

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended March 31, 2024

(Unaudited - Expressed in Canadian dollars)

NOTICE TO READER These condensed interim consolidated financial statements of Sun Peak Metals Corp. have been prepared by management and approved by the Audit Committee of the Board of Directors of the Company. In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its external auditors have not reviewed these condensed interim consolidated financial statements, notes to the financial statements or the related Management's Discussion and Analysis.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Expressed in Canadian dollars)

	Note	March 31, 2024	December 31, 2023
ASSETS			
Current			
Cash	4	\$ 5,792,445	\$ 6,511,177
Receivables	5	190,126	106,959
Prepaid expenses	6	56,338	46,795
		6,038,909	6,664,931
Equipment	7	205,450	215,960
Exploration and evaluation assets	8	11,465	11,465
Deferred acquisition costs	9	3,761,972	3,510,931
Equity investment	10	21,834	21,920
		\$ 10,039,630	\$ 10,425,207
LIABILITIES			
Current			
Trade and other payables	11	\$ 52,578	\$ 62,178
EQUITY			
Share capital	12	19,044,808	19,044,808
Reserve	12	2,354,887	1,807,536
Deficit		(11,412,643)	(10,489,315
		9,987,052	10,363,029
		\$ 10,039,630	\$ 10,425,207

Nature of operations

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These condensed interim consolidated financial statements were approved and authorized for issue by the Audit Committee of the Board of Directors of the Company on May 29, 2024.

On behalf of the Board:

/s/ David Aw	ram Director	/s/ Greg Davis	Director

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

SUN PEAK METALS CORP.CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS (Expressed in Canadian dollars)

		Three months ended March 31,			
	Note	2024	2023		
Expenses					
Consulting fees	13	\$ 35,000	\$ 30,000		
Depreciation	7	14,736	19,101		
Exploration and evaluation expenditures	8	76,065	43,287		
Foreign exchange		3,814	818		
Office expenses		56,789	49,028		
Marketing and promotion	13	33,534	3,000		
Professional fees		-	1,998		
Project investigation costs		-	55,423		
Regulatory costs		15,507	12,959		
Salaries and benefits	13	162,325	189,268		
Share-based compensation	12 & 13	547,351	358,118		
Travel expenses		57,183	54,372		
		(1,002,304)	(817,372)		
Interest income		79,062	58,295		
Loss on equity investment	10	(86)	(8,574)		
Loss and comprehensive loss for the period		\$ (923,328)	\$ (767,651)		
Basic and diluted loss per share		\$ (0.01)	\$ (0.01)		
Weighted average number of shares outstanding - basic and diluted		87,098,634	87,098,634		

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Expressed in Canadian dollars)

	Th	ree months ended	March 31,		
		2024	2023		
Cash flows to operating activities					
Loss for the period	\$	(923,328) \$	(767,651)		
Items not involving cash:					
Depreciation		14,736	19,101		
Share-based compensation		547,351	358,118		
Loss on equity investment		86	8,574		
Change in non-cash working capital items:					
Receivables		(83, 167)	(2,988)		
Prepaid expenses		(9,543)	(29,259)		
Trade and other payables		(9,600)	(21,178)		
		(463,465)	(435,283)		
Cash flows to investing activities					
Purchase of equipment		(4,226)	(3,606)		
Deferred acquisition costs		(251,041)	-		
·		(255,267)	(3,606)		
Decrease in cash for the period		(718,732)	(438,889)		
Cash, beginning of period		6,511,177	7,934,905		
Cash, end of period	\$	5,792,445 \$	7,496,016		
Supplementary information					
Interest paid	\$	- \$	-		
Income taxes paid		-	-		

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

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (Expressed in Canadian dollars)

	Number of shares	Share capital	Reserve	Deficit	Total
Balance, December 31, 2023	87,098,634	\$ 19,044,808	\$ 1,807,536	\$ (10,489,315) \$	10,363,029
Share-based compensation	-	-	547,351	-	547,351
Loss and comprehensive loss for the period	-	-	-	(923, 328)	(923, 328)
Balance, March 31, 2024	87,098,634	\$ 19,044,808	\$ 2,354,887	\$ (11,412,643) \$	9,987,052

	Number of shares	Share capital	Reserve	Deficit	Total
Balance, December 31, 2022	87,098,634	\$ 19,044,808	\$ 1,338,475	\$ (8,820,833) \$	11,562,450
Share-based compensation	-	-	358,118	-	358,118
Loss and comprehensive loss for the period	-	-	-	(767,651)	(767,651)
Balance, March 31, 2023	87,098,634	\$ 19,044,808	\$ 1,696,593	\$ (9,588,484) \$	11,152,917

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

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS For the three months ended March 31, 2024 (Unaudited – Expressed in Canadian dollars)

1. NATURE OF OPERATIONS

Sun Peak Metals Corp. (the "Company") is a publicly traded company incorporated pursuant to the provisions of the British Columbia Business Corporations Act on June 2, 2016. The Company's common shares are listed for trading on the TSX Venture Exchange under the symbol PEAK and on the OTCQB Venture Market in the United States under the symbol SUNPF. The Company's head office and registered and records office address is Unit 1 – 15782 Marine Drive, White Rock, B.C. Canada V4B 1E6.

The Company's principal business is the acquisition, exploration, and development of resource properties for the mining of precious or base metals in Ethiopia.

In November 2020, armed conflicts broke out in the Tigray Region of northern Ethiopia and a state of emergency was declared in the Tigray Region by the Federal Democratic Republic of Ethiopia government. The Company immediately suspended all work programs and invoked force majeure by notification to Ethiopia's Ministry of Mines and Petroleum. In November 2022, a peace agreement named "Agreement for Lasting Peace through a Permanent Cessation of Hostilities" was announced between the conflicting parties. The Company received notification letters from the Ministry of Mines declaring that force majeure has ended for three of its exploration licenses in 2024 (Note 8 & 9).

These condensed interim consolidated 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 in the foreseeable future. As at March 31, 2024, the Company had working capital of \$5,986,331. Management estimates that these funds will provide the Company with sufficient financial resources to carry out currently planned operations through the next twelve months.

These condensed interim consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS For the three months ended March 31, 2024 (Unaudited – Expressed in Canadian dollars)

2. BASIS OF PRESENTATION

Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34 Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB"). The policies applied in these condensed interim consolidated financial statements are based on IFRS Accounting Standards issued and outstanding as at the date the Board of Directors approved these condensed interim consolidated financial statements for issue.

These condensed interim consolidated financial statements do not include all of the information and disclosures required by IFRS for annual financial statements and therefore should be read in conjunction with the Company's annual consolidated financial statements for the year ended December 31, 2023.

Basis of measurement

These condensed interim consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Functional and presentation currency

These condensed interim consolidated financial statements are presented in Canadian dollars, which is the parent Company's functional currency as well as being the functional currency for the Company's Ethiopian subsidiary.

Use of estimates and judgments

The preparation of the consolidated financial statements in conformity with IFRS Accounting Standards requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

(i) Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and are, but are not limited to, the following:

The carrying value and the recoverability of exploration and evaluation assets - Management has determined that exploration and evaluation costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geologic and other technical information, scoping and feasibility studies, accessibility of facilities and existing permits.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS For the three months ended March 31, 2024

(Unaudited – Expressed in Canadian dollars)

2. BASIS OF PRESENTATION (continued)

Use of estimates and judgments (continued)

(ii) Critical accounting judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are, but are not limited to, the following:

<u>Determination of functional currency</u> - In accordance with IAS 21, "The Effects of Changes in Foreign Exchange Rates" management determined that the functional currency of the parent Company as well as the Company's Ethiopian subsidiary is the Canadian dollar.

<u>Capitalization of deferred acquisition costs</u> - The Company has entered into an agreement to acquire a company holding mineral projects. The expenditures incurred on the mineral projects are being accounted for as advances toward the purchase of a company interest in accordance with IFRS 10 and capitalized to the statement of financial position. Upon attaining control of the company, the Company will consolidate it as a subsidiary. On a quarterly basis, the Company assesses the deferred acquisition costs to determine if any impairment indicators are present.

<u>Equity investment</u> - The Company has a 25% interest in the shares of Kandaka Mining Corp. ("Kandaka") and a director of the Company is the sole director of Kandaka. The Company has determined that it has significant influence in Kandaka, therefore the Company accounts for this investment using equity accounting.

3. MATERIAL ACCOUNTING POLICY INFORMATION

The accounting policies applied by the Company in these condensed interim consolidated financial statements are the same as those applied by the Company as at and for the year ended December 31, 2023.

New accounting policy

The following amendments to existing standards have been adopted by the Company commencing January 1, 2024:

IAS 1. Presentation of Financial Statements

Amendments to IAS 1 Presentation of Financial Statements clarify how to classify debt and other liabilities as current or non-current. The amendments help to determine whether, in the statement of financial position, debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or noncurrent. The amendments also include clarifying the classification requirements for debt an entity might settle by converting it into equity. The adoption of these amendments did not materially impact these condensed interim consolidated financial statements.

Standards issued but not yet effective

A number of new standards, amendments to standards and interpretations are not yet effective as of March 31, 2024 and have not been applied in preparing these condensed interim consolidated financial statements.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS For the three months ended March 31, 2024

(Unaudited – Expressed in Canadian dollars)

4. CASH

	March 31, 2024	December 31, 2023		
Canadian dollar denominated deposits held in Canada	\$ 5,743,238	\$	6,439,200	
US dollar denominated deposits held in Canada	15,628		27,121	
Birr denominated deposits held in Ethiopia	33,579		44,856	
Total	\$ 5,792,445	\$	6,511,177	

5. RECEIVABLES

	March 31, 2024	December 31, 2023		
Amounts due from the Government of Canada pursuant to				
goods and services input tax credits	\$ 4,839	\$	-	
Interest receivable	144,986		75,178	
Other	40,301		31,781	
Total	\$ 190,126	\$	106,959	

6. PREPAID EXPENSES

	ı	December 31, 2023		
Prepaid insurance	\$	11,126	\$	18,397
Prepaid rent		7,241		11,129
Other		37,971		17,269
Total	\$	56,338	\$	46,795

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS For the three months ended March 31, 2024 (Unaudited – Expressed in Canadian dollars)

7. EQUIPMENT

		Office			
	fur	niture and	Field		
		equipment	equipment	Vehicles	Total
Cost					
At December 31, 2023	\$	80,099	\$ 269,100	\$ 113,310	\$ 462,509
Additions		1,818	2,408	-	4,226
At March 31, 2024	\$	81,917	\$ 271,508	\$ 113,310	\$ 466,735
Accumulated depreciation					
At December 31, 2023	\$	56,152	\$ 122,957	\$ 67,440	\$ 246,549
Depreciation		3,295	9,815	1,626	14,736
At March 31, 2024	\$	59,447	\$ 132,772	\$ 69,066	\$ 261,285
Carrying amounts					
At December 31, 2023	\$	23,947	\$ 146,143	\$ 45,870	\$ 215,960
At March 31, 2024	\$	22,470	\$ 138,736	\$ 44,244	\$ 205,450

8. EXPLORATION AND EVALUATION ASSETS

Ethiopia										
		Nefasit		Adi Dairo		Adi Mendi	٧	Vorkemba	-	Total
December 31, 2023	\$	5,257	\$	2,797	\$	899	\$	2,512	\$	11,465
Additions		-		-		-		-		-
March 31, 2024	\$	5,257	\$	2,797	\$	899	\$	2,512	\$	11,465

The Company holds four exploration licenses in Ethiopia. Details on the Company's exploration and evaluation assets are found in Note 8 of the December 31, 2023 consolidated financial statements.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS For the three months ended March 31, 2024 (Unaudited – Expressed in Canadian dollars)

8. EXPLORATION AND EVALUATION ASSETS (continued)

Exploration and evaluation expenditures included in the loss for the three months ended March 31, 2024 and 2023 are as follows:

	Thr	ee months e	nded	March 31,		
		2023				
Nefasit				_		
Project administration	\$	9,346	\$	6,781		
Salaries and benefits		17,425		9,745		
Travel expenses		11,260		5,117		
		38,031		21,643		
Adi Da-iro						
Project administration	\$	9,347	\$	6,782		
Salaries and benefits		17,426		9,745		
Travel expenses		11,261		5,117		
		38,034		21,644		
Total	\$	76,065	\$	43,287		

9. DEFERRED ACQUISITION COSTS

		December 31, 2023		
Opening balance	\$	3,510,931	\$	3,381,737
Advances to Axum		229,341		129,194
Expenses paid on behalf of Axum		21,700		-
Closing balance	\$	3,761,972	\$	3,510,931

The Company is earning an interest in Axum Metals Share Company, which holds the Terer and Meli exploration licenses in Ethiopia. Details on the Company's deferred acquisition costs are found in Note 9 of the December 31, 2023 consolidated financial statements.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS For the three months ended March 31, 2024 (Unaudited – Expressed in Canadian dollars)

10. EQUITY INVESTMENT

	March 31, 2024	December 31, 2023
Opening balance	\$ 21,920	\$ 36,148
Loss	(86)	(14,228)
Closing balance	\$ 21,834	\$ 21,920

The Company has a 25% interest in the shares of Kandaka, a Canadian private mineral exploration company. In addition to the Company's 25% interest in Kandaka, directors and officers of the Company hold an additional 20% of Kandaka. A director of the Company is the sole director of Kandaka.

As at March 31, 2024 and December 31, 2023, the net assets of Kandaka were as follows:

	March 31, 2024		
Assets	\$ 87,387	\$ 87,677	
Liabilities	(52)	-	
Net assets	87,335	87,677	
Ownership	25%	25%	
Closing balance	\$ 21,834	\$ 21,920	

11. TRADE AND OTHER PAYABLES

	March 31, 2024			December 31, 2023		
Trade and other payables in Canada	\$	32,047	\$	47,353		
Trade and other payables in Ethiopia		10,579		2,042		
Amounts due to the Government of Canada pursuant						
to goods and services input tax credits		-		3,326		
Amounts due to related parties (Note 13)		9,952		9,457		
Total	\$	52,578	\$	62,178		

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended March 31, 2024

(Unaudited – Expressed in Canadian dollars)

12. SHARE CAPITAL

a) Authorized share capital

The authorized share capital is comprised of an unlimited number of common shares without par value.

b) Issued share capital

There were no common shares issued during the three months ended March 31, 2024.

c) Share-based compensation

The Company has a 10% "rolling" stock option plan which governs the granting of stock options to directors, officers, employees and consultants of the Company or a subsidiary of the Company for the purchase of up to 10% of the issued and outstanding common shares of the Company from time to time. The maximum term of stock options is ten years from the grant date. The exercise price and vesting terms are at the discretion of the directors.

In addition, the Company has an equity incentive plan (the "Equity Plan") which governs the granting of any restricted share unit, performance share unit or deferred share unit granted under the Equity Plan, to directors, officers, employees and consultants of the Company or a subsidiary of the Company. The Company has reserved for issuance up to 8,709,863 common shares, being 10% of the issued and outstanding common shares of the Company, pursuant to the Equity Plan.

The continuity of stock options for the three months ended March 31, 2024 is as follows:

				Balance,					E	Balance,
	Ex	rercise	De	cember 31,			Canc	elled/	N	larch 31,
Expiry date		orice		2023	Issue d	Exercised	Exp	ired		2024
August 17, 2025	\$	0.35		4,100,000	-	-		-		4,100,000
July 20, 2026	\$	0.35		225,000	-	-		-		225,000
January 18, 2028	\$	0.235		250,000	-	-		-		250,000
February 22, 2028	\$	0.26		2,150,000	-	-		-		2,150,000
March 8, 2029	\$	0.50		-	1,475,000	-		-		1,475,000
				6,725,000	1,475,000	-		-		8,200,000
Weighted average ex	ercis	e price	\$	0.32	\$ 0.50	\$ -	\$	-	\$	0.35

As at March 31, 2024, 8,162,500 stock options were exercisable with a weighted average remaining life of 2.79 years.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended March 31, 2024

(Unaudited – Expressed in Canadian dollars)

12. SHARE CAPITAL (continued)

c) Share-based compensation (continued)

During the three months ended March 31, 2024, the Company recorded share-based compensation of \$547,351 (2023 - \$358,118) for stock options that vested during the period.

On March 8, 2024, the Company granted 1,425,000 stock options to directors, officers, employees and consultants of the Company at a fair value of \$540,436 or \$0.38 per option, all of which was recorded as share-based compensation for the three months ended March 31, 2024. The fair value of the options granted was determined using the Black-Scholes option pricing model with the following assumptions: a risk-free interest rate of 3.46%; an expected volatility of 100%; an expected life of 5 years; a forfeiture rate of zero; and an expected dividend of zero.

On March 8, 2024, the Company granted 50,000 stock options to a consultant of the Company at a fair value of \$18,963 or \$0.38 per option, of which \$6,915 was recorded as share-based compensation for the three months ended March 31, 2024. The options vest 25% immediately and 25% every three months thereafter. The fair value of the options granted was determined using the Black-Scholes option pricing model with the following assumptions: a risk-free interest rate of 3.46%; an expected volatility of 100%; an expected life of 5 years; a forfeiture rate of zero; and an expected dividend of zero.

13. RELATED PARTY TRANSACTIONS

Compensation of key management personnel

Key management includes members of the Board of Directors, the President and Chief Executive Officer, the Vice President Exploration & Geology, the Vice President Project Development, the Chief Financial Officer, and the Corporate Secretary. The aggregate compensation paid, or payable, to key management personnel during the three months ended March 31, 2024 and 2023 was as follows:

		Thi	Three months ended March 31,				
			2024	2023			
Consulting fees							
Golden Oak	(1)	\$	35,000 \$	30,000			
Marketing and promotion							
Peak	(2)		18,000	3,000			
Salaries and benefits							
Chief Executive Officer			35,417	37,500			
Vice President Exploration & Geology			58,333	45,833			
Vice President Project Development			37,500	45,833			
-			131,250	129,166			
Share-based compensation			452,538	300,058			
		\$	636,788 \$	462,224			

⁽¹⁾ Golden Oak Corporate Services Ltd. ("Golden Oak") is a consulting company owned by the Chief Financial Officer and Corporate Secretary of the Company. The Chief Financial Officer and the Corporate Secretary are employees of Golden Oak and are not paid directly by the Company.

⁽²⁾ Peak Investor Marketing Corp. ("Peak") is a company of which the spouse of the Chief Executive Officer is a principal.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended March 31, 2024

(Unaudited – Expressed in Canadian dollars)

13. RELATED PARTY TRANSACTION (continued)

During the three months ended March 31, 2024, the Company received salary reimbursements of \$18,750 related to time spent by its senior management on SDC Resources Corp. ("SDC") business. These salary reimbursements were recorded as a credit to salaries and benefits on the statement of loss. SDC is a Canadian private mineral exploration company controlled by a private Abu Dhabi company whose sole director is also a director of the Company.

Amounts due to related parties

		March 31, 2024	D	ecember 31, 2023
Chief Executive Officer	Expenses	\$ -	\$	7,126
Vice President Exploration & Geology	Expenses	6,489		-
Vice President Project Development	Expenses	-		2,104
Golden Oak	Expenses	3,463		227
		\$ 9,952	\$	9,457

14. SEGMENTED INFORMATION

Operating segments are identified on the basis of internal reports that are regularly reviewed by the chief operating decision-maker to allocate resources to the segments and to assess their performance.

The chief operating decision-maker who is responsible for allocating resources and assessing performance of the operating segments, has been defined as the Chief Executive Officer.

The Company operates in a single segment, being mineral exploration and evaluation.

With the exception of the cash disclosed in Note 4, all of the Company's significant assets are located in Ethiopia.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS For the three months ended March 31, 2024

(Unaudited – Expressed in Canadian dollars)

15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial Instruments

Financial instruments are classified into one of the following categories: fair value through profit or loss; fair value through other comprehensive income; or at amortized cost. The carrying values of the Company's financial instruments are classified into the following categories:

		March 31 2024			
Cash	Amortized cost	\$	5,792,445	\$	6,511,177
Receivables	Amortized cost		190,126		106,959
Trade and other payables	Amortized cost		52,578		62,178

The Company's financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

- Level 1 Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.
- Level 2 Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace.
- Level 3 Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The carrying values of cash, receivables and trade and other payables approximate their fair values due to their short-term nature. These financial instruments are classified as financial assets and liabilities at amortized cost and are reported at amortized cost.

Risk management

The Company's risk management objectives and policies are consistent with those disclosed by the Company for the year ended December 31, 2023.