

Condensed Consolidated Interim Financial Statements of

Almadex Minerals Ltd.

For the three and six months ended June 30, 2023
(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 six months ended June 30, 2023 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)

	June 30, 2023	December 31, 2022
	\$	\$
ASSETS		
Current assets		
Cash and cash equivalents (Note 12)	16,826,659	18,396,172
Accounts receivable and prepaid expenses (Note 4 and 10(b))	492,330	623,149
Marketable securities and investments (Note 5)	1,152,569	1,083,373
	18,471,558	20,102,694
Non-current assets		
Gold loan receivable (Note 6)	5,144,737	4,885,928
Deposits and others (Note 7)	101,710	75,557
Deferred income tax assets	380,582	380,582
Property and equipment (Note 8)	942,844	1,064,343
Exploration and evaluation assets (Note 9)	2,317,337	1,929,835
	8,887,210	8,336,245
TOTAL ASSETS	27,358,768	28,438,939
LIABILITIES		
Current liabilities		
Trade and other payables (Note 11(b))	204,911	443,567
Total liabilities	204,911	443,567
EQUITY		
Share capital (Note 10)	23,564,858	23,322,121
Reserves (Note 10)	2,043,980	1,959,080
Retained earnings	1,545,019	2,714,171
Total equity	27,153,857	27,995,372
TOTAL EQUITY AND LIABILITIES	27,358,768	28,438,939

Subsequent event (Note 17)

These condensed consolidated interim financial statements are authorized for issue by the Board of Directors on August 18, 2023.

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 (loss) income and comprehensive (loss) income
(Unaudited - Expressed in Canadian dollars)

	Three months ended June 30,		Six months ended June 30,	
	2023	2022	2023	2022
	\$	\$	\$	\$
Revenue				
Exploration and drilling services	244,127	1,401,204	244,127	2,813,610
Financing fees (Note 6)	88,790	78,124	177,408	152,160
Royalty income	-	42,655	44,955	42,655
Interest income	163,337	12,923	281,944	16,132
	496,254	1,534,906	748,434	3,024,557
Expenses				
Administrative services fee (Note 11(a)(b))	258,353	175,241	514,173	346,312
Salaries and contractors	91,058	294,197	91,058	519,617
Drilling supplies	34,611	167,384	34,611	320,843
Depreciation (Note 8)	64,343	55,153	128,584	106,889
Professional fees	70,326	181,253	143,598	247,544
Office	38,904	48,001	106,755	89,581
General exploration expenses	161,371	-	161,371	-
Stock exchange, transfer agent and filing fees	6,037	7,176	20,317	19,931
Travel and promotion	50,226	52,453	95,278	109,353
Share-based payments (Note 10(c))	323,184	51,000	369,384	56,000
	1,098,413	1,031,858	1,665,129	1,816,070
	(602,159)	503,048	(916,695)	1,208,487
Other income (loss)				
Impairment of exploration and evaluation assets (Note 9)	(52,426)	(6,079)	(182,022)	(49,981)
Gain (loss) on sale of exploration and evaluation assets	(5)	-	109,995	10,000
Gain on sale of property and equipment (Note 8)	-	7,492	-	23,960
Unrealized gain (loss) on gold loan receivable (Note 6)	(159,095)	(227,374)	200,604	(19,851)
Unrealized foreign exchange gain (loss) on gold loan receivable (Note 6)	(115,241)	140,186	(119,203)	78,864
Unrealized loss on marketable securities and investments (Note 5)	(215,057)	(259,608)	(40,804)	(364,904)
Unrealized loss on contingent shares receivable	-	-	-	(3,900)
Foreign exchange gain (loss)	(278,316)	504,274	(221,027)	282,787
Net income (loss) and comprehensive income (loss) for the period	(1,422,299)	661,939	(1,169,152)	1,165,462
Basic and diluted net income (loss) per share (Note 12)	(0.02)	0.01	(0.02)	0.02

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 June 30,		Six months ended June 30,	
	2023	2022	2023	2022
	\$	\$	\$	\$
Operating activities				
Net income (loss) for the period	(1,422,299)	661,939	(1,169,152)	1,165,462
Items not affecting cash				
Depreciation	64,343	55,153	128,584	106,889
Unrealized loss on contingent shares receivable	-	-	-	3,900
Unrealized loss on marketable securities and investments	215,057	259,608	40,804	364,904
Unrealized loss (gain) on gold loan receivable	159,095	227,374	(200,604)	19,851
Unrealized foreign exchange loss (gain) on gold loan receivable	115,241	(140,186)	119,203	(78,864)
Loss (gain) on sale of exploration and evaluation assets	5	-	(109,995)	(10,000)
Gain on sale of property and equipment	-	(7,492)	-	(23,960)
Impairment of exploration and evaluation assets	52,426	6,079	182,022	49,981
Financing fees	(88,790)	(78,124)	(177,408)	(152,160)
Share-based payments	323,184	51,000	369,384	56,000
Changes in non-cash working capital components				
Accounts receivable and prepaid expenses	(155,837)	68,123	130,819	(28,182)
Trade and other payables	(148,155)	(562,357)	(177,615)	(681,897)
Net cash from (used in) operating activities	(885,730)	541,117	(863,958)	791,924
Investing activities				
Exploration and evaluation assets - costs	(345,394)	(461,410)	(630,570)	(629,523)
Property and equipment – purchase	(3,080)	(110,497)	(7,085)	(207,344)
Net proceeds from sale of property and equipment	-	8,080	-	45,786
Deposits and others	(26,153)	-	(26,153)	-
Net cash used in investing activities	(374,627)	(563,827)	(663,808)	(791,081)
Financing activities				
Options exercised	-	4,750	-	4,750
Withholding taxes on cashless exercise	(41,747)	-	(41,747)	-
Net cash from (used in) financing activities	(41,747)	4,750	(41,747)	4,750
Change in cash and cash equivalents	(1,302,104)	(17,960)	(1,569,513)	5,593
Cash and cash equivalents, beginning of period	18,128,763	17,240,034	18,396,172	17,216,481
Cash and cash equivalents, end of period	16,826,659	17,222,074	16,826,659	17,222,074
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)

	Share Capital		Reserves		Retained earnings (Deficit)	Total
	Number of shares	Amount	Share-based payments	Total reserves		
		\$	\$	\$	\$	\$
Balance, January 1, 2022	60,584,969	23,307,146	1,928,180	1,928,180	(505,974)	24,729,352
Share-based payments	-	-	56,000	56,000	-	56,000
Shares issued for cash on exercise of stock options	25,000	4,750	-	-	-	4,750
Fair value of stock options transferred to share capital	-	2,000	(2,000)	(2,000)	-	-
Income for the period	-	-	-	-	1,165,462	1,165,462
Balance, June 30, 2022	60,609,969	23,313,896	1,982,180	1,982,180	659,488	25,955,564
Shares issued on cashless exercise of options	92,552	-	-	-	-	-
Shares issuance cost on cashless exercise of options	-	(14,875)	-	-	-	(14,875)
Fair value of cashless share options transferred to share capital	-	23,100	(23,100)	(23,100)	-	-
Income for the period	-	-	-	-	2,054,683	2,054,683
Balance, December 31, 2022	60,702,521	23,322,121	1,959,080	1,959,080	2,714,171	27,995,372
Share-based payments	-	-	369,384	369,384	-	369,384
Shares issued on cashless exercise of options	305,423	-	-	-	-	-
Shares issuance cost on cashless exercise of options	-	(41,747)	-	-	-	(41,747)
Fair value of cashless share options transferred to share capital	-	284,484	(284,484)	(284,484)	-	-
Income for the period	-	-	-	-	(1,169,152)	(1,169,152)
Balance, June 30, 2023	61,007,944	23,564,858	2,043,980	2,043,980	1,545,019	27,153,857

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

Almadex Minerals Ltd.

Notes to the consolidated financial statements
For the three and six months ended June 30, 2023
(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 June 30, 2023 are not necessarily indicative of the results that may be expected for the year ended December 31, 2023

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, 2022.

Almadex Minerals Ltd.

Notes to the consolidated financial statements
For the three and six months ended June 30, 2023
(Unaudited - Expressed in Canadian dollars)

4. Accounts Receivable and Prepaid Expenses

Accounts receivable and prepaid expenses consist of the following:

	June 30, 2023	December 31, 2022
	\$	\$
Accounts receivable (Note 10)	445,375	561,844
Prepaid expenses	46,955	61,305
	492,330	623,149

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 \$1,152,569 (December 31, 2022 - \$1,068,373) as at June 30, 2023. Unrealized loss due to period-end revaluation to fair value of \$25,804 (2022 - \$315,904) 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) 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 6) for the gold loan. The warrants are designated as FVTPL and has a fair value of \$Nil as at June 30, 2023 (December 31, 2022 - \$5,000). An unrealized loss due to period-end revaluation to fair value of \$5,000 (2022 - \$15,000) is recorded in profit or loss. These warrants were valued using the Black-Scholes option-pricing model with the following assumptions: expected life of 0.87 years, risk-free interest rate of 4.52%, expected dividend yield of 0% and expected volatility of 63.61%.

c) 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 8) for the sale of its 2% NSR royalty on the Elk property. The warrants are designated as FVTPL and has a fair value of \$Nil as at June 30, 2023 (December 31, 2022 - \$10,000). An unrealized loss due to period-end revaluation to fair value of \$10,000 (2022 - \$34,000) is recorded in profit or loss. These warrants were valued using the Black-Scholes option-pricing model with the following assumptions: expected life of 0.25 years, risk-free interest rate of 4.68%, expected dividend yield of 0% and expected volatility of 39.94%.

6. 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

Almadex Minerals Ltd.

Notes to the consolidated financial statements
For the three and six months ended June 30, 2023
(Unaudited - Expressed in Canadian dollars)

6. Gold Loan Receivable (Continued)

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.

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 June 30, 2023, the Company deposited the full 1,597 ounces of gold bullion and Almaden has drawn 1,200 ounces on the account. The fair value of the gold loan receivable for the period ended June 30, 2023 increased by \$200,604 (December 31, 2022 decreased by – \$26,219) due to a increase in the price of gold.

	June 30, 2023	December 31, 2022
Gold loan receivable, opening balance	\$ 4,885,928	\$ 4,278,297
Accrued interest income	171,873	314,024
Accrued standby fees	5,535	9,416
Change in FVTPL	200,604	(26,219)
Foreign exchange difference	(119,203)	310,410
	\$ 5,144,737	\$ 4,885,928

7. Deposits and Others

The deposits and others consist of the following:

	June 30, 2023	December 31, 2022
	\$	\$
Reclamation deposits	75,230	75,557
Security deposit	26,480	-
	101,710	75,557

Almadex Minerals Ltd.

Notes to the consolidated financial statements

For the three and six months ended June 30, 2023

(Unaudited - Expressed in Canadian dollars)

7. Deposits and Others (Continued)

Reclamation deposits of \$75,230 (December 31, 2022 – \$75,557) relate to environmental guarantee deposits posted as security for rehabilitation works for Nicoamen, Davis/Paradise and Lac de Gras properties. A security deposit of \$26,480 (USD\$20,000) (December 31, 2022 – \$Nil) is a restricted deposit held for the use of a Company USD credit card.

8. Property and Equipment

	Automotive equipment	Office equipment	Geological library	Field equipment	Drill equipment	Total
	\$	\$	\$	\$	\$	\$
Cost						
December 31, 2022	680,273	1,055	114	97,683	1,183,949	1,963,074
Additions	4,005	-	-	3,080	-	7,085
Disposals	-	-	-	-	-	-
June 30, 2023	684,278	1,055	114	100,763	1,183,949	1,970,159
Accumulated depreciation						
December 31, 2022	243,546	814	69	55,515	598,787	898,731
Disposals	-	-	-	-	-	-
Depreciation	65,760	36	4	4,268	58,516	128,584
June 30, 2023	309,306	850	73	59,783	657,303	1,027,315
Carrying amounts						
December 31, 2022	436,727	241	45	42,168	585,162	1,064,343
June 30, 2023	374,972	205	41	40,980	526,646	942,844

Almadex Minerals Ltd.

Notes to the consolidated financial statements
For the three and six months ended June 30, 2023
(Unaudited - Expressed in Canadian dollars)

9. Exploration and Evaluation Assets

Exploration and evaluation assets	San Pedro	Victoria	Logan	Davis/ Paradise	Other Properties	Total
Acquisition costs:	\$	\$	\$	\$	\$	\$
Opening balance – December 31, 2022	1	1	121,001	77,255	15	198,273
Additions	-	-	-	80,632	99,559	180,191
Disposal	-	-	-	-	(5)	(5)
Closing balance – June 30, 2023	1	1	121,001	157,887	99,569	378,459
Deferred exploration costs:						
Opening balance – December 31, 2022	389,666	108,054	143,212	990,012	100,618	1,731,562
Costs incurred during the period:						
Professional/technical fees	4,489	18,361	2,552	12,643	3,693	41,738
Claim maintenance/lease costs	14,297	30,804	-	-	63,092	108,193
Geochemical, metallurgy	11,981	5,462	1,013	15,144	2,946	36,546
Travel and accommodation	11,956	8,434	-	1,842	11,364	33,596
Geology, geophysics, exploration	32,561	26,581	33,850	3,491	30,819	127,302
Supplies and miscellaneous	552	13,931	-	2,899	1,499	18,881
Reclamation, environmental	1,514	1,457	-	-	8,787	11,758
Value-added tax	11,324	-	-	-	-	11,324
Recovery of exploration costs	-	-	-	-	-	-
Impairment of deferred exploration costs	-	-	-	-	(182,022)	(182,022)
Total deferred exploration costs during the period	88,674	105,030	37,415	36,019	(59,822)	207,316
Closing balance – June 30, 2023	478,340	213,084	180,627	1,026,031	40,796	1,938,878
Total exploration and evaluation assets	478,341	213,085	301,628	1,183,918	140,365	2,317,337

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) Victoria (Formerly Nueva España)

Victoria is a 100% owned project acquired by staking.

(c) Logan

On May 26, 2022, the Company acquired 100% ownership of the Logan project located in Yukon, Canada for a total cost of \$121,001 including a deposit of \$10,100 paid during the year-ended December 31, 2021.

(d) Davis and Paradise Valley properties

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 amended the purchase agreement to pay cash as follows:

Almadex Minerals Ltd.

Notes to the consolidated financial statements
For the three and six months ended June 30, 2023
(Unaudited - Expressed in Canadian dollars)

9. Exploration and Evaluation Assets (Continued)

(d) Davis and Paradise Valley properties (Continued)

	\$USD	
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	Paid on May 13, 2022
May 15, 2023	50,000	Paid on May 12, 2023
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.

The Company entered into an option dated March 1, 2022 to purchase a claim within the Paradise property in Nevada USA. The option agreement shall continue for five years with the following cash minimum payments:

	\$USD	
Upon execution of the agreement	10,000	Paid on March 1, 2022
March 1, 2023	10,000	Paid on March 28, 2023
March 1, 2024	25,000	
March 1, 2025	25,000	
March 1, 2026	30,000	
March 1, 2027	650,000	
Total	750,000	

The Company has the option to purchase the claim at any time for the purchase price of USD\$750,000. Any of the above minimum payments shall be credited towards the purchase price.

On March 28, 2023, the Company made a second option payment of USD\$10,000 to acquire a claim at Paradise Valley property in Nevada, USA.

(e) Other Properties

Other properties consist of a portfolio of early-stage exploration projects located in Canada, United States and Mexico. During the period ended June 30, 2023, the Company acquired four new projects through staking in United States and incurred acquisition costs of \$99,559 (2022 - \$Nil). The Company also disposed five properties in Mexico for no proceeds and recorded a \$5 loss on sale of exploration and evaluation assets in the statements of income and comprehensive income. The Company recorded an impairment of deferred costs of \$182,022 (2022 - \$49,981) with respect to properties not actively explored. As such, these properties are carried at \$1 as at June 30, 2023.

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").

Almadex Minerals Ltd.

Notes to the consolidated financial statements
For the three and six months ended June 30, 2023
(Unaudited - Expressed in Canadian dollars)

9. Exploration and Evaluation Assets (Continued)

(e) Other Properties (Continued)

Willow (Continued)

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	10,000	-
February 7, 2023	2,000,000	80,000	-
December 31, 2025	-	-	5,000,000
Total	2,416,668	140,418	\$ 5,000,000

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 9, 2022, the definitive agreement was amended to include a certain drill hole at a designated location on the property and to extend the completion of the US\$3 million cumulative exploration expenditures to December 31, 2022. On December 16, 2022, a second amendment was signed to extend the earn-in period to December 31, 2025 for 2,000,000 shares of Abacus on the condition that Abacus completes US\$5 million cumulative exploration expenditures by that time.

On February 7, 2023, the Company received 2,000,000 shares of Abacus at a fair value of \$80,000.

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.

On March 28, 2022, the IGC terminated its options on the Nicoamen and Merit projects.

Almadex Minerals Ltd.

Notes to the consolidated financial statements
For the three and six months ended June 30, 2023
(Unaudited - Expressed in Canadian dollars)

9. Exploration and Evaluation Assets (Continued)

(e) Other Properties (Continued)

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.

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 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.

On February 3, 2023, the Company sold its remaining 40% interest in the Ponderosa Property to Au Gold Corp. for consideration of shares and NSR royalty. On February 9, 2023, the Company received 750,000 shares of Au Gold Corp at a fair value of \$30,000.

Royalty on the Elk property

On September 29, 2021, the Company sold its 2% NSR royalty on the Elk property to Star Royalties Ltd. (“Star Royalties”) for gross proceeds of \$13,561,506. 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.

Royalty on the El Encuentro property

On March 6, 2023 and on April 28, 2022, the Company received USD\$33,332 in cash from the sale of the 2% NSR royalty on its El Encuentro property. The payment is related to an advance annual royalty payment of up to USD\$100,000 per year in the event that commercial production does not occur prior to April 25, 2021.

10. Share Capital and Reserves

(a) Authorized share capital

At June 30, 2023, the Company’s authorized share capital consisted of an unlimited number of common shares without par value.

Almadex Minerals Ltd.

Notes to the consolidated financial statements
For the three and six months ended June 30, 2023
(Unaudited - Expressed in Canadian dollars)

10. Share Capital and Reserves (Continued)

(b) Warrants

The continuity of warrants for the period ended June 30, 2023 is as follows:

Expiry date	Exercise Price	December 31, 2022	Issued	Exercised	Expired	June 30, 2023
October 16, 2023 ⁽¹⁾	\$ 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

⁽¹⁾ On September 23, 2022, warrants with an expiry date of October 16, 2022 were extended to October 16, 2023.

(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 June 30, 2023, the Company may reserve up to 769,794 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 six months ended June 30, 2023 vested on the date of grant.

The Company's stock option plan permits the option holder to exercise cashless by surrendering a portion of the underlying option shares to pay for the exercise price and the corresponding withholding taxes, if applicable.

The continuity of stock options for the period ended June 30, 2023 is as follows:

Expiry date	Exercise price	December 31, 2022	Granted	Exercised	Expired/cancelled	June 30, 2023
May 11, 2023	\$ 0.26	2,579,200	-	(2,118,200)	(i) (461,000)	-
June 14, 2023	\$ 0.27	353,000	-	(303,000)	(i) (50,000)	-
July 8, 2023	\$ 0.30	757,800	-	-	-	757,800
December 5, 2023	\$ 0.31	1,075,000	-	-	-	1,075,000
January 26, 2024	\$ 0.31	50,000	-	-	-	50,000
May 31, 2027	\$ 0.28	425,000	-	-	-	425,000
December 17, 2027	\$ 0.34	-	330,000	-	-	330,000
May 12, 2028	\$ 0.31	-	2,693,200	-	-	2,693,200
Options outstanding and exercisable		5,240,000	3,023,200	(2,421,200)	(511,000)	5,331,000
Weighted average exercise price		\$ 0.28	\$ 0.31	\$ 0.26	\$ 0.26	\$ 0.31

Almadex Minerals Ltd.

Notes to the consolidated financial statements
For the three and six months ended June 30, 2023
(Unaudited - Expressed in Canadian dollars)

10. Share Capital and Reserves (Continued)

(c) Stock option plan (Continued)

- (i) In accordance with the Company's stock option plan, options holders exercised 2,118,200 and 303,000 stock options on a cashless basis at an exercise price of \$0.26 and \$0.27 respectively. The total number of shares issued in connection with the cashless exercise of options was 305,423.

The fair value of the options granted during the period ended June 30, 2023, was estimated on the grant date using the Black-Scholes option pricing model with the following weighted average assumptions:

Risk-free interest rate	3.27%
Expected life	5.00 years
Expected volatility	44.40%
Expected dividend yield	Nil
Weighted average fair value per option	\$0.12

During the period ended June 30, 2023, the Company recognized share-based payments expense of \$369,384 (2022 - \$56,000) associated with the vesting of stock options granted.

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 June 30,		Six months ended June 30,	
	2023	2022	2023	2022
Management fees ⁽¹⁾	\$ 160,713	\$ 111,263	\$ 321,425	\$ 222,525
Share-based payments	259,200	36,000	305,400	36,000
	<u>\$ 419,913</u>	<u>\$ 147,263</u>	<u>\$ 626,825</u>	<u>\$ 258,525</u>

- (1) Management fees are recorded within Administrative services fees.

(b) Other related party transactions

Administrative Services Agreement

The Company paid administrative services fees to Almaden Minerals Ltd. ("Almaden") pursuant to an Administrative Services Agreement dated May 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 June 30, 2023, included in trade and other payables is \$104,930 (December 31, 2022 - \$117,044) due to Almaden. Amounts owing to related parties are unsecured, non-interest bearing and due on demand.

Almadex Minerals Ltd.

Notes to the consolidated financial statements
For the three and six months ended June 30, 2023
(Unaudited - Expressed in Canadian dollars)

11. Related Party Transactions and Balances (Continued)

(b) Other related party transactions (Continued)

Other

Recorded in accounts receivable as at June 30, 2023 are \$89,869 (December 31, 2022 - \$80,727) and \$101,305 (December 31, 2022 - \$90,999) due from Almaden and Azucar with respect to 2021 mining exploration services rendered in Mexico.

12. Net Income (Loss) per Share

Basic and diluted net income (loss) per share

The calculation of basic net loss per share for the three months ended June 30, 2023 was based on the net loss attributable to common shareholders of \$1,422,299 (2022 – net income of \$661,939) and a weighted average number of common shares outstanding of 60,860,535 (2022 – 60,602,277).

The calculation of basic net loss per share for the six months ended June 30, 2023 was based on the net loss attributable to common shareholders of \$1,169,152 (2022 – net income of \$1,165,462) and a weighted average number of common shares outstanding of 60,781,965 (2022 – 60,593,671).

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

The calculation of diluted net income per share for the three months ended June 30, 2022 includes a weighted average number of common shares outstanding of 63,633,414, adjusted for the effects of all dilutive potential common shares, which comprises 3,031,137 stock options and nil warrants.

The calculation of diluted net income per share for the six months ended June 30, 2022 includes a weighted average number of common shares outstanding of 63,624,808, adjusted for the effects of all dilutive potential common shares, which comprises 3,031,137 stock options and nil warrants.

13. Supplemental Cash Flow Information

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

	June 30, 2023	December 31, 2022
	\$	\$
Cash	3,216,259	5,642,012
Term Deposits	13,610,400	12,754,160
	16,826,659	18,396,172

Supplemental information regarding non-cash transactions is as follows:

Investing and financing activities	Six months ended June 30,	
	2023	2022
	\$	\$
Fair value of shares received on disposal of exploration and evaluation assets	110,000	10,000

Almadex Minerals Ltd.

Notes to the consolidated financial statements
For the three and six months ended June 30, 2023
(Unaudited - Expressed in Canadian dollars)

13. Supplemental Cash Flow Information *(Continued)*

As at June 30, 2023, \$9,388 of exploration and evaluation asset costs are included in trade and other payables (December 31, 2022 - \$70,429).

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 June 30, 2023, 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:

All amounts in Canadian dollars	US dollar	Mexican peso
	\$	\$
Cash and cash equivalents	13,926,552	1,173,619
Accounts receivable and prepaid expenses	210,802	196,280
Gold loan receivable	5,144,737	-
Deposits and others	40,710	-
Total assets	19,322,801	1,369,899
Trade and other payables	47,727	10,186
Total liabilities	47,727	10,186
Net assets	19,275,074	1,359,713

A 10% change in the US dollar exchange rate relative to the Canadian dollar would change the Company's profit or loss by \$2,000,000.

A 10% change in the Mexican peso relative to the Canadian dollar would change the Company's profit or loss by \$140,000.

(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 drilling services charged to third parties, 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,

Almadex Minerals Ltd.

Notes to the consolidated financial statements
For the three and six months ended June 30, 2023
(Unaudited - Expressed in Canadian dollars)

14. Financial Instruments (Continued)

(b) Credit risk (Continued)

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 June 30, 2023, 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 and cash flow from exploration and drilling services.

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

(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 \$50,000.

(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.

Almadex Minerals Ltd.

Notes to the consolidated financial statements
For the three and six months ended June 30, 2023
(Unaudited - Expressed in Canadian dollars)

14. Financial Instruments (Continued)

(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	1,152,569	-	-	1,152,569
Gold loan receivable	5,144,737	-	-	5,144,737
Deposits and others	101,710	-	-	101,710

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.

Almadex Minerals Ltd.

Notes to the consolidated financial statements
For the three and six months ended June 30, 2023
(Unaudited - Expressed in Canadian dollars)

16. Segmented Information (Continued)

Geographic information is as follows:

	Gold loan receivable	Deposits and others	Deferred income tax assets	Property and equipment	Exploration and evaluation assets	June 30, 2023
	\$	\$	\$	\$	\$	\$
Canada	5,144,737	87,480	380,582	4,584	301,633	5,919,016
United States	-	14,230	-	230,499	1,324,276	1,569,005
Mexico	-	-	-	707,761	691,428	1,399,189
	5,144,737	101,710	380,582	942,844	2,317,337	8,887,210

The Company's revenue from interest income on cash and cash equivalents was earned in Canada. Other income from exploration and drilling services was earned in USA \$244,127 (2022 - \$179,199) and Mexico \$Nil (2022 - \$2,634,411).

17. Subsequent Event

On July 10, 2023, the Company granted certain employees, consultant, officers, and directors an aggregate of 1,110,800 stock options in accordance with the terms of the Company's stock option plan, each of which is exercisable into one common share at an exercise price of \$0.28 per share until July 10, 2028.