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**SALAZAR RESOURCES LIMITED**

CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED  
DECEMBER 31, 2022 AND 2021

*(Expressed in Canadian Dollars)*

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## Independent Auditor's Report

To the Shareholders of Salazar Resources Limited

### Opinion

We have audited the consolidated financial statements of Salazar Resources Limited (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2022 and December 31, 2021, and the consolidated statements of comprehensive (loss) income, consolidated statements of changes in shareholders' equity and consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2022 and December 31, 2021, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

### Basis for Opinion

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

### 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, 2022. 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 report.

### Assessment of Impairment Indicators of Exploration and Evaluation Assets

#### *Description*

Under IFRS 6, the Company is required to test the amount of exploration and evaluation assets for impairment when facts and circumstances suggest that the carry amount of an exploration and evaluation asset may exceed the recoverable amount.

Impairment indicators were identified by management for the Ruminahui project. An impairment charge of \$ 2,858,019 was recorded against the balance of exploration and evaluation assets recorded to the Ruminahui project. No impairment indicators were identified by management for the Macara, Los Osos and El Potro projects as of December 31, 2022.



This matter was significant to our audit because the balance of exploration and evaluation assets at December 31, 2022, was \$ 7,327,886, which represents a significant portion of the Company's total assets. Management's assessment process includes judgments, specifically whether the Company will be able to maintain exploration claims, perform ongoing expenditure and whether there is sufficient information for a decision to be made that the area of interest is not commercially viable. See Note 3 and 5 of the consolidated financial statements.

#### *How the Key Audit Matter Was Addressed in the Audit*

Our approach to addressing the matter included the following procedures, among others:

We evaluated the Company's assessment as to whether there were any indicators of impairment to require the carrying value of exploration and evaluation assets to be tested for impairment. In performing our audit procedures, we:

- § Obtained all option agreements, confirmed the details of the option agreements with counterparties and confirmed exploration claim listings included in option agreements with the related mining authorities.
- § Obtained all mineral claim listings held by the Company and confirmed the mineral claims held with the related mining authorities.
- § Considered the Company's intentions to carry out significant exploration and evaluation area which included assessing whether the Company's cash-flow forecasts provided for expenditure for planned exploration and evaluation activities, and enquiring with senior management and Directors as to the intentions and strategy of the Company.
- § Considered the Company's assessment of whether the commercial viability of extracting mineral resources had been demonstrated and whether it was appropriate to continue to classify the costs as capitalized exploration and evaluation assets.
- § Assessed whether there were other changes in circumstances indicating that the exploration and evaluation expenditures may not be recoverable, based on the evidence obtained in other areas of the audit.

#### *Assessment of Impairment Indicators of Investment in Associated Companies*

##### *Description*

Under IAS 28, the Company is required to assess whether the net investment in an associate is impaired when there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the net investment and that loss event (or events) has an impact on the estimated future cash flows from the net investment. Management applies judgement in assessing whether impairment indicators are present. No impairment indicators were identified by management as at December 31, 2022.

This matter was significant to our audit because the carrying value of the Company's investment in associated companies as at December 31, 2022, was \$ 16,985,252, which represents a significant portion of the Company's total assets and management applies significant judgement in assessing whether impairment indicators are present. See Note 3 and 6 of the consolidated financial statements.



### *How the Key Audit Matter Was Addressed in the Audit*

Our approach to addressing the matter included the following procedures, among others:

We evaluated the Company's assessment as to whether there were any indicators of impairment to require the carrying value of the investment in associated companies to be tested for impairment. In performing our audit procedures, we:

- § Obtained the shareholder agreements, confirmed the details of the shareholder agreements with the counterparty and confirmed the shareholder agreements to be in good standing.
- § Evaluated the sufficiency of audit evidence obtained related to the carrying value of the investment in associated companies by assessing the results of audit procedures performed, including the appropriateness of the nature and extent of such evidence, as well as qualitative aspects of the Company's accounting practices.
- § Evaluated the completeness of management's impairment indicator assessment of whether there was any other objective evidence indicating an impairment of an investment in an associated company.
- § Assessed whether there were other changes in circumstances indicating that an investment in associated company may not be recoverable, based on the evidence obtained in other areas of the audit.

### Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company recorded a comprehensive loss of \$ 3,037,482 and, as at December 31, 2022, the Company had an accumulated deficit of \$ 27,709,581 and working capital of \$ 3,207,921. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### Other Information

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

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

In connection with our audit of the consolidated 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 consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

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

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

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



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

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

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

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the 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.

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

Vancouver, B.C.  
May 1, 2023

*"D&H Group LLP"*

Chartered Professional Accountants

**SALAZAR RESOURCES LIMITED**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
*(Expressed in Canadian Dollars)*

	Notes	December 31, 2022 \$	December 31, 2021 \$
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents		2,165,730	3,721,815
Prepaid expenses		149,805	278,851
Amounts receivable		860,681	223,936
GST / IVA tax receivables		74,833	313,042
Materials and supplies		<u>576,494</u>	<u>623,814</u>
<b>Total current assets</b>		<u>3,827,543</u>	<u>5,161,458</u>
<b>Non-current assets</b>			
Property, plant and equipment	4	1,134,228	1,510,397
Exploration and evaluation assets	5	7,327,886	7,257,766
Deferred acquisition costs	6(c)	-	167,476
Investment in associated companies	6	<u>16,985,252</u>	<u>15,081,000</u>
<b>Total non-current assets</b>		<u>25,447,366</u>	<u>24,016,639</u>
<b>TOTAL ASSETS</b>		<u>29,274,909</u>	<u>29,178,097</u>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities		<u>619,622</u>	<u>401,923</u>
<b>TOTAL LIABILITIES</b>		<u>619,622</u>	<u>401,923</u>
<b>SHAREHOLDERS' EQUITY</b>			
Share capital	7	49,440,589	46,817,062
Share-based payments reserve		5,961,306	5,668,238
Accumulated other comprehensive income		962,973	95,669
Deficit		<u>(27,709,581)</u>	<u>(23,804,795)</u>
<b>TOTAL SHAREHOLDERS' EQUITY</b>		<u>28,655,287</u>	<u>28,776,174</u>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<u>29,274,909</u>	<u>29,178,097</u>

**Nature of Operations and Going Concern** - see Note 1

**Commitments** - see Note 10

**Event after the Reporting Period** - see Note 15

These consolidated financial statements were approved for issue by the Board of Directors on May 1, 2023 and are signed on its behalf by:

/s/ Fredy Salazar  
 Fredy Salazar  
 Director

/s/ Pablo Acosta  
 Pablo Acosta  
 Director

*The accompanying notes are an integral part of these consolidated financial statements.*

**SALAZAR RESOURCES LIMITED**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME**  
*(Expressed in Canadian Dollars)*

	Note	Year Ended December 31	
		2022 \$	2021 \$
<b>Expenses</b>			
Accounting and administration	8(b)(ii)	58,092	62,039
Audit		191,691	173,721
Consulting		271,937	262,507
Corporate development		119,817	146,679
Community relations		133,235	96,117
Depreciation		211,712	150,817
General exploration		106,919	42,368
Legal		34,029	169,958
Office		60,403	86,283
Regulatory		56,311	53,052
Salaries, compensation and benefits		232,258	254,426
Share-based compensation	7	298,068	279,975
Shareholder costs		9,630	11,535
Transfer agent		6,786	8,617
Travel		54,294	28,955
Cost recoveries	6(a)	-	(151,549)
		<u>1,845,182</u>	<u>1,675,500</u>
<b>Loss before other items</b>		<u>(1,845,182)</u>	<u>(1,675,500)</u>
<b>Other items</b>			
Net drill income	6	743,343	58,159
Write-off		-	(130,484)
Impairment of exploration and evaluation assets	5	(2,858,019)	(1,231,150)
Write-off of property, plant and equipment	4	(304,383)	-
Foreign exchange - reclassification from AOCI	6(a)	-	5,551,762
Foreign exchange		5,004	79,593
Equity loss in associated company	6(a)	(400,399)	-
Other income	11	<u>754,850</u>	<u>75,241</u>
		<u>(2,059,604)</u>	<u>4,403,121</u>
<b>Net (loss) income for the year</b>		<u>(3,904,786)</u>	<u>2,727,621</u>
<b>Other comprehensive income</b>			
Change in currency translation of foreign subsidiaries		<u>867,304</u>	<u>362,645</u>
<b>Comprehensive (loss) income for the year</b>		<u>(3,037,482)</u>	<u>3,090,266</u>
<b>Basic and diluted (loss) income per common share</b>			
		<u>\$(0.03)</u>	<u>\$0.02</u>
<b>Weighted average number of common shares outstanding</b>			
		<u>155,229,543</u>	<u>145,695,263</u>

*The accompanying notes are an integral part of these consolidated financial statements.*

**SALAZAR RESOURCES LIMITED**  
**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
*(Expressed in Canadian Dollars)*

	<b>Year Ended December 31, 2022</b>					
	<b>Share Capital</b>					
	Number of Shares	Amount \$	Share-Based Payments Reserve \$	Accumulated Other Comprehensive Income \$	Deficit \$	Total Shareholders' Equity \$
<b>Balance at December 31, 2021</b>	152,662,073	46,817,062	5,668,238	95,669	(23,804,795)	28,776,174
Common shares issued for:						
- private placement	26,314,796	2,631,479	-	-	-	2,631,479
- finder's fees	1,000,000	100,000	-	-	-	100,000
- share options	50,000	6,750	-	-	-	6,750
Share issue costs	-	(119,702)	-	-	-	(119,702)
Transfer on exercise of share options	-	5,000	(5,000)	-	-	-
Share-based compensation:						
- share options	-	-	170,700	-	-	170,700
- restricted share units	-	-	127,368	-	-	127,368
Currency translation adjustment	-	-	-	867,304	-	867,304
Net loss for the year	-	-	-	-	(3,904,786)	(3,904,786)
<b>Balance at December 31, 2022</b>	<b>180,026,869</b>	<b>49,440,589</b>	<b>5,961,306</b>	<b>962,973</b>	<b>(27,709,581)</b>	<b>28,655,287</b>

	<b>Year Ended December 31, 2021</b>					
	<b>Share Capital</b>					
	Number of Shares	Amount \$	Share-Based Payments Reserve \$	Accumulated Other Comprehensive Income (Loss) \$	Deficit \$	Total Shareholders' Equity \$
<b>Balance at December 31, 2020</b>	127,087,790	39,283,561	5,797,803	5,284,786	(26,532,416)	23,833,734
Common shares issued for:						
- private placement	18,572,000	6,500,200	-	-	-	6,500,200
- share options	6,825,000	960,500	-	-	-	960,500
- option payment	177,283	62,935	11,523	-	-	74,458
Share issue costs	-	(678,634)	-	-	-	(678,634)
Transfer on exercise of share options	-	688,500	(688,500)	-	-	-
Share-based compensation:						
- share options	-	-	188,301	-	-	188,301
- restricted share units	-	-	91,674	-	-	91,674
- finder's warrants	-	-	267,437	-	-	267,437
Reclassification of foreign currency translation adjustment	-	-	-	(5,551,762)	-	(5,551,762)
Currency translation reserve	-	-	-	362,645	-	362,645
Net income for the year	-	-	-	-	2,727,621	2,727,621
<b>Balance at December 31, 2021</b>	<b>152,662,073</b>	<b>46,817,062</b>	<b>5,668,238</b>	<b>95,669</b>	<b>(23,804,795)</b>	<b>28,776,174</b>

*The accompanying notes are an integral part of these consolidated financial statements.*



**SALAZAR RESOURCES LIMITED**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
*(Expressed in Canadian Dollars)*

	<b>Year Ended December 31,</b>	
	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
<b>Operating activities</b>		
Net (loss) income for the year	(3,904,786)	2,727,621
Adjustments for:		
Depreciation	211,712	195,665
Share-based compensation	298,068	279,975
Impairment of exploration and evaluation assets	2,858,019	1,231,150
Write-off of property, plant and equipment	304,383	-
Write-off	-	130,484
Foreign exchange reclassification	-	(5,551,762)
Equity loss in associated company	400,399	-
Changes in non-cash working capital items:		
Restricted cash	-	215,980
Amounts receivable	(604,195)	28,315
GST/VAT receivable	249,315	3,683
Prepaid expenses and deposits	138,286	697,453
Materials and supplies	86,396	313,930
Accounts payable and accrued liabilities	188,350	(1,674,838)
Advances from joint-venture partner	-	(155,340)
<b>Net cash provided by (used in) operating activities</b>	<b>225,947</b>	<b>(1,557,684)</b>
<b>Investing activities</b>		
Expenditures on exploration and evaluation assets, net of recoveries	(2,389,435)	(3,237,863)
Additions to property, plant and equipment, net of recoveries	(102,254)	(252,179)
Investment in associated companies	(2,007,862)	-
Advance payment received	-	313,425
<b>Net cash used in investing activities</b>	<b>(4,499,551)</b>	<b>(3,176,617)</b>
<b>Financing activities</b>		
Issuance of common shares	2,638,229	7,150,450
Share issue costs	(19,702)	(411,197)
<b>Net cash provided by financing activities</b>	<b>2,618,527</b>	<b>6,739,253</b>
<b>Effect of exchange rate changes on cash</b>	<b>98,992</b>	<b>371,012</b>
<b>Net change in cash</b>	<b>(1,556,085)</b>	<b>2,375,964</b>
<b>Cash at beginning of year</b>	<b>3,721,815</b>	<b>1,345,851</b>
<b>Cash at end of year</b>	<b>2,165,730</b>	<b>3,721,815</b>

**Supplemental Cash Flow Information** - see Note 13

*The accompanying notes are an integral part of these consolidated financial statements.*

**SALAZAR RESOURCES LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021**  
*(Expressed in Canadian Dollars)*

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**1. Nature of Operations and Going Concern**

Salazar Resources Limited (the “Company”) was incorporated on July 23, 1987 under the provisions of the Company Act (British Columbia). The Company’s common shares are listed and trade on the TSX Venture Exchange (“TSXV”) under the symbol “SRL”, on the OTCQB under the symbol “SRLZF” and on the Frankfurt Exchange under the symbol “CCG”. The Company’s executive head office is located in Quito, Ecuador.

The Company is a junior mineral exploration company currently engaged in the acquisition and exploration of mineral properties located in Latin America. On the basis of information to date, the Company has not yet determined whether these properties contain economically recoverable ore reserves. The underlying value of the exploration and evaluation assets is entirely dependent on the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete development and upon future profitable production. Exploration and evaluation assets represent costs incurred to date, less amounts depreciated and/or written off, and do not necessarily represent present or future values.

The Company’s mineral properties are located in Ecuador and consequently the Company is subject to certain risks, including currency fluctuations and possible political or economic instability which may result in the impairment or loss of mining title or other mineral rights, and mineral exploration and mining activities may be affected in varying degrees by political stability and governmental regulations relating to the mining industry.

As at December 31, 2022 the Company had working capital of \$3,207,921. To date the Company has not earned any revenues from its mineral interests and the Company’s operations are primarily funded from equity financings which are dependent upon many external factors and may be difficult to impossible to secure or raise when required. The Company requires additional funding to maintain its current levels of overhead for the next twelve months and to fund existing levels of planned exploration expenditures. Additional capital may be sought from existing shareholders and creditors and from the sale of additional common shares or other equity or debt instruments. There is no assurance such additional capital will be available to the Company on acceptable terms or at all. In the longer term, the Company’s ability to continue as a going concern will be dependent upon the discovery of economically recoverable reserves and the achievement of profitable operations. Whether the Company can generate positive cash flow and, ultimately, achieve profitability is uncertain. These uncertainties cast significant doubt upon the Company’s ability to continue as a going concern.

These consolidated financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”) appropriate for a going concern. The going concern basis of accounting assumes the Company will continue to realize the value of its assets and discharge its liabilities and other obligations in the ordinary course of business. Should the Company be required to realize the value of its assets in other than the ordinary course of business, the net realizable value of its assets may be materially less than the amounts shown in the consolidated financial statements. These consolidated financial statements do not include any adjustments to the amounts and classifications of assets and liabilities that may be necessary should the Company be unable to repay its liabilities and meet its other obligations in the ordinary course of business or continue operations.

In March 2020 the World Health Organization declared a global pandemic of the novel coronavirus identified as “COVID-19”. In order to combat the spread of COVID-19 governments worldwide, including Ecuador and Canada, enacted emergency measures including travel restrictions, legally enforced or self-imposed quarantine periods, social distancing and business and organization closures. These measures caused material disruptions to businesses, governments and other organizations resulting in an economic slowdown and increased volatility in national and global equity and commodity markets. Globally, nations are in different stages of economic recovery from the COVID-19 pandemic. The availability of vaccines or the lack thereof plays an important role in the path back to normalcy. Most countries worldwide have a high vaccination rate, and subject to various health and safety protocols, work on all the projects have been carried out with only minor disruptions. The Company’s offices and sites are now on a hybrid model where possible. Essential travel has resumed and work has returned to pre-pandemic levels.

**SALAZAR RESOURCES LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021**  
*(Expressed in Canadian Dollars)*

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**2. Basis of Preparation**

*Statement of Compliance*

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the IFRS Interpretations Committee (“IFRIC”).

*Basis of Measurement*

The Company’s consolidated financial statements have been prepared on the historical cost basis except for the revaluation of certain financial assets and financial liabilities to fair value.

*Details of the Group*

In addition to the Company, the consolidated financial statements include all subsidiaries. Subsidiaries are all corporations over which the Company is able, directly or indirectly, to control financial and operating policies, which is the authority usually connected with holding majority voting rights. Subsidiaries are fully consolidated from the date on which control is acquired by the Company. Inter-company transactions and balances are eliminated upon consolidation. They are deconsolidated from the date that control by the Company ceases. See also Note 6.

**3. Significant Accounting Policies**

*Critical Judgments and Sources of Estimation Uncertainty*

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

*Critical Judgments*

The following are critical judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the financial statements:

- (i) The determination of categories of financial assets and financial liabilities has been identified as an accounting policy which involves judgments or assessments made by management.
- (ii) The determination of a subsidiary’s functional currency often requires significant judgment where the primary economic environment in which they operate may not be clear. This can have a significant impact on the consolidated results of the Company based on the foreign currency translation methods used.
- (iii) Management is required to assess impairment in respect of intangible exploration and evaluation assets. The triggering events are defined in IFRS 6. In making the assessment, management is required to make judgments on the status of each project and the future plans towards finding commercial reserves. The nature of exploration and evaluation activity is such that only a proportion of projects are ultimately successful and some assets are likely to become impaired in future periods.

During fiscal 2022 and 2021 management determined impairment indicators were present in certain of its exploration and evaluation assets and an impairment test was performed. See also Note 5 for details.

**SALAZAR RESOURCES LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021**  
*(Expressed in Canadian Dollars)*

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**3. Significant Accounting Policies** (continued)

- (iv) Although the Company takes steps to verify title to exploration and evaluation assets in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.
- (v) At the end of each reporting period, the Company assesses each associate to determine whether there is objective evidence of impairment. The impairment analysis requires the use of estimates and assumptions as to whether significant changes with an adverse effect have taken place in technological, market, economic or legal environment in which the associate operates.
- (vi) The assessment of the probability of future taxable income in which deferred tax assets can be utilized is based on the Company's estimate of future profits or losses adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. The tax rules in the jurisdictions in which the Company operates are also carefully taken into consideration. If a positive forecast of taxable income indicates the probable use of a deferred tax asset, especially when it can be utilized without a time limit, that deferred tax asset is usually recognized in full. The recognition of deferred tax assets that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances. Details of these can be found in Note 9.

*Estimation Uncertainty*

The following are key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year:

- (i) Depreciation expense is allocated based on assumed useful life of property, plant and equipment. Should the useful life differ from the initial estimate, an adjustment would be made in the statement of operations.
- (ii) The cost estimates are updated periodically during the life of a mine to reflect known developments, (e.g. revisions to cost estimates and to the estimated lives of operations), and are subject to review at regular intervals. Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements and constructive obligations are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities. As at December 31, 2022 and 2021, there were no decommissioning liabilities.
- (iii) The assessment of any impairment of exploration and evaluation assets is dependent upon estimates of the recoverable amounts that take into account factors such as reserves, economic and market conditions and the useful lives of assets. As a result of this assessment, management has carried out an impairment test on the Company's exploration and evaluation assets and in fiscal 2022 an impairment charge of \$2,858,019 (2021 - \$1,231,150) was made.

*Comparative Figures*

Certain of the prior year's comparative figures have been reclassified to conform with the current fiscal year's presentation.

*Cash and Cash Equivalents*

Cash includes cash on hand and demand deposits. Cash equivalents include short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value. The Company is not exposed to significant credit or interest rate risk although cash is held in excess of federally insured limits with a major financial institution.

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**3. Significant Accounting Policies** (continued)

***Deferred Acquisition Costs***

Expenditures incurred on mineral projects, where the Company has an agreement to acquire a company holding the mineral project, are accounted for as advances toward the purchase of an ownership interest in a company and are capitalized to the statement of financial position.

***Amounts Receivable***

Receivables are recognized initially at fair value and classified as amortized cost. Receivables are subsequently measured at amortized cost using the effective interest method, less expected credit losses. At each reporting date, the Company records a credit losses at an amount equal to the lifetime expected credit losses using a present value and probability-weighted model.

***Materials and Supplies***

Materials and supplies are valued at the lower of cost and replacement cost.

***Accounts Payable and Accrued Liabilities***

Payables are obligations to pay for materials or services that have been acquired in the ordinary course of business from suppliers. Payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Payables are classified as amortized cost initially at fair value and are subsequently measured at amortized cost using the effective interest method.

***Investment in Associates***

An associate is an entity over which the Company has significant influence, and which is neither a subsidiary nor a joint arrangement.

The Company has significant influence over an entity when it has the power to participate in the financial and operating policy decisions of the associate but does not have control or joint control.

Under the equity method, the Company's investment in the common shares of the associate is initially recognized at cost and subsequently increased or decreased to recognize the Company's share of net income and losses of the associate, after any adjustments necessary to give effect to uniform accounting policies, any other movement in the associate's reserves, and for impairment losses after the initial recognition date. The Company's share of income and losses of the associate is recognized in net income during the period.

Dividends and repayment of capital received from an associate are accounted for as a reduction in the carrying amount of the Company's investment.

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**3. Significant Accounting Policies (continued)**

At the end of each reporting period, the Company assesses whether there is any objective evidence that an investment in an associate is impaired. Objective evidence includes observable data indicating there is a measurable decrease in the estimated future cash flows of the investee's operations. A significant or prolonged decline in the fair value of an equity investment below its cost is also objective evidence of impairment. When there is objective evidence that an investment is impaired, the carrying amount of such investment is compared to its recoverable amount, being the higher of its fair value less costs of disposal and value-in-use. If the recoverable amount of an investment is less than its carrying amount, the carrying amount is reduced to its recoverable amount and an impairment loss, being the excess of carrying amount over the recoverable amount, is recognized in the period in which the relevant circumstances are identified. When an impairment loss reverses in a subsequent period, the carrying amount of the investment is increased to the revised estimate of recoverable amount to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had an impairment loss not been previously recognized. A reversal of an impairment loss is recognized in net income in the period in which the reversal occurs.

***Exploration and Evaluation Assets***

The Company follows the practice of capitalizing all costs relating to the acquisition of, exploration for and development of mineral properties and crediting all proceeds received against the cost of the related properties. Such costs include, but are not exclusive to, geological, geophysical studies, exploratory drilling and sampling. At such time as commercial production commences, these costs will be charged to operations on a unit-of-production method based on proven and probable reserves. The aggregate costs related to abandoned mineral properties are charged to operations at the time of any abandonment, or when it has been determined that there is evidence of a permanent impairment. An impairment charge relating to a mineral property is subsequently reversed when new exploration results or actual or potential proceeds on sale or farm out of the property result in a revised estimate of the recoverable amount, but only to the extent that this does not exceed the original carrying value of the property that would have resulted if no impairment had been recognized.

The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain financing to complete development of the properties, and on future production or proceeds of disposition.

The Company recognizes in income costs recovered on mineral properties when amounts received or receivable are in excess of the carrying amount.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets. At such time as commercial production commences, these costs will be charged to operations on a unit-of-production method based on proven and probable reserves.

All capitalized exploration and evaluation expenditures are monitored for indications of impairment. Where a potential impairment is indicated, assessments are performed for each area of interest. To the extent that exploration expenditures are not expected to be recovered, they are charged to the results of operations.

***Property, Plant and Equipment***

Property, plant and equipment are carried at cost, less accumulated depreciation and accumulated impairment losses.

The cost of an item of property, plant and equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

Property, plant and equipment are depreciated annually on a straight-line basis over the estimated useful lives of the assets, at a rate of between 10% and 33% commencing when the related asset is available for use.

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**3. Significant Accounting Policies** (continued)

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss in the consolidated statement of comprehensive income or loss.

Where an item of plant and equipment comprises major components with different useful lives, the components are accounted for as separate items of plant and equipment. Expenditures incurred to replace a component of an item of plant and equipment that is accounted for separately, including major inspection and overhaul expenditures are capitalized.

The Company compares the carrying value of property, plant and equipment to estimated net recoverable amounts, based on estimated future cash flows, to determine whether there is any indication of impairment whenever events or circumstances warrant.

***Impairment of Assets***

At each financial position reporting date, the carrying amounts of the Company's assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

An asset's recoverable amount is the higher of fair value less costs of disposal and value in use. Fair value is determined as the price that would be received to sell an asset in an orderly transaction between market participants. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period.

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

***Decommissioning Provision***

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration, development or ongoing production of a mineral interest by or on behalf of the Company. Costs for restoration of site damage which is created on an ongoing basis during exploration and evaluation are provided for at their net present values and charged against profits in the period such exploration and evaluation occurs. Discount rates using a risk-free rate that reflects the time value of money are used to calculate the net present value. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation. As at December 31, 2022 and 2021 the Company does not have any decommissioning obligations.

***Financial Instruments***

The Company classifies its financial assets and financial liabilities in the following measurement categories: (i) those to be measured subsequently at fair value through profit or loss ("FVTPL"); (ii) those to be measured subsequently at fair value through other comprehensive income ("FVOCI"); and (iii) those to be measured at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at FVTPL (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income.

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**3. Significant Accounting Policies** (continued)

All financial instruments are required to be measured at fair value on initial recognition, plus, in the case of a financial asset or financial liability not at FVTPL, transaction costs that are directly attributable to the acquisition or issuance of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss. Financial assets and financial liabilities with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or other comprehensive income (irrevocable election at the time of recognition). For financial liabilities measured subsequently at FVTPL, changes in fair value due to credit risk are recorded in other comprehensive income.

***Share Capital***

Common shares issued by the Company are classified as equity. Costs directly attributable to the issue of common shares, share purchase warrants and share options are recognized as a deduction from equity, net of any related income tax effects.

***Equity Financing***

The Company engages in equity financing transactions to obtain the funds necessary to continue operations and explore and evaluate mineral properties. These equity financing transactions may involve issuance of common shares or units. Units typically comprise a certain number of common shares and share purchase warrants. Depending on the terms and conditions of each equity financing transaction, the warrants are exercisable into additional common shares at a price prior to expiry as stipulated by the terms of the transaction. The Company has adopted the residual value method with respect to the allocation of proceeds received on sale of units to the underlying common shares and share purchase warrants issued as private placement units. The fair value of the common shares issued in private placements is determined by the closing quoted bid price on the announcement date. The balance, if any, is allocated to the attached share purchase warrants.

***Share-Based Payment Transactions***

The share option plan allows Company employees and consultants to acquire shares of the Company. The fair value of share options granted is recognized as a share-based compensation expense with a corresponding increase in the equity settled share-based payments reserve in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee.

For employees the fair value is measured at grant date and each tranche is recognized separately on a straight line basis over the period during which the share options vest. The fair value of the share options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the share options were granted. At the end of each reporting period, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

Equity-settled share-based payment transactions with non-employees are measured at the fair value of the goods or services received. However, if the fair value cannot be estimated reliably, the share-based payment transaction is measured at the fair value of the equity instruments granted at the date the Company receives the goods or the services.

***Current and Deferred Income Taxes***

Income tax expense comprises current and deferred tax. Income tax is recognized in the statement of comprehensive loss, except to the extent that it relates to items recognized in other comprehensive loss or directly in equity. In this case the income tax is also recognized in other comprehensive loss or directly in equity, respectively.



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**3. Significant Accounting Policies (continued)**

*Current Income Tax*

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the statement of financial position date in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

*Deferred Income Tax*

Deferred income tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the statement of financial position date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

*Income (Loss) Per Share*

Basic income (loss) per share is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding during the period. The computation of diluted income (loss) per share assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on income (loss) per share. The dilutive effect of convertible securities is reflected in diluted earnings per share by application of the "if converted" method. The dilutive effect of outstanding options and warrants and their equivalents is reflected in diluted earnings per share by application of the treasury stock method.

*Foreign Currency Translation*

*Functional and Presentation Currency*

Items included in the financial statements of each of the Company's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The Company's entities' functional currencies are the Canadian dollar and the United States dollar. The consolidated financial statements are presented in Canadian dollars which is the Company's presentation currency.

The Company's active subsidiaries have the United States dollar as the functional currency. Assets, liabilities and transactions are therefore translated into Canadian dollars using the report date closing exchange rate. Income and expenses are translated into Canadian dollars at the average exchange rate over the reporting period. Exchange differences are presented in other comprehensive income and recognized in the accumulated other comprehensive income.

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**3. Significant Accounting Policies (continued)**

*Foreign Currency Transactions*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in comprehensive income.

*Adoption of New Accounting Standards*

*Onerous Contracts - Cost of Fulfilling a Contract (Amendments to IAS 37)*

In May 2020, the IASB issued amendments to IAS 37 to specify which costs an entity needs to include when assessing whether a contract is onerous or loss-making. The amendments specify which costs an entity includes in determining the cost of fulfilling a contract for the purpose of assessing whether the contract is onerous. The amendments are effective for annual reporting periods beginning on or after January 1, 2022. There was no material impact to the Company's consolidated financial statements from the adoption of these amendments.

*Financial Instruments - (Amendment to IFRS 9)*

In May 2020, the IASB issued an amendment to IFRS 9 as part of its annual improvements to IFRS standards process. The amendment clarifies the fees a company includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. The amendment is effective for annual reporting periods beginning on or after January 1, 2022, with earlier adoption permitted. There was no material impact to the Company's consolidated financial statements from the adoption of this amendment.

*Accounting Standards and Interpretations Issued but Not Yet Effective*

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

In January 2020, the IASB issued amendments to IAS 1 - *Presentation of Financial Statements* to specify the requirements for classifying liabilities as current or non-current. The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability, explain that rights are in existence if covenants are complied with at the end of the reporting period, and introduce a definition of 'settlement' to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services. The amendments are applied retrospectively for annual periods beginning on or after January 1, 2023, with early application permitted. The Company does not expect a material impact to its consolidated financial statements from the adoption of these amendments.

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**4. Property, Plant and Equipment**

	Land \$	Drill Rigs and Equipment \$	Total \$
<b>Cost:</b>			
Balance at December 31, 2020	387,999	2,646,022	3,034,021
Additions	1,165,941	371,488	1,537,429
Cost recoveries (Note 5(a))	(1,165,941)	(119,309)	(1,285,250)
Foreign exchange movement	<u>(1,645)</u>	<u>(6,749)</u>	<u>(8,394)</u>
Balance at December 31, 2021	386,354	2,891,452	3,277,806
Additions	-	102,254	102,254
Write-off	-	(470,962)	(470,962)
Foreign exchange movement	<u>26,390</u>	<u>350,183</u>	<u>376,573</u>
Balance at December 31, 2022	<u>412,744</u>	<u>2,872,927</u>	<u>3,285,671</u>
<b>Accumulated Depreciation:</b>			
Balance at December 31, 2020	-	(1,575,416)	(1,575,416)
Depreciation	-	(195,665)	(195,665)
Foreign exchange movement	<u>-</u>	<u>3,672</u>	<u>3,672</u>
Balance at December 31, 2021	-	(1,767,409)	(1,767,409)
Depreciation	-	(261,300)	(261,300)
Write-off	-	166,579	166,579
Foreign exchange movement	<u>-</u>	<u>(289,313)</u>	<u>(289,313)</u>
Balance at December 31, 2022	<u>-</u>	<u>(2,151,443)</u>	<u>(2,151,443)</u>
<b>Carrying Value:</b>			
Balance at December 31, 2021	<u>386,354</u>	<u>1,124,043</u>	<u>1,510,397</u>
Balance at December 31, 2022	<u>412,744</u>	<u>721,484</u>	<u>1,134,228</u>

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**5. Exploration and Evaluation Assets**

<b>As at December 31, 2022</b>				
	<b>Acquisition Costs \$</b>	<b>Deferred Exploration Costs \$</b>	<b>Foreign Exchange Movement \$</b>	<b>Total \$</b>
Ecuador				
Macara	600,006	3,762,969	223,109	4,586,084
Los Osos	289,830	1,192,996	59,159	1,541,985
El Potro	<u>156,081</u>	<u>976,635</u>	<u>67,101</u>	<u>1,199,817</u>
	<u>1,045,917</u>	<u>5,932,600</u>	<u>349,369</u>	<u>7,327,886</u>
<b>As at December 31, 2021</b>				
	<b>Acquisition Costs \$</b>	<b>Deferred Exploration Costs \$</b>	<b>Foreign Exchange Movement \$</b>	<b>Total \$</b>
Ecuador				
Macara	575,810	2,996,797	(34,214)	3,538,393
Ruminahui	252,600	1,984,860	(78,514)	2,158,946
Los Osos	247,015	1,188,630	(27,361)	1,408,284
El Potro	<u>77,416</u>	<u>74,947</u>	<u>(220)</u>	<u>152,143</u>
	<u>1,152,841</u>	<u>6,245,234</u>	<u>(140,309)</u>	<u>7,257,766</u>

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**5. Exploration and Evaluation Assets (continued)**

	Year Ended December 31, 2022				Total \$
	Macara \$	Ruminahui \$	Los Osos \$	El Potro \$	
<b>Balance at December 31, 2021</b>	3,538,393	2,158,946	1,408,284	152,143	7,257,766
<b>Exploration costs</b>					
Assay analysis	15,602	-	-	113,084	128,686
Camp supervision and personnel	67,981	329,273	-	318,579	715,833
Camp supplies	63,830	51,059	-	76,343	191,232
Community relations	15,454	1,145	-	17,738	34,337
Depreciation	34,904	11,139	-	3,545	49,588
Drilling	-	34,914	-	-	34,914
Environmental studies	2,487	-	2,022	8,573	13,082
Equipment maintenance	12,914	-	-	6,360	19,274
Exploration site	136,821	29,158	976	104,139	271,094
Geological	23,585	1,458	364	-	25,407
Legal	96,613	50,995	1,004	8,831	157,443
Salaries	294,191	-	-	236,982	531,173
Supplies	1,790	7,729	-	7,514	17,033
Travel	-	14,416	-	-	14,416
	<u>766,172</u>	<u>531,286</u>	<u>4,366</u>	<u>901,688</u>	<u>2,203,512</u>
<b>Acquisition costs</b>					
Property / concession / option payments	24,196	40,247	42,815	78,665	185,923
<b>Other</b>					
Foreign exchange movement	257,323	127,540	86,520	67,321	538,704
<b>Impairment provision</b>	-	(2,858,019)	-	-	(2,858,019)
<b>Balance at December 31, 2022</b>	<u>4,586,084</u>	<u>-</u>	<u>1,541,985</u>	<u>1,199,817</u>	<u>7,327,886</u>

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**5. Exploration and Evaluation Assets (continued)**

	<b>Year Ended December 31, 2021</b>					
	<b>Curipamba</b>	<b>Macara</b>	<b>Ruminahui</b>	<b>Los Osos</b>	<b>El Potro</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>Balance at December 31, 2020</b>	17,623,195	1,547,011	752,921	560,836	-	20,483,963
<b>Exploration costs</b>						
Assay analysis	1,044,710	217,873	-	45,850	-	1,308,433
Camp supervision and personnel	449,348	218,475	625,146	239,326	21,753	1,554,048
Camp supplies	-	62,763	82,792	-	-	145,555
Community relations	1,995,408	19,423	26,075	-	18,806	2,059,712
Depreciation	-	32,843	8,590	2,554	861	44,848
Drilling	3,938,684	1,900	391,845	409,703	-	4,742,132
Environmental studies	598,469	8,300	-	12,376	1,868	621,013
Equipment maintenance	582,049	89,710	11,518	-	-	683,277
Exploration site	1,296,958	253,933	62,154	30,167	25,642	1,668,854
Geological	3,532,111	48,538	27,354	1,699	-	3,609,702
Legal	-	21,848	17,192	26,321	6,017	71,378
Salaries	3,714,300	519,893	-	-	-	4,234,193
Supplies	474,798	157,738	57,037	740	-	690,313
Travel	282,601	56,840	59,401	-	-	398,842
	<u>17,909,436</u>	<u>1,710,077</u>	<u>1,369,104</u>	<u>768,736</u>	<u>74,947</u>	<u>21,832,300</u>
<b>Acquisition costs</b>						
Property / concession / option payments	255,604	286,398	40,112	80,760	77,416	740,290
<b>Other</b>						
Cost recoveries	(18,165,040)	-	-	-	-	(18,165,040)
Management fees	(564,165)	-	-	-	-	(564,165)
Advance payment	(313,425)	-	-	-	-	(313,425)
Drilling services	(249,189)	-	-	-	-	(249,189)
Foreign exchange movement	(184,266)	(5,093)	(3,191)	(2,048)	(220)	(194,818)
	<u>(19,476,085)</u>	<u>(5,093)</u>	<u>(3,191)</u>	<u>(2,048)</u>	<u>(220)</u>	<u>(19,486,637)</u>
<b>Impairment provision</b>	<u>(1,231,150)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,231,150)</u>
<b>Transfer on loss of control</b>	<u>(15,081,000)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(15,081,000)</u>
<b>Balance at December 31, 2021</b>	<u>-</u>	<u>3,538,393</u>	<u>2,158,946</u>	<u>1,408,284</u>	<u>152,143</u>	<u>7,257,766</u>

The Company holds interests in the following properties in Ecuador:

(a) **Macara Project**

The Macara Project comprises two concessions as follows:

- (i) On November 6, 2017 the Company entered into an option agreement with an Ecuadorian individual (the “Macara Vendor”) whereby the Company was granted an option (the “Macara Option”) to acquire a 100% interest in one concession (the “Macara Concession”) located in the province of Loja, Ecuador. The Macara Vendor is currently an employee of the Company however, at the time the Macara Vendor acquired the Macara concessions they were at arm’s length to the Company.

Pursuant to the terms of the Macara Option the Company has paid US \$200,000 and agreed to make additional cash payments totalling US \$400,000 (collectively the “Option Proceeds”), as follows:

- US \$200,000 on the earlier of a NI43-101 resource calculation or November 6, 2021; and
- US \$200,000 on the earlier of a preliminary economics assessment or November 21, 2024.

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**5. Exploration and Evaluation Assets (continued)**

The Macara Vendor also retains a 0.5% NSR, which may be purchased by the Company for US \$1,000,000 at any time.

The Macara Vendor has entered into a participation agreement with an employee of the Company and the son of the Company's President to share the Option Proceeds equally.

As at December 31, 2022 the Company has incurred \$724,451 (2021 - \$712,608) of costs on the Macara Project; and

- (ii) In July 2017 the Company was awarded a concession (the "Bonanza Concession") located in the provinces of Loja and Tacamoros, Ecuador.

As at December 31, 2022 the Company has incurred \$3,861,633 (2021 - \$2,825,785) of costs on the Bonanza Concession.

(b) ***Ruminahui Project***

The Company owns a 100% interest in two concessions (the "Ruminahui Project") located in the province of Pichincha, Ecuador. During fiscal 2022 the Company completed its evaluation of drilling results conducted on the Ruminahui Project and has determined to record an impairment charge of \$2,858,019 for capitalized costs.

(c) ***Los Osos Concession***

On March 21, 2019 the Company entered into an option agreement with an Ecuadorian individual (the "Los Osos Vendor"), whereby the Company has been granted the option to acquire up to a 100% interest in one mineral concession ("Los Osos Concession") located in the province of El Oro, Ecuador. The Los Osos Vendor is currently an employee of the Company however, at the time the Los Osos Vendor acquired the Los Osos concession they were at arm's length to the Company. Pursuant to the terms of the agreement the Company may earn the following interests by payments of:

Interest	Amount US \$
15% on March 21, 2019	35,000 (paid)
15% on March 21, 2020	35,000 (paid)
20% on March 21, 2021	50,000 (paid)
25% on March 21, 2022	65,000 (paid US \$30,000)*
25% on March 21, 2023	<u>65,000 *</u>
	<u>250,000</u>

\* The Company and the Los Osos Vendor have agreed to defer the remaining US \$100,000 in option payments to a date to be determined.

The Los Osos Vendor also retains a 1% NSR, which may be purchased by the Company for US \$1,000,000 at any time.

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**5. Exploration and Evaluation Assets (continued)**

(d) ***El Potro Concession***

On August 30, 2021 the Company entered into an option to purchase agreement whereby the Company has been granted the mineral title (the “El Potro Concession”) located in the province of Loja, Ecuador. As at December 31, 2022 the Company has paid a total of US \$100,000 (2021 - US \$50,000) and agreed to make additional cash payments totalling US \$1,050,000, as follows:

	<b>Amount</b>
	<b>US \$</b>
Second anniversary	100,000
Third anniversary	150,000
Fourth anniversary	200,000
Fifth anniversary	<u>600,000</u>
	<u>1,050,000</u>

**6. Investment in Associated Companies**

The Company holds ownership interests in the following associates:

<u>Associate</u>	<u>Ownership Interest</u>	<u>2022</u>	<u>2021</u>
		<u>\$</u>	<u>\$</u>
Salazar Holdings Ltd. (“Salazar Holdings”)	25%	14,680,601	15,081,000
Minera Dos Gemas M2G S.A. (“Dos Gemas”)	20%	-	-
Santos Resources Ltd. (“Santos Resources”)	26%	<u>2,304,651</u>	<u>-</u>
		<u>16,985,252</u>	<u>15,081,000</u>

(a) ***Salazar Holdings - Curipamba Project***

Salazar Holdings holds a 100% interest in the Curipamba Project, consisting of seven concessions located in the provinces of Bolivar and Los Rios, Ecuador. The Curipamba Project is subject to a 2% net smelter return royalty (“NSR”).

On September 14, 2017, as amended September 19, 2019, the Company entered into a definitive option agreement (the “Curipamba Option”) whereby Adventus Mining Corporation (“Adventus”) would earn (the “Earn-In”) a 75% interest in Salazar Holdings by funding costs on the Curipamba Project of US \$25,000,000 over the next five years, including the completion of a feasibility study on the El Domo deposit, subject to certain exceptions. In December 2021 Adventus delivered the completed feasibility study and provided written notice of its exercise of the Earn-in. Effective December 31, 2021 the Company agreed to the transfer of a 75% ownership interest in Salazar Holdings to Adventus, reducing its interest to 25%, under a shareholders’ agreement (the “Salazar Holdings Shareholders’ Agreement”), dated January 4, 2022.

With the receipt of the feasibility study the Company completed an asset impairment test that determined that the recoverable amount of its effective ownership interest on the Curipamba Project based on a fair value less costs of disposal (“FVLCD”) model of \$15,081,000 exceeded the carrying value resulting in an asset impairment charge of \$1,231,150 for fiscal 2021. Estimates of future cash flows used in the calculation of the recoverable amount of the Curipamba Project are based on a reserve evaluation report prepared by independent engineers.



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**6. Investment in Associated Companies (continued)**

*Key Assumptions*

The key assumptions and estimates used in determining the FVLCD are related to the estimation of life of mine (“LOM”) production profile and reserves, future commodity prices, royalties, operating and capital costs and discount rates. The FVLCD estimates are determined to be categorized as level 3 according to the IFRS 13 fair value hierarchy. The following describes the impact on net loss relating to unobservable inputs that would have a significant impact on the determined FVLCD and impairment recognized for fiscal 2021:

- (i) Production volumes: estimates of the quantities of proven and probable mineral reserves and resources form the basis of the LOM plan. The ore reserves and mineral resources were based on information effective December 31, 2021, as compiled by qualified persons as defined in accordance with the Canadian Securities Administrators’ National Instrument 43-101 Standards of Disclosure for Mineral Projects requirement. Production volumes take into account a number of variables, including but not limited to the recoverable quantities, production profile, production costs, capital costs to develop the infrastructure required to extract the reserves and duration of mining rights. The production profiles and volumes used were consistent with the reserves and resource volumes used as a part of our process for the estimation of proved and probable reserves, which are then assessed to reflect what a market participant would estimate;
- (ii) Metal prices: forecast gold and copper prices used to estimate future revenues are derived from consensus prices from external sources and range from US \$1,600 per ounce for gold and US \$3.50 per pound for copper throughout the LOM; and
- (iii) Discount rates: in calculating the FVLCD, after-tax discount rate of 16% was used based on a weighted average cost of capital (“WACC”) analysis. Consistent with the cash flows in the LOM plan, the WACC is expressed in real terms.

The LOM plan used to determine impairment is based on management’s best estimates on market participant assumptions using internal and external data which may generate results that are not necessarily indicative of future performance. In addition, in deriving this analysis, management has made assumptions based on the structure and relationships of variables as at the balance sheet date which may differ due to fluctuations throughout future years with all other variables assumed to remain constant. Actual changes in one variable may contribute to changes in another variable, which may amplify or offset the individual effect of each assumption.

The key assumptions and values derived are compared to observable market multiples, including comparable entities and assets and related value per ounce of reserves and/or resources.

Although these estimates are based on management’s best knowledge of the amounts, events or actions as of the measurement date, the actual results may differ from these estimates.

In accordance with IFRS 10, *Consolidated Financial Statements*, the Company has derecognized the assets and liabilities of Salazar Holdings and recognized the 25% interest as investment in associated company at its fair value of \$15,081,000. The Company will continue to account for the investment in Salazar Holdings using the equity method. As the Option Exercise Date occurred on December 31, 2021 there was no equity income adjustment for fiscal 2021. In addition, on the Option Exercise Date the Company reclassified \$5,551,762 from the Accumulated Other Comprehensive Income (Loss) (“AOCI”), this being the cumulative amount of exchange differences relating to Salazar Holdings.

Adventus agreed to provide the Company with non-refundable advance payments of US \$250,000 per year until achievement of commercial production, to a maximum cumulative total of US \$1,750,000. As at December 31, 2022 the Company had received total advance payments of US \$1,500,000.

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**6. Investment in Associated Companies (continued)**

Adventus is required to fund 100% of the development and construction expenditures to commercial production. Upon achievement of commercial production, Adventus will receive 95% of the dividends from the Curipamba Project until its aggregate investment, including advance payments, has been recouped minus the approximate Company carrying value of US \$19,800,000 when the Curipamba Option was signed, after which dividends will be shared on a pro-rata basis according to their respective ownership. In certain circumstances where project development is delayed post earn-in, Adventus' ownership position could be diluted.

Adventus paid the Company a 10% management fee on certain expenditures during the term of the Curipamba Option, with a prescribed minimum annual amount of US \$350,000. During fiscal 2021 the Company received \$564,165. As part of the Salazar Holdings Shareholders' Agreement the Company earned a management fee of \$232,305 in fiscal 2022. This annual fee will be negotiated in subsequent years.

Prior to the Earn-in, drilling services required by Adventus' exploration program as part of Adventus' Earn-In were being provided by a subsidiary of the Company. As part of the Salazar Holdings shareholders agreement a subsidiary of the Company has the first right of refusal to provide drilling services. As drilling services to third parties are not in the Company's ordinary activities and the drilling services have been contracted with Adventus in which both the Company and Adventus shared in the risks and benefits that result from the drilling services Adventus was not considered a customer and the drilling services were not in the scope of IFRS 15 - *Revenue from Contracts with Customers*.

During fiscal 2021 the Company recorded \$2,640,442 revenue and incurred \$2,391,253 operating costs resulting in \$249,189 credit to the Curipamba exploration and evaluation asset. During fiscal 2022 the Company recorded \$2,210,674 revenue and incurred \$1,467,331 operating costs resulting in \$743,343 net drill income recorded in other items.

The Company's investment in Salazar Holdings is as follows:

	\$
Balance, December 31, 2021	15,081,000
Equity loss	<u>(400,399)</u>
Balance, December 31, 2022	<u>14,680,601</u>

Salazar Holdings' aggregate assets, aggregate liabilities and comprehensive loss are as follows:

	<u>As at December 31,</u>	
	<u>2022</u>	<u>2021</u>
	\$	\$
Current assets	14,568,630	203,432
Non-current assets	119,045,266	81,003,932
Current liabilities	(6,036,318)	(1,551,085)
Non-current liabilities	<u>(18,923,442)</u>	<u>(160,619)</u>
Net assets	<u>108,654,136</u>	<u>79,495,660</u>
	<u>Year Ended December 31,</u>	
	<u>2022</u>	<u>2021</u>
	\$	\$
Total comprehensive loss for the year	<u>(1,601,596)</u>	<u>-</u>

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**6. Investment in Associated Companies (continued)**

**(b) *Dos Gemas - Exploration Alliance***

On September 13, 2017, as amended December 21, 2017, the Company and Adventus signed an exploration alliance memorandum of understanding (the “MOU”) to jointly explore in Ecuador (the “Alliance”). Under the MOU the venture would be owned 80% by Adventus and 20% by the Company, with the Company operating the Alliance and Adventus funding all activities incurred on behalf of the Alliance up to a construction decision.

On February 19, 2018 the Company, Adventus and Dos Gemas entered into the definitive exploration alliance agreement (the “Exploration Alliance Agreement”) to formalize the terms of the MOU. Dos Gemas is owned 80% by Adventus and 20% by the Company. During fiscal 2018 Adventus assumed control of Dos Gemas and, as such, the Company derecognized the assets and liabilities of Dos Gemas from the consolidated financial statements. The remaining 20% investment retained in Dos Gemas was recognized at fair value when control was assumed by Adventus and the Company subsequently accounted for its investment using the equity method. The Company’s share of losses exceeds its interest in Dos Gemas and, as such, the Company has discontinued recognizing its share of any further losses as there are no legal or constructive obligations.

As operator of the Alliance the Company will be paid a 10% operator’s fee on all expenditures incurred, subject to an annual maximum fee of US \$200,000 on costs pertaining to surface rights acquisitions. During fiscal 2022 the Company earned \$8,011 (2021 - \$13,749) in operator fees and, as at December 31, 2022 \$8,336 (2021 - \$4,517) has been included in amounts receivable. In addition, commencing fiscal 2020 the Company provided drilling services to Dos Gemas. During fiscal 2022 the Company recorded \$nil (2021 - \$389,380) revenue and incurred \$nil (2021 - \$331,221) operating costs resulting in \$nil (2021 - \$58,159) in net drill income.

*Pijili Project*

In August 2017 the Company was awarded three concessions (the “Pijili Project”), located in the province of Azuay, Ecuador. On March 28, 2018 the Company, Adventus and Dos Gemas entered into a letter agreement whereby the Company agreed to transfer the Pijili Project to Dos Gemas under the Alliance whereby Adventus has issued 2,536,232 Adventus common shares at an ascribed value of \$2,028,986, paid a total of \$195,705 (US \$150,000) cash and fulfilled its US \$1,000,000 minimum exploration commitments. The official transfer of the Pijili Project was completed in May 2021. During fiscal 2022 the Company earned \$15,324 (2021 - \$37,525) in operator fees and, as at December 31, 2022 \$15,947 (2021 - \$6,540) has been included in amounts receivable.

*Santiago Concession*

The Company held a 100% interest in a concession (the “Santiago Concession”) located in the province of Loja, Ecuador. On May 22, 2018 the Company, Adventus and Dos Gemas entered into an agreement whereby the Company agreed to transfer the Santiago Project to Dos Gemas under the Alliance whereby Adventus has issued 1,268,116 Adventus common shares, at an ascribed value of \$1,014,492, paid a total of \$97,118 (US \$75,000) cash and fulfilled its US \$500,000 minimum exploration commitments. The official transfer of the Santiago Project was completed in fiscal 2019. The Santiago Project is subject to a 1.5% net smelter royalty that can be bought out for US \$1,000,000, as well as a 4% net profits interest royalty that is in favour of INV Metals Inc.

During fiscal 2022 the Company earned \$3,905 (2021 - \$1,676 ) in operator fees and \$78,102 (2021 - \$nil) in standby charges and as at December 31, 2022 \$4,063 (2021 - \$1,676) has been included in amounts receivable.

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**6. Investment in Associated Companies (continued)**

Dos Gemas' aggregate assets, aggregate liabilities and comprehensive loss are as follows:

	<u>As at December 31,</u>	
	<u>2022</u>	<u>2021</u>
	\$	\$
Current assets	22,506	8,289
Non-current assets	10,817,125	2,924
Current liabilities	(74,855)	(8,560)
Non-current liabilities	<u>(10,784,286)</u>	<u>(64,480)</u>
Net assets	<u>(19,510)</u>	<u>(61,827)</u>
	<u>Year Ended December 31,</u>	
	<u>2022</u>	<u>2021</u>
	\$	\$
Total comprehensive loss for the year	<u>(41,670)</u>	<u>(62,394)</u>

(c) ***Santos Resources - Los Santos Concession***

On December 8, 2020 the Company entered into a binding letter of intent (the "Los Santos LOI") with Minera Mesaloma S.A. ("Mesaloma") whereby the Company may acquire up to a 100% interest in the Los Santos Concession, located in southwest Ecuador. Pursuant to the terms of the Los Santos LOI the Company made an initial payment of US \$25,000 in December 2020 and, at Mesaloma's election, in January 2021 the Company issued 177,283 units, comprising 177,283 common shares and 88,642 warrants, with each warrant entitling Mesaloma to acquire an additional common share at a price of \$0.385 per share, expiring July 22, 2022. The value assigned to the common shares was \$62,935 and to the warrants was \$11,523 for a total fair value of \$74,458. The fair value of the warrants has been estimated using the Black-Scholes option pricing model. The assumptions used were: a risk-free interest rate of 0.14%; expected volatility of 83%; an expected life of 1.5 years; a dividend yield of 0%; and an expected forfeiture rate of 0%.

On November 24, 2021, as amended on July 16, 2022, the Company and Mesaloma and other parties (collectively the "Optionor") completed the definitive agreement (the "Mining Option and Shareholders' Agreement") under which the Company may acquire up to a 90% beneficial interest in Santos Resources, a company incorporated to hold a 100% beneficial interest in the Los Santos Concession, by making option payments (the "Option Payments") totalling US \$1,950,000, as follows:

- (i) paid a total of US\$150,000 (the "First Option Exercise Payment") and earned an initial 26% interest;
- (ii) US\$250,000 (the "Second Option Exercise Payment") on or before the 12 month anniversary of the date of making the First Option Exercise Payment to earn an additional 25% interest (for a total of 51%);
- (iii) US\$350,000 (the "Third Option Exercise Payment") on or before the 12 month anniversary of the date of making the Second Option Exercise Payment to earn an additional 10% interest (for a total of 61%);
- (iv) US\$500,000 (the "Fourth Option Exercise Payment") on or before the 12 month anniversary of the date of making the Third Option Exercise Payment to earn an additional 19% interest (for a total of 80%); and
- (v) US\$700,000 to the Optionor on or before the 12 month anniversary of the date of payment of the Fourth Option Exercise Payment to earn an additional 10% interest (for a total of 90%) (the "Fifth Earn-in Option").

The Optionor can elect to receive any of the Option Payments, in lieu of the respective cash amounts, in units of the Company. Each unit will comprise one common share and one-half share purchase warrant. Each unit will be issuable at the greater of \$0.23 or the five-day volume weighted average price of the Company's common shares minus a discount of 7.5% from the market price prior to the payment date. Each warrant will be exercisable for 18 months at the greater of \$0.305 or the market price prior to the payment date.

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**6. Investment in Associated Companies (continued)**

Upon the Company having earned a beneficial 90% interest in the Santos Resources the Company may acquire the remaining 10% interest by paying the Optionor US \$2,000,000 and granting a 1.5% NSR, which may be repurchased by the Company for a price of US \$1,250,000 per 0.5% NSR.

As at December 31, 2021 the Company has funded \$167,476 of costs which was recorded as deferred acquisition costs.

Santos Resources' aggregate assets, aggregate liabilities and comprehensive loss are as follows:

	As at December 31, 2022 \$
Current assets	30,937
Non-current assets	2,304,651
Current liabilities	<u>(6)</u>
Net assets	<u>2,335,582</u>
	As at December 31, 2022 \$
Total comprehensive loss for the year	<u>(1,185)</u>

**7. Share Capital**

(a) *Authorized Share Capital*

The Company's authorized share capital consisted of an unlimited number of common shares without par value. All issued common shares are fully paid.

(b) *Reconciliation of Changes in Share Capital*

*Fiscal 2022*

On October 24, 2022 the Company announced its intention to conduct a non-brokered private placement financing of approximately 30,000,000 common shares at \$0.10 per share. As at December 31, 2022 the Company had completed tranche closings and issued a total of 26,314,796 common shares for \$2,631,479. The Company paid a finders' fee of \$3,000 cash and issued 1,000,000 common shares at an ascribed value of \$100,000. The Company incurred \$16,702 for legal, filing and other associated costs.

Directors and officers of the Company purchased 4,017,623 common shares of this private placement.

See also Note 15.

*Fiscal 2021*

(i) In January 2021 the Company received TSXV approval to the Los Santos LOI and issued 177,283 units of the Company at a fair value of \$74,458. See also Note 6(c).

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**7. Share Capital (continued)**

- (ii) On February 2, 2021 the Company completed a non-brokered private placement of 18,572,000 common shares at \$0.35 per share, for total proceeds of \$6,500,200. The Company paid finders' fees totalling \$390,012 and issued 1,114,320 finders' warrants. Each finders' warrant entitles the holder to purchase one common share of the Company at a price of \$0.35 per share, expiring February 2, 2026. The value assigned to the finders' warrants was \$267,437. The weighted average fair value of the Broker Warrants issued was \$0.24 per warrant. The fair value of the finders' warrants has been estimated using the Black-Scholes option pricing model. The assumptions used were: a risk-free interest rate of 0.44%; expected volatility of 78%; an expected life of 5 years; a dividend yield of 0%; and an expected forfeiture rate of 0%.

The Company incurred a total of \$21,185 for legal and other costs associated with this private placement financing.

(c) **Warrants**

A summary of the number of common shares reserved pursuant to the Company's outstanding warrants at December 31, 2022 and 2021 and the changes for the years ended on those dates is as follows:

	2022		2021	
	Number	Weighted Average Exercise Price \$	Number	Weighted Average Exercise Price \$
Balance, beginning of year	2,202,962	0.25	1,000,000	0.12
Issued	-	-	1,202,962	0.35
Expired	<u>(88,642)</u>	0.385	<u>-</u>	-
Balance, end of year	<u>2,114,320</u>	0.24	<u>2,202,962</u>	0.25

The following table summarizes information about the number of common shares reserved pursuant to the Company's warrants outstanding and exercisable at December 31, 2022:

Number	Exercise Price \$	Expiry Date
1,000,000	0.12	February 16, 2024
<u>1,114,320</u>	0.35	February 2, 2026
<u>2,114,320</u>		

(d) **Share Option Plan**

The Company has established a rolling share option plan (the "Plan"), in which the maximum number of common shares which can be reserved for issuance under the Plan is 10% of the issued and outstanding shares of the Company. The minimum exercise price of the options is set at the Company's closing share price on the day before the grant date, less allowable discounts in accordance with the policies of the TSXV. Options granted may be subject to vesting provisions as determined by the Board of Directors and have a maximum term of five years.

During fiscal 2022 the Company did not grant any options. The Company recorded share-based compensation of \$170,700 on the vesting of share options previously granted.

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**7. Share Capital (continued)**

During fiscal 2021 the Company granted share options to purchase 2,450,000 common shares and recorded compensation expense of \$188,301 on the granting and vesting of share options previously granted. The fair value of share options granted and vested is estimated using the Black-Scholes option pricing model using the following assumptions:

	<u>2021</u>
Risk-free interest rate	0.86% - 0.92%
Estimated volatility	71% - 75%
Expected life	5 years
Expected dividend yield	0%
Estimated forfeiture rate	0%

The weighted average measurement date fair value of all share options granted during fiscal 2021 was \$0.18 per share option.

Option-pricing models require the use of estimates and assumptions including the expected volatility. Changes in the underlying assumptions can materially affect the fair value estimates and, therefore, existing models do not necessarily provide reliable measure of the fair value of the Company's share options.

A summary of the Company's share options at December 31, 2022 and 2021 and the changes for the year ended on those dates, is as follows:

	<u>2022</u>		<u>2021</u>	
	Number of Options Outstanding	Weighted Average Exercise Price \$	Number of Options Outstanding	Weighted Average Exercise Price \$
Balance, beginning of year	6,937,000	0.19	11,462,000	0.14
Granted	-	-	2,450,000	0.31
Exercised	(50,000)	0.135	(6,825,000)	0.14
Expired	-	-	(150,000)	0.24
Balance, end of year	<u>6,887,000</u>	0.19	<u>6,937,000</u>	0.19

The following table summarizes information about the share options outstanding and exercisable at December 31, 2022:

Number Outstanding	Number Exercisable	Exercise Price \$	Expiry Date
1,000,000	1,000,000	0.12	January 25, 2024
3,537,000	3,537,000	0.135	February 14, 2024
1,850,000	-	0.29	April 6, 2026
<u>500,000</u>	<u>166,666</u>	0.37	June 14, 2026
<u>6,887,000</u>	<u>4,703,666</u>		

(e) **Restricted Share Units ("RSU") Plan**

On August 27, 2020 the Company adopted a restricted share unit plan (the "RSU Plan"). The RSU Plan provides for the issuance of up to 1,000,000 restricted share units (the "RSUs"). Under the RSU Plan, RSUs may be granted to directors, officers, employees and consultants of the Company (excluding investor relations consultants) as partial compensation for the services they provide to the Company. The RSU Plan is a fixed number plan, and the number of common shares issued under the RSU Plan, when combined with the number of stock options available under the Company's share option plan, will not exceed 10% of the Company's outstanding common shares.

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**7. Share Capital (continued)**

On April 6, 2021 the Company awarded 798,000 RSUs which will vest, as to 100%, on April 6, 2023. On June 14, 2021 the Company awarded 100,000 RSUs which will vest, as to 100%, on June 14, 2023.

A summary of the Company's RSUs at December 31, 2022 and 2021 and the changes for the year ended on those dates, is as follows:

	2022 Number of RSUs	2021 Number of RSUs
Balance, beginning of year	863,000	-
Awarded	-	898,000
Forfeited	-	(35,000)
	<u>863,000</u>	<u>863,000</u>
Balance, end of year	<u>863,000</u>	<u>863,000</u>

During fiscal 2022 the Company recorded share-based compensation of \$127,368 (2021 - \$91,674) relating to the RSUs.

**8. Related Party Disclosures**

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. Certain of these entities transacted with the Company during the reporting period.

(a) *Compensation of Key Management Personnel*

During fiscal 2022 and 2021 the following amounts were incurred with respect to the President & Chief Executive Officer ("CEO"), the Chief Financial Officer ("CFO"), and the Executive Vice-President of the Company:

	2022 \$	2021 \$
Salaries and fees	262,364	391,806
Health benefits	6,761	6,512
Share-based compensation - share options	69,040	85,474
Share-based compensation - RSUs	<u>56,064</u>	<u>41,892</u>
	<u>394,229</u>	<u>525,684</u>

As at December 31, 2022 \$22,000 ( 2021 - \$11,000) remained unpaid and has been included in accounts payable and accrued liabilities.

(b) *Other Related Party Transactions*

(i) During fiscal 2022 and 2021 the following amounts were incurred with respect to non-executive directors of the Company:

	2022 \$	2021 \$
Consulting	86,466	87,053
Share-based compensation - share options	59,085	53,608
Share-based compensation - RSUs	<u>33,973</u>	<u>21,887</u>
	<u>179,524</u>	<u>162,548</u>



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**8. Related Party Disclosures (continued)**

As at December 31, 2022 \$10,361 (2021 - \$6,339) remained unpaid and has been included in accounts payable and accrued liabilities.

- (ii) During fiscal 2022 the Company incurred a total of \$58,092 (2021 - \$62,039) to Chase Management Ltd. ("Chase"), a private corporation owned by a director of the Company, for accounting and administration services provided by Chase personnel, excluding the director. As at December 31, 2022 \$9,481 (2020 - \$4,437) remained unpaid and has been included in accounts payable and accrued liabilities.
- (iii) During fiscal 2022 the Company incurred \$31,241 (2021 - \$240,710) for equipment rental services and \$67,688 (2021 - \$202,786) for professional services provided by a private corporation controlled by the President and the CFO of the Company. As at December 31, 2022 \$79,373 (2021 - \$74,298) remained unpaid and has been included in accounts payable and accrued liabilities.
- (iv) During fiscal 2022 the Company incurred \$28,117 (2021 - \$34,602) for storage rental provided by a private corporation controlled by the son of the President of the Company.
- (v) During fiscal 2022 the Company incurred \$91,119 (2021 - \$nil) for geological services provided by a private corporation controlled by the President of the Company.
- (vi) During fiscal 2022 the Company incurred \$nil (2021 - \$167,459) for environmental studies provided by a private corporation controlled by the CFO of the Company.
- (vii) During fiscal 2022 the Company incurred \$nil (2021 - \$4,513) for geological services provided by a private corporation controlled by the CFO of the Company.
- (viii) See also Note 5(a).

**9. Income Taxes**

Deferred income tax assets and liabilities of the Company as at December 31, 2022 and 2021, are as follows:

	2022 \$	2021 \$
Deferred income tax assets (liabilities):		
Losses available for future periods	1,918,400	1,889,500
Financing costs	70,900	88,800
Difference between book value and income tax costs of:		
- exploration and evaluation assets	1,216,900	432,900
- property, plant and equipment	<u>(51,000)</u>	<u>(62,800)</u>
	3,155,200	2,348,400
Unrecognized deferred tax asset	<u>(3,155,200)</u>	<u>(2,348,400)</u>
Net deferred tax asset	<u>-</u>	<u>-</u>

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**9. Income Taxes (continued)**

The recovery of income taxes shown in the consolidated statements of operations differs from the amounts obtained by employing substantively enacted statutory rates to the loss before provision for income taxes for fiscal 2022 and 2021 as follows:

	2022 \$	2021 \$
(Loss) income before income taxes	(3,904,786)	2,727,621
Statutory tax rate	<u>27.0%</u>	<u>27.0%</u>
Expected income tax (recovery) expense	(1,054,300)	736,500
Foreign income tax rate differences	(127,600)	(30,100)
Other	57,200	(1,445,600)
Change in unrecognized deductible temporary differences	<u>1,124,700</u>	<u>739,200</u>
Actual income tax expense (recovery)	<u>-</u>	<u>-</u>

As at December 31, 2022 the Company has approximately \$7,036,200 (2021 - \$6,953,700) of non-capital losses carried forward, and unclaimed deductions of \$1,810,400 (2021 - \$1,876,800) for Canadian tax purposes available to offset future income. The non-capital losses expire from 2027 to 2042. The Company also has non-capital losses of approximately \$84,800 (2021 - \$54,800) for Ecuadorian tax purposes.

Deferred income tax benefits which may arise as a result of these losses have not been recognized in the consolidated financial statements as their realization is unlikely.

**10. Commitments**

The Company is obligated to fulfill certain investment obligations on its mineral concessions in Ecuador pursuant to the following rules:

- (a) When applying for new concessions via the public tender process in Ecuador, the Company, either directly or under option agreement, presented its investment offers for each concession. The investment offer represents the total amount that is required to be spent in order to maintain possession of the concession area at the end of the four-year investment period required by the Government of Ecuador. Accordingly, should the Company wish to retain possession of all the concession areas it holds as at December 31, 2022, the Company's commitment for fiscal 2023 is approximately US \$1,800,000.
- (b) Concessions in Ecuador that were not acquired via the public tender process require the Company to submit an annual expenditure plan to the Government of Ecuador outlining the minimum amount of committed expenditures for the upcoming year. The total obligation of the Company for these concession areas for fiscal 2023 is approximately US \$250,000.

**11. Other Income**

	2022 \$	2021 \$
Interest income	31,356	22,291
Management fees (Note 6(a))	232,305	-
Operator fees (Note 6)	27,240	52,950
Advance payment (Note 6(a))	342,500	-
Other	<u>121,449</u>	<u>-</u>
	<u>754,850</u>	<u>75,241</u>

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**12. Financial Instruments and Risk Management**

*Categories of Financial Assets and Financial Liabilities*

Financial instruments are classified into one of the following categories: FVTPL, FVOCI and amortized cost. The carrying values of the Company's financial instruments are classified into the following categories:

<b>Financial Instrument</b>	<b>Category</b>	<b>December 31, 2022 \$</b>	<b>December 31, 2021 \$</b>
Cash and cash equivalents	FVTPL	2,165,730	3,721,815
Amounts receivable	Amortized cost	860,681	223,936
Accounts payable and accrued liabilities	Amortized cost	(619,622)	(401,923)

The Company's financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.

Level 2 - Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market place.

Level 3 - Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The recorded amounts for amounts receivable and accounts payable and accrued liabilities approximate their fair value due to their short-term nature. The Company's cash and cash equivalents under the fair value hierarchy is measured using Level 1 inputs.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

*Credit Risk*

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and amounts receivable. Management believes that the credit risk concentration with respect to financial instruments included in cash and amounts receivable is remote.

*Liquidity Risk*

Liquidity risk is the risk that the Company will not have the resources to meet its obligations as they fall due. The Company manages this risk by closely monitoring cash forecasts and managing resources to ensure that it will have sufficient liquidity to meet its obligations. All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal period. The following table is based on the contractual maturity dates of financial assets and the earliest date on which the Company can be required to settle financial liabilities.

	<b>Contractual Maturity Analysis at December 31, 2022</b>				
	<b>Less than 3 Months \$</b>	<b>3 - 12 Months \$</b>	<b>1 - 5 Years \$</b>	<b>Over 5 Years \$</b>	<b>Total \$</b>
Cash and cash equivalents	2,165,730	-	-	-	2,165,730
Amounts receivable	860,681	-	-	-	860,681
Accounts payable and accrued liabilities	(619,622)	-	-	-	(619,622)

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**12. Financial Instruments and Risk Management (continued)**

*Market Risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant.

(a) Interest Rate Risk

The Company is exposed to interest rate risk to the extent that the cash bears floating rates of interest. The interest rate risk on cash and on the Company's obligations are not considered significant.

(b) Foreign Currency Risk

The Company's significant subsidiary is located in Ecuador which has adopted the US Dollar as its currency.

The Company also maintains cash deposits in US Dollars with its Canadian bank. As such, the fluctuation of the Canadian Dollar in relation to the US Dollar will have an impact upon the profitability of the Company and may also affect the value of the Company's assets and the amount of shareholders' equity. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks. At December 31, 2022, 1 Canadian Dollar was equal to 0.74 US Dollar.

Balances are as follows:

	US \$	CDN \$ Equivalent
Cash and cash equivalents	557,200	752,973
Amounts receivable	550,318	745,351
VAT receivable	52,248	70,605
Accounts payable and accrued liabilities	<u>(410,910)</u>	<u>(555,284)</u>
	<u>748,856</u>	<u>1,013,645</u>

Based on the net exposures as of December 31, 2022 and assuming that all other variables remain constant, a 10% fluctuation on the Canadian Dollar against the US Dollar would result in the Company's comprehensive loss being approximately \$102,000 higher (or lower).

*Capital Management*

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain development of the business. The Company defines capital that it manages as share capital and cash. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

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**13. Supplemental Cash Flow Information**

During fiscal 2022 and 2021 non-cash activities were conducted by the Company as follows:

	2022 \$	2021 \$
Investing activity		
Exploration and evaluation assets	-	(384,708)
Financing activities		
Issuance of common shares	105,000	1,061,685
Share-based payments reserve	(5,000)	(409,540)
Share issue costs	(100,000)	(267,437)
	-	384,708

**14. Segmented Information**

The Company operates in one reportable segment, the exploration and development of unproven exploration and evaluation assets. The Company's exploration and evaluation assets are located in Ecuador and its corporate assets are located in Canada.

	December 31, 2022		
	Corporate Canada \$	Mineral Operations Ecuador \$	Total \$
Current assets	2,123,543	1,704,000	3,827,543
Property, plant and equipment	-	1,134,228	1,134,228
Exploration and evaluation assets	-	7,327,886	7,327,886
Investment in associated companies	16,985,252	-	16,985,252
	<u>19,108,795</u>	<u>10,166,114</u>	<u>29,274,909</u>
	December 31, 2021		
	Corporate Canada \$	Mineral Operations Ecuador \$	Total \$
Current assets	3,707,216	1,454,242	5,161,458
Property, plant and equipment	-	1,510,397	1,510,397
Exploration and evaluation assets	-	7,257,766	7,257,766
Deferred acquisition costs	-	167,476	167,476
Investment in associated company	15,081,000	-	15,081,000
	<u>18,788,216</u>	<u>10,389,881</u>	<u>29,178,097</u>

**15. Event after the Reporting Period**

Subsequent to December 31, 2022 the Company completed the remaining tranche of a private placement financing and issued 3,685,210 common shares for \$368,521. See also Note 7(b).