MONTERO MINING AND EXPLORATION LTD.

CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2024 and 2023
Expressed in Canadian Dollars

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

Independent Auditor's Report

To the Shareholders of Montero Mining and Exploration Ltd.

Opinion

We have audited the consolidated financial statements of Montero Mining and Exploration Ltd. (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2024 and 2023, and the consolidated statements of comprehensive income (loss), changes in shareholders' equity (deficit) and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements, which describes events or conditions that indicate a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters, that in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Except for the matter described in the Material Uncertainty Related to Going Concern section, we have determined that there are no other key audit matters to communicate in our report.

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Other Information

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC

April 29, 2025

MONTERO MINING AND EXPLORATION LTD.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian dollars)

	Notes	As at December 31, 2024	As at December 31, 2023
		$	$
ASSETS			
Current assets			
Cash		417,527	9,641
Investment	4	505,926	-
Other receivables	6	19,932,142	3,207
Prepaid expenses and deposits		42,421	29,889
Total current assets		20,898,016	42,737
Non-current assets			
Plant and equipment	5	4,925	431
Exploration and evaluation assets	6	768,625	819,541
Total non-current assets		773,550	819,972
TOTAL ASSETS		**21,671,566**	**862,709**
LIABILITIES			
Current liabilities			
Trade and other payables	7,11	528,734	1,356,969
Loans payable	8,11	216,986	266,120
Total current liabilities		745,720	1,623,089
SHAREHOLDERS' EQUITY (DEFICIT)			
Share capital	7,9,11	20,475,994	18,116,063
Share based payment reserve	9	10,285,783	8,836,549
Foreign currency translation reserve		1,047,560	1,047,560
Accumulated deficit		(10,883,491)	(28,760,552)
Total shareholders' equity (deficit)		20,925,846	(760,380)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)		**21,671,566**	**862,709**

Note 1 – Nature and continuance of operations
Note 16 – Subsequent events

On behalf of the Board:

"Antony Harwood"
Antony Harwood, Director

"Andrew Thomson"
Andrew Thomson, Director

See accompanying notes to the consolidated financial statements.

MONTERO MINING AND EXPLORATION LTD.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Expressed in Canadian dollars)

	Notes	Year ended December 31, 2024	Year ended December 31, 2023
		$	$
EXPENSES			
Consulting, administrative and management fee	11	198,770	220,304
Directors' fees	11	33,167	-
Depreciation	5	878	193
General and administrative	11	108,551	134,324
Professional fees		91,642	73,461
Project investigation costs		29,027	36,215
Shareholder and regulatory		18,357	18,191
Stock-based compensation	9,11	1,449,233	-
OPERATING EXPENSES		(1,929,625)	(482,688)
OTHER ITEMS			
Reversal of payables		59,043	-
Interest expense, net	4,8	(5,868)	(7,341)
Impairment of exploration and evaluation assets	6	(279,340)	(97,917)
Gain on legal settlement	6	20,230,850	-
Loss on settlement of debt	7,9,11	(170,732)	-
Foreign exchange loss		(27,267)	(11,600)
TOTAL OTHER ITEMS		19,806,686	(116,858)
NET AND COMPREHENSIVE INCOME (LOSS)		**17,877,061**	**(599,546)**
Earnings (loss) per share, basic and diluted	9	**0.38**	**(0.02)**
Weighted average number of shares outstanding		**46,551,069**	**38,647,485**

See accompanying notes to the consolidated financial statements

MONTERO MINING AND EXPLORATION LTD.
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIT)
(Expressed in Canadian dollars)

		Share Capital					
	Notes	Number of shares	Amount	Share Based Payment Reserve	Foreign Currency Translation Reserve	Accumulated Deficit	Total Equity (Deficit)
			$	$	$	$	$
Balance, December 31, 2022		38,647,485	18,116,063	8,836,549	1,047,560	(28,161,006)	(160,834)
Net loss and comprehensive loss		-	-	-	-	(599,546)	(599,546)
Balance, December 31, 2023		**38,647,485**	**18,116,063**	**8,836,549**	**1,047,560**	**(28,760,552)**	**(760,380)**
Shares issued for cash	9	10,174,677	2,107,203	-	-	-	2,107,203
Share issue costs	9	-	(118,004)	-	-	-	(118,004)
Shares issued for debt	7,9,11	1,300,813	370,732	-	-	-	370,732
Share based payment	9	-	-	1,449,234	-	-	1,449,234
Net income and comprehensive income		-	-	-	-	17,877,061	17,877,061
Balance, December 31, 2024		**50,122,975**	**20,475,994**	**10,285,783**	**1,047,560**	**(10,883,491)**	**20,925,846**

See accompanying notes to the consolidated financial statements.

MONTERO MINING AND EXPLORATION LTD.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian dollars)

	Year ended December 31, 2024	Year ended December 31, 2023
	$	$
OPERATING ACTIVITIES		
Net income (loss) for the year	17,877,061	(599,546)
Adjustments for non-cash items:		
Depreciation	878	193
Interest expense	10,128	7,358
Interest income	(5,926)	-
Impairment of exploration and evaluation assets	279,340	97,917
Loss on settlement of debt	170,732	-
Share based payments	1,449,234	-
Net changes in non-cash working capital items:		
Other receivables	(19,928,935)	1,129
Prepaid expenses and deposits	(5,762)	(803)
Trade and other payables	(635,184)	371,429
Net cash used in operating activities	(788,434)	(122,323)
INVESTING ACTIVITIES		
Short term investment	(500,000)	-
Expenditures on exploration and evaluation assets	(228,245)	(397,272)
Plant and equipment	(5,372)	-
Net cash used in investing activities	(733,617)	(397,272)
FINANCING ACTIVITIES		
Advance from related party	-	322,518
Proceeds from issuance of shares	2,107,203	-
Loans from related party	(59,262)	202,000
Share issue costs	(118,004)	-
Net cash provided by financing activities	1,929,937	524,518
Net increase in cash	407,886	4,923
Cash, beginning of the year	9,641	4,718
CASH, END OF THE YEAR	**417,527**	**9,641**

Note 13 – Supplemental cash flow information.

See accompanying notes to the consolidated financial statements.

1. NATURE AND CONTINUANCE OF OPERATIONS

Montero Mining and Exploration Ltd ("Montero" or the "Company") was incorporated on October 5, 2006, under the laws of British Columbia, Canada. Montero is engaged in the acquisition and exploration of mineral properties.

Montero is a publicly listed company with its shares listed on the TSX Venture Exchange ("TSX-V"). The Company's registered office is located at 1040 West Georgia Street, Suite 1900, Vancouver, BC, V6E 4H3 and its head office address is 750 West Pender Street, Suite 401, Vancouver, BC V6C 2T7.

Going Concern

These consolidated financial statements have been prepared using International Financial Reporting Standards ("IFRS") applicable to a going concern, which assume that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at December 31, 2024, the Company had not advanced its exploration and evaluation assets to commercial production and is not able to finance day to day activities through operations. The Company's continuation as a going concern is dependent upon the successful results from its mineral property exploration activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. When further funds are required, they will be financed through a private placement of common shares or by debt instruments.

2. BASIS OF PREPARATION

Statement of Compliance

These consolidated financial statements of the Company, including comparatives, have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB").

The consolidated financial statements for the year ended December 31, 2024 were authorized for issue on April 29, 2025 by the Directors of the Company.

Basis of Measurement

These consolidated financial statements have been prepared on an accrual basis and are based on the historical cost basis as modified by any revaluation of financial assets measured at fair value. The consolidated financial statements are presented in Canadian dollars ("CAD"), which is also the Company's functional currency.

3. MATERIAL ACCOUNTING POLICY INFORMATION

Basis of Consolidation

The consolidated financial statements include the accounts of Montero, the parent company, and its controlled subsidiaries, after the elimination of all intercompany balances and transactions. Control is achieved when the Company has the power to govern the financial and operating policies of an entity to obtain benefits from its activities. Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date that such control ceased. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies.

(Expressed in Canadian dollars)

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

The Company's controlled subsidiaries included in these consolidated financial statements are:

Name	Country of Incorporation	Ownership
Minera Joy SpA	Chile	100%
Minera Joy East SpA	Chile	100%
Minera Joy West SpA	Chile	100%
Montero Mining Namibia (Proprietary) Limited	Namibia	100%
Soris Mining (Proprietary) Limited	Namibia	80%
Montero Wigu Hill (Tanzania) Limited	Tanzania	100%
Montero Resources Limited	Tanzania	100%
Lumba Exploration Limited	Tanzania	100%
Wigu Hill Mining Company Limited	Tanzania	82.25%
Lumba Mining Company Limited	Tanzania	82.25%

Material accounting judgements, estimates and assumptions

The preparation of these financial statements requires management to make judgements, estimates 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 year. Estimates and assumptions are continuously evaluated and are based on managements' experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates. Areas requiring a significant degree of estimation relate to the recoverability of deferred tax assets, fair value measurements of financial instruments and share-based payments.

Exploration and evaluation assets

The Company records and carries its interest in exploration and evaluation assets at cost. These capitalized costs include the direct costs of acquisition, exploration and the evaluation of the technical feasibility and commercial viability of extracting a mineral resource. Government tax credits received are recorded as a reduction of the cumulative costs incurred and capitalized on the related property. Exploration costs incurred before the Company has obtained a legal right to explore are expensed as project investigation costs.

Exploration and evaluation assets are assessed for impairment when the facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount.

The Company's criterion for testing impairment includes, but is not limited to, when:

i) Exploration rights for a specific area expired or are expected to expire in the near future and these rights are not expected to be renewed;
ii) Substantive expenditures on further exploration for and evaluation of mineral resources in a specific area is neither budgeted nor planned;
iii) Exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the Company has decided to discontinue such activities in the specific area; and / or
iv) Sufficient data exists to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within plant and equipment.

When an impairment test is performed and, as a result of this test, it is determined that the carrying amount of an exploration and evaluation asset exceeds its recoverable amount, a provision is made for the decline in value and charged against operations in the year.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Recoverability of the carrying amount of any exploration and evaluation assets is dependent upon successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

Farm outs

The Company does not record any expenditure made by the farmee on its account. It also does not recognize any gain or loss on its exploration and evaluation farm out arrangements but reallocates any costs previously capitalized in relation to the whole interest as relating to the partial interest retained and any consideration received directly from the farmee is credited against costs previously capitalized or expensed.

Plant and equipment

Plant and equipment is stated at cost less accumulated depreciation and accumulated impairment losses. The cost of an item consists of the purchase price and any costs directly attributable to bringing the asset to the location and condition necessary for its intended use. Depreciation is provided at rates calculated to write off the cost of the asset over their estimated useful lives. Depreciation is calculated on a declining balance basis on its assets at the following rates: field equipment at 30% per annum and computer equipment at 50% per annum.

Cash and cash equivalents

Cash and cash equivalents consist of cash on deposit and short-term highly liquid interest-bearing investments that are readily convertible into cash with a remaining term to maturity of 90 days or less when acquired.

Share-based payments

Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instrument issued, if it is determined the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received. The corresponding amount is credited to the share-based payment reserve. The fair value of options is determined using the Black-Scholes Option Pricing Model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted, shall be based on the number of equity instruments that eventually vest.

Income taxes

Current income taxes
Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income taxes
Deferred income tax is provided on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred income tax assets are recorded to recognize tax benefits only to the extent that, based on available evidence, it is probable that the will be realized.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Foreign currency translation

Items included in the financial statements of each of the Company's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The functional currency of the parent company, Montero, is the Canadian dollar and the functional currency of the Company's subsidiaries located in Tanzania is the United States dollar and the functional currency of the Company's subsidiaries located in Namibia and Chile is the Canadian dollar. The consolidated financial statements are presented in Canadian dollars which is the Company's presentation currency.

On initial recognition, foreign currency transactions are translated into the functional currency at the exchange rate in effect at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of comprehensive loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency, are translated using the exchange rate at the date of the transaction, whereas non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition, are recognized in the statement of comprehensive loss in the period in which they arise. When a gain or loss on a non-monetary item is recognized in the statement of comprehensive loss, any exchange component of that gain or loss is recognized in also recognized in the statement of comprehensive loss.

At the end of each reporting period, the subsidiaries translate their results and financial position into the presentation currency of the Company which is the Canadian dollar. Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that financial period end. Income and expenses for each statement of comprehensive loss are translated at the average exchange rates. Equity transactions are translated using the exchange rate at the date of the transaction. All resulting exchange differences are recognized in the Company's foreign currency translation reserve in other comprehensive income. These exchange differences are recognized in the profit or loss in the period in which the operation is disposed.

Loss per share

Loss per share is calculated based on the weighted average number of shares issued and outstanding during the year. In the years when the Company reports a net loss, the effect of potential issuances of shares under options and warrants would be anti-dilutive and, therefore, basic and diluted loss per share is the same.

Financial instruments

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 financial assets and their contractual cash flow characteristics. Financial liabilities are measured at amortized cost, unless they are required to be measured at fair value through profit or loss ("FVTPL") (such instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL. The following table shows the classification of the Company's financial instruments under IFRS 9:

(Expressed in Canadian dollars)

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial assets/liabilities	Classification
Cash	FVTPL
Investment	FVTPL
Other receivables	Amortized cost
Deposits	Amortized cost
Trade and other payables	Amortized cost
Loans payable	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.

Accounting standards and interpretations issued but not yet effective

The Company has reviewed the accounting standards or amendments to existing accounting standards that have been issued but have future effective dates and determined that these are either not applicable or are not expected to have a significant impact on the Company's financial statements. In April 2024, the IASB issues IFRS 18 Presentation and Disclosure in Financial Statements ("IFRS 18"), which will replace IAS 1 and includes requirements for all entities applying IFRS Accounting Standards for the presentation and disclosure of information in the financial statements. IFRS 18 will introduce new totals, subtotals, and categories for income and expenses I the statement of income, as well as requiring disclosure about management-defined performance measures and additional requirements regarding the aggregation and disaggregation of certain information. It will be effective on January 1, 2027, with earlier adoption permitted, and it must be adopted on a retrospective basis. The Company is currently evaluating the impact on its financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

4. INVESTMENT

The Company invested $500,000 in a 1 year cashable after 90 days term deposit, the investment bears 4.20% annual interest and matures on Septermber 19, 2025. During the year ended December 31, 2024, the Company earned $5,926 in interest on the term deposit (December 31, 2023 - $Nil).

(Expressed in Canadian dollars)

5. PLANT AND EQUIPMENT

	Field Equipment	Computer Equipment	Total
	$	$	$
Cost:			
Balance, December 31, 2022 and December 31, 2023	39,994	3,086	43,080
Additions	-	5,372	5,372
Balance, December 31, 2024	**39,994**	**8,458**	**48,452**
Accumulated Depreciation:			
Balance, December 31, 2022	39,395	3,061	42,456
Depreciation	180	13	193
Balance, December 31, 2023	39,575	3,074	42,649
Depreciation	419	459	878
Balance, December 31, 2024	**39,994**	**3,533**	**43,527**
Net Book Value			
Balance, December 31, 2023	418	13	431
Balance, December 31, 2024	**-**	**4,925**	**4,925**

6. EXPLORATION AND EVALUATION PROJECTS

Details of the Company’s exploration and evaluation activity for the years ended December 31, 2024, and 2023 are as follows:

	Avispa Copper Molybdenum Project
	$
Balance, December 31, 2023	819,541
Costs incurred during the year	
Consultants	54,248
Field and camp costs	3,331
Licenses and claims	134,030
Project and administration	36,743
Travel and accommodation	71
Total costs	228,424
Impairment	(279,340)
Balance, December 31, 2024	**768,625**

(Expressed in Canadian dollars)

6. EXPLORATION AND EVALUATION PROJECTS (continued)

	Isabella Gold/Silver Project	Avispa Copper Molybdenum Project	Total
	$	$	$
Balance, December 31, 2022	97,917	461,777	559,694
Costs incurred during the year			
Assays	-	13,211	13,211
Consultants	-	83,010	83,010
Field and camp costs	-	7,660	7,660
Licenses and claims	-	230,776	230,776
Project and administration	-	22,227	22,227
Travel and accommodation	-	880	880
Total costs	-	357,764	357,764
Impairment	(97,917)	-	(97,917)
Balance, December 31, 2023	**-**	**819,541**	**819,541**

a. CHILE

Isabella Gold Silver Project

On August 5, 2020, the Company signed a Binding Purchase and Sale Agreement to acquire a 100% interest in a private Chilean company Minera Joy SpA ("ChileCo"). At that time ChileCo directly held 100% of the mineral rights to 38 mineral exploration concessions and had two subsidiaries with additional minerals rights. During the year ended December 31, 2022, the 38 mineral exploration concessions were not renewed and were allowed to lapse.

The Company, through ChileCo, held an 85% equity interest in Subsidiary 1 which held 16 exploration mining concessions ("Isabelle West Concessions"). Due to poor drilling results, during the year ended December 31, 2022, the Company recorded an impairment of $294,965 relating to costs incurred on the Isabella West exploration mining concessions that were allowed to lapse.

The Company, through ChileCo, holds 100% interest in Subsidiary 2 (Minera Joy East SpA) which was earning an 85% interest in 151 exploration mining concessions ("Isabella East Concessions"), by making cash payments totaling US $450,000 by August 2022. Due to poor drilling results on the Isabella East Concessions the Company elected to terminate the earn-in option agreement and rights to the Isabella East concessions on August 31, 2021, resulting in an impairment of $1,018,964.

ChileCo also held 6 exploration mining concessions (the "Roy Claims") which was not renewed in March 2024. During the year ended December 31, 2023, the Company recorded an impairment of $97,917 relating to costs incurred on the Isabella Gold Silver project.

(Expressed in Canadian dollars)

6. EXPLORATION AND EVALUATION PROJECTS (continued)

Avispa Copper Molybdenum Project

The Company applied for exploration mining concessions in northern Atacama in October 2019 to explore for copper and molybdenum and these were awarded in October 4, 2020. The Company submitted further applications in April 2021 and on March 14, 2022, and was awarded further exploration concessions that includes the original Avispa and recently awarded and adjacent Abeja exploration concessions. During the year ended December 31, 2024, the Company did not renew 31 claims related to Avispa and 61 claims related to Abeja exploration concessions for a total of 92 claims dropped on the Avispa Copper Molybdenum Project. The concessions were not renewed due to being in a less favourable area and little work was done on these claims.

During the year ended December 31, 2024, the Company capitalized $228,424 (December 31, 2023 - $357,764) in costs related to the Avispa Copper Molybdenum Project.

During the year ended December 31, 2024, the Company recorded an impairment of $279,340 (2023 - $Nil) relating to the claims the Company did not renew on the Avispa Copper Molybdenum project.

b. TANZANIA

Montero's Wigu Hill Rare Earth Element Retention License was expropriated by the Tanzanian Government in 2017/2018 when the Mining (Local Content) Regulations 2018, published on January 10, 2018, cancelled all previously issued Retention Licenses. The Company commenced exploration activities on the project in March 2008 under a prospecting license, before obtaining a five-year Retention License for the property in 2015. On January 10, 2018 the Government of Tanzania cancelled all Retention Licenses at which point they ceased to have any legal effect.

The Company was seeking damages from the Tanzanian Government for the expropriation of the Retention Licenses before the International Centre for Settlement of Investment Disputes, part of the World Bank Group. During the year ended December 31, 2024, Montero agreed to accept a settlement sum of US$27,000,000 (approximately CAD$38,000,000) payable by the Tanzania Government in 3 payments: 1) USD$12,000,000 payment received on 20 November 2024; 2) USD$8,000,000 by January 31, 2025; and 3) USD$7,000,000 by February 28, 2025 (Note 16). The Company recorded a gain on legal settlement $21,271,636 less arbitration fees of $1,040,786 for a total gain on legal settlement of $20,230,850. The total amount receivable relating to the second and third settlement at December 31, 2024 is $19,928,207 and is included in other receivables.

7. TRADE AND OTHER PAYABLES

The components of trade and other payables is as follows:

	December 31, 2024	December 31, 2023
	$	$
Trade payables	23,968	142,921
Amounts due to related parties (Note 11)	471,766	1,153,048
Accrued liabilities	33,000	61,000
Total	**528,734**	**1,356,969**

On February 29, 2024, the Company settled $200,000 of trade payables owed to various creditors and amounts owing to a related party, by issuing an aggregate of 1,300,813 common shares of the Company with a fair value of $370,732 (Notes 9 and 11). The Company recognized loss on settlement of debt of $170,732 in the consolidated statement of comprehensive income (loss).

8. LOANS PAYABLE

On March 19, 2020, the Company received a loan of $50,000 from an officer of the Company. The loan is unsecured, bore interest at 5% and was due on December 30, 2020. The loan maturity was extended to December 31, 2024. Principal and interest in the amount of $60,928 was repaid on September 17, 2024.

During the year ended December 31, 2023, the Company received loans from an officer of the Company for an aggregate amount of $202,000. The loans are unsecured, bear interest at 5% per annum and are due and payable in full including accrued interest on or before December 31, 2024.

During the year ended December 31, 2024, the Company recorded accrued interest of $11,794 (2023 - $7,341) on the loans. As at December 31, 2024, the loans payable balance including accrued interest were $216,986 (December 31, 2023 - $266,120) (Notes 11 and 16).

9. SHARE CAPITAL

Authorized

Unlimited number of common shares without par value.

Issued and outstanding

At December 31, 2024, there were 50,122,975 issued and fully paid common shares outstanding (December 31, 2023 - 38,647,485).

Shares transactions during years ended December 31, 2024 and 2023.

On January 18, 2024, the Company closed a non-brokered private placement of 5,332,997 common shares at the price of $0.15 per share, for aggregate proceeds of $799,950. In connection with the private placement, the Company recorded $55,758 of share issuance costs including a $33,000 cash finders' fee.

On February 29, 2024, the Company settled $200,000 of payables owed to various creditors and amounts owing to a related party, by issuing an aggregate of 1,300,813 common shares of the Company with a fair value of $370,732 (Notes 7 and 11) resulting in a loss on settlement of debt of $170,732 recognized on the consolidated statement of comprehensive loss. Related to the settlement of debt, the Company incurred share issuance costs of $3,236.

On August 16, 2024, the Company closed the first tranche of a non-brokered private placement of 2,444,444 common shares at the price of $0.27 per share, for aggregate proceeds of $660,000. In connection with the private placement, the Company recorded $47,805 of share issuance costs including a $39,600 cash finders' fee

On August 29, 2024, the Company closed the second tranche of a non-brokered private placement of 2,397,236 common shares at the price of $0.27 per share, for aggregate proceeds of $647,253. In connection with the private placement, the Company recorded $11,205 of share issuance costs including a $3,000 cash finders' fee.

Stock options

The Company has established a Stock Option Plan (the "Plan") for directors, officers, employees and consultants. The number of common shares that are available for grants of options under the Plan shall not at any time exceed 10% of the number of outstanding common shares calculated at the time of grant. Options granted under the Plan generally have a term of five years and vest on the date of the grant.

During the year ended December 31, 2024, the Company issued 4,450,000 to various officers, directors and consultants.

(Expressed in Canadian dollars)

9. SHARE CAPITAL (continued)

Total stock-based compensation for the year ended December 31, 2024 was $1,449,234 (2023 – $Nil). The fair value of options granted was determined using the Black-Scholes Option Pricing Model using the following assumptions: expected life of options: 5 years (2023 – Nil); volatility rate of 168.23% (2023 – Nil%); risk-free interest rate of 2.80% (2023– Nil%); and a dividend rate of 0% (2023 – 0%).

As at December 31, 2024, the Company had 4,450,000 stock options outstanding

Number of Stock Options				
Outstanding	**Exercisable**	**Exercise Price ($)**	**Contractual life remaining**	**Expiry Date**
4,050,000	4,050,000	0.33	4.68	September 4, 2029
400,000	400,000	0.34	4.68	September 5, 2029
4,450,000	**4,450,000**			

Share Based Payment Reserve

As at December 31, 2024, the Company's share-based payment reserve is comprised of the following:

Expired warrants	$	6,149,340
Expired stock options		2,687,209
Stock options issued		1,449,234
Balance, December 31, 2024	**$**	**10,285,783**

The share-based payment reserve records items recognized as stock-based compensation expense, the fair value of warrants associated with private placements and the fair value of agent's warrants. If the stock options are exercised prior to expiry, the corresponding amount will be transferred to share capital.

Warrants

The Company has no warrants outstanding as at December 31, 2024, and 2023.

Earnings/(Loss) Per Share

Basic earnings (loss) per share amounts are calculated by dividing the net income (loss) for the period by the weighted average number of ordinary shares outstanding during the period. The Company reported a gain for the year ended December 31, 2024.The basic and diluted earnings (loss) per share for the year ended December 31, 2024, and 2023 are shown in the table below.

	Year ended December 31, 2024	**Year ended December 31, 2023**
Net income (loss) attributable to owners of the parent company	17,877,061	(599,546)
Weighted average number of ordinary shares outstanding	46,551,069	38,647,485
Diluted weighted average number of shares outstanding	46,551,069	38,647,485
Basic earnings (loss) per ordinary share	0.38	(0.02)
Diluted earnings (loss) per ordinary share	0.38	(0.02)

(Expressed in Canadian dollars)

10. INCOME TAX NOTE

A reconciliation of current taxes at the statutory tax rates with the reported taxes is as follows based on an income tax rate of 27% (2023 - 27%) as at December 31:

	Year ended December 31, 2024	**Year ended December 31, 2023**
	$	$
Tax rate	27%	27%
Net income (loss) before income taxes	17,877,061	(599,546)
Expected tax recovery at statutory rates	4,826,806	(161,877)
Decrease (increase) resulting from:		
Permanent differences	578	578
Change in valuation allowance	(2,707,575)	51,832
Other	(2,119,809)	109,467
Income tax recovery	-	-

Management has determined that the realization of these deferred income tax assets is uncertain at this time and cannot be viewed as more likely than not. Accordingly, the Company has not recognized the potential deferred income tax assets.

The significant components of the Company's deferred income tax assets and liabilities are as follows:

	2024	2023
	$	$
Non-capital losses carried forward	3,308,982	5,912,011
Exploration and evaluation assets and equipment	403,143	525,510
Other	25,489	7,667
Total	3,737,614	6,445,188
Valuation allowance	(3,737,614)	(6,445,188)
Deferred tax liabilities	-	-

The following summarizes the expiry of deductible temporary differences for which no deferred tax asset has been recognized.

(Expressed in Canadian dollars)

10. INCOME TAX NOTE (continued)

	Canadian non-capital losses	Canadian equipment and resource pools	Canadian share issue costs
2027	$ -	$ -	$ -
2028	-	-	-
2029	-	-	-
2030	-	-	-
2031	-	-	-
2032	-	-	-
2033	-	-	-
2034	-	-	-
2035	-	-	-
2037	-	-	-
2038	-	-	-
2039	-	-	-
2040	-	-	-
2041	-	-	-
2042	-	-	-
No expiry	-	2,162,749	94,403
Total	$ -	$ 2,162,749	$ 94,403

11. RELATED PARTY TRANSACTIONS

The Company incurred the following transactions with management, directors, officers, or companies which have directors in common, or in which the directors have significant influence and interests.

	Year ended December 31,	
	2024	**2023**
	$	$
Consulting and management [1][2]	163,261	192,651
Directors' fee	33,167	-
General and administrative	14,714	11,846
Stock-based compensation	1,269,859	-
Total remuneration of directors and key management personel	**1,481,001**	**204,497**

[1] Consulting and management fees includes accounting, administrative and corporate services provided by a company controlled by the CFO.

[2] Consulting and management fees includes services provided by the CEO.

The amounts due to related parties that are included in trade and other payables represent amounts due to directors and officers or companies which have directors in common, or in which the directors have significant influence and interests (Note 7). These amounts are unsecured, non-interest bearing and are due within twelve months.

The loans payable are due to an officer of the Company (Note 8).

On February 29, 2024, The Company partially settled $139,274 of related party loan owing to the CEO by issuing 905,849 common shares of the Company (Notes 7 and 9).

(Expressed in Canadian dollars)

12. SEGMENTED INFORMATION

The Company has one business segment being the exploration and evaluation of mineral resources. The Company is organized by geographic area and its reportable geographic segment is located in Chile.

13. SUPPLEMENTAL CASH FLOW INFORMATION

Non-cash transactions that occurred during the years ended December 31, 2024 and 2023 are as follows:

		Year ended December 31, 2024		Year ended December 31, 2023
Supplemental cash flow information:				
Non-cash transactions:				
Expenditures on exploration and evaluation assets in accounts payable	$	179	$	90
Cash received during the year for interest	$	5,926	$	17
Shares issued for debt settlement	$	370,732	$	-

14. CAPITAL MANAGEMENT

The Company manages its capital to ensure that it will be able to continue as a going concern, while supporting the Company's business and maximizing the return to its stakeholders. The Company's capital structure is adjusted based on management's decisions to issue debt or equity instruments to fund expenditures. In order to maximize ongoing exploration efforts, the Company does not pay dividends. The Company's Board of Directors does not establish quantitative return on capital criteria, but rather relies on the expertise of management and other professionals to sustain future development of the business. The capital of the Company consists of equity attributable to owners of the parent comprised of share capital, stock options and warrants.

The Company's principal activities are in the exploration and evaluation stage and, as a result, the Company currently has no source of operating cash flow. In order to facilitate the management of capital and exploration of its mineral properties, the Company needs to raise capital as and when required to complete its projects and for working capital. The sources of future funds presently available to the Company are through the issuance of new share capital, through the exercise of stock options and/or warrants or through borrowings from related parties.

The ability of the Company to arrange such financing in the future will depend in part upon the prevailing capital market conditions, as well as the business performance of the Company. There can be no assurances that the Company will be successful in its efforts to arrange additional financing, when required, on terms satisfactory to the Company.

Management prepares operating budgets to forecast its financing requirements in advance and they review their capital management approach on an ongoing basis and believe that this approach is reasonable, given the relative size of the Company. The Company's investment policy is to hold excess cash in interest-bearing accounts at high credit quality financial institutions to minimize risk and maximize liquidity. The Company's overall strategy remains unchanged from the prior year. The Company is not subject to any externally imposed capital requirements.

15. RISK MANAGEMENT

The Company operates in the mining industry and faces a number of risks that could adversely affect the Company's operations. These risks include industry risk, credit risk, liquidity risk, interest rate risk, foreign currency risk, commodity price risk. Management reviews and develops policies for managing each of these risks which are summarized below.

Industry Risk
The Company is engaged in the mineral exploration field, which is subject to inherent risks of success as well as compliance with environmental and regulatory requirements. The Company is potentially at risk for environmental reclamation obligations associated with resource property interests. As well, the Company operates in foreign countries and is subject to local political risks, as well as local regulatory requirements regarding ownership and maintenance of mineral licenses. Management is of the opinion that they have the expertise to address these risks and makes all efforts to conduct their business in compliance with local industry standards, however environmental and local industry laws and practices are complex, and there is no certainty that all exposure to liability or costs have been mitigated.

Credit Risk
Credit risk is the risk of loss associated with a counter-party's ability to fulfill its payment obligations. The Company's primary exposure to credit risk is attributable to its cash and investments, as well as other receivables. This risk relating to cash and investments is considered low since the Company only invests its cash in major banks which are high credit quality financial institutions (Note 6). The other receivables, other than amounts due from the Tanzania Government primarily comprise local sales tax refunds due from governmental agencies and, as such, management considers the risk with their collection minimal.

Liquidity Risk
Liquidity risk arises through the excess of financial obligations due over available financial assets at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available cash in order to meet its liquidity requirements and to develop budgets to forecast cash requirements in advance of their requirements. The Company currently does not have a source of operating cash flow and must raise funds for its exploration and evaluation programs and for general working capital. There are risks associated with raising the funds required, and there can be no assurances that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. Liquidity risk is assessed as high.

Interest Rate Risk
Interest rate risk refers to the risk that the fair values of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is exposed to interest rate risk on its cash equivalents which represents excess cash invested in short-term investments and these accrue interest at variable market rates. The Company monitors these investments with its need for cash flow and is satisfied with the return on these investments, given the timing of the need for cash in the Company. The effect of interest rate changes on the Company is insignificant. Interest rate risk is assessed as low.

Foreign Currency Risk
Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company operates in Canada and Chile and portions of its expenditures are incurred in US Dollar and Chilean Peso. At December 31, 2024 and December 31, 2023, the value of financial assets and liabilities denominated in currencies other than the functional currency of the entity to which they relate is not significant. Foreign exchange risk is assessed as low.

Commodity Price Risk
The Company is exposed to price risk with respect to commodity prices. Commodity price risk is the potential adverse impact on earnings and economic value of its exploration and evaluation assets, due to commodity price movements and volatilities. The Company monitors commodity prices (primarily gold and silver) to determine the appropriate course of action to be taken by the Company.

16. SUBSEQUENT EVENTS

On February 10, 2025, the Company received the second installment of US$8,000,000 from the Tanzanian Government (Note 6).

On March 3, 2025, the Company received the third and final installment of US$7,000,000 from the Tanzanian Government (Note 6).

On February 28, 2025, the loans payable amounting to $216,986 at December 31, 2024 was repaid in full (note 8).

On April 16, 2025, the Company announced they intend to complete a share consolidation of its common shares on the basis of six (6) pre-Consolidation Common Shares for one (1) post-Consolidation Common Share. On a post-Consolidation basis, the Company shall have approximately 8,353,829 Common Shares issued and outstanding.

On April 16, 2025, The Company announced it is seeking shareholder approval to distribute approximately $15 million to shareholders through a reduction in stated capital, consisting of a cash distribution of $0.30 per common share on a pre-consolidation basis or $1.80 on a post-Consolidation basis.