Condensed Consolidated Interim Financial Statements of

# **Azucar Minerals Ltd.**

For the three and six months ended June 30, 2024 (Unaudited)

# NOTICE OF NO AUDITOR REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

The accompanying unaudited condensed consolidated interim financial statements of Azucar Minerals Ltd. ("the Company") for the three and six months ended June 30, 2024 have been prepared by the management of the Company and approved by the Company's Audit Committee and the Company's Board of Directors.

Under National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the consolidated interim financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

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

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

Condensed consolidated interim statements of financial position (Unaudited - Expressed in Canadian dollars)

	June 30, 2024	December 31, 2023
	\$	\$
ASSETS		
Current assets		
Cash and cash equivalents (Note 10)	1,468,057	1,127,401
Accounts receivable and prepaid expenses (Note 4)	20,739	44,929
	1,488,796	1,172,330
Non-current assets		
Property and equipment (Note 5)	83,704	88,827
Exploration and evaluation assets (Note 6)	1	1
	83,705	88,828
TOTAL ASSETS	1,572,501	1,261,158
LIABILITIES		
Current liabilities		
Trade and other payables (Note 8(b))	25,782	45,074
Total liabilities	25,782	45,074
EQUITY		
Share capital (Note 7)	24,043,321	24,043,321
Reserves (Note 7)	3,925,324	3,914,644
Deficit	(26,421,926)	(26,741,881)
Total equity	1,546,719	1,216,084
TOTAL EQUITY AND LIABILITIES	1,572,501	1,261,158

These condensed consolidated interim financial statements are authorized for issue by the Board of Directors on August 13, 2024.

They are signed on the Company's behalf by:

/s/Duane Poliquin Director /s/ Fuad Sillem Director

Condensed consolidated interim statements of comprehensive loss (Unaudited - Expressed in Canadian dollars)

	Three months er	Three months ended June 30,		ded June 30,
	2024	2023	2024	2023
	\$	\$	\$	\$
Expenses				
Administrative services fee (Note 8(a)(b))	18,959	18,868	37,430	37,541
Depreciation (Note 5)	2,561	3,726	5,123	7,453
Office	9,870	23,686	16,158	29,614
Professional fees	29,235	33,940	63,818	45,999
Transfer agent and filing fees	9,680	4,300	26,730	16,423
Share-based payments (Note 7(b))	10,680	159,410	10,680	159,410
	80,985	243,930	159,939	296,440
Other income				
Interest income	73,879	7,580	160,617	28,817
Recovery of exploration and evaluation assets (Note 6)	168,415	_	316,521	
Foreign exchange gain (loss)	(21,564)	1,225	2,756	13,028
	220,730	8,805	479,894	41,845
Total comprehensive income (loss) for the period	139,745	(235,125)	319,955	(254,595)
Basic and diluted net loss per common share (Note 9)	(0.00)	(0.00)	(0.00)	(0.00)

Condensed consolidated interim statements of cash flows (Unaudited - Expressed in Canadian dollars)

	Three months ended June 30,		Six months end	ded June 30,
	2024	2023	2024	2023
	\$	\$	\$	\$
Operating activities				
Net income (loss) for the period	139,745	(235,125)	319,955	(254,595)
Items not affecting cash				
Depreciation	2,561	3,726	5,123	7,453
Recovery of exploration and evaluation assets	(168,415)	-	(316,521)	-
Share-based payments	10,680	159,410	10,680	159,410
Changes in non-cash working capital components				
Accounts receivable and prepaid expenses	9,729	18,707	24,190	19,926
Trade and other payables	(15,846)	(8,823)	(19,292)	(65,231)
Net cash from (used in) operating activities	(21,546)	(62,105)	24,135	(133,037)
Investing activities				
Exploration and evaluation assets - costs	168,415	13,831	316,521	13,168
Net cash from investing activities	168,415	13,831	316,521	13,168
Change in cash and cash equivalents	146,869	(48,274)	340,656	(119,869)
Cash and cash equivalents, beginning of period	1,321,188	1,122,657	1,127,401	1,194,252
Cash and cash equivalents, end of period	1,468,057	1,074,383	1,468,057	1,074,383

Supplemental cash flow information (Note 10)

Condensed consolidated interim statement of changes in equity (Unaudited - Expressed in Canadian dollars)

	Share	Capital	Reser	ves		
	Number of shares	Amount	Share-based payments	Total Reserves	Deficit	Total
		\$	\$	\$	\$	\$
Balance, January 1, 2023	73,829,025	24,043,321	3,704,287	3,704,287	(3,591,507)	24,156,101
Share-based payments	-	-	159,410	159,410	-	159,410
Total comprehensive loss for the period	-	-	-		(254,595)	(254,595)
Balance, June 30, 2023	73,829,025	24,043,321	3,863,697	3,863,697	(3,846,102)	24,060,916
Share-based payments	-	-	50,947	50,947	-	50,947
Total comprehensive loss for the period	_		-		(22,895,779)	(22,895,779)
Balance, December 31, 2023	73,829,025	24,043,321	3,914,644	3,914,644	(26,741,881)	1,216,084
Share-based payments	-	-	10,680	10,680	-	10,680
Total comprehensive income for the period	-		-		319,955	319,955
Balance, June 30, 2024	73,829,025	24,043,321	3,925,324	3,925,324	(26,421,926)	1,546,719

# 1. Nature of Operations and Going Concern

Azucar Minerals Ltd. (the "Company" or "Azucar") was incorporated on April 10, 2015 under the laws of the Province of British Columbia. The Company's business activity is the exploration of the El Cobre project in Veracruz, Mexico. The Company's common shares are traded on the TSX Venture Exchange ("TSX-V") under the symbol "AMZ". To date, the Company has not generated significant revenues from operations and is considered to be in the exploration stage. The address of the Company's registered and records office is Suite 1710–1177 West Hastings Street, Vancouver, BC, Canada V6E 2L3.

The business of exploring for minerals and mine development involves a high degree of risk and there can be no assurance that any of the Company's current or future exploration programs will result in profitable mining operations. The Company has no source of revenue.

These condensed consolidated interim financial statements were prepared on a "going concern" basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As of June 30, 2024, the Company had a working capital surplus of \$1,463,014 (December 31, 2023 – \$1,127,256). The Company does not currently hold any revenue-generating properties and therefore continues to incur losses. The Company incurred a net income for the six months ended June 30, 2024, of \$319,955 (2023 – net loss of \$254,595) and positive cash flows from operations of \$24,135 for the six months ended June 30, 2024 (2023 - negative cash flow from operations of \$133,037). As at June 30, 2024, the Company had an accumulated deficit of \$26,421,926 (December 2023 - \$26,741,881). The Company's ability to continue as a going concern is dependent upon its ability in the future to achieve profitable operations and in the meantime, to obtain the necessary financing to repay its liabilities when they become due. Management estimates that there is sufficient working capital to sustain operations for the next twelve months. External financing will be sought to finance the operations of the Company and enable the Company to continue its efforts towards the exploration and development of its mineral properties. There can be no assurance that steps management is taking will be successful. These condensed consolidated interim financial statements do not include adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern and such adjustments could be material.

# 2. Basis of Presentation

# (a) Statement of Compliance with International Financial Reporting Standards

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

# (b) Basis of preparation

These condensed consolidated interim financial statements are prepared on a going concern basis, which assumes the Company will continue its operations for a reasonable period of time. The Company's ability to continue its operations is dependent upon obtaining additional financing or maintaining continued support from its shareholders and creditors, and generating profitable operations in the future.

These condensed consolidated interim financial statements include the accounts of the Company and its subsidiaries. This interim financial report does not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period.

# 2. Basis of Presentation (Continued)

# (b) Basis of preparation (Continued)

Except as described below, these condensed consolidated interim financial statements follow the same accounting policies and methods of application as the annual audited consolidated financial statements for the year ended December 31, 2023.

The changes in accounting policies are also expected to be reflected in the Company's consolidated financial statements as at and for the year ended December 31, 2024.

These condensed consolidated interim financial statements do not include all note disclosures required by IFRS for annual financial statements. In the opinion of management, all adjustments considered necessary for fair presentation of the Company's financial position, results of operations and cash flows have been included. Operating results for the period ended June 30, 2024 are not necessarily indicative of the results that may be expected for the year ended December 31, 2024.

# **3.** Material Accounting Policies

The preparation of these condensed consolidated interim financial statements requires management to make judgements and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgements and estimates. The condensed consolidated interim financial statements include judgements and estimates which, by their nature, are uncertain. The impacts of such judgements and estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods. There have been no changes in estimates since the annual consolidated financial statements as at and for the year ended December 31, 2023.

# 4. Accounts Receivable and Prepaid Expenses

Accounts receivable and prepaid expenses consist of the following:

	June 30,	December 31,
	2024	2023
	\$	\$
Accounts receivable	5,363	9,312
Prepaid expenses	15,376	35,617
	20,739	44,929

6.

Notes to the condensed consolidated interim financial statements For the three and six months ended June 30, 2024 (Unaudited - Expressed in Canadian dollars)

#### 5. **Property and Equipment**

	Computer hardware	Computer software	Building	Total	
	s	<u>sortware</u>	\$	<u> </u>	
Cost	Ψ	Ψ	Ψ	Ψ	
December 31, 2023	4,781	26,006	118,420	149,207	
Additions	-	-	-	-	
June 30, 2024	4,781	26,006	118,420	149,207	
Accumulated depreciation					
December 31, 2023	3,959	20,013	36,408	60,380	
Depreciation	123	899	4,101	5,123	
June 30, 2024	4,082	20,912	40,509	65,503	
Carrying amounts December 31, 2023	822	5,993	82,012	88,827	
June 30, 2024	699	5,094	77,911	83,704	
Exploration and Evaluation Asso	ets				
Exploration and evaluation assets	– El Cobre				
Acquisition costs:					
Opening balance – December 31, 2	2023				
Additions					
Closing balance – June 30, 2024					
Deferred exploration costs:					
<b>Opening balance - December 31, 2</b>	023				
Costs incurred during the year:					

Total exploration and evaluation assets	1
Closing balance – June 30, 2024	1
Total deferred exploration costs during the period	-
Recovery of deferred exploration costs	316,521
Value-added tax	7,393
Refund value-added tax	(444,562)
Environmental	15,648
Supplies and miscellaneous	9,570
Travel and accommodation	3,001
Claim maintenance/lease costs	70,284
Professional fees and security	22,145
Costs incurred during the year:	

# 6. **Exploration and Evaluation Assets** (*Continued*)

The following is a description of the Company's property interest and related spending commitments:

#### (a) El Cobre

The Company owns a 100% interest in the El Cobre property located in the state of Veracruz, Mexico.

# 7. Share Capital and Reserves

#### (a) Authorized share capital

At June 30, 2024, the Company's authorized share capital consisted of an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

### (b) Stock option plan

The Company's stock option plan permits the issuance of options to acquire up to a maximum of 10% of the Company's issued common shares. Stock options issued to any consultant or person providing investor relations services cannot exceed 2% of the issued and outstanding common shares in any twelve month period. At June 30, 2024, the Company may reserve up to 1,553,903 shares that may be granted as stock options. The exercise price of any option cannot be less than the discounted market price. The maximum term of all options is ten years. The Board of Directors determines the term of the option and the time during which any options may vest. Options granted to consultants or persons providing investor relations services shall vest in stages with no more than 25% of such option being exercisable in any three month period. All options granted during the period ended June 30, 2024 vested on the grant date.

Expiry date	Exercise price	December 31, 2023	Granted	Exercised	Expired/ cancelled	June 30, 2024
February 28, 2024	\$ 0.09	400,000	-	-	(400,000)	-
March 10, 2027	\$ 0.11	400,000	-	-	-	400,000
March 10, 2027	\$ 0.09	425,000	-	-	-	425,000
December 17, 2027	\$ 0.06	380,000	-	-	-	380,000
May 12, 2028	\$ 0.09	3,188,200	-	-	(25,000)	3,163,200
July 10, 2028	\$ 0.05	1,060,800	-	-	-	1,060,800
May 10, 2029	\$ 0.04	-	400,000		-	400,000
Options outstanding and exercisable		5,854,000	400,000	-	(425,000)	5,829,000
Weighted average						
exercise price		\$ 0.08	\$ 0.04	-	\$ 0.09	\$ 0.08

The continuity of stock options for the period ended June 30, 2024 is as follows:

During the period ended June 30, 2024, the Company recognized share-based payments expenses of \$10,680 (2023 - \$159,410) associated with the vesting of stock options granted.

The fair value of the options granted during the period ended June 30, 2024 was estimated on the grant date using the Black-Scholes option pricing model with the following weighted average assumptions:

# 7. Share Capital and Reserves (Continued)

#### (b) Stock option plan (Continued)

Risk-free interest rate	3.64%
Expected life	5 years
Expected volatility	80.96%
Expected dividend yield	Nil
Weighted average fair value per option	\$0.03

# 8. Related Party Transactions and Balances

#### (a) Compensation of key management personnel

Key management personnel include these persons having the authority and responsibility for planning, directing and controlling the activities of the Company as a whole. Key management includes members of the Board, the President and Chief Executive Officer, the Chief Financial Officer and the Executive Vice President. These amounts are included within administrative services fee expense. The aggregate value of compensation to key management personnel was as follows:

	Three months en	Three months ended June 30,		ded June 30,	
	2024	<b>2024</b> 2023		2023	
	\$	\$	\$	\$	
Management fees <sup>(1)</sup>	12,363	12,363	24,725	24,725	
Share-based payments	10,680	120,500	10,680	120,500	
	23,043	132,863	35,405	145,225	

<sup>(1)</sup> Management fees are recorded within Administrative services fees.

#### (b) Other related party transactions

#### **Administrative Services Agreement**

The Company paid administrative services fees to Almaden Minerals Ltd. ("Almaden") pursuant to an Administrative Services Agreement dated May 15, 2015, under which Almaden provides the Company with office space, executive management, marketing support, technical oversight, and financial/corporate secretary duties, amongst other administrative services.

Almaden and the Company are considered related parties through common officers.

At June 30, 2024, included in trade and other payables is \$7,004 (December 31, 2023 - \$7,005) due to Almaden.

#### Other

Almadex and the Company are considered related parties through common officers.

Amounts owing to related parties are unsecured, non-interest bearing and due on demand.

# 9. Net Income (Loss) per Share

### Basic and diluted net income (loss) per share

The calculation of basic net income per share for the three months ended June 30, 2024 was based on the net income attributable to common shareholders of \$139,745 (2023 – Net loss of \$235,125) and a weighted average number of common shares outstanding of 73,829,025 (2023 – 73,829,025).

The calculation of basic net income per share for the six months ended June 30, 2024 was based on the net income attributable to common shareholders of 319,955 (2023 – Net loss of 254,595) and a weighted average number of common shares outstanding of 73,829,025 (2023 – 73,829,025).

The calculation of diluted net income per share for the three months ended June 30, 2024 includes a weighted average number of common shares outstanding of 73,829,025, adjusted for the effects of all dilutive potential common shares, which comprises nil stock options and nil warrants.

The calculation of diluted net income per share for the six months ended June 30, 2024 includes a weighted average number of common shares outstanding of 73,829,025, adjusted for the effects of all dilutive potential common shares, which comprises nil stock options and nil warrants.

The calculation of diluted net loss per share for the three and six months ended June 30, 2023 did not include the effect of stock options and warrants as they were considered anti-dilutive.

### **10.** Supplemental Cash Flow Information

Cash equivalents include term deposits with an original maturity of three months or less, or are readily convertible into a known amount of cash.

Cash and cash equivalents is comprised of the following:

	June 30,	December 31,
	2024	2023
	\$	\$
Cash	857,447	1,127,401
Term Deposits	610,610	-
	1,468,057	1,127,401

# **11.** Financial Instruments

The fair values of the Company's cash and cash equivalents, accounts receivable and trade and other payables approximate their carrying values because of the short-term nature of these instruments.

The Company does not carry any financial instruments at fair value.

The Company's financial instruments are exposed to certain financial risks, including currency risk, credit risk, liquidity risk, interest rate risk and commodity and equity price risk.

### **11. Financial Instruments** (*Continued*)

### (a) Currency risk

The Company's property interests in Mexico make it subject to foreign currency fluctuations and inflationary pressures which may adversely affect the Company's financial position, results of operations and cash flows. The Company is affected by changes in exchange rates between the Canadian Dollar and foreign currencies. The Company does not invest in foreign currency contracts to mitigate the risks.

As at June 30, 2024, the Company is exposed to foreign exchange risk through the following assets and liabilities denominated in currencies other than the functional currency of the applicable subsidiary:

	US dollar	Mexican peso
All amounts in Canadian dollars		-
	\$	\$
Cash and cash equivalents	884,495	197,664
Accounts receivable and prepaid expenses	-	378
Total assets	884,495	198,042
Trade and other payables	121	14,980
Total liabilities	121	14,980
Net assets	884,374	183,062

A 10% change in the US dollar exchange rate relative to the Canadian dollar would change the Company's profit or loss by \$88,000.

A 10% change in the Mexican peso relative to the Canadian dollar would change the Company's profit or loss by \$18,000.

### (b) Credit risk

The Company's cash and cash equivalents are held in large Canadian and Mexican financial institutions. The Company's accounts receivable consists primarily of sales tax due from the federal government of Canada. The Company is exposed to credit risks through its accounts receivable.

To mitigate exposure to credit risk on cash and cash equivalents, the Company has established policies to limit the concentration of credit risk with any given banking institution where the funds are held, to ensure counterparties demonstrate minimum acceptable credit risk worthiness and ensure liquidity of available funds.

As at June 30, 2024, the Company's maximum exposure to credit risk is the carrying value of its cash and cash equivalents and accounts receivable.

#### (c) 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 manages liquidity risk through the management of its capital structure.

Trade and other payables are due within twelve months of the statement of financial position date.

# **11. Financial Instruments** (*Continued*)

### (d) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to varying interest rates on cash and cash equivalents. The Company has no interest-bearing debt.

A 1% change in the interest rate does not have any significant impact on the Company's net loss.

### (e) Commodity and equity price risk

The ability of the Company to explore its exploration and evaluation assets and the future profitability of the Company are directly related to the market price of gold and other precious metals. The Company monitors gold prices to determine the appropriate course of action to be taken by the Company. Equity price risk is defined as the potential adverse impact on the Company's operations due to movements in individual equity price or general movements in the level of the stock market. The Company closely monitors the individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

# 12. Management of Capital

The Company considers its capital to consist of components of equity. 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 exploration of its exploration and evaluation assets and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages its 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 and acquire or dispose of assets.

In order to maximize ongoing exploration efforts, the Company does not pay out dividends. The Company's investment policy is to invest its short-term excess cash in highly liquid short-term interest-bearing investments with short-term maturities, selected with regards to the expected timing of expenditures from continuing operations.

The Company expects its current capital resources will be sufficient to carry its exploration plans and operations for the upcoming fiscal year. There have been no changes to the Company's capital management approach during the year. The Company is not subject to externally imposed capital requirements.

# **13.** Segmented Information

The Company operates in two reportable operating segments, being the acquisition and exploration of mineral resource properties in Mexico.

Geographic information is as follows:

Notes to the condensed consolidated interim financial statements For the three and six months ended June 30, 2024 (Unaudited - Expressed in Canadian dollars)

# **13.** Segmented Information (*Continued*)

	- ·	Exploration and evaluation assets	June 30, 2024
	\$	\$	\$
Mexico	78,312	1	78,313
Canada	5,392	-	5,392
	83,704	1	83,705

The Company's revenue from interest income on cash and cash equivalents was earned in Canada and Mexico.