

Highlander Silver Corp. (formerly Lido Minerals Ltd.)
Condensed Interim Consolidated Financial Statements
For the nine months ended
June 30, 2022
Unaudited – Prepared by Management
(Expressed in Canadian Dollars)

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

The accompanying unaudited condensed interim consolidated financial statements of Highlander Silver Corp. (formerly Lido Minerals Ltd.) (“the Company”) for the nine months ended June 30, 2022 and June 30, 2021, have been prepared by the management of the Company and approved by the Company’s Audit Committee and the Company’s Board of Directors.

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 an auditor has not reviewed the financial statements.

The accompanying unaudited condensed interim consolidated 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 CPA Canada for a review of the condensed consolidated interim financial statements by an entity’s auditor.

Highlander Silver Corp. (formerly Lido Minerals Ltd.)
Condensed Interim Consolidated Statements of Financial Position
Unaudited – Prepared by Management

As at June 30, 2022 and September 30, 2021

	Note	June 30, 2022 \$	September 30, 2021 \$
Assets			
Current assets			
Cash		2,378,302	3,502,840
Sales tax receivable		39,780	18,778
Prepaid expenses		21,369	14,660
		2,439,451	3,536,278
Non-current assets			
Property and equipment	4	22,798	26,389
Mineral property interests	5	3,089,298	2,214,626
		3,112,096	2,241,015
Total assets		5,551,547	5,777,293
Liabilities and equity			
Current liabilities			
Accounts payable and accrued liabilities	7	70,673	70,908
Total liabilities		70,673	70,908
Equity			
Share capital	6	7,161,766	7,130,216
Contributed surplus	6	1,270,811	1,063,217
Commitment to issue shares	6	46,319	46,319
Foreign currency reserve		(32,131)	(279,466)
Deficit		(2,965,891)	(2,253,901)
Total equity		5,480,874	5,706,385
Total liabilities and equity		5,551,547	5,777,293
Nature of operations and going concern	1		
Events after the reporting period	10		

Approved on behalf of the Board of Directors on August 29, 2022:

"Philip W. Anderson"

Director

"Fabian Baker"

Director

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

Highlander Silver Corp. (formerly Lido Minerals Ltd.)
Condensed Interim Consolidated Statements of Changes in Equity
Unaudited – Prepared by Management

For the nine months ended June 30, 2022 and June 30, 2021

	Number of common shares #	Share capital \$	Contributed surplus \$	Commitment to issue shares \$	Foreign currency reserve \$	Deficit \$	Attributable to owners \$	Non- controlling interests \$	Total equity \$
October 1, 2020	37,160,813	3,637,458	133,017	-	(62,717)	(675,113)	3,032,645	(14,625)	3,018,020
Loss and comprehensive loss for the period	-	-	-	-	(173,591)	(156,687)	(330,278)	-	(330,278)
Elimination of non-controlling interest	-	-	-	-	1,415	(16,040)	(14,625)	14,625	-
June 30, 2021	37,160,813	3,637,458	133,017	-	(234,893)	(847,840)	2,687,742	-	2,687,742
October 1, 2021	60,445,867	7,130,216	1,063,217	46,319	(279,466)	(2,253,901)	5,706,385	-	5,706,385
Exercise of stock options	50,000	10,750	-	-	-	-	10,750	-	10,750
Fair value reversal on exercise of stock options	-	5,800	(5,800)	-	-	-	-	-	-
Fair value reversal on cancellation of stock options	-	-	(112,023)	-	-	112,023	-	-	-
Shares issued for services	50,000	15,000	-	-	-	-	15,000	-	15,000
Share-based payments	-	-	325,417	-	-	-	325,417	-	325,417
Comprehensive loss for the period	-	-	-	-	247,335	(824,013)	(576,678)	-	(576,678)
June 30, 2022	60,545,867	7,161,766	1,270,811	46,319	(32,131)	(2,965,891)	5,480,874	-	5,480,874

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

Highlander Silver Corp. (formerly Lido Minerals Ltd.)**Condensed Interim Consolidated Statements of Loss and Comprehensive Loss****Unaudited – Prepared by Management****For the three and nine months ended June 30, 2022 and June 30, 2021**

	Note	Three months ended June 30,		Nine months ended June 30,	
		2022	2021	2022	2021
		\$	\$	\$	\$
Expenses					
Advertising and promotion		2,962	-	18,193	-
Consulting fees		-	-	2,942	-
Depreciation	4	5,072	2,365	9,934	4,891
Foreign exchange		3,022	10,411	87,947	16,938
Office expenses		21,698	1,665	33,510	2,841
Professional fees	7	77,942	84,814	300,110	134,331
Share-based payments	6,7	-	-	340,417	-
Transfer agent and filing fees	12	12,885	-	25,275	-
Loss from operating expenses		(123,581)	(99,255)	(818,328)	(159,001)
Interest income		4,397	-	6,582	-
Non-recoverable taxes		-	(3,188)	-	2,314
Write-off of mineral property interests	5	-	-	(12,267)	-
Net loss for the period		(119,184)	(102,443)	(824,013)	(156,687)
Exchange differences on translating foreign operations		1,258	(78,816)	247,335	(173,591)
Comprehensive loss for the period		(117,926)	(181,259)	(576,678)	(330,278)
Loss and comprehensive loss for the period attributable to:					
Owners of the Company		(119,184)	(102,443)	(824,013)	(156,687)
Owners of the Company - Foreign exchange translation		1,258	(78,816)	247,335	(173,591)
		(117,926)	(181,259)	(576,678)	(330,278)
Loss per share					
Weighted average number of common shares outstanding					
- basic #		60,545,867	37,160,813	60,520,867	37,160,813
- diluted #		60,545,867	37,160,813	60,520,867	37,160,813
Basic loss per share \$		(0.00)	(0.00)	(0.01)	(0.00)
Diluted loss per share \$		(0.00)	(0.00)	(0.01)	(0.00)

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Highlander Silver Corp. (formerly Lido Minerals Ltd.)
Condensed Interim Consolidated Statements of Cash Flows
Unaudited – Prepared by Management

For the nine months ended June 30, 2022 and June 30, 2021

	Note	2022 \$	2021 \$
Operating activities			
Loss for the period		(824,013)	(156,687)
Adjustments for non-cash items:			
Depreciation		9,934	4,891
Shares issued for services		15,000	-
Share-based payments		325,417	-
Write-off of mineral property interests		12,267	-
Net change in non-cash working capital items	8	(20,529)	(9,781)
		(481,924)	(161,577)
Financing activities			
Proceeds from exercise of stock options		10,750	-
		10,750	-
Investing activities			
Purchases of equipment	4	(1,815)	-
Deferred exploration and evaluation expenditures		(886,939)	(303,305)
		(888,754)	(303,305)
Net change in cash		(1,359,928)	(464,882)
Effects of foreign exchange		235,390	(1,007)
Cash, beginning of period		3,502,840	1,081,160
Cash, end of period		2,378,302	615,271
Supplemental cash flow information	8		

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

Highlander Silver Corp. (formerly Lido Minerals Ltd.)**Notes to the Condensed Interim Consolidated Financial Statements****Unaudited – Prepared by Management**

For the nine months ended June 30, 2022 and June 30, 2021

1. Nature of operations and going concern

Highlander Silver Corp. (formerly Lido Minerals Ltd.) (the “Company” or “Highlander”) was incorporated under the laws of the Province of British Columbia, Canada. The Company’s head office is located at 605 - 130 Brew Street, Port Moody, British Columbia, Canada, V3H 0E3. Its records office is located at 1200 - 750 West Pender Street, Vancouver, British Columbia, Canada, V6C 2T8. Its main business activity is the acquisition, exploration and evaluation of mineral properties located in Peru. These condensed interim consolidated financial statements (the “financial statements”) of the Company as at June 30, 2022 and September 30, 2021 and for the three and nine month periods ended June 30, 2022 and June 30, 2021 comprise the Company and its subsidiaries (Note 2(b)). The Company’s common shares trade on the Canadian Securities Exchange (“CSE”).

The Company’s main corporate strategy is to advance its mineral properties to a drill-ready stage and then conduct exploration and evaluation. The Company has not yet determined whether its mineral property interests contain mineral reserves that are economically viable. The Company’s continued operations, and the underlying value and recoverability of the amounts shown for mineral property interests, are entirely dependent upon the existence of economically recoverable mineral reserves of the Company and those in which it holds a mineral property or shareholder interest. The continued exploration and development of projects will depend on it receiving future cash flows from its ability to obtain share capital financing.

These financial statements are prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of operations. As an exploration stage company, the Company does not have traditional revenue sources, and historically has relied on property option or sale proceeds and share capital financing to cover its property acquisition, exploration and evaluation expenditures and operating expenses.

On August 12, 2021, 1303554 B.C. Ltd. (“Subco”) acquired all of the issued and outstanding common shares of CAPPEX Mineral Ventures Inc. (“CAPPEX”) a private British Columbia exploration and evaluation company incorporated on September 20, 2017. The acquisition was completed by entering into a Business Combination (the “Business Combination”) with CAPPEX and Subco that resulted in a reverse takeover (“RTO”) of the Company by CAPPEX. The Business Combination was structured as a three-cornered amalgamation, whereby CAPPEX and Subco amalgamated, and the securities of the amalgamated company were acquired by the Company in exchange for the issuance of securities of the Company to the former securityholders of CAPPEX. The Transaction was accounted for as an RTO of the Company by CAPPEX for accounting purposes, with CAPPEX being identified as the accounting acquirer, and accordingly, these financial statements are a continuation of CAPPEX. The net assets of the Company at the date of the RTO are deemed to have been acquired by CAPPEX (Note 3). These consolidated financial statements (the “financial statements”) include the results of operations of the Company since August 12, 2021. The comparative figures are those of CAPPEX prior to the RTO. At the time of the transaction the Company continued its financial year end.

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, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company’s ability to raise capital or conduct exploration activities. There are travel restrictions and health and safety concerns in all areas in which the Company operates, including Peru, that may prohibit or delay exploration programs from proceeding. Operations will depend on obtaining necessary field supplies, obtaining contractor services and safeguarding all personnel during the outbreak, which may be prohibitive or too costly. Various Government wage and loan subsidies are available to qualified companies to assist them with operating costs during the pandemic. As at June 30, 2022, neither the Company nor its subsidiaries have qualified for assistance, but the various programs are constantly being expanded and relaxed, which may qualify the Company and its subsidiaries for future assistance.

As at June 30, 2022, the Company had equity of \$5,480,874 (September 30, 2021 - \$5,706,385) and working capital of \$2,368,778 (September 30, 2021 - \$3,465,370). Management has assessed that its overall working capital is sufficient for the Company to continue as a going concern beyond one year. If the going concern assumption were not appropriate for these financial statements it could be necessary to restate the Company’s assets and liabilities on a liquidation basis.

Highlander Silver Corp. (formerly Lido Minerals Ltd.)
Notes to the Condensed Interim Consolidated Financial Statements
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For the nine months ended June 30, 2022 and June 30, 2021

2. Significant accounting policies

(a) Basis of presentation

These financial statements have been prepared in conformity with International Accounting Standard (“IAS”) 34, Interim Financial Reporting, using the same accounting policies as detailed in the Company’s annual audited consolidated financial statements for the year ended September 30, 2021, and do not include all the information required for full annual financial statements in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). It is suggested that these financial statements be read in conjunction with the annual audited consolidated financial statements.

These financial statements have been prepared on an historical cost basis, except for financial instruments which are classified as fair value through profit or loss (“FVTPL”). In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

All amounts on these financial statements are presented in Canadian dollars which is the functional currency of the Company and its subsidiaries.

(b) Principles of consolidation

These financial statements include the financial information of the Company and its subsidiaries.

Subsidiaries are entities controlled by the Company and are included in the financial statements from the date that control commences until the date that control ceases. The accounting policies of subsidiaries are changed where necessary to align them with the policies adopted by the Company.

The financial statements include the following entities:

Highlander	100%	Parent company
Pacific West Exploration Services Inc.	100%	Exploration Company
CAPPEX	100%	Holding Company
Minera CAPPEX S.A.C.	100%	Exploration company

Inter-company balances and transactions, and any unrealized income (loss) and expenses arising from inter-company transactions, are eliminated in preparing the financial statements. Unrealized gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Company’s interest in the investee. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

When control of a subsidiary is lost, the Company: (a) derecognizes the assets and liabilities of the former subsidiary from the consolidated statement of financial position; (b) recognizes any investment retained in the former subsidiary at its fair value when control is lost and subsequently accounts for it and for any amounts owed by or to the former subsidiary in accordance with relevant IFRSs; and (c) and recognizes the gain or loss associated with the loss of control attributable to the former controlling interest.

(c) Significant accounting policies

The accounting policies, estimates and critical judgments, methods of computation and presentation applied in these financial statements are consistent with those of the most recent annual audited financial statements and are those the Company expects to adopt in its annual consolidated financial statements for the year ended September 30, 2022. Accordingly, these financial statements should be read in conjunction with the Company’s most recent annual audited consolidated financial statements.

(d) New accounting policies

Certain pronouncements have been issued by the IASB or IFRIC that are effective for accounting periods beginning on or after January 1, 2021. The Company has reviewed these updates and determined that many of these updates are not applicable or consequential to the Company and have been excluded from discussion within these significant accounting policies.

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3. Reverse acquisition

As described in Note 1, on August 12, 2021, the Company and CAPPEX completed the Transaction which constituted a reverse acquisition.

The Transaction resulted in the shareholders of CAPPEX obtaining control of the combined entity by obtaining control of the voting rights, governance and management decision making processes, and the resulting power to govern the financial and operating policies of the combined entity.

The transaction constitutes an RTO of the Company by CAPPEX and has been accounted for as a reverse acquisition transaction in accordance with the guidance provided in IFRS 2, *Share-based payments*. As the Company did not qualify as a business according to the definition in IFRS 3, the RTO does not constitute a business combination; rather it is treated as an issuance of common shares by CAPPEX for the net assets of the Company and the Company's public listing, with CAPPEX as the continuing entity. Accordingly, no goodwill was recorded with respect to the transaction as it does not constitute a business.

For accounting purposes, CAPPEX was treated as an accounting parent company (legal subsidiary) and the Company has been treated as the accounting subsidiary (legal parent) in these financial statements. As CAPPEX was deemed to be the acquirer for accounting purposes, its assets, liabilities and operations since incorporation are included in these financial statements at their historical carrying values. The Company's results of operations have been included from August 12, 2021.

	August 12, 2021
Net assets (liabilities) acquired:	\$
Cash	3,378,808
Receivables	12,036
Other assets	237,179
Accounts payable	(19,716)
Net assets acquired	3,608,307
Consideration paid in RTO:	\$
Common shares (fair value 23,285,054 common shares at \$0.15 per share)	3,492,758
Replacement options	140,400
Replacement warrants	789,800
Commitment to issue shares (Note 6)	46,319
Total consideration paid	4,469,277
Listing expense	860,970

The transaction was measured at the fair value of the shares that CAPPEX would have had to issue to the shareholders of the Company, to give the shareholders of the Company the same percentage equity interest in the combined entity that results from the reverse acquisition had it taken the legal form of CAPPEX acquiring the Company.

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For the nine months ended June 30, 2022 and June 30, 2021

4. Property and equipment

	Vehicles \$	Furniture \$	Computers \$	TOTAL \$
Balance, December 31, 2020	36,452	544	774	37,770
Depreciation	(6,913)	(51)	(150)	(7,114)
Foreign exchange adjustment	(4,116)	(64)	(87)	(4,267)
Balance, September 30, 2021	25,423	429	537	26,389
Additions	-	-	1,815	1,815
Depreciation	(8,944)	(77)	(913)	(9,934)
Foreign exchange adjustment	3,961	61	506	4,528
Balance, June 30, 2022	20,440	413	1,945	22,798

5. Mineral property interests

	Alta Victoria Property \$	Politunche Property \$	Total \$
October 1, 2020	1,942,743	-	1,942,743
Acquisitions/staking/assessments	113,174	-	113,174
Geological and related expenditures	62,624	-	62,624
Dues and fees	20,338	-	20,338
Legal expenses	14,724	-	14,724
Field equipment and related expenditures	18,920	-	18,920
Services	3,860	-	3,860
Personnel	69,127	-	69,127
Foreign exchange translation	(165,253)	-	(165,253)
June 30, 2021	2,080,257	-	2,080,257
October 1, 2021	2,214,626	-	2,214,626
Acquisitions/staking/assessments	190,118	32,187	222,305
Geological and related expenditures	102,332	28,452	130,784
Dues and fees	1,958	-	1,958
Legal expenses	9,414	1,160	10,574
Field equipment and related expenditures	39,553	13,652	53,205
Services	28,866	4,693	33,559
Personnel	226,603	24,286	250,889
Foreign exchange translation	180,467	3,198	183,665
Impairments/write-downs	(12,267)	-	(12,267)
June 30, 2022	2,981,670	107,628	3,089,298

Highlander Silver Corp. (formerly Lido Minerals Ltd.)**Notes to the Condensed Interim Consolidated Financial Statements****Unaudited – Prepared by Management**

For the nine months ended June 30, 2022 and June 30, 2021

5. Mineral property interests (continued)

The Company's wholly-owned projects are comprised of the rights to explore various mineral claims and tenures at various stages of exploration. Unless otherwise noted they are not subject to any option or sale agreements. Certain of the claims are subject to a net smelter returns royalty ("NSR"), as detailed below.

Alta Victoria Property

The Company, through Minera CAPPEX, holds title to the Alta Victoria property, located in Peru. The Company staked additional claims, which it owns at 100%, and has an option to acquire additional contiguous claims pursuant to an option agreement entered into with the shareholders of Minera Yantac S.A.C. ("Minera Yantac") (the "Option Agreement"), Minera CAPPEX has the option to acquire Minera Yantac, holder of 10 of the concessions making up the Alta Victoria Project (the "Optioned Property"), by paying a total of US\$4,000,000 over six years and four months. Minera Yantac acquired the Optioned Property pursuant to a mining property transfer agreement dated December 18, 2018, as amended July 27, 2020 (the "Transfer Agreement"), and a portion of the payments under the Option Agreement are to be made to the prior owners of the Optioned Property to satisfy the requirements of the Transfer Agreement, with the balance paid to the shareholders of Minera Yantac.

Minera CAPPEX is required to make the following payments pursuant to the Option Agreement:

- a) US\$60,000 (paid);
- b) US\$5,000 per month for 32 months from August 2018 to March 2020 and from August 2020 to July 2021 (a total of US\$160,000, of which US\$125,000 has been paid in cash and US\$30,000 was satisfied by the issuance of securities, described below);
- c) US\$10,000 per month for 28 months starting August 2021 and ending in November 2023 (a total of US\$280,000); and
- d) US\$3,500,000 on December 4, 2023.

The parties agreed to suspend the payments under the Option Agreement and Transfer Agreement for the months of April, May, June and July 2020 as a result of the COVID-19 pandemic.

Work Commitment and Royalty

Pursuant to the Transfer Agreement, the Optioned Property is subject to a net smelter returns royalty of 1.5% on all metallic metals and 3.00 Soles per ton of non-metallic metals produced from the Optioned Property. The net smelter returns royalty was granted by Minera Yantac to Minera Flor de Maria S.A.C., one of the former titleholders of the Optioned Property.

The Company has the right to conduct exploration activities on the Optioned Property pursuant to a mining lease agreement dated June 8, 2018, as amended December 2, 2018, and May 12, 2021 (the "Mining Lease Agreement"). Pursuant to the Mining Lease Agreement, the Company was required to pay US\$100 (paid) and to incur US\$500,000 in work commitments on the Optioned Property by February 28, 2022 (which requirement has been met). The mining lease agreement expires on December 4, 2023.

Surface Access

The Company also entered into a surface access agreement with The Community of San Francisco de Asis de Yantac in April 2018 for a 2-year term, and a second surface access agreement January 24, 2020, that is valid until January 24, 2022 (the "Surface Access Agreement"). Pursuant to the Surface Access Agreement, the Company may build road and drill platforms, as well as drill on the Alta Victoria Project. The Company made a land use payment for 2020 of 45,000 Soles and has agreed to pay 60,000 Soles for 2021.

Nimpkish Property

On February 20, 2020, the Company completed its acquisition of Pacific West. Pacific West, as optionee, is party to an option agreement dated as of May 2, 2019 (the "Option Agreement") with respect to the Nimpkish Property (the "Property"), under which Pacific West has the exclusive and irrevocable right to acquire a 100% interest in the Property from the registered owners of the Property (collectively, the "Optionor").

To exercise the option under the Option Agreement, Pacific West is required to:

Cash Payments: On or before May 1, 2020, Pacific West shall pay to the Optionor a cash payment in the aggregate amount of \$30,000 (paid).

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5. Mineral property interests (continued)

Nimpkish Property (continued)

Exploration Expenditures: Pacific West shall make an aggregate of \$425,000 in exploration expenditures on the Property on or before the following dates:

<u>Date</u>	<u>Amount of Exploration Expenditures</u>
	\$
December 31, 2020 (Met before acquisition)	75,000
December 31, 2021	100,000
December 31, 2022	100,000
December 31, 2023	150,000
	<u>425,000</u>

In addition, under the Option Agreement Pacific West shall grant to the Optionor a 2.0% NSR on the Property. Pacific West shall have the right at any time to repurchase one-half of the NSR from the Optionor by paying \$1,000,000 to the Optionor at any time before the commencement of commercial production on the Property. Beginning on December 31, 2023, and annually thereafter, Pacific West will make annual advanced minimum royalty (“AAMR”) payments of \$7,500 to the Optionor, and any such AAMR payments shall be deducted from future NSR payments.

During the period ended September 30, 2021, the Company determined not to continue with the Nimpkish property and wrote-off its investment in the amount of \$230,000. The Company had fulfilled all its obligations to the vendor and has no further obligations with respect to the project.

Politunche Property

On January 19, 2022, the Company executed an option agreement to acquire 100% of the Politunche Property (“the Property” or “Politunche”) located in central Peru. The Company can earn a 100% ownership interest in the property by:

Making a total of US\$2,000,000 in cash payments over 4 years to the individual vendor (the “Vendor”) as follows:

- a) US\$5,000 on the signing of the Letter of Intent and US\$5,000 on the execution of the Agreement (both paid);
- b) US\$5,000 per month during a period of twenty-two (22) months ending November 2023;
- c) US\$10,000 per month during a period of twenty-four (24) months commencing on December 2023 and ending November 2025;
- d) A final US\$1,640,000 within forty-eight months of the execution of the Agreement; and drilling a minimum of 2,500 metres.

The Property concessions are currently at the application stage, and the Vendor is in the process of registering title to the concessions. The Agreement provides the Vendor with ten (10) months to obtain title, and in the event of delay, the Company may suspend monthly option payments until such time as title is obtained. The Company will not be permitted to conduct a drill campaign or register the Property in its name until such time as title to the concessions is granted. Upon completion of a Positive Feasibility Study the Company is required to make a one-time lump sum payment of US\$1,000,000 to the Vendor.

The Vendor retains a 2% NSR which the Company may buy back for US\$500,000 per 1% at its election within six (6) months on declaration of commercial production. The Company, at its election, can exercise the option to acquire the Property at any time within the forty-eight (48) month option period by notifying the Vendor and paying the outstanding balance owing as of the date of notification.

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6. Share capital

The authorized share capital of the Company consists of an unlimited number of common shares without par value, an unlimited number of preferred shares without par value. All issued shares are fully paid.

Transactions for the issue of share capital during the nine months ended June 30, 2022:

- (a) On December 8, 2021, the Company issued 50,000 common shares of the Company to the CEO in connection with a Management Consulting Agreement. The shares had a fair value of \$15,000 (\$0.30 per share) on issuance, which has been presented as share-based payments on the Company's condensed interim consolidated statement of loss and comprehensive loss.
- (b) On December 8, 2021, the Company issued 50,000 common shares in connection with the exercise of 50,000 stock options with an exercise price of \$0.215 for gross proceeds of \$10,750. In connection with the exercise, the original fair value of \$5,800 was reversed from contributed surplus and credited to share capital.

Transactions for the issue of share capital during the nine months ended June 30, 2021:

No issuance of share capital during the nine months ended June 30, 2021.

Commitment to issue shares

On November 16, 2020, the Company granted 250,000 common shares pursuant to a consulting agreement with the former CEO. These shares have a fair value, calculated using the market price at grant date of \$0.215 totaling \$53,750. The shares will vest quarterly over a period of 12 months from issuance. The total share-based payments recorded as for the year ended September 30, 2021 was \$46,319 (Note 3). As at June 30, 2022, the shares have not been issued.

Stock options

The Company has an incentive stock option plan (the "Plan") which provides for the granting of options. Under the Plan the maximum number of stock options issued cannot exceed 10% of the Company's currently issued and outstanding common shares. Options granted under the Plan may have a maximum term of ten years. A participant, who is not a consultant conducting investor relations activities, who is granted an option that is exercisable at the market price at the date of grant, will have their options vest immediately, unless otherwise determined by the Board of Directors. Options granted at below market prices will vest one-sixth every three months.

A participant who is a consultant conducting investor relations activities who is granted an option under the Plan will become vested with the right to exercise one-quarter of the option upon conclusion of every three months subsequent to the grant date. All options are to be settled by physical delivery of shares.

A summary of the status of the Company's stock options as at June 30, 2022 and September 30, 2021 and changes during the periods then ended is as follows:

	Period ended June 30, 2022		Period ended September 30, 2021	
	Options #	Weighted average exercise price \$	Options #	Weighted average exercise price \$
Options outstanding, beginning of period	1,285,000	0.27	-	-
Granted - replacement options (Note 3)	-	-	1,285,000	0.27
Granted - stock options	2,570,000	0.30	-	-
Exercised	(50,000)	0.215	-	-
Cancelled	(1,180,000)	0.27	-	-
Options outstanding, end of period	2,625,000	0.30	1,285,000	0.27

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6. Share capital (continued)**Stock options (continued)**

As at June 30, 2022, the Company had stock options outstanding and exercisable as follows:

Options outstanding #	Options exercisable #	Exercise price \$	Expiry date
30,000	30,000	0.27	August 10, 2025
25,000	25,000	0.18	March 1, 2026
2,470,000	617,500	0.30	November 3, 2026
100,000	25,000	0.30	March 1, 2027
2,625,000	697,500		

The following table summarizes information about the stock options outstanding as at June 30, 2022:

Options #	Weighted average remaining life (years)	Weighted average exercise price \$
30,000	3.12	0.27
25,000	3.67	0.18
2,470,000	4.35	0.30
100,000	4.67	0.30
2,625,000	4.33	0.30

During the nine months ended June 30, 2022, the Company granted 2,570,000 stock options to Directors, Officers and related company employees. The stock options are exercisable at \$0.30 for a period of five years and 25% vest immediately, with a further 25% vesting every nine months thereafter.

The stock options were valued using the Black-Scholes option pricing mode with the following assumptions:

2,470,000 options with expected life of the options - 5 years, expected stock price volatility – 125%, no dividend yield, and a risk-free interest rate yield of 1.36%. Using the above assumptions, the fair value of replacement options granted during the nine months ended June 30, 2022 was approximately \$0.25 per option for a total of \$624,800.

100,000 options with expected life of the options - 5 years, expected stock price volatility – 125%, no dividend yield, and a risk-free interest rate yield of 1.46%. Using the above assumptions, the fair value of options granted during the nine months ended June 30, 2022 was approximately \$0.25 per option for a total of \$25,310.

The total share-based payment expense (associated with stock options) for the nine months ended June 30, 2022 was \$325,417 (2020 - \$nil), which is presented as an operating expense, and includes only options that vested during the period.

During the nine months ended June 30, 2022, a total of 1,180,000 stock options were cancelled as a result of the resignation or termination of certain individuals. On cancellation, the original fair value of \$112,023 was reversed from contributed surplus and credited to deficit.

During the period ended September 30, 2021, 1,285,000 replacement options were granted to Directors, Officers related company employees, and consultants. The Company measured the fair value of the options granted using the Black-Scholes option pricing model. Share-based consideration costs were calculated using the following assumptions:

1,210,000 options with expected life of the options - 4 years, expected stock price volatility – 125%, no dividend yield, and a risk-free interest rate yield of 0.80%. Using the above assumptions, the fair value of replacement options granted during the period ended September 30, 2021 was approximately \$0.11 per option for a total of \$131,600.

50,000 options with expected life of the options – 4.27 years, expected stock price volatility – 125%, no dividend yield, and a risk-free interest rate yield of 0.80%. Using the above assumptions, the fair value of replacement options granted during the period ended September 30, 2021 was approximately \$0.12 per option for a total of \$5,800.

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6. Share capital (continued)**Stock options (continued)**

25,000 options with expected life of the options – 4.55 years, expected stock price volatility – 125%, no dividend yield, and a risk-free interest rate yield of 0.80%. Using the above assumptions, the fair value of replacement options granted during the period ended September 30, 2021 was approximately \$0.12 per option for a total of \$3,000.

The total fair value of the replacement options was \$140,400, which is presented as part of the consideration for the reverse acquisition (Note 3).

Warrants

As an incentive to complete a private placement the Company may issue units which include common shares and common share purchase warrants. Using the residual value method, the Company determines whether a value should be allocated to the warrants attached to private placement units. Finders' warrants may be issued as a private placement share issue cost and are valued using the Black-Scholes option pricing model.

A summary of the status of the Company's warrants as at June 30, 2022 and September 30, 2021 and changes during the periods then ended is as follows:

	Period ended June 30, 2022		Period ended September 30, 2021	
	Warrants #	Weighted average exercise price \$	Warrants #	Weighted average exercise price \$
Warrants outstanding, beginning of period	19,270,004	0.25	9,270,004	0.26
Issued - Replacement RTO	-	-	10,000,000	0.25
Expired	(870,000)	0.33	-	-
Warrants outstanding, end of period	18,400,004	0.25	19,270,004	0.25

As at June 30, 2022, the Company had warrants outstanding and exercisable as follows:

Warrants outstanding #	Warrants exercisable #	Exercise price \$	Expiry date
200,001	200,001	0.25	July 20, 2022 *
7,866,670	7,866,670	0.25	August 5, 2023
333,333	333,333	0.25	August 5, 2023
10,000,000	10,000,000	0.25	August 12, 2023
18,400,004	18,400,004	0.25	

* Expired unexercised subsequent to the nine months ended June 30, 2022

During the period ended September 30, 2021, 10,000,000 replacement warrants were issued. The Company measured the fair value of the warrants granted using the Black-Scholes option pricing model. Share-based consideration costs were calculated using the following assumptions:

10,000,000 warrants with expected life of the warrants - 2 years, expected stock price volatility – 125%, no dividend yield, and a risk-free interest rate yield of 0.80%. Using the above assumptions, the fair value of replacement warrants granted during the period ended September 30, 2021 was approximately \$0.08 per option for a total of \$789,800.

The fair value of the replacement warrants was presented as part of the consideration for the reverse acquisition (Note 3).

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7. Related party payables and transactions

A number of key management personnel and Directors hold positions in other entities that result in them having control or significant influence over the financial or operating policies of these entities. There were no loans to key management personnel or Directors, or entities over which they have control or significant influence during the nine month periods ended June 30, 2022 and June 30, 2021.

Key management personnel and Directors receive no salaries, non-cash benefits (other than incentive stock options), or other remuneration directly from the Company, other than noted below, and there are no contracts with them that cannot be terminated without penalty on thirty days advance notice. Key management personnel and Directors participate in the Company's stock option plan.

During the nine months ended June 30, 2022, key management of the Company were granted 2,020,000 stock options exercisable at \$0.30 for a period of five years, with a fair value of \$510,970. No options were granted during the nine months ended June 30, 2021.

Pursuant to a Management Consulting Agreement (the "MC Agreement") with the Company's former CEO, the Company issued 50,000 common shares with a fair value of \$15,000 (\$0.30 per share) during the nine months ended June 30, 2022 (Note 6). On May 15, 2022, R.W. Stewart resigned as President and CEO.

The following related parties transacted with the Company or Company controlled entities during the years:

- (a) R.W. Stewart is a former Director and the Company's former President and CEO. He is a shareholder and has significant influence over AuCu Consulting which is a geological consulting firm. AuCu Consulting provides the Company with geological consulting services and CEO services (included within professional fees).
- (b) Stephen Brohman is the Company's CFO. He is a principal of Donaldson Brohman Martin CPA Inc. ("DBM CPA"), a firm in which he has significant influence. DBM CPA provides the Company with accounting and tax services (included within professional fees).
- (f) Philip Anderson is the Company's Director, interim CEO and General Manager of Minera CAPPEX S.A.C. He provides the Company with geological, management and administrative services.

The aggregate value of transactions and outstanding balances with key management personnel and Directors and entities over which they have control or significant influence were as follows:

	Transactions Nine months ended June 30, 2022 \$	Transactions Three months ended June 30, 2021 \$	Balances outstanding June 30, 2022 \$	Balances outstanding September 30, 2021 \$
AuCu Consulting	74,500	-	-	11,300
DBMCPA	77,770	-	8,505	-
Philip Anderson	47,805	-	-	-
	200,075	-	8,505	11,300

All related party balances are unsecured and are due within thirty days without interest.

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8. Supplemental cash flow information

Changes in non-cash operating working capital during the nine months ended June 30, 2022 and June 30, 2021 were comprised of the following:

	June 30 2022	June 30 2021
	\$	\$
Sales tax receivable	(21,002)	(98)
Prepaid expenses	(6,709)	58
Accounts payable and accrued liabilities	7,182	(7,425)
Net change	(20,529)	(7,465)

The Company incurred non-cash investing activities during the nine months ended June 30, 2022 and June 30, 2021 as follows:

	June 30 2022	June 30 2021
	\$	\$
Non-cash investing activities		
Deferred exploration expenditures included in accounts and accrued liabilities	7,417	
	7,417	-

There were no non-cash financing activities during the nine months ended June 30, 2022 and June 30, 2021.

Further, there were no amounts paid for income taxes or interest during the nine months ended June 30, 2022 and June 30, 2021.

9. Financial risk management

Capital management

The Company is a junior resource exploration company and considers items included in equity as capital. The Company has no debt and does not expect to enter into debt financing. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, purchase shares for cancellation pursuant to normal course issuer bids or make special distributions to shareholders. The Company is not subject to any externally imposed capital requirements and does not presently utilize any quantitative measures to monitor its capital. The Company's capital structure as at June 30, 2022 is comprised of equity of \$5,480,874 (September 30, 2021 - \$5,706,385).

The Company has no traditional revenue sources. In order to fund future projects and pay for administrative costs the Company will spend its existing working capital. The Company's ability to continue as a going concern on a long-term basis and realize its assets and discharge its liabilities in the normal course of business, rather than through a process of forced liquidation, is primarily dependent upon its continued ability to find and develop mineral properties, and there being a favorable market in which to sell or option the properties; and or its ability to borrow or raise additional funds from equity markets.

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9. Financial risk management (continued)

Financial instruments - fair value

The Company's financial instruments consist of cash, and accounts payable and accrued liabilities.

The carrying value of accounts payable and accrued liabilities approximates its fair value because of the short-term nature of the instrument.

Financial instruments measured at fair value on the condensed interim consolidated statements of financial position are summarized into the following fair value hierarchy levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
June 30, 2022				
Cash	2,378,302	-	-	2,378,302
	2,378,302	-	-	2,378,302
September 30, 2021				
Cash	3,502,840	-	-	3,502,840
	3,502,840	-	-	3,502,840

Financial instruments - risk

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

(a) Credit risk

The Company is exposed to credit risk by holding cash. This risk is minimized by holding the majority of funds in Canadian banks and credit unions or with Canadian governments. The Company has minimal receivables exposure, and its various refundable credits are due from Canadian governments.

(b) Interest rate risk

The Company is exposed to interest rate risk because of fluctuating interest rates. Fluctuations in market rates do not have a significant impact on the Company's operations. For the nine months ended June 30, 2022 and June 30, 2021, every 1% fluctuation in interest rates up or down would have had an insignificant impact on profit or loss.

(c) Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its financial obligations as they come due. The Company manages this risk by careful management of its working capital to ensure its expenditures will not exceed available resources.

(d) Currency risk

As at June 30, 2022 all of the Company's cash was held either in Canadian dollars, US dollars or Peruvian new soles. The Company incurs expenditures in Canada and Peru, and as such is exposed to currency risk associated with these costs.

A change in the value of the Peruvian new sol by 10% relative to the Canadian dollar would not have a significant impact on the Company's working capital and net loss for the nine months ended June 30, 2022 and June 30, 2021.

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10. Events after the reporting period

On August 9, 2022, the Company announced that it has purchased the entire data package (the “Data”) in the possession of Solitario Zinc Corp (“Solitario”) relating to work performed up to the end of 2011 on and around the 600 hectares making up the Politunche property (Note 5). The Company paid US\$20,000 and issued 200,000 common shares to Solitario for this information.