
PRISMO METALS INC.

CONDENSED INTERIM FINANCIAL STATEMENTS

**THREE AND NINE MONTHS ENDED
SEPTEMBER 30, 2023**

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED)

Notice to Reader

The accompanying unaudited condensed interim financial statements of Prismo Metals Inc. (the "Company") have been prepared by and are the responsibility of management. The unaudited condensed interim financial statements have not been reviewed by the Company's auditors.

Prismo Metals Inc.
Condensed Interim Statements of Financial Position
(Expressed in Canadian Dollars)
(Unaudited)

	As at September 30, 2023	As at December 31, 2022
ASSETS		
Current assets		
Cash	\$ 68,784	\$ 2,581,225
Marketable securities (Note 4)	1,113,104	-
Receivables	29,470	26,875
Prepaid expenses	163,345	176,058
	1,374,703	2,784,158
Non-current assets		
Exploration and evaluation assets (Note 14)	4,896,842	2,038,015
Total assets	\$ 6,271,545	\$ 4,822,173
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (Note 5)	\$ 354,775	\$ 244,330
Short-term loans (Note 6)	1,090	1,090
Due to related parties (Note 13)	2,154	31,757
Total liabilities	358,019	277,177
Shareholders' equity		
Share capital (Note 7)	7,953,671	5,819,192
Contributed reserves (Notes 9, 10, 11 and 12)	1,320,573	379,028
Deficit	(3,360,718)	(1,653,224)
Total shareholders' equity	5,913,526	4,544,996
Total liabilities and shareholders' equity	\$ 6,271,545	\$ 4,822,173

Nature of operations and going concern (Note 1)
Subsequent event (Note 17)

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

Prismo Metals Inc.**Condensed Interim Statements of Loss and Comprehensive Loss****(Expressed in Canadian Dollars)****(Unaudited)**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Operating expenses				
Office and administrative expenses (Note 15)	\$ 523,921	\$ 226,420	\$ 1,629,040	\$ 596,227
Operating loss before the following items	(523,921)	(226,420)	(1,629,040)	(596,227)
Interest income	41		41	-
Realized loss on marketable securities (Note 4)	(47,999)		(47,999)	-
Fair value adjustment on marketable securities (Note 4)	(140,496)	-	(30,496)	-
Loss and comprehensive loss for the period	\$ (712,375)	\$ (226,420)	\$ (1,707,494)	\$ (596,227)
Basic and diluted loss per share	\$ (0.02)	\$ (0.01)	\$ (0.04)	\$ (0.03)
Weighted average number of common shares outstanding - basic and diluted (Note 8)	40,027,792	28,750,333	40,357,203	23,842,599

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

Prismo Metals Inc.
Condensed Interim Statements of Cash Flows
(Expressed in Canadian Dollars)
(Unaudited)

	Nine Months Ended	
	September 30,	
	2023	2022
Operating activities		
Loss for the period	\$ (1,707,494)	\$ (596,227)
Fair value adjustment on marketable securities	30,496	-
Share-based payments	868,121	132,789
Realized loss on marketable securities	47,999	-
Changes in non-cash working capital items:		
Receivables	(2,595)	(14,421)
Prepaid expenses	12,713	(196,471)
Accounts payable and accrued liabilities	110,445	(148,868)
Due to related parties	(29,603)	71,956
Net cash used in operating activities	(669,918)	(751,242)
Investing activities		
Investment in exploration and evaluation assets	(2,614,452)	(776,310)
Proceeds from sale of marketable securities	308,401	-
Net cash used in investing activities	(2,306,051)	(776,310)
Financing activities		
Shares issued for cash	500,000	150,000
Shares issued on exercise of warrants	-	690,000
Shares issued on exercise of stock options	-	47,976
Share issue costs	(36,472)	(38,925)
Short-term loans	-	(21,593)
Net cash provided by financing activities	463,528	827,458
Net change in cash	(2,512,441)	(700,094)
Cash, beginning of period	2,581,225	975,300
Cash, end of period	\$ 68,784	\$ 275,206
Supplemental information		
Non-cash financing activities:		
Share issuance costs settled	\$ 120,000	\$ -
Fair value of warrants exercised	-	101,264
Fair value of stock options exercised	-	34,528
Non-cash investing activities:		
Marketable securities acquired through strategic investment	\$ 1,500,000	\$ -
Shares issued for exploration and evaluation assets	244,375	-

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

Prismo Metals Inc.
Condensed Interim Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)
(Unaudited)

	Number of shares	Share capital	Contributed reserves	Deficit	Total
Balance, December 31, 2021	21,228,723	\$ 1,976,962	\$ 302,570	\$ (652,635)	\$ 1,626,897
Exercise of warrants	6,900,000	791,254	(101,254)	-	690,000
Exercise of stocks options	383,810	82,504	(34,528)	-	47,976
Private placement	750,000	150,000	-	-	150,000
Share issue costs	-	(38,925)	-	-	(38,925)
Share-based payments	-	-	132,789	-	132,789
Loss for the period	-	-	-	(596,227)	(596,227)
Balance, September 30, 2022	29,262,533	\$ 2,961,795	\$ 299,577	\$ (1,248,862)	\$ 2,012,510
Balance, December 31, 2022	35,671,480	\$ 5,819,192	\$ 379,028	\$ (1,653,224)	\$ 4,544,996
Strategic investment	4,000,000	1,900,000	100,000	-	2,000,000
Shares issued to agent	240,000	114,000	6,000	-	120,000
Share issue costs	-	(156,472)	-	-	(156,472)
RSUs converted to shares	82,500	32,576	(32,576)	-	-
Shares issued for exploration and evaluation assets	575,000	244,375	-	-	244,375
Share-based payments	-	-	868,121	-	868,121
Loss for the period	-	-	-	(1,707,494)	(1,707,494)
Balance, September 30, 2023	40,568,980	\$ 7,953,671	\$ 1,320,573	\$ (3,360,718)	\$ 5,913,526

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

Prismo Metals Inc.

Notes to Condensed Interim Financial Statements Three and Nine months Ended September 30, 2023 (Expressed in Canadian Dollars, except where indicated) (Unaudited)

1. Nature of operations and going concern

Prismo Metals Inc. (the "Company" or "Prismo") was incorporated under the provisions of the Canada Business Corporations Act on October 17, 2018, and registered as an extra-provincial corporation under the laws of British Columbia on November 6, 2018. The addresses of the Company's offices are:

- Administration: Suite 1100 – 1111 Melville St., Vancouver, BC V6E 3V6, Canada.
- Registry and Records: 800 Victoria Square, Suite 3700, Montreal, Quebec, H4Z 1E9.

The Company is in the business of acquisition and exploration of mineral properties, and is in one operating segment, namely mineral exploration in Mexico.

These unaudited condensed interim financial statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

On October 1, 2020, the Company's shares started trading on the Canadian Securities Exchange (the "CSE") under the trading symbol PRIZ. On July 27, 2022, the Company commenced trading on the OTCQB ® under the symbol PMOMF. The Company's common shares continue to trade on the CSE under the symbol PRIZ.

The Company has incurred losses since inception, and had a working capital of \$1,016,684 as at September 30, 2023 (December 31, 2022 - \$2,506,981). Continued operations of the Company are dependent on the Company's ability to obtain private and/or public equity financing or to receive continued financial support from its controlling shareholders and other investors. There can be no assurance the Company will be successful in achieving these goals and, accordingly, there is a material uncertainty casting significant doubt about the Company's ability to continue as a going concern.

These unaudited condensed interim financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern, and these adjustments could be material.

2. Basis of preparation

(a) *Statement of compliance*

These unaudited condensed interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34"). These unaudited condensed interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the audited annual financial statements of the Company for the year ended December 31, 2022.

These unaudited condensed interim financial statements were approved by the Board of Directors ("Board") for issue on November 27, 2023.

Prismo Metals Inc.

Notes to Condensed Interim Financial Statements Three and Nine months Ended September 30, 2023 (Expressed in Canadian Dollars, except where indicated) (Unaudited)

3. Significant accounting policies

The accounting policies followed for the preparation of these unaudited condensed interim financial statements are consistent with those described in the December 31, 2022, annual financial statements, except as noted below.

Share appreciation right ("SAR")

Under the long-term incentive plan (the "LTIP"), selected employees are granted SARs where each SAR entitling the recipient to receive a payment in common shares equal to the current market price less the grant price of the SAR as determined by the Board at the time of the grant for each SAR. The fair value is measured at the grant date and recognized over the period during which the SARs vest. The fair value of the SARs granted is measured using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense (share-based payments) is adjusted to reflect the actual number of SARs that are expected to vest.

Restricted stock unit ("RSU")

Under the LTIP, selected employees are granted RSUs where each RSU has a value equal to one Prismo common share. RSUs are measured at fair value on the grant date. The fair value of RSUs are recognized as a charge to share-based payments as an office and administrative expense over the vesting period with a corresponding increase in equity.

4. Marketable securities

As at September 30, 2023, the Company's publicly traded investment consisted of the following:

Public issuer	Security description	Cost	Unrealized loss	Fair market value
Vizsla Silver Corp. ("Vizsla")	762,400 common shares	\$ 1,143,600	\$ (30,496)	\$ 1,113,104

The Company received these marketable securities pursuant to a strategic investment with Vizsla. Refer to Note 7(b)(i).

During the three and nine months ended September 30, 2023, 237,600 common shares of Vizsla were sold for a gross proceeds of \$308,401 and an unrealized loss of \$47,999 was recorded in the unaudited condensed interim statements of loss.

There were no marketable securities as at December 31, 2022.

5. Accounts payable and accrued liabilities

The Company's accounts payable and accrued liabilities are as follows:

	As at September 30, 2023	As at December 31, 2022
Trade payables	\$ 332,275	\$ 178,312
Accrued liabilities and provisions	22,500	66,018
	\$ 354,775	\$ 244,330

Prismo Metals Inc.

Notes to Condensed Interim Financial Statements Three and Nine months Ended September 30, 2023 (Expressed in Canadian Dollars, except where indicated) (Unaudited)

6. Short-term loans

During the year ended December 31, 2021, the Company entered into two short-term promissory notes for an aggregate amount of amount of \$30,000 which \$10,000 was due to a company controlled by a director of the Company. The loans bore a 6% annual interest rate, repayable at the time the principal amount is repaid. During the year ended December 31, 2022, \$10,000 plus its accrued interest was paid to the non-related party, and \$10,000 plus accrued interest to the company controlled by a director of the Company.

7. Share capital

a) Authorized share capital

The Company is authorized to issue an unlimited number of common shares without par value. There are no restrictions on transfers.

b) Common shares issued

As at September 30, 2023, the issued share capital amounted to \$7,953,671. The change in issued share capital for the periods presented were as follows:

	Number of Shares	Amount
Balance, December 31, 2021	21,228,723	\$ 1,976,962
Exercise of warrants (ii)	6,900,000	791,254
Exercise of stock options (iii)	383,810	82,504
Private placement (iv)	750,000	150,000
Share issue costs	-	(38,925)
Balance, September 30, 2022	29,262,533	\$ 2,961,795
Balance, December 31, 2022	35,671,480	\$ 5,819,192
Strategic investment (i)	4,000,000	1,900,000
Shares issued to agent (i)	240,000	114,000
Shares issued for exploration and evaluation assets (Note 14(d))	575,000	244,375
RSUs converted to shares (Note 12)	82,500	32,576
Share issue costs	-	(156,472)
Balance, September 30, 2023	40,568,980	\$ 7,953,671

(i) On January 6, 2023, the Company completed a strategic investment with Vizsla for 4,000,000 units of the Company for aggregate consideration of \$2,000,000 with Vizsla acquiring a right of first refusal (the "ROFR") to purchase the Palos Verdes project from the Company. Each unit consisted of one common share of the Company and one-half of one common share purchase warrant. Each whole warrant will entitle the holder to acquire one common share of the Company at a price of \$0.75 for a period of two years. The 2,000,000 warrants were valued at \$100,000 using the residual value method. The consideration for the strategic investment consisted of a cash payment of \$500,000 at closing and 1,000,000 common shares of Vizsla valued at \$1,500,000. Refer to Note 4.

In addition, the Company issued 240,000 units to the agent valued at \$120,000. The 120,000 warrants were value at \$6,000 using the residual value method.

Prismo Metals Inc.

Notes to Condensed Interim Financial Statements Three and Nine months Ended September 30, 2023 (Expressed in Canadian Dollars, except where indicated) (Unaudited)

7. Share capital (continued)

b) Common shares issued (continued)

(ii) During the nine months ended September 30, 2022, the Company issued an aggregate of 6,900,000 common shares on exercise of warrants for cash proceeds to the Company of \$690,000.

(iii) During the nine months ended September 30, 2022, the Company issued an aggregate of 383,810 common shares on exercise of stock options for cash proceeds to the Company of \$47,976.

(iv) On August 22, 2022, the Company closed a non-brokered private placement, issuing 750,000 common shares at a price of \$0.20 per share for gross proceeds of \$150,000. There was no finder fee paid in this private placement.

8. Loss per common share

The calculation of basic loss per share for the three and nine months ended September 30, 2023 was based on the net loss attributable to common shareholders of \$712,375 and \$1,707,494, respectively (three and nine months ended September 30, 2022 - net loss of \$226,420 and \$596,227, respectively) and the weighted average number of common shares outstanding for the three and nine months ended September 30, 2023 of 40,027,792 and 40,357,203, respectively (three and nine months ended September 30, 2022 - 28,750,333 and 23,842,599, respectively). Diluted loss per share for the three and nine months ended September 30, 2023 and 2022 did not include the effect of stock options, SARs, warrants and RSU as they are anti-dilutive.

9. Stock options

The following summarizes the stock option activity for the periods ended September 30, 2023 and 2022:

	Number of stock options	Weighted average exercise price (\$)
Balance, December 31, 2021	1,483,810	0.125
Granted (i)(ii)(iii)	1,460,000	0.160
Exercised	(383,810)	0.125
Balance, September 30, 2022	2,560,000	0.145
Balance, December 31, 2022	2,435,000	0.145
Granted (iv)(v)	965,000	0.329
Balance, September 30, 2023	3,400,000	0.198

Prismo Metals Inc.
Notes to Condensed Interim Financial Statements
Three and Nine months Ended September 30, 2023
(Expressed in Canadian Dollars, except where indicated)
(Unaudited)

9. Stock options (continued)

The following table reflects the Company's stock options outstanding and exercisable as at September 30, 2023:

Options outstanding	Grant date fair value (\$)	Exercise price (\$)	Options exercisable	Weighted average remaining contractual life (years)	Expiry date
200,000	19,627	0.170	200,000	0.77	July 7, 2024
150,000	43,830	0.460	112,500	1.34	January 31, 2025
975,000	90,043	0.125	975,000	2.00	September 30, 2025
500,000	60,431	0.150	500,000	3.64	May 19, 2027
760,000	101,305	0.165	760,000	3.74	June 26, 2027
815,000	229,232	0.305	203,750	4.83	July 27, 2028
3,400,000	544,468	0.198	2,751,250	3.21	

(i) On May 20, 2022, the Company granted an aggregate of 500,000 stock options to a director. Each option is exercisable into one common share of the Company at a price of \$0.150 per share for a period of five years. Vesting of the options is as follows: 25% as of the date of grant; 25% on August 19, 2022; 25% on November 19, 2022 and 25% on May 19, 2023. The grant date fair value of \$60,431 or \$0.12 per option was valued using the Black-Scholes valuation model with the following assumptions: share price \$0.150; expected dividend yield of 0%; risk-free interest rate of 2.70%; volatility of 112% and an expected life of 5 years.

(ii) On June 26, 2022, the Company granted an aggregate of 760,000 stock options to its directors and a consultant. Each option is exercisable into one common share of the Company at a price of \$0.165 per share for a period of five years. Vesting of the options is as follows: 25% as of the date of grant and 25% every three-months thereafter. The grant date fair value of \$101,305 or \$0.13 per option was valued using the Black-Scholes valuation model with the following assumptions: share price \$0.165; expected dividend yield of 0%; risk-free interest rate of 3.19%; volatility of 112% and an expected life of 5 years.

(iii) On July 7, 2022, the Company granted an aggregate of 200,000 stock options to a consultant. Each option is exercisable into one common share of the Company at a price of \$0.17 per share for a period of two years. Vesting of the options is as follows: 25% as of the date of grant and 25% every three-month thereafter. The grant date fair value of \$19,627 or \$0.10 per option was valued using the Black-Scholes valuation model with the following assumptions: share price \$0.170; expected dividend yield of 0%; risk-free rate of 3.19%; volatility of 110% and an expected life of 2 years.

(iv) On January 31, 2023, the Company granted an aggregate of 150,000 stock options to a consultant. Each option is exercisable into one common share of the Company at a price of \$0.460 per share for a period of two years. Vesting of the options are as follows: 25% as of the date of grant; 25% every three-months thereafter. The grant date fair value of \$43,830 or \$0.29 per option was valued using the Black-Scholes valuation model with the following assumptions: share price \$0.42; expected dividend yield of 0%; risk-free interest rate of 3.76%; volatility of 146% and an expected life of 2 years.

(v) On July 27, 2023, the Company has granted 815,000 incentive stock options, to certain directors, officers, and consultants of the Company. Each option is exercisable into one common share of the Company at a price of \$0.305 per share for a period of five years. Vesting of the options are as follows: 25% as of the date of grant; 25% every three-months thereafter. The grant date fair value of \$229,232 or \$0.28 per option was valued using the Black-Scholes valuation model with the following assumptions: share price \$0.34; expected dividend yield of 0%; risk-free interest rate of 4.00%; volatility of 114% and an expected life of 5 years.

Prismo Metals Inc.**Notes to Condensed Interim Financial Statements****Three and Nine months Ended September 30, 2023****(Expressed in Canadian Dollars, except where indicated)****(Unaudited)**

9. Stock options (continued)

(vi) The portion of the estimated fair value of options granted in the current and prior periods and vested during the three and nine months ended September 30, 2023, amounted to \$92,460 and \$152,564, respectively (three and nine months ended September 30, 2022 - \$78,436 and \$132,789, respectively).

10. SARs

In 2022, the Company's Board approved a long-term performance incentive plan, which included SARs. Key employees and directors are eligible to receive grants of SARs, entitling the recipient to receive a payment in common shares equal to the current market price less the grant price of the SAR as determined by the Board at the time of the grant for each SAR. Notwithstanding the foregoing, the Board may, in its sole discretion, satisfy payment of the entitlement in cash rather than in common shares. The exercise price of the SAR (the "SAR Grant Price") shall be determined by the Board at the time the SAR is granted. In no event shall the SAR Grant Price be lower than the discounted market price permitted by the CSE. SARs shall be granted on such terms as shall be determined by the Board and set out in the award agreement (including any terms pertaining to vesting and settlement), provided the term of any SAR granted under this Plan shall not exceed ten (10) years.

The following summarizes the SARs activity for the periods ended September 30, 2023 and 2022:

	Number of SARs	Weighted average exercise price (\$)
Balance, December 31, 2021 and September 30, 2022	-	-
Balance, December 31, 2022	-	-
Granted (i)(ii)	1,000,000	0.380
Balance, September 30, 2023	1,000,000	0.380

(i) On January 8, 2023, the Company granted an aggregate of 475,000 SARs to directors, officers and consultants. Each SAR is exercisable for a period of five years at a price \$0.475. Vesting of the SARs are as follows: 25% as of the date of grant and 25% every three-months thereafter. The grant date fair value of \$192,190 or \$0.405 per SAR was valued using the Black-Scholes valuation model with the following assumptions: share price \$0.475; expected dividend yield of 0%; risk-free interest rate of 3.24%; volatility of 125% and an expected life of 5 years. For the three and nine months ended September 30, 2023, \$18,317 and \$190,782, respectively was expensed to share-based payments.

(ii) On July 27 2023, the Company granted an aggregate of 525,000 SARs to directors, officers and consultants. Each SAR is exercisable for a period of five years at a price \$0.285. Vesting of the SARs are as follows: 25% as of the date of grant and 25% every three-months thereafter. The grant date fair value of \$148,757 or \$0.283 per SAR was valued using the Black-Scholes valuation model with the following assumptions: share price \$0.283; expected dividend yield of 0%; risk-free interest rate of 4.00%; volatility of 114% and an expected life of 5 years. For the three and nine months ended September 30, 2023, \$86,660 and \$86,660, respectively was expensed to share-based payments

Prismo Metals Inc.

Notes to Condensed Interim Financial Statements
Three and Nine months Ended September 30, 2023
(Expressed in Canadian Dollars, except where indicated)
(Unaudited)

10. SARs (continued)

The following table reflects the Company's SARs outstanding and exercisable as at September 30, 2023:

SARs outstanding	Grant date fair value (\$)	Exercise price (\$)	SARs exercisable	Weighted average remaining contractual life (years)	Expiry date
475,000	192,190	0.475	356,250	4.28	January 8, 2028
525,000	148,757	0.285	131,250	4.83	July 27, 2028
1,000,000	340,947	0.380	487,500	4.57	

11. Warrants

The following summarizes the warrant activity for the periods ended September 30, 2023 and 2022:

	Number of warrants	Weighted average exercise price (\$)
Balance, December 31, 2021	9,526,833	0.17
Exercised	(6,900,000)	0.10
Balance, September 30, 2022	2,626,833	0.34
Balance, December 31, 2022	5,042,886	0.57
Granted (Note 7(b)(i))	2,120,000	0.75
Balance, September 30, 2023	7,162,886	0.62

The following table reflects the Company's warrants outstanding and exercisable as at September 30, 2023:

Valuation	Number of warrants	Exercise price	Expiry Date
\$ 10,719	350,000	\$0.10	August 12, 2024
10,760	350,000	0.10	October 11, 2024
-	1,347,349	0.45	December 22, 2023
20,386	95,537	0.30	December 22, 2023
58,000	2,900,000	0.75	December 12, 2025
106,000	2,120,000	0.75	January 6, 2025
\$ 205,865	7,162,886	\$0.62	

Prismo Metals Inc.

Notes to Condensed Interim Financial Statements Three and Nine months Ended September 30, 2023 (Expressed in Canadian Dollars, except where indicated) (Unaudited)

12. RSU plan

In 2022, the Company's Board approved a LTIP, which included RSUs. Key employees and directors (as such terms are defined in the LTIP), are eligible to receive grants of RSUs, entitling the holder to receive one common share for each RSU, subject to restrictions as the Board may, in its sole discretion, establish in the applicable award agreement.

On January 8, 2023, the Company granted 475,000 RSUs to officers, directors and consultants of the Company under the terms of the RSU Plan. Vesting of the RSUs are as follows: 25% as of the date of grant and 25% every three-months thereafter.

On March 17, 2023, the Company granted 310,000 RSUs to consultants of the Company under the terms of the RSU Plan. Vesting of the RSUs are as follows: 50% on June 17, 2023 and 50% on September 17, 2023.

On July 27, 2023, the Company granted 525,000 RSUs to officers, directors and consultants of the Company under the terms of the RSU Plan. Vesting of the RSUs are as follows: 25% as of the date of grant and 25% every three-months thereafter.

During the nine months ended September 30, 2023, 797,500 RSUs vested and 82,500 of these RSUs converted to common shares with a value \$32,576.

Compensation for the three and nine months ended September 30, 2023 related to the vesting of RSUs was \$148,003 and \$438,115, respectively and was recorded as a share-based payments in the unaudited condensed interim statement of loss and comprehensive loss.

	RSUs outstanding
Balance, December 31, 2021 and September 30, 2022	-
Balance, December 31, 2022	-
Granted	1,310,000
Vested	(82,500)
Balance, September 30, 2023	1,227,500

13. Related party transactions

Key management personnel comprise the Chief Executive Officer, the Chief Financial Officer and Corporate Secretary and the Directors of the Company.

The below noted transactions are in the normal course of business and are measured at the exchange amount, as agreed to by the parties, and approved by the Board.

Prismo Metals Inc.**Notes to Condensed Interim Financial Statements****Three and Nine months Ended September 30, 2023****(Expressed in Canadian Dollars, except where indicated)****(Unaudited)**

13. Related party transactions (continued)

Transactions with key management personnel and other related parties of the Company was as follows:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2023	2022	2023	2022
Consulting fees paid or accrued to a company controlled by the former Chief Financial Officer of the Company:	\$ -	\$ -	\$ -	\$ 5,612
Consulting fees paid to the Chief Executive Officer of the Company for supervision of exploration programs:	20,404	22,700	66,989	57,152
Accounting fees paid to Marrelli Support Services Inc., a company controlled by the Chief Financial Officer of the Company:	4,184	6,386	20,093	19,436
Share-based payments:	275,447	26,875	531,983	64,673

In addition to the above transactions, both the ProDeMin Option (Note 14(a)) and the Cascabel Option (Note 14(c)) are related party transactions, as ProDeMin is controlled by a director of the Company, and two directors of the Company have an interest in the project related to the Cascabel option.

The following amounts were due to related parties:

	September 30, December 31,	
	2023	2022
Amounts owed to the President of the Company in consulting fees and reimbursable expenses:	\$ -	\$ 25,103
Amounts owed to Marrelli Support Services Inc., a company controlled by the Chief Financial Officer of the Company:	2,154	2,587
Amount owed to a company controlled by the directors of the Company	-	4,067
	\$ 2,154	\$ 31,757

Prismo Metals Inc.
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Three and Nine months Ended September 30, 2023
(Expressed in Canadian Dollars, except where indicated)
(Unaudited)

14. Exploration and evaluation assets

a) ProDeMin Option

On May 7, 2019, the Company entered into an Option Agreement with ProDeMin, a company incorporated under the laws of Mexico and carrying mineral exploration contracting activities and controlled by a director of the Company (the "ProDeMin Option"). Pursuant to the terms of the ProDeMin Option, ProDeMin granted the Company an option to earn up to 75% interest in the Palos Verdes property, located in the state of Sinaloa, Mexico, over a period of five years, as follows:

- on May 10, 2019, the Company paid ProDeMin US \$25,000 in cash (paid);
- on August 12, 2019, the Company issued ProDeMin 2,000,000 units with a fair value of \$0.05 per unit; each unit consisted of one common share and one share purchase warrant of the Company; each warrant being exercisable at a price of \$0.10 per share, expiring of the fifth anniversary of the date of issuance of these units;
- on August 12, 2019, the Company reimbursed ProDeMin for expenditures already incurred in the amount of \$25,000 by the issuance of 500,000 common shares with a fair value of \$0.05 per share (issued); and
- the Company is required to incur US \$1,500,000 in exploration expenses over the five-year period of the ProDeMin Option, pay an additional US \$46,823 and issue ProDeMin an additional 2,000,000 common shares, as follows:
 - on December 31, 2021, the Company paid ProDeMin an amount of US \$21,823 upon the Company's closing of its first financing following the listing of its common shares on a recognized CSE;
 - incurred a minimum of \$100,000 in exploration expenditures within the first two years of the date of the ProDeMin Option, and by paying all fees and duties required to maintain the mineral concessions in good standing;
 - pay US \$25,000 to ProDeMin and incurred a minimum of US \$100,000 in exploration expenditures on the property for each of the third and fourth year following the date of the ProDeMin Option, and also paying during such period all fees and duties required to maintain the mineral concession in good standing;
 - Issue to ProDeMin, or as directed by ProDeMin, 2,000,000 common shares, and incurring a minimum of US \$500,000 in expenditures on the Property in the fifth year following the date of the ProDeMin Option, and also paying during such period all fees and duties required to maintain the mineral concession in good standing; and
 - the following payments have been or are to be made:

	USD
	\$
On or before May 20, 2019 (paid)	15,000
6 months from the above date (paid)	25,000
12 months from the above date (paid)	25,000
18 months from the above date (paid)	25,000
24 months from the above date (paid)	25,000
30 months from the above date (paid)	25,000
36 months from the above date (paid)	50,000
48 months from the above date (paid)	50,000
Total payments	240,000

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14. Exploration and evaluation assets (continued)

b) Option for remaining 25% stake in Palos Verdes

On November 30, 2020, the Company entered into an option agreement with the underlying owner of the remaining 25% of the Palos Verdes property (the "Palos Verdes 25% Agreement"), thus securing the possibility of earning up to 100% interest in the property. Under the terms of the Palos Verdes 25% Agreement, the Company will make aggregate payments of US \$250,000 over a period of four years (US \$90,000 paid) and issued 100,000 share purchase warrants (issued) with an exercise price of \$0.35 and valid for two years. The schedule of cash payments is as follows:

	USD
	\$
On or before November 30, 2020 (paid)	30,000
6 months from the above date (paid)	15,000
12 months from the above date (paid)	15,000
18 months from the above date (paid)	15,000
24 months from the above date (paid)	15,000
30 months from the above date (paid)	25,000
36 months from the above date (paid)	25,000
42 months from the above date	50,000
48 months from the above date	60,000
Total payments	250,000

During the nine months ended September 30, 2023, the Company sold a right of first refusal on sale of the project. Refer to Note 7(b)(i).

c) Cascabel Option

On October 11, 2019, the Company entered into an Option Agreement with Cascabel (the "Cascabel Option"). Pursuant to the terms of the Cascabel Option, Cascabel grants the Company an option to earn up to 100% in the Los Pavitos concession, located in the state of Sonora, Mexico, over a period of five years, as follows:

- on October 11, 2019, the Company issued Cascabel 2,000,000 units with a fair value of \$0.05 per unit; each unit consisting of one common share and one share purchase warrant of the Company; each warrant being exercisable at a price of \$0.10 per share, expiring of the fifth anniversary of the date of issuance of these units (issued); and
- the Company is required to maintain the Los Pavitos concession in good standing. During the year ended December 31, 2020, the Company reimbursed Cascabel for \$137,796 for concession dues that were due for 2019 and 2020. The Company is temporarily delinquent for payment of mineral concession dues corresponding to the first semester of 2021 of approximately US \$35,000 and a similar amount for the second semester of 2021 as well as approximately US \$65,000 corresponding to the first semester of 2022 for working capital preservation.

For the exercise of the option, the Company will be required to incur US \$1,500,000 in exploration expenses over the five-year period of the Cascabel Option, pay an additional US \$500,000 and issue Cascabel an additional 2,000,000 common shares. The yearly minimum expenditures, payments and issuance of shares to Cascabel are as follows:

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14. Exploration and evaluation assets (continued)

c) Cascabel Option (continued)

Period	Work commitment	Cash payment (USD)	Shares issued	Other requirements
First two years, cumulative	\$ 75,000	nil	nil	Technical report to NI 43-101 standards
Each of the third and fourth years	\$ 100,000	\$100,000	nil	nil
Fifth year	\$ 500,000	\$300,000	2,000,000	Drilling program of at least 2,500 metres

The Company will perform sufficient assessment work to satisfy the applicable government work commitment costs on the property; and

The Company will maintain the mineral concessions in good standing.

d) Hot Breccia Option

On February 1, 2023, the Company signed a definitive agreement (the "Agreement") with Infinitum Copper Corp. ("Infinitum") to acquire a 75% interest in the Hot Breccia porphyry copper-skarn project (the "Hot Breccia Option") located in Arizona copper belt. Under the terms of the Agreement, the Company paid \$350,000 in cash and issued 500,000 common shares at a price of \$0.425 per share for a value of \$212,500, in addition to assuming certain earn-in obligations of Infinitum under the option agreement with Walnut Mines LLC, in order to acquire a 75% ownership interest in Hot Breccia Option.

Earn-in obligations to Walnut:

As at Jan 31,	Work commitments <i>To be satisfied by Prismo</i>	Property Payments <i>To be made by Prismo</i>	Share payments <i>To be made by Infinitum</i>
2024	\$500,000	\$165,000	250,000 shares
2025	1,000,000	100,000	500,000 shares
2026	1,750,000	275,000	875,000 shares
2027	2,000,000	-	750,000 shares
Total	5,250,000	540,000	2,375,000 shares

In connection with the transaction, the Company also issued to an arm's-length party 75,000 common shares valued at \$31,875 as an advisory fee.

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14. Exploration and evaluation assets (continued)

The Company has incurred the following exploration and evaluation investments:

	CAD
Balance, December 31, 2022	\$ 2,038,015
<u>ProDeMin Project</u>	
Palos verdes remaining 25% option - cash	128,024
Drilling	1,258,021
Other	3,165
Additions to ProDeMin Project	1,389,210
<u>Hot Breccia Project</u>	
Option payment	611,796
Drilling	553,094
Other	304,727
Additions to Hot Breccia Project	1,469,617
Balance, September 30, 2023	\$ 4,896,842

15. Office and administrative expenses

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2023	2022	2023	2022
Conference and investor relations	\$ 43,918	\$ 105,972	\$ 121,120	\$ 314,018
Consulting fees	1,558	-	98,406	25,000
Foreign exchange loss	70,825	1,750	66,198	4,053
Marketing expense	19,981	-	172,708	-
Office and administration	1,369	3,702	9,861	5,849
Professional fees (Note 13)	13,242	15,186	85,381	49,273
Regulatory and transfer agent fees	22,703	18,865	94,084	58,161
Stock exchange, authorities and communication	-	-	9,742	-
Share-based payments (Note 9, 10, 12 and 13)	345,440	78,436	868,121	132,789
Travel, meals and conventions	4,885	2,509	103,419	7,084
	\$ 523,921	\$ 226,420	\$ 1,629,040	\$ 596,227

16. Comparative figures

Certain comparatives figures have been reclassified in order to conform to the current presentation.

17. Subsequent event

(i) On November 1, 2023, 167,500 RSUs were converted to common shares.