ALERIO GOLD CORP.

Condensed Interim Financial Statements

For the nine months ended May 31, 2024

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

NOTICE OF NO AUDITOR REVIEW OF THE CONDENSED INTERIM FINANCIAL STATEMENTS

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

The accompanying unaudited condensed interim financial statements of the Company for the nine months ended May 31, 2024 have been prepared by and are the responsibility of the Company’s management, and have not been reviewed by the Company’s auditors.

ALERIO GOLD CORP.
Condensed Interim Statements of Financial Position
As at May 31, 2024 and August 31, 2023
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

		May 31, 2024		August 31, 2023
Assets				
Current				
Cash	$	7,627	$	17
Receivables		-		3,198
Prepaid expenses		17,047		20,654
		24,674		23,869
Exploration and evaluation assets (Note 5)		16,205,950		16,205,950
	$	16,230,624	$	16,229,819
Liabilities and Shareholders' Equity				
Liabilities				
Current				
Accounts payable and accrued liabilities (Note 8)	$	910,577	$	834,578
Loans payable (Note 6)		362,700		240,000
		1,273,277		1,074,578
Shareholders' Equity				
Common Shares (Note 7)		18,226,621		18,226,621
Reserves (Note 7)		293,617		293,617
Deficit		(3,562,891)		(3,364,997)
		14,957,347		15,155,241
Total Liabilities and Shareholders' Equity	$	16,230,624	$	16,229,819

Nature of Operations and Going Concern (Note 1)

Approved on behalf of the Board:

"Allan Fabbro" (signed)
Director

"Geoff Balderson" (signed)
Director

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

ALERIO GOLD CORP.

Condensed Interim Statements of Loss and Comprehensive Loss
For the three and nine months ended May 31, 2024 and 2023
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	For the three months ended May 31, 2024	For the three months ended May 31, 2023	For the nine months ended May 31, 2024	For the nine months ended May 31, 2023
Expenses				
Accounting and audit fees	$ 1,500	$ -	$ 1,500	$ 5,427
Consulting fees (Note 8)	38,484	24,000	67,884	202,833
Exploration costs (Note 5)	20,259	30,596	71,313	86,331
Filing and transfer agent fees	17,685	3,290	25,325	11,024
Finance cost (note 6)	-	-	-	21,700
Interest and bank charges	552	1,854	5,706	2,463
Legal fees	6,026	4,396	11,048	7,938
Marketing	5,269	6,759	13,870	13,514
Office expense	1,140	1,969	1,248	10,858
	90,915	72,864	197,894	362,088
Loss before other item	(90,915)	(72,864)	(197,894)	(362,088)
Other item				
Gain on settlement of accounts payable	-	19,666	-	19,666
	-	19,666	-	19,666
Net loss for the period	(90,915)	(53,198)	(197,894)	(342,422)
Income taxes				
Income tax recovery	-	716	-	716
Net Loss and comprehensive loss for the period	**$ (90,915)**	**$ (52,482)**	**$ (197,894)**	**$ (341,706)**
Basic and Diluted Loss per Share	**$ (0.00)**	**$ (0.00)**	**$ (0.00)**	**$ (0.01)**
Weighted Average Number of Common Shares Outstanding	**101,230,827**	**73,230,827**	**101,230,827**	**57,042,518**

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

ALERO GOLD CORP.
Condensed Interim Statements of Changes in Shareholders' Equity
For the nine months ended May 31, 2024 and 2023
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	Common Shares				Total
	Number Outstanding	Amount	Reserves	Deficit	Shareholders' Equity
Balance, August 31, 2022	101,230,827	$ 18,226,621	$ 222,000	$ (2,468,938)	$ 15,979,683
Finders warrants issued	-	-	21,700	-	21,700
Net loss and comprehensive loss for the period	-	-	-	(341,706)	(341,706)
Balance, May 31, 2023	101,230,827	$ 18,226,621	$ 243,700	$ (2,810,644)	$ 15,659,677
Balance, August 31, 2023	101,230,827	$ 18,226,621	$ 293,617	$ (3,364,997)	$ 15,155,241
Net loss and comprehensive loss for the period	-	-	-	(197,894)	(197,894)
Balance, May 31, 2024	101,230,827	$ 18,226,621	$ 293,617	$ (3,562,891)	$ 14,957,347

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

ALERIO GOLD CORP.
Condensed Interim Statements of Cash Flows
For the nine months ended May 31, 2024 and 2023
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	For the nine months ended May 31, 2024	2023
Cash Provided by (Used In)		
Operating Activities		
Net loss for the period	$ (197,894)	$ (341,706)
Item not affecting cash:		
Financing cost	-	21,700
Change in working capital balances:		
Receivables	3,198	35,249
Prepaid expenses	3,607	26,624
Accounts payable and accrued liabilities	75,999	152,006
Cash Used in Operating Activities	(115,090)	(106,127)
Financing Activity		
Loans payable	122,700	100,000
Cash Provided by Financing Activity	122,700	100,000
Change in cash for the period	7,610	(6,127)
Cash, beginning of period	17	6,503
Cash, end of period	$ 7,627	$ 376
Supplemental Cash Flow Information		
Amounts paid for interest	$ -	$ -
Amounts paid for taxes (recovery)	$ -	$ (716)

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Alerio Gold Corp. (the "Company") was incorporated under the *Business Corporations Act* (British Columbia) on March 22, 2018. On June 11, 2019, the Company completed its initial public offering ("IPO"). On October 28, 2021, the Company changed its name to Alerio Gold Corp. from Project One Resources Ltd. and is now publicly traded on the Canadian Securities Exchange ("CSE") under the ticker ALE. The principal business of the Company is the acquisition, exploration and evaluation of resource properties with its main focus in Guyana, South America. On November 22, 2021, the Company was accepted for listing and commenced trading on the Frankfurt Stock Exchange under the symbol "3FRO" with a WKN number of A3C6XZ.

The Company's head office address is Suite 459 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2, and its registered office address is Suite 1710 – 1177 West Hastings Street, Vancouver, British Columbia, V6E 2L3.

These condensed interim financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. At present, the Company has no operating income. The Company incurred a net loss of $197,894 during the nine months ended May 31, 2024, and, as of that date, had an accumulated deficit of $3,562,891 (August 31, 2023 - $3,364,997). Without additional financing, the Company may not be able to fund its ongoing operations and complete exploration activities. The Company intends to finance its future requirements through a combination of debt and/or equity issuance. There is no assurance that the Company will be able to obtain such financings or obtain them on favorable terms. These uncertainties may cast significant doubt on the Company's ability to continue as a going concern. The Company will need to raise sufficient working capital to maintain operations. These condensed interim financial statements do not include any adjustments related to the recoverability of assets and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events, including, relations between NATO and Russian Federation regarding the situation in Ukraine, war escalation between Hamas and Israel in Gaza and potential economic global challenges such as the risk of the higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

2. BASIS OF PRESENTATION

(a) Statement of compliance

These condensed interim financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and in accordance with International Accounting Standard ("IAS") 34 Interim Financial Reporting.

The condensed interim financial statements were authorized for issue by the Board of Directors on July 30, 2024.

(b) Basis of measurement

The condensed interim financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value, as explained in the accounting policies set out in Note 3. In addition, these condensed interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The condensed interim financial statements of the Company are presented in Canadian dollars, which is the functional currency of the Company.

3. SIGNIFICANT ACCOUNTING POLICIES

The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of the audited financial statements as at August 31, 2023.

Recent accounting pronouncements and changes in accounting policies

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB that are mandatory for future accounting periods are as follows:

Classification of Liabilities as Current or Non-current (Amendments to IAS 1)

The amendments to IAS1 provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date. These amendments are effective for reporting periods beginning on or after January 1, 2024 and are not expected to have a material impact on the Company.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in net loss in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (cont'd)

Critical judgments in applying accounting policies

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

Going concern

The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period. See Note 1.

Recoverability of exploration and evaluation assets

The application of the Company's accounting policy for exploration and evaluation assets requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Assets or cash-generating units are evaluated at each reporting date to determine whether there are any indications of impairment. The Company considers both internal and external sources of information when making the assessment of whether there are indications of impairment for the Company's exploration and evaluation assets. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefit, including geologic and metallurgic information, economic assessments/studies, accessible facilities and existing permits.

Title to exploration and evaluation assets

Although the Company has taken steps to verify title to exploration and evaluation assets in which it has an interest, these procedures do not guarantee the Company's title or interest therein. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS

Tassawini and Harpy properties, Guyana

On October 5, 2021, the Company entered into an agreement to acquire 100% of the right, title and interest to two gold properties in Guyana known as the Tassawini and Harpy properties with each property holding four mining permits. As consideration, the Company paid $636,889 (US$500,000) and issued 50,000,000 common shares with a fair value of $12,500,000. The Company also capitalized $199,218 in legal costs incurred in connection with this acquisition. Goldeneye Capital Ltd. will retain a 3% royalty over the Tassawini property, and the Company has an option to repurchase up to one-half of the 3% royalty for US$3,000,000 per percentage point.

Purini properties, Guyana

On June 28, 2022, the Company entered into an asset purchase agreement with Purini Partnership to acquire 100% interest in five prospecting permits located near the Purini River in the Mazaruni Mining District No. 3, Guyana. As consideration, the Company paid $300,000 and issued 27,000,000 common shares with a fair value of $2,430,000. In connection with the asset purchase, the Company issued 1,000,000 common shares with a fair value of $100,000 to RSJ Consulting Inc. to facilitate the transaction. The Company also capitalized $39,843 in legal costs incurred in connection with this asset purchase.

Details of exploration activities during the nine months ended May 31, 2024 and 2023 are as follows:

	2024	**2023**
Security	$ 71,313	$ 86,331

6. LOANS PAYABLE

On February 8, 2023, the Company entered into a loan agreement with a related-party lender for proceeds of $100,000. The loan is unsecured, non-interest bearing, and due on or before 90 days from the date of advance. In connection with this loan, the Company issued 1,000,000 share purchase warrants exercisable at $0.10 per common share expiring on February 8, 2024. The share purchase warrants had a fair value of $22,192 which was calculated using the Black-Scholes option pricing model with the following assumptions: risk-free interest rate of 4.76%; dividend yield of 0%; volatility of 146%; and an expected life of one year. The lender and the Company have agreed to cancel the 1,000,000 share purchase warrants issued on February 8, 2023.

On June 30, 2023, the Company entered into a loan agreement with the same related-party lender for an additional $100,000. The loan is unsecured, non-interest bearing and due on or before August 22, 2023. In connection with the loan, the Company has agreed to a fee of $40,000 and the issuance of 3,000,000 share purchase warrants exercisable at $0.05 per share for a period of 36 months from the date of the loan. The Company fair valued the share purchase warrants at $76,500 using the Black-Scholes option pricing model with the following assumptions: risk-free interest rate of 4.13%; dividend yield of 0%; volatility of 135%; expected life of three years; stock price of $0.035. The Company's volatility was based on the Company's historical trade data.

On December 15, 2023, the Company issued a promissory note for proceeds of $57,700 to a lender conducted at arm's length. The promissory note is unsecured, non-interest bearing and is payable on demand.

6. LOAN PAYABLE (cont'd)

On April 25, 2024, the Company issued a promissory note for proceeds of $35,000 to a director of the Company. The promissory note is unsecured, non-interest bearing and is payable on or before August 1, 2024.

On April 26, 2024, the Company issued a promissory note for proceeds of $35,000 to a lender conducted at arm's length. The promissory note is unsecured, non-interest bearing and is payable on or before August 1, 2024.

7. SHAREHOLDERS' EQUITY

(a) Authorized

Unlimited number of common shares without par value.

(b) Issued and outstanding

As at May 31, 2024, 101,230,827 (August 31, 2023 – 101,230,827) common shares without par value.

There were no shares transactions during the nine months ended May 31, 2024 and during the year ended August 31, 2023.

(c) Escrow shares

On October 28, 2021, the Company executed escrow agreements with an escrow agent and a security holder where they agreed to deposit 42,400,000 common shares in escrow. Under the escrow agreement, 10% of the shares were released on November 3, 2021 and 15% of the shares will be released every six months following. As at May 31, 2024, the Company has 6,360,000 common shares (August 31, 2023 – 19,080,000) held in escrow and the next release of 6,360,000 is on November 3, 2024.

(d) Stock options

The Company's stock option plan authorizes the issuance of options up to a maximum of 10% of the Company's issued shares. The exercise price of any option granted shall not be less than the fair market value of the shares at the time of the grant. The expiry date for each option, set by the Board of Directors at the time of issue, shall not be more than ten years after the grant date. Unless stipulated by the Board of Directors, options granted generally vest fully on the date of grant.

(Expressed in Canadian Dollars)

7. SHAREHOLDERS' EQUITY (cont'd)

(e) Share purchase warrants

	May 31, 2024		August 31, 2023	
	Number of share purchase warrants	Weighted average exercise price $	Number of share purchase warrants	Weighted average exercise price $
Outstanding, beginning of period	6,605,870	0.24	3,605,870	0.40
Issued	-	-	4,000,000	0.06
Cancelled	-	-	(1,000,000)	0.10
Expired	(3,605,870)	0.40	-	-
Outstanding, end of period	3,000,000	0.05	6,605,870	0.24

Number of warrants outstanding	Weighted average exercise price	Expiry dates	Weighted average remaining life (years)
3,000,000	$0.05	June 30, 2026	2.08
3,000,000			

8. RELATED PARTY TRANSACTIONS

Key management personnel include persons having the authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Board of Directors and corporate officers.

		For the nine months ended May 31, 2024	2023
Consulting fees			
	Harmony Corporate Services Ltd., a company controlled by the CFO	$ 28,350	$ 27,000
	Sunshrine Capital Corp., a company controlled by VP of corporate development	35,500	-
		$ 63,850	$ 27,000

Included in accounts payable and accrued liabilities for May 31, 2024 are:

(a) $21,140 (August 31, 2023 - $5,700) owed to a company controlled by the CFO;
(b) $35,500 (August 31, 2023 - $Nil) owed to a company controlled by the VP of Corporate Development; and
(c) $9,975 (August 31, 2023 - $9,975) owed to a company controlled by the COO advanced to the Company for working capital purposes.

9. RISK MANAGEMENT

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk for the Company is associated with its cash and receivables. The Company is not exposed to significant credit risk as its cash is placed with a major Canadian financial institution and receivables consist entirely of GST receivable.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet its liabilities when due.

The Company monitors its cash flows to meet the Company's normal operating requirements on an ongoing basis and its planned capital expenditures. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. As at May 31, 2024, the Company had a working capital deficiency of $1,248,603 (August 31, 2023 – working capital deficiency of $1,042,178). The Company plans to raise financing from private placements to meet its current and future obligations. The Company intends to conduct a private placement once the Company has been reinstated for trading. The Company has been in discussions with several potential sources of financing. However, no definitive agreements have been reached at this time. The Company does not anticipate securing any definitive financing commitments until trading has been reinstated, as investors need to see the Company's cease trade order (CTO) revoked before committing to an investment.

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk. The Company is not exposed to significant market risk at this time. The Company currently does not plan to enter into foreign currency future contracts to mitigate foreign currency risk.

10. CAPITAL MANAGEMENT

The Company has just commenced operations. It has not yet determined whether it will be successful in its endeavours and does not generate cash flows from operations. The Company's primary source of funds comes from the issuance of common shares. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations and is not subject to any externally imposed capital requirements.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern. The Company did not change its approach to capital management during the period ended May 31, 2024.

The Company defines its capital as shareholders' equity. Capital requirements are driven by the Company's general operations. To effectively manage the Company's capital requirements, the Company monitors expenses and overhead to ensure costs and commitments are being paid.

11. SEGMENTED INFORMATION

The Company has one operating segment, acquisition, exploration and evaluation of resource properties, and all long-term assets of the Company are located in Guyana.

12. CONTINGENCY

On November 7, 2023, a legal proceeding was filed against the Company for breach of contract. The Company entered into a marketing agreement with the plaintiff on February 2, 2022, pursuant to which the plaintiff was to provide marketing services to the Company at $22,500 per month plus taxes for an initial term of twelve months and automatically renewed for successive six-month periods until written notice is provided by the Company at least 30 days prior to the end of the initial term or a renewal term. The amount of the claim is $405,000. This amount is included in accounts payable and accrued liabilities.