APOLLO SILVER CORP.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FEBRUARY 28, 2025

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 28, 2025, 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 28, 2025**		November 30, 2024
ASSETS					
Current assets					
Cash and cash equivalents	5	**$**	**12,349,850**	$	13,684,047
Receivables			**24,044**		14,961
Prepaid expenses and deposits	6		**393,798**		230,337
Total current assets		**$**	**12,767,692**	$	13,929,345
Non-current assets					
Property and equipment	7		**311,667**		186,548
TOTAL ASSETS		**$**	**13,079,359**	$	14,115,893
LIABILITIES					
Current liabilities					
Accounts payable and accrued liabilities		**$**	**154,515**	$	290,901
Lease liability	8(b)		**93,573**		59,987
Total current liabilities		**$**	**248,088**	$	350,888
Non-current liabilities					
Lease liability	8(b)		**154,315**		53,434
TOTAL LIABILITIES		**$**	**402,403**	$	404,322
SHAREHOLDERS' EQUITY					
Capital stock	9	**$**	**114,761,639**	$	114,761,639
Reserves	9(d),(e)		**5,598,327**		5,143,032
Accumulated other comprehensive loss			**(195,863)**		(202,737)
Accumulated deficit			**(107,487,147)**		(105,990,363)
TOTAL SHAREHOLDERS' EQUITY		**$**	**12,676,956**	$	13,711,571
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**$**	**13,079,359**	$	14,115,893

Nature and continuance of operations (Note 1)

Approved and authorized for issue on behalf of the Board on April 24, 2025:

/s/ Andrew Bowering
Andrew Bowering, 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 28, 2025**		Three months ended February 29, 2024
Operating expenses					
Exploration and evaluation expenses	10	**$**	**707,158**	$	367,056
Administrative expenses	11		**839,808**		283,521
Depreciation	7		**36,509**		31,768
Loss from operations			**1,583,475**		682,345
Other expenses					
Loss on foreign exchange			**5,871**		36
Interest expense	9(b)		**6,373**		6,076
Other income			**(98,935)**		(31,450)
Loss before income taxes			**1,496,784**		657,007
Income taxes			**-**		-
Net loss for the period		**$**	**1,496,784**	$	657,007
Other comprehensive income					
Items that may be reclassified subsequently to loss:					
Currency translation adjustment		**$**	**(6,874)**	$	(825)
Total other comprehensive income		**$**	**(6,874)**	$	(825)
Total comprehensive loss for the period		**$**	**1,489,910**	$	656,182
Loss per share (basic and diluted)		**$**	**0.01**	$	0.00
Weighted average number of basic and diluted common shares outstanding			**242,193,729**		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 28, 2025**	Three months ended February 29, 2024
Operating activities			
Net loss for the period		**$ (1,496,784)**	$ (657,007)
Adjustments for non-cash items:			
Share-based payments	10,11	**455,295**	7,549
Depreciation	7	**36,509**	31,768
Interest expense	8(b)	**6,373**	6,076
Other expense		**-**	20,850
Unrealized foreign exchange		**15,208**	7,201
Changes in non-cash working capital items:			
Receivables		**(9,083)**	(1,853)
Prepaid expenses		**(163,461)**	(6,992)
Accounts payable and accrued liabilities		**(119,432)**	5,699
Cash used in operating activities		**(1,275,375)**	(586,709)
Financing activities			
Share issuance costs	9(c)(i)	**(16,954)**	-
Principal payments on lease liabilities	8(b)	**(25,319)**	(23,627)
Interest payments on lease liabilities	8(b)	**(6,373)**	(6,076)
Cash used in financing activities		**(48,646)**	(29,703)
Effect of changes in foreign exchange rates on cashh and cash equivalents		**(10,176)**	(6,264)
Change in cash and cash equivalents		**(1,334,197)**	(622,676)
Cash and cash equivalents, beginning of period		**13,684,047**	3,563,823
Cash and cash equivalents, end of period		**$ 12,349,850**	$ 2,941,147

Supplemental cash flow information (Note 15)

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				
	Notes	Number of common shares	Share capital	Contributed Surplus	Share-based payments reserve	Accumulated other comprehensive (loss) income	Accumulated deficit	Total
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	9(e)	-	-	-	7,549	-	-	7,549
Other comprehensive income		-	-	-	-	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
Balance at November 30, 2024		**242,193,729**	**$ 114,761,639**	**$ 1,114,447**	**$ 4,028,585**	**$ (202,737)**	**$ (105,990,363)**	**$ 13,711,571**
Net loss for the period		**-**	**-**	**-**	**-**	**-**	**(1,496,784)**	**(1,496,784)**
Share-based payments	9(e)	**-**	**-**	**-**	**455,295**	**-**	**-**	**455,295**
Other comprehensive income		**-**	**-**	**-**	**-**	**6,874**	**-**	**6,874**
Balance at February 28, 2025		**242,193,729**	**$ 114,761,639**	**$ 1,114,447**	**$ 4,483,880**	**$ (195,863)**	**$ (107,487,147)**	**$ 12,676,956**

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, as well as its newly optioned project in Chihuahua, Mexico, called the Cinco de Mayo Project ("Cinco de Mayo"). 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 28, 2025, the Company had no operating revenue and incurred net losses of approximately $1.50 million (February 29, 2024 - $657,000). At February 28, 2025, the Company had consolidated cash of approximately $12.35 million (November 30, 2024 - $13.68 million) to apply against current liabilities of approximately $248,000 (November 30, 2024 - $351,000).

At February 28, 2025, 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 faced with significant uncertainty due to ongoing global conflicts, and trade tensions, which may continue to impact the Company's costs and could result in modification or termination of planned work programs.

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, 2024, 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, 2024.

(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, 2024.

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.

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.

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 28, 2025, 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 were 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 April 2024, the IASB issued IFRS 18, Presentation and Disclosure in Financial Statements, which replaces IAS 1, Presentation of Financial Statements. IFRS 18 introduces a specified structure for the income statement by requiring income and expenses to be presented into the three main categories of operating, investing and financing, and by specifying certain defined totals and subtotals. An entity may use certain subtotals of income and expenses in public communications outside the financial statements to communicate management's view of an aspect of the financial performance of the entity as a whole to users, and these subtotals are not specifically required by IFRS Accounting Standards. IFRS 18 requires companies to disclose explanations around these measures, which are referred to as management-defined performance measures. IFRS 18 also provides additional guidance on principles of aggregation and disaggregation that apply to the primary financial statements and the notes. IFRS 18 will not affect the recognition and measurement of items in the financial statements, nor will it affect which items are classified in other comprehensive income and how these items are classified. The standard is effective for reporting periods beginning on or after January 1, 2027, including for interim financial statements. Retrospective application is required, and early application is permitted. The Company is currently assessing the effect of this new standard on its consolidated financial statements and will defer implementation until the effective date.

4. CRITICAL ACCOUNTING ESTIMATES AND SIGNIFICANT JUDGMENTS

In applying the Company's accounting policies, as described in Note 3 of the Company's annual consolidated financial statements for the year ended November 30, 2024, management is required to make judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. These 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, 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 critical accounting estimates and significant judgments made by management in the preparation of these condensed interim financial statements are consistent with those disclosed in Note 5 of the Company's annual consolidated financial statements for the year ended November 30, 2024.

5. CASH AND CASH EQUIVALENTS

The Company's cash and cash equivalents comprises approximately $199,000 (November 30, 2024 - $460,000) held in deposit accounts and $12.15 million (November 30, 2024 - $13.22 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)

6. PREPAID EXPENSES AND DEPOSITS

	February 28, 2025	November 30, 2024
Prepaid expenses	**$ 92,819**	$ 127,581
Prepaid exploration and evaluation expenses	**261,845**	67,543
Deposits	**39,134**	35,213
Total prepaid expenses and deposits	**$ 393,798**	$ 230,337

7. PROPERTY AND EQUIPMENT

	Computer equipment	Furniture & equipment	Leasehold improvements	Vehicles	ROU assets (Note 8(a))	Total
Cost						
Balance - November 30, 2023	$ 29,617	$ 22,127	$ 33,910	$ 144,547	$ 319,182	$ 549,383
Additions	9,100	-	-	-	54,262	63,362
Write-offs and disposals	(17,167)	-	-	-	-	(17,167)
Foreign exchange	-	389	-	4,555	5,610	10,554
Balance - November 30, 2024	**21,550**	**22,516**	**33,910**	**149,102**	**379,054**	**606,132**
Additions	**-**	**-**	**-**	**-**	**160,101**	**160,101**
Foreign exchange	**-**	**389**	**-**	**4,555**	**4,381**	**9,325**
Balance - February 28, 2025	**$ 21,550**	**$ 22,905**	**$ 33,910**	**$ 153,657**	**$ 543,536**	**$ 775,558**
Accumulated amortization						
Balance - November 30, 2023	$ 12,693	$ 15,043	$ 14,755	$ 54,012	$ 186,417	$ 282,920
Charge for the year	5,457	3,095	6,782	29,019	94,879	139,232
Write-offs and disposals	(9,811)	-	-	-	-	(9,811)
Foreign exchange	-	386	-	2,503	4,354	7,243
Balance - November 30, 2024	**8,339**	**18,524**	**21,537**	**85,534**	**285,650**	**419,584**
Charge for the period	**1,630**	**571**	**1,696**	**7,614**	**24,998**	**36,509**
Foreign exchange	**-**	**385**	**-**	**2,682**	**4,731**	**7,798**
Balance - February 28, 2025	**$ 9,969**	**$ 19,480**	**$ 23,233**	**$ 95,830**	**$ 315,379**	**$ 463,891**
Net book value - November 30, 2024	$ 13,211	$ 3,992	$ 12,373	$ 63,568	$ 93,404	$ 186,548
Net book value - February 28, 2025	**$ 11,581**	**$ 3,425**	**$ 10,677**	**$ 57,827**	**$ 228,157**	**$ 311,667**

8. LEASES

(a) Right-of-use-assets

At February 28, 2025, approximately $228,000 (November 30, 2024 - $93,000) 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 (Note 7). The Company's lease pertaining to its warehouse in Barstow, California expired on January 31, 2025, and was extended for an additional 36 months, resulting in an addition of approximately $160,000 to ROU assets in January 2025. ROU assets are depreciated on a straight-line basis over the shorter of the lease term and the useful life of the underlying assets.

(Stated in Canadian Dollars, unless otherwise noted)

	Office	Warehouse	Total
Right of use assets			
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 year	(43,803)	(51,076)	(94,879)
Foreign exchange	-	1,256	1,256
Net book value of ROU assets at November 30, 2024	83,958	9,446	93,404
Additions	**-**	**160,101**	**160,101**
Amortization charge for the period	**(10,951)**	**(14,048)**	**(24,999)**
Foreign exchange	**-**	**(349)**	**(350)**
Net book value of ROU assets at February 28, 2025	**$ 73,007**	**$ 155,150**	**$ 228,156**

(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, 2025, and was extended for an additional 36 months, resulting in an addition of approximately $160,101 to the Companies lease liability in January 2025. The Company recorded interest expense of $6,373 on lease liabilities for the three months ended February 28, 2025 (February 29, 2024 - $6,076). During the three months ended February 28, 2025, and February 29, 2024, the Company recorded $Nil related to short-term leases.

	February 28, 2025	November 30, 2024
Lease liability continuity		
Balance at beginning of period	**$ 113,421**	$ 155,679
Non-cash changes		
Additions	**160,101**	54,262
Accretion	**6,373**	23,863
Change in foreign exchange and other	**(319)**	1,174
Cash flows		
Principal payments	**(25,319)**	(97,694)
Interest payments	**(6,373)**	(23,863)
Total lease liabilities, end of period	**$ 247,884**	$ 113,421

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

	February 28, 2025	November 30, 2024
Maturity analysis - contractual undiscounted cash flows		
Less than one year	**$ 130,754**	$ 71,585
One to two years	**111,514**	57,246
Two to three years	**69,880**	-
Total undiscounted lease liabilities	**312,148**	128,831
Effect of discounting	**(64,264)**	(15,410)
Total lease liabilities	**$ 247,884**	$ 113,421
Current	**$ 93,569**	$ 59,987
Non-current	**$ 154,315**	$ 53,434

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 28, 2025, the Company had 242,193,729 common shares issued and outstanding (November 30, 2024 – 242,193,729.

(Stated in Canadian Dollars, unless otherwise noted)

(b) Shares issued during the three months ended February 28, 2025

No common shares were issued during the three months ended February 28, 2025.

(c) Shares issued during the year ended November 30, 2024

(i) Private placement

On November 8, 2024, the Company closed a non-brokered private placement (the "Private Placement"), issuing 67,500,000 common shares of the Company at a price of $0.20 per share for aggregate gross proceeds of $13,500,000. Total share issue costs associated with the Private Placement were $412,604, of which $16,954 was paid during the three months ended February 28, 2025.

(ii) Exercise of stock options

A total of 233,334 common shares were issued in during the year ended November 30, 2024, after 233,334 stock options were exercised at a price of $0.125 per share. Total proceeds of $29,167 were received by the Company in exchange for the common shares issued (Note 9(e)).

(d) Share purchase warrants

During the three months ended February 28, 2024, and year ended November 30, 2024, there were no share purchase warrants issued, exercised, or expired.

Details of the warrants outstanding as at February 28, 2025, are as follows:

Expiry Date	Note	Number of warrants outstanding		Weighted average exercise price ($ per warrant) as at February 28, 2025	Weighted average remaining contractual life (years) as at February 28, 2025
July 8, 2026	9(d)(i)	35,266,667	$	0.79	1.36
Total warrants outstanding		**35,266,667**	**$**	**0.79**	**1.36**

(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.

(e) Share-based payments

The Company has an Omnibus Incentive Plan (the "Plan") under which it is authorized to grant share purchase options, restricted share units ("RSUs") and deferred share units ("DSUs") to executive officers, 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.

On December 18, 2024, the Company granted a total of 8,200,000 stock options to directors, officers, employees and consultants of the Company. The newly granted options have a term of five (5) years and are exercisable at a price of $0.205 per common share and will vest over a 24-month period, with one third (1/3rd) of the new granted options vesting on the grant date, a further one-third (1/3rd) vesting after twelve (12) months, and the balance after 24 months.

On February 24, 2025, the Company announced that it had granted 300,000 stock options to one of its directors. The newly granted options have a term of five (5) years and are exercisable at a price of $0.255 per common share and will vest over a 24-month period, with one third (1/3rd) of the new granted options vesting on the grant date, a further one-third (1/3rd) vesting after twelve (12) months, and the balance after 24 months.

The weighted average fair value of the share purchase options granted during the three months ended February 28, 2025, was estimated to be $0.133 on the date of issuance using the Black-Scholes option pricing model with the following weighted average assumptions: risk-free interest rate of 3%, expected life of 3.5 years, annualized volatility of 95.41% and dividend yield of 0%.

(Stated in Canadian Dollars, unless otherwise noted)

Share-based payments expense for the three months ended February 28, 2025, is approximately $455,295 (February 29, 2024 - $7,549) 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.

The following table summarizes share purchase option activity for the three months ended February 28, 2025, and February 29, 2024:

	Three months ended February 28, 2025			Three months ended February 29, 2024		
	Number of stock options		**Weighted average exercise price ($ per share)**	Number of stock options		Weighted average exercise price ($ per share)
Outstanding, beginning of period	**7,400,000**	**$**	**0.46**	11,016,667	$	0.50
Granted	**8,500,000**		**0.207**	-		-
Forfeited/cancelled	**(133,333)**		**0.125**	(83,333)		0.13
Outstanding, end of period	**15,766,667**	**$**	**0.33**	10,933,334	$	0.50
Exercisable, end of period	**10,099,929**	**$**	**0.39**	9,933,334	$	0.54

The following table summarizes the share purchase options outstanding as at February 28, 2025:

	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	2,866,667	2.47	2,866,667	2.47
$0.205	8,200,000	4.81	2,733,263	4.81
$0.255	300,000	4.98	100,000	4.98
$0.33	1,100,000	0.18	1,100,000	0.18
$0.59	300,000	2.07	300,000	2.07
$0.71	600,000	1.69	600,000	1.69
$0.82	250,000	1.57	250,000	1.57
$0.86	2,150,000	1.19	2,150,000	1.19
	15,766,667	**3.35**	**10,099,929**	**2.52**

There have been no RSUs or DSUs granted as at February 28, 2025.

10. EXPLORATION AND EVALUATION EXPENSES

Exploration and evaluation expenses are summarized as follows:

	Three months ended February 28, 2025				Three months ended February 29, 2024			
	Calico Silver Project	**Cinco de Mayo Project**	**Other**	**Total**	Calico Silver Project	Cinco de Mayo Project	Other	Total
Salaries and benefits	**$ 39,931**	**$ 13,310**	**$ -**	**$ 53,241**	$ 102,598	$ -	$ -	$ 102,598
Share-based payments	**-**	**-**	**53,648**	**53,648**	-	-	(1,520)	(1,520)
Lab, assay & metallurgy	**3,649**	**-**	**-**	**3,649**	20,558	-	-	20,558
Permits, fees, licences and taxes	**31,243**	**198,466**	**-**	**229,709**	26,537	-	-	26,537
Acquisition costs and option payments	**178,850**	**-**	**-**	**178,850**	168,150	-	-	168,150
Exploration & geology	**-**	**8,744**	**-**	**8,744**	-	-	-	-
Resource development and technical reports	**23,667**	**31,227**	**-**	**54,894**	30,021	-	-	30,021
Community	**-**	**-**	**-**	**-**	9,184	-	-	9,184
General and administrative operational costs	**44,073**	**62,179**	**-**	**106,252**	5,303	-	-	5,303
Travel	**-**	**8,107**	**-**	**8,107**	-	-	-	-
Other	**9,064**	**1,000**	**-**	**10,064**	6,225	-	-	6,225
Total exploration and evaluation expenses	**$ 330,477**	**$ 323,033**	**$ 53,648**	**$ 707,158**	$ 368,576	$ -	$ (1,520)	$ 367,056

(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.

(i) The Waterloo Property

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 28, 2025, a total of five non-refundable option payments of US$100,000 have been made under the Strachan Agreement, all of which can be credited against the final purchase price, if exercised.

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 Athena Agreement 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%.

As of February 28, 2025, the Company has made a total of four non-refundable option payments of US$25,000 to Athena, under the terms of the Athena Agreement.

(b) Cinco de Mayo Project, Chihuahua, Mexico

On September 23, 2024, the Company announced that it had entered into an exploration, earn-in and option agreement (the "Option Agreement"), dated effective September 20, 2024, with MAG Silver Corp. ("MAG") (TSX:MAG) and its subsidiary, Minera Pozo Seco, S.A. de C.V. ("MPS"), pursuant to which the Company has the option (the "Transaction") to acquire Cinco de Mayo.

Cinco de Mayo comprises 29 concessions totalling approximately 25,000 hectares and is located in the north central part of Chihuahua, Mexico approximately 190 kilometres ("km") northwest of the state capital of Chihuahua City in the Municipio de Buenaventura. The Cinco de Mayo area is located immediately west of the village of Benito Juárez and for the purposes of exploration, benefits from excellent access via local dirt roads.

Pursuant to the terms of the Transaction, the Company has been granted an option (the "Option") to acquire all the outstanding share capital of 0890887 B.C. Ltd. ("NumberCo"), a wholly-owned subsidiary of MAG, which itself is the indirect controlling shareholder of MPS. MPS is the sole registered and beneficial owner of the mineral concessions comprising the Cinco de Mayo. In order to exercise the Option, the Company is required to obtain the necessary licensing to access and conduct mining activities at Cinco, and subsequently complete no less than 20,000 meters of exploratory drilling, all within a five-year period (the "Option Term"). Upon exercise of the Option, and subject to the final approval of the TSX-V, the Company will issue to MAG common shares (the "Consideration Shares") equivalent to 19.9% of the then issued and outstanding common shares of the Company, on a non-diluted basis.

During the Option Term, the Company will control all exploration and development activities at Cinco de Mayo and will be responsible for all expenses associated with maintaining the Cinco de Mayo Project in good standing. Following exercise of the Option, MAG will be granted certain rights allowing it to participate in subsequent equity interests to maintain its percentage ownership interest in the Company. The Consideration Shares will be subject to a four-month statutory hold period in accordance with applicable securities laws.

The Company is at arms-length from MAG and MPS, and no finders' fees or commissions are payable in connection with entering into the Option Agreement. In the event the Option is exercised, and Cinco de Mayo is acquired by the Company, a finders' fee equivalent to 3.5% of the value of the Consideration Shares is due and owing to an arms-length third-party who assisted in facilitating the Transaction. The finders' fee is payable in cash or common shares of the Company, or any combination, at the discretion of the Company, and subject to the approval of the TSX-V. In the event any portion of the finders' fee is payable in common shares of the Company, the shares will be issuable at an equivalent deemed price to the Consideration Shares.

At the time of entering into the Option Agreement, the Company evaluated its nature and concluded that it does not meet the definition of a financial instrument under IFRS 9. Accordingly, all costs related to the Option Agreement and the underlying Cinco de Mayo are treated as exploration and evaluation expenditures under IFRS 6. In line with the Company's accounting policy for IFRS 6, all such expenditures—including acquisition costs and option payments—are expensed as incurred. No costs are capitalized unless economically viable reserves have been identified and a formal decision to proceed with development has been made.

Under the Option Agreement, the Company has agreed to reimburse MAG for property maintenance related costs, including bi-annual concession payments for a minimum of two years from the effective date of the Option Agreement. The underlying costs are expected to be incurred in Mexican pesos, and the Company has estimated the value of the commitments as follows:

Less than one year	$	1,000,000
Between one and two years		630,000
	$	**1,630,000**

(Stated in Canadian Dollars, unless otherwise noted)

11. ADMINISTRATIVE EXPENSES

	Three months ended February 28, 2025	Three months ended February 29, 2024
Salaries and benefits	$ **213,823**	$ 161,349
Directors fees	**50,208**	56,250
Share-based payments	**401,647**	9,069
Office and administration	**21,449**	18,375
Investor relations and marketing	**93,340**	6,902
Professional fees	**6,906**	-
Transfer agent and filing fees	**17,400**	2,793
Insurance	**9,261**	10,406
Accounting, audit and tax compliance	**19,545**	15,859
Business development	**1,010**	180
Travel	**4,409**	2,066
Other	**810**	272
Total administrative expenses	$ **839,808**	$ 283,521

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 28, 2025, and February 29, 2024, 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 28, 2025, and February 29, 2024, were as follows:

	Three months ended February 28, 2025	Three months ended February 28, 2024
Salaries, benefits and consulting fees *(i)*	$ **171,774**	$ 187,056
Director fees	**50,208**	56,250
Share-based payments *(ii)*	**229,972**	10,227
Total key management compensation	$ **451,954**	$ 253,533

(i) $Nil salaries, benefits and consulting fees are allocated to exploration and evaluation expenses for the three months ended February 28, 2025 (February 29, 2024 - $37,000).

(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 28, 2025 and February 29, 2024.

At February 28, 2025, approximately $6,000 (November 30, 2024 - $24,000) was owed to directors and officers of the Company relating to unpaid director fees, consulting fees, and expense reimbursements.

13. SEGMENTED INFORMATION

The Company currently operates in three geographically based industry segments: Canada, the United States, and Mexico. The Company's head office is in Vancouver, Canada. The reported loss from operations for the three months ended February 28, 2025, and February 29, 2024, respectively in each segment is as follows:

	Three months ended February 28, 2025				Three months ended February 29, 2024			
	USA	**Canada**	**Mexico**	**Total**	USA	Canada	Mexico	Total
E&E expenses	$ **330,477**	$ **53,648**	$ **323,033**	$ **707,158**	$ 368,576	$ (1,520)	$ -	$ 367,056
Administrative expenses	**10,999**	**828,809**	**-**	**839,808**	10,650	272,871	-	283,521
Depreciation	**21,743**	**14,766**	**-**	**36,509**	17,213	14,555	-	31,768
Loss from operations	$ **363,219**	$ **897,223**	$ **323,033**	$ **1,583,475**	$ 396,439	$ 285,906	$ -	$ 682,345

(Stated in Canadian Dollars, unless otherwise noted)

The Company's non-current assets at February 28, 2025, and November 30, 2024, were located in Canada, the United States, and Mexico, as follows:

	February 28, 2025				November 30, 2024			
	USA	**Canada**	**Mexico**	**Total**	USA	Canada	Mexico	Total
Property and equipment	**$ 212,984**	**$ 98,683**	**$ -**	**$ 311,667**	$ 73,099	$ 113,449	$ -	$ 186,548
Non-current assets	**$ 212,984**	**$ 98,683**	**$ -**	**$ 311,667**	$ 73,099	$ 113,449	$ -	$ 186,548

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 28, 2025	November 30, 2024
Financial assets		
Cash and cash equivalents	**$ 12,349,850**	$ 13,684,047
Receivables	**10,237**	-
Deposits	**39,134**	35,213
Total financial assets	**$ 12,399,221**	$ 13,719,260
Financial liabilities		
Accounts payable and accrued liabilities	**$ 154,515**	$ 290,901
Lease liabilities	**247,888**	$ 113,421
Total financial liabilities	**$ 402,403**	$ 404,322

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, receivables, deposits, accounts payable and accrued liabilities and lease liabilities approximate their fair value because of the short-term nature of these instruments.

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 primarily consist of a GST receivable for input tax credits from the Government of Canada. The Company has been successful in recovering input tax credits and receivables from the Government of Canada 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 November 30, 2024, the Company had a cash balance of approximately $12.35 million (November 30, 2024 - $13.68 million) to settle current liabilities of approximately $248,000 (November 30, 2024 - $351,000). 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. Moving forward, 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 28, 2025, the Company held approximately $12.15 million (November 30, 2024 - $13.22 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 and Mexican pesos. As the exchange rates between the Canadian dollar, US dollar and Mexican peso 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 and Mexian pesos, all of 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 28, 2025.

(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. SUPPLEMENTAL CASH FLOW INFORMATION

During the three months ended February 28, 2025, the Company recognized right-of-use-assets of $160,101 (February 29, 2024 - $54,262) and corresponding lease liabilities under IFRS 16, which were non-cash transactions and excluded from the statement of cash flows.

During the three months ended February 28, 2025, the Company paid income tax of $Nil (February 29, 2024 - $Nil).

16. 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 by 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.