

# **Quimbaya Gold Inc.**

## **CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Expressed in Canadian Dollars) (Unaudited)**

**FOR THE SIX MONTHS ENDED JUNE 30, 2022**

**NOTICE OF NO AUDITOR REVIEW OF  
CONDENSED CONSOLIDATED 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 consolidated interim financial statements, they must be accompanied by a notice indicating that these condensed consolidated interim financial statements have not been reviewed by the Company's auditors.

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

**QUIMBAYA GOLD INC.**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION**  
(Expressed in Canadian Dollars)  
(Unaudited)  
**AS AT**

	June 30, 2022	December 31, 2021
<b>ASSETS</b>		
<b>Current</b>		
Cash	\$ 725,061	\$ 1,125,811
Accounts receivable	16,359	10,282
Prepaid expenses	<u>27,750</u>	<u>8,060</u>
Total current assets	769,170	1,144,153
Loan receivable (Note 6)	24,617	22,967
Mineral property (Note 3)	<u>185,579</u>	<u>185,579</u>
Total assets	<u>\$ 979,366</u>	<u>\$ 1,352,699</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current</b>		
Accounts payable	<u>\$ 71,042</u>	<u>\$ 68,407</u>
<b>Shareholders' equity</b>		
Share capital (Note 4)	1,944,406	1,921,621
Obligation to issue shares	56,246	
Reserves (Note 5)	307,040	196,230
Accumulated other loss	(8,283)	(3,052)
Deficit	<u>(1,391,085)</u>	<u>(830,507)</u>
Total shareholders' equity	<u>908,324</u>	<u>1,284,292</u>
Total liabilities and shareholders' equity	<u>\$ 979,366</u>	<u>\$ 1,352,699</u>

**Nature and continuance of operations** (Note 1)

Approved and authorized by the Board of Directors on August 25, 2022.

"Alexandre P. Boivin"

Director

"Alexandre De Beaulieu"

Director

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

**QUIMBAYA GOLD INC.****CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

(Expressed in Canadian Dollars)

(Unaudited)

	For the three months ended June 30, 2022	For the three months ended June 30, 2021	For the six months ended June 30, 2022	For the six months ended June 30, 2021
<b>EXPENSES</b>				
Consulting fees (Note 6)	\$ 73,890	\$ 26,646	\$ 103,190	\$ 45,636
Directors' fees (Note 6)	-	-	5,000	-
Exploration expenditures (Note 3)	54,773	47,836	76,775	109,797
Filing fees and transfer agent	2,852	-	16,470	-
Foreign exchange	(8,557)	2,315	(5,059)	6,005
Interest	-	-	-	447
Marketing	7,222	34,716	21,513	35,534
Office and administration	1,978	3,040	6,115	4,770
Professional fees	40,207	30,316	104,194	87,484
Share-based payments (Note 5)	54,954	-	156,239	-
Travel	57,380	18	77,791	18
	(284,699)	(144,887)	(562,228)	(289,691)
Interest income (Note 6)	825	-	1,650	-
<b>Net loss</b>	(283,874)	(144,887)	(560,578)	(289,691)
<b>Other comprehensive income (loss)</b>				
Unrealized gain/loss	(8,714)	(1,981)	(5,231)	(2,501)
<b>Comprehensive loss for the period</b>	\$ (292,588)	\$ (146,868)	\$ (565,809)	\$ (292,192)
<b>Basic and diluted loss per common share</b>	\$ (0.02)	\$ (0.01)	\$ (0.04)	\$ (0.02)
<b>Weighted average number of common shares outstanding – basic and diluted</b>	15,159,619	13,341,567	15,161,442	11,613,697

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

**QUIMBAYA GOLD INC.**  
**CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS**  
(Expressed in Canadian Dollars)  
(Unaudited)  
**FOR THE SIX MONTHS ENDED JUNE 30,**

	2022	2021
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss for the period	\$ (560,578)	\$ (289,691)
Interest expense	-	447
Interest income	(1,650)	-
Warrants issued for services (Note 4)	10,817	-
Share-based payments	156,239	-
Shares issued for services	8,161	54,366
Changes in non-cash working capital items:		
Accounts receivable	(5,952)	(5,216)
Accounts payable	16,910	20,507
Prepaid expenses	<u>(19,690)</u>	<u>(4,000)</u>
Net cash used in operating activities	<u>(395,743)</u>	<u>(223,587)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Share issued for cash (Note 4)	875	1,585,733
Share issuance costs	-	(45,200)
Loan funds received	<u>-</u>	<u>60,000</u>
Net cash provided by financing activities	<u>875</u>	<u>1,600,533</u>
<b>Effect of foreign exchange on cash</b>	(5,882)	(2,502)
<b>Change in cash for the period</b>	(400,750)	1,374,444
<b>Cash, beginning of period</b>	<u>1,125,811</u>	<u>26,367</u>
<b>Cash, end of period</b>	<u>\$ 725,061</u>	<u>\$ 1,400,811</u>
<b>Supplemental cash flow information</b>		
Shares issued for settlement of debts	\$ 13,750	\$ 85,454
Shares issued for share issuance costs	-	92,400

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

**QUIMBAYA GOLD INC.****CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**

(Expressed in Canadian Dollars)

(Unaudited)

	Common Shares		Obligation to issue shares	Reserves	Accumulated Other Comprehensive Income (Loss)	Deficit	Total
	Number	Amounts					
<b>Balance, December 31, 2020</b>	9,549,115	\$ 208,379	\$ -	\$ -	\$ (38)	\$ (27,654)	\$ 180,687
Shares issued for cash	4,669,951	1,585,733	-	-	-	-	1,585,733
Shares issuance costs	264,000	(137,600)	-	-	-	-	(137,600)
Shares issued for debt	427,254	85,454	-	-	-	-	85,434
Shares issued for services	155,330	146,766	-	-	-	-	146,766
Comprehensive loss for the period	-	-	-	-	(2,501)	(289,691)	(292,192)
<b>Balance, June 30, 2021</b>	14,801,650	\$ 1,888,732	\$ -	\$ -	\$ (2,539)	\$ (317,345)	\$ 1,568,847
<b>Balance, December 31, 2021</b>	15,159,619	\$ 1,921,621	\$ -	\$ 196,230	\$ (3,052)	\$ (830,507)	\$ 1,284,292
Shares issued for cash	2,500	875	-	-	-	-	875
Shares issued for services	39,833	21,910	-	-	-	-	21,910
Warrants for services	-	-	-	10,817	-	-	10,817
Restricted share units vested	-	-	56,246	(56,246)	-	-	-
Share-based payments	-	-	-	156,239	-	-	156,239
Comprehensive loss for the period	-	-	-	-	(5,231)	(560,578)	(565,809)
<b>Balance, June 30, 2022</b>	15,201,952	\$ 1,944,404	\$ 56,246	\$ 307,040	\$ (8,283)	\$ (1,391,085)	\$ 908,324

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

## QUIMBAYA GOLD INC.

### NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE SIX MONTHS ENDED JUNE 30, 2022

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#### 1. NATURE AND CONTINUANCE OF OPERATIONS

Quimbaya Gold Inc. (the “Company”) was incorporated in Canada under the Canada Business Corporations Act on May 27, 2020. The Company is principally engaged in the acquisition and exploration and development of mineral properties in Colombia. The Company maintains its registered office at 3400 - 350 7<sup>th</sup> Avenue SW, Calgary, Alberta, T2P 3N9. The Company is listed on the Canadian Securities Exchange under the symbol “QIM”.

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) on a going concern basis, which contemplates that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The Company has a working capital balance of \$698,128 and accumulated deficit of \$1,391,085 as at June 30, 2022. The Company reported a net loss of \$560,578 and negative cashflows from operations of \$395,743 for the six months ended June 30, 2022. The Company’s ability to continue as a going concern is dependent upon its ability to raise funds primarily through the issuance of shares or achieve profitable operations. The outcome of these matters cannot be predicted at this time. If the Company is unable to obtain additional financing, management may be required to curtail certain expenses. An inability to raise additional financing may impact the future assessment of the Company as a going concern. These material uncertainties may cast significant doubt about the ability of the Company to continue as a going concern.

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 business or ability to raise funds.

#### 2. BASIS OF PREPARATION

##### Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) applicable to the preparation of interim financial statement, including IAS 34, Interim Financial Reporting. Accordingly, these financial statements do not include all of the information and footnotes required by IFRS for complete financial statements for year-end reporting purposes.

These condensed consolidated interim financial statements should be read in conjunction with the Company’s audited annual consolidated financial statements as at and for the year ended December 31, ~~2021~~2021, and the notes thereto.

##### Basis of consolidation and presentation

The condensed consolidated interim financial statements have been prepared on a historical cost basis, except for certain financial instruments measured at fair value. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

These condensed consolidated interim financial statements include the accounts of the Company and its 100% controlled entity, Golden Pacifico Exploration S.A.S. (a Colombian corporation) (“Golden Pacifico”).

Subsidiaries are entities over which the Company has exposure to variable returns from its involvement and has the ability to use power over the investee to affect its returns. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Company controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company until the date on which control ceases.

**QUIMBAYA GOLD INC.**

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE SIX MONTHS ENDED JUNE 30, 2022

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**2. BASIS OF PREPARATION (cont'd...)**

**Basis of consolidation and presentation (cont'd...)**

The accounts of the subsidiary are prepared for the same reporting period as the parent company, using consistent accounting policies. Inter-company transactions, balances and unrealized gains or losses on transactions are eliminated upon consolidation.

**Use of judgments and estimates**

The preparation of these condensed consolidated interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed consolidated interim financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances, as the basis for its estimates and assumptions. Revisions to accounting estimates are recognized prospectively from the period in which the estimates are revised. Actual outcomes may differ from those estimates under different assumptions and conditions.

Deferred taxes

The calculations for current and deferred taxes require management's interpretation of tax regulations and legislation in the various tax jurisdictions in which the Company operates, which are subject to change. The measurement of deferred tax assets and liabilities requires estimates of the timing of the reversal of temporary differences identified and management's assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income before they expire, which involves estimating future taxable income.

The Company is subject to assessments by various taxation authorities in the tax jurisdictions in which it operates and these taxation authorities may interpret the tax legislation and regulations differently. In addition, the calculation of income taxes involves many complex factors. As such, income taxes are subject to measurement uncertainty and actual amounts of taxes may vary from the estimates made by management.

Share-based payments

The Company has applied estimates with respect to the valuation of shares issued for non-cash consideration. Shares are valued at the fair value of the equity instruments granted at the date the Company receives the goods or services for share-based payments made to those other than employees or others providing similar services.

The Company measures the cost of equity-settled transactions by reference to the fair value of the equity instruments at the date at which they are granted for share-based payments made to employees or others providing similar services. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the fair value of the underlying common shares, the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are discussed in Note 5.



**QUIMBAYA GOLD INC.**

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE SIX MONTHS ENDED JUNE 30, 2022

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**2. BASIS OF PREPARATION (cont'd...)**

**Use of judgments and estimates (cont'd...)**

The key areas of judgment applied in the preparation of the condensed consolidated interim financial statements that could result in a material adjustment to the carrying amounts of assets and liabilities are as follows:

- Provisions

Management's determination of no material restoration, rehabilitation and environmental exposure is based on the facts and circumstances that existed during the year.

- Functional currency

The functional currency of the Company and its subsidiary is the currency of their respective primary economic environment. Judgement is necessary in evaluating each entity's functional currency.

- Going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay its ongoing operation expenditures and to meet its liabilities for the ensuing year, involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances (Note 1).

- Mineral Properties

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits are likely to arise from future exploitation or sale or where activities have not reached a stage which permits a reasonable assessment of the existence of reserves. The deferral policy requires management to make certain estimates and assumptions about future events or circumstances, in particular whether an economically viable extraction operation can be established. Estimates and assumptions made may change if new information becomes available. If, after the expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in profit or loss in the period when the new information becomes available.

Exploration and evaluation assets are reviewed for changes in facts and circumstances suggesting the carrying amount exceeds the recoverable amount at each consolidated statement of financial position date. This determination requires significant judgment. Factors which could trigger an impairment review include, but are not limited to, significant negative industry or economic trends and interruptions in exploration activities. The Company's review considers the following:

- The period for which the Company has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- Substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- Exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources, and the entity has decided to discontinue such activities in the specific area; and,
- Sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

**QUIMBAYA GOLD INC.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE SIX MONTHS ENDED JUNE 30, 2022

**2. BASIS OF PREPARATION (cont'd...)****Use of judgments and estimates (cont'd...)**

- Deferred tax

The value of deferred tax assets is evaluated based on the probability of realization; the Company has assessed that it is improbable that such assets will be realized and has accordingly not recognized a value for deferred taxes.

- Exploration and evaluation assets

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain mineral titles as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties.

**3. EXPLORATION AND EVALUATION ASSETS****Berrio Project, Colombia**

On November 10, 2020, the Company entered into an asset purchase agreement (“APA”) with Pacifico Holdings S.A.S. (“Pacifico Holdings”) and shares purchase agreement (“SPA”) with West Rock Resources Panama Corp. (“West Rock”). Pursuant to the agreements, on December 10, 2020, the Company acquired all of the issued and outstanding common shares of GPE SAS which holds the Concession Mining Contact No. 6822 in the Antioquia region of Colombia (the “Berrio Project”). The Company paid total cash consideration of \$185,579 to Pacifico Holdings and West Rock for GPE SAS and certain related historic drill core with respect to the Berrio Project. Both agreements are with unrelated parties.

In the period ended June 30, 2022, the Company acquired by application three additional claims in the Antioquia region of Colombia.

**Exploration Expenditures**

The Company expended the following exploration and evaluation expenditures:

	For the six months ended June 30, 2022	For the six months ended June 30, 2021
Community relations	\$ 3,167	\$ 2,615
Consulting	43,651	-
Field expenditures	399	-
Geological	15,222	90,448
Professional fees	13,183	13,800
Travel	<u>1,153</u>	<u>2,934</u>
<b>Total expenditures for the period</b>	<b>\$ 76,775</b>	<b>\$ 109,797</b>

**QUIMBAYA GOLD INC.**

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE SIX MONTHS ENDED JUNE 30, 2022

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**4. SHARE CAPITAL**

a) Authorized share capital

Unlimited number of common shares without par value.

b) Issued share capital

*Six months ended June 30, 2022*

In the six months ended June 30, 2022, the Company issued 2,500 common shares at a price of \$0.35 per common share for gross proceeds of \$875.

In the six months ended June 30, 2022, the Company issued 39,833 common shares at a price of \$0.55 per common share valued at \$21,910 in settlement of services rendered.

*Year ended December 31, 2021*

In the year ended December 31, 2021, the Company:

- a) Issued 150,000 common shares at a price of \$0.20 per common share for gross proceeds of \$30,000 on February 8, 2021.
- b) Issued 125,000 common shares at a price of \$0.20 per common share for gross proceeds of \$25,000 on February 9, 2021.
- c) Issued 251,952 common shares at a price of \$0.20 per common share for debt settlement of \$50,394 on February 24, 2021.
- d) Issued 175,302 common shares at a price of \$0.20 per common share for debt settlement of \$35,060 on March 5, 2021.
- e) Issued 50,000 common shares at a price of \$0.20 per common share for gross proceeds of \$10,000 on March 5, 2021.
- f) Issued 4,344,951 common shares at a price of \$0.35 per common share for gross proceeds of \$1,520,730 on April 30, 2021.

**QUIMBAYA GOLD INC.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE SIX MONTHS ENDED JUNE 30, 2022

**4. SHARE CAPITAL (cont'd...)**

- g) Issued 264,000 common shares at a price of \$0.35 per common share for share issuance costs of \$92,400 on May 17, 2021.
- h) Issued 129,142 common shares at a price of \$0.35 per common share for share issuance costs of \$45,200 on June 30, 2021 and 26,188 common shares for services at a value of \$9,166.
- i) Issued 34,286 common shares at a price of \$0.35 per common share for gross proceeds of \$12,000 on July 23, 2021.
- j) Issued 57,285 common shares through a crowdfunding portal at a price of \$0.35 for gross proceeds of \$20,050 on August 11, 2021.
- k) Issued 2,400 common shares at a value of \$0.35 per common share for settlement of services through shares of \$840 on September 1, 2021.

**5. RESERVES***Securities Based Compensation Arrangements*

The Company has a stock option plan ("Option Plan") and a restricted share unit plan ("RSU Plan") in place that allows for aggregate issuances which do not exceed 10% of the issued and outstanding common shares at each date of grant.

*Stock Options*

Stock option transactions are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Balance, December 31, 2021	1,300,000	\$ 0.35
Granted	<u>100,000</u>	0.35
Balance outstanding, June 30, 2022	1,400,000	\$ 0.35
Balance exercisable, June 30, 2022	<u>1,075,000</u>	\$ 0.35

Stock options outstanding as at June 30, 2022:

	Number outstanding	Number exercisable	Exercise price	Expiry date
<b>Options</b>	1,300,000	975,000	\$ 0.35	September 30, 2023
	<u>100,000</u>	<u>100,000</u>	<u>\$ 0.35</u>	<u>February 28, 2024</u>

As at June 30, 2022, the outstanding stock options had a weighted average remaining life of 1.28 (December 31, 2021 – 1.75) years.

**QUIMBAYA GOLD INC.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE SIX MONTHS ENDED JUNE 30, 2022

**5. RESERVES (cont'd...)***Restricted Share Units*

RSU transactions are summarized as follows:

	Number of RSUs	Weighted Average Fair Value Per Share at Grant Date
Balance, December 31, 2020	-	\$ -
Granted	<u>214,285</u>	0.35
Balance outstanding, December 31, 2021 and June 30, 2022	214,285	\$ 0.35
Balance vested, June 30, 2022	<u>160,704</u>	\$ 0.35

The RSUs have time-based vesting conditions whereby one quarter (1/4) of the RSUs will vest every three months from the date of grant.

*Share-based payments*

During the six months ended June 30, 2022, the Company granted 100,000 stock options with a weighted average fair value of \$0.23 per option. During the year ended December 31, 2021, the Company granted 1,300,000 stock options with a weighted average fair value of \$0.16 per option. The Company recognized share-based payments expense of \$148,266 (2021 - \$Nil) for options granted and vesting during the period ended June 30, 2022.

The Company recognized share-based payments expense with respect to RSUs granted and vesting of \$20,313 (2021 - \$Nil) in the period ended June 30, 2022.

*Warrants*

Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, December 31, 2020 and 2021	-	\$ -
Granted	<u>42,440</u>	0.35
Balance outstanding and exercisable, June 30, 2022	<u>42,440</u>	\$ 0.35

Warrants outstanding as at June 30, 2022:

	Number outstanding	Number exercisable	Exercise price	Expiry date
<b>Warrants</b>	42,440	42,440	\$ 0.35	August 11, 2024

As at June 30, 2022, the outstanding stock options had a weighted average remaining life of 2.12 (December 31, 2021 – N/A) years.

**QUIMBAYA GOLD INC.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE SIX MONTHS ENDED JUNE 30, 2022

**5. RESERVES (cont'd...)***Warrants (cont'd...)*

The warrants issued in the six months ended June 30, 2022 were granted for marketing services as recorded in the condensed consolidated interim statement of loss and comprehensive loss. The warrants were valued at \$10,817 using the Black-Scholes option-pricing model with the following assumptions: risk-free interest rate of 1.02%, volatility of 135%, expected life of 2.6 years and dividend rate of 0%.

**6. RELATED PARTY TRANSACTIONS**

Key management personnel include the President, Chief Financial Officer and Directors of the Company. The remuneration of the key management personnel is as follows:

<b>Payments to key management personnel</b>	<b>For the six months ended June 30, 2022</b>	<b>For the six months ended June 30, 2021</b>
Consulting fees	\$ 76,800	\$ 40,437
Director's fees	5,000	-
Accounting fees	19,500	-
Share-based payments	141,816	-

As at June 30, 2022, \$nil (December 31, 2021 - \$13,750) was included in accounts payable and accrued liabilities owing to Officers and Directors of the Company in relation to fees for consulting services.

In the year ended December 31, 2021, the Company extended a loan of \$22,000 to Combia Gold Inc., a company with a director in common. The loan bears interest at a rate of 15% per annum. The loan is unsecured and repayable on or before September 15, 2023, along with accrued interest. If the Company does not receive repayment in cash, the Company will automatically receive a number of common shares of Combia equal to a 33% discount on the price per share of the last issuance of more than \$25,000. As at June 30, 2022, interest accrued on this loan was \$2,617 (December 31, 2021 - \$967).

**7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT****Financial instruments**

Cash, accounts receivables, loan receivable, accounts payable and loans payable are carried at amortized cost. The Company considers that the carrying amount of these financial assets and liabilities, excluding loan receivable, measured at amortized cost to approximate their fair value due to the short-term nature of the financial instruments. The Company considers that the carrying value of the loan receivable approximates its fair value as the market rate of interest approximate market rate of interest and the relatively low principal balance.

**QUIMBAYA GOLD INC.**

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE SIX MONTHS ENDED JUNE 30, 2022

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**7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd...)**

**Financial risk factors**

*Credit risk*

The Company's primary exposure to credit risk is the risk of illiquidity of cash, amounting to \$725,061 at June 30, 2022 (December 31, 2021 – \$1,125,811). As the Company's policy is to limit cash holdings to instruments issued by major Canadian banks, the credit risk is considered by management to be negligible. As at June 30, 2022, the Company had an immaterial amount of cash balances in Colombia.

The Company is exposed to credit risk with respect to the loan receivable. The Company believes the loan is recoverable and will monitor changes to the credit quality of the debtor.

*Liquidity risk*

Liquidity risk is the risk that the Company will not be able to pay financial instrument liabilities as they come due. As at June 30, 2022, the Company had working capital of \$698,128 (December 31, 2021 – \$1,075,746). The Company's financial obligations are limited to accounts payable, which has contractual maturities of less than a year.

*Interest rate risk*

The Company's financial asset exposed to interest rate risk consists of cash. Management believes the interest rate risk is low given the current low global interest rate environment. At June 30, 2022, the Company maintained all of its cash balance on deposit with a major Canadian bank.

*Foreign currency risk*

The Company operates in Colombia and is therefore exposed to foreign exchange risk arising from transactions denominated in the Colombian peso ("COP\$"). The Company's financial assets and liabilities are held in COP\$ and are therefore subject to fluctuation against the Canadian dollar, its reporting currency. The Company has no program in place for hedging foreign currency risk.

**8. CAPITAL MANAGEMENT**

The Company's capital management objective is to maintain financial capacity that is strong to sustain the future development of the business.

The Company's capital structure includes shareholders' equity of \$908,324 (December 31, 2021 – \$1,284,292). The Company manages its capital structure to maximize its financial flexibility to adjust to changes in economic conditions. The Company is not subject to externally imposed capital requirements.

There were no changes to the Company's approach to capital management during the period ended June 30, 2022.