

**SAN LORENZO GOLD CORP.**

Consolidated Financial Statements

For the years ended December 31, 2023 and 2022

To the Shareholders of San Lorenzo Gold Corp.:

## Opinion

We have audited the consolidated financial statements of San Lorenzo Gold Corp. and its subsidiaries (the "Corporation"), which comprise the consolidated statements of financial position as at December 31, 2023 and December 31, 2022, and the consolidated statements of loss and other comprehensive loss, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Corporation as at December 31, 2023 and December 31, 2022, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

## Basis for Opinion

We conducted our audits 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 Consolidated Financial Statements section of our report. We are independent of the Corporation in accordance with the ethical requirements that are relevant to our audits of the consolidated 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 in the consolidated financial statements, which indicates that the Corporation reported a net loss and negative cash flows from operations during the year ended December 31, 2023 and, as of that date, the Corporation has accumulated losses. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Corporation's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

## Emphasis of Matter - Restated Comparative Information

We draw attention to Note 12 of the consolidated financial statements, which explains that certain comparative information presented for the year ended December 31, 2022 has been restated. 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 consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated 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.

### **Other Information**

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

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

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits 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 on this other information, 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 Consolidated Financial Statements**

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

In preparing the consolidated financial statements, management is responsible for assessing the Corporation'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 Corporation or to cease operations, or has no realistic alternative but to do so.

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

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 Corporation'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 Corporation'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 consolidated 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 Corporation to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Corporation to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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 consolidated 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 Sergey Fesenko.

Calgary, Alberta

April 29, 2024

*MNP LLP*

Chartered Professional Accountants

**SAN LORENZO GOLD CORP.**  
**Consolidated Statements of Financial Position**  
**As at December 31,**  
*(Canadian Dollars)*

|   | <i>Notes</i> | <b>2023</b>         | 2022<br>(Restated -<br>Note 12) |
|---|--------------|---------------------|---------------------------------|
| <b>ASSETS</b>                                     |              |                     |                                 |
| <b>Current</b>                                    |              |                     |                                 |
| Cash  |              | \$ 587,400          | \$ 7,260                        |
| Other receivables                                 |              | 56,923              | 30,633                          |
| <b>Total current assets</b>                       |              | <b>644,323</b>      | <b>37,893</b>                   |
| Mineral properties                                | 4            | 4,671,085           | 4,157,544                       |
| <b>Total Assets</b>                               |              | <b>\$ 5,315,408</b> | <b>\$ 4,195,437</b>             |
| <b>LIABILITIES</b>                                |              |                     |                                 |
| <b>Current</b>                                    |              |                     |                                 |
| Trade and other payables                          |              | \$ 55,176           | \$ 34,950                       |
| Due to shareholder                                | 6            | 295,000             | 60,000                          |
| Due to related parties                            | 6            | 33,975              | -                               |
| <b>Total current liabilities</b>                  |              | <b>\$ 384,151</b>   | <b>\$ 94,950</b>                |
| <b>Non-convertible debenture</b>                  |              | <b>500,000</b>      | <b>-</b>                        |
| <b>Long-term note payable</b>                     | 5            | <b>928,868</b>      | <b>893,300</b>                  |
| <b>Total Liabilities</b>                          |              | <b>\$ 1,813,019</b> | <b>\$ 988,250</b>               |
| <b>SHAREHOLDERS' EQUITY</b>                       |              |                     |                                 |
| Share capital                                     | 7            | \$ 4,640,543        | \$ 4,451,300                    |
| Contributed surplus                               |              | 4,039,569           | 3,226,120                       |
| Accumulated other comprehensive loss              |              | (469,146)           | (165,673)                       |
| Deficit   |              | (4,708,577)         | (4,304,560)                     |
| <b>Total shareholders' equity</b>                 |              | <b>\$ 3,502,389</b> | <b>\$ 3,207,187</b>             |
| <b>Total liabilities and shareholders' equity</b> |              | <b>\$ 5,315,408</b> | <b>\$ 4,195,437</b>             |

Nature of operations and going concern 1  
Commitments 4

Approved on behalf of the Board of Directors

Signed "Al J. Kroontje"  
Al J. Kroontje

Signed "Kevin Baker"  
Kevin Baker KC.

*The accompanying notes are an integral part of these consolidated financial statements*

**SAN LORENZO GOLD CORP.**  
**Consolidated Statements of Loss and Other Comprehensive Loss**  
**For the years ended December 31,**

|  | <i>Notes</i> | 2023                | December 31,<br>2022<br>(Restated -<br>Note 12) |
|--|--------------|---------------------|---|
| <b>Expenses</b>  |              |                     |   |
| General and administrative                             |              | \$ 333,111          | \$ 392,605                                      |
| Accretion  | 5            | 35,568              | 46,912  |
| Fair value adjustment                                  |              | -                   | (106,700)                                       |
| Share-based compensation                               | 7e           | 35,338              | 234,889   |
| <b>Total expenses</b>                                  |              | <b>\$ 404,017</b>   | <b>\$ 567,706</b>                               |
| <b>Net loss</b>  |              | <b>\$ (404,017)</b> | <b>\$ (567,706)</b>                             |
| <b>Other Comprehensive loss</b>                        |              |                     |   |
| Foreign exchange translation adjustment                |              | (303,473)           | 206,375   |
| <b>Net loss and other comprehensive loss</b>           |              | <b>\$ (707,490)</b> | <b>\$ (361,331)</b>                             |
| <b>Net income (loss) per share - basic and diluted</b> |              | <b>(0.01)</b>       | <b>(0.01)</b>                                   |
| <b>Weighted average number of shares outstanding</b>   | 7c           | <b>65,861,952</b>   | <b>59,840,902</b>                               |

*The accompanying notes are an integral part of these consolidated financial statements*

**SAN LORENZO GOLD CORP.**  
**Consolidated Statement of Changes in Equity**  
*(Canadian Dollars)*

|  | <i>Notes</i> | Share<br>Capital | Contributed<br>Surplus | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Deficit        | Total Equity |
|--|--------------|------------------|------------------------|--|----------------|--------------|
| <b>Balance, December 31, 2021</b>                                |              | \$ 3,262,895     | \$ 2,794,686           | \$ (372,048)   | \$ (3,736,854) | \$ 1,948,679 |
| Private placement March 2022                                     | <b>7b</b>    | 979,475          | 140,525                | -  | -              | 1,120,000    |
| Private placement April 2022                                     | <b>7b</b>    | 274,823          | 40,177                 | -  | -              | 315,000      |
| Share issuance costs   | <b>7b</b>    | (65,893)         | 15,843                 | -  | -              | (50,050)     |
| Share-based compensation   | <b>7e</b>    | -                | 234,889                | -  | -              | 234,889      |
| Net loss and comprehensive loss                                  |              |                  |                        | 206,375  | (567,706)      | (361,331)    |
| <b>Balance, December 31, 2022</b><br><b>(Restated - Note 12)</b> |              | \$ 4,451,300     | \$ 3,226,120           | \$ (165,673)   | \$ (4,304,560) | \$ 3,207,187 |
| Private placement September 2023                                 |              | 239,846          | 760,154                | -  | -              | 1,000,000    |
| Share issuance costs   | <b>7b</b>    | (50,603)         | 17,957                 | -  | -              | (32,646)     |
| Share-based compensation   | <b>7e</b>    |                  | 35,338                 | -  | -              | 35,338       |
| Net loss and comprehensive loss                                  |              | -                | -                      | (303,473)  | (404,017)      | (707,490)    |
| <b>Balance, December 31, 2023</b>                                |              | \$ 4,640,543     | \$ 4,039,569           | \$ (469,146)   | \$ (4,708,577) | \$ 3,502,389 |

*The accompanying notes are an integral part of these consolidated financial statements*

**SAN LORENZO GOLD CORP.**  
**Consolidated Statements of Cash Flows**  
**For the years ended December 31,**  
*(Canadian Dollars)*

|   | Note | 2023              | 2022 (Restated<br>– Note 12) |
|---|------|-------------------|------------------------------|
| <b>Cash provided by (used in)</b>                 |      |                   |                              |
| <b>OPERATING</b>                                  |      |                   |                              |
| Net loss and comprehensive loss                   |      | \$ (404,017)      | \$ (567,706)                 |
| Add (deduct) items not affecting cash flow:       |      |                   |                              |
| Accretion   | 5    | 35,568            | 46,912                       |
| Fair value adjustment                             |      | -                 | (106,700)                    |
| Share-based compensation                          | 7    | 35,338            | 234,889                      |
| Trade and other payables                          |      | 20,226            | (64,564)                     |
| Other receivables                                 |      | (26,290)          | (8,274)                      |
| <b>Cash flow used in operating activities</b>     |      | <b>(339,175)</b>  | <b>(465,443)</b>             |
| <b>INVESTING</b>                                  |      |                   |                              |
| Exploration and evaluation expenditures           | 4    | (817,014)         | (1,625,748)                  |
| <b>Cash flow used in investing activities</b>     |      | <b>(817,014)</b>  | <b>(1,625,748)</b>           |
| <b>FINANCING</b>                                  |      |                   |                              |
| Advance from shareholder                          | 6    | 235,000           | 25,839                       |
| Advance from (to) related party                   | 6    | 33,975            | (2,693)                      |
| Non-convertible debenture                         | 6    | 500,000           | -                            |
| Issuance of common shares                         | 7    | 1,000,000         | 1,435,000                    |
| Share issuance costs                              | 7    | (32,646)          | (50,050)                     |
| <b>Cash flow provided by financing activities</b> |      | <b>1,736,329</b>  | <b>1,408,096</b>             |
| Decrease in cash                                  |      | 580,140           | (683,095)                    |
| Cash, beginning of year                           |      | 7,260             | 690,355                      |
| <b>Cash, end of year</b>                          |      | <b>\$ 587,400</b> | <b>\$ 7,260</b>              |

*The accompanying notes are an integral part of these consolidated financial statements*



**SAN LORENZO GOLD CORP.**  
**Notes to the Consolidated Financial Statements**  
**For the Years Ended December 31, 2023 and 2022**  
*(expressed in Canadian dollars)*

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**1. Nature of operation and going concern**

On December 16, 2020, Kairos Meals Corp. (“Kairos”) and Tailwind Capital Corporation (“Tailwind”) were amalgamated to form San Lorenzo Gold Corp. (the “Corporation”) which completed Tailwind’s qualifying transaction (“Qualifying Transaction”) in accordance with the policies of the TSX Venture Exchange Inc.

The Corporation’s principle business activities is the acquisition and development of mining properties in Chile and its common shares trade on the TSX Venture Exchange under the symbol SLG.

The head office is located at 700, 903 – 8<sup>th</sup> Avenue SW, Calgary, Alberta, Canada, T2P 0P7 and the registered office of the Corporation is located at 800, 33 – 7<sup>th</sup> Avenue SW, Calgary, Alberta, Canada, T2P 2Z1.

*Going concern*

The consolidated financial statements have been prepared by management in accordance with International Financial Reporting Standards (“IFRS”) on a going concern basis. The going concern basis contemplates the realization of assets and the settlement of liabilities in the ordinary course of business. If the Corporation is unable to raise funds to pay its liabilities as they become due and successfully finance its current and future exploration projects, it may not be able to realize its assets and discharge its liabilities in the normal course of operations.

For the year ended December 31, 2023, the Corporation reported a net loss of \$404,017 (2022 – net loss \$567,706 (restated – Note 12) ) and negative cash flows from operations of \$399,175 (2022 – negative cash flows of \$465,443) and as at December 31, 2023 has positive working capital of \$260,172 (2022 – negative working capital \$57,057) and accumulated losses of \$4,708,577 (2022 - \$4,304,560 (restated – Note 12)). These conditions indicate the existence of a material uncertainty which may cast significant doubt related to the Corporation’s ability to continue as a going concern. If the going concern assumption is not appropriate, adjustments may be necessary to the carrying amounts and classification of the Corporation’s assets and liabilities. The Corporation’s financial statements do not include any adjustments that may result if the Corporation is unable to continue as a going concern, and such adjustments could be material.

**2. Basis of Presentation**

**a) Basis of measurement**

These consolidated financial statements, including required comparative information, have been prepared in accordance and compliance with IFRS as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Reporting Interpretations Committee (“IFRIC”) in effect at January 1, 2023.

These financial statements, and the policies applied herein, were authorized for issue by the Board of Directors on April 27, 2024.

**b) Basis of measurement**

The consolidated financial statements have been prepared under the historical cost method except for share-based transactions and certain financial instruments which are measured at fair value.

The consolidated financial statements are presented in Canadian dollars, which is the Corporation’s functional currency. The functional currency of the Corporation’s 99% owned subsidiary, Compañía Minera San Lorenzo Limitada (“San Lorenzo”) is the Chilean Peso.

**2. Basis of Presentation** *(continued)*

**c) Consolidation**

The consolidated financial statements include the accounts of the Corporation and San Lorenzo (hereafter referred to as the "Corporation"), which is a limited liability partnership. The Corporation has consolidated the assets, liabilities, and expenses of San Lorenzo after the elimination of inter-Corporation transactions and balances. The subsidiary was incorporated in Chile on May 17, 2016 and the principal business is the acquisition and development of mineral properties.

**d) Use of judgments and estimates**

Management is required to make estimates, judgments and assumptions that affect the application of policies and reported amounts of assets, liabilities, income, and expenses. Management reviews these judgments, estimates and assumptions on an ongoing basis, including those related to fair values of financial instruments, recoverability of assets and income taxes. Actual results may differ from these estimates.

The key estimates and judgments concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are outlined below.

***Judgments***

Judgment is used in situations when there is a choice and/or assessment required by management. The following are critical judgments that management has made in the process of applying the Corporation's accounting policies and that have a significant effect on the amounts recognized in the consolidated financial statements.

Going Concern

The assessment of the Corporation's ability to execute its strategy for exploration involves judgement. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. There is material uncertainty regarding the Corporation's ability to continue as a going concern.

Property Title

The Corporation's properties reside in Chile. Although the Corporation takes steps to verify title of exploration and evaluation assets in which it has an interest, these procedures do not guarantee the Corporation's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Taxes

The Corporation applies judgment in determining the total provision for current and deferred taxes. There are many transactions and calculations for which the ultimate tax determination and timing of payment is uncertain due to interpretations of complex tax regulations, changes in tax laws, and the amounts and timing of future taxable income. Differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to taxable income and expenses already recorded.

Provisions

Management's determination of no material restoration, rehabilitation and environmental exposure is based on the facts and circumstances that existed during the year.

Mineral Properties

The application of the Corporation's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits are likely to arise from future exploitation or sale or where activities have not reached a stage which permits a reasonable assessment of the existence of reserves. The deferral policy requires management to make certain estimates and assumptions about future events or circumstances, in particular whether an economically viable extraction operation can be established. Estimates and assumptions made may change if new information becomes available. If, after the expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in profit or loss in the period when the new information becomes available.

**2. Basis of Presentation** *(continued)*

Exploration and evaluation assets are reviewed for changes in facts and circumstances suggesting the carrying amount exceeds the recoverable amount at each consolidated statement of financial position date. This determination requires significant judgment. Factors which could trigger an impairment review include, but are not limited to, significant negative industry or economic trends and interruptions in exploration activities. The Corporation's review considers the following:

- The period for which the Corporation has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- Substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- 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 entity has decided to discontinue such activities in the specific area; and
- Sufficient data exist 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.

**Estimates**

Share-based Compensation

The recognition of expenses associated with the Corporation's stock option plan requires estimates of the fair value of stock options and warrants granted. Determining most of the inputs to the valuation model requires assumptions which include share trading volatility and the expected life of the options and warrants.

Deferred Taxes

The calculations for current and deferred taxes require management's interpretation of tax regulations and legislation in the various tax jurisdictions in which the Corporation operates, which are subject to change. The measurement of deferred tax assets and liabilities requires estimates of the timing of the reversal of temporary differences identified and management's assessment of the Corporation's ability to utilize the underlying future tax deductions against future taxable income before they expire, which involves estimating future taxable income.

The Corporation is subject to assessments by various taxation authorities in the tax jurisdictions in which it operates, and these taxation authorities may interpret the tax legislation and regulations differently. In addition, the calculation of income taxes involves many complex factors. As such, income taxes are subject to measurement uncertainty and actual amounts of taxes may vary from the estimates made by management.

**3. Summary of Material Accounting Policies**

**a) Cash**

Cash, defined as being cashable within 90 days, is comprised of cash on deposit at a Canadian and a Chilean financial institution.

**b) Mineral property expenditures**

Exploration and evaluation expenditures include the costs of acquiring licenses, exploration and evaluation activity, and the fair value, at the date of acquisition, of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Corporation has obtained legal rights to explore an area are recognized in net loss. Acquisition costs, including general and administration costs, are only capitalized to the extent that these costs can be related directly to operational activities in the relevant area of interest where it is considered likely to be recoverable by future exploration or sale or where the activities have not reached a stage which permits a reasonable assessment of the existence of reserves. Exploration and evaluation assets are assessed for impairment if sufficient evidence exists to determine technical feasibility and commercial viability, and facts and circumstances suggest the carrying amount exceeds the recoverable amount. Once technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to the area of interest are first tested for impairment and then reclassified to mining property development assets within property and equipment.

**3. Summary of Material Accounting Policies** *(continued)*

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

Actual costs incurred upon settlement of the decommissioning liability are charged against the provision to the extent the provision was established.

**c) Fair value of financial instruments**

The Corporation has classified its financial instrument fair values based on the required three level hierarchy:

- Level 1: On quoted prices in active markets for identical assets or liabilities;
- Level 2: On observable inputs other than quoted active market prices; and,
- Level 3: On significant inputs that are not derived from observable market data, such as discounted cash flows methods.

The fair value hierarchy level at which a fair value measurement is categorized is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. As at December 31, 2023 and 2022 the Company didn't have any financial instruments measured at fair value through profit and loss.

**d) Provisions**

A provision is recognized if, as a result of a past event, the Corporation has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax, risk-free rate that reflects current market assessments of the time value of money and the risks specific to the liability. Provisions are not recognized for future operating losses

A provision for onerous contracts is recognized when the expected benefits to be derived by the Corporation from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Corporation recognizes any impairment loss on associated assets.

**e) Share capital**

Proceeds from the issuance of common shares are classified as share capital. Incremental costs directly attributable to the issuance of shares are recognized as a deduction, net of any tax effects. Proceeds issued as a par of a unit are issued are allocated first to the warrants and residual is allocated to the value of share capital.

**f) Share-based payments**

The Corporation follows the fair value method for recognition of stock options awarded to directors, officers and consultants. Under this method, the equity instruments are recorded at their fair value based on the market price on the date of grant. For stock options, the fair value is estimated using the Black Scholes option pricing model that takes into account, as of the grant date, the exercise price, the expected life of the option, the current price of the underlying stock, its expected volatility, expected dividends of the stock and the risk-free interest rate over the expected life of the option. Compensation costs are recognized over the vesting period of the stock options.

Share-based compensation expense is recorded to profit and loss or mineral properties with a corresponding increase recorded to contributed surplus. Cash consideration received when options are exercised is credited to share capital along with the related amount previously recorded in contributed surplus.

**g) Loss per share**

Basic loss per share is calculated by dividing the loss available to common shareholders by the weighted average number of common shares outstanding during the year. For all periods presented, loss available to common shareholders equals the reported loss attributable to the shareholders of the Corporation.

Diluted loss per share is calculated using the treasury stock method. Under the treasury stock method, the weighted average number of common shares issued and outstanding used for the calculation of diluted loss per share assumes that the proceeds to be received on the exercise of dilutive stock options and warrants are used to repurchase common shares at the average market price during the year.

**3. Summary of Material Accounting Policies** *(continued)*

**h) Foreign operations**

For entities whose functional currency is the Canadian dollar, transactions in currencies other than the Corporation's functional currency are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated. Exchange differences on monetary items are recognized in the year in which they arise.

The financial results of foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency. Income and expenditures of foreign operations are translated at the average rate of the exchange for the year. All assets and liabilities are translated at the rate of exchange ruling at the reporting date. Differences arising on translation are recognized as other comprehensive loss ("OCI").

**i) Taxes**

Taxes are comprised of current and deferred taxes. Tax expense is recognized in the profit or loss except to the extent that it relates to items recognized directly in other comprehensive loss or elsewhere in shareholders' equity, in which case the related tax expense or recovery is also recognized directly in other comprehensive loss or elsewhere in shareholders' equity.

Current tax expense is the expected cash tax payable on the taxable loss for the year, using tax rates enacted, or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax expense and related liability is recognized with respect to temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the reporting date and are expected to continue to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered.

**j) Financial Instruments**

The Corporation measures its financial assets and liabilities at fair value on initial recognition, which is typically the transaction price unless a financial instrument contains a significant financing component. Subsequent measurement is dependent on the financial instruments' classifications.

Financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 contains three principal classification categories for financial assets: measured at amortized cost, fair value through OCI (FVOCI) and fair value through profit and loss (FVTPL). The classification categories are as follows:

- A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Financial assets measured at amortized cost are measured using the effective interest method.
- Financial assets at fair value through other comprehensive income: assets that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- Financial assets at fair value through profit or loss: assets that do not meet the criteria for amortized cost or fair value through other comprehensive income.

Financial assets are derecognized when the contractual rights to the cash flows from the financial assets expire or when the contractual rights to those assets are transferred.

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**3. Summary of Material Accounting Policies** *(continued)*

Financial liabilities – The classification of financial liabilities is determined by the Corporation at initial recognition. The classification categories are as follows:

- Financial liabilities measured at amortized cost: financial liabilities initially measured at fair value less directly attributable transaction costs and are subsequently measured at amortized cost using the effective interest method. Interest expense is recognized in the Consolidated Statement of Comprehensive Loss.
- Financial liabilities measured at fair value through profit or loss: financial liabilities measured a fair value with changes in fair value and interest expense recognized in the Consolidated Statement of Comprehensive Loss.

Below is a summary indicating the classification and measurement bases of the Corporation's financial instruments:

| Financial Instrument |                           | Classification | Measurement    |
|----------------------|---------------------------|----------------|----------------|
| <i>Assets</i>        | Cash                      | Amortized cost | Amortized cost |
|                      | Other receivables         | Amortized cost | Amortized cost |
|                      | Trade and other payables  | Amortized cost | Amortized cost |
|                      | Note payable              | Amortized cost | Amortized cost |
| <i>Liabilities</i>   | Non-convertible debenture | Amortized cost | Amortized cost |
|                      | Due to shareholder        | Amortized cost | Amortized cost |
|                      | Due to related parties    | Amortized cost | Amortized cost |
|                      |                           |                |                |

IFRS 9, incorporates a forward-looking “expected creditloss” (“ECL”) model for determining impairment or recognition of credit losses on financial assets measured at amortized cost (“AC”) or at FVTOCI.

**4. Mineral Properties - Exploration and Evaluation expenditures**

The Corporation's exploration and evaluation expenditures relate to mineral properties in Chile and are as follows:

|                                   | -\$ Cdn -        |
|-----------------------------------|------------------|
| <b>Balance, December 31, 2021</b> | <b>2,325,421</b> |
| Addition                          | 1,625,748        |
| Foreign exchange effect           | 206,375          |
| <b>Balance, December 31, 2022</b> | <b>4,157,544</b> |
| Addition                          | 817,014          |
| Foreign exchange effect           | (303,473)        |
| <b>Balance, December 31, 2023</b> | <b>4,671,085</b> |

Management has reviewed for impairment indicators at December 31, 2023 and 2022 and determined there were no indicators of impairment.

*Mineral Property Description*

The Corporation currently holds 100% title interest in mineral claims comprising six discrete property packages with exploration potential to discover commercial deposits of copper and/or gold and/or silver through its Chilean subsidiary San Lorenzo.

*Mineral Property Expenditure Commitments*

The mineral properties do not require any minimum work or expenditure commitments. The Corporation is obligated to make annual tax payments to the Chilean government in relation to the mineral properties. The tax is calculated by the government using an internal tax unit, Unidad Tributaria Mensual “UTM”. These tax payments are payable in the second quarter of the year and have been made during the current and prior years.

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**5. Notes Payable**

Notes payables are comprised of the following:

|                       | December 31, 2023 | December 31, 2022 |
|-----------------------|-------------------|-------------------|
| Note payable to LITH  | \$ 893,300        | \$ 953,088        |
| Accretion             | 35,568            | 46,912            |
| Fair value adjustment | -                 | (106,700)         |
| Endng Balance         | \$ 928,868        | \$ 893,300        |

The notes payable is allocated as follows:

|               |            |            |
|---------------|------------|------------|
| Current       | \$ -       | -          |
| Long-term     | 928,868    | 893,300    |
| Endng Balance | \$ 928,868 | \$ 893,300 |

During the year ended December 31, 2020, an agreement was entered into between Kairos and Lithium Chile Inc. ("LITH"), the former parent company of Kairos, to transfer certain gold, silver and copper properties (the "Retransferred Mineral Claims"), having a carrying value of \$1,056,320, from San Lorenzo back to Minera Kairos (the "Retransfer Agreement"), these properties were originally transferred to Kairos during the year ended December 31, 2019. The values and terms of the notes payable were adjusted as follows:

- i) The Minera Kairos note payable, with the original face value of US\$1,600,000 together with accrued interest of US\$62,334, was satisfied in exchange for the Retransferred Mineral Claims;
- ii) The LITH note payable was renegotiated from US\$1,115,000, plus interest, to CAD\$1,000,000 with the repayment term extended from May 16, 2020 to November 30, 2021 and is unsecured;

On June 30, 2021, the LITH note payable was amended to extend the maturity date from November 30, 2021 to November 30, 2022. In consideration for the extension of the maturity date, the Corporation issued 500,000 common shares to LITH. The shares were subject to a hold period expiring four months and one day from the date of their issuance.

On December 31, 2022, the LITH note payable of CAD \$1,000,000 was renegotiated to extend the repayment term from November 30, 2022 to December 31, 2025, and the Corporation will pay to LITH, interest at 8.0% per annum payable annually with common shares in the capital of the Corporation at the 20-day weighted average trading price before the date of payment. The loan has been discounted using a market rate of interest of 12.5%.

**6. Related Party Transactions**

During the year ended December 31, 2023 and 2022, the Corporation incurred expenses included in the Consolidated Statements of Loss and Comprehensive Loss, as follows:

| Period ended December 31, 2023, and 2022              | 2023      | 2022      |
|---|-----------|-----------|
| Administrative Canadian services provided by officers | \$ 98,285 | \$ 51,413 |

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**6. Related Party Transactions** *(continued)*

The related party amounts included in the Consolidated Statements of Financial Position are as follows:

| <b>As at December 31, 2023, and 2022</b>   | <b>2023</b>    | <b>2022</b> |
|--|----------------|-------------|
| Due to a director                          | <b>295,000</b> | 60,000      |
| Due to Lithium Chile                       | <b>33,975</b>  | -           |
| Non-convertible debenture                  | <b>500,000</b> | -           |
| Consulting services provided by a director | <b>79,560</b>  | 81,420      |

The amounts that are due to/from related parties noted above are unsecured, non-interest bearing and due on demand. Transactions with related parties are incurred in the normal course of operations and initially recorded at fair value. During the year the Director of the Company provided \$795,000 to the Company in a way of short-term accounts payable for the amount of \$295,000 and non-convertible debenture of \$500,000. The loan bears 8% interest and expires on August 31, 2025.

**7. Share Capital**

**a) Authorized:**

Unlimited number of common voting shares and preferred shares without nominal or par value.

The preferred shares may be issued in one or more series and the directors are authorized to fix the number of shares in each series and to determine the designation, rights, privileges, restrictions, and conditions attached to the shares of each series. No preferred shares have been issued since the Corporation's inception.

**b) Issued:**

| <b>Common Shares</b>                                  | <b>Number of Shares</b> | <b>-\$ Cdn -</b> |
|---|-------------------------|------------------|
| <b>Balance, December 31, 2021</b>                     | <b>49,023,368</b>       | <b>3,262,895</b> |
| Private Placement (i & ii)                            | 11,200,000              | 979,475          |
| Private Placement (iii)                               | 3,150,000               | 274,823          |
| Share issue costs                                     | -                       | (65,893)         |
| <b>Balance, December 31, 2022 (Restated- Note 12)</b> | <b>63,373,368</b>       | <b>4,451,300</b> |
| Private Placement (iv)                                | 8,333,333               | 239,845          |
| Share issue costs                                     | -                       | (50,603)         |
| <b>Balance, December 31, 2023</b>                     | <b>71,706,701</b>       | <b>4,640,542</b> |

- i) On March 11, 2022, the Corporation completed a first tranche closing of a private placement of units of the Corporation ("Units") at a price of \$0.10 per Unit. Each Unit was comprised of one (1) common share of the Corporation and one (1) common share purchase warrant. Each warrant is exercisable at \$0.20 per common share for a period of 12 months from the date of issuance. The first tranche closing yielded gross and net proceeds of \$400,000 which involved the issuance of 4,000,000 common shares and 4,000,000 warrants. No finder's fees, commissions or broker warrants were paid or issued in respect of the first tranche closing.
- ii) On March 30, 2022, the Corporation completed a second tranche closing of Units. The second tranche closing yielded gross proceeds of \$720,000 which involved the issuance of 7,200,000 Units comprised of 7,200,000 common shares and 7,200,000 warrants. Finder's fees in the aggregate amount of \$50,050 were paid and 490,000 broker warrants were issued in respect of the second tranche closing. Each broker warrant entitles the holder to acquire one common share at a price of \$0.10 per common share for a period of 12 months from the date of issuance.



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**7. Share Capital (continued)**

- iii) On April 27, 2022, the Corporation completed a third tranche closing of Units. The third tranche closing yielded gross proceeds of \$315,000 which involved the issuance of 3,150,000 Units comprised of 3,150,000 common shares and 3,150,000 warrants. Finder's fees in the aggregate amount of \$1,050 were paid in respect of the third tranche closing. With the closing of the third tranche, the Corporation issued 14,350,000 Common shares, 14,350,000 warrants and 490,000 broker warrants and received gross and net proceeds of \$1,435,000 and \$1,384,950 respectively. Share issue costs relating to the second and third tranche of the private placement include cash paid of \$50,050 and \$15,843 being the fair value of brokers' warrants. Each broker warrant entitles the holder to purchase one common share of the Corporation at a price of \$0.10 per share, expiring twelve months from the date of issuance.
- iv) On September 13, 2023, the Corporation completed a non-brokered private placement of units of the Company at a price of \$0.12 per unit. San Lorenzo Gold closed on the maximum offering of \$1,000,000 and issued 8,333,333 units. Each Unit is comprised of one Common share of the Corporation and one Common Share purchase warrant with each warrant entitling the holder to purchase an additional Common share for \$0.18 for 18 months from the closing date. The Corporation issued 8,333,333 Common shares, 8,333,333 warrants and 272,050 broker warrants. Share issue costs of the private placement include cash paid of \$50,603 and \$17,957 being the fair value of brokers' warrants. Each broker warrant entitles the holder to purchase one common share of the Corporation at a price of \$0.12 per share, expiring eighteen months from the date of issuance.

**c) Loss per share**

The basic and diluted loss per share as calculated is based on the weighted average number of shares outstanding during the year as follows:

|  | <b>2023</b>       | <b>2022</b> |
|--|-------------------|-------------|
| <b>Issued and outstanding at beginning of the year</b>   | <b>63,373,368</b> | 49,023,368  |
| Weighted average number of shares issued during the year | 2,488,584         | 10,817,534  |
| <b>Weighted average number of common shares - basic</b>  | <b>65,861,952</b> | 59,840,902  |

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**7. Share Capital (continued)**

**d) Escrow Shares**

At the date of close of the Qualifying Transaction, the Corporation had 3,999,998 common shares subject to CPC Escrow Agreement ("CPC Escrow") and 8,168,893 common shares subject to a Tier 2 Value Security Escrow Agreement ("Security Escrow"). In relation to the CPC escrow agreement, 10% of the shares or 399,400 shares were released on the date of the Final Exchange Bulletin with 15% to be released on each six-month anniversary from the date of the Final Exchange Bulletin. In relation to the Security Escrow, 10% of the shares or 816,889 common shares were released on the date of the Final Exchange Bulletin with 15% to be released on each six-month anniversary from the date of the Final Exchange Bulletin.

At December 31, 2023, there were no shares held in escrow. (2022 – 3,650,666 shares held in escrow)

**e) Stock Options**

The Corporation has adopted an incentive stock option plan which provides that the Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares.

| Options  | Number of<br>Options | Exercise price | Remaining Life<br>(years) |
|--|----------------------|----------------|---------------------------|
| <b>Balance, December 31, 2021</b>  | <b>4,688,330</b>     | \$ 0.13 - 0.16 | 4.4 - 7.9                 |
| Cancelled April 1, 2022  | (2,255,000)          | -              | -                         |
| Granted March 11, 2022   | 580,000              | 0.10           | 8.5                       |
| Granted September 8, 2022  | 350,000              | 0.12           | 3.9                       |
| <b>Balance, December 31, 2022 and December 31, 2023,<br/>exercisable</b> | <b>3,363,330</b>     |                |                           |

Share-based compensation recognized during the year ended December 31, 2023 was \$35,338 (2022 - \$234,889 (Restated —Note 12)) using the graded vesting method in the consolidated statement of loss and comprehensive loss.

There were no stock options issued during the year ended December 31, 2023. The fair value of the stock options issued during the year ended December 31, 2022 of \$90,738 have been estimated at the date of grant using the Black-Scholes option pricing model based on the following assumptions:

|                        | 21-Jan-21 | 26-Nov-21 | 11-Mar-22 | 08-Sep-22 |
|------------------------|-----------|-----------|-----------|-----------|
| Dividend yield         | -         | -         | -         | -         |
| Share price            | 0.16      | 0.13      | 0.10      | 0.12      |
| Strike price           | 0.16      | 0.13      | 0.10      | 0.12      |
| Expected volatility    | 130%      | 127%      | 126%      | 121%      |
| Risk free rate         | 0.17%     | 1.59%     | 1.91%     | 3.20%     |
| Expected life in years | 10        | 10        | 10        | 5         |
| Forfeiture rate        | -         | -         | -         | -         |

As the Corporation does not have a trading history equal to the expected life of the stock options, volatility was determined by an analysis of comparable companies.

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**7. Share Capital (continued)**

**f) Warrants**

Upon closing the three tranches of the private placement (see Note 7b)), warrants and broker warrants were issued to Unit holders and to brokers, respectively, as follows:

| Warrants held by Subscribers and Brokers | Number of<br>Warrants | Exercise price | Remaining Life<br>(years) |
|--|-----------------------|----------------|---------------------------|
| <b>Balance, December 31, 2021</b>        | -                     | -              | -                         |
| Issued March 10, 2022                    | 4,000,000             | 0.05           | 0.19                      |
| Issued March 30, 2022                    | 7,200,000             | 0.10           | 0.24                      |
| Issued March 30, 2022 - Brokers          | 490,000               |                | 0.24                      |
| Issued April 27, 2022                    | 3,150,000             | 0.04           | 0.32                      |
| Issued April 27, 2022 - Brokers          | 10,500                |                | 0.32                      |
| <b>Balance, December 31, 2022</b>        | <b>14,850,500</b>     | -              | -                         |
| Expired                                  | (14,850,500)          |                |                           |
| Issued September 13, 2023                | 8,333,333             | 0.18           | 1.20                      |
| Issued September 13, 2023 - Brokers      | 272,050               | 0.12           | 1.20                      |
| <b>Balance, December 31, 2023</b>        | <b>8,605,383</b>      | 0.18           | 1.2                       |

The fair value of the warrants and broker warrants issued during the year ended December 31, 2023 of \$778,111(2022 – \$195,892) have been estimated at the date of grant using the Black-Scholes option pricing model based on the following assumptions:

|                        | Unit Warrants<br>13-Sep-23 | Broker Warrants<br>13-Sep-23 | Unit Warrants<br>10-Mar-22 | Unit Warrants<br>27-Apr-22 |
|------------------------|----------------------------|------------------------------|----------------------------|----------------------------|
| Dividend yield         | -                          | -                            | -                          | -                          |
| Share price            | 0.17                       | 0.17                         | 0.10                       | 0.10                       |
| Strike price           | 0.18                       | 0.12                         | 0.20                       | 0.20                       |
| Expected volatility    | 119%                       | 119%                         | 82%                        | 82%                        |
| Risk free rate         | 4.66%                      | 4.66%                        | 1.50%                      | 1.50%                      |
| Expected life in years | 1.5                        | 1.5                          | 1.0                        | 1.0                        |
| Forfeiture rate        | -                          | -                            | -                          | -                          |

The fair value of the warrants of \$760,155 (2022 - \$180,702) issued as a part of the units was recorded as addition to the contributed surplus.

**8. Management of Capital**

The Corporation's capital currently consists of common shares. The Corporation's capital management objectives are to have sufficient capital to be able to explore and develop mineral properties in Chile. The Corporation manages the capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of the underlying assets.

The Corporation does not have any externally imposed capital requirements to which it is subject.

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**9. Taxes**

The provision for income taxes differs from the amount obtained by applying the combined Canadian federal and provincial income tax rate to the loss for the year. The differences relate to the following items:

|  | <b>2023</b>         | 2022 (Restated –<br>Note 12) |
|--|---------------------|------------------------------|
| <b>Net loss before taxes</b>                   | <b>\$ (404,017)</b> | <b>\$ (567,706)</b>          |
| Corporate income tax rate                      | 23%                 | 23%                          |
| Expected tax recovery                          | (92,924)            | (130,572)                    |
| <b>Add (deduct):</b>                           |                     |                              |
| Tax rate differential between Canada and Chile | (1,271)             | (353)                        |
| Share based compensation                       | 8,128               | 54,025                       |
| Foreign exchange and other adjustments         | -                   | -                            |
| Deferred tax assets not recognized             | 86,067              | 76,900                       |
| <b>Current tax expense</b>                     | <b>\$ -</b>         | <b>\$ -</b>                  |

Deferred tax assets have not been recognized in respect of the following gross temporary differences because it is not probable that future taxable profits will be available against which the Corporations can utilize the benefits therefrom.

|                               | <b>2023</b>       | 2022       |
|-------------------------------|-------------------|------------|
| Non-capital losses – Canadian | <b>\$ 994,000</b> | \$ 653,000 |
|                               | <b>\$ 994,000</b> | \$ 653,000 |

The Corporation's Canadian loss carry forward balance is available to reduce future year's taxable income and, if not fully utilized, will begin to expire in fiscal 2028.

**10. Financial instruments and risk management**

The Corporation, as part of its operations, carries financial instruments consisting of cash, other receivables, trade and other payables, note payable, due to related parties, and due to shareholder. It is management's opinion that the Corporation is not exposed to significant credit, interest, or currency risks arising from this financial instrument.

The carrying amount of cash, other receivable, trade and other payables, note payable, due to related parties and due to shareholder approximates its fair value due to its short-term maturity. The carrying value of the long-term note payable approximate fair value due to the market rate of interest attached to this not payable.

**Credit Risk**

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Corporation believes it has no significant credit risk as cash is held with reputable banks in both Canada and Chile.

**Liquidity Risk**

The Corporation's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet current liabilities when due. As at December 31, 2023, the Corporation had a cash balance of \$587,400 (2022- \$7,260) to settle current obligations of \$384,151 (2022 - \$94,950). Due to the nature of the mining industry, additional financing will be required in due course. Management will seek additional forms of financing through the issuance of new equity or debt instruments to continue its operations and there can be no assurance it will be able to do so.

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**10. Financial instruments and risk management (continued)**

The following are the financial liabilities at December 31:

| <b>December 31, 2023</b>  | <b>Less than 1 year</b> |         | <b>1-3 years</b> |           | <b>3+ years</b> |   | <b>Total</b>     |
|---------------------------|-------------------------|---------|------------------|-----------|-----------------|---|------------------|
| Trade and other payables  | \$                      | 55,176  | \$               | -         | \$              | - | <b>55,176</b>    |
| Due to shareholder        |                         | 295,000 |                  | -         |                 | - | <b>295,000</b>   |
| Due to related party      |                         | 33,975  |                  | -         |                 | - | <b>33,975</b>    |
| Non-convertible debenture |                         | -       |                  | 500,000   |                 | - | <b>500,000</b>   |
| Notes payable             |                         | -       |                  | 1,000,000 |                 | - | <b>1,000,000</b> |
|                           | \$                      | 384,151 | \$               | 1,500,000 | \$              | - | <b>1,884,151</b> |

  

| <b>December 31, 2022</b> | <b>Less than 1 year</b> |        | <b>1-3 years</b> |           | <b>3+ years</b> |   | <b>Total</b>     |
|--------------------------|-------------------------|--------|------------------|-----------|-----------------|---|------------------|
| Trade and other payables | \$                      | 34,950 | \$               | -         | \$              | - | <b>34,950</b>    |
| Due to shareholder       |                         | 60,000 |                  | -         |                 | - | <b>60,000</b>    |
| Due to related party     |                         | -      |                  | -         |                 | - | <b>-</b>         |
| Notes payable            |                         | -      |                  | 1,000,000 |                 | - | <b>1,000,000</b> |
|                          | \$                      | 94,950 | \$               | 1,000,000 | \$              | - | <b>1,094,950</b> |

**Market Risk**

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

(1) Interest rate risk

The Corporation believes it has negligible interest rate risk due to its cash balances and fixed rate interest-bearing debt.

(2) Foreign currency risk

The Corporation is exposed to the risk of changes in the Canadian/U.S. dollar exchange rate and in the U.S./Chilean Peso exchange rate for services and geological costs that are denominated in Chilean Pesos and converted to U.S. dollars or directly influenced by U.S. dollar benchmark prices. A hypothetical change of 10% to the foreign exchange rate between Canadian/U.S. and U.S./Chilean Peso would not have a material impact of the Corporation's loss during the year.

(3) Commodity risk

The Corporation is not exposed to commodity price risk.

**11. Segmented information**

The Corporation reports its financial results as one reportable segment as this is how the financial information is reviewed by the chief decision makers of the Corporation.

The following table provides information regarding the location of the Corporation's key categories on a geographic basis.

|                     | <b>Canada</b> |             | <b>Chile</b> |             | <b>Total</b> |             |
|---------------------|---------------|-------------|--------------|-------------|--------------|-------------|
|                     | <b>2023</b>   | <b>2022</b> | <b>2023</b>  | <b>2022</b> | <b>2023</b>  | <b>2022</b> |
| Mineral properties  | -             | -           | 4,671,085    | 4,157,544   | 4,671,085    | 4,157,544   |
| Current liabilities | (350,176)     | (94,950)    | (33,975)     | -           | (384,152)    | (94,950)    |
| Expenses            | 340,471       | 452,121     | 63,546       | 115,585     | 404,017      | 567,706     |

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**12. Restatement of financial results for the year ended December 31, 2022**

During the year ended December 31, 2023, management has determined that the measurement of the private placement units issued during the year ended December 31, 2022 was not recorded correctly. Fair value of the warrants issued as a part of units was recorded as a stock-based compensation expense rather than to being removed from the value of share capital recorded. This resulted in the prior year's stock-based compensation expense and share capital being overstated. In addition, management noted that they inadvertently recorded unrealized foreign exchange on intercompany balance that makes up a part of the net investment in the subsidiary through the statement of net loss rather than other comprehensive income. Lastly, a portion of the change in foreign currency was previously presented as a change in cash used in operating activities rather than investing activities to which it relates on the statement of cash flows. The impact to the December 31, 2022 financial statements of the corrections is as follows:

**Consolidated Statement of Financial Position**

|   | <b>As<br/>previously<br/>reported</b> | Adjustment   | <b>As restated</b> |
|---|---------------------------------------|--------------|--------------------|
| <b>ASSETS</b>                                     |                                       |              |                    |
| <b>Current</b>                                    |                                       |              |                    |
| Cash  | \$ 7,260                              | \$ -         | 7,260              |
| Other receivables                                 | 30,633                                | -            | 30,633             |
| <b>Total current assets</b>                       | <b>37,893</b>                         | <b>-</b>     | <b>37,893</b>      |
| Mineral properties                                | 4,157,544                             | -            | 4,157,544          |
| <b>Total Assets</b>                               | <b>\$ 4,195,437</b>                   | <b>\$ -</b>  | <b>4,195,437</b>   |
| <b>LIABILITIES</b>                                |                                       |              |                    |
| <b>Current</b>                                    |                                       |              |                    |
| Trade and other payables                          | \$ 34,950                             | \$ -         | 34,950             |
| Due to shareholder                                | 60,000                                | -            | 60,000             |
| Due to related parties                            | -                                     | -            | -                  |
| <b>Total current liabilities</b>                  | <b>\$ 94,950</b>                      | <b>\$ -</b>  | <b>94,950</b>      |
| <b>Long-term note payable</b>                     | <b>893,300</b>                        | <b>-</b>     | <b>893,300</b>     |
| <b>Total Liabilities</b>                          | <b>\$ 988,250</b>                     | <b>\$ -</b>  | <b>988,250</b>     |
| <b>SHAREHOLDERS' EQUITY</b>                       |                                       |              |                    |
| Share capital                                     | \$ 4,632,002                          | \$ (180,702) | 4,451,300          |
| Contributed surplus                               | 3,226,120                             | -            | 3,226,120          |
| Accumulated other comprehensive loss              | (312,499)                             | 146,826      | (165,673)          |
| Deficit   | (4,338,436)                           | 33,876       | (4,304,560)        |
| <b>Total shareholders' equity</b>                 | <b>\$ 3,207,187</b>                   | <b>\$ -</b>  | <b>3,207,187</b>   |
| <b>Total liabilities and shareholders' equity</b> | <b>\$ 4,195,437</b>                   | <b>\$ -</b>  | <b>4,195,437</b>   |

**SAN LORENZO GOLD CORP.**  
**Notes to the Consolidated Financial Statements**  
**For the Years Ended December 31, 2023 and 2022**  
*(expressed in Canadian dollars)*

**Consolidated Statement of Net Loss and Other Comprehensive Loss**

|  | As previously<br>reported | Adjustment         | As restated       |
|--|---------------------------|--------------------|-------------------|
| <b>Expenses</b>  |                           |                    |                   |
| General and administrative                             | \$ 392,605                | \$ -               | 392,605           |
| Unrealized loss (gain) on foreign exchange             | (146,826)                 | 146,826            | -                 |
| Accretion  | 46,912                    | -                  | 46,912            |
| Fair value adjustment                                  | (106,700)                 | -                  | (106,700)         |
| Share-based compensation                               | 415,591                   | (180,702)          | 234,889           |
| <b>Total expenses</b>                                  | <b>\$ 601,582</b>         | <b>\$ (33,876)</b> | <b>567,706</b>    |
| <b>Net loss</b>  | <b>\$ (601,582)</b>       | <b>\$ 33,876</b>   | <b>(567,706)</b>  |
| <b>Other Comprehensive loss</b>                        |                           |                    |                   |
| Foreign exchange translation adjustment                | 59,549                    | 146,826            | 206,375           |
| <b>Net loss and other comprehensive Income</b>         | <b>\$ (542,033)</b>       | <b>\$ 180,702</b>  | <b>(361,331)</b>  |
| <b>Net income (loss) per share - basic and diluted</b> | <b>(0.01)</b>             |                    | <b>(0.01)</b>     |
| <b>Weighted average number of shares outstanding</b>   | <b>59,840,902</b>         |                    | <b>59,840,902</b> |

**SAN LORENZO GOLD CORP.**  
**Notes to the Consolidated Financial Statements**  
**For the Years Ended December 31, 2023 and 2022**  
*(expressed in Canadian dollars)*

**Consolidated Statement of Cash Flows**

|   | As previously<br>reported | Adjustment         | As restated        |
|---|---------------------------|--------------------|--------------------|
| <b>Cash provided by (used in)</b>                           |                           |                    |                    |
| <b>OPERATING</b>  |                           |                    |                    |
| Net loss and comprehensive loss                             | (601,582) \$              | 33,876 \$          | (567,706)          |
| Add (deduct) items not affecting cash flow:                 |                           |                    |                    |
| Accretion of notes payable                                  | 46,912                    |                    | 46,912             |
| Fair value adjustment                                       | (106,700)                 | -                  | (106,700)          |
| Stock-based compensation                                    | 415,591                   | (180,702)          | 234,889            |
| Foreign exchange loss                                       | (106,570)                 | 106,570            | -                  |
| Trade and other payables                                    | (64,564)                  | -                  | (64,564)           |
| Other receivables   | (8,274)                   | -                  | (8,274)            |
| <b>Cash flow used in operating activities</b>               | <b>(425,187) \$</b>       | <b>(40,256) \$</b> | <b>(465,443)</b>   |
| <b>INVESTING</b>  |                           |                    |                    |
| Exploration and evaluation expenditures                     | (1,666,004) \$            | 40,256 \$          | (1,625,748)        |
| <b>Cash flow provided by (used in) investing activities</b> | <b>(1,666,004) \$</b>     | <b>40,256 \$</b>   | <b>(1,625,748)</b> |
| <b>FINANCING</b>  |                           |                    |                    |
| Advance from shareholder                                    | 25,839 \$                 | -                  | 25,839             |
| Advance from (to) related party                             | (2,693)                   | -                  | (2,693)            |
| Issuance of common shares                                   | 1,435,000                 | -                  | 1,435,000          |
| Share issuance costs  | (50,050)                  | -                  | (50,050)           |
| <b>Cash flow provided by financing activities</b>           | <b>1,408,096 \$</b>       | <b>- \$</b>        | <b>1,408,096</b>   |
| Increase (decrease) in cash                                 | (683,095) \$              | -                  | (683,095)          |
| Cash, beginning of year                                     | 690,355                   |                    | 690,355            |
| <b>Cash, end of period</b>                                  | <b>7,260 \$</b>           | <b>- \$</b>        | <b>7,260</b>       |



**SAN LORENZO GOLD CORP.**  
**Notes to the Consolidated Financial Statements**  
**For the Years Ended December 31, 2023 and 2022**  
*(expressed in Canadian dollars)*

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