



Rio Silver Inc.
Condensed Interim Consolidated Financial Statements
For the Three Months Ended
March 31, 2025 and 2024
(Expressed in Canadian dollars)

Notice to Shareholders of Rio Silver Inc.

In accordance with National Instrument 51-102, Part 4, subsection 4.3 (3) (a), we report that the accompanying unaudited condensed interim consolidated 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 the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

RIO SILVER INC.
Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian dollars)

As at	March 31, 2025	December 31, 2024
ASSETS		
Current Assets		
Cash	\$ 21,652	\$ 15,879
Other receivable (Note 8)	55,560	71,917
Government taxes receivable	5,126	3,514
Prepaid expense	23,712	23,788
	106,050	115,098
Other receivable (Note 8)	211,100	227,969
	317,150	343,067
LIABILITIES		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 992,530	\$ 933,926
Due to related parties (Note 6)	154,671	99,671
Convertible debentures (Note 9)	13,263	12,554
Convertible debentures - Derivative liabilities (Note 9)	11,054	7,649
	1,171,518	1,053,800
SHAREHOLDERS' EQUITY (DEFICIT)		
Share capital (Note 7)	13,393,167	13,393,167
Contributed surplus (Note 7)	4,175,693	4,175,693
Accumulated deficit	(18,423,228)	(18,279,593)
	(854,368)	(710,733)
	\$ 317,150	\$ 343,067

NATURE OF OPERATION (Note 1)

BASIS OF PRESENTATION AND GOING CONCERN (Note 2)

APPROVED ON BEHALF THE BOARD:

"Chris Verrico" Director
Chris Verrico

"Christopher Hopton" Director
Christopher Hopton

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

RIO SILVER INC.

Condensed Interim Consolidated Statements of Comprehensive Loss
(Unaudited)
(Expressed in Canadian dollars)

	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024
Expenses		
Consulting fees	\$ 20,500	\$ -
Exchange loss	1,483	2,807
Exploration and evaluation expenditures (Note 8)	84,057	5,499
Filling fees	6,520	8,028
Management fees (Note 6)	22,500	22,500
Office and administration	8,175	2,748
Professional fees	13,499	13,499
Rent	1,800	1,200
	(158,534)	(56,281)
Other income		
Disposition gain for mining concession	40,000	101,094
Gain or loss on fair value of derivative liability (Note 9)	(3,405)	484
Interest expenses	(21,694)	(1,436)
	14,899	100,142
Income (loss) for the year before income taxes	\$ (143,635)	\$ 43,861
Income taxes expense	\$ -	\$ -
Net loss and comprehensive loss for the period	\$ (143,635)	\$ 43,861
Net loss per share - basic and diluted	\$ (0.00)	\$ 0.00
Weighted average number of common shares-basic and diluted	84,832,844	84,832,844

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

RIO SILVER INC.
Condensed Interim Consolidated Statements of Changes in Shareholders' Deficiency
(Unaudited)
(Expressed in Canadian dollars, except share number)

	Issued Common Shares		Contributed Surplus	Accumulated Deficit	Total Equity (Deficit)
	Number	Amount			
		\$	\$	\$	\$
Balance, December 31, 2023	84,832,844	13,393,167	4,127,944	(18,277,630)	(756,519)
Share-based payments (Note 9d)	-	-	47,749	-	47,749
Net loss	-	-	-	(1,963)	(1,963)
Balance, December 31, 2024	84,832,844	13,393,167	4,175,693	(18,279,593)	(710,733)
Net loss	-	-	-	(143,635)	(143,635)
Balance, March 31, 2025	84,832,844	13,393,167	4,175,693	(18,423,228)	(854,368)

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

RIO SILVER INC.
Condensed Interim Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)

	March 31, 2025	March 31, 2024
	\$	\$
Operating Activities		
Net loss for the period	(143,635)	43,861
Items not requiring use of cash:		
Gain or loss on fair value of derivative liability	3,405	(484)
Interest accretion	710	548
Changes in operating assets and liabilities:		
Government taxes receivable	(1,612)	(282)
Other receivable	33,226	-
Prepaid expenses and other assets	76	(576)
Trade and other payables	58,603	(17,217)
Cash provided (used) in operating activities	(49,227)	25,850
Financing Activities		
Due to related parties	55,000	-
Cash provided (used) by financing activities	55,000	-
Increase (Decrease) in cash	5,773	25,850
Cash, beginning of period	15,879	48,338
Cash, end of period	21,652	74,188

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

Rio Silver Inc.
Notes to the Condensed Interim Consolidated Financial Statements
Three Months ended March 31, 2025 and 2024
(Expressed in Canadian dollars unless otherwise noted)

1. NATURE OF OPERATIONS

Rio Silver Inc. (the “Company” or “Rio Silver”) is listed on the TSX Venture Exchange (“TSXV”) under the symbol “RYO”. It is incorporated in Canada under the Canada Business Corporations Act. The Company’s corporate office and principal place of business is Suite 1600 – 595 Burrard Street, Vancouver, BC, V7X 1L4. The Company’s principal business activity is the acquisition, evaluation and development of mineral properties in the Americas.

2. BASIS OF PRESENTATION AND GOING CONCERN

Statement of compliance

These condensed interim consolidated financial statements for the three months period ended March 31, 2025 have been prepared in accordance with IAS34 Interim Financial Reporting.

These condensed interim consolidated financial statements should be read in conjunction with the Company’s 2023 annual consolidated financial statements which have been prepared in accordance with IFRS® Accounting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). The condensed interim consolidated financial statements have been prepared using accounting policies consistent with those used in the Company’s 2024 annual consolidated financial statements except for the adoption of new and amended standards as set out below.

These consolidated financial statements were approved and authorized for issuance by the Audit Committee and the Board of Directors on May 28, 2025.

Going concern

The Company is in the process of exploring and evaluating its mineral properties. On the basis of information to date, it has not yet determined whether those properties contain economically recoverable mineral deposits. The business of mining and exploration involves a high degree of risk and there can be no assurances that the Company’s exploration programs will result in profitable mining operations. Until it is determined that a property contains mineral reserves or resources that can be economically mined, it is classified as an exploration property. The Company’s continued existence is dependent upon receiving fundings, the discovery of economically recoverable reserves and resources, securing and maintaining title and beneficial interest in its properties, and making the required payments pursuant to mineral property option agreements.

The Company raised funds throughout the prior fiscal years and utilized these funds for working capital and capital expenditures requirements. The ability of the Company to arrange such financing in the future will depend in part upon the prevailing capital market conditions as well as the business performance of the Company. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. If additional financing is raised by the issuance of shares from the treasury of the Company, control of the Company may change and existing shareholders may have their interest diluted. If adequate financing is not available, the Company may be required to relinquish rights to certain of its interests or terminate its operations.

These consolidated financial statements have been prepared on a going-concern basis, which assumes that the Company will be able to realize assets and discharge liabilities in the normal course of business. If the going concern assumption was not used then the adjustments required to report the Company’s assets and liabilities on a liquidation basis could be material to these consolidated financial statements. Accordingly, these consolidated financial statements do not give effect to adjustments, if any, that would be necessary should the Company be unable to continue as a going concern.

Rio Silver Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Three Months ended March 31, 2025 and 2024

(Expressed in Canadian dollars unless otherwise noted)

As at March 31, 2025, the Company had no revenues, had a working capital deficit of 1,065,468 (2024 – \$938,702), had an accumulated deficit of \$18,423,228 (2024 - \$18,279,593) and expects to incur further losses in the development of its business, all of which indicate a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern. The Company will require additional financing in order to conduct its planned work programs on mineral properties, meet its ongoing levels of corporate overhead and discharge its liabilities as they come due.

Basis of presentation

These consolidated financial statements have been prepared on a historical cost basis except for the revaluation of certain financial instruments to fair value.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in the consolidated financial statements.

Principles of consolidation

The consolidated financial statements of the Company consolidate the accounts of the following subsidiaries:

<u>Company</u>	<u>Location</u>	<u>Ownership</u>	<u>Principal Activity</u>
Rio Silver Exploration Ltd.	Canada	100%	Exploration company
Minera Rio Plata S.A.C.	Peru	100%	Exploration company

The results of the subsidiaries are included in the consolidated statements of income (loss) and comprehensive income (loss) and consolidated statements of cash flows from the effective date of acquisition. All inter-company transactions, balances, income and expenses are eliminated in full on consolidation.

Functional currency and foreign operation

IFRS requires that the functional currency of each entity in the consolidated group be determined separately in accordance with the indicators as per IAS 21 – Foreign exchange and should be measured using the currency of the primary economic environment in which the entity operates (“the functional currency”). The parent and subsidiaries’ functional currency is the Canadian dollar for operations in both Peru and Canada. The consolidated financial statements are presented in Canadian dollars, which is the parent and subsidiaries’ presentation currency.

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Financial instruments

Financial assets

The Company recognizes financial assets when it becomes party to the contractual provisions of the instrument. Financial assets are measured initially at their fair value plus, in the case of financial assets not subsequently measured at fair value through profit or loss, transaction costs that are directly attributable to their acquisition. Transaction costs attributable to the acquisition of financial assets subsequently measured at fair value through profit or loss are expensed in profit or loss when incurred.

Rio Silver Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Three Months ended March 31, 2025 and 2024

(Expressed in Canadian dollars unless otherwise noted)

Subsequent to initial recognition, all financial assets are classified and subsequently measured at amortized cost, fair value through other comprehensive income (FVOCI) or through profit or loss (FVTPL). Interest income is calculated using the effective interest method and gains or losses arising from impairment, foreign exchange and derecognition are recognized in profit or loss. Financial assets measured at amortized cost are comprised of cash.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Equity investments held for trading are classified as FVTPL. For all other equity investments that are not held for trading, the Company, on initial recognition, may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income (OCI). This election is made on an investment-by-investment basis.

The Company reclassifies debt instruments only when its business model for managing those financial assets has changed. Reclassifications are applied prospectively from the reclassification date and any previously recognized gains, losses or interest are not restated.

The Company recognizes a loss allowance for the expected credit losses associated with its financial assets. Expected credit losses are measured to reflect a probability-weighted amount, the time value of money, and reasonable and supportable information regarding past events, current conditions and forecasts of future economic conditions.

The Company applies the simplified approach for accounts receivable that do not contain a significant financing component. Using the simplified approach, the Company records a loss allowance equal to the expected credit losses resulting from all possible default events over the assets' contractual lifetime.

Financial assets are written off when the Company has no reasonable expectations of recovering all or any portion thereof.

The Company derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire.

Financial liabilities

The Company recognizes a financial liability when it becomes party to the contractual provisions of the instrument. At initial recognition, the Company measures financial liabilities at their fair value less transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss.

Subsequent to initial recognition, all financial liabilities are measured at amortized cost using the effective interest rate method, unless they must be measured at FVTPL (such as derivatives) or if the Company elects to measure them at FVTPL. Interest, gains and losses relating to a financial liability are recognized in profit or loss. Financial liabilities measured at FVTPL are comprised of derivative liabilities. Financial liabilities measured at amortized cost are comprised of accounts payable and accrued liabilities, convertible debentures and due to related parties.

Rio Silver Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Three Months ended March 31, 2025 and 2024

(Expressed in Canadian dollars unless otherwise noted)

The Company derecognizes a financial liability only when its contractual obligations are discharged, cancelled or expire.

Interest

Interest income and expense are recognized in profit or loss using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments over the expected life of the financial instrument to the gross carrying amount of the financial asset or the amortized cost of the financial liability. The effective interest rate is calculated considering all contractual terms of the financial instruments, except for the expected credit losses of financial assets.

The 'amortized cost' of a financial asset or financial liability is the amount at which the instrument is measured on initial recognition minus principal repayments, plus or minus any cumulative amortization using the effective interest method of any difference between the initial amount and maturity amount and adjusted for any expected credit loss allowance. The 'gross carrying amount' of a financial asset is the amortized cost of a financial asset before adjusting for any expected credit losses.

Interest income and expense is calculated by applying the effective interest rate to the gross carrying amount of the financial asset (when the asset is not credit-impaired) or the amortized cost of the financial liability.

Where a financial asset has become credit-impaired subsequent to initial recognition, interest income is calculated in subsequent periods by applying the effective interest method to the amortized cost of the financial asset. If the asset subsequently ceases to be credit-impaired, calculation of interest income reverts to the gross basis.

Offsetting

Financial assets and financial liabilities are offset, with the net amount presented in the statement of financial position, when, and only when, the Company has a current and legally enforceable right to set off the recognized amounts and intends either to settle on a net basis or realize the asset and settle the liability simultaneously.

Income and expenses are presented on a net basis only when permitted under IFRS, or when arising from a group of similar transactions if the resulting income and expenses are not material.

Exploration and evaluation expenditures

The Company expenses exploration and evaluation expenditures as incurred. Exploration and evaluation expenditures include property option payments and other property acquisition and preservation costs and exploration and evaluation activities. The Company records property option payments and government assistance received on account of exploration and evaluation activities on a net basis against expenditures.

Convertible debentures

Upon issuance, convertible debentures are allocated between derivative liabilities and host debt on initial recognition with transaction cost attributable to the derivative liability expensed in the period. The host debt is net of attributable transaction costs. Transaction costs are allocated based on proportion to the allocation of proceeds. The derivative liability is measured at fair value through profit and loss using the Black Scholes pricing model. On initial recognition, host debt is the residual of total proceeds less the fair value of the derivative liability, net of transaction costs. The host debt is subsequently carried at amortized cost using the effective interest rate method; the liability is accreted to the face value over the term of the convertible debt. Accretion is expensed to the consolidated statements of income (loss) and comprehensive income (loss).

Rio Silver Inc.**Notes to the Condensed Interim Consolidated Financial Statements****Three Months ended March 31, 2025 and 2024**

(Expressed in Canadian dollars unless otherwise noted)

Share-based payment transactions

The fair value of share options granted to directors, officers, employees, and consultants is recognized as an expense over the vesting period using the graded vesting method with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company. The fair value is measured at the grant date and recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option-pricing model, taking into account the terms and conditions upon which the options were granted. At the end of each reporting period, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest. Share-based payments incorporates an expected forfeiture rate.

Fair value of the warrants issued with common shares

Proceeds from unit placements are allocated between common shares and warrants issued using the residual method. The proceeds are first attributed to the warrants according to the fair market value at the time of issuance with the residual amount allocated to the common shares. The Company uses the Black-Scholes pricing model to determine the fair value of the warrants issued.

Income taxes

Income tax expense consists of current and deferred tax expense. Current and deferred tax are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred tax is recognized on any temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable earnings. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized and the liability is settled. The effect of a change in the enacted or substantively enacted tax rates is recognized in net earnings and comprehensive income or in equity depending on the item to which the adjustment relates.

Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

Earnings (Loss) per share

Basic earnings (loss) per share is calculated by dividing the net earnings available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share is calculated in a similar manner, except that the weighted average number of common shares outstanding is increased to include the effects of all dilutive common shares including convertible debentures, options and warrants, if dilutive. In a year when the Company reports a loss, the effect of potential issuances of shares under options and warrants outstanding would be anti-dilutive and, therefore basic and diluted loss per shares are the same.

Significant accounting judgements and estimates

The preparation of these consolidated financial statements requires management to make judgment, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. The estimates and associated assumptions are based on historical experience and various other

Rio Silver Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Three Months ended March 31, 2025 and 2024

(Expressed in Canadian dollars unless otherwise noted)

factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual outcomes could differ from these estimates.

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

Critical accounting judgments

The critical judgments that the Company's management has made in the process of applying the Company's accounting policies that have the most significant effect on the amounts recognized in these consolidated financial statements are as follows:

Evaluation of the Company's ability to continue as a going concern

The continuation of the Company as a going concern is dependent upon its ability to execute its strategy and finance the operations through achieving positive cash flow from operations by obtaining additional funding through debt or equity financing involves judgments. Management routinely plans future activities including forecasting future cash flows. Management has reviewed their plan with the directors and has collectively formed a judgement that the Company has adequate resources to continue as a going concern for the foreseeable future, which Management and the Directors have defined as being at least for the next 12 months. In arriving at this judgment, Management has prepared the cash flow projections of the Company. Directors have reviewed this information provided by management and have considered the financial resources available to the Company. The expected cash flows have been modeled based on anticipated debt and equity funding programmed into the model and reducing over time.

Management has assessed and concluded that the going concern assumption is appropriate for a period of at least twelve months following the end of the reporting period. Management applied significant judgement in arriving at this conclusion by considering the following:

- The amount of cash on hand as of year end;
- The ability to source new debt and equity financing to provide sufficient cash flow to continue to fund operations and other committed expenditures; and
- The ability to delay the payment for the due to related parties balance in order to manage cash flows.

Considering the above, Management and Directors continue to adopt the going concern basis in preparing the consolidated financial statements.

Given the judgement involved, actual results may lead to a materially different outcome.

Determination of functional currency of the Company

The functional currency for each of the Company and its subsidiary is the currency of the primary economic environment in which each entity operates. The determination of each entity's functional currency requires analyzing facts that are considered primary factors, and if the result is not conclusive, the secondary factors. The analysis requires management to apply significant judgment since primary and secondary factors may be mixed. In determining its functional currency, management analyzed both the primary and secondary factors, including the currency of each entity's operating cash flow, and sources of financing.

Key sources of estimation uncertainty

Fair value measurement of other receivable

Rio Silver Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Three Months ended March 31, 2025 and 2024

(Expressed in Canadian dollars unless otherwise noted)

The determination of the fair value of the other receivable on initial recognition required management to impute an appropriate incremental interest rate as the receivable is non-interest bearing in nature. Management used its best estimate in determining the discount rate and considered many factors, including the credit risk and history with the third party.

Deferred taxes

The calculation of deferred tax is based on assumptions, which are subject to uncertainty as to timing and which tax rates are expected to apply when temporary differences reverse. Deferred tax recorded is also subject to uncertainty regarding the magnitude on non-capital losses available for carry forward and of the balances in various tax pools.

Share-based payment transactions and fair value of warrants issued with common shares

The fair value of share-based payment and fair value of warrants are determined using the Black-Scholes option pricing model. Estimating fair value requires determining the most appropriate valuation model for a grant of equity instruments, which is dependent on the terms and conditions of the grant. Option-pricing models require the use of highly subjective estimates and assumptions including the expected stock price volatility. Changes in the underlying assumptions can materially affect the fair value estimates and, therefore, existing models do not necessarily provide reliable measurement of the fair value of the Company's stock options and warrants issued with common shares.

Adoption of New Accounting Standards and Accounting Pronouncements

Accounting Standards Issued But Not Yet Effective

In April 2024, IASB issued IFRS 18, Presentation and Disclosure in Financial Statements, to replace IAS 1, Presentation of Financial Statements. The aim of IFRS 18 is to set out requirements for presentation and disclosure of financial statements to ensure the entity provides relevant and accurate information about its assets, liabilities, equity, income and expenses. IFRS 18 is effective for the fiscal years beginning on or after January 1, 2027.

In May 2024, the IASB issued Amendments to IFRS 9 and IFRS 7, Amendments to the Classification and Measurement of Financial Instruments. These amendments updated classification and measurement requirements in IFRS 9, Financial Instruments, and related disclosure requirements in IFRS 7, Financial Instruments: Disclosures. The IASB clarified the recognition and derecognition date of certain financial assets and liabilities, and amended the requirements related to settling financial liabilities using an electronic payment system. It also clarified how to assess the contractual cash flow characteristics of financial assets in determining whether they meet the solely payments of principal and interest criterion, including financial assets that have environmental, social and corporate governance ("ESG")-linked features and other similar contingent features. The IASB added disclosure requirements for financial instruments with contingent features that do not relate directly to basic lending risks and costs and amended disclosures relating to equity instruments designated at fair value through other comprehensive income. The Amendments are effective for the fiscal years beginning on or after January 1, 2026.

The Company is currently assessing the impact on its consolidated financial statements.

4. CAPITAL MANAGEMENT

The Company considers its cash and share capital as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

When managing capital, the Company's objective is to ensure continuance as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management adjusts the capital structure as necessary in order to support the acquisition, exploration and development of mineral

Rio Silver Inc.**Notes to the Condensed Interim Consolidated Financial Statements****Three Months ended March 31, 2025 and 2024***(Expressed in Canadian dollars unless otherwise noted)*

properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management team to sustain the future development of the business.

The properties in which the Company currently has interests are in the exploration stage; as such, the Company is dependent on external financing to fund its activities (see note 2). In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. The Company will continue to assess new properties and seek to acquire interests in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is appropriate.

There were no changes in the Company's approach to capital management during the year ended March 31, 2025. The Company is not subject to externally imposed capital requirements.

5. FINANCIAL INSTRUMENTS RISK MANAGEMENT

The Company's activities expose it to a variety of financial risks. The Company's overall business strategies, tolerance of risk and general risk management philosophy are determined by the directors in accordance with prevailing economic and operating conditions.

The Company has the following financial instruments as of March 31, 2025 and December 31 2024:

	<u>Categories</u>
Financial assets	
Cash	Amortized cost
Other receivable	Amortized cost
Financial liabilities	
Accounts payable and accrued liabilities	Amortized cost
Convertible debentures – debt host	Amortized cost
Convertible debentures – derivative liabilities	FVTPL
Due to related parties	Amortized cost

Fair value of financial instruments

The Company classifies its fair value measurements in accordance with the three level fair value hierarchies as follows:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value of cash, accounts payable and accrued liabilities, and due to related parties approximate their carrying values due to the short-term nature of these instruments. The difference between the fair value and carrying amount is minimal. Other receivable and convertible debentures are accounted for at

Rio Silver Inc.
Notes to the Condensed Interim Consolidated Financial Statements
Three Months ended March 31, 2025 and 2024

(Expressed in Canadian dollars unless otherwise noted)

amortized cost using the effective interest rate method, which approximates their fair value based on current interest rate for instruments with similar terms and remaining maturities. The fair value of the derivative liabilities was based on Level 3 inputs.

Financial risk management objectives and policies

The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Company's credit risk is attributable to cash. Cash is held with a reputable financial institution, from which management believes the risk of credit loss to be minimal.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient cash available to meet liabilities when they become due and payable. As at March 31, 2025, the Company had cash of \$21,652 (December 31, 2024 - \$15,879) to settle current liabilities of \$1,171,518 (December 31, 2024 - \$1,053,800) (see note 2). All of the Company's financial liabilities have contractual maturities of 30 days or less and are subject to normal trade terms except convertible debentures (note 9).

Market risk

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

Foreign currency risk

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's functional currency, and that of all its subsidiaries, is the Canadian dollar. Some of the operational and other expenses incurred outside of Canada are paid in US dollars or Peruvian Nuevo Sol. All assets and liabilities of the Company are recorded in Canadian dollars and as a result, fluctuations in the US dollar or Peruvian Nuevo Sol vis-à-vis the Canadian dollar result in foreign exchange gains/losses. The Company currently has no plans for hedging its foreign currency transactions.

The Company has net financial liabilities of approximately \$29,946 (2024 - net financial assets of approximately \$286,175) that are denominated in US dollars. A 5% change in the US dollars to the Canadian dollar exchange rate would impact the Company's profit or loss by \$2,670 (2024- \$14,309).

The Company has net financial assets of approximately \$24,721 (2024 - net financial liabilities of approximately \$110,109) that are denominated in Peruvian Nuevo Sol. A 5% change in the US dollars to the Canadian dollar exchange rate would impact the Company's profit or loss by \$1,236 (2024 - \$5,707).

Commodity and equity price risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, particularly as they relate to base and

Rio Silver Inc.
Notes to the Condensed Interim Consolidated Financial Statements
Three Months ended March 31, 2025 and 2024
(Expressed in Canadian dollars unless otherwise noted)

precious metals, individual equity movements, and the stock market in general to determine the appropriate course of action to be taken by the Company.

6. Related Party Transactions

The Company defines key management as its Board of Directors, President and Chief Executive Officer and Chief Financial Officer. Remuneration of key management personnel is the following:

	March 31, 2025	March 31, 2024
	\$	\$
Management fees	22,500	22,500
Accounting fees	13,500	13,500
Rent	1,800	1,200
	37,800	37,200

The Company's related parties consist of its Directors, Chief Executive Officer, and Chief Financial Officer. The following is a summary of the Company's related party transactions and balances during the year:

- (a) Due to related parties includes \$171,688 (December 31, 2024 - \$141,114) payable to Company's CEO and a private company owned by the Company's CEO; \$51,975 (December 31, 2024 - \$38,167) payable to the Company's CFO. The balance has been included in accounts payable.
- (b) Due to related parties includes \$154,671 (December 31, 2024 - \$99,671) of cash advanced from current directors. These amounts are unsecured, non-interest bearing and without fixed repayment terms.

7. Share Capital and Reserves

(a) Authorized

Unlimited number of voting common shares without par value.

Unlimited number of non-voting preferred shares issuable in a series. The directors may determine the number of shares of each series and fix the designation, privileges, rights, restrictions and conditions attaching to each series subject to the filing of Articles of Amendment.

(b) Share transactions:

Issued: As of March 31, 2025, 84,832,844 (December 31, 2024: 84,832,844) common shares were issued and outstanding.

There are no share transactions for the period ended March 31, 2025 and December 31, 2024.

(c) Warrants

The following is a summary of the changes in warrants during the period:

Rio Silver Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Three Months ended March 31, 2025 and 2024

(Expressed in Canadian dollars unless otherwise noted)

	Number of Warrants	Weighted average exercise price	Weighted average remaining contractual life (year)
Balance at December 31, 2023	16,828,000	0.080	0.73
Expired	(8,840,000)	0.800	
Balance, December 31, 2024	7,988,000	0.080	0.30
Expired	(1,588,000)	0.800	
Balance, March 31, 2025	6,400,000	0.800	0.12

The following warrants are outstanding as at March 31, 2025:

Expiry Date	Exercise Price	Number of Warrants as at March 31, 2025
May 12, 2025	\$ 0.080	6,400,000 *
		6,400,000

*Expired unexercised subsequent to the period ended March 31, 2025.

(d) Stock Options

The Company has adopted an incentive stock option plan for employees, consultants, officers and directors. The number of common shares reserved for issue under the stock option plan may not exceed 10% of the number of issued and outstanding common shares of the Company at any given time. The term of options granted under the stock option plan may not exceed ten years from the date of the grant. The Board of Directors will determine the vesting period within the exercisable term and options granted to consultants performing investor relations activities shall vest over a minimum of 12 months with no more than ¼ of such options vesting in any 3-month period. The option exercise price, also determined by the Board of Directors of the Company, may not be less than the lower of the market price for the common shares at the grant date and \$0.05.

A summary of changes in common stock options outstanding is presented below:

Expiry Date	Exercise Price	Number of Options as of December 31, 2024	Granted During the year	Expired/ Cancelled During the year	Number of Options as of March 31, 2025
February 10, 2025	0.06	2,450,000	-	(2,450,000)	-
May 1, 2025	0.05	1,000,000	-		1,000,000*
July 18, 2025	0.05	450,000	-	-	450,000
December 23, 2026	0.05	21,500	-	-	21,500
May 1, 2026	0.05	400,000	-		400,000
July 18, 2028	0.05	1,550,000	-	-	1,550,000
May 1, 2029	0.05	800,000	-		800,000
	0.03	6,671,500	-	(2,450,000)	4,221,500

*Expired unexercised subsequent to March 31, 2025

Rio Silver Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Three Months ended March 31, 2025 and 2024

(Expressed in Canadian dollars unless otherwise noted)

Expiry Date	Exercise Price	Number of Options as of December 31, 2023	Granted During the year	Expired/ Cancelled During the year	Number of Options as of December 31, 2024
January 29, 2024	0.05	950,000	-	(950,000)	-
March 9, 2024	0.06	500,000	-	(500,000)	-
July 18, 2024	0.05	1,350,000	-	(1,350,000)	-
February 10, 2025	0.06	2,450,000	-	-	2,450,000
May 1, 2025	0.05	200,000	800,000	-	1,000,000
July 18, 2025	0.05	450,000	-	-	450,000
December 23, 2026	0.05	21,500	-	-	21,500
May 1, 2026	0.05	-	400,000	-	400,000
July 18, 2028	0.05	1,550,000	-	-	1,550,000
May 1, 2029	0.05	-	800,000	-	800,000
	0.05	7,471,500	2,000,000	(2,800,000)	6,671,500

The weighted average contractual life remaining of all stock options as at March 31, 2025 is 2.29 years (December 31, 2024: 1.77 years).

On May 1, 2024, the Company granted 800,000, 200,000, and 1,000,000 common share purchase options exercisable at \$0.05 per share to the officers and consultants of the Company. The common share purchase options will expire on May 1, 2025, May 1, 2026, and May 1, 2029, respectively. The options were vested immediately. The Company recorded a share-based payment amount of \$10,400, \$9,296 and \$28,053, respectively. The Company used the Black-Scholes Option Pricing Model to estimate the fair value of the options using the following assumptions: risk free interest rate of 3.81% to 4.40%; dividend yield of 0%; expected volatility of 171% to 193%; and expected option life of 1 to 5 years.

8. Exploration and Evaluation Expenditures

	Niñobamba Peru	Palta Dorada Peru	Gerow Lake	Maria Norte	Total
Accumulated costs/ expenditures					
Balance, December 31, 2023	3,552,241	334,090	876,633	-	4,762,964
Expenditures	198,288	-	-	-	198,288
Disposition gain for mining concession	-	(334,090)	-	-	(334,090)
Balance, December 31, 2024	3,750,529	-	876,633	-	4,627,162
Acquisition costs and annual fees	-	-	-	15,000	15,000
Expenditures	-	-	-	69,057	69,057
Disposition gain for mining concession	40,000	-	-	-	40,000
Balance, March 31, 2025	3,750,529	-	876,633	84,057	4,751,218

Palta Dorada, Peru

On October 30, 2019, the Company closed a Transfer Agreement dated September 3, 2019, pursuant to which the Company acquired 100% rights of two mining concessions ("Palta Dorada" or "Property") located in Moro district of Santa province, Ancash, Peru.

Rio Silver Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Three Months ended March 31, 2025 and 2024

(Expressed in Canadian dollars unless otherwise noted)

During the year ended December 31, 2020, the Company signed a Memorandum of Understanding (“MOU”) with Peruvian Metals Corp (“Peruvian Metals”) to jointly explore the Palta Dorada by initially conducting a detailed sampling and mapping program along with a bulk sampling campaign and processing the mineral at Peruvian Metals’ 80% owned Aguila Norte Processing Plant (“Aguila Norte or Plant”).

The Property is located in the Ancash Mining Department in Northern Peru and covers an area of approximately 1,200 hectares. The MOU establishes a joint effort to explore and develop the property. Any sales from metal concentrates produced from the bulk sampling activity and all operational expenses will be shared between companies. Peruvian Metals’ 80% owned Plant will charge the joint effort commercial mineral processing rates on a similar basis to its other clients for processing the bulk samples. Peruvian Metals will also have the option to earn a 50% ownership in the Property. Equal ownership will occur once Peruvian Metals has matched Rio Silver’s acquisition price of the project of USD \$250,000 by assuming all capital and exploration expenditures. As at December 31, 2021, Peruvian Metals completed its earn-in requirement by investing USD \$250,000 into the project, as result, the Company deemed to equally own Palta Dorada with Peruvian Metals.

As at December 31, 2023, Peruvian Metals has spent USD\$684,527 (2022: USD\$547,573) toward the Property and has an excess of USD\$434,527(2022: USD\$297,573). The excess investment contribution is considered as the loan. The loan will charge a 12% interest annually on the amount of exceeding the USD \$250,000 from the proposed joint venture to be formed between the Company and Peruvian Metals and will be paid back from the cash flow of sales of concentrates or oxide gold after all operation expenses are paid. 50% of any positive cash flow will be paid to the loan and remaining 50% will be divided equally by the Company and Peruvian Metals. The Company has accrued \$Nil on this loan and interest as at March 31, 2025 because the proposed joint venture has not been formed.

During the year ended December 31, 2024, the Company sold its 50% interest in the Palta Dorada Property to Peruvian Metals. The consideration for the sale is \$343,113 (USD\$250,000) with the Company retaining a 3% Net Smelter Royalty (“NSR” or Royalty”). Total payments from the NSR will be capped at US\$2 million while the Company is guaranteed USD\$250,000 in minimum royalty payments over the next five years, which will be paid semi-annually having a guaranteed minimum semi-annual payment amount of USD\$25,000 starting December 2024.

During the year ended December 31, 2024, the Company recognized \$642,999 gain from disposal Palta Dorada Property, of which \$343,113 (USD\$250,000) has been received as at December 31, 2024.

During the period ended March 31, 2025, the Company has received USD\$12,500 related to the 1st NSR payment.

As of March 31, 2025, the Company recognized an other receivable for the royalty payments at its fair value of \$264,772, with \$53,672 as the current portion and \$211,100 as the long term portion. This valuation was calculated by discounting the guaranteed minimum royalty payments using an effective interest rate of 10% over the five-year term.

Niñobamba, Peru

The Niñobamba concession is located in the Department of Ayacucho, Peru and is owned 100% by the Company’s wholly owned Peruvian subsidiary, Minera Rio Plata S.A.C., and is not subject to any royalties or exploration expenditures commitments.

On January 21, 2025, the Company entered into an option agreement (the “Option Agreement”) with an arm’s length party, African Energy Metals Inc. (“African Energy Metals”) for African Energy Metals to earn an 100% undivided interest in the Niñobamba project (the “Project”). Per the terms of the Option agreement,

Rio Silver Inc.
Notes to the Condensed Interim Consolidated Financial Statements
Three Months ended March 31, 2025 and 2024

(Expressed in Canadian dollars unless otherwise noted)

African Energy Metals has the right to earn a 100% interest in the Project upon the full exercise of the option under the Option Agreement.

The Option Agreement requires a payment of CAD\$260,000 during the first year of the Option Agreement and further payments of up to US\$2,000,000, US\$500,000 of which are advance payments on any royalties payable under the royalty agreement, pursuant to which a net smelter return royalty of 2% is granted to Rio Silver. African Energy Metals retains the right to buy back 1% of the NSR for US\$1,000,000 prior to commercial production on the Project. The Option Agreement also requires the issuance to the Company of a total of 2,500,000 common shares of African Energy Metals upon receipt of regulatory approval and a further 2,500,000 common shares on the earlier of the date that is one year from the receipt of the Exchange's approval and May 15, 2026. Except for the payment totalling \$260,000 which share be paid in cash, African Energy Metals has the right but not the obligation to issue African Energy Metals shares in lieu of 50% of any cash payment obligation. African Energy Metals paid a deposit of \$10,000 on a non-refundable basis to the Company when the Option Agreement was executed. The Company will provide operational support and use of the Company's facilities in Peru for a minimum of one year at the Company's cost. The share issuances and payments under the Option Agreement are subject to the approval of the TSX Venture Exchange and the NEX Exchange.

During the period ended March 31, 2025, the Company received \$40,000 payment for the Option Agreement.

Subsequent to period ended March 31, 2025, the Company received \$120,000 payment and 2,500,000 common shares of African Energy Metals.

Gerow Lake, Canada

The Gerow Lake property is a base metal project located in northwestern Ontario. The Company has a 100% interest subject to a 2.5% NSR applicable to 40% of the revenue generated from 14 of the 36 mineral claims (the Company having the right to purchase 1% of the NSR for \$1,000,000) and, a 2% NSR on 100% of the claims (the Company having the right to purchase the NSR for \$200,000).

Maria Norte, Peru

On March 26, 2025, the Company signed a definitive agreement for the acquisition of the Minas Maria Norte ("Maria Norte" or the "Property") high grade polymetallic silver, exploitation property, from Peruvian Metals Corp. ("Peruvian") (TSX-V PER) being subject to regulatory approval.

The Company will acquire from Peruvian its wholly own Peruvian subsidiary which holds the concessions. Consideration includes a cash downpayment of \$15,000 (paid) and the issuance of 15 million common shares and 5 million warrants of the Company. The warrants will have a strike price of \$0.05 per share and an exercise period of 2 years. Cash payments totaling US\$250,000 will be also payable over a 5 year period. A net smelter royalty will be granted Peruvian in an amount equal to 1.5%, after subtracting the Minimum Royalty Payments semi-annually.

Subsequent to period ended March 31, 2025, the Company issued 15,000,000 common shares and 5,000,000 warrants of the Company for the Property acquisition.

Rio Silver Inc.

Notes to the Condensed Interim Consolidated Financial Statements

Three Months ended March 31, 2025 and 2024

(Expressed in Canadian dollars unless otherwise noted)

9. Convertible Debentures

On December 1, 2022, the Company entered into convertible debentures agreements with the CEO and other arm's length lenders and issued convertible debentures (the "Notes A") in the aggregate principal amount of \$225,250. The Notes will mature in 24 months from the date of issuance and bear interest at the rate of 18% per annum, payable quarterly, until the Notes are converted or repaid. The Notes can be converted into one common share of the Company at \$0.05 in the first 12 month from the issue date and \$0.10 thereafter. The Company is entitled to repay the principal amount of the Notes, together with accrued and unpaid interest, at any time commencing four months after the date of issuance.

Since the conversion features offer a variable price and a variable number of shares to settle the Notes, the conversion feature has been accounted for as a derivative liability under IFRS. Accordingly, the fair value of the conversion feature, being \$60,615 of the issuance proceeds was allocated to the derivative liability and the remaining \$164,635 was allocated to the Loan.

The fair value of the derivative liability at the date of issuance was determined using the Black Scholes option pricing model with the following assumptions: share price of \$0.035; expected life of 2 years; \$nil dividends; 123% volatility; risk-free interest rate of 3.79% and a conversion price of \$0.05 and \$0.10.

During the year ended December 31, 2023, the Company repaid principal amounts of \$205,250.

The Company amortizes the debt component of the Notes using an effective interest rate of 64.05% over the term of the Notes. For the year ended March 31, 2025, \$6,051 (2023: \$74,522) in interest expense was recorded in the consolidated statements of income (loss) and comprehensive income (loss).

During the year ended December 31, 2024, the Company repaid principal amounts of \$20,000.

On December 1, 2024, the Company entered into convertible debentures agreements with an arm's length lenders and issued convertible debentures (the "Notes B") in the aggregate principal amount of \$20,000. The Notes will mature in 24 months from the date of issuance and bear interest at the rate of 18% per annum, payable quarterly, until the Notes are converted or repaid. The Notes can be converted into one common share of the Company at \$0.03 in the first 12 month from the issue date and \$0.06 thereafter. The Company is entitled to repay the principal amount of the Notes, together with accrued and unpaid interest, at any time commencing four months after the date of issuance.

Since the conversion features offer a variable price and a variable number of shares to settle the Notes, the conversion feature has been accounted for as a derivative liability under IFRS. Accordingly, the fair value of the conversion feature, being \$7,689 of the issuance proceeds was allocated to the derivative liability and the remaining \$12,311 was allocated to the Loan.

The fair value of the derivative liability at the date of issuance was determined using the Black Scholes option pricing model with the following assumptions: share price of \$0.02; expected life of 2 years; \$nil dividends; 192% volatility; risk-free interest rate of 3.02% and a conversion price of \$0.03 and \$0.06.

The fair value of the derivative liability at March 31, 2025 was determined to be \$11,054 using the Black Scholes option pricing model with the following assumptions: share price of \$0.03; expected life of 1.67 years; \$nil dividends; 183% volatility; risk-free interest rate of 2.47% and a conversion price of \$0.03 and \$0.06. As a result, the Company recognized a gain on the revaluation of the embedded derivative of \$3,405 for the year ended December 31, 2024.

Rio Silver Inc.**Notes to the Condensed Interim Consolidated Financial Statements****Three Months ended March 31, 2025 and 2024***(Expressed in Canadian dollars unless otherwise noted)*

The Company amortizes the debt component of the Notes using an effective interest rate of 51.59% over the term of the Notes. For the period ended March 31, 2025, \$1,597 (2023: \$nil) in interest expense was recorded in the consolidated statements of income (loss) and comprehensive income (loss).

	Convertible Debenture A		Convertible Debenture B		Total
	Convertible debentures	Derivative liabilities	Convertible debentures	Derivative liabilities	
December 31, 2023	13,949	1,680	-	-	15,629
Gross proceeds received in convertible debentures	-	-	12,311	7,689	20,000
Accretion and interest expense recognized during the year	6,051		243		6,294
Fair value adjustment to derivative liabilities	-	(1,680)	-	(41)	(1,721)
Repayment of loan	(20,000)		-		(20,000)
December 31, 2024	-	-	12,554	7,649	20,203
Accretion and interest expense recognized during the year	-		709	-	709
Fair value adjustment to derivative liabilities	-	-	-	3,405	3,405
March 31, 2025	-	-	13,263	11,054	24,317

10. Segmented Information

The Company as one reportable operating segment: mineral exploration and development in two geographic locations being Peru and Canada.

The Company's consolidated net income (loss) by geographic locations for the periods ended March 31, 2025 and December 31, 2024 are as follows:

	2025	2024
	\$	\$
Consolidated net income (loss)		
Canada	(1,905)	48,928
Peru	(141,731)	(92,788)
	(143,635)	(43,860)

The Company's total assets by geographic locations for the years ended March 31, 2025 and December 31, 2024 are as follows:

	2025	2024
	\$	\$
Total assets		
Canada	8,236	13,867
Peru	308,914	329,200
	317,150	343,067

Rio Silver Inc.**Notes to the Condensed Interim Consolidated Financial Statements****Three Months ended March 31, 2025 and 2024**

(Expressed in Canadian dollars unless otherwise noted)

13. Subsequent Events

Subsequent to the year end, 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.

Also see note 7 (c), (d) and note 8