



ECO ORO MINERALS CORP.

Condensed Consolidated Interim Financial Statements

September 30, 2022

(unaudited)

Table of Contents

Condensed Consolidated Interim Statements of Financial Position (unaudited)	4
Condensed Consolidated Interim Statements of Loss and Comprehensive Loss (unaudited)	5
Condensed Consolidated Interim Statements of Changes in Deficiency (unaudited)	6
Condensed Consolidated Interim Statements of Cash Flows (unaudited)	7
Notes to Condensed Consolidated Interim Financial Statements (unaudited).....	8
1. Nature of operations and going concern.....	8
2. Significant accounting policies and basis of preparation.....	9
3. Plant and equipment.....	10
4. Exploration and evaluation assets.....	10
5. Trade and other payables.....	10
6. Amounts payable on exploration and evaluation asset acquisition	11
7. Site restoration provision	11
8. Promissory notes.....	12
9. Deficiency	12
10. Related parties	13
11. Commitments and contingencies.....	15
12. Segmented information	17
13. Capital management	17
14. Financial instruments.....	17

Notice to Reader

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

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

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

Eco Oro Minerals Corp.

Condensed Consolidated Interim Statements of Financial Position (unaudited)

(Expressed in thousands of Canadian dollars unless otherwise specified)

	As at	September 30,	December 31,
		2022	2021
Note		\$	\$
ASSETS			
Current assets			
Cash		1,361	3,098
Accounts receivable		15	20
Prepaid expenses and deposits		130	107
		1,506	3,225
Non-current assets			
Plant and equipment	3	69	75
Exploration and evaluation assets	4	1	1
		70	76
TOTAL ASSETS		1,576	3,301
LIABILITIES			
Current liabilities			
Trade and other payables	5	3,128	1,345
Amounts payable on exploration and evaluation asset acquisition	6	649	674
		3,777	2,019
Long term liabilities			
Promissory notes	8	9,890	7,785
Site restoration provision	7	2,486	2,524
		12,376	10,309
TOTAL LIABILITIES		16,153	12,328
SHAREHOLDERS' DEFICIENCY			
Share capital	9	324,928	324,928
Contributions from shareholders		27,687	27,687
Contingent value rights	9	46,974	46,974
Equity reserve		31,942	31,942
Deficit		(410,136)	(404,461)
Accumulated other comprehensive loss		(35,972)	(36,097)
TOTAL SHAREHOLDERS' DEFICIENCY		(14,577)	(9,027)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIENCY		1,576	3,301
Nature of operations and going concern	1		
Commitments and contingencies	11		
Segmented information	12		
Subsequent event	6		

These condensed consolidated interim financial statements were approved for issue by the Board of Directors and signed on its behalf by:

/s/ Courtenay Wolfe Director

/s/ Pierre Amariglio Director

Eco Oro Minerals Corp.

Condensed Consolidated Interim Statements of Loss and Comprehensive Loss (unaudited)

(Expressed in thousands of Canadian dollars unless otherwise specified)

	Note	For the three months ended		For the nine months ended	
		September 30, 2022	September 30, 2021	September 30, 2022	September 30, 2021
		\$	\$	\$	\$
Exploration and evaluation expenses:					
Administrative expenses		(59)	(185)	(247)	(452)
Depreciation	3	(1)	(1)	(4)	(4)
Environmental	7	(23)	(51)	(72)	(178)
Legal fees		(40)	(15)	(122)	(112)
Other exploration and evaluation expenses		(10)	(16)	(29)	(41)
Salaries and benefits		(77)	(78)	(247)	(726)
Surface rights		(8)	(8)	(11)	(15)
		(218)	(354)	(732)	(1,528)
General and administrative expenses:					
Administrative expenses		(62)	(64)	(193)	(194)
Legal and professional fees	10	(1,331)	(393)	(2,495)	(733)
Management and directors' fees	10	(55)	(58)	(165)	(178)
		(1,448)	(515)	(2,853)	(1,105)
Other income (expenses)					
Finance costs	8	(489)	(544)	(1,369)	(1,183)
Foreign exchange loss		(627)	(244)	(752)	(137)
Gain on disposal of plant and equipment	3	-	154	-	154
Other income		10	13	31	49
		(1,106)	(621)	(2,090)	(1,117)
Loss for the period		(2,772)	(1,490)	(5,675)	(3,750)
Other comprehensive income					
Foreign currency translation differences for foreign operations		118	8	125	227
Total comprehensive loss		(2,654)	(1,482)	(5,550)	(3,523)
Loss per share - basic and diluted		(0.02)	(0.01)	(0.05)	(0.03)
Weighted average number of common shares outstanding - basic and diluted		106,524,953	106,524,953	106,524,953	106,524,953

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

Eco Oro Minerals Corp.

Condensed Consolidated Interim Statements of Changes in Deficiency (unaudited)

(Expressed in thousands of Canadian dollars unless otherwise specified)

	Note	Share capital		Contributions from shareholders	Contingent value rights	Equity reserve	Deficit	Accumulated other comprehensive loss	Total
		Number of shares	Amount \$						
Balance at December 31, 2021		106,524,953	324,928	27,687	46,974	31,942	(404,461)	(36,097)	(9,027)
Loss		-	-	-	-	-	(5,675)	-	(5,675)
Other comprehensive income		-	-	-	-	-	-	125	125
Balance at September 30, 2022		106,524,953	324,928	27,687	46,974	31,942	(410,136)	(35,972)	(14,577)
Balance at December 31, 2020		106,524,953	324,928	27,687	46,974	31,942	(400,079)	(36,499)	(5,047)
Loss		-	-	-	-	-	(3,750)	-	(3,750)
Other comprehensive income		-	-	-	-	-	-	227	227
Balance at September 30, 2021		106,524,953	324,928	27,687	46,974	31,942	(403,829)	(36,272)	(8,570)

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

Eco Oro Minerals Corp.

Condensed Consolidated Interim Statements of Cash Flows (unaudited)

(Expressed in thousands of Canadian dollars unless otherwise specified)

	Note	For the nine months ended	
		September 30, 2022	September 30, 2021
		\$	\$
Cash flow provided from (used by)			
OPERATING ACTIVITIES			
Loss for the period		(5,675)	(3,751)
<i>Adjustments for items not affecting cash:</i>			
Accretion of interest of promissory notes	8	1,369	1,077
Change in site restoration provision estimate	8	-	109
Depreciation	3	4	4
Gain on disposal of plant and equipment	3	-	(154)
Unrealized foreign exchange loss		736	2
Unwinding of discount of site restoration provision	7	58	31
Change in non-cash working capital			
Accounts receivable		5	4
Prepaid expenses and deposits		(23)	(47)
Trade and other payables		1,793	(535)
Cash flow used in operating activities		(1,733)	(3,260)
INVESTING ACTIVITIES			
Proceeds on disposition of plant and equipment	3	-	154
Cash flow from investing activities		-	154
Effects of exchange rate changes on cash		(4)	(372)
Decrease in cash		(1,737)	(3,478)
Cash, beginning of period		3,098	7,118
Cash, end of period		1,361	3,640
SUPPLEMENTAL CASH FLOW INFORMATION			
Cash paid during the period for interest		-	-
Cash paid during the period for income taxes		-	-

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

Eco Oro Minerals Corp.

Notes to Condensed Consolidated Interim Financial Statements (unaudited)

For the Nine Months ended September 30, 2022

(Expressed in thousands of Canadian dollars unless otherwise specified)

1. NATURE OF OPERATIONS AND GOING CONCERN

Nature of operations

Eco Oro Minerals Corp. (the “Company” and “Eco Oro”) is a publicly listed company incorporated under the legislation of the Province of British Columbia. The Company’s shares are listed on the Canadian Securities Exchange (“CSE”) under the symbol “EOM”. The Company’s registered office is located at Suite 1800 - 510 West Georgia Street, Vancouver, British Columbia, Canada. The audited consolidated financial statements of the Company as at and for the year ended December 31, 2021, are comprised of the accounts of the Company, its Colombian branch and its subsidiary. Historically, the Company’s principal business activities have included the acquisition, exploration and development of mineral assets in the Republic of Colombia (“Colombia”). Until late 2016, the Company had been focused on the development of the “Angostura Project” in northeastern Colombia which consists of the main Angostura deposit and its five satellite prospects.

In August 2016, Colombia, through the Colombian National Mining Agency (the “ANM”), issued a decision depriving Eco Oro of rights under Concession 3452 on the basis of a Constitutional Court decision issued in February 2016. That decision came five months after the Company’s March 7, 2016 announcement that it had formally notified Colombia of its intent to submit to arbitration a dispute arising under the Canada-Colombia Free Trade Agreement signed on November 21, 2008 (the “Free Trade Agreement”).

As a consequence of Colombia’s measures, the Company filed a request for arbitration with the World Bank’s International Centre for Settlement of Investment Disputes (“ICSID”) against Colombia on December 9, 2016 (“Request for Arbitration”). The Company’s arbitration claim (the “ICSID Arbitration Claim”) arises out of its dispute with Colombia in relation to Colombia’s measures that have adversely affected its investments in the Colombian mining sector, depriving Eco Oro of its rights under its principal mining title, Concession Contract 3452, comprising the Angostura gold and silver deposit, and rendering the Angostura Project unviable, in violation of Colombia’s obligations under the Free Trade Agreement. Notwithstanding the commencement of the ICSID Arbitration Claim, the Company remains open to engagement with the Colombian authorities in order to achieve an amicable resolution of the dispute. The ICSID Arbitration Claim has now become the core focus of the Company.

On September 9, 2021, the arbitral tribunal (the “Tribunal”) constituted under the auspices of the ICSID in relation to its claims against Colombia, issued a Decision on Jurisdiction, Liability and Directions on Quantum (the “Decision”) pursuant to the investment protection chapter of the Free Trade Agreement. The Tribunal found that Colombia breached Article 805 of the Treaty in its treatment of Eco Oro’s investment in the Angostura Project which the Company was pursuing in connection with Concession Contract 3452. The Decision upheld Eco Oro’s claims that Colombia breached Article 805 of the Free Trade Agreement, by failing to accord fair and equitable treatment to Eco Oro’s investments in Colombia relating to the Angostura Project. The Tribunal rendered certain findings with respect to damages, but has not yet determined what compensation will be awarded to Eco Oro as a result of damages caused to Eco Oro as a result of Colombia’s breach of the Free Trade Agreement. The Tribunal has requested from the parties further submissions on damages on specific questions arising from its findings. The Company filed its first submission in response to the Tribunal’s questions on January 14, 2022, Colombia filed its first submission on May 23, 2022, and the Company and Colombia filed its second submission on 7 July 2022 and August 22, 2022, respectively, in accordance with the procedural order from the Tribunal.

Eco Oro Minerals Corp.

Notes to Condensed Consolidated Interim Financial Statements (unaudited)

For the Nine Months ended September 30, 2022

(Expressed in thousands of Canadian dollars unless otherwise specified)

1. NATURE OF OPERATIONS AND GOING CONCERN (CONTINUED)**Going concern**

At September 30, 2022, the Company had working capital deficiency of \$2,271 (December 31, 2021 – \$1,206) and accumulated deficit of \$410,136 (December 31, 2021 – \$404,461). During the nine months ended September 30, 2022, the Company reported a comprehensive loss of \$5,550 and cash used in operating activities of \$1,733.

The financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for the foreseeable future. The Company's ability to continue operations and fund future business activities is dependent on management's ability to secure additional financing. There are no assurances that the Company will be successful in its efforts to secure additional financing in the future as required. These matters result in material uncertainties which may cast significant doubt on whether the Company will continue as a going concern. The financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern basis was not appropriate for these financial statements, then adjustments would be necessary in the carrying value of assets and liabilities, the reported revenues and expenses, and the statement of financial position classifications used.

COVID-19

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, have adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. To date, the COVID-19 has not had a significant impact on the Company's operations.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION**Statement of compliance**

These condensed consolidated interim financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting and follow the same accounting policies and methods of application as the Company's most recent annual financial statements. These condensed consolidated interim financial statements do not include all of the information required for full consolidated annual financial statements and should be read in conjunction with the consolidated financial statements of the Company as at and for the year ended December 31, 2021 prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

These condensed consolidated interim financial statements were approved by the Board of Directors and authorized for issuance on November 28, 2022.

New accounting standards

There were no new or amended IFRS pronouncements effective January 1, 2022 that impacted these condensed consolidated interim financial statements.

Eco Oro Minerals Corp.

Notes to Condensed Consolidated Interim Financial Statements (unaudited)

For the Nine Months ended September 30, 2022

*(Expressed in thousands of Canadian dollars unless otherwise specified)***3. PLANT AND EQUIPMENT**

	\$
Cost	
As at December 31, 2021	102
Effect of movements in exchange rates	(3)
As at September 30, 2022	99
Depreciation	
As at December 31, 2021	(27)
Charged for the period	(4)
Effect of movements in exchange rates	1
As at September 30, 2022	(30)
Net book value	
As at December 31, 2021	75
As at September 30, 2022	69

During the nine months ended September 30, 2021, the Company disposed plant and equipment with a carrying value of \$nil (COP nil) for cash proceeds of \$154 (COP 455,000,000); as a result, the Company recognized a gain of disposal of \$154 (COP 455,000,000) in the statements of loss and comprehensive loss.

4. EXPLORATION AND EVALUATION ASSETS**Renunciation of Concession 3452**

On April 1, 2019, the Company notified Colombia of its intention to renounce Concession 3452 to mitigate its losses. On May 13, 2019, by Resolution VSC No. 000365, the ANM accepted the renunciation of Concession 3452. The settlement of accounts of Concession 3452 was finalized on December 30, 2020. Separately, on July 5, 2019, the Company submitted the closure plan for Concession 3452 to the local environmental authority, the Autonomous Corporation for the Defense of the Bucaramanga Plateau (in Spanish, Corporación Autónoma para la Defensa de la Meseta de Bucaramanga or "CDMB") for approval. In March 2022, the CDMB issued a technical report making certain observations, recommendations, and findings with respect to the closure plan for Concession 3452. On 30 June 2022, the Company provided a written response to the CDMB's technical report. This technical report is not a final determination from the CDMB on the closure plan submitted by the Company, which is still due.

5. TRADE AND OTHER PAYABLES

	September 30, 2022	December 31, 2021
	\$	\$
Trade payables	1,890	655
Accrued liabilities	1,238	479
Other payables	-	211
	3,128	1,345

Eco Oro Minerals Corp.

Notes to Condensed Consolidated Interim Financial Statements (unaudited)

For the Nine Months ended September 30, 2022

*(Expressed in thousands of Canadian dollars unless otherwise specified)***6. AMOUNTS PAYABLE ON EXPLORATION AND EVALUATION ASSET ACQUISITION**

	COP (in thousands)	\$
As at December 31, 2021	2,150,000	674
Effect of movements in exchange rates	-	(25)
As at September 30, 2022	2,150,000	649

The balance of \$649 (COP2,150,000,000) as of September 30, 2022, represents outstanding payments in relation to the Company's purchase of real property in 2009 (December 31, 2021 – \$674 (COP2,150,000,000)).

On October 20, 2022, the Company was served with a court-ordered claim by the vendors of Las Puentes property demanding the final two instalment payments COP2,150,000,000 plus interest and a compensation for the non-compliance of the purchase agreement on the basis that the vendors previous title dispute had been recently settled by the courts. On October 27, 2022, the Company filed a motion for reconsideration arguing that the amount of the claim should not include interest and compensation and that the Company had legal basis under the purchase agreement to retain the final two instalment payments. A decision is pending by the Courts on the Company's motion for reconsideration.

7. SITE RESTORATION PROVISION

	\$
As at December 31, 2021	2,524
Unwinding of discount	58
Effect of movements in exchange rates	(96)
As at September 30, 2022	2,486
Undiscounted liability for site restoration	2,735

The site restoration provision at the date of the statement of financial position represents management's best estimate of the present value of the future site restoration costs required. Changes to estimated future costs are recognized in the statement of financial position by adjusting the site restoration provision and associated asset. To the extent that the site restoration provision was created due to exploration activities which do not yet qualify for capitalization, the amount of the associated asset is reduced immediately by a charge to exploration expenses for the same amount.

On July 5, 2019, the Company submitted the closure plan for Concession 3452 to the local environmental authority, the Autonomous Corporation for the Defense of the Bucaramanga Plateau (in Spanish, Corporación Autónoma para la Defensa de la Meseta de Bucaramanga or CDMB) for approval.

In March 2022, the CDMB issued a technical report making certain observations, recommendations, and findings with respect to the closure plan for Concession 3452. The report is currently under review by the Company. This technical report is not a final determination from the CDMB on the closure plan submitted by the Company.

Significant estimates and assumptions are made in determining the site restoration provision as there are numerous factors that will affect the ultimate liability payable. Those uncertainties may result in future actual expenditure differing from the amount currently provided.

Eco Oro Minerals Corp.

Notes to Condensed Consolidated Interim Financial Statements (unaudited)

For the Nine Months ended September 30, 2022

*(Expressed in thousands of Canadian dollars unless otherwise specified)***8. PROMISSORY NOTES**

	US\$ (in thousands)	\$
As at December 31, 2021	6,131	7,785
Finance costs	1,068	1,369
Effect of movements in exchange rates	-	736
As at September 30, 2022	7,199	9,890

During the nine months ended September 30, 2022, accretion expenses of \$1,369 (US\$1,067,556) were recorded as finance costs with a corresponding increase in the carrying value of the liability (September 30, 2021 – \$1,077 (US\$861,197)).

As at September 30, 2022, the carrying value of the promissory notes is \$9,890 (US\$7,198,960) (December 31, 2021 – \$7,785 (US\$6,131,404)).

As at September 30, 2022, the face value including interest of the promissory notes is \$33,926 (US\$24,694,202) (December 31, 2021 – \$31,828 (US\$24,689,693)) (Note 11).

9. DEFICIENCY**Authorized share capital**

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

Issued share capital

As of September 30, 2022 and December 31, 2021, the Company had 106,524,953 common shares issued and outstanding with a value of \$324,928.

During the nine months ended September 30, 2022 and 2021, no share capital transactions occurred.

Contingent Value Rights (the "CVRs")

At September 30, 2022 and December 31, 2021, the carrying value of the CVRs is \$46,974.

Stock option plan

The Company has a share option plan (the "Plan") that allows it to grant options to its employees, officers, directors and consultants. A fixed maximum of 10% of the common shares issued may be granted. The exercise price of each option shall not be less than the closing market price for the common shares on the trading day prior to the date of the grant. Options may have a maximum term of ten years. Vesting conditions of options is at the discretion of the Board of Directors at the time the options are granted.

Eco Oro Minerals Corp.

Notes to Condensed Consolidated Interim Financial Statements (unaudited)

For the Nine Months ended September 30, 2022

*(Expressed in thousands of Canadian dollars unless otherwise specified)***9. DEFICIENCY (CONTINUED)****Stock option plan (continued)**

The Plan also provides for a cashless exercise option provision which is, in substance, a stock appreciation right and for which the stock options can only be equity-settled. When share capital recognized as equity is repurchased as a result of the cashless option, the amount of the consideration paid, which includes directly attributable costs, net of any tax effects, is recognized as a deduction from equity. Repurchased shares are classified as treasury shares and are presented as a deduction from total equity. When treasury shares are sold or reissued subsequently, the amount received is recognized as an increase in equity, and the resulting surplus or deficit on the transaction is transferred to/from deficit.

The changes in stock options during the nine months ended September 30, 2022, are as follows:

	Number outstanding	Weighted average exercise price (\$)
Balance, beginning of period	1,480,000	0.49
Expired	(1,480,000)	0.49
Balance, end of period	-	-

During the nine months ended September 30, 2022, 1,480,000 option expired, unexercised.

10. RELATED PARTIES**Subsidiaries**

	Ownership interest at	
	September 30, 2022	December 31, 2021
	\$	\$
Eco Oro S.A.S	100%	100%
Eco Oro Services Corp.	100%	0%

Key management personnel

Key management personnel include the members of the Board of Directors and executive officers of the Company.

During the nine months ended September 30, 2022 and 2021, the short-term benefits incurred for the key management personnel were \$266 and \$278, respectively.

Certain executive officers are entitled to termination benefits. In the event of termination without sufficient advance written notice, these executive officers are entitled to an amount of two months of their base compensation by way of lump sum payment.

Eco Oro Minerals Corp.

Notes to Condensed Consolidated Interim Financial Statements (unaudited)

For the Nine Months ended September 30, 2022

*(Expressed in thousands of Canadian dollars unless otherwise specified)***10. RELATED PARTIES (CONTINUED)****Transactions and balances**

The aggregate value of transactions with other current and former related parties, including entities over which key management personnel have or had control or significant influence, is as follows:

	For the nine months ended	
	September 30, 2022	September 30, 2021
	\$	\$
Canopy Capital Ltd. ("Canopy")		
Directors' fees	40	42
Croftcap Inc. ("Croftcap")		
Directors' fees	40	42
Eric T Consulting Corp.		
Professional fees	101	101
Fintec Holdings Corp. ("Fintec")		
Management fees	-	5
Quantum Advisory Partners LLP ("Quantum")		
Management and professional fees	45	45
	226	235

Canopy is a company owned by the Company's current director, Courtenay Wolfe. The services provided by Canopy were in the normal course of operations relating to director and management fees.

Croftcap is a company owned by the Company's current director, Peter McRae. The services provided by Croftcap were in the normal course of operations relating to director and management fees.

Eric T Consulting Corp. is a company owned by the Company's Chief Financial Officer (CFO), Eric Tsung. The services provided by Eric T Consulting Corp. were in the normal course of operations related to CFO, accounting and corporate secretarial services.

Fintec is a company owned by the Company's former Executive Chairman, former Interim President, and former director, Anna Stylianides. The services provided by Fintec were in the normal course of operations related to director and management fees.

Quantum is a limited liability partnership of which the Company's Chief Executive Officer (CEO) is the incorporated partner. The services provided by Quantum were in the normal course of operations related to CEO, CFO, accounting, corporate secretarial services and management services.

The balances due to the Company's officers and directors, and the companies controlled by the Company's officers and directors included in trade and other payables were \$nil as at September 30, 2022 (December 31, 2021 – \$nil).

Eco Oro Minerals Corp.

Notes to Condensed Consolidated Interim Financial Statements (unaudited)

For the Nine Months ended September 30, 2022

(Expressed in thousands of Canadian dollars unless otherwise specified)

11. COMMITMENTS AND CONTINGENCIES

Contingent Value Rights and Promissory Notes

In 2016, the company issued US\$5,527,273 CVRs (the “2016 CVRs”) and US\$9,672,727 aggregate principal amount of promissory notes (the “2016 Notes”). The 2016 Notes bear interest at a rate of 0.025% per annum and mature on June 30, 2028.

During the year ended December 31, 2019, the Company completed a financing (the “2019 Private Placement”) in two tranches on April 9, 2019 and May 31, 2019, for aggregate gross proceeds of US\$28,000,000 comprising (i) US\$13,000,000 CVRs (the “2019 CVRs”) and (ii) US\$15,000,000 of promissory notes (the “2019 Notes”). The 2019 Notes bear interest at a rate of 0.025% per annum and mature on June 30, 2028 (Note 8).

Following completion of the 2019 Private Placement, the terms of such securities provided that the proceeds from the ICSID Arbitration Claim (“Claim Proceeds”) would be distributed in the following order of priority (in each case to the extent that the amount of Claim Proceeds is sufficient):

1. in full repayment of any accrued and unpaid default interest, fees, expenses or indemnity obligations in respect of the 2019 CVRs, the 2016 CVRs, the 2019 Notes and the 2016 Notes;
2. in full repayment of all obligations, liabilities and indebtedness (including all principal, interest, fees and other amounts) under the 2019 Notes and 2016 Notes;
3. to the holders of 2019 CVRs, the 2016 CVRs and eligible participants (“MIP Participants”) in the MIP (as defined below), on a pro rata basis in accordance with their pro rata entitlement to the Claims Proceeds, in an amount equal to the lesser of (i) US\$460,000,000 and (ii) their maximum aggregate entitlements to the Claim Proceeds;
4. to the Company, US\$30,000,000;
5. to holders of the 2019 CVRs, the holders of the 2016 CVRs and the MIP Participants, on a pro rata basis in accordance with their pro rata entitlement to the Claims Proceeds, the remaining proceeds until the aggregate distributions to such persons equals their maximum aggregate entitlements to the Claim Proceeds; and
6. to the Company, the balance (if any) of the Claims Proceeds.

Pursuant to the 2020 Private Placement, the Company issued an aggregate of US\$17,984,260 CVRs (the “2020 CVRs”) and, together with the 2016 CVRs and 2019 CVRs, the “CVRs”) on January 13, 2020 and February 4, 2020. Holders of the 2020 CVRs are entitled to receive an amount of money from the Claim Proceeds, with the amount they are entitled to receive (the “2020 Total CVR Amount”) to be based on the amount of time between the closing of the 2020 Private Placement and payment of the Claim Proceeds. Because the 2020 Total CVR Amount will be funded by the re-direction of amounts to which the holders of 2016 CVRs and 2019 CVRs, and holders of other similar rights would otherwise be entitled, the 2020 Private Placement will not have any impact on the amount of Claim Proceeds (if any) retained by the Company.

Eco Oro Minerals Corp.

Notes to Condensed Consolidated Interim Financial Statements (unaudited)

For the Nine Months ended September 30, 2022

(Expressed in thousands of Canadian dollars unless otherwise specified)

11. COMMITMENTS AND CONTINGENCIES (CONTINUED)

Management Incentive Plan

During the year ended December 31, 2017, the Company implemented a management incentive plan (the "MIP") to incentivize certain key personnel toward the effective prosecution and collection of the ICSID Arbitration Claim.

Under the MIP, a committee of the board of directors of the Company (the "Committee") was appointed to administer the MIP and be responsible for, among other things, determining whether to grant participants under the MIP certain cash retention amounts that will not in aggregate exceed 5% of the gross proceeds of the ICSID Arbitration Claim.

Awards under the MIP will be at the sole discretion of the Committee taking into consideration, among other things, the amount of the proceeds received from the ICSID Arbitration Claim and the time dedicated by each participant to the ICSID Arbitration Claim.

Contingencies

The Company is from time to time involved in various claims, legal proceedings and complaints arising in the ordinary course of business. Other than disclosed herein, the Company does not believe that adverse decisions in any pending or threatened proceedings related to any matter, or any amount which it may be required to pay by reason thereof, will have a material effect on the financial condition or future results of operations of the Company.

Uncertainties

Páramo ecosystem boundaries

As described in note 1, the Company filed a Request for Arbitration against Colombia on December 9, 2016.

The final hearing took place in Washington, D.C. from January 20 to 24, 2020, and on March 1, 2020, the Company filed its Post-Hearing Brief.

On September 9, 2021, the Tribunal, as defined above in note 1, issued the Decision in relation to the Company's claims against Colombia pursuant to the Free Trade Agreement. The Decision upheld Eco Oro's claims that Colombia breached Article 805 of the Free Trade Agreement, by failing to accord fair and equitable treatment to Eco Oro's investments in Colombia relating to the Angostura Project. The Tribunal rendered certain findings with respect to damages but has not yet determined what compensation will be awarded to Eco Oro as a result of damages caused to Eco Oro as a result of Colombia's breach of the Free Trade Agreement. The Tribunal has requested from the parties' further submissions on damages on specific questions arising from its findings. The Company filed its first submission in response to the Tribunal's questions on January 14, 2022, Colombia filed its first submission on May 23, 2022, and the Company and Colombia filed its second submission on 7 July 2022 and August 22, 2022, respectively, in accordance with the procedural order from the Tribunal.

The Company is seeking US\$696 million plus interest at a rate of 6.6 percent per annum, compounded semi-annually, as compensation for damages the Company sustained as a result of Colombia's measures. The Company has not recorded any amount in the financial statements as a contingent gain due to the ultimate uncertainty of the outcome.

Eco Oro Minerals Corp.

Notes to Condensed Consolidated Interim Financial Statements (unaudited)

For the Nine Months ended September 30, 2022

*(Expressed in thousands of Canadian dollars unless otherwise specified)***12. SEGMENTED INFORMATION**

The Company has one reportable segment, being the evaluation and exploration of mineral exploration properties in one geographic region: Colombia. All of the Company's non-current assets are located in Colombia.

13. CAPITAL MANAGEMENT

The Company's objective when managing capital is to maintain adequate levels of funding in order to safeguard the Company's ability to continue as a going concern, fund its planned activities and commitments and retain financial flexibility to respond to unforeseen future events and circumstances. The Company manages and makes adjustments to its capital structure based on the level of funds on hand and anticipated future expenditures. In order to maintain or adjust the capital structure, the Company has, when required, raised additional capital from shareholders. The Company has not paid dividends, nor returned capital to shareholders to date. As at September 30, 2022, the Company considers deficiency as capital.

In order to facilitate the management of its capital requirements, the Company prepares operating budgets that are approved by the Board of Directors.

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged from the prior year.

14. FINANCIAL INSTRUMENTS**Fair value**

The fair values of financial assets and liabilities, together with their carrying amounts, are presented by class in the following table:

September 30, 2022		FVTPL	Amortized cost	FVTOCI
		\$	\$	\$
Financial assets:				
ASSETS				
Cash	1,361	-	1,361	-
Accounts receivable	15	-	15	-
Financial liabilities:				
LIABILITIES				
Trade and other payables	3,128	-	3,128	-
Amounts payable on exploration and evaluation asset acquisition	649	-	649	-
Promissory notes	9,890	-	9,890	-

Eco Oro Minerals Corp.

Notes to Condensed Consolidated Interim Financial Statements (unaudited)

For the Nine Months ended September 30, 2022

*(Expressed in thousands of Canadian dollars unless otherwise specified)***14. FINANCIAL INSTRUMENTS (CONTINUED)****Fair value (continued)**

	December 31, 2021	FVTPL \$	Amortized cost \$	FVTOCI \$
Financial assets:				
ASSETS				
Cash	3,098	-	3,098	-
Accounts receivable	20	-	20	-
Financial liabilities:				
LIABILITIES				
Trade and other payables	1,345	-	1,345	-
Amounts payable on exploration and evaluation asset acquisition	674	-	674	-
Promissory notes	7,785	-	7,785	-

There are three levels of the fair value hierarchy that prioritize the inputs to valuation techniques used to measure fair value, with Level 1 inputs having the highest priority.

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 – Unobservable (supported by little or no market activity) prices.

As at September 30, 2022 and December 31, 2021, there were no financial assets or liabilities measured and recognized in the statement of financial position at fair value that would be categorized as Level 1, 2 and 3 in the fair value hierarchy above.

In the normal course of business, the Company is inherently exposed to certain financial risks, including market risk, credit risk and liquidity risk, through the use of financial instruments. The timeframe and manner in which the Company manages these risks varies based upon management's assessment of the risk and available alternatives for mitigating risk. The Company does not acquire or issue derivative financial instruments for trading or speculative purposes. All transactions undertaken are to support the Company's operations.

Financial risk management**Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: currency risk; interest rate risk; and commodity price risk. Financial instruments affected by market risk include: cash, accounts receivable, trade and other payables, amounts payable on exploration and evaluation asset acquisition, and promissory notes. The Company currently does not have any financial instruments that are significantly impacted by commodity price risk.

Eco Oro Minerals Corp.

Notes to Condensed Consolidated Interim Financial Statements (unaudited)

For the Nine Months ended September 30, 2022

(Expressed in thousands of Canadian dollars unless otherwise specified)

14. FINANCIAL INSTRUMENTS (CONTINUED)**Financial risk management (continued)****Market risk (continued)****Currency risk**

The Company is exposed to currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in Canadian dollars. The Company has not entered into any foreign currency contracts to mitigate this risk.

The Company's cash, accounts receivable, trade and other payables, amounts payable on exploration and evaluation asset acquisition, and promissory notes are held in CAD, USD and COP; therefore, USD and COP accounts are subject to fluctuation against the Canadian dollar.

Based on the financial position of the Company as at September 30, 2022, and assuming that all other variables remain constant, a 10% appreciation or depreciation of the CAD against the USD and COP by 10% would increase/decrease comprehensive loss by \$1,200.

The Company does not invest in derivatives to mitigate these risks.

In addition, as the functional currency of the Company's operations in Colombia (COP) is different from the Company (CAD), any non-monetary assets and liabilities in these foreign jurisdictions subject the Company to foreign currency fluctuations which may adversely affect the Company's financial position, results of operations and cash flows.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's cash earns interest at various short-term rates. The Company's future interest income is exposed to changes in these short-term rates. Based on the total of the Company's cash of \$1,361 as at September 30, 2022, an increase or decrease in the annual interest rate of 1% would result in a corresponding increase or decrease of annual interest income by \$14.

The Company's promissory notes are not subject to interest rate risk as it is not subject to a variable interest rate.

Credit risk

Credit risk is the risk of an unexpected loss if a third party to a financial instrument fails to meet its contractual obligations. The Company manages its credit risk through its counterparty ratings and credit limits.

The Company's cash is held through large Canadian and Colombian financial institutions.

The total cash and accounts receivable represent the maximum credit exposure. The Company limits its credit risk exposure by holding cash with reputable financial institutions with high credit ratings. The Company's accounts receivable balance is not significant and does not represent significant credit exposure.

Eco Oro Minerals Corp.

Notes to Condensed Consolidated Interim Financial Statements (unaudited)

For the Nine Months ended September 30, 2022

(Expressed in thousands of Canadian dollars unless otherwise specified)

14. FINANCIAL INSTRUMENTS (CONTINUED)**Financial risk management (continued)****Liquidity risk**

The Company manages liquidity risk by maintaining adequate cash balances to meet short and long-term business requirements.

As at September 30, 2022, all of the Company's other financial liabilities except for the promissory notes have maturities less than one year. As at September 30, 2022, the Company had cash of \$1,361 in order to meet short-term operating needs.