RANCHERO GOLD CORP.

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

(EXPRESSED IN CANADIAN DOLLARS)

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INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF RANCHERO GOLD CORP.

Opinion

We have audited the consolidated financial statements of Ranchero Gold Corp. and its subsidiaries (collectively the "Company"), which comprise:

- the consolidated statements of financial position as at December 31, 2024 and December 31, 2023;
- the consolidated statements of loss and comprehensive loss for the years then ended;
- the consolidated statements of changes in shareholders' equity (deficit) for the years then ended;
- the consolidated statements of cash flows for the years then ended; and
- the notes to the consolidated financial statements, including a summary of material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2024, and December 31, 2023 and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards").

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company incurred a net loss from continuing operation of $624,237 for the year ended December 31, 2024 and has a accumulated deficit of $10,981,035 as of December 31, 2024. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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Except for the matter described in the Material Uncertainty Related to Going Concern section, we have determined that there are no key audit matters to communicate in our auditor's report.

Other Information

Management is responsible for the other information. The other information comprises of Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audits of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Sukjhit Gill.

Smythe LLP

Chartered Professional Accountants

Vancouver, British Columbia
April 28, 2025

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Ranchero Gold Corp.

Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

As at		December 31, 2024		December 31, 2023
ASSETS				
Current				
Cash	$	**457,507**	$	1,008,994
Accounts receivable		**133,245**		122,965
Prepaid expenses		**8,036**		13,845
Loan receivable		**31,050**		-
Total assets	$	**629,838**	$	1,145,804
LIABILITIES				
Current				
Accounts payable and accrued liabilities (Note 4)	$	**414,796**	$	4,509,761
Advance received (Note 3)		**-**		1,008,089
Loan payable (Note 5)		**-**		999,495
Total liabilities		**414,796**		6,517,345
SHAREHOLDERS' EQUITY (DEFICIT)				
Share capital (Note 7)		**10,430,718**		10,303,305
Reserves (Note 7)		**651,750**		651,750
Commitment to issue shares (Note 7)		**98,200**		50,040
Other comprehensive income		**15,409**		80,637
Deficit		**(10,981,035)**		(16,457,273)
Total shareholders' equity (deficit)		**215,042**		(5,371,541)
Total shareholders' equity and liabilities	$	**629,838**	$	1,145,804

Approved on behalf of the Board:

"Gustavo Mazon"
Director

" Martyn Buttenshaw"
Director

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

Ranchero Gold Corp.

Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

For the years ended December 31,		2024		2023
Expenses				
Consulting fees (Note 6)	$	**181,547**	$	288,709
Exploration expenditures (Note 3)		**89,339**		-
Financing fees		**11,039**		16,851
Foreign exchange loss		**70,451**		3,667
Management fees (Note 6)		**18,600**		18,600
Office costs		**22,780**		23,303
Professional fees		**199,479**		221,115
Transfer agent and filing fees		**31,002**		30,570
Loss from continuing operations		**(624,237)**		(602,815)
Gain (loss) on discontinued operation (Note 11)		**6,032,585**		(1,401,546)
Net income (loss) and comprehensive income (loss) for the year	**$**	**5,408,348**	$	(2,004,361)
Basic and diluted loss from continuing operation	**$**	**(0.01)**	$	(0.01)
Basic and diluted income (loss) from discontinued operations	**$**	**0.09**	$	(0.02)
Weighted average number of shares outstanding		**67,644,216**		65,737,322

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

Ranchero Gold Corp.

Consolidated Statements of Changes in Shareholders' Equity (Deficit)
(Expressed in Canadian Dollars)

	Number of shares	Share capital	Reserve	Commitment to issues shares	Other comprehensive income	Deficit	Total
Balance as at December 31, 2022	**65,737,322**	**$ 10,303,305**	**$ 651,750**	**$ 50,040**	**$ 80,637**	**$ (14,452,912)**	**$ (3,367,180)**
Loss for the year	-	-	-	-	-	(2,004,361)	(2,004,361)
Balance as at December 31, 2023	**65,737,322**	**$ 10,303,305**	**$ 651,750**	**$ 50,040**	**$ 80,637**	**$ (16,457,273)**	**$ (5,371,541)**

	Number of shares	Share capital	Reserves	Commitment to issues shares	Other comprehensive income	Deficit	Total
Balance as at December 31, 2023	**65,737,322**	**$ 10,303,305**	**$ 651,750**	**$ 50,040**	**$ 80,637**	**$ (16,457,273)**	**$ (5,371,541)**
Shares issued for property interest acquired	835,000	45,925	-	-	-	-	45,925
Commitments to issued shares for management fees	-	-	-	48,160	-	-	48,160
Shares issued to finders' fees for disposal of Paika	2,589,231	84,150	-	-	-	-	84,150
Reserves released at disposal of Paika	-	(2,662)	-	-	(65,228)	67,890	-
Income for the year	-	-	-	-	-	5,408,348	5,408,348
Balance as at December 31, 2024	**69,161,553**	**$ 10,430,718**	**$ 651,750**	**$ 98,200**	**$ 15,409**	**$ (10,981,035)**	**$ 215,042**

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

Ranchero Gold Corp.

Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

	Year ended December 31, 2024	Year ended December 31, 2023
OPERATING ACTIVITIES		
Net loss from continuing operation	**$ (624,237)**	$ (602,815)
Items not affecting cash:		
Share issued for Pinchi Project acquisition	**45,925**	-
Management fees accrued as commitment to issue shares	**48,160**	-
Interest expenses	**-**	-
Changes in non-cash working capital items:		
Accounts receivables	**(14,189)**	(9,998)
Prepaid expenses	**5,714**	1,250
Accounts payable and accrued liabilities	**(250,657)**	72,146
Loan receivable	**(31,050)**	-
Net cash provided by (used in) operating activities from continuing operation	**(820,334)**	(539,417)
Net cash provided by (used in) operating activities from discontinued operation (Note 11)	**(1,076,643)**	805,209
INVESTING ACTIVITIES		
Net cash (used in) provided by investing activities from continuing operation	**-**	-
Net cash (used in) provided by investing activities from discontinued operation (Note 11)	**2,492,417**	-
FINANCING ACTIVITIES		
Net cash (used in) provided by financing activities from continuing operation	**-**	-
Net cash (used in) provided by financing activities from discontinued operation (Note 11)	**(1,146,927)**	691,887
Net change in cash during the year	**(551,487)**	957,679
Cash beginning of year	**1,008,994**	51,315
Cash end of year	**$ 457,507**	$ 1,008,994

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Ranchero Gold Corp. ("Ranchero" or the "Company") was incorporated under the laws of the province of British Columbia, Canada. The Company's registered office is located at Suite 1400 – 1050 West Pender Street, Vancouver, British Columbia, Canada V6E 3S7. The Company is engaged in the acquisition and exploration of resource properties.

The Company is currently engaged in the process of identifying and acquiring exploration and evaluation assets and carrying out early-stage exploration activities on these assets. At this time, it has not yet established whether these assets contain mineral reserves that are economically viable. The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete their exploration and development, confirmation of the Company's interest in the underlying claims and leases, ability to obtain the necessary permits to mine, and future profitable production or proceeds from the disposition of these assets.

The Company's consolidated financial statements have been prepared in accordance with IFRS Accounting Standards on a going concern basis, which contemplates that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Realization values may be substantially different from the carrying values shown and these consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

The Company's continuing operations and the ability of the Company to meet mineral property and other commitments are dependent upon the ability of the Company to continue to raise additional equity or debt financing. The Company has not achieved profitable operations and has accumulated losses since inception. The Company incurred a net loss from continuing operation of $624,237 (2023- $602,815) for the year ended December 31, 2024 and has a accumulated deficit of $10,981,035 (2023- $16,457,273) as of December 31, 2024. The Company will need to raise additional capital resources to fund its exploration programs and administrative expenses beyond the next twelve months. The above conditions may cast significant doubt about the Company's ability to continue as a going concern.

2. MATERIAL ACCOUNTING POLICIES AND BASIS OF PREPARATION

Statement of Compliance and Basis of Presentation

These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB").

These consolidated financial statements were approved and authorized for issuance by the Board of Directors on April 28, 2025.

Basis of Measurement

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair value and have been prepared using the accrual basis of accounting except for cash flow information. They are presented in Canadian dollars ("CAD"), which is also the functional currency of the Company and its subsidiaries (see below).

2. MATERIAL ACCOUNTING POLICIES AND BASIS OF PREPARATION (continued)

Basis of Consolidation

These consolidated financial statements comprise the accounts of the Company and the following subsidiaries:

	Jurisdiction	Percentage Owned	
		2024	2023
Ranchero BC Holdings Corp.	Canada	100%	100%
Minera Y Metalugria SA de CV	Mexico	-	99.99%

All material intercompany balances and transactions have been eliminated upon consolidation. Subsidiaries are all entities over which the Company has the power to govern the financial and operating policies generally accompanying a shareholding of more than one-half of the voting rights. Subsidiaries are fully consolidated from the date on which control is transferred to the Company until the date on which control ceases.

The Company divested all of its interests in Minera y Metalurgica Paika Sa de CV (“Paika”) effective on August 28, 2024 (Note 3). The financial results of the Minera were included in the financial statements until the date of disposal.

Restoration, Rehabilitation and Environmental Obligations

An obligation to incur restoration, rehabilitation, and environmental costs arise when an environmental disturbance is caused by the exploration, development, or ongoing production of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, as soon as the obligation to incur such costs arises. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the unit-of-production or the straight-line method. The related liability is adjusted each period for the unwinding of the discount rate and for changes to the current market-based discount rate, and amount or timing of the underlying cash flows needed to settle the obligation. Costs for the restoration of subsequent site damage, which is created on an ongoing basis during production, are provided for at their net present values and charged against profits as extraction progresses.

The Company has no material restoration, rehabilitation, and environmental costs as the disturbance to date is minimal.

Mining Interests

The Company expenses exploration and evaluation expenditures as incurred. Exploration and evaluation expenditures include acquisition costs of mineral properties, property option payments and evaluation activities. Once a project has been established as commercially viable and technically feasible, related development expenditures are capitalized. Development costs include costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production.

2. MATERIAL ACCOUNTING POLICIES AND BASIS OF PREPARATION (continued)

Financial Instruments

Financial assets

All financial assets are initially recorded at fair value and designated upon inception into one of the following three categories: amortized cost, fair value through profit and loss (“FVTPL”), and fair value through other comprehensive income (“FVTOCI”).

The Company’s cash and accounts receivable are recorded at amortized cost.

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized in profit or loss. Financial assets classified as FVTOCI are measured at fair value with unrealized gains and losses recognized in other comprehensive income (loss).

Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as fair value through profit or loss (“FVTPL”) or amortized cost. Financial liabilities recorded at amortized cost are initially recognized at fair value less directly attributable transaction costs. The Company’s accounts payable and accrued liabilities and loans payable are recorded at amortized cost. The Company does not currently have any FVTPL financial liabilities.

Impairment of financial assets

An entity is required to recognize expected credit losses when financial instruments are initially recognized and to update the amount of expected credit losses recognized at each reporting date to reflect changes in the credit risk of the financial instruments. In addition, IFRS 9 requires additional disclosure requirements about expected credit losses and credit risk.

Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be objectively related to an event occurring after the impairment was recognized.

Income Taxes

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

Deferred tax is provided using the asset and liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

2. MATERIAL ACCOUNTING POLICIES AND BASIS OF PREPARATION (continued)

Income Taxes (continued)

The following temporary differences are not provided for: the initial recognition of assets or liabilities that affect neither accounting or taxable profit, nor differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

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

Loss per Share

Loss per share is calculated using the weighted average number of common shares outstanding during the year. Diluted loss per share is calculated by adjusting the loss attributable to equity shareholders, and the weighted average number of common shares outstanding for the effects of all potentially dilutive instruments. The calculation of diluted loss per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the year. In years where a loss is reported, diluted loss per share is the same as basic loss per share because the effects of potentially dilutive common shares would be anti-dilutive.

Share Capital

Shares issued as consideration for goods or services provided to those other than employees or others providing similar services are measured at the fair value of the goods or services received, except when the fair value cannot be measured reliably, in which case they are measured at the fair value of the equity instrument granted. Warrants issued by the Company typically accompany an issuance of shares in the Company (a “unit”) and entitle the warrant holder to exercise the warrants for a stated price and a stated number of common shares in the Company. The fair value of units issued is measured using the residual value approach, with the allocation of proceeds first to shares based on the fair value of the shares on the date of issuance and the remainder to warrants.

Reserves

Reserves consist of the value of warrants granted since inception less amounts transferred to share capital for exercised warrants. All equity-settled share-based payments are reflected in other equity reserve until exercised. Upon exercise, shares are issued and the amount reflected in other equity reserve is credited to share capital, adjusted for any consideration paid. For those unexercised options and share purchase warrants that expired, the recorded value remains in other equity reserve.

2. MATERIAL ACCOUNTING POLICIES AND BASIS OF PREPARATION (continued)

Share-Based Payments

Where equity-settled share options or equity instruments are awarded to employees, the fair value of the options at the date of grant is charged to profit or loss over the vesting period using the graded vesting method. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Where terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss over the remaining vesting period.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in profit or loss. Options or warrants granted related to the issuance of shares are recorded as a reduction of share capital.

When the fair value of goods or services received in exchange for the share-based payment cannot be reliably estimated, they are measured by use of a valuation model.

Where a grant of options is cancelled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest, except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

Discontinued operations

A discontinued operations is a component of the Company that either has been abandoned, disposed of, or is classified as held for sale, and (i) represents a separate major line of business or geographical area of operation; and (ii) is part of a single plan to dispose of a separate major line of business or geographical area of operation.

Functional and Presentation Currency

Foreign currency transactions are translated into the functional currency of the respective group entity, using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the remeasurement of monetary items denominated in foreign currency at year-end exchange rates are recognized in profit or loss. Non-monetary items are not retranslated at year-end and are measured at historical cost (translated using the exchange rates at the transaction date), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

2. MATERIAL ACCOUNTING POLICIES AND BASIS OF PREPARATION (continued)

Significant Accounting Judgments and Estimates

The preparation of the consolidated financial statements in conformance with IFRS requires management to make estimates, judgments, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Critical Accounting Estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and include the following:

<u>Share-Based Compensation</u>

The Company uses the Black-Scholes option pricing model for valuation of share-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company’s earnings and reserves.

<u>Functional Currency</u>

The Company applied judgment in determining its functional currency and the functional currency of its subsidiaries. The functional currency was determined based on the currency in which funds are sourced and the currency of the main economic environment in which the Company and its subsidiary operate.

<u>Going Concern</u>

The assumption that the Company will continue as a going concern is subject to critical judgments of management with respect to the assumptions surrounding the short- and long-term operating budget, expected losses, investing and financing activities and management’s strategic planning. Should those judgments prove to be inaccurate, management’s continued use of the going concern assumption may by inappropriate.

<u>Discontinued operation</u>

The Company applied significant judgment in determining that the disposal of Paika met the criteria for classification as a discontinued operation. In making this assessment, management considered whether the operations, assets, and liabilities of Paika could be clearly distinguished, both operationally and for financial reporting purposes, from the rest of the Company. As a result of this determination, the assets, liabilities, and results of operations related to Paika have been presented separately in the consolidated financial statements.

(Expressed in Canadian Dollars)

3. EXPLORATION EXPENDITURES

	Pinchi Lake - Canada Year Ended December 31, 2024	Pinchi Lake - Canada Year Ended December 31, 2023
Geological consultants	$ 32,275	$ -
Acquisition cost	45,925	-
Logistics	10.291	-
Administration	848	-
Total exploration expenditures	**$ 89,339**	**$ -**

Title to mineral properties

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

Option Pinchi Lake Nickel Project in British Columbia

On November 21, 2023, the Company entered into an option agreement (the "Option Agreement") with Recharge Resources Ltd. ("Recharge") whereby the Company can earn a 100% interest in the Pinchi Lake Nikel Project (the "Pinchi Project"), consisting of six mineral claims totaling 3,917 hectares, in British Columbia.

The key terms of the Option Agreement are that the Company may earn a 100% interest in the Pinchi Project, subject to a 1% net smelter returns royalty to be granted to Recharge, by:

- Issuing 835,000 common shares in the capital of Ranchero to Recharge within five business days of the Company obtaining the approval of the TSX Venture Exchange (the "TSXV");
- Making cash payments to Recharge of $25,000 by the first anniversary date of the Option Agreement; $2M by the second anniversary of the Option Agreement; and $3M by the third anniversary date of the Option Agreement; and
- Funding exploration and development work on the property for a total of $1.2M before November 30, 2026, of which at least $40,000 is required before June 30, 2024; a further $60,000 is required before November 30, 2024; and a further $100,000 is required before November 30, 2025.

On March 12, 2024, the Company has closed its Option Agreement with Recharge Resource Ltd. whereby the Company can earn a 100% interest in the Pinchi Project. In accordance with the Option Agreement, the Company has issued 835,000 common shares in the capital of the Company at $0.055 price per share for $45,925 and included under exploration expenses. On February 28, 2025, the Company informed Recharge Resources that is does not intend to pursue its options over the Pinchi Lake Nickel Project and has agreed to mutually terminate the option agreement with Recharge Resources Ltd.

(Expressed in Canadian Dollars)

3. EXPLORATION EXPENDITURES (continued)

Santa Daniela mineral concessions

Prior to the acquisition by Ranchero, Paika acquired 100% of the Santa Daniela mineral concessions located in the state of Sonora, Mexico for $71,407 (US$56,036). The claims are subject to a 2% gross value royalty of all commercial production from the claims.

Disposition of Santa Daniela Property

On December 27, 2023, the Company through Paika entered into a letter of intent (the "LOI") with Minas de Oro Nacional, S.A. de C.V. ("Minas de Oro"), a wholly-owned subsidiary of Alamos Gold Inc (TSX:AGI), for the proposed sale of Paika's interest in four mineral licenses (the "Licenses") comprising an area of 5,390 hectares of the Company's Santa Daniela mineral property located in Sonora, Mexico, in consideration for the cash payment of US$2,550,000 and a conditional cash payment of US$2,500,000 in the event that the it quantifies and confirms the existence of an accumulated reserve over time equivalent to 500,000 ounces of gold within the lots covered.

During the year ended December 31, 2023, the Company received $1,008,089 (US$763,280) from Alamos for the disposition of Santa Daniela Property recorded as advance received.

During the year ended December 31, 2024, the Company completed the sale for a cash consideration of $3,434,203, net of relevant taxes. The Company paid finders fees in cash of $87,325 (US$63,750) and 2,589,231 common shares valued at $84,150 from Alamos for the disposition of the Licenses. The Company recorded net sales proceeds of as a gain on disposal of mineral licenses as the carrying value of the mineral claims was nil given the company policy is to expenses all exploration and evaluation expenses as incurred (Note 2).

Furthermore, effective August 28, 2024, the Company divested all of its interests in the Paika property including remaining four mineral claims and right to receive the conditional cash payment of US$2,500,000 derived from the LOI with Minas De Oro through the sale of its shareholding in Paika to an arm's-length third party (Note 11).

4. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

		December 31, 2024		December 31, 2023
Accounts payable	$	387,327	$	563,581
Accrued liabilities		25,000		3,557,328
Due to related parties		2,469		388,852
	$	414,796	$	4,509,761

As at December 31, 2024, accrued liabilities include $nil (December 31, 2023 - $3,474,723) of land fee payments and accrued interest due on the Santa Daniela mineral concession (Note 11).

(Expressed in Canadian Dollars)

5. LOANS PAYABLE

During the year ended December 31, 2022, the Company entered into an unsecured line of credit agreement with Golden Calf Mining S.A. de C.V. ("Golden Calf"), a related party. Golden Calf will provide a line of credit of up to US$130,000, excluding interest. Simple interest will accrue at a rate of 15% per year on any funds drawn. The line of credit must be repaid, including any interest, by October 31, 2024. As at December 31, 2024, the Company repaid the full loan balance of $175,714 (US$129,202) and interest of $55,652 (US$40,921). The balance of loan payable at December 31, 2023 was $186,258 (US$137,765) and accrued interest of $34,670 (US$25,643).

During the year ended December 31, 2022, the Company signed an agreement for a US$500,000 working capital loan (the "Loan") from American PT Metals LLC ("American Metals"), a related party, through its wholly owned subsidiary Mexico Minerales y Metales Earth S.A. de C.V. The principal amount of the Loan, which bears an annual interest rate of 12%, will be convertible during its two-year term into common shares of the Company at a price of $0.085 per share in the first year and $0.10 in the second year. In the event that the Company completes a financing in excess of $1 million during the term of the Loan, the Loan will become immediately payable, and the Company will use commercially reasonable efforts, subject to TSX Venture Exchange approval, to complete a share for debt application in respect of the Loan on the same terms as the financing. In November 2022, the Company amended the term of the Loan and is not convertible into common shares of the Company and no securities of the Company are issuable pursuant to the Loan. During the year ended December 31, 2024, the Company repaid the full loan balance of $794,358 (US$584,087) and interest $121,203 (US$ 77,098). The balance of the loan payable at December 31, 2023 was $719,517 (US$532,187) and accrued interest of $59,050 (US$43,676).

6. RELATED PARTY TRANSACTIONS

Officers and directors are key management personnel. The aggregate value of transactions and outstanding balances relating to key management personnel are as follows:

	Years Ended December 31,	
	2024	**2023**
Management fees	$ 18,600	$ 18,600
Share-based compensation	-	36,765
Consulting fees	119,122	260,041
	$ 137,722	$ 315,406

Amounts due from/to related parties are included in loan receivable and accounts payable and accrued liabilities as at December 31, 2024 and 2023 and were as follows:

Amounts due(from)/to	Service	December 31, 2024	December 31, 2023
Companies controlled by a director	Loan receivable	$ (31,050)	$ -
Companies controlled by a director	Exploration expenditures	-	280,575
Companies controlled by a director	Exploration expenditures	-	164,889
Consulting fees	Consulting fees	-	105,808
Management fees	CFO services	2,469	2,469
		$ 28,581	$ 553,741

(Expressed in Canadian Dollars)

6. RELATED PARTY TRANSACTIONS (continued)

As at December 31, 2024, the Company had a unsecured promissory note for $30,000, bearing interest at 15% per annum payable as of December 31, 2024, from an a company controlled by a director.

Amounts due to related parties included in accounts payable and accrued liabilities are interest bearing and due on demand.

As at December 31, 2024, the Company paid or accrued $nil (2023 - $260,041) in consulting fees to a director of the Company. The Company also recognized $nil (2023 - $36,765) of share-based compensation to directors and consultants of the Company.

During the year ended December 31, 2024, $78,126 (2023 - $153,111) of exploration expenses were incurred with companies controlled by a director of the Company.

7. SHARE CAPITAL

Authorized

As at December 31, 2024, the authorized share capital of the Company was an unlimited number of common shares.

Year Ended December 31, 2024

On July 10, 2024, the Company issued 2,589,231 common shares for $84,150 relating to finders fees for Paika disposal.

As at December 31, 2024, the Company had a debt settlement agreement with a former officer and a commitment to issued 1,467,435 shares worth of $98,200.

Warrants

The following is a summary of the Company's warrant activities:

	Number of Warrants		Weighted Average Exercise Price
Outstanding at December 31, 2022	319,093	$	0.55
Expired	(319,093)	$	0.55
Outstanding at December 31, 2023 and December 31, 2024	-	$	-

Stock Options

Pursuant to the Company's Equity Incentive Plan (the "Plan") approved by the Board of Directors, the Company grants stock options to employees, directors, officers, and advisors. Under the Plan, options can be granted for a maximum term of ten years. Further, the exercise price shall not be less than the price of the Company's common shares on the date of the stock option grant.

(Expressed in Canadian Dollars)

7. SHARE CAPITAL (continued)

Stock Options (continued)

During the year ended December 31, 2022, the Company granted 3,700,000 stock options. The following assumptions were used to measure the stock options: risk-free interest rate – 1.65%; expected volatility 115%; dividend yield – nil; expected life – 5 years; and share price – $0.27. The expected volatility is based on the implied volatility of the Company's common shares price on the TSX-V. The risk-free interest rate assumption is based on yield curves on Canadian government zero-coupon bonds with a remaining term equal to the stock options' expected life.

The following is a summary of the Company's stock options:

	Options Outstanding		Weighted Average Exercise Price
Outstanding at December 31, 2022	2,500,000	$	0.29
Cancelled	(800,000)		0.29
Outstanding at December 31, 2023	1,700,000		0.29
Cancelled	(1,025,000)		0.29
Outstanding at December 31, 2024	675,000	$	0.29

As at December 31, 2024, the weighted average remaining life of the stock options outstanding is 2.10 (December 31, 2023 – 3.10) years. The Company's outstanding stock options as at December 31, 2024 are as follows:

Exercise Price	Expiration Date	Outstanding	Exercisable
$0.29	February 1, 2027	675,000	675,000
		675,000	675,000

8. FINANCIAL AND CAPITAL RISK MANAGEMENT

Financial Risk Management

The Company's financial instruments are exposed to certain financial risks, which include credit risk, liquidity risk, currency risk, and interest rate risk.

Credit Risk

Credit risk arises from cash as well as credit exposure to counterparties of outstanding receivables, loan receivables and committed transactions. There is no significant concentration of credit risk other than cash deposits, loan receivables, and receivables. The Company's cash deposits are primarily held with Canadian banks and loan receivables and receivables are usually nominal and are for expense advances.

8. FINANCIAL AND CAPITAL RISK MANAGEMENT (continued)

Liquidity Risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's main source of cash resources through equity financing.

The Company's financial obligations are limited to its current liabilities which have contractual maturities of less than one year. The Company manages liquidity risk as part of its overall "Management of Capital" as described below.

Currency Risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates in Canada and Mexico and a significant portion of the Company's expenses are incurred in Canadian dollars ("CAD") and United States dollars ("USD"). A 10% (2023 - 10%) change in the currency exchange rates between the Canadian dollar and the United States dollar relative to the CAD dollar could increase or decrease the loss from operations by $nil (2023 - $13).

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. When the Company has sufficient cash, it is invested in term deposits which can be reinvested without penalty after thirty days should interest rates rise. The Company has no loan payables and accordingly, the Company does not have significant interest rate risk.

As at December 31, 2024, all of the Company's financial instruments were classified at amortized cost. There were no movements between levels of the fair value hierarchy during the year ended December 31, 2024.

The carrying values of cash and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments. The carrying amount of loans payable approximates its fair value because this loan bears a market interest rate.

Management of Capital

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern to pursue the development of its exploration and evaluation assets. The Company relies mainly on equity issuances to raise new capital.

In the management of capital, the Company includes the components of shareholders' equity (deficit) and loans payable. The Company's investment policy is to invest its cash in savings accounts or highly liquid short-term deposits with terms of one year or less and which can be liquidated after thirty days without penalty. The Company is not subject to any externally imposed capital requirements. The Company did not change its capital management policy during the year ended December 31, 2024.

Fair Values

The Company's financial instruments consist of cash, loan receivable, accounts payable and accrued liabilities. Financial instruments are initially recognized at fair value with subsequent measurement depending on classification as described below. Classification of financial instruments depends on the purpose for which the financial instruments were acquired or issued, their characteristics, and the Company's designation of such instruments and are classified according to the following hierarchy levels:

(Expressed in Canadian Dollars)

8. FINANCIAL AND CAPITAL RISK MANAGEMENT (continued)

Fair Values (continued)

a) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
b) Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
c) Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at December 31, 2024, all of the Company's financial instruments were classified at amortized cost. There were no movements between levels of the fair value hierarchy during the year ended December 31, 2024.

The carrying values of cash, loan receivable, accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

9. SEGMENTED INFORMATION

The Company operates in one reportable operating segment, being the exploration and evaluation of mineral interests. The Company's resource properties are located in Canada.

10. INCOME TAXES

The provision for income taxes differs from the amount calculated using the Canadian federal and provincial statutory income tax rate of 27% as follows:

	December 31, 2024	December 31, 2023
Pre-tax income (loss) for the year	**$ 5,408,348**	$ (2,004,361)
Statutory tax rate	**27%**	27%
Estimated income tax expense (recovery)	**1,460,254**	(541,178)
Permanent differences	**-**	-
Impact of foreign exchange on tax assets and liabilities	**-**	-
Unused tax losses and tax offsets not recognized	**234,840**	180,580
Origination and reversal of temporary differences	**(1,695,094)**	360,598
Total income tax	**$ -**	$ -

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

The significant components of the Company's deferred tax assets and liabilities are as follows:

	December 31, 2024	December 31, 2023
Share issue costs	**$ 59,001**	$ 120,670
Non-capital losses available for future periods	**5,280,139**	4,331,377
Unrecognized deferred assets	**(5,339,140)**	(4,452,047)
Net deferred income tax assets	**$ -**	$ -

(Expressed in Canadian Dollars)

10. INCOME TAXES (continued)

The Company's non-capital losses expire commencing 2040 through 2044 as follows;

Expiry	Net capital losses $
2040	177,694
2041	1,571,995
2042	1,851,204
2043	747,797
2044	931,449
	5,280,139

11. DISCONTINUED OPERATIONS

The Company divested all of its interests in Paika effective August 28, 2024 by selling its shareholding in Paika to an arms-length third-party. The comparative consolidated statement of loss and comprehensive loss has been represented to show the discontinued operation separately from continuing operations. Paika was not previously classified as held for sale or as a discontinued operation.

For the years ended December 31, 2024 and 2023, the income (loss) from discontinued operations are related to the following:

	December 31, 2024	December 31, 2023
Results of discontinued operation		
Exploration expenditures	**$ (686,974)**	$ (1,026,373)
Foreign exchange gain (loss)	**323,529**	(278,721)
Interest expenses	**(135,176)**	(96,452)
Gain on sale of Santa Daniela net of finder fee (Note 3)	**3,262,728**	-
Gain on disposition of Paika	**3,268,478**	-
Gain (loss) on discontinued operation	**$ 6,032,585**	$ (1,401,546)

The Company recognised a gain on disposal of Paika of $ 3,268,478 calculated as follows:

	December 31, 2024
Cash	556
Receivables & prepaids	3,700
Land fees and other payables	(3,272,734)
Net liabilities	**3,268,478**
Gain on disposition of Paika	**3,268,478**

(Expressed in Canadian Dollars)

11. DISCONTINUED OPERATIONS (continued)

Apart from above assets and liabilities disposed, as part of the disposal, following contingent assets were also assigned to the arms-length third-party

- A contingent asset of right to receive the special consideration of US$2,500,000 derived from the Definitive Assignment of rights derived from mining concessions Agreement dated January 15, 2024, carried out by Paika, in its capacity as Assignor and Minas de Oro., in its capacity as Assignee relating to the disposed four mineral licenses of the Company's Santa Daniela mineral property (Note 3).

- The rights derived from remaining four mining concessions of the Santa Daniela mineral property.

Cash flows used by discontinued operations for the years ended December 31, 2024 and 2023 are as follows:

		December 31, 2024	December 31, 2023
Gain (loss) on discontinued operation	$	**6,032,585**	$ (1,401,546)
Gain on disposal of mineral claims		**(3,262,728)**	
Gain on disposal of Paika net of cash disposed		**(3,269,034)**	
Interest Expense		**135,176**	93,720
Changes in non-cash working capital			
Accounts receivables		**480**	(435)
Prepaid expenses		**(175)**	275
Accounts payable and accrued liabilities		**(712,947)**	1,105,106
Net cash used in operation		**(1,076,643)**	(202,880)
Investing Activities			
Net proceeds received from disposal of mineral claims		**2,492,417**	1,008,089
Net cash provided by (used in) investing activities		**2,492,417**	1,008,089
Financing Activities			
Funds received from/(repaid to) loans		**(1,146,927)**	691,887
Net cash provided by (used in) financing activities		**(1,146,927)**	691,887
Net cash provided by discontinued operation	$	**268,847**	$ 1,497,096

12. SUBSEQUENT EVENTS

On January 10, 2025, the Company completed its debt settlement with William Pincus (the "Creditor"), a former Chief Executive Officer of the Company, by issuing 1,136,666 common shares at a deemed price of $0.06 per shares and issuing 330,769 common shares at a deemed price of $0.090697 per shares to the Creditor in respect of past services provided by the Creditor.

On February 28, 2025, the Company announced that it has entered into an option agreement (the "Option Agreement") with Homegold Resources Ltd. ("Homegold") whereby the Company can earn a 100% interest in the Sandspit Gold Project (the "Sandspit Project"), consisting of five mineral claims totaling 398.66 hectares, located immediately south of Sandspit, Haid Gwaii, British Columbia.

12. SUBSEQUENT EVENTS (Continued)

The key terms of the Option Agreement are that the Company may earn a 100% interest in the Sandspit Project by making cash payment to Homegold of $6,000 on signing (paid) and additional $6,000 by the first anniversary date of the Agreement and a remaining $100,000 on the second anniversary date of the Agreement. The Sandspit Project will be subject to a 3% net smelter returns royalty to be granted to Homegold following the exercise of the option with a right for the Company to repurchase half of the royalty for a cash payment of $1,500,000.

Subsequent to the year end, the Company entered into a property option termination agreement with Recharge Resources Ltd. to terminate Pinchi Lake option agreement effective February 28, 2025. Under the termination agreement, the Company shall pay recharge an amount of $10,000 on or before April 28, 2025(paid).