OREX MINERALS INC.

Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the year ended April 30, 2024

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Orex Minerals Inc.

Opinion

We have audited the accompanying consolidated financial statements of Orex Minerals Inc. (the "Company"), which comprise the consolidated statements of financial position as at April 30, 2024 and 2023, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at April 30, 2024 and 2023, and its financial performance and its cash flows for the years then ended, in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the consolidated financial statements, which indicates that the Company incurred a net loss of $1,873,627 during the year ended April 30, 2024 and, as of that date, the Company's accumulated losses is $42,138,495. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our auditor's report.

Assessment of Impairment Indicators of Investment in Associates

As described in Note 6 to the consolidated financial statements, the carrying amount of the Company's investment in associates was $3,146,646 as of April 30, 2024. As more fully described in Note 2 and 3 to the consolidated financial statements, management assesses for indicators of impairment for investment in associates at the end of each reporting period or whenever events or changes in circumstances indicate the carrying values may not be fully recoverable.

The principal considerations for our determination that the assessment of impairment indicators of the investment in associates is a key audit matter is that there was judgment made by management when assessing whether there were indicators of impairment, specifically relating to the assets' carrying amount which is impacted by the Company's intent and ability to continue to explore and evaluate these assets held by the associates. This in turn led to a high degree of auditor judgment, subjectivity, and effort in performing procedures to evaluate audit evidence relating to the judgments made by management in their assessment of indicators of impairment that could give rise to the requirement to prepare an estimate of the recoverable amount of the investment in associate.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures include, among others:

- Evaluating management's assessment of impairment indicators in accordance with the applicable accounting standards.
- Assessing the intent for the exploration and evaluation assets held by the associates, through discussion and communication with management.
- Reviewing the Company's recent expenditure activity.
- On a test basis, verifying title to ensure mineral rights underlying the exploration and evaluation assets held by the associate, are in good standing.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor’s report is Carmen Newnham.

Davidson & Company LLP

Vancouver, Canada | Chartered Professional Accountants

August 27, 2024

OREX MINERALS INC.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
As at

		April 30, 2024		April 30, 2023
ASSETS				
Current				
Cash	$	27,907	$	1,126,141
Receivables		29,303		98,971
Prepaid expenses and deposits		6,132		30,024
		63,342		1,255,136
Equipment (Note 4)		8,972		11,963
Deposits		25,000		25,000
Investment in associates (Note 6)		3,146,646		3,149,490
IVA receivable		222,075		165,593
Exploration and evaluation assets (Note 5)		1		1
	$	3,466,036	$	4,607,183
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current				
Accounts payable and accrued liabilities	$	523,480	$	83,423
Shareholders' equity				
Share capital (Note 7)		37,723,754		37,552,572
Reserves (Note 7)		6,808,422		6,808,422
Accumulated other comprehensive income		548,875		427,634
Deficit		(42,138,495)		(40,264,868)
		2,942,556		4,523,760
	$	3,466,036	$	4,607,183

Nature and continuance of operations (Note 1)
Subsequent event (Note 14)

Approved and authorized by the board on August 27, 2024

/s/ Bernard H. Whiting	Director	*/s/Stephen Cope*	Director
Bernard H. Whiting		Stephen Cope	

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

OREX MINERALS INC.
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

		2024		2023
EXPLORATION EXPENSES				
Geological (Note 10)	$	242,325	$	355,166
General exploration		341,953		318,261
		584,278		673,427
GENERAL EXPENSES				
Consulting fees		22,000		28,000
Depreciation (Note 4)		2,991		3,987
Investor relations		190,449		262,221
Management fees (Note 10)		412,800		479,551
Office and administrative		269,251		312,865
Professional fees		87,895		46,198
Rent		19,200		19,200
Transfer agent and filing fees		57,448		48,656
		1,062,034		1,200,678
		(1,646,312)		(1,874,105)
Dilution gain on investment in associate (Note 6)		8,588		-
Equity loss in associated companies (Note 6)		(273,984)		(560,540)
Foreign exchange gain		28,585		59,425
Interest income		9,496		44,097
		(227,315)		(457,018)
Loss for the year		(1,873,627)		(2,331,123)
Equity investment – foreign currency translation (Note 6)		121,241		322,803
Comprehensive loss for the year	$	(1,752,386)	$	(2,008,320)
Basic and diluted loss per common share	$	(0.10)	$	(0.12)
Weighted average number of common shares outstanding – basic and diluted		19,181,609		18,739,806

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

OREX MINERALS INC.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)

	Common Shares	Share Capital	Reserves	Accumulated other comprehensive income	Deficit	Total Shareholders' Equity
Balance, April 30, 2022	**18,739,806**	**$ 37,552,572**	**$ 6,808,422**	**$ 104,831**	**$ (37,933,745)**	**$ 6,532,080**
Comprehensive loss for the year	-	-	-	322,803	(2,331,123)	(2,008,320)
Balance, April 30, 2023	**18,739,806**	**37,552,572**	**6,808,422**	**427,634**	**(40,264,868)**	**4,523,760**
Issuance of common shares	1,225,000	183,750	-	-	-	183,750
Share issuance costs	-	(12,568)	-	-	-	(12,568)
Comprehensive loss for the year	-	-	-	121,241	(1,873,627)	(1,752,386)
Balance, April 30, 2024	**19,964,806**	**$ 37,723,754**	**$ 6,808,422**	**$ 548,875**	**$ (42,138,495)**	**$ 2,942,556**

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

OREX MINERALS INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

		2024		2023
CASH FLOWS FROM OPERATING ACTIVITIES				
Loss for the year	$	(1,873,627)	$	(2,331,123)
Items not affecting cash:				
Depreciation		2,991		3,987
Dilution gain on investment in associate		(8,588)		
Equity loss in associated companies		273,984		560,540
Changes in non-cash working capital items:				
Receivables		69,668		43,266
Prepaid expenses		23,892		8,517
IVA receivable		(56,482)		(53,337)
Accounts payable and accrued liabilities		440,057		11,055
Cash used in operating activities		(1,128,105)		(1,757,095)
CASH FLOWS FROM INVESTING ACTIVITIES				
Equity investments		(141,311)		(419,060)
Cash used in investing activities		(141,311)		(419,060)
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from private placement, net share issuance costs		171,182		-
Cash from financing activities		171,182		-
Change in cash during the year		(1,098,234)		(2,176,155)
Cash, beginning of year		1,126,141		3,302,296
Cash, end of year	$	27,907	$	1,126,141

Supplemental disclosure with respect to cash flows (Note 9)

1. NATURE AND CONTINUANCE OF OPERATIONS

Orex Minerals Inc. (the "Company") was incorporated under the laws of the Province of British Columbia, Canada on April 25, 1996. The Company's principal business activities include the acquisition and exploration of mineral properties in Mexico, and Canada.

The head office of the Company is located at Suite 300 - 1055 West Hastings Street, Vancouver, BC, Canada, V6E 2E9. The registered address and records office of the Company is located at Suite 1700, Park Place, 666 Burrard Street, Vancouver, BC, Canada V6C 2X8.

The Company's financial statements and those of its controlled subsidiaries ("consolidated financial statements") are presented in Canadian dollars.

The Company is in the process of exploring and evaluating its resource properties and has not yet determined whether any of its properties contain ore reserves that are economically recoverable. The amounts shown for exploration and evaluation assets do not necessarily represent present or future values.

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The Company has incurred losses from inception and does not currently have the financial resources to sustain operations in the long-term. While the Company has been successful in obtaining its required funding in the past, there is no assurance that such future financing will be available or be available on favourable terms. The Company had incurred a loss of $1,873,627 for the year ended April 30, 2024 and accumulated losses of $42,138,495 as of April 30, 2024. These events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

On September 27, 2023, the Company consolidated its outstanding share capital on the basis of ten (10) pre-consolidated shares for one (1) post-consolidation share. All share amounts have been adjusted to reflect the consolidation. The exercise price and number of common shares issuable upon the exercise of the Company's outstanding options are proportionally adjusted also.

These consolidated financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations. Continued operations of the Company are dependent on the Company's ability to receive financial support, necessary financings, or generate profitable operations in the future.

2. BASIS OF PREPARATION

These consolidated financial statements, including comparatives, have been prepared using accounting policies consistent with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB").

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments measured at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

2. BASIS OF PREPARATION (cont'd...)

Critical accounting estimates and judgements

The preparation of these consolidated financial statements in accordance with IFRS Accounting Standards requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation 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, relate to, but are not limited to, the following:

a) The determination of an investments in an associate as an equity investment requires judgement as to whether the Company has significant influence over the strategic financial and operating decisions relating to the activity of the investee.

b) The carrying value and the recoverability of investment in associates, which are included in the statements of financial position. At every reporting period, management assesses the potential impairment which involves assessing whether or not facts or circumstances exist that suggest amounts exceeds the recoverable amounts.

c) The functional currency of the equity investments is considered to be the Mexican Peso. The investments are controlled by a Mexican parent company and expenditures are primarily in the local currency.

3. MATERIAL ACCOUNTING POLICY INFORMATION

Principles of consolidation

These consolidated financial statements include the accounts of the Company and its controlled subsidiaries (Note 10). Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. All significant intercompany balances and transactions have been eliminated upon consolidation.

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd...)

Exploration and evaluation assets

The Company is currently in the exploration stage with all its mineral interests. Exploration and evaluation costs include the costs of acquiring concessions, and the fair value, upon acquisition, of mineral properties acquired in a business combination. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Exploration and evaluation expenditures are expensed in the period they are incurred except for expenditures associated with the acquisition of exploration and evaluation assets through a business combination or an asset acquisition. Significant property acquisition costs are capitalized only to the extent that such costs can be directly attributed to an area of interest where it is considered likely to be recoverable by future exploitation or sale.

Equipment

Equipment is recorded at cost less depreciation, and any impairments and is depreciated over its estimated useful life using the declining balance method at a rate of 25% per annum. Cost comprises the fair value of consideration given to acquire or construct an asset and includes the direct charges associated with bringing the asset to the location and condition necessary for putting it into use. When parts of equipment have different useful lives, they are accounted for as separate items (major components) of equipment. The cost of major overhauls of parts of equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of equipment are recognized in profit or loss as incurred.

Impairment

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd...)

Provision for environmental rehabilitation

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of exploration and evaluation assets and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future rehabilitation cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to the related assets along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as the related assets.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related assets with a corresponding entry to the rehabilitation provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates.

Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit or loss for the period. The Company has no material restoration, rehabilitation or environmental obligations as the disturbance to date is limited.

Financial instruments

The details of IFRS 9, Financial Instruments are set out below.

a) Classification and measurement of financial assets and liabilities

A financial asset is classified as measured at: amortized cost, fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). The classification of financial assets depends on the purpose for which the financial assets were acquired. The Company's financial assets, consists of cash and receivables classified at amortized cost. Financial assets at amortized cost are initially recognized at fair value and subsequently carried at amortized cost less any impairment. They are classified as current assets or non-current assets based on their maturity date.

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss: This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized through profit or loss.

Amortized cost: This category includes accounts payable and accrued liabilities which is recognized at amortized cost.

b) Impairment of financial assets

An 'expected credit loss' (ECL) model applies to financial assets measured at amortized cost, contract assets and debt investments at FVOCI, but not to investments in equity instruments. The Company's financial assets are measured at amortized cost and subject to the ECL model.

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd...)

Foreign exchange

The functional currency is the currency of the primary economic environment in which the entity operates and has been determined for each entity within the Company. The functional currency for all entities within the corporate entity is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, *The Effects of Changes in Foreign Exchange Rates*.

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, the monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange at the statement of financial position date while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in profit or loss.

On inclusion of an equity investment with a functional currency other than the Canadian dollar, the assets and liabilities are translated into Canadian dollars using the period-end rate and the operations and cash flows translated using the average rates of exchange. Exchange adjustments arising when the opening net assets and the profit or loss are translated into Canadian dollars are taken into a separate component of equity and reported in other comprehensive income or loss.

Share capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares and options are classified as equity instruments. Incremental costs directly attributable to the issuance of new shares are shown in equity as a deduction from the proceeds.

Equity financing transactions may involve issuance of common shares or units. A unit comprises of a certain number of common shares and a certain number of share purchase warrants. Depending on the terms and conditions of each equity financing agreement, the warrants are exercisable into additional common shares prior to expiry at a price stipulated by the agreement. Warrants that are part of units are assigned value based on the residual value method and included in share capital with the common shares that were concurrently issued.

Share-based payments

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants.

The fair value of stock options granted to directors, officers, employees and consultants is measured on the date of grant, using the Black-Scholes option pricing model, and is recognized over the vesting period as expense, with a corresponding increase in reserves. Consideration paid for the shares on the exercise of stock options is credited to share capital.

In situations where equity instruments are issued to non-employees and some or all the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payments. Otherwise, share-based payments are measured at the fair value of goods or services received.

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd...)

Investment in associate

Associated companies over which the Company has significant influence are accounted for using the equity basis of accounting, whereby the investment is initially recorded at cost, adjusted to recognize the Company's share of earnings or losses and reduced by dividends received. The Company assesses its equity investments for impairment if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the equity investment and that the event or events has an impact on the estimated future cash flow of the investment that can be reliably estimated.

Objective evidence of impairment of equity investment includes:

- Significant financial difficulty of the associated companies;
- Becoming probable that the associated companies will enter bankruptcy or other financial reorganization; or
- National or local economic conditions that correlate with defaults of the associated companies.

Income (loss) per share

Basic income (loss) per share is calculated using the weighted average number of common shares outstanding during the period.

The Company recognizes the dilutive effect on income or loss per share based on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the period. For the periods presented, this calculation proved to be anti-dilutive.

Income taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded by providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, it does not recognize the asset.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd...)

Leases

At inception of a contract, the Company assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Leases of right-of-use assets are recognized at the lease commencement date at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined, and otherwise at the Company's incremental borrowing rate. At the commencement date, a right-of-use asset is measured at cost, which is comprised of the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any decommissioning and restoration costs, less any lease incentives received.

Each lease payment is allocated between repayment of the lease principal and interest. Interest on the lease liability in each period during the lease term is allocated to produce a constant periodic rate of interest on the remaining balance of the lease liability. Except where the costs are included in the carrying amount of another asset, the Company recognizes in profit or loss (a) the interest on a lease liability and (b) variable lease payments not included in the measurement of a lease liability in the period in which the event or condition that triggers those payments occurs. The Company subsequently measures a right-of-use asset at cost less any accumulated depreciation and any accumulated impairment losses; and adjusted for any remeasurement of the lease liability. Right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term, except where the lease contains a bargain purchase option a right-of-use asset is depreciated over the asset's useful life.

The Company has elected not to recognize the right-of-use assets and lease liabilities for short-term leases that have a lease term of twelve months or less, or for leases of low value. The payments for such leases are recognized in the statements of loss and comprehensive loss on a straight-line basis over the lease term. For the year ended April 30, 2024, rent expense of $19,200 (2023 - $19,200) and rent in general exploration of $19,363 (2023 - $16,141) has been incurred.

Accounting standards adopted by the Company

The following amendments have been effective for annual reporting periods beginning on or after January 1, 2023:

Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) – the amendments require that an entity discloses its material accounting policies, instead of its significant accounting policies. Further amendments explain how an entity can identify a material accounting policy.

Definition of Accounting Estimates (Amendments to IAS 8) – the amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The amendments clarify that a change in accounting estimate that results from new information or new developments is not the correction of an error.

The Company concludes that the effect of such amendments did not have a material impact and therefore did not record any adjustments to the consolidated financial statements.

(Expressed in Canadian Dollars)

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd...)

New accounting standards issued and not yet effective

In January 2020, the IASB issued amendments to IAS 1, Presentation of Financial Statements, to provide a more general approach to the presentation of liabilities as current or non-current based on contractual arrangements in place at the reporting date.

These amendments:
- specify that the rights and conditions existing at the end of the reporting period are relevant in determining whether the Company has a right to defer settlement of a liability by at least twelve months;
- provide that management's expectations are not a relevant consideration as to whether the Company will exercise its rights to defer settlement of a liability; and
- clarify when a liability is considered settled.

On October 31, 2022, the IASB issued a deferral of the effective date for the new guidance by one year to annual reporting periods beginning on or after January 1, 2024 and is to be applied retrospectively. The Company has not yet determined the impact of these amendments on its consolidated financial statements.

IFRS 18 Presentation and Disclosure in Financial Statements, which will replace IAS 1, Presentation of Financial Statements aims to improve how companies communicate in their financial statements, with a focus on information about financial performance in the statement of profit or loss, in particular additional defined subtotals, disclosures about management-defined performance measures and new principles for aggregation and disaggregation of information. IFRS 18 is accompanied by limited amendments to the requirements in IAS 7 Statement of Cash Flows. IFRS 18 is effective from January 1, 2027. Companies are permitted to apply IFRS 18 before that date.

The Company has not yet determined the impact of these amendments on its consolidated financial statements.

4. EQUIPMENT

Cost		**Field equipment**
Balance, as at April 30, 2023 and April 30, 2024	$	92,625
Accumulated depreciation		
Balance, as at April 30, 2022	$	(76,675)
Additions		(3,987)
Balance, as at April 30, 2023		(80,662)
Additions		(2,991)
Balance, as at April 30, 2024	$	(83,653)
Net book value		
Balance, as at April 30, 2023	$	11,963
Balance, as at April 30, 2024	$	8,972

5. EXPLORATION AND EVALUATION ASSETS

	Jumping Josephine, Canada	Total
Balance, as at April 30, 2023 and April 30, 2024	$ 1	$ 1

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain
claims as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties is in good standing.

Jumping Josephine, Canada

The Company owns 100% interest in the Jumping Josephine Property, located in the West Kootenay Mining District of British Columbia, Canada.

There are no current or future planned exploration activities on the Jumping Josephine Property. Accordingly, the Company reduced the carrying value of the Property to $1 in a prior fiscal year.

(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS (cont'd…)

Valenciana, Mexico

On February 13, 2024, the Company entered into an option agreement with Exploraciones El Cairo S.R.L. de C.V. ("**EEC**"), a Mexican registered private company, to acquire 100% of the Valenciana Gold-Silver Project in Zacatecas State, Mexico. Mineral concession taxes have been paid, including the January and July 2024 installments. Under the terms of the agreement, the Company is required to make the option payments below and can terminate the option agreement with 30 days written notice if they choose to stop the payments.

a) On signing: pay USD $15,000

b) 6 months after signing: USD $10,000

c) 12 months after signing: USD $35,000

d) 18 months after signing: USD $15,000

e) 24 months after signing: USD $15,000

f) 30 months after signing: USD $20,000

g) 36 months after signing: USD $20,000

h) Thereafter US$25,000 is to be paid every 6 months.

The Company and EEC have agreed to defer the USD $15,000 due on signing and the USD $10,000 due 6 months after signing due to delays in the registration process of the agreement in Mexico. The option agreement is still in good standing.

6. INVESTMENT IN ASSOCIATES

		Exploracions y Desarrollos Mineros Coneto S.A.P.I de C.V.		Empresa Minera Sandra-Escobar, S.A. De C.V.		Total
Net investment, opening	$	2,349,290	$	800,200	$	3,149,490
Additional investment		141,311		-		141,311
Equity loss for the year		(208,771)		(65,213)		(273,984)
Dilution gain on investment in associate		8,588				8,588
Other comprehensive income - currency translation		60,488		60,753		121,241
Net investment, closing	$	2,350,906	$	795,740	$	3,146,646

6. INVESTMENT IN ASSOCIATES (cont'd…)

Exploracions y Desarrollos Mineros Coneto S.A.P.I de C.V ("EDMC")

During the year ended April 30, 2017, the Company and Fresnillo, pursuant to za definitive agreement contributed their respective Coneto mining concessions to a new company, EDMC by way of merger. The ownership of EDMC is 56% Fresnillo, 44% by the Company (2023 – 55% Fresnillo, 45% by the Company). Under the terms of the agreement:

a) Fresnillo has the right to increase its ownership of EDMC to 70% by either completing a prefeasibility study or spending up to an additional US$21,000,000 in the process of preparing a prefeasibility study. If Fresnillo chooses to not exercise the right to increase its ownership of EDMC to 70%, the costs incurred to complete a prefeasibility study will be shared by Fresnillo and the Company in proportion to their ownership of EDMC; 56% by Fresnillo and 44% by the Company.

b) Any additional funding required by EDMC will be provided by the Company and Fresnillo in proportion to their respective ownership interests in EDMC at that time.

c) Fresnillo will have a right of first refusal to acquire the Company's ownership interest in EDMC if the Company receives an offer for its interest in EDMC that it proposes to accept.

d) During the life of the association agreement, in the event that the Company, or any of its subsidiaries, enters into a transaction to acquire an interest in any additional mineral properties in Mexico and then later decides to sell or option out that interest to a third party, Fresnillo will have a right of first refusal to participate in such transaction on the same terms and conditions as offered to the third party.

In February 2024, the Company chose to not make its contribution to the joint project and the Company's ownership was diluted from 45% to 44%.

The Company has a minority position on the technical committee and board of directors of EDMC, and does not control operational decisions. The Company's judgement is that it has significant influence, but not control and accordingly equity accounting is appropriate.

(Expressed in Canadian Dollars)

6. INVESTMENT IN ASSOCIATES (cont'd…)

Exploracions y Desarrollos Mineros Coneto S.A.P.I de C.V (cont'd…)

As at April 30, 2024 and April 30, 2023, EDMC's aggregate assets, aggregate liabilities and net losses are as follows:

		April 30, 2024		April 30, 2023
Current assets	$	112,477	$	106,009
Non-current assets		2,056,641		1,927,121
Current liabilities		(28,705)		(2,674)
Net assets		2,140,413		2,030,456
The Company's ownership %		44.08%		45%
The Company's share of net assets	$	943,494	$	913,705

		April 30, 2024		April 30, 2023
Loss for the year	$	(464,252)	$	(302,570)
Other comprehensive income – currency translation		135,763		346,330
Total comprehensive income (loss)		(328,489)		43,760
The Company's ownership %		44.08%		45%
The Company's share of comprehensive income (loss)	$	(148,283)	$	19,692

		April 30, 2024		April 30, 2023
Net investment, opening	$	2,349,290	$	2,241,638
Additional investment		141,311		87,960
Equity loss for the year		(208,771)		(136,157)
Dilution gain on investment in associate		8,588		-
Other comprehensive income - currency translation		60,448		155,849
Net investment, closing	$	2,350,906	$	2,349,290

(Expressed in Canadian Dollars)

6. INVESTMENT IN ASSOCIATES (cont'd…)

Empresa Minera Sandra-Escobar, S.A. De C.V

On March 1, 2021, the Company and Pan American, pursuant to a definitive agreement contributed their respective Sandra Property mining concessions to a new company. The ownership of EMSE is 60% Plata Pan Americana S.A. De C.V., a wholly owned subsidiary of Pan American, 40% by the Company. Pan American and the Company will make their proportionate share of contributions. The Company is the operator.

The Company has a minority position on the technical committee and board of directors of EMSE and does not control operational decisions. The Company's judgement is that it has significant influence, but not control and accordingly equity accounting is appropriate.

As at April 30, 2024 and April 30, 2023, EMSE's aggregate assets, aggregate liabilities and net losses are as follows:

		April 30, 2024		April 30, 2023
Current assets	$	235,261	$	361,606
Non-current assets		2,097,708		1,967,026
Current liabilities		(21,698)		(6,210)
Net assets		2,311,271		2,322,422
The Company's ownership %		40%		40%
The Company's share of net assets	$	924,508	$	928,969

		April 30, 2024		April 30, 2023
Loss for the year	$	(163,034)	$	(1,060,958)
Other comprehensive income – currency translation		151,883		417,385
Total comprehensive loss		(11,151)		(643,573)
The Company's ownership %		40%		40%
The Company's share of comprehensive loss	$	(4,460)	$	(257,429)

		April 30, 2024		April 30, 2023
Net investment, opening	$	800,200	$	726,529
Additional investment		-		331,100
Equity loss for the year		(65,213)		(424,383)
Other comprehensive income - currency translation		60,753		166,954
Net investment, closing	$	795,740	$	800,200

(Expressed in Canadian Dollars)

7. SHARE CAPITAL AND RESERVES

Authorized

Unlimited number of common shares without par value.

Share issuances

As at April 30, 2024, there were 19,964,806 common shares issued and outstanding. On September 27, 2023, the Company consolidated its outstanding share capital on the basis of ten (10) pre-consolidated shares for one (1) post-consolidation share.

The Company completed a private placement on December 20, 2023 and raised gross proceeds of $183,750 through the sale of 1,225,000 units at a price of $0.15 per unit. Each unit consists of one common share of the Company and one share purchase warrant. Each warrant is exercisable into one common share of the Company at a price of $0.25 per share for a period of two years. In connection with the issuance, cash finders' fees of $6,750 were paid and $5,818 of legal, regulatory, and filing fees were paid.

Stock options and warrants

The Company has a plan to grant stock options to directors, officers, employees and consultants of the Company. Under the plan, the Board of Directors has the discretion to issue the equivalent of up to 10% of the issued and outstanding shares of the Company from time to time. Stock options are generally for a term of up to five years from the date granted and are exercisable at a price that is not less than the market price on the date granted.

Vesting terms are determined at the discretion of the board of directors. Options issued to consultants providing investor relations services must vest in stages over a minimum of 12 months with no more than one-quarter of the options vesting in any three-month period.

Stock option and share purchase warrant transactions are summarized as follows:

	Warrants			Stock options		
	Number of Shares		Weighted Average Exercise Price	Number of Shares		Weighted Average Exercise Price
Outstanding, April 30, 2022	3,255,833	$	2.00	1,240,000	$	1.30
Expired	(3,255,833)		2.00	(195,000)		1.70
Forfeited	-		-	(132,500)		1.26
Outstanding, April 30, 2023	-		-	912,500		1.23
Granted	1,225,000		0.25			
Expired	-		-	(65,000)		1.00
Outstanding, April 30, 2024	1,225,000	$	0.25	847,500	$	1.24
Exercisable, April 30, 2024	1,225,000	$	0.25	847,500	$	1.24

(Expressed in Canadian Dollars)

7. SHARE CAPITAL AND RESERVES (cont'd…)

Stock options and warrants (cont'd…)

The following stock options to acquire common shares of the Company were outstanding at April 30, 2024:

Number of Shares	Exercise Price	Expiry Date
Options		
247,500	$1.00	December 19, 2024
295,000	1.70	January 28, 2026
305,000	1.00	December 22, 2026
847,500		

The following warrants to acquire common shares of the Company were outstanding at April 30, 2024:

Number of Warrants	Exercise Price	Expiry Date
1,225,000	$0.25	December 20, 2025
1,225,000		

8. CAPITAL MANAGEMENT

The Company defines its capital as shareholders' equity. The Board of Directors does not establish quantitative return on capital criteria for management due to the nature of the Company's business. The Company has in the past invested its capital in liquid investments to obtain adequate returns. The investment decision is based on cash management to ensure working capital is available to meet the Company's short-term obligations while maximizing liquidity and returns on unused capital. The Company does not pay dividends. The Company is not subject to any externally imposed capital requirements.

The Company raises capital to fund its corporate and exploration costs and other obligations through the sale of its common shares or units consisting of common shares and warrants in order to operate its business and safeguard its ability to continue as a going concern. Although the Company has been successful at raising funds in the past through issuance of share capital, it is uncertain whether it will continue this financing due to uncertain economic conditions. There have been no changes to the Company's approach to capital management during the year.

9. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Significant non-cash transactions during the year ended April 30, 2024:

a) Other comprehensive gain – currency translation of $121,241

Significant non-cash transactions during the year ended April 30, 2023:

a) Other comprehensive gain – currency translation $322,803

(Expressed in Canadian Dollars)

10. RELATED PARTY TRANSACTIONS

The consolidated financial statements include the financial statements of Orex Minerals Inc. and its subsidiaries listed in the following table:

Name of Subsidiary	Country of Incorporation	Proportion of Ownership Interest	Principal Activity
OVI Exploration de Mexico S.A. de C.V.	Mexico	100%	Mineral exploration
Servicios Mineros Orex Silver S.A. de C.V.	Mexico	100%	Mineral exploration
Astral Mining Corporation	Canada	100%	Mineral exploration
Astral Mining S.A. de C.V.	Mexico	100%	Mineral exploration

During the year ended April 30, 2024, the Company entered into the following transactions with related parties, directors and key management personnel. Key management personnel are individuals responsible for planning, directing and controlling the activities of the Company and include all directors and officers.

Compensation paid or payable to key management personnel for services rendered are as follows:

	Year Ended April 30, 2024	Year Ended April 30, 2023
Management fees	$ 412,800	$ 479,551
Geological consulting fees	139,200	162,117
Total	$ 552,000	$ 641,668

Included in accounts payable and accrued liabilities as at April 30, 2024 is $265,739 (April 30, 2023 - $1,709) due to directors or officers or companies controlled by directors.

During the year ended April 30, 2024, the Company received consulting fees from a related party company controlled by common directors for $10,033 (2023 - $72,241).

11. FINANCIAL AND CAPITAL RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are described below.

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).

11. FINANCIAL AND CAPITAL RISK MANAGEMENT (cont'd…)

Fair value of financial instruments

The Company has various financial instruments including cash, receivables, accounts payable and accrued liabilities. The carrying values of receivables and accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of these financial instruments.

Concentrations of business risk

The Company maintains a majority of its cash with a major Canadian financial institution and the remainder of its cash with a major Mexican financial institution. Deposits held with these institutions may exceed the amount of insurance provided on such deposits.

As the Company operates in an international environment, some of the Company's transactions are denominated in currencies other than the Canadian dollar. Fluctuations in the exchange rates between these currencies and the Canadian dollar could have a material effect on the Company's business, financial condition and results of operations. The Company does not engage in any hedging activity.

Credit risk

The Company is exposed to credit risk only with respect to uncertainties as to timing and amount of collectability of receivables. The Company believes its credit risk is low because its receivables are primarily comprised of input value-added tax (IVA) and goods and services tax (GST), which are recoverable from the governing body in Mexico and Canada, respectively. As the Company's exploration operations are conducted in Mexico and Canada, the Company's operations are also subject to the economic risks associated with these countries.

Liquidity risk

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

Accounts payable and accrued liabilities are due within the current operating period. The Company is exposed to liquidity risk.

Foreign exchange risk

A portion of the Company's operational transactions are originally or effectively denominated in US dollars. As well, because the Company's operations are in Mexico, some costs are denominated in Mexican Pesos. Accordingly, the results of the Company's operations and comprehensive loss as stated in Canadian dollars will be impacted by exchange rate fluctuations. The Company does not hedge its exposures to movements in the exchange rates at this time.

The Company's exposure to foreign currency risk is on its cash, receivables, accounts payable and accrued liabilities. At April 30, 2024, a hypothetical change of 10% in the foreign exchange rate between the Canadian dollar and US dollar would have an effect of $1,200 on loss and comprehensive loss; a hypothetical change of 10% in the foreign exchange rate between the Canadian dollar and the Mexican Peso would have an effect of $20,600 on loss and comprehensive loss.

(Expressed in Canadian Dollars)

11. FINANCIAL AND CAPITAL RISK MANAGEMENT (cont'd…)

Interest rate risk

The Company limits its exposure to interest rate risk by holding cash deposits at major Canadian financial institutions and accordingly is not subject to significant interest rate risk.

Price risk

Mineral prices, in particular gold and silver, are volatile, and may fluctuate sharply. The prices are subject to market supply and demand, political and economic factors, and commodity speculation, all of which can interact with one another to cause significant price movement from day to day and hour to hour. These price movements can affect the Company's ability to operate and to raise financing through the sale of its common shares.

12. SEGMENTED INFORMATION

The Company's one reportable operating segment is the acquisition and exploration of mineral properties. Geographic information is as follows:

		April 30, 2024		April 30, 2023
Equipment				
Mexico	$	8,972	$	11,963
Exploration and evaluation assets				
Canada	$	1	$	1
Investment in associates				
Mexico	$	3,146,646	$	3,149,490

13. INCOME TAXES

A reconciliation of income taxes (recovery) at statutory rates with the reported taxes is as follows:

		2024		2023
Loss before income taxes	$	(1,873,627)	$	(2,331,123)
Expected income tax (recovery)	$	(506,000)	$	(629,000)
Change in statutory, foreign tax, foreign exchange rates and other		(8,000)		(15,000)
Permanent difference		71,000		123,000
Share issue costs		(3,000)		-
Adjustment to prior years provision versus statutory tax returns and expiry of non-capital losses		50,000		39,000
Change in unrecognized deductible temporary differences		396,000		482,000
Total income tax expense (recovery)	$	-	$	-

(Expressed in Canadian Dollars)

13. INCOME TAXES (cont'd…)

The significant components of the Company's temporary difference, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

	2024	2023	Expiry date range
Temporary differences:			
Exploration and evaluation assets	$ 9,396,000	$ 9,493,000	No expiry date
Investment tax credit	35,000	35,000	2027 to 2034
Property and equipment	63,000	63,000	No expiry date
Share issue costs	31,000	43,000	2040 to 2045
Non-capital losses available for future period	38,011,000	36,452,000	2023 to 2043

Tax attributes are subject to review, and potential adjustment, by tax authorities.

14. SUBSEQUENT EVENT

In June 2024, the Company closed its non-brokered private placement financing raising gross proceeds of $1,000,000 from the sale of 6,666,617 units at a price of $0.15 per unit, each unit consisting of one common share of the Company and one warrant. Each warrant entitles the holder thereof to acquire one share from the Company at a price of $0.25 per share for a period of 24 months from their date of issue.