NOTICE

RE: CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2026 AND 2025

The third quarter financial statements for the three and nine months ended September 30, 2026 and 2025 have not been reviewed by the auditors of Goldgroup Mining Inc.

Goldgroup Mining Inc.
"Chet Holyoak"
Chet Holyoak
Chief Financial Officer



Goldgroup Mining Inc.

Condensed Interim Consolidated Financial Statements
For the three and nine months ended September 30, 2026 and 2025
(unaudited and expressed in thousands of US dollars, except where indicated)

Goldgroup Mining Inc.

Condensed Interim Consolidated Statements of Financial Position

As of September 30, 2026 and December 31, 2025
(amounts expressed in thousands of US dollars, except where indicated - Unaudited)

	Note	September 30, 2026	December 31, 2025
Assets			
Current assets			
Cash and cash equivalents	4	$ 168,388	$ 9,611
Accounts Receivable	4	6,593	-
Prepaid expenses and Other Current Assets		10,488	2,798
Inventory	5	17,459	16,176
Assets held for sale	10	-	5,423
		202,928	34,008
Receivables		-	1,807
Property, Plant, and Equipment	6	116,663	20,378
Mineral interest	8	329,505	13,946
Exploration and evaluation assets		2,588	1,489
Other non-current assets		1,776	36
Total assets		$ 653,460	$ 71,664
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities	4	$ 52,358	$ 25,212
Warrant liability	12	18,971	45,992
Deposit received on proceeds of sale	10	-	2,445
Liabilities held for sale	10	-	422
Mining royalty and income taxes payable	21	7,820	251
Current portion of gold and silver stream liabilities	20	108,900	-
		188,049	74,322
Royalty payable	4	3,377	4,033
Deferred income tax liabilities	21	81,654	-
Decommissioning obligations		17,105	8,446
Other non-current liabilities		5,230	28
Total liabilities		295,415	86,829
Shareholders' equity (deficiency)			
Share capital		564,898	198,909
Contingent share consideration		3,305	3,305
Reserves		26,799	9,613
Deficit		(236,957)	(226,992)
Total shareholders' equity (deficiency)		358,045	(15,165)
Total liabilities and shareholders' equity (deficiency)		$ 653,460	$ 71,664

Nature of operations and going concern (note 1), Commitments (note 16), Subsequent events (note 23)
Approved by the Board of Directors _____"Lila Manassa Murphy"_____ Director _____"Javier Reyes"_____ Director

Goldgroup Mining Inc.

Condensed Interim Consolidated Statements of Income (Loss)

For the three and nine months ended September 30, 2026 and 2025
(amounts expressed in thousands of US dollars, except where indicated)

		Three months ended Sept. 30,		Nine months ended Sept. 30,	
	Note	2026	2025	2026	2025
Sales, Net		$57,060	$3,707	$99,361	$13,651
Cost of Sales					
Production Costs		(38,904)	(6,105)	(72,038)	(12,335)
Depreciation and Depletion Expense		(32,398)	(142)	(33,246)	(494)
Reclamation and Remediation Expense		(674)	-	(674)	-
Mine Gross Profit (Loss)		(14,916)	(2,540)	(6,597)	822
Share-based compensation	13	(2,873)	(2)	(2,873)	(33)
General and administrative		(3,113)	(2,233)	(10,112)	(4,301)
Care and maintenance – San Francisco		475	-	(2,067)	-
Exploration expense		(805)	-	(966)	-
Impairment	10	(2,000)	-	(2,000)	(27,648)
Unrealized derivative gain (loss) – warrant liability	12	16,153	(413)	18,980	(16,156)
Other (expense) income		(6,260)	419	(6,116)	200
Profit (loss) before income taxes		(13,339)	(4,769)	(11,751)	(47,116)
Income tax (expense) benefit	21	3,102	(4)	1,786	-
Net Loss		$(10,237)	$(4,773)	$(9,965)	$(47,116)
Loss per share – Basic	22	$(0.08)	$ (0.07)	$(0.11)	$ (0.90)
Loss per share – Diluted	22	$(0.20)	$ (0.07)	$(0.30)	$ (0.90)
Weighted average shares outstanding (000's)					
Basic	22	127,150	70,018	92,048	52,536
Diluted	22	132,175	70,018	98,940	52,536
Total shares issued and outstanding (000's)		168,997	72,899	168,997	72,899

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

Goldgroup Mining Inc.

Condensed Interim Consolidated Statements of Cash Flows

For the nine months ended September 30, 2026 and 2025
(amounts expressed in thousands of US dollars, except where indicated - Unaudited)

		Nine months ended Sept. 30,	
	Note	**2026**	**2025**
Cash flows provided by (used in) operating activities			
Net loss for the period		$ (9,965)	$ (47,116)
Adjustments to reconcile net loss:			
Depreciation and amortization		7,513	258
Depletion		26,046	38
Deferred taxes	21	(9,769)	-
Share-based compensation	13	2,873	33
Finance cost - ARO		390	89
Impairment of exploration and evaluation property		-	27,648
Write-off of notes receivables		2,000	
Inventory Reserve		(1,091)	-
Gain in settlement of AP		(62)	-
Accretion on Gold Royalty		1,273	-
Foreign exchange		91	(4)
Gold and silver streaming liability		2,500	-
Derivative – warrant	12	(18,980)	16,156
Accretion - lease		6	3
		2,825	(2,895)
Change in working capital			
Increase in accounts receivables		(8,073)	(1,983)
Decrease (increase) in inventory		15,230	(6,823)
Prepaid expenses and other assets		(591)	-
Decrease in accounts payable and accrued liabilities		(56)	(178)
Mining royalty and income taxes payable/receivable		4,543	-
Other non-current assets & liabilities		(1,007)	-
Total cash flow provided by (used in) operating activities		12,871	(11,879)
Cash flows provided by (used in) financing activities			
Proceeds on warrant exercises	12	1,968	2,663
Proceeds received for private placement	12	121,845	29,869
Share issuance costs		(4,310)	-
Tax paid on net settlement of RSUs		(658)	
Proceeds from option exercises	13	159	48
Lease payments		(19)	(9)
Total cash flow provided by financing activities		118,985	32,571
Cash flows provided by (used in) investing activities			
Purchase of property, plant and equipment	6	(11,449)	(2,795)
Cash and cash equivalents acquired on acquisition of Gold Resource	19	42,617	-
Exploration		(4,759)	(1,003)
Molimentales receivable		-	(3,740)
Acquisition costs, net of cash received - Pinos		-	(74)
Pinos sale proceeds	10	550	-
Total cash flow provided by (used in) Investing		26,959	(7,612)

		Nine months ended Sept. 30,	
	Note	**2026**	**2025**
Foreign exchange impact on cash		(38)	-
Increase (decrease) in cash and cash equivalents		158,777	13,080
Cash and cash equivalents – beginning of period		9,611	366
Cash and cash equivalents – end of period		$ 168,388	$13,446

Supplemental cash flow information (note 18)

Goldgroup Mining Inc.

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

(amounts expressed in thousands of US dollars, except where indicated - Unaudited)

	Notes	Shares ('000)	Share capital	Contingent shares consideration	Share-based compensation and warrant reserves	Equity portion of convertible debt	Foreign currency translation reserves	Deficit	Total equity (deficiency)
January 1, 2026		73,129	$198,909	$3,305	$ 9,917	$ 4	$(308)	$(226,992)	$ (15,165)
Income (loss) for the period		-	-	-	-	-	-	(9,965)	(9,965)
Exercise of stock options	13	856	314	-	(155)	-	-	-	159
Exercise of warrants	12	2,222	10,024	-	(14)	-	-	-	10,010
Shares issued on acquisition of Gold Resource	19	59,132	251,070	-	1,715	-	-	-	252,785
Conversion of cash-settled PSUs to equity-settled RSUs		-	-	-	629	-	-	-	629
Private placement	12	33,382	102,719	-	14,816	-	-	-	117,535
Share-based compensation	13	-	-	-	2,715	-	-	-	2,715
RSUs settled in common shares	13	276	1,862	-	(2,520)	-	-	-	(658)
Balance at September 30, 2026		168,997	$ 564,898	$ 3,305	$ 27,103	$ 4	$ (308)	$ (236,957)	$ 358,045

	Notes	Shares ('000)	Share capital	Contingent shares consideration	Share-based compensation and warrant reserves	Equity portion of convertible debt	Foreign currency translation reserves	Deficit	Total equity (deficiency)
January 1, 2025		25,356	$ 138,277	$ 3,305	$ 8,968	$ 4	$ (308)	$ (158,612)	$ (8,366)
Loss for the period		-	-	-	-	-	-	(47,116)	(47,116)
Private placement, net		27,009	18,176	-	-	-	-	-	18,176
Share issuance costs	12	674	(1,864)	-	1,172	-	-	-	(692)
Share-based compensation	13	-	-	-	33	-	-	-	33
Exercise of stock options	13	416	92	-	(44)	-	-	-	48
Exercise of warrants	12	6,765	7,343	-	(206)	-	-	-	7,137
Shares issued on Pinos acquisition	10	12,679	35,962	-	-	-	-	-	35,962
Balance at September 30, 2025		72,899	$ 197,986	$ 3,305	$ 9,923	$ 4	$ (308)	$ (205,728)	$ 5,182

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

1 Nature of operations and going concern

Nature of operations

Goldgroup Mining Inc. is the parent company of its consolidated group ("Goldgroup" or the "Company"). Its head office is located at Suite 410 – 1111 Melville St., Vancouver BC, V6E 3V6. On July 17, 2026, the Company completed its acquisition of Gold Resource Corporation ("Gold Resource" or "GRC") (Note 19). Following the acquisition, the Company owns the producing Cerro Prieto project in Sonora, Mexico, the producing Don David Gold Mine ("DDGM") in Oaxaca, Mexico, the Back Forty development project in Michigan, United States, and the San Francisco project in Sonora, Mexico. The Company is listed on the TSX Venture Exchange and the NYSE American under the trading symbol "GORO".

Going Concern

The Company has experienced recurring operating losses and has an accumulated deficit of $236,957 as at September 30, 2026. However, as at September 30, 2026, the Company has a working capital of $14,879. Working capital is defined as current assets less current liabilities and provides a measure of the Company's ability to settle liabilities that are due within one year with assets that are also expected to be converted into cash within one year.

In assessing the Company's ability to continue as a going concern, management has considered the anticipated contribution of operating cash flows from the post-merger combined group's expanded portfolio of producing mines. Notwithstanding the completion of the merger, the Company continues to have an accumulated deficit and a history of recurring operating losses, and management's ability to fund the combined group's operations, service its obligations as they come due, and advance its planned work programs remains dependent on its ability to generate future profitable operations and/or obtain the necessary financing to conduct its planned work program on its mineral properties, meet its on-going levels of corporate overhead and commitments, keep its properties in good standing and discharge its liabilities as they come due.

Material uncertainties may cast significant doubt about the Company's ability to continue as a going concern. These condensed interim consolidated financial statements do not include any adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern basis was not appropriate for these condensed interim consolidated financial statements, then adjustments would be necessary in the carrying value of assets and liabilities, the reported revenues and expenses, and the classifications used in the statement of financial position.

Recent global issues, including political conflict in other regions, have adversely affected workplaces, economies, supply chains, and financial markets globally. It is not possible for the Company to predict the duration or magnitude of the adverse results of these issues and their effects on the Company's business or results of operations at this time.

Share consolidation

On July 10, 2026, the Company completed a share consolidation on the basis of one (1) new common share for every four (4) previously outstanding common shares. All share, per share, stock option, and warrant information has been retrospectively restated in these condensed interim consolidated financial statements to reflect this share consolidation.

2 Basis of presentation and material accounting policy information

These condensed interim consolidated financial statements have been prepared in accordance with IAS 34 – Interim Financial Reporting as issued by the International Accounting Standards Board ("IASB"). Accordingly, certain disclosures included in annual financial statements prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the IASB have been condensed or omitted and these condensed interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2025. Certain prior period amounts have been reclassified to conform to the current period presentation. These reclassifications had no effect on previously reported net income, total assets, total liabilities, or stockholders' equity.

The accounting policies applied in these condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company's audited financial statements for the year ended December 31, 2025, except for the new accounting policies described below.

The Company's interim results are not necessarily indicative of its results for a full year. These condensed interim consolidated financial statements were approved by the Board of Directors on November 16, 2026.

New accounting policies

The following accounting policies became relevant to the Company following the acquisition of Gold Resource Corporation on July 17, 2026.

Business combinations

Business combinations are accounted for using the acquisition method when control is transferred to the Company. The consideration transferred is measured at fair value, as are the identifiable assets acquired and liabilities assumed, subject to the measurement exceptions in IFRS 3. Acquisition-related costs, other than those associated with the issue of debt or equity securities, are recognized as expenses as incurred. Where the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, provisional amounts are reported for items for which accounting is incomplete and are adjusted during the measurement period as additional information about facts and circumstances existing at the acquisition date becomes available.

Gold and silver stream agreements

Gold and silver stream obligations are accounted for as financial liabilities at fair value through profit or loss in accordance with IFRS 9. The liabilities are initially recognized at fair value and subsequently remeasured at each reporting date, with changes in fair value recognized in profit or loss. The fair value measurement normally incorporates expected future metal deliveries, commodity prices, production profiles, contractual payment terms, timing of remaining deposits, discount rates and other relevant market participant assumptions. However, the Back Forty Project did not obtain all material permits by the August 31, 2026 milestone date under the gold stream agreement. The grace period runs to November 30, 2026, and if the milestone is not met or amended, the deposits plus accumulated interest could become repayable on demand. Because of this, fair value is measured by applying the contractual 12% interest to the deposits received.

Provisional pricing of concentrate sales

Under the terms of concentrate sales contracts with independent smelting companies, concentrate sales prices are provisionally set on a specified future date after shipment based upon market prices. The company records revenues under these contracts at the time of shipment, which is also when the risks and rewards of ownership pass to the smelting companies, using forward market metals prices on the expected date that final sales prices will be determined. Variations between the price recorded at the shipment date and the actual final price set under the smelting contracts are caused by changes in market metals prices, which result in an embedded derivative in accounts receivable. The receivable is recorded at fair value each period until final settlement occurs, with changes in fair value classified as provisional price adjustments and included in revenue in the consolidated statement of income. The related receivables are subsequently measured at fair value through profit or loss, with changes in fair value resulting from movements in forward metal prices recognized in revenue.

Basis of consolidation – Gold Resource

The condensed interim consolidated financial statements include the accounts of Gold Resource and its subsidiaries from July 17, 2026, the date the Company obtained control. Gold Resource previously prepared its financial statements under US GAAP. Its assets and liabilities were measured at the acquisition date under IFRS 3 and the Company's IFRS accounting policies. The principal differences from Gold Resource's US GAAP policies are: the measurement of decommissioning obligations under IAS 37; capitalization of exploration and evaluation expenditures under IFRS 6; graded-vesting attribution of share-based payments under IFRS 2; and designation of the gold and silver stream liability at fair value through profit or loss under IFRS 9.

Mineral properties and mine development

Mineral property interests and mine development costs at producing mines are depleted on a unit-of-production basis over the proven and probable reserves, and a portion of measured and indicated resources where they are expected to be converted to reserves. Depletion of development projects, including the Back Forty Project, begins when the project reaches commercial production.

Contingent consideration assumed in a business combination

Contingent consideration assumed in a business combination that is an obligation of the acquiree is a financial liability measured at fair value through profit or loss. Changes in fair value are recognized in other income (expense).

Replacement share-based payment awards
When the Company replaces share-based payment awards held by employees of an acquiree, the market-based measure of the replacement awards attributable to pre-combination service forms part of the consideration transferred. The remainder is recognized as post-combination compensation expense. Equity-settled awards with graded vesting are expensed over the vesting period of each tranche. Awards that the Company may or must settle in cash are classified as liabilities and remeasured at fair value at each reporting date.

Employee benefits
The Company's Mexican subsidiaries have statutory seniority premium and other termination benefit obligations. These are measured under IAS 19, Employee Benefits, using the projected unit credit method. Remeasurements are recognized in other comprehensive income, and service cost and net interest are recognized in profit or loss.

Income taxes and mining duties
Mexican mining duties calculated on a measure of taxable profit are accounted for as income taxes under IAS 12, Income Taxes (Note 21). Duties levied on gross revenue are presented in cost of sales.

3 Estimates, risks, and uncertainties

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

The Company's management makes judgments in its process of applying the Company's accounting policies in the preparation of its condensed interim consolidated financial statements. In addition, the preparation of the financial data requires that the Company's management make assumptions and estimates of the effects of uncertain future events on the carrying amounts of the Company's assets and liabilities at the end of the reporting period and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates as the estimation process is inherently uncertain. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

Significant judgments in applying accounting policies

The critical judgments that the Company's management has made in the process of applying the Company's accounting policies, apart from those involving estimations, that have the most significant effect on the amounts recognized in the Company's condensed interim consolidated financial statements are as follows:

(i) Impairment of assets

The carrying value of property, plant and equipment and the Company's mineral property is reviewed each reporting period to determine whether there is any indication of impairment. If the carrying amount of an asset exceeds its recoverable amount, the asset is impaired and an impairment loss is recognized in profit or loss. The assessment of fair values, including those of the cash-generating units, require the use of estimates and assumptions for recoverable production, long-term commodity prices, discount rates, foreign exchange rates, future capital requirements and operating performance. Changes in any of the assumptions or estimates used in determining the fair value of assets could impact the impairment analysis.

(ii) Impairment indicators for exploration and evaluation assets

Management applies judgment in assessing whether facts and circumstances indicate that the carrying amount of exploration and evaluation assets may exceed their recoverable amount. In making this assessment, management considers, among other matters, the period for which the entity has the right to explore in the specific area, plans for further exploration and evaluation, the results of exploration work to date, whether substantive expenditure on further exploration is budgeted or planned, and whether data exists that suggest the carrying amount is unlikely to be fully recovered from successful development or by sale. The use of judgment is particularly important in the early stages of a project where limited information may be available.

(iii) Economic recoverability and probability of future economic benefits of exploration and development costs

Management has determined that exploratory drilling and evaluation costs incurred, which have been capitalized, are economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefit including geologic and metallurgic information, history of conversion of mineral deposits to proven and probable reserves, scoping and feasibility studies, accessible facilities, existing permits and life-of-mine plans.

(iv) Functional currency

The functional currency for each of the Company and its subsidiaries is the currency of the primary economic environment in which the entity operates. The Company has determined that the functional currency of each entity is the US dollar. Determination of functional currency may involve certain judgments to determine the primary economic environment and the Company reconsiders the functional currency of its entities if there is a change in events and conditions which determined the primary economic environment.

(v) Identification of the accounting acquirer

Management applied judgment in concluding that the Company is the acquirer in the merger with Gold Resource. It considered the relative voting rights of each shareholder group in the combined entity, the composition of the board and senior management, the entity issuing the equity interests, and the relative size of each entity.

(vi) Classification of the gold and silver stream liability

Management applied judgment in determining whether the Company has the right at the reporting date to defer settlement of the stream liability for at least twelve months. The judgment takes into account the Back Forty permitting milestone and the grace period under the gold stream agreement.

Key sources of estimation uncertainty

The areas which require management to make significant estimates and assumptions in determining carrying values include, but are not limited to:

(i) Mineral resource estimation
The carrying value and recoverability of mineral properties requires management to make certain estimates, judgments and assumptions about each project. Management considers the economics of the project, including the latest resources prices and the long-term forecasts, and the overall economic viability of the project. The determination of mineral resources also requires the use of estimates. The Company estimates its mineral resources based on information compiled by Qualified Persons as defined in accordance with National Instrument 43-101, Standards for Disclosure of Mineral Projects. There are numerous uncertainties inherent in estimating mineral resources and assumptions that are valid at the time of estimation which may change significantly when new information becomes available. Changes in the forecasted prices of commodities, exchange rates, production costs or recovery rates may change the economic status of resources and may result in changes to resource estimates.

(ii) Depreciation and depletion
Plant and other facilities used directly in mining activities are depreciated using the unit-of-production ("UOP") method over a period not to exceed the estimated life of the ore body based on recoverable ounces to be mined from estimated resources. Mobile and other equipment are depreciated, net of residual value, on a straight-line basis, over the useful life of the equipment to the extent that the useful life does not exceed the related estimated life of the mine based on estimated recoverable resources.

The calculation of the UOP rate, and therefore the annual depreciation and depletion expense, could be materially affected by changes in the underlying estimates. Changes in estimates can be the result of actual future production differing from current forecasts of future production, expansion of mineral reserves through exploration activities, differences between estimated and actual costs of mining and differences in gold price used in the estimation of mineral reserves.

Significant judgment is involved in the determination of useful life and residual values for the computation of depreciation and depletion, and no assurance can be given that actual useful lives and residual values will not differ significantly from current assumptions.

(iii) Decommissioning and restoration provision

The Company assesses its provision for reclamation and remediation on an annual basis or when new material information becomes available. Mining and exploration activities are subject to various laws and regulations governing the protection of the environment. In general, these laws and regulations are continually changing and the Company has made, and intends to make in the future, expenditures to comply with such laws and regulations. Accounting for reclamation and remediation obligations requires management to make estimates of the future costs the Company will incur to complete the reclamation and remediation work required to comply with existing laws and regulations at each mining operation and exploration and development property. Actual costs incurred may differ from those amounts estimated. Also, future changes to environmental laws and regulations could increase the extent of reclamation and remediation work required to be performed by the Company. Increases in future costs could materially impact the amounts charged to operations for reclamation and remediation. The provision represents management's best estimate of the present value of the future reclamation and remediation obligation. The actual future expenditures may differ from the amounts currently provided.

(iv) Contingencies

Due to the size, complexity and nature of the Company's operations, various legal and tax matters are outstanding from time to time. In the event that management's estimate of the future resolution of these matters changes, the Company will recognize the effects of the changes in its consolidated financial statements on the date such changes occur.

(v) Deferred taxes

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. Forecasted cash flows from operations are based on life-of-mine projections internally developed and reviewed by management. The likelihood that tax positions taken will be sustained upon examination by applicable tax authorities is assessed based on individual facts and circumstances of the relevant tax position evaluated in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. At the end of each reporting period, the Company reassesses unrecognized income tax assets.

(vi) Derivative valuation

The fair value of the warrant liabilities is determined using the Black-Scholes option pricing model, which requires the use of estimates and assumptions, including share price volatility, expected life, risk-free interest rate and expected dividends. Changes in any of the assumptions or estimates used in the valuation could impact the fair value of the derivative warrant liabilities and the amounts recognized in profit or loss.

(vii) Valuation of inventory

Expenditures incurred, and depreciation and depletion of assets used in mining and processing activities are deferred and accumulated as the cost of ore in stockpiles, ore on leach pads, in-process and finished metal inventories. These deferred amounts are carried at the lower of average cost or net realizable value ("NRV"). Write-downs of ore in stockpiles, ore on leach pads, in-process and finished metal inventories resulting from NRV impairments are reported as a component of current period costs. The primary factors that influence the need to record write-downs include prevailing and long-term metal prices and prevailing costs for production inputs such as labour, fuel and energy, materials and supplies, as well as realized ore grades and actual production levels.

Costs are attributed to the leach pads based on current mining costs, including applicable depreciation and depletion relating to mining operations incurred up to the point of placing the ore on the pad. Costs are removed from the leach pad based on the average cost per recoverable ounce of gold on the leach pad as the gold is recovered. Estimates of recoverable gold on the leach pads are calculated from the quantities of ore placed on the pads, the grade of ore placed on the leach pads and an estimated percentage of recovery. Timing and ultimate recovery of gold contained on leach pads can vary significantly from the estimates. The quantities of recoverable gold placed on the leach pads are reconciled to the quantities of gold actually recovered (metallurgical balancing), by comparing the grades of ore placed on the leach pads to actual ounces recovered. The nature of the leaching process inherently limits the ability to precisely monitor inventory levels. As a result, the metallurgical balancing process is constantly monitored, and the engineering estimates are refined based on actual results over time. The ultimate recovery of gold from a pad will not be known until the leaching process is completed.

The allocation of costs to ore on leach pads and in-process inventories and the determination of NRV involve the use of estimates. There is a high degree of judgment in estimating future costs, future production levels, reserves estimates, gold and silver prices, and the ultimate estimated recovery for ore on leach pads. There can be no assurance that actual results will not differ significantly from estimates used in the determination of the carrying value of inventories.

(viii) Business combination and purchase price allocation

The acquisition of Gold Resource requires management to estimate the acquisition-date fair values of identifiable assets acquired and liabilities assumed, including mineral interests and mine development, land, buildings and site improvements, plant and equipment, inventories, reclamation and remediation obligations, the gold and silver stream liabilities, contingent consideration and related deferred tax balances. The purchase price allocation remains provisional at September 30, 2026 and may be adjusted during the measurement period as additional acquisition-date information becomes available.

(ix) Fair value of gold and silver stream liabilities

Normally, the stream liabilities are measured using valuation techniques that include significant unobservable inputs. Significant assumptions include forecast production and recoveries, timing of production and permitting, long-term gold and silver prices, contractual delivery percentages and ongoing payment terms, and discount rates. Changes in these assumptions may result in material changes in the fair value of the stream liabilities and amounts recognized in profit or loss. However, the Back Forty Project did not obtain all material permits by the August 31, 2026 milestone date under the gold stream agreement. The grace period runs to November 30, 2026, and if the permitting milestone is not met and the stream agreements are not amended, the deposits plus accumulated interest could become repayable on demand. Because of this, fair value is measured by applying the contractual 12% interest to the deposits received.

(x) Fair value of contingent consideration

The fair value of contingent consideration assumed in the acquisition is based on the expected timing and probability of contractual milestone payments and applicable discount rates. Changes in the timing or probability of achieving development and production milestones may result in changes in fair value recognized in profit or loss.

(xi) Uncertain tax positions

Gold Resource's Mexican subsidiary is disputing an assessment issued by the Mexican tax authorities in respect of its 2015 tax year (Note 21). Management assesses whether it is probable that the taxation authority will accept the tax treatments taken in accordance with IFRIC 23, Uncertainty over Income Tax Treatments. A change in this assessment could have a material effect on the financial statements.

New accounting standards

IFRS 18, Presentation and Disclosure in Financial Statements

In April 2024, the IASB issued IFRS 18, Presentation and Disclosure in Financial Statements, which will replace IAS 1, Presentation of Financial Statements. IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including defined categories and subtotals, and requires additional disclosure for certain management-defined performance measures. The standard also includes enhanced guidance on aggregation and disaggregation of information in the financial statements. IFRS 18 is effective for annual reporting periods beginning on or after January 1, 2027, with earlier application permitted. The Company is currently assessing the impact of IFRS 18 on its financial statements.

4 Financial instruments

Fair values of financial instruments

The accounting classification of each category of financial instruments, and the level within the fair value hierarchy in which they have been classified are set out below:

	Fair Value Hierarchy Level	September 30, 2026	December 31, 2025
Financial assets			
Amortized cost			
Cash and cash equivalents [(1)]	N/A	$ 168,388	$ 9,611
Receivables [(1)]	N/A	85	451
Assets held for sale	N/A	-	35
Trade receivables – provisionally priced (FVTPL) [(2)]	Level 2	6,593	-
Financial liabilities			
Other financial liabilities			
Accounts payable & accrued liabilities [(1)]	N/A	52,358	25,212
Liabilities held for sale	N/A	-	422
Royalty payable	Level 3	5,557	4,284
Mining taxes payable	N/A	5,640	-
Gold and silver stream liability [(3)]	Level 2	108,900	-
Contingent consideration [(4)]	Level 3	2,597	-
Warrant liability [(5)]	Level 3	18,971	45,992

(1) The carrying value of cash, receivables and accounts payable and accrued liabilities approximates fair value due to the short-term nature of these items.

(2) As a result of the acquisition of Gold Resource, the Company's financial instruments include provisionally priced trade receivables measured at fair value through profit or loss. Provisionally priced trade receivables are expected to be classified within Level 2.

(3) As a result of the acquisition of Gold Resource, the Company's financial instruments also include gold and silver stream liabilities measured at fair value through profit or loss. The Back Forty Project did not obtain all material permits by the August 31, 2026 milestone date under the gold stream agreement. The grace period runs to November 30, 2026, and if the permitting milestone is not met and the stream agreements are not amended, the deposits plus accumulated interest could become repayable on demand. Because of this, fair value is measured by applying the contractual 12% interest to the deposits received, thus expected to be classified within Level 2 of the fair value hierarchy.

(4) As a result of the acquisition of Gold Resource, the Company's financial instruments also include contingent consideration measured at fair value through profit or loss. The contingent consideration is expected to be classified within Level 3 of the fair value hierarchy.

(5) The Company applies a standard Black-Scholes model to value the warrant liability as described in note 12.

5 Inventory

	September 30, 2026	December 31, 2025
Materials and supplies	$ 10,389	$ 3,002
Work in progress	3,030	5,839
Finished goods	3,791	6,663
Stockpile	249	672
	$ 17,459	$ 16,176

Cost of sales represents the amount of product inventory recognized as an expense. Inventories include materials and supplies, stockpiles and work in process, concentrates and finished goods, such as doré and concentrates at the Company's mining operations in Mexico. Inventories acquired in the Gold Resource business combination were initially recognized at acquisition-date fair value. Finished goods were measured at estimated selling price less costs to complete and sell and a reasonable profit allowance, and materials and supplies at replacement cost.

6 Property, plant and equipment

	Historic Costs at December 31, 2025	Acquired – Gold Resource (Note 19)	Additions	Disposals	September 30, 2026
Plant and mining equipment	$ 31,945	$ 33,160	$ 5,332	$ -	$ 70,437
Machinery and equipment	3,561	44,398	967	-	48,926
Construction in Progress	-	5,056	924	-	5,980
Asset Retirement Cost	-	509	-	-	509
Office and furniture	199	751	81	-	1,031
Vehicles	1,056	1,182	488	(85)	2,641
Land	-	9,475	-	-	9,475
	$ 36,761	$ 94,531	$ 7,792	$ (85)	$ 138,999

	Accumulated Depreciation December 31, 2025	Depreciation	Disposals	September 30, 2026
Plant and mining equipment	$ 12,320	$ 2,047	$ -	$ 14,367
Machinery and equipment	2,944	3,237	-	6,181
Asset Retirement Cost	-	509	-	509
Office and furniture	184	104	-	288
Vehicles	935	141	(85)	991
	$ 16,383	$ 6,038	$ (85)	$ 22,336

Property, plant and equipment acquired from Gold Resource is depreciated from July 17, 2026 on a straight-line or units of production basis over the remaining life of the assets, or on a unit-of-production basis over the remaining life of the Don David Gold Mine where that better reflects consumption. Land is not depreciated.

Carrying amount	September 30, 2026	December 31, 2025
Plant and mining equipment	$ 56,070	$ 19,625
Machinery and equipment	42,745	617
Construction in Progress	5,980	-
Asset Retirement Cost	-	-
Office and furniture	743	15
Vehicles	1,650	121
Land	9,475	-
	$ 116,663	$ 20,378

7 NAFTA claim

On September 1, 2006, the Company entered into an Earn in/Option Agreement ("the Agreement") with DynaResource de Mexico S.A. de C.V. ("DynaMexico") and its parent company, DynaResource, Inc. ("DynaUSA"). Under the Agreement, the Company had the right to earn up to a 50% equity interest in DynaMexico by funding up to $18 million in exploration and development expenditures on the San Jose de Gracia property. On March 14, 2011, the Company completed its Earn in/Option Agreement with DynaMexico for its 50% equity interest by reaching the expenditure funding requirement of $18 million. Subsequent to this date there have been legal claims filed in Mexico and the United States which resulted in the foreclosure of the Company's share ownership.

On October 13, 2015, the Company was made aware of a news release disseminated by DynaMexico which claimed DynaMexico was awarded a $48 million judgment against the Company's subsidiary Goldgroup Resources Inc. The Company's position in response to the $48 million claim is that the Company was never notified of the purported court case, and does not recognize any of the claims mentioned therein and is of the belief that such claims are entirely without merit. The Company pursued the case to the Mexican Supreme Court level to get the judgment overturned.

On December 6, 2019, the 11th Federal Circuit Collegiate Court in México denied Goldgroup's amparo regarding the $48 million claim and on February 20, 2020 a Mexico City court issued a judgment in favour of DynaMexico.

On December 4, 2020, DynaMexico filed another claim seeking recognition of the judgment under the Texas Uniform Foreign-County Money Judgment Recognition Act. In response, the Company filed a Special Appearance, Motion to Dismiss for Improper Venue, and Motion for Non-Recognition. A hearing was held on the Special Appearance and Motion to Dismiss for Improper Venue on February 8, 2021 and on May 12, 2021, the 134th Judicial District Court, as a District Court of the State of Texas, ruled it is not required to recognize DynaMexico's foreign judgment from the country of Mexico. DynaUSA has appealed this decision and the appeal has been fully briefed and oral arguments were held on April 20, 2022. On May 2, 2023, the court of appeals dismissed DynaUSA's appeal.

On March 6, 2023, the Company announced that its subsidiary, Goldgroup Resources, filed a Request for Arbitration on February 17, 2023 with the International Centre for Settlement of Investment Disputes ("ICSID") against the United Mexican States. The treatment and inaction by the Mexican courts have resulted in a judicial expropriation of Goldgroup Resources' investment in DynaMexico and a denial of justice in breach of Mexico's obligations under the North American Free Trade Agreement ("NAFTA"). On February 7, 2024, Goldgroup Resources filed its Memorial on the Merits related to the NAFTA claim and received Mexico's Counter Memorial on the Merits and Memorial on Jurisdiction on June 19, 2024. On December 12, 2024, Goldgroup Resources filed its Reply on the Merits and Counter Memorial on Jurisdiction and received Mexico's Rejoinder on the Merits and Reply on Jurisdiction on April 28, 2025. On June 11, 2025, Goldgroup Resources filed its Rejoinder on Jurisdiction. On August 15, 2025, Goldgroup Resources and Mexico filed their respective Comments on the Non-Disputing Party Submissions filed by Canada and the United States of America pursuant to NAFTA Article 1128. On September 23, 2025, Goldgroup Resources' damages experts filed a Supplemental Report on Quantum, and Goldgroup Resources received the Supplemental Report on Quantum of Mexico's damages experts on November 18, 2025. Goldgroup Resources is seeking monetary damages as a result of Mexico's breaches of NAFTA, as well as declarations from the arbitral tribunal to counter any potentially detrimental consequences stemming from the continued existence of the $48 million judgment issued by the Mexican courts in favour of DynaMexico. The NAFTA hearing concluded on June 3, 2026, and the Company is awaiting a ruling from the tribunal.

8 Mineral properties

Mineral property	Cerro Prieto	Esperanza Extension	San Francisco	Don David	Back Forty	Total
Balance, December 31, 2024	$ 96	$ 211	$ -	$ -	$ -	$307
Acquired (Note 11)	-	-	13,766	-	-	13,766
Depletion	-	(127)	-	-	-	(127)
Balance, December 31, 2025	**$ 96**	**$ 84**	**$ 13,766**	**$ -**	**$ -**	**$ 13,946**
Acquired – Gold Resource (Note 19)	-	-		245,763	88,707	334,470
Additions			2,545			2,545
Depletion	-	(69)	-	(21,387)	-	(21,456)

Balance, September 30, 2026	**$ 96**	**$ 15**	**$ 16,311**	**$224,376**	**$ 88,707**	**$ 329,505**

On July 17, 2026, the Company acquired mineral interests associated with DDGM and the Back Forty Project as part of the Gold Resource business combination (Note 19). The acquisition-date values assigned to mineral interests and mine development are provisional.

Don David Gold Mine
The Don David Gold Mine ("DDGM") is an underground gold-silver-base metal operation in Oaxaca, Mexico, that produces gold and silver concentrates containing copper, lead and zinc. DDGM is depleted on a unit-of-production basis from July 17, 2026, and depletion of $21,387 was recognized during the period. Sales from DDGM are subject to the Mexican mining duties described in Note 21.

Cerro Prieto Mine

The Company's Cerro Prieto mining concessions have an existing 2% net smelter royalty ("NSR").

San Francisco mine

During the year ended December 31, 2025, the Company acquired the San Francisco mine (Note 11). The San Francisco Mine is a large-scale, formerly producing open pit gold mine. The San Francisco Project encompasses concessions in the north central portion of the state of Sonora, Mexico, north of the state capital, Hermosillo.

The operation is comprised of two previously producing open pits (San Francisco and La Chicharra), together with heap leach processing facilities and associated infrastructure located close to the San Francisco pit.

The Company's San Francisco mining Project has the following obligations owed to SA Targeted Investing Corp., a subsidiary of Royal Gold Inc. ("Royal Gold"):

(i) Gold Delivery: Commencing 5 (five) business days after restart of operations, and every month thereafter, deliver 75 gold ounces per month for 20 months to Royal Gold; (Note 11)

(ii) Net Smelter Royalty: the Company will pay to Royal Gold a 1% NSR on each of the following mining concessions: San Francisco, Patricia, Norma, La Pima, Dulce, and San Judas. The NSR will commence once the Gold Delivery obligation is complete.

Back Forty Project
The Back Forty Project is a zinc-gold-silver-copper development project in Menominee County, Michigan, held through Aquila Resources Inc. In order to move forward with the Back Forty Project, in April 2026, Gold Resource engaged an independent consultant to prepare a feasibility study to support permitting applications. The project is subject to the gold and silver stream agreements with OR Royalties Inc. (formerly Osisko Bermuda Limited) ("OR Royalties") and to contingent consideration payable to HudBay Minerals Inc. No depletion is recognized until commercial production.

9 Revenue

Following the acquisition of Gold Resource, the Company earns revenue from the sale of gold and silver doré from the Cerro Prieto mine, and from the sale of concentrates from the Don David Gold Mine containing gold, silver, copper, lead and zinc. Concentrate revenue is presented net of treatment and refining charges and credits. Revenue by product is as follows:

	Three months ended September 30, 2026	**2025**	**Nine months ended September 30, 2026**	**2025**
Doré sales – gold	$ 12,383	$ 3,679	$ 54,381	$ 13,504
Doré sales – silver	286	28	589	147
Concentrate sales – gold	6,943	-	6,943	-
Concentrate sales – silver	27,222	-	27,222	-
Concentrate sales – copper	1,043	-	1,043	-
Concentrate sales – lead	969	-	969	-
Concentrate sales – zinc	6,948	-	6,948	-
Treatment and refining (charges) credits	598	-	598	-

Provisional pricing adjustments	668	-	668	-
Total revenue	**$ 57,060**	**$ 3,707**	**$ 99,361**	**$ 13,651**

Concentrate sales are provisionally priced, and final settlement is based on average market prices for a future period. Trade receivables from provisionally priced sales are measured at fair value through profit or loss (Level 2) using period-end forward metal prices. Changes in fair value are presented in revenue as provisional pricing adjustments. At September 30, 2026, provisionally priced receivables were $6,593, with final settlement expected within three months.

10 Assets and liabilities held for sale

On August 13, 2024, the Company entered into an agreement to acquire all of the interests owned by a group of creditors (the "Creditor Group") who own a loan facility pursuant to which various advances were made to Minera Apolo, S.A. de C.V. (“Apolo”) (the “Loan Facility”). The outstanding amount under the Loan Facility is currently approximately USD $2.7 million and the facility was secured against the assets and shares of Apolo located in San Luis Potosi, Mexico. In consideration for the acquisition of the Loan Facility from the Creditor Group, the Company agreed to issue 12.5 million common shares pro rata to the members of the Creditor Group, pay cash consideration of $0.5 million within 18 months of the closing date of the agreement, and pay $1.5 million in contingent consideration which is only due upon the completion of certain criteria, including a positive pre-feasibility study at the Pinos Project, the advancement of the project into commercial production, publishing an updated technical report with greater than 200,000 ounces of contained gold equivalent ounces for the Pinos Project, or the Company’s ownership interest in the Pinos Project falling to less than 51%.

On January 16, 2025, the Company obtained TSXV approval for the acquisition of the Loan Facility and began the process of enforcing its rights under its security provisions.

On March 7, 2025, the Company entered into an Agreement to Suspend Enforcement Proceedings (the "Non-Enforcement Agreement") dated March 6, 2025, with Candelaria Mining Corporation ("CMC"), who is the 100% owner of Apolo, with respect to the Loan Facility.

Pursuant to the terms of the Non-Enforcement Agreement, CMC will deliver all of the issued and outstanding shares of Apolo to the Company provided that certain conditions set out in the Non-Enforcement Agreement are satisfied, including receipt of all required approvals from the TSXV. As part of the agreement, the Company agreed to:

- Settle the approximately USD $2,703 owed on the Loan Facility;
- Make a cash payment of USD $89 within five (5) days of receipt of all necessary approvals from the TSXV required by the Company and CMC to complete the transactions;
- Make a cash payment of USD $89 on the later of (i) the delivery of the Apolo shares to the Company, or (ii) six months after receipt of the TSXV approvals, provided that the Apolo shares have been delivered to the Company by such date; and
- Issue 179,167 common shares of the Company.

On June 30, 2025, the Company obtained 100% ownership of the outstanding shares of Apolo.

Apolo is the 100% owner of the fully permitted gold project located east of the capital Zacatecas in the state of Zacatecas, Mexico (the “Pinos Project”).

Purchase Consideration		
12,500,000 common shares issued for debt purchase (CAD $3.88)	$	35,454
179,167 common shares issued to Candelaria (CAD $3.88)		508
Cash to Candelaria		178
Acquisition payable		500
Acquisition costs		8
Total consideration	$	36,648

Purchase Price Allocation	
Cash	$ 24
IVA receivable	1,171
Prepaids	108
Pinos project	35,573
Accounts payable	(228)
Total consideration	$ 36,648

On December 31, 2025, the Company entered into a Share Purchase Agreement where it has agreed to sell all the Apolo shares to a private arm's length British Columbia company (the "Purchaser") in consideration of the payment of $5,000 in stages, with $2,450 ($2,445 received as at December 31, 2025) deposit payable on signing which will be refunded if the transaction does not close by February 16, 2026, $550 to be paid on closing and $2,000 to be secured by a promissory note due on August 27, 2026. Although there was no formal modification of the agreement, the parties agreed that the deposit paid at signing should not be refunded on February 16, 2026 in anticipation of closing the sale on February 27. The Company completed the sale of the Pinos Project on February 27, 2026.

As the final payment is past due and has not been received, the Company has provided for the $2,000 on the statement of income and comprehensive income for the nine months ended September 30, 2026. Further, the Purchaser has agreed to assume any and all liabilities of the Company associated with the Apolo acquisition, including the assumption of $400 remaining payable on the original purchase agreement in addition to debt in the amount of $1,500 payable to the previous owners of Apolo that will be triggered by the sale of Apolo. The Company concluded that the sale meets the definition of an asset held for sale.

As at December 31, 2025, the impairment of the proposed sale is calculated as follows:

Impairment	**December 31, 2025**
Cash consideration	$ 5,000
Assumption of payables	400
Assets of Pinos Project	(998)
Liabilities of Pinos Project	22
Carrying value of the Pinos Project	(35,573)
Impairment	$ 31,149

As at December 31, 2025, assets held for sale included:

	December 31, 2025
Cash	$ 35
Receivables	842
Prepaids	122
Carrying value of the Pinos Project	4,424
	$ 5,423

As at December 31, 2025, liabilities held for sale included:

	December 31, 2025
Accounts payable	$ 422
	$ 422

11 Molimentales acquisition

On December 23, 2025, the Company acquired all of the issued and outstanding Series "A" shares in the fixed capital and all the issued and outstanding Series "B" shares in the variable capital (collectively the "Molimentales Shares") of Molimentales del Noroeste, S.A. de C.V. ("Molimentales") through a Concurso Mercantil process (restructuring proceeding equivalent to Chapter 11 in the United States). The Company has received approval from the Second District Court for Commercial Bankruptcy Matters (the "Mexican Court") to the plan of arrangement (the "Plan of Arrangement") the Company filed with the Mexican Court under the *Concurso Mercantil* process.

As part of the acquisition, the Company acquired 60.24% of the debts owed to certain major creditors as recognized by the Mexican Court for $8,971 of which $1,417 remains payable. Under the terms of the Plan of Arrangement, the Company has agreed to pay $2,566 in three equal installments in December 2026, 2027 and 2028 to the remaining creditors holding 39.76% of the recognized debt in addition to all outstanding mining concession fees (including penalties and interest), taxes, fees owed to the National Water Commission, supplier debts and certain expenses related to the *Concurso* proceedings currently estimated at approximately $8,026. Some of the payments described above are facilitated through the Company acquiring the Molimentales Shares by paying the owners of the Molimentales Shares MXN$100 and capitalizing Molimentales with MXN$99,900 for a total of MXN$100,000. The Company determined that the acquisition met the definition of an asset acquisition.

Purchase Consideration	
Debt purchased	$ 8,971
Credit for debt owned by the Company	(3,274)
Molimentales Shares purchased	6
Transaction costs	1,750
Total consideration	$ 7,453

Purchase Price Allocation	
Cash	$ 12
IVA receivable	489
Inventory	1,890
Plant and mining equipment	16,385
Mineral property	13,766
Accounts payable	(14,600)
Royalty payable*	(4,284)
Asset retirement obligation	(6,205)
Total consideration	$ 7,453

*The Royalty payable was estimated using a discounted cash flow method. Projected royalty receipts were calculated based on 75 ounces per month and forecast gold prices over the payment period, then discounted to December 23, 2025 at rates of 18.0% to 24.0% to reflect asset-specific risk. This produced a fair value range of $4,100 to $4,470, with a selected value of $4,284. During the nine months ended September 30, 2026, the Company recorded accretion of $717 on the Royalty payable and $556 related to a change in estimate as the restart of production is now estimated to be March 2027. As at September 30, 2026, the Royalty payable had a balance of $5,557 of which $2,180 is disclosed as current.

For the nine months ended September 30, 2026, the Company incurred $2,067 in expenses related to the San Francisco carrying costs. In the three months ended September 30, 2026, the Company capitalized some of the previously expensed costs, as these costs were incurred to refurbish some equipment needed to restart the mine.

12 Warrant liability

Investor warrants	Number of warrants	Weighted average exercise price (C$)	Warrant liability (US$)
Balance, December 31, 2024	5,106,535	$ 0.52	$ 1,446
Warrants granted	15,985,794	2.52	12,389
Warrants exercised	(6,481,253)	0.64	(4,903)
Change in fair value	-	-	37,060
Balance as of December 31, 2025	14,611,076	2.66	$ 45,992
Warrants exercised	(2,194,822)	1.21	(8,041)
Change in fair value	-	-	(18,980)
Balance as of September 30, 2026	12,416,254	$ 2.92	$ 18,971

The following table discloses the details for investor warrants with exercise prices in CAD accounted for as a liability outstanding as at September 30, 2026:

Expiry date	Number of warrants	Exercise price (C$)
January 21, 2027	1,508,591	0.60
March 17, 2027	2,916,667	1.80
March 27, 2027	290,833	1.80
November 7, 2026	2,935,444	3.00
August 5, 2027	3,681,252	4.40
September 12, 2027	1,083,467	4.20
	12,416,254	

The following table discloses the details for investor warrants with exercise prices in USD accounted for through equity outstanding as at September 30, 2026:

Expiry date	Number of warrants	Exercise price (US$)
March 25, 2028	16,691,159	5.10
	16,691,159	

Finders warrants	Number of warrants	Weighted average exercise price (C$)
Opening balance, December 31, 2024	-	$ -
Warrants granted	1,039,357	2.16
Warrants exercised	(511,900)	0.64
Balance as of December 31, 2025	527,457	$ 3.69
Warrants exercised	(27,288)	3.37
Balance as of September 30, 2026	500,169	$ 3.64

The following table discloses the details for the finders warrants outstanding as at September 30, 2026:

Expiry date	Number of warrants	Exercise price (C$)
March 17, 2027	112,500	1.80
November 7, 2026	55,291	3.00
August 5, 2027	270,703	4.40
September 12, 2027	61,675	4.20
	500,169	

On January 21, 2025, the Company closed a private placement and issued 8,750,000 units at CAD $0.40 per unit for gross proceeds of $2,366 (CAD $3,500). Each unit consists of one common share and one-half common share purchase warrant, with each full warrant being exercisable to purchase one common share at a price of CAD $0.60 until January 21, 2027. The Company paid cash finder's fees of $142 and issued 506,400 finder's warrants to a finder in connection with the offering. The finder's warrants have the same terms and conditions as the warrant. The fair value of the warrants per the private placement at the date of grant was estimated at $1,030, using the proportionate allocation method, and the fair value of the finders warrants was estimated at $208. These warrants were valued using the Black-Scholes option pricing model with the following weighted average assumptions: 2.92% risk free interest rate, expected life of 2 years, 127% annualized volatility and 0% dividend rate. The Company incurred $18 in transaction fees related to the private placement.

On March 17, 2025, the Company closed a private placement and issued 5,833,334 units at CAD $1.20 per unit for gross proceeds of approximately $4,893 (CAD $7,000). Each unit consists of one common share and one-half common share purchase warrant, with each full warrant being exercisable to purchase one common share at a price of CAD $1.80 until March 17, 2027. As part of the private placement, the Company issued 225,000 finder's units allocated between the first and second tranches. Each finder's unit consists of one common share and one-half common share purchase warrant, with each full warrant being exercisable to purchase one common share at a price of CAD $1.80 until March 17, 2027. The fair value of warrants per the private placement at the date of grant was estimated at $1,777 using the proportionate allocation method and the fair value of the finders warrants was estimated at $115. The warrants were valued using the Black-Scholes option pricing model with the following weighted average assumptions: 2.55% risk free interest rate, expected life of 2 years, 126% annualized volatility and 0% dividend rate.

On March 28, 2025, the Company closed a second tranche closing of its non-brokered private placement. For the second tranche, the Company issued an additional 645,833 units at CAD $1.20 per unit for gross proceeds of approximately $604 (CAD $775) Each unit consists of one common share and one-half common share purchase warrant, with each full warrant being exercisable to purchase one common share at a price of CAD $1.80 until March 27, 2027. The fair value of warrants per the private placement at the date of grant was estimated at $255 using the proportionate allocation method. The warrants were valued using the Black-Scholes option pricing model with the following weighted average assumptions: 2.55% risk free interest rate, expected life of 2 years, 127% annualized volatility and 0% dividend rate. The Company incurred $29 in transaction fees related to the private placement.

On May 7, 2025, the Company closed a private placement and issued a total of 6,818,182 units at CAD $2.20 per unit for gross proceeds of $10,866 (CAD $15,000). Each unit consists of one common share and one-half common share purchase warrant, with each full warrant being exercisable to purchase one common share at a price of CAD $3.00 until November 7, 2026. The Company paid cash finder's fees of $4 and issued 157,949 finder's units to a finder in connection with the offering. The finder's units have the same terms and conditions as the warrants. The fair value of warrants per the private placement at the date of grant was estimated at $3,862 using the proportionate allocation method and the fair value of the finders warrants was estimated at $138. The warrants were valued using the Black-Scholes option pricing model with the following weighted average assumptions: 2.51% risk free interest rate, expected life of 1.5 years, 108% annualized volatility and 0% dividend rate. The Company incurred $55 in transaction fees related to the private placement.

On August 5, 2025, the Company closed a private placement financing and issued 3,750,000 units at a price of CAD $3.20 per unit for aggregate gross proceeds of $8,709 (CAD $12,000). Each unit comprises one common share and one common share purchase warrant. Each warrant is exercisable into one common share at a price of CAD $4.40 per share until August 5, 2027. The Company issued 271,547 finder's units to finders in connection with the private placement. Each finder's unit consists of one common share and one common share purchase warrant, with each warrant being exercisable to purchase one common share at a price of CAD $4.40 until August 5, 2027. The fair value of warrants per the private placement at the date of grant was estimated at $4,159 using the proportionate allocation method and the fair value of the finders warrants was estimated at $576. The warrants were valued using the Black-Scholes option pricing model with the following weighted average assumptions: 2.69% risk free interest rate, expected life of 2.0 years, 120% annualized volatility and 0% dividend rate. The Company incurred $47 in transaction fees related to the private placement.

On September 12, 2025, the Company closed a private placement financing and issued 1,212,121 units at a price of CAD $3.30 per unit for aggregate gross proceeds of $2,886 (CAD $4,000). Each unit comprises one common share and one common share purchase warrant. Each warrant is exercisable into one common share at a price of CAD $4.20 per share until September 12, 2027. The Company issued 19,503 finder's units and 50,430 finders warrants to finders in connection with the private placement. Each finder's unit consists of one common share and one common share purchase warrant, with each warrant being exercisable to purchase one common share at a price of CAD $4.20 until September 12, 2027. The fair value of warrants per the private placement at the date of grant was estimated at $1,306 using the proportionate allocation method and the fair value of the finders warrants was estimated at $138. The warrants were valued using the Black-Scholes option pricing model with the following weighted average assumptions: 2.50% risk free interest rate, expected life of 2.0 years, 115% annualized volatility and 0% dividend rate. The Company also paid cash finders fees of $139 and incurred $21 in transaction fees related to the private placement.

The fair value allocated to the investor warrants as at September 30, 2026, was $18,971 (December 31, 2025 - $45,992) and was recorded as a derivative financial liability as these warrants were exercisable in Canadian dollars, differing from the Company's functional currency. The unrealized gain recognized in the statements of loss and comprehensive loss for the nine months ended September 30, 2026, was $18,980 (2025 – loss $16,156).

The fair value of the Company's investor warrants was calculated using the Black-Scholes Option Pricing Model. Option pricing models require the input of highly speculative assumptions, including the expected future price volatility of the Company's shares. Changes in these assumptions can materially affect the fair value estimate and, therefore, existing models do not necessarily provide a reliable single measure of the fair value of the Company's warrants.

	September 30, 2026	December 31, 2025
Expected warrant life	0.51 years	1.24 years
Expected stock price volatility	90%	95%
Dividend payment during life of warrant	Nil	Nil
Expected forfeiture rate	Nil	Nil
Risk free interest rate	3.35%	2.58%
Weighted average strike price CAD	$ 2.92	$ 2.66
Weighted average fair value per warrant CAD	$ 2.16	$ 4.32
Weighted average share price CAD	$ 4.52	$ 6.24

On September 25, 2026, the Company closed a non-brokered private placement of 33,382,326 units at a price of US$3.65 per unit for gross proceeds of $121,845. Each unit consists of one common share and one-half of one common share purchase warrant. Each whole warrant entitles the holder to acquire one common share at an exercise price of $5.10 until March 25, 2028. In

connection with the private placement, the Company incurred share issuance costs of $4,310, consisting of cash finder's fees and legal costs.

The gross proceeds were allocated between common shares and warrants using the relative fair value method. The fair value of the common shares was determined by reference to the closing share price on the date of issuance, and the fair value of the 16,691,159 warrants was estimated using the Black-Scholes option pricing model, assuming a share price of $3.50, an exercise price of $5.10, an expected life of 1.5 years, expected volatility of 82%, a risk-free interest rate of 3.33% and an expected dividend yield of 0%.

As a result, $106,511 of the gross proceeds was allocated to share capital and $15,334 to warrants. Share issuance costs of $3,792 were charged to share capital and $518 to warrants, resulting in net amounts of $102,719 recorded in share capital and $14,816 recorded in the warrant reserve.

The warrants issued in connection with the September 25, 2026 private placement are exercisable at a fixed price of US$5.10 per share, which is denominated in the Company's functional currency. As each warrant entitles the holder to acquire a fixed number of common shares for a fixed amount of cash, the warrants meet the definition of an equity instrument under IAS 32, Financial Instruments: Presentation, and are classified within equity in the warrant reserve. They are not remeasured subsequent to initial recognition. In contrast, the Company's warrants with exercise prices denominated in Canadian dollars are classified as a derivative financial liability measured at fair value through profit or loss, as the amount of cash to be received on exercise is not fixed in the Company's functional currency.

During the nine months ended September 30, 2026, the Company issued 2,222,110 common shares as a result of warrant exercises for gross proceeds of approximately $1,968 (CAD $2,748).

13 Share-based compensation

The Company has adopted an equity award plan (the "Plan") for which options, deferred share units ("DSUs"), and restricted share units ("RSUs") may be granted to eligible optionees from time to time, to acquire up to 10% of the issued share capital, at the award date. Generally, share options granted have a maximum term of ten years, and a vesting period and exercise price determined by the board of directors. The exercise price of options granted under the Plan shall not be less than the Market Value of the Company's common shares at the date of grant, as defined under the Plan. DSUs are generally immediately vested at grant date and become non-forfeitable, with expected cash settlement at the termination of service or ten years from grant, whichever is sooner. RSUs are generally vested in three tranches, one, two, and three years of service after grant. As at September 30, 2026, the remaining equity award available for issue under the Plan were 14,292,675 (December 31, 2025 – 5,740,891).

Besides the assumption of share-based awards related to the Gold Resource acquisition as described below, the total share options granted during the nine months ended September 30, 2026 was 937,500 (2025 – nil). Total share-based compensation expense recognized for share-based awards during the nine months ended September 30, 2026 was $2,873 (2025 - $33).

The options granted in 2026 were granted to directors at an exercise price of C$6.20, vest immediately and expire one year from the date of grant. Their fair value of $1,691 was estimated using the Black-Scholes option pricing model with the following assumptions: risk-free rate 2.74%, expected life 1 year, volatility 70.83% and dividend yield nil.

The following tables disclose the number of options and vested options outstanding as at September 30, 2026:

	September 30, 2026		**December 31, 2025**	
	Number of options	**Weighted average exercise price (C$)**	**Number of options**	**Weighted average exercise price (C$)**
Outstanding - beginning of period	1,571,875	$ 0.20	1,987,500	$ 0.19
Granted	937,500	6.20	-	-
Assumed at the acquisition of Gold Resource	275,191	11.97	-	-
Expired/forfeited	-	-	-	-
Exercised	(856,250)	0.24	(415,625)	0.16
Outstanding - end of period	1,928,316	$ 4.78	1,571,875	$ 0.20

Share-based awards assumed on the acquisition of Gold Resource

On completion of the Merger, the Company assumed Gold Resource's outstanding stock options, deferred share units, restricted share units, and performance share units ("PSUs"), adjusted for the exchange ratio, on a post-consolidation basis. The total market-based fair value of the replacement awards is $6,335. The market-based measure of the replacement awards attributable to pre-combination service for equity-settled awards of $1,715 was included in the consideration paid (Note 19). The market-based measure of the replacement awards attributable to pre-combination service for cash-settled awards of $1,894 was included in the net assets transferred in the acquisition. For fully vested outstanding awards, $1,531 was recognized as compensation expense immediately after the acquisition. The remaining fair value of $1,195 is recognized as compensation expense over the remaining vesting periods. Awards that the Company intends to settle in cash are classified as liabilities, and presented within Other Non-Current Liability, with a carrying amount of $1,335 at September 30, 2026.

	Stock options	DSUs	RSUs	PSUs
Assumed on acquisition of Gold Resource, July 17, 2026	275,191	458,861	685,961	172,584
PSUs converted to RSUs	-	-	172,584	(172,584)
Settled in common shares	-	-	(276,412)	-
Canceled for tax liability on net settlement	-	-	(317,128)	-
Settled in cash	-	(40,379)	-	-
Cancelled or forfeited	-	-	(4,766)	-
Outstanding, September 30, 2026	**275,191**	**418,482**	**260,239**	**-**

14 Related party transactions

The Company's related parties include its subsidiaries, associates over which it exercises significant influence, and key management personnel. Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include officers, directors or companies with common directors of the Company. The remuneration of the Company's directors and other key management personnel during the nine months ended September 30, 2026 and 2025, is as follows:

	2026	2025
Short-term employee benefits included in salary and consulting	$ 439	$ 180
Director's fees included in professional fees	774	79
Share-based compensation	4,164	6
Severance payments	2,558	-
Consulting fees included in salary and consulting	72	-
	$ 8,007	$ 265

Short-term employee benefits include salaries incurred within the last three months of the statement of financial position date and other annual employee benefits.

At September 30, 2026, accounts payable and accrued liabilities include $126 (December 31, 2025 - $76) owing to a director and/or officer and/or companies controlled by the directors.

15 Segmented disclosure

The Company's operating segments are based on the reports reviewed by its chief operating decision maker ("CODM"), the Chief Executive Officer, to allocate resources and assess performance. The CODM reviews each mining operation separately.

At the end of last fiscal year, the Company had two operating segments: Cerro Prieto and San Francisco. The Company's business activities that are not considered distinct segments are included in the reconciliation under the title Corporate and Other. Following the merger with Gold Resource Corporation on July 17, 2026 (Note 19), the Company has four operating segments, each of which is a reportable segment:

- Cerro Prieto: the producing open-pit, heap-leach gold mine in Sonora, Mexico.

- San Francisco: the formerly producing gold mine in Sonora, Mexico, currently on care and maintenance; refurbishment, infill drilling, and resources update required for decision on restart.
- Don David: the producing underground gold and silver mine in Oaxaca, Mexico.
- Back Forty: the gold and base metals project in Michigan, United States, which is not yet in production.

Corporate and Other comprises of head office activities and oversees plans and activities of early-stage exploration projects.

The measure of segment profit or loss is income (loss) before income taxes. All revenue is from external customers; there are no inter-segment revenues. Don David and Back Forty are included from July 17, 2026 and show nil amounts for comparative periods.

The basis of segmentation differs from that in the annual consolidated financial statements for the year ended December 31, 2025, which presented two operating segments, Mining and Exploration and Corporate. Following the merger with Gold Resource, Mining and Exploration has been replaced by the four operating segments above, and Corporate is presented as a non-operating segment. Comparative information has been re-presented on the current basis.

Income (loss) for the period by segment

Nine months ended September 30, 2026	Cerro Prieto	San Francisco	Back Forty	Don David	Corporate and Other	Total
Sales	$ 54,970	$ -	-	$ 44,391	-	$ 99,361
Cost of Sales	(47,911)	-	(18)	(58,029)	-	(105,958)
Mining Gross Profit	7,059	-	(18)	(13,638)	-	(6,597)
General and Administrative costs	(1,117)	-	-	-	(8,995)	(10,112)
Profit/(loss) before income taxes	2,604	(3,561)	(2,449)	(13,846)	5,501	(11,751)
Income Tax (Expense) Benefit	(1,374)	-	8	(5,367)	8,519	1,786
Net Profit (Loss)	$ 1,230	$(3,561)	$ (2,441)	$ (19,213)	$ 14,020	(9,965)

Nine months ended September 30, 2025	Cerro Prieto	San Francisco	Back Forty	Don David	Corporate and Other	Total
Sales	$13,651	$ -	$ -	$ -	$ -	$13,651
Cost of Sales	(12,829)	-	-	-	-	(12,829)
Mining Gross Profit	822	-	-	-	-	822
General and Administrative costs	(1,723)	-	-	-	(2,578)	(4,301)
Profit/(loss) before income taxes	(1,280)	-	-	-	(45,836)	(47,116)
Income Tax (Expense) Benefit	-	-	-	-	-	-
Net Profit (Loss)	$(1,280)	$ -	$ -	$ -	$ (45,836)	$ (47,116)

The Company had not yet acquired Gold Resource Corporation as of the end of the prior year comparative nine months ended September 30, 2025. Consequently, nil amounts are presented for the mines of Gold Resource Corporation in the above table.

Assets by geographic segment

As at September 30, 2026	USA	Mexico	Corporate and Other	Total
Current assets	$ 122	$ 74,165	$ 128,641	$ 202,928
Mineral interest, Property, Plant, and Equipment	100,046	346,068	54	446,168
Exploration and evaluation assets	-	2,588	-	2,588
Other non-current assets	-	1,538	238	1,776
Total non-current assets	100,046	350,194	292	450,532
Total assets	$ 100,168	$ 424,359	$ 128,933	$ 653,460

As at December 31, 2025	USA	Mexico	Corporate and Other	Total
Current assets	-	$27,278	$6,730	$ 34,008
Mineral interest, Property, Plant, and Equipment	-	34,324	-	34,324
Exploration and evaluation assets	-	1,489	-	1,489
Other non-current assets	-	1,807	36	1,843
Total non-current assets	-	37,620	36	37,656
Total assets	-	$ 64,898	$ 6,766	$ 71,664

16 Commitments and contingencies

a. In 2011, the Company acquired the Caballo Blanco project held previously by Almaden Minerals Ltd. ("Almaden"). As part of the consideration, the Company may have to issue up to an additional 175,000 common shares of the Company upon achievement of certain project milestones. As a result, as at September 30, 2026, the Company has recorded a contingent share consideration of $3,305 (December 31, 2025 - $3,305). Subsequent to the sale of Caballo Blanco to Timmins Gold in fiscal 2014 and further sale from Timmins Gold to Candelaria Mining Corp. in 2016, the terms of these contingent shares remained unchanged. Pursuant to a plan of arrangement the right to receive shares has been transferred to Almadex Minerals Limited.

b. During the year ended December 31, 2025, the Company acquired the Pinos project and agreed to pay $1.5 million in contingent consideration which is only due upon the completion of certain criteria, including a positive pre-feasibility study at the Pinos Project, the advancement of the project into commercial production, publishing an updated 43-101 with greater than 200,000 ounces of contained gold equivalent ounces for the Pinos Project, or the Company's owned interest in the Pinos Project falling to less than 51%. On December 31, 2025, the Company entered into a Share Purchase Agreement where it has agreed to sell all the Apolo shares to a private arm's length British Columbia company who has agreed to assume the contingent consideration (Note 10).

c. The Company was entitled to receive an additional contingent consideration from the 2014 Caballo Blanco sale of $5.0 million that would become payable in cash, Timmins Gold shares, or a combination thereof (at the option of Timmins Gold, provided that the Company's ownership in Timmins Gold will not exceed 9.9% at any time) should any of the following events occur prior to October 31, 2019:

- The approval of the Project's Environmental Impact Statement from SEMARNAT ("Environmental Permit"); or
- A change in beneficial ownership of Timmins Gold of greater than 50%; or
- The removal or change, at one time, of a majority of the current members of the Timmins Gold Board of Directors

d. During the year ended December 31, 2016, the Company sold the contingent receivable to Credipresto for cash consideration of $1,900, which was paid upon execution and the proceeds were used to pay back the principal of the Facility and the Company recognized a gain on sale of $1,900. An additional $600 will be contingently payable to the Company by Credipresto when the owner of Caballo Blanco receives the Environmental Permit. Although the Company may become entitled to the contingent payments, the value of these payments has not been recognized in the statement of financial position as at September 30, 2026 due to the level of uncertainty surrounding the conditions required for the payments.

Gold Resource

As at September 30, 2026, the Company's Mexican subsidiary acquired with Gold Resource had equipment purchase commitments of $3,935. The Company also assumed contingent consideration payable to HudBay Minerals Inc. on the development of the Back Forty Project. It is also disputing a tax assessment issued by the Mexican tax authorities in respect of the 2015 tax year.

The gold and silver stream agreements contain customary default provisions. If the Company's subsidiary, Aquila Resources Inc., fails to obtain the required permits or achieve commercial production by the agreed dates, it may be required to repay the deposits received of $37.2 million plus accumulated interest at the rate agreed with OR Royalties. If it does not repay, OR Royalties may enforce its security over the Back Forty Project assets (Note 20).

The Company is subject to other claims, legal proceedings and environmental and safety regulation incidental to its operations. Management does not expect these matters to have a material adverse effect on the Company's financial position.

17 Capital management

The capital of the Company consists of items included in shareholders' equity (deficiency). The Company's objectives for capital management are to safeguard its ability to support the Company's normal operating requirement on an ongoing basis, continue the operations, development and exploration of its mineral properties and support any expansionary plans.

The Company manages its capital structure and makes adjustments in light of changes in its economic environment and the risk characteristics of the Company's assets. To effectively manage the entity's capital requirements, the Company has in place a planning, budgeting and forecasting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. There are no externally imposed capital requirements with which the Company has failed to comply. There has been no change to the capital management of the Company during the nine months ended September 30, 2026.

18 Supplemental cash flow information

The table below shows the non-cash investing activities due to the GRC acquisition:

		Nine months ended Sept. 30,	
	Note	2026	2025
Non-Cash Increase in Mineral Interest due to GRC acquisition	19	334,470	-
Non-Cash Increase in PP&E due to GRC acquisition	19	94,531	-
Value of Shares Issued for non-cash consideration	19	251,070	-
Assumed Equity Awards for non-cash consideration	19	1,715	-

19 Business combination - Gold Resource Corporation

On July 17, 2026, the Company and GRC closed the merger (the "Merger") pursuant to the Arrangement Agreement and Plan of Merger (the "Arrangement Agreement"), dated January 25, 2026 and amended on May 15, 2026, by and among GRC, the Company, and Goldgroup Merger Sub Inc., a wholly owned subsidiary of the Company. As a result of the Merger, GRC shareholders received 0.3619 (the "Exchange Ratio") post-consolidation common shares of Goldgroup for each share of GRC's common stock held.

As a result of the Merger, GRC was delisted from the NYSE American LLC (the "NYSE American"). Concurrently, the Company commenced trading on the NYSE American under the ticker symbol "GORO" and changed its ticker symbol on the TSX Venture Exchange ("TSXV") from "GGA" to "GORO." The Company's common shares were no longer quoted on the OTC Markets upon commencement of trading on the NYSE American. In accordance with the terms of the Arrangement Agreement, the Company and GRC jointly determined the ratio of the share consolidation to be one (1) post-consolidation share for every four (4) pre-consolidation

shares. In connection with the completion of the Merger, the Company issued 59,132,077 common shares and assumed 275,191 stock options, 458,861 deferred share units, 685,961 restricted share units and 172,584 performance share units, in each case on a post-consolidation basis and reflecting the Exchange Ratio. Upon assumption, performance share units were converted to restricted share units.

Purchase Consideration	
GRC common shares outstanding at closing	163,392,909
Exchange ratio (post-consolidation)	0.3619
Resulting common shares issued	59,132,077
Closing share price in USD, July 17, 2026	$4.2459
Fair value of common shares issued	$ 251,070
Fair value of replacement share-based awards – pre-combination service (Note 13)	1,715
Total consideration	**$ 252,785**

Purchase Price Allocation	
Cash and cash equivalents	$ 42,617
Accounts receivable	2,501
Inventories	15,660
Prepaid expenses and other current assets	5,089
Land	9,475
Plant and equipment	85,056
Mineral interest – Don David Gold Mine	245,763
Mineral interest – Back Forty Project	88,707
Other non-current assets	130
Total identifiable assets	**494,998**
Accounts payable and accrued liabilities	(27,414)
Mining royalty and income taxes payable	(4,059)
Gold and silver stream liability	(106,400)
Decommissioning and restoration provisions	(8,307)
Contingent consideration	(3,472)
Other non-current liabilities	(2,632)
Deferred income tax liabilities, net	(89,929)
Total liabilities assumed	**(242,213)**
Net identifiable assets acquired	**252,785**
Total consideration	**$ 252,785**

Valuation methods and significant assumptions

The Company engaged an independent valuation firm to assist in estimating fair values. The significant assets and liabilities were measured as follows:

Mineral properties were valued using a discounted cash flow method under the income approach. Don David cash flows cover the period to 2029 and were discounted at 20.5%. Back Forty cash flows reflect a four-year deferral of first production to 2031, run through 2043, and were discounted at 45.0% given its development stage. Key assumptions include production volumes from the life-of-mine plans and reserve reports, consensus commodity prices (long-term gold $4,495/oz and silver $68.63/oz from 2028), operating and capital costs, and the discount rates. These are Level 3 inputs under IFRS 13, Fair Value Measurement.

Land and plant and equipment were valued using both the cost approach (depreciated replacement cost) and market approach, with most weight being put on the cost approach.

Gold and silver stream liabilities were recognized at fair value, consistent with its designation as a financial liability at fair value through profit or loss (Note 20). The Back Forty Project did not obtain all material permits by the August 31, 2026 milestone date under the gold stream agreement. The grace period runs to November 30, 2026, and if the permitting milestone is not met and the stream agreements are not amended, the deposits plus accumulated interest could become repayable on demand. Because of this, fair value is measured by applying the contractual 12% interest to the deposits received and reported in current liabilities.

Decommissioning and restoration provisions were measured at the present value of estimated closure and reclamation costs, discounted at 8.8% reflecting market participant assumptions.

Trade receivables, prepaid expenses, and accounts payable and accrued liabilities were recognized at their carrying amounts, which approximate fair value given their short-term nature. Inventories were measured at fair value as described in Note 5.

Deferred income taxes were recognized and measured in accordance with IAS 12, Income Taxes, rather than at fair value, as required by the exception in IFRS 3, Business Combinations. Deferred income tax liabilities of $89,929 were recognized on the difference between the acquisition-date fair values of the assets acquired and liabilities assumed and their tax bases, at the enacted rates in Mexico (30% income tax and 8.5% special mining duty) and the United States.

Contingent consideration payable to HudBay Minerals Inc. was measured at fair value using the probability and expected timing of the Back Forty development milestones, discounted at 8%.

The right-of-use assets and related lease liabilities acquired through the merger were immaterial and were measured at the present value of the remaining lease payments as if the acquired leases were new leases at the acquisition date.

The replacement share-based awards were measured using the market-based measure under IFRS 2 at the acquisition date. The portion attributable to pre-combination service of $1,715 is included in consideration (Note 13).

The Company assessed contingent liabilities of Gold Resource, including the assessment issued by the Mexican tax authorities in respect of the 2015 tax year (Note 21). Uncertain income tax positions are measured under IAS 12 and IFRIC 23 rather than at fair value.

The allocation above is preliminary. The Company has not finalized the valuation of mineral properties, plant and equipment, the stream liability, decommissioning and restoration provisions, inventories, contingent consideration, replacement share-based awards, leases and deferred income taxes. Amounts may change during the measurement period, which will not exceed one year from the acquisition date. Adjustments will be recognized retrospectively, with comparative information revised as if the accounting had been completed at the acquisition date.

Acquisition-related costs
Through September 30, 2026, the Company incurred acquisition-related costs of $2,914, of which $2,483 was expensed in the nine months ended September 30, 2026 (2025 – $431) and is included in general and administrative expenses in the statement of income (loss). Costs directly attributable to issuing the common shares were immaterial and were not deducted from share capital.

Acquired receivables
The fair value of acquired trade receivables was $2,501, all of which is expected to be collected.

Contribution of Gold Resource and pro forma results
From July 17, 2026 to September 30, 2026, Gold Resource contributed revenue of $44,391 and net loss of $24,984. Had the acquisition occurred on January 1, 2026, management estimates that consolidated revenue would have been $176,654 and

consolidated net loss would have been $67,122 for the nine months ended September 30, 2026. In determining these amounts, management assumed that the fair value adjustments at the acquisition date would have been the same had the acquisition occurred on January 1, 2026.

20 Gold and silver stream agreements

As part of the acquisition of Gold Resource Corporation on July 17, 2026, the Company assumed gold and silver stream obligations relating to the Back Forty Project with OR Royalties. The agreements have an initial 40-year term and are automatically renewable for successive ten-year periods, subject to their contractual terms.

Gold stream agreement
Under the gold stream agreement, OR Royalties has committed deposits to the Back Forty Project. OR Royalties has deposited $20.0 million of its total commitment of $50.0 million. The remaining deposits of $5.0 million on receipt of the permits required to develop and operate the Back Forty Project, and $25.0 million on the first drawdown of a project debt finance facility, depend on these milestones and other conditions and are not recognized. Once production commences, OR Royalties is entitled to purchase 18.5% of refined gold until 105,000 ounces have been delivered, after which the percentage is reduced to 9.25%. The ongoing cash payment is equal to 30% of the spot price of gold on the delivery date, subject to a maximum of $600 per ounce.

Silver stream agreement
Under the silver stream agreement, OR Royalties is entitled to purchase 85% of silver produced from the Back Forty Project at $4.00 per ounce. A total of $17.2 million has been advanced under the silver stream agreement, and there are no further deposits receivable.

The stream agreements contain customary operating, financial, security and default provisions. The Back Forty Project assets secure certain obligations under the agreements. Under the amended gold stream agreement, the Company's subsidiary, Aquila Resources Inc., was required to obtain all material permits necessary to construct and operate the Back Forty Project by August 31, 2026, with a grace period to November 30, 2026. If the permits are not obtained and the agreements are not further amended, the subsidiary may be in default. The deposits received of $37.2 million plus accumulated interest at the agreed rate could then become repayable immediately, and OR Royalties may enforce its security over the Back Forty Project assets. Because the Company does not have the right at September 30, 2026 to defer settlement for at least twelve months after the reporting date, the stream liability is classified as current.

In accordance with IFRS 9, the gold and silver stream obligations are measured at fair value through profit or loss. The liabilities were initially recognized at acquisition-date fair value as part of the purchase price allocation and are remeasured at fair value at September 30, 2026. Changes in fair value are recognized in profit or loss, except changes attributable to the Company's own credit risk, which are recognized in other comprehensive income in accordance with IFRS 9.

Stream liability reconciliation	**$000s**
Acquisition-date fair value - July 17, 2026	$ 106,400
Change in fair value recognized in profit or loss	2,500
Foreign exchange and other	-
Balance - September 30, 2026	$ 108,900
Current portion	$ 108,900

The Back Forty Project did not obtain all material permits by the August 31, 2026 milestone date under the gold stream agreement. The grace period runs to November 30, 2026, and if the permitting milestone is not met and the stream agreements are not amended, the deposits plus accumulated interest could become repayable on demand. Because of this, fair value is measured by applying the contractual 12% interest to the deposits received and is categorized within Level 2 of the fair value hierarchy.

21 Income taxes

Following the acquisition of Gold Resource, the Company is subject to income taxes in Canada, Mexico and the United States. Its Mexican operations are subject to the 30% Mexican corporate income tax and to two mining duties effective January 1, 2025. The first is a special mining duty of 8.5% of taxable income as defined under Mexican tax law, calculated generally on earnings before income tax, depreciation, depletion, amortization and interest. The second is an extraordinary mining duty of 1.0% of gross revenue from the sale of gold, silver and platinum. Both duties are deductible for Mexican income tax purposes. The special mining duty is accounted for as an income tax under IAS 12. The extraordinary mining duty, which is levied on revenue, is

presented in cost of sales. Income tax expense for interim periods is based on management's estimate of the weighted average annual income tax rate expected for the full financial year in each jurisdiction.

	Three months ended September 30,		Nine months ended September 30,	
	2026	**2025**	**2026**	**2025**
Current income tax	$ (5,162)	$ -	$ (5,602)	$ -
Current special mining duty	(1,758)	(4)	(2,634)	-
Deferred income tax & special mining duty	10,022	-	10,022	-
Income tax (expense) benefit	**$ 3,102**	**$ (4)**	**$ 1,786**	**$ -**

Deferred income tax liabilities	
Balance, December 31, 2025	$ -
Acquired on acquisition of Gold Resource (Note 19)	89,929
Recognized in profit or loss	(8,275)
Balance, September 30, 2026	**$ 81,654**

Mexican tax assessment
In October 2023, Gold Resource's Mexican subsidiary received a notification from the Mexican Tax Administration Service ("SAT") of a sanction of MXN 331 million (approximately $18.6 million at September 30, 2026). The sanction resulted from an audit of the 2015 tax year covering intercompany transactions, the special mining duty and the extraordinary mining duty. The subsidiary is disputing the assessment. Management considers it probable that the tax authorities will accept the tax treatments taken, and no provision has been recognized.

22 Earnings per share

The table below shows the calculation of basic and diluted weighted average share and basic and diluted earnings per share calculation:

		Three months ended Sept. 30,		Nine months ended Sept. 30,	
	Note	**2026**	**2025**	**2026**	**2025**
Net Loss (Basic Numerator)		$ (10,237)	$ (4,773)	$ (9,965)	$ (47,116)
Adjustments to net loss:					
DSU mark-to-market gain		(527)	-	(527)	-
Warrants mark-to-market gain		(16,153)	-	(18,980)	-
Adjusted Net Loss (Dilutive Numerator)		$ (26,917)	$ (4,773)	$ (29,472)	$ (47,116)
Weighted average shares outstanding (000's)					
Basic (Basic Denominator)		127,150	70,018	92,048	52,536
Adjustments weighted average shares outstanding:					
Dilutive warrants		4,679	-	6,775	-
Dilutive DSUs		346	-	117	-
Diluted (Dilutive Denominator)		132,175	70,018	98,940	52,536
Loss per share – Basic		$(0.08)	$ (0.07)	$(0.11)	$ (0.90)
Loss per share – Diluted		$(0.20)	$ (0.07)	$(0.30)	$ (0.90)

23 Subsequent events

Subsequent to the three and nine months ended September 30, 2026, on October 14, 2026, the Company completed its strategic investment in Luca Mining Corp. ("Luca") through a bought deal private placement offering of subscription receipts ("Subscription Receipts") of Luca in connection with Luca's proposed acquisition of the Cozamin Mine. On October 14, 2026, the Company acquired 101,123,662 Subscription Receipts of Luca at a price of C$1.00 per Subscription Receipt, for an aggregate investment amount of C$101,124. Upon completion of the acquisition and conversion of all receipts, the Company would hold approximately 19.9% of Luca's outstanding common shares on an undiluted basis. Each Subscription Receipt is convertible into one Luca share upon satisfaction or waiver of certain release conditions. In connection with closing the strategic investment, Goldgroup and Luca entered into an investor rights agreement pursuant to which Goldgroup is entitled to certain rights, once, and for so long as, Goldgroup beneficially owns at least 10% of the outstanding Luca shares, including: (a) the right to participate in equity financings and top-up its holdings in relation to dilutive issuances in order to maintain its pro rata ownership interest at the time of such financing; and (b) the right to nominate two persons to the board of directors of Luca.

Subsequent to September 30, 2026, the Company issued 2,989,675 common shares as a result of warrant exercises for gross proceeds of approximately $6,353.