

Condensed Consolidated Interim Financial Statements of

Almadex Minerals Ltd.

For the three and nine months ended September 30, 2021
(Unaudited)

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

The accompanying unaudited condensed consolidated interim financial statements of Almadex Minerals Ltd. (“the Company”) for the three and nine months ended September 30, 2021 have been prepared by the management of the Company and approved by the Company’s Audit Committee and the Company’s Board of Directors.

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

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

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

Almadex Minerals Ltd.

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

	September 30, 2021	December 31, 2020
	\$	\$
ASSETS		
Current assets		
Cash and cash equivalents (Note 13)	16,830,267	5,203,877
Accounts receivable and prepaid expenses (Note 4 and 11(b))	1,027,588	595,927
Marketable securities and investments (Note 5)	1,437,399	1,273,763
	19,295,254	7,073,567
Non-current assets		
Gold loan receivable (Note 7)	4,044,645	4,158,059
Contingent shares receivable (Note 6)	15,600	15,600
Property and equipment (Note 8)	917,579	917,209
Exploration and evaluation assets (Note 9)	96,755	12,693
	5,074,579	5,103,561
TOTAL ASSETS	24,369,833	12,177,128
LIABILITIES		
Current liabilities		
Trade and other payables (Note 11(b))	522,972	102,471
Total liabilities	522,972	102,471
EQUITY		
Share capital (Note 10)	23,307,146	23,307,146
Reserves (Note 10)	1,809,930	1,312,724
Deficit	(1,270,215)	(12,545,213)
Total equity	23,846,861	12,074,657
TOTAL EQUITY AND LIABILITIES	24,369,833	12,177,128

These condensed consolidated interim financial statements are authorized for issue by the Board of Directors on November 29, 2021.

They are signed on the Company's behalf by:

/s/Duane Poliquin
Director

/s/Lawrence Segerstrom
Director

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

Almadex Minerals Ltd.

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

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
	\$	\$	\$	\$
Revenue				
Exploration and drilling services (Note 11(b))	631,035	24,684	857,095	190,343
Financing fees (Note 7)	71,581	68,024	206,699	204,105
Interest income	2,963	5,398	9,774	29,669
	705,579	98,106	1,073,568	424,117
Expenses				
Administrative services fee (Note 11(a)(b))	138,717	109,211	419,722	356,143
Depreciation (Note 8)	53,140	60,837	152,867	182,512
Professional fees	391,896	71,767	490,489	152,468
Office	33,536	20,333	80,069	80,804
Stock exchange, transfer agent and filing fees	4,369	4,367	20,637	19,896
Travel and promotion	38,215	20,600	111,217	46,926
Share-based payments (Note 10 (c))	68,202	-	497,206	34,000
	728,075	287,115	1,772,207	872,749
Operating loss	(22,496)	(189,009)	(698,639)	(448,632)
Other income (loss)				
Impairment of exploration and evaluation assets (Note 9)	(374,660)	(7,826,780)	(580,902)	(7,992,621)
Gain on sale of royalty (Note 9(d))	13,561,506	-	13,561,506	-
Gain on sale of exploration and evaluation assets (Note 9)	-	11,500	67,667	55,667
Gain on sale of property and equipment	-	-	2,703	-
Unrealized gain (loss) on gold loan receivable (Note 7)	(54,627)	240,054	(324,391)	786,380
Unrealized foreign exchange gain (loss) on gold loan receivable (Note 7)	109,521	(85,710)	4,278	62,553
Unrealized gain (loss) on marketable securities and investments (Note 5)	(353,158)	189,830	(705,847)	394,262
Loss on marketable securities or investments	-	-	(3,460)	-
Unrealized gain on contingent shares receivable (Note 6)	-	7,800	-	11,700
Foreign exchange gain (loss)	9,395	(7,080)	(47,917)	(24,165)
Income (loss) and comprehensive income (loss) for the period	12,875,481	(7,659,395)	11,274,998	(7,154,856)
Basic and diluted net income (loss) per share (Note 12)	0.21	(0.14)	0.18	(0.13)

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

Almadex Minerals Ltd.

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

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
	\$	\$	\$	\$
Operating activities				
Net income (loss) for the period	12,875,481	(7,659,395)	11,274,998	(7,154,856)
Items not affecting cash				
Depreciation	53,140	60,837	152,867	182,512
Unrealized gain on contingent shares receivable	-	(7,800)	-	(11,700)
Unrealized (gain) loss on marketable securities and investments	353,158	(189,830)	705,847	(394,262)
Loss on sale of marketable securities and investments	-	-	3,460	-
Unrealized (gain) loss on gold loan receivable	54,627	(240,054)	324,391	(786,380)
Unrealized foreign exchange (gain) loss on gold loan receivable	(109,521)	85,710	(4,278)	(62,553)
Gain on sale of royalty	(13,561,506)	-	(13,561,506)	-
Gain on sale of exploration and evaluation assets	-	(11,500)	(67,667)	(55,667)
Gain on sale of property and equipment	-	-	(2,703)	-
Impairment of exploration and evaluation assets	374,660	7,826,780	580,902	7,992,621
Financing fees	(71,581)	(68,024)	(206,699)	(204,105)
Share-based payments	68,202	-	497,206	34,000
Changes in non-cash working capital components				
Accounts receivable and prepaid expenses	(192,132)	(30,053)	(431,661)	(70,315)
Trade and other payables	(8,703)	65,816	424,225	22,156
Net cash used in operating activities	(164,175)	(167,513)	(310,618)	(508,549)
Investing activities				
Exploration and evaluation assets - costs	(448,394)	(132,136)	(668,688)	(404,143)
Property and equipment – purchase	(56,506)	(40,134)	(161,016)	(40,134)
Net proceeds from sale of property and equipment	-	-	10,482	-
Net proceeds from sale of exploration and evaluation assets	-	33,490	-	33,490
Net proceeds from sale of marketable securities	-	-	15,230	-
Net proceeds from sale of royalty	12,741,000	-	12,741,000	-
Net cash from (used in) investing activities	12,236,100	(138,780)	11,937,008	(410,787)
Financing activities				
Net cash from financing activities	-	-	-	-
Change in cash and cash equivalents	12,071,925	(306,293)	11,626,390	(919,336)
Cash and cash equivalents, beginning of period	4,758,342	4,424,966	5,203,877	5,038,009
Cash and cash equivalents, end of period	16,830,267	4,118,673	16,830,267	4,118,673

Supplemental cash flow information (Note 13)

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

Almadex Minerals Ltd.

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

	<u>Share Capital</u>		<u>Reserves</u>		<u>Retained earnings (Deficit)</u>	<u>Total</u>
	Number of shares	Amount \$	Share-based payments \$	Total reserves \$		
Balance, January 1, 2020	55,184,969	21,982,336	1,255,624	1,255,624	(4,972,838)	18,265,122
Share-based payments	-	-	34,000	34,000	-	34,000
Loss and comprehensive loss for the period	-	-	-	-	(7,154,856)	(7,154,856)
Balance, September 30, 2020	55,184,969	21,982,336	1,289,624	1,289,624	(12,127,694)	11,144,266
Share-based payments	-	-	23,100	23,100	-	23,100
Private placements, net	5,400,000	1,324,810	-	-	-	1,324,810
Loss and comprehensive loss for the period	-	-	-	-	(417,519)	(417,519)
Balance, December 31, 2020	60,584,969	23,307,146	1,312,724	1,312,724	(12,545,213)	12,074,657
Share-based payments	-	-	497,206	497,206	-	497,206
Income and comprehensive income for the period	-	-	-	-	11,274,998	11,274,998
Balance, September 30, 2021	60,584,969	23,307,146	1,809,930	1,809,930	(1,270,215)	23,846,861

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

Almadex Minerals Ltd.

Notes to the condensed consolidated interim financial statements

For the three and nine months ended September 30, 2021

(Unaudited - Expressed in Canadian dollars)

1. Nature of Operations

Almadex Minerals Ltd., (the “Company” or “Almadex”) was incorporated on February 26, 2018 under the laws of Canada Business Corporations Act as part of a Plan of Arrangement to reorganize Azucar Minerals Ltd. (“Azucar”). The Company’s intended business activity is the acquisition and exploration of exploration and evaluation properties in Canada, US and Mexico. The Company’s head office is located at Suite 210 – 1333 Johnston Street, Vancouver, BC, V6H 3R9, Canada.

2. Basis of Presentation

(a) Statement of Compliance with International Financial Reporting Standards

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

(b) Basis of preparation

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

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

Certain amounts in prior years have been reclassified to conform to the current period presentation.

3. Significant Accounting Policies

These condensed consolidated interim financial statements do not include all note disclosures required by IFRS for annual financial statements. In the opinion of management, all adjustments considered necessary for fair presentation of the Company’s financial position, results of operations and cash flows have been included. Operating results for the period ended September 30, 2021 are not necessarily indicative of the results that may be expected for the year ended December 31, 2021.

The preparation of these condensed consolidated interim financial statements requires management to make judgements and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgements and estimates. The condensed consolidated interim financial statements include judgements and estimates which, by their nature, are uncertain. The impacts of such judgements and estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods. There have been no changes in estimates since the annual consolidated financial statements as at and for the year ended December 31, 2020.

Almadex Minerals Ltd.

Notes to the condensed consolidated interim financial statements

For the three and nine months ended September 30, 2021

(Unaudited - Expressed in Canadian dollars)

4. Accounts Receivable and Prepaid Expenses

Accounts receivable and prepaid expenses consist of the following:

	September 30, 2021	December 31, 2020
	\$	\$
Accounts receivable (Note 11)	967,023	542,940
Prepaid expenses	60,565	52,987
	1,027,588	595,927

5. Marketable Securities and Investments

a) Marketable securities consist of common shares in publicly-traded companies over which the Company does not have control or significant influence. Marketable securities are designated as FVTPL and valued at fair value of \$1,349,399 (December 31, 2020 - \$1,183,763) as at December 31, 2020. Unrealized loss due to period-end revaluation to fair value of \$670,847 (2020 – \$261,262) are recorded in profit or loss. The valuation of the common shares has been determined in whole by reference to the closing price traded on the exchange at each reporting date.

b) Prior to May 14, 2019, investments consisted of 1,597 ounces of gold bullion. The investments were designated as FVTPL and valued at fair value. Unrealized gain due to year-end revaluation to fair value was recorded in profit or loss. The valuation of the gold bullion investment was determined in whole by reference to the closing price of gold at each reporting period. On May 14, 2019, Almadex agreed to loan up to 1,597 ounces of gold bullion to Almaden Minerals Ltd. (“Almaden”), a company related by way of common directors (Note 7).

c) The Company received 500,000 transferable share purchase warrants issued by Almaden with an exercise price of \$1.50 per share and an expiry date of May 14, 2024 as an arrangement fee of \$50,000 (Note 7) for the gold loan. The warrants are designated as FVTPL and has a fair value of \$55,000 as at September 30, 2021 (December 31, 2020 - \$90,000). An unrealized loss due to period-end revaluation to fair value of \$35,000 (2020 – of \$133,000) is recorded in profit or loss. These warrants were valued using the Black-Scholes option-pricing model with the following assumptions: expected life of 2.62 years, risk-free interest rate of 0.53%, expected dividend yield of 0% and expected volatility of 79.47%.

d) The Company received 829,652 transferable share purchase warrants issued by Star Royalties Ltd. (“Star Royalties”) with an exercise price of \$0.70 per share and an expiry date of September 29, 2023 as a part of consideration (Note 9) for the sold of its 2% NSR royalty on the Elk property. The warrants are designated as FVTPL and has a fair value of \$33,000 as at September 30, 2021. An unrealized loss due to period-end revaluation to fair value of \$Nil is recorded in profit or loss. These warrants were valued using the Black-Scholes option-pricing model with the following assumptions: expected life of 2 years, risk-free interest rate of 0.53%, expected dividend yield of 0% and expected volatility of 38.32%.

Almadex Minerals Ltd.

Notes to the condensed consolidated interim financial statements
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6. Contingent Shares Receivable

Goldgroup Mining Inc.

As part of the Plan of Arrangement with Azucar (Note 1), the Company obtained contingent shares receivable of 7,000,000 shares of Goldgroup Mining Inc. (“Goldgroup”) which may be obtained upon satisfaction of the following conditions:

- i. 1,000,000 common shares will be received upon commencement of commercial production on the Caballo Blanco project (“Caballo Blanco”);
- ii. 2,000,000 common shares will be received upon measured and indicated resources including cumulative production for Caballo Blanco reaching 2,000,000 ounces of gold;
- iii. 2,000,000 common shares will be received upon measured, indicated and inferred resources including cumulative production for Caballo Blanco reaching 5,000,000 ounces of gold; and
- iv. 2,000,000 common shares will be received upon measured, indicated and inferred resources including cumulative production for Caballo Blanco reaching 10,000,000 ounces of gold.

On December 24, 2014, Goldgroup sold Caballo Blanco to Timmins Gold Corp (“Timmins”). On July 22, 2016, Timmins Gold Corp (“Timmins”) sold Caballo Blanco to Candelaria Mining Corp (“Candelaria”). If Candelaria achieves the above conditions, management believes that the bonus common shares will continue to be payable from Goldgroup.

The Company has recorded contingent shares receivable of \$15,600 (December 31, 2020 - \$15,600) based on management’s best estimate of the fair value of the Goldgroup common shares as at September 30, 2021, and an unrealized gain of \$Nil (2020 – \$11,700) on fair value adjustment in profit or loss during the period ended September 30, 2021.

7. Gold Loan Receivable

Almaden (or the “Borrower”) entered into a secured gold loan agreement (“Gold Loan”) with the Company pursuant to which the Company has agreed to loan up to 1,597 ounces of gold bullion to Almaden. The approximate value of this gold as at May 14, 2019 was US\$2,072,060 or \$2,790,858.

Under the terms of the Gold Loan, Almaden will be entitled to draw-down the gold in minimum 400 ounce tranches. At any given time, the amount of gold ounces drawn multiplied by the London Bullion Market Association (“LBMA”) AM gold price in US dollars, plus any accrued interest or unpaid fees, shall constitute the Loan Value.

The maturity date for the Gold Loan is March 31, 2024, and can be extended by two years at the discretion of the Borrower (the “Term”). Repayment of the Loan Value shall be made either through delivery of that amount of gold equivalent to the loan value, or through the issuance of common shares of Almaden (“Shares”), according to the Company’s discretion. Mandatory prepayment shall be required in the event that Almaden’s Ixtaca gold-silver project located in Puebla State, Mexico (the “Ixtaca Project”) enters into commercial production during the Term, requiring the Borrower to deliver 100 gold ounces per month to the Company. In addition, Almaden has the right to pre-pay the Loan Value at any time without penalty, in either gold bullion or Shares as chosen by the Company, and the Company has the right to convert the Loan Value into Shares at any time during the Term. The conversion rate is equal to 95% of the 5 trading day volume weighted average price of the Shares on the Toronto Stock Exchange or an equivalent.

The interest rate of the Gold Loan is 10% of the Loan Value per annum, calculated monthly, paid in arrears. Interest payments can either be accrued to the Loan Value, or paid by the Borrower in cash or gold bullion. A standby fee of 1% per annum, accrued quarterly, will be applied to any undrawn amount on the Gold Loan.

Almadex Minerals Ltd.

Notes to the condensed consolidated interim financial statements

For the three and nine months ended September 30, 2021

(Unaudited - Expressed in Canadian dollars)

7. Gold Loan Receivable (Continued)

In addition, the Company received on May 14, 2019 from Almaden 500,000 transferable share purchase warrants (“Warrants”), with an exercise price of \$1.50 per Share and an expiry date of May 14, 2024 as an arrangement fee to cover the administrative costs of setting up the credit facility. These warrants were valued at \$50,000 using the Black-Scholes option-pricing model with the following assumptions: expected life of five years, risk-free interest rate of 1.54%, expected dividend yield of 0% and expected volatility of 44%.

Security for the loan is certain equipment related to Almaden’s Rock Creek Mill. The Gold Loan includes industry standard provisions in the event of default, material breach and change of control.

The convertible gold loan receivable is classified as a financial asset and has been designated at FVTPL with an embedded derivative from the indexation of the loan principal portion to the movement in the price of gold in the US dollar denominated financial instrument. The gold loan receivable was recorded at fair value at inception in accordance with IFRS 13 and is subsequently remeasured with changes in fair value being recognized in the statement of operations.

As at September 30, 2021, the Company deposited the full 1,597 ounces of gold bullion and Almaden has drawn 1,200 (2020 – 400 ounces; 2019 – 800 ounces) ounces on the account. The fair value of the gold loan receivable for the period ended September 30, 2021 decreased by \$324,391 (December 31, 2020 – increase by \$802,035) due to a decrease in the price of gold.

	September 30, 2021	December 31, 2020
Gold loan receivable, opening balance	\$ 4,158,059	\$ 3,216,818
Accrued interest income	200,246	261,152
Accrued standby fees	6,453	9,536
Expenses	-	-
Change in FVTPL	(324,391)	802,035
Foreign exchange difference	4,278	(131,482)
	\$ 4,044,645	\$ 4,158,059

Almadex Minerals Ltd.

Notes to the condensed consolidated interim financial statements

For the three and nine months ended September 30, 2021

(Unaudited - Expressed in Canadian dollars)

8. Property and Equipment

	Automotive equipment	Office equipment	Geological library	Field equipment	Drill equipment	Total
	\$	\$	\$	\$	\$	\$
Cost						
December 31, 2020	317,671	1,055	114	85,683	1,024,966	1,429,489
Additions	136,781	-	-	12,000	12,235	161,016
Disposals	(18,808)	-	-	-	-	(18,808)
September 30, 2021	435,644	1,055	114	97,683	1,037,201	1,571,697
Accumulated depreciation						
December 31, 2020	144,027	564	44	34,045	333,600	512,280
Disposals	(11,029)	-	-	-	-	(11,029)
Depreciation	42,720	111	10	8,046	101,980	152,867
September 30, 2021	175,718	675	54	42,091	435,580	654,118
Carrying amounts						
December 31, 2020	173,644	491	70	51,638	691,366	917,209
September 30, 2021	259,926	380	60	55,592	601,621	917,579

Almadex Minerals Ltd.

Notes to the condensed consolidated interim financial statements

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(Unaudited - Expressed in Canadian dollars)

9. Exploration and Evaluation Assets

Exploration and evaluation assets	San Pedro	Lajas	Nueva España	Other Properties	Total
	\$	\$	\$	\$	\$
Acquisition costs:					
Opening balance – December 31, 2020	1	1	1	16	19
Additions	-	-	-	30,273	30,273
Recovery of acquisition costs	-	-	-	(30,273)	(30,273)
Closing balance – September 30, 2021	1	1	1	16	19
Deferred exploration costs:					
Opening balance – December 31, 2020	-	-	12,674	-	12,674
Costs incurred during the period:					
Drilling and related costs	-	-	-	235,482	235,482
Professional/technical fees	328	609	802	33,029	34,768
Claim maintenance/lease costs	21,996	15,862	31,427	184,233	253,518
Geochemical, metallurgy	331	280	-	783	1,394
Travel and accommodation	-	-	-	35,663	35,663
Geology, geophysics, exploration	2,366	2,401	4,962	152,893	162,622
Supplies and miscellaneous	-	-	-	14,296	14,296
Reclamation, environmental	1,349	1,349	-	2,318	5,016
Value-added tax	-	-	-	(47,533)	(47,533)
Recovery of exploration costs	-	-	-	(30,262)	(30,262)
Impairment of deferred exploration costs	-	-	-	(580,902)	(580,902)
Total deferred exploration costs during the period	26,370	20,501	37,191	-	84,062
Closing balance – September 30, 2021	26,370	20,501	49,865	-	96,736
Total exploration and evaluation assets	26,371	20,502	49,866	16	96,755

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

(a) San Pedro

San Pedro is a 100% owned project acquired by staking in Jalisco State, Mexico.

(b) Lajas

Lajas project is a 100% owned project acquired by staking in San Luis Potosi State, Mexico.

(c) Nueva España

Nueva España is a 100% owned project acquired by staking in Puebla State, Mexico.

Almadex Minerals Ltd.

Notes to the condensed consolidated interim financial statements

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(Unaudited - Expressed in Canadian dollars)

9. Exploration and Evaluation Assets (Continued)

(d) Other Properties (Continued)

Other properties consist of a portfolio of early-stage exploration projects located in Canada, the United States and Mexico. During the period ended September 30, 2021, the Company recorded an impairment of deferred exploration costs of \$580,902 with respect to such properties. Each remaining property is carried at \$1 as at September 30, 2021.

Los Venados

The Los Venados property was transferred from Azucar to Almadex on May 18, 2018. On October 6, 2015, Azucar entered into an option to purchase a 100% interest in the Los Venados project in Sonora State Mexico. The Company's commitments to pay cash and issue common shares of Azucar are as follows:

	No. of Common Shares of Azucar	Fair value on issued \$	Cash paid \$	
Beginning balance May 18, 2018	200,000	183,250	30,000	Paid and issued by Azucar
October 14, 2018	100,000	44,000	20,000	Paid by Aloro Mining Corp. ("Aloro") and issued by Almadex
October 14 and October 6, 2019	100,000	20,500	20,000	Paid by Aloro and issued by Almadex
October 14 and October 6, 2020	100,000	18,000	20,000	Paid by Aloro and issued by Almadex
October 6, 2021	-	-	60,000	Paid by Aloro
Total	500,000	265,750	150,000	

Almadex will meet minimum assessment requirements and pay claim taxes. Almadex will also make a one-time \$500,000 payment due when a National Instrument 43-101 compliant resource greater than 500,000 ounces of gold has been identified. The vendor will have a 2% NSR royalty on the project, 100% of which can be purchased by the Company at any time for \$1,000,000.

On November 13, 2020, the Company transferred 100,000 shares of Azucar at fair value of \$0.18 per share as an option payment to the Optionor of the Los Venados project. On November 4, 2019, the Company transferred 100,000 shares of Azucar at fair value of \$0.205 per share as an option payment to the Optionor of the Los Venados project.

On November 29, 2016, Azucar signed a definitive agreement to option all of its interest in the Los Venados project to Aloro in exchange for the following:

	No. of Common Shares of Aloro	Fair value on receipt \$	Cash received \$	
Beginning balance May 18, 2018	500,000	52,500	30,000	Received by Azucar
February 9, 2019	500,000	55,000	-	Received by Almadex
February 9, 2020	1,000,000	40,000	-	Received by Almadex
Total	2,000,000	147,500	30,000	

In addition to the share issuances above, Almadex retained a 2.0% NSR royalty on the property, and Aloro assumed all obligations of Azucar to the underlying owner of the Los Venados claims, with the exception of the issuance of Azucar shares, but including the annual cash payments and the contingent one-time \$500,000 payment due when a National Instrument 43-101 compliant resource greater than 500,000 ounces of gold has been identified.

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9. Exploration and Evaluation Assets (Continued)

(d) Other Properties (Continued)

Los Venados (Continued)

The estimated fair value of consideration to be received from Aloro on option of the project by the Company is expected to be less than the consideration payable by the Company to the optionor. As a result, the project is carried at \$1.

On February 21, 2019, the Company received 500,000 shares of Aloro at a fair value of \$55,000. On February 13, 2020, the Company received 1,000,000 shares of Aloro at a fair value of \$40,000.

Willow

The Willow property was transferred from Azucar to Almadex on May 18, 2018. The Company's wholly-owned U.S. subsidiary, Almadex America Inc., signed a definitive agreement to option up to 75% of its interest in the Willow project, Nevada, to Abacus Mining and Exploration Corp. ("Abacus").

Abacus can earn an initial 60% interest in the Willow project by incurring work expenditures on the project totaling US\$3,000,000 and issuing a total of 416,668 shares to the Company over a five-year period.

	No. of Common Shares in Abacus	Fair value on receipt \$	Cumulative Amount of Exploration Expenditures (\$US)
Beginning balance May 18, 2018	83,334	31,667	100,000
February 22, 2019	41,667	2,917	400,000
February 22, 2020	41,667	4,167	1,000,000
February 22, 2021	83,333	11,667	1,800,000
February 22, 2022	166,667	-	3,000,000
Total	416,668	50,418	\$ 3,000,000

Upon having earned its initial interest, Abacus will be required to incur minimum annual exploration expenditures of US\$500,000 on the property and, by February 22, 2027, deliver a Feasibility Study in respect of the Willow project to Almadex, subject to certain rights of extension. Should Abacus fail to incur the minimum annual expenditures for two consecutive years, Almadex may elect to become operator of the project, and the parties will enter into a 60%/40% joint venture agreement with standard dilution provisions.

Abacus will earn an additional 15% interest in the project upon delivery of a Feasibility Study to Almadex, at which point a 75%/25% joint venture will be formed, with pro-rata funding of ongoing work in proportion to the respective interests held at that time. Until such time as a joint venture is formed pursuant to the agreement, Almadex's interest is a carried interest.

On February 18, 2020, the Company received 41,667 shares of Abacus at a fair value of \$4,167. On February 21, 2019, the Company received 41,667 shares of Abacus at a fair value of \$2,917.

On March 4, 2021, the Company received 83,333 shares of Abacus at a fair value of \$11,667.

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9. Exploration and Evaluation Assets (Continued)

(d) Other Properties (Continued)

Nicoamen and Merit

On March 27, 2019, the Company signed a definitive agreement to option a 60% interest in the Nicoamen and Merit projects to Independence Gold Corp. (“IGC”). IGC can acquire a 60% interest in the respective property by incurring work expenditures on each project totaling \$725,000 and issuing a total of 650,000 shares to the Company over a three-year period per each project. In addition, IGC commits to drill 1,000 meters during a three-year option period per each project.

	No. of Common Shares in IGC	Fair value on receipt \$	Cash received \$	Cumulative Amount of Exploration Expenditures (\$CAD)
Nicoamen				
March 27, 2019	-	-	10,000	-
April 2, 2019	100,000	8,000	-	-
April 2, 2020	100,000	4,500	-	75,000
April 2, 2021	200,000	28,000	-	325,000
April 2, 2022	250,000	-	-	725,000
Total	650,000	40,500	10,000	\$ 725,000

	No. of Common Shares in IGC	Fair value on receipt \$	Cash received \$	Cumulative Amount of Exploration Expenditures (\$CAD)
Merit				
March 27, 2019	-	-	10,000	-
April 2, 2019	100,000	8,000	-	-
April 2, 2020	100,000	4,500	-	75,000
April 2, 2021	200,000	28,000	-	325,000
April 2, 2022	250,000	-	-	725,000
Total	650,000	40,500	10,000	\$ 725,000

Upon completion of the 60% earn-in, IGC and the Company will immediately form a joint venture for the purpose of carrying out further exploration work on the respective property. If either party’s participating interest falls below 15%, their interest will be converted into a 2% NSR royalty.

On April 1, 2021, the Company received 400,000 shares of IGC at a fair value of \$56,000 and on May 20, 2020, the Company received 200,000 shares of IGC for the Nicoamen and Merit projects at a fair value of \$9,000. On March 27, 2019, the Company received \$20,000 cash from IGC and on April 2, 2019, the Company received 200,000 shares of IGC at a fair value of \$16,000.

Ponderosa

On September 11, 2019, the Company signed a definitive agreement to option a 60% interest in the Ponderosa project to 1201361 B.C. Ltd. (“Optionee”). Optionee can acquire a 60% interest in the property by incurring work expenditures totaling \$500,000, including 500 meters of drilling within three-years and completing a “liquidity event” within four years. In addition, the Optionee issued 5% of its issued capital to the Company, and will top-up to this amount at the time of a liquidity event.

A “liquidity event” is some form of transaction which results in the Optionee’s, or its affiliates’, common shares becoming publicly traded on a recognized stock exchange.

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9. Exploration and Evaluation Assets (Continued)

(d) Other Properties (Continued)

Ponderosa (Continued)

Upon completion of the 60% earn-in, Almadex and the Optionee have agreed to immediately form a 40/60 joint venture for the purpose of carrying out further exploration work on the project with the Optionee as operator and straight line dilution for failure to participate in work programs. If either party's participating interest falls below 10%, their interest will be converted into a 2% NSR royalty.

On September 18, 2019, the Company received 328,947 shares of 1201361 B.C. Ltd. at a fair value of \$6,579. On December 21, 2020, the liquidity event occurred where Company received a top up amount of 336,635 shares of 1201361 B.C. Ltd. and exchanged all of its shares of 1201361 B.C. Ltd. for 332,791 shares of Au Gold Corp. at fair value of \$16,639.

Davis property

On November 15, 2019, the Company entered into an option to purchase a 100% interest in the Davis property in Nevada, USA. Pursuant to an amending agreement dated August 31, 2020, the Company's amended commitment the purchase agreement to pay cash as follows:

	<u>\$USD</u>	
Upon execution of the agreement	100,000	Paid on November 15, 2019
August 31, 2020	25,000	Paid on August 7, 2020
May 15, 2021	25,000	Paid on May 14, 2021
May 15, 2022	50,000	
May 15, 2023	50,000	
May 15, 2024	100,000	
May 15, 2025	200,000	Greater of \$US200,000 or 140 ounces of gold
Total	550,000	

The Company has the right to purchase the Davis property at any time to a maximum of US\$800,000 plus 180 ounces of gold bullion. Upon commencement of production from the property, the Company shall pay a 2% NSR royalty with a buy down provision on the first 1% NSR royalty at the greater of \$2,000,000 and 1,400 ounces of gold bullion and the remaining 1% NSR royalty at the greater of \$6,000,000 and 4,000 ounces of gold bullion.

Davis and Paradise Valley properties

On September 14, 2020, the Company signed a definitive agreement to option a 60% of its Davis and Paradise Valley properties (collectively, the "Project") to Makara Mining Corp. ("Makara", the "Optionee"). Under the terms of the agreement, Optionee can acquire a 60% interest in the Project in exchange for the following:

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9. Exploration and Evaluation Assets (Continued)

(d) Other Properties (Continued)

Davis and Paradise Valley properties (Continued)

	No. of Common Shares in Makara	Fair value on receipt \$	Cash received \$	Cumulative Amount of Exploration Expenditures (\$USD)
Davis and Paradise Valley				
September 22, 2020	100,000	104,000	25,000	-
September 21, 2021	400,000	-	-	250,000
September 21, 2022	500,000	-	-	500,000
September 21, 2023	500,000	-	-	750,000
September 21, 2024	500,000	-	-	1,000,000
September 21, 2025	1,500,000	-	-	3,500,000
Total	3,500,000	104,000	25,000	\$ 3,500,000

Upon completion of the 60% earn-in, Almadex and the Optionee have agreed to form a 40/60 joint venture for the purpose of carrying out further exploration work on the Project with Optionee as operator and straight line dilution in the event of failure to participate in work programs. If either party's participating interest falls below 10%, their interest will be converted into a 2% NSR royalty.

On August 11, 2021, the Company announced the option agreement on the Davis/Paradise Valley property with Makara has been terminated by Almadex in accordance with its terms.

Royalty on the Elk property

On September 29, 2021, the Company sold its 2% NSR royalty on the Elk property to Star Royalties for gross proceeds of USD\$10.63 million. The Company received USD\$10,000,000 in cash, 1,659,304 common shares of Star Royalties and 829,652 common shares warrants of Star Royalties exercisable for two years at \$0.70 per common share.

10. Share Capital and Reserves

(a) Authorized share capital

At September 30, 2021, the Company's authorized share capital consisted of an unlimited number of common shares without par value.

(b) Warrants

The continuity of warrants for the period ended September 30, 2021 is as follows:

Expiry date	Exercise Price	December 31, 2020	Issued	Exercised	Expired	September 30, 2021
October 16, 2022	\$ 0.40	5,400,000	-	-	-	5,400,000
Warrants outstanding and exercisable		5,400,000	-	-	-	5,400,000
Weighted average exercise price		\$ 0.40	-	-	-	\$ 0.40

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10. Share Capital and Reserves (Continued)

(c) Stock option plan

The Company's stock option plan permits the issuance of options to acquire up to a maximum of 10% of the Company's issued common shares. Stock options issued to any consultant or person providing investor relations services cannot exceed 2% of the issued and outstanding common shares in any twelve month period. At September 30, 2021, the Company may reserve up to 1,078,497 shares that may be granted as stock options. The exercise price of any option cannot be less than the volume weighted average trading price of the shares for the five trading days immediately preceding the date of the grant. The maximum term of all options is ten years. The Board of Directors determines the term of the option and the time during which any options may vest. Options granted to consultants or persons providing investor relations services shall vest in stages with no more than 25% of such option being exercisable in any three month period. All options granted during the period ended September 30, 2021 vested on the date of grant.

The continuity of stock options for the period ended September 30, 2021 is as follows:

Expiry date	Exercise price	December 31, 2020	Granted	Exercised	Expired/cancelled	September 30, 2021
April 28, 2021	\$ 0.32	2,989,200	-	-	(2,989,200)	-
June 4, 2021	\$ 0.32	628,000	-	-	(628,000)	-
July 7, 2021	\$ 0.29	931,800	-	-	(931,800)	-
May 9, 2022	\$ 0.19	425,000	-	-	-	425,000
December 23, 2022	\$ 0.21	330,000	-	-	-	330,000
May 11, 2023	\$ 0.26	-	3,189,200	-	(155,000)	3,034,200
June 14, 2023	\$ 0.27	-	463,000	-	(30,000)	433,000
July 8, 2023	\$ 0.30	-	757,800	-	-	757,800
Options outstanding and exercisable		5,304,000	4,410,000	-	(4,734,000)	4,980,000
Weighted average exercise price		\$ 0.30	\$ 0.27	-	\$ 0.31	\$ 0.26

The fair value of the options granted during the period ended September 30, 2021 was estimated on the grant date using the Black-Scholes option pricing model with the following weighted average assumptions:

Risk-free interest rate	0.35%
Expected life	2 years
Expected volatility	68.02%
Expected dividend yield	Nil
Weighted average fair value per option	\$0.11

During the period ended September 30, 2021, the Company recognized share-based payments expense of \$497,206 (2020 - \$34,000) associated with the vesting of stock options granted.

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11. Related Party Transactions and Balances

(a) Compensation of key management personnel

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

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Management fees ⁽¹⁾	\$ 93,863	\$ 75,900	\$ 289,238	\$ 227,700
Share-based payments	38,880	-	395,980	24,000
	<u>\$ 132,743</u>	<u>\$ 75,900</u>	<u>\$ 685,218</u>	<u>\$ 251,700</u>

⁽¹⁾ Management fees are recorded within the administrative services fee.

(b) Other related party transactions

Administrative Services Agreement

The Company paid administrative services fees to Almaden pursuant to an Administrative Services Agreement dated May 18, 2018, under which Almaden provides the Company with office space, executive management, marketing support, technical oversight, and financial/corporate secretary duties, amongst other administrative services.

At September 30, 2021, included in trade and other payables is \$111,353 (December 31, 2020 - \$40,616) due to Almaden. Amounts owing to related parties are unsecured, non-interest bearing and due on demand.

Other

During the nine months ended September 30, 2021, \$857,095 included in exploration and drilling services revenue was billed by the Company to Almaden \$73,402, Azucar \$107,167 and third parties \$676,526 for mining exploration services in Mexico of which \$65,159 (December 31, 2020 - \$37,689) and \$77,594 (December 31, 2020 - \$460,463) are recorded in accounts receivable in relation to Almaden and Azucar, respectively.

12. Net Income (Loss) per Share

Basic and diluted net income (loss) per share

The calculation of basic net income per share for the three months ended September 30, 2021 was based on the net loss attributable to common shareholders of \$12,875,481 (2020 – loss of \$7,659,395) and a weighted average number of common shares outstanding of 60,584,969 (2020 – 55,184,969).

The calculation of basic net income per share for the nine months ended September 30, 2021 was based on the net income attributable to common shareholders of \$11,274,998 (2020 – loss of \$7,154,856) and a weighted average number of common shares outstanding of 60,584,969 (2020 – 55,184,969).

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12. Net Income (Loss) per Share (Continued)

The calculation of diluted net income per share for the three months ended September 30, 2021 includes a weighted average number of common shares outstanding of 61,436,092, adjusted for the effects of all dilutive potential common shares, which comprises 851,123 stock options and nil warrants.

The calculation of diluted net income per share for the nine months ended September 30, 2021 includes a weighted average number of common shares outstanding of 61,436,092, adjusted for the effects of all dilutive potential common shares, which comprises 851,123 stock options and nil warrants.

The calculation of diluted net loss per share for the three months and nine months ended September 30, 2020 did not include the effect of stock options and warrants as they were considered anti-dilutive.

13. Supplemental Cash Flow Information

Supplemental information regarding the split between cash and cash equivalents is as follows:

	September 30, 2021	December 31, 2020
	\$	\$
Cash	14,430,267	1,194,597
Term Deposits	2,400,000	4,009,280
	16,830,267	5,203,877

Supplemental information regarding non-cash transactions is as follows:

	Nine month ended September 30,	
Investing and financing activities	2021	2020
	\$	\$
Fair value of shares received on disposal of exploration and evaluation assets (Note 9)	67,667	44,167

As at September 30, 2021, \$1,583 of exploration and evaluation asset costs are included in trade and other payables (December 31, 2020 - \$5,307).

14. Financial Instruments

The fair values of the Company's cash and cash equivalents, accounts receivable and trade and other payables approximate their carrying values because of the short-term nature of these instruments. The fair value of the gold loan receivable is based on the gold market price as at each reporting date.

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

(a) Currency risk

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

As at September 30, 2021, the Company is exposed to foreign exchange risk through the following assets and liabilities denominated in currencies other than the functional currency of the applicable subsidiary:

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14. Financial Instruments (Continued)

(a) Currency risk (Continued)

All amounts in Canadian dollars	US dollar	Mexican peso
	\$	\$
Cash and cash equivalents	13,455,410	145,990
Accounts receivable and prepaid expenses	806,700	143,471
Gold loan receivable	4,044,645	-
Total assets	18,306,755	289,461
Trade and other payables	63,778	1,709
Total liabilities	63,778	1,709
Net assets	18,242,977	287,752

A 10% change in the US dollar exchange rate relative to the Canadian dollar would change the Company's profit or loss by \$1,800,000.

A 10% change in the Mexican peso relative to the Canadian dollar would change the Company's profit or loss by \$30,000.

(b) Credit risk

The Company's cash and cash equivalents are held in large Canadian and Mexican financial institutions. The Company's accounts receivable consists primarily of receivables on equipment rental fees charged to Almaden and Azucar. The Company also has a gold loan receivable from Almaden. The Company is exposed to credit risks through its accounts receivable and gold loan receivable.

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

To mitigate exposure to credit risk on the gold loan receivable, the Company has secured the gold loan receivable with certain equipment related to Almaden's Rock Creek Mill, and also has been monitoring the share price of Almaden to ensure the loan can be settled with Almaden's common shares according to the terms of the loan agreement.

As at September 30, 2021, the Company's maximum exposure to credit risk is the carrying value of its cash and cash equivalents, accounts receivable and gold loan receivable.

(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure.

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

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14. Financial Instruments (Continued)

(d) Interest rate risk

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

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

(e) Commodity and equity price risk

(i) Commodity price risk

The ability of the Company to explore its exploration and evaluation assets and the future profitability of the Company are directly related to the market price of gold and other precious metals. The Company is exposed to the commodity price risk on fluctuation of gold prices on its gold loan receivable. The Company monitors gold prices to determine the appropriate course of action to be taken by the Company.

A 1% change in the price of gold would affect the fair value of the Company's gold loan receivable by \$40,000.

(ii) Equity price risk

Equity price risk is defined as the potential adverse impact on the Company's operations due to movements in individual equity price or general movements in the level of the stock market. The Company closely monitors the individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

(f) Classification of financial instruments

IFRS 13 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value as follows:

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

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

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

The following table sets forth the Company's financial assets measured at fair value by level within the fair value hierarchy.

	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Marketable securities and investments	1,349,399	88,000	-	1,437,399
Contingent shares receivable	-	15,600	-	15,600
Gold loan receivable	4,044,645	-	-	4,044,645

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14. Financial Instruments (Continued)

(f) Classification of financial instruments (Continued)

Level 2 inputs used in determining the fair value of contingent shares receivable includes the use of quoted market prices for the underlying shares of the public companies, as well as estimates regarding the likelihood of achieving certain milestones that would trigger the collection of the contingent shares receivable by the Company.

Level 2 inputs are also used in determining the fair value of warrants received from Almaden as an arrangement fee to cover the administrative costs of setting up the gold loan using the Black-Scholes option-pricing model. This also includes warrants received from Star Royalties valued using the Black-Scholes option-pricing model.

15. Management of Capital

The Company considers its capital to consist of components of equity. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration of its exploration and evaluation assets and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares and, acquire or dispose of assets.

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

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

16. Segmented Information

The Company operates in one reportable operating segment, being the acquisition and exploration of mineral resource properties in Canada, the United States, and Mexico.

Geographic information is as follows:

	Gold loan receivable	Contingent shares receivable	Property and equipment	Exploration and evaluation assets	September 30, 2021
Canada	\$ 4,044,645	\$ 15,600	\$ 6,843	\$ 5	\$ 4,067,093
United States	-	-	142,679	5	142,684
Mexico	-	-	768,057	96,745	864,802
	4,044,645	15,600	917,579	96,755	5,074,579

The Company's revenue from interest income on cash and cash equivalents was earned in Canada. Other income from drill equipment rental services was earned in Mexico.