant an aggregate total of 6,987,897 in restricted share units, deferred share units and performance share units, which represents 10% of the issued and outstanding common shares as at September 27, 2022, the date the shareholders of the Company approved the Plan.

On January 19, 2022, the Company granted 2,350,000 restricted share units to officers and consultants. The restricted share units have a redemption date of December 31, 2025 and vest as follows: (a) one-third on the date of filing of a National Instrument 43-101 ("NI 43-101") compliant technical report in connection with the measurement of at least 300 million tonnes of inferred resources at Iska Iska; (b) one-third on the date of filing of a NI 43-101 compliant technical report in connection with the measurement of at least 500 million tonnes of inferred resources at Iska Iska; and (c) one-third on the date of filing of a NI 43-01 compliant technical report in connection with the completion of a positive prefeasibility study for Iska Iska. The fair value of the restricted share units granted is \$7,919,500. On August 30, 2023, the Company achieved vesting milestones (a) and (b) and as a result for year ended March 31, 2024, the Company recognized \$5,279,667 of stock-based compensation expense for the 1,566,667 vested restricted share units. No related expense has been recognized for milestone (c) as of June 30, 2024, due to inability to assess likelihood of vesting.

On June 6, 2022, the Company granted 750,000 restricted share units to a consultant. The restricted share units have a redemption date of June 6, 2025 and vest in 3 annual instalments. The fair value of the restricted share units granted was \$2,692,500, which will be expensed over the 3-year vesting period. For the 3 months ended June 30, 2024, stock-based compensation for the restricted share units was \$149,583 (2023 - \$337,000).

On February 2, 2023, the Company granted 300,000 restricted share units to officers. The restricted share units have a redemption date of December 31, 2026 and vest as follows: (a) one-third on the date of filing of a National Instrument 43-101 ("NI 43-101") compliant technical report in connection with the measurement of at least 300 million tonnes of inferred resources at Iska Iska; (b) one-third on the date of filing of a NI 43-101 compliant technical report in connection with the measurement of at least 500 million tonnes of inferred resources at Iska Iska; and (c) one-third on the date of filing of a NI 43-01 compliant technical report in connection with the completion of a positive prefeasibility study for Iska Iska. The fair value of the restricted share units granted is \$960,000. On August 30, 2023, the Company achieved vesting milestones (a) and (b) and as a result for the year ended March 31, 2024, the Company recognized \$640,000 of stock-based compensation expense for the 200,000 vested restricted share units. No related expense has been recognized for milestone (c) as of June 30, 2024, due to inability to assess likelihood of vesting.

A continuity of the Company's outstanding restricted share units at June 30, 2024 is presented below:

	Vested	Unvested	Total
Balance, March 31, 2024	2,016,667	1,383,333	3,400,000
Vested	250,000	(250,000)	—
Balance, June 30, 2024	2,266,667	1,133,333	3,400,000

There are no deferred share units or performance units outstanding.

#### **10. Determination of fair values**

A number of the Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability. The carrying value of cash and cash equivalents, receivables, due from Cartier, accounts payable and accrued liabilities and lease liabilities is considered representative of their respective fair values due to the short-term period to maturity.

##### *Classification of fair value of financial instruments*

The Company classified the fair value of its financial instruments measured at fair value according to the following hierarchy based on the amount of observable inputs used to value the instrument:

- Level 1 - quoted prices in active markets for identical assets and liabilities;
- Level 2 - inputs, other than the quoted prices included in Level 1, that are observable for the asset or liability, either directly or indirectly;
- Level 3 - inputs for the asset or liability that are not based on observable market data.

Marketable securities are measured at fair value at Level 1 of the fair value hierarchy.

#### **11. Financial risk management**

The Company's activities expose it to a variety of financial risks that arise as a result of its exploration, development, production and financing activities, including credit risk, liquidity risk and market risk.

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these consolidated financial statements.

The Board of Directors oversees management's establishment and execution of the Company's risk management framework. Management has implemented and monitors compliance with risk management policies. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities.

##### **Credit risk**

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the Company's cash balances and amount due from Cartier. The maximum exposure to credit risk is equal to the balance of cash and amount due from Cartier. The Company's limits its exposure to credit risk on its cash by holding its cash in deposits with a Canadian chartered bank.

##### **Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting its financial liabilities that are settled in cash or other financial assets. The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities as they come due. The amounts for accounts payable and accrued liabilities and lease liabilities are subject to normal trade terms.

The Company has no revenues and relies on financing primarily through the issuance of equity to finance its on-going and planned exploration activities and to cover administrative costs.

##### **Market risk**

Market risk is the risk that changes in market prices, such as equity prices, foreign exchange rates, and interest rates will affect the Company's income or the value of its financial instruments. The Company is exposed to equity price risk with respect to marketable securities. The Company's approach to managing equity price risk is to optimize the return from its

marketable securities within acceptable parameters for equity price risk. The Company estimates that if the fair value of its marketable securities as at June 30, 2024 had changed by 10%, with all other variables held constant, the unrealized gain (loss) would have decreased or increased by \$55,641.

The Company retains substantially all of its cash with its parent in Canadian dollars until US dollars are required by its foreign subsidiaries. Expenses are incurred in Canadian dollars and US dollars. The Company is subject to gains and losses due to fluctuations in these currencies. At June 30, 2024, a 10% change in the US dollar exchange rate would affect net and comprehensive loss and deficit by \$47,999.

#### **Interest rate risk**

The Company's exposure to interest rate risk is limited due to the short-term nature of its financial instruments and the Company has no interest-bearing debt.

#### **Capital management**

Capital of the Company consists of share capital, warrants, contributed surplus, foreign currency reserve and deficit. The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern so that it can acquire, explore and develop mineral resource properties for the benefit of its shareholders. The Company manages its capital structure and makes adjustments based on the funds available to the Company in light of changes in economic conditions. The Board of Directors has not established quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain the future development of the Company. In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that consider various factors, including successful capital deployment and general industry conditions. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company's principal source of capital is from the issue of common shares. In order to achieve its objectives, the Company intends to raise additional funds as required.

The Company is not subject to externally imposed capital requirements and there were no changes to the Company's approach to capital management during the period.

#### **12. Related party transactions**

##### **Compensation of key management personnel**

The Company considers its directors and officers to be key management personnel. Transactions with key management personnel are set out as follows:

	<b>3 months ended June 30, 2024</b>	<b>2023</b>	<b>Outstanding at June 30, 2024</b>	<b>Outstanding at March 31, 2024</b>
	\$	\$	\$	\$
Exploration and evaluation consulting fees	45,000	45,000	—	19,999
Consulting fees	112,500	112,500	—	15,493
Investor relations	37,500	36,000	14,125	—
	<b>195,000</b>	<b>193,500</b>	<b>14,125</b>	<b>35,492</b>

See note 3 for marketable securities related party transactions, note 9 for details of stock options and restricted share units granted to directors and officers and notes 4, 5, 8, and 15 for other related party transactions.

#### **13. Commitments and contingencies**

##### **Value-added tax**

In Peru, the Company has paid a value added tax, *Impuesto General a las Ventas* ("IGV"), on the purchase of goods and services which may be recovered against IGV collected on sales by the Company. The Company has paid IGV of US\$463,682, of which, the Company is obligated to pay US\$364,151 to BDM upon recovery. The remaining IGV of US\$99,531 has been included in exploration and evaluation which has been written off during the year ended March 31, 2024 (see note 7).

#### 14. Segment information

The Company operates in one reportable segment being mineral exploration.

As the Company is focused on exploration, the Board monitors the Company based on actual versus budgeted exploration expenditure incurred by project. The internal reporting framework is the most relevant to assist the Board with making decisions regarding this Company and its ongoing exploration activities, while also taking into consideration the results of exploration work that has been performed to date.

The Company operates in Bolivia and Peru:

Location of non-current assets	\$
Bolivia	54,750,255
Peru	—
	54,750,255

#### 15. Subsequent event

##### Settlement of accounts payable

On June 26, 2024, the Company entered into a memorandum of understanding to settle accounts payable of \$519,312 (US\$379,171) owed by the Company and \$50,776 (US\$37,073) owed by Cartier through the issuance of 441,929 common shares at a price of \$1.29 per common share. The amount owed by Cartier to the Company at June 30, 2024 is unsecured, non-interest bearing, and payable on demand. As a result of changes in foreign exchange rates, the Company settled the accounts payable through the issuance of 441,008 common shares of the Company on July 17, 2024, which remains subject to all required regulatory and shareholder approvals.