

SOLIS MINERALS LTD.

(An Exploration Stage Company)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the Six Months Ended November 30, 2024

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

NOTICE OF NO AUDITOR REVIEW OF 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 the condensed interim consolidated financial statements have not been reviewed by an auditor.

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

The Company's independent auditor has not performed a review of these condensed interim consolidated financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

SOLIS MINERALS LTD.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Financial Position

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

| | November 30, 2024 | May 31, 2024 |
|--|----------------------|-----------------|
| Assets | | |
| Current | | |
| Cash | \$ 1,439,897 | \$ 3,921,451 |
| Receivables (Note 6) | 81,325 | 41,932 |
| Prepaid expenses | 150,366 | 158,386 |
| | 1,671,588 | 4,121,769 |
| Non-Current | | |
| Equipment (Note 7) | 37,479 | 28,498 |
| Prepaid expenses | 44,996 | 90,000 |
| Right-of-use assets (Note 8) | 15,534 | 22,847 |
| Exploration and evaluation assets (Note 4) | 7,727,615 | 7,368,100 |
| | \$ 9,497,212 | \$ 11,631,214 |
| Liabilities and Shareholders' Equity | | |
| Current Liabilities | | |
| Accounts payable (Note 6) | \$ 325,573 | \$ 310,260 |
| Accrued liabilities (Note 6) | 95,282 | 112,000 |
| Lease liabilities (Note 8) | 10,066 | 10,144 |
| | 430,921 | 432,404 |
| Non-Current | | |
| Lease liabilities (Note 8) | 6,863 | 14,681 |
| | 437,784 | 447,085 |
| Shareholders' Equity | | |
| Share capital (Note 5) | 47,329,630 | 47,329,630 |
| Reserves (Note 5) | 3,671,257 | 3,700,446 |
| Accumulated other comprehensive loss – cumulative translation adjustment | (393,089) | (147,528) |
| Deficit | (41,548,370) | (39,698,419) |
| | 9,059,428 | 11,184,129 |
| | \$ 9,497,212 | \$ 11,631,214 |

Nature of Operations and Going Concern – Note 1

Commitments – Note 12

Approved on behalf of the Board of Directors:

Signed “Kevin Wilson”, Director

Signed “Chafika Eddine”, Director

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

SOLIS MINERALS LTD.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

| | Three Months Ended November 30, | | Six Months Ended November 30, | |
|---|------------------------------------|--------------|----------------------------------|----------------|
| | 2024 | 2023 | 2024 | 2023 |
| Expenses | | | | |
| Accounting, audit and legal | \$ 80,108 | \$ 76,397 | \$ 184,347 | \$ 310,853 |
| Amortization of equipment (Note 7) | 1,608 | 751 | 4,250 | 1,271 |
| Amortization of right of use assets (Note 8) | 2,438 | 10,016 | 4,935 | 16,693 |
| Bank charges and interest recovery | (16,900) | (71,596) | (46,320) | (82,026) |
| Consulting fees (Note 6) | 158,252 | 200,824 | 325,464 | 343,900 |
| Foreign exchange loss (gain) | 39,792 | (22,061) | 47,868 | 139,904 |
| Insurance | 12,823 | 18,872 | 24,442 | 35,230 |
| Gain on change in fair value of warrants (Note 5) | - | (2,832,071) | - | (57,665) |
| Management fees (Note 6) | - | 15,000 | - | 30,000 |
| Office | 107,762 | 81,011 | 201,380 | 196,215 |
| Property investigation | - | 11,858 | - | 23,083 |
| Regulatory and filing fees | 26,287 | 14,493 | 67,416 | 176,351 |
| Rent | 4,511 | - | 32,656 | - |
| Share-based compensation (Notes 5 and 6) | 33,837 | 53,266 | 91,787 | 265,329 |
| Shareholder communications | 106,242 | 80,087 | 182,360 | 113,432 |
| Travel and related | 13,283 | 32,907 | 19,629 | 84,997 |
| Write-off of exploration and evaluation assets (Note 4) | - | 379,715 | 830,713 | 1,419,894 |
| Income (loss) for the period | (570,043) | 1,950,531 | (1,970,927) | (3,017,461) |
| Other comprehensive loss | | | | |
| Exchange difference on translating foreign operations | (95,574) | (10,474) | (245,561) | (26,306) |
| Comprehensive income (loss) | \$ (665,617) | \$ 1,940,057 | \$ (2,216,488) | \$ (3,043,767) |
| Income (loss) per common share, basic and diluted | \$ (0.01) | \$ 0.02 | \$ (0.03) | \$ (0.04) |
| Weighted average number of common shares outstanding – basic and diluted | 87,844,883 | 87,831,614 | 87,844,883 | 81,588,718 |

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

SOLIS MINERALS LTD.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

| | Share Capital | | | | Accumulated Other Comprehensive loss - Cumulative Translation Adjustments | | Total shareholders' equity |
|---|-------------------|----------------------|---------------------|-----------|---|------------------------|----------------------------------|
| | Number | Amount | Reserves | | | Deficit | |
| Balance - May 31, 2023 | 60,466,654 | \$ 29,025,555 | \$ 3,367,961 | \$ | - | \$ (27,729,106) | \$ 4,664,410 |
| Private placement | 15,067,273 | 7,323,053 | - | - | - | - | 7,323,053 |
| Share issuance cost | - | (274,837) | - | - | - | - | (274,837) |
| Exercise of options | 650,000 | 314,065 | (144,065) | - | - | - | 170,000 |
| Exercise of warrants | 11,153,456 | 2,975,784 | - | - | - | - | 2,975,784 |
| Shares issued for acquisition of Onca | 500,000 | 450,000 | - | - | - | - | 450,000 |
| Share-based compensation | - | - | 265,329 | - | - | - | 265,329 |
| Other comprehensive loss for the period | - | - | - | 26,306 | - | - | 26,306 |
| Loss for the period | - | - | - | - | - | (3,043,767) | (3,043,767) |
| Balance - November 30, 2023 | 87,837,383 | 39,813,620 | 3,489,225 | | 26,306 | (30,772,873) | 12,556,278 |
| Exercise of warrants | 7,500 | 7,516,010 | - | - | - | - | 7,516,010 |
| Share-based compensation | - | - | 211,221 | - | - | - | 211,221 |
| Other comprehensive loss for the period | - | - | - | (173,834) | - | - | (173,834) |
| Loss for the period | - | - | - | - | - | (8,925,546) | (8,925,546) |
| Balance - May 31, 2024 | 87,844,883 | 47,329,630 | 3,700,446 | | (147,528) | (39,698,419) | 11,184,129 |
| Share-based compensation | - | - | 91,787 | - | - | - | 91,787 |
| Cancellation of performance rights | - | - | (120,976) | - | - | 120,976 | - |
| Other comprehensive loss for the period | - | - | - | (245,561) | - | - | (245,561) |
| Loss for the period | - | - | - | - | - | (1,970,927) | (1,970,927) |
| Balance - November 30, 2024 | 87,844,883 | \$ 47,329,630 | \$ 3,671,257 | \$ | (393,089) | \$ (41,548,370) | \$ 9,059,428 |

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

SOLIS MINERALS LTD.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Cash Flows

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

| | For Six Months Ended November 30, | |
|--|--------------------------------------|----------------|
| | 2024 | 2023 |
| Cash flows from operating activities | | |
| Loss for the period | \$ (1,970,927) | \$ (3,043,767) |
| Items not affecting cash: | | |
| Amortization of equipment | 4,250 | 1,271 |
| Amortization of right of use assets | 4,935 | 16,693 |
| Interest expense | 2,451 | 9,880 |
| Gain on change in fair value of warrants | - | (57,665) |
| Share-based compensation | 91,787 | 265,329 |
| Write-off of exploration and evaluation assets | 830,713 | 1,419,894 |
| Changes in non-cash working capital items: | | |
| Decrease (increase) in receivables | (39,393) | 677 |
| Decrease (increase) in prepaid expenses and deposits | 53,024 | (102,380) |
| Increase (decrease) in accounts payable/accrued liabilities | (20,920) | 87,391 |
| Net cash used in operating activities | (1,044,080) | (1,402,677) |
| Cash flows from investing activities | | |
| Cash received in acquisition of Onça | - | 137,763 |
| Exploration and evaluation assets | (1,405,231) | (1,753,610) |
| Purchase of capital assets | (13,231) | (26,990) |
| Net cash used in investing activities | (1,418,462) | (1,642,837) |
| Cash flows from financing activities | | |
| Issuance of capital stock | - | 7,323,053 |
| Share issuance costs | - | (274,837) |
| Shares issued – options exercised | - | 170,000 |
| Shares issued – warrants exercised | - | 2,975,784 |
| Lease payments | (7,760) | (22,500) |
| Net cash provided by (used in) financing activities | (7,760) | 10,171,500 |
| Impact of foreign exchange rate on cash | (11,252) | - |
| Net change in cash for the period | (2,481,554) | 7,125,986 |
| Cash – beginning of the period | 3,921,451 | 113,036 |
| Cash – end of the period | \$ 1,439,897 | \$ 7,239,022 |
| Supplemental cash flow information | | |
| Cash paid for interest and income taxes | \$ - | \$ - |
| Right of use assets | \$ - | \$ 123,527 |
| Exploration and evaluation assets accrued through accounts payable and accrued liabilities | \$ 110,724 | \$ 451,951 |
| Cancellation of performance rights | \$ 120,976 | \$ - |
| Fair value of option exercised | \$ - | \$ 144,065 |

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

SOLIS MINERALS LTD.

(An Exploration Stage Company)

Notes to the Condensed Interim Consolidated Financial Statements

For the six months ended November 30, 2024

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

1. Nature of Operations and Going Concern

Solis Minerals Ltd. (an Exploration Stage Company) was incorporated under the Business Corporations Act of British Columbia, Canada on December 1, 2005 and maintains its corporate registered office at Unit 3, 32 Harrogate Street, West Leederville WA 6017, Australia. The Company's common shares are listed on the TSX Venture Exchange (TSX.V: SLMN) in Canada and began trading on the Australian Securities Exchange (ASX: SLM) effective December 24, 2021. Solis Minerals Ltd. and its subsidiaries (collectively referred to as the "Company" or "Solis") are principally engaged in the acquisition and exploration of mineral properties as described herein.

These condensed interim consolidated financial statements have been prepared on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. However, there are factors that management has identified that may cast significant doubt on the entities ability to continue as a going concern.

For the period ended November 30, 2024, the Company reported a loss of \$1,970,926 (2023 – \$3,017,461) and an accumulated deficit of \$41,548,370 (May 31, 2024 – \$39,698,419). As at November 30, 2024, the Company had working capital of \$1,240,667 (May 31, 2024 – \$3,689,365). The Company has no source of operating cash flow and relies on issuances of equity to finance operations, including exploration of its exploration and evaluation ("E&E") assets.

The ability of the Company to continue as a going concern and meet its commitments as they become due, including completion of the acquisition and exploration of its E&E assets, is dependent on the Company's ability to obtain the necessary financing through debt or equity issuances or other available means. Management will seek to raise additional capital to finance operations and expected growth, if necessary, or alternatively to dispose of its interests in certain properties. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. The outcome of these matters cannot be predicted at this time. If the Company is unable to obtain additional financing, the Company may be unable to continue as a going concern.

The business of mineral exploration involves a high degree of risk and there is no assurance that current exploration projects will result in future profitable mining operations. The Company has significant cash requirements to meet its administrative overhead, pay its liabilities and maintain its E&E assets. The recoverability of amounts shown for E&E assets is dependent on several factors. These include the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of these properties and future profitable production or proceeds from disposition of E&E assets. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern.

The Company's business, financial condition and results of operations may be further negatively affected by economic and other consequences from war in Europe, changes in inflationary pressures in the developed economies, political uncertainty in the Middle East and North America and economic uncertainty in China. While the Company expects any direct impacts of pandemics, the wars in the Ukraine and the Middle East, and the broader economic cycle to the business to be limited, the indirect impacts on the economy and on the mining industry and other industries in general could negatively affect the business and may make it more difficult for it to raise equity or debt financing. There can be no assurance that the Company will not be impacted by adverse consequences that may be brought about on its business, results of operations, financial position and cash flows in the future.

SOLIS MINERALS LTD.

(An Exploration Stage Company)

Notes to the Condensed Interim Consolidated Financial Statements

For the six months ended November 30, 2024

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

1. Nature of Operations and Going Concern (continued)

These condensed interim consolidated financial statements have been prepared in accordance with IFRS Accounting Standards ("IFRS") applicable to a going concern. Accordingly, they do not give effect to adjustments that may be necessary should the Company be unable to continue as a going concern, and therefore, be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business.

2. Basis of Presentation and Statement of Compliance

These condensed interim consolidated financial statements have been prepared in accordance with IFRS applicable to the preparation of interim financial statements, including International Accounting Standard s 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB"). The accounting policies applied in the preparation of these unaudited condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company's audited consolidated financial statements for the year ended May 31, 2024, except as noted below. These unaudited condensed interim financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended May 31, 2024, which have been prepared in accordance with IFRS as issued by the IASB.

These condensed interim consolidated financial statements were authorized for issue by the Company's Board of Directors on January 14, 2025.

These condensed interim consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as fair value through profit or loss ("FVTPL"), which are stated at their fair value. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. Certain comparative balances have been reclassified to conform with current period presentation.

The condensed interim consolidated financial statements are presented in Canadian dollars, which is also the functional currency of Solis Minerals Ltd (the parent entity), Westminster Chile SpA and Westminster Peru SAC. The functional currency of Onça Mineração Ltda. is the Brazilian Real.

The preparation of condensed interim consolidated financial statements requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies.

These condensed interim consolidated financial statements include the accounts of the Company and its wholly owned integrated subsidiaries, Westminster Peru SAC, Westminster Chile SpA and Onça Mineração Ltda. from the date of acquisition on June 5, 2023. All significant inter-company balances and transactions have been eliminated upon consolidation.

Subsidiaries are all entities over which the Company has control. The Company controls an entity when the Company is exposed to, or had rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

SOLIS MINERALS LTD.

(An Exploration Stage Company)

Notes to the Consolidated Financial Statements

For the six months ended November 30, 2024

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

3. Material Accounting Policy Information, New Standards and Interpretations

a) Sources of Estimation Uncertainty

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

(i) Valuation of performance rights

The Company valued the performance rights (“PSUs”) using the trading price on the date of grant adjusted for the estimated likelihood of vesting. Determining the estimated likelihood of vesting requires subjective assumptions. Changes in the assumptions could materially affect the fair value estimate and the Company's earnings and shareholders' equity reserves.

(ii) Realization of mineral property interests

The Company assesses its E&E assets for possible impairment if there are events or changes in circumstances that indicate that carrying values of assets may not be recoverable, at each reporting period. The assessment of any impairment of E&E asset is dependent upon estimates of recoverable amounts that take into account factors such as reserves, economic and market conditions, timing of cash flows and useful lives of assets and their related salvage values.

(iii) Site restoration obligations

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is possible that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of obligation can be made.

Restoration liabilities include an estimate of the future cost associated with the reclamation of the property, discounted to its present value, and capitalized as part of the cost of E&E assets. The estimated costs are based on the present value of the expenditure expected to be incurred. Changes in the discount rate, estimated timing of reclamation costs, or cost estimates are dealt with prospectively by recording a change in estimate, and corresponding adjustment to the exploration assets. The accretion on the reclamation provision is included in the reclamation liability.

As at November 30, 2024, the Company is not aware of any existing environmental obligations related to any of its current or former mineral property interests that may result in a liability to the Company.

(iv) Valuation of share-based compensation and derivative liabilities

The Company uses the Black-Scholes Option Pricing Model for valuation of share-based compensation and derivative liabilities. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate and forfeiture rate. Changes in the input assumptions could materially affect the fair value estimate and the Company's earnings and shareholders' equity reserves, as well as valuation of derivative liability, and therefore the existing models do not necessarily provide an accurate single measure of the actual fair value of the Company's stock options and warrants.

SOLIS MINERALS LTD.

(An Exploration Stage Company)

Notes to the Consolidated Financial Statements

For the six months ended November 30, 2024

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

3. Material Accounting Policy Information, New Standards and Interpretations (continued)

a) Sources of Estimation Uncertainty (continued)

(v) Income taxes

In assessing the probability of realizing income tax assets, management makes estimates related to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Changes in economic conditions, metal prices and other factors could result in revisions to the estimates of the benefits to be realized or the timing of utilizing losses.

b) Critical Accounting Judgments

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

(i) Impairment assessment

The Company assesses its equipment and E&E assets for possible impairment if there are events or changes in circumstances that indicate that carrying values of the assets may not be recoverable, at each reporting period. The assessment of any impairment of equipment and E&E assets is dependent upon estimates of recoverable amounts that take into account factors such as reserves, economic and market conditions, timing of cash flows, and the useful lives of assets and their related salvage values.

(ii) Assessment of going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meet its liabilities for the ensuing year, and to fund planned and contractual exploration programs, involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

(iii) Assessment of functional currency

The Company uses judgment in determining its functional currency. International Accounting Standards ("IAS") 21 The Effects of Changes in Foreign Exchange Rates defines the functional currency as the currency of the primary economic environment in which an entity operates. IAS 21 requires the determination of functional currency to be performed on an entity-by-entity basis, based on various primary and secondary factors. In identifying the functional currency of the parent and of its subsidiaries, management considered the currency that mainly influences the cost of undertaking the business activities in each jurisdiction in which the Company operates and has determined that the functional currencies detailed in Note 2 are appropriate.

SOLIS MINERALS LTD.

(An Exploration Stage Company)

Notes to the Consolidated Financial Statements

For the six months ended November 30, 2024

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

3. Material Accounting Policy Information, New Standards and Interpretations (continued)

c) Financial Instruments

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The following table shows the classification under IFRS 9:

| Financial assets/liabilities | Classification |
|------------------------------|----------------|
| Cash | Amortized cost |
| Receivables | Amortized cost |
| Accounts payable | Amortized cost |
| Accrued liabilities | Amortized cost |
| Lease liability | Amortized cost |

(ii) Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the profit or loss in the period in which they arise.

Debt investments at FVTOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVTOCI

These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

SOLIS MINERALS LTD.

(An Exploration Stage Company)

Notes to the Consolidated Financial Statements

For the six months ended November 30, 2024

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

3. Material Accounting Policy Information, New Standards and Interpretations (continued)

c) Financial Instruments (continued)

(iii) Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of loss and comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are generally recognized in profit or loss.

Fair value hierarchy

The Company categorizes financial instruments measured at fair value at one of three levels according to the reliability of the inputs used to estimate fair values. The fair value of financial assets and financial liabilities in Level 1 are determined by reference to quoted prices in active markets for identical assets and liabilities. Financial assets and financial liabilities in Level 2 are valued using inputs other than quoted prices for which all significant inputs are based on observable market data. Level 3 valuations are based on inputs that are not based on observable market data.

The Company does not have any financial instruments included in Level 1, 2 and 3 at November 30, 2024 and May 31, 2024. The carrying values of financial instruments maturing in the short term approximates their fair values.

d) Exploration and Evaluation Assets

Once the legal right to explore a property has been acquired, costs directly related to E&E expenditures are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, surveying costs, drilling costs and payments made to contractors during the exploration phase. Costs not directly attributable to E&E activities, including general and administrative overhead costs, are expensed in the period in which they occur.

SOLIS MINERALS LTD.

(An Exploration Stage Company)

Notes to the Consolidated Financial Statements

For the six months ended November 30, 2024

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

3. Material Accounting Policy Information, New Standards and Interpretations (continued)

c) Financial Instruments (continued)

From time to time, the Company may acquire or dispose of properties pursuant to the terms of option agreements. Due to the fact that options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as E&E assets or recoveries when the payments are made or received.

When a project is deemed to no longer have commercially viable prospects to the Company, E&E expenditures in respect of that project are deemed to be impaired. As a result, those E&E expenditures, in excess of estimated recoveries, are written off to profit or loss. The Company assesses E&E assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount.

e) Equipment

Equipment is recorded at cost, less accumulated amortization and accumulated impairment losses. These assets are amortized using the following annual rates:

| | |
|--------------------------------|-----------------------|
| Office furniture and equipment | 30% declining-balance |
| Computer equipment | 45% declining-balance |
| Field equipment | 15% declining-balance |

f) Impairment of Non-Financial Assets

At the end of each reporting period the carrying amounts of the assets are reviewed to determine whether there is any indication that those assets are impaired. Impairment is recognized when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. The impairment loss is recognized in profit or loss for the period.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount had no impairment loss been recognized. A reversal of an impairment loss is recognized in profit or loss.

g) Reclamation Obligations

The Company recognizes the fair value of a legal or constructive liability for a reclamation obligation in the period in which it is incurred and when a reasonable estimate of fair value can be made. The carrying amount of the related long-lived asset is increased by the same amount as the liability. Changes in the liability for a reclamation obligation due to the passage of time will be measured by applying an interest method of allocation. The amount will be recognized as an increase in the liability and a financing expense in the statement of comprehensive income/loss. Changes resulting from revisions to the timing or the amount of the original estimate of undiscounted cash flows are recognized as an increase or a decrease to the carrying amount of the liability and the related long-lived asset.

h) Share Capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, share warrants and options are classified as equity instruments. Incremental costs directly attributable to the issue of new shares or options are recognized as a deduction from equity.

SOLIS MINERALS LTD.

(An Exploration Stage Company)

Notes to the Consolidated Financial Statements

For the six months ended November 30, 2024

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

3. Material Accounting Policy Information, New Standards and Interpretations (continued)

i) Valuation of Equity Units Issued in Private Placements

Proceeds received on the issuance of units, consisting of common shares and warrants, are first allocated to the fair value of the common shares with any residual value then allocated to warrants. The fair value of the common shares is determined by the closing quoted bid price on the issue date. The balance, if any, is allocated to the attached warrants and recorded in reserves.

j) Share-based Compensation

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is recognized in profit or loss over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss over the remaining vesting period.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in profit or loss, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital. When the value of goods or services received in exchange for the share-based compensation cannot be reliably estimated, the fair value is measured by use of a valuation model.

The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioral considerations.

All equity-settled share-based payments are reflected in reserves, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in reserves is credited to share capital, adjusted for any consideration paid. Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest, except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

k) Loss per Share

Basic loss per common share is computed by dividing the net loss for the year by the weighted average number of common shares outstanding for the period. Diluted per share amounts reflect the potential dilution that could occur if securities or other contracts to issue common shares were exercised or converted to common shares. The treasury stock method is used to determine the dilutive effect of stock options and other dilutive instruments. Under the treasury stock method, the weighted average number of common shares outstanding used in the calculation of diluted loss per share assumes that the deemed proceeds received from the exercise of stock options, share purchase warrants and their equivalents would be used to repurchase common shares of the Company at the average market price during the period.

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3. Material Accounting Policy Information, New Standards and Interpretations (continued)

l) Income Taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities, and their respective tax basis. Deferred tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in profit or loss in the period that includes the enactment date. Deferred tax assets also result from unused loss carry-forwards, resource related tax pools and other deductions. A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

m) Foreign Currency Translation

Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on the date of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated into Canadian dollars at the rate of exchange prevailing at the statement of financial position date. Non-monetary items are translated at the rate of exchange in effect when the amounts were acquired, or obligations incurred. Non-monetary items measured at fair value are reported at the exchange rates in effect at the time of the transaction.

Exchange differences arising from the translations are recorded as a gain or loss on foreign currency translation in profit or loss.

n) Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the statement of financial position date, taking into account the risk and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

o) Leases

The Company assesses whether a contract is or contains a lease at inception of a contract. The Company recognize a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term unless another systematic basis is more representative of the usage of the economic benefits from the leased asset.

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(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

3. Material Accounting Policy Information, New Standards and Interpretations (continued)

o) Leases (continued)

The lease liability is initially measured at a present value of the future lease payments at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate. The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect any lease payments made.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, payments made on or before the lease commencement and any direct costs. They are subsequently measured at cost less amortization and any impairment losses. Right-of-use assets are amortized over the shorter period of the lease term and useful life of the underlying asset.

p) New accounting standards and interpretations

A number of new standards, and amendments to standards and interpretations, are not effective and have not been early adopted in preparing these financial statements. The following accounting standards and amendments are effective for future periods:

i) Classification of Liabilities as Current or Non-current (Amendments to IAS 1) – The amendments to IAS1 provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date.

This amended standard is effective for reporting periods beginning on or after January 1, 2024. The Company does not expect material impact upon adoption of the amended standard.

ii) IFRS 18 - Presentation and Disclosure in Financial Statements - IFRS 18 introduces three sets of new requirements to give investors more transparent and comparable information about companies' financial performance for better investment decisions.

- a) Three defined categories for income and expenses – operating, investing or financing – to improve the structure of the income statements, and require all companies to provide new defined subtotals, including operating profit;
- b) Requirement for companies to disclose explanations of management-defined performance measures (MPMs) that are related to the income statement; and
- c) Enhanced guidance on how to organize information and whether to provide it in the primary financial statements or in the notes.

This new standard is effective for reporting periods beginning on or after January 1, 2027. The Company will be evaluating the impact of the above standard on its consolidated financial statements.

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Notes to the Consolidated Financial Statements

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(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

3. Material Accounting Policy Information, New Standards and Interpretations (continued)

p) New accounting standards and interpretations (continued)

The Company adopted the following accounting standards during the year ended May 31, 2024:

Amendments to IAS 1 and IFRS Practice Statement 2 – Disclosure of Accounting Policies

These amendments continue the IASB's clarifications on applying the concept of materiality. These amendments help companies provide useful accounting policy disclosures, and they include: requiring companies to disclose their material accounting policies instead of their significant accounting policies; clarifying that accounting policies related to immaterial transactions, other events or conditions are themselves immaterial and do not need to be disclosed; and clarifying that not all accounting policies that relate to material transactions, other events or conditions are themselves material. The IASB also amended IFRS Practice Statement 2 to include guidance and examples on applying materiality to accounting policy disclosures. The implementation of these amendments reduced disclosures in the notes to the consolidated financial statements.

Amendments to IAS 8 – Definition of Accounting Estimates

These amendments clarify how companies distinguish changes in accounting policies from changes in accounting estimates, with a primary focus on the definition of and clarifications on accounting estimates. The distinction between the two is important because changes in accounting policies are applied retrospectively, whereas changes in accounting estimates are applied prospectively. Further, the amendments clarify that accounting estimates are monetary amounts in the consolidated financial statements subject to measurement uncertainty. The amendments also clarify the relationship between accounting policies and accounting estimates by specifying that a company develops an accounting estimate to achieve the objective set out by an accounting policy. There were no significant impact to the consolidated financial statements as a result of the implementation of these amendments.

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4. Exploration and Evaluation Assets

The Company's interests in exploration and evaluation assets are located in Peru, Chile and Brazil. The following table outlines the expenditures for the year ended May 31, 2024 and period ended November 30, 2024:

| | Balance as at May 31, 2023 | Additions | Balance as at May 31, 2024 | Additions | Balance as at November 30, 2024 |
|---|----------------------------------|--------------|----------------------------------|------------|---------------------------------------|
| Ilo Norte/ Chocolate/ Ilo Este/ Cinto/ Canyon and Regional Projects, Peru: | | | | | |
| Acquisition costs | \$ 4,092,746 | \$ 74,184 | \$ 4,166,930 | \$ 518,709 | \$ 4,685,639 |
| Exploration expenditures | | | | | |
| Consulting and engineering | 181,306 | 664,892 | 846,198 | 437,707 | 1,283,905 |
| Fieldwork and miscellaneous | 44,060 | 192,252 | 236,312 | 147,286 | 383,598 |
| Write-down | (84,101) | - | (84,101) | - | (84,101) |
| | 4,234,011 | 931,328 | 5,165,339 | 1,103,702 | 6,269,041 |
| Jaguar Lithium, Brazil: | | | | | |
| Acquisition costs – on Onça acquisition | - | 521,004 | 521,004 | - | 521,004 |
| Acquisition costs – shares for Onça acquisition | - | 334,000 | 334,000 | - | 334,000 |
| Exploration expenditures | | | | | |
| Assay and core logging | - | 11,179 | 11,179 | - | 11,179 |
| Consulting and engineering | - | 214,339 | 214,339 | - | 214,339 |
| Drilling | - | 547,455 | 547,455 | - | 547,455 |
| Fieldwork and miscellaneous | - | 82,916 | 82,916 | 10,177 | 93,093 |
| Foreign exchange adjustment | - | (37,740) | (37,740) | - | (37,740) |
| Write-down | - | (1,673,153) | (1,673,153) | (10,177) | (1,683,330) |
| | - | - | - | - | - |
| Boroborema, Brazil: | | | | | |
| Acquisition costs – on Onça acquisition | - | 180,944 | 180,944 | - | 180,944 |
| Acquisition costs – shares for Onça acquisition | - | 116,000 | 116,000 | - | 116,000 |
| Exploration expenditures | | | | | |
| Assay and core logging | - | 63,814 | 63,814 | 7,642 | 71,456 |
| Consulting and engineering | - | 257,614 | 257,614 | 193,867 | 451,481 |
| Drilling | - | 608,669 | 608,669 | - | 608,669 |
| Fieldwork and miscellaneous | - | 126,649 | 126,649 | 107,375 | 234,024 |
| Foreign exchange adjustment | - | (35,230) | (35,230) | (168,770) | (204,000) |
| | - | 1,318,460 | 1,318,460 | 140,114 | 1,458,574 |
| Mina Vermelha, Brazil: | | | | | |
| Acquisition costs | - | 135,480 | 135,480 | - | 135,480 |
| Exploration expenditures | | | | | |
| Assay and core logging | - | 73,847 | 73,847 | - | 73,847 |
| Consulting and engineering | - | 184,142 | 184,142 | - | 184,142 |
| Drilling | - | 350,836 | 350,836 | - | 350,836 |
| Fieldwork and miscellaneous | - | 165,955 | 165,955 | (2,544) | 163,411 |
| Write-down | - | - | - | (820,536) | (820,536) |
| Foreign exchange adjustment | - | (25,959) | (25,959) | (61,221) | (87,180) |
| | - | 884,301 | 884,301 | (884,301) | - |
| | \$ 4,234,011 | \$ 3,134,089 | \$ 7,368,100 | \$ 359,515 | \$ 7,727,615 |

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4. Exploration and Evaluation Assets (continued)

a) Ilo Norte, Chocolate, Ilo Este, Cinto, Canyon and Regional Project, Peru

The Company owns a 100% interest in a portfolio of concessions in southern Peru.

b) Mina Vermelha Project, Brazil

During the year ended May 31, 2024, the Company entered into an option agreement to acquire a 100% interest of the Mina Vermelha project in the Borborema province of Brazil upon completion of the following:

- i) Cash payment of 500,000 BRL (AUD\$155,000) upon signing of the option agreement which will grant the Company a 12-month due diligence period (paid);
- ii) Cash payment of 10,000,000 BRL (AUD\$3,100,000) on or before October 9, 2024;
- iii) Cash payment of 10,000,000 BRL (AUD\$3,100,000) on or before October 9, 2025; and
- iv) Cash payment of 5,000,000 BRL (AUD\$1,550,000) on or before April 9, 2026.

The agreement is subject to a 1.5% net smelter royalty, which the Company has the right to purchase for an amount to be determined by an independent third-party evaluation of the Mina Vermelha Project.

During the period ended November 30, 2024, the Company decided to cease exploring the Mina Vermelha Project and terminated the option agreement. The Company wrote-off \$820,536 of exploration and evaluation assets to reduce the carrying value to \$Nil.

c) Borborema, Brazil

During the year ended May 31, 2023, the Company entered into an agreement to acquire a 100% interest in Onça Mineração Ltda. ("Onça"), a Brazilian company. During the year ended May 31, 2024, the Company completed the acquisition by paying off \$27,769 (US\$20,000) and issuing 500,000 common shares of the Company with a fair value of \$450,000 (Note 13). Onça is the holder of lithium exploration permit applications located in Brazil, known as the Borborema claims.

d) Jaguar Lithium, Brazil

During the year ended May 31, 2023, Onça entered into an option agreement to acquire 100% interest of the Jaguar lithium project in Bahia state, north-east Brazil upon completion of the following:

- i) Cash payment of 1,500,000 BRL (\$416,691 advanced by the Company on behalf of Onça);
- ii) Cash payment of 3,500,000 BRL on or before September 1, 2023 ("Option Exercise Fee"); and
- iii) Cash payment of 14,500,000 BRL on or before August 27, 2024.

Simultaneously with payment of the Option Exercise Fee and subject to the exercise of the option, the Company agreed to issue to the vendor 3,000,000 performance rights ("Performance Rights") which convert on a one-for-one basis into fully paid ordinary shares in the capital of the Company upon delineation of an inferred (or greater) mineral resource of 10Mt at 1.0% Li₂O or greater within 24 months from the issue of the Performance Rights.

During the year ended May 31, 2024, the Company determined it would not continue exploring the Jaguar claims and terminated the option agreement. The Company wrote-off \$1,673,153 of exploration and evaluation assets to reduce the carrying value to \$Nil. All claims over the project were relinquished by Solis and Onça.

During the period ended November 30, 2024, the Company wrote off an additional \$10,177 for exploration expenditures.

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(Unaudited – Prepared by Management)

5. Share Capital and Reserves

a) Authorized

The Company is authorized to issue an unlimited number of common shares without par value.

b) Private Placements and Share Issuances

During the year ended May 31, 2024, the Company:

- i) closed the first tranche of a private placement and issued 5,545,455 common shares at \$0.50 (A\$0.55) per share for gross proceeds of \$2,753,368 (A\$3,050,000). The Company incurred \$172,419 (A\$192,000) in finders' fees.
- ii) closed the second tranche of a private placement and issued 9,521,818 common shares at \$0.48 (A\$0.55) per share for gross proceeds of \$4,569,685 (A\$5,237,000). The Company incurred \$67,961 (A\$78,000) in brokers' fees and paid share issuance costs of \$34,457.
- iii) issued 650,000 common shares pursuant to the exercise of options for gross proceeds of \$170,000 and allocated \$144,065 reserve to share capital.
- iv) issued 11,160,956 common shares pursuant to the exercise of warrants for gross proceeds of \$2,977,794. Upon exercise, the Company reallocated \$7,514,000 of derivative liability on change in fair value of warrants to the common shares.
- v) completed the acquisition of Onça by issuing 500,000 common shares valued at \$450,000 of the Company (Note 13).

c) Stock Options

The Company has a stock option plan (the "Plan") in place that allows for the reservation of common shares issuable under the Plan to a maximum of 10% of the number of issued and outstanding common shares of the Company at any given time. The exercise price of any stock option granted under the plan may not be less than the closing price of the Company's shares on the last business day immediately preceding the date of grant.

A summary of the status of the Company's stock options as at November 30, 2024 is presented below:

| Exercise Price | Balance at May 31, 2024 | Granted | Exercised/ Expired/ Cancelled | Balance at November 30, 2024 | Expiry Date | Remaining contractual life in years | Number of options vested |
|----------------|-------------------------|---------|-------------------------------|------------------------------|-------------------|-------------------------------------|--------------------------|
| \$ 0.175 | 850,000 | - | - | 850,000 | October 27, 2025 | 0.91 | 850,000 |
| \$ A0.09 | 1,750,000 | - | - | 1,750,000 | December 31, 2025 | 1.08 | 1,312,500 |
| \$ 0.30 | 100,000 | - | - | 100,000 | June 18, 2026 | 1.55 | 100,000 |
| \$ A0.60 | 600,000 | - | - | 600,000 | August 11, 2026 | 1.70 | 600,000 |
| | 3,300,000 | - | - | 3,300,000 | | 1.16 | 2,862,500 |
| \$ | 0.21 | \$ - | \$ - | \$ 0.21 | | | |

SOLIS MINERALS LTD.

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5. Share Capital and Reserves (continued)

c) Stock Options (continued)

A summary of the status of the Company's stock options as at May 31, 2024 is presented below:

| Exercise Price | Balance at May 31, 2023 | Granted | Exercised/ Expired/ Cancelled | Balance at May 31, 2024 | Expiry Date | Remaining contractual life in years | Number of options vested |
|----------------|-------------------------|-----------|-------------------------------|-------------------------|-------------------|-------------------------------------|--------------------------|
| \$ 0.175 | 1,650,000 | - | (800,000) | 850,000 | October 27, 2025 | 1.41 | 850,000 |
| \$ A0.09 | - | 1,750,000 | - | 1,750,000 | December 31, 2025 | 1.59 | 437,500 |
| \$ 0.30 | 725,000 | - | (625,000) | 100,000 | June 18, 2026 | 2.05 | 100,000 |
| \$ A0.60 | - | 600,000 | - | 600,000 | August 11, 2026 | 2.20 | 600,000 |
| Totals: | 2,375,000 | 2,350,000 | (1,425,000) | 3,300,000 | | 1.64 | 1,987,500 |
| \$ | 0.21 | \$ 0.22 | \$ 0.23 | \$ 0.21 | | | |

d) Share-Based Compensation

During the year ended May 31, 2024, the Company:

- granted 600,000 stock options to a consultant of the Company. The options are exercisable at AUD\$0.60 per option until August 11, 2026. The options were valued using the Black-Scholes option pricing model resulting in share-based compensation of \$200,368. The options were fully vested on the grant date; and
- granted 1,750,000 stock options to a consultant of the Company. The options are exercisable at AUD\$0.09 per option until December 31, 2025. The options were valued using the Black-Scholes option pricing model at \$212,120. \$74,870 (2023 - \$Nil) of share-based compensation was recorded during the period ended November 30, 2024 as the options vest on a quarterly basis following the date of issuance. At November 30, 2024, 437,500 options remained unvested.

The options granted during the period ended November 30, 2024 and 2023 were valued using the Black-Scholes option pricing model with the following weighted average grant date assumptions:

| | Period ended November 30, 2024 | Period ended November 30, 2023 |
|--|--------------------------------|--------------------------------|
| Weighted average grant date fair value | - | \$0.33 |
| Weighted average risk-free interest rate | - | 4.70% |
| Expected dividend yield | - | 0.00% |
| Weighted average stock price volatility | - | 160.31% |
| Weighted average forfeiture rate | - | 0.00% |
| Weighted average expected life of options in years | - | 3.00 |

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5. Share Capital and Reserves (continued)

e) Performance Rights

On August 11, 2023, the Company adopted an omnibus equity incentive plan (the “Plan”) pursuant to which the Company can grant equity compensation to directors, employees and consultants including stock options, restricted share units (“RSUs”) and PSUs. In addition, the Company can grant deferred share units (“DSUs”) to non-employee directors and their designated affiliates.

During the year ended May 31, 2024, the Company granted 7,000,000 performance rights with a fair value of \$337,750 to directors. 250,000 performance rights vest 12 months from grant. 250,000 performance rights vest 24 months from grant.

During the period ended November 30, 2024, a director of the Company resigned from the board, which resulted in a forfeiture of 4,000,000 performance rights and the Company recognized a decreased to deficit of \$120,976.

The remaining 3,000,000 vest pursuant to specific performance criteria associated with the Company's exploration and evaluation assets. All performance rights expire on August 21, 2026. During the period ended November 30, 2024, the Company recognized share-based payment expense of \$16,916 (2023 - \$Nil).

f) Share Purchase Warrants

| Exercise Price | Balance at May 31, 2024 | Exercised | Expired | Balance at November 30, 2024 | Expiry Date | Remaining contractual life in years |
|-----------------------|-------------------------|--------------|-------------|------------------------------|---------------|-------------------------------------|
| \$ A0.28 | 3,666,667 | - | - | 3,666,667 | Dec 23, 2024* | 0.06 |
| | 3,666,667 | - | - | 3,666,667 | | |
| \$ 0.28 | | \$ - | \$ - | \$ 0.28 | | |
| *expired subsequently | | | | | | |
| Exercise Price | Balance at May 31, 2023 | Exercised | Expired | Balance at May 31, 2024 | Expiry Date | Remaining contractual life in years |
| \$ A0.30 | 13,750,000 | (11,160,956) | (2,589,044) | - | Dec 15, 2023 | - |
| \$ A0.28 | 3,666,667 | - | - | 3,666,667 | Dec 23, 2024 | 0.56 |
| | 17,416,667 | (11,160,956) | (2,589,044) | 3,666,667 | | |
| \$ 0.30 | | \$ 0.30 | \$ 0.30 | \$ 0.28 | | |

As at November 30, 2024, all of the above existing warrants were exercisable.

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5. Share Capital and Reserves (continued)

f) Share Purchase Warrants (continued)

Derivative Liability

As at May 31, 2023, the Company revalued the derivative liability at \$125,432 resulting in an unrealized gain on change in fair value of warrants of \$324,484 through profit or loss for the year ended May 31, 2023. It was estimated using the Black-Scholes option pricing model with the following assumptions: expected life 0.57 years, volatility 105.67%, risk-free rate 4.27%, dividend yield 0%.

During the year ended May 31, 2024, 2,589,044 warrants expired and the Company recorded a loss on change in fair value of warrants of \$7,388,568. During the year ended May 31, 2024, 11,160,956 were exercised. The derivative liability was revalued on the date of exercise at \$7,514,000 and reallocated to share capital. The revaluation was done using the Black-Scholes option pricing model with the following weighted average assumptions: expected life 0.49 years, volatility 271.99%, risk-free rate 4.65%, dividend yield 0%.

6. Related Party Transactions

Key management personnel are persons responsible for planning, directing and controlling the activities of the entity, and include all directors and officers. Key management compensation during the period ended November 30, 2024 and 2023 were as follows:

| | Six months ended November 30, 2024 | Six months ended November 30, 2023 |
|---------------------|---------------------------------------|---------------------------------------|
| Short-term benefits | \$ 299,161 | \$ 340,350 |
| Performance rights | 16,916 | - |
| Total | \$ 316,077 | \$ 340,350 |

Included in short-term benefits are the following:

- (i) \$Nil (2023 - \$30,000) in management fees paid or accrued to a company controlled by Jason Cubitt, the Company's former Chief Executive Officer.
- (ii) \$9,000 (2023 - \$9,000) in consulting fees paid or accrued to Rachel Chae, the Company's Chief Financial Officer.
- (iii) \$36,183 (2023 - \$34,986) in director fees paid or accrued to Christopher Gale, a director of the Company.
- (iv) \$30,000 (2023 - \$30,000) in director fees paid or accrued to Kevin Wilson, a director of the Company.
- (v) \$30,000 (2023 - \$30,000) in director fees paid or accrued to Chafika Eddine, a director of the Company.
- (vi) \$45,000 (2023 - \$30,000) in director fees paid or accrued to Michael Parker, a director of the Company.
- (vii) \$69,259 (2023 - \$71,240) exploration expenditures capitalized in exploration and evaluation assets paid or accrued to a company controlled by Michael Parker, a director of the Company.
- (viii) \$79,719 (2023 - \$105,124) in director fees paid or accrued to Matthew Boyes, the Company's former Executive Director.

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6. Related Party Transactions (continued)

Included in receivables is \$16,800 (May 31, 2024 - \$16,800) receivable from Volatus Capital Corp., a Company with a shared former director, for sublease office rent expenses.

Included in accounts payable and accrued liabilities is \$48,695 (May 31, 2024 - \$97,543) in key management compensation payable to directors..

Included in accounts payable and accrued liabilities is \$11,826 (May 31, 2024 - \$15,050) due to Latin Resources Limited, a company with a common director.

7. Equipment

| | Office furniture and equipment | Field equipment | Total |
|----------------------------|--------------------------------------|--------------------|------------|
| Cost: | | | |
| Balance, May 31, 2023 | \$ 94,962 | \$ 74,353 | \$ 169,315 |
| Additions | 18,254 | 8,736 | 26,990 |
| Balance, May 31, 2024 | 113,216 | 83,089 | 196,305 |
| Additions | - | 13,231 | 13,231 |
| Balance, November 30, 2024 | \$ 113,216 | \$ 96,320 | \$ 209,536 |
| Accumulated amortization: | | | |
| Balance, May 31, 2023 | \$ 94,398 | \$ 67,710 | \$ 162,108 |
| Charge for the year | 3,392 | 2,307 | 5,699 |
| Balance, May 31, 2024 | 97,790 | 70,017 | 167,807 |
| Charge for the period | 2,773 | 1,477 | 4,250 |
| Balance, November 30, 2024 | \$ 100,563 | \$ 71,494 | \$ 172,057 |
| Net book value: | | | |
| Balance, May 31, 2024 | \$ 15,426 | \$ 13,072 | \$ 28,498 |
| Balance, November 30, 2024 | \$ 12,653 | \$ 24,826 | \$ 37,479 |

8. Right of use assets

During the year ended May 31, 2024, the Company entered a three-year lease for its office in Brazil. For the period ending November 30, 2024, depreciation expense on the right of use assets was \$4,935 (2023 - \$16,693). The lease term matures on June 20, 2026. The below tables show the continuity of Right of use assets:

| | |
|--|-----------|
| Right of use assets, May 31, 2023 | \$ - |
| Addition | 34,086 |
| Depreciation expense | (11,239) |
| Right of use assets, May 31, 2024 | 22,847 |
| Depreciation expense | (4,935) |
| Translation adjustment | (2,378) |
| Right of use assets, November 30, 2024 | \$ 15,534 |

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8. Right of use assets (continued)

For the period ending November 30, 2024, interest expense on the lease obligation was \$2,451 (2023 - \$9,880). The below tables show the continuity of lease obligation and the reconciliation between the undiscounted and discounted balances:

| | | |
|-------------------------------------|----|----------|
| Lease obligation, May 31, 2023 | \$ | - |
| Addition | | 34,086 |
| Interest expense | | 4,232 |
| Payments | | (13,493) |
| Lease obligation, May 31, 2024 | | 24,825 |
| Interest expense | | 2,451 |
| Payments | | (7,760) |
| Translation adjustment | | (2,587) |
| Lease obligation, November 30, 2024 | | 16,929 |
| Current portion | | (10,066) |
| Non-current portion | \$ | 6,863 |

The weighted average incremental borrowing rate applied to the lease liabilities was 20%.

9. Management of Capital

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the sourcing and exploration of resource properties. The Company does not have any externally imposed capital requirements to which it is subject.

The Company considers the aggregate of its share capital, reserves and deficit as capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or dispose of assets or adjust the amount of cash. The strategy is unchanged from the prior year.

10. Financial Instruments and Financial Risk

The Company's financial instruments consist of cash, receivables, accounts payable, accrued liabilities, and derivative liability. The fair values of these financial instruments approximate their carrying values except for the derivative liability which is valued using Level 3 inputs.

An entity classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurement. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair Value of Financial Instruments

The carrying value of cash, receivables, accounts payable and accrued liabilities and lease liabilities approximates their fair values due to the relatively short periods of maturity of these instruments.

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10. Financial Instruments and Financial Risk (continued)

Financial risk management objectives and policies

The risks associated with the Company's financial instruments and the policies on how to mitigate these risks are set out below.

Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Currency risk

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

The Company does not have any significant foreign currency denominated monetary liabilities.

The Company is exposed to currency risk to the extent that expenditures incurred by the Company are denominated in currencies other than the Canadian dollar including the Brazilian Real, Chilean peso and United States dollar. The Company does not manage currency risk through hedging or other currency management tools.

The Company's net exposure to foreign currency risk is as follows (denominated in each country's currency):

| | November 30, 2024 US Dollars | May 31, 2024 US Dollars | November 30, 2024 Chilean Pesos | May 31, 2024 Chilean Pesos | November 30, 2024 AU Dollars | May 31, 2024 AU Dollars | November 30, 2024 Brazilian Real | May 31, 2024 Brazilian Real |
|------------------|---------------------------------------|-------------------------------|---|-------------------------------------|---------------------------------------|-------------------------------|--|--------------------------------------|
| Cash | \$ 73,269 | \$ 23,755 | 2,197,040 | 1,165,394 | \$ 1,353,532 | \$ 4,218,061 | 426,208 | 211,974 |
| Accounts payable | (86,188) | (86,056) | (12,088,642) | (17,692,176) | (47,187) | (86,480) | (23,497) | (22,952) |
| Net | \$ (12,919) | \$ (62,301) | (9,891,602) | (16,526,782) | \$ 1,306,345 | \$ 4,131,581 | 402,711 | 189,022 |

Interest rate risk

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

(i) Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash and receivables. To minimize the credit risk the Company places these instruments with a high-quality financial institution. The Company's receivables consist of amounts due from the Canadian government, third parties and other parties. Some amounts are settled past normal trade terms and in cases where amounts become uncollectible the Company recognizes bad debt expense to write off the uncollectible amounts. At November 30, 2024, the Company had \$Nil in amounts due greater than 90 days.

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10. Financial Instruments and Financial Risk (continued)

(ii) 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 a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

The following is an analysis of the contractual maturities of the Company's non-derivative financial liabilities at November 30, 2024:

| | Within 60 days | Between 61-90 days | More than 90 days |
|---------------------|-------------------|-----------------------|----------------------|
| Accounts payable | \$ 325,573 | \$ - | \$ - |
| Accrued liabilities | 95,282 | - | - |
| | \$ 420,855 | \$ - | \$ - |

The following is an analysis of the contractual maturities of the Company's non-derivative financial liabilities at May 31, 2024:

| | Within 60 days | Between 61-90 days | More than 90 days |
|---------------------|-------------------|-----------------------|----------------------|
| Accounts payable | \$ 310,260 | \$ - | \$ - |
| Accrued liabilities | 112,000 | - | - |
| | \$ 422,260 | \$ - | \$ - |

(iii) Market Risk

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of financial instruments can be affected by changes in interest rates, foreign currency rates and other price risk.

(iv) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or currency risk. The Company is not exposed to other price risk.

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11. Segmented Information

The Company operates in a single reportable operating segment, being the exploration and development of mineral properties. Summarized financial information for the geographic segments the Company operates in are as follows:

| | Peru | | Brazil | | Canada | | Total |
|-----------------------------------|------|-----------|--------|-----------|--------|--------|--------------|
| November 30, 2024 | | | | | | | |
| Capital assets | \$ | - | \$ | 12,653 | \$ | 24,826 | \$ 37,479 |
| Right of use assets | | - | | 15,534 | | - | 15,534 |
| Exploration and evaluation assets | | 6,269,041 | | 1,458,574 | | - | 7,727,615 |
| | \$ | 6,269,041 | \$ | 1,486,761 | \$ | 24,826 | \$ 7,780,628 |
| May 31, 2024 | | | | | | | |
| Capital assets | \$ | - | \$ | 15,426 | \$ | 13,072 | \$ 28,498 |
| Right of use assets | | - | | 22,847 | | - | 22,847 |
| Exploration and evaluation assets | | 5,165,339 | | 2,202,761 | | - | 7,368,100 |
| | \$ | 5,165,339 | \$ | 2,241,034 | \$ | 13,072 | \$ 7,419,445 |

12. Commitments

The Company is party to certain consulting agreements. These agreements contain clauses requiring additional payments to be made upon the occurrence of certain events such as change of control. As the likelihood of these events taking place is not determinable, the contingent payments have not been provided for in the condensed interim consolidated financial statements.

On May 30, 2023, the Company entered into an investor awareness services contract whereby the Company agreed to issue 2,500,000 common shares. During the year ended May 31, 2024, this was fully settled by issuing 1,750,000 options and a payment of AUD\$307,500 (Note 5(d)).

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13. Acquisition of Onça

During the year ended May 31, 2024, the Company completed the acquisition of Onça by paying \$27,769 (US\$20,000) and issuing 500,000 common shares (with a fair value of \$450,000) of the Company on June 15, 2023.

The transaction does not constitute a business combination as Onça does not meet the definition of a business under IFRS 3 – Business Combinations. As a result, the acquisition of Onça has been accounted for as an asset acquisition in accordance with IFRS 2, whereby all of the assets acquired, and liabilities assumed are assigned a carrying amount based on their relative fair values. Upon closing the transaction, Onça became a subsidiary of the Company. The net assets acquired pursuant to the acquisition are as follows:

| Net Assets Acquired | |
|--|-------------------|
| Cash | \$ 97,178 |
| Receivables | 1,602 |
| Accounts payable | (1,369) |
| Other payables | (771,589) |
| Mineral properties – Jaguar (Note 4) | 855,003 |
| Mineral properties – Borborema (Note 4) | 296,944 |
| | \$ 477,769 |
| Total Purchase Price | |
| Cash | \$ 27,769 |
| Issuance of 500,000 common shares (Note 5) | 450,000 |
| | \$ 477,769 |