APOLLO SILVER CORP.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FEBRUARY 29, 2024

UNAUDITED

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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

The accompanying unaudited condensed interim consolidated financial statements of Apollo Silver Corp. for the three months ended February 29, 2024, have been prepared by and are the responsibility of management, and have been approved by the Board of Directors (the "Board").

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

APOLLO SILVER CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Stated in Canadian Dollars)
(Unaudited)

	Notes		**February 29, 2024**		November 30, 2023
ASSETS					
Current assets					
Cash and cash equivalents	6	**$**	**2,941,147**	$	3,563,823
Receivables			**5,870**		5,135
Prepaid expenses and deposits			**47,825**		73,038
Total current assets		**$**	**2,994,842**	$	3,641,996
Non-current assets					
Property and equipment	7		**289,392**		266,463
TOTAL ASSETS		**$**	**3,284,234**	$	3,908,459
LIABILITIES					
Current liabilities					
Accounts payable and accrued liabilities		**$**	**203,088**	$	209,861
Lease liability	8(b)		**95,454**		52,509
Total current liabilities		**$**	**298,542**	$	262,370
Non-current liabilities					
Lease liability	8(b)		**91,406**		103,170
TOTAL LIABILITIES		**$**	**389,948**	$	365,540
SHAREHOLDERS' EQUITY					
Capital stock	9	**$**	**101,628,076**	$	101,628,076
Reserves	9(c),(d)		**5,126,954**		5,119,405
Accumulated other comprehensive loss			**(207,244)**		(208,069)
Accumulated deficit			**(103,653,500)**		(102,996,493)
TOTAL SHAREHOLDERS' EQUITY		**$**	**2,894,286**	$	3,542,919
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**$**	**3,284,234**	$	3,908,459

Nature and continuance of operations (Note 1)
Subsequent event (Notes 9(d))

Approved and authorized for issue on behalf of the Board on April 24, 2024:

/s/ Thomas Peregoodoff
Thomas Peregoodoff, Director

/s/ Steven Thomas
Steven Thomas, Director

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

APOLLO SILVER CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Stated in Canadian Dollars)
(Unaudited)

	Notes		**Three months ended February 29, 2024**		Three months ended February 28, 2023
					(Revised) (Note 4)
Operating expenses					
Exploration and evaluation expenses	10	**$**	**367,056**	$	1,109,900
Administrative expenses	11		**283,521**		588,360
Depreciation	7		**31,768**		35,967
Loss from operations			**682,345**		1,734,227
Other expenses					
Fair value adjustment on warrant liabilty			**-**		(112,787)
Loss (gain) on foreign exchange			**36**		(27,978)
Interest expense	8(b)		**6,076**		8,274
Other income			**(31,450)**		(77,081)
Other expense			**-**		8,627
Loss before income taxes			**657,007**		1,533,282
Income taxes			**-**		-
Net loss for the period		**$**	**657,007**	$	1,533,282
Other comprehensive (income) loss					
Items that may be reclassified subsequently to loss:					
Currency translation adjustment		**$**	**(825)**	$	18,296
Total other comprehensive (income) loss		**$**	**(825)**	$	18,296
Total comprehensive loss for the period		**$**	**656,182**	$	1,551,578
Loss per share (basic and diluted)		**$**	**0.00**	$	0.01
Weighted average number of basic and diluted common shares outstanding			**174,460,395**		174,460,395

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

APOLLO SILVER CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(Stated in Canadian Dollars)
(Unaudited)

	Notes		**Three months ended February 29, 2024**		Three months ended February 28, 2023
Operating activities					
Net loss for the period		**$**	**(657,007)**	$	(1,533,282)
Adjustments for non-cash items:					
Share-based payments	10,11		**7,549**		59,766
Depreciation	7		**31,768**		35,967
Fair value adjustment on warrant liability			**-**		(112,787)
Interest expense	8(b)		**6,076**		8,274
Other expense			**20,850**		-
Unrealized foreign exchange			**7,201**		(35,376)
Changes in non-cash working capital items:					
Receivables			**(1,853)**		(3,300)
Prepaid expenses			**(6,992)**		(48,578)
Accounts payable and accrued liabilities			**5,699**		(425,441)
Cash used in operating activities			**(586,709)**		(2,054,757)
Investing activities					
Acquisition of equipment	7		**-**		(3,643)
Cash used in investing activites			**-**		(3,643)
Financing activities					
Principal payments on lease liabilities	8(b)		**(23,627)**		(20,752)
Interest payments on lease liabilities	8(b)		**(6,076)**		(8,274)
Cash used in financing activities			**(29,703)**		(29,026)
Effect of changes in foreign exchange rates on cash and cash equivalents			**(6,264)**		16,298
Decrease in cash and cash equivalents			**(622,676)**		(2,071,128)
Cash and cash equivalents, beginning of period			**3,563,823**		9,362,409
Cash and cash equivalents, end of period		**$**	**2,941,147**	$	7,291,281

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

APOLLO SILVER CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Stated in Canadian Dollars)
(Unaudited)

			Equity reserves					
	Number of common shares	Share capital	Warrants reserve	Contributed Surplus	Share-based payments reserve	Accumulated other comprehensive (income) loss	Accumulated deficit	Total
Balance at November 30, 2022 (Revised - Note 4)	174,460,395	$ 101,628,076	$ -	$ 1,114,447	$ 3,844,552	$ (203,614)	$ (98,850,579)	$ 7,532,882
Net loss for the period	-	-	-	-	-	-	(1,533,282)	(1,533,282)
Share-based payments	-	-	-	-	59,766	-	-	59,766
Other comprehensive income	-	-	-	-	-	(18,296)	-	(18,296)
Balance at February 28, 2023 (Revised - Note 4)	174,460,395	$ 101,628,076	$ -	$ 1,114,447	$ 3,904,318	$ (221,910)	$ (100,383,861)	$ 6,041,070
Balance at November 30, 2023	**174,460,395**	**$ 101,628,076**	**$ -**	**$ 1,114,447**	**$ 4,004,958**	**$ (208,069)**	**$ (102,996,493)**	**$ 3,542,919**
Net loss for the period	**-**	**-**	**-**	**-**	**-**	**-**	**(657,007)**	**(657,007)**
Share-based payments	**-**	**-**	**-**	**-**	**7,549**	**-**	**-**	**7,549**
Other comprehensive loss	**-**	**-**	**-**	**-**	**-**	**825**	**-**	**825**
Balance at February 29, 2024	**174,460,395**	**$ 101,628,076**	**$ -**	**$ 1,114,447**	**$ 4,012,507**	**$ (207,244)**	**$ (103,653,500)**	**$ 2,894,286**

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Apollo Silver Corp. (the "Company" or "Apollo") is a publicly listed exploration and development company incorporated on September 22, 1999, under the laws of the Province of Alberta, Canada. The Company filed for continuance under the Canada Business Corporations Act on December 1, 2003, and then under the laws of British Columbia on November 2, 2010. The Company is listed on the TSX Venture Exchange ("TSX-V") and its shares trade under the symbol APGO. The Company is also listed on the OTCQB and Frankfurt Stock Exchange and its shares trade under the symbols APGOF and 6ZF0, respectively. The Company's head office and registered and records office is #710-1030 West Georgia Street, Vancouver, British Columbia, Canada, V6E 2Y3.

The Company, together with its subsidiaries, is a mineral exploration and development group focused on advancing the Calico Silver Project (the "Calico Project"), its silver exploration and resource development project in the United States. The Calico Project is comprised of the Waterloo property (the "Waterloo Property") and the Langtry property (the "Langtry Property"), in San Bernardino County, California. The principal business of the Company is the acquisition, exploration, and definition of potentially economically viable mineral resource deposits on mineral properties.

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to a going concern, which assumes that the Company will continue operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business.

The Company has incurred losses from inception and does not currently have the financial resources to sustain operations in the long term. For the three months ended February 29, 2024, the Company had no operating revenue and incurred a net loss of approximately $657,000 (February 28, 2023 - $1.53 million). At February 29, 2024, the Company had consolidated cash of approximately $2.94 million (November 30, 2023 - $3.56 million) to apply against current liabilities of approximately $203,000 (November 30, 2023 - $262,000).

At February 29, 2024, the Company believed it had adequate resources to maintain its minimum obligations arising over the next 12 months, including general corporate activities, based on its cash position, its ability to modify planned activities or exploration programs, and ability to pursue additional sources of financing, including equity placements.

The Company currently has no source of operating cash flow and no assurance that additional funding will be available for future exploration and development programs at its properties or to enable the Company to fulfill its obligations under any applicable agreements. The Company's ability to continue as a going concern is dependent on its ability to obtain additional sources of financing to continue to explore, evaluate and develop its mineral properties and, ultimately, to achieve profitable operations. While the Company has been successful in obtaining funding in the past, there is no assurance that future financing will be available or be available on favorable terms. The ability to secure financing may be impaired, or such financing may not be available on favorable terms due to conditions beyond the Company's control, such as uncertainty in capital markets, changes in commodity prices or country-specific risk factors. Furthermore, the global economy is currently affected by rising inflation, which may continue to impact the Company's costs and could result in modification or termination of planned work programs. Overall, these material uncertainties may cast significant doubt about the Company's ability to continue as a going concern.

2. BASIS OF PREPARATION

(a) Statement of compliance and basis of preparation

These condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with International Accounting Standards ("IAS") 34, *Interim Financial Reporting* ("IAS 34") using accounting policies consistent with IFRS issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee. These condensed interim consolidated financial statements do not include all the information and footnotes required by IFRS for annual financial statements and should be read in conjunction with the Company's annual consolidated financial statements for the year ended November 30, 2023, which have been prepared in accordance with IFRS, as issued by the IASB.

These condensed interim consolidated financial statements, including comparatives, have been prepared on the basis of accounting policies and methods of computation consistent with those applied in the Company's annual consolidated financial statements for the year ended November 30, 2023.

(b) Material accounting policies

Basis of measurement

The accounting policies applied in the preparation of these condensed interim consolidated financial statements, including comparatives, are consistent with those applied and disclosed in Note 3 of the Company's annual consolidated financial statements for the year ended November 30, 2023.

Functional and presentation currency

These consolidated financial statements are presented in Canadian dollars, which is also the Company's functional currency. Each of the Company's subsidiaries determines its own functional currency, and items included in the financial statements of each subsidiary are measured in that functional currency. The functional currency of the Company's foreign exploration and development subsidiary in the USA is the US dollar.

References to "$" are to Canadian dollars, except where otherwise indicated.

Basis of consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its subsidiaries, which are entities controlled by the Company. Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from the entity's activities. The financial statements of subsidiaries are included in the condensed interim consolidated financial statements as at the date that control commences until the date that control ceases. If the Company's interest in a subsidiary that it has determined it controls, is less than 100%, the interest attributable to non-controlling shareholders is recognized as non-controlling interest.

When necessary, adjustments are made to the financial statements of subsidiaries to align their accounting policies with those of the Company.

Intra-group balances and transactions, and any unrealized income and expenses arising from intra-group transactions, are eliminated. Unrealized losses are eliminated in the same way as unrealized gains but only to the extent that there is no evidence of impairment.

Business combinations

Acquisitions of subsidiaries which represent business combinations are accounted for using the acquisition method. The consideration transferred is measured at the aggregate of the fair value, at the date of exchange, of assets given up, liabilities incurred or assumed, and equity instruments issued by the Company in exchange for control of the acquiree. The acquiree's identifiable assets and liabilities that meet the conditions for recognition are recognized at their fair values at the acquisition date, except for certain assets and liabilities which are recognized and measured in accordance with the applicable IFRS guidance.

Goodwill arising on acquisition is recognized as an asset and initially measured at cost, being the excess of the cost of the business combination over the Company's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognized. If, after reassessment, the Company's interest in the net fair value of the acquiree's identifiable assets and liabilities exceeds the cost of the business combination, the excess is recognized immediately in profit or loss.

Non-controlling interests represent ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation. Non-controlling interests may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognized amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another IFRS.

Transaction costs, other than those associated with the issuance of debt or equity securities that the Company incurs in connection with a business combination, are expensed as incurred.

Foreign currency

(i) Foreign currency transactions

Foreign currency transactions are translated into the relevant functional currency using the exchange rates prevailing on the dates of the transactions. At each statement of financial position date, monetary items denominated in foreign currencies are translated into the functional currency at the exchange rate on the statement of financial position date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated into the functional currency at the exchange rate on the date when the fair value was measured. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognized in profit or loss.

(ii) Foreign operations

The assets and liabilities of foreign operations are translated into Canadian dollars using the exchange rates as at the date of the statement of financial position. The income and expenses of foreign operations are translated into Canadian dollars using the exchange rates prevailing on the transaction dates.

Foreign currency differences are recognized in other comprehensive income (loss) and accumulated in other reserves within equity, except to the extent that the translation difference is allocated to non-controlling interests. On the disposal of a foreign operation, such exchange differences are reclassified from other reserves to profit or loss.

3. ADOPTION OF NEW AND REVISED ACCOUNTING STANDARDS AND INTERPRETATIONS

During the three months ended February 29, 2024, the Company did not adopt any new amendments to IFRS that had a significant impact on the Company's consolidated financial statements.

In January 2020, the IASB issued amendments to IAS 1, Presentation of Financial Statements that clarified the classification of liabilities as current or non-current is based on contractual rights that are in existence at the end of the reporting period. In October 2022, the IASB issued amendments to IAS 1 that specified how an entity assesses whether it has the right to defer settlement of a liability when that right is subject to compliance with covenants within twelve months after the reporting period. These amendments are effective January 1, 2024, with early adoption permitted. Retrospective application is required on adoption. These amendments did not have a material effect on the Company's condensed interim consolidated financial statements.

In May 2021, the IASB issued amendments to IAS 12, Income Taxes that clarify the initial recognition exemption does not apply to transactions that give rise to equal and offsetting temporary differences. The amendments are effective January 1, 2023, with early adoption permitted. These amendments did not have a material impact on the Company's condensed interim consolidated financial statements.

4. CHANGES IN ACCOUNTING POLICIES

During the year ended November 30, 2023, the Company changed its accounting policy from capitalizing exploration and evaluation asset acquisition costs to expensing such costs in the period in which the costs are incurred. The Company believes that expensing exploration and evaluation acquisition costs as incurred from exploration stage projects provides more reliable and relevant financial information to the users of the financial statements. While IFRS 6, *Exploration for and Evaluation of Minerals Resources* permits either treatment, given the challenges in valuing early-stage exploration and evaluation assets, management believes capitalizing acquisition costs, and accumulating those capitalized acquisition costs on the statement of financial position, does not necessarily provide users of the financial statements with relevant information that would be useful in making a determination of the valuation of an underlying property.

(Stated in Canadian Dollars, unless otherwise noted)

Under this new accounting policy, the cost of acquiring prospective properties and exploration rights are expensed until it has been established that a mineral property is technically feasible and commercially viable as supported by a feasibility study, and a mine development decision has been made by the Company. Thereafter, the Company will capitalize expenditures subsequently incurred to develop a mine, prior the start of mining operations in accordance with IAS 16, *Property, Plant and Equipment*.

The Company applied this change in accounting policy on a retrospective basis and has therefore adjusted its comparative condensed interim consolidated statement of loss for the three months ended February 28, 2023, as follows:

For the three months ended February 28, 2023		Previously Reported		Adjustment		Revised Balance
Net loss						
Exploration and evaluation expenditures	$	941,150	$	168,750	$	1,109,900
Net loss for the year		1,364,532		168,750		1,533,282
Comprehensive loss						
Other comprehensive (income) loss	$	(602,778)	$	621,074	$	18,296
Total comprehensive loss for the period		761,754		789,824		1,551,578
Statement of cash flows						
Cash used in operating activities	$	1,886,007	$	168,750	$	2,054,757
Cash used in investing activities		172,393		(168,750)		3,643

There is no impact on the Company's basic and diluted loss per share for the three months ended February 28, 2023.

5. CRITICAL ACCOUNTING ESTIMATES AND SIGNIFICANT JUDGMENTS

In the process of applying the Company's accounting policies, which are described in Note 2 to these condensed interim consolidated financial statements, management is required to make judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments. Actual results may differ from these estimates.

Significant assumptions about the future and other sources of estimation and judgment uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made.

The most significant areas of judgments made by management are as follows:

(i) Going concern

The assessment of the Company's ability to continue as a going concern, to raise sufficient funds to pay for its ongoing operating expenditures and to meets its liabilities for the ensuing year as they fall due, involves judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances (Note 1).

(ii) Determination of functional currency

In accordance with IAS 21, The Effects of Changes in Foreign Exchange Rates, the Company has determined that its functional currency is the Canadian dollar (Note 2(b)).

Determination of functional currency may involve certain judgments to determine the primary economic environment that an entity operates in. The Company reconsiders the functional currency of its entities if there is any change in events and conditions which determined the primary economic environment.

(iii) Determination of whether a contract contains a lease

In accordance with IFRS 16, the Company has to assess whether or not a contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The most significant estimates made by management are as follows:

(i) Income tax

The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in our provision for income taxes. The value of deferred tax assets is evaluated based on the probability of realization; the Company has assessed that it is improbable that such assets will be realized and has accordingly not recognized a value for deferred taxes.

(ii) Valuation of share-based payments and share purchase warrants

Share-based payments, including share purchase options (Note 9(d)) and share purchase warrants (Note 9(c)) are subject to estimation of the fair value of the equity-settled award at the date of grant using pricing models such as the Black-Scholes option pricing model. Option valuation models require the input of highly subjective assumptions including the expected stock price volatility and expected life. Changes in these assumptions can materially affect the fair value estimate, so the existing models do not necessarily provide a reliable measure of the fair value, which may impact the Company's net loss, statement of financial position and equity reserves. Shares issued as consideration in a transaction such as an asset acquisition are also subject to estimation of the fair value on the date of issuance. Significant assumptions are required to be made when management determines the fair value, and any changes in the assumptions would have an impact on the fair value of the shares issued.

(iii) Determination of useful lives of property, plant and equipment and the related depreciation

Depreciation expenses are allocated based on estimated lives. Should the asset life or depreciation rates differ from the initial estimate, an adjustment would be made in the condensed interim consolidated statement of loss and comprehensive loss on a prospective basis.

(iv) Discount rate used to determine lease liabilities

Significant assumptions are required to be made when management determines the Company's incremental borrowing rate, which is used to present value the future lease payments. Any changes in the estimated rate would have an impact on the lease liability, ROU assets, depreciation and interest expense.

6. CASH AND CASH EQUIVALENTS

The Company's cash and cash equivalents comprises approximately $180,000 (November 30, 2023 - $156,000) held in deposit accounts and $2.76 million (November 30, 2023 - $3.40 million) held in redeemable short-term investments that earn interest and are redeemable at any time prior to maturity without penalty.

(Stated in Canadian Dollars, unless otherwise noted)

7. PROPERTY AND EQUIPMENT

	Computer equipment	Furniture & equipment	Leasehold improvements	Vehicles	ROU assets (Note 8(a))	Total
Cost						
Balance - November 30, 2022	$ 25,974	$ 22,060	$ 33,910	$ 143,759	$ 318,636	$ 544,339
Additions	3,643	-	-	-	-	3,643
Foreign exchange	-	67	-	788	546	1,401
Balance - November 30, 2023	**29,617**	**22,127**	**33,910**	**144,547**	**319,182**	**549,383**
Additions	**-**	**-**	**-**	**-**	**54,262**	**54,262**
Foreign exchange	**-**	**(11)**	**-**	**(128)**	**584**	**445**
Balance - February 29, 2024	**$ 29,617**	**$ 22,116**	**$ 33,910**	**$ 144,419**	**$ 374,028**	**$ 604,090**
Accumulated amortization						
Balance - November 30, 2022	$ 7,013	$ 5,808	$ 7,974	$ 24,967	$ 97,264	$ 143,026
Charge for the year	5,680	9,176	6,781	28,758	88,589	138,984
Foreign exchange	-	59	-	287	564	910
Balance - November 30, 2023	**12,693**	**15,043**	**14,755**	**54,012**	**186,417**	**282,920**
Charge for the period	**1,420**	**1,045**	**1,696**	**7,158**	**20,449**	**31,768**
Foreign exchange	**-**	**(8)**	**-**	**17**	**1**	**10**
Balance - February 29, 2024	**$ 14,113**	**$ 16,080**	**$ 16,451**	**$ 61,187**	**$ 206,867**	**$ 314,698**
Net book value - November 30, 2023	$ 16,924	$ 7,084	$ 19,155	$ 90,535	$ 132,765	$ 266,463
Net book value - February 29, 2024	**$ 15,504**	**$ 6,036**	**$ 17,459**	**$ 83,232**	**$ 167,161**	**$ 289,392**

8. LEASES

(a) Right-of-use-assets

At February 29, 2024, approximately $167,000 (November 30, 2023 - $133,000) of ROU assets, consisting of the Company's head office premises in Vancouver, BC, and warehouse in Barstow, California are recorded as part of property and equipment. The Company's lease pertaining to its warehouse in Barstow, California expired on January 31, 2024, and was extended for an additional 12 months, resulting in an addition of approximately $54,000 to ROU assets during the three months ended February 29, 2024 (February 28, 2023 - $Nil). ROU assets are depreciated on a straight-line basis over the shorter of the lease term and the useful life of the underlying assets.

	Office	Warehouse	**Total**
Right of use assets			
Net book value of ROU assets at November 30, 2022	$ 171,564	$ 49,808	$ 221,372
Amortization charge for the year	(43,803)	(44,786)	(88,589)
Foreign exchange	-	(18)	(18)
Net book value of ROU assets at November 30, 2023	$ 127,761	$ 5,004	$ 132,765
Additions	**-**	**54,262**	**54,262**
Amortization charge for the period	**(10,951)**	**(9,498)**	**(20,449)**
Foreign exchange	**-**	**583**	**583**
Net book value of ROU assets at February 29, 2024	**$ 116,810**	**$ 50,351**	**$ 167,161**

(b) Lease liabilities

The Company's leases comprise only fixed payments over the term of the lease. The Company's lease pertaining to its warehouse in Barstow, California expired on January 31, 2024, and was extended for an additional 12 months, resulting in an addition of approximately $54,262 to the Companies lease liability during the three months ended February 29, 2024 (February 28, 2023 - $Nil). The Company recorded interest expense of $6,076 on lease liabilities for the three months ended February 29, 2024 (February 28, 2023 - $8,274). During the three months ended February 29, 2024 and February 28, 2023, the Company recorded $Nil related to short-term leases.

(Stated in Canadian Dollars, unless otherwise noted)

		Three months ended February 29, 2024		Three months ended February 28, 2023
Lease liability continuity				
Balance at beginning of period	$	155,679	$	243,348
Non-cash changes				
Additions		54,262		-
Accretion		6,076		8,274
Change in foreign exchange and other		546		348
Cash flows				
Principal payments		(23,627)		(20,752)
Interest payments		(6,076)		(8,274)
Total lease liabilities, end of period	$	186,860	$	222,944

The contractual maturities in respect of the Company's lease obligations are as follows:

		February 29, 2024		November 30, 2023
Maturity analysis - contractual undiscounted cash flows				
Less than one year	$	116,928	$	70,459
One to two years		61,452		61,077
Two to three years		41,634		57,246
Total undiscounted lease liabilities		220,014		188,782
Effect of discounting		(33,154)		(33,103)
Total lease liabilities	$	186,860	$	155,679
Current	$	95,454	$	52,509
Non-current	$	91,406	$	103,170

9. SHARE CAPITAL AND RESERVES

(a) Authorized share capital

The Company is authorized to issue an unlimited number of common shares without par value. At February 29, 2024, the Company had 174,460,395 common shares issued and outstanding (November 30, 2023 – 174,460,395).

(b) Shares issued

(i) Current period

No common shares were issued during the three months ended February 29, 2024.

(ii) Prior year

No common shares were issued during the year ended November 30, 2023.

(c) Share purchase warrants

During the three months ended February 29, 2024, there were no share purchase warrants issued, exercised, or expired.

During the year ended November 30, 2023, there were no share purchase warrants issued or exercised. A total of 4,948,138 warrants, which were classified as financial liabilities, bearing an exercise price of US$0.20, expired unexercised on April 9, 2023.

(Stated in Canadian Dollars, unless otherwise noted)

Warrants transactions are summarized as follows:

	Number of warrants		Weighted average exercise price
Outstanding, November 30, 2021	61,103,720		0.89
Exercise of warrants classified as equity instruments	(11,405,000)		0.25
Exercise of warrants classified as financial liabilities	(37,500)		0.25
Expiration of warrants classified as equity instruments	(9,446,415)		0.64
Outstanding, November 30, 2022	**40,214,805**	**$**	**1.13**
Expiration of warrants classified as financial liabilities	(4,948,138)		0.27
Outstanding, November 30, 2023 and February 29, 2024	**35,266,667**	**$**	**0.79**

Details of the warrants outstanding as at February 29, 2024, are as follows:

Expiry Date	Note	Number of warrants outstanding		Weighted average exercise price ($ per warrant) as at February 29, 2024	Weighted average remaining contractual life (years) as at February 29, 2024
July 8, 2026	9(c)(i)	35,266,667	$	0.79	2.61
Total warrants outstanding		**35,266,667**	**$**	**0.79**	**2.61**

(i) On July 4, 2023, the Company held its special meeting of warrant holders to approve proposed amendments to the terms of the warrants expiring on July 8, 2023, by extraordinary resolution. Pursuant to the approved amendments, the expiration date of these warrants was extended three additional years to July 8, 2026, and the exercise price for the remaining term was set at $0.79.

(d) Share-based payments

The Company has a stock option plan (the "Plan") under which it is authorized to grant share purchase options to executive officers and directors, employees and consultants of the Company. The aggregate number of securities reserved for issuance will be not more than 10% of the issued and outstanding common stock of the Company. Under the Plan, the exercise price of each option will be set by the Board of Directors and cannot be less than the discounted market price, which is equal to the market price of the Company's stock at the time of the grant, less the applicable discount permitted by the TSX-V. The options can be granted for a maximum term of 5 years with vesting determined by the Board of Directors.

During the three months ended February 29, 2024, a total of 83,333 share purchase options were forfeited with an average exercise price of $0.125 per common share. There were no grants, exercises, expirations, or cancellations of share purchase options during the period.

During the year ended November 30, 2023, a total of 583,333 share purchase options were forfeited with an average exercise price of $0.23 per common share. There were no grants, exercises, expirations, or cancellations of share purchase options during the period.

Share-based payments expense for the three months ended February 29, 2024, is approximately $8,000 (February 28, 2023 - $160,000), and has been allocated between administrative expenses (Note 11) and exploration and evaluation expenses (Note 10) in the condensed interim consolidated statements of loss and comprehensive loss.

(Stated in Canadian Dollars, unless otherwise noted)

The following is a summary of share purchase option activity for the three months ended February 29, 2024, and February 28, 2023:

	Three months ended February 29, 2024			Three months ended February 28, 2023		
	Number of stock options		**Weighted average exercise price ($ per share)**	Number of stock options		Weighted average exercise price ($ per share)
Outstanding, beginning of period	**11,016,667**	**$**	**0.50**	11,600,000	$	0.48
Forfeited	**(83,333)**		**0.13**	-		-
Outstanding, end of period	**10,933,334**	**$**	**0.50**	11,600,000	$	0.48
Exercisable, end of period	**9,933,334**	**$**	**0.54**	8,766,654	$	0.58

The following is a summary of share purchase options outstanding as at February 29, 2024:

	Options outstanding		**Options exercisable**	
Exercise price ($ per share)	Number of stock options	Weighted average remaining contractual life (years)	Number of stock options	Weighted average remaining contractual life (years)
$0.125	3,333,334	3.53	2,333,334	3.47
$0.33	2,400,000	1.18	2,400,000	1.18
$0.59	500,000	1.89	500,000	3.07
$0.71	600,000	2.69	600,000	2.69
$0.82	250,000	2.57	250,000	2.57
$0.86	3,850,000	2.39	3,850,000	2.39
	10,933,334	**2.47**	**9,933,334**	**2.41**

On April 9, 2024, a total of 166,667 stock options with a weighted average exercise price of $0.125 were exercised, resulting in the issuance of 166,667 common shares of the Company.

10. EXPLORATION AND EVALUATION EXPENSES

Exploration and evaluation expenses are summarized as follows:

		Three months ended February 29, 2024		Three months ended February 28, 2023
				(Revised) (Note 4)
Salaries and benefits	**$**	**102,598**		187,322
Share-based payments		**(1,520)**		27,407
Drilling		**-**		24,485
Lab, assay & metallurgy		**20,558**		327,125
Permits, fees, licences and taxes		**26,537**		161,071
Option payments		**168,150**		168,750
Exploration & geology		**-**		14,690
Resource development and technical reports		**30,021**		103,163
Community		**9,184**		35,366
Professional fees		**-**		3,350
Operations, health & safety		**5,303**		24,916
Project evaluation		**-**		13,757
Other		**6,225**		18,498
Total exploration and evaluation expenses	**$**	**367,056**	$	1,109,900

(Stated in Canadian Dollars, unless otherwise noted)

Exploration and evaluation expenses were allocated to the following projects:

	Notes		**Three months ended February 29, 2024**		Three months ended February 28, 2023 (Revised) (Note 4)
Calico Silver Project, California, USA	10(a)	**$**	**368,576**	$	1,068,736
AZ Silver District Project, Arizona, USA	10(b)		**-**		-
Other project evaluation			**-**		13,757
Share-based payments			**(1,520)**		27,407
Total exploration and evaluation expenses		**$**	**367,056**	$	1,109,900

(a) Calico Silver Project, California, USA

The Calico Project, comprised of the adjacent Waterloo Property and Langtry Property, is located in the Calico Silver Mining District in the Mojave Desert of San Bernardino County, California, USA. The Calico Project is situated approximately 15 km (9 miles) from the City of Barstow, approximately halfway between Los Angeles and Las Vegas, Nevada, along the I-15 interstate highway.

(i) The Waterloo Property

The Waterloo Property comprises 27 fee simple land parcels (1,350 acres) and 21 unpatented claims (19 lode mining claims, 2 mill site claims) (418 acres), totalling approximately 1,770 gross acres. Pan American Minerals Inc., a wholly-owned subsidiary of Pan American Silver Corp. retains a 2% Net Smelter Royalty on any future production of minerals from the Waterloo Property.

(ii) The Langtry Property

The Langtry Property comprises 20 patented claims (413 acres) and 38 unpatented lode mining claims (765 acres), totalling approximately 1,178 acres. 20 patented claims and two unpatented claims are under option between Stronghold USA and the Bruce and Elizabeth Strachan Revocable Living Trust dated 7-25-2007 ("Strachan"), while the remaining 36 unpatented claims are under option between Stronghold USA and Athena Minerals Inc. ("Athena"). Each agreement is subject to various royalties and encumbrances.

Strachan Agreement

Stronghold USA, the optionee, and Strachan, the optionor, entered into an Option to Purchase Agreement (the "Strachan Agreement") dated December 23, 2020, which gives Stronghold USA the right to acquire a 100% interest in 20 patented land claims and two unpatented lode mining claims forming a portion of the Langtry Property ("Strachan Lands") for the aggregate purchase price of the greater of: 1) US$5,200,000; or 2) the spot price of 220,000 troy ounces of silver, on or before December 24, 2025.

Under the terms of the Strachan Agreement, Stronghold USA is required to pay US$100,000 on each Strachan Agreement anniversary date to maintain the option in good standing. All payments made during the term of the option shall be applied to the purchase price. Upon full exercise of the option, Stronghold USA will grant to Strachan the following: 1) a 1% Net Smelter Royalty on any future production of silver from the Strachan Lands; 2) a 5% gross royalty on all other mineral production from the Strachan Lands; and 3) a 10% gross royalty on all other non-mineral production income derived from any other commercial use of the Strachan Lands.

As of February 29, 2024, a total of four non-refundable option payments of US$100,000 have been made under the Strachan Agreement, all of which will be credited against the final purchase price at the time of exercise. The fourth non-refundable payment of $133,780 (US$100,000) was made in December 2023.

Athena Agreement

Stronghold USA, the optionee, and Athena, the optionor, entered into an Option to Purchase Agreement (the "Athena Agreement") dated December 21, 2020 and amended on January 11, 2023, which gives Stronghold USA the right to acquire 100% interest in 36 unpatented lode mining claims forming a portion of the Langtry Property ("Athena Lands") for an aggregate purchase price of US$1,000,000 to be made on or before December 21, 2025.

Terms of the option included US$15,000 upon execution of the Athena Agreement (paid in December 2020, prior to Apollo acquiring Stronghold USA) and US$25,000 on each Athena Agreement anniversary date. All payments made by the optionee to the optionor during the 24-month period prior to the full exercise of the option shall be credited against the purchase price.

Upon vesting of 100% interest, Stronghold USA will grant to Athena a 1% Net Smelter Royalty on any future production of minerals from the Athena Lands. The royalty shall only apply on those Athena Lands that currently do not have existing royalties of 1% or higher such that at no time will any property have a royalty of greater than 2%.

In December 2023, 2022, and 2021, the Company made non-refundable option payments of $33,445 (US$25,000), $33,750 (US$25,000) and $32,113 (US$25,000), respectively, to Athena, under the terms of the Athena Agreement.

(b) Arizona Silver District Project, Arizona, USA

The AZ Silver District Project was a district-scale property position located in the heart of the historic Silver Mining District in La Paz County, southwestern Arizona. The AZ Silver District Project comprised three patented claims, 85 unpatented lode mining claims, 23 unpatented mill and a state exploration lease, totalling over 2,000 acres.

Stronghold USA, the optionee, and Gulf, the optionor, entered into an Option to Purchase Agreement dated January 22, 2021 (the "AZ Silver District Option Agreement"), which gave Stronghold USA the right to acquire a 100% interest in mineral claims and leased lands forming the AZ Silver District Project for an aggregate purchase price of US$1,970,000 to be made in a series of payments originally due on or before January 22, 2026.

On November 16, 2022, the Company announced that it had re-negotiated the terms of the AZ Silver District Option Agreement, resulting in all future option payment obligations from that date being deferred by 12 months.

On January 16, 2024, the Company announced that it had terminated the AZ Silver District Option Agreement, after issuing notice to Gulf on December 15, 2023, that it would be terminating the option agreement and that no outstanding obligations remained. The termination was effective January 15, 2024, and the Company no longer holds the option to earn up to 100% interest in the AZ Silver District Project.

At the time of terminating the AZ Silver District Option Agreement, an aggregate of US$850,000 in cash and US$850,000 in common shares of Apollo remained outstanding and were to be paid in a series of payments ending January 22, 2027.

Additional bonus payments, the dates of which were not amended, were also to be made by Apollo in the following events:

(i) US$250,000 plus US$250,000 in common shares of Apollo in the event the property becomes the flagship property of the company on or before January 22, 2024;

(ii) US$250,000 plus US$250,000 in common shares of Apollo in the event Apollo declares a NI 43-101 compliant resource of at least 30 million ounces of silver on or before January 22, 2024;

(iii) US$3,000,000 in the event that the price of silver exceeds US$125/ounce for ninety days on or before January 22, 2026.

Upon vesting of the 100% interest, Apollo was to grant to Gulf a 2% Net Smelter Royalty on any future production of minerals from the AZ District Project.

(Stated in Canadian Dollars, unless otherwise noted)

11. ADMINISTRATIVE EXPENSES

		Three months ended February 29, 2024		Three months ended February 28, 2023
Salaries and benefits	**$**	**161,349**	$	225,384
Directors fees		**56,250**		81,988
Share-based payments		**9,069**		32,359
Office and administration		**18,375**		32,455
Investor relations and marketing		**6,902**		125,018
Professional fees		**-**		7,996
Transfer agent and filing fees		**2,793**		26,878
Insurance		**10,406**		50,018
Accounting, audit and tax compliance		**15,859**		3,190
Business development		**180**		-
Travel		**2,066**		-
Other		**272**		3,074
Total administrative expenses	**$**	**283,521**	$	588,360

12. RELATED PARTY TRANSACTIONS

Transactions between the Company and its subsidiaries have been eliminated on consolidation and are not disclosed in this note. During the three months ended February 29, 2024, and February 28, 2023, the Company did not have any transactions with related parties, other than payments made to its key management personnel as disclosed below.

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of the Company's officers and members of the Company's Board of Directors. The remuneration of directors and key management personnel during the three months ended February 29, 2024, and February 28, 2023, were as follows:

		Three months ended February 29, 2024		Three months ended February 28, 2023
Salaries, benefits and consulting fees *(i)*	**$**	**187,056**	$	237,488
Director fees		**56,250**		81,988
Share-based payments *(ii)*		**10,227**		32,354
Total key management compensation	**$**	**253,533**	$	351,830

(i) Approximately $37,000 of salaries, benefits and consulting fees are allocated to exploration and evaluation expenses for the three months ended February 29, 2024 (February 28, 2023 - $49,000).

(ii) Share-based payments represent the fair value of the stock-options granted to key management personnel that were recognized in the condensed interim consolidated statements of loss and comprehensive loss in the three months ended February 29, 2024 and February 28, 2023.

At February 29, 2024, $168,750 (November 30, 2023 - $112,500) was owed to directors of the Company and $Nil to any of the Company's officers (November 30, 2023 - $Nil).

(Stated in Canadian Dollars, unless otherwise noted)

13. SEGMENTED INFORMATION

The Company currently operates in two geographically based industry segments: Canada and the United States. The Company's head office is in Vancouver, Canada. The reported loss from operations for the three months ended February 29, 2024, and February 28, 2023, respectively in each segment is as follows:

	USA		Canada		Total	
	Three months ended		Three months ended		Three months ended	
	February 29, 2024	February 28, 2023 (Revised - Note 4)	**February 29, 2024**	February 28, 2023 (Revised - Note 4)	**February 29, 2024**	February 28, 2023 (Revised - Note 4)
E&E expenses	**$ 368,576**	$ 1,082,493	**$ (1,520)**	$ 27,407	**$ 367,056**	$ 1,109,900
Administrative expenses	**10,650**	12,733	**272,871**	575,627	**283,521**	588,360
Depreciation	**17,213**	21,412	**14,555**	14,555	**31,768**	35,967
Loss from operations	**$ 396,439**	$ 1,116,638	**$ 285,906**	$ 617,589	**$ 682,345**	$ 1,734,227

The Company's non-current assets at February 29, 2024, and November 30, 2023, were located in Canada and the United States, as follows:

	USA		Canada		Total	
	February 29, 2024	November 30, 2023	**February 29, 2024**	November 30, 2023	**February 29, 2024**	November 30, 2023
Property and equipment	**$ 134,244**	$ 96,759	**$ 155,148**	$ 169,704	**$ 289,392**	$ 266,463
Non-current assets	**$ 134,244**	$ 96,759	**$ 155,148**	$ 169,704	**$ 289,392**	$ 266,463

14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial assets and liabilities have been classified into categories that determine their basis of measurement and, for items measured at fair value on a recurring basis, whether changes in fair value are recognized at fair value through profit or loss or fair value through other comprehensive income.

The Company's financial assets and financial liabilities are classified as follows:

	February 29, 2024	November 30, 2023
Financial assets		
Cash and cash equivalents	**$ 2,941,147**	$ 3,563,823
Receivables	**5,870**	5,135
Deposits	**11,236**	11,259
Total financial assets	**$ 2,958,253**	$ 3,580,217
Financial liabilities		
Accounts payable and accrued liabilities	**$ 203,088**	$ 209,861
Total financial liabilities	**$ 203,088**	$ 209,861

IFRS 7, Financial Instruments: Disclosures 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).

Cash and cash equivalents are carried at fair value using a level 1 fair value measurement and the receivables, deposits and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

The Company's only level 3 financial instrument is the warrant liability and is recorded at fair value, which is measured using the Black-Scholes option valuation model.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The Company's financial instruments are exposed to certain financial risks, including credit risk, liquidity risk and market risk, and the impact on the Company's financial instruments are summarized below:

a) Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-quality financial institutions as determined by a primary ratings agency. Receivables consist of a GST receivable for input tax credits from the Government of Canada, and a third party. The Company has been successful in recovering input tax credits and receivables from this third party in the past and believes credit risk with respect to receivables is insignificant.

b) Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash to meet its financial obligations as they come due. The Company's approach to managing liquidity risk is to forecast its cash flows required for its planned operating, investing and financing activities so that it will have sufficient liquidity to meet liabilities when due. At February 29, 2024, the Company had a cash balance of approximately $2.94 million (November 30, 2023 - $3.56 million) to settle current liabilities of approximately $299,000 (November 30, 2023 - $262,000). All the Company's accounts payable and accrued liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms, other than amounts due to related parties which are without stated terms of interest or repayment. The Company believes that its current cash is sufficient to settle its near-term obligations including general corporate activities and planned exploration expenditures, based on its cash position, its ability to modify planned activities or exploration programs and ability to pursue additional sources of financing, including further equity placements. The Company will continue forecasting its cash flows to maintain liquidity and investigate opportunities to obtain further financing through transactions such as equity placements, debt or joint venture arrangements, if necessary.

c) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. The Company does not have a practice of trading derivatives.

(i) Interest rate risk

Interest rate risk is the risk that the fair values and future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on its bank deposits, which is insignificant due to their short-term nature. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by highly-rated financial institutions. The Company monitors the investments it makes and is satisfied with the credit ratings of its banks. As at February 29, 2024, the Company held approximately $2.76 million of its cash and cash equivalents in investment-grade short-term deposit certificates.

(ii) Foreign currency risk

The Company reports its financial results in Canadian dollars but also undertakes transactions denominated in US dollars. As the exchange rates between the Canadian dollar and US dollar fluctuates, the Company experiences foreign exchange gains and losses. The Company has cash and cash equivalents, and accounts payable and accrued liabilities denominated in US dollars, which are subject to currency risk.

The Company does not enter into any financial instruments to hedge currency risk, but the Company monitors its foreign exchange exposure and considers its exposure to foreign currency risk to be minimal as at February 29, 2024.

(iii) Price risk

The mining industry is heavily dependent upon the market price of the metals or minerals being mined. There is no assurance that, even if commercial quantities of mineral resources are discovered, a profitable market will exist for their sale. There can be no assurance that mineral prices will be such that the Company's properties can be mined at a profit. Factors beyond control of the Company may affect the marketability of any minerals discovered. The price of silver has experienced volatile and significant price movements over short periods of time and is affected by numerous factors beyond the Company's control. The Company's profitability and ability to raise capital to fund exploration, evaluation and production activities is subject to risks associated with fluctuations in mineral prices. The Company closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

15. CAPITAL MANAGEMENT

The Company's primary objectives in capital management are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and to maintain sufficient funds to finance the acquisition and exploration of its exploration and evaluation assets. Capital is comprised of the Company's shareholders' equity. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital and is not subject to externally imposed capital requirements.

The properties in which the Company currently has an interest are in the exploration stage and do not currently generate revenue; as such, the Company is dependent on external financing to fund its activities. The Company will spend its existing working capital and seek to raise additional amounts as needed by way of equity financing or debt to carry out its planned corporate development, general administrative costs and exploration and development programs. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.