



cordoba
M I N E R A L S

CORDOBA MINERALS CORP.

Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2024 and 2023

(Unaudited)

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Unaudited)

(Stated in thousands of Canadian dollars)

	Notes	June 30, 2024	December 31, 2023 (Note 2(d))	January 1, 2023 (Note 2(d))
ASSETS				
Current assets				
Cash		\$ 21,260	\$ 5,078	\$ 10,981
Due from related parties	12(a)	36	34,372	-
Other receivables		110	96	73
Prepaid expenses and deposits	3	656	776	1,065
Total current assets		22,062	40,322	12,119
Non-current assets				
Property, plant and equipment	4	4,809	3,338	2,160
Financial assets	5	200	371	371
TOTAL ASSETS		\$ 27,071	\$ 44,031	\$ 14,650
LIABILITIES				
Current liabilities				
Accounts payable and accrued liabilities		\$ 2,020	\$ 4,346	\$ 4,712
Income tax payable		877	2,498	-
Due to related parties	12(a)	976	894	21,647
Lease liability	6(b)	595	402	237
Total current liabilities		4,468	8,140	26,596
Non-current liabilities				
Due to related parties	12(a)	-	-	13,558
Lease liability	6(b)	1,423	861	185
TOTAL LIABILITIES		\$ 5,891	\$ 9,001	\$ 40,339
SHAREHOLDERS' EQUITY (DEFICIT)				
Share capital	7	\$ 208,782	\$ 208,782	\$ 208,272
Equity reserves	7,8	91,201	90,751	20,853
Accumulated other comprehensive (loss) income		(717)	(785)	429
Deficit		(287,556)	(279,629)	(255,243)
Shareholders' equity (deficit) attributable the Company		11,710	19,119	(25,689)
Non-controlling interest	10	9,470	15,911	-
TOTAL SHAREHOLDERS' EQUITY (DEFICIT)		\$ 21,180	\$ 35,030	\$ (25,689)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		\$ 27,071	\$ 44,031	\$ 14,650

Description of business and going concern (Note 1)

Approved and authorized for issue on behalf of the Board on August 28, 2024:

/s/ William Orchow

William Orchow, Director

See accompanying notes to the condensed interim consolidated financial statements.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

(Unaudited)

(Stated in thousands of Canadian dollars, except for share and per share amounts)

		Three months ended June 30,		Six months ended June 30,	
	Notes	2024	2023 (Note 2(d))	2024	2023 (Note 2(d))
Operating expenses					
Exploration and evaluation expenditures		\$ 4,957	\$ 13,844	\$ 9,669	\$ 20,291
Corporate administration	9	1,592	830	3,703	1,659
Depreciation	4	223	140	433	304
Loss from operations		6,772	14,814	13,805	22,254
Other expenses (income)					
Interest expense		56	566	116	1,805
Interest income	12(a)(iii)	-	(582)	(35)	(582)
Foreign exchange loss (gain)		1,348	(2,490)	1,031	(2,693)
Other income	12(a)(iii)	-	-	(34)	-
Loss before income taxes		8,176	12,308	14,883	20,784
Income taxes		-	-	-	-
Net loss for the period		\$ 8,176	\$ 12,308	\$ 14,883	\$ 20,784
Other comprehensive loss (income)					
Items that may be reclassified subsequently to loss:					
Currency translation adjustment		(112)	1,377	(754)	1,419
Items that will not be reclassified subsequently to loss:					
Change in fair value of marketable securities	5	57	228	171	(87)
Total other comprehensive loss (income)		(55)	1,605	(583)	1,332
Total comprehensive loss for the period		\$ 8,121	\$ 13,913	\$ 14,300	\$ 22,116
Net loss attributable to:					
Common shareholders		\$ 3,839	\$ 7,482	\$ 7,927	\$ 15,958
Non-controlling interest	10	4,337	4,826	6,956	4,826
Net loss for the period		\$ 8,176	\$ 12,308	\$ 14,883	\$ 20,784
Total comprehensive loss attributable to:					
Common shareholders		\$ 3,921	\$ 8,895	\$ 7,859	\$ 17,098
Non-controlling interest	10	4,200	5,018	6,441	5,018
Total comprehensive loss for the period		\$ 8,121	\$ 13,913	\$ 14,300	\$ 22,116
Loss per share attributable to common shareholders (basic and diluted)					
		\$ 0.04	\$ 0.10	\$ 0.09	\$ 0.20
Weighted average number of basic and diluted common shares outstanding					
		89,813,936	89,239,706	89,813,936	89,238,694

See accompanying notes to the condensed interim consolidated financial statements.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(Stated in thousands of Canadian dollars)

		Six months ended June 30,	
		2024	2023
	Notes		(Note 2(d))
Operating activities			
Net loss for the period		\$ (14,883)	\$ (20,784)
Adjustments for non-cash items:			
Share-based payments	8	450	413
Depreciation	4	433	304
Interest expense		116	1,805
Interest income	12(a)(iii)	(35)	(582)
Foreign exchange loss (gain)		1,040	(2,296)
Other income	12(a)(iii)	(34)	-
Changes in non-cash working capital items:			
Receivables		(14)	295
Prepaid expenses and deposits		120	19
Accounts payable and accrued liabilities		(2,407)	517
Due to/from related parties		72	(220)
Cash used in operating activities		\$ (15,142)	\$ (20,529)
Investing activities			
Acquisition of property, plant and equipment	4	(685)	(262)
Cash used in investing activities		\$ (685)	\$ (262)
Financing activities			
Non-controlling interest's investment in subsidiary	10(a)	-	39,522
Settlement of second installment receivable from related party	12(a)(iii)	34,720	-
Settlement of short-term loans from related parties		-	(24,983)
Proceeds from short-term loan from related parties		-	5,460
Income taxes paid		(1,544)	-
Settlement of restricted and deferred share units	8	-	(1)
Payments of lease liabilities	6(b)	(273)	(205)
Interest paid	6(b)	(100)	(1,985)
Cash from financing activities		\$ 32,803	\$ 17,808
Effect of changes in foreign exchange rates on cash		(794)	498
Increase (decrease) in cash		16,182	(2,485)
Cash, beginning of period		5,078	10,981
Cash, end of period		\$ 21,260	\$ 8,496

Supplemental cash flow information (Note 11)

See accompanying notes to the condensed interim consolidated financial statements.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIT)

(Unaudited)

(Stated in thousands of Canadian dollars, except for share amounts)

	Equity reserves									Shareholders' equity (deficit) attributable to owners of Cordoba Minerals Corp. (Note 2(d))	Non-controlling interest (Note 10)	Total
	Number of common shares (Note 7(a))	Share capital	Warrants reserve	Share-based payments reserve	Other reserve	Accumulated other comprehensive (loss) income (Note 2(d))	Deficit (Note 2(d))					
Balance at December 31, 2023	89,813,936	\$ 208,782	\$ 14,279	\$ 6,665	\$ 69,807	\$ (785)	\$ (279,629)	\$ 19,119	\$ 15,911	\$ 35,030		
Net loss for the period	-	-	-	-	-	-	(7,927)	(7,927)	(6,956)	(14,883)		
Share-based payments (Note 8(d))	-	-	-	450	-	-	-	450	-	450		
Other comprehensive income	-	-	-	-	-	68	-	68	515	583		
Balance at June 30, 2024	89,813,936	\$ 208,782	\$ 14,279	\$ 7,115	\$ 69,807	\$ (717)	\$ (287,556)	\$ 11,710	\$ 9,470	\$ 21,180		
Balance at December 31, 2022	89,237,671	\$ 208,272	\$ 14,279	\$ 6,574	\$ -	\$ 429	\$ (255,243)	\$ (25,689)	\$ -	\$ (25,689)		
Net loss for the period (Note 2(d))	-	-	-	-	-	-	(15,958)	(15,958)	(4,826)	(20,784)		
Non-controlling interest's investment in subsidiary (other reserve net of \$3,801 income tax) (Note 10(a))	-	-	-	-	69,807	-	-	69,807	30,493	100,300		
Settlement of Restricted Share Units (Note 8(c))	3,704	7	-	(8)	-	-	-	(1)	-	(1)		
Share-based payments (Note 8(d))	-	-	-	413	-	-	-	413	-	413		
Other comprehensive income	-	-	-	-	-	(1,140)	-	(1,140)	(192)	(1,332)		
Balance at June 30, 2023	89,241,375	\$ 208,279	\$ 14,279	\$ 6,979	\$ 69,807	\$ (711)	\$ (271,201)	\$ 27,432	\$ 25,475	\$ 52,907		

See accompanying notes to the condensed interim consolidated financial statements.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(Stated in Canadian dollars unless otherwise noted; tabular amounts in thousands)

1. DESCRIPTION OF BUSINESS AND GOING CONCERN

Cordoba Minerals Corp. (the “Company” or “Cordoba”) is a publicly listed company incorporated under the laws of British Columbia, Canada. Its shares are listed on the TSX Venture Exchange under the symbol CDB. The Company’s head office and registered office are located at Suite 606-999 Canada Place, Vancouver, British Columbia, Canada, V6C 3E1.

At June 30, 2024, Ivanhoe Electric Inc. (“Ivanhoe Electric”), the Company’s publicly-listed majority shareholder, held 62.8% of the Company’s issued and outstanding common shares (December 31, 2023 – 62.8%).

The Company, together with its subsidiaries, is a mineral exploration, evaluation and development group focused on projects located in Colombia and the United States. The principal business of the Company is the acquisition, exploration, evaluation and development of base and precious metal properties.

The Company's condensed interim consolidated financial statements are prepared on a going concern basis, which assumes that the Company will continue in operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business.

For the three months and six months ended June 30, 2024, the Company had no operating revenue and incurred net losses of \$8.2 million and \$14.9 million (June 30, 2023 – \$12.3 million and \$20.8 million (Note 2(d))). At June 30, 2024, the Company had consolidated cash of \$21.3 million (December 31, 2023 - \$5.1 million) to apply against current liabilities of \$4.5 million (December 31, 2023 - \$8.1 million).

At June 30, 2024, the Company believes that it has adequate resources to maintain its minimum obligations, including general corporate activities, based on its cash position, the strategic arrangement with JCHX Mining Management Co., Ltd. (“JCHX”) for the joint development of the Company’s Alacran Project (Note 10(a)) and its ability to pursue additional sources of financing, including equity placements. The remaining proceeds from the second installment will be used to continue the development of the Alacran Project and for general corporate purposes.

The Company currently has no source of operating cash flow, and it has no assurance that additional funding will be available to it for additional exploration, evaluation and development programs at its properties, or to enable the Company to fulfill its obligations under any applicable agreements. The Company’s ability to continue as a going concern is dependent on its ability to obtain additional sources of financing to successfully explore and evaluate its mineral properties and, ultimately, to achieve profitable operations. Significant reliance is placed on the funds to be received from JCHX to advance the Alacran Project (Note 10(a)). The failure or inability of JCHX to provide such funding would result in the need for Cordoba to find a replacement funding source. As such, there is a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern.

These condensed interim consolidated financial statements do not reflect adjustments to the carrying values and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern, and such adjustments could be material.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(Stated in Canadian dollars unless otherwise noted; tabular amounts in thousands)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

(a) Basis of presentation

These condensed interim consolidated financial statements have been prepared in accordance with IAS 34, *Interim Financial Reporting*. These condensed interim consolidated financial statements do not include all of the information and footnotes required by International Financial Reporting Standards ("IFRS") for annual financial statements and should be read in conjunction with the Company's annual consolidated financial statements for the year ended December 31, 2023, which have been prepared in accordance with IFRS, as issued by the International Accounting Standards Board ("IASB").

The accounting policies used in the preparation of these condensed interim consolidated financial statements are the same as those applied in the Company's most recent consolidated annual financial statements for the year ended December 31, 2023, except for certain pronouncements disclosed in Note 2(b) and the change in accounting policy disclosed in Note 2(d).

These condensed interim consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value.

All financial information has been presented in Canadian dollars in these condensed interim consolidated financial statements, except when otherwise indicated.

(b) Adoption of new and revised accounting standards and interpretations

In January 2020, the IASB issued amendments to IAS 1, *Presentation of Financial Statements* that clarified the classification of liabilities as current or non-current is based on contractual rights that are in existence at the end of the reporting period. In October 2022, the IASB issued amendments to IAS 1 that specified how an entity assesses whether it has the right to defer settlement of a liability when that right is subject to compliance with covenants within twelve months after the reporting period. These amendments were effective January 1, 2024, with early adoption permitted. Retrospective application is required on adoption. These amendments did not have a material effect on the Company's consolidated financial statements.

Several other new accounting standards, and amendments to standards and interpretations, have been issued but are not yet effective for the year ended December 31, 2024. None of these changes have been early adopted nor are they considered by management to likely have a material impact on the Company's consolidated financial statements.

(c) Critical accounting estimates and judgments

The preparation of the Company's condensed interim consolidated financial statements in conformity with IAS 34 requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

The Company has consistently applied the significant accounting judgments, estimates and assumptions set out in Note 5 of the Company's audited consolidated financial statements

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(Stated in Canadian dollars unless otherwise noted; tabular amounts in thousands)

for the year ended December 31, 2023, to all the periods presented in these condensed interim consolidated financial statements.

(d) Change in accounting policy

Effective January 1, 2024, the Company voluntarily changed its accounting policy with respect to Colombian Value Added Tax ("VAT"). Under the VAT regime in Colombia, input VAT paid during a company's exploration and evaluation stages forms a credit which is available to offset output VAT collected in the future. Previously, the Company capitalized VAT paid to the Government of Colombia in respect of the Company's exploration and evaluation activities as exploration and evaluation assets. The Company believes that expensing such input VAT will provide users with reliable and more relevant financial information.

To reflect the retrospective application of this change in accounting policy, comparative amounts have been adjusted as follows:

	As previously reported	Adjustment	Adjusted
As at January 1, 2023			
ASSETS			
Non-current assets			
Exploration and evaluation assets	\$ 4,750	\$ (4,750)	\$ -
TOTAL ASSETS	19,400	(4,750)	14,650
SHAREHOLDERS' DEFICIT			
Accumulated other comprehensive income (loss)	\$ 494	\$ (65)	\$ 429
Deficit	(250,558)	(4,685)	(255,243)
Shareholders' deficit attributable the Company	(20,939)	(4,750)	(25,689)
TOTAL SHAREHOLDERS' DEFICIT	(20,939)	(4,750)	(25,689)
	As previously reported	Adjustment	Adjusted
As at December 31, 2023			
ASSETS			
Non-current assets			
Exploration and evaluation assets	\$ 8,336	\$ (8,336)	\$ -
TOTAL ASSETS	52,367	(8,336)	44,031
SHAREHOLDERS' EQUITY (DEFICIT)			
Accumulated other comprehensive loss	\$ (678)	\$ (107)	\$ (785)
Deficit	(273,461)	(6,168)	(279,629)
Shareholders' equity (deficit) attributable the Company	25,394	(6,275)	19,119
Non-controlling interest	17,972	(2,061)	15,911
TOTAL SHAREHOLDERS' EQUITY (DEFICIT)	43,366	(8,336)	35,030

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(Stated in Canadian dollars unless otherwise noted; tabular amounts in thousands)

For the three months ended June 30, 2023	As previously reported	Adjustment	Adjusted
LOSS AND COMPREHENSIVE LOSS			
Exploration and evaluation expenditures	\$ 11,920	\$ 1,924	\$ 13,844
Loss from operations	12,890	1,924	14,814
Net loss for the period	10,384	1,924	12,308
Items that may be reclassified subsequently to loss:			
Currency translation adjustment	1,521	(144)	1,377
Total other comprehensive loss (income)	1,749	(144)	1,605
Total comprehensive loss for the period	12,133	1,780	13,913
Net loss attributable to:			
Common shareholders	5,799	1,683	7,482
Non-controlling interest	4,585	241	4,826
Total comprehensive loss attributable to:			
Common shareholders	7,353	1,542	8,895
Non-controlling interest	4,780	238	5,018
Loss per share attributable to common shareholders (basic and diluted)	0.08	-	0.10
	89,239,706		89,239,706
For the six months ended June 30, 2023			
LOSS AND COMPREHENSIVE LOSS			
Exploration and evaluation expenditures	\$ 17,711	\$ 2,580	\$ 20,291
Loss from operations	19,674	2,580	22,254
Net loss for the period	18,204	2,580	20,784
Items that may be reclassified subsequently to loss:			
Currency translation adjustment	1,567	(148)	1,419
Total other comprehensive loss (income)	1,480	(148)	1,332
Total comprehensive loss for the period	19,684	2,432	22,116
Net loss attributable to:			
Common shareholders	13,619	2,339	15,958
Non-controlling interest	4,585	241	4,826
Total comprehensive loss attributable to:			
Common shareholders	14,904	2,194	17,098
Non-controlling interest	4,780	238	5,018
Loss per share attributable to common shareholders (basic and diluted)	0.17		0.20
	89,238,694		89,238,694

(e) Loss per share

Basic loss per share is calculated by dividing net loss attributable to owners of Cordoba by the weighted average number of common shares outstanding during the period. For basic loss per share purposes, a subsidiary's net loss is allocated to owners of Cordoba on the basis of Cordoba's dividend participation rights. Since Cordoba's dividend participation rights in CMH Colombia S.A.S. ("CMH") differ from its 50% interest (Note 10(a)), the numerator of the basic loss per share calculation has been adjusted.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(Stated in Canadian dollars unless otherwise noted; tabular amounts in thousands)

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
		(Note 2(d))		(Note 2(d))
Net loss attributable to common shareholders	\$ 3,839	\$ 7,482	\$ 7,927	\$ 15,958
Adjustment to attributable net loss on the basis of dividend participation rights	-	1,814	-	1,814
Adjusted net loss attributable to common shareholders	\$ 3,839	\$ 9,296	\$ 7,927	\$ 17,772

Diluted earnings per share reflect the potential dilution of securities that could share in earnings of an entity. In a loss period, potentially dilutive equity instruments are excluded from the loss per share calculation, as the effect would be anti-dilutive. Basic and diluted loss per share are the same for the periods presented.

3. PREPAID EXPENSES AND DEPOSITS

	June 30, 2024	December 31, 2023
Prepaid expenses	\$ 238	\$ 138
Deposits	172	406
Deposit with related party (Note 12(a)(i))	200	200
Other	46	32
Total prepaid expenses and deposits	\$ 656	\$ 776

4. PROPERTY, PLANT AND EQUIPMENT

	Computer equipment	Furniture, equipment and leasehold improvements	Vehicles	Buildings	Construction in progress	Land	ROU assets (Note 6(a))	Total
Cost								
Balance - December 31, 2022	\$ 386	\$ 530	\$ 43	\$ -	\$ 188	\$ 974	\$ 827	\$ 2,948
Additions	105	517	-	-	174	-	1,117	1,913
Write-offs and disposals	(2)	-	-	-	-	-	(250)	(252)
Other adjustments	-	-	-	-	-	-	(64)	(64)
Foreign exchange	(11)	(18)	(1)	-	(7)	(23)	(24)	(84)
Balance - December 31, 2023	478	1,029	42	-	355	951	1,606	4,461
Additions	53	629	-	-	3	-	1,093	1,778
Write-offs and disposals	-	-	-	-	-	-	(249)	(249)
Other adjustments	-	-	-	282	(282)	-	(17)	(17)
Foreign exchange	17	41	-	-	12	33	82	185
Balance - June 30, 2024	\$ 548	\$ 1,699	\$ 42	\$ 282	\$ 88	\$ 984	\$ 2,515	\$ 6,158
Accumulated depreciation								
Balance - December 31, 2022	\$ 202	\$ 176	\$ 34	\$ -	\$ -	\$ -	\$ 376	\$ 788
Charge for the year	72	81	8	-	-	-	450	611
Write-offs and disposals	-	-	-	-	-	-	(250)	(250)
Foreign exchange	(6)	(6)	(1)	-	-	-	(13)	(26)
Balance - December 31, 2023	268	251	41	-	-	-	563	1,123
Charge for the period	38	102	-	7	-	-	286	433
Write-offs and disposals	-	-	-	-	-	-	(249)	(249)
Foreign exchange	10	10	1	-	-	-	21	42
Balance - June 30, 2024	\$ 316	\$ 363	\$ 42	\$ 7	\$ -	\$ -	\$ 621	\$ 1,349
Net book value								
Balance - December 31, 2023	\$ 210	\$ 778	\$ 1	\$ -	\$ 355	\$ 951	\$ 1,043	\$ 3,338
Balance - June 30, 2024	\$ 232	\$ 1,336	\$ -	\$ 275	\$ 88	\$ 984	\$ 1,894	\$ 4,809

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(Stated in Canadian dollars unless otherwise noted; tabular amounts in thousands)

5. FINANCIAL ASSETS

Financial assets comprise the Company's investment in Bell Copper Corporation's ("Bell Copper") common shares, which had a fair value of \$200,000 on June 30, 2024 (December 31, 2023 – \$371,000).

6. LEASES

(a) Right-of-use assets

At June 30, 2024, \$1.9 million (December 31, 2023 - \$1.0 million) of right-of-use assets ("ROU assets") are recorded as part of property, plant and equipment.

	Vehicles	Office	Buildings	Total
ROU ASSETS				
Net book value at December 31, 2022	\$ 342	\$ 21	\$ 88	\$ 451
Additions	65	1,052	-	1,117
Depreciation charge for the year	(220)	(206)	(24)	(450)
Other adjustment	-	-	(64)	(64)
Foreign exchange	(5)	(6)	-	(11)
Net book value at December 31, 2023	\$ 182	\$ 861	\$ -	\$ 1,043
Additions	294	799	-	1,093
Depreciation charge for the period	(73)	(213)	-	(286)
Other adjustment	(17)	-	-	(17)
Foreign exchange	5	56	-	61
Net book value at June 30, 2024	\$ 391	\$ 1,503	\$ -	\$ 1,894

During the six months ended June 30, 2024, certain leases with initial values totalling \$249,000 expired (June 30, 2023 - \$250,000), resulting in the derecognition of depreciated ROU assets.

(b) Lease liabilities

All leases of vehicles, office premises and buildings are comprised of only fixed payments over the lease terms. During the three and six months ended June 30, 2024, the Company recorded interest expense of \$56,000 and \$116,000 on lease liabilities (June 30, 2023 - \$25,000 and \$54,000) and expenses of \$110,000 and \$193,000 (June 30, 2023 - \$28,000 and \$31,000) related to short-term leases.

	June 30, 2024	December 31, 2023
Maturity analysis - contractual undiscounted cash flows		
Less than one year	\$ 794	\$ 521
One to two years	689	387
Two to three years	673	320
More than three years	271	312
Total undiscounted lease liabilities	2,427	1,540
Effect of discounting	(409)	(277)
Total lease liabilities	\$ 2,018	\$ 1,263
Current	\$ 595	\$ 402
Non-current	\$ 1,423	\$ 861

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(Stated in Canadian dollars unless otherwise noted; tabular amounts in thousands)

	Six months ended June 30,	
	2024	2023
Lease liability continuity		
Balance at beginning of period	\$ 1,263	\$ 422
Cash flows		
Principal payments	(273)	(205)
Interest payments	(100)	(51)
Non-cash changes		
Additions	1,093	369
Accretion	116	54
Other adjustment	(16)	(64)
Change in foreign exchange and other	(65)	79
Total lease liabilities, end of period	\$ 2,018	\$ 604

7. SHARE CAPITAL

(a) Common Shares

Authorized

The Company is authorized to issue an unlimited number of common shares without par value. At June 30, 2024, the Company had 89,813,936 common shares issued and outstanding (December 31, 2023 – 89,813,936).

(b) Share Purchase Warrants

Share purchase warrants outstanding as of June 30, 2024, and December 31, 2023, are as follows:

Grant Date	Expiry date	Number of warrants	Number of shares issuable upon exercise of warrants	Weighted average exercise price per share
September 24, 2021	September 24, 2026	1,465	1,465	\$0.770

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(Stated in Canadian dollars unless otherwise noted; tabular amounts in thousands)

8. SHARE-BASED PAYMENTS

(a) Share Purchase Options

The following is a summary of share purchase options activity for the six months ended June 30, 2024 and 2023:

	Six months ended June 30, 2024		Six months ended June 30, 2023	
	Number of stock options	Weighted average exercise price (\$ per share)	Number of stock options	Weighted average exercise price (\$ per share)
Outstanding, beginning of period	2,067	\$ 1.26	2,248	\$ 1.50
Granted	2,961	0.39	-	-
Expired	(110)	2.82	(69)	3.40
Forfeited	(18)	0.79	(9)	0.53
Outstanding, end of period	4,900	\$ 0.70	2,170	\$ 1.44
Exercisable, end of period	1,583	\$ 1.31	1,129	\$ 2.02

The weighted average fair value of stock options granted during the six months ended June 30, 2024, was estimated at \$0.23 on the date of issuance using the Black-Scholes option pricing model with the following weighted average assumptions: exercise price of \$0.39, risk-free interest rate of 3.90%, expected life of 3.17 years, annualized volatility of 86.30% and dividend yield of 0%. There were no stock options granted during the six months ended June 30, 2023.

Options outstanding			Options exercisable	
Exercise price (\$ per share)	Number of stock options	Weighted average remaining contractual life (years)	Number of stock options	Weighted average remaining contractual life (years)
0.36	586	4.53	-	-
0.40	2,375	4.73	-	-
0.53	1,062	3.09	706	3.09
1.11	9	0.14	9	0.14
1.20	47	1.81	47	1.81
1.36	44	0.79	44	0.79
1.62	720	1.43	720	1.43
1.70	10	1.35	10	1.35
2.04	18	1.40	18	1.40
3.57	6	0.90	6	0.90
12.58	6	2.36	6	2.36
14.45	17	1.80	17	1.80
	4,900	3.75	1,583	2.16

(b) Deferred Share Units

The total fair value of DSUs granted during the six months ended June 30, 2024 was determined to be approximately \$150,000 (June 30, 2023 - \$Nil).

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At June 30, 2024, there were 786,989 deferred share units (“DSUs”) outstanding (December 31, 2023 – 407,245).

(c) Other Equity-based Instruments

The following is a summary of restricted share units (“RSUs”) activity for the six months ended June 30, 2024 and 2023:

	Six months ended June 30,	
	2024	2023
Outstanding, beginning of period	857	1,410
Granted	1,641	-
Redeemed	-	(7)
Forfeited	(44)	(8)
Outstanding, end of period	2,454	1,395

The total fair value of RSUs granted during the six months ended June 30, 2024, was determined to be approximately \$628,000 (June 30, 2023 – \$Nil).

(d) Share-based payments

Share-based payment compensation was allocated to operations as follows:

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Exploration and evaluation expenditures	\$ 71	\$ 95	\$ 104	\$ 198
Corporate administration	281	103	346	215
Total share-based payments	\$ 352	\$ 198	\$ 450	\$ 413

9. CORPORATE ADMINISTRATION

For the three and six months ended June 30, 2024 and 2023, corporate administration comprises:

	Three months ended 2024		2023		Six months ended 2024		2023	
Salaries and benefits	\$	486	\$	321	\$	1,051	\$	622
Directors fees		49		-		98		-
Share-based payments		281		103		346		215
Office administration		61		47		125		94
Professional fees		474		144		1,531		306
Insurance		27		35		68		70
Travel		126		116		197		171
Investor relations		72		45		169		96
Compliance and regulatory		7		9		28		33
Other		9		10		90		52
Total corporate administration	\$	1,592	\$	830	\$	3,703	\$	1,659

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10. NON-CONTROLLING INTEREST

(a) CMH Colombia S.A.S.

On May 8, 2023, Cordoba announced that Cordoba and JCHX had satisfied all necessary conditions to close the US\$100.0 million strategic arrangement for the joint-development of the Alacran Project in Colombia. As a result of the closing, JCHX has funded the initial installment of US\$40.0 million towards its 50% ownership interest in CMH Colombia S.A.S. ("CMH"), a company existing under the laws of Colombia, which owns 100% of the Alacran Project and is the joint venture vehicle for Cordoba and JCHX in this strategic project level partnership. For its 50% interest, JCHX will pay the US\$100.0 million purchase price in three installments. At the closing of the transaction, US\$40.0 million was paid as a first installment. On January 4, 2024, Cordoba announced receipt of the second installment of US\$40.0 million (Note 12(a)(iii)) that was payable in cash upon the board of directors of Cordoba approving the Feasibility Study of the Alacran Project and the filing of the Environmental Impact Assessment ("EIA") to the relevant Colombian Government authority, with US\$10.0 million of this amount paid in late December 2023 and the remaining US\$30.0 million settled in early January 2024. A third and final installment of US\$20.0 million is payable in cash once the approval of the EIA is obtained, which must be within two years of the transaction's closing date. Should the EIA not be approved by the second anniversary of the closing date, JCHX will have the option to elect not to complete this final installment, which will result in JCHX being diluted to 40% and Cordoba increasing to a majority 60% shareholding in CMH.

A Joint Venture Shareholders' Agreement ("JV SHA"), entered into at closing, governs the strategic relationship between Cordoba and JCHX, and sets forth the general responsibility and authority of the CMH board of directors ("CMH board"), in addition to the entitlements of each shareholder. The JV SHA provides that (1) the CMH board will comprise of four individuals, of which two directors will be nominated by Cordoba and the other two directors will be nominated by JCHX; and for so long as the shareholdings in CMH remain 50%-50%, a Cordoba representative will serve as the Chairperson of the Board of Directors, and will possess a casting vote on all matters subject to a list of reserved matters; (2) Cordoba will be appointed as the operator and manager of the Alacran Project pursuant to a management services agreement and will be responsible for setting the annual programs and budgets for the CMH board's approval; (3) JCHX (or its affiliate) has right of first offer to bid on the Engineering, Procurement and Construction and Detailed Design Agreement contracts, provided that Cordoba has the right to open the process out to competitive tender; with JCHX having the right to match any competitive bid; and (4) JCHX (or its affiliate) shall be entitled to up to 100% of the offtake from the production under the current Feasibility Study of the Alacran Project, provided that they are paying fair market value and they are the most competitive offer (including a matching right for other third-party proposals).

Management's assessment at the time of closing concluded that Cordoba will continue to control CMH through the investment period up to the date the third installment is made. Accordingly, Cordoba has continued to consolidate CMH.

The carrying values of CMH's assets and liabilities were \$29.0 million and \$10.1 million as at June 30, 2024 (December 31, 2023 - \$50.6 million and \$18.8 million (Note 2(d))). For the three and six months ended June 30, 2024, CMH's revenue was \$Nil and \$Nil (May 8, 2023 to June

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30, 2023 - \$Nil) and net loss was \$8.7 million and \$13.9 (May 8, 2023 to June 30, 2023 - \$9.7 million (Note 2(d))). The Company recognized \$4.2 million and \$6.4 million as non-controlling interest for the three and six months ended June 30, 2024 (June 30, 2023 - \$25.5 million and \$25.5 million (Note 2(d))).

(b) MMDEX LLC

On August 27, 2018, the Company, through its wholly-owned subsidiary Cordoba Minerals USA Corp., entered into a joint venture and earn-in agreement with Bell Copper and certain of its wholly-owned subsidiaries to explore the Perseverance porphyry copper project located in northwestern Arizona, USA (the "Perseverance Project").

On March 18, 2024, Cordoba announced that Cordoba and Bell Copper have agreed to amend the joint venture and earn-in agreement. Under the amended agreement, the current earn-in phase has been adjusted to spend \$14.2 million by April 24, 2026. Cordoba has the option to earn an 80% interest in the Perseverance Project through the acquisition of an equity interest in the joint venture company MMDEX LLC ("MMDEX") by completing phased project expenditures as follows:

Original Joint Venture Agreement		Amended Joint Venture Agreement	
Phase 1	\$1.0M by April 24, 2020 to earn 25% interest (completed)	Phase 1	\$1.0M by April 24, 2020 to earn 25% interest (completed)
Phase 2	Additional \$3.0M by April 24, 2022 for 51% interest (completed)	Phase 2	Additional \$3.0M by April 24, 2022 for 51% interest (completed)
Phase 3	Additional \$3.0M by April 24, 2024 for 70% interest	Phase 3	Additional \$14.2M by April 24, 2026 for 80% interest (in progress)
Phase 4	Additional \$10.0M by April 24, 2026 for 80% interest		

In March 2022, the Company achieved the minimum project expenditure requirement for the Phase 2 earn-in and vested a 51% interest in the project.

The carrying value of MMDEX's assets and liabilities was \$Nil as at June 30, 2024 (December 31, 2023 - \$Nil). For the three and six months ended June 30, 2024, MMDEX's revenue was \$Nil (June 30, 2023 - \$Nil and \$Nil) and net loss was \$117,000 and \$390,000 (June 30, 2023 - \$48,000 and \$88,000). The Company recognized \$Nil and \$Nil as non-controlling interest for the three and six months ended June 30, 2024 (June 30, 2023 - \$Nil and \$Nil).

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11. SUPPLEMENTAL CASH FLOW INFORMATION

The non-cash financing activities not already disclosed in the consolidated statements of cash flows were as follows:

		Six months ended June 30,	
		2024	2023
Financing activities			
Non-controlling interest's investment in subsidiary (Note 12(a)(iii))	\$	-	\$ 64,579
Settlement of long-term loan from related party ⁽¹⁾ (Note 12(a)(iii))		-	(13,894)
Settlement of short-term loan from related party (Note 12(a)(iii))		(5,342)	-
Settlement of second installment receivable from related party (Note 12(a)(iii))		5,342	-

(1) includes \$540,000 of accrued interest

12. RELATED PARTY TRANSACTIONS

Transactions between the Company and its subsidiaries have been eliminated on consolidation and are not disclosed in this note. Details of transactions between the Company and other related parties are disclosed below.

(a) Transactions and balances with related parties

The Company incurred the following expenses with related parties:

		Three months ended		Six months ended	
		June 30,		June 30,	
		2024	2023	2024	2023
Salaries and benefits	\$	245	\$ 228	\$ 534	\$ 436
Corporate administration		40	38	91	107
Exploration and evaluation expenditures		164	120	299	211
Interest expense		-	569	-	1,559
Total related party expenses	\$	449	\$ 955	\$ 924	\$ 2,313

The breakdown of expenses by related party is as follows:

		Three months ended		Six months ended	
		June 30,		June 30,	
		2024	2023	2024	2023
GMM (i)	\$	341	\$ 328	\$ 722	\$ 639
Ivanhoe Electric (ii)		36	436	61	1,033
JCHX (iii)		-	133	-	532
Vagon Capital S.A.S. (iv)		72	58	141	109
Total related party expenses	\$	449	\$ 955	\$ 924	\$ 2,313

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The breakdown of amounts due to or from related parties is as follows:

	June 30, 2024	December 31, 2023
Due from related parties		
Due from JCHX (iii)	\$ -	\$ 34,320
Due from officer	36	52
Total due from related parties	\$ 36	\$ 34,372
Due to related parties		
Due to GMM (i)	\$ 88	\$ 121
Due to Ivanhoe Electric (ii)	838	750
Due to officers and directors	50	-
Due to Vagon Capital SAS (iv)	-	23
Total due to related parties	\$ 976	\$ 894

- i. Global Mining Management Corporation ("GMM"), a private company based in Vancouver, provides administration, accounting and other office services to the Company on a cost-recovery basis. The Company held 6.7% of GMM's common shares at June 30, 2024 (December 31, 2023 – 7.1%). The investment in GMM is held at \$Nil on the condensed interim consolidated statement of financial position.

At June 30, 2024, prepaid expenses and deposits included a deposit of \$200,000 (December 31, 2023 – \$200,000) held by GMM (Note 3).

- ii. Ivanhoe Electric held 62.8% of the Company's issued and outstanding common shares at June 30, 2024 (December 31, 2023 – 62.8%). Costs incurred by Ivanhoe Electric on behalf of the Company are reimbursed on a cost-recovery basis.
- iii. JCHX held 19.8% of the Company's issued and outstanding common shares at June 30, 2024 (December 31, 2023 – 19.8%).

(a) Second installment receivable

The US\$40.0 million second installment of the US\$100.0 million project financing transaction with JCHX (Note 10(a)) was measured at amortized cost, with interest income calculated using an effective interest method rate of 7.82%.

JCHX paid US\$10.0 million of the second installment to CMH in December 2023. The remaining US\$30.0 million was settled by JCHX in early January 2024, resulting in a gain on settlement of \$Nil and US\$34,000 in the three and six months ended June 30, 2024.

(b) Bridge financing

In November 2023, US\$4.0 million was advanced to CMH by JCHX. Pursuant to the terms of the JCHX loan agreement, the loan bears simple interest at 12% per annum and is payable on its maturity date, which is the earlier of (i) 12 months after the date of the loan agreement, and (ii) the date the second installment of US\$40.0 million becomes payable by JCHX under the US\$100.0 million strategic arrangement (Note 10(a)). If the maturity date occurs as the date of the second installment, the outstanding amount under the loan may be deducted from the

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second installment. In early January 2024, the US\$4.0 million loan was settled in full by applying it towards the second installment as a payment in kind (Note 10(a)).

- iv. Vagon Capital S.A.S., a company controlled by a close family member of one of the Company's directors, provides professional consulting services to the Company.

(b) Compensation of key management personnel

Key management personnel are persons responsible for planning, directing and controlling the activities of the Company, including directors and officers.

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Salaries and benefits	\$ 336	\$ 213	\$ 762	\$ 417
Director fees	49	-	98	-
Share-based payments	164	70	227	148
Total key management compensation	\$ 549	\$ 283	\$ 1,087	\$ 565

13. SEGMENTED INFORMATION

The Company has a head office in Vancouver, Canada, and operates in three geographically based segments: Canada, Colombia and the United States. The reported loss from operations for the three and six months ended June 30, 2024 and 2023 for each segment is as follows:

	Colombia		USA		Canada		Total	
	Three months ended June 30,		Three months ended June 30,		Three months ended June 30,		Three months ended June 30,	
	2024	2023	2024	2023	2024	2023	2024	2023
E&E expenditures	\$ 4,770	\$ 13,702	\$ 117	\$ 47	\$ 70	\$ 95	\$ 4,957	\$ 13,844
Corporate administration	-	-	17	1	1,575	829	1,592	830
Depreciation	223	138	-	2	-	-	223	140
Loss from operations	\$ 4,993	\$ 13,840	\$ 134	\$ 50	\$ 1,645	\$ 924	\$ 6,772	\$ 14,814

	Colombia		USA		Canada		Total	
	Six months ended June 30,		Six months ended June 30,		Six months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023	2024	2023	2024	2023
E&E expenditures	\$ 9,176	\$ 20,006	\$ 390	\$ 87	\$ 103	\$ 198	\$ 9,669	\$ 20,291
Corporate administration	-	-	18	3	3,685	1,656	3,703	1,659
Depreciation	433	300	-	4	-	-	433	304
Loss from operations	\$ 9,609	\$ 20,306	\$ 408	\$ 94	\$ 3,788	\$ 1,854	\$ 13,805	\$ 22,254

The Company's non-current assets at June 30, 2024 and December 31, 2023 are located in Colombia, the United States and the head office in Canada as follows:

	Colombia		USA		Canada		Total	
	June 30, 2024	December 31, 2023	June 30, 2024	December 31, 2023	June 30, 2024	December 31, 2023	June 30, 2024	December 31, 2023
Property, plant and equipment	\$ 4,549	\$ 3,087	\$ 260	\$ 251	\$ -	\$ -	\$ 4,809	\$ 3,338
Financial assets	-	-	-	-	200	371	200	371
Non-current assets	\$ 4,549	\$ 3,087	\$ 260	\$ 251	\$ 200	\$ 371	\$ 5,009	\$ 3,709

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14. FINANCIAL INSTRUMENTS

Financial assets and liabilities have been classified into categories that determine their basis of measurement and, for items measured at fair value on a recurring basis, whether changes in fair value are recognized at fair value through profit or loss or fair value through other comprehensive income ("FVTOCI").

The Company's financial assets and financial liabilities are classified as follows:

	June 30, 2024	December 31, 2023
Financial assets		
Financial assets measured at amortized cost		
Cash	\$ 21,260	\$ 5,078
Other receivables	82	40
Due from related parties	36	34,372
Deposits	372	606
Financial assets measured at FVTOCI		
Financial assets	200	371
Total financial assets	\$ 21,950	\$ 40,467
Financial liabilities measured at amortized cost		
Accounts payable and accrued liabilities	\$ 2,020	\$ 4,346
Due to related parties	976	894
Lease liability	2,018	1,263
Total financial liabilities	\$ 5,014	\$ 6,503

The carrying amounts for cash; other receivables; deposits; accounts payable and accrued liabilities; and amounts due from or to related parties approximate fair values due to their short-term nature.

Financial instruments measured at fair value are classified into one of the three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values.

The three levels of the fair value hierarchy are:

- Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3 Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Investments in traded equity securities are classified as financial assets and valued using level one inputs.