



**MERIDIAN MINING UK SOCIETAS  
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS  
(Expressed in United States dollars)**

**FOR THE THREE MONTHS ENDED MARCH 31, 2024  
(UNAUDITED)**

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

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

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

**MERIDIAN MINING UK Societas**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION**  
(Expressed in United States dollars)  
(Unaudited)

	As at March 31, 2023	As at December 31, 2023
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$ 4,479,737	\$ 7,095,927
Prepaid expenses and other assets	238,326	385,818
	<u>4,718,063</u>	<u>7,481,745</u>
<b>Non-current assets</b>		
Property, plant and equipment (Note 4)	902,541	949,962
Exploration and evaluation assets (Note 5)	8,991,054	9,019,501
	<u>9,893,595</u>	<u>9,969,463</u>
<b>Total assets</b>	<u>\$ 14,611,658</u>	<u>\$ 17,451,208</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (Note 6)	\$ 1,626,334	\$ 1,854,349
Taxes and fees payable (Note 7)	164,353	184,647
Provisions (Note 8)	343,690	363,330
	<u>2,134,377</u>	<u>2,402,326</u>
<b>Non-current liabilities</b>		
Accounts payable and accrued liabilities (Note 6)	250,000	-
Provisions (Note 8)	14,910	20,146
Taxes and fees payable (Note 7)	-	9,735
	<u>264,910</u>	<u>29,881</u>
<b>Equity (deficit)</b>	<u>2,399,287</u>	<u>2,432,207</u>
Share capital (Note 9)	2,736,732	2,736,732
Share premium (Note 9)	66,366,978	66,366,978
Reserves (Note 9)	70,839,440	71,093,265
Deficit	<u>(127,730,779)</u>	<u>(125,177,974)</u>
<b>Total Equity (Deficit)</b>	<u>12,212,371</u>	<u>15,019,001</u>
<b>Total liabilities and equity</b>	<u>\$ 14,611,658</u>	<u>\$ 17,451,208</u>

**Nature of business and going concern** (Note 1)  
**Subsequent events** (Note 16)

**On behalf of the Board on May 14, 2024:**

\_\_\_\_\_  
*"Gilbert Clark"* Director      \_\_\_\_\_  
*"Douglas Ford"* Director

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

**MERIDIAN MINING UK Societas****CONDENSED CONSOLIDATED INTERIM STATEMENTS OF INCOME (LOSS) AND OTHER COMPREHENSIVE INCOME (LOSS)**

(Expressed in United States dollars)

(Unaudited)

	Three months ended March 31,	
	2024	2023
<b>Operating expenses</b>		
Exploration and evaluation expenses (Note 11)	1,432,690	1,066,985
General and administration expenses (Note 12)	712,062	709,837
Professional fees	193,799	197,251
Share-based payments (Note 9)	27,625	651,416
Care and maintenance expenses	17,863	16,801
Depreciation	49,260	39,106
<b>Total operating expenses</b>	<b>(2,433,299)</b>	<b>(2,681,396)</b>
<b>Loss from operations</b>	<b>(2,433,299)</b>	<b>(2,681,396)</b>
<b>Finance items</b>		
Finance income	41,657	30,835
Finance expense	(15,754)	(19,791)
Foreign exchange (loss) gain	(145,408)	38,581
<b>Total finance income</b>	<b>(119,505)</b>	<b>49,625</b>
<b>Income (loss) for the period</b>	<b>(2,552,804)</b>	<b>(2,631,771)</b>
<b>Other comprehensive income (loss)</b>		
Items that may be reclassified to income (loss)		
Foreign currency translation	(281,451)	232,879
<b>Other comprehensive income (loss)</b>	<b>\$ (2,834,255)</b>	<b>\$ (2,398,892)</b>
<b>Earnings (loss) per share ("EPS") (Note 9)</b>		
Basic	\$ (0.01)	\$ (0.01)
Diluted	\$ (0.01)	\$ (0.01)
<b>Weighted Average Number of Shares Outstanding (000s)</b>		
Basic	242,572	202,834
Diluted	242,572	202,834

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

**MERIDIAN MINING UK Societas**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS**  
(Expressed in United States dollars)  
(Unaudited)

	Three months ended March 31,	
	2024	2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Income (loss)	\$ (2,552,804)	\$ (2,631,771)
Items not affecting cash:		
Finance expenses	15,754	19,791
Depreciation	49,260	39,106
Share based payments (Note 9)	27,625	651,416
Foreign exchange (loss) gain	145,408	(38,581)
Items affecting cash:		
Interest paid	(10,475)	(5,688)
Disbursements related to provisions	(15,381)	(13,438)
Changes in non-cash working capital items:		
Prepaid expenses and other assets	144,725	40,133
Accounts payable and accrued liabilities	28,356	3,996
Taxes and fees payable	(26,199)	(9,397)
Net cash used in operating activities	<u>(2,193,731)</u>	<u>(1,944,433)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Additions to property, plant and equipment	(21,165)	(18,752)
Acquisition of exploration and evaluation assets	(277,900)	(768,941)
Net cash provided by (used in) investing activities	<u>(299,065)</u>	<u>(787,693)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Net cash provided by financing activities	<u>-</u>	<u>-</u>
<b>Effect of foreign exchange on cash</b>	<u>(123,394)</u>	<u>13,441</u>
<b>Net change in cash</b>	<u>(2,616,190)</u>	<u>(2,718,685)</u>
<b>Cash, beginning of the period</b>	<u>7,095,927</u>	<u>6,174,891</u>
<b>Cash, end of the period</b>	<u>\$ 4,479,737</u>	<u>\$ 3,456,206</u>

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

**MERIDIAN MINING UK Societas**

**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY (DEFICIT)**

(Expressed in United States dollars)

(Unaudited)

	Share Capital			Reserves						
	Shares	Share Capital	Share Premium	Reserves	Share based payments	Warrant reserve	Other reserves	Accumulated other comprehensive loss	Deficit	Total Equity
<b>Balance, January 1, 2023</b>	202,833,761	\$ 2,300,486	\$ 53,985,844	\$462,185	\$ 5,303,215	\$ 66,223	\$ 76,501,322	\$ (13,803,747)	\$ (113,192,116)	\$ 11,623,412
Issuance of stock options	-	-	-	-	651,416	-	-	-	-	651,416
Comprehensive income for the period	-	-	-	-	-	-	-	232,879	(2,631,771)	(2,398,892)
<b>Balance, March 31, 2023</b>	202,833,761	\$ 2,300,486	\$ 53,985,844	\$462,185	\$ 5,954,631	\$ 66,223	\$ 76,501,322	\$ (13,570,868)	\$ (115,823,887)	\$ 9,875,936
<b>Balance, January 1, 2024</b>	242,572,708	\$ 2,736,732	\$ 66,366,978	\$462,185	\$ 7,132,288	\$ 330,376	\$ 76,501,322	\$ (13,332,906)	\$ (125,177,974)	\$ 15,019,001
Issuance of stock options	-	-	-	-	27,625	-	-	-	-	27,625
Comprehensive income for the period	-	-	-	-	-	-	-	(281,451)	(2,552,804)	(2,834,255)
<b>Balance, March 31, 2024</b>	242,572,708	\$ 2,736,732	\$ 66,366,978	\$462,185	\$ 7,159,913	\$ 330,376	\$ 76,501,322	\$ (13,614,356)	\$ (127,730,779)	\$ 12,212,371

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

## **MERIDIAN MINING UK Societas**

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

(Expressed in United States dollars)

(Unaudited)

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#### **1. NATURE OF BUSINESS AND GOING CONCERN**

Meridian Mining UK Societas (the “Company” or “Meridian”) was formed in Amsterdam, Netherlands on December 16, 2013. Effective August 15, 2017, the Company transferred its official seat from the Netherlands to London, United Kingdom. The Company’s shares are listed on the Toronto Stock Exchange (“TSX”) under the symbol MNO. The Company is currently engaged in the exploration and development of mineral deposits in Brazil, through its subsidiaries, Rio Cabaçal Mineração Ltda (“Rio Cabaçal”) and Meridian Mineração Jaburi S.A. (“Jaburi”). The Company’s head office is located at 8th Floor, 4 More London Riverside, London, SE1 2AU, United Kingdom.

##### **Going Concern**

These condensed consolidated interim financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business as they come due into the foreseeable future. The Company incurred a loss of \$2,552,804 during the three-month period ended March 31, 2024 (2023 – loss of \$2,631,771). The Company has a working capital of \$2,583,686 as at March 31, 2024 (December 31, 2023 - \$5,079,419).

To continue as a going concern, the Company will need to secure new funding (see Note 16). The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and exploration successes. There can be no assurance that these initiatives will be successful, or sufficient financing will be available. These material uncertainties cast significant doubt as to the ability of the Company to meet its business plan and obligations as they come due and, accordingly, the appropriateness of the use of accounting principles applicable to a going concern.

These consolidated financial statements do not include adjustments to the recoverability and classifications of recorded assets and classification of liabilities and related expenses that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

#### **2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES**

##### **Statement of compliance and basis of presentation**

These condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standard (“IAS”) 34, Interim Financial Reporting as issued by the International Accounting Standards Board (“IASB”). The accounting policies applied in these condensed consolidated interim financial statements are consistent with those disclosed in Note 2 of the Company’s audited consolidated financial statements for the year ended December 31, 2023.

The condensed consolidated interim financial statements and accompanying notes were authorized for issue by the Company’s Board of Directors on May 14, 2024.

##### **Basis of presentation**

These unaudited condensed consolidated interim financial statements have been prepared on a historical cost basis except for certain financial instruments classified as financial instruments at fair value through profit or loss, which are stated at fair value. The financial statements of the Company are presented in United States (“US”) dollars, which is the functional currency of the Company. References to “\$”, “US\$”, or “dollars” are to US dollars, references to “C\$” are to Canadian dollars, references to “R\$” are to Brazilian Reals, and references to “€” are to Euro.

**MERIDIAN MINING UK Societas****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Expressed in United States dollars)

(Unaudited)

**Principles of consolidation**

The condensed consolidated interim financial statements incorporate the assets and liabilities and expenses of the Company's subsidiaries. Subsidiaries are all entities controlled by the Company. Control exists when the Company is exposed, or has rights, to variable returns from its involvement with an investee and has the ability to affect those returns through its power over the investee. Subsidiaries are included in the consolidated financial statements from the date control is obtained until the date control ceases. All intercompany balances, transactions, income, expenses, profits, and losses, including unrealized gains and losses have been eliminated on consolidation.

Subsequent to the period ended March 31, 2024, Rio Cabaçal Participações S/A ("RCP") was incorporated of which the Company has 49% of the voting rights and 100% rights to its variable returns. Subsequently, the ownership of Rio Cabaçal Mineração Ltda ("RCM") was transferred to RCP. Although the Company has 49% of the voting rights in RCP, the Company has determined that it has the full beneficial interest over the entity as the Company has the rights of variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

**3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES**

The preparation of condensed interim consolidated financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to these condensed consolidated interim financial statements, are described in Note 3 of the Company's audited consolidated financial statements for the year ended December 31, 2023.

**4. PROPERTY, PLANT AND EQUIPMENT**

<b>Cost:</b>	Land	Vehicles, machinery and equipment	Office furniture and other	Total
<b>Balance, December 31, 2023</b>	\$ 77,789	\$ 1,116,257	\$ 305,720	\$ 1,499,766
Additions		7,747	24,690	32,437
Currency adjustment	(523)	(36,304)	(10,228)	(49,055)
<b>Balance, March 31, 2024</b>	\$ 75,266	\$ 1,087,700	\$ 320,183	\$ 1,483,149
<b>Accumulated depreciation:</b>	Land	Vehicles, machinery and equipment	Office furniture and other	Total
<b>Balance, December 31, 2023</b>	\$ -	\$ (345,829)	\$ (203,975)	\$ (549,804)
Additions	-	(27,205)	(22,054)	(49,259)
Currency adjustment	-	11,564	6,892	18,456
<b>Balance, March 31, 2024</b>	\$ -	\$ (361,470)	\$ (219,138)	\$ (580,608)
<b>Net book value:</b>	Land	Vehicles, machinery and equipment	Office furniture and other	Total
<b>December 31, 2023</b>	\$ 77,789	\$ 770,428	\$ 101,745	\$ 949,962
<b>March 31, 2024</b>	\$ 75,266	\$ 726,230	\$ 101,045	\$ 902,541

**MERIDIAN MINING UK Societas**  
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**5. EXPLORATION AND EVALUATION ASSETS**

Summary of exploration and evaluation assets:

<b>Balance as at December 31, 2023</b>	\$	9,019,501
Additions:		
Option agreement – Cabaçal project		250,000
Foreign currency adjustment		(278,447)
<b>Balance as at March 31, 2024</b>	<b>\$</b>	<b>8,991,054</b>

*Cabaçal Project, Mato Grosso*

(a) Overview of Purchase Agreement

On November 6, 2020, the Company entered into a Purchase Agreement with two private Brazilian companies (the “Vendors”), to acquire the rights to the Cabaçal Copper-Gold Project in the state of Mato Grosso, Brazil, (the “Cabaçal Agreement”). The Cabaçal Agreement contemplated that payments can be withheld by the Company in an Indemnification Escrow Fund (the “Escrow Fund”) to guarantee the payment of any losses in connection with certain of the Vendors’ obligations. At the Company’s discretion, the Escrow Fund balance can be used to pay certain Vendors’ obligations.

Under the terms of the Cabaçal Agreement, the Company is required to make staged payments based on milestones achieved below. The Company has determined the Cabaçal Agreement to be an executory contract based on the assessment of its provisions. As a result, as milestones are achieved the respective staged payments are triggered. The measurement of staged payments will be determined at the trigger date and will be capitalized to exploration and evaluation assets as they are deemed to be acquisition related costs.

Amounts triggered and paid as at March 31, 2024:

- \$25,000 payable within 5 days of the execution of the option agreement (paid);
- \$275,000 payable by October 15, 2021, as the transfers of the mineral rights to Rio Cabaçal were filed with the Agência Nacional de Mineração (“ANM”; Brazil’s nation mining agency) (paid);
- \$1,750,000 payable on August 1, 2023, unless accelerated upon completion of an equity financing for gross proceeds of at least \$2,500,000, provided completion of a successful drill program and historical geophysics database validation, as well as obtaining certain permits and the access to the surface rights overlapping with the Cabaçal mineral rights (see details regarding payment below); and
- 1,000,000 common shares in the capital of the Company or C\$300,000, at the option of the Vendors, within 6 months of the third payment and subject to completion of a technical report on the estimate of the resource in accordance with National Instrument 43-101, whichever occurs later (paid in common shares).

Amounts not yet triggered:

- \$1,850,000 plus, at the option of the Vendors, 1,500,000 common shares in the capital of the Company or C\$450,000, within 9 months of the fourth payment and subject to the successful completion of the positive economic feasibility study. On January 4, 2024, the Company amended the terms of the fifth instalment where the payment will be made by September 30, 2025, but is still subject to the successful completion of the positive economic feasibility study. Additionally, the amended terms now require the Company to advance \$250,000, in monthly installments, from April 2025 to June 2025, to be deducted from the total amount of the fifth payment;
- \$2,250,000 payable plus, at the option of the Vendors, 2,000,000 common shares in the capital of the Company or C\$600,000, up to 30 days after the Installation License (“LI”) of the Cabaçal plant is issued by the competent authorities; and

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- \$2,600,000 payable within 45 days after the signature by the Company of the definitive financing contracts for the construction of the Cabaçal plant.

(b) Cabaçal Agreement payments

During the period ended March 31, 2024, the Company made payments of \$277,900 on behalf of and to the Vendors that have been deducted from the third payment amount payable. As at March 31, 2024, the remaining balance of the third instalment of \$396,876 continues to be recognized in current accounts payable and accrued liabilities and \$250,000 related to the fifth instalment recognized in non-current accounts payable and accrued liabilities.

**6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

	March 31, 2024	December 31, 2023
<b>Current:</b>		
Trade payables	\$ 840,677	\$ 871,346
Option agreement – Cabaçal project (Note 5)	396,876	676,465
Payroll liabilities	227,146	252,503
Other liabilities	<u>161,635</u>	<u>54,035</u>
	1,626,334	1,854,349
<b>Non- Current</b>		
Option agreement – Cabaçal project (Note 5)	<u>250,000</u>	<u>-</u>
Total	\$ 1,876,334	\$ 54,035

**7. TAXES AND FEES PAYABLE**

	March 31, 2024	December 31, 2023
<b>Current:</b>		
Taxes and fees payable (i)	\$ 52,848	\$ 58,406
Withholding taxes and other taxes related to debt restructuring	58,542	58,650
Other	<u>52,963</u>	<u>67,591</u>
	164,353	184,647
<b>Non-Current:</b>		
Taxes and fees payable (i)	<u>-</u>	<u>9,735</u>
Total	\$ 164,353	\$ 194,382

(i) *Restructuring of Brazilian taxes and fees liabilities*

During the year ended December 31, 2020, the Company enrolled in an instalment payment program on certain unpaid taxes and fees related to the year ended December 31, 2019. Under the program, the Company will pay the outstanding taxes and fees, plus accrued penalties, and interests, in equal instalments over a period of 60 months.

As at March 31, 2024, the total balance of the Brazilian social security taxes payable was \$52,848 that will be repaid in equal monthly instalments over 11 months, adjusted for inflation. As a result, the Company classified as long-term liabilities the amount of \$nil (December 31, 2023 - \$9,735).

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**8. PROVISIONS**

	Environmental provision (i)	Other provisions (ii)	Total
<b>Balance, December 31, 2023</b>	\$ 54,682	\$ 328,794	\$ 383,476
Spent during the year	(15,381)	-	(15,381)
Accretion	2,784	-	2,784
Additions during the year			
Foreign currency adjustment	(1,614)	(10,664)	(12,279)
<b>Balance, March 31, 2024</b>	<b>\$ 40,471</b>	<b>\$ 318,130</b>	<b>\$ 358,600</b>
Represented by:			
Current portion	\$ 25,560	\$ 318,130	\$ 343,690
Long-term portion	\$ 14,910	\$ -	\$ 14,910

(i) *Environmental provision*

Pursuant to Jaburi's operations in Brazil, the Company is required to rehabilitate its plant and colluvial mining sites, as well as remove all plant and equipment. A provision has been recognized for the requirements to rehabilitate these sites environmentally and decommission the plant and equipment. Long-term environmental liabilities related to decommissioning the plants are recorded at the present value of the estimated costs, assuming nominal risk-free discount rates of 8.50% and are expected to be incurred up to the end of 2025.

(ii) *Other provisions*

Various legal and regulatory matters are outstanding from time to time due to the nature of the Company's operations. In the event that management's estimate of the future resolution of these matters changes, the Company will recognize the effects of the changes in its consolidated financial statements on the date such charges occur. As at March 31, 2024, the Company has recognized a provision of \$318,130 (December 31, 2023 - \$328,794) representing management's best estimates of expenditures required to settle present obligations. The ultimate outcome or actual cost of settlement may vary materially from management estimates due to the inherent uncertainty regarding the Company's estimates.

**9. SHAREHOLDERS' EQUITY**

**Authorized Capital**

As at March 31, 2024, the Company had authorized unlimited number of common shares with a par value of €0.01.

**Issued Capital**

As at March 31, 2024, the Company had 242,572,708 (December 31, 2023 - 242,572,708) issued and fully paid common shares.

**Share capital**

Share capital comprises the amount subscribed for at the par value.

**Share premium**

Share premium comprises the amount subscribed for share capital in excess of par value.

**MERIDIAN MINING UK Societas**  
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS  
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**Reserves - Stock options and warrants**

Stock option transactions are summarized as follows:

	Stock Options		Weighted Average Exercise Price
	Number		
Outstanding December 31, 2022	14,830,285	C\$	0.50
Granted	3,225,500		0.50
Outstanding March 31, 2023	18,055,785	C\$	0.49
Outstanding December 31, 2023	21,543,103	C\$	0.65
Expired / cancelled	(681,112)		0.64
Granted	180,000		0.50
Outstanding March 31, 2024	21,041,991	C\$	0.50

As at March 31, 2024 the following incentive stock options and agent's compensation options were outstanding:

	Number of options and warrants outstanding	Exercise Price (C\$)	Expiry Date	Remaining Contractual Life (years)
<b>Stock options</b>	4,352,684	0.07	October 22, 2024	0.56
	248,016	0.10	June 2, 2025	1.17
	2,515,000	0.45	February 26, 2026	1.91
	3,615,155	1.10	October 27, 2026	2.58
	100,000	1.10	February 6, 2027	2.85
	75,000	1.10	February 24, 2027	2.90
	390,000	0.95	May 17, 2027	3.13
	2,676,500	0.50	January 25, 2028	3.82
	695,000	0.50	July 26, 2028	4.32
	950,000	0.50	October 11, 2028	4.53
	1,000,000	0.35	October 27, 2028	4.58
	4,244,636	0.50	November 28, 2028	4.67
	180,000	0.50	February 28, 2029	4.92
<b>Agent's compensation options</b>	501,004 <sup>(1)</sup>	0.35	December 30, 2024	1.00
	1,677,000 <sup>(2)</sup>	0.50	May 2, 2025	1.34

<sup>(1)</sup> Issued in connection with the brokered private placement closed on December 30, 2022.

<sup>(2)</sup> Issued in connection with the public offering closed on May 2, 2023.

On February 28, 2024, the Company granted 180,000 to a consultant of the Company that vested immediately with an exercise price of C\$0.50 per common share for a term of five years, until February 28, 2029.

On January 25, 2023, the Company granted 3,225,500 to directors, officers, employees, advisors, and consultants of the Company that vested immediately with an exercise price of C\$0.50 per common share for a term of five years, until January 25, 2028.

**MERIDIAN MINING UK Societas****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

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The following weighted average assumptions were used for the Black-Scholes option-pricing model valuation of stock options granted during the three-month period ended March 31, 2024 and March 31, 2023:

	Options granted in 2024	Options granted in 2023
Risk-free interest rate	3.60%	2.88%
Expected life of options	5 years	5 years
Expected annualized volatility	82.79%	85.04%
Dividend yield	0.0%	0.0%
Forfeiture rate	0.0%	0.0%

The expected volatility used in the Black-Scholes option pricing model is based primarily on the historical volatility of the comparable companies.

**Earnings (loss) per share (“EPS”):**

The following table sets forth the computation of basic and diluted earnings (loss) per share:

	Three months ended	
	March 31, 2024	March 31, 2023
<b>Numerator</b>		
Income (loss) for the period	\$ (2,552,804)	\$ (2,631,771)
Effect of dilutive securities	-	-
	\$ (2,552,804)	\$ (2,631,771)
<b>Denominator</b>		
For basic – weighted average number of shares outstanding	242,572,708	202,833,761
Effect of dilutive securities	-	-
For diluted – adjusted weighted average number of the shares outstanding	242,572,708	202,833,761
<b>Earnings (loss) Per Share</b>		
Basic	(0.01)	(0.01)
Diluted	(0.01)	(0.01)

For the three months ended March 31, 2024, 21,041,991 (March 31, 2023 - 18,055,785) stock options were not included in the calculation of diluted earnings per share as the Company was in a loss position and thus any impact would be anti-dilutive.

**10. RELATED PARTIES**

## a) Key management compensation

	March 31, 2024	March 31, 2023
Salaries, consulting and directors’ fees	\$ 367,641	\$ 296,898
Share-based compensation	-	393,819
	\$ 367,641	\$ 690,717

**MERIDIAN MINING UK Societas****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Expressed in United States dollars)

(Unaudited)

## b) Other related party transactions

As at March 31, 2024, the Company had the following balances due to entities related by way of common directors and/or management. These amounts, unless otherwise noted, were unsecured and non-interest bearing.

	March 31, 2024	December 31, 2023
Accounts payable and accrued liabilities – other liabilities	\$ 167,207	\$ 54,035

**11. EXPLORATION AND EVALUATION EXPENSES**

	March 31, 2024	March 31, 2023
Assays	\$ 260,203	\$ 89,657
Consulting – geological and other	82,616	81,382
Engineering studies	-	127,057
Drilling	452,277	213,980
Equipment rental	162,871	61,826
Field expenditures	10,587	59,880
Vehicle rental	99,856	46,300
Payroll	291,035	288,580
Room and boarding	68,947	57,592
Other	4,298	40,731
Total	\$ 1,432,690	\$ 1,066,985

**12. GENERAL AND ADMINISTRATION EXPENSES**

	March 31, 2024	March 31, 2023
Investor relations and shareholder communication	\$ 78,576	\$ 106,538
Insurance	35,935	34,810
Management and director fees (Note 10)	322,394	255,462
Office and miscellaneous	45,555	57,977
Payroll	131,279	136,537
Rent	17,087	18,108
Telephone and information technology	13,774	14,597
Travel	42,926	43,517
Other	24,536	42,291
Total	\$ 712,062	\$ 709,837

**13. CAPITAL MANAGEMENT**

The capital structure of the Company consists of equity totaling \$12,212,371 (2023 – \$15,019,001). The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern to: (i) preserve capital, (ii) obtain the best available net return, and (iii) maintain liquidity.

The Company manages the capital structure and makes adjustments as a result of changes in economic condition and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash.

The Company's policy is to invest its excess cash in highly liquid, fully guaranteed, bank sponsored instruments. The Company is not subject to externally imposed capital requirements and does not have exposure to asset-backed commercial paper or similar products.

**MERIDIAN MINING UK Societas****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Expressed in United States dollars)

(Unaudited)

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

The Company is required to disclose the fair value of each class of financial assets and liabilities in the financial statements. Financial assets and liabilities are classified in the fair value hierarchy according to the lowest level of input that is significant to the fair value measurement. Assessment of the significance of a particular input to the fair value measurement requires judgment and may affect placement within the fair value hierarchy levels.

The hierarchy is as follows:

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

The carrying value of cash and accounts payable approximate fair value due to the short-term nature of the financial instruments. Warrant liability was measured at fair value based on Level 2 inputs.

**Risk management**

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include, credit risk, currency risk, interest rate risk and liquidity risk. Where material, these risks are reviewed and monitored by the Board of Directors.

*Credit risk*

Financial instruments that potentially subject the Company to credit risk consist of cash. The Company deposits cash with high credit quality financial institutions as determined by rating agencies.

*Currency risk*

The international nature of the Company's operations results in foreign exchange risk. The Company's operating costs are primarily in US dollars, Canadian dollars, Brazilian reals, and British pound sterling. Hence, any fluctuation of the US dollar in relation to these currencies may affect the profitability of the Company and the value of the Company's assets and liabilities.

The Company is exposed to foreign exchange risk through the following financial assets and liabilities denominated in currencies other than the functional currency of the applicable company:

As at March 31, 2024	US dollar	Canadian dollar	Pound Sterling	Brazilian Real
Cash	\$ 1,801	\$ 3,490,920	\$ 2,240	\$ -
Total Assets	1,801	3,490,920	2,240	-
Accounts payable and accrued liabilities	(646,876)	-	-	(2,492)
Net Assets	\$ (645,075)	\$ 3,490,920	\$ 2,240	\$ (2,492)

**MERIDIAN MINING UK Societas****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Expressed in United States dollars)

(Unaudited)

As at December 31, 2023	US dollar	Canadian dollar	Brazilian real
Cash	\$ 1,819	\$ 6,156,849	\$ 1,819
Total Assets	1,819	6,156,849	1,819
Accounts payable and accrued liabilities	(676,465)	-	(676,465)
Net Assets	\$ (674,646)	\$ 6,156,849	\$ (674,646)

As at March 31, 2024, fluctuations of +/- 10% in the US dollar, relative to those foreign currencies, would impact the Company's consolidated income for the three-month period ended March 31, 2024 by approximately \$349,067. In addition, such fluctuations would impact the Company's consolidated total assets, consolidated total liabilities and consolidated total equity by approximately \$295,266, \$58,807 and \$588,069, respectively, as at March 31, 2024.

The Company does not use derivative instruments to reduce its exposure to foreign currency risk nor has it entered into foreign exchange contracts to hedge against gains or losses from foreign exchange.

*Interest rate risk*

The Company's financial assets exposed to interest rate risk consist of cash balances. None of the Company's payables are subject to floating interest rates. The Company does not believe its interest rate risk is significant.

*Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial assets.

The Company has historically relied upon equity financings to maintain an adequate level of cash to satisfy its capital requirements and will continue to depend heavily upon equity financings. All of the Company's accounts payable and accrued liabilities are subject to normal trade terms. The Company is exposed to risk that it will encounter difficulty in satisfying liabilities on maturity.

There can be no assurance the Company will be able to obtain required financing in the future on acceptable terms. The Company will need additional capital in the future to finance ongoing exploration of its properties, such capital is expected to be derived from the completion of equity financings. The Company has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it for future exploration and development of its projects, although the Company has been successful in the past in financing its activities through the previously mentioned financing activities.

The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions as well as exploration success. In recent years, the securities markets have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings.

**MERIDIAN MINING UK Societas****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Expressed in United States dollars)

(Unaudited)

As at March 31, 2024, the Company's liabilities that have contractual maturities are as follows:

	Less than 1 year	Less than 2 years	2 years or greater	Total
Accounts payable and accrued liabilities	\$ 1,626,334	\$ 250,000	\$ -	\$ 1,876,334
Provisions	343,690	14,940	-	358,600
Taxes and fees payable	164,353	-	-	164,353
	<u>\$ 2,134,377</u>	<u>\$ 264,910</u>	<u>\$ -</u>	<u>\$ 2,399,287</u>

The fair value of the Company's loans payable is approximated by the carrying values as the contractual interest rates are comparable to current market interest rates.

**15. SEGMENTED INFORMATION**

The Company operates in one operating segment, being the acquisition, exploration and development of exploration and evaluation properties in Brazil. Accordingly, the chief decision makers consider Meridian to currently have one segment and, therefore, segmented information is not presented.

**16. SUBSEQUENT EVENTS**

On April 9, 2024, the Company closed a bought deal offering through the issuance of 57,500,000 common shares at a price of C\$0.35 per common share for aggregate gross proceeds to the Company of C\$20,125,000. The Company also issued 2,101,628 share purchase options (the "Agent Compensation Options"). Each Agent Compensation Options entitles the holder to purchase one Common Share at a price of C\$0.35 per Common Share until April 9, 2026.

On April 29, 2024, the Company granted 600,000 stock options to a consultant of the Company that vested immediately with an exercise price ranging from C\$0.46 per common share for a term of two years.