Lupaka Gold Corp.

Condensed Interim Consolidated Financial Statements
For the three months ended March 31, 2025 and 2024
(Presented in Canadian Dollars) - Unaudited

NOTICE TO READER

Pursuant to National Instrument 51-102, Part 4, subsection 4.3(3)(a) issued by the Canadian Securities administrators, if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of Lupaka Gold Corp. ("the Company" or "Lupaka") for the interim period ended March 31, 2025, have been prepared in accordance with the International Accounting Standard 34 - *Interim Financial Reporting* as issued by the International Accounting Standards Board and are the responsibility of the Company's management.

The Company's independent auditors have not performed a review of these interim financial statements.

Lupaka Gold Corp.

Condensed Interim Consolidated Statements of Financial Position
(Unaudited)

(expressed in Canadian Dollars, Except Share Data)

	March 31, 2025 $	December 31, 2024 $
Assets		
Current assets		
Cash	5,875	29,397
GST receivable	224	337
	6,099	29,734
Non-current asset		
Mineral properties (Note 3)	17,195	17,210
Total assets	23,294	46,944
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities (Note 4)	423,020	680,474
Due to related parties (Note 5)	3,240	2,190
Total liabilities	426,260	682,664
Shareholders' Equity		
Common shares (Note 7 (a))	60,115,322	60,115,322
Warrants (Note 7 (b))	195,355	195,355
Contributed surplus	8,679,497	8,672,779
Deficit	(68,553,210)	(68,779,262)
Accumulated other comprehensive loss	(839,930)	(839,914)
Total equity	(402,966)	(635,720)
Total liabilities and equity	23,294	46,944

Nature of operations and going concern (Note 1)
Events after reporting period (Note 11)

Approved and authorized for issue by the Board of Directors on May 22, 2025

signed "Gordon Ellis"
Director

signed "Mario Stifano"
Director

Lupaka Gold Corp.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
For the three months ended March 31, 2025 and 2024 (Unaudited)

(expressed in Canadian Dollars, Except Share Data)

	2025 $	2024 $
Operating expenses		
General and administration		
Professional and regulatory fees	12,651	7,537
Management fees	9,158	8,530
Shareholder and investor relations	991	829
Office and general	1,410	2,742
General and administration	24,210	19,638
Operating loss	(24,210)	(19,638)
Recovery on impaired mineral property	-	607
Gain on accounts payable expiry (Note 4)	250,054	-
Foreign exchange gain (loss)	208	(5,214)
Net earnings (loss) for the period	226,052	(24,245)
Other comprehensive income (loss)	(16)	393
Net earnings (loss) and comprehensive income (loss) for the period	226,036	(23,852)
Weighted average number of shares outstanding		
Basic and diluted	22,027,784	20,527,784
Earnings (loss) per share, basic and diluted	$0.01	($0.00)

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

Lupaka Gold Corp.

Condensed Interim Consolidated Statements of Cash Flows
For the three months ended March 31, 2025 and 2024 (Unaudited)

(presented in Canadian Dollars)

	2025 $	2024 $
Cash flows from (used in) operating activities		
Net loss for the period	226,052	(24,245)
Adjustment for items not affecting cash:		
Share-based compensation expense (Note 9)	6,718	4,856
Gain on accounts payable expiry (Note 4)	(250,054)	-
	(17,284)	(19,389)
Changes in non-cash working capital		
Trade and other receivables	113	(875)
Accounts payables and accrued liabilities	(7,401)	(13,369)
Due to related parties (Note 7)	1,050	1,050
Net cash used in operating activities	(23,522)	(32,583)
Net decrease in cash	(23,522)	(32,583)
Cash- beginning of period	29,397	34,965
Cash - end of period	5,875	2,382

Lupaka Gold Corp.

Condensed Interim Consolidated Statements of Changes in Equity
For the three months ended March 31, 2025 and 2024 (Unaudited)

(presented in Canadian Dollars, Except Share Data)

	2025		2024	
	Number	**$**	**Number**	**$**
Common shares (Note 9 (a))				
Balance – beginning of period	22,027,784	60,115,322	20,527,784	60,042,789
Balance – end of period	22,027,784	60,115,322	20,527,784	60,042,789
Share purchase warrants (Note 9 (b))				
Balance – beginning of period		195,355		366,795
Share purchase warrants expired		-		(76,119)
Balance – end of period		195,355		290,676
Contributed surplus				
Balance – beginning of period		8,672,779		8,479,114
Share-based compensation		6,718		4,856
Share purchase warrants expired		-		76,119
Balance – end of period		8,679,497		8,560,089
Deficit				
Balance – beginning of period		(68,779,262)		(68,684,173)
Net earnings (loss) for the period		226,052		(24,245)
Balance – end of period		(68,553,210)		(68,708,418)
Accumulated other comprehensive income				
Balance – beginning of period		(839,914)		(841,242)
Currency translation adjustment on foreign operations		(16)		393
Balance – end of period		(839,930)		(840,849)
Total shareholders' equity		(402,966)		(655,713)

1 Nature of operations and going concern

Lupaka Gold Corp. ("Lupaka" or "the Company") was incorporated in Canada on November 3, 2000 under the legislation of the Province of British Columbia, and is in the business of acquisition, exploration and development of mineral resource properties. Lupaka was dormant prior to January 1, 2010.

Lupaka's head office, and records and registered offices are located at 1569 Dempsey Road, North Vancouver, BC V7K 1S8. Lupaka's common shares trade in Canada on the TSX Venture Exchange ("TSX.V") and in Germany on the Frankfurt Exchange under the symbol LQP.

Collectively, Lupaka and its subsidiaries are referred to hereafter as "the Company".

The Company is presently awaiting a decision on an Arbitration Claim against the Republic of Peru as a result of its loss of ownership of the Invicta Gold Project ("Invicta") to PLI Huaura Holdings LP ("PLI"; see Note 6), and continues to hold two potential gold properties in the state of Oregon, USA. As well, management continues to seek out other exploration projects for potential development and investment.

Going Concern

These condensed interim consolidated financial statements are prepared in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board ("IFRS"), that are applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they become due.

If the going concern assumption was not appropriate for these financial statements, then adjustments would be necessary to the carrying value of assets and liabilities, the reported expenses and the balance sheet classifications used, and such adjustments would be material.

As of March 31, 2025, the Company had a working capital deficit (current assets less current liabilities) of $420,161 (December 31, 2024 - $652,930) and accumulated deficit of $68,553,210 (December 31, 2024 – $68,779,262). For the three months ended March 31, 2025, the Company had net earnings of $226,052 (three-month period ended March 31, 2024 – net loss of $24,245) and used cash in operating activities of $23,522 (three-month period ended March 31, 2024 – $32,583).

The Company's ability to continue as a going concern is dependent upon its ability to generate positive cash flow from operating activities or to raise funds primarily through the issuance of shares or obtaining alternative financing, which it has been successful in doing so in the past. There can be no assurance that sufficient financing can be obtained in the future. As a result, there are material uncertainties that cast significant doubt about the Company's ability to continue as a going concern and realize its assets and discharge its liabilities in the normal course of business.

As the outcome of these matters cannot be predicted at this time, if the Company is unable to generate positive cash flow from operating activities or obtain additional financing, management may be required to further curtail certain expenses.

2 Statement of compliance and basis of preparation

These condensed interim consolidated financial statements ("interim financial statements") have been prepared in accordance with International Accounting Standard ("IAS") 34, "Interim Financial Reporting", and International Financial Reporting Standards ("IFRS"). These interim financial statements should be read in conjunction with the Company's consolidated financial statements as of and for the year ended December 31, 2024, as some disclosures from the annual consolidated financial statements have been condensed or omitted.

These interim financial statements have been prepared on a historical cost basis except for those financial instruments which have been classified at fair value through profit or loss. In addition, except for cash flow information, these interim financial statements have been prepared using the accrual method of accounting. All dollar amounts presented are in Canadian dollars unless otherwise specified.

The results of any subsidiaries acquired or disposed of during the period are included in the consolidated statements of income (loss) and comprehensive income (loss) from the effective date of acquisition up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the results of subsidiaries to bring their accounting policies into line with those used by the Company. Inter-company transactions, balances, loss, comprehensive loss and expenses are eliminated on consolidation, where appropriate.

The interim financial statements include the accounts of Lupaka and its wholly-owned subsidiaries, which are as follows:

- Lupaka USA Limited ("LPKUSA"), a USA company
- Andean American Gold Corp. ("AAG"), a Canadian company
- Lupaka Gold Peru S.A.C. ("LGP"), a Peruvian company
- Andean Exploraciones S.A.C. ("AES"), a Peruvian company (inactive)
- Greenhydro S.A.C. ("Greenhydro"), a Peruvian company (inactive)

3 Mineral properties

In December 2021, LPK USA acquired three potential gold properties in the state of Oregon, USA referred to as the Idol City, Pine Creek and Red Mountain projects. All of these properties are located in the south-east corner of the state in a similar geological environment to the prolific Battle Mountain - Eureka trend in Northern Nevada. The Red Mountain property was written off in 2023, leaving the Idol City and Pine Creek properties as the Company's only remaining mineral properties.

As of March 31, 2025, consulting, legal and staking expenditures totaling $17,195 have been capitalized to mineral properties (December 31, 2024 - $17,210).

4 Accounts payable and accrued liabilities

As at March 31, 2025, $293,425 was payable to a former CEO of the Company pursuant to a March 2018 settlement agreement which was renegotiated in February 2019.

Effective for the period ended March 31, 2025, the Company's directors approved the cancellation of approximately $250,000 in old accounts payable, comprised of approximately $19,000 in legal fees payable and approximately $231,000 (US$161,000) due to KLR Group, LLC for finder's fees payable related to the June 2016 PLI Financing Agreement.

Consequently, the Company has recorded a gain of approximately $250,000 (excluding foreign exchange, GST and HST) on the accounts payable expired in the current period.

(presented in Canadian Dollars)

5 Related party transactions

Details of transactions between the Company and other related parties are disclosed below:

a) Related party expenditures

During the three-month periods ended March 31, 2025 and 2024, the Company incurred $1,000 in each period in management fees with DFJ Consulting Services Ltd., a company owned by the CFO of the Company.

(b) Key management compensation

Key management includes directors and executive officers of the Company. The compensation paid or payable to key management for employee services for the three months ended March 31, 2025 and 2024 is shown below:

	2025 **$**	**2024** **$**
Management fees	1,000	1,000
Share-based compensation	4,300	3,034
Total	5,300	4,034

(c) Due to current and former related parties

Amounts due to related parties are unsecured and non-interest bearing and measured at the amount of consideration established and agreed to by the related parties.

As of March 31, 2025:

- $2,100 was payable to the Company’s CFO for outstanding management fees, which is included in Due to Related Parties;
- $90 was payable to the Company’s CEO and/or his personal holding companies for advances made to the Company, which is included in Due to Related Parties; and
- $293,425 was payable to a former CEO of the Company pursuant to a March 2018 settlement agreement between the parties, which is included in Accounts Payable.

6 Arbitration Claim Made Under The Canada-Peru Trade Agreement

On October 21, 2019, the Company delivered to the Peruvian Minister of Economy and Finance a Request for Arbitration in accordance with the 2009 Free Trade Agreement between Canada and Peru (the "CPFTA Arbitration"). In this respect, the Company has engaged Lalive SA (London) and Boles Schiller Flexner LLP (New York City) to represent its interests in the CPFTA Arbitration, which primarily centers on a claim for US$47.7 Million plus arbitration expenses and interest at a rate of LIBOR+2% compounded annually from August 27, 2019 until payment is received by Lupaka.

On August 4, 2020, the Company reported that it had entered into an Arbitration Funding Agreement with Bench Walk Advisors ("BWA") to support the Company's arbitration claim against the Republic of Peru under the CPFTA. The BWA Agreement allows for up to USD$4.1 million to support the arbitration and related costs. Amounts advanced by BWA are repayable only upon completion of a successful claim and recovery. The actual amount received by BWA will vary in accordance with the actual settlement received by the Company from the Republic of Peru. As such, the financing is non-dilutive to current Lupaka shareholders. Precise terms of the Arbitration Funding Agreement (other than those set out herein) are confidential.

From March 27 to April 3, 2023, the arbitration hearing stage of the Company's Arbitration Claim against the Republic of Peru convened in Washington, D.C. Subsequent to the completion of the arbitration hearings, the Tribunal granted the Parties an opportunity to answer specific questions that the Tribunal had. These questions and information requests were received and answered by the Parties in late June 2023.

During the week of October 16, 2023 and in response to the ICSID's request, the Company and the Republic of Peru each submitted their reimbursement for payment of arbitration expenses to the ICSID Tribunal, which the Tribunal will factor into their Arbitration Claim decision. Management believes these to be the last documents to be submitted for the Arbitration Claim process.

In November 2023, ICSID requested a further advance of USD250,000 from each of the Parties, which for the Company was funded by BWA pursuant to the Company's BWA Arbitration Funding Agreement.

In March 2024, ICSID advised the Parties on behalf of the President of the Tribunal that the Tribunal had held deliberations on the case and drafting of the ruling was well underway. However, work remained, given the very extensive arguments presented by both Parties. The Tribunal was working with a view to completing its drafting by the summer of 2024, with the goal to release the ruling in the course of the second half of the year, bearing in mind also the time necessary to finalize the ruling in the two procedural languages.

In July 2024, the Tribunal advised the Company that it was proceeding as indicated previously in March 2024 and that it had held a second round of deliberations in Washington in May 2024 and had agreed on many core issues, and the drafting required to address the Parties' extensive legal and factual contentions was continuing. After the Tribunal's ruling is completed, the text would be formatted, cite-checked and translated. The time required for translation would depend on factors that are not within the Tribunal's control.

6 Arbitration Claim Made Under The Canada-Peru Trade Agreement(continued)

In December 2024, the Tribunal advised the Company that work on the ruling was continuing since the last (July 2024) update, and completion of the English text was nearing the final stage. Considering the time necessary to finalize the ruling for dispatch in the two procedural languages, the Tribunal estimated that it would be in a position to dispatch its ruling to the Parties in the course of the first quarter of 2025.

In March 2025, the Tribunal advised the Company that the ruling was in the final translation stage but the process of translation and checking had been unexpectedly time-consuming. Considering the time necessary to finalize the ruling for dispatch in the two procedural languages, the Tribunal anticipated and intends that the ruling would be dispatched in the Spring of 2025.

7 Equity

a) Common shares

Authorized: unlimited with no par value.

Private Placements

On October 29, 2024, the Company closed a non-brokered private placement (the “Placement”), to raise gross proceeds of $75,000. The Company issued 1,500,000 units at a price of $0.05 per unit. Each unit consists of one common share of the Company and one common share purchase warrant (each, a “Warrant”). Each Warrant entitles the holder to purchase one additional common share of the Company at a price of $0.10 for a period of three years from closing. Total share issuance costs were $2,466.

b) Share purchase warrants

Pursuant to the closing of the October 29, 2024 private placement, the Company issued 1,500,000 transferable common share purchase warrants, respectively, entitling the holder to purchase an additional common share of the Company at a price of $0.10 for a period of three years from the respective Closing (the “Placement”) date. The residual fair value of the Warrant Shares was $nil.

As of March 31, 2025 and December 31, 2024, there were 6,000,000 share purchase warrants outstanding at a weighted average exercise price of $0.15 per share. The weighted average remaining life of the Company’s warrants is 1.42 years.

(presented in Canadian Dollars)

7 Equity (continued)

b) Share options

The Company has in place an incentive share option plan dated September 20, 2010 (the "Option Plan") for directors, officers, employees and consultants to the Company. The Option Plan provides that the directors of the Company may grant options to purchase common shares on terms that the directors may determine, within the limitations of the Option Plan, including:

- The maximum number of common shares issuable pursuant to options granted under the Option Plan shall not exceed 10% of the outstanding common shares issued at the date of grant and
- The terms of options are a minimum of one year and a maximum of ten years from the date the option is granted, with the most common option terms being five years.

Vesting terms are determined for each grant by the Company's Board of Directors. There were no options granted in the three months ended March 31, 2025 and 2024.

A summary of changes to share options outstanding and exercisable is as follows:

	Three months ended March 31,			
	2025		2024	
	Number of share options	Weighted average exercise price $	Number of share options	Weighted average exercise price $
Options outstanding – beginning of period	1,893,167	0.23	1,653,167	0.36
Expired	-	-	(50,000)	1.00
Options outstanding – end of period	1,893,167	0.23	1,603,167	0.34

Non-cash share-based compensation costs of $6,718 have been recorded for the three months ended March 31, 2025 (2024 – $4,856), and allocated as follows:

	Three months ended March 31,	
	2025 $	2024 $
Management fees	5,682	4,034
Shareholder and investor relations	691	529
Arbitration expenses	345	293
Total share-based compensation	6,718	4,856

(presented in Canadian Dollars)

7 Equity (continued)

The following table summarizes information about share options outstanding and exercisable at March 31, 2025:

		Outstanding			Exercisable		
Year of Expiry	Exercise prices $	Number of options outstanding	Weighted average exercise price $	Weighted average remaining contractual life (years)	Number of options exercisable	Weighted average exercise price $	Weighted average remaining contractual life (years)
2025	0.50	403,167	0.50	0.5	403,167	0.50	0.5
2026	0.50	300,000	0.50	1.6	300,000	0.50	1.6
2027	0.09	320,000	0.09	2.6	320,000	0.09	2.6
2028	0.08	285,000	0.08	3.7	213,750	0.08	3.7
2029	0.06	585,000	0.06	4.6	146,250	0.06	4.6
		1,893,167	0.23	2.8	1,383,167	0.29	2.2

8 Segmented information

The Company has two reportable segments. Canada includes the Canadian corporate office and the Company's Management. The United States includes its exploration projects. The Company's reportable segments are based on the reports reviewed by Management that are used to make strategic decisions. Earnings for the period and total assets by segments are as follows:

	Three months ended March 31	
	2025 $	2024 $
Earnings (loss)		
Canada	226,052	(24,852)
United States	-	607
	226,052	(24,245)

	March 31, 2025 $	December 31, 2024 $
Total assets		
Canada	6,099	29,734
United States	17,195	17,210
	23,294	46,944

(presented in Canadian Dollars)

9 Capital management

The Company's objective when managing capital structure is to maintain liquidity in order to ensure the Company's strategic acquisition and exploration objectives are met. In the management of capital, the Company defines capital as its shareholders' deficiency of $402,966 (December 31, 2024 – $635,720).

The Company manages and makes adjustments to its capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. The Company intends to continue to assess new resource 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. To maintain or adjust its capital structure, the Company may issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash equivalents and investments.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

As of March 31, 2025, the Company is seeking opportunities to obtain further funding to pay for exploration and liabilities as they come due.

10 Financial risk factors

(a) Financial risk exposure and risk management

The Company's activities expose it to a variety of financial risks, which include credit, liquidity, market, foreign exchange, interest rate, and commodity price risks.

Financial risk management is carried out by the Company's management team with oversight from the Company's Board of Directors. The Board of Directors provides regular guidance for overall risk management.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due (Note 1). The Company manages its liquidity risk through the management of its capital structure and assets.

As of March 31, 2025 and December 31, 2024, the Company's undiscounted contractual obligations and their maturity dates were as follows:

	March 31, 2025 $	**December 31, 2024 $**
Trade and other payables (within 1 year)	426,260	682,664

10 Financial risk factors (continued)

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as foreign exchange rates, prices, interest rates, and commodity prices.

Interest rate risk

The Company is exposed to financial risk related to the fluctuation of interest rates.

Foreign exchange risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company incurs a portion of its expenses US Dollars. A significant change in the currency exchange rates may an effect on the Company's results of operations. The Company has not hedged its exposure to currency fluctuations.

The Company is exposed to foreign exchange risk through the following financial assets and liabilities denominated in US Dollars ("US$") as of March 31, 2025 and December 31, 2024:

	March 31, 2025	**December 31, 2024**
	US$	
Cash	108	108
Current liabilities	(60)	(161,043)

Based on the above net exposure as of December 31, 2024, and assuming that all other variables remain constant, a 10% appreciation (depreciation) of the Canadian Dollar against the US Dollar would result in an increase or decrease of approximately +/- $70 (December 31, 2024 – $23,000) in the Company's net earnings for the period.

(b) Fair value of financial instruments

IFRS 7 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair values as follows:

- Level 1 – valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 – valuation techniques based on inputs that are other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices); and
- Level 3 – valuation techniques with unobservable market inputs (involves assumptions and estimates by management of how market participants would price the assets or liabilities).

In evaluating fair value information, considerable judgment is required to interpret the market data used to develop the estimates. The use of different market assumptions and valuation techniques may have a material effect on the estimated fair value amounts.

The fair values of cash and trade and other payables approximate carrying value because of their short-term nature. As of March 31, 2025 and December 31, 2024, the Company had no financial instruments that would be categorized as Level 2 or Level 3 in the fair value hierarchy above.

11 Events after reporting period

During the period ended March 31, 2025, the United States and Canadian governments announced new tariffs on imported goods. This has caused significant economic uncertainty and market volatility. Management is actively assessing the situation and the effects on the Company, if any, are currently uncertain.