

**Three Valley Copper Corp.**

**Condensed Interim Consolidated Financial Statements**

**Third Quarter Ended September 30, 2024**

**(Unaudited - Expressed in United States dollars)**

**NOTICE OF NO AUDITOR REVIEW OF  
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

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

The accompanying unaudited condensed interim consolidated financial statements of Three Valley Copper Corp. (the "Company") have been prepared by and are the responsibility of management. The unaudited condensed interim consolidated financial statements as at and for the six months ended September 30, 2024 have not been reviewed by the Company's auditors.

(signed) "Mark Pajak "

Mark Pajak  
President and Chief Executive Officer

November 27, 2024

(signed) "Tamra Spink"

Tamra Spink  
Chief Financial Officer

November 27, 2024

Three Valley Copper Corp.  
Consolidated Statements of Financial Position  
As at September 30, 2024 and December 31, 2023  
Amounts expressed in thousands of United States dollars except per share amounts and number of outstanding shares

	Note	September 30, 2024	December 31, 2023
<b>ASSETS</b>			
Cash and cash equivalents		\$ 493	\$ 1,620
Marketable securities	15	\$ 1,391	\$ 171
Trade and other receivables		\$ 45	\$ 52
Loan receivables	4	\$ 1,000	\$ 1,000
Prepays and other current assets		\$ 133	\$ 335
Portfolio investments	5	\$ -	---
Total current assets		\$ 3,062	\$ 3,178
Other		\$ -	—
<b>Total assets</b>		<b>\$ 3,062</b>	<b>\$ 3,178</b>
<b>LIABILITIES</b>			
Accounts payable and accrued liabilities	6	\$ 45	\$ 58
Total current liabilities		\$ 45	\$ 58
Other non-current liabilities		\$ -	—
<b>Total liabilities</b>		<b>\$ 45</b>	<b>\$ 58</b>
<b>SHAREHOLDERS' EQUITY</b>			
Capital stock	7b	\$ 321,787	\$ 321,787
Common share purchase warrants	7c	\$ -	\$ 3,745
Contributed surplus		\$ 12,206	\$ 8,461
Deficit		\$ (296,958)	\$ (296,840)
Accumulated other comprehensive loss		\$ (34,018)	\$ (34,033)
Total equity attributable to owners of the Company		\$ 3,017	\$ 3,120
<b>Total liabilities and shareholders' equity</b>		<b>\$ 3,062</b>	<b>\$ 3,178</b>
Basis of Preparation and Going Concern	2a		
Contingencies and Commitments	15		

Approved by the Board of Directors

(signed) "Mark Pajak"

Chairman

(signed) "Andrew Haines"

Director

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

Three Valley Copper Corp September 30, 2024 Consolidated Interim Financial Statements

Condensed Interim Consolidated Statements of Operations and Comprehensive Loss

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

Unaudited - Amounts expressed in thousands of United States dollars except per share amounts and number of outstanding shares

	Note	Three Months Ended		Nine Months Ended	
		Sept. 30, 2024	Sept. 30, 2023	Sept. 30, 2024	Sept. 30, 2023
Revenue		\$ -	\$ -	\$ -	\$ -
Cost of sales		\$ -	\$ -	\$ -	\$ -
Gross loss		\$ -	\$ -	\$ -	\$ -
<b>Expenses</b>					
General and administrative expenses		\$ 96	\$ 137	\$ 309	\$ 1024
Severance expense		\$ -	\$ 35	---	884
Finance expenses, net		\$ -	\$ -	---	---
Other income, net		\$ (121)	\$ (41)	\$ (190)	\$ (94)
<b>Net loss for the period</b>		<b>\$ (24)</b>	<b>\$ 131</b>	<b>\$ 119</b>	<b>\$ 1814</b>
<b>Net loss attributable to:</b>					
Owners of the Company		\$ (24)	\$ 131	\$ 119	\$ 1,814
Non-controlling interests			---		---
<b>Net loss for the period</b>		<b>\$ (24)</b>	<b>\$ 131</b>	<b>\$ 119</b>	<b>\$ 1,814</b>
Basic and fully diluted net loss per share		\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.02
<b>Weighted average number of shares outstanding during the period</b>					
Basic and fully diluted		112,463,854	112,463,854	112,463,854	112,463,854
<b>Net loss for the period</b>		<b>\$ (24)</b>	<b>\$ 131</b>	<b>\$ 119</b>	<b>\$ 1,814</b>
<b>Other comprehensive (income) loss</b>					
Items that may be reclassified subsequently to net loss:		\$ -	\$ -	\$ -	\$ -
Foreign currency translation differences		\$ (1)	\$ (6)	\$ (1)	\$ (71)
<b>Total comprehensive loss</b>		<b>\$ (25)</b>	<b>\$ 125</b>	<b>\$ 118</b>	<b>\$ 1,743</b>
<b>Comprehensive loss attributable to:</b>					
Owners of the Company		\$ (25)	\$ 125	\$ 118	\$ 1,743
Non-controlling interests			---		---
<b>Total comprehensive loss</b>		<b>\$ (25)</b>	<b>\$ 125</b>	<b>\$ 118</b>	<b>\$ 1,743</b>

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

Three Valley Copper Corp.  
Condensed Interim Consolidated Statements of Changes in Equity  
For the six months ended September 30, 2024 and 2023  
Unaudited - Amounts expressed in thousands of United States dollars

	Capital Stock	Common Share Purchase Warrants	Contributed Surplus	Deficit	Accumulated Other Comprehensive Loss	Total	Non Controlling Interest	Total Equity
<b>Balance - January 1, 2023</b>	\$ 321,787	\$ 3,745	\$ 8,461	\$ (295,306)	\$ (34,106)	\$ 4,581	\$ -	\$ 4,581
Net loss for the period	\$ -	\$ -	\$ -	\$ (1,534)	\$ -	\$ (1,534)	\$ -	\$ (1,534)
Foreign currency translation differences	\$ -	\$ -	\$ -	\$ -	\$ 73	\$ 73	\$ -	\$ 73
<b>Balance – December 31, 2023</b>	\$ 321,787	\$ 3,745	\$ 8,461	\$ (296,840)	\$ (34,033)	\$ 3,120	\$ -	\$ 3,120
<b>Balance - January 1, 2024</b>	\$ 321,787	\$ 3,745	\$ 8,461	\$ (296,840)	\$ (34,033)	\$ 3,120	\$ -	\$ 3,120
Net loss for the period	\$ -	\$ -	\$ -	\$ (118)	\$ -	\$ (118)	\$ -	\$ (118)
Foreign currency translation differences	\$ -	\$ -	\$ -	\$ -	\$ 15	\$ 15	\$ -	\$ 15
Expiration of warrants		\$ (3,745)	\$ 3,745	\$ -				
<b>Balance – September 30, 2024</b>	\$ 321,787	\$ -	\$ 12,206	\$ (296,958)	\$ (34,018)	\$ 3,017	\$ -	\$ 3,017

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

Three Valley Copper Corp.  
Consolidated Statements of Cashflow  
For the six months ended September 30, 2024 and 2023

Amounts expressed in thousands of United States dollars

	Note	Nine Months Ended	
		September 30, 2024	September 30, 2023
<b>Operating activities</b>			
<b>Net loss for the year</b>		\$ (119)	\$ (1,814)
Items not affecting cash and other adjustments			\$ -
Gain on portfolio investments		\$ -	\$ -
Other		\$ -	\$ -
		\$ (119)	\$ (1,082)
Changes in non-cash operating working capital	13	\$ (1,024)	\$ (1,082)
<b>Cash used in operating activities</b>		\$ (1,143)	\$ (2,896)
<b>Cash flows from investing activities</b>			
Purchase of marketable securities		\$ -	\$ -
Proceeds of sale of portfolio investments		\$ -	\$ -
<b>Cash used in investing activities</b>		\$ -	\$ -
(Decrease) increase in cash and cash equivalents		\$ (1,143)	\$ (2,896)
Impact on foreign exchange on cash balances		\$ 16	\$ 71
Cash derecognized on loss of control of MTV		\$ -	\$ -
Cash and cash equivalents of continuing operations - Beginning of period		\$ 1,620	\$ 5,134
<b>Cash and cash equivalents - End of period</b>		\$ 493	\$ 2,309
<b>Supplementary Cash Flow Information</b>	13		

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

## 1. Corporate Information

Three Valley Copper Corp. (together with its subsidiaries, "**TVC**" or the "**Company**"), was incorporated under the laws of British Columbia and continued under the *Canada Business Corporations Act* ("**CBCA**"). TVC is a publicly listed company on the TSX Venture Exchange ("**TSXV**") and on the OTCQB Venture Market ("**TVCCF**"). Until December 2022, TVC focused on operating and expanding Minera Tres Valles SpA's ("**MTV**") copper mining operations in Chile. In December 2022, MTV filed for voluntary judicial liquidation in Chile and on December 29, 2022, TVC no longer controlled MTV (the "**Loss of Control Event**") and TVC deconsolidated the assets and liabilities of MTV effective this date.

Until December 2022, the Company's principal operating business was its 95.1% equity interest in MTV. MTV's main asset is the Minera Tres Valles mining project, in the Province of Choapa, Chile which includes fully integrated processing operations and its two main mines. The major ore extraction operations include the Don Gabriel open pit mine ("**Don Gabriel**") and the Papomono underground mine ("**Papomono**"). MTV recommenced mining operations in late 2020 after temporarily ceasing mining activities in early 2020 and successfully completing a Judicial Reorganization Agreement ("**JRA**") with its creditors and key stakeholders in August 2020. On June 13, 2022, MTV ceased all mining operations and applied for a Judicial Reorganization Procedure that was never granted by the Chilean courts and MTV filed for voluntary judicial liquidation in December 2022.

These Financial Statements (as defined below) were approved for issue by the Board of Directors (the "**Board**") on November 27, 2024.

## 2. Material Accounting Policy Information and Going Concern

The following is a summary of the material accounting policy information applied in the preparation of these unaudited interim consolidated financial statements ("**Financial Statements**").

### a. Basis of Preparation and Going Concern

These Financial Statements of the Company have been prepared on a going concern basis in accordance with IFRS, as issued by the International Accounting Standards Board ("**IASB**") which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. These condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standards ("**IAS**") 34 'Interim Financial Reporting' ("**IAS 34**") using accounting policies consistent with IFRS issued by the International Accounting Standards Board ("**IASB**") and Interpretations of the International Financial Reporting Interpretations Committee ("**IFRIC**"). The accounting policies applied are consistent with the consolidated financial statements for the year ended December 31, 2023.

As a result of the Loss of Control Event, the Company deconsolidated the assets and liabilities of MTV and effectively de-leveraged itself from MTV's senior secured debt of \$60.5 million and other non-secured liabilities of \$50.1 million previously associated with MTV.

As at September 30, 2024, the Company has working capital of \$3.0 million which is sufficient to meet the Company's expected operating expenses for at least the next twelve months. However, given the Company currently does not have a sustainable source of cash flow there is uncertainty with respect to its ability to continue longer term as a going concern. The Company will be dependent on acquiring a profitable operation and/or raising additional financing in the future, neither of which is guaranteed.

The Company is now considering the most efficient way to maximize shareholders' value in the Company such as; investigating the prospects for a business combination, change in corporate strategy or sale of the Company. If no viable alternatives are available to the Company, the Company may then decide to proceed to distribute the remaining property of the Company to shareholders. However, the Board has not made any decisions with respect to the alternatives at this time.

The Company's presentation currency is the United States ("**USD**") dollar. Reference herein of \$ or USD is to USD dollars, CAD is to Canadian dollars and CLP refers to the Chilean peso.

These Financial Statements have been prepared on a historical cost basis except for financial assets valued at fair value through profit or loss ("**FVTPL**") which is measured at fair value.

Balance sheet items are classified as current if receipt or payment is due within twelve months. Otherwise, they are presented as non-current.

### b. Basis of Consolidation

The Financial Statements of the Company consolidate the accounts of TVC and its subsidiaries. All intercompany transactions, balances and unrealized gains and losses from intercompany transactions are eliminated on consolidation. Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. In many, but not all instances, control will exist when the Company owns more than one half of the voting rights of a corporation or trust. When the Company ceases to consolidate a subsidiary due to loss of control any retained interest in the entity is remeasured to its fair value with the change in carrying amount reflected in profit or loss. In addition, any amounts previously recognized in other comprehensive income in respect to that entity are accounted for as if

the group had directly disposed of the related assets and liabilities. This may mean that amounts previously recognized as other comprehensive income are reclassified to profit or loss.

The subsidiaries of TVC are listed below. Each of the entities has a December 31 year end.

Entity	Location	Proportion of Ownership Interest	Non-Controlling Interest
SRHI Resource Corp. ("SRC")	Canada	100%	—
ADI Mining Ltd. ("ADM")	Canada	100%	—
Winchester Holly House LLC	USA	100%	—
SRH Chile SpA	Chile	100%	—

### c. Functional and Presentation Currency

The functional currency of each entity within the Company is the currency of the primary economic environment in which it operates. For each of the Company's entities, CAD is the functional currency other than for SRH Chile SpA and MTV where the functional currency is USD. The Company's presentation currency is USD.

Transactions denominated in currencies other than the functional currency are recorded using the exchange rates prevailing on the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are translated at the rates prevailing on the balance sheet date. Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated at the rates prevailing on the date when the fair value was determined.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognized in the Consolidated Statements of Operations and Comprehensive Loss in the period in which they arise. Exchange differences arising on the translation of non-monetary items carried at fair value are included in the Consolidated Statements of Operations and Comprehensive Loss. However, exchange differences arising on the translation of certain non-monetary items are recognized as a separate component of equity.

On disposal of a foreign operation, the historical, cumulative amount of exchange differences recognized as a separate component of equity is reclassified and recognized in the Consolidated Statements of Operations and Comprehensive Loss.

For the purpose of presenting the Financial Statements, the assets and liabilities of the Company's operations with a functional currency of CAD are translated into USD, which is the presentation currency of the group, at the rate of exchange prevailing at the end of the reporting period. Income and expenses are translated at the average exchange rates for the period where these approximate the rates on the dates of transactions.

### d. Financial Instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and liabilities are offset and the net amount reported in the Consolidated Statements of Financial Position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

Investments in equity instruments, derivatives and debt instruments that do not meet the criteria for amortized cost (see below) are classified as FVTPL. Financial assets are designated at FVTPL if it eliminates or significantly reduces an accounting mismatch. Upon initial recognition, these financial assets are recognized at fair value and attributable transaction costs are recognized in profit or loss as incurred. Subsequent to initial recognition, financial assets at FVTPL are measured at fair value, and changes therein are recognized in profit or loss. The Company's marketable securities are classified as FVTPL.

A debt instrument is measured at amortized cost if (i) the objective of the Company's business model is to hold the instrument in order to collect contractual cash flows and (ii) the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Alternatively, debt instruments that meet the criteria for amortized cost may be designated as FVTPL on initial recognition if doing so eliminates or significantly reduces an accounting mismatch. Investments in equity instruments that are not held for trading may be irrevocably designated at fair value through other comprehensive income ("FVTOCI") on initial recognition. The Company has not designated any of its equity instruments or debt instruments as FVTOCI.

The Company recognizes purchases and sales of financial assets on the trade date, which is the date on which it commits to purchase or sell the asset. Transaction costs related to financial assets classified or designated as FVTPL are expensed as incurred. A financial asset is derecognized when the rights to receive cash flows from the investment have expired or have been transferred and when the Company has transferred substantially the risks and rewards of ownership of the asset.

Financial assets and liabilities measured at amortized cost, including the Company's cash and cash equivalents, trade and other receivables, trade and other payables and loans and borrowings are recognized initially at the amount expected to be received or paid less, when material, a discount to reduce them to fair value. Subsequently, they are measured at amortized cost using the effective interest rate method less a provision for impairment, if any. Impairment is recorded based on an expected credit loss impairment model that requires more timely recognition of expected credit losses. Due to their short-term nature and low credit risk, the fair values of these financial assets and liabilities approximate their carrying amounts.

A financial asset is derecognized when the contractual rights to the cash flows from the financial assets expire, or the Company has transferred its contractual rights to receive cash flows from the financial asset or assumes an obligation to pay the cash flows in full without material delay to a third party and has transferred substantially all of the risks and rewards of the asset, or has neither transferred or retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

A financial liability is derecognized when it is extinguished, that is when the obligation is discharged, cancelled, or expires. A financial liability is extinguished when the debtor discharges the liability by paying in cash other financial assets, goods or services, or is legally released from the liability.

#### **e. Cash and Cash Equivalents**

Cash and cash equivalents include cash on hand, demand deposits held with banks, and other short-term highly liquid investments with original maturities of three months or less and which are subject to an insignificant risk of change in value.

#### **f. Impairment of Financial Assets**

At each reporting date, the Company assesses whether there is objective evidence that a financial asset is impaired. If such evidence exists, the Company recognizes an impairment loss.

For financial assets carried at amortized cost, the loss is the difference between the amortized cost of the loan or receivable and the present value of the estimated future cash flows, discounted using the instrument's original effective interest rate. The carrying amount of the asset is reduced by this amount either directly or indirectly through the use of an allowance account.

Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized.

#### **g. Provisions**

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount can be reliably estimated. Provisions are measured at management's best estimate of the expenditure required to settle the obligation at the end of the reporting period and are discounted to present value where the effect is material.

#### **h. Capital Stock**

Common shares are classified as equity. Incremental costs directly attributable to the issuance of shares are recognized as a deduction from capital stock.

#### **i. Common Share Purchase Warrants**

Common share purchase warrants are classified as equity. Incremental costs directly attributable to the issuance of common share purchase warrants are recognized as a deduction from warrants. The Company engages in equity financing transactions to obtain the funds necessary to invest in the natural resource sector and for general working capital purposes. These equity financing transactions may involve issuance of common shares or units. A unit comprises a certain number of common shares and a certain number of common share purchase warrants. Depending on the terms and conditions of each equity financing agreement, the common share purchase warrants are exercisable into additional common shares prior to expiry at a price stipulated by the equity financing agreement. Common share purchase warrants that are part of units are measured at fair value on the date of issue using the Black-Scholes option pricing model and included in equity with the common shares that were concurrently issued.

#### **j. Gain (Loss) on Portfolio Investments**

Realized and unrealized gains and losses arising on the disposition and remeasurement of portfolio investments at fair value, including foreign exchange gains and losses, are included in gain (loss) on portfolio investments in the Consolidated Statements of Operations and Comprehensive Loss.

#### **k. Stock-based compensation**

*Options, Warrants and Treasury stocks*

The Company uses the fair value method to account for equity settled share-based payments for the granting of stock options and warrants. Compensation expense is determined using the Black-Scholes option valuation model for stock options. Stock options and common shares held by the Trust vest in installments which require a graded vesting methodology to account for these share-based awards. On the exercise of stock options for shares, the contributed surplus previously recorded with respect to the exercised options and the consideration paid is credited to capital stock. On the vesting of common shares in the Trust, the contributed surplus previously recorded is credited to treasury stock. Compensation expense for the Company's Trust is determined based on the value of the Company's common shares on the grant date.

#### **l. Income Taxes**

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the current period's taxable income. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the Consolidated Statements of Financial Position date.

Deferred income tax assets and liabilities are provided on all temporary differences at the Consolidated Statements of Financial Position date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred income tax assets and liabilities are recognized for all taxable temporary differences except:

- When the deferred income tax arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting profit or taxable income or loss; or
- When the taxable temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, the timing of the reversal of the temporary difference can be controlled, it is probable that the temporary difference will not reverse in the foreseeable future and, for deferred income tax assets, taxable profit will be available against which the temporary difference can be utilized.

The carrying amount of deferred income tax assets is reviewed at each Consolidated Statements of Financial Position date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates and laws that have been enacted or substantively enacted at the Consolidated Statements of Financial Position date.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to offset current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

#### **m. Earnings (Loss) per Share**

Earnings (loss) per share are presented for basic and diluted earnings. Basic per share information is computed by dividing the net income or loss of the Company by the weighted average number of common shares outstanding during the period. The weighted average number of shares for fully diluted earnings per share information is calculated using the treasury stock method whereby it is assumed that (i) proceeds obtained upon exercise of options and warrants would be used to purchase common shares at the average market price during the period and (ii) all unvested treasury shares are deemed to have vested. Under the treasury stock method, options and warrants have a dilutive effect only when the average market price of the common shares during the period exceeds the exercise price of the options and warrants (they are "in-the-money"). Exercise of in-the-money options and warrants is assumed at the beginning of the period or date of issuance, if later. Unvested treasury shares are assumed to have vested at the beginning of the period or date of issuance, if later. Should the Company have a loss for the period, options, warrants and unvested treasury shares would be anti-dilutive and therefore would have no effect on the determination of diluted loss per share.

#### **n. Accounting Standards**

There are no accounting standards issued but not yet applied that would be expected to have a material impact on the Company.

### 3. Significant Judgments, Estimates and Assumptions

The preparation of these Financial Statements in accordance with IFRS requires the use of certain critical accounting estimates. These estimates are based on management's best knowledge of the relevant facts and circumstances taking into account previous experience, but actual results may differ materially from the amounts included in the Financial Statements.

### 4. Loan Receivables

During the year ended December 31, 2023, the Company provided a secured loan to an arms-length party which is repayable, including all accrued interest on July 24, 2024. The loan accrues interest at 10% and is convertible into a 47.2% membership interest in the borrower. The loan was renewed on July 24, 2024 under the same terms.

	As at	
	September 30, 2024	September 30, 2023
Short term loan receivables	1,000	-
Total short term loan receivables	\$ 1,000	\$ -

### 5. Portfolio Investments and Marketable Securities

During the year ended December 31, 2023, the Company received \$0.5 million related to the final distribution of a legacy equity investment that was dissolved during the period. The change in value of the Company's portfolio of marketable securities during the period was not material.

	As at	
	September 30, 2024	September 30, 2023
Total portfolio investments owned, at fair value	\$ -	\$ 121

### 6. Accounts Payable and Accrued Liabilities

	As at	
	Sept. 30, 2024	Dec. 31, 2023
Trade accounts payable	\$ 31	\$ 58
Accrued liabilities	14	0
	\$ 45	\$ 58

### 7. Equity

#### a) Authorized

Unlimited common shares with no par value.

The holders of the common shares are entitled to one vote per share and are entitled to dividends, when and if declared by the Board, and to the distribution of the residual assets of the Company in the event of the liquidation, dissolution or winding-up of the Company.

#### b) Issued and outstanding

	Common shares (#)	Amount
Balance – September 30, 2024	112,463,854	\$ 321,787

c) *Common Share purchase warrants*

Common share purchase warrants outstanding were as follows:

	Warrants (#)	Amount
<b>Balance - September 30, 2024</b>	<b>0</b>	<b>\$ 0</b>

There were no stock options outstanding as at September 30, 2024. There were no warrants outstanding as at September 30, 2024. 60,900,860 warrants expired May 25, 2024.

**8. General and Administrative Expenses**

	Nine months ended	
	September 30, 2024	September 30, 2023
Salaries and contracted services (including stock based compensation, director fees paid, and severance paid to chief executive officer)	\$ -	\$ 1,498
Public company reporting costs	\$ 50	\$ 170
Other office expenses	\$ 259	\$ 240
	<b>\$ 309</b>	<b>\$ 1,908</b>

**9. Other Income, Net**

	Nine months ended	
	September 30, 2024	September 30, 2023
Interest and other income (loss)	\$ 121	\$ 41
Foreign currency translation gain (loss)	1	6
	<b>\$ 122</b>	<b>\$ 47</b>

In the nine months ending September 30, 2024 other income includes \$.05m in accrued interest relating to the \$1.0m short term loan receivable.

**10. Current and Deferred Income Taxes**

Tax expense as per consolidated statements of operations	\$ —	\$ —
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a) *Deferred tax balance*

The Company has tax losses and other deductible temporary differences, as listed below, the benefits of which have not been recognized in these Financial Statements, as management does not consider their utilization in the foreseeable future to be probable.

	As at	
	September 30, 2024	September 30, 2023
Canadian tax losses expiring 2036 - 2040	\$ 16,919	\$ 13,041
Share issue costs and other	3,508	4,020
Capital losses	85,031	166,023
Portfolio investments	44,692	43,656
<b>Unrecognized deductible temporary differences</b>	<b>\$ 150,150</b>	<b>\$ 226,740</b>

## 11. Loss per Share

Loss per share is calculated by dividing the net loss of the Company by the weighted average number of shares outstanding during the year.

Diluted earnings per share is calculated by adjusting the weighted average number of shares outstanding to assume conversion of all potentially dilutive shares. The potentially dilutive shares of the Company relate to warrants. A calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the exercise prices of outstanding warrants. The number of shares calculated as described in the preceding sentence is compared with the number of shares that would have been issued assuming the exercise of the warrants.

<i>(in thousands except per share amounts)</i>	As at	
	September 30, 2024	September 30, 2023
Net loss for the year	\$ 119	\$ 1,814
Weighted average number of shares - basic and fully diluted	112,463,854	112,463,854
Basic and fully diluted loss per share	\$ 0.00	\$ 0.02

## 12. Contingencies and Commitments

Contractual obligations of the Company as at September 30, 2024 are as follows:

	1 year	1 - 3 years	More than 3 years	Total
Accounts payable and accrued liabilities	\$ 45	\$ —	\$ —	\$ 45
<b>As at September 30, 2024</b>	<b>\$ 45</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 45</b>

Accounts payable and accrued liabilities as of September 30, 2024 relate solely to corporate costs essential to the running of a public company such as professional fees (audit, legal, transfer agent etc.), exchange fees etc.

### 13. Supplementary Cash Flow Information

Net Change in Non-Cash Operating Working Capital

	Nine months ended	
	September 30, 2024	September 30, 2023
<b>Net (increase) decrease in:</b>		
Trade and other receivables	\$ 7	\$ 33
Inventories	\$ -	\$ -
Other current assets	\$ (1,018)	\$ (400)
<b>Net increase (decrease) in:</b>	\$ -	
Accounts payable and accrued liabilities	\$ (13)	\$ (715)
Deferred revenue	\$ -	---
<b>Net change in non-cash operating working capital</b>	<b>\$ (1,024)</b>	<b>\$ (1,082)</b>

The Company paid \$nil in taxes for all years presented.

### 14. Related Party Transactions

The Company entered into the following transactions with related parties during the year ended September 30, 2024 and 2023. Transactions with related parties are recorded at the price agreed between the parties. Transactions in the normal course of business are measured at the monetary amount, which is the amount of consideration established, agreed to and paid by the related parties based on standard commercial terms.

Key Management personnel include those persons having the authority and responsibility of planning, directing and executing the activities of the Company. The Company has determined that its Key Management personnel consist of the Company's Officers and Directors.

#### a) Key Management Compensation

Compensation for services paid or payable to executive officers and independent directors of the Company is shown below:

	Nine months ended	
	September 30, 2024	September 30, 2023
Compensation paid by and on behalf of TVC for executive management services provided to the Company (including stock-based compensation)	\$ -	\$ 558
Severance paid to former chief executive officer		\$ 849
Directors fees and stock-based compensation	\$ -	\$ 91
	<b>\$ -</b>	<b>\$ 1,498</b>

### 15. Fair Value Estimation

As of September 30, 2024 the Company owns a portfolio of marketable securities which are carried at fair value.

As at September 30, 2024	Level 1	Level 2	Level 3	Total
Investment – marketable securities	\$ 1,391	\$ —	\$ —	\$ 1,391

## 16. Financial Risk Management

The Company's activities may expose it to certain financial risks during or at the end of the reporting period as described below.

### Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and commodity prices. The purpose of market risk management is to manage and control exposures to market risks, within acceptable parameters, while optimizing return. The sensitivities to market risks included below are based on a change in one factor while holding all other factors constant. In practice, this is unlikely to occur, and changes in some of the factors may be correlated - for example, changes in interest rates and changes in foreign currency rates.

#### Interest Rate Risk

The Company's interest rate risk arises primarily from the interest received on cash and cash equivalents and any interest paid on floating rate borrowings.

Cash and cash equivalents are invested on a short-term basis to ensure minimal interest rate risk and to adequately provide liquidity for payment of operational and capital expenditures. To date, no interest-rate management products, such as swaps, are used in relation to cash and cash equivalents.

#### Foreign Currency Risk

The individual financial statements of each group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). The functional currency for results and financial position of Canadian entities is CAD while for Chilean entities is USD. The presentation currency for the Financial Statements is USD.

Cash held in foreign currencies is subject to foreign currency risk. As at September 30, 2024, approximately \$0.33 million or 10% of total assets was held in CAD cash (September 30, 2023: \$1.1 million or 3%) and the Company's net foreign denominated monetary financial instruments comprised USD\$0.85 million. A fluctuation of 10% of the USD against the Canadian dollar would have had an impact of \$0.08 million on the net loss for the period.

### Credit Risk

Credit risk is the risk that a third party will fail to meet its contractual obligations, which could result in the Company incurring a loss and arises primarily from the Company's loan receivable and its cash and cash equivalents deposited with financial institutions.

The Company invests cash and cash equivalents with financial institutions that are financially sound based on their credit rating with the majority of the Company's cash held through large Canadian and US financial institutions with credit ratings of AA or higher.

The carrying value of financial assets recorded in the Financial Statements, net of any allowances for losses, represents the Company's maximum exposure to credit risk.

### Liquidity Risk

Liquidity risk is the risk associated with the difficulties that the Company may have meeting the obligations associated with financial liabilities that are settled with cash payments or with another financial asset. The Company manages liquidity risk by utilizing budgets and cash flow forecasts to assist the Company with maintaining sufficient cash to meet operating and capital obligations.

The Company monitors the expected settlement of financial assets and liabilities on an ongoing basis. A maturity analysis was performed for all financial liabilities (see Note 12).

## 17. Capital Management

The Company defines capital as shareholders' equity (excluding accumulated other comprehensive income). The Company's corporate office is responsible for capital management. The objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and to maintain a flexible capital structure that optimizes the costs of capital at an acceptable risk.

The primary capital management objective of the Company is to ensure adequate working capital is available to adequately fund the Board-approved business plans.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. Capital management is undertaken to ensure a secure, cost-effective supply of funds to ensure the Company's operating, administrative and capital expenditure requirements are met. To maintain or adjust its capital structure, the Company may attempt to issue new shares, repurchase for cancellation outstanding shares, acquire or dispose of assets, incur short-term or long-term debt or adjust the amount of cash and cash equivalents and portfolio investments.

## Corporate Information

### Head Office

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### Directors & Officers

Mark Pajak, Chairman & Chief Executive Officer  
Andrew Haines, Director  
Jaun Urruela, Director  
Steven Agnew, Director  
Tamra Spink, Chief Financial Officer

### Transfer Agent & Registrar

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### Stock Information

Three Valley Copper Corp. common shares are traded on the TSX Venture Exchange under the symbol "TVC" and on the OTCQB Venture Market under the symbol "TVCCF".

