Golden Arrow Resources Corporation

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED
SEPTEMBER 30, 2024 AND 2023

(Unaudited – Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of these condensed interim financial statements they must be accompanied by a notice indicating that these condensed interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's external auditors have not performed a review of these condensed interim financial statements.

Golden Arrow Resources Corporation
Consolidated Interim Statements of Financial Position
(Unaudited - Expressed in Canadian Dollars)

	Note	September 30, 2024 $	December 31, 2023 $
ASSETS			
Current assets			
Cash and cash equivalents		749,362	115,800
Amounts receivable	7	76,592	519,594
Prepaid expenses		302,902	242,427
Total current assets		**1,128,856**	**877,821**
Non-current assets			
Investments	5	1,160,000	1,200,000
Mineral property interests	4	4,457,781	4,257,827
Right-of-use assets	3	-	169,509
Total non-current assets		**5,617,781**	**5,627,336**
Total Assets		**6,746,637**	**6,505,157**
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	7	968,639	744,866
Current portion of lease liabilities	3	-	52,040
Total current liabilities		**968,639**	**796,906**
Lease liabilities	3	-	138,731
Derivative liability	4a	4,479,025	-
Total liabilities		**5,447,664**	**935,637**
EQUITY			
Share capital	6	39,431,144	38,757,656
Reserves	6	27,140,433	26,983,361
Deficit		(65,272,604)	(60,171,497)
Total equity		**1,298,973**	**5,569,520**
Total Equity and Liabilities		**6,746,637**	**6,505,157**

GOING CONCERN (Note 1)

CONTINGENCY (Note 9)

SUBSEQUENT EVENTS (Note 13)

These condensed consolidated interim financial statements are authorized for issue by the Board of Directors on November 27, 2024. They are signed on the Company's behalf by:

"Nikolaos Cacos" , Director

"*David Terry*" , Director

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

Golden Arrow Resources Corporation
Consolidated Interim Statements of Loss and Comprehensive Loss
(Unaudited – Expressed in Canadian Dollars)

	Note	Three months ended September 30, 2024 $	Three months ended September 30, 2023 $	Nine months ended September 30, 2024 $	Nine months ended September 30, 2023 $
Expenses					
Administration and management services	7	-	106,300	30,000	333,000
Corporate development and investor relations		121,089	110,438	177,575	470,978
Depreciation		-	29,615	22,907	88,844
Exploration	4	2,158,863	963,867	4,502,678	4,454,632
Office and sundry	7	(13,072)	68,987	61,764	159,901
Professional fees		25,433	37,835	53,230	168,341
Rent, parking and storage		10,365	12,935	28,455	22,931
Salaries and employee benefits	7	167,558	236,503	553,373	759,866
Share-based compensation		-	284,276	-	284,276
Transfer agent and regulatory fees		7,597	10,073	35,274	27,729
Travel and accommodation		-	168	-	26,822
Loss from operating activities		**(2,477,833)**	**(1,860,997)**	**(5,465,256)**	**(6,797,320)**
Foreign exchange gain		349,521	394,250	335,274	848,552
Interest expense		-	(9,655)	(9,290)	(30,746)
Interest income		887	-	14,976	-
Gain on derecognition of right-of-use assets		-	-	23,189	-
Option income		-	1,200,000	-	1,200,000
Dividend income	5	-	563	-	24,338
Income from other items		**350,408**	**1,585,158**	**364,149**	**2,042,144**
Loss for the period		**(2,127,425)**	**(275,839)**	**(5,101,107)**	**(4,755,176)**
Other comprehensive loss					
Items that will not be reclassified to profit or loss					
Change in fair value of marketable securities	5	-	(5,108)	(40,000)	(118,881)
Other comprehensive loss for the period		**-**	**(5,108)**	**(40,000)**	**(118,881)**
Comprehensive loss for the period		**(2,127,425)**	**(280,946)**	**(5,141,107)**	**(4,874,057)**
Basic and diluted loss per common share ($)	8	**(0.01)**	**(0.00)**	**(0.04)**	**(0.04)**

Golden Arrow Resources Corporation
Consolidated Interim Statements of Cash Flows
(Unaudited – Expressed in Canadian Dollars)

		Nine months ended September 30,	
		2024	**2023**
	Note	**$**	**$**
Cash flows from operating activities			
Loss for the period		(5,101,107)	(4,755,176)
Adjustments for:			
Depreciation		22,907	88,844
Depreciation of property and equipment included in exploration expenses		-	4,079
Gain on derecognition of right-of-use assets		(23,189)	-
Interest expense		9,290	30,746
Share-based compensation		-	284,276
Option income		-	(1,200,000)
Dividend income		-	(24,338)
		(5,092,099)	(5,571,569)
Change in non-cash working capital items:			
Decrease (increase) in amounts receivable		443,002	(160,740)
Increase in prepaid expenses		(60,475)	(101,069)
Increase (decrease) in accounts payable and accrued liabilities		223,773	(181,863)
Net cash used in operating activities		**(4,485,799)**	**(6,015,241)**
Cash flows from investing activities			
Expenditures on mineral property interests		(199,954)	(71,843)
Option income	4a	4,479,025	-
Dividend income		-	24,338
Proceeds from sale of marketable securities	5	-	5,504,839
Net cash received from investing activities		**4,279,071**	**5,457,334**
Cash flows from financing activities			
Issuance of common shares and warrants	6	894,500	819,655
Share issue costs	6	(23,940)	(23,878)
Lease payments		(30,270)	(109,611)
Net cash received from financing activities		**840,290**	**686,166**
Net increase in cash and cash equivalents		**633,562**	**128,259**
Cash and cash equivalents at beginning of period		115,800	606,710
Cash and cash equivalents at end of period		**749,362**	**734,969**

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

Golden Arrow Resources Corporation
Consolidated Interim Statements of Changes in Equity

(Unaudited – Expressed in Canadian Dollars)

	Share capital		Reserves					
	Number of shares	Amount $	Contributed surplus $	Equity settled share-based payments $	Warrants $	Accumulated other comprehensive income $	Deficit $	Total $
Balance at December 31, 2022	115,167,239	38,088,211	18,071,509	1,031,001	1,163,346	6,425,778	(54,353,460)	10,426,385
Private placement	11,709,357	697,505	-	-	122,150	-	-	819,655
Share issue costs	-	(23,878)	-	-	-	-	-	(23,878)
Agent warrants granted	-	(4,182)	-	-	4,182	-	-	-
Share-based compensation	-	-	-	284,276	-	-	-	284,276
Stock options expired	-	-	680,866	(680,866)	-	-	-	-
Total comprehensive loss for the period	-	-	-	-	-	(118,881)	(5,955,176)	(6,074,057)
Balance at September 30, 2023	126,876,596	38,757,656	18,752,375	634,411	1,289,678	6,306,897	(60,308,636)	5,432,381
Total comprehensive loss for the period	-	-	-	-	-	-	137,139	137,139
Balance at December 31, 2023	126,876,596	38,757,656	18,752,375	634,411	1,289,678	6,306,897	(60,171,497)	5,569,520
Private placement	17,890,000	705,222	-	-	189,278	-	-	894,500
Share issue costs	-	(23,940)	-	-	-	-	-	(23,940)
Agent warrants granted	-	(7,794)	-	-	7,794	-	-	-
Warrants expired	-	-	1,163,347	-	(1,163,347)	-	-	-
Total comprehensive loss for the period	-	-	-	-	-	(40,000)	(5,101,107)	(5,141,107)
Balance at September 30, 2024	144,766,596	39,431,144	19,915,722	634,411	323,403	6,266,897	(65,272,604)	1,298,973

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Golden Arrow Resources Corporation (the "Company" or "We") was incorporated on September 22, 2015, under the Business Corporations Act in the province of British Columbia. The address of the Company's registered office is Suite 312 – 837 West Hastings Street, Vancouver, BC, Canada V6C 3N6. The Company is listed on the TSX Venture Exchange ("TSX-V"), trading under the symbol "GRG", the OTCQX, trading under the symbol "GARWF", and the Frankfurt Stock Exchange, trading under the symbol "G6A".

The Company is a natural resource company engaged in the acquisition, exploration and development of resource properties in South America. The Company's mineral property interests presently have no proven or probable reserves and, on the basis of information to date, it has not yet determined whether these properties contain economically recoverable resources. The recoverability of amounts shown for mineral property interests are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves, and upon future profitable production.

The Company has experienced recurring operating losses and has a deficit of $65,272,604, working capital of $160,217 and shareholders' equity of $1,298,973 at September 30, 2024. In addition, the Company incurred negative cash flow from operating activities of $4,485,799 for the nine months ended September 30, 2024. Working capital is defined as current assets less current liabilities and provides a measure of the Company's ability to settle liabilities that are due within one year with assets that are also expected to be converted into cash within one year. The Company's financial position indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. The Company's continued operations are dependent upon its ability to raise additional funding to meet its obligations as they fall due. Management's plan in this regard is to raise equity financing as required. There are no assurances that the Company will be successful in achieving these goals.

The financial statements do not reflect adjustments in the carrying values of the assets and liabilities, the reported expenses, and the statement of financial position classifications used, that would be necessary if the company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

2. MATERIAL ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these financial statements are set out below.

a) Statement of compliance

The Company's condensed consolidated interim financial statements have been prepared in accordance with IAS 34, Interim Financial Reporting and using accounting policies in compliance with the International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards") and accordingly, certain information and note disclosure included in the annual consolidated financial statements prepared in accordance with IFRS have been omitted or condensed. These condensed consolidated interim financial statements should be read in conjunction with the Company's December 31, 2023, audited annual financial statements.

2. MATERIAL ACCOUNTING POLICIES (continued)

b) **Basis of presentation**

These condensed consolidated interim financial statements have been prepared on a historical cost basis except for marketable securities, which are carried at fair value.

c) **Basis of consolidation**

These condensed consolidated interim financial statements include the accounts of the Company and its wholly-owned subsidiaries.

	Place of Incorporation	Principal Activity
New Golden Explorations Inc.	BC, Canada	Holding company
New Golden Explorations Atlantida Ltd.	BC, Canada	Holding company
New Golden Explorations Indiana Ltd.	BC, Canada	Holding company
New Golden Explorations Indiana Chile SpA	Chile	Exploration company
New Golden Explorations Chile SpA	Chile	Exploration company
Desarrollo de Recursos S.A.	Argentina	Exploration company

On November 21, 2023, the Company transferred its 100% ownership in Lucca S.A. to an arm's length party for nominal consideration to eliminate ongoing corporate overhead costs in Paraguay (see also Note 4(i)).

Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated in preparing the financial statements.

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

Estimation uncertainty and Significant judgments

The Company's management makes judgments in its process of applying the Company's accounting policies in preparations of these condensed consolidated interim financial statements. In addition, these condensed consolidated interim financial statements include estimates which require management to make estimates of future uncertain events on the carrying amount of the Company's assets and liabilities at the end of the reporting period. Actual results may differ from those estimates as the estimation process is inherently uncertain. 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. 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.

Where the fair value of equity instruments cannot be derived from transactions in active markets, they are determined using appropriate valuation techniques for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. The Company's equity investment in Mogotes Metals Inc. is measured at fair value using Level 3 inputs since Mogotes Metals Inc. is a private Company.

(Expressed in Canadian Dollars Unless Otherwise Noted)

2. MATERIAL ACCOUNTING POLICIES (continued)

Significant judgments:

- The net carrying value of each mineral property is reviewed regularly for conditions that suggest impairment. This review requires significant judgment. Indicators of impairment may include (i) the period during which the entity has the right to explore in the specific area has expired during the year or are not expected to be renewed, (ii) substantive expenditure on further exploration for and evaluation of mineral property interests in the specific area is neither budgeted nor planned, (iii) exploration for and evaluation of mineral property interests in the specific area have not led to the discovery of commercially viable quantities of mineral resources; and (iv) sufficient data exists to indicate that the carrying amount of the mineral property interests is unlikely to be recovered in full from successful development or by sale. If impairment is determined to exist, a formal estimate of the recoverable amount is performed, and an impairment loss is recognized to the extent that the carrying amount exceeds the recoverable amount.

3. RIGHT-OF-USE ASSETS

The Company capitalized two office lease arrangements in accordance with IFRS16 that were not renewed as of the termination dates. The continuity schedule of right-of-use assets for the nine months ended September 30, 2024 is as follows:

	Total **$**
Cost	
Balance at December 31, 2022	768,928
Derecognition	(354,296)
Balance at December 31, 2023	414,632
Derecognition	(414,632)
Balance at September 30, 2024	-
Accumulated Depreciation	
Balance at December 31, 2022	353,992
Depreciation	118,459
Derecognition	(227,328)
Balance at December 31, 2023	245,123
Depreciation	22,907
Derecognition	(268,030)
Balance at September 30, 2024	-
Carrying Amount	
At December 31, 2023	169,509
At September 30, 2024	-

(Expressed in Canadian Dollars Unless Otherwise Noted)

4. MINERAL PROPERTY INTERESTS

The schedules below summarize the carrying costs of acquisition costs and all exploration expenditures incurred to date for each mineral property interest as at September 30, 2024:

Acquisition Costs

	Chile	Argentina		
	San Pietro $	**Yanso $**	**Other $**	**Total $**
Balance – December 31, 2022 and September 30, 2023	4,238,085	-	7,240	4,245,325
Additions				
Staking costs, land payments and acquisition costs	6,065	6,437	-	12,502
Balance – December 31, 2023	4,244,150	6,437	7,240	4,257,827
Additions				
Staking costs, land payments and acquisition costs	198,606	1,348	-	199,954
Balance – September 30, 2024	4,442,756	7,785	7,240	4,457,781

Exploration Expenditures

	Chile	Argentina		
	San Pietro $	**Yanso $**	**Other $**	**Total $**
Cumulative exploration expenses December 31, 2023	3,627,064	1,611,662	18,258,402	23,497,128
Expenditures during the period				
Assays	115,876	-	-	115,876
Drilling	2,724,354	-	-	2,724,354
Environmental	-	-	3,870	3,870
Geophysics	-	16,050	15,470	31,520
Office	138,747	161,535	19,967	320,249
Property maintenance payments	13,942	-	1,571	15,513
Salaries and contractors	516,362	281,802	14,336	812,500
Supplies and equipment	137,271	31,654	88,059	256,984
Transportation	38,611	21,536	18,809	78,956
Value added taxes	78,723	48,756	15,377	142,855
	3,763,887	561,332	177,459	4,502,678
Cumulative exploration expenses September 30, 2024	7,390,950	2,172,995	18,435,861	27,999,806

(Expressed in Canadian Dollars Unless Otherwise Noted)

4. MINERAL PROPERTY INTERESTS (continued)

The schedule below summarizes all exploration expenditures incurred to date for each mineral property interest that the Company was continuing to explore as at September 30, 2023:

	Chile	Argentina		Paraguay		
	San Pietro	Yanso	Espota	Tierra Dorada	Other	Total
	$	$	$	$	$	$
Cumulative exploration expenses December 31, 2022	347,678	1,177,376	-	1,730,631	17,006,269	20,261,954
Expenditures during the period						
Assays	132,171	11,363	37,233	-	34,449	215,216
Drilling	945,328		-	-	-	945,328
Environmental	-	11,898	1,642	-	15,749	29,289
Geophysics	94,165	-	-	-	-	94,165
Office	76,270	24,774	81,243	4,529	5,432	192,248
Property maintenance payments	221,939	20,332	3,284	-	35,923	281,478
Salaries and contractors	656,637	154,893	456,042	-	12,735	1,280,307
Social and community	-	-	-	91,318	-	91,318
Supplies and equipment	287,051	18,982	178,972	-	10,779	495,784
Transportation	119,841	12,801	33,197	-	555	166,394
Value added taxes	557,647	21,170	71,673	3,017	9,598	663,105
	3,091,049	276,213	863,286	98,864	125,220	4,454,632
Cumulative exploration expenses September 30, 2023	3,438,727	1,453,589	863,286	1,829,495	17,131,489	24,716,586

(a) San Pietro, Atacama, Chile

On March 17, 2022, the Company purchased a 100% interest in the San Pietro Iron-oxide Copper Gold Project ("San Pietro Project") in Chile from Sumitomo Metal Mining Chile Ltda ("Sumitomo") for cash consideration of $4,238,085 (US$3,350,000). Teck Resources Chile Limitada holds a 5% net profit interest of the minerals coming from the San Pietro Project subject to relevant terms and conditions from a 2021 agreement with Sumitomo.

On January 18, 2024, the Company's subsidiary, New Golden Explorations Chile SpA ("NGE"), entered into an option agreement with Sociedad de Servicios Andinos SpA ("SSA"). Under the option agreement, NGE has granted SSA the option to subscribe for 333 shares in the capital of NGE equivalent to approximately 25% of the issued and outstanding shares in exchange for the contribution of US$5,000,000 in the equivalent amount of Chilean pesos including US$2,000,000 in cash through six bimonthly installments of US$333,333 commencing on February 1, 2024 and performing drilling services, heavy machinery services, truck rental as well as any other goods or necessary services for the development of field activities with an aggregate value of US$3,000,000 by July 2025. The Company received conditional approval of the transaction from the TSX-V on January 18, 2024. Completion of the option agreement remains subject to the final approval of the TSX-V and SSA performing its obligations.

(Expressed in Canadian Dollars Unless Otherwise Noted)

4. MINERAL PROPERTY INTERESTS (continued)

During the nine months ended September 30, 2024, the Company received US$1,333,332 in cash option payments and US$2,028,654 in exploration expenditures from SSA. The Company has classified the option, which if exercised, would allow SSA to acquire 25% of NGE shares rather than a direct interest in San Pietro project, as a derivative liability. The value of the derivative liability is based on the cash option payments received and exploration expenditures incurred by SSA. As at September 30, 2024, the Company has estimated a fair value for the derivative liability of $4,479,025.

(b) Mogote Project, Argentina

On May 4, 2022, the Company optioned its Mogote Copper-Gold project (the "Mogote Project") in San Juan Province, Argentina to Australian-based Syndicate Minerals Pty ("Syndicate"). The agreement gives Syndicate the option to earn an 85% interest in the Mogote Project. An initial 80% interest can be earned by spending $5 million on exploration at the Mogote Project over five years and making cash payments of $1.9 million over five years, including a payment on signing of $150,000. After completion of the option earn-in, Syndicate can complete a feasibility study to earn a further 5% interest. After that, the parties have agreed to form a joint venture company to advance the Mogote Project on a pro rata basis, with provisions for dilution. On April 14, 2023, the Company amended its agreement with Syndicate to accept 4,000,000 common shares with a fair value of $0.30 per share in Mogotes Metals Inc. in lieu of staged cash payments of $1,200,000. The fair value of the shares at inception was based on other equity transactions in Mogote. Under the terms of the agreement, in the event that Mogotes Metals Inc. completed a going public transaction or issued its common shares at a lower share price, the Company was to receive additional shares such that the number received in April 2023 would still be the equivalent value of $1,200,000. On February 13, 2024, the Company received an additional 4,000,000 common shares in Mogotes Metals Inc. to prevent dilution and maintain its $1,200,000 investment value (see also Note 5).

Option Payment US$	Mogotes Metals Inc. Exploration Expenditure Commitments US$	Year
150,000 (received)	300,000 (completed)	2023
250,000 (received)	500,000	2024
350,000 (received)	1,000,000	2025
450,000 (received)	1,500,000	2026
550,000	1,700,000	2027
1,750,000	5,000,000	

(c) Caballos Project, Argentina

During 2022, the Company entered into a definitive agreement (the "Agreement") to option its Caballos copper-gold project (the "Caballos Project") to Hanaq Argentina S.A. ("Hanaq"). The Agreement gives Hanaq the opportunity to earn a 70% interest in the Caballos Project by spending a minimum of US$0.5 million in exploration expenditures within two years, followed by US$3.5 million in exploration expenditures within six years of the Agreement date. On completion of the option earn-in, the parties have agreed to form a joint venture company will be incorporated and owned 70% Hanaq and 30% by the Company's 100% owned Argentina subsidiary, Desarrollo de Recursos S.A., to advance the Caballos Project on a pro rata basis, with provisions for dilution.

(d) Yanso Project, Argentina

The Company owns a 100% interest in the Yanso gold project in eastern San Juan Province, Argentina.

(Expressed in Canadian Dollars Unless Otherwise Noted)

4. MINERAL PROPERTY INTERESTS (continued)

(e) Espota Project, Argentina

During 2023, the Company entered into an option agreement to acquire 100% of Espota project for US$360,000 in cash payments over two years. An initial payment of $25,000 was made but the Company opted to not make the next payment and relinquished the option.

5. INVESTMENTS

An analysis of investments including related gains and losses during the period is as follows:

	Nine months ended September 30,	
	2024 **$**	**2023** **$**
Investments, beginning of period	1,200,000	5,623,720
Option income	-	1,200,000
Disposition of marketable securities	-	(5,504,839)
Change in fair value of marketable securities	(40,000)	(118,881)
Investments, end of period	1,160,000	1,200,000

The Company held 8,000,000 common shares of Mogote Metals Inc. (TSX-V: MOG, the "Mogote Shares") at September 30, 2024 with a fair value of $0.145 per common share (September 30, 2023 - $1,200,000, see also Note 4(b)). The Mogote Shares began trading on the TSX-V on June 12, 2024 and are subject to a 180 day trading hold that expires on December 9, 2024. The Company realized a cumulative gain of $Nil in other comprehensive income (loss) on disposal of marketable securities for the nine months ended September 30, 2024 (September 30, 2023 – $483,048). During the nine months ended September 30, 2024, the Company received $Nil (2023 - $24,338) in dividends from its investment in SSRM.

6. CAPITAL AND RESERVES

Authorized Share Capital

At September 30, 2024, the authorized share capital comprised an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

Details of Issues of Common Shares in 2024

On March 15, 2024, the Company completed the second and final tranche of a non-brokered private placement announced on January 19, 2024, and subsequently increased on February 6, 2024. The Company issued 1,000,000 units in this tranche at a price of $0.05 per unit for gross proceeds of $50,000. Each unit consisted of one common share and one transferable common share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share in the capital of the Company at $0.10 per share for three years from the date of issue. Fair value of the warrants was calculated using the Black-Scholes pricing model and the following variables: risk-free interest rate – 4.21%; expected stock price volatility – 68.56%; dividend yield – 0%; and expected warrant life – 2.25 years.

(Expressed in Canadian Dollars Unless Otherwise Noted)

6. CAPITAL AND RESERVES (continued)

On February 6, 2024, the Company completed the first tranche of a non-brokered private placement announced on January 19, 2024, and subsequently increased on February 6, 2024. The Company issued 16,890,000 units in this tranche at a price of $0.05 per unit for gross proceeds of $844,500. Each unit consisted of one common share and one transferable common share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share in the capital of the Company at $0.10 per share for three years from the date of issue. Finder's fees paid were $23,940 cash and 478,800 non-transferable warrants exercisable into common shares at $0.10 for three years from the date of issue with a fair value of $7,794. Fair value of the warrants was calculated using the Black-Scholes pricing model and the following variables: risk-free interest rate – 4.21%; expected stock price volatility – 68.56%; dividend yield – 0%; and expected warrant life – 2.25 years. See also Note 13.

Details of Issues of Common Shares in 2023

On September 26, 2023, the Company completed a non-brokered private placement announced on September 13, 2023, and subsequently closed on October 27, 2023. The Company issued 11,709,357 units in this tranche at a price of $0.07 per unit for gross proceeds of $819,655. Each unit consisted of one common share and one transferable common share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share in the capital of the Company at $0.15 per share for three years from the date of issue. Finder's fees paid were $23,878 cash and 341,110 non-transferable warrants exercisable into common shares at $0.15 for three years from the date of issue with a fair value of $4,182. Fair value of the warrants was calculated using the Black-Scholes pricing model and the following variables: risk-free interest rate – 4.88%; expected stock price volatility – 61.32%; dividend yield – 0%; and expected warrant life – 2.32 years.

Share Purchase Option Compensation Plan

The Company has a share purchase option plan (the "Plan") approved by the Company's shareholders that allows it to grant share purchase options, subject to regulatory terms and approval, to its officers, directors, employees and service providers. The Plan is based on a fixed number of eligible shares equaling 20% of the Company's outstanding common shares calculated at June 25, 2013, totaling a maximum of 8,364,371 share purchase options. On April 22, 2021, the Stock Option Plan was amended allowing for a maximum total share purchase options of 11,500,000.

The exercise price of each share purchase option is set by the Board of Directors at the time of grant but cannot be less than the market price less allowable discounts in accordance with the policies of the TSX-V. Share purchase options granted generally vest immediately, are subject to a four-month hold period and are generally exercisable for a period of five years.

The continuity of share purchase options for the nine months ended September 30, 2024 is as follows:

Expiry date	Exercise Price	December 31, 2023	Granted	Cancelled/ Expired	September 30, 2024	Options exercisable
January 19, 2026	$0.25	4,305,000	-	-	4,305,000	4,305,000
July 13, 2028	$0.10	6,950,000	-	-	6,950,000	6,950,000
		11,255,000	-	-	11,255,000	11,255,000
Weighted average exercise price $		0.16	-	-	0.16	0.16
Weighted average contractual remaining life (years)		3.59	-	-	2.84	2.84

(Expressed in Canadian Dollars Unless Otherwise Noted)

6. CAPITAL AND RESERVES (continued)

The continuity of share purchase options for the nine months ended September 30, 2023 is as follows:

Expiry date	Exercise Price	December 31, 2022	Granted	Cancelled/ Expired	September 30, 2023	Options exercisable
January 9, 2023	$0.70	1,800,000	-	(1,800,000)	-	-
January 19, 2026	$0.25	4,455,000	-	(150,000)	4,305,000	4,305,000
July 13, 2028	$0.10	-	6,950,000	-	6,950,000	6,950,000
		6,255,000	6,950,000	(1,950,000)	11,255,000	11,255,000
Weighted average exercise price $		0.38	0.10	0.67	0.16	0.16
Weighted average contractual remaining life (years)		2.18	5.00	-	3.84	3.84

Warrants

The continuity of warrants for the nine months ended September 30, 2024 is as follows:

Expiry date	Exercise Price	December 31, 2023	Granted	Expired	September 30, 2024
February 25, 2024	$0.40	11,051,611	-	(11,051,611)	-
March 5, 2024	$0.40	1,290,367	-	(1,290,367)	-
March 21, 2024	$0.40	3,462,034	-	(3,462,034)	-
June 19, 2024	$0.30	4,062,500	-	(4,062,500)	-
June 20, 2024	$0.30	1,950,000	-	(1,950,000)	-
September 26, 2026	$0.15	12,050,467	-	-	12,050,467
February 6, 2027	$0.10	-	17,368,800	-	17,368,800
March 15, 2027	$0.10	-	1,000,000	-	1,000,000
		33,866,979	18,368,800	(21,816,512)	30,419,267
Weighted average exercise price $		0.29	0.10	0.37	0.12

The continuity of warrants for the nine months ended September 30, 2023 is as follows:

Expiry date	Exercise Price	December 31, 2022	Granted	September 30, 2023
February 25, 2024	$0.40	11,051,611	-	11,051,611
March 5, 2024	$0.40	1,290,367	-	1,290,367
March 21, 2024	$0.40	3,462,034	-	3,462,034
June 19, 2024	$0.30	4,062,500	-	4,062,500
June 20, 2024	$0.30	1,950,000	-	1,950,000
September 26, 2026	$0.15	-	12,050,467	12,050,467
		21,816,512	12,050,467	33,866,979
Weighted average exercise price $		0.37	0.15	0.29

(Expressed in Canadian Dollars Unless Otherwise Noted)

7. RELATED PARTY BALANCES AND TRANSACTIONS

On June 1, 2017, the Company entered into a Management Services Agreement with Grosso Group to provide services and facilities to the Company. Grosso Group is a private company that is owned by an officer and director of the Company and also has another director in common with the Company. Grosso Group provides its member companies with administrative and management services. The member companies pay monthly fees to Grosso Group on a cost recovery basis. The fee is based upon a pro-rating of Grosso Group's costs including its staff and overhead costs among the member companies. The current monthly fee is $11,800 per month. This fee is reviewed and adjusted quarterly based on the level of services required.

The Management Services Agreement contains termination and early termination fees in the event the services are terminated by the Company. The termination fee includes three months of compensation and any contractual obligations that Grosso Group undertook for the Company, up to a maximum of $750,000. The early termination fees are the aggregate of the termination fee in addition to the lesser of the monthly fees calculated to the end of the term and the monthly fees calculated for eighteen months, up to a maximum of $1,000,000. The agreement expires on December 31, 2025 and is automatically renewed for additional terms of two years unless otherwise terminated pursuant to the terms of the agreement. The Company's commitment under this agreement is as follows:

	Year 1 **$**	**Year 2** **$**	**Year 3** **$**
Management Services Agreement	35,400	141,600	-

	Nine months ended September 30,	
Transactions	**2024** **$**	**2023** **$**
Services rendered:		
Grosso Group Management Ltd.		
Administration and management services	30,000	267,000
Office & sundry	5,400	42,300
Total for services rendered	35,400	309,300

Key management personnel compensation

Key management personnel of the company are members of the Board of Directors, as well as the Executive Chairman, President and CEO, CFO, Vice President of Corporate Development and Corporate Secretary.

	Nine months ended September 30,	
Transactions	**2024** **$**	**2023** **$**
Consulting, salaries, and professional fees:		
Chairman/President/CEO	242,831	251,647
CFO	22,193	54,654
Director/VP – Corp. Development	99,191	109,758
VP Exploration	167,774	173,071
Corporate Secretary	26,632	58,786
Directors	68,000	80,750
Total for services rendered	626,621	728,666

(Expressed in Canadian Dollars Unless Otherwise Noted)

7. RELATED PARTY BALANCES AND TRANSACTIONS (continued)

As at September 30, 2024, there was $36,588 (2023 – $506,802) in amounts receivable for costs owed from related corporations Argentina Lithium and Energy Corp., and Blue Sky Uranium Corp. for shared services paid by the Company. At September 30, 2024, there was $387,468 (2023 - $2,946) in accounts payable and accrued liabilities that was due to related corporations Grosso Group Management Ltd., and Oxbow International Marketing Corp.

8. BASIC AND DILUTED LOSS PER SHARE

The calculation of basic and diluted loss per share for the nine months ended September 30, 2024 and 2023 was based on the following:

	Three months ended September 30,		Six months ended September 30,	
	2024	2023	2024	2023
Loss attributable to common shareholders ($)	(2,127,425)	(280,946)	(5,101,107)	(4,874,057)
Weighted average number of common shares outstanding	144,766,596	115,167,239	142,277,399	115,167,239

The Company incurred a loss attributable to common shareholders for the nine months ended September 30, 2024 and 2023, therefore the impact of dilutive securities is anti-dilutive.

9. CONTINGENCY

A former employee and consultant to the Company is claiming to be owed severance in Argentina. The Company believes the amount of severance being claimed by the former employee and consultant is excessive and is disputing the amount. The actual amount of severance is still being negotiated and may be material to the Company.

10. SEGMENTED INFORMATION

The Company's operations are limited to a single reportable segment, being mineral exploration and development. The Company's total non-current assets are segmented geographically as follows:

	September 30, 2024		
	Argentina $	**Chile $**	**Total $**
Mineral property interests ($)	15,025	4,442,756	4,457,781
	15,025	4,442,756	4,457,781

	December 31, 2023			
	Canada $	**Argentina $**	**Chile $**	**Total $**
Right-of-use assets	169,509	-	-	169,509
Mineral property interests ($)	-	7,240	4,244,150	4,251,390
	169,509	7,240	4,244,150	4,420,899

(Expressed in Canadian Dollars Unless Otherwise Noted)

11. FINANCIAL INSTRUMENTS

The Company examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include credit risk, liquidity risk, currency risk, and interest rate risk. Where material, these risks are reviewed and monitored by the Board of Directors.

(a) Fair Values

The Company's financial assets and liabilities are measured and recognized according to a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities and the lowest priority to unobservable inputs. The three levels of fair value hierarchy are as follows:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The Company's financial assets consist of cash and cash equivalents, amounts receivable and investments. The Company's investment in Mogotes Minerals Inc. (see also Note 4(b)) is carried at fair value using level 2 inputs from private placements of shares and the terms of its agreement with Mogote Minerals Inc. Fair value of investment is otherwise determined using closing prices at the balance sheet date with any gains or losses recognized in other comprehensive income. The carrying values of cash and cash equivalents, receivables, and accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of these financial instruments.

The Company's derivative liability is carried at fair value using level 3 inputs that are not based on observable market data. The fair value is determined using cash consideration received and exploration expenditures incurred by SSA under the terms of its agreement with SSA. Scenarios which may result in a significant change in fair value include, among others, amount or timing of San Pietro exploration expenditures incurred, or milestone payment probability assumptions.

At September 30, 2024, the Company's financial instruments measured at fair value are as follows:

	$ Carrying amount September 30, 2024	Level 1 $	Level 2 $ Fair value September 30, 2024	Level 3 $
Recurring measurements				
Financial Assets				
Cash and cash equivalents	749,362	749,362	-	-
Investments	1,160,000	1,160,000	-	-
Financial Liabilities				
Derivative liability	4,457,781	-	-	4,457,781

(Expressed in Canadian Dollars Unless Otherwise Noted)

11. FINANCIAL INSTRUMENTS (continued)

At December 31, 2023, the Company's financial instruments measured at fair value are as follows:

	$ Carrying amount December 31, 2023	Level 1 $	Level 2 $ Fair value December 31, 2023	Level 3 $
Recurring measurements				
Financial Assets				
Cash and cash equivalents	115,800	115,800	-	-
Investments	1,200,000	-	1,200,000	-

(b) Financial Instrument Risk Exposure

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist of cash, and amounts receivable.

Overall the credit risk of the financial assets held by the Company has not changed significantly from the prior period. The Company places its cash and cash equivalents and short-term investments with financial institutions with high credit ratings. Accordingly, the credit risk is minimal.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has in place a planning and budgeting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. The Company has historically relied on issuance of shares and warrants, and sale of marketing securities to fund exploration programs and may require doing so again in the future.

As of September 30, 2024, the Company had working capital of $160,217 (December 31, 2023 - $80,915). Working capital is defined as current assets less current liabilities and provides a measure of the Company's ability to settle liabilities that are due within one year with assets that are also expected to be converted into cash within one year. See also Note 1.

	1 Year **$**	**2 Years and more** **$**
Accounts payable and accrued liabilities	968,639	-

Market risk

(i) Price risk

Price risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in the market prices. Investments in marketable securities measured at fair value are exposed to changes in share prices that would result in gains or losses recognized in the Company's other comprehensive income. A 10% change in prices would change the Company's other comprehensive loss by $116,000.

11. FINANCIAL INSTRUMENTS (continued)

(ii) ***Currency risk***

Financial instruments that impact the Company's net earnings or other comprehensive income due to currency fluctuations include cash accounts, amounts receivable and accounts payable in: US dollars, Argentine Pesos, Chilean Pesos and Paraguayan Guarani. The sensitivity of the Company's net earnings to changes in the exchange rate between the Canadian dollar and the United States dollar, Argentine Peso, and Chilean Peso at September 30, 2024 is summarized as follows:

- A 10% change in the US dollar exchange rate relative to the Canadian dollar would change the Company's net loss by $4,000.
- A 10% change in the Argentinean peso exchange rate relative to the Canadian dollar would change the Company's net loss by $2,000.
- A 10% change in the Chilean peso exchange rate relative to the Canadian dollar would change the Company's net loss by $40,000.

The Company may acquire and transfer marketable securities from time to time, to facilitate intragroup funding transfers between the Canadian parent and its Argentine subsidiaries. The Company does not acquire marketable securities and engage in these transactions for speculative purposes. In this regard, under this strategy, the Company generally uses marketable securities of large and well-established companies with high trading volumes and low volatility. Nonetheless, as the process to acquire, transfer and ultimately sell the marketable securities occurs over several days, some fluctuations are unavoidable. As the marketable securities are acquired with the intention of a near term sale, they are considered financial instruments that are held for trading, all changes in the fair value of the instruments between acquisition and disposition are recognized through profit or loss.

(iii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Cash bears no interest and short-term investments are redeemable at any time without penalty, with interest paid from the date of purchase. The fair value of cash approximates their carrying values due to the immediate or short-term maturity of these financial instruments. Effect of the change in interest rate is not material.

12. CAPITAL MANAGEMENT

The Company's objectives when managing capital are:

- To safeguard our ability to continue as a going concern in order to develop and operate our current projects
- Pursue strategic growth initiatives; and
- To maintain a flexible capital structure which lowers the cost of capital.

In assessing our capital structure, we include in our assessment the components of shareholders' equity and loans. In order to facilitate the management of capital requirements, the Company prepares annual expenditure budgets and continuously monitors and reviews actual and forecasted cash flows. The annual and updated budgets are monitored and approved by the Board of Directors. To maintain or adjust the capital structure, the Company may, from time to time, issue new shares, issue new debt, repay debt or dispose of non-core assets. The Company is dependent upon the ability to raise additional funding to meet its obligations and commitments. See also Note 1.

13. SUBSEQUENT EVENTS

Private Placement

- On November 22, 2024, the Company completed the first tranche of the non-brokered private placement announced on November 12, 2024, consisting of 8,850,000 units for gross proceeds of $442,500. Each unit consists of one common share in the capital of the Company and one transferable common share purchase warrant. Each warrant will entitle the holder to purchase one additional common share at an exercise price of $0.08 per warrant for a period of three years from the date of issue. Finder's fees payable were $1,400 in cash and 28,000 non-transferable warrants exercisable into common shares at $0.05 per share for three years from the date of issue.

- This financing is subject to regulatory approval and all securities to be issued pursuant to the financing are subject to a four-month hold period under applicable Canadian securities laws. Directors, officers and employees of the Company may participate in a portion of the financing. A commission may be paid to arm's length finders on a portion of the financing. The proceeds of the financing will be used for general working capital.