



PPX Mining Corp.
(An Exploration Stage Company)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND SIX MONTHS ENDED MARCH 31, 2024 AND 2023
(EXPRESSED IN CANADIAN DOLLARS)
(UNAUDITED)

NOTICE TO READER

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of management. The unaudited condensed interim consolidated financial statements have not been reviewed by the Company's auditors.

PPX Mining Corp.

Condensed Interim Consolidated Statements of Financial Position (Expressed in Canadian Dollars) (Unaudited)

	As at March 31, 2024	As at September 30, 2023
ASSETS		
Current assets		
Cash	\$ 558,625	\$ 803,751
Restricted cash	5,124	2,010
Receivable (note 5)	287,300	1,522,883
Prepays and advances	14,614	27,928
Total current assets	865,663	2,356,572
Non-current assets		
Exploration and evaluation assets (note 6)	9,238,057	8,819,586
Property, plant and equipment (note 6)	1,447,091	1,444,765
Total assets	\$ 11,550,811	\$ 12,620,923
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)		
Current liabilities		
Accounts payable and accrued liabilities (notes 7 & 14)	\$ 1,100,766	\$ 1,363,267
Promissory notes (note 8)	192,688	181,781
Gold stream facility (note 9(a))	2,446	590,664
Environmental rehabilitation provision (note 11)	353,525	352,119
Total current liabilities	1,649,425	2,487,831
Non-current liabilities		
Accounts payable and accrued liabilities (note 7)	67,870	67,600
Convertible debenture (note 10)	5,463,440	5,086,098
Derivative liability (note 10)	3,864,736	2,133,864
Gold stream facility (note 9(a))	1,542,448	743,245
Environmental rehabilitation provision (note 11)	491,784	476,439
Total liabilities	13,079,703	10,995,077
Shareholders' equity		
Share capital (note 12)	65,853,341	65,853,341
Shares to be issued (note 7)	133,333	-
Reserves (note 12)	7,720,950	7,868,113
Deficit	(75,236,516)	(72,095,608)
Total shareholders' (deficiency) equity	(1,528,892)	1,625,846
Total liabilities and shareholders' equity	\$ 11,550,811	\$ 12,620,923

Nature of operations and going concern (note 1)

Commitments and contingencies (note 16)

Subsequent events (note 17)

Approved on behalf of the Board:

/s/ John Thomas

/s/ Bruno Kaiser

Director

Director

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

PPX Mining Corp.

Condensed Interim Consolidated Statements of Income (Loss) and Comprehensive Income (Loss) (Expressed in Canadian Dollars) (Unaudited)

	Three Months Ended March 31,		Six Months Ended March 31,	
	2024	2023	2024	2023
Operating expenses				
Communication and regulatory	\$ 19,884	\$ 47,672	\$ 27,321	\$ 68,218
Consulting fees, salaries and benefits (note 14)	140,066	141,528	325,023	265,522
Depreciation (note 6)	1,517	1,316	3,196	2,637
Office and miscellaneous	46,710	186,484	129,887	247,436
Premises	1,127	2,867	4,610	4,518
Professional fees (note 14)	45,920	127,852	155,269	238,606
Share based payments (notes 12 & 14)	17,850	403,286	17,850	403,286
Travel and promotion	6,957	21,061	20,487	21,061
Loss from operations	(280,031)	(932,066)	(683,643)	(1,251,284)
Finance and other items				
Loss on derivative liability revaluation (note 10)	(2,585,877)	-	(1,702,749)	-
Finance expense and other (note 4)	(230,338)	(88,770)	(482,667)	(174,222)
Foreign exchange gain (loss)	(138,541)	(635,696)	100,696	(771,264)
Gain on debt settlement (notes 7, 8 & 9)	-	226,447	-	398,551
Gold streaming expense (note 9(a))	(335,215)	(795,557)	(738,218)	(1,460,775)
Net profit interest income (note 6)	66,603	5,545,304	165,255	6,983,009
Net smelter royalty	(69,919)	-	(216,185)	-
Net (loss) income before tax	\$ (3,573,318)	\$ 3,319,662	(3,557,511)	3,724,015
Income tax recovery (expense)	351,887	(1,384,523)	416,603	(1,664,567)
Net (loss) income	\$ (3,221,431)	\$ 1,935,139	\$ (3,140,908)	\$ 2,059,448
Other comprehensive (loss) income				
<i>Items that may be reclassified subsequently to profit or loss</i>				
Exchange differences on translation of foreign operations	(322,721)	(1,897)	(165,013)	214,610
Total comprehensive (loss) income	\$ (3,896,039)	\$ 3,317,765	\$ (3,305,921)	\$ 2,274,058
Basic and diluted (loss) income per share	\$ (0.01)	\$ 0.00	\$ (0.00)	\$ 0.00
Weighted average number of common shares				
outstanding (basic and diluted)	636,077,828	551,639,261	636,077,828	528,128,441

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

PPX Mining Corp.

Condensed Interim Consolidated Statements of Cash Flows (Expressed in Canadian Dollars) (Unaudited)

	Six Months Ended March 31,	
	2024	2023
Operating activities		
Net (loss) income for the period	\$ (3,140,908)	\$ 2,059,448
Adjustments for:		
Accretion expense	220,842	45,440
Depreciation	3,196	2,637
Foreign exchange (gain) loss	(100,696)	771,264
Loss on derivative liability revaluation	1,702,749	-
Gain on debt settlement	-	(398,551)
Gold streaming expense	738,218	1,460,775
Interest expense	260,922	124,078
Net profit interest income	(165,255)	(6,983,009)
Net smelter royalty	216,185	-
Share based payments	17,850	403,286
	(246,897)	(2,514,632)
Changes in non-cash operating working capital:		
Increase in receivables	(176,629)	(197,924)
Decrease (increase) in prepaids	13,314	(1,217)
(Decrease) increase in accounts payable and accrued liabilities	(420,637)	1,051,952
Net cash flow used in operating activities	(830,849)	(1,661,821)
Financing activities		
Subscriptions received	133,333	-
Gold stream facility payments	(629,174)	(135,425)
Net cash flow used in financing activities	(495,841)	(135,425)
Investing activities		
Additions to exploration and evaluation assets, including changes in working capital	(514,190)	(434,863)
Disposal of property, plant and equipment, net of additions	-	37,353
Net profit interest received	1,577,467	2,595,871
Net cash flow from investing activities	1,063,277	2,198,361
Impact of foreign exchange on cash balances	21,401	(575,074)
Net change in cash and restricted cash	(242,012)	(173,959)
Cash and restricted cash, beginning of period	805,761	2,090,703
Cash and restricted cash, end of period	\$ 563,749	\$ 1,916,744
Composition of cash and restricted cash:		
Cash	\$ 558,625	\$ 1,623,422
Restricted cash	5,124	293,322
Cash and cash equivalents, end of period	\$ 563,749	\$ 1,916,744
(Increase) decrease in restricted cash	\$ (3,114)	\$ 452,174
Non-cash investing and financing activities		
Shares issued for settlement of payables	\$ -	\$ 3,203,040
Convertible debenture issued	-	7,282,907
	\$ -	\$ 10,485,947

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

PPX Mining Corp.

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity (Deficiency)

(Expressed in Canadian Dollars)

(Unaudited)

	Share Capital			Reserves					Total Equity (Deficiency)
	Number of shares	Amount	Subscriptions received	Warrants	Share based payments	Other	Accumulated other comprehensive (loss)	Deficit	
Balance, September 30, 2022	512,452,541	\$ 62,280,625	\$ -	\$ 1,010,461	\$ 7,512,908	\$ 47,071	\$ (1,103,586)	\$ (72,343,467)	\$ (2,595,988)
Shares issued for settlement of payables	117,327,487	3,203,040	-	-	-	-	-	-	3,203,040
Share-based payments	-	-	-	-	403,286	-	-	-	403,286
Net income	-	-	-	-	-	-	-	2,059,448	2,059,448
Other comprehensive income	-	-	-	-	-	-	214,610	-	214,610
Balance, March 31, 2023	629,780,028	\$ 65,483,665	\$ -	\$ 1,010,461	\$ 7,916,194	\$ 47,071	\$ (888,976)	\$ (70,284,019)	\$ 3,284,396
Balance, September 30, 2023	636,077,828	\$ 65,853,341	\$ -	\$ 1,010,461	\$ 7,916,194	\$ 47,071	\$ (1,105,613)	\$ (72,095,608)	\$ 1,625,846
Subscriptions received	-	-	133,333	-	-	-	-	-	133,333
Share-based payments	-	-	-	-	17,850	-	-	-	17,850
Net loss	-	-	-	-	-	-	-	(3,140,908)	(3,140,908)
Other comprehensive loss	-	-	-	-	-	-	(165,013)	-	(165,013)
Balance, March 31, 2024	636,077,828	\$ 65,853,341	\$ 133,333	\$ 1,010,461	\$ 7,934,044	\$ 47,071	\$ (1,270,626)	\$ (75,236,516)	\$ (1,528,892)

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

PPX Mining Corp.

Notes to Condensed Interim Consolidated Financial Statements For the Three and Six Months Ended March 31, 2024 and 2023 (Expressed in Canadian Dollars) (Unaudited)

1. DESCRIPTION OF BUSINESS AND NATURE OF OPERATIONS

PPX Mining Corp. ("PPX Mining" or the "Company") is a publicly listed company incorporated under the Alberta Business Corporations Act on July 28, 1987; the Company's shares are traded on the Toronto Venture Exchange (the "TSX Venture Exchange"), and the Lima Stock Exchange (Bolsa De Valores De Lima). Following a number of name changes the Company became Peruvian Precious Metals Corp. on July 2, 2013 and then PPX Mining Corp. on August 4, 2016. The head office, principal address and records office of the Company are located at 82 Richmond Street East, Toronto, ON, M5C 1P1.

The Company is in the business of acquiring, exploring and evaluating mineral properties, and either joint venturing or developing these properties further or disposing of them when the evaluation is completed. As its principal business, the Company acquires and explores mineral properties in areas deemed to have relatively high potential for mining success. The Company's business plan is to engage in these mining activities on a long-term basis.

To maintain positive cash flow, the Company must rely on debt or equity financings, as well as proceeds from net profit interest received from the assignment of the Igor 4 concession to fund its operations. To date the Company's main source of funding has been the cash flow from the assignment of the Igor 4 mining concession, the issuance of equity securities and debt, through private placements within sophisticated investors and through public offerings to institutional investors.

The unaudited condensed interim consolidated financial statements (the "Interim Financial Statements") have been prepared on the basis of accounting principles applicable to a going concern. This assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its obligations in the normal course of operations. The Company has incurred operating losses since inception and has accumulated a deficit of \$75,236,516 as at March 31, 2024. As at March 31, 2024 the Company has cash of \$558,625 and a negative working capital of \$783,762.

The Company needs to raise funds in order to continue on as a going concern and there can be no assurances that sufficient funding, including adequate financing, will be available to cover its required funding or develop its mineral properties and / or cover general and administrative expenses necessary for the maintenance of a public company. The ability of the Company to arrange additional financing in the future depends in part, on the prevailing capital market conditions and mineral property exploration success. The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, interpretations of tax legislation in the emerging markets that the Company operates and national and international circumstances. Recent geopolitical events and potential economic global challenges such as the risk of the higher inflation and market volatility, may create further uncertainty and risk with respect to the prospects of the Company's business. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern. Accordingly, the Interim Financial Statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities, contingent obligations and commitments other than in the normal course of business and at amounts different from those in the Interim Financial Statements.

2. BASIS OF PRESENTATION

Statement of Compliance

The Interim Financial Statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34"), and follow the same accounting policies and methods of application as the annual consolidated financial statements of the Company for the year ended September 30, 2022, except as noted below under changes in accounting policies. The Interim Financial Statements do not contain all disclosures required by International Financial Reporting Standards ("IFRS") and accordingly should be read in conjunction with the 2023 annual consolidated financial statements and the notes thereto. The Interim Financial Statements were approved by the Board of Directors of the Company on May 29, 2024.

The Interim Financial Statements have been prepared under the historical cost convention, except for certain financial instruments measured at fair value, as set out in the accounting policies in note 3 of the 2023 annual consolidated financial statements.

PPX Mining Corp.

Notes to Condensed Interim Consolidated Financial Statements For the Three and Six Months Ended March 31, 2024 and 2023 (Expressed in Canadian Dollars) (Unaudited)

2. BASIS OF PRESENTATION (continued)

The preparation of consolidated financial statements in accordance with IAS 34 requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The significant judgments made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the annual consolidated financial statements as at and for the year ended September 30, 2023.

3. CHANGES IN ACCOUNTING POLICIES AND STANDARDS ISSUED BUT NOT YET EFFECTIVE

Accounting Standards Issued But Not Yet Effective

Amendments to IAS 1: Non-current Liabilities with Covenants

This amendment specifies that only covenants that an entity is required to comply with on or before the reporting date affect the entity's right to defer settlement of a liability for at least twelve months after the reporting date, which must be considered when assessing whether to classify the liability as current or non-current. The new amendment is effective for reporting periods beginning on or after January 1, 2024, with earlier adoption permitted. The Company is currently assessing the impact of these amendments.

Amendments to IAS 21: Lack of Exchangeability

The amendment to IAS 21, The Effects of Changes in Foreign Exchange Rates, contains guidance on when a currency is exchangeable into another currency and how to determine the exchange rate when it is not. The amendment also adds a disclosure requirement when a currency is not exchangeable. The new amendment is effective for annual reporting periods beginning on or after January 1, 2025 with earlier adoption permitted.

4. FINANCE EXPENSE AND OTHER

	Three Months Ended March 31,		Six Months Ended March 31,	
	2024	2023	2024	2023
Gold stream facility interest expense (note 9(a))	\$ 36,884	\$ -	\$ 100,913	\$ -
Convertible note interest expense and accretion (note 9(b))	-	-	-	30,627
Convertible debenture interest expense and accretion (note 10)	180,649	71,713	356,523	71,713
Promissory note interest expense (note 8)	5,454	8,047	10,907	52,044
Accretion - environmental closure provision (note 11)	6,723	7,594	13,421	15,134
Bank charges and other	628	1,416	903	4,704
Finance expenses and other	\$ 230,338	\$ 88,770	\$ 482,667	\$ 174,222

5. AMOUNTS RECEIVABLE

	As at March 31, 2024	As at September 30, 2023
Accounts receivable	\$ 5,748	\$ 1,492,635
Sales tax and government receivables	281,552	30,248
	\$ 287,300	\$ 1,522,883

PPX Mining Corp.

Notes to Condensed Interim Consolidated Financial Statements
For the Three and Six Months Ended March 31, 2024 and 2023
(Expressed in Canadian Dollars) (Unaudited)

6. EXPLORATION AND EVALUATION ASSETS AND PROPERTY, PLANT AND EQUIPMENT

Period ended March 31, 2024	Exploration and evaluation asset	Property, plant and equipment
Cost		
At September 30, 2023	\$ 8,819,586	\$ 1,607,601
Additions	514,190	-
VAT recoverable	(57,779)	-
Foreign exchange	(37,940)	6,129
Cost at March 31, 2024	\$ 9,238,057	\$ 1,613,730
Accumulated depreciation		
At September 30, 2023	\$ -	\$ 162,836
Depreciation	-	3,196
Foreign exchange	-	607
Accumulated depreciation at March 31, 2024	\$ -	\$ 166,639
Carrying value at March 31, 2024	\$ 9,238,057	\$ 1,447,091
Year ended September 30, 2023		
Cost		
At September 30, 2022	\$ 7,696,580	\$ 1,537,133
Additions	1,039,735	131,667
Revaluation	-	(41,578)
VAT recoverable	(51,519)	-
Change in environmental rehabilitation provision	130,367	-
Foreign exchange	4,423	(19,621)
Cost at September 30, 2023	\$ 8,819,586	\$ 1,607,601
Accumulated depreciation		
At September 30, 2022	\$ -	\$ 158,656
Depreciation	-	6,162
Foreign exchange	-	(1,982)
Accumulated depreciation at September 30, 2023	\$ -	\$ 162,836
Carrying value at September 30, 2023	\$ 8,819,586	\$ 1,444,765

Exploration and Evaluation Assets

The Company, through its subsidiary Sienna Minerals S.A.C., has a 100% interest in the Igor Project, located in Northern Peru. The Igor Project totals approximately 1,300 hectares on four concessions. The production from the Igor 4 concessions is subject to the requirements of a gold streaming facility as disclosed in note 9(a).

On December 4, 2018 the Company filed a pre-feasibility study ("PFS") for the 100% owned Igor 4 concession in Peru, which established proven and probable reserves.

During the year ended September 30, 2020, the Company's environmental license at the Igor 1 and 3 exploration projects expired. During the year ended September 30, 2019, the Company's water use permit had expired. During the year ended September 30, 2021, the exploration license at the Igor 4 exploration project expired. During the year ended September 30, 2022 the exploitation license for Igor 4 expired and was subsequently renewed until March 2026.

PPX Mining Corp.

Notes to Condensed Interim Consolidated Financial Statements For the Three and Six Months Ended March 31, 2024 and 2023 (Expressed in Canadian Dollars) (Unaudited)

6. EXPLORATION AND EVALUATION ASSETS AND PROPERTY, PLANT AND EQUIPMENT (continued)

Exploration and Evaluation Assets (continued)

The Company has recently completed a NI-43-101 Resource Update for the Igor Project. As the Company ramps up the construction of the plant, this information will be used to develop a plan for additional exploration activities on Igor 1 and 3 and the required and relevant permits to complete these activities will be obtained.

As of March 31, 2024, the exploitation license for Igor 4 remains in good standing as the Company has obtained an extension.

The Company's spending in the Igor concessions for the three and six months ended March 31, 2024 and 2023 is as follows:

	Three Months Ended March 31,		Six Months Ended March 31,	
	2024	2023	2024	2023
Drilling, road and site preparation	\$ 59,937	\$ 63,494	\$ 105,111	\$ 83,272
Salaries, claims maintenance and staking	104,160	61,678	219,004	104,941
Social development	58,993	68,985	164,702	221,786
Environmental	10,737	14,190	25,373	29,766
Total additions	\$ 233,827	\$ 208,347	\$ 514,190	\$ 439,765

The Company earned net profit interest income of \$66,603 and \$165,255, respectively (three and six months ended March 31, 2023 – \$5,545,304 and \$6,983,009, respectively) on the Igor 4 concession, which was recorded as other income in profit or loss during the three and six months ended March 31, 2024.

a) Agreement with Patagonia

The Company entered into a commercial agreement with Patagonia, a Peruvian mining contractor, whereby the Company granted to Patagonia a right to mine the Igor 4 concession for a certain number of years. During the term of the agreement, the Company and Patagonia share the net profits from the mining operation in the Igor 4 concession, at a ratio of 70%/30% respectively and 75%/25% once the Company builds a processing plant to treat the ore from this concession.

Patagonia is responsible for obtaining all necessary permits and licenses to carry out mining operations on the Igor 4 concession in order to reach certain production milestones. The Company is responsible for building and installing a processing plant with a capacity of at least 150 MTPD and to be expanded to 350 MTPD, while Patagonia has the responsibility to maintain certain operating costs levels.

The Company can terminate the assignment agreement at any time subject to payments to Patagonia as follows:

- if terminated after November 1, 2019, US\$3,000,000 less US\$5 multiplied by the tons of ore extracted;
- if terminated before November 1, 2019, US\$4,000,000 less US\$5 multiplied by the tons of ore extracted;

The assignment agreement represents a joint operation as defined in IFRS 11, Joint Arrangements, and as such the Company recognizes its assets, liabilities, and its share of revenues and expenses from the operation. The Company's Igor 4 project remains in exploration stage and has not reached commercial production based on the criterias established in the 2018 pre-feasibility study.

Currently, both parties are negotiating a new agreement that will mainly address certain deficiencies of the original agreement (and subsequent amendments) that allow different interpretations. On this basis, on July 26, 2023, both parties subscribed a term sheet, subject to a definitive agreement that has not yet been finalized.

PPX Mining Corp.

Notes to Condensed Interim Consolidated Financial Statements For the Three and Six Months Ended March 31, 2024 and 2023 (Expressed in Canadian Dollars) (Unaudited)

6. EXPLORATION AND EVALUATION ASSETS AND PROPERTY, PLANT AND EQUIPMENT (continued)

Exploration and Evaluation Assets (continued)

b) Community Agreements

On February 14, 2018, the Company signed a ten-year agreement with the community of Callanquitas in Northern Peru that provides the Company with the Social License to conduct mining and exploration activities at the Igor Project, including the ongoing test-mining and bulk-sampling program at Igor 4 concession. The agreement provides for employment opportunities for the people of Callanquitas, improved road maintenance in the vicinity of the community, and infrastructure improvements to the local elementary school.

On November 20, 2018, the Company signed an agreement with the Igor community in Northern Peru that provides the Company with the Social License to build and operate the heap leach facility for processing of the ore from the Igor 4 concession. The agreement provides for employment opportunities for the people of the Igor community, improved road maintenance in the vicinity of the community, and infrastructure improvements to local schools and medical facility.

On August 18, 2023, the Company concluded a community meeting and workshop to update its environmental impact study (for small producers) with the objective of completing the requirements to amend its existing beneficiation plant permit (heap leach) to one in line with the new plant configuration that the Company is planning to build (CIL and flotation).

Property, Plant and Equipment

Property, plant and equipment at March 31, 2024 includes \$1,089,495 (September 30, 2023 - \$1,085,405) for construction expenses related to the heap leach facility previously planned to be built by the Company on the Igor 4 concession including spending for permits, design and engineering work.

On August 2018, the Company contracted the services of Big Rock Consulting Inc. ("BRC"), a Canadian entity, for the manufacturing of certain equipment for the Company's initially planned heap leach plant at Mina Callanquitas for a total of US\$1,913,250. Advances for assets under construction included payments advanced to BRC toward the price of the equipment, with final payment due once the equipment is delivered. An impairment charge of \$629,190 (US\$467,572) was recorded for the year ended September 30, 2020, as certain equipment paid for in advance were no longer available to the Company due to contractual timing issues associated to the arrangement of funding.

Property, plant and equipment at March 31, 2024 include \$353,151 (September 30, 2023 - \$351,746) for land.

7. AMOUNTS PAYABLE AND ACCRUED LIABILITIES

	As at March 31, 2024	As at September 30, 2023
Trade payables	\$ 745,808	\$ 628,673
Due to related parties	-	17,420
Taxes payable	-	578,130
RIVI NSR accrual	422,828	206,644
Total amounts payable and accrued liabilities	\$ 1,168,636	\$ 1,430,867
Non-current portion of amounts payable and accrued liabilities		
Trade payables	\$ 67,870	\$ 67,600

PPX Mining Corp.

Notes to Condensed Interim Consolidated Financial Statements For the Three and Six Months Ended March 31, 2024 and 2023 (Expressed in Canadian Dollars) (Unaudited)

7. AMOUNTS PAYABLE AND ACCRUED LIABILITIES (continued)

The fair value of accounts payable and accrued liabilities approximates their carrying amount. Trade payables relate mainly to general admin, salary, and contractor services. These payables do not accrue interest and no guarantees have been granted.

During the year ended September 30, 2023, the Company entered into debt settlement agreements with certain vendors to settle US\$138,000 (\$188,495) of outstanding trade payables by paying US\$20,000 in cash (paid) and issuing 5,900,000 common shares of the Company. On March 8, 2023, the Company issued 5,900,000 common shares to settle the outstanding trade payables (note 12).

During the year ended September 30, 2023, the Company entered into a debt settlement agreement with a former officer of the Company to settle US\$280,000 (\$383,796) of outstanding trade payables by paying US\$26,928 in cash and issuing 6,297,800 common shares of the Company. On July 26, 2023, the Company issued 6,297,800 common shares to settle the outstanding trade payables (note 12).

During the three and six months ended March 31, 2024, the Company recorded a gain on debt settlement of \$nil (three and six months ended March 31, 2023 – \$nil and \$220,825, respectively).

8. PROMISSORY NOTES

On April 24, 2019, the Company entered into unsecured promissory note agreements with a former director of the Company for proceeds of US\$50,000 (\$66,186). The promissory notes bear interest at 12% per annum payable semi-annually, starting on December 31, 2019, and matured on June 30, 2020. On February 16, 2023, the Company entered into a debt settlement agreement with a former director of the Company to settle US\$77,032 of outstanding promissory note. The principal amount of US\$50,000 will be settled in staged cash payments and the interest accrued in the amount of US\$27,032 will be settled by the Company issuing 1,320,220 common shares of the Company at a deemed issue price of \$0.0273 (US\$0.02) per common share. On March 8, 2023, the Company issued 1,320,220 common shares at a price of \$0.03 per common share (note 12) and paid total cash payments of US\$50,000 during the year ended September 30, 2023 to settle the outstanding promissory note.

On June 30, 2019, the Company entered into an unsecured promissory note agreement to repay amounts owing to the former CFO of the Company. The promissory note has a principal amount of \$112,160, bears interest at 12% per annum payable semi-annually, starting on December 31, 2019, and matured on June 30, 2020.

On July 22, 2019, the Company entered into an unsecured promissory note agreement for proceeds of US\$400,000 (\$525,680). The promissory note bears interest at 12% per annum and matured on September 30, 2019. On December 22, 2022, the Company entered into a debt settlement agreement to settle US\$1,967,551 (\$2,685,707) of outstanding debt, in respect of an outstanding convertible unsecured note issued by the Company on September 25, 2018 in the principal amount of US\$1,000,000 (note 9(b)) together with accrued interest in the amount of US\$410,137, and an outstanding promissory note issued by the Company on July 22, 2019 for a loan in the principal amount of US\$400,000 together with accrued interest in the amount of US\$157,414, by issuing 98,377,534 common shares of the Company at a deemed issue price of \$0.0273 (US\$0.02) per common share. On March 8, 2023, the Company issued 98,377,534 common shares at a price of \$0.03 per common share to settle the outstanding debt (note 12).

On April 24, 2019, the Company entered into unsecured promissory note agreements with a director of the Company for proceeds of US\$50,000 (\$66,187). On January 9, 2020 and January 16, 2020, the Company entered into unsecured promissory note agreements with the same director of the Company for total proceeds of US\$16,754 (\$21,912). The promissory notes bear interest at 12% per annum payable semi-annually and matured on January 31, 2021. On November 3, 2022, the Company entered into a debt settlement agreement to settle US\$88,466 (\$120,756) of outstanding debt, in respect of the outstanding promissory notes issued by the Company on April 24, 2019, January 9, 2020 and January 16, 2020 for a total loan in the principal amount of US\$66,754 together with accrued interest in the amount of US\$21,712, by issuing 4,423,308 common shares of the Company at a deemed issue price of \$0.0273 (US\$0.02) per common share. On March 8, 2023, the Company issued 4,423,308 common shares at a price of \$0.03 per common share to settle the outstanding promissory notes (note 12).

PPX Mining Corp.

Notes to Condensed Interim Consolidated Financial Statements For the Three and Six Months Ended March 31, 2024 and 2023 (Expressed in Canadian Dollars) (Unaudited)

8. PROMISSORY NOTES (continued)

On March 31, 2022, the Company entered into unsecured promissory note agreement to repay amounts owing to the former employee of the Company for total of \$776,162 (US\$621,129). The promissory notes bear interest at 10% per annum. On January 16, 2023, the Company entered into a debt settlement agreement with a former employee of the Company to settle US\$621,129 of outstanding promissory notes and forgive the accrued interest in its entirety, by issuing an aggregate of 7,306,425 common shares of the Company at a deemed issue price of \$0.0273 (US\$0.02) per common share and paying US\$475,000 in staged cash payments. On February 17, 2023, the Company issued 7,306,425 common shares at a price of \$0.02 per common share and paid US\$250,000 of the staged cash payments during the year ended September 30, 2023 to settle the outstanding promissory note (note 12).

During the three and six months ended March 31, 2024, the Company recorded a gain on debt settlement of \$nil (three and six months ended March 31, 2023 – \$62,919 and \$129,902, respectively).

	Six Months Ended March 31, 2024	Year Ended September 30, 2023
Balance, beginning of period/year	\$ 181,781	\$ 2,081,746
Transferred to accounts payable	-	(753,382)
Accrued interest	10,907	71,146
Foreign exchange	-	(5,107)
Gain on debt settlement	-	(58,067)
Shares issued for debt settlement	-	(1,154,555)
Balance, end of period/year	\$ 192,688	\$ 181,781

9. LONG TERM DEBT

a) Gold Stream Facility

	Six Months Ended March 31, 2024	Year Ended September 30, 2023
Principal portion of the stream facility		
Balance, beginning of period/year	\$ -	\$ 5,885,103
Convertible debenture issued for settlement of principal	-	(5,810,000)
Foreign exchange	-	(75,103)
Balance, end of period/year	-	-

	Six Months Ended March 31, 2024	Year Ended September 30, 2023
GEOs produced on top of principal portion of the stream facility		
Balance, beginning of period/year	\$ 1,333,909	\$ 1,516,603
Gold streaming expense	738,218	2,365,938
Gold stream facility payments	(629,174)	(1,073,399)
Convertible debenture issued for settlement	-	(1,472,907)
Interest expense	100,913	36,461
Foreign exchange	1,028	(38,787)
Balance, end of period/year	1,544,894	1,333,909
Current portion	2,446	590,664
Non-current portion	\$ 1,542,448	\$ 743,245

PPX Mining Corp.

Notes to Condensed Interim Consolidated Financial Statements For the Three and Six Months Ended March 31, 2024 and 2023 (Expressed in Canadian Dollars) (Unaudited)

9. LONG TERM DEBT (continued)

a) Gold Stream Facility (continued)

On October 10, 2016, the Company entered into an agreement with RIVI Opportunity Fund LP (“RIVI”) to provide the Company with an investment of US\$5 million in return for a Metal Purchase Agreement (“Gold Stream Facility” or the “Facility”) on future precious metal production from the Company’s Igor 4 concession, further amended on November 21, 2017. RIVI is entitled to receive the greater of 10% of the Company’s portion of the combined production of gold and silver ounces from the Igor 4 concession on a Gold Equivalent Ounce (“GEO”) basis and 50 GEOs at a price per GEO of the lesser of US\$400 or 80% the market price of gold on a monthly basis.

The Company received the first tranche of US\$2.5 million on October 11, 2016 and the second tranche on December 13, 2017 (total net proceeds of US\$4.550 million (\$5,907,855), net of US\$225,000 finder and restructuring fees for each tranche). The Company incurred total transaction costs of \$875,940 in relation to the gold stream facility, including \$584,833 (US\$450,000) for the finder and restructuring fees; \$288,113 and \$587,827 of the transaction costs were incurred respectively, during the years ended September 30, 2018 and 2017.

The Facility was classified as a financial liability at FVTPL and is revalued at its fair value on each subsequent reporting date with the changes in the fair value recorded in profit or loss. Due to the uncertainty of the total expected ounces to be delivered and the timing of cash flows, the Facility is currently recorded at its face value with the derivative measured at a nominal value.

The first tranche payment was subject to interest of 10% per annum, payable quarterly in US\$ and accruing on daily balances until the end of the third month after certain production milestones were met. The amended agreement signed on November 21, 2017 (the “Amended Agreement”) provides for interest at 12%, payable quarterly in US\$ and accruing daily on the full amount of the investment of US\$5 million, until a contractual production threshold at Igor 4 has been met. Such threshold was met during the year ended September 30, 2022.

The amended agreement provides that until equivalent dollar amount of 20,000 GEOs have been delivered to RIVI, the GEOs will include:

- all production from the Igor 4 concession and any other sources from the first 700 tons of ore processed at the Company’s plant in any given day;
- production from only Igor 4 for any production above the 700 tons of ore processed in any given day and after 20,000 GEOs have been delivered to RIVI.

The principal balance of US\$5 million is reduced as the GEOs are delivered to RIVI. The amount of reduction for each period is determined based on the GEOs from the Igor 4 pre-production, multiplied by the difference between the market price of gold and the lesser of US\$400 or 80% the market price of gold. The face value of the gold stream facility at March 31, 2024 and September 30, 2023 was \$nil. Upon expiry of the term which is the earlier of 40 years and depletion of the mine, any balance remaining unpaid shall be refunded to RIVI.

During the three and six months ended March 31, 2024, the Company paid to RIVI \$497,437 and \$629,174, respectively (three and six months ended March 31, 2023 – \$135,426) related to GEOs produced. The stream facility at March 31, 2024 and September 30, 2023 entirely relates to amounts due to RIVI for GEOs produced and not yet paid until that respective date.

During the period ended March 31, 2024, the Company accrued an additional amount of \$739,246 (US\$543,774) (period ended March 31, 2023 - \$1,577,423 (US\$1,165,612)) related to GEOs produced on top of its principal portion of the stream facility, which resulted in a gold streaming expense of \$738,218 (US\$543,774) (period ended March 31, 2023 - \$1,460,775 (US\$1,165,612)). Gold stream facility as at March 31, 2024 include GEOs produced on top of its principal portion of the stream facility of \$1,407,519 (US\$1,036,923) (September 30, 2023 - \$1,297,448 (US\$959,651)).

PPX Mining Corp.

Notes to Condensed Interim Consolidated Financial Statements For the Three and Six Months Ended March 31, 2024 and 2023 (Expressed in Canadian Dollars) (Unaudited)

9. LONG TERM DEBT (continued)

a) *Gold Stream Facility (continued)*

Seventy-two months after the Monthly Production Milestone has been met, or when 20,000 GEOs have been delivered under the Gold Stream Agreement (whichever occurs first), the Company has the option to reduce RIVI's entitlement to 5% of the GEOs produced on the Igor 4 concession by making a one-time payment of US\$5 million to RIVI, subject to the price of gold being greater than US\$1,200 per ounce. These conditions have not yet been met as at March 31, 2024.

The Company granted RIVI a first and preferred mining tenements mortgage of US\$5 million on the Igor concession and surface land and general security interest (the "Security") over all of the present and after-acquired assets within the property. The Security provided to RIVI will cease once the Company has fully paid the US\$5 million investment by RIVI.

On April 30, 2021, the Company signed a Net Smelter Royalty Agreement with RIVI, whereby RIVI is granted an option to acquire a royalty equal to 2% of Net Smelter Returns ("NSR") over the Igor, Igor 3 and Igor 4 concessions, in exchange for reducing \$637,000 (US\$500,000) of the amounts owed to RIVI by the Company. In addition, the Company has the option to repurchase 1% of the NSR royalty for US\$750,000 until October 21, 2021. The \$637,000 (US\$500,000) reduction in the amounts owed to RIVI by the Company was recorded to reduce the Company's exploration and evaluation assets and to reduce the accrued interest during the year ended September 30, 2021.

On June 1, 2023, the Company entered into a letter agreement with RIVI, whereby the Net Smelter Royalty Agreement was amended such that the royalty obligation thereunder shall not commence (and none shall be deemed to have accrued) until January 1, 2023, in consideration for US\$540,000 payable to RIVI by the Company. From and after January 1, 2023, the royalty obligations shall commence in accordance with the terms of the Net Smelter Royalty Agreement. In addition, the option to repurchase 1% of the NSR royalty is extended in perpetuity at the same price, US\$750,000, but limited to the Igor and Igor 3 concessions. The Igor 4 concession in which the Callanquitas mine is located is excluded from this repurchase extension. During the year ended September 30, 2023, the Company made the payment in the amount of \$732,903 (US\$540,000) and recognized a gain on the amendment of the Net Smelter Royalty Agreement in the amount of \$294,478.

On February 19, 2023, the Company entered into an amended and restated gold and silver purchase agreement (the "Amended and Restated GPA") with RIVI, whereby the Company and RIVI have agreed, to restructure the Company's streaming and payment obligations under the original gold and silver purchase agreement dated October 10, 2016 between the Company and RIVI, as amended (the "Original GPA").

The Amended and Restated GPA provides for the following material changes to the Original GPA:

- Convertible Debenture

The due and outstanding balance of US\$5,399,946 owing to RIVI under the Original GPA as at September 30, 2022 will be entirely satisfied by the issuance by the Company of a secured convertible debenture to RIVI for this amount (the "Convertible Debenture"). The Convertible Debenture will mature on the third anniversary of the date of issue and bears interest at a rate of 5% per annum, payable semi annually. RIVI may convert all or any part of the principal amount outstanding into common shares of the Company (the "Shares"), at a conversion price of US\$0.04 per Share (subject to adjustment), subject to a restriction on any conversion which would result in RIVI owning, on a post-conversion basis, more than 19.9% of the outstanding Shares with the approval of the TSX Venture Exchange. The Company may prepay all or any portion of the Principal Amount without penalty. The obligations under the Convertible Debenture will be secured by the same security package granted under the Original GPA (and which continue under the Amended and Restated GPA) (note 10).

- Removal of Default NSR Royalty Provisions

In the Amended and Restated GPA, all default provisions under the Original GPA that would have required the Company to grant to RIVI a net smelter returns royalty were eliminated (including any net smelter returns royalties that RIVI may have earned, but not granted, prior to the entering into of the Amended and Restated GPA).

PPX Mining Corp.

Notes to Condensed Interim Consolidated Financial Statements For the Three and Six Months Ended March 31, 2024 and 2023 (Expressed in Canadian Dollars) (Unaudited)

9. LONG TERM DEBT (continued)

a) Gold Stream Facility (continued)

- Restructuring of Stream Obligations

The Original GPA contemplated monthly delivery obligations to RIVI equal to 10% of the gold equivalent ounces produced in its Callanquitas Mine (the “Stream Percentage”), currently operated by Patagonia and subject to certain production milestones. Even though the Amended and Restated GPA continues to accrue gold equivalent ounces under the same Stream Percentage, the maximum delivery obligation is linked to 30% of the monthly collected net profit interest attributable to the Company from Patagonia (the “NPI”), rather than the number of gold equivalent ounces produced in the Callanquitas mine. Any refined metals required to be delivered in excess of the monthly maximum will accrue in a stream account (with interest at 2.00% per month) until repaid in full. When the Company receives an annual bulk payment from Patagonia, it must use up to 40% of such payment to satisfy any accrued stream obligations and interest.

During the period ended March 31, 2024, the Company accrued interest of \$100,913 (US\$74,236) related to the refined metals required to be delivered in excess of the monthly maximum per the Amended and Restated GPA. As at March 31, 2024, there was \$137,375 (US\$101,204) (September 30, 2023 - \$36,461 (US\$26,968)) accrued interest outstanding.

b) Convertible note

	Six Months Ended March 31, 2024	Year Ended September 30, 2023
Balance, beginning of period/year	\$ -	\$ 1,949,963
Accrued interest	-	30,627
Foreign exchange	-	(7,929)
Loss on debt settlement	-	142,544
Shares issued for debt settlement	-	(2,115,205)
Balance, end of period/year	\$ -	\$ -

On August 9, 2018 the Company signed a subscription agreement with an investor for a US\$1.0 million non-secured convertible note (the “note”). The note bears annual interest at 10% payable at maturity, matures 18 months from issuance and is convertible into common shares of the Company, at the option of the holder, at a price of US\$0.11 per common share. The Company received the note proceeds of \$1,303,600 (US\$1,000,000) on August 24, 2018 and incurred transaction costs of \$6,837.

The convertible note is classified as current liability as at September 30, 2023, as the note matured in February 2020. On December 22, 2022, the Company entered into a debt settlement agreement to settle the outstanding convertible note (note 8).

During the three and six months ended March 31, 2024, the Company incurred \$nil (US\$nil) of interest expense (three and six months ended March 31, 2023 – \$nil (US\$nil) and \$30,627 (US\$22,554), respectively) and recorded a gain on debt settlement of \$nil (three and six months ended March 31, 2023 – \$nil and \$47,824, respectively).

PPX Mining Corp.

Notes to Condensed Interim Consolidated Financial Statements For the Three and Six Months Ended March 31, 2024 and 2023 (Expressed in Canadian Dollars) (Unaudited)

10. CONVERTIBLE DEBENTURE

On February 19, 2023, the Company issued a convertible debenture to RIVI in connection to the stream restructuring totaling \$7,282,907 (US\$5,399,946) (note 9(a)). The conversion feature does not meet the fixed-for-fixed criteria and therefore is an embedded derivative that is assessed separately from the host liability. The fair value of the derivative liability on initial recognition was estimated to be \$1,596,617 using the Black-Scholes model with the following assumptions: share price of \$0.02, risk free interest rate of 3.87%, expected volatility of 125.9%, and an expected life of 3 years. The derivative liability was revaluated as at March 31, 2024 to \$3,864,736 (September 30, 2023 - \$2,133,864) using the Black-Scholes model with the following assumption: share price of \$0.05, risk free interest rate of 3.87%, expected volatility of 152.1%, and an expected life of 1.89 years (September 30, 2023 - share price of \$0.03, risk free interest rate of 3.87%, expected volatility of 139.8%, and an expected life of 2.39 years). The host liability was accreted using an effective interest rate of 8.28% over their term, such that the carrying amount will equal the total face value at maturity.

During the year ended September 30, 2023, the Company repaid \$1,348,518 (US\$1,000,000) of the principal balance.

Convertible debentures as at March 31, 2024 includes \$350,279 (US\$258,052) (September 30, 2023 - \$200,169 (US\$148,054)) of interest payable.

Convertible debenture	Liability Component	Derivative Liability Component	Total
Balance, September 30, 2022	\$ -	\$ -	\$ -
Convertible debenture issued	5,686,290	1,596,617	7,282,907
Accretion and interest expense	464,348	-	464,348
Foreign exchange	(6,638)	8,752	2,114
Principal payment	(1,057,902)	(290,616)	(1,348,518)
Loss on derivative liability revaluation	-	819,111	819,111
Balance, September 30, 2023	\$ 5,086,098	\$ 2,133,864	\$ 7,219,962
Accretion and interest expense	356,523	-	356,523
Foreign exchange	20,819	28,123	48,942
Principal payment	-	-	-
Loss on derivative liability revaluation	-	1,702,749	1,702,749
Balance, March 31, 2024	\$ 5,463,440	\$ 3,864,736	\$ 9,328,176

The maturity analysis of the undiscounted contractual balances of the convertible debenture is as follows:

As at March 31, 2024

Less than one year	\$ -
One to three years	6,925,515
Total undiscounted convertible debenture	6,925,515
Amount representing implicit interest	(1,462,075)
Convertible debenture	\$ 5,463,440

PPX Mining Corp.

Notes to Condensed Interim Consolidated Financial Statements For the Three and Six Months Ended March 31, 2024 and 2023 (Expressed in Canadian Dollars) (Unaudited)

11. ENVIRONMENTAL REHABILITATION PROVISION

	Six Months Ended March 31, 2024	Year Ended September 30, 2023
Balance, beginning of period/year	\$ 828,558	\$ 676,552
Accretion	13,421	30,463
Change in estimates	-	130,367
Foreign exchange	3,330	(8,824)
Balance, end of period/year	845,309	828,558
Current portion	353,525	352,119
Non-current portion	\$ 491,784	\$ 476,439

The environmental rehabilitation provision is calculated using a risk free-rate of 5.581% and inflation rate of 3.24%, with the rehabilitation and remediation spending expected to incur starting 2023. The total undiscounted estimated rehabilitation provision at March 31, 2024 is \$860,797 (US\$634,151) (September 30, 2023 – \$857,373 (US\$634,151)).

As at March 31, 2024, \$353,525 (September 30, 2023 – \$352,119) of the environmental rehabilitation provision is classified as current as the exploration permits for the Igor and Igor 3 concessions have expired and have not been renewed.

12. SHARE CAPITAL

a) Authorized

Unlimited number of common shares, without par value; and unlimited number of preference shares, without par value.

b) Issued

See notes 7, 8 and 9 for common shares issued under various debt settlement agreements.

c) Reserves

Share purchase options

Pursuant to the Company's share option plan (the "Option Plan"), the Company may grant incentive share options to directors, officers, employees and consultants of the Company or any subsidiary thereof. The total number of shares issuable pursuant to the Option Plan is up to a maximum of 10% of the issued and outstanding common shares of the Company at any given time. The exercise price of each share option shall not be lower than the market price or such discount from the market price as may be permitted by the stock exchange on which the common shares are listed and provided that no share option shall have a term exceeding ten years (or such longer period as is permitted by the stock exchange on which the common shares are listed). The Board of Directors determines the vesting terms of the options which may vary between grants.

The number of share options issued to insiders of the Company within a one-year period cannot exceed 10% of the number of common shares outstanding; no one eligible optionee can hold share options that represent more than 5% of the total common shares issued and outstanding. Finally, there may not be issued to any one insider and such insider's associates, within a one-year period, a number of share options exceeding 5% of the number of common shares outstanding.

PPX Mining Corp.

Notes to Condensed Interim Consolidated Financial Statements
For the Three and Six Months Ended March 31, 2024 and 2023
(Expressed in Canadian Dollars) (Unaudited)

12. SHARE CAPITAL (continued)

c) Reserves (continued)

Movements in the Company's share options for the period ended March 31, 2024 and the year ended September 30, 2023 are as follows:

	Number of Stock Options	Weighted Average Exercise Price (\$)
Balance, September 30, 2022	16,000,000	0.04
Granted	15,000,000	0.04
Expired	(1,000,000)	0.09
Balance, September 30, 2023	30,000,000	0.04
Granted	1,000,000	0.04
Balance, March 31, 2024	31,000,000	0.04

On March 3, 2023, the Company granted 15,000,000 share options to certain directors and officers of the Company. The options vested immediately at the date of grant, are exercisable at a price of \$0.04 per share and expire on March 3, 2030. The fair value of the options granted was estimated to be \$403,286 using the Black-Scholes option pricing model with the following assumptions: share price of \$0.03, risk free interest rate of 3.35%, expected volatility of 123.94%, dividend yield of 0%, forfeiture rate of 0%, and an expected life of 7 years.

On March 1, 2024, the Company granted 1,000,000 share options to certain employees of the Company. The options vested immediately at the date of grant, are exercisable at a price of \$0.04 per share and expire on March 1, 2031. The fair value of the options granted was estimated to be \$17,850 using the Black-Scholes option pricing model with the following assumptions: share price of \$0.02, risk free interest rate of 3.42%, expected volatility of 129.71%, dividend yield of 0%, forfeiture rate of 0%, and an expected life of 7 years.

Option pricing models require the input of subjective assumptions including the expected price volatility and the expected option life. Expected price volatility was calculated based on the Company's historical share prices. Changes in these assumptions can materially affect the estimated fair value of the stock options granted.

During the three and six months ended March 31, 2024, the Company recorded share-based payments \$17,850 (three and six months ended March 31, 2023 – \$403,286).

The summary of the Company's options outstanding and exercisable as at March 31, 2024 is as below:

Expiry Date	Exercise Price(\$)	Remaining Contractual Life (years)	Number of Options Outstanding	Number of Options Vested (Exercisable)
September 22, 2029	0.04	5.48	15,000,000	15,000,000
March 3, 2030	0.04	5.93	15,000,000	15,000,000
March 1, 2031	0.04	6.92	1,000,000	1,000,000
	0.04	5.74	31,000,000	31,000,000

PPX Mining Corp.

Notes to Condensed Interim Consolidated Financial Statements For the Three and Six Months Ended March 31, 2024 and 2023 (Expressed in Canadian Dollars) (Unaudited)

13. SEGEMENT INFORMATION

The Company operates in one reportable operating segment, being mineral exploration. Geographic segment information of the Company as at March 31, 2024 and September 30, 2023, and for the six months ended March 31, 2024 and 2023 is as follows:

	As at March 31, 2024			As at September 30, 2023		
	Canada	Peru	Total Company	Canada	Peru	Total Company
Total assets	\$ 423,039	\$ 11,127,772	\$ 11,550,811	\$ 381,967	\$ 12,238,956	\$ 12,620,923
Total non-current assets	-	10,685,148	10,685,148	-	10,264,351	10,264,351
Total liabilities	\$ 11,828,022	\$ 1,251,681	\$ 13,079,703	\$ 9,242,196	\$ 1,752,881	\$ 10,995,077

	Six Months Ended March 31, 2024			Six Months Ended March 31, 2023		
	Canada	Peru	Total Company	Canada	Peru	Total Company
Net income (loss)	\$ (3,598,400)	\$ 457,492	\$ (3,140,908)	\$ 298,297	\$ 1,761,151	\$ 2,059,448

14. RELATED PARTY TRANSACTIONS

The Company's key management personnel consist of the Company's officers, directors and companies associated with them.

Compensation includes consulting and professional fees paid to a company in which the Chief Executive Officer is an owner, a company in which the Chief Financial Officer is an owner, and amounts paid to the Executive Chairman.

	Three Months Ended March 31,		Six Months Ended March 31,	
	2024	2023	2024	2023
Consulting fees, salaries and benefits	\$ 91,000	\$ 116,000	\$ 200,000	\$ 224,057
Professional fees	-	8,000	12,000	8,000
Share based compensation	-	403,286	-	403,286
	\$ 91,000	\$ 527,286	\$ 212,000	\$ 635,343

Accounts payable and accrued liabilities at March 31, 2024 includes \$20,000 (September 30, 2023 – \$nil) due to a company controlled by the CEO of the Company, and \$nil (September 30, 2023 – \$17,420) due to a related party. The balances owing are non-interest bearing. Related party transactions are conducted in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the parties.

The Company has agreements with certain members of key management. In the event that there is a change of control as defined by the agreements, the Company is committed to pay severance payments of salary which amounts to a total of \$408,000. In the event of termination without notice or cause, certain senior management would be entitled to total of \$204,000.

PPX Mining Corp.

Notes to Condensed Interim Consolidated Financial Statements For the Three and Six Months Ended March 31, 2024 and 2023 (Expressed in Canadian Dollars) (Unaudited)

15. FINANCIAL INSTRUMENTS

Carrying values of financial instruments

The carrying values of the financial assets and liabilities at March 31, 2024 and September 30, 2023 are as follows:

	As at March 31, 2024	As at September 30, 2023
Financial Assets		
<i>At fair value through profit or loss</i>		
Cash	\$ 558,625	\$ 803,751
Restricted cash	5,124	2,010
<i>At amortized cost</i>		
Accounts receivable (note 5)	5,748	1,492,635
	\$ 569,497	\$ 2,298,396
Financial Liabilities		
<i>At fair value through profit or loss</i>		
Gold stream facility (note 9(a))	\$ 1,544,894	\$ 1,333,909
Derivative liability (note 10)	3,864,736	2,133,864
<i>At amortized cost</i>		
Accounts payable and accrued liabilities (note 7)	1,168,636	1,430,867
Convertible debenture (note 10)	5,463,440	5,086,098
Promissory notes (note 8)	192,688	181,781
	\$ 12,234,394	\$ 10,166,519

Fair values of financial instruments

The fair value of receivables, and accounts payable and accrued liabilities approximate their carrying amounts due to their short terms to maturity.

The fair value hierarchy of financial instruments measured at fair value on the statement of financial position is as follows:

	As at March 31, 2024	As at September 30, 2023
	Level 1	Level 1
Cash	\$ 558,625	\$ 803,751
Restricted cash	\$ 5,124	\$ 2,010
	Level 3	Level 3
Gold stream facility (note 9(a))	\$ 1,544,894	\$ 1,333,909
Derivative liability (note 10)	\$ 3,864,736	\$ 2,133,864

PPX Mining Corp.

Notes to Condensed Interim Consolidated Financial Statements For the Three and Six Months Ended March 31, 2024 and 2023 (Expressed in Canadian Dollars) (Unaudited)

16. COMMITMENTS AND CONTINGENCIES

The Company has ongoing commitments with the Callanquitas and Igor communities as described in the Community Agreement section of note 6.

As at March 31, 2024, the Company has undiscounted environmental closure costs (note 11) for remediation and rehabilitation work on the Company's Igor properties of \$860,797 (US\$634,151).

During the year ended September 30, 2021, the Company was notified of a claim filed by Patagonia against the Company, for damages as a result of incomplete construction of the processing plant. On November 5, 2023, the Supreme Court of Lima dismissed the case on the basis that any dispute between the parties must be settled by arbitration, as per the terms of the assignment agreement between Sienna Minerals SAC and PLP. As at March 31, 2024, no arbitration claim has been filed by PLP.

On August 5, 2016, Peruvian Precious Metals Corp. (former name of PPX Mining Corp.) was notified of a claim filed by Abraham Gleiser Ludmir requesting the payment of an unpaid finder's fee. The Company's local counsel is in the view that the case shall be dismissed on the bases that the Company honoured such payment to a related third party of Mr. Gleiser which signed the finder's fee agreement with the Company.

Based on Peruvian laws governing mining concessions, the Company is required to achieve certain minimum production requirements within the twentieth year counted from the year following the year in which the mining concessions title is granted to avoid certain penalties.

On December 29, 2023, the Company and a major shareholder entered into a Definitive Agreement for a US\$6,000,000 debt facility to fund most of the capital cost for the CIL and flotation plant that the Company intends to build in its Igor Project, located in La Libertad, Peru. The plant will process oxides and sulfides currently mined from its highgrade Callanquitas Mine, and other important satellite deposits that constitute part of the Project in the near future. The first tranche of the US\$6,000,000 debt facility will be funded once certain conditions precedent are met. The key terms of this financing are as follows:

- US\$6,000,000 total debt facility to be disbursed in 4 tranches;
- 11.75% annual interest rate;
- 1.5 years grace period, paying only interest, to cover the construction and commissioning periods;
- 3 years principal amortization period, following the grace period;
- The facility will be administered through a trust structure that will guarantee the repayment of the loan obligations. In addition, other trusts will be established to ensure the construction funding flow and to protect the surface rights and shares of the Peruvian subsidiary holding the construction and processing permits;
- Total and partial prepayments are authorized with no penalties;
- Certain conditions precedent are applicable to this transaction, including TSXV approval; and
- A 3% finder's fee payable in shares of the Company is applicable to this transaction.

On February 15, 2024 the Company announced that it received on February 14, 2024 from the regional authority of the Energy and Mines Ministry of Peru or Gerencia Regional de Energía, Minas e Hidrocarburos de La Libertad (GREMH – LL), the Regional Management Resolution number 000082-2024-GRLL-GGR-GREMH approving the amendment of the Environmental Impact Study (EIASd) for the IGOR Project beneficiation plant. This approval constitutes the acceptance of the F1 environmental portion of the permitting application that will allow the Company to build its CIL and Flotation processing plant at site. Days after this approval, the Company completed the submission of the final detail engineering portion of the permit application (F2). Once this final portion is approved, the Company will be able to start plant construction.

On March 12, 2024, the Company subscribed a letter of intent ("LOI") with Silver Crown Royalties Inc. ("SCR") for a silver royalty to complete project financing for the 350 tpd CIL and flotation plant the the Company intends to build. The plant will process oxide and sulfide ore, currently mined from its high-grade Callanquitas Mine (Igor Project), located in La Libertad, Peru. One of the Company's subsidiaries is in the final stage to receive its permit to start construction. The key terms of this financing are as follows:

PPX Mining Corp.

Notes to Condensed Interim Consolidated Financial Statements For the Three and Six Months Ended March 31, 2024 and 2023 (Expressed in Canadian Dollars) (Unaudited)

16. COMMITMENTS AND CONTINGENCIES (continued)

- US\$2.5 million funding payable in cash for a 15% silver royalty at the Igor 4 mining concession;
- The royalty expires upon the delivery of 250,000 ounces of silver or five years from closing, whichever occurs later;
- Starting June 1, 2025, an annual minimum of 50,000 ounces of silver applies;
- The Company has the option, at its sole discretion, to increase the minimum annual silver ounces delivered to 100,000, increasing the termination cap from 250,000 to 500,000 silver ounces against additional US\$2.5 million, payable in shares of SCR at \$0.50 per common share or 5-day trailing volume-weighted average price of the common share, whichever is greater; and
- The transaction is subject to due diligence. At commercially reasonable efforts, both parties expect to conclude due diligence by March 31, 2024, finalize definitive agreement by May 15, 2024 and close by June 30, 2024.

17. SUBSEQUENT EVENTS

On April 18, 2024, the Company completed a non-brokered private placement pursuant to which the Company issued 30,000,000 units of the Company (the "Units") at a price of \$0.045 per Unit for gross proceeds of \$1,350,000 (the "Offering"). Each Unit consisted of one common share of the Company and one common share purchase warrant, non-transferable except with prior consent of the Company, with each warrant entitling the holder to acquire one common share of the Company at an exercise price of \$0.07, expiring April 18, 2026. 2,000,000 Units issued in the Offering were issued to related parties.

In connection with the Offering, the Company issued an aggregate of 1,167,101 units (the "Finder's Units") to arm's length finders of the Company in consideration for finder's fees. Each Finder's Unit consisted of one common share of the Company and one non-transferable common share purchase warrant, with each warrant entitling the holder to acquire one common share of the Company at an exercise price of \$0.07, expiring April 18, 2026.

On April 23, 2024, RIVI opted to convert US\$500,000 principal amount of its current 5% secured convertible debenture of the Company, issued in connection with a restructuring of the Company's gold and silver purchase agreement with RIVI as described in note 9(a). The partial conversion will result in 12,500,000 common shares of the Company being issued to RIVI. Following the conversion, the outstanding principal balance of the convertible debenture is reduced to US\$3,899,946.

On April 29, 2024, the Company granted 15,750,000 share options to certain directors and officers of the Company. The options vested immediately at the date of grant, are exercisable at a price of \$0.07 per share and expire on April 29, 2031.

On May 3, 2024, the Company entered into a debt settlement agreement with an arm's length creditor of the Company to settle \$20,000 of outstanding debt (the "Debt Settlement") through the issuance of 400,000 units of the Company (each a "Unit"). Each Unit has a deemed issue price of \$0.05 per Unit pursuant to the Debt Settlement. Each Unit will be comprised of one common share of the Company and one common share purchase warrant. Each warrant will be exercisable to purchase an additional common share of the Company at an exercise price of \$0.07 per share for a period of two years from the closing date of the Debt Settlement transaction.