



MINAURUM GOLD INC

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Expressed in Canadian dollars)

For the three months ended July 31, 2024 and 2023

**NOTICE OF NO AUDITOR REVIEW OF
CONDENSED 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 consolidated interim financial statements, they must be accompanied by a notice indicating that these condensed consolidated interim financial statements have not been reviewed by the Company's auditors.

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

MINAURUM GOLD INC.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION

(Expressed in Canadian dollars)

	July 31, 2024	April 30, 2024
ASSETS		
Current assets		
Cash	\$ 4,547,633	\$ 617,300
Receivables (Note 4)	148,882	262,961
Marketable securities (Note 5)	181,123	122,109
Prepaid expenses	64,063	70,979
	<u>4,941,701</u>	<u>1,073,349</u>
Exploration and evaluation assets (Note 6)	7,461,335	7,160,946
Deferred costs (Note 8)	<u>-</u>	<u>48,325</u>
	<u>\$ 12,403,036</u>	<u>\$ 8,282,620</u>
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities (Note 7)	\$ <u>165,255</u>	\$ <u>530,009</u>
	<u>165,255</u>	<u>530,009</u>
Deferred income tax liability	<u>158,000</u>	<u>158,000</u>
	<u>158,000</u>	<u>201,000</u>
	<u>323,255</u>	<u>688,009</u>
SHAREHOLDERS' EQUITY		
Share capital (Note 8)	64,260,143	59,514,472
Reserves (Note 8)	10,029,547	9,568,442
Deficit	<u>(62,209,909)</u>	<u>(61,488,303)</u>
	<u>12,079,781</u>	<u>7,594,611</u>
	<u>\$ 12,403,036</u>	<u>\$ 8,282,620</u>

NATURE AND CONTINUANCE OF OPERATIONS (NOTE 1)

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

SIGNED: "Lawrence Talbot"

SIGNED: "Darrell A. Rader"

MINAURUM GOLD INC.**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**
(Expressed in Canadian dollars)

	Period ended July 31,	
	2024	2023
EXPENSES		
Consulting fees (Note 7)	\$ 54,369	\$ 53,418
Directors' fees (Note 7)	20,000	20,000
Exploration costs (supplemental schedule) (Note 6, 7)	823,420	585,692
Filing and registration	25,166	11,738
Foreign exchange	(33,129)	54,078
Investor relations and marketing	39,401	33,501
Office and administration	42,689	39,699
Professional fees	79,329	29,559
Share-based payments (Note 7, 8(c))	33,885	113,058
Travel and meals	10,607	178
	(1,095,737)	(940,921)
Interest income	313,077	5,901
Realized gain on sale of marketable securities (Note 5)	680	-
Fair value adjustment of marketable securities (Note 5)	60,374	(61,054)
	374,131	(55,153)
TOTAL LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD	\$ (721,606)	\$ (996,074)
LOSS PER COMMON SHARE, BASIC AND DILUTED	\$ (0.00)	\$ (0.00)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING, BASIC AND DILUTED	396,217,348	366,652,674

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

MINAURUM GOLD INC.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Expressed in Canadian dollars)

	Number of shares	Share capital	Share-based reserves	Deficit	Total shareholders' equity
April 30, 2023	366,652,674	\$ 58,735,073	\$ 9,211,259	\$ (57,754,841)	10,191,491
Share-based payments	-	-	113,058	-	113,058
Total comprehensive loss for the period	-	-	-	(996,074)	(996,074)
July 31, 2023	366,652,674	58,735,073	9,324,317	(58,750,915)	9,308,475
Shares issued for cash	7,275,000	800,250	-	-	800,250
Share issuance costs	-	(20,851)	-	-	(20,851)
Share-based payments	-	-	244,125	-	244,125
Total comprehensive loss for the period	-	-	-	(2,737,388)	(2,737,388)
April 30, 2024	373,927,674	59,514,472	9,568,442	(61,488,303)	7,594,611
Shares issued for cash	22,785,000	5,696,250	-	-	5,696,250
Residual value on warrants issued	-	(227,850)	227,850	-	-
Share issuance costs	-	(722,729)	199,370	-	(523,359)
Share-based payments	-	-	33,885	-	33,885
Total comprehensive loss for the period	-	-	-	(721,606)	(721,606)
July 31, 2024	396,712,674	\$ 64,260,143	\$ 10,029,547	\$ (62,209,909)	12,079,781

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

MINAURUM GOLD INC.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS

(Expressed in Canadian dollars)

	Period ended July 31,	
	2024	2023
OPERATING ACTIVITIES		
Loss for the period	\$ (721,606)	\$ (996,074)
Items not affecting cash:		
Realized gain on sale of marketable securities	(680)	-
Fair value adjustment of marketable securities	(60,374)	61,054
Interest income	(30,160)	-
Share-based payments	33,885	113,058
<i>Changes in non-cash working capital items:</i>		
Receivables	144,239	53,775
Prepaid expenses	6,916	16,741
Accounts payable and accrued liabilities	(313,646)	(30,753)
Cash flows used in operating activities	(941,426)	(782,199)
INVESTING ACTIVITIES		
Exploration and evaluation acquisition costs	(300,389)	(63,287)
Proceeds on sale of marketable securities	2,040	-
Cash flows used in investing activities	(298,349)	(63,287)
FINANCING ACTIVITIES		
Shares issued for private placements	5,696,250	-
Share issuance costs	(526,142)	-
Cash flows provided by financing activities	5,170,108	-
NET CHANGE IN CASH DURING THE PERIOD	3,930,333	(845,486)
CASH, BEGINNING OF THE PERIOD	617,300	1,503,938
CASH, END OF THE PERIOD	\$ 4,547,633	\$ 658,452
CASH PAID FOR INTEREST AND TAXES	\$ -	\$ -
SUPPLEMENTAL SCHEDULE OF NON-CASH TRANSACTIONS		
Residual value of warrants issued	\$ 227,850	\$ -
Broker warrants issued	\$ 199,370	\$ -

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

MINAURUM GOLD INC.

SUPPLEMENTAL SCHEDULE OF EXPLORATION COSTS

(Expressed in Canadian dollars)

	Mexico	Mexico	Mexico	Mexico	Mexico	Mexico	Mexico	Mexico	Mexico		
	Vuelcos Property	Adelita Property	Aurena Property	Santa Marta Project	La Quintera Project	Taviche Project	Biricu Project	Aurifero Project	General Exploration	USA	Total
Three months ended July 31, 2024											
Analysis	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 606	\$ 606
Field supplies and equipment	-	-	-	-	695	-	-	-	-	-	695
General	-	-	-	-	107,489	-	-	-	60,337	-	167,826
Geological consulting	-	1,613	1,613	1,613	103,852	1,613	1,613	2,687	6,988	73,395	194,987
Property taxes	-	-	-	105,561	107,542	-	-	29,421	-	-	242,524
Rent	-	4,831	5,284	-	6,799	-	-	-	-	-	16,914
Resource estimate	-	-	-	-	17,212	-	-	-	-	-	17,212
Transportation	-	-	-	-	32,178	-	-	-	-	587	32,765
Recoveries	-	-	-	-	-	-	-	-	149,891	-	149,891
Total for the period	\$ -	\$ 6,444	\$ 6,897	\$ 107,174	\$ 375,767	\$ 1,613	\$ 1,613	\$ 32,108	\$ 217,216	\$ 74,588	\$ 823,420
Three months ended July 31, 2023											
Analysis	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 6,442	\$ 6,442
Community relations	-	-	-	-	23,576	-	-	-	-	-	23,576
Field supplies and equipment	-	-	-	-	2,167	-	-	169	-	-	2,336
General	249	13,905	5,371	115	50,412	115	2,834	202	18,984	-	92,187
Geological consulting	1,613	1,613	1,613	103,629	41,443	538	1,613	6,372	4,838	4,170	167,442
Permitting	-	-	-	-	55,509	-	-	-	-	-	55,509
Property taxes	-	-	-	-	104,466	-	-	29,985	-	-	134,451
Reclamation	-	-	-	-	71,271	-	-	-	-	-	71,271
Rent	-	4,091	-	-	6,993	-	-	-	-	-	11,084
Transportation	-	-	-	-	10,398	-	-	169	-	10,827	21,394
Total for the period	\$ 1,862	\$ 19,609	\$ 6,984	\$ 103,744	\$ 366,235	\$ 653	\$ 4,447	\$ 36,897	\$ 23,822	\$ 21,439	\$ 585,692

During the three months ended July 31, 2024, the Company paid \$43,031 (MXN\$548,478) (2023 – \$48,715 or MXN\$631,508) in IVA on expenditures incurred in Mexico. The collectability of these amounts is uncertain, therefore the Company has written off these amounts in exploration costs through profit and loss during the three months ended July 31, 2024 and 2023, respectively. During the three months ended July 31, 2024, the Company received or accrued \$151,651 (MXN\$1,932,974) (2023 - \$nil or MXN\$nil) in IVA refunds on expenditures incurred in Mexico in prior periods, which have been included as a recovery of exploration costs through profit and loss during the three months ended July 31, 2024 and 2023, respectively.

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

MINAURUM GOLD INC.

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

THREE MONTHS ENDED JULY 31, 2024 AND 2023

(Expressed in Canadian dollars)

1. Nature and Continuance of Operations:

Minaurum Gold Inc. ("the Company") was incorporated under the Business Corporations Act of British Columbia on November 13, 2007. The Company is an exploration stage company and engages principally in the acquisition and exploration of mineral properties. The Company's head office address is Suite 1570 – 200 Burrard Street, Vancouver, BC, V6C 3L6, Canada. The registered and records office address is 10th Floor, 595 Howe Street, Vancouver, BC, V6C 2T5, Canada. The Company is listed on the TSX Venture Exchange.

The Company is in the process of exploring its exploration and evaluation assets and has not yet determined whether its exploration and evaluation assets contain economically recoverable mineral reserves. The underlying value and the recoverability of the amounts shown as exploration and evaluation assets are entirely dependent upon the existence of economically recoverable resource reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of the exploration and evaluation assets, and future profitable production or proceeds from the disposition of the exploration and evaluation assets.

The Company has a history of losses with no operating revenue, an accumulated deficit of \$62,209,909 since inception, and a working capital of \$4,776,446 as at July 31, 2024. During the three months ended July 31, 2024, the Company closed a brokered private placement with gross proceeds of \$5,696,250. Management recognizes that the Company, in the long term, will need to generate additional financial resources to meet its planned business objectives. However, there can be no assurances that the Company will continue to obtain additional financial resources and/or achieve profitability or positive cash flows. If the Company is unable to obtain adequate additional financing, the Company will be required to curtail operations and exploration activities. Furthermore, failure to continue as a going concern would require that the Company's assets and liabilities be restated on a liquidation basis which would differ significantly from the going concern basis. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern within one year from the date of filing of these condensed consolidated interim financial statements.

These condensed consolidated interim financial statements do not reflect adjustments, which could be material to the carrying values of assets and liabilities, which may be required should the Company be unable to continue as a going concern.

Recent global issues, including the COVID-19 pandemic and recent geopolitical conflict, have adversely affected workplaces, economies, supply chains and financial markets globally. It is not possible for the Company to predict the duration or magnitude of the adverse results of these issues and their effects on the Company's business or results of operations at this time.

2. Material Accounting Policies:

a) Basis of presentation:

These condensed consolidated interim financial statements including comparatives, have been prepared in accordance with International Accounts Standards ("IAS") 34, "Interim Financial Reporting" using accounting policies consistent with IFRS Accounting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

The condensed consolidated interim financial statements of the Company are presented in Canadian dollars, which is the functional currency of the parent company and its subsidiaries.

These condensed consolidated interim financial statements were authorized for issuance by the Board on October 1, 2024.

MINAURUM GOLD INC.

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

THREE MONTHS ENDED JULY 31, 2024 AND 2023

(Expressed in Canadian dollars)

2. Material Accounting Policies (continued):

b) Basis of consolidation:

These condensed consolidated interim financial statements include the financial statements of the Company and its wholly-owned Mexican subsidiaries, Minera Minaurum Gold S.A. De C.V. and Minera Citation S.A. de C.V., which carry out exploration activities in Mexico, and its wholly-owned USA subsidiary, Minaurum Corp., a Delaware company, which carries out exploration activities in the USA. All material intercompany transactions and balances have been eliminated on consolidation.

c) Recent accounting pronouncements

Effective May 1, 2027, the Company is required to adopt *IFRS 18, Presentation and Disclosure in Financial Statements*, with early adoption permitted. IFRS 18 will replace IAS 1; many of the existing principles in IAS 1 are retained, with limited changes. IFRS 18 will not impact the recognition or measurement of items in the financial statements, but it might change what an entity reports as its operating profit or loss, in particular additional defined subtotals, disclosures about management-defined performance measures and new principles for aggregation and disaggregation of information. IFRS 18 is accompanied by limited amendments to the requirements in IAS 7, Statement of Cash Flows.

The Company is assessing the potential impact of the application of these standards.

d) Use of judgments and estimates:

The preparation of the condensed consolidated interim 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 financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

The condensed consolidated interim financial statements include estimates which, by their nature, are uncertain. The impact of such estimates is 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 accounting estimates

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Recoverability of receivables

The Company estimates the recoverability of IVA paid on expenditures incurred in Mexico.

Share-based payments

The fair value of stock options and warrants issued are subject to the limitations of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions.

MINAURUM GOLD INC.

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

THREE MONTHS ENDED JULY 31, 2024 AND 2023

(Expressed in Canadian dollars)

2. Material Accounting Policies (continued):

- m) Use of judgments and estimates (continued):

Critical accounting estimates (continued)

Share-based payments (continued)

Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

Deferred income tax liability

The Company estimates the expected manner and timing of the realization or settlement of the carrying value of its assets and liabilities and applies the tax rates that are enacted or substantively enacted on the estimated dates of realization or settlement.

Critical accounting judgments

Examples of significant judgments, apart from those involving estimation, include:

Exploration and evaluation assets

Management is required to make judgments on the status of each mineral property and the future plans with respect to finding commercial reserves. The nature of exploration and evaluation activity is such that only a few projects are ultimately successful, and some assets are likely to become impaired in future periods.

Functional currency

The Company applied judgment in determining its functional currency and the functional currency of its subsidiaries. Functional currency was determined based on an analysis of the consideration factors in IAS 21, The Effects of Changes in Foreign Exchange Rates.

3. 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 exploration and evaluation assets. 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 future development of the business. The capital structure of the Company consists of shareholders' equity. The Company is not exposed to any externally imposed capital requirements.

The exploration and evaluation assets in which the Company currently has an interest are in the exploration stage. As such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. 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.

There were no changes in the Company's approach to capital management during the three months ended July 31, 2024 and 2023.

MINAURUM GOLD INC.

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

THREE MONTHS ENDED JULY 31, 2024 AND 2023

(Expressed in Canadian dollars)

4. Receivables:

	July 31, 2024	April 30, 2024
Amounts due from Government of Canada pursuant to GST input tax credits	\$ 21,889	\$ 8,511
Amounts due from Government of Mexico pursuant to IVA input tax credits and related interest	126,993	254,450
Total	\$ 148,882	\$ 262,961

5. Marketable securities:

	Marketable securities
Cost	
Balance, April 30, 2023 and 2024	\$ 2,442,175
Disposals	(27,200)
Balance, July 31, 2024	\$ 2,414,975
Fair value	
Balance, April 30, 2023	\$ 396,853
Fair value adjustment	(274,744)
Balance, April 30, 2024	122,109
Proceeds on disposals	(2,040)
Realized gain	680
Fair value adjustment	60,374
Balance, July 31, 2024	\$ 181,123

During the year ended April 30, 2022, the Company received 6,105,438 shares of Infinitum Copper Corp. ("Infinitum") pursuant to an option agreement on the Adelita property (Note 6(b)). During the three months ended July 31, 2024, the Company sold 34,000 shares of Infinitum for proceeds of \$2,040, realizing a gain of \$680.

6. Exploration and Evaluation Assets:

Balance consists of:

	July 31, 2024	April 30, 2024
Aurena, Mexico	\$ 1,189,713	\$ 1,189,713
Santa Marta, Mexico	346,294	346,294
Alamos (Quintera), Mexico	3,452,780	3,452,780
Taviche, Mexico	64,573	64,573
Biricu, Mexico	1,127,494	1,127,494
Aurífero, Mexico	718,460	656,326
Arizona, United States	323,766	323,766
Nevada, United States	238,255	-
Total	\$ 7,461,335	\$ 7,160,946

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many exploration and evaluation assets.

The Company has investigated title to its exploration and evaluation assets and to the best of its knowledge title to the assets is in good standing.

MINAURUM GOLD INC.

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

THREE MONTHS ENDED JULY 31, 2024 AND 2023

(Expressed in Canadian dollars)

6. Exploration and Evaluation Assets (continued):

a) Aurena Property, Oaxaca State, Mexico:

On April 30, 2009, the Company acquired an option, subsequently amended, to earn a 100% interest in the Aurena Property for 3,500,000 shares (issued) and \$20,000 cash (paid). The property is subject to a net smelter return royalty ("NSR") of 3%. In November 2010, a related party of the Mexican company that is the optionor of the underlying agreement became a director of the Company.

The Company paid US\$140,000, issued 1,100,000 common shares valued at \$514,500 and incurred property expenditures of US\$2,500,000 to earn its 100% interest in the Aurena property.

Upon commencement of commercial production, the Company shall issue 2,000,000 shares to the vendor. The Company may elect to purchase up to 2% of the NSR for payment of the greater of US\$4,000,000 or the equivalent amount of 0.9999 fine physical gold measured in troy ounces priced at the New York closing spot price on the closing date.

b) Adelita Property, Sonora State, Mexico:

On April 23, 2010, the Company acquired an option, subsequently amended, to acquire a 100% interest in a mineral property known as the Adelita property, comprised primarily of a land package under option with a Mexican company that is the optionor of the underlying agreement, along with a minor claim under option with a separate landowner. In November 2010, a related party of the Mexican company became a director of the Company. In consideration, the Company paid \$1 to acquire the option.

The Company previously paid US\$595,000 and issued 925,000 common shares valued at \$470,000 pursuant to the option and owns 100% of the Adelita property.

The property is subject to an NSR of 2%. On April 8, 2021, the Company issued 200,000 common shares valued at \$80,000 to eliminate a commercial production payment of 500,000 common shares.

Option Agreement with Infinitum Copper Corp.

In the year ended April 30, 2021, the Company granted to Infinitum Copper Corp. ("Infinitum", formerly ASR Resources Corp.) an option to earn an 80% interest in the Adelita property. In consideration for the granted option, Infinitum paid the Company the following:

- a) \$50,000 on signing (received);
- b) \$43,333 in property taxes on or before 10 business days after signing (received); and
- c) \$25,000 on or before August 26, 2021 (received).

In addition, on the first day of listed trading on the TSX Venture Exchange or Canadian Securities Exchange ("Listing Date"), Infinitum must issue 16% of the total issued and outstanding common shares of Infinitum calculated post issuance to the Company (received 6,105,438 shares valued at \$2,442,175 during the year ended April 30, 2022). Infinitum must incur at least \$3,000,000 of expenditures on the Adelita property on or before five years from the Listing Date (completed by September 30, 2023).

After completing the option to earn 80%, the Company and Infinitum are in the process of entering into a joint venture agreement. The Company's 20% retained interest will be carried until Infinitum carries out a total of \$4,750,000 in expenditures along with completing both a mineral resource calculation in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects and a Preliminary Economic Assessment.

MINAURUM GOLD INC.

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

THREE MONTHS ENDED JULY 31, 2024 AND 2023

(Expressed in Canadian dollars)

6. Exploration and Evaluation Assets (continued):

- b) Adelita Property, Sonora State, Mexico (continued):

Option Agreement with Infinitum Copper Corp. (continued)

Pursuant to the option agreement, Infinitum had 12 months from signing the definitive agreement to complete a listing, with a \$100,000 option to extend if the deadline was exceeded. During the year ended April 30, 2022, Infinitum exceeded the 12-month deadline to complete a listing, and the Company received \$100,000 to extend the option.

- c) Vuelcos del Destino Property, Guerrero State, Mexico:

On April 3, 2010, the Company acquired an option, subsequently amended, to acquire a 100% interest in a mineral property known as the Vuelcos del Destino property, located in Mexico. In November 2010, the president of the Mexican company that is the optionor of the underlying agreement became a director of the Company. The property is subject to a NSR of 3%, of which the Company may purchase up to 2% for US\$2,000,000 per percentage point. In consideration, the Company paid \$1 to acquire the option.

To maintain the option on the property, the Company must pay an aggregate of US\$355,000 in cash (paid) and issue an aggregate of 3,650,000 common shares (issued at an aggregate value of \$1,004,500) and complete US\$2,000,000 in exploration expenditures by April 23, 2022 (\$1,569,321 incurred as at July 31, 2024).

On March 30, 2020, the option agreement was amended to extend the date of required expenditures from April 23, 2020 to April 23, 2022, unless the necessary permits required for drilling on the property are not obtained by April 23, 2021, in which case the time to complete the remaining option payments and expenditures will be extended by the corresponding additional amount of time required to obtain the necessary permits. As at July 31, 2024, the permits have not been obtained.

Upon commencement of commercial production, the Company must also issue an additional 2,000,000 common shares to a maximum aggregate value of US\$5,000,000.

Civil claim

During the three months ended July 31, 2024, the Company filed a Notice of Civil Claim in the Supreme Court of British Columbia against the optionors of the Vuelcos del Destino property in Mexico seeking damages, costs, and other relief. The claim is based on the Company's belief that it was in compliance with the terms of the agreement. The Company determined that due to the uncertainty of the standing of the option agreement, the property is impaired, and elected to write off the related acquisition costs of \$1,411,039 as at April 30, 2024.

6. Exploration and Evaluation Assets (continued):

- d) Santa Marta Project, Oaxaca State, Mexico:

On October 7, 2010, the Company acquired an option, subsequently amended, from Minera Zalamera S.A. de C.V. ("Minera Zalamera"), to acquire a 100% interest in a mineral property known as the Santa Marta property, located in Mexico. The property is subject to an NSR of 3%. In consideration, the Company may purchase up to 2% of the NSR for US\$1,000,000 per 0.5%, payable at the Company's election in either cash or the equivalent of 0.9999 fine physical gold measured in troy ounces, priced at the New York gold closing price on the date of delivery.

MINAURUM GOLD INC.

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

THREE MONTHS ENDED JULY 31, 2024 AND 2023

(Expressed in Canadian dollars)

6. Exploration and Evaluation Assets (continued):

d) Santa Marta Project, Oaxaca State, Mexico (continued):

To maintain the option on the property, the Company must pay an aggregate of US\$175,000 in cash (paid US\$115,000) and issue an aggregate of 1,875,000 common shares (issued at an aggregate value of \$370,500) on or before October 28, 2016, and complete US\$2,500,000 in exploration expenditures by October 28, 2017 (\$3,290,704 incurred as at July 31, 2024).

In fiscal 2014, the option agreement was amended to state that the remaining option payments and expenditures would be deferred if the necessary permits required for drilling on the property were not obtained by May 31, 2014, in which case the time to complete the remaining option payments and expenditures will be extended by the corresponding additional amount of time required to obtain the necessary permits. As at July 31, 2024, the permits have not been obtained.

Upon commencement of commercial production, the Company will issue additional shares equal in value to \$5,000,000 to a maximum of 1,000,000 common shares, whichever is less.

e) Alamos (Quintera) Project, Sonora State, Mexico:

On September 1, 2016, the Company entered into an option agreement to earn a 100% interest in the Alamos (Quintera) silver project in Sonora, Mexico. To maintain the option on the property, the Company paid an aggregate of \$500,000 in cash, issued an aggregate of 6,443,628 common shares at a value of \$2,240,000, and incurred the minimum property expenditures (\$3,000,000) on or before September 1, 2022 as required under the option agreement. The Company fulfilled all remaining obligations pursuant to the option agreement during the year ended April 30, 2023 and as such, has now vested 100% ownership in the Alamos (Quintera) property.

The property vendor retains a 2% NSR, 0.5% of which can be purchased for \$1,000,000. The Company must also complete a \$2,000,000 payment to the property vendor within 30 days of the commencement of commercial production.

From fiscal 2019 to fiscal 2022, the Company also paid an aggregate of \$697,276 to acquire additional property concessions in the Alamos district.

f) Taviche Project, Oaxaca State, Mexico:

On January 25, 2019, the Company entered into a purchase and sale agreement with Gold79 Mines Ltd. (formerly Aura Resources Inc) and its wholly owned subsidiary, Aura Resources Mexico, S.A. de C.V. (collectively, "Gold79") to purchase an 80% interest in Gold79's Taviche project located in Oaxaca State in Mexico (the "Aura Purchase Agreement"). In consideration, the Company issued 100,000 common shares (valued at \$40,000) upon closing of the transaction and will issue an additional 100,000 common shares upon community approval of a drill program. Gold79 also granted to the Company an exclusive option to acquire the remaining 20% of the Taviche project for a total purchase price of \$1,000,000. During the year ended April 30, 2023, the Company exercised its option to acquire the remaining 20% of the Taviche project from Gold79 for a total purchase price of \$1,000,000 (paid). Concurrently, the Company entered into a settlement agreement with Gold79 pursuant to which Gold79 will pay \$800,000 (received) to the Company for a full and final release regarding any claims associated with the Taviche project. The Taviche project is subject to an aggregate 2.5% NSR.

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6. Exploration and Evaluation Assets (continued):

- f) Taviche Project, Oaxaca State, Mexico (continued):

Option Agreement with Fortuna Silver Mines Inc.

In fiscal 2021, the Company entered into an option agreement with Compania Minera Cuzcatlan, S.A. de C.V. ("CMC"), a wholly owned subsidiary of Fortuna Silver Mines Inc. ("Fortuna"), whereby CMC could earn up to an 80% interest in the Taviche project; 60% for total cash payments of US\$450,000 (US\$175,000 received) and incurring a total of US\$4,000,000 in expenditures on the Taviche project, an additional 80% by paying the Company US\$1,000,000. During the year ended April 30, 2024, the Fortuna option agreement was terminated.

- g) Biricu Project, Guerrero State, Mexico:

On January 13, 2021, the Company renegotiated the terms of the underlying royalty on the Biricu Project. The Biricu Project is subject to a 2% NSR. The Company has been granted an option to repurchase one-half of the NSR which would result in the NSR being reduced to 1% of net smelter returns ("NSR Repurchase Option"). The NSR Repurchase Option may be exercised by cash payment as follows:

- i) \$500,000 if the NSR Repurchase Option is exercised on or before December 31, 2023;
 - ii) \$750,000 if the NSR Repurchase Option is exercised after December 31, 2023 and on or before December 31, 2024; and
 - iii) \$1,000,000 if the NSR Repurchase Option is exercised after December 31, 2024 and on or before December 31, 2025.
- h) Aurifero Project, Sonora State, Mexico:

On January 17, 2020, the Company entered into an option agreement, subsequently amended, to acquire a 100% interest in the Aurifero gold project in Sonora, Mexico. To maintain the option on the property, the Company must complete cash payments over a five-year period as follows:

Milestone	Cash (USD)
Signing	\$ 84,120 (paid)
July 17, 2020	\$ 35,000 (paid)
January 17, 2021	\$ 25,000 (paid)
July 17, 2021	\$ 25,000 (paid)
January 17, 2022	\$ 25,000 (paid)
July 17, 2022	\$ 25,000 (paid)
January 17, 2023	\$ 25,000 (paid)
July 17, 2023	\$ 25,000 (paid)
January 17, 2024	\$ 25,000 (paid)
July 17, 2024	\$ 25,000 (paid)
January 17, 2025	\$ 2,370,000
Totals	\$ 2,689,120

During the year ended April 30, 2024, the Company also paid or accrued \$30,494 to acquire additional property concessions adjacent to the original Aurifero property.

Certain claims in the Aurifero property are subject to a 1% NSR.

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6. Exploration and Evaluation Assets (continued):

i) Arizona, United States:

As at July 31, 2024, the Company has paid a total of \$323,766 (April 30, 2024 - \$323,766) to stake certain claims in Arizona, USA.

j) Nevada, United States:

During the three months ended July 31, 2024, the Company entered into an option agreement to acquire certain claims in Nevada, USA. The Company paid US\$116,908 upon signing of the agreement, which remains subject to regulatory approval.

7. Related Party Transactions:

As at July 31, 2024, \$11,667 (April 30, 2024 - \$291,880) (included in accounts payable and accrued liabilities) is due to directors, officers, and companies with a director in common. Amounts due to related parties are non-interest bearing, with no fixed terms of repayments. As at July 31, 2024, the Company had prepaid \$12,916 (April 30, 2024 - \$22,324) to an officer.

The remuneration of key management personnel, which includes directors and officers of the Company, including amounts disclosed above, during the three months ended July 31, 2024 and 2023 were as follows:

	2024	2023
Consulting fees	\$ 69,000	\$ 69,000
Exploration costs (geological consulting)	32,250	23,001
Directors' fees	15,000	20,000
Share-based payments	<u>19,532</u>	<u>97,710</u>
Total	<u>\$ 135,782</u>	<u>\$ 209,711</u>

8. Share Capital:

a) Authorized share capital:

Unlimited common shares without par value.

b) Issued and outstanding common shares:

Issued in the three months ended July 31, 2024

On May 2, 2024, the Company closed a brokered private placement of 22,785,000 units at a price of \$0.25 per unit for gross proceeds of \$5,696,250. Each unit consists of one common share and one half of one common share purchase warrant; each whole warrant is exercisable at a price of \$0.34 for a period of two years. The Company recognized a residual value of \$227,850 for the warrants underlying the units issued. In connection with the private placement, the Company paid a cash commission of \$340,875 and incurred other share issuance costs of \$182,485, of which \$48,325 had been recorded as deferred financing costs at April 30, 2024. The Company also issued 1,363,500 broker warrants exercisable at a price of \$0.25 for a period of two years, with a fair value of \$199,370 (Note 8(d)).

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8. Share Capital (continued):

- b) Issued and outstanding common shares (continued):

Issued in the year ended April 30, 2024

On November 3, 2023, the Company closed a non-brokered private placement, issuing a total of 7,275,000 units at a price of \$0.11 per unit for gross proceeds of \$800,250. Each unit comprises one common share of the Company and one-half of one common share purchase warrant, each warrant exercisable at a price of \$0.18 per share for 3 years. The Company incurred share issuance costs of \$20,851.

- c) Stock options:

The Company has approved a stock option plan (the "Plan"), whereby the number of shares issuable under the Plan is limited to 10% of the issued and outstanding shares of the Company. The exercise price of each option shall not be less than the discounted market price of the Company's shares as calculated on the date of grant. An option's maximum term is ten years and shall vest as determined by the Board of Directors. Options granted to investor relations consultants shall vest in stages over 12 months with no more than one-quarter of options vesting in any three-month period.

Stock option transactions are as follows:

	Number of stock options	Weighted average exercise price
Balance, April 30, 2023	14,350,000	\$ 0.44
Granted	1,750,000	0.15
Expired	(275,000)	0.45
Balance outstanding, April 30, 2024 and July 31, 2024	15,825,000	0.41
Balance exercisable, July 31, 2024	14,950,000	0.43

As at July 31, 2024, the Company has stock options outstanding and exercisable as follows:

Number of stock options outstanding	Number of stock options exercisable	Exercise price	Expiry Date
2,550,000	2,550,000	\$ 0.45	April 15, 2029
200,000	200,000	0.45	June 18, 2029
300,000	300,000	0.52	March 23, 2026
3,200,000	3,200,000	0.52	March 23, 2031
125,000	125,000	0.45	October 15, 2026
7,700,000	7,700,000	0.40	April 13, 2032
1,750,000	875,000	0.15	November 9, 2028
15,825,000	14,950,000	\$ 0.41	

The Company did not grant any stock options during the three months ended July 31, 2024 and 2023. During the three months ended July 31, 2024, the Company recognized \$33,885 (2023 - \$113,058) in share-based payments for the fair value of the vesting portion of the stock options that were granted in the current and prior periods.

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8. Share Capital (continued):

d) Warrants:

Warrant transactions are as follows:

	Number of warrants	Weighted average exercise price
Balance, April 30, 2023	12,835,000	\$ 0.58
Issued	3,637,500	0.18
Expired	(12,835,000)	0.58
Balance, April 30, 2024	3,637,500	\$ 0.18
Issued	12,756,000	\$ 0.33
Balance, July 31, 2024	16,393,500	\$ 0.30

As at July 31, 2024, the Company has warrants outstanding as follows:

Number of warrants	Exercise price	Expiry Date
3,637,500	\$ 0.18	November 3, 2026
11,392,500	\$ 0.34	May 2, 2026
1,363,500	\$ 0.25	May 2, 2026

9. Segmented Information:

The Company operates in one segment being the acquisition and exploration of exploration and evaluation assets. The Company operates in Mexico and the United States. Geographic information is described in Note 6.

10. Financial Instruments and Risk Management:

Financial instruments

The Company measures financial instruments using a fair value hierarchy that prioritizes the inputs to the valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- 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 carrying values of cash, receivables, and accounts payable and accrued liabilities approximate their fair values because of the short-term nature of these instruments. Marketable securities are measured at level 1 inputs of the fair value hierarchy.

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10. Financial Instruments and Risk Management (continued):

Financial risk factors

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

a) Credit risk:

Credit risk is the risk of loss associated with a counter party's inability to fulfill its payment obligations. The Company's receivables consist primarily of amounts due from Canadian and Mexican government agencies, and cash is held with large and stable financial institutions.

b) Liquidity risk:

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet its liabilities when they come due. As of July 31, 2024, the Company had cash of \$4,547,633 and current liabilities of \$165,255.

c) 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.

(i) Interest rate risk:

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term demand deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

(ii) Foreign currency risk:

The Company is exposed to foreign currency risk on fluctuations related to cash, accounts receivable, and accounts payable and accrued liabilities that are denominated in United States Dollars and Mexican Pesos.

The exposure of the Company's cash and receivables to foreign exchange risk is as follows:

	July 31, 2024		April 30, 2024	
	Foreign currency amount	Amount in CAD dollars	Foreign currency amount	Amount in CAD dollars
United States dollars:				
Cash	2,761,802	\$ 3,818,136	188,148	\$ 258,109
Mexican pesos:				
Cash	897,629	\$ 66,287	2,448,124	\$ 196,846
Accounts receivable	1,719,683	\$ 126,993	3,164,534	\$ 254,450
Total financial assets		\$ 4,011,416		\$ 709,405

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10. Financial Instruments and Risk Management (continued):

Financial risk factors (continued)

c) Market risk (continued):

(ii) Foreign currency risk (continued):

The exposure of the Company's accounts payable to foreign exchange risk is as follows:

	July 31, 2024		April 30, 2024	
	Foreign currency amount	Amount in CAD dollars	Foreign currency amount	Amount in CAD dollars
United States dollars:				
Accounts payable	23,385	\$ 32,329	118,219	\$ 162,178
Mexican pesos:				
Accounts payable and accrued liabilities	1,233,362	\$ 91,080	198,789	\$ 40,106
Total financial liabilities		\$ 123,409		\$ 202,284

As at July 31, 2024, the Company had net monetary assets denominated in United States dollars totaling approximately US\$69,929. The Company has determined that a 10% increase or decrease in the US dollar against the Canadian dollar on these instruments, as at July 31, 2024, would result in approximately \$378,400 change to comprehensive loss for the period.

(iii) Price risk:

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.