



**Condensed Consolidated Interim Financial Statements  
Three and Six Months Ended October 31, 2024 and 2023  
(Expressed in Canadian Dollars)  
(Unaudited)**

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**Notice of no Auditor Review of Condensed Consolidated Interim Financial Statements**

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

The accompanying unaudited condensed 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 condensed interim financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

**Southern Silver Exploration Corp.**

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Comprehensive Loss

Three and Six Months Ended October 31, 2024 and 2023

(Expressed in Canadian Dollars, Unaudited)

		Three months ended		Six months ended	
	Note	October 31, 2024	October 31, 2023	October 31, 2024	October 31, 2023
		\$	\$	\$	\$
Administration	6	15,000	15,000	30,000	30,000
Consulting	6	148,585	66,765	240,242	131,145
Exploration and evaluation	5 & 6	314,517	404,009	863,876	988,369
Investor relations and corporate development	6	130,542	104,386	214,387	200,417
Office and general	6	19,578	18,457	39,728	27,871
Professional fees	6	116,609	78,492	198,467	176,302
Regulatory fees and taxes		15,189	16,205	25,057	31,104
Share-based payments	7	1,328,926	-	1,328,926	-
Shareholders' communication		12,440	9,411	15,647	11,892
Transfer agent		19,822	16,829	26,294	31,722
		2,121,208	729,554	2,982,624	1,628,822
Foreign exchange		7,248	7,160	13,027	13,299
Loss on disposal of subsidiary	10	9,738	-	9,738	-
Mineral property impairment	5	193,375	-	193,375	-
Other income		(14,989)	(28,116)	(16,867)	(78,422)
<b>Loss and comprehensive loss for the period</b>		<b>2,316,580</b>	<b>708,598</b>	<b>3,181,897</b>	<b>1,563,699</b>
<b>Loss per share - basic and diluted</b>		<b>0.01</b>	<b>-</b>	<b>0.01</b>	<b>0.01</b>
<b>Weighted average number of shares outstanding - basic and diluted</b>	7	<b>307,835,333</b>	<b>291,546,757</b>	<b>300,595,630</b>	<b>291,546,757</b>

*The accompanying notes form an integral part of these condensed consolidated interim financial statements*

**Southern Silver Exploration Corp.**  
(An Exploration Stage Company)  
Condensed Consolidated Interim Statements of Financial Position  
(Expressed in Canadian Dollars, Unaudited)

	Note	October 31, 2024	April 30, 2024
		\$	\$
<b>Assets</b>			
Current			
Cash and cash equivalents	4	2,570,729	730,456
Other receivables		24,053	22,143
Prepaid expenses		64,340	91,312
		<b>2,659,122</b>	<b>843,911</b>
Non-current			
Reclamation bonds		148,518	146,898
Mineral properties	5	34,520,594	34,527,618
		<b>34,671,898</b>	<b>34,674,516</b>
		<b>37,328,234</b>	<b>35,518,427</b>
<b>Liabilities</b>			
Current			
Account payable and accrued liabilities		343,878	444,760
Due to related parties	6	63,186	46,402
		<b>407,064</b>	<b>491,162</b>
<b>Shareholders' Equity</b>			
Share capital	7	86,054,653	82,225,073
Share-based payments reserve		7,510,015	6,740,912
Other reserve		9,270	9,270
Deficit		<b>(56,652,768)</b>	<b>(53,947,990)</b>
		<b>36,921,170</b>	<b>35,027,265</b>
		<b>37,328,234</b>	<b>35,518,427</b>

**Nature of Operations and Going Concern (Note 1)**

Approved on behalf of the Board

"Lawrence Page"  
Lawrence Page, K.C.

"Gina Jones"  
Gina Jones

*The accompanying notes form an integral part of these condensed consolidated interim financial statements*

**Southern Silver Exploration Corp.**

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity

Six Months Ended October 31, 2024 and 2023

(Expressed in Canadian Dollars, Unaudited)

	Share capital	Share capital	Share-based payments reserve	Other reserve	Deficit	Total
	Number	\$	\$		\$	\$
<b>Balance, April 30, 2023</b>	<b>291,546,757</b>	<b>82,225,073</b>	<b>8,514,546</b>	<b>9,270</b>	<b>(52,028,452)</b>	<b>38,720,437</b>
Fair value of options expired	-	-	(1,090,413)	-	1,090,413	-
Fair value of warrants expired	-	-	(678,844)	-	678,844	-
Net loss	-	-	-	-	(1,563,699)	(1,563,699)
<b>Balance, October 31, 2023</b>	<b>291,546,757</b>	<b>82,225,073</b>	<b>6,745,289</b>	<b>9,270</b>	<b>(51,822,894)</b>	<b>37,156,738</b>
	Share capital	Share capital	Share-based payments reserve	Other reserve	Deficit	Total
	Number	\$	\$		\$	\$
<b>Balance, April 30, 2024</b>	<b>291,546,757</b>	<b>82,225,073</b>	<b>6,740,912</b>	<b>9,270</b>	<b>(53,947,990)</b>	<b>35,027,265</b>
Issued						
Private Placement	16,381,978	3,604,035	-	-	-	3,604,035
Exercise of stock options	935,000	237,450	-	-	-	237,450
Exercise of warrants	150,000	37,500	-	-	-	37,500
Share issue costs	-	(227,602)	69,192	-	-	(158,410)
Fair value of options exercised	-	178,197	(178,197)	-	-	-
Fair value of options expired	-	-	(404,989)	-	404,989	-
Fair value of warrants expired	-	-	(45,829)	-	45,829	-
Share-based compensation	-	-	1,328,926	-	-	1,328,926
Adjustment on disposal of subsidiary	-	-	-	-	26,301	26,301
Net loss	-	-	-	-	(3,181,897)	(3,181,897)
<b>Balance, October 31, 2024</b>	<b>309,013,735</b>	<b>86,054,653</b>	<b>7,510,015</b>	<b>9,270</b>	<b>(56,652,768)</b>	<b>36,921,170</b>

*The accompanying notes form an integral part of these condensed consolidated interim financial statements*

**Southern Silver Exploration Corp.**  
(An Exploration Stage Company)  
Condensed Consolidated Interim Statements of Cash Flows  
Six Months Ended October 31, 2024 and 2023  
(Expressed in Canadian Dollars, Unaudited)

	<b>October 31, 2024</b>	October 31, 2023
	\$	\$
<b>Operating activities</b>		
Net Loss	<b>(3,181,897)</b>	(1,563,699)
<i>Items not involving cash</i>		
Share-based payments	<b>1,328,926</b>	-
Unrealized foreign exchange	<b>(1,858)</b>	(3,566)
Loss on disposal of subsidiary	<b>9,738</b>	-
Mineral property impairment	<b>193,375</b>	-
<i>Changes in non-cash working capital</i>		
Taxes and other receivables	<b>(1,910)</b>	8,549
Prepays	<b>26,972</b>	23,270
Accounts payable and accrued liabilities	<b>(84,319)</b>	(123,834)
Due to related parties	<b>16,784</b>	(15,986)
Cash used in operating activities	<b>(1,694,189)</b>	(1,675,266)
<b>Investing activity</b>		
Mineral property acquisition costs, net	<b>(186,351)</b>	(237,515)
Cash used in investing activity	<b>(186,351)</b>	(237,515)
<b>Financing Activity</b>		
Shares issued for cash, net	<b>3,720,575</b>	-
Cash provided by financing activity	<b>3,720,575</b>	-
<b>Foreign exchange effect on cash</b>	<b>238</b>	1,114
<b>Increase / (Decrease) in cash during the period</b>	<b>1,840,273</b>	(1,911,667)
<b>Cash, beginning of period</b>	<b>730,456</b>	4,670,767
<b>Cash, end of period</b>	<b>2,570,729</b>	2,759,100
<b>Cash and cash equivalents consist of:</b>		
<b>Cash</b>	<b>417,378</b>	702,609
<b>Cash equivalents</b>	<b>2,153,351</b>	2,056,491

*Supplemental Cash Flow Information – Note 9*

*The accompanying notes form an integral part of these condensed consolidated interim financial statements*

## **Southern Silver Exploration Corp.**

(An Exploration Stage Company)

Notes to the Condensed Consolidated Interim Statements

Three and Six Months Ended October 31, 2024 and 2023

(Expressed in Canadian Dollars, Unaudited)

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### **1. Nature of Operations and Going Concern**

Southern Silver Exploration Corp. (the "Company") is an exploration stage company incorporated under the laws of British Columbia, Canada. The Company's principal business activities include the acquisition, exploration, and development of natural resource properties for enhancement of value and disposition pursuant to sales agreements or development by way of third-party option and/or joint venture agreements. The Company's registered office is 1710 - 1177 West Hastings Street, Vancouver, British Columbia, Canada, V6E 2L3.

The business of exploring for minerals 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 recoverability of amounts shown for mineral properties is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain financing to complete their exploration and development, and establish future profitable operations, or realize proceeds from their sale. The carrying value of the Company's mineral properties does not reflect present or future value.

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. The Company incurred a net loss of \$3,181,897 for the six months ended October 31, 2024 (2023 - \$1,563,699) and had an accumulated deficit of \$56,652,768 as of October 31, 2024 (April 30, 2024 - \$53,947,990).

As of October 31, 2024, the Company does not have sufficient working capital to meet its administrative overheads and continue its exploration programs. The Company has relied upon the issuance of share capital and short-term debt to finance its activities. Future capital requirements will depend on many factors including the Company's ability to execute its business plan. In order to finance future activities, the Company will be required to raise further financing which may include issuing further share capital through private placements and the exercise of options and warrants or obtaining short-term debt. While the Company has been successful in the past in raising financing to fund its operations, there can be no assurance that such financing will be available to the Company or on favourable terms to the Company. These matters create material uncertainties which may cast significant doubt over the Company's ability to continue as a going concern.

These condensed consolidated interim financial statements do not include the adjustments to assets and liabilities that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

The economic uncertainties around persistent inflation pressure, geopolitical and other global factors have the potential to slow growth in the global economy. Future developments in these challenging areas could impact on the Company's results and financial condition and the full extent of that impact remains unknown. However, as at October 31, 2024, the Company has not been significantly impacted by these matters.

### **2. Basis of Preparation and Consolidation**

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34 - *Interim Financial Reporting*, using historical cost and the accrual basis, except for cash flow information and financial instruments measured at fair value. The Company's functional and presentation currency is the Canadian dollar.

These condensed consolidated interim financial statements should be read in conjunction with the annual audited consolidated financial statements for the year ended April 30, 2024 which have been prepared in accordance with IFRS as issued by the IASB.

**Southern Silver Exploration Corp.**  
(An Exploration Stage Company)  
Notes to the Condensed Consolidated Interim Statements  
Three and Six Months Ended October 31, 2024 and 2023  
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## 2. Basis of Preparation and Consolidation, continued

Control is based on whether an investor has power over the investee, exposure of rights to variable returns from its involvement with the investee, and the ability to use its power over the investee to affect the amount of returns. All inter-company transactions and balances have been eliminated upon consolidation. The condensed consolidated interim financial statements of the Company include the following entities controlled by the Company:

Entity	Country of Incorporation	Principal Activity
Southern Silver Holdings Limited ("SSHL")	British Virgin Islands	Holding company - 100% owned by the Company
Minera Plata del Sur S.A de C.V. ("MPS")	Mexico	Mineral exploration - 100% owned by SSHL
Southern Silver Projects Limited ("SSPL")	British Virgin Islands	Holding company - 100% owned by the Company
Exploraciones Magistral S.A de C.V.	Mexico	Dissolved and deconsolidated effective October 2024 (Note 10)
Southern Silver Exploration Corp. (US)	United States of America	Mineral exploration - 100% owned by the Company
Exploraciones Minasol S.A de C.V.	Mexico	Mineral exploration - 100% owned by the Company

These condensed consolidated interim financial statements were approved and authorized for issue by the Board of Directors on December 19, 2024.

## 3. Summary of Material Accounting Policies and Future Accounting Standards

The same material accounting policies are used in the preparation of these condensed consolidated interim financial statements as for the most recent audited annual consolidated financial statements and reflect all the adjustments necessary for fair presentation in accordance with IFRS of the results for the interim periods presented.

### *Significant Accounting Estimates and Judgments*

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources.

Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Areas of significant judgement and estimates for the six months ended October 31, 2024 in the application of IFRS that have a significant effect on these condensed consolidated interim financial statements and estimates with a significant risk of material adjustment in the current and following fiscal years are discussed in Note 3 of the Company's audited annual consolidated financial statements for the year ended April 30, 2024.

#### *Future Accounting Standards*

In April 2024, the IASB issued IFRS 18 – Presentation and Disclosure in Financial Statements (“IFRS 18”) to replace IAS 1 – Presentation of Financial Statements. This standard focuses on updates to the statement of profit or loss, including: (a) the structure of the statement of profit or loss; (b) required disclosures in the financial statements for certain profit or loss performance measures that are reported outside an entity’s financial statements (that is, management-defined performance measures); and (c) enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general. It will be effective for the Company for the annual period beginning September 1, 2027, and will be required to be applied retrospectively. The Company is currently assessing the effect of this new standard on its financial statements.

Apart from IFRS 18, other new standards or amendments to existing standards issued but which have not yet been applied by the Company based on the effective date are not currently expected to have a material impact on the Company’s financial statements.

#### **4. Financial Instruments**

The Company’s financial instruments include: cash and cash equivalents, other receivables and reclamation bonds which are classified as financial assets at amortized cost, and accounts payable and accrued liabilities and due to related parties, which are classified as financial liabilities at amortized cost. The carrying values of all of these instruments approximate their fair values due to the short period to maturity.

The Company’s financial instruments are exposed to certain financial risks, including currency risk, interest rate risk and credit risk. Currency risk is considered immaterial. The Company’s exposure to the other risks and its methods of managing these risks are summarized as follows:

##### *Interest Rate Risk*

Interest rate risk is the risk that future cash flows or fair values will fluctuate as a result of changes in market interest rates.

The Company has limited exposure at October 31, 2024 to interest rate risk. Cash equivalents consist of \$143,104 (April 30, 2024 - \$339,831) in a 90-day cashable GIC term deposit which earns an effective interest rate of 5.20% per annum and matured November 1, 2024; \$1,004,995 (April 30, 2024 - \$nil) in a High Interest Saving account which earns an effective interest rate of 4.15% per annum; and \$1,005,252 (April 30, 2024 - \$nil) in a High Interest Saving account which earns an effective interest rate of 4.15% per annum.

##### *Credit Risk*

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge its contractual obligations.

The Company is exposed to credit risk with respect to managing its cash and cash equivalents. The Company’s risk management policies require significant cash deposits or any short-term investments be invested with Canadian chartered banks rated BBB or better. All investments must be less than one year in duration. The maximum exposure to credit risk is the carrying value of the Company’s cash and cash equivalents.

#### **4. Financial Instruments, continued**

##### *Liquidity Risk*

Liquidity risk is the risk that the Company will be unable to meet financial obligations as they fall due. The Company's approach to managing liquidity risk is to provide reasonable assurance that it will have sufficient funds to meet liabilities when due by forecasting cash flows for operations, anticipated investing, and financing activities and through management of its capital structure. As at October 31, 2024, the Company had a working capital of \$2,252,058 (April 30, 2024 - \$352,749). As at October 31, 2024, all of the Company's financial liabilities are either due immediately or have contractual maturities of less than 90 days.

##### *Currency Risk*

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to currency risk to the extent expenditures incurred, funds received, and balances maintained by the Company are denominated in currencies other than the Canadian dollar (primarily US dollars and Mexican pesos).

The Company does not manage currency risks through hedging or other currency management tools. There has been no significant change in the Company's net exposure to currency risk compared with April 30, 2024.

##### *Other Price Risk*

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

**Southern Silver Exploration Corp.**

(An Exploration Stage Company)

Notes to the Condensed Consolidated Interim Statements

Three and Six Months Ended October 31, 2024 and 2023

(Expressed in Canadian Dollars, Unaudited)

**5. Mineral Properties**

Mineral property acquisition costs as at October 31, 2024 were:

	<b>Cerro Las Minitas</b>	<b>El Sol</b>	<b>Oro</b>	<b>Hermanas</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Balance, April 30, 2023	33,021,803	384,610	717,747	96,414	34,220,574
Additions	53,850	-	207,429	45,765	307,044
Balance, April 30, 2024	33,075,653	384,610	925,176	142,179	34,527,618
Additions (Recoveries)	(2,786)	-	132,320	56,817	186,351
Impairments	-	-	(193,375)	-	(193,375)
<b>Balance, October 31, 2024</b>	<b>33,072,867</b>	<b>384,610</b>	<b>864,121</b>	<b>198,996</b>	<b>34,520,594</b>

**(a) Cerro Las Minitas - Durango, Mexico**

The property consists of a fully owned interest in twenty-five mineral concessions located in Durango, Mexico. The Company has future and possible obligations as follows:

- (i) On April 20, 2017, two contiguous concessions were acquired by staking. One of these claims is subject to a finder's fee whereby minimum periodic payments are due on a semi-annual basis accelerating from US \$5,000 to US \$25,000 over a ninety-six-month period and a 1% Net Smelter Royalty ("NSR") with such periodic payments being credited to NSR payments. The royalty will be reduced to 0.5% subsequent to payment of US \$5,000,000 in NSR payments.
- (ii) One additional concession may be acquired if the underlying owner can deliver registered title and by making a payment, excluding applicable local taxes, of US \$200,000.

During the six months ended October 31, 2024, the Company sold certain claims forming part of the property for US\$22,040 which were applied as a recovery against the carrying costs of the property.

**(b) El Sol - Durango, Mexico**

The property consists of a fully owned interest in certain mineral claims located in Durango, Mexico. The claims total sixty-three hectares and are situated contiguous with Cerro Las Minitas. The property is subject to a 2% NSR payable to the optionor who has granted the Company an option to purchase the NSR at any time for US \$1,000,000.

**(c) Oro - New Mexico, USA**

The property consists of certain unpatented mining claims in the Eureka Mining District, Grant County, New Mexico, patented lode mining claims, which are adjacent to these claims, and patented surface rights to a contiguous property. The property is subject to a 2% NSR payable to the optionors whom have granted the Company an option to purchase the NSR at any time in 0.5% increments at US \$500,000 for each increment.

Pursuant to a lease with option to purchase agreement dated May 1, 2011, as amended, the Company can earn a 100% interest in six unpatented lode mining claims also located in the Eureka Mining District, Grant County, New Mexico. Remaining lease payments are due as:

- (i) US \$30,000 May 1, 2024 (paid); and
- (ii) US \$60,000 annually from May 1, 2025 to May 1, 2031.

**Southern Silver Exploration Corp.**

(An Exploration Stage Company)

Notes to the Condensed Consolidated Interim Statements

Three and Six Months Ended October 31, 2024 and 2023

(Expressed in Canadian Dollars, Unaudited)

**5. Mineral Properties, continued****(c) Oro - New Mexico, USA, continued**

The Company can purchase the property at any time by paying any amounts remaining under the lease, subject to a 1% NSR payable to the optionors, which terminates when aggregate payments thereunder equal US \$500,000.

On September 9, 2024, the Company, due to the pending expiry in the near future with no ability to renew, high cost of maintenance and their distance from encouraging mineralization, filed an advice of relinquishment with the New Mexico State Land Office to release its claim, with immediate effect, on two mineral leases comprising an aggregate 1,079.28 acres of the total Oro land package. Accordingly, during the three months ended October 31, 2024, an impairment provision of \$193,275 (2023 - \$nil) was recognized in profit and loss with respect to costs previously capitalized relating to these leases.

**(d) Hermanas – New Mexico, USA**

On December 7, 2021, the Company entered into an agreement to purchase eighty-three lode claims in Luna County, New Mexico, east of the Oro property. Upon payment of Annual Minimum Royalty (“AMR”) payments, commencing at US \$15,000 on October 15, 2022 and increasing by US \$5,000 per annum until October 15, 2027, the Company will have earned a full interest in the property. The Company has paid all required AMR payments as of October 31, 2024. Remaining AMR payments are due as follows:

- (i) US \$25,000 on October 15, 2024 (paid);
- (ii) US \$30,000 on October 15, 2025;
- (iii) US \$35,000 on October 15, 2026; and
- (iv) US \$40,000 on October 15, 2027.

A minimum AMR of US \$50,000 will continue to be due each year commencing October 15, 2028. The property is subject to a 2% NSR payable to the optionor. The NSR will be reduced to 1% upon completion of cumulative AMR and NSR payments totaling US \$10,000,000.

**(e) Exploration and Evaluation Expenditures**

Exploration and evaluation expenditures for the six months ended October 31, 2024, and 2023 were:

	Cerro Las Minitas		El Sol		Oro		Hermanas		Total	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Assays and analysis	-	48,803	-	-	-	24,778	-	-	-	73,581
Camp and supplies	111,440	139,650	-	-	5,916	5,297	-	-	117,356	144,947
Claim taxes	116,416	116,571	1,013	-	-	-	-	-	117,429	116,571
Geological services	260,469	261,344	-	-	20,481	49,099	821	11,341	281,771	321,784
Project supervision	285,690	252,518	51	100	10,137	17,857	-	337	295,878	270,812
Travel	7,241	2,316	-	-	9,511	11,447	-	2,655	16,752	16,418
IVA	24,269	40,660	-	-	-	-	-	-	24,269	40,660
Other	-	3,503	-	-	2,162	-	-	93	2,162	3,596
	<b>805,525</b>	<b>865,365</b>	<b>1,064</b>	<b>100</b>	<b>48,207</b>	<b>108,478</b>	<b>821</b>	<b>14,426</b>	<b>855,617</b>	<b>988,369</b>
General									<b>8,259</b>	-
									<b>863,876</b>	<b>988,369</b>

## 6. Related Party Balances and Transactions

Except as disclosed elsewhere, the Company entered into the following related party transactions:

(a) Pursuant to a service agreement between the Company and Manex Resource Group Inc., a company indirectly controlled by Killian Ruby, an officer of the Company, the Company was charged as follows:

- \$30,000 (2023 - \$30,000) for office space and general administration services;
- \$23,671 (2023 - \$10,973) for professional services;
- \$19,750 (2023 - \$10,780) for Chief Financial Officer services;
- \$31,360 (2023 - \$8,145) for consulting services;
- \$84,650 (2023 - \$60,165) for corporate development services;
- \$53,618 (2023 - \$49,138) for geological services; and
- \$1,621 (2023 - \$3,361) for the mark-up on out-of-pocket expenses.

Amounts payable as at October 31, 2024 were \$43,359 (April 30, 2024 - \$29,958).

(b) Consultancy fees in the amount of \$78,000 (2023 - \$78,000) were charged by Advocate Services Limited, a company controlled by Lawrence Page, a director and officer of the Company.

(c) Consultancy fees in the amount of \$30,000 (2023 - \$30,000) were charged by Rob Macdonald, an officer of the Company, and were included in consulting fees or mineral property expenditures as applicable.

(d) Consultancy fees in the amount of \$30,000 (2023 - \$30,000) were charged by QDBS Resources Inc., a company controlled by Russell Ball, a director of the Company. Amounts payable as at October 31, 2024 were \$15,750 (April 30, 2024 - \$15,750).

(e) Corporate Development fees in the amount of \$9,000 (2023 - \$1,500) were charged by John Oness, an officer of the Company.

(f) Legal fees in the amount of \$22,240 (2023 - \$9,200) were charged by Page Law Corporation, a company controlled by Arie Page, an officer of the Company, and included in professional fees, share issue costs or mineral property expenditures as applicable. Amounts payable as at October 31, 2024 were \$4,077 (April 30, 2024 - \$694).

These transactions were in the normal course of operations. Amounts due to related parties are unsecured, non-interest-bearing, and have no formal terms of repayment. The Company has no long-term employee or post-employment benefits. Key management personnel of the Company are identified in (a) to (f) above and compensation awarded was:

	<b>October 31, 2024</b>	October 31, 2023
	<b>\$</b>	<b>\$</b>
Short-term benefits	166,750	148,750
Share-based payments	960,916	-
	<b>1,127,666</b>	<b>148,750</b>

One executive officer, Lawrence Page, is entitled to termination benefits in the event of a change of control equal to thirty-six months' compensation. Upon a change of control, and assuming the triggering event took place on the period-end date, the payment would have been \$468,000.

## 7. Share Capital

The authorized share capital of the Company consists of an unlimited number of common shares without par value.

### **Equity Issuances**

On July 19, 2024, the Company closed the first tranche of a non-brokered private placement by issuing 9,508,978 units at a price of \$0.22 per unit for gross proceeds of \$2,091,975. On August 12, 2024, the Company closed the second tranche of this private placement by issuing 5,911,500 units at a price of \$0.22 per unit for gross proceeds of \$1,300,530. On August 29, 2024, the Company closed the final tranche of its non-brokered private placement by issuing 961,500 units at a price of \$0.22 per unit for gross proceeds of \$211,530.

Each unit consists of one common share and one-half of one warrant. Each whole warrant entitles the holder thereof to purchase one common share for a period of 3 years at an exercise price of \$0.30 per common share.

In connection with the first tranche financing, the Company issued an aggregate 457,029 finders' warrants, with each finder's warrant exercisable to purchase one common share for a period of 3 years, of which 36,000 finders' warrants are exercisable at an exercise price of \$0.22 per common share and 421,029 finders' warrants are exercisable at an exercise price of \$0.30 per common share, with a fair value of \$5,279 and \$53,264 respectively.

In connection with the second tranche financing, the Company issued 36,000 finders' warrants with each finder's warrant exercisable to purchase one common share for a period of 3 years at an exercise price of \$0.30 per common share, with fair value of \$3,835.

In connection with the third tranche financing, the Company issued 51,360 finders' warrants with each finder's warrant exercisable to purchase one common share for a period of 3 years at an exercise price of \$0.30 per common share, with a fair value of \$6,814.

The Company also incurred cash finders' fees and other ancillary issue costs totalling \$158,410.

### **Stock Options**

On September 25, 2024, the Company granted stock options to directors, officers, and consultants to purchase 6,500,000 common shares of the Company at an exercise price of \$0.31 per share for a period of five years.

Stock options outstanding and exercisable as at October 31, 2024 were:

	Number of options	Weighted average exercise price (per share)	Weighted average remaining life (years)
Balance, April 30, 2024	24,550,000	\$0.37	1.64
Granted	6,500,000	\$0.31	
Exercised	(935,000)	\$0.25	
Expired	(2,065,000)	\$0.275	
<b>Balance, October 31, 2024</b>	<b>28,050,000</b>	<b>\$0.37</b>	<b>2.14</b>

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**7. Share Capital, continued**

<b>Expiry date</b>	<b>Exercise price</b>	<b>Remaining life (years)</b>	<b>Options Outstanding</b>
December 6, 2024	\$0.29	0.10	300,000
December 20, 2024	\$0.20	0.14	100,000
April 3, 2025	\$0.12	0.42	1,400,000
May 24, 2025	\$0.255	0.56	500,000
September 24, 2025	\$0.51	0.90	9,000,000
October 19, 2025	\$0.58	0.97	100,000
February 11, 2026	\$0.50	1.28	200,000
August 13, 2026	\$0.40	1.78	200,000
September 29, 2026	\$0.31	1.91	9,550,000
April 29, 2025	\$0.20	0.49	200,000
September 25, 2029	\$0.31	4.90	6,500,000
			<b>28,050,000</b>

The weighted average fair value of stock options exercised was \$0.19 (2023 - \$nil) and stock options expired was \$0.20 (2023 - \$0.11). The weighted average share price of stock options exercised was \$0.31 (2023 - \$nil).

The weighted average fair value of compensation options expired was \$nil (2023 - \$0.30).

**Share Purchase Warrants**

Share purchase warrants outstanding as at October 31, 2024 were:

	<b>Number of warrants</b>	<b>Weighted average exercise price (per share)</b>	<b>Weighted average remaining life (years)</b>
Balance, April 30, 2024	51,273,339	\$0.42	1.22
Issued	8,735,378	\$0.30	
Exercised	(150,000)	\$0.25	
Expired	(13,822,862)	\$0.25	
<b>Balance, October 31, 2024</b>	<b>46,035,855</b>	<b>\$0.45</b>	<b>1.38</b>

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**7. Share Capital, continued**

<b>Expiry date</b>	<b>Exercise price</b>	<b>Remaining life (years)</b>	<b>Warrants Outstanding</b>
August 14, 2025	\$0.35	0.79	15,597,500
August 14, 2025	\$0.38	0.79	8,502,977
September 11, 2025	\$0.50	0.86	1,200,000
June 16, 2026	\$0.75	1.62	9,000,000
June 21, 2026	\$0.75	1.64	3,000,000
July 19, 2027	\$0.30	2.72	4,754,489
July 19, 2027	\$0.22	2.72	36,000
July 19, 2027	\$0.30	2.72	421,029
August 12, 2027	\$0.30	2.78	2,955,750
August 12, 2027	\$0.30	2.78	36,000
August 29, 2027	\$0.30	2.83	480,750
August 29, 2027	\$0.30	2.83	51,360
			<b>46,035,855</b>

The weighted average fair value of share purchase warrants exercised was \$nil (2023 - \$nil) and expired was \$0.19 (2023 - \$0.28).

***Fair Value Determination***

The weighted average fair value of stock options granted was \$0.20 (2023 - \$nil) and finders' warrants issued was \$0.13 (2023 - \$nil). Fair values were estimated using the Black-Scholes option pricing model with the following weighted average assumptions whereby the expected volatility assumptions have been developed taking into consideration the historical volatility of the Company's share price:

	<b>Stock Options</b>		<b>Finders' Warrants</b>	
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
Risk-free interest rate	<b>2.79%</b>	0.00%	<b>3.57%</b>	0.00%
Expected volatility	<b>80.95%</b>	0.00%	<b>76.35%</b>	0.00%
Expected life in years	<b>5.00</b>	0.00	<b>3.00</b>	0.00
Expected dividend yield	<b>0.00%</b>	0.00%	<b>0.00%</b>	0.00%

***Diluted Loss per Share***

Excluded from the calculation of diluted loss per share were 28,050,000 stock options and 46,035,855 share purchase warrants (2023 – 24,450,000 stock options, 51,273,339 share purchase warrants), that could potentially dilute basic earnings per share in the future but were not included as being antidilutive for each of the three or six-month periods ended October 31, 2024 and 2023.

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**8. Segmented Information**

The Company conducts its business as a single operating segment, being the acquisition and exploration of mineral properties. As at October 31, 2024, the Company's non-current assets were located in Mexico (\$33,457,477 (April 30, 2024 - \$33,460,263)) and in the United States of America (\$1,211,635 (April 30, 2024 - \$1,214,253)).

**9. Supplemental Cash Flow Information**

	October 31, 2024	October 31, 2023
	\$	\$
<i>Cash:</i>		
Interest received	16,867	78,422
<i>Operating Activities:</i>		
Liabilities extinguished on disposal of subsidiary	16,563	-
Retained deficit adjustment on disposal of subsidiary	26,301	-
<i>Investing Activities:</i>		
Mineral property acquisition in accounts payable	-	27,776
<i>Financing Activities:</i>		
Fair value of options exercised	178,197	-
Fair value of options expired	404,989	1,090,413
Fair value of warrants issued	69,192	-
Fair value of warrants expired	45,829	678,844

**10. Disposal of Subsidiary**

During October 2024, the Company filed a non-reversible application to liquidate Exploraciones Magistral S. A de C.V., a non-trading dormant subsidiary. A loss on disposal of subsidiary was recognized as follows:

	October 31, 2024
	\$
Retained deficit adjustment on subsidiary disposal	26,301
Liabilities extinguished on subsidiary disposal	(16,563)
	9,738

**11. Events After the Reporting Period**

Other than disclosed elsewhere, the following events occurred subsequent to October 31, 2024:

- On November 4, 2024, 100,000 stock options exercisable at \$0.20 per common share and 300,000 stock options exercisable at \$0.12, were exercised for gross proceeds of \$56,000.

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**11. Events After the Reporting Period, continued**

- On November 25, 2024, the Company announced a non-brokered private placement consisting of 10,000,000 units at \$0.22 for gross proceeds of \$2,200,000. Each unit will be comprised of one common share and one-half of one share purchase warrant. Each whole warrant entitles the holder thereof to purchase one common share for a period of 2 years at a price of \$0.32.
- On December 6, 2024, 300,000 stock options exercisable at \$0.29 per common share expired unexercised.
- On December 6, 2024, 300,000 stock options exercisable at \$0.29 per common share for a period of two years were granted to a consultant.