



**Condensed Consolidated Interim Financial Statements
Three and Nine Months Ended January 31, 2025 and 2024
(Expressed in Canadian Dollars)
(Unaudited)**

Notice of no Auditor Review of Condensed Consolidated 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 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 financial statements of the Company have been prepared by and are the responsibility of the Company's management.

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

Southern Silver Exploration Corp.

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Comprehensive Loss

Three and Nine Months Ended January 31, 2025 and 2024

(Expressed in Canadian Dollars, Unaudited)

		Three months ended		Nine months ended	
	Note	January 31, 2025	January 31, 2024	January 31, 2024	January 31, 2024
		\$	\$	\$	\$
Administration	6	15,000	15,000	45,000	45,000
Consulting	6	139,103	64,346	379,345	195,491
Exploration and evaluation	5 & 6	1,156,435	758,392	2,020,311	1,746,761
Investor relations and corporate development	6	104,795	130,927	319,182	331,344
Office and general	6	28,707	28,753	68,435	56,624
Professional fees	6	70,720	80,640	269,187	256,942
Regulatory fees and taxes		15,212	8,698	40,269	39,802
Share-based payments	7	18,577	-	1,347,503	-
Shareholders' communication		2,097	400	17,744	12,292
Transfer agent		3,693	3,588	29,987	35,310
		1,554,339	1,090,744	4,536,963	2,719,566
Foreign exchange		(5,785)	9,008	7,242	22,307
Loss on disposal of subsidiary	10	-	-	9,738	-
Mineral property impairment	5	-	-	193,375	-
Other income		(12,584)	(24,680)	(29,451)	(103,102)
Loss and comprehensive loss for the period		1,535,970	1,075,072	4,717,867	2,638,771
Loss per share - basic and diluted		-	-	0.02	0.01
Weighted average number of shares outstanding - basic and diluted	7	309,400,692	291,546,757	303,530,650	291,546,757

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

Southern Silver Exploration Corp.
(An Exploration Stage Company)
Condensed Consolidated Interim Statements of Financial Position
(Expressed in Canadian Dollars, Unaudited)

	Note	January 31, 2025	April 30, 2024
		\$	\$
Assets			
Current			
Cash and cash equivalents	4	1,019,796	730,456
Amounts receivable and other assets	5(e)	83,094	22,143
Prepaid expenses		145,531	91,312
		1,248,421	843,911
Non-current			
Reclamation bonds		155,072	146,898
Mineral properties	5	34,520,594	34,527,618
		34,675,666	34,674,516
		35,924,087	35,518,427
Liabilities			
Current			
Account payable and accrued liabilities		369,516	444,760
Due to related parties	6	48,348	46,402
		417,864	491,162
Shareholders' Equity			
Share capital	7	86,151,078	82,225,073
Subscription proceeds received in advance		51,000	-
Share-based payments reserve		7,035,584	6,740,912
Other reserve		9,270	9,270
Deficit		(57,740,709)	(53,947,990)
		35,506,223	35,027,265
		35,924,087	35,518,427

Nature of Operations and Going Concern (Note 1)

Approved on behalf of the Board

"Lawrence Page"
Lawrence Page, K.C.

"Gina Jones"
Gina Jones

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

Southern Silver Exploration Corp.

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity

Nine Months Ended January 31, 2025 and 2024

(Expressed in Canadian Dollars, Unaudited)

	Share capital	Share capital	Subscription proceeds received in advance	Share-based payments reserve	Other reserve	Deficit	Total
	Number	\$	\$	\$		\$	\$
Balance, April 30, 2023	291,546,757	82,225,073	-	8,514,546	9,270	(52,028,452)	38,720,437
Fair value of options expired	-	-	-	(1,107,316)	-	1,107,316	-
Fair value of warrants expired	-	-	-	(678,844)	-	678,844	-
Net loss	-	-	-	-	-	(2,638,771)	(2,638,771)
Balance, January 31, 2024	291,546,757	82,225,073	-	6,728,386	9,270	(52,881,063)	36,081,666
	Share capital	Share capital	Subscription proceeds received in advance	Share-based payments reserve	Other reserve	Deficit	Total
	Number	\$	\$	\$		\$	\$
Balance, April 30, 2024	291,546,757	82,225,073	-	6,740,912	9,270	(53,947,990)	35,027,265
Issued							
Private Placement	16,381,978	3,604,035	-	-	-	-	3,604,035
Advance subscriptions received	-	-	51,000	-	-	-	51,000
Exercise of stock options	1,335,000	293,450	-	-	-	-	293,450
Exercise of warrants	150,000	37,500	-	-	-	-	37,500
Share issue costs	-	(232,156)	-	69,192	-	-	(162,964)
Fair value of options exercised	-	223,176	-	(223,176)	-	-	-
Fair value of options expired	-	-	-	(853,018)	-	853,018	-
Fair value of warrants expired	-	-	-	(45,829)	-	45,829	-
Share-based compensation	-	-	-	1,347,503	-	-	1,347,503
Adjustment on disposal of subsidiary	-	-	-	-	-	26,301	26,301
Net loss	-	-	-	-	-	(4,717,867)	(4,717,867)
Balance, January 31, 2025	309,413,735	86,151,078	51,000	7,035,584	9,270	(57,740,709)	35,506,223

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

Southern Silver Exploration Corp.
(An Exploration Stage Company)
Condensed Consolidated Interim Statements of Cash Flows
Nine Months Ended January 31, 2025 and 2024
(Expressed in Canadian Dollars, Unaudited)

	January 31, 2025	January 31, 2024
	\$	\$
Operating activities		
Net Loss	(4,717,867)	(2,638,771)
<i>Items not involving cash</i>		
Share-based payments	1,347,503	-
Unrealized foreign exchange	(8,869)	2,866
Loss on disposal of subsidiary	9,738	-
Mineral property impairment	193,375	-
<i>Changes in non-cash working capital</i>		
Taxes and other receivables	(60,951)	1,074
Prepays	(54,219)	(28,654)
Accounts payable and accrued liabilities	(58,681)	(29,041)
Due to related parties	1,946	3,719
Cash used in operating activities	(3,348,025)	(2,688,807)
Investing activity		
Mineral property acquisition costs, net	(186,351)	(277,586)
Cash used in investing activity	(186,351)	(277,586)
Financing Activity		
Shares issued for cash	3,934,985	-
Share issuance costs	(162,964)	-
Subscription proceeds received in advance	51,000	-
Cash provided by financing activity	3,823,021	-
Foreign exchange effect on cash	695	(40)
Increase / (Decrease) in cash during the period	289,340	(2,966,433)
Cash, beginning of period	730,456	4,670,767
Cash, end of period	1,019,796	1,704,334
Cash and cash equivalents consist of:		
Cash	348,259	574,079
Cash equivalents	671,537	1,130,255

Supplemental Cash Flow Information – Note 9

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

Southern Silver Exploration Corp.

(An Exploration Stage Company)

Notes to the Condensed Consolidated Interim Statements
Three and Nine Months Ended January 31, 2025 and 2024
(Expressed in Canadian Dollars, Unaudited)

1. Nature of Operations and Going Concern

Southern Silver Exploration Corp. (the "Company") is an exploration stage company incorporated under the laws of British Columbia, Canada. The Company's principal business activities include the acquisition, exploration, and development of natural resource properties for enhancement of value and disposition pursuant to sales agreements or development by way of third-party option and/or joint venture agreements. The Company's registered office is 1710 - 1177 West Hastings Street, Vancouver, British Columbia, Canada, V6E 2L3.

The business of exploring for minerals involves a high degree of risk and there can be no assurance that any of the Company's current or future exploration programs will result in profitable mining operations. The recoverability of amounts shown for mineral properties is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain financing to complete their exploration and development, and establish future profitable operations, or realize proceeds from their sale. The carrying value of the Company's mineral properties does not reflect present or future value.

These condensed consolidated interim financial statements were prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The Company incurred a net loss of \$1,535,970 and \$4,717,867 for the three and nine months ended January 31, 2025 respectively (2024 - \$1,075,072 and \$2,638,771 respectively) and had an accumulated deficit of \$57,740,709 as of January 31, 2025 (April 30, 2024 - \$53,947,990).

As of January 31, 2025, the Company does not have sufficient working capital to meet its administrative overheads and continue its exploration programs. The Company has relied upon the issuance of share capital and short-term debt to finance its activities. Future capital requirements will depend on many factors including the Company's ability to execute its business plan. In order to finance future activities, the Company will be required to raise further financing which may include issuing further share capital through private placements and the exercise of options and warrants or obtaining short-term debt. While the Company has been successful in the past in raising financing to fund its operations, there can be no assurance that such financing will be available to the Company or on favourable terms to the Company. These matters create material uncertainties which may cast significant doubt over the Company's ability to continue as a going concern.

These condensed consolidated interim financial statements do not include the adjustments to assets and liabilities that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

The economic uncertainties around persistent inflation pressure, geopolitical and other global factors have the potential to slow growth in the global economy. Future developments in these challenging areas could impact on the Company's results and financial condition and the full extent of that impact remains unknown. However, as at January 31, 2025, the Company has not been significantly impacted by these matters.

2. Basis of Preparation and Consolidation

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34 - *Interim Financial Reporting*, using historical cost and the accrual basis, except for cash flow information and financial instruments measured at fair value. The Company's functional and presentation currency is the Canadian dollar.

2. Basis of Preparation and Consolidation, continued

These condensed consolidated interim financial statements should be read in conjunction with the annual audited consolidated financial statements for the year ended April 30, 2024 which have been prepared in accordance with IFRS as issued by the IASB.

Control is based on whether an investor has power over the investee, exposure of rights to variable returns from its involvement with the investee, and the ability to use its power over the investee to affect the amount of returns. All inter-company transactions and balances have been eliminated upon consolidation. The condensed consolidated interim financial statements of the Company include the following entities controlled by the Company (Notes 10 & 11):

Entity	Country of Incorporation	Principal Activity
Southern Silver Holdings Limited ("SSHL")	British Virgin Islands	Holding company - 100% owned by the Company
Minera Plata del Sur S.A de C.V. ("MPS")	Mexico	Mineral exploration - 100% owned by SSHL
Southern Silver Projects Limited ("SSPL")	British Virgin Islands	Holding company - 100% owned by the Company
Exploraciones Magistral S.A de C.V.	Mexico	Dissolved and deconsolidated effective October 2024
Southern Silver Exploration Corp. (US)	United States of America	Mineral exploration - 100% owned by the Company
Exploraciones Minasol S.A de C.V.	Mexico	Mineral exploration - 100% owned by the Company

These condensed consolidated interim financial statements were approved and authorized for issue by the Board of Directors on March 27, 2025.

3. Summary of Material Accounting Policies and Future Accounting Standards

The same material accounting policies are used in the preparation of these condensed consolidated interim financial statements as for the most recent audited annual consolidated financial statements and reflect all the adjustments necessary for fair presentation in accordance with IFRS of the results for the interim periods presented.

Significant Accounting Estimates and Judgments

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources.

Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Areas of significant judgement and estimates for the three and nine months ended January 31, 2025 in the application of IFRS that have a significant effect on these condensed consolidated interim financial statements and estimates with a significant risk of material adjustment in the current and following fiscal years are discussed in Note 3 of the Company's audited annual consolidated financial statements for the year ended April 30, 2024.

3. Summary of Material Accounting Policies and Future Accounting Standards, continued

Future Accounting Standards

In April 2024, the IASB issued IFRS 18 – Presentation and Disclosure in Financial Statements (“IFRS 18”) to replace IAS 1 – Presentation of Financial Statements. This standard focuses on updates to the statement of profit or loss, including: (a) the structure of the statement of profit or loss; (b) required disclosures in the financial statements for certain profit or loss performance measures that are reported outside an entity’s financial statements (that is, management-defined performance measures); and (c) enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general. It will be effective for the Company for the annual period beginning April 1, 2027, and will be required to be applied retrospectively. The Company is currently assessing the effect of this new standard on its financial statements.

Apart from IFRS 18, other new standards or amendments to existing standards issued but which have not yet been applied by the Company based on the effective date are not currently expected to have a material impact on the Company’s financial statements.

4. Financial Instruments

The Company’s financial instruments include cash and cash equivalents, other receivables and reclamation bonds which are classified as financial assets at amortized cost, and accounts payable and accrued liabilities and due to related parties, which are classified as financial liabilities at amortized cost. The carrying values of all of these instruments approximate their fair values due to the short period to maturity.

The Company’s financial instruments are exposed to certain financial risks, including currency risk, interest rate risk and credit risk. Currency risk is considered immaterial. The Company’s exposure to the other risks and its methods of managing these risks are summarized as follows:

Interest Rate Risk

Interest rate risk is the risk that future cash flows or fair values will fluctuate as a result of changes in market interest rates. The Company has limited exposure at January 31, 2025 to interest rate risk. Cash equivalents consist of \$671,537 (April 30, 2024 - \$nil) in two separate High Interest Saving accounts which earn variable rates of interest and \$nil (April 30, 2024 - \$339,831) in a 90-day cashable GIC term deposit which earned an effective interest rate of 5.20% per annum and matured November 1, 2024.

Credit Risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge its contractual obligations. The Company is exposed to credit risk with respect to managing its cash and cash equivalents. The Company’s risk management policies require significant cash deposits, or any short-term investments be invested with Canadian chartered banks rated BBB or better. All investments must be less than one year in duration. The maximum exposure to credit risk is the carrying value of the Company’s cash and cash equivalents.

Liquidity Risk

Liquidity risk is the risk that the Company will be unable to meet financial obligations as they fall due. The Company’s approach to managing liquidity risk is to provide reasonable assurance that it will have sufficient funds to meet liabilities when due by forecasting cash flows for operations, anticipated investing, and financing activities and through management of its capital structure. As at January 31, 2025, all financial liabilities are either due immediately or have contractual maturities of less than 90 days and, as of that date, the Company had working capital of \$830,557 (April 30, 2024 - \$352,749).

4. Financial Instruments, continued

Currency Risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to currency risk to the extent expenditures incurred, funds received, and balances maintained by the Company are denominated in currencies other than the Canadian dollar (primarily US dollars and Mexican pesos). Although significant portions of exploration costs, and certain other overhead, are incurred in US dollars or other foreign currencies, the Company does not manage currency risks through hedging or other currency management tools. Therefore, the Company is exposed to currency risk to the extent of a strengthening or weakening of the Canadian dollar against other foreign currencies.

Other Price Risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to significant other price risk.

5. Mineral Properties

Mineral property acquisition costs as at January 31, 2025 were:

	Cerro Las Minitas	El Sol	Oro	Hermanas	Total
	\$	\$	\$	\$	\$
Balance, April 30, 2024	33,075,653	384,610	925,176	142,179	34,527,618
Additions (Recoveries)	(2,786)	-	132,320	56,817	186,351
Impairments	-	-	(193,375)	-	(193,375)
Balance, January 31, 2025	33,072,867	384,610	864,121	198,996	34,520,594

(a) Cerro Las Minitas - Durango, Mexico

The property consists of a fully owned interest in twenty-five mineral concessions located in Durango, Mexico. The Company has future and possible obligations as follows:

- (i) On April 20, 2017, two contiguous concessions were acquired by staking. One of these claims is subject to a finder's fee whereby minimum periodic payments are due on a semi-annual basis accelerating from US \$5,000 to US \$25,000 over a ninety-six-month period and a 1% Net Smelter Royalty ("NSR") with such periodic payments being credited to NSR payments. The royalty will be reduced to 0.5% subsequent to payment of US \$5,000,000 in NSR payments.
- (ii) One additional concession may be acquired if the underlying owner can deliver registered title and by making a payment, excluding applicable local taxes, of US \$200,000.

During the nine months ended January 31, 2025, the Company sold certain claims forming part of the property for US\$22,040 which were applied as a recovery against the carrying costs of the property.

(b) El Sol - Durango, Mexico

The property consists of a fully owned interest in certain mineral claims located in Durango, Mexico. The claims total sixty-three hectares and are situated contiguous with Cerro Las Minitas. The property is subject to a 2% NSR payable to the optionor who has granted the Company an option to purchase the NSR at any time for US \$1,000,000.

5. Mineral Properties, continued

(c) Oro - New Mexico, USA

The property consists of certain unpatented mining claims in the Eureka Mining District, Grant County, New Mexico, patented lode mining claims, which are adjacent to these claims, and patented surface rights to a contiguous property. The property is subject to a 2% NSR payable to the optionors whom have granted the Company an option to purchase the NSR at any time in 0.5% increments at US \$500,000 for each increment.

Pursuant to a lease with option to purchase agreement dated May 1, 2011, as amended, the Company can earn a 100% interest in six unpatented lode mining claims also located in the Eureka Mining District, Grant County, New Mexico.

Remaining lease payments are due as:

- (i) US \$30,000 May 1, 2024 (paid); and
- (ii) US \$60,000 annually from May 1, 2025 to May 1, 2031.

The Company can purchase the property at any time by paying any amounts remaining under the lease, subject to a 1% NSR payable to the optionors, which terminates when aggregate payments thereunder equal US \$500,000.

On September 9, 2024, the Company, due to the pending expiry in the near future with no ability to renew, high cost of maintenance and their distance from encouraging mineralization, filed an advice of relinquishment with the New Mexico State Land Office to release its claim, with immediate effect, on two mineral leases comprising an aggregate 1,079.28 acres of the total Oro land package. Accordingly, during the three months ended January 31, 2025, an impairment provision of \$193,275 (2024 - \$nil) was recognized in profit and loss with respect to costs previously capitalized relating to these leases.

(d) Hermanas – New Mexico, USA

On December 7, 2021, the Company entered into an agreement to purchase eighty-three lode claims in Luna County, New Mexico, east of the Oro property. Upon payment of Annual Minimum Royalty (“AMR”) payments, commencing at US \$15,000 on October 15, 2022 and increasing by US \$5,000 per annum until October 15, 2027, the Company will have earned a full interest in the property. The Company has paid all required AMR payments as of January 31, 2025.

Remaining AMR payments are due as follows:

- (i) US \$25,000 on October 15, 2024 (paid);
- (ii) US \$30,000 on October 15, 2025;
- (iii) US \$35,000 on October 15, 2026; and
- (iv) US \$40,000 on October 15, 2027.

A minimum AMR of US \$50,000 will continue to be due each year commencing October 15, 2028. The property is subject to a 2% NSR payable to the optionor. The NSR will be reduced to 1% upon completion of cumulative AMR and NSR payments totaling US \$10,000,000.

5. Mineral Properties, continued

(e) Nazas - Durango, Mexico

On January 31, 2025, the Company entered into a letter agreement with a third party to purchase a 100% interest in five claims totaling 2,189 hectares, the Nazas Project, located on the eastern flank of the Sierra Madre Occidental Mountain range in north-central Durango State, Mexico.

Pre-production payments are due as follows:

- (i) US \$15,000 on January 31, 2025 (included in accounts payable and paid February 4, 2025);
- (ii) US \$15,000 on July 31, 2025;
- (iii) US \$15,000 on January 31, 2026;
- (iv) US \$20,000 on July 31, 2026;
- (v) US \$20,000 on January 31, 2027;
- (vi) US \$20,000 on July 31, 2027; and
- (vii) US \$25,000 on January 31, 2028.

Completion of a minimum of 8,000 metres of drilling is required as follows:

- (i) 2,500 metres by January 31, 2027;
- (ii) 2,500 metres by January 31, 2028; and
- (iii) 3,000 metres by January 31, 2029.

In addition, reimbursement of concession right taxes of US \$25,000 are due January 31, 2025 (included in accounts payable and paid February 4, 2025).

The agreement is also subject to a due diligence period and if, during the four months subsequent to January 31, 2025, material defects are identified which are unable to be resolved, all cash payments made to the optionors under the agreement will be refunded. Accordingly, the costs associated with the Nazas project are recorded in amounts receivable and other assets.

Pre-production payments of US \$25,000 will continue to be due each six months following January 31, 2028. The property is subject to a 2% NSR on the current claims, 1% NSR on any new claims acquired within an area of influence, and a 0.5% NSR on any third party owned lands acquired within the area of influence. The NSRs will be reduced by half upon cumulative pre-production payments and NSR payments totalling US\$10 million.

Southern Silver Exploration Corp.
(An Exploration Stage Company)
Notes to the Condensed Consolidated Interim Statements
Three and Nine Months Ended January 31, 2025 and 2024
(Expressed in Canadian Dollars, Unaudited)

5. Mineral Properties, continued

(f) Exploration and Evaluation Expenditures

Exploration and evaluation expenditures for the nine months ended January 31, 2025, and 2024 were:

	Cerro Las Minitas		El Sol		Oro		Hermanas		Total	
	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Assays and analysis	190,538	48,803	-	-	-	28,422	-	-	190,538	77,225
Camp and supplies	161,077	205,285	-	-	7,251	5,297	-	-	168,328	210,582
Claim taxes	127,024	233,548	1,987	2,201	-	-	-	-	129,011	235,749
Drilling	402,076	-	-	-	-	-	-	-	402,076	-
Geological services	452,753	617,125	-	-	40,869	58,020	821	12,220	494,443	687,365
Project supervision	441,152	426,325	51	100	14,190	22,469	-	937	455,393	449,831
Travel	7,241	2,316	-	-	17,468	11,602	-	2,655	24,709	16,573
IVA	139,507	61,122	-	-	-	-	-	-	139,507	61,122
Other	-	5,616	-	-	2,162	1,352	-	1,346	2,162	8,314
	1,921,368	1,600,140	2,038	2,301	81,940	127,162	821	17,158	2,006,167	1,746,761
General									14,144	-
									2,020,311	1,746,761

6. Related Party Balances and Transactions

Except as disclosed elsewhere, the Company entered into the following related party transactions during the nine months ended January 31, 2025:

(a) Pursuant to a service agreement between the Company and Manex Resource Group Inc., a company indirectly controlled by Killian Ruby, an officer of the Company, the Company was charged as follows:

- \$45,000 (2024 - \$45,000) for office space and general administration services;
- \$31,186 (2024 - \$15,235) for professional services;
- \$32,290 (2024 - \$15,960) for Chief Financial Officer services;
- \$40,336 (2024 - \$10,991) for consulting services;
- \$119,622 (2024 - \$92,700) for corporate development services;
- \$78,322 (2024 - \$73,352) for geological services; and
- \$2,352 (2024 - \$3,694) for the mark-up on out-of-pocket expenses.

Amounts payable as at January 31, 2025 were \$27,603 (April 30, 2024 - \$29,958).

(b) Consultancy fees in the amount of \$117,000 (2024 - \$117,000) were charged by Advocate Services Limited, a company controlled by Lawrence Page, a director and officer of the Company.

(c) Consultancy fees in the amount of \$45,000 (2024 - \$45,000) were charged by Rob Macdonald, an officer of the Company, and were included in consulting fees or mineral property expenditures as applicable.

6. Related Party Balances and Transactions, continued

- (d) Consultancy fees in the amount of \$45,000 (2024 - \$45,000) were charged by QDBS Resources Inc., a company controlled by Russell Ball, a director of the Company. Amounts payable as at January 31, 2025 were \$15,750 (April 30, 2024 - \$15,750).
- (e) Corporate Development fees in the amount of \$13,500 (2024 - \$6,000) were charged by John Oness, an officer of the Company.
- (f) Legal fees in the amount of \$32,132 (2024 - \$14,580) were charged by Page Law Corporation, a company controlled by Arie Page, an officer of the Company, and included in professional fees, share issue costs or mineral property expenditures as applicable. Amounts payable as at January 31, 2025 were \$4,995 (April 30, 2024 - \$694).

These transactions were in the normal course of operations. Amounts due to related parties are unsecured, non-interest-bearing, and have no formal terms of repayment. The Company has no long-term employee or post-employment benefits. Key management personnel of the Company are identified in (a) to (e) above and compensation awarded was:

	January 31, 2025	January 31, 2024
	\$	\$
Short-term benefits	252,790	228,960
Share-based payments	960,916	-
	1,213,706	228,960

One executive officer, Lawrence Page, is entitled to termination benefits in the event of a change of control equal to thirty-six months' compensation. Upon a change of control, and assuming the triggering event took place on the period-end date, the payment would have been \$468,000.

7. Share Capital

The authorized share capital of the Company consists of an unlimited number of common shares without par value.

Equity Issuances

On July 19, 2024, the Company closed the first tranche of a non-brokered private placement by issuing 9,508,978 units at a price of \$0.22 per unit for gross proceeds of \$2,091,975. On August 12, 2024, the Company closed the second tranche of this private placement by issuing 5,911,500 units at a price of \$0.22 per unit for gross proceeds of \$1,300,530. On August 29, 2024, the Company closed the final tranche of its non-brokered private placement by issuing 961,500 units at a price of \$0.22 per unit for gross proceeds of \$211,530.

Each unit consists of one common share and one-half of one warrant. Each whole warrant entitles the holder thereof to purchase one common share for a period of 3 years at an exercise price of \$0.30 per common share.

In connection with the first tranche financing, the Company issued an aggregate 457,029 finders' warrants, with each finder's warrant exercisable to purchase one common share for a period of 3 years, of which 36,000 finders' warrants are exercisable at an exercise price of \$0.22 per common share and 421,029 finders' warrants are exercisable at an exercise price of \$0.30 per common share, with a fair value of \$5,279 and \$53,264 respectively.

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7. Share Capital, continued

In connection with the second tranche financing, the Company issued 36,000 finders' warrants with each finder's warrant exercisable to purchase one common share for a period of 3 years at an exercise price of \$0.30 per common share, with fair value of \$3,835.

In connection with the third tranche financing, the Company issued 51,360 finders' warrants with each finder's warrant exercisable to purchase one common share for a period of 3 years at an exercise price of \$0.30 per common share, with a fair value of \$6,814.

The Company also incurred cash finders' fees and other ancillary issue costs totalling \$162,964.

Stock Options

On September 25, 2024, the Company granted stock options to directors, officers, and consultants to purchase 6,500,000 common shares of the Company at an exercise price of \$0.31 per share for a period of 5 years. On December 6, 2024, the Company granted stock options to a consultant to purchase 300,000 common shares of the Company at an exercise price of \$0.29 per share for a period of 1.81 years.

Stock options outstanding and exercisable as at January 31, 2025 were:

	Number of options	Weighted average exercise price (per share)	Weighted average remaining life (years)
Balance, April 30, 2024	24,550,000	\$0.37	1.64
Granted	6,800,000	\$0.31	
Exercised	(1,335,000)	\$0.22	
Expired	(3,865,000)	\$0.31	
Balance, January 31, 2025	26,150,000	\$0.37	1.93

Expiry date	Exercise price	Remaining life (years)	Options Outstanding
April 3, 2025	\$0.12	0.17	1,000,000
April 29, 2025	\$0.20	0.24	200,000
May 24, 2025	\$0.255	0.31	500,000
September 24, 2025	\$0.51	0.65	8,500,000
October 19, 2025	\$0.58	0.72	100,000
February 11, 2026	\$0.50	1.03	200,000
August 13, 2026	\$0.40	1.53	200,000
September 29, 2026	\$0.31	1.66	9,050,000
September 29, 2026	\$0.29	1.66	300,000
September 25, 2029	\$0.31	4.65	6,100,000
			26,150,000

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7. Share Capital, continued

The weighted average fair value of stock options exercised was \$0.17 (2024 - \$nil) and stock options expired was \$0.22 (2024 - \$0.12). The weighted average share price of stock options exercised was \$0.29 (2024 - \$nil).

The weighted average fair value of compensation options expired was \$nil (2024 - \$0.30).

Share Purchase Warrants

Share purchase warrants outstanding as at January 31, 2025 were:

	Number of warrants	Weighted average exercise price (per share)	Weighted average remaining life (years)
Balance, April 30, 2024	51,273,339	\$0.42	1.22
Issued	8,735,378	\$0.30	
Exercised	(150,000)	\$0.25	
Expired	(13,822,862)	\$0.25	
Balance, January 31, 2025	46,035,855	\$0.45	1.13

Expiry date	Exercise price	Remaining life (years)	Warrants Outstanding
August 14, 2025	\$0.35	0.79	15,597,500
August 14, 2025	\$0.38	0.79	8,502,977
September 11, 2025	\$0.50	0.86	1,200,000
June 16, 2026	\$0.75	1.62	9,000,000
June 21, 2026	\$0.75	1.64	3,000,000
July 19, 2027	\$0.30	2.72	4,754,489
July 19, 2027	\$0.22	2.72	36,000
July 19, 2027	\$0.30	2.72	421,029
August 12, 2027	\$0.30	2.78	2,955,750
August 12, 2027	\$0.30	2.78	36,000
August 29, 2027	\$0.30	2.83	480,750
August 29, 2027	\$0.30	2.83	51,360
			46,035,855

The weighted average fair value of share purchase warrants exercised was \$nil (2024 - \$nil) and expired was \$0.19 (2024 - \$0.28).

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7. Share Capital, continued

Fair Value Determination

The weighted average fair value of stock options granted was \$0.20 (2024 - \$nil) and finders' warrants issued was \$0.13 (2024 - \$nil). Fair values were estimated using the Black-Scholes option pricing model with the following weighted average assumptions whereby the expected volatility assumptions have been developed taking into consideration the historical volatility of the Company's share price:

	Stock Options		Finders' Warrants	
	2025	2024	2025	2024
Risk-free interest rate	2.79%	0.00%	3.57%	0.00%
Expected volatility	80.60%	0.00%	76.35%	0.00%
Expected life in years	4.86	0.00	3.00	0.00
Expected dividend yield	0.00%	0.00%	0.00%	0.00%

Diluted Loss per Share

Excluded from the calculation of diluted loss per share were 26,150,000 stock options and 46,035,855 share purchase warrants (2024 – 24,350,000 stock options and 51,273,339 share purchase warrants), that could potentially dilute basic earnings per share in the future but were not included as being antidilutive for each of the three or nine-month periods ended January 31, 2025 and 2024.

8. Segmented Information

The Company conducts its business as a single operating segment, being the acquisition and exploration of mineral properties. As at January 31, 2025, the Company's non-current assets were located in Mexico (\$33,457,477 (April 30, 2024 - \$33,460,263)) and in the United States of America (\$1,218,189 (April 30, 2024 - \$1,214,253)).

9. Supplemental Cash Flow Information

	January 31, 2025	January 31, 2024
	\$	\$
<i>Cash:</i>		
Interest received	29,451	103,102
<i>Operating Activities:</i>		
Liabilities extinguished on subsidiary disposal	16,563	-
Retained deficit adjustment on subsidiary disposal	26,301	-
<i>Investing Activities:</i>		
Mineral property acquisition in accounts payable	-	27,776
<i>Financing Activities:</i>		
Fair value of options exercised	223,176	-
Fair value of options expired	853,018	1,107,316
Fair value of warrants issued	69,192	-
Fair value of warrants expired	45,829	678,844

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10. Disposal of Subsidiary

During October 2024, the Company filed a non-reversible application to liquidate Exploraciones Magistral S. A de C.V., a non-trading dormant subsidiary. A loss on disposal of subsidiary was recognized as follows:

	January 31, 2025
	\$
Retained deficit adjustment on subsidiary disposal	26,301
Liabilities extinguished on subsidiary disposal	(16,563)
	9,738

11. Events After the Reporting Period

Other than disclosed elsewhere, the following events occurred subsequent to January 31, 2025:

- In conjunction with the Nazas property acquisition agreement (Note 5), the Company has agreed to enter into a consulting agreement with the vendors pursuant to which the vendors will provide technical advisory services with respect to Nazas as well as the Company's other Mexican properties in exchange for 100,000 common shares of the Company. The consulting agreement is subject to TSX Venture Exchange acceptance.
- On February 24, 2025, the Company closed a non-brokered private placement by issuing 19,909,335 units at a price of \$0.18 per unit for gross proceeds of \$3,583,680. Each unit consisted of one common share and one-half share purchase warrant, with each full warrant exercisable to purchase one additional common share for a period of three years at an exercise price of \$0.28 per share.

In connection with private placement, the Company also issued 708,900 finders' warrants, with each finder's warrant exercisable to purchase one common share for a period of 3 years at an exercise price of \$0.28 per common share, and incurred cash finders' fees totalling \$128,922.

- On February 27, 2025, the Company entered into a share purchase agreement with Nিকেlex Resource Corporation ("Nিকেlex"), a company with common directors and officers, whereby the Company acquired 49,999 shares of Minera Reyterra, S.A. de C.V., a Mexican dormant non-trading subsidiary of Nিকেlex, for the sum of US \$14,000.
- During March 2025, a total of 700,000 stock options exercisable at \$0.12 per common share were exercised for \$84,000.