



**CONSOLIDATED
FINANCIAL STATEMENTS**

YEARS ENDED DECEMBER 31, 2022 AND 2021

(EXPRESSED IN CANADIAN DOLLARS)



Independent Auditor's Report

To the Shareholders of Royal Road Minerals Limited

Opinion

We have audited the consolidated financial statements of Royal Road Minerals Limited (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2022, the consolidated statements of (loss) income and comprehensive (loss) income, consolidated statements of changes in shareholders' equity and consolidated statements of cash flows for the year then ended, and notes to consolidated financial statements, including a summary of significant accounting policies ("consolidated financial statements").

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2022, and its financial performance and its cash flows for the year then ended, in accordance with the International Financial Reporting Standards ("IFRS").

Basis of Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Matter

The consolidated financial statements for the year ended December 31, 2021 were audited by another auditor who expressed an unqualified opinion on those consolidated financial statements dated April 30, 2022.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audits or otherwise appears to be materially misstated. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement leader on the audit resulting in this independent auditor's report is Timur Lidzhiev.

PKF Antares

Professional Corporation

**Chartered Professional Accountants
Licensed Public Accountants**

Calgary, Alberta
April 27, 2023

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Royal Road Minerals Limited
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	As at December 31, 2022	As at December 31, 2021
ASSETS		
Current assets		
Cash and cash equivalents	\$ 21,108,499	\$ 29,020,555
Prepaid expenses and other assets (note 4)	144,178	514,378
Total current assets	21,252,677	29,534,933
Non-current assets		
Property and equipment (note 5)	110,851	193,759
Exploration and evaluation assets (note 13)	6,304,393	9,351,169
Investment in associate (note 16)	59,702	25,562
Government taxes receivable (note 6)	234,645	414,681
Right-of-use asset (note 7)	100,303	139,480
Total non-current assets	6,809,894	10,124,651
Total assets	\$ 28,062,571	\$ 39,659,584
SHAREHOLDERS' EQUITY AND LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	\$ 864,541	\$ 798,418
Lease liability (note 8)	33,105	31,254
Total current liabilities	897,646	829,672
Non-current liabilities		
Lease liability (note 8)	76,973	114,804
Total non-current liabilities	76,973	114,804
Total liabilities	974,619	944,476
Shareholders' equity		
Share capital (note 9)	42,480,222	42,480,222
Warrants (note 10)	-	353,552
Contributed surplus	4,863,271	5,260,640
Translation of foreign operations	1,071,288	892,720
Accumulated deficit	(21,326,829)	(10,271,419)
Shareholders' equity attributable to shareholders	27,087,952	38,715,715
Non-controlling interest	-	(607)
Total shareholders' equity	27,087,952	38,715,108
Total liabilities and shareholders' equity	\$ 28,062,571	\$ 39,659,584

Nature of operations (note 1)
Subsequent event (note 20)

Approved on behalf of the Board:

"Tim Coughlin" Director

"Marcus Stone" Director

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

Royal Road Minerals Limited

Consolidated Statements of Income (Loss) and Comprehensive Income (Loss) (Expressed in Canadian Dollars)

	Year Ended December 31,	
	2022	2021
Expenses		
Exploration and evaluation expenditures (note 13)	\$ 2,250,145	\$ 3,255,838
Professional fees (note 14)	950,365	666,407
General and administrative	1,260,112	1,238,358
Employee salaries and benefits (note 14)	1,826,062	1,382,189
Stock based compensation (note 11)	523,088	2,018,232
Loss incurred from joint operation with Hemco	3,025,648	1,883,218
Social initiatives expenses	363,696	-
Impairment of property and equipment	34,604	-
Impairment of exploration and evaluation assets	3,517,137	-
Write down of investment in associate	25,562	-
Loss from investment in associate	14,354	-
Loss from operations	(13,790,773)	(10,444,242)
Other items		
Gain for sale of property interest (note 13)	-	29,668,466
Foreign tax paid (note 13)	-	(4,553,427)
Foreign exchange gain	1,467,527	1,140,633
Other expenses	(6,173)	(3,657)
	1,461,354	26,252,015
Net income (loss) for the year	(12,329,419)	15,807,773
Other comprehensive income (loss)		
Exchange differences arising on translation of foreign operations	178,568	321,623
Total comprehensive income (loss) for the year	\$ (12,150,851)	\$ 16,129,396
Net income (loss) for the year attributable to:		
Shareholders of the Company	\$ (12,330,026)	\$ 15,807,773
Non-controlling interest	607	-
	\$ (12,329,419)	\$ 15,807,773
Net income (loss) per share attributable to shareholders		
- basic and diluted (note 12)	\$ (0.05)	\$ 0.06

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

Royal Road Minerals Limited
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

	Year Ended December 31,	
	2022	2021
Operating activities		
Net income (loss) for the period	\$(12,329,419)	\$ 15,807,773
Adjustments for:		
Depreciation and amortization	68,175	44,353
Stock based compensation	523,088	2,018,232
Loss from investment in associate	14,354	-
Write off of investment in associate	25,562	-
Impairment of property and equipment	34,604	-
Impairment of exploration and evaluation assets	3,517,137	-
Accretion expense	12,414	16,302
Exchange differences on translation of foreign operations	(1,330,242)	61,923
Changes in non-cash working capital items:		
Government sales tax receivable	180,036	(167,065)
Prepaid expenses and other assets	370,200	(487,595)
Accounts payable and accrued liabilities	66,123	620,455
Net cash (used in) provided by operating activities	(8,847,968)	17,914,378
Investing activities		
Purchase of property and equipment	(30,028)	(121,800)
Purchase of exploration and evaluation assets	(430,659)	-
Purchase of investment in associates	(74,056)	-
Net cash used in investing activities	(534,743)	(121,800)
Financing activities		
Proceeds from the exercise of options	-	26,118
Proceeds from the exercise of warrants	-	658,200
Lease payments	(41,808)	(44,840)
Net cash (used in) provided by financing activities	(41,808)	639,478
Net change in cash and cash equivalents	(9,424,519)	18,432,056
Effect of foreign currencies on cash and cash equivalents	1,512,463	213,121
Cash and cash equivalents, beginning of year	29,020,555	10,375,378
Cash and cash equivalents, end of year	\$ 21,108,499	\$ 29,020,555

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

Royal Road Minerals Limited
Consolidated Statements of Changes in Equity
(Expressed in Canadian Dollars)

	Share Capital	Warrants	Contributed Surplus	Translation of Foreign Operations	Accumulated Deficit	Non-controlling Interest	Total
Balance, December 31, 2020	\$ 41,473,692	\$ 664,204	\$ 4,069,599	\$ 571,097	\$ (26,894,823)	\$ (607)	\$ 19,883,162
Warrants exercised	968,852	(310,652)	-	-	-	-	658,200
Options exercised	37,678	-	(11,560)	-	-	-	26,118
Options expired	-	-	(815,631)	-	815,631	-	-
Stock based compensation	-	-	2,018,232	-	-	-	2,018,232
Total comprehensive income for the year	-	-	-	321,623	15,807,773	-	16,129,396
Balance, December 31, 2021	42,480,222	353,552	5,260,640	892,720	(10,271,419)	(607)	38,715,108
Warrants expired	-	(353,552)	353,552	-	-	-	-
Options expired	-	-	(1,274,009)	-	1,274,009	-	-
Stock based compensation	-	-	523,088	-	-	-	523,088
Total comprehensive loss for the year	-	-	-	178,568	(12,329,419)	607	(12,150,244)
Balance, December 31, 2022	\$ 42,480,222	\$ -	\$ 4,863,271	\$ 1,071,288	\$ (21,326,829)	\$ -	\$ 27,087,952

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

Royal Road Minerals Limited

Notes to the Consolidated Financial Statements

Years Ended December 31, 2022 and 2021

(Expressed in Canadian Dollars, unless otherwise indicated)

1. Nature of Operations

Royal Road Minerals Limited ("Royal Road" or the "Company") was incorporated under the *Companies (Jersey) Law 1991* on May 6, 2010 as "Tigris Resources Limited". On April 10, 2015, the Company changed its name to "Royal Road Minerals Limited" and amended its share capital structure by converting all of its par value shares to no par value shares and consolidating its then outstanding shares on the basis of two pre-consolidation shares for every one post-consolidation share. On April 15, 2015, the Company completed a business combination transaction (the "Arrangement") by way of an arrangement under the *Business Corporations Act* (Alberta), whereby the Company acquired its wholly-owned subsidiary Royal Road Minerals Canada Limited ("RRMC"), a corporation resulting from the amalgamation of Kirkcaldy Capital Corp. ("Kirkcaldy") and Royal Road Minerals Canada Limited. As a result of the Arrangement, on April 20, 2015, the ordinary shares (the "Ordinary Shares") of the Company were listed and commenced trading on the TSX Venture Exchange (the "TSXV") under the trading symbol "RYYR". The Company's registered and head office is located at Ground Floor, Portman House, 32 Hue Street, St. Helier, Jersey, Channel Islands, JE2 3RE.

The Company carries on its operations in Colombia through its wholly-owned subsidiaries, Royal Road Accelerator (Jersey) Minerales Camino Real, SAS ("RRM Colombia") and Exploraciones Northern Colombia Exploration ("ENC"); in Nicaragua, through its wholly-owned subsidiary, Minerales Camino Real Nicaragua, SAS ("RRM Nicaragua"); and in Argentina through its wholly-owned subsidiary, Minerales Camino Real Argentina ("RRM Argentina").

2. Significant Accounting Policies

(a) Statement of compliance

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"). The policies applied in these consolidated financial statements are based on IFRS issued and effective as of December 31, 2022. The Board of Directors approved the statements on April 27, 2023.

(b) Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis and presented in Canadian dollars.

(c) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company. As at December 31, 2022, the Company has 6 wholly-owned subsidiaries, RRMC incorporated in Canada, Nicaza S.A. incorporated in Nicaragua; MCR and ENC, incorporated in Colombia; MCR incorporated in Argentina; Royal Road Accelerator Limited incorporated in Jersey and owns 99% of MCR Peru, incorporated in Peru; collectively, ("Group"). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The results of subsidiaries acquired or disposed of during the period are included in the unaudited consolidated of loss and comprehensive loss statement from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group. All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Royal Road Minerals Limited

Notes to the Consolidated Financial Statements

Years Ended December 31, 2022 and 2021

(Expressed in Canadian Dollars, unless otherwise indicated)

2. Significant Accounting Policies (Continued)

(d) *Foreign currencies*

The individual financial statements of each entity in the Group are prepared in the currency of the primary economic environment in which the entity operates (its "functional currency"). For the purpose of the consolidated financial statements, the results and financial position of each entity are expressed in Canadian dollars, which is the functional currency of the parent.

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting date, monetary items denominated in foreign currencies are retranslated at rates prevailing at the reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences are recognized in profit or loss in the period in which they arise. The functional currencies of the Company's Colombian, Nicaraguan and Peruvian subsidiaries are the Colombian Peso, Nicaraguan Cordoba and the Peruvian Sol, respectively. The functional currency of Royal Road Minerals Limited is the Canadian Dollar.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's operations are expressed in Canadian dollars using exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transaction are used. Exchange differences arising, if any, are recognized directly into other comprehensive loss and transferred to the Group's translation of foreign operations reserve. Such exchange differences are recognized in profit or loss in the period in which the foreign operation is disposed.

(e) *Joint arrangements*

Joint arrangements exist where there is joint control and the arrangement may be either a joint venture or joint operation. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. The considerations made in determining significant influence or joint control are similar to those necessary to determine control over subsidiaries.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. A joint operation on the other hand is an arrangement where the parties have rights to the assets, obligations and liabilities relating to the arrangement.

During 2017, the Group entered into a joint operation in Nicaragua which results in the recognition of the proportionate share of the joint operations' assets, liabilities, revenues and expenses.

(f) *Exploration and evaluation*

Exploration and evaluation assets acquired are initially recognized at fair value as exploration and evaluation assets. Exploration and evaluation expenditures other than those acquired as a result of a business combination or an asset acquisition are expensed as incurred. Exploration and evaluation expenditures include acquisition costs of mineral properties, property option payments and evaluation activities. The Company record property option receipts in operations rather than as a reduction of exploration and evaluation asset.

Once a project has been established as commercially viable and technically feasible, related development expenditures are capitalized. This includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs that give rise to a future benefit.

Royal Road Minerals Limited

Notes to the Consolidated Financial Statements

Years Ended December 31, 2022 and 2021

(Expressed in Canadian Dollars, unless otherwise indicated)

2. Significant Accounting Policies (Continued)

(g) *Impairment of exploration and evaluation*

The Company is required to assess exploration and evaluation assets for impairment. As part of this assessment, management must make an assessment as to whether there are indicators of impairment. If there are indicators, management performs an impairment test on the major assets within this balance.

The recoverability is dependent on a number of factors common to the resources sector. These include the extent to which the Company can continue to renew its exploration and evaluation licenses with local authorities, establish economically recoverable reserves on its properties, the availability of necessary financing and future profitable production or proceeds from the disposition thereof.

(h) *Property and equipment*

Property and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses. Where an item of property and equipment comprises major components having different useful lives, they are accounted for as separate items of property and equipment for depreciation purposes.

The gain or loss arising on the disposal or retirement of an item of property and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the consolidated statement of loss.

Expenditure to replace a component of an item of property equipment that is accounted for separately is capitalized and the existing carrying amount of the component written off. Other subsequent expenditure is capitalized if future economic benefits will arise from the expenditure. All other expenditure, including repair and maintenance, is recognized in the consolidated statement of loss as incurred.

Depreciation is charged to the consolidated statement of loss based on the cost, less estimated residual value, of the asset on a straight-line basis over the estimated useful life. Depreciation commences when the assets are available for use. The estimated useful lives are as follows:

Vehicles	3 – 5 years
Equipment	3 – 5 years

(i) *Leases and right-of-use assets*

All leases are accounted for by recognizing a right-of-use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of twelve months or less.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by the incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:

- Amounts expected to be payable under any residual value guarantee;
- The exercise price of any purchase option granted if it is reasonable certain to assess that option;
- Any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Royal Road Minerals Limited

Notes to the Consolidated Financial Statements

Years Ended December 31, 2022 and 2021

(Expressed in Canadian Dollars, unless otherwise indicated)

2. Significant Accounting Policies (Continued)

(i) *Leases and right-of-use assets (continued)*

Right-of-use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- Lease payments made at or before commencement of the lease;
- Initial direct costs incurred; and
- The amount of any provision recognised where the Company is contractually required to dismantle, remove or restore the leased asset.

Lease liabilities, on initial measurement, increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made.

Right-of-use assets are amortized on a straight line basis over the remaining term of the lease or over the remaining economic life of the asset if this is judged to be shorter than the lease term.

When the Company revises its estimate of the term of any lease, it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted at the same discount rate that applied on lease commencement. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term.

(j) *Impairment of property and equipment and intangible assets with finite lives*

Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount.

The recoverable amount is the higher of the fair value less costs to sell and value in use. If the recoverable amount of an asset or cash generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. Impairment losses are recognized as an expense immediately. If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the property and equipment at the date the impairment is reversed does not exceed what the cost less accumulated depreciation would have been had the impairment not been recognized.

(k) *Taxation*

The Group has no taxable profit and no current income tax.

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit, and are accounted for using the liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of the related asset or liability in a transaction that affects neither the taxable profit nor the accounting profit.

Royal Road Minerals Limited

Notes to the Consolidated Financial Statements

Years Ended December 31, 2022 and 2021

(Expressed in Canadian Dollars, unless otherwise indicated)

2. Significant Accounting Policies (Continued)

(k) Taxation (continued)

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries except where the group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and increased or reduced to the extent that it is probable, or no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at tax rates that are expected to apply in the period in which the liability is settled or the asset realized based on tax rates that have been enacted or substantively enacted by the reporting date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax is recognized as an expense or income in the profit or loss, except when they relate to items credited or debited directly to equity, in which case the tax is also recognized directly in equity, or where they arise from the initial accounting in a business combination.

(l) Financial instruments

Below is a summary showing the classification and measurement bases of the Company's financial instruments:

Classification	IFRS 9
Cash and cash equivalents	Amortized cost
Other assets	Amortized cost
Accounts payable and accrued liabilities	Amortized cost

Financial instruments are measured on initial recognition at fair value, and, in the case of financial instruments other than those classified as "fair value through profit and loss" ("FVTPL"), directly attributable transaction costs.

(i) Recognition and Measurement

Financial assets and financial liabilities are recognized in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument. On initial recognition, all financial assets and financial liabilities are recorded at fair value, net of attributable transaction costs, except for financial assets and liabilities classified as at fair value through profit or loss ('FVTPL'). The directly attributable transactions costs of financial assets and liabilities as at FVTPL are expensed in the period in which they are incurred.

Subsequent measurement of financial assets and liabilities depends on the classification of such assets and liabilities.

Royal Road Minerals Limited

Notes to the Consolidated Financial Statements

Years Ended December 31, 2022 and 2021

(Expressed in Canadian Dollars, unless otherwise indicated)

2. Significant Accounting Policies (Continued)

(l) *Financial instruments (continued)*

(ii) Classification of financial assets

Amortized cost:

Financial assets that meet the following conditions are measured subsequently at amortized cost:

- The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The amortized cost of financial assets is the amount at which the financial asset is measured at initial recognition minus the principal payments, plus the cumulative amortization using effective interest method of any difference between the initial amount and the maturity amount, adjusted for any loss allowance.

All of the Company's financial assets are measured at amortized cost. The Company's financial assets at amortized costs primarily include cash and cash equivalents and other receivables included in current assets.

(iii) Classification of financial liabilities

Financial liabilities are measured at amortized cost using effective interest method.

(iv) Impairment

The Company recognizes loss allowance for expected credit losses on its financial assets. The amount of expected credit losses is updated at each reporting period to reflect changes in credit risk since initial recognition of the respective financial instruments.

(m) *Investments in associate*

Investments in associates are accounted for under the equity method, where on initial recognition the investment in an associate is recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the date of acquisition. The investor's share of the investee's profit or loss is recognized in the investor's profit or loss. Distributions received from an investee reduce the carrying amount of the investment. Adjustments to the carrying amount may also be necessary for changes in the investor's proportionate interest in the investee arising from changes in the investee's other comprehensive income. Such changes include those arising from the revaluation of property and equipment and from foreign exchange translation differences. The investor's share of those changes are recognized in the investor's other comprehensive income.

(n) *Equity*

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recorded at the proceeds received, net of direct issue costs.

Royal Road Minerals Limited

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2. Significant Accounting Policies (Continued)

(o) *Stock based compensation*

Equity-settled awards, including stock options are accounted for using the fair value-based method. Under the fair value-based method, compensation cost of a stock option is measured at fair value at the date of the grant and is expensed over the stock option's vesting period, with a corresponding increase to contributed surplus.

When these stock options are exercised or expired, the proceeds, together with the amount recorded in contributed surplus, are recorded in share capital.

(p) *Restoration and rehabilitation*

A provision for restoration and rehabilitation is recognized when there is a present obligation as a result of exploration and development activities undertaken, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the provision can be measured reliably. The estimated future obligations include the costs of dismantling and removal of facilities, restoration and monitoring of the affected areas. The provision for future restoration costs is the best estimate of the present value of the expenditure required to settle the restoration obligation at the reporting date. Future restoration costs are reviewed annually and any changes in the estimate are reflected in the present value of the restoration provision at each reporting date.

The initial estimate of the restoration and rehabilitation provision relating to exploration and evaluation is capitalized into the cost of the related asset and amortized on the same basis as the related asset. Changes in the estimate of the provision of restoration and rehabilitation are treated in the same manner, except that the unwinding of the effect of discounting on the provision is recognized as a finance cost rather than being capitalized into the cost of the related asset.

The Group has no current obligations for restoration and rehabilitation.

(q) *Segment information*

The Company operates in one business segment, mineral exploration.

The Group has identified its operating segments based on the internal reports that are reviewed and used by executive management (collectively, the Chief Operating Decision Maker, or "CODM") in assessing performance and in determining the allocation of resources. The CODM considers the business from a geographic perspective and assesses the performance of geographic segments based on measures of profit and loss as well as assets and liabilities. These measures include operating expenditures, expenditures on exploration, property and equipment, non-current assets and total debt, if any.

During the year ended December 31, 2022, the Group operated under three geographic segments engaged in mineral exploration and development in Colombia, Nicaragua and Peru. Financial information about each of these operating segments is reported to the CODM on at least a monthly basis. As the operations comprise a single segment, amounts disclosed in the consolidated financial statements also represent segment amounts.

(r) *Provisions*

A provision is recognized in the statement of financial position when the Group has a legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Royal Road Minerals Limited
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2. Significant Accounting Policies (Continued)

(s) New standards not yet adopted

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

The IASB has published Classification of Liabilities as Current or Non-Current (Amendments to IAS 1) which clarifies the guidance on whether a liability should be classified as either current or non-current. The amendments:

- clarify that the classification of liabilities as current or non-current should only be based on rights that are in place "at the end of the reporting period"
- clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability
- make clear that settlement includes transfers to the counterparty of cash, equity instruments, other assets or services that result in extinguishment of the liability.

This amendment is effective for annual periods beginning on or after January 1, 2022. There is currently a proposal in place to extend effective date for annual periods beginning on or after January 1, 2023. Earlier application is permitted. The extent of the impact of adoption of this amendment has not yet been determined.

3. Critical Accounting Judgments

Critical judgments in applying the Company's accounting policies

In the application of the Company's accounting policies, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The most significant critical judgment that members of management have made in the process of applying the entity's accounting policies are as follows:

Functional currency

Management uses its judgment to determine the functional currency that most faithfully represents the economic effects of the underlying transactions, events and conditions. As part of this approach, management gives priority to indicators like the currency that mainly influences costs and the currency in which those costs will be settled and the currency in which funds from financing activities are generated. The functional currency of the parent is the Canadian dollar. The Company has determined the functional currency of its Colombian, Nicaraguan and Peruvian subsidiaries to be the Colombian peso, Nicaraguan cordoba and Peruvian sol, respectively.

Restoration and rehabilitation

The Company recognizes a provision for future abandonment activities in the financial statements equal to the net present value of the estimated future expenditures required to settle the estimated future obligation at the statement of financial position date. The measurement of the decommissioning obligation involves the use of estimates and assumptions including the discount rate, the expected timing of future expenditures and the amount of future abandonment costs. The estimates are made by management and external consultants considering current costs, technology and enacted legislation.

Royal Road Minerals Limited

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3. Critical Accounting Judgments (Continued)

Impairment of exploration and evaluation assets

Management reviews the carrying values of exploration and evaluation assets whenever events or changes in circumstances indicate that their carrying values may not be recoverable. Factors which could trigger an impairment assessment include, but are not limited to, an expiry of the right to explore in the specific area during the period or will expire in the near future, and is not expected to be renewed; exploration for and evaluation of mineral resources in a specific area have not led to the discovery of commercially viable quantities of mineral resources and management has decided to discontinue such activities in the specific area; interruptions in exploration and evaluation activities; and a significant drop in current or forecasted base and precious metal prices.

Key sources of estimation uncertainty

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The Black-Scholes Option Pricing Model was developed for use in estimating the fair value of traded options which were fully tradable with no vesting restrictions. This option valuation model requires the input of highly subjective assumptions including the expected stock price volatility, expected life of the instrument, forfeiture rate, and future risk-free rate. Because the Company's stock options and warrants have characteristics significantly different from those of traded options and because changes in the subjective input assumptions can materially affect the calculated fair value, such value is subject to measurement uncertainty.

4. Prepaid Expenses and Other Assets

	As at December 31, 2022	As at December 31, 2021
Prepaid expenses and advances	\$ 117,395	\$ 170,956
Security deposits	26,783	26,783
Hemco JV receivable	-	316,639
Total	\$ 144,178	\$ 514,378

Royal Road Minerals Limited

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5. Property and Equipment

Cost	Equipment
Balance - January 1, 2021	\$ 175,706
Additions	121,800
Balance - December 31, 2021	297,506
Additions	30,028
Disposal	(20,474)
Impairment	(34,604)
Translation differences	(52,591)
Balance - December 31, 2022	\$ 219,865

Accumulated Depreciation	Total
Balance - January 1, 2021	\$ 94,567
Depreciation	9,180
Balance - December 31, 2021	103,747
Depreciation	35,380
Disposal	(20,474)
Currency translation differences	(9,639)
Balance - December 31, 2022	\$ 109,014

Carrying Amount	Total
Balance - December 31, 2022	\$ 110,851
Balance - December 31, 2021	\$ 193,759

6. Government Tax Receivable

The Company has amounts receivable from the Colombian tax authority of \$234,645 as at December 31, 2022 (December 31, 2021 - \$414,681) for sales taxes paid on purchases and income taxes receivable in Colombia through its subsidiaries RRM Colombia and ENC. These amounts are collectible after its Colombian subsidiaries begins to generate revenue, at which point the amount will be realized by way of offset against sales tax payable and taxable income generate. As the Company does not expect to generate revenue for the next 12-months the amounts are reported as a long-term asset.

Royal Road Minerals Limited

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7. Right of use asset

Balance - January 1, 2021	\$	-
Additions		176,931
Amortization		(35,173)
Impact of foreign exchange		(2,278)
Balance - December 31, 2021		139,480
Amortization		(32,795)
Impact of foreign exchange		(6,382)
Balance - December 31, 2022	\$	100,303

8. Lease liability

In January 2021, the company leased office space for a five year term. At the commencement date of the lease, the lease liability was measured at the present value of the lease payments.

The continuity of lease liabilities is presented in the table below:

Balance - January 1, 2021	\$	-
Additions		176,931
Disposal		-
Accretion expense		16,302
Lease payments		(44,840)
Impact of foreign exchange		(2,335)
Balance - December 31, 2021		146,058
Accretion expense		12,414
Lease payments		(41,808)
Impact of foreign exchange		(6,586)
Balance - December 31, 2022	\$	110,078
Current portion	\$	33,105
Non-current portion	\$	76,973

Royal Road Minerals Limited

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9. Share Capital

(a) Authorized share capital

The authorized share capital consists of an unlimited number of Ordinary Shares without par value. Each Ordinary Share entitles the holder to one vote. All Ordinary Shares of the Company rank equally as to dividends, voting powers and participation in assets upon a dissolution or winding up of the Company.

(b) Common shares issued

At December 31, 2022, the issued share capital amounted to \$42,480,222. The change in issued share capital for the years presented were as follows:

	Number of Shares	Amount
Balance, December 31, 2020	262,398,741	\$ 41,473,692
Warrants exercised (i)	3,210,001	968,852
Options exercised (ii)	87,059	37,678
Balance, December 31, 2021 and 2022	265,695,801	\$ 42,480,222

(i) During the year ended December 31, 2021, an aggregate of 3,210,001 common share warrants were exercised for gross proceeds of \$658,200. The warrants had a fair value of \$310,652 which has been reclassified to share capital.

(ii) During the year ended December 31, 2021, an aggregate of 87,059 stock options were exercised for gross proceeds of \$26,118. The options had a fair value of \$11,560 which has been reclassified to share capital.

10. Warrants

The following table reflects the continuity of warrants for the years presented:

	Number of Warrants	Weighted Average Exercise Price
Balance, December 31, 2020	5,083,351	\$ 0.27
Exercised	(3,210,001)	0.21
Balance, December 31, 2021	1,873,350	0.37
Expired	(1,873,350)	0.37
Balance, December 31, 2022	-	\$ -

Royal Road Minerals Limited

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11. Stock Options

On April 10, 2015, the Company adopted a new incentive stock option plan (the "2015 Option Plan") which replaced the Company's former stock option plan (the "Former Option Plan"). No further awards will be granted under the Former Option Plan. However, any outstanding awards granted under the Former Option Plan shall remain outstanding and will continue to be governed by the provisions of the Former Option Plan.

The 2015 Option Plan is a rolling stock option plan under which options may be granted in respect of authorized and unissued Ordinary Shares to any director, officer, employee (part-time or full-time), service provider or consultant of the Company or any of its subsidiaries provided that, the aggregate number of Ordinary Shares reserved by the Company for issuance and which may be purchased upon the exercise of all options shall not exceed 10% of the issued and outstanding Ordinary Shares at the time of granting of options (on a non-diluted basis). If any option granted under the 2015 Option Plan is surrendered, terminated, expires or is exercised, the Ordinary Shares reserved for issuance, or issued, pursuant to such option shall be available for new options granted under the 2015 Option Plan.

The following table reflects the continuity of stock options for the years presented:

	Number of Options	Weighted Average Exercise Price
Balance, December 31, 2020	23,550,000	\$ 0.26
Granted (i)	3,500,000	0.30
Cancelled / forfeited	(7,550,000)	0.30
Exercised	(87,059)	0.30
Balance, December 31, 2021	19,412,941	0.32
Granted (ii)	4,000,000	0.35
Cancelled / forfeited / expired	(9,212,941)	0.26
Balance, December 31, 2022	14,200,000	\$ 0.37

(i) On September 22, 2021, the Company granted 3,500,000 stock options to employees and consultants of the Company at an exercise price of \$0.30 per share, expiring on September 21, 2023, pursuant to the terms of the Company's stock option plan. The options vest as to 30% of the options, 90 days from the grant date; as to a further 30% of the options, 180 days from the grant date; and as to the remainder of the options, 360 days from the grant date.

The options were assigned a fair value of \$421,400 using the Black-Scholes option pricing model with the following assumptions: share price \$0.30, dividend yield 0%, forfeiture rate of 0%; expected volatility 84% (based on the historical price history of the Company's common shares), risk-free interest rate 0.4%.

(ii) On April 6, 2022, the Company granted 4,000,000 stock options to directors, officers and consultants of the Company at an exercise price of \$0.35 per common share, expiring on April 6, 2024, pursuant to the terms of the Company's stock option plan. The options vested immediately.

The options were assigned a fair value of \$396,000 using the Black-Scholes option pricing model with the following assumptions: share price \$0.27, dividend yield 0%, forfeiture rate of 0%; expected volatility 80% (based on the historical price history of the Company's common shares), risk-free interest rate 2.37%.

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11. Stock Options (continued)

The Company had the following stock options outstanding as of December 31, 2022:

<u>Number of Options</u>		<u>Exercise Price</u>	<u>Weighted Average Remaining Contractual Life (years)</u>	<u>Expiry Date</u>
<u>Outstanding</u>	<u>Exercisable</u>			
2,500,000	2,500,000	\$ 0.30	0.72	September 21, 2023
4,000,000	4,000,000	\$ 0.35	1.27	April 6, 2024
7,700,000	7,700,000	\$ 0.40	2.94	December 9, 2025
14,200,000	14,200,000		2.08	

12. Net income (loss) per share

	<u>Year Ended December 31,</u>	
	<u>2022</u>	<u>2021</u>
Net income (loss) for the period	\$ (12,329,419)	\$ 15,807,773
Net income (loss) per share - basic	\$ (0.05)	\$ 0.06
Net income (loss) per share - diluted	\$ (0.05)	\$ 0.06
Weighted average number of shares outstanding - basic	265,695,801	264,040,521
Dilutive effect of stock options and warrants	-	1,755,287
Weighted average number of shares outstanding - diluted	265,695,801	265,795,808

13. Exploration and Evaluation Assets and Expenditures

Exploration and evaluation assets consisted of:

	<u>As at December 31, 2022</u>	<u>As at December 31, 2021</u>
<u>Colombia</u>		
Balance - beginning of the year	\$ 5,743,095	\$ 5,696,573
Additions	437,764	-
Translation differences	32,597	46,522
Balance - end of the year	6,213,456	5,743,095
<u>Nicaragua</u>		
Balance - beginning of the year	3,608,074	3,608,074
Impairment	(3,517,137)	-
Balance - end of the year	90,937	3,608,074
Total Balance - end of the year	\$ 6,304,393	\$ 9,351,169

Royal Road Minerals Limited

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13. Exploration and Evaluation Assets and Expenditures (Continued)

Exploration and evaluation expenditures consisted of:

	Year Ended December 31,	
	2022	2021
Colombia	\$ 2,012,256	\$ 1,993,987
Nicaragua	191,609	1,261,851
Other	46,280	-
Total exploration and evaluation expenditures	\$ 2,250,145	\$ 3,255,838

Colombia

In 2022, the Company focused most of its efforts in target generation and drilling the Guintar Niverengo Margaritas project and in adjacent properties over which it has an option to acquire. It also has conducted regional exploration activities in Caldas. In Southern Colombia, the Company maintained its various agreements with the goal of formalizing informal mine operations within its mining titles. Previously, Royal Road had entered into six mining formalization agreements in Nariño. The Agreements were negotiated and entered into under the framework of the Colombian government's National Policy for Mining Formalization wherein specific portions of the area held under concession by the Company will be returned directly to informal miners so that new formalized concession contracts over such returned areas may be granted, enabling legal and responsible mining operations to take place. In exchange, Royal Road will receive a quarterly royalty equivalent to 3% of the ore extracted from the formalized concessions and has been granted the sole and exclusive right to carry out all exploration activities on the formalized concessions and the right to acquire 70% of the formalized concessions, subject to the completion of certain exploration milestones. In-case the Company assists in further optimizing mine operations on formalized concessions, Royal Road may increase the royalty to be received by a further 1%.

Mineros S.A. Transaction

During the year ended December 31, 2020, the Company entered into a definitive strategic alliance agreement (the "Agreement") with Mineros S.A. ("Mineros") in relation to the Company's Guintar and Niverengo concessions and its Margaritas title application ("GNM Project") in Antioquia District, Colombia. The Agreement supersedes the previously announced letter of intent entered into by the Company and Mineros. Mineros is a Colombian public company engaged in the business of gold mining and listed on the Bogotá Stock Exchange. Royal Road currently operates in Nicaragua under a separate exploration strategic alliance formed in September 2017 with Mineros' subsidiary, Hemco Nicaragua S.A.

The Agreement contains the following basic terms:

- Mineros agree to pay to Royal Road the sum of \$1,384,210 (US \$1 million) on execution of the Agreement. The parties agree that, upon making such payment, they will operate the GNM Project on a joint venture basis with Royal Road as operator.
- Mineros has the option (the "First Option") to acquire a 25% interest in the GNM Project by providing Royal Road with US \$1 million for the exploration of the GNM Project.
- If Mineros exercises the First Option, Mineros has the option (the "Second Option") to acquire an additional 25% interest in the GNM Project by providing Royal Road with a total of US \$1.5 million in additional funding for the GNP Project and thereafter, Royal Road and Mineros would each hold a 50% interest in the GNP Project Company.

Royal Road Minerals Limited

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13. Exploration and Evaluation Assets and Expenditures (Continued)

- Mineros and Royal Road will agree to an initial exploration program and budget for the exploration of the GNM Project and; prior to any exercise of the Second Option, the parties will agree to a second program and budget for the further exploration of the GNM Project.
- At any time after Mineros has acquired a 25% interest and if at such time Mineros elect not to exercise the Second Option, Mineros may elect to cause all titles and the rights to title applications with respect to a designated project area to be transferred to a newly formed special purpose company (the "Project Company"), initially to be owned as to 75% by Royal Road and as to 25% by Mineros.
- If Mineros elect to exercise the Second Option and after Mineros has acquired a 50% interest, the titles and the rights to title applications with respect to a designated project area will be transferred to a Project Company to be owned as to 50% by Royal Road and as to 50% by Mineros. Thenceforth the parties would jointly-fund the operations of the GNM.
- Project in accordance with the parties' respective interests, which would be subject to dilution under a standard formula. The Board of the Project Company will be comprised of directors who represent the parties and the number of such directors will reflect proportionately each party's interest from time to time, provided that if a party's interest reduces to less than 25%, it will not be entitled to any representation on the Board.
- If a party's interest is diluted to below 15%, such interest will convert to a 1.5% net smelter royalty. Royal Road will be operator of the exploration of the GNM Project for so long as it maintains not less than a 50% ownership interest in the GNM Project.

Mineros exercised the first and second option to earn 50% of the GNM Project.

El Aleman

In December 2021, the Company announced that it has entered into two binding Heads of Agreements with respect to, a mining concession contract (the "Concession Contract") owned by titleholders (the "Titleholders") and an application (the "Application") for a mining concession contract, owned by an individual applicant and its nominees (the "Applicants"). The properties underlying the Concession Contract and the Application are, in each case, located proximal to the Company's Guintär copper and gold project in Antioquia Department, Colombia.

The Heads of Agreements contain the following basic terms:

- An initial payment (the "Option Payment") of, in the case of the Concession Contract US\$150,000 and in the case of the Application US\$100,000, which provides Royal Road with the exclusive right to earn an 80% interest in the Concession Contract and in the Application, respectively.
- A subsequent payment, in the case of the Concession Contract, of a further US\$100,000 once certain regulatory approvals are attained and, in the case of the Application, a further US\$150,000 on the conversion of the Application to a concession contract.
- In the case of the Concession Contract, Royal Road will be responsible for all properly incurred obligations, liabilities, expenses and regulatory costs related with regulatory approvals up to a capped limit of US\$500,000.
- At any point following the Option Payment, Royal Road may exercise its option to acquire an 80% interest in the Concession Contract by making a one-time payment of US\$2.25 million and in the Application by making a one-time payment of US\$1.125 million.

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13. Exploration and Evaluation Assets and Expenditures (Continued)

- In both cases, the 20% interest retained by the Titleholders and the Applicants, respectively, will be free carried until a successful feasibility study is delivered in connection with or incorporating the relevant property, at which point this interest will be converted to a 2% net smelter returns royalty in relation to metals extracted from the underlying properties, which may be purchased by Royal Road for US\$20 million in the case of the Concession Contract and US\$10 million in the case of the Application.
- Royal Road shall have a right of first refusal on any sale of either of the 20% interests up until the point of conversion to a net smelter royalty.

The terms and conditions set forth in the Heads of Agreements create binding legal obligations on the parties. The parties will enter into Definitive Agreements which shall be based upon and incorporate the form and substance of these Heads of Agreements.

In August 2022, the Company acquired 25% of the Concession contract.

Nicaragua

In early 2017, Royal Road Minerals acquired the Nicaraguan subsidiary of Caza Gold Inc. The acquisition included two key assets, the Los Andes porphyry project and the Piedra Iman (Iron-Oxide) copper-gold project.

In September of 2017 Royal Road executed a 50/50 Strategic Alliance for gold and copper exploration in Nicaragua with Hemco-Mineros Nicaragua a subsidiary of Colombian company Mineros S.A. The objective of the Alliance is to identify and explore gold and copper targets in Nicaragua in the areas covered by Royal Road's and Hemco's respective existing licenses.

Royal Road and Hemco share their collective experience and databases, co-fund early stage exploration programs, and jointly seek to advance their current projects and pursue new projects in Nicaragua. In particular, the Alliance is initially focused on defining reserves in excess of two million ounces of gold (or gold equivalent) recoverable. Royal Road Minerals is operator of the Strategic Alliance.

On May 21, 2021, the Company completed sale to Hemco Nicaragua S.A. its entire 50% interest in the Luna Roja Project, comprising the Monte Carmelo I and II mining concession in Nicaragua. The Company received (i) \$29,668,466 (US\$24.4 million) of which \$25,115,039 (US\$20.8 million) was paid in cash and the remaining \$4,553,427 (US\$3.6 million) retained by Hemco Nicaragua S.A. to be remitted to the local governmental authorities with the applicable withholding tax requirements under Nicaraguan law and (ii) a 1.25% net smelter return royalty on all future mineral productions from the Monte Carmelo I and II mining concessions, from the first commercial production. For the year ended December 31, 2021, the Company recorded a gain for sale of property interest of \$29,668,466 and \$4,553,427 was recorded as foreign tax paid.

On October 2022 the Company declared Designated Project Area over the Caribe Project which is part of the Hemco-Mineros Nicaragua Agreement.

During the year ended December 31, 2022, the Company returned to the government of Nicaragua, a number of property claims and recorded an impairment of exploration and evaluation asset of \$3,517,137. As at December 31, 2022, the Company owed Hemco \$187,768.

Argentina

In November 2022, the Company entered into a binding Heads of Agreement with an individual title holder, which provides the Company with the option to acquire 100% of certain mineral rights within the Santo Domingo porphyry copper and gold district in San Juan Province, Argentina.

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14. Related Party Balances and Transactions

In accordance with IAS 24, key management personnel are persons responsible for planning, directing, and controlling the activities of an entity, and include executive and non-executive directors. The key management personnel of the Company are the directors and officers of the Company. No individual party had overall control of the Company during the periods being presented. Transactions between the Company and its subsidiaries have been eliminated on consolidation.

Compensation of key management personnel of the Company

The remuneration of directors and other members of key management personnel for the periods presented was as follows:

	Year Ended December 31,	
	2022	2021
Salaries	\$ 1,170,315	\$ 735,147
Stock based compensation	249,503	1,324,417
Professional fees ⁽¹⁾	30,000	30,000
	\$ 1,449,818	\$ 2,089,564

⁽¹⁾ The Chief Financial Officer is a senior employee of Marrelli Support Services Inc. ("MSSI"). As at December 31, 2022, MSSI was owed \$nil (December 31, 2021 - \$2,545).

15. Segmented Information

The Company's information about its operations and assets by geographic location is detailed below.

Year ended December 31, 2022	Jersey	Colombia	Nicaragua	Other	Total
Net loss	\$ (3,553,424)	\$ (1,957,047)	\$ (6,799,402)	\$ (19,546)	\$12,329,419

Year ended December 31, 2021	Jersey	Colombia	Nicaragua	Other	Total
Net income (loss)	\$20,579,969	\$ (1,526,548)	\$ (3,245,648)	-	\$15,807,773

As at December 31, 2022	Jersey	Colombia	Nicaragua	Other	Total
Non-current assets	\$ 191,826	\$ 6,511,015	\$ 107,053	-	\$ 6,809,894

As at December 31, 2021	Jersey	Colombia	Nicaragua	Other	Total
Non-current assets	\$ 171,233	\$ 8,154,351	\$ 1,799,067	-	\$10,124,651

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16. Investment in associate

In May 2022, the Company through its wholly owned subsidiary Royal Road Accelerator Limited, made a \$74,056 (US\$55,900) equity investment for a 32% interest in Quassia Labs Ltd.; a non-listed company involved in the cultivation and development of biopesticides for agricultural and horticultural use in Nicaragua.

The Company has significant influence over Quassia Labs Ltd., and uses the equity accounting to account for this investment.

In October 2018, the Company made an investment in Cloris Limited, a non-listed company exploring the industrial hemp and industrial hemp products in the Nariño province of southern Colombia, which resulted in 18% ownership of the entity and had common management and directors which resulting in Royal Road Minerals having significant influence over Cloris Limited. During fiscal 2020, the management of Cloris Limited changed to arms length individuals and as such Royal Road Minerals lost significant influence.

In December 2022, the Company entered into an agreement to revive Cloris Limited by investing additional funds to earn a 30% ownership in Cloris Limited and the appointment of the appointment of officers and directors of Royal Road Minerals to the Board and management of Cloris Limited.

The continuity of investment in associate is as follows:

Investment in associate	Cloris Limited	Quassia Labs Ltd.	Total
Balance, December 31, 2021	\$ 25,562	\$ -	\$ 25,562
Additional investment	-	74,056	74,056
Loss pick-up from associate	-	(14,354)	(14,354)
Impairment of investment	(25,562)	-	(25,562)
Balance, December 31, 2022	\$ -	\$ 59,702	\$ 59,702

As at December 31, 2022, the Company owed Quassia Labs Ltd. \$110,179.

17. Capital Risk Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and evaluation of its properties. The capital of the Company consists of share capital, warrants, contributed surplus and accumulated deficit, which at December 31, 2022 totalled \$27,087,952 (December 31, 2021 - \$38,715,108). The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

Properties in which the Company currently has an interest are in the exploration stage, as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Royal Road Minerals Limited

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Years Ended December 31, 2022 and 2021

(Expressed in Canadian Dollars, unless otherwise indicated)

18. Financial Instruments Risk

The Company's financial instruments consist of cash and cash equivalents and accounts payable and accrued liabilities. The fair values of these financial instruments approximate their carrying values because of their current nature.

Credit Risk

The Company's credit risk is primarily attributable to cash and cash equivalents. The Company has no significant concentration of credit risk arising from operations. Cash and cash equivalents consists of bank deposits which have been invested with reputable financial institutions, from which management believes the risk of loss to be remote.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company monitors its ability to meet its short-term exploration and administrative expenditures by raising additional funds through share issuance when required. All of the Company's financial liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms.

Interest rate risk

The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. Management considers interest rate risk to be minimal given that, as at December 31, 2022, no amounts were held in short-term deposit certificates.

Foreign exchange risk

As at December 31, 2022, the cash and cash equivalents was \$21,108,499 (December 31, 2021 - \$29,020,555). The Company's cash and cash equivalents are denominated in the following currencies:

	As at December 31, 2022	As at December 31, 2021
Denominated in Canadian dollars	\$ 1,165,650	\$ 3,183,067
Denominated in Australian dollars	719	388
Denominated in US dollars	19,593,520	25,018,714
Denominated in British pound	145,245	93,278
Denominated in Colombian pesos	167,393	649,944
Denominated in Nicaraguan Cordoba	26,587	68,379
Denominated in Swiss Franc	73	5,866
Denominated in Argentine Peso	8,579	-
Denominated in Euro	733	919
	\$ 21,108,499	\$ 29,020,555

Commodity price risk

The Company is exposed to price risk with respect to commodity prices. Changes in commodity prices will impact the economics of development of the Company's mineral exploration properties. The Company's ability to raise capital to fund exploration activities is subject to risks associated with fluctuations in the market price of gold and copper. The Company monitors commodity prices to determine the appropriate course of actions to be taken.

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Notes to the Consolidated Financial Statements

Years Ended December 31, 2022 and 2021

(Expressed in Canadian Dollars, unless otherwise indicated)

19. Income Taxes

Reconciliation of income tax expense:

Year Ended December 31,	2022	2021
Loss before income taxes	\$ (12,329,419)	\$ 15,807,773
Combined statutory tax rate	0%	0%
Expected income tax expense (recovery) based on statutory rates	-	-
Increase (decrease) to the income tax expense resulting from:		
Differences in foreign tax rates	1,184,149	129,181
Change in deferred income tax asset not recognized	(1,184,149)	(129,181)
Income tax (recovery) expense	\$ -	\$ -

The temporary differences and unused tax losses that give rise to deferred income tax assets are presented below:

As at December 31,	2022	2021
Non-capital losses carried forward	\$ 1,891,657	\$ 707,509
Deferred tax asset (liability)	1,891,657	707,509
Change in deferred income tax asset not recognized	(1,891,657)	(707,509)
Deferred tax asset (liability)	\$ -	\$ -

The potential benefit of these losses and deductible temporary differences in excess of the deferred tax liabilities have not been recognized in these financial statements as it is not considered probable that future profit will allow the deferred tax assets to be recovered.

20. Subsequent event

On February 14, 2023, the Company entered into a Definitive Option Agreement, pursuant to the Heads of Agreement (note 13), with an individual title holder, which provides the Company with the option to acquire 100% of certain mineral rights within the Santo Domingo porphyry copper and gold district in San Juan Province, Argentina.

The Agreement comprises:

- An initial payment upon execution of the Heads of Agreement of US\$100,000.
- Annual payments upon the anniversary of the Definitive Agreement totaling US\$800,000 for the next four years.
- An option to purchase 100% of the concessions in the area of interest in exchange for a payment of US\$2,500,000.
- A one-time payment of US\$500,000 upon the filing of the first JORC compliant resource from within the area of interest during the term of the Definitive Agreement.
- Provided that and following such time that, Royal Road has acquired 100% of the concessions in the area of interest a one-time payment of US\$2,000,000 upon the filing of the first successful feasibility study prepared by or for Royal Road that demonstrates to Royal Road's satisfaction the feasibility of putting a property into commercial production.
- A one-time payment of US\$10,000,000 upon the first commercial production from the mining project (minimum 75% production capacity of the mine as per the feasibility study).
- The Company has a right to terminate the Agreement at any time and at its sole discretion in which case the Company will have no obligation to make any further payments.