



**CHAKANA**  
C O P P E R

**CHAKANA COPPER CORP.**

**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED FEBRUARY 29, 2024 AND 2023**

**(UNAUDITED – EXPRESSED IN CANADIAN DOLLARS)**

**NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM  
FINANCIAL STATEMENTS**

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

The accompanying unaudited condensed interim consolidated financial statements of Chakana Copper Corp. (the "Corporation") have been prepared by and are the responsibility of the Corporation's management. The unaudited condensed interim consolidated financial statements are prepared in accordance with International Financial Reporting Standards and reflect management's best estimates and judgment based on information currently available.

The Corporation's independent auditor has not performed a review of these condensed interim consolidated financial statements.

April 29, 2024

**CHAKANA COPPER CORP.**  
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
**AS AT FEBRUARY 29, 2024 (UNAUDITED) AND MAY 31, 2023**  
*(Expressed in Canadian Dollars)*

	February 29, 2024 (Unaudited)	May 31, 2023 (Audited)
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash	\$ 2,186,855	\$ 2,251,365
Prepays and other current assets	156,946	153,158
	2,343,801	2,404,523
<b>Non-current Assets</b>		
Equipment (Note 5)	435,089	548,678
Value-added tax receivable (Note 6)	268,028	254,463
Prepays	74,033	87,567
Exploration and evaluation assets (Note 4)	7,676,897	5,946,838
<b>Total Assets</b>	<b>\$ 10,797,848</b>	<b>\$ 9,242,069</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued liabilities (Note 13)	\$ 472,281	\$ 383,869
Current portion of lease obligation (Note 7)	45,902	57,486
	518,183	441,355
<b>Non-current Liabilities</b>		
Lease obligation (Note 7)	72,063	120,664
<b>Total Liabilities</b>	<b>590,246</b>	<b>562,019</b>
<b>Shareholders' Equity</b>		
Common shares (Note 8)	46,879,115	43,716,860
Stock option reserve (Note 8)	2,285,718	2,236,275
Accumulated other comprehensive income	1,039,630	1,176,188
Deficit	(39,996,861)	(38,449,273)
<b>Total Shareholders' Equity</b>	<b>10,207,602</b>	<b>8,680,050</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 10,797,848</b>	<b>\$ 9,242,069</b>

Contingency (Note 14)  
Subsequent events (Note 15)

**Approved on behalf of the Board of Directors**

/s/ Tom Wharton  
Tom Wharton, Director

/s/ Darren Devine  
Darren Devine, Director

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

**CHAKANA COPPER CORP.**  
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**  
**FOR THE THREE AND NINE MONTHS ENDED FEBRUARY 29, 2024 AND 2023**  
*(Unaudited – Expressed in Canadian Dollars)*

	Three Months Ended February 29, 2024	Three Months Ended February 28, 2023	Nine Months Ended February 29, 2024	Nine Months Ended February 29, 2023
<b>OPERATING EXPENSES</b>				
Consulting fees (Note 13)	\$ 48,365	\$ 32,700	\$ 144,242	\$ 127,187
Depreciation (Note 5)	23,588	25,345	72,867	82,659
Exploration and evaluation expenditures (Notes 4 and 9)	186,097	460,318	633,711	2,042,176
General and administrative	81,645	82,448	212,389	202,337
Investor relations	17,098	13,762	39,092	68,602
Legal and professional fees (Note 13)	56,250	28,323	115,049	137,217
Salaries and wages (Note 13)	79,232	47,720	236,979	189,353
Stock-based compensation (Notes 8 and 13)	12,488	54,632	43,230	207,327
Travel and meals	-	-	7,989	6,559
<b>Operating Expenses</b>	<b>(504,763)</b>	<b>(745,248)</b>	<b>(1,505,548)</b>	<b>(3,063,417)</b>
<b>Other</b>				
Foreign exchange loss	(12,441)	1,359	(60,070)	39,112
Write-off of leasehold improvements (Note 5)	-	-	-	(2,981)
Interest income	10,397	14,254	18,030	37,353
	(2,074)	15,613	(42,040)	73,484
<b>Net Loss</b>	<b>(506,837)</b>	<b>(729,635)</b>	<b>(1,547,588)</b>	<b>(2,989,933)</b>
<b>Other Comprehensive Income</b>				
<b>Item that may be reclassified to profit or loss</b>				
Foreign currency translation	(54,053)	102,526	(136,558)	256,446
<b>Comprehensive Loss</b>	<b>\$ (560,890)</b>	<b>\$ (627,109)</b>	<b>\$ (1,684,146)</b>	<b>\$ (2,733,487)</b>
<b>Basic and diluted loss per share</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>	<b>\$ (0.01)</b>	<b>\$ (0.02)</b>
<b>Weighted average number of common shares outstanding (basic and diluted)</b>	<b>224,575,202</b>	<b>169,529,258</b>	<b>192,747,651</b>	<b>168,161,912</b>

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

**CHAKANA COPPER CORP.**  
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE NINE MONTHS ENDED February 29, 2024 AND February 28, 2023**  
*(Unaudited – Expressed in Canadian Dollars)*

	<b>Nine Months Ended January 29, 2024</b>	<b>Nine Months Ended January 28, 2023</b>
<b>Cash Flows Used in Operating Activities</b>		
Net loss	\$ (1,547,588)	\$ (2,989,933)
Adjustments to reconcile net loss to cash used in operating activities		
Depreciation	72,867	82,659
Stock-based compensation	43,230	207,327
Unrealized foreign exchange	28,349	17,640
Loss from sale of vehicle	-	2,981
Prepays and other current assets	9,746	22,949
Value-added tax receivable	(13,565)	324,511
Accounts payable and accrued liabilities	88,412	(308,446)
	<b>(1,318,548)</b>	<b>(2,640,312)</b>
<b>Cash Flows Used in Investing Activities</b>		
Leasehold improvements and purchase of equipment	5,718	(4,867)
Acquisition of exploration and evaluation assets	(1,604,911)	(1,264,897)
	<b>(1,599,193)</b>	<b>(1,269,764)</b>
<b>Cash Flows Provided by Financing Activities</b>		
Repayment of lease obligation	(30,149)	(34,501)
Proceeds from private placement, net of share issuance costs	2,883,650	1,034,959
	<b>2,853,501</b>	<b>1,000,458</b>
<b>Change in cash during the period</b>	<b>(64,241)</b>	<b>(2,909,618)</b>
<b>Foreign exchange on cash</b>	<b>(269)</b>	<b>41,326</b>
<b>Cash and cash equivalents – beginning of the period</b>	<b>2,251,365</b>	<b>5,564,165</b>
<b>Cash – end of the period</b>	<b>\$ 2,186,855</b>	<b>\$ 2,695,873</b>
<b>Non-cash Transaction</b>		
shares issued as option payment	\$ 82,558	\$ 200,000

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

**CHAKANA COPPER CORP.**  
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
*(Unaudited – Expressed in Canadian Dollars)*

	Common Shares		Subscription Receipts	Accumulated Other Comprehensive Income	Reserves	Deficit	Total
	Shares	Amount					
<b>Balance – May 31, 2022</b>	157,679,497	42,195,337	60,280	768,252	2,957,941	(35,951,431)	10,030,379
Units issued on private placement	10,470,451	1,151,750	(60,280)	-	-	-	1,091,470
Share issuance costs	-	(83,155)	-	-	26,644	-	(56,511)
Share issued for property	1,379,310	200,000	-	-	-	-	200,000
Other comprehensive income for the period	-	-	-	256,446	-	-	256,446
Stock-based compensation	-	-	-	-	207,327	-	207,327
Net loss for the period	-	-	-	-	-	(2,989,933)	(2,989,933)
<b>Balance – February 28, 2023</b>	169,529,258	\$ 43,463,932	\$ -	\$ 1,024,698	\$ 3,191,913	\$ (38,941,364)	\$ 8,739,179
Units issued on private placement	-	-	-	-	-	-	-
Share issue costs	-	(3,653)	-	-	-	-	(3,653)
Shares issued for property	3,484,121	256,581	-	-	-	-	256,581
Fair value of forfeited and expired options and warrants	-	-	-	-	(984,305)	984,305	-
Other comprehensive income for the year	-	-	-	151,490	-	-	151,490
Stock-based compensation	-	-	-	-	28,667	-	28,667
Net loss for the period	-	-	-	-	-	(492,214)	(492,214)
<b>Balance – May 31, 2023</b>	173,013,379	\$ 43,716,860	\$ -	\$ 1,176,188	\$ 2,236,275	\$ (38,449,273)	\$ 8,680,050
Units issued on private placement	75,000,851	3,000,034	-	-	-	-	3,000,034
Share issue cost	-	(122,597)	-	-	6,213	-	(116,384)
Share issued for property	1,379,310	82,558	-	-	-	-	82,558
Other comprehensive income for the period	-	-	-	(136,558)	-	-	(136,558)
Stock-based compensation	-	-	-	-	43,230	-	42,432
Net loss for the period	-	-	-	-	-	(1,547,588)	(1,546,790)
<b>Balance – February 29, 2024</b>	249,393,540	\$ 46,676,855	\$ -	\$ 1,039,630	\$ 2,285,718	\$ (39,996,861)	\$ 10,207,602

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

**CHAKANA COPPER CORP.**

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023  
(Unaudited – Expressed in Canadian Dollars)

---

**1. Nature of Operations and Going Concern**

Chakana Copper Corp. (the “Corporation” or “Chakana”) was incorporated on May 2, 2011, under the laws of the province of British Columbia, Canada. The Corporation is listed on the TSX Venture Exchange under the symbol “PERU”. The Corporation is currently engaged in exploration of mineral properties, with its principal focus at this stage on the exploration of the Soledad copper-gold-silver project located in central Peru (the “Soledad Project”).

The head office and principal address is 800 West Pender Street, Suite 1430, Vancouver, British Columbia, V6C 2V6, Canada. The records office of the Corporation is located at 1055 West Pender Street, Suite 1500, Vancouver, British Columbia, V6E 4V7, Canada.

The Corporation is in the process of exploring and developing its mineral properties. The recoverability of the amounts shown for mineral properties is dependent upon the existence of economically recoverable reserves, successful permitting, the ability of the Corporation to obtain necessary financing to complete exploration and development, and upon future profitable production or proceeds from the disposition of each mineral property. Furthermore, the acquisition of title to mineral properties is a complicated and uncertain process, and while the Corporation has taken steps in accordance with normal industry standards to verify its title to the mineral properties in which it has an interest, there can be no assurance that such title will ultimately be secured. The carrying amounts of mineral properties are based on costs incurred to date, and do not necessarily represent present or future values.

These condensed interim consolidated financial statements have been prepared on a going concern basis which assumes that the Corporation will be able to continue in operation for the foreseeable future and meet its obligations in the normal course of business. Accordingly, these condensed interim consolidated financial statements do not include any adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Corporation be unable to continue as a going concern. Such adjustments could be material.

The Corporation has incurred ongoing losses and will continue to incur further losses in the course of exploring its mineral properties. During the period ended February 29, 2024, the Corporation incurred a net loss of \$1,547,588 (February 28, 2023 - \$2,989,933) and as of that date has a deficit of \$39,996,861 (May 31, 2023 - \$38,449,273). The Corporation has historically relied on the issuance of share capital to fund its operations. Although the Corporation has been successful in raising equity financing in the past, there is no assurance that such financing will continue to be available with acceptable terms. These uncertainties may cast significant doubt about the Corporation’s ability to continue as a going concern.

**2. Basis of Preparation and Statement of Compliance**

These condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as applicable to interim financial reports, including International Accounting Standard 34 *Interim Financial Reporting*. Therefore, these condensed interim consolidated financial statements do not include all the information and note disclosures required by IFRS for annual financial statements and should be read in conjunction with the annual consolidated financial statements for the year ended May 31, 2023 (“Annual Financial Statements”), which have been prepared in accordance with IFRS.

The accounting policies applied in preparation of these condensed interim consolidated financial statements are the same as those applied in the most recent Annual Financial Statements and were consistently applied to all the periods presented. These condensed interim consolidated financial statements were approved by the Board of Directors on April 29, 2024.

These condensed interim consolidated financial statements have been prepared on a historical cost basis except for certain financial instruments which are measured at fair value. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information and are presented in Canadian dollars except where otherwise indicated.

## **2. Basis of Preparation and Statement of Compliance (Continued)**

The Corporation's consolidated financial include the accounts of the Corporation and its subsidiaries. Subsidiaries are entities controlled by the Corporation, where control is achieved by the Corporation being exposed to, or having rights to, variable returns from its involvement with the entity and having the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is obtained by the Corporation and are deconsolidated from the date that control ceases. The Corporation currently has one wholly owned subsidiary: Chakana Resources S.A.C., a Peruvian company.

All inter-company transactions, balances, income and expenses are eliminated on consolidation.

## **3. Significant Accounting Judgments and Estimates**

The preparation of the Corporation's condensed interim consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the condensed interim consolidated financial statements and reported amounts of income and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes may differ significantly from these estimates.

Significant judgments and estimates that have the most significant effect on the amounts recognized in the Corporation's condensed interim consolidated financial statements are as follows.

Judgments that have the most significant effect on the amounts recognized in the Corporation's condensed interim consolidated financial statements are as follows:

### ***Critical Accounting Judgments***

- *Impairment of Exploration and Evaluation Asset*

The net carrying value of an exploration asset is reviewed regularly for conditions that suggest potential indications of impairment. This review requires significant judgment. Factors considered in the assessment of asset impairment include, but are not limited to, whether there has been a significant adverse change in the legal, regulatory, accessibility, title, environmental or political factors that could affect the property's value; whether there has been an accumulation of costs significantly in excess of the amounts originally expected for the property's acquisition, development or cost of holding; and whether exploration activities produced results that are not promising such that no more work is being planned in the foreseeable future.

- *Going Concern*

The assessment of the Corporation's ability to continue as a going concern involves critical judgment based on historical experience and expectations of the Corporation's ability to generate adequate financing. Significant judgment is used in the Corporation's assessment of its ability to continue as a going concern.

- *Functional Currency*

The functional currency for the Corporation's subsidiary, Chakana Resources S.A.C., is the Peruvian Sol – the currency of the primary economic environment in which the entity operates. Determination of functional currency may involve certain judgments to determine the primary economic environment and the Corporation reconsiders the functional currency of its entities if there is a change in events and conditions which determined the primary economic environment.



### 3. Significant Accounting Judgments and Estimates (continued)

#### *Critical Accounting Judgments (continued)*

- *Income Taxes*

Deferred tax assets and liabilities are determined based on differences between the financial statement carrying values of assets and liabilities and their respective income tax bases (“temporary differences”), and losses carried forward.

The determination of the ability of the Corporation to utilize tax loss carry-forwards to offset deferred tax liabilities requires management to exercise judgment and make certain assumptions about the future performance of the Corporation. Management is required to assess whether it is probable that the Corporation will benefit from these prior losses and other deferred tax assets. Change in economic conditions, metal prices and other factors could result in revision to the estimates of the benefits to be realized or the timing of utilizing the losses.

- *Value-added Tax (“VAT”)*

Management’s assumptions regarding the recoverability of Value Added Tax (“VAT”) receivable at the end of each reporting period is made using all relevant facts available, including past collectability, the development of VAT policies and the general economic environment of the country to determine if a write-down of the VAT is required. Collection of the amount receivable depends on processing and payment of the claims by the local government, which historically has been very slow. While the Corporation is still pursuing collection, with the delay in processing and collection, the Corporation has been receiving its VAT from prior years and as such, management has determined as at May 31, 2023 and 2022 that it is appropriate to record the VAT as a receivable without any allowance for collectability. The timing and amount of the VAT ultimately collectable could be materially different from the amount recorded in the consolidated financial statements.

#### *Critical Accounting Estimates*

- *Stock-based compensation*

Stock-based compensation is valued using the Black-Scholes option pricing model at the date of grant and expensed in profit or loss over vesting period of each award. The Black-Scholes option pricing model utilizes subjective assumptions such as expected price volatility and expected life of the option. Stock-based compensation expense also utilizes subjective assumption on forfeiture rate. Changes in these input assumptions can significantly affect the fair value estimate.

### 4. Exploration and Evaluation Assets

	Condor Option	Aija Project	Barrick	Total
<b>Balance – May 31, 2022</b>	2,786,898	804,473	308,259	3,899,630
Acquisition costs	1,199,729	521,748	-	1,721,477
Foreign exchange on translation	225,394	60,403	39,934	325,731
<b>Balance – May 31, 2023</b>	\$ 4,212,021	\$ 1,386,624	\$ 348,193	\$ 5,946,838
Acquisition costs	1,418,526	471,202	-	1,889,728
Foreign exchange on translation	(114,518)	(36,395)	(8,756)	(159,669)
<b>Balance – February 29, 2024</b>	\$ 5,516,029	\$ 1,821,431	\$ 339,437	\$ 7,676,896

The Corporation’s wholly owned subsidiary, Chakana Resources S.A.C., holds the following:

- the option to acquire a 100% ownership interest in the Soledad Project (“Condor Option”);
- an option to acquire a 100% ownership interest in the adjacent Aija Project, Peru (“Aija Project”); and
- an option to acquire up to a 100% ownership in other adjacent mineral concessions owned by Minera Barrick Misquichilca S.A. (“Barrick”) (the “Barrick Option”).

#### 4. Exploration and Evaluation Assets (continued)

All three options are collectively referred to as the “Soledad Project”.

The Corporation is the operator of all related mineral exploration activities on these projects.

##### (a) Condor Option

On April 17, 2017, the Corporation entered into a Mining Assignment and Option Agreement (“Condor Option”) with Minera Vertiente del Sol S.A.C. (“MVS”) (the “Agreement”), a subsidiary of Condor Resources Inc. (“Condor”), pursuant to which the Corporation has the sole and exclusive option to acquire 100% of the rights and interests in the Soledad Copper/Gold Project, Peru (the “Soledad Project”), subject to a 2% net smelter return royalty (“NSR”). The agreement was amended on March 18, 2019 and November 13, 2020, relating to the Soledad Project.

The Condor Option is exercisable by issuing 500,000 common shares by June 23, 2018 (issued), making aggregate cash payments of US\$5,375,000, and completing 12,500 metres of drilling on the Soledad Project. During the year ended May 31, 2018, the Corporation fulfilled the 12,500 metres of exploration drilling requirement on the Soledad Project.

On April 14, 2022, the Corporation reached an agreement with Condor to amend the terms of the Condor Option.

Under the existing agreement, a final payment of US\$4.425 million dollars was due to Condor on April 23, 2022. The parties have agreed to extend and amend the terms of the option to provide that Chakana may complete the exercise of the option by either, (1) paying US\$2,800,000 and issuing 9,480,198 common shares prior to June 23, 2022, or (2) making the following cash and share payments over the next three-year period. The Corporation has decided to exercise the option by making the following cash payments:

Date	Cash payment	Shares in CDN\$ equivalent <sup>(1)</sup>
On or prior to June 23, 2022 (paid)	US\$800,000	\$ 200,000
On or prior to June 23, 2023 (Cash paid, shares issued)	US\$1,000,000	\$ 200,000
On or prior to June 23, 2024	US\$1,000,000	\$ 200,000
On or prior to June 23, 2025	US\$1,425,000	\$ 200,000

<sup>(1)</sup> The number of shares to be issued is to be determined by dividing the \$200,000 by the share price, which is the greater of i) the average market price during the last trading 10 days before issuing or ii) a price of \$0.145 per share.

The amounts of the share payments are subject to adjustment in the event of early or late payment. In addition, Condor has agreed to certain voluntary resale restrictions on the shares of Chakana to be issued to Condor, with periodic releases over an 18-month period.

Pursuant to the amendment agreement and as part of the amount owed to Condor, Chakana also agreed to make a payment of US\$200,000 by April 22, 2022 which was made on April 21, 2022. As at May 31, 2023, the Corporation has made total payments of US\$2,950,000.

Under the agreement, the Corporation may purchase from MVS 50% of the NSR, equal to a 1% NSR, for US\$2,000,000 at any time. On March 18, 2019, the Corporation purchased a 1% NSR on the Soledad Project for \$369,902 (US\$275,000) and 900,000 common shares. As a result of the Corporation purchasing the NSR, the option agreement between the parties was amended to reflect a reduction of the Condor NSR royalty from 2% to 1%, with the Corporation having the right to repurchase 50% of the NSR (or 0.5% NSR) for US\$1,000,000 subsequent to exercising the option. If the Corporation does not exercise the option to acquire Soledad Project, Condor has the right to purchase 50% of the NSR (or 0.5% NSR) for US\$1,000,000. In addition, the pre-royalty payment obligation was eliminated.

**4. Exploration and Evaluation Assets (continued)**

**(b) Aija Project**

On March 20, 2018, the Corporation entered into an Option Agreement (the “Aija Option”) with an arms-length third party to acquire 100% of the rights and interest in the Aija Project (the “Aija Project”) subject to a 2% NSR. During the year ended May 31, 2021, the Corporation renegotiated the payment schedule.

During December 2022, the Corporation entered into an agreement to amend the payment terms under the Aija Option.

Under the terms of the original agreement, a final payment of US\$1.5 million was due on May 1, 2023. The parties agreed to extend and amend the terms of the agreement as follows:

The option exercise cash payments schedule is as follows:

<b>Installment</b>	<b>Date</b>	<b>Cash Amount (in US\$)</b>	<b>US\$ paid in shares</b>
1	Upon execution of Letter of Intent on October 3, 2017 (paid)	75,000	-
2	Upon close of Definitive Agreement on August 1, 2018 (paid)	75,000	-
3	February 1, 2019 (paid)	50,000	-
4	August 1, 2019 (paid)	50,000	-
5	February 1, 2020 (paid)	75,000	-
6	November 1, 2020 (paid)	75,000	-
7	May 1, 2021 (paid)	100,000	-
8	November 1, 2021 (paid)	100,000	-
9	May 1, 2022 (paid)	100,000	-
10	November 1, 2022 (paid)	100,000	-
11	December 1, 2022 (Cash paid, shares issued)	100,000	75,000
12	May 1, 2023 (Cash paid, shares issued)	100,000	125,000
13	November 1, 2023 (Cash paid, shares issued)	100,000	150,000
14	August 1, 2024	150,000	75,000
15	February 1, 2025	150,000	75,000
16	May 1, 2025	150,000	-
17	November 1, 2025	150,000	-
18	May 1, 2026	150,000	-
19	November 1, 2026	250,000	-
<b>Total</b>		<b>2,100,000</b>	<b>500,000</b>

The number of shares will be determined based on the greater of (i) the ten-day volume weighted average trading price of the Chakana common shares as of the date of issuance of such Chakana shares, or (ii) the market value at the time the obligation arises, provided that the shares for each payment may not be issued at a price lower than CDN\$0.05 per share. The Agreement is subject to the approval of the TSX Venture Exchange. As at May 31, 2023, the Corporation has paid instalments 1 to 11, totaling US\$1,000,000 and made payment 12 subsequent to May 31, 2023. Under the terms of the Aija Option, the Corporation may purchase all of the 2% NSR at any time for US\$2,000,000. There are no drilling or work expenditure commitments under the Option.

#### 4. Exploration and Evaluation Assets (continued)

##### (c) Barrick Option

On July 11, 2018, Barrick granted the Corporation an option to acquire a 100% interest in three concessions adjoining the southern extent of the Aija Project (the “Barrick Option”). Under terms of the agreement, the Corporation has five years in total to complete a minimum of 2,000 metres of drilling and produce a Preliminary Economic Assessment report compliant with National Instrument 43-101. In October 2021, the Corporation amended the July 11, 2018 agreement. Under terms of the amended agreement, the Corporation must obtain the Authorization to Imitate Activities (“AIA”) for exploration drilling on or before September 27, 2023 (first option). It then has four years from the date of the AIA to complete a minimum of 4,000 metres of drilling and produce a Preliminary Economic Assessment report compliant with National Instrument 43-101 *Standards of Disclosure for Mineral Projects* (second option). Upon exercise of the Barrick Option, Barrick will retain a 2% NSR subject to the Corporation’s right to purchase 50% of the royalty for US\$2,000,000.

Barrick will have a one-time right to reacquire a 70% interest in the concessions within 120 days of exercising the option by paying the Corporation three times the aggregate amount of exploration expenditures incurred since the execution date and cancelling the 2% NSR. If a production decision is then not made by Barrick within seven years of the Back-in Closing Date, Barrick will make pre-royalty payments of US\$75,000 per year until a production decision is made for a maximum of five years (US\$375,000). If the Corporation does not contribute its share of project costs its interest will be diluted to 10%, upon which its interest will be converted to a 2% NSR with Barrick retaining a right to purchase 50% of the royalty for US\$2,000,000.

#### 5. Property and Equipment

	Right-of-use Asset	Equipment	Total
<b>Cost</b>			
<b>As at May 31, 2022</b>	265,971	658,734	924,705
Additions	-	2,170	2,170
Foreign exchange on translation	21,005	45,324	66,329
Disposals	-	(87,000)	(87,000)
<b>As at May 31, 2023</b>	\$ 286,976	\$ 619,228	\$ 906,204
Additions	-	2,767	2,767
Amendment to lease agreement	(24,917)	-	(24,917)
Foreign exchange on translation	(8,595)	(18,935)	(27,530)
<b>As at February 29, 2024</b>	\$ 253,563	\$ 603,818	\$ 857,381
<b>Accumulated Depreciation</b>			
<b>As at May 31, 2022</b>	(56,014)	(252,039)	(308,053)
Depreciation	(54,072)	(54,641)	(108,713)
Foreign exchange on translation	(9,528)	(15,251)	(24,779)
Disposals	-	84,019	84,019
<b>As at May 31, 2023</b>	\$ (119,614)	\$ (237,912)	\$ (357,526)
Depreciation	(37,365)	(34,965)	(72,330)
Foreign exchange on translation	3,911	7,653	11,565
<b>As at February 29, 2024</b>	\$ (153,068)	\$ (269,198)	\$ (422,266)
<b>Net Book Value</b>			
<b>As at May 31, 2023</b>	\$ 167,362	381,316	548,678
<b>As at February 29, 2024</b>	\$ 100,495	334,620	435,115

**CHAKANA COPPER CORP.**  
NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023  
(Unaudited – Expressed in Canadian Dollars)

**6. VAT Receivable**

	February 29, 2024	May 31 2023
VAT receivable	\$ 268,028	\$ 254,463

As at February 29, 2024, the Corporation has \$268,028 (May 31, 2023 - \$254,463) in VAT receivable refundable from Peruvian tax authorities, net of VAT that is available to the Corporation, which is not refundable but can be offset against future VAT payable. During the period ended February 29, 2024, the Corporation received VAT in the amount of nil soles (\$nil) (2023 – 1,407,816 soles (\$483,866)). Management has determined to classify VAT receivable as long-term due to uncertainty of timing when it will be received.

**7. Lease Obligation**

Balance – May 31, 2022		215,109
Interest expense		11,841
Lease payments		(62,730)
Currency translation adjustment		13,930
Balance – May 31, 2023	\$	178,150
Amendment to lease agreement		(25,832)
Interest expense		7,717
Lease payments		(37,926)
Currency translation adjustment		(4,144)
Balance – February 29, 2024	\$	117,965
Which consists of:		
Current portion of lease obligation	\$	45,902
Non-current portion of lease obligation		72,063
	\$	117,965

On May 1, 2021, the Corporation entered into a lease agreement for its Peruvian warehouse for a five-year term, expiring April 30, 2026. Pursuant to this lease, the Corporation is obligated to pay basic rent of 15,000 soles (approximately \$4,737) on a monthly basis. On September 2023 the lease agreement was amended and the monthly payments were reduced to 10,000 soles per month for a period of 12 months. The right-of-use asset and lease obligation were measured at the present value of the lease payments and discounted using an incremental borrowing rate of 6.4%.

**8. Share Capital**

**(a) Authorized Share Capital**

The Corporation is authorized to issue an unlimited number of common shares without par value.

**(b) Issued Capital**

During the nine months ended February 29 2024,

- During June 2023, the Corporation issued 1,379,310 shares valued at \$82,558 issued as part of the Condor Option payments.

## **8. Share Capital (continued)**

### **(b) Issued Capital (continued)**

- On November 6, 2023, the Corporation completed the first tranche of a non-brokered private placement of 20,541,495 units at a price of \$0.04 per unit for gross proceeds of \$821,660. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional share at a price of \$0.06 per Share for a period of two years. The Corporation may accelerate the expiry of the warrants in the event that for any ten consecutive trading days the closing price of the shares is greater than \$0.09. The Corporation paid aggregate finder's fees of \$13,720 and issued 343,000 finder's warrants in connection with the first tranche of the private placement. Each finder's warrant is exercisable to purchase one share at a price of \$0.06 per share for a period of two years from closing of the private placement. The finder's warrants were valued at \$6,213 using the Black-Sholes option pricing model.
- On January 15, 2024, the Corporation completed the second and final tranche of a private placement issuing 54,459,356 units of the Corporation at a price of \$0.04 per unit for gross proceeds of \$2,178,374. Each unit consists of one common share in the capital of the Corporation and one common share purchase warrant. Each warrant entitles the holder to purchase one additional share at a price of \$0.06 per share for a period of two years from closing of the private placement. The Corporation may accelerate the expiry of the warrants in the event that for any ten consecutive trading days the closing price of the Shares is greater than \$0.09. The Corporation paid aggregate finder's fees of \$102,564 and issued 2,996,100 finder's warrants in connection with the second tranche of the private placement.
- On January 25, 2024 the Company issued 2,379,529 shares in relation to the Aija Option agreement valued at \$202,260.

During the year ended May 31, 2023, the Corporation issued common shares ("Shares") as follows:

- On June 21, 2022, the Corporation completed the second and final tranche of a private placement of 10,470,451 units of the Corporation at a price of \$0.11 per Unit for gross proceeds of \$1,151,750. During the year ended May 31, 2022, \$60,280 has been received and recorded as subscriptions received. Each Unit consists of one common share in the capital of the Corporation and one-half of one common share purchase warrant. Each warrant entitles the holder to purchase one additional share at a price of \$0.20 per share for a period of two years from closing of the private placement. The Corporation may accelerate the expiry of the warrants in the event that for any ten consecutive trading days the closing price of the Shares is greater than \$0.30. The Corporation paid aggregate finder's fees of \$60,164 and issued 513,736 finder's warrants in connection with the second tranche of the private placement.

Each finder's warrant is exercisable to purchase one additional share at a price of \$0.20 per share for a period of two years from closing of the private placement. The finder's warrants were valued at \$26,644 using the Black-Sholes option pricing model. Combined with the first tranche that closed in May, the financing resulted in total gross proceeds of \$6,241,355.

- During the year ended May 31, 2023, the Corporation issued 3,484,121 shares in relation to the Aija Option valued at \$256,581. Of these shares, 1,250,000 were issued in relation to the amendments to the option agreement and 2,234,121 issued as part of its option payments.
- During June 2022, the Corporation issued 1,379,310 shares valued at \$200,000 issued as part of the Condor Option payments.

### **(c) Stock Options**

The Corporation adopted a stock option plan (the "Plan") whereby it can grant stock options to directors, officers, employees and consultants of the Corporation. The maximum number of common shares that may be reserved for issuance under the Plan is limited to 10% of the issued common shares of the Corporation at any time.

**8. Share Capital (continued)**

**(c) Stock Options (continued)**

The changes in incentive stock options outstanding are summarized as follows:

	<b>Weighted Average Exercise Price</b>	<b>Number of Shares Issued or Issuable on Exercise</b>
<b>Balance – May 31, 2022</b>	\$0.41	8,985,000
Granted	\$0.075	4,200,000
Forfeited	\$0.37	(3,160,000)
<b>Balance – May 31, 2023 and February 29, 2024</b>	<b>\$0.28</b>	<b>10,025,000</b>

During the year ended May 31, 2023, the Corporation granted 4,200,000 incentive stock options to employees and consultants exercisable for a period of five years from the date of grant. 25% of the options will vest immediately on the grant date, 25% of the options will vest every six months thereafter and are exercisable at a price of \$0.075 per common.

The fair value of options vested has been estimated using the Black-Scholes option pricing model, assuming a risk-free interest rate of 3.40% (2023 – 3.32%) per annum, an expected life of options of 3.64 (2023 - 5) years, an expected volatility of 93.69% (2023 – 93.74%) based on historical data and no expected dividends. The Corporation has estimated the dividend and forfeiture rate to be 0.00% based on historical dividend payments and historical forfeiture rates. Expected volatility was determined based on the historical movements in the closing price of the Corporation's common shares for a length of time equivalent to the expected life of each option.

Incentive stock options outstanding and exercisable at February 29, 2024 and May 31, 2023 are summarized as follows:

<b>Expiry Date</b>	<b>Exercise Price</b>	<b>February 29, 2024</b>	<b>May 31, 2023</b>
December 12, 2024	\$0.20	900,000	900,000
July 10, 2025	\$0.40	1,650,000	1,650,000
April 22, 2026	\$0.50	3,275,000	3,275,000
September 29, 2027	\$0.075	4,200,000	4,200,000
Weighted average life remaining		2.56	3.25
<b>Total outstanding options</b>	<b>\$0.28</b>	<b>10,025,000</b>	<b>10,025,000</b>
<b>Total exercisable options</b>	<b>\$0.34</b>	<b>9,187,500</b>	<b>7,950,000</b>

**8. Share Capital (continued)**

**(d) Warrants**

The changes in warrants outstanding are summarized as follows:

	Weighted Average Exercise Price	Number of Shares Issued or Issuable on Exercise
<b>Balance – May 31, 2022</b>	\$0.20	25,545,390
Issued	\$0.20	5,748,962
<b>Balance – May 31, 2023</b>	\$0.20	31,294,352
Issued	\$0.06	78,339,951
<b>Balance – January 29 2024</b>	\$0.10	109,634,303

During the nine months ended February 29, 2024, the Corporation issued 75,000,851 investor warrants and 3,339,100 Finder's Warrants as part of the first tranche of a private placement, which closed November 6, 2023 (Note 8(b)).

During the year ended May 31, 2023, the Corporation issued 5,235,226 investor warrants and 513,736 Finder's Warrants as part of the second tranche of the private placement, which closed June 21, 2022 (Note 8(b)).

The fair value of Finder's Warrants uses the Black-Scholes option pricing model, assuming a risk-free interest rate of 4.45% per annum, an expected life of 2 years, an expected volatility of 101.72% based on historical data and no expected dividends. The Corporation has estimated the dividend and forfeiture rate to be 0.00% based on historical dividend payments and historical forfeiture rates. Expected volatility was determined based on the historical movements in the closing price of the Corporation's common shares for a length of time equivalent to the expected life of each warrant.

Warrants outstanding at February 29, 2024 and May 31, 2023 are summarized as follows:

Expiry Date	Exercise Price	February 29, 2024	May 31, 2023
May 24, 2024	\$0.20	25,545,390 <sup>(1)</sup>	25,545,390 <sup>(1)</sup>
June 21, 2024	\$0.20	5,748,962	5,748,962
November 6, 2025	\$0.06	20,884,495 <sup>(2)</sup>	-
January 12, 2026	\$0.06	57,455,456 <sup>(2)</sup>	-
<b>Total outstanding warrants</b>	<b>\$0.20</b>	<b>109,634,303</b>	<b>31,294,352</b>

<sup>(1)</sup> The Corporation may accelerate the expiry of the Warrants in the event that for any ten consecutive trading days the closing price of the shares is greater than \$0.30 per unit.

<sup>(2)</sup> The Corporation may accelerate the expiry of the Warrants in the event that for any ten consecutive trading days the closing price of the shares is greater than \$0.09 per unit.



**CHAKANA COPPER CORP.**

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023  
(Unaudited – Expressed in Canadian Dollars)

**9. Exploration and Evaluation Expenditures**

The Corporation incurred exploration and evaluation expenditures as follows:

	Three Months Ended February 29, 2024	Three Months Ended February 28, 2023	Nine Months Ended February 29, 2024	Nine Months Ended February 29, 2023
Drilling	\$ 27,164	\$ 20,651	\$ 27,164	\$ 392,740
Exploration support and administrative	93,194	245,879	403,189	964,991
Field operations and consumables	14,097	67,572	62,727	295,279
Geological consultants	1,652	6,815	26,510	94,016
Permitting and environmental consulting	40,388	56,636	94,327	112,570
Sampling and geological costs	5,562	1,103	5,562	34,362
Transportation	4,040	61,662	14,232	148,218
	<b>\$ 186,097</b>	<b>\$ 460,318</b>	<b>\$ 633,711</b>	<b>\$ 2,042,176</b>

**10. Financial Instruments****Credit Risk**

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Corporation's primary exposure to credit risk is on its cash, which is being held in bank accounts. The cash is deposited in bank accounts held with one major bank in Canada, therefore, there is a concentration of credit risk. This risk is managed by using a major bank that is a high credit quality financial institution, as determined by rating agencies.

**Foreign Currency Risk**

The Corporation incurs expenditures in Canada and Peru. Foreign currency risk arises as the amount of the Peruvian sol and US dollar cash, intercompany balances and payables will vary in Canadian dollar terms due to changes in exchange rates.

As at February 29, 2024 and May 31, 2023, the Corporation has not hedged its exposure to currency fluctuations.

As at February 29, 2024 and and May 31, 2023, the Corporation is exposed to currency risk through the following assets and liabilities denominated in Peruvian soles and US dollars:

	February 29, 2024		May 31, 2023	
	Soles	US\$	Sol	US\$
Cash	61,580	124,516	15,998	251,212
Accounts payable and accrued liabilities	(330,712)	(47,627)	(432,912)	(9,210)
Net	(269,132)	76,889	(416,914)	242,002
Canadian dollar equivalent	(96,538)	104,338	(154,258)	(329,195)

Based on the above net exposures As at February 29, 2024, a 5% (May 31, 2023 - 5%) change in the CDN dollar/Peruvian sol and Canadian/US dollars exchange rate would impact the Corporation's income (loss) and comprehensive income (loss) by approximately \$5,000 and \$5,216 (May 31, 2023 - \$8,000 and \$16,000), respectively.

## 10. Financial Instruments (continued)

### **Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Corporation's exposure to interest rate risk relates to its ability to earn interest income on cash at variable rates. The risk is minimal.

### **Liquidity Risk**

Liquidity risk is the risk that the Corporation will encounter difficulty in satisfying financial obligations as they become due. The Corporation manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. At February 29, 2024, the Corporation has cash and cash equivalents of \$2,186,855 (May 31, 2023 - \$2,251,365), current liabilities of \$518,183 (May 31, 2023 - \$441,355) and non-current liabilities of \$72,063 (May 31, 2023 - \$120,664).

The amounts listed below are the remaining contractual maturities for financial liabilities held by the Corporation:

As at		February 29, 2024		May 31, 2023
Due date				
0 – 90 days	\$	483,042	\$	400,528
91 – 365 days		32,283		49,950
More than 1 year		75,327		127,650
	\$	590,652	\$	578,128

### **Determination of Fair Value**

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability. Management considers that due to their short-term nature the carrying amounts of financial assets and financial liabilities, which include cash and accounts payable and accrued liabilities are assumed to approximate their fair values. The lease liability is classified as Level 2 and the fair value is determined based on market interest rates.

### **Fair Value Hierarchy**

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 - Unadjusted quoted prices 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. Management of Capital

The Corporation's primary objectives in capital management are to safeguard the Corporation's ability to continue as a going concern in order to provide returns for shareholders and to maintain sufficient funds to finance the development of the Soledad and Aija projects. Capital is comprised of the Corporation's shareholders' equity. The Corporation manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. To maintain or adjust its capital structure, the Corporation may attempt to issue new shares, issue debt, acquire or dispose of assets, or adjust the amount of cash. The Corporation is not subject to any externally imposed capital requirements. The Corporation did not change its approach to capital management during the period ended February 29, 2024.

**CHAKANA COPPER CORP.**

NOTES TO CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023  
(Unaudited – Expressed in Canadian Dollars)

**12. Segmented Information**

The Corporation operates in one reportable segment, the exploration and development of unproven exploration and evaluation assets. The Corporation's primary exploration and evaluation assets are located in Peru and its corporate assets, comprising mainly cash, are located in Canada. The Corporation is in the exploration stage and has no reportable segment revenues or operating results.

The Corporation's total assets are segmented geographically as follows:

	Canada	Peru	Total
<b>As at February 29, 2024</b>			
Current assets	\$ 2,166,638	\$ 177,164	\$ 2,343,802
Deposits		74,033	74,033
Exploration and evaluation assets	-	7,676,897	7,676,897
Property and equipment	1,230	433,858	435,088
Value-added tax receivable	-	268,028	268,028
	\$ 2,167,868	\$ 8,629,980	\$ 10,797,848
<b>As at May 31, 2023</b>			
Current assets	\$ 1,971,652	\$ 432,871	\$ 2,404,523
Prepays	-	87,567	87,567
Property and equipment	1,921	546,757	548,678
Value-added tax receivable	-	254,463	254,463
Exploration and evaluation assets	-	5,946,838	5,946,838
	\$ 2,061,140	\$ 7,268,496	\$ 9,242,069

**13. Related Party Disclosures**

The Corporation's related parties include key management personnel and companies related by way of directors or shareholders in common.

**(a) Key Management Personnel Compensation**

During the nine months ended February 29, 2024 and February 28, 2023, the Corporation paid and/or accrued the following compensation for salaries, fees and stock-based compensation to key management personnel:

	February 29, 2024	February 28, 2023
Management fees, included in salaries and wages	\$ 177,328	\$ 174,344
Accounting fees	76,500	76,500
Directors' fees, included in consulting fees	108,878	113,329
Stock-based compensation	35,760	111,214
	\$ 398,466	\$ 777,274

### 13. Related Party Disclosures (continued)

#### (b) Due to Related Parties

The Corporation has the following amounts due to related parties included in accounts payable and accrued liabilities. The amounts owing are non-interest-bearing, unsecured and due on demand.

	February 29, 2024	May 31, 2023
Management	94,570	-
Directors	134,480	115,605
	\$ 229,050	\$ 115,605

### 14. Contingency

During the year ended May 31, 2022, a former employee who had the role of community relations manager for the Corporation's subsidiary filed a claim against the Corporation alleging he suffered an injury while working with the Corporation and is seeking compensation for damages of up to US\$390,000. The former employee was employed during 2019 and has provided no evidence such injury occurred while employed by the Corporation nor if such injury was a direct result of his employment. The Corporation believes the claim is without merit and intends to vigorously defend its position. On June 28, 2023, the court submitted the sentence, in which the Judge ruled in favor of the Corporation, declaring Mr. Castillo is not entitled to the requested severance. The Judge concluded that Mr. Castillo was not able to prove that he suffered the alleged labor accident, and therefore, there can not be any severance in his favor. Mr. Castillo has filed an appeal against the first instance ruling, and this must be resolved before the Superior Court of Lima. This review process will take approximately one year, but the Corporation is confident that the outcome will be the same.

### 15. Subsequent Events

Subsequent to February 29, 2024 5,713,852 shares were issued on exercise of warrants for total proceeds of \$342,831.