**UNITED STATES**
**SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 20549**

# FORM 40-F

☐ **REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934**
**OR**
☒ **ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2024**

**Commission file number: 001-37982**

# AMERICAS GOLD AND SILVER CORPORATION

(Exact Name of Registrant as Specified in its Charter)

**N/A**
(Translation of Registrant's Name into English (if applicable))

**CANADA**
(Province or other jurisdiction of incorporation or organization)

**1040**
(Primary Standard Industrial Classification Code)

**N/A**
(I.R.S. Employer Identification No.)

**145 King Street West, Suite 2870**
**Toronto, Ontario, Canada M5H 1J8**
**(416) 848-9503**
(Address and Telephone Number of Registrant's Principal Executive Offices)

**Registered Agent Solutions, Inc.**
**99 Washington Avenue, Suite 1008**
**Albany, New York 12260**
**(888) 705-7274**
(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Copies to:
**Richard Raymer**
**James Guttman**
**Dorsey & Whitney LLP**
**66 Wellington Street West, Suite 3400**
**Toronto, Ontario M5K 1E6**
**(416) 367-7388**

Securities registered or to be registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|---|---|
| **Common Shares, no par value** | **USAS** | **NYSE American LLC** |

Securities registered or to be registered pursuant to Section 12(g) of the Act: **N/A**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **N/A**

For annual reports, indicate by check mark the information filed with this form:

☒ Annual Information Form ☒ Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: As at December 31, 2024, 594,450,243 common shares of the Registrant were issued and outstanding.

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act. Emerging growth company ☒

If an emerging growth company that prepares is financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act. ☐

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

## EXPLANATORY NOTE

Americas Gold and Silver Corporation (the "**Company**" or the "**Registrant**") is a Canadian issuer that is permitted under the multijurisdictional disclosure system adopted in the United States, to prepare this Annual Report on Form 40-F (this "**Annual Report**") pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), in accordance with Canadian disclosure requirements, which are different from those of the United States. The Company is a "foreign private issuer" as defined in Rule 3b-4 under the Exchange Act and Rule 405 under the Securities Act of 1933, as amended. Equity securities of the Company are accordingly exempt from Sections 14(a), 14(b), 14(c), 14(f) and 16 of the Exchange Act pursuant to Rule 3a12-3 thereunder.

## FORWARD-LOOKING STATEMENTS

Statements contained in this AIF may constitute "forward-looking information" or "forward-looking statements" within the meaning of applicable Canadian and United States securities laws ("forward-looking statements"). Often, but not always, forward-looking statements can be identified by forward-looking words such as "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "seek", "propose", "estimate", "expect", and similar expressions. Specific forward-looking statements in this AIF include, but are not limited to: estimated and targeted production rates and results for silver and other metals at the Galena Complex and Cosalá Operations; statements relating to the Company's acquisition of the remaining 40% interest in the Galena Complex and the Acquisition Agreement (as defined herein), including expected benefits to the Company and its shareholders; statements relating to the Company's positioning as a silver-focused producer and the precious metals markets; the expected timing and completion of required development and the expected operational and production results therefrom, statements relating to Americas Gold and Silver's EC120 Project, including expected approvals and capital requirements, and timing to reach commercial and sustainable production and full production on its anticipated timeline and budget; the Company's expectations relating to the operation of San Rafael throughout the EC120 Project development period and related cashflows; the Company's technical review and optimization work at the Galena Complex and related operational improvements, production potential and production efficiencies at the Galena Complex, including the expected production levels and anticipated improvements through production growth and operational efficiency; estimates of, and realizations on, mineral reserves and resources; expected prices of silver and other metals and related expectations relating to the Company's revenue derived from the sale of such metals; anticipated costs, expenses and capital expenditures; opportunities relating to the optimization of concentrate sales by enhancing by-product recovery and the timing and results of its metallurgical sampling program to identify by-product revenue optimization opportunities and the anticipated improvements therefrom; initial results and expectations arising out of the Company's exploration and drilling programs at the Galena Complex; the Company's ability to continue as a going concern; the Company's liquidity position and ability to fund expected operations at prevailing commodity prices and requirement for additional financing, including potential additional debt financing opportunities and existing debt restructuring; the Company's intention to issue guidance for 2025; and expectations regarding the Company's ability to rely in existing infrastructure, facilities and equipment.

Inherent in the forward-looking statements are known and unknown risks, uncertainties and other factors beyond the Company's ability to control or predict that may cause the actual results, performance or achievements of the Company, or developments in the Company's business or in its industry, to differ materially from the anticipated results, performance, achievements or developments expressed or implied by such forward-looking statements. Some of the risks and other factors (some of which are beyond the Company's control) that could cause results to differ materially from those expressed in the forward-looking statements contained in this AIF include, but are not limited to risks relating to: interpretations or reinterpretations of geologic information; results of exploration and production activities; inability or delay in obtaining permits required for future exploration, development or production; to mineral reserves and mineral resources and related interpretations, development and production and the Company's ability to sustain or increase present production; general economic conditions and conditions affecting the industries in which the Company operates; the uncertainty of regulatory requirements and approvals; potential litigation; fluctuating mineral and commodity prices; any hedging activities of the Company; the ability to obtain necessary future financing on acceptable terms or at all; the ability to operate the Company's projects; operational matters and hazards inherent in the mining industry; competition in the mining industry; non-compliance with exchange listing standards; cybersecurity; government regulation of mining operations; cyclical aspects of the Company's business; changing global economic conditions and market volatility, including volatility in financial markets, adverse changes in currencies, trade policies and inflation; geopolitical instability, political unrest, tariffs or trade restrictions, war, and other global conflicts; ground conditions; government regulation and environmental compliance, property claims, title, surface rights and access; mining and exploration activities and future mining operations; risks relating to negative operating cash flows; risks relating to the possibility that the Company's working capital requirements may be higher than anticipated and/or its revenue may be lower than anticipated over relevant periods; illegal blockades and other factors limiting mine access or regular operations without interruption; labour relations, disputes and/or disruptions, employee recruitment and retention and pension funding and valuation; failure of plant, equipment, processes and transportation services to operate as anticipated; the recent US election and expectations related to and actions taken by the current administration; recession expectations; environmental compliance, climate change and government regulation thereof; variations in ore grade or recovery rates; capital and construction expenditures; certain of the Company's material properties are located in Mexico and are subject to changes in political and economic conditions and regulations in that country; risks associated with foreign operations; risks related to the Company's relationship with the communities where it operates; risks related to actions by certain non-governmental organizations; substantially all of the Company's assets are located outside of Canada, which could impact the enforcement of civil liabilities obtained in Canadian and U.S. courts; currency fluctuations that may adversely affect the financial condition of the Company; the Company may need additional capital in the future and may be unable to obtain it or to obtain it on favourable terms; risks associated with the Company's outstanding debt and its ability to make scheduled payments of interest and principal thereon; and reclamation activities and other factors described in this AIF and the Company's 2024 MD&A under the heading "Risk Factors". The list above is not exhaustive of the factors that may affect any of the Company's forward-looking statements. Investors and others should carefully consider these and other factors and not place undue reliance on the forward-looking statements.

Forward-looking statements contained in this AIF are based on management's plans, estimates, projections, beliefs and opinions as at the time such statements were made and the related assumptions may change. Although forward-looking statements contained in this AIF are based on what management considers to be reasonable assumptions based on information currently available to it, there can be no assurances that actual events, performance or results will be consistent with these forward-looking statements, and management's assumptions may prove to be incorrect. Some of the important risks and uncertainties that could affect forward-looking statements are described further in this AIF. The Company cannot guarantee future results, levels of activity, performance or achievements, should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, the actual results or developments may differ materially from those contemplated by the forward-looking statements. The Company does not undertake to update any forward-looking statements, even if new information becomes available, as a result of future events or for any other reason, except to the extent required by applicable securities laws.

Capitalized terms under the heading “Forward-Looking Statements” and not otherwise defined herein have the meanings given to them in the AIF.

## NOTE TO UNITED STATES READERS - DIFFERENCES IN UNITED STATES AND CANADIAN REPORTING PRACTICES

The Company is permitted, under the multijurisdictional disclosure system (the “**MJDS**”) adopted by the United States Securities and Exchange Commission (the “**SEC**”), to prepare this Annual Report in accordance with Canadian disclosure requirements, which differ from those of the United States. The Company has prepared its financial statements, which are filed as Exhibit 99.2 to this Annual Report and incorporated by reference herein, in accordance with IFRS International Financial Reporting Standards (“**IFRS**”), as issued by the International Accounting Standards Board (“**IASB**”) and they are not comparable to financial statements of United States companies.

## CAUTIONARY NOTE TO UNITED STATES INVESTORS

The exhibits incorporated by reference into this Annual Report have been prepared in accordance with the requirements of the securities laws in effect in Canada, which differ from the requirements of United States securities laws. Our mineral reserves and mineral resources have been calculated in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“**NI 43-101**”), as required by Canadian securities regulatory authorities. These standards differ from the requirements of the SEC that are applicable to domestic United States reporting companies. Any mineral reserves and mineral resources reported by the Company in accordance with NI 43-101 may not qualify as such under SEC standards. Accordingly, information incorporated by reference herein that describes the Company's mineral reserves and mineral resources estimates may not be comparable with information made public by United States companies subject to the SEC’s reporting and disclosure requirements.

## CURRENCY

Unless otherwise indicated, all dollar amounts in this Annual Report are in United States dollars. The exchange rate of United States dollars into Canadian dollars, on December 31, 2024, based upon the average daily exchange rate as quoted by the Bank of Canada was U.S.$1.00 = Cdn$1.4389.

## TAX MATTERS

Purchasing, holding, or disposing of securities of the Company may have tax consequences under the laws of the United States and Canada that are not described in this Annual Report.

## ANNUAL INFORMATION FORM

The Company’s AIF for the fiscal year ended December 31, 2024 is filed as Exhibit 99.1 to this Annual Report, and is incorporated by reference herein.

## AUDITED ANNUAL FINANCIAL STATEMENTS

The audited consolidated financial statements of the Company for the years ended December 31, 2024 and 2023, including the report of the independent registered public accounting firm thereon, are filed as Exhibit 99.2 to this Annual Report, and are incorporated by reference herein.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

The Company's MD&A for the year ended December 31, 2024, is filed as Exhibit 99.3 to this Annual Report, and is incorporated by reference herein.

## CONTROLS AND PROCEDURES

*Disclosure Controls and Procedures*

As of the end of the period covered by this Annual Report, the Company carried out an evaluation, under the supervision of the Company's Chief Executive Officer ("**CEO**") and Chief Financial Officer ("**CFO**"), of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act). Based upon that evaluation, the Company's CEO and CFO have concluded that, as of the end of the period covered by this Annual Report, the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and (ii) accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure.

*Management's Annual Report on Internal Control over Financial Reporting*

The Company's management, including the Company's CEO and CFO, is responsible for establishing and maintaining adequate internal control over the Company's internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with IFRS. The Company's internal control over financial reporting includes policies and procedures that: pertain to the maintenance of records that, in reasonable detail accurately and fairly reflect the transactions and disposition of assets; provide reasonable assurance that transactions are recorded as necessary to permit preparation of the consolidated financial statements in accordance with IFRS and that receipts and expenditures are being made only in accordance with authorization of management and directors of the Company; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on the consolidated financial statements.

Because of their inherent limitations, internal control over financial reporting can provide only reasonable assurance and may not prevent or detect misstatements. Furthermore, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management (with the participation of the CEO and the CFO) conducted an evaluation of the effectiveness of the Company's internal control over financial reporting as of December 31, 2024. This evaluation was based on the criteria set forth in the 2013 Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on its assessment, management has concluded that the Company's internal control over financial reporting was effective as at December 31, 2024, and management's assessment did not identify any material weaknesses.

*Attestation Report of the Registered Public Accounting Firm*

This Annual Report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "**Dodd-Frank Act**"), which permits the Company to provide only management's report in this Annual Report. The Dodd-Frank Act permits a "non-accelerated filer" to provide only management's report on internal control over financial reporting in an annual report and omit an attestation report of the issuer's registered public accounting firm regarding management's report on internal control over financial reporting.

*Changes in Internal Control over Financial Reporting*

During the period covered by this Annual Report, no changes occurred in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

## CORPORATE GOVERNANCE

The Company's Board of Directors (the "**Board**") is responsible for the Company's corporate governance policies and has a separately designated standing Compensation and Corporate Governance Committee, Audit Committee, and Sustainability & Technical Committee. The Board has determined that all of the members of the Compensation and Corporate Governance Committee and Audit Committee are independent, based on the criteria for independence prescribed by section 803A of the NYSE American Company Guide (the "**Company Guide**") and Section 805(c) of the Company Guide, as applicable.

*Compensation & Corporate Governance Committee*

The Compensation & Corporate Governance Committee (the "**CCG Committee**") assists the Board in overseeing certain compensation and succession planning matters as well as fulfilling the corporate governance and director nominating responsibilities of the Company. The CCG Committee is composed of: Peter Goudie (Chair), Lorie Waisberg, and Scott Hand, each of whom is "independent" pursuant to Section 803A and 805(c) of the Company Guide. Each of the members of the CCG Committee has direct experience in the management and administration of compensation matters in their role as an executive officer or a board member. This experience has involved the planning and development of such programs and an analysis of competitive trends in compensation and pay for performance practices. Collectively, the attributes and experiences of the members ensure that the CCG Committee will function effectively in reviewing, assessing and recommending to the Board appropriate compensation policies and practices for the Company.

The CCG Committee has the responsibility of maintaining awareness of competitive compensation practices and of reviewing and reporting to the Board, on at least an annual basis, recommendations on compensation packages for the executive officers and directors of the Company. The CCG Committee generally assumes responsibility for assisting the Board in respect of compensation policies for the Company, and in conjunction with the CEO, assessing the performance of the officers of the Company in fulfilling their responsibilities and meeting business objectives. The CCG Committee, following input from the Board, also annually assesses the performance of the CEO. The Company's CEO cannot be present during the CCG Committee's deliberations or vote.

The CCG Committee's responsibilities include a review of the attainment of the performance targets established for the payout, if any, of the annual cash bonus awards for the current year as well as the proposed bonus targets for the next following year including the selection of the performance criteria, the establishment of the performance targets, the participants in the executive incentive bonus programs, the percentage of a participants salary subject to an award and the establishment of individual and corporate objectives. The end-of-year meeting of the CCG Committee may also include a review and recommendation to the Board of proposed changes to base salary as well as the proposed grant of long-term incentive awards comprised of time-based share unit awards or stock options to acquire the Company's common shares to eligible participants.

The Company's CCG Committee Charter is available on the Company's website at www.americas-gold.com.

## AUDIT COMMITTEE

The Board has a separately designated standing Audit Committee (the " **Audit Committee**") established for the purpose of overseeing the accounting and financial reporting processes of the Company and audits of the financial statements of the Company in accordance with Section 3(a)(58)(A) of the Exchange Act. As of the date of this Annual Report, the Company's Audit Committee is comprised of Bradley Kipp (Chair), Lorie Waisberg and Gordon Pridham, each of whom the Board has determined is independent under Section 803A of the Company Guide and Rule 10A-3 under the Exchange Act.

The Board has also determined that each member of the Audit Committee is financially literate, meaning each such member has the ability to read and understand a set of financial statements that present a breadth and level of complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

*Audit Committee Financial Expert*

The Company's Board has determined that each of Bradley Kipp, Lorie Waisberg and Gordon Pridham qualify as a financial expert (as defined in Item 407(d)(5)(ii) of Regulation S-K under the Exchange Act), that each are financially sophisticated, as determined in accordance with Section 803B(2)(iii) of the Company Guide, and each are independent (as determined under Exchange Act Rule 10A-3 and Section 803A of the Company Guide).

The SEC has indicated that the designation or identification of a person as an audit committee financial expert does not make such person an "expert" for any purpose, impose any duties, obligations or liability on such person that are greater than those imposed on members of the audit committee and the board of directors who do not carry this designation or identification, or affect the duties, obligations or liability of any other member of the audit committee or board of directors.

## PRE-APPROVAL OF AUDIT AND NON-AUDIT SERVICES PROVIDED BY INDEPENDENT AUDITOR

The Audit Committee pre-approves all audit and non-audit services not prohibited by law to be provided to the Company by its independent auditors. Non-audit services that are prohibited to be provided to the Company by its independent auditors may not be pre-approved. In addition, prior to the granting of any pre-approval, the Audit Committee must be satisfied that the performance of the services in question will not compromise the independence of the independent auditors. All non-audit services performed by the Company's auditor for the fiscal year ended December 31, 2024 were pre-approved by the Audit Committee of the Company. No non-audit services were approved pursuant to the de minimis exemption to the pre-approval requirement set forth in Rule 2-01(c)(7)(i)(C) of Regulation S-X.]

## PRINCIPAL ACCOUNTANT FEES AND SERVICES – INDEPENDENT AUDITOR

The following table shows the aggregate fees billed to the Company by PricewaterhouseCoopers LLP, Chartered Professional Accountants, located in Toronto, Ontario (PCAOB ID #271) and its affiliates the Company's independent registered public auditing firm, in each of the last two years.

| | 2024 (Canadian $) | 2023 (Canadian $) |
|---|---|---|
| Audit Fees [1] | $ 904,150 | $ 647,000 |
| Audit-Related Fees[2] | NIL | NIL |
| Tax Fees[3] | NIL | NIL |
| All Other Fees [4] | NIL | NIL |
| Total | $ 904,150 | $ 647,000 |

[1] "Audit Fees" include fees necessary to perform the audit of the Company's consolidated financial statements. Audit Fees include quarterly reviews, fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

[2] "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

[3] "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for filing tax returns for U.S. subsidiary, tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

[4] "All Other Fees" include fees relating to the aggregate fees billed in each of the last two fiscal years for products and services provided by the Company's external auditor, other than the services reported under clauses 1 to 3 above.

## OFF-BALANCE SHEET TRANSACTIONS

The Company does not have any off-balance sheet arrangements.

## CODE OF ETHICS

The Company has adopted a Code of Business Conduct and Ethics that applies to directors, officers and employees of, and consultants to, the Company (the "**Code**"). The Code is posted on the Company's website at www.americas-gold.com/, or may be obtained, without charge, upon request from the Company's Investor Relations at (416) 848-9503. The Code meets the requirements for a "code of ethics" within the meaning of that term in General Instruction 9(b) of Form 40-F.

All amendments to the Code, and all waivers of the Code with respect to any of the officers covered by it, will be posted on the Company's website, www.americas-gold.com/, within five business days of the amendment or waiver and provided in print to any shareholder who requests them. During the fiscal year ended December 31, 2024, the Company did not amend, waive or implicitly waive any provision of the Code with respect to any of the directors, executive officers or employees subject to it.

## NOTICES PURSUANT TO REGULATION BTR

There were no notices required by Rule 104 of Regulation BTR that the Company sent during the year ended December 31, 2024 concerning any equity security subject to a blackout period under Rule 101 of Regulation BTR.

The notice per Rule 104 of Regulation BTR is only required if a director or executive officer of AGS is subject to a trading prohibition during a pension fund blackout period. A "blackout period" means any period of more than three consecutive business days during which the ability to purchase, sell or otherwise acquire or transfer an interest in any equity security of the issuer held in an individual account plan is temporarily suspended by the issuer or by a fiduciary of the plan with respect to not fewer than 50% of the participants or beneficiaries located in the United States and its territories and possessions under all individual account plans maintained by the issuer that permit participants or beneficiaries to acquire or hold equity securities of the issuer; and either (i) the number of participants and beneficiaries located in the United States and its territories and possessions subject to the temporary suspension exceeds 15% of the total number of employees of the issuer and its consolidated subsidiaries; or (ii) more than 50,000 participants and beneficiaries located in the United States and its territories and possessions are subject to the temporary suspension.

In other words, If AGS does not have a pension fund plan with participants and beneficiaries in the United States subject to the blackout period that make up >15% of the total number of employees of AGS, Rule 104 notice requirement does not apply.

## INTERACTIVE DATA FILE

An interactive data file for the audited consolidated financial statements for the years ended December 31, 2024 and 2023 is filed herewith.

## NYSE CORPORATE GOVERNANCE

The Company's common shares are listed on the NYSE American LLC (the " **NYSE American**"). Section 110 of the Company Guide permits the NYSE American to consider the laws, customs and practices of foreign issuers in permitting deviations from certain NYSE American listing criteria, and to grant exemptions from certain NYSE American listing criteria based on these considerations. A company seeking relief under these provisions is required to provide written certification from independent local counsel that the non-complying practice is not prohibited by home country law. A description of the significant ways in which the Company's governance practices differ from those followed by U.S. domestic companies pursuant to the Company Guide is set forth below.

Quorum for Shareholders' Meetings. Section 123 of the Company Guide recommends that a listed company's bylaws provide for a quorum of not less than 33 1/3 percent of such company's shares issued and outstanding and entitled to vote at a meeting of shareholders. The Company's quorum requirements, as set forth in its by-laws, provide that two persons present and each holding or representing by proxy at least one issued share of the Company shall be a quorum of any meeting of shareholders for the choice of a chair of the meeting and for the adjournment of the meeting to a fixed time and place but may not transact any other business; for all other purposes a quorum for any meeting shall be persons present not being less than two in number and holding or representing by proxy not less than 10% of the total number of the issued shares of the Company for the time being enjoying voting rights at such meeting.

Proxy Delivery. The Company Guide requires the solicitation of proxies and delivery of proxy statements for all shareholder meetings of a listed company, and requires that these proxies be solicited pursuant to a proxy statement that conforms to SEC proxy rules. The Company is a "foreign private issuer" under Rule 3b-4 of the Exchange Act, and the equity securities of the Company are accordingly exempt from the proxy rules set forth in Sections 14(a), 14(b), 14(c) and 14(f) of the Exchange Act. The Company solicits proxies in accordance with applicable rules and regulations in Canada.

Shareholder Approval of Certain Transactions. The Company Guide provides that shareholder approval is required for certain types of securities issuances, including in connection with a transaction (other than public offerings for cash or in certain other cases of financings for cash) where the present or potential issuance of common stock, or securities convertible into common stock, could result in an increase in outstanding common shares of 20% or more. The Company complies with the applicable rules and regulations for shareholder approval in Canada.

The foregoing is consistent with the laws, customs and practices in Canada. In addition, the Company may from time-to-time seek relief from the NYSE American corporate governance requirements on specific transactions under Section 110 of the Company Guide by providing written certification from independent local counsel that the non-complying practice is not prohibited by the Company's home country law, in which case, the Company shall make the disclosure of such transactions available on the Company's website at www.americas-gold.com/. Information contained on the Company's website is not part of this Annual Report.

## MINE SAFETY DISCLOSURE

The information concerning mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act is included in Exhibit 99.8 to the Annual Report.

## DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

## RECOVERY OF ERRONEOUSLY AWARDED COMPENSATION

The Company has adopted a compensation recovery policy effective October 2, 2023 (referred to as the " **Incentive Compensation Recovery Policy**") as required by NYSE American listing rules and pursuant to Rule 10D-1 of the Exchange Act. The Incentive Compensation Recovery Policy is filed as Exhibit 97.1 to this Form 40-F. At no time during or after the fiscal year ended December 31, 2024 (as of the date of this Annual Report), was the Company required to prepare an accounting restatement that required recovery of erroneously awarded compensation pursuant to the Incentive Compensation Recovery Policy and, as of December 31, 2024, there was no outstanding balance of erroneously awarded compensation to be recovered from the application of the Incentive Compensation Recovery Policy to a prior restatement.

## UNDERTAKING

The Company undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the SEC staff, and to furnish promptly, when requested to do so by the SEC staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

## CONSENT TO SERVICE OF PROCESS

The Company has previously filed with the SEC a written consent to service of process on Form F-X. Any change to the name or address of the Company's agent for service shall be communicated promptly to the SEC by amendment to the Form F-X referencing the file number of the Company.

**SIGNATURES**

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Annual Report to be signed on its behalf by the undersigned, thereto duly authorized.

**AMERICAS GOLD AND SILVER CORPORATION**

By: */s/ Warren Varga*
Name: Warren Varga
Title: Chief Financial Officer
Date: March 31, 2025

**EXHIBIT INDEX**

| | |
|---|---|
| 97.1 | Compensation Recovery Policy |
| 99.1. | Annual Information Form of the Company for the year ended December 31, 2024 |
| 99.2. | Audited Annual Consolidated Financial Statements and notes thereto as at and for the years ended December 31, 2024 and December 31, 2023, together with the report thereon of the independent auditor |
| 99.3. | Management's Discussion and Analysis for the year ended December 31, 2024 |
| 99.4. | Certificate of Chief Executive Officer Pursuant to Rule 13a-14(a) of the Exchange Act |
| 99.5. | Certificate of Chief Financial Officer Pursuant to Rule 13a-14(a) of the Exchange Act |
| 99.6. | Certificate of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 99.7. | Certificate of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 99.8. | Mine Safety Disclosure for the year ended December 31, 2024 |
| 99.9. | Consent of PricewaterhouseCoopers LLP |
| 99.13 | Consent of Jim Atkinson |
| 99.14 | Consent of Daren Dell |
| 99.15 | Consent of Neil de Bruin |
| 99.17 | Consent of Daniel Hussey |
| 99.18 | Consent of James Stonehouse |
| 99.20 | Consent of Shawn Wilson |
| 99.21 | Consent of Chris McCann |
| 101 | Interactive Data File |
| 104 | Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101) |

**EXHIBIT 97.1**

**AMERICAS GOLD AND SILVER CORPORATION**
**INCENTIVE COMPENSATION RECOVERY POLICY**

**1. Introduction.**

The Board of Directors of Americas Gold and Silver Corporation (the " **Company**") believes that it is in the best interests of the Company and its shareholders to create and maintain a culture that emphasizes integrity and accountability and that reinforces the Company's compensation philosophy. The Board has therefore adopted this policy, which provides for the recovery of erroneously awarded incentive compensation in the event that the Company is required to prepare an accounting restatement due to material noncompliance of the Company with any financial reporting requirements under the federal securities laws , and/or in the event of detrimental conduct by executive officers or other key employees and/or in the event that incentive compensation is awarded based on measures that are subsequently determined to be incorrectly calculated (the "**Policy**"). This Policy is designed to comply with Section 10D of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), related rules and the listing standards of the Toronto Stock Exchange (TSX) and the New York Stock Exchange (NYSE American) or any other securities exchange on which the Company's shares are listed in the future.

**2. Administration.**

This Policy shall be administered by the Board or, if so designated by the Board, the Compensation and Corporate Governance Committee (the "**Committee**"), in which case, all references herein to the Board shall be deemed references to the Committee. Any determinations made by the Board shall be final and binding on all affected individuals.

**3. Covered Executives.**

Unless and until the Board determines otherwise, for purposes of this Policy, the term " **Covered Executive**" means a current or former employee who is or was identified by the Company as the Company's president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice-president of the Company in charge of a principal business unit, division, or function (such as operations, administration, or finance), any other officer who performs a policy-making function, or any other person (including any executive officer of the Company's subsidiaries or affiliates) who performs similar policy-making functions for the Company. "Policy-making function" excludes policy-making functions that are not significant. For the avoidance of doubt, "Covered Executives" will include at least the following Company officers: Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Chief Legal Officer and any Senior Vice Presidents.

This Policy covers Incentive Compensation received by a person after beginning service as a Covered Executive and who served as a Covered Executive at any time during the performance period for that Incentive Compensation.

**4. Recovery: Accounting Restatement.**

In the event of an "Accounting Restatement," the Company will recover reasonably promptly any excess Incentive Compensation received by any Covered Executive during the three completed fiscal years immediately preceding the date on which the Company is required to prepare an Accounting Restatement, including transition periods resulting from a change in the Company's fiscal year as provided in Rule 10D-1 of the Exchange Act. Incentive Compensation is deemed **"received"** in the Company's fiscal period during which the Financial Reporting Measure specified in the Incentive Compensation award is attained, even if the payment or grant of the Incentive Compensation occurs after the end of that period.

(a) Definition of Accounting Restatement.

For the purposes of this Policy, an "**Accounting Restatement**" means the Company is required to prepare an accounting restatement of its financial statements filed with the Securities and Exchange Commission (the "**SEC**") due to the Company's material noncompliance with any financial reporting requirements under the federal securities laws (including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period).

The determination of the time when the Company is **"required"** to prepare an Accounting Restatement shall be made in accordance with applicable SEC and national securities exchange rules and regulations.

An Accounting Restatement does not include situations in which financial statement changes did not result from material non-compliance with financial reporting requirements, such as, but not limited to retrospective: (i) application of a change in accounting principles; (ii) revision to reportable segment information due to a change in the structure of the Company's internal organization; (iii) reclassification due to a discontinued operation; (iv) application of a change in reporting entity, such as from a reorganization of entities under common control; (v) adjustment to provision amounts in connection with a prior business combination; and (vi) revision for stock splits, stock dividends, reverse stock splits or other changes in capital structure.

(b) Definition of Incentive Compensation.

For purposes of this Policy, "**Incentive Compensation**" means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure, including, for example, bonuses or awards under the Company's short and long-term incentive plans, grants and awards under the Company's equity incentive plans, and contributions of such bonuses or awards to the Company's deferred compensation plans or other employee benefit plans. Incentive Compensation does not include awards which are granted, earned and vested without regard to attainment of Financial Reporting Measures, such as time-vesting awards, discretionary awards and awards based wholly on subjective standards, strategic measures or operational measures.

(c) Financial Reporting Measures.

**"Financial Reporting Measures"** are those that are determined and presented in accordance with the accounting principles used in preparing the Company's financial statements (including non-GAAP financial measures) and any measures derived wholly or in part from such financial measures. For the avoidance of doubt, Financial Reporting Measures include stock price and total shareholder return. A measure need not be presented within the financial statements or included in a filing with the SEC to constitute a Financial Reporting Measure for purposes of this Policy.

(d) Excess Incentive Compensation: Amount Subject to Recovery .

The amount(s) to be recovered from the Covered Executive will be the amount(s) by which the Covered Executive's Incentive Compensation for the relevant period(s) exceeded the amount(s) that the Covered Executive otherwise would have received had such Incentive Compensation been determined based on the restated amounts contained in the Accounting Restatement. All amounts shall be computed without regard to taxes paid.

For Incentive Compensation based on Financial Reporting Measures such as stock price or total shareholder return, where the amount of excess compensation is not subject to mathematical recalculation directly from the information in an Accounting Restatement, the Board will calculate the amount to be reimbursed based on a reasonable estimate of the effect of the Accounting Restatement on such Financial Reporting Measure upon which the Incentive Compensation was received. The Company will maintain documentation of that reasonable estimate and will provide such documentation to the applicable national securities exchange.

**5. Recovery: Detrimental Conduct.**

In the event the Board makes a good faith determination that a Covered Executive or other Key Employee has engaged in Detrimental Conduct, or on the event that certain measures in the Incentive Compensation are subsequently determined to be incorrectly calculated, then the Company may recover all or a portion of their Incentive Compensation, or benefits in which they have become vested under the terms of the Company's deferred compensation plan.

The term "**Key Employee**" includes a Covered Executive and mine general managers, key managerial and administrative staff at the corporate office and mining operations.

The term "**Detrimental Conduct**" means any of the following in relation to the Covered Executive or other Key Employee:

(a) their deliberate and continued failure substantially to perform their duties and responsibilities, which failure has had an adverse effect on the Company;

(b) their knowing and willful violation of any law, government regulation, the Company Code of Conduct or Company policy;

(c) their act of fraud or dishonesty resulting, or intended to result in, their personal enrichment at the expense of the Company; or

(d) their gross misconduct in performance of their duties that results in economic harm to the Company.

**6. Method of Recovery.**

The Board will determine, in its sole discretion, the method(s) for recovering reasonably promptly Incentive Compensation hereunder. Such methods may include, without limitation:

(a) requiring reimbursement of compensation previously paid;

(b) forfeiting any compensation contribution made under the Company's deferred compensation plans, as well as any matching amounts and earnings thereon;

(c) offsetting the recovered amount from any compensation that the Covered Executive may earn or be awarded in the future (including, for the avoidance of doubt, recovering amounts earned or awarded in the future to such individual equal to compensation paid or deferred into tax–qualified plans or plans subject to the Employee Retirement Income Security Act of 1974 (collectively, **"Exempt Plans"**); *provided that,* no such recovery will be made from amounts held in any Exempt Plan of the Company);

(d) taking any other remedial and recovery action permitted by law, as determined by the Board; or

(e) some combination of the foregoing.

**7. No Indemnification.**

Subject to applicable law, the Company shall not indemnify, including by paying or reimbursing for premiums for any insurance policy covering any potential losses, any Covered Executives against the loss of any erroneously awarded Incentive Compensation.

**8. Interpretation.**

The Board is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate or advisable for the administration of this Policy. It is intended that this Policy be interpreted in a manner that is consistent with the requirements of Section 10D of the Exchange Act and any applicable rules or standards adopted by the SEC or any national securities exchange on which the Company's securities are listed.

**9. Effective Date.**

The effective date of this Policy is October 2, 2023 (the "**Effective Date**"). This Policy applies to Incentive Compensation received by Covered Executives on or after the Effective Date that results from attainment of a Financial Reporting Measure based on or derived from financial information for any fiscal period ending on or after the Effective Date. In addition, this Policy is intended to be and will be incorporated as an essential term and condition of any Incentive Compensation agreement, plan or program that the Company establishes or maintains on or after the Effective Date.

**10. Amendment and Termination.**

The Board may amend this Policy from time to time in its discretion and shall amend this Policy as it deems necessary to reflect changes in regulations adopted by the SEC under Section 10D of the Exchange Act and to comply with any rules or standards adopted by the TSX and the NYSE or any other securities exchange on which the Company's shares are listed in the future.

**11. Other Recovery Rights.**

The Board intends that this Policy will be applied to the fullest extent of the law. Upon receipt of this Policy, each Covered Executive is required to complete the Receipt and Acknowledgement attached as Schedule A to this Policy. The Board may require that any employment agreement or similar agreement relating to Incentive Compensation received on or after the Effective Date shall, as a condition to the grant of any benefit thereunder, require a Covered Executive to agree to abide by the terms of this Policy. Any right of recovery under this Policy is in addition to, and not in lieu of, any (i) other remedies or rights of compensation recovery that may be available to the Company pursuant to the terms of any similar policy in any employment agreement, or similar agreement relating to Incentive Compensation, unless any such agreement expressly prohibits such right of recovery, and (ii) any other legal remedies available to the Company. The provisions of this Policy are in addition to (and not in lieu of) any rights to repayment the Company may have under Section 304 of the Sarbanes-Oxley Act of 2002 and other applicable laws.

**12. Impracticability.**

The Company shall recover any excess Incentive Compensation in accordance with this Policy, except to the extent that certain conditions are met and the Board has determined that such recovery would be impracticable, all in accordance with Rule 10D-1 of the Exchange Act and the TSX and NYSE listing standards or any other securities exchange on which the Company's shares are listed in the future.

**13. Successors.**

This Policy shall be binding upon and enforceable against all Covered Executives and their beneficiaries, heirs, executors, administrators or other legal representatives.

***

***Reviewed and approved by the Board of Directors effective November 27, 2023***

**Schedule A**

**INCENTIVE-BASED COMPENSATION CLAWBACK POLICY**
**RECEIPT AND ACKNOWLEDGEMENT**

I, _____, hereby acknowledge that I have received and read a copy of the Incentive Compensation Recovery Policy. As a condition of my receipt of any Incentive Compensation as defined in the Policy, I hereby agree to the terms of the Policy. I further agree that if recovery of any Incentive Compensation is required pursuant to the Policy, the Company shall, to the fullest extent permitted by governing laws, require such recovery from me up to the amount by which the Incentive Compensation received by me, and/or amounts paid or payable pursuant or with respect thereto, constituted excess Incentive Compensation. If any such reimbursement, reduction, cancelation, forfeiture, repurchase, recoupment, offset against future grants or awards and/or other method of recovery does not fully satisfy the amount due, I agree to immediately pay the remaining unpaid balance to the Company.

_____ _____
Signature Date




**ANNUAL INFORMATION FORM**

**FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2024**

**DATED MARCH 31, 2025**

**ANNUAL INFORMATION FORM**
**FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2024**

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## PRELIMINARY NOTES

***Effective Date of Information***

All information in this annual information form (this "**AIF**") of Americas Gold and Silver Corporation ("**Americas Gold and Silver**" or the "**Company**") is as at December 31, 2024, unless otherwise indicated. This AIF is dated March 31, 2025.

***Additional Information***

Additional information is provided in the Company's audited consolidated financial statements for the years ended December 31, 2024 and 2023 (the "**2024 Annual Financial Statements**") dated March 27, 2025 and Management's Discussion and Analysis dated March 27, 2025 for the year ended December 31, 2024 (the "**2024 Annual MD&A**"), each of which has been filed on the Company's profile on the System for Electronic Document Analysis and Retrieval ("**SEDAR+**") (www.sedarplus.ca). Additional information, including directors' and officers' remuneration and indebtedness and information concerning the principal holders of the Company's securities, and securities authorized for issuance under equity compensation plans, where applicable, will be contained in the Company's Management Information Circular to be filed in connection with its upcoming annual meeting of shareholders for 2025 (the "**2025 Circular**"). This information, including the 2024 Annual MD&A and the 2024 Annual Financial Statements, and other additional information relating to the Company may be found in the Company's public filings with provincial securities regulatory authorities which can be found on the Company's profile on the SEDAR+ website at www.sedarplus.ca and with the U.S. Securities and Exchange Commission (the "**SEC**") on the Electronic Data-Gathering, Analysis and Retrieval ("**EDGAR**") website at www.sec.gov or, in the case of the 2025 Circular, will be made available in accordance with the time requirements of Canadian and U.S. securities laws.

***Non-GAAP and Other Financial Measures***

The Company has included certain non-GAAP and other financial measures, which the Company believes, that together with measures determined in accordance with IFRS, provide investors with an improved ability to evaluate the underlying performance of the Company. Non-GAAP financial measures do not have any standardized meaning prescribed under IFRS, and therefore they may not be comparable to similar non-GAAP and other financial performance measures employed by other companies. The data is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

Reconciliations and descriptions can be found under the heading "*Non-GAAP and Other Financial Measures*" of the 2024 MD&A, which section is incorporated by reference herein and is available on SEDAR+ at www.sedarplus.ca.

***Interpretation and Definitions***

A glossary of certain technical terms, abbreviations and measurement conversions is set forth in **Appendix A**.

***

***Currency and Exchange Rate***

Unless otherwise indicated, in this AIF all references to “dollar” or the use of the symbol “$” are to the United States dollar and all references to “C$” are to the Canadian dollar. The daily average exchange rate for Canadian dollars in terms of the United States dollar on December 31, 2024 and March 17, 2025 as reported by the Bank of Canada was 1.4389 and 1.4304, respectively. The daily average exchange rate for Canadian dollars in terms of the Mexican peso on December 31, 2024 and March 17, 2025 as reported by the Bank of Canada was 0.06929 and 0.07185, respectively.

| **United States Dollars into Canadian Dollars** | **2024** | **2023** | **2022** |
|---|---|---|---|
| Closing | 1.4389 | 1.3226 | 1.3544 |
| Average | 1.3698 | 1.3497 | 1.3011 |
| High | 1.4416 | 1.3875 | 1.3856 |
| Low | 1.3316 | 1.3128 | 1.2451 |

| **Mexican Pesos into Canadian Dollars** | **2024** | **2023** | **2022** |
|---|---|---|---|
| Closing | 0.06929 | 0.07818 | 0.06949 |
| Average | 0.07520 | 0.07615 | 0.06471 |
| High | 0.08326 | 0.08122 | 0.07070 |
| Low | 0.06758 | 0.06949 | 0.06021 |

***Forward-Looking Statements***

Statements contained in this AIF may constitute "forward-looking information" or "forward-looking statements" within the meaning of applicable Canadian and United States securities laws ("forward-looking statements"). Often, but not always, forward-looking statements can be identified by forward-looking words such as "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "seek", "propose", "estimate", "expect", and similar expressions. Specific forward-looking statements in this AIF include, but are not limited to: estimated and targeted production rates and results for silver and other metals at the Galena Complex and Cosalá Operations; statements relating to the Company’s acquisition of the remaining 40% interest in the Galena Complex and the Acquisition Agreement (as defined herein), including expected benefits to the Company and its shareholders; statements relating to the Company’s positioning as a silver-focused producer and the precious metals markets; the expected timing and completion of required development and the expected operational and production results therefrom, statements relating to Americas Gold and Silver’s EC120 Project, including expected approvals and capital requirements, and timing to reach commercial and sustainable production and full production on its anticipated timeline and budget; the Company’s expectations relating to the operation of San Rafael throughout the EC120 Project development period and related cashflows; the Company’s technical review and optimization work at the Galena Complex and related operational improvements, production potential and production efficiencies at the Galena Complex, including the expected production levels and anticipated improvements through production growth and operational efficiency; estimates of, and realizations on, mineral reserves and resources; expected prices of silver and other metals and related expectations relating to the Company's revenue derived from the sale of such metals; anticipated costs, expenses and capital expenditures; opportunities relating to the optimization of concentrate sales by enhancing by-product recovery and the timing and results of its metallurgical sampling program to identify by-product revenue optimization opportunities and the anticipated improvements therefrom; initial results and expectations arising out of the Company’s exploration and drilling programs at the Galena Complex; the Company’s ability to continue as a going concern; the Company’s liquidity position and ability to fund expected operations at prevailing commodity prices and requirement for additional financing, including potential additional debt financing opportunities and existing debt restructuring; the Company’s intention to issue guidance for 2025 and to prepare a sustainability report covering the Company’s operations; and expectations regarding the Company’s ability to rely in existing infrastructure, facilities and equipment.

Inherent in the forward-looking statements are known and unknown risks, uncertainties and other factors beyond the Company's ability to control or predict that may cause the actual results, performance or achievements of the Company, or developments in the Company's business or in its industry, to differ materially from the anticipated results, performance, achievements or developments expressed or implied by such forward-looking statements. Some of the risks and other factors (some of which are beyond the Company's control) that could cause results to differ materially from those expressed in the forward-looking statements contained in this AIF include, but are not limited to risks relating to: interpretations or reinterpretations of geologic information; results of exploration and production activities; inability or delay in obtaining permits required for future exploration, development or production; to mineral reserves and mineral resources and related interpretations, development and production and the Company's ability to sustain or increase present production; general economic conditions and conditions affecting the industries in which the Company operates; the uncertainty of regulatory requirements and approvals; potential litigation; fluctuating mineral and commodity prices; any hedging activities of the Company; the ability to obtain necessary future financing on acceptable terms or at all; the ability to operate the Company's projects; operational matters and hazards inherent in the mining industry; competition in the mining industry; non-compliance with exchange listing standards; cybersecurity; government regulation of mining operations; cyclical aspects of the Company's business; changing global economic conditions and market volatility, including volatility in financial markets, adverse changes in currencies, trade policies and inflation; geopolitical instability, political unrest, tariffs or trade restrictions, war, and other global conflicts; ground conditions; government regulation and environmental compliance, property claims, title, surface rights and access; mining and exploration activities and future mining operations; risks relating to negative operating cash flows; risks relating to the possibility that the Company's working capital requirements may be higher than anticipated and/or its revenue may be lower than anticipated over relevant periods; illegal blockades and other factors limiting mine access or regular operations without interruption; labour relations, disputes and/or disruptions, employee recruitment and retention and pension funding and valuation; failure of plant, equipment, processes and transportation services to operate as anticipated; the recent US election and expectations related to and actions taken by the current administration; recession expectations; environmental compliance, climate change and government regulation thereof; variations in ore grade or recovery rates; capital and construction expenditures; certain of the Company's material properties are located in Mexico and are subject to changes in political and economic conditions and regulations in that country; risks associated with foreign operations; risks related to the Company's relationship with the communities where it operates; risks related to actions by certain non-governmental organizations; substantially all of the Company's assets are located outside of Canada, which could impact the enforcement of civil liabilities obtained in Canadian and U.S. courts; currency fluctuations that may adversely affect the financial condition of the Company; the Company may need additional capital in the future and may be unable to obtain it or to obtain it on favourable terms; risks associated with the Company's outstanding debt and its ability to make scheduled payments of interest and principal thereon; and reclamation activities and other factors described in this AIF and the Company's 2024 Annual MD&A under the heading "Risk Factors". The list above is not exhaustive of the factors that may affect any of the Company's forward-looking statements. Investors and others should carefully consider these and other factors and not place undue reliance on the forward-looking statements.

Forward-looking statements contained in this AIF are based on management's plans, estimates, projections, beliefs and opinions as at the time such statements were made and the related assumptions may change. Although forward-looking statements contained in this AIF are based on what management considers to be reasonable assumptions based on information currently available to it, there can be no assurances that actual events, performance or results will be consistent with these forward-looking statements, and management's assumptions may prove to be incorrect. Some of the important risks and uncertainties that could affect forward-looking statements are described further in this AIF. The Company cannot guarantee future results, levels of activity, performance or achievements, should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, the actual results or developments may differ materially from those contemplated by the forward-looking statements. The Company does not undertake to update any forward-looking statements, even if new information becomes available, as a result of future events or for any other reason, except to the extent required by applicable securities laws.

**Cautionary Note to Investors in the United States Regarding Resources and Reserves**

This AIF has been prepared in accordance with the requirements of the securities laws in effect in Canada, which differ from the requirements of United States securities laws. The Company's mineral reserves and mineral resources have been calculated in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"), as required by Canadian securities regulatory authorities. These standards differ from the requirements of the United States Securities and Exchange Commission (the "**SEC**") that are applicable to domestic United States reporting companies. Accordingly, information in this AIF that describes the Company's mineral reserves and mineral resources may not be comparable to information made public by United States companies subject to the SEC's reporting and disclosure requirements.

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## CORPORATE STRUCTURE

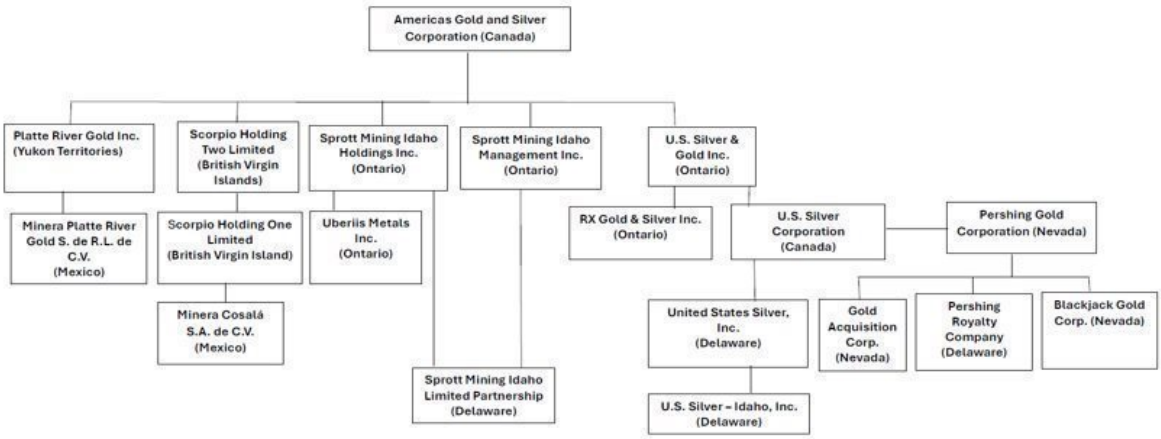
***Name, Address and Incorporation***

Americas Gold and Silver was incorporated as Scorpio Mining Corporation ("**Scorpio Mining**") pursuant to articles of incorporation dated May 12, 1998, under the *Canada Business Corporations Act* with authorized share capital of an unlimited number of common shares (the "**Common Shares**"). On December 23, 2014, a merger of equals transaction between Scorpio Mining and U.S. Silver & Gold Inc. (" **U.S. Silver**") was completed to combine their respective businesses by way of a plan of arrangement of U.S. Silver pursuant to section 182 of the *Business Corporations Act* (Ontario). Following the merger of equals, the combined company changed its name to Americas Silver Corporation ("**Americas Silver**") by way of articles of amendment dated May 19, 2015. On April 3, 2019, Americas Silver completed its acquisition of Pershing Gold Corporation ("**Pershing Gold**") pursuant to a plan of merger under Nevada law (the " **Pershing Gold Transaction**"). Following the completion of the Pershing Gold Transaction, the Company changed its name to Americas Gold and Silver Corporation pursuant to articles of amendment dated effective September 3, 2019. The Company's principal and registered office is located at 145 King Street West, Suite 2870, Toronto, Ontario, Canada M5H 1J8.

The Company is a reporting issuer in each of the provinces of Canada. The Common Shares trade on the Toronto Stock Exchange (the "**TSX**") under the symbol "**USA**" and on the NYSE American under the symbol "**USAS**".

***Inter-Corporate Relationships***

The organizational chart below indicates the inter-corporate relationships between the Company and its material subsidiaries (and includes their jurisdiction of organization) as of the date hereof. Unless otherwise indicated, all such subsidiaries are wholly owned.




Ownership at 100% unless otherwise indicated

## GENERAL DEVELOPMENT OF THE BUSINESS

***Overview***

The Company is a silver-focused producer with two operations in the world's leading silver mining regions: the Galena Complex in Idaho, USA and the Cosalá Operations in Sinaloa, Mexico, and the Company also owns Relief Canyon mine ("Relief Canyon") which is currently on care and maintenance in Nevada, USA.

In Idaho, USA, the Company operates the 100%-owned producing Galena Complex whose primary assets are the operating Galena mine, the Coeur mine, and the contiguous Caladay development project in the Coeur d'Alene Mining District of the northern Idaho Silver Valley. The Galena Complex has recorded production of over 230 million ounces of silver along with associated by-product metals of copper and lead over a production history of more than sixty years. The Company is currently underway with a new strategy at Galena aimed at increasing production and lowering operating costs following the Consolidation Transaction (as defined below) and concurrent C$50 million financing which closed in December 2024.

In Sinaloa, Mexico, the Company operates the 100%-owned Cosalá Operations, which includes the San Rafael silver-zinc-lead mine ("San Rafael"), after declaring commercial production in December 2017. Prior to that time, it operated the Nuestra Señora silver-zinc-copper-lead mine after commissioning the Los Braceros processing facility and declaring commercial production in January 2009. The Cosalá area land holdings also host several other known precious metals and polymetallic deposits, past-producing mines, and development projects, including the 100%-owned Zone 120 silver-copper deposit and the El Cajón silver-copper deposit ("**EC120 Project**"). The Company is currently in the process of developing the EC120 Project which is expected to reach full production by year end 2025. These properties are located in close proximity to the Los Braceros processing plant. The Company also owns a 100% interest in the San Felipe development project in Sonora, Mexico, which it acquired on October 8, 2020.

In Nevada, USA, the Company currently has the 100%-owned Relief Canyon, located in Pershing County, on care and maintenance. The mine poured its first gold in February 2020 and declared commercial production in January 2021. Operations were suspended in August 2021 in order to resolve technical challenges related to the metallurgical characteristics of the deposit and leaching and heap rinsing operations were discontinued in Q4-2023. The past-producing permitted mine includes three historic open-pit mines, a crusher, an ore conveying system, leach pads, and a refurbished heap-leach processing facility. The landholdings at Relief Canyon and the surrounding area cover over 11,700 hectares, providing the Company the potential to expand the Relief Canyon deposit and to explore for new discoveries close to existing processing infrastructure.

The Company's management and Board of Directors (the "Board") are comprised of senior mining executives who have extensive experience identifying, acquiring, developing, financing, and operating precious metals deposits globally. The Company's principal and registered office is located at 145 King Street West, Suite 2870, Toronto, Ontario, Canada, M5H 1J8. The Company is a reporting issuer in each of the provinces of Canada and is listed on the TSX trading under the symbol "USA" and on the NYSE American trading under the symbol "USAS".

Information contained on the Company's website is not incorporated by reference herein and should not be considered part of this AIF.

***Three Year History***

***Fiscal 2022***

On January 24, 2022, following an 18-month illegal blockade, recalling workers in September 2021 and a ramp up to nameplate production in December 2021, the Company hosted the official opening ceremony for the Cosalá Operations which was attended by the Mexican Minister

of Economy, the Governor of the State of Sinaloa and the Cosalá Mayor.

During fiscal 2022, the Company closed quarterly non-brokered private placements with Sandstorm Gold Limited (“ **Sandstorm**”) for total gross proceeds of $9.9 million through issuance of approximately 15.2 million of the Company’s common shares.

On September 13, 2022, the Company provided an updated Mineral Reserve and Resource statement as at June 30, 2022. At the Galena Complex, mineral reserves were successfully increased as part of the Phase 2 infill drill program. There was a 26% increase in proven and probable silver mineral reserve at the Galena Complex to approximately 4.3 million ounces year-over-year on a 100% basis. On a consolidated and attributable basis, estimated contained metal in the P&P mineral reserve categories totalled 6.5 million ounces of silver, 43.1 million pounds of zinc, 44.0 million pounds of lead and 1.1 million pounds of copper. Estimated contained metal in the M&I mineral resource categories totalled 15.9 million ounces of silver, 352 thousand ounces of gold, 83.3 million pounds of zinc, 113.0 million pounds of lead and 4.1 million pounds of copper.

On October 20, 2022, the Company amended its outstanding secured Convertible Debentures held by Royal Capital Management Corp. (“**RoyCap**”) by increasing the principal balance by C$7.0 million to a total outstanding principal of C$25.8 million, in addition to amending its interest rate of 8% per annum to 9.5% per annum, its conversion price of C$1.48 to C$1.00, and the terms to its retraction option retractable at a cumulative C$0.45 million per month to a cumulative C$0.5 million per month. The principal balance under the convertible debentures was converted to common shares in 2024

On November 30, 2022, the Company announced that the Galena Complex and its unionized workers ratified a new 3-year collective bargaining agreement effective November 17, 2022. Unionized workers at the Cosalá Operations reviewed and ratified their collective bargaining agreement, effective May 1, 2022 with yearly and biannual reviews, as per the Mexican Labour Laws. This local union, which has been representing some Company's unionized workers for a number of years, is different from the SMN Union that originated the 2020 illegal blockade at the Cosalá Operations. These agreements support continued stable operations during a period of forecasted production growth.

**Fiscal 2023**

On January 11, 2023, the Company provided a production update for the silver equivalent production noting that the silver equivalent production of 5.3 million ounces exceed the silver equivalent guidance range of 4.8-5.2 million ounces for the completed year 2022. It was also announced that the Galena Hoist had been put in place prior to year-end with shaft repairs to start following the completion of electrical work and commissioning. Further the installation was completed as of the end of Q3.

On February 26, 2023 the Company and Sandstorm amended the April 3, 2019 Precious Metal Purchase Agreement to increase the advance payment payable to the Company by an additional $11 million. On April 12, 2023, the Company entered into a $4.0 million net smelter returns royalty agreement with Sandstorm to be repaid through a 2.5% royalty on attributable production from the Cosalá Operations and Galena Complex. The royalty reduces to 0.2% on attributable production from the Cosalá Operations and Galena Complex after the aggregate repayment of $4.0 million and may be eliminated thereafter with a buyout payment of $1.9 million.

On April 11, 2023, a tragic accident occurred at the Galena Complex resulting in a fatality. MSHA completed investigation in October 2023 and issued two citations relating to a fall of ground in a working area of the mine.

On June 21, 2023, the Company issued an additional secured convertible debenture to Delbrook Capital Advisors (" **Delbrook**") under the Company's existing convertible debenture, increasing the principal balance by C$8.0 million to a total of C$24.3 million outstanding at the end of the second quarter. The Company also amended the interest payable to 11% per annum, the conversion price to C$0.80, and extended the term of the maturity to July 1, 2024 with mutual option to extend by incremental calendar quarters up to April 28, 2025, among other terms. On October 30, 2023, the Company amended the convertible debenture held by Delbrook by increasing the principal by C$2.0 million with all other material terms unchanged. On November 13, 2023, the Company and Delbrook agreed to amend the terms of the existing 3,500,000 common share purchase warrants held by Delbrook and affiliates to amend the exercise price from C$0.80 per warrant to C$0.55 per Warrant. The warrants expire on June 21, 2026, and contain customary anti-dilution provisions, as well as customary blocker language regarding becoming a control person without required shareholder and TSX approvals. The principal balance under the convertible debentures was converted to common shares in 2024.

**Fiscal 2024**

On January 23, 2024, the Company provided a production update for the consolidated attributable silver production noting that the silver equivalent production increased by over 2.04 million ounces compared with approximately 1.31 million ounces in 2022. It was noted that despite the challenges encountered with the Galena Shaft Repair project and the associated lower than planned ore and waste hoisting capacity, the operation was able to produce 40% more attributable silver ounces in 2023 compared to 2022.

On March 27, 2024, the Company completed an equity offering of an aggregate 26,000,000 units at a price of C$0.30 per unit for total aggregate gross proceeds of C$7.8 million. Each unit consisted of one common share and one common share purchase warrant where each warrant is exercisable for one common share at an exercise price of C$0.40 for a period of three years.

On August 14, 2024, the Company signed a Credit and Offtake agreement (the "**Trafigura Agreement**") with Trafigura PTE Ltd. ("**Trafigura**") for a secured facility of up to $15 million to complete initial development of the EC120 Project. The Company has drawn only $10 million under the Trafigura Credit Agreement initially. The Trafigura Credit Agreement is for a term of 36 months which includes a principal repayment grace period of 12 months and bears interest of U.S. SOFR rate plus 6% per annum on cumulative drawings up to $12

million and 6.5% thereafter. The Trafigura Credit Agreement will be amortized in equal monthly installments of $0.6 million commencing after expiry of the grace period. As part of the Trafigura Credit Agreement, Trafigura receives 100% of the silver-copper concentrate production from the EC120 Project.

On October 9, 2024, the company announced an agreement ("**Acquisition Agreement**") to acquire the remaining 40% interest of the Company's Galena Complex it did not own from Eric Sprott (the "**Consolidation Transaction**"). In conjunction with entering into the Acquisition Agreement, the Company announced a bought deal private placement of subscription receipts completed for gross proceeds of C$50 million at an issue price of C$0.40 per subscription receipt completed on December 19, 2024 (the "**Subscription Receipt Financing**").

On November 11, 2024, the Company announced that Mr. Paul Andre Huet was appointed Chief Executive Officer. Mr. Huet is focused on building a strong, experienced technical team to unlock the dormant value of the Galena Complex in pursuit of increased shareholder returns and was appointed Chairman of the Board following the closing of the Consolidation Transaction on December 19, 2024.

On December 19, 2024, the Company completed the Consolidation Transaction to acquire of the remaining 40% non-controlling interests of the Company's Galena Complex from Eric Sprott in accordance with the Acquisition Agreement. Mr. Sprott received issuance of 170,000,000 of the Company's common shares plus $10 million in cash, and commitment to monthly deliveries of 18,500 ounces of silver for a period of 36 months starting in January 2026.

The Company also closed the Subscription Receipt Financing raising gross proceeds of C$50 million at an issue price of C$0.40. As part of the Acquisition Agreement, the Company closed non-brokered private placements for total gross proceeds of $6.9 million CAD through total issuance of 16,650,000 of the Company's common shares priced at approximately $0.42 CAD per share for additional financing purposes.

***Sustainability Performance***

In March 2021, the Company released its first sustainability report for the Cosalá Operations, "Working Towards Sustainability." This report focused on the Company's Environmental, Social, and Governance ("ESG") strategy, management, policies, and performance at the Cosalá Operations between January 1, 2018, and January 31, 2020, highlighting overall the Company's commitment to the mining industry in Mexico and to the Cosalá community in Sinaloa. The Company's disclosure in this report was centered on the five key pillars of its corporate responsibility strategy, including governance and business ethics, our people, health and safety, environmental stewardship, and community involvement. The Company also affirmed its commitment to make sustainability reporting a key component of its ongoing sustainability program. In accordance with best practices, the report accounted for the Company's fulfillment of its labour commitments, as well as the environmental, social, safety, and economic impacts in the community where the Cosalá Operations are located.

In June 2022, the second sustainability report for the Cosalá Operations, "Commitment to Sustainability" was released. The report stated that while there was limited information disclosed due to the illegal blockade which halted operations, it included information regarding the restarting of the operations and highlighted the support provided by the Mexican and Canadian governments along with the Company's employees to reopen the operations at Cosalá. The report also focused on the Company's ESG strategies and the reaffirmation of its commitment to continue working within a framework of responsible mining that contributes to the growth of the community through employment and local procurement.

As part of the Company's commitment to make sustainability and sustainability reporting a key component of its ongoing operations, a sustainability report covering the Company's operations for the period from January 1, 2022 to December 31, 2025 is being prepared under the direction of the Company's Vice President, Sustainability and Communications.

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## DESCRIPTION OF THE BUSINESS

***Summary***

The Company is engaged in the evaluation, acquisition, exploration, development and operation of precious metals and polymetallic mineral properties, primarily those already producing or with the potential for near-term production. The Company's geographic focus is the Western Hemisphere, particularly the United States and Mexico. The Company owns and operates the Cosalá Operations in Sinaloa, Mexico and the Galena Complex in Idaho, U.S.A. The Company also owns the Relief Canyon mine in Nevada, U.S.A. and the San Felipe property in Sonora, Mexico.

***Principal Product***

The Company produces silver-bearing zinc and lead concentrates. The Company believes that because of the availability of alternate processing and commercialization options for its concentrates, it is not dependent on a particular purchaser with regard to the sale of its products.

***Production***

The Company operates the Galena Complex located near the town of Wallace in the State of Idaho, U.S.A., and the Cosalá Operations located near the town of Cosalá in the State of Sinaloa, Mexico.

The Galena Complex produces a silver-lead concentrate. Ore mined at the Galena Complex is milled at the Galena mill. The Galena mill has an installed milling capacity of 680 tonnes-per-day. The 450 tonnes-per-day capacity Coeur mill is currently on care and maintenance.

The high grade and “narrow vein” nature of the underground Galena Complex requires careful application of selective mining techniques, primarily using cut and fill. As well, the age and expanse of the underground infrastructure demands regular, ongoing maintenance. As such, production and operating costs will display a degree of variability depending on a number of timing and other factors. Substantial resources exist outside of the defined reserve, and exploration continues to develop resources and identify new areas of mineralization. A multi-year Recapitalization Plan began in mid-October 2019 and was concluded with the commissioning of the Galena Hoist in mid-2023. Other investments have included mine development, new equipment purchases and exploration to define and expand silver resources. The Company’s current strategy at Galena is aimed at increasing production and lowering operating costs following the consolidation transaction and concurrent C$50 million financing which closed in December 2024.

In 2024 ore at the Cosalá Operations was produced primarily from the San Rafael mine (Ag, Zn, Pb) and treated at the Los Braceros process plant. During 2024 the Company continued development of its EC120 project which expands underground development and infrastructure into the adjacent Zone 120 and nearby El Cajón silver copper orebodies, this expansion provided an additional source of high-grade silver copper ore which was treated at the Los Braceros process plant. San Rafael is an underground silver-zinc-lead mine which entered commercial production in December 2017. The Los Braceros process plant, located 9 kilometers east southeast of the San Rafael mine, produces silver-bearing zinc and lead concentrates. The facility processes approximately 1,700 tonnes-per-day.

Commercial production at San Rafael was declared in 2017. An illegal blockade at the Cosalá Operations caused mining and processing to be suspended from Q1 2020 to Q4 2021 while the Company worked to resolve the issue. The Company is currently in the process of developing the EC120 Project which is expected to reach full production by year end 2025. The Cosalá Operations produced continuously through 2024 with minor interruptions in the fourth quarter due to local criminal activity in the surrounding areas.

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***Consolidated Results and Developments***

| Fiscal Year Ended December 31 | 2024[3] | 2023 | 2022 |
|---|---|---|---|
| Revenue ($ M)[4] | $ 100.2 | $ 95.2 | $ 85.0 |
| Net Loss ($ M) | (48.9) | (38.2) | (45.2) |
| Comprehensive Loss ($ M) | (41.1) | (39.0) | (38.6) |
| | | | |
| Net Loss per Common Share - Basic and Diluted | $ (0.17) | $ (0.16) | $ (0.23) |
| | | | |
| Silver Produced (oz)[1] | 1,739,272 | 2,043,053 | 1,308,201 |
| Zinc Produced (lb)[1] | 31,508,284 | 34,084,119 | 39,319,795 |
| Lead Produced (lb)[1] | 15,834,224 | 20,539,540 | 24,606,674 |
| Cost of Sales/Ag Eq Oz Produced ($/oz)[1,2] | $ 18.12 | $ 14.01 | $ 9.89 |
| Cash Costs/Ag Oz Produced ($/oz)[1,2] | $ 17.41 | $ 13.21 | $ 0.77 |
| All-In Sustaining Costs/Ag Oz Produced ($/oz)[1,2] | $ 28.13 | $ 20.44 | $ 9.64 |
| | | | |
| Cash ($ M) | $ 20.0 | $ 2.1 | $ 2.0 |
| Receivables ($ M) | 7.1 | 9.5 | 11.6 |
| Inventories ($ M) | 10.7 | 8.7 | 8.8 |
| | | | |
| Property, Plant and Equipment ($ M) | $ 147.4 | $ 153.1 | $ 161.3 |
| | | | |
| Current Assets ($ M) | $ 40.7 | $ 23.0 | $ 25.4 |
| Current Liabilities ($ M) | 69.4 | 61.2 | 42.1 |
| Working Capital ($ M) | (28.7) | (38.2) | (16.7) |
| | | | |
| Total Assets ($ M) | $ 192.6 | $ 180.5 | $ 190.8 |
| Total Liabilities ($ M) | 139.2 | 108.3 | 92.2 |
| Total Equity ($ M) | 53.4 | 72.2 | 98.6 |

1 Throughout this AIF, consolidated production results and consolidated operating metrics are based on the attributable ownership percentage of each operating segment (100% Cosalá Operations and 60% Galena Complex up to December 18, 2024 prior to acquisition of Galena Complex's 40% non-controlling interests).

2 This is a supplementary or non-GAAP financial measure or ratio. See "Non-GAAP and Other Financial Measures" section for further information.

3 Throughout this AIF, silver production, silver equivalent production, and cost per ounce measurements during fiscal 2024 include EC120 Project pre-production from the Cosalá Operations.

4. Throughout this AIF, contract services related to transportation costs were reclassified from treatment and selling costs in revenue to cost of sales in fiscal 2023.

Consolidated attributable silver production during 2024 was lower than 2023 at approximately 1.7 million ounces versus 2.0 million ounces, respectively. Consolidated attributable silver equivalent production during 2024 decreased by 19% compared to 2023 due to higher silver prices in 2024 compared to 2023 as the Company uses realized quarterly prices in its equivalency calculations. These price changes negatively impacted the silver equivalent production calculation by approximately 0.4 million ounces in 2024 relative to 2023.

Revenue of $100.2 million for the year ended December 31, 2024 was higher than revenue of $95.2 million for the year ended December 31, 2023, resulting from higher realized silver and zinc prices, plus pre-production revenue from the EC120 Project of $3.7 million during the period. The average realized silver and zinc prices[1] increased by 20% and 7%, respectively, from 2023 to 2024, while the average realized lead price decreased by 2% during the same period. The average realized silver price of $28.13/oz for 2024 (2023 – $23.44/oz) is comparable to the average London silver spot price of $28.25/oz for 2024 (2023 – $23.39/oz).

The Company recorded a net loss of $48.9 million for the year ended December 31, 2024 compared to a net loss of $38.2 million for the year ended December 31, 2023. The increase in net loss was primarily attributable to higher cost of sales, higher depletion and amortization, higher exploration costs, higher foreign exchange loss, higher loss on fair value of metals contract liability, and higher income tax expense, offset in part by higher net revenue, and prior period impairment. These variances are further discussed in the following sections.

***Cosalá Operations***

| | Fiscal year Ended December 31, | |
|---|---|---|
| | **2024[3]** | **2023** |
| Tonnes Milled | 564,737 | 554,807 |
| Silver Grade (g/t) | 71 | 88 |
| Zinc Grade (%) | 3.14 | 3.45 |
| Lead Grade (%) | 1.14 | 1.33 |
| Silver Recovery (%) | 56.2 | 70.0 |
| Zinc Recovery (%) | 80.7 | 80.8 |
| Lead Recovery (%) | 68.0 | 70.7 |
| Silver Produced (oz) | 825,097 | 1,098,612 |
| Zinc Produced (lb) | 31,508,284 | 34,084,119 |
| Lead Produced (lb) | 9,664,288 | 11,452,093 |
| Total Silver Equivalent Produced ($/oz) [1,2] | 2,586,577 | 3,266,677 |
| Silver Sold (oz) | 723,625 | 1,067,114 |
| Zinc Sold (lb) | 30,064,028 | 32,481,749 |
| Lead Sold (lb) | 9,338,917 | 11,123,604 |
| Cost of Sales/Ag Eq Oz Produced ($/oz) [2] | $ 16.45 | $ 12.51 |
| Cash Costs/Ag Oz Produced ($/oz) [2] | $ 11.13 | $ 8.47 |
| All-In Sustaining Costs/Ag Oz Produced ($/oz) [2] | $ 21.48 | $ 15.72 |

1 Throughout this AIF, silver equivalent production was calculated based on all metals production at average realized silver, zinc, and lead prices during each respective period.

2 This is a supplementary or non-GAAP financial measure or ratio. See “Non-GAAP and Other Financial Measures” section of the Company’s 2024 Annual MD&A.

3. Throughout this AIF, silver production, silver equivalent production, and cost per ounce measurements during fiscal 2024 include EC120 Project pre-production from the Cosalá Operations.

During the period, the Company focused on increasing silver production while maintaining base metal production from the San Rafael Main and Upper Zones to maximize its revenue and cash flow generation to benefit from the increase in silver and zinc prices. A portion of mining and milling capacity during the year was used to prepare for the transition of operations into the EC120 silver-copper deposit. Silver production decreased in 2024 by 25% to approximately 825,000 ounces of silver compared to approximately 1,099,000 ounces of silver in 2023 primarily due to lower recoveries. Production of base metals decreased to 31.5 million pounds of zinc and 9.7 million pounds of lead in 2024, compared to 34.1 million pounds of zinc, and 11.5 million pounds of lead in 2023. Production during the year was impacted by heavy rains and intermittent security concerns in nearby areas which caused the mill to be temporarily shut down on isolated occasions. Silver production is expected to increase steadily as the development into EC120 Project progresses and mine continues to batch higher development grade ore through the mill. Pre-production sales of EC120 silver-copper concentrate contributed $3.7 million to net revenue during the year.

Cash costs per silver ounce increased during the year to $11.13 per ounce from $8.47 per ounce in 2023 due primarily to decreased silver production and lower by-product credits from lower zinc and lead production during the year.

***Galena Complex***

| | Fiscal Year Ended December 31, | |
|---|---|---|
| | **2024** | **2023** |
| Tonnes Milled | 120,804 | 114,622 |
| Silver Grade (g/t) | 392 | 436 |
| Lead Grade (%) | 4.02 | 6.36 |
| Silver Recovery (%) | 98.1 | 97.9 |
| Lead Recovery (%) | 93.7 | 94.3 |
| Silver Produced (oz) | 1,494,385 | 1,574,068 |
| Lead Produced (lb) | 10,021,111 | 15,145,745 |
| Total Silver Equivalent Produced ($/oz) [1,2] | 1,830,191 | 2,204,050 |
| Silver Sold (oz) | 1,481,874 | 1,602,271 |
| Lead Sold (lb) | 9,932,977 | 15,391,894 |
| Cost of Sales/Ag Eq Oz Produced ($/oz) [2] | $ 21.96 | $ 17.70 |
| Cash Costs/Ag Oz Produced ($/oz) [2] | $ 23.07 | $ 18.72 |
| All-In Sustaining Costs/Ag Oz Produced ($/oz) [2] | $ 34.13 | $ 25.93 |
| All-In Sustaining Costs with Galena | | |

1 Throughout this AIF, silver equivalent production was calculated based on all metals production at average realized silver, zinc, and lead prices during each respective period.

2 This is a supplementary or non-GAAP financial measure or ratio. See “Non-GAAP and Other Financial Measures” section of the Company’s 2024 Annual MD&A.

The Galena Complex produced approximately 1.5 million ounces of silver in 2024 compared to approximately 1.6 million ounces of silver in 2023 (a 5% decrease in silver production), and 10.0 million pounds of lead in 2024, compared to 15.1 million pounds of lead in 2023 (a 34% decrease in lead production). Cash costs increased to $23.07 per ounce silver in 2024 from $18.72 per ounce silver in 2023 due to decreased silver production and lower by-product credits from lower lead production during the year, with an increase in all-in sustaining costs due to an increase in capital expenditures.

Tonnage and silver production during 2024 were both comparable to 2023 with an increase of 5% and a decrease of 5%, respectively. Development during 2024 included horizontal development work in the Upper Country Lead Zone between the 2400 and 2800 Levels which allowed the operation to access additional working areas, and continued work on the 55-179 decline to develop deeper higher-grade production stopes which will drive long-term production goals, as well as equipment issues and changes to mining sequence and design. Tonnage was negatively impacted by the build up of waste rock caused by continued hoisting limitations due to the delay in repairs to the Galena shaft.

***Employees***

As at December 31, 2024, the Company had the following number of employees:

| | **Galena Complex** | **Cosalá Operations** | **Relief Canyon** | **Corporate** | **Total** |
|---|---|---|---|---|---|
| Salary | 48 | 124 | 2 | 11 | 191 |
| Hourly | 217 | 235 | 8 | 0 | 460 |
| Total | 265 | 359 | 10 | 11 | 651 |

*Some workers at the Galena Complex and Cosalá Operations are covered by collective bargaining agreements. See “ *Changes to Contracts and Economic Dependence*” also see “*Risk Factors – Labour Relations, Employee Recruitment, Retention and Pension Funding* ”.

In addition, the Company, from time to time, employs outside contractors on a fee-for-service basis.

***Specialized Skill and Knowledge***

Various aspects of the Company's business require specialized skills and knowledge. Such skills and knowledge include the areas of geology, drilling, metallurgy, engineering, logistical planning and implementation of programs as well as finance and accounting and legal/regulatory compliance. While competitive conditions exist in the industry, the Company has been able to locate and retain employees and consultants with such skills and believes it will continue to be able to do so in the foreseeable future. See "*Risk Factors – Labour Relations, Employee Recruitment, Retention and Pension Funding*".

***Competitive Conditions***

Competition in the mineral exploration industry is intense. The Company competes with other mining companies, many of which have significant financial resources and technical facilities for the acquisition and development of, and production from, mineral interests, as well as for the recruitment and retention of qualified employees and consultants. The ability of the Company to acquire viable mineral properties in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable producing properties or prospects for development or mineral exploration.

***Business Cycles***

The mining business is highly cyclical. The marketability of minerals and mineral concentrates is also affected by global economic cycles. The ultimate economic viability of the Company's projects is related and sensitive to the market price of gold and silver as well the market price of by-products such as zinc, lead and copper. Metal prices fluctuate widely and are affected by numerous factors such as global supply, demand, inflation, exchange rates, interest rates, forward selling by producers, central bank sales and purchases, production, global or regional political, economic or financial situations and other factors beyond the control of the Company.

***Changes to Contracts and Economic Dependence***

The Company's cash flow is dependent on delivery of its ore concentrate to market. The Company's contracts with the concentrate purchasers provide for provisional payments based on periodic deliveries. The Company may sell its concentrate to a metal trader while it is at the smelter in order to help manage its cash flow. The Company has not had any problems collecting payments from concentrate purchasers in a reliable and timely manner and expects no such difficulties in the foreseeable future. However, this cash flow is dependent on continued mine production which can be subject to interruption for various reasons including fluctuations in metal prices and concentrate shipment difficulties. Additionally, unforeseen cessation in smelter provider capabilities could severely impact the Company's capital resources. Although the Company sells its concentrate to a limited number of customers, it is not economically dependent upon any one customer as there are other markets throughout the world for the Company's concentrate.

***Environmental Protection***

The Company's mining, exploration and development activities are subject to various federal, state and municipal laws and regulations relating to the protection of the environment, including requirements for closure and reclamation of mining properties. In all jurisdictions where the Company operates, specific statutory and regulatory requirements and standards must be met throughout the exploration, development and operations stages of a mining property with regard to matters including water quality, air quality, wildlife protection, solid and hazardous waste management and disposal, noise, land use and reclamation. Changes in any applicable governmental regulations to which the Company is subject or inconsistent application of these regulations, may adversely affect its operations. Failure to comply with any condition set out in any required permit or with applicable regulatory requirements may result in the Company being unable to continue to carry out its activities. The impact of these requirements cannot accurately be predicted.

Management estimates costs associated with reclamation of mining properties as well as remediation costs for inactive properties. The Company uses assumptions about future costs, including inflation, prices, mineral processing recovery rates, production levels and capital and reclamation costs. Such assumptions are based on the Company's current mining plan and the best available information for making such estimates. Details and quantification of the Company's reclamation and closure costs are discussed in the 2024 Annual Financial Statements (see "*Note 4 – Significant Accounting Judgments and Estimates – Decommissioning Provision*") and the 2024 Annual MD&A (see "*Significant Accounting Judgements and Estimates – Decommissioning Provision*"). See also "*Risk Factors – Government Regulation and Environmental Compliance*".

The Company is focused on strengthening monitoring, controls and disclosure of environmental issues that affect employees and the surrounding communities. Through proactive public engagement, the Company continues to gain a better understanding of the concerns of area-wide citizens and regulators and continues to work collaboratively to identify the most reasonable and cost-effective measures to address the most pressing concerns.

***Foreign Operations***

As of the date hereof, substantially all of the Company's long-term assets, comprising its mineral properties, are located in Mexico and the United States.

***Tax Considerations***

With current operations in the United States and Mexico, the Company is subject to the tax considerations of those jurisdictions. Certain changes to United States and Mexican tax laws affect the Company. See "*Risk Factors – Tax Considerations*" and "*Note 25 – Income Taxes*" of the Company's 2024 Annual Financial Statements

It cannot be predicted whether, when, in what form, or with what effective dates, new tax laws may be enacted, or regulations and rulings may be enacted, promulgated or issued under existing or new tax laws, which could result in an increase in the Company's or investors' tax liability or require changes in the manner in which the Company operates in order to minimize or mitigate any adverse effects of changes in tax law or in the interpretation thereof.

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**MINERAL RESERVE AND MINERAL RESOURCE ESTIMATES**

Americas Gold and Silver's Mineral Reserves and Mineral Resources have been estimated as at December 31, 2024 in accordance with definitions adopted by the Canadian Institute of Mining, Metallurgy and Petroleum and incorporated into NI 43-101. See "*Glossary of Technical Terms*". The previously stated Mineral Reserves and Mineral Resources estimated as at December 31, 2023 have been depleted to reflect the portion of the Mineral Reserves and Mineral Resources extracted through December 31, 2024.

2024 production details are provided under " *Description of the Business – Production "* and in the 2024 Annual Financial Statements and the 2024 Annual MD&A.

For further detail regarding the extent to which estimates of Mineral Reserves and Mineral Resources may be materially affected by external factors, including metallurgical, environmental, permitting, title and other risks and relevant issues, please refer to "*Risk Factors – Mineral Reserves and Resources, Development and Production*".

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**Attributable Proven and Probable Mineral Reserves - December 31, 2024**

**Silver Mineral Reserves**

| | Proven | | | Probable | | | Proven and Probable | | |
|---|---|---|---|---|---|---|---|---|---|
| Property | Tonnes (kt) | Grade (g/t) | Ounces (koz) | Tonnes (kt) | Grade (g/t) | Ounces (koz) | Tonnes (kt) | Grade (g/t) | Ounces (koz) |
| Galena - Ag-Pb | 154 | 258 | 1,273 | 630 | 257 | 5,216 | 784 | 257 | 6,489 |
| Galena - Ag-Cu | 74 | 535 | 1,279 | 385 | 659 | 8,153 | 459 | 639 | 9,432 |
| Galena Subtotal | 228 | 348 | 2,552 | 1,015 | 410 | 13,368 | 1,243 | 398 | 15,920 |
| San Rafael | 419 | 226 | 3,035 | 525 | 130 | 2,191 | 943 | 172 | 5,225 |
| El Cajon | | | | 788 | 157 | 3,983 | 788 | 157 | 3,983 |
| Zone 120 | | | | 2,017 | 164 | 10,639 | 2,017 | 164 | 10,639 |
| Cosala Subtotal | 419 | 226 | 3,035 | 3,330 | 157 | 16,812 | 3,748 | 165 | 19,847 |
| **Total Silver** | **647** | **269** | **5,586** | **4,345** | **216** | **30,180** | **4,991** | **223** | **35,767** |

**Zinc Mineral Reserves**

| | Proven | | | Probable | | | Proven and Probable | | |
|---|---|---|---|---|---|---|---|---|---|
| Property | Tonnes (kt) | Grade (%) | Pounds (Mlbs) | Tonnes (kt) | Grade (%) | Pounds (Mlbs) | Tonnes (kt) | Grade (%) | Pounds (Mlbs) |
| San Rafael Subtotal | 419 | 1.66 | 15.3 | 525 | 2.20 | 25.S | 943 | 1.96 | 40.8 |
| **Total Zinc** | **419** | **1.66** | **15.3** | **525** | **2.20** | **25.5** | **943** | **1.96** | **40.8** |

**Lead Mineral Reserves**

| | Proven | | | Probable | | | Proven and Probable | | |
|---|---|---|---|---|---|---|---|---|---|
| Property | Tonnes (kt) | Grade (%) | Pounds (Mlbs) | Tonnes (kt) | Grade (%) | Pounds (Mlbs) | Tonnes (kt) | Grade (%) | Pounds (Mlbs) |
| Galena Subtotal | 154 | 8.03 | 27.2 | 630 | 6.92 | 96.1 | 784 | 7.14 | 123.4 |
| San Rafael Subtotal | 419 | 0.51 | 4.7 | 525 | 0.73 | 8.4 | 943 | 0.63 | 13.1 |
| **Total Lead** | **572** | **2.53** | **31.9** | **1,155** | **4.11** | **104.5** | **1,727** | **3.S8** | **136.5** |

**Copper Mineral Reserves**

| | Proven | | | Probable | | | Proven and Probable | | |
|---|---|---|---|---|---|---|---|---|---|
| Property | Tonnes (kt) | Grade (%) | Pounds (Mlbs) | Tonnes (kt) | Grade (%) | Pounds (Mlbs) | Tonnes (kt) | Grade (%) | Pounds (Mlbs) |
| Galena Subtotal | 74 | 0.56 | 0.9 | 385 | 0.72 | 6.10 | 459 | 0.69 | 7.0 |
| El Cajon | | | | 788 | 0.49 | 8.50 | 788 | 0.49 | 8.5 |
| Zone 120 | | | | 2,017 | 0.41 | 18.20 | 2,017 | 0.41 | 18.2 |
| Cosala Subtotal | | | | 2,805 | 0.43 | 26.80 | 2,805 | 0.43 | 26.8 |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| **Total Copper** | **74** | **0.56** | **0.9** | **3,190** | **0.47** | **32.80** | **3,264** | **0.47** | **33.8** |

**Measured and Indicated Mineral Resources - December 31, 2024**

**Gold Mineral Resources - Exclusive of Mineral Reserves**

| | Measured | | | Indicated | | | Measured and Indicated | | |
|---|---|---|---|---|---|---|---|---|---|
| Property | Tonnes (kt) | Grade (g/t) | Ounces (koz) | Tonnes (kt) | Grade (g/t) | Ounces (koz) | Tonnes (kt) | Grade (g/t) | Ounces (koz) |
| Relief Canyon Subtotal | 12,177 | 0.90 | 352 | 10,431 | 0.66 | 220 | 22,608 | 0.79 | 572 |
| **Total Gold** | **12,177** | **0.90** | **352** | **10,431** | **0.66** | **220** | **22,608** | **0.79** | **572** |

**Silver Mineral Resources - Exclusive of Mineral Reserves**

| | Measured | | | Indicated | | | Measured and Indicated | | |
|---|---|---|---|---|---|---|---|---|---|
| Property | Tonnes (kt) | Grade (g/t) | Ounces (koz) | Tonnes (kt) | Grade (g/t) | Ounces (koz) | Tonnes (kt) | Grade (g/t) | Ounces (koz) |
| Relief Canyon Subtotal | 12,177 | 3.4 | 1346.3 | 10,431 | 0.6 | 210 | 22,608 | 2.1 | 1,556 |
| Galena - Ag-Pb | 661 | 319 | 6780 | 3,403 | 327 | 35,796 | 4,064 | 326 | 42,576 |
| Galena - Ag-Cu | 355 | 670 | 7638 | 1,150 | 648 | 23,959 | 1,504 | 653 | 31,597 |
| Galena Subtotal | 1,016 | 441 | 14418 | 4,553 | 408 | 59,755 | 5,568 | 414 | 74,173 |
| San Rafael | 1,423 | 88 | 4046 | 2,118 | 70 | 4,735 | 3,541 | 77 | 8,781 |
| Nuestra Senora | 257 | 85 | 700 | 1,879 | 89 | 5,379 | 2,136 | 89 | 6,079 |
| ElCajon | | | | 299 | 131 | 1,263 | 299 | 131 | 1,263 |
| Zone 120 | | | | 1,465 | 114 | 5,383 | 1,465 | 114 | 5,383 |
| Cosala Subtotal | 1,680 | 88 | 4746 | 5,761 | 90 | 16,759 | 7,441 | 90 | 21,505 |
| San Felipe Subtotal | | | | 4,677 | 61 | 9,115 | 4,677 | 61 | 9,115 |
| **Total Silver** | **14,872** | **43** | **20511** | **25,422** | **105** | **85,839** | **40,295** | **82** | **106,350** |

**Zinc Mineral Resources - Exclusive of Mineral Reserves**

| | Measured | | | Indicated | | | Measured and Indicated | | |
|---|---|---|---|---|---|---|---|---|---|
| Property | Tonnes (kt) | Grade (%) | Pounds (Mlbs) | Tonnes (kt) | Grade (%) | Pounds (Mlbs) | Tonnes (kt) | Grade (%) | Pounds (Mlbs) |
| San Rafael | 1,423 | 2.23 | 70.0 | 2,118 | 2.01 | 93.70 | 3,541 | 2.10 | 163.7 |
| Nuestra Senora | 257 | 1.76 | 10.0 | 1,879 | 1.74 | 71.90 | 2,136 | 1.74 | 81.9 |
| Cosala Subtotal | 1,680 | 2.16 | 80.0 | 3,997 | 1.88 | 165.60 | 5,677 | 1.96 | 245.6 |
| San Felipe Subtotal | | | | 4,677 | 5.43 | 560.10 | 4,677 | 5.43 | 560.1 |
| **Total Zinc** | **1,680** | **2.16** | **80.0** | **8,674** | **3.80** | **725.80** | **10,354** | **3.53** | **805.7** |

**Lead Mineral Resources - Exclusive of Mineral Reserves**

| | Measured | | | Indicated | | | Measured and Indicated | | |
|---|---|---|---|---|---|---|---|---|---|
| Property | Tonnes (kt) | Grade (%) | Pounds (Mlbs) | Tonnes (kt) | Grade (%) | Pounds (Mlbs) | Tonnes (kt) | Grade (%) | Pounds (Mlbs) |
| Galena Subtotal | 661 | 7.73 | 112.7 | 3,403 | 7.75 | 581.20 | 4,064 | 7.74 | 693.9 |
| San Rafael | 1,423 | 0.96 | 30.2 | 2,118 | 0.90 | 41.90 | 3,541 | 0.92 | 72.1 |
| Nuestra Senora | 257 | 0.84 | 4.8 | 1,879 | 0.82 | 33.90 | 2,136 | 0.82 | 38.7 |
| Cosala Subtotal | 1,680 | 0.94 | 34.9 | 3,997 | 0.86 | 75.90 | 5,677 | 0.89 | 110.8 |
| San Felipe Subtotal | | | | 4,677 | 2.47 | 255.10 | 4,677 | 2.47 | 255.1 |
| **Total Lead** | **2,341** | **2.86** | **147.6** | **12,077** | **3.43** | **912.20** | **14,418** | **3.33** | **1,059.8** |

**Copper Mineral Resources- Exclusive of Mineral Reserves**

| | Measured | | | Indicated | | | Measured and Indicated | | |
|---|---|---|---|---|---|---|---|---|---|
| Property | Tonnes (kt) | Grade (%) | Pounds (Mlbs) | Tonnes (kt) | Grade (%) | Pounds (Mlbs) | Tonnes (kt) | Grade (%) | Pounds (Mlbs) |
| Galena Subtotal | 355 | 0.60 | 4.7 | 1,150 | 0.54 | 13.70 | 1,504 | 0.55 | 18.4 |
| Nuestra Senora | 257 | 0.16 | 0.9 | 1,879 | 0.20 | 8.20 | 2,136 | 0.19 | 9.2 |
| ElCajon | | | | 299 | 0.40 | 2.60 | 299 | 0.40 | 2.6 |
| Zone 120 | | | | 1,465 | 0.29 | 9.30 | 1,465 | 0.29 | 9.3 |
| Cosala Subtotal | 257 | 0.16 | 0.9 | 3,643 | 0.25 | 20.20 | 3,900 | 0.25 | 21.1 |
| **Total Copper** | **611** | **0.42** | **5.6** | **4,793** | **0.32** | **33.90** | **5,404** | **0.33** | **39.5** |

**Inferred Mineral Resources - December 31, 2024**

**Gold Mineral Resources**

| | Inferred | | |
|---|---|---|---|
| | Tonnes | Grade | Ounces |
| Property | (kt) | (g/t) | (koz) |
| Relief Canyon Subtotal | 2,732 | 0.29 | 25 |
| **Total Gold** | **2,732** | **0.29** | **25** |

**Silver Mineral Resources**

| | Inferred | | |
|---|---|---|---|
| | Tonnes | Grade | Ounces |
| Property | (kt) | (g/t) | (koz) |
| Relief Canyon Subtotal | 2,732 | 0.08 | 6,835 |
| Galena - Ag-Pb | 4,912 | 396 | 62,498 |
| Galena - Ag-Cu | 1,931 | 644 | 39,999 |
| Galena Subtotal | 6,844 | 466 | 102,497 |
| San Rafael | 433 | 135 | 1,878 |
| Nuestra Señora | 2,009 | 101 | 6,539 |
| El Cajón | 216 | 111 | 769 |
| Zone 120 | 414 | 96 | 1,281 |
| Cosalá Subtotal | 3,072 | 106 | 10,467 |
| San Felipe Subtotal | 2,005 | 48 | 3,102 |
| **Total Silver** | **14,653** | **261** | **122,901** |

**Zinc Mineral Resources**

| | Inferred | | |
|---|---|---|---|
| | Tonnes | Grade | Pounds |
| Property | (kt) | (%) | (Mlbs) |
| San Rafael | 433 | 0.35 | 3.3 |
| Nuestra Señora | 2,009 | 1.90 | 84.3 |
| Cosalá Subtotal | 2,442 | 1.63 | 87.6 |
| San Felipe Subtotal | 2,005 | 3.58 | 158.4 |
| **Total Zinc** | **4,447** | **2.51** | **246.0** |

**Lead Mineral Resources**

| | Inferred | | |
|---|---|---|---|
| | Tonnes | Grade | Pounds |
| Property | (kt) | (%) | (Mlbs) |
| Galena Subtotal | 4,912 | 7.98 | 864.4 |
| San Rafael | 433 | 2.15 | 20.5 |
| Nuestra Señora | 2,009 | 0.83 | 37.0 |
| Cosalá Subtotal | 2,442 | 1.07 | 57.5 |
| San Felipe Subtotal | 2,005 | 1.41 | 62.5 |
| **Total Lead** | **9,360** | **4.77** | **984.4** |

**Copper Mineral Resources**

| | Inferred | | |
|---|---|---|---|
| | Tonnes | Grade | Pounds |
| Property | (kt) | (%) | (Mlbs) |
| Galena Subtotal | 1,931 | 0.88 | 37 |
| Nuestra Señora | 2,009 | 0.26 | 11.3 |
| El Cajón | 216 | 0.18 | 0.8 |
| Zone 120 | 414 | 0.25 | 2.3 |
| Cosalá Subtotal | 2,639 | 0.25 | 14.5 |

| | | | |
|---|---|---|---|
| **Total Copper** | **4,571** | **0.51** | **51.8** |

***Notes for Mineral Reserve and Mineral Resource Estimates:***

(1) CIM (2014) Definitions and Standards were followed for Mineral Reserve and Mineral Resource Estimates.

(2) Mineral Reserves are estimated at a net smelter return ("NSR") cut-off value of $60/tonne at San Rafael, $45/tonne at El Cajón, $45/tonne at Zone 120 and $225/tonne at Galena. The NSR cut-off is calculated using long term assumptions based on operating results for recoveries, off-site concentrate costs, and on-site operating costs.

(3) Mineral Resources are estimated at a NSR cut-off value of $34/tonne at San Rafael, $45/tonne at Zone 120, $45/tonne at El Cajón and $198/tonne at Galena. Mineral Resources at Nuestra Señora are estimated at a 90g/tonne silver equivalent cut-off grade. Mineral Resources at San Felipe are estimated at a 2.3% zinc equivalent cut-off grade on a fully diluted block size of 2m by 3m by 2m. Mineral Resources are estimated using cut-off grades of 0.17g/tonne Au, 0.34g/tonne Au and 0.69 g/tonne Au for oxide, mixed and sulfide material types respectively at Relief Canyon constrained by a $1,500 Au pseudoflow pit shell. Inferred Resources at Relief Canyon include existing low grade stockpiles.

(4) Mineral Reserves are estimated using metal prices of $1,300/oz Au, $20.00/oz Ag, $2.75/lb Cu, $0.90/lb Pb and $1.15/lb Zn.

(5) Mineral Resources are estimated using metal prices of $1,500/oz Au, $22.00/oz Ag, $3.50/lb Cu, $1.10/lb Pb and $1.30/lb Zn.

(6) Mineral Resources at all properties are reported exclusive of Mineral Reserves and as such these Mineral Resources do not have demonstrated economic viability.

(7) A minimum mining width of 4.5 feet was used for estimating Galena Reserves, with a minimum additional dilution of 0.5 feet from both the hangingwall and footwall. A mining recovery of 90% was used based on the mining methods used at the operation.

(8) A mining recovery of 95% and 5% dilution factor at zero grade were used for estimating Mineral Reserves at San Rafael to reflect the mining methods (post-pillar cut and fill and overhand cut and fill) used at the operation.

(9) A minimum mining width of 4 meters and a 15% dilution factor, at zero grade, with mining recovery of 90% to reflect the proposed mining methods (post-pillar cut and fill and overhand cut and fill), were used for estimating Mineral Reserves at El Cajón and Zone 120.

(10) Numbers may not add or multiply accurately due to rounding.

(11) The effective date of the Mineral Reserve and Mineral Resource estimates at Relief Canyon, San Rafael, Nuestra Señora, San Felipe, El Cajón, Zone 120 and Galena is December 31, 2024.

(12) Apart from depletion of the mineral resources and reserves yearly, the estimation methodology and parameters remained unchanged from the June 30, 2022, estimate

(13) The San Rafael, El Cajón, Zone 120 and Nuestra Señora Mineral Resource estimates were prepared internally by Niel de Bruin, P.Geo., a Qualified Person for the purpose of NI 43-101. The San Rafael, El Cajón and Zone 120. Mineral Reserve estimates were prepared by Company personnel under the supervision of Daren Dell, P.Eng., a Qualified Person for the purpose of NI 43-101. The depletion of the mineral reserves and mineral resources to December 31, 2024 for these properties was prepared by Company personnel under the supervision of and with the review of Chris McCann, P.Eng., a Qualified Person for the purpose of NI 43-101.

(14) The Galena Complex Mineral Resource estimate was prepared by Company personnel under the supervision of Niel de Bruin, P.Geo., a Qualified Person for the purpose of NI 43-101. The Galena Complex Mineral Reserve estimate was prepared by Company personnel under the supervision of Daren Dell, P.Eng., a Qualified Person for the purpose of NI 43-101. The depletion of the mineral reserves and mineral resources to December 31, 2024 for this property was prepared by Company personnel under the supervision of and with the review of Chris McCann, P.Eng., a Qualified Person for the purpose of NI 43-101.

(15) The Relief Canyon Mineral Resource estimate was prepared internally by Niel de Bruin, P.Geo., a Qualified Person for the purpose of NI 43-101.

(16) The San Felipe Mineral Resource estimate was prepared internally by Niel de Bruin, P.Geo., a Qualified Person for the purpose of NI 43-101.

(17) The Company is not aware of any environmental, permitting, legal, title, taxation, socio-economic, marketing, political, or other relevant issues that would materially affect the Mineral Reserve and Mineral Resource estimates.

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## MINERAL PROJECTS

The following is a summary description of the Company's material mineral projects, namely the Galena Complex and the Cosalá Operations, and other mineral projects, namely Relief Canyon. Certain of the scientific and technical information relating to the Company's material mineral projects in this section has been derived from the relevant technical reports, being, the San Rafael Technical Report, or the Galena Technical Report (each as hereinafter defined), as applicable. Unless otherwise indicated, the information set forth below are extracts, as updated and conformed to be consistent with other disclosure within this AIF, from the summary section of the respective technical reports. All scientific and technical information in this section relating to any updates to the Company's material mineral projects since the date of the respective technical reports has been reviewed and approved by Chris McCann, P. Eng., a current member of Company management, who is a "qualified person" for the purposes of NI 43-101. Defined terms and abbreviations used in this section relating to the various properties and not otherwise defined have the meanings attributed to them in the respective technical reports. A copy of each of these technical reports can be accessed online and is available for review on the Company's SEDAR+ profile at www.sedarplus.ca and on EDGAR at www.sec.gov. Reference should be made to the full text of the technical reports for further information. The content of the technical reports does not form part of this AIF.

All reference to Americas Silver, Americas Gold and Silver or Americas or any of its subsidiaries or predecessor companies in this section *"Mineral Projects"* are to the Company.

### Galena Complex, U.S.A.

#### *General*

Americas Gold and Silver is the owner and operator of the Galena Complex located in the eastern part of the Coeur d'Alene Mining district, one of the preeminent silver, lead and zinc producing areas in the world, near the base of the panhandle of northern Idaho, U.S.A. The Galena Complex consists of the Galena mine, the Galena processing plant, the Osburn tailings impoundment, the idle Coeur mine and Coeur processing plant (currently on care and maintenance) and the Caladay exploration property.

The Galena Complex is owned 100% by Americas Gold and Silver. Americas Gold and Silver owns and operates the Galena Complex through its wholly owned subsidiary, U.S. Silver Idaho Inc.

The Galena Complex is subject to applicable environmental regulations including environmental compliance. Necessary operating and environmental permits for current operations are in place or are in the process of being duly applied for. For further detail see "*Description of the Business – Environmental Protection*" and "*Risk Factors – Government Regulation and Environmental Compliance*".

#### *Technical Report*

Please see the Company's National Instrument 43-101 Technical Report dated December 23, 2016 entitled, " *Technical Report on the Galena Complex, Shoshone County, Idaho, USA*" (the "Galena Technical Report") prepared by James R. Atkinson, P.Geo., Daren Dell, P.Eng, and Dan H. Hussey, C.P.G., available at www.americas-gold.com and under the Company's profile on SEDAR+ (www.sedarplus.ca). Detailed financial, production and operational information for the Galena Complex is available in Americas Gold and Silver's 2024 Annual MD&A. The content of the Company's website and information accessible through the website do not form part of this AIF.

***Property Description, Location and Access***

The Galena Complex is located in the Coeur d'Alene Mining District in Shoshone County, Idaho, a prolific silver producing district since the mid-1800s, located two miles west of the town of Wallace. Spokane, Washington is about 75 miles to the west and Missoula, Montana is about 110 miles to the east. The property is about 1 mile south of Interstate Highway I-90.

The property covers 8,915 acres, over an area about 9 miles long east to west, and 2 miles wide north to south. The Galena Shaft is located near the center of the property and lies at 47 28'39" N latitude and 115 058'01" W longitude, with a collar elevation of 3,042 feet above sea level.

The Company's land position at the Galena Complex has changed since the previous Technical Report due to the sale of part of the holdings on the western end of the property. The property is a combination of patented, unpatented and fee lands that are owned or leased by the Company's subsidiaries. The total area covered by all the land owned, controlled or leased by the Company is 8,915 acres. All properties are in good standing with respect to title and current taxes. Net smelter return royalty agreements exist on some leased properties, but no production has been realized from any of the leased claims, and none is contemplated in the life of mine plan ("**LOMP**"). All necessary operating and environmental permits are current. All production, reserves and resources are on patented mining claims owned by the Company. See also "*Risk Factors – Mining Property and Title Risks*" and "*Risk Factors – Surface Rights and Access*".

All the centers of population and Americas Gold and Silver's property are accessible by main highways, hard surfaced roads or well-graded gravel roads. Personnel are sourced from nearby towns and cities.

The Company has established necessary sources of water, power, waste disposal and tailings storage for current and planned operations. The Company has the necessary processing facilities and holds sufficient surface rights to conduct its operations.

***History***

The Galena Complex is situated in the center of the Coeur d'Alene Mining District of North Idaho. Placer gold was first discovered in the district in 1858. By 1860, the gold-rush prospectors had also discovered the silver-lead veins in the district.

Prior to Americas Gold and Silver, companies owning all or part of the Galena Complex properties at various times since 1887 have included Killbuck Mining, Galena Mining, Callahan Mines, Federal Mining and Smelting, Vulcan, ASARCO, Day Mines, Coeur d'Alene Mines, U.S. Silver, and U.S. Silver and Gold Inc.

Since 1953, the Galena and Coeur Mines have yielded approximately 238 million ounces of silver, 165 million pounds of copper and 206 million pounds of lead from 12.8 million short tons of combined silver-copper and silver-lead ore. More than 80% of the total silver has come from the Galena mine.

The Galena mine has a long history dating back to 1887, but the modern history and mining commenced in 1947 under the management of ASARCO. From 1953 to 2013 the Galena mine primarily mined silver-copper ore with minor production of silver-lead ore. Beginning in 2014, silver-lead ore became the predominant ore type.

Total production from the Galena mine from 1953 to the end of 2015 was approximately 189.5 million ounces of silver from 9.3 million short tons of ore. Average grade of the silver-copper ore was 21.3 opt Ag and 0.72% Cu. Average grade of the silver-lead ore was 5.1 opt Ag and 6.0% Pb. This excludes production from the Coeur mine, which is now part of the Galena Complex.

The Coeur mine shaft was collared in 1963 by Coeur d'Alene Mines. The mine produced continuously from 1976 through 1991, and again from 1996 through 1997. The total production from the Coeur mine sent to the process plants was approximately 40.5 million ounces of silver from 2.5 million short tons of ore. Average ore grades were 16.5 opt Ag and 0.67% Cu.

The Coeur mine was put on care and maintenance from 1997 to 2007, when work was begun to rehabilitate the Coeur mine 3400 Level and later the Coeur shaft. The Coeur mill was re-started in September 2007 to process silver-lead ore from the Galena mine. By early 2008, silver-lead ore was trammed from the Galena mine 3700 Level to the Coeur Shaft (Coeur 3400 Level) and was hoisted up the Coeur shaft for processing at the Coeur mill. During 2012, the Coeur mine was rehabilitated for mining, which started in September 2012, but underground work ceased in 2014.

The Caladay property began in the mid-1960s as a joint venture involving Callahan Mining, ASARCO, and Day Mines (hence the name "Caladay"). The joint venture sank a 5,100-foot shaft during the early 1980s on the east end of the Coeur d'Alene Silver Belt, just east of the Galena property. From the 4900 Level of the Caladay shaft an exploration drift was developed east and west. The western drift intersects the Galena mine's 4900 Level.

The joint venture was purchased by Coeur d'Alene Mines Corp in the 1980s. The Caladay shaft and workings are currently used as ventilation exhaust for the Galena workings.

***Geology and Mineralization***

The Galena Complex and most other deposits of the Coeur d'Alene Mining District are hosted by metamorphosed Precambrian sedimentary rocks which are part of the Belt Supergroup. The strata are composed primarily of fine-grained quartz and clay (the clay now metamorphosed to fine-grained white mica, or sericite). Three major rock types are generally recognized; vitreous quartzite, which is primarily metamorphosed fine-grained quartz sand, siltite-argillite, which is silt-sized quartz grains that are completely separated from each other by a large proportion of sericite, and sericitic quartzite which contains intermediate proportions of quartz and sericite.

Mineralization at the Galena Complex occurs in steeply dipping fissure filling veins, and in wide disseminated zones, all occurring near four major fracture systems and three major faults. The veins generally strike east-west and northeast-southwest, and range in thickness from a few inches to over fifteen feet.

The vein mineralization is of two distinct types: silver-copper mineralization containing tetrahedrite and lesser chalcopyrite as the principal economic minerals; and silver-lead mineralization dominated by argentiferous galena. Gangues in both types are mainly siderite, with varying amounts of pyrite and quartz. The silver-lead mineralization occurs both as well-defined, steeply-dipping, relatively narrow veins, and as wider zones of disseminated and stringer mineralization. The latter type occurs predominately in the eastern part of the property, in the Caladay Zone, on and adjacent to the former Caladay property.

***Exploration***

Since the early 1950s, year-end reserves at the Galena Complex have only indicated a mine life ranging from three to nine years. Diamond drilling combined with sound geologic interpretation and development must be ongoing to replace ore reserves as they are mined.

The objectives of the current exploration program at the Galena Complex are to discover new high-grade veins and ore shoots in areas that already have nearby development, explore for new large veins in unexplored or under explored areas, and to systematically replace reserves as they are mined. At the present time the majority of the effort and budget is being put into the Galena Mine. As silver-lead ore has historically been less-emphasized by previous operators, there is very good potential to add to resources and reserves by exploring for silver-bearing galena veins. Recent drilling on the 5200 and 5500 Levels extended mineralization more than 600 feet below current workings. Current drilling on the 4600 Level seeks to increase reserves in the 360 Complex while efforts on the 4900 Level seek to define mineralization in the Caladay Zone to the east of existing producing areas.

***Drilling***

Drilling for exploration, delineation and development has been performed with diamond core drills for many years. Americas Gold and Silver primarily employs Hagby drills for both delineation and exploration drilling.

Diamond drilling logs completed since the early 1950s are on file at the geology office located at the Galena Mine. Drill logs are kept as paper logs and data from the paper logs is also entered into an electronic database for use in mine planning software.

Since the effective date of the technical report through June 2022, an additional 623 diamond drillholes with 15,627 samples with assay values and 9,260 channel samples with 24,797 individual channel samples have been added to the database. Additional drilling and underground sampling has been done since June 2022 however this new information has not yet been included in the mineral resources or mineral reserves estimates, the Company intends to update the mineral resource and mineral reserves estimate in 2024.

Recent exploration has focused on expanding the mineralized footprint within the Galena Mine Complex. Since this program began in November 2019, nearly 200,000 feet have been drilled from platforms on the 2400, 3200, 3700, 4300, 4900, 5200 and 5500 levels of the Galena Mine and the 3400 Level of the Coeur Mine. Positive drilling results have driven significant down dip extensions of the 72, 175, 185 and 291 veins, and led to the discovery of the Silver Vein Extension. Known veins in the 360 Complex were extended both up and down dip and several new veins were identified south of the complex. In addition, drilling conducted from the Coeur 3400 Level extended both the 400 and 425 veins substantially down-dip.

Galena Complex had 3,471 diamond drillholes completed as of December 31, 2015. The database contains more than 43,000 samples with assay values from the diamond drillholes. The database also includes 18,289 channel sample locations with 40,870 individual samples.

***Sampling, Analysis and Data Verification***

Most samples are sent to American Analytical Services (" **AAS**") in Osburn, Idaho. AAS assays on a contract basis for Galena and other clients (including mining/exploration companies), and owns the laboratory building and the assaying equipment. AAS is independent of Americas Gold and Silver.

There is no sample preparation (except core splitting) or laboratory facility at the Galena Mine. No officer or director or employee of Americas Gold and Silver is involved in AAS's operations or in sample preparation or assaying, after the samples arrive at the assay laboratory.

The AAS laboratory is an ISO-17025 accredited Laboratory (similar to ISO-9000, but with an added level of quality management). Standardized written procedures are used by AAS, and commercially-prepared standard pulps are used.

The core samples, rock chip, channel and select samples are placed in bags with identification tags and are tied closed at the sample site. The samples are placed in a designated area in the mine yard until they are transported to the assay lab. The samples and a submittal sheet are transported daily by mine employee to the AAS laboratory. The sample tags in the bags and the submittal sheet indicate a unique number for each sample and the elements that are to be analyzed.

The AAS laboratory has a capacity of about 200 samples per day, but the Galena Complex typically generates fewer than 100 samples per day. Typically, Galena Complex samples are received at the lab late in the day, placed in the oven for overnight drying then assayed beginning early the following morning, so that results are available in the afternoon.

Upon arrival at the lab, samples are compared to the submittal sheet and placed in drying ovens to dry overnight at a temperature of approximately 65 degrees Celsius. Samples are emptied from sample bags into the jaw crusher, then run through a second time resulting in a sample size of approximately 1.2 inches. The sample is then run through a cone crusher reducing the size to about 50% passing a 10 mesh screen. The sample is then split using a Jones riffle splitter until a sample of approximately 200 grams is obtained. The rejected portion of sample is returned to original sample bag. The 200 gram sample is ring pulverized (8 inch bowl) for 45 seconds, the resulting pulp usually passes a 140 mesh screen at about 90%. About 125 grams of pulp is placed in a sample envelope and sent to the fire assay room. The ring pulverizer is cleaned between each sample with silica sand to prevent contamination. Barren rock is run through the crushers once a day and this sample is assayed as a sample blank. A second split is made on one sample for every twenty that are prepared and this is assayed as a prep duplicate.

Galena samples sent to AAS are analyzed primarily by atomic absorption (" **AA**") and occasionally by inductively coupled plasma (" **ICP**") techniques to determine silver, copper, and lead, using aqua regia for pulp digestion. Occasionally other elements are analyzed including zinc, antimony, and iron values. Those measuring over 40 opt Ag are also fire-assayed for silver, and the fire assays are used in calculations in preference to AA results for the same sample. Higher grade lead samples are re-assayed using titration techniques. Occasionally gold determinations are made using fire assay.

For fire assay at AAS, one-half assay short ton of channel sample or drill core sample is weighed into a 30 gram crucible with approximately 100 grams of standard flux mixture and a litharge cover. Twenty samples are fired at a time, which includes a pulp duplicate and a control sample. Lead buttons are cupelled in either composite or bone ash cupels. Dore beads are weighed and then parted with (1 to 3) nitric acid, decanted, washed with a weak ammonia wash, annealed and weighted.

After samples have been assayed, they are boxed with proper identification and stored for two months at the laboratory. Pulps from diamond drill core are collected by Galena staff and stored for no less than 2 years at a separate storage area.

Galena has a QA/QC regimen which meets industry standards. Since 2019, approximately 5% of submitted samples have been standards, blanks or duplicates.

The QA/QC program does not include blind submittal of duplicate core or channel samples. This is due to the fact that most drill core samples are submitted as full core (i.e. not split) and the extra time required to collect duplicate channel samples is not considered to be worthwhile for the minor improvement of results.

The security and sample preparation are of acceptable quality for generation of data for use in resource and reserve estimation, subject to the minor qualifications stated in each sub-section above.

***Mineral Resource and Mineral Reserve Estimates***

Refer to the “Americas Gold and Silver Mineral Reserves and Mineral Resource Estimates” section for quantity, grades and category. Assumptions are outlined in the “Notes for Mineral Reserve and Mineral Resource Estimates” section.

***Mining Operations***

The current mining methods used at the Galena Complex are conventional cut and fill and mechanized cut and fill. Conventional cut and fill is done using the overhand method, utilizing hydraulically placed tailings (“**sand fill**”) as backfill, typically without the addition of cement. Mechanized cut and fill is done using both overhand and underhand methods. In the case of the overhand method, sand fill is used as backfill, typically without the addition of cement. For the underhand method, cement is typically added to the sand fill in order to provide the required strength to work underneath the placed backfill. Ore is hauled to either the Galena or #3 shafts via tracked locomotives and rail cars. Ore is loaded into the rail cars directly via ore chutes in stopes, pneumatic cavos, or in mechanized stoping areas, by diesel scooptrams/Load Haul Dump equipment. Waste associated with primary and secondary development is typically kept underground and placed as fill in old headings and open stopes. As needed, it can be hauled to the shaft, skipped to surface and placed on the existing surface waste rock storage facility. Material is currently skipped to surface from several levels of the mine using the #3 hoist. The Coeur mine is currently on care and maintenance. The Coeur shaft is used for ventilation purposes and provides an alternative means of egress.

***Processing and Recovery Operations***

The Galena Complex consists of two processing plants, Galena and Coeur. The Coeur plant has been on care and maintenance since April 2016. The Galena processing plant follows a conventional flowsheet:

- Crushing and Screening
- Grinding and Classification
- Flotation Concentration
- Concentrate Dewatering
- Tailings Pumping for Sand Fill
- Tailings Pumping to Osburn Tailings Storage Facility

Overall recoveries achieved in 2024 production at the Galena processing plant were approximately 98% for silver and 94% for lead. Although only a silver-lead concentrate is currently produced, the LOMP does include future mining from the silver-copper veins, at which time a silver- copper concentrate may be produced again.

***Infrastructure, Permitting and Compliance Activities***

The Galena Complex has produced for over 130 years with only minor interruption. There are four shafts on the property of which the Galena, #3 and Coeur are equipped for hoisting. The #3 shaft currently serves as the main production hoist.

Surface facilities other than the processing plants at both the Galena and Coeur Mines include compressor houses, mine dry, mine and administrative offices, warehouses, timber framing yard, parking areas, hoist houses and headframes, a core storage facility, electrical power lines and substations for both mines and a modern telecommunications system.

Primary utilities for the Galena Complex include fixed installations for main and auxiliary ventilation, water pumping systems, emergency electricity generation, electrical distribution and a clean water supply. In addition, there are mine and surface water treatment circuits.

The tailings storage facility, known as the Osburn Tailings Impoundment, is located adjacent to the town of Osburn, approximately 2 miles from the Galena processing plant.

Americas Gold and Silver has all required operating and environmental permits to operate the Galena Complex. There are no known issues in terms of environmental, permitting, legal, title, tax, socio-economic, marketing, political, or other relevant issues that could materially affect the stated estimates of Mineral Reserves or Mineral Resources, or the operation of the mine.

A National Pollutant Discharge Elimination System (NPDES) permit was issued in June 2019 and is in effect from August 2019 to July 2024. No air permits are required for the Galena operation. The Galena Complex is considered a Conditionally Exempt Small Quantity Generator in terms of hazardous waste (CESQG). The Osburn Tailings Impoundment has approximately 20 years of storage capacity.

***Capital and Operating Costs***

Capital cost estimates for the Galena Complex are based on stated reserves. The sustaining capital costs total $78 million over a 7-year mine life, including mine development, mine/plant infrastructure, equipment costs, plant costs and tailings management.

In addition to sustaining capital costs, reclamation and closure costs are estimated at $5.86 million. This estimate covers reclamation and closure of the Osburn Tailings Impoundment, re-sloping and vegetation of the waste dumps and other surface disturbances and ongoing site monitoring.

Operating costs are based on recent operating history and average approximately $26 million per year. The table below shows the unit operating costs.

| Galena Complex Operating Costs | $/tonne Processed |
|---|---|
| Mining | 165.72 |
| Processing | 417.88 |
| G&A | 360.00 |
| Total Operating Cost | 243.60 |

Please see "*General Development of the Business – Operations – Three Year History 2024* " for the Company's updates on the Galena Complex.

***Exploration, Development and Production***

"Galena Complex, U.S.A. – Exploration, Development and Production" has been prepared subsequent to the date of the Galena Technical Report and is not an extract from such report.

The Company continues to actively drill and explore at the Galena Complex in an effort to increase overall mineral resources and convert existing mineral resources to mineral reserves and higher confidence mineral resources. The Company plans to incorporate new drilling data into an updated resource estimate for the property with expected completion in 2025.

The Phase 2 drill program at the Galena Complex began in late August 2021. Initial drilling traced the recently discovered Silver Vein Extension to 800 feet below the 5500 Level, and extended the adjacent 175 and 185 Veins to similar depths. Other targets include the 360 Complex between the 4300 and 4900 Levels, the 291 Vein on the 5500 Level and shallow mineralization above the 2400 Level.

Ongoing development of the 5500 Level drift extended access to the east for exploration as well as near term production from the 291 Vein. The 3700 incline was driven through to the 3400 Level allowing production to start from the 210 Vein. Development at the east end of the 4300 Level has started as part of the plan to initiate ore production from the Upper 360 Complex beginning in Q1 2024.

***Cosalá Operations Mexico***

***General***

Americas Gold and Silver is the owner of the Cosalá Operations located in the east-central portion of the state of Sinaloa, Mexico. The Cosalá Operations consists of the San Rafael mine, the Los Braceros processing plant and tailings storage facility, the EC120 Project, and the past producing Nuestra Señora mine.

The Cosalá Operations is 100% owned and operated by Americas' wholly owned subsidiaries, Platte River Gold Inc. (" **Platte River Gold**"), Minera Platte River Gold S. de R.L. de C.V. ("**Minera Platte**") and Minera Cosalá S.A. de C.V. (" **Minera Cosalá**").

The Cosalá Operations are subject to applicable governmental regulations including environmental compliance. Necessary operating and environmental permits for current operations are in place or are in the process of being duly applied for renewal. "*Description of the Business – Environmental Protection*" and "*Risk Factors – Government Regulation and Environmental Compliance*".

***Technical Report***

Please see the Company's National Instrument 43-101 Technical Report dated May 17, 2019 entitled, "Technical Report on the San Rafael Mine and the EC120 Preliminary Feasibility Study, Sinaloa, Mexico" (the "**San Rafael Technical Report** ") prepared by Daren Dell, P.Eng., Shawn Wilson, P. Eng., Niel de Bruin, P.Geo. and James Stonehouse, SME (RM), available at www.americas-gold.com and under the Company's profile on SEDAR+ (www.sedarplus.ca). Detailed financial, production and operational information for the Cosalá Operations are available in Americas Gold and Silver's 2024 Annual MD&A. The content of the Company's website and information accessible through the website do not form part of this AIF.

***Property Description, Location and Access***

The San Rafael mine and EC120 Project are located in the Cosalá district, east-central Sinaloa, Mexico. Some of the concessions that form the property extend into adjacent Durango. Cosalá is approximately 180km by road from the city of Mazatlán. The San Rafael mine and EC120 Project are 12km north-northeast of the town of Cosalá. The Los Braceros plant is located approximately 6km east of the town of Cosalá and the past-producing Nuestra Señora mine another 4km southeast of the plant.

The property consists of 68 mining concessions covering a total area of 20,089ha. These concessions and fractional concessions are 100% owned by Americas' subsidiaries Minera Platte and Minera Cosalá. Five of the sixty-eight concessions are subject to a 1.25% NSR royalty and one of the sixty-eight concessions is subject to a 1.5% NSR royalty. Four of the concessions are subject to a credit and off-take agreement with Trafigura PTE Ltd. for the development of the EC120 Project.

Mazatlán is serviced by an international airport with daily flights connecting it to Mexico City and several major centres in the United States. Access to site from Mazatlán is via Mexico Highway 15N, a major north-south trucking route, and then SIN Highway 1. Driving time is about 2.5 hours. Access to San Rafael and EC120 from Cosalá is via rural paved and dirt roads approximately 15km in length. These roads can accommodate standard highway vehicles. The entire project area is easily accessible year-round with two-wheel-drive vehicles.

***History***

The Cosalá district was discovered and locally worked by the Spanish approximately 400 years ago with production of enriched silver ore from the upper levels of the Nuestra Señora mine. However, no records of any kind remain from their activities. At the turn of the 19th century, French engineers through Negociación Minera La República reportedly developed and worked the Nuestra Señora mine with a 10-stamp mill that produced 800 to 1,000kg of silver per month. Activities in the area may have been halted after the 1910 Mexican Revolution.

Over the years, there have been numerous companies that have owned, operated and explored the property. Americas Gold and Silver acquired the property through its merger with Scorpio Mining on December 23, 2014. During this time, the Nuestra Señora mine was in operation and processing ore at the Los Braceros plant. The Company released results of the PFS study for the San Rafael project in March 2016 and started construction of the mine in September 2016.

In early 2017, production from the Nuestra Señora mine began to slow as preparations were made to transition the Cosalá Operation to other ore sources. Activities continued at the previously-idle El Cajón mine to bring it into limited production beginning in Q1 2017. A total of approximately 110,000 tonnes were processed between January and September 2017. The El Cajón mine is currently on care and maintenance.

Successful development of the San Rafael mine was the Company's top priority during 2017 and commercial production was declared as of December 2017. Ramp development was slowed during the year by difficult ground conditions at the contact between the overlying volcanic rock and the limestone beneath. However, improvements were found in other areas of the mine design and the Company began stockpiling ore in late August. Construction of the mill modifications was completed, and the plant switched to San Rafael ore as the sole feed source in November. The Los Braceros mill averaged approximately 1,400 tonnes per day ("**tpd**") through the pre-production period with silver, zinc and lead recoveries within 5% of Company expectations consistent with the March 2016 San Rafael PFS. Construction was completed for approximately $16 million.

Exploration drilling resumed in 2017 at the Cosalá Operation for the first time since 2014. An initial 4,000m diamond drill program at the silver-copper Zone 120 deposit adjacent to the San Rafael mine commenced in April, focusing on upgrading the existing resource as well as expanding the footprint of mineralization to the southeast. Following up on the success of step-out drilling, the Company drilled 3,260m in seven holes to further test continuity and expand the mineralized footprint.

Production from the Nuestra Señora mine stopped in early 2018 and the mine is currently on care and maintenance. The San Rafael mine supplied all ore to the processing plant with Main Zone production being increasingly supplemented by the Upper Zone ore starting in 2022.

In late 2023 mining began in the Zone 120 deposit and approximately 25,000t were extracted, this initial production proved continuity of mineralization and confirmed silver and copper grades versus the block model. Due to the proximity of this initial production to the San Rafael deposit there were higher than expected lead and zinc grades however this is not expected to present any major challenges with the project's future economic viability. Continued development into the Zone 120 orebody and initial development in the El Cajón mine both showed results consistent with expectations for the EC120 Project and the Company expects a transition to commercial production of high-grade silver copper ore by Q4 2025.

***Geology and Mineralization***

The Cosalá mining district lies along the western edge of the Sierra Madre Occidental, an extensive volcanic province covering approximately 800,000km$^2$. The pre-volcanic basement consists of a variety of tectonic/stratigraphic terranes of Precambrian, Paleozoic and Mesozoic rocks. Within the western Sierra Madre Occidental, the Mesozoic rocks have been altered to recrystallized limestone and skarn in many locations. An extensional, basin and range-type phase of faulting overprinted the western portion of the Sierra Madre Occidental during formation of the Gulf of California in Miocene time. In the Cosalá region, this late-Tertiary faulting produced an extensive, northwest-trending graben and related, parallel fault system, along with later northeast-trending dextral faults.

***Mineralization within the Cosalá mining district is related to granodioritic or granitic intrusions of the Sinaloa Batholith, a composite gabbroic to granodioritic complex that induced strong contact metamorphism in adjacent sedimentary and volcano-sedimentary units. Exploration***

This section describes exploration, other than drilling, which is discussed in "Drilling ", of San Rafael and surrounding area by the Company and its predecessor Scorpio since the acquisition of Minera Platte by Scorpio. All work completed by Scorpio before the corporate name change is attributed to Americas Silver.

Quantec Geoscience Ltd. completed a 48-line km Titan-24 DC/IP geophysical survey centered over the San Rafael area in 2010 (Izarra, 2010) at the request of Americas Silver. The survey was initiated in June 2010 and covered a 3km by 3km area, using 100m dipole spacing with a 200m line spacing. Interpreted results from this survey led to seven exploration core holes being drilled at El Cajón between September and November 2010 to test some of the geophysical anomalies. A total of 2,555m was drilled but the results were not encouraging and have not been followed up by additional drilling.

A 33-line km DC/IP geophysical survey was completed in 2022 to extend coverage of the 2010 survey. Analysis of new and historical IP data facilitated a three-dimensional interpretation of the area around San Rafael. A number of anomalies were identified and a drill program was proposed to test the most promising targets.

Apart from the DC/IP survey and core drilling summarized above, Americas Silver has conducted road building and surface mapping.

***Drilling***

The Platte River Gold drilling was completed in four phases from late 2004 to 2008. Scorpio had two major drill campaigns in 2010 and 2012, and Americas Silver has drilled since 2014.

As of June 30, 2018, a total of 600 exploration drill holes for 104,443m had been completed for the El Cajón, Zone 120, Main Zone and Upper Zone. This total includes 282 drill holes completed by Platte River Gold between 2004 and 2008 and 318 drill holes completed by Scorpio and Americas Silver between 2010 and July 2018.

As of June 30, 2020, the Company had completed 174 exploration drill holes for 32,903m in El Cajón, 78 drill holes for 26,760m in Zone 120 and 422 drill holes for 52,269m in the Main and Upper Zones at San Rafael.

Since the effective date of the technical report until June 2022, an additional 51 underground holes for 3,877m and 39 surface holes for 4,990m were drilled in the Main and Upper Zones at San Rafael. As of June 2022, a total of 690 exploration drill holes for 113,310m had been completed for El Cajón, Zone 120, Main Zone and Upper Zone.

***Sampling, Analysis and Data Verification***

The following information refers only to the work of Platte River Gold and Americas Gold and Silver. Americas Gold and Silver has no information on sample preparation, analyses, or security used by prior operators, but none of their samples are used in the Mineral Resource estimate.

The following sampling procedure has been adopted for core drill holes;

a) Core is transported from the drill site to a secure core processing facility in the town of Cosalá every day by Company personnel.
b) The core is geotechnically and geologically logged by a Company geologist and marked for sampling.

c) The geologist determines sample intervals using geology as a guide, but only mineralized core (where sulphides are noted) is generally sampled. Sample intervals are normally 1.5m in mineralized zones and may vary up to 3m depending on geological units.
d) Core samples are split in half using a hydraulic or traditional splitter, a simple hammer or is cut using a diamond saw.
e) Half the sample intercept is put into a sample bag, while the remaining half is left in the core box. Sample numbers are based on a pre-determined scheme that allows for insertion of standards, blanks and duplicates.
f) Once the core hole is completely logged, split and sampled, appropriate blanks and standards are added to the sample stream in a random fashion, with an approximate average of one standard, one blank and one duplicate in every 20 samples.
g) Samples are bagged in rice bags and shipped by truck, using an independent contractor, to a commercial laboratory. On some occasions, Company personnel may take samples to the laboratory. A strict chain of custody protocol is in place to ensure no tampering occurs.
h) The remaining split core is stored in Cosalá at a secure site in wooden boxes under a covered roof.

Phase I to Phase IV drilling (2004 to 2008)

Samples were sent to ALS laboratory in Hermosillo for sample preparation and analysis. Silver, copper, lead and zinc were analyzed by four-acid (HF-HNO3-HClO4-HCl) digestion and inductively coupled plasma atomic-emission spectrometry ("**ICP-AES**") and/or AA finish (ALS method OG62). Gold was analyzed by 30g fire assay with AA finish ("**FA-AA**"). Pulps were sent by ALS from Hermosillo to the ALS assay laboratory in North Vancouver, British Columbia, Canada, for analysis.

RC rig duplicates were regularly checked by a second laboratory during drilling. SGS de México S.A. de C.V. (" **SGS**") was used for the Phase I and II check assaying. Sample preparation occurred at the SGS facility in Durango City, Durango, Mexico, and the pulps were sent to Toronto, Ontario, Canada for analysis. SGS used a similar multi-acid digestion and ICP-AES analysis (SGS method ICP90A), for the base-metal and silver, and a FA-AA process for the gold. International Plasma Labs Limited ("**IPL**") was used for the Phase III check assaying. Samples were prepared at IPL's facility in Hermosillo, Sonora, Mexico, and the pulps were sent to Richmond, British Columbia, Canada for analysis. IPL used a similar multi-acid digestion for the base-metal and silver analysis, and a FA-AA process for the gold.

Drill Campaigns – 2010 to 2018

Samples were delivered to ALS's preparation laboratory in either Hermosillo or Chihuahua for drying, crushing and pulverizing. ALS then shipped the pulps by air-freight to ALS in North Vancouver, British Columbia, Canada for assaying. ALS is accredited to ISO 17025 and is independent of Americas Gold and Silver. Gold was analyzed by FA-AA on a 30g sample (ALS method Au-AA23). Silver, lead, zinc and copper were analyzed by HF-HNO3-HClO4 digestion with HCl leach and ICP-AES or AA finish (ALS method OG62). Samples were also analyzed for 33 major, minor and trace elements by ICP-AES following a four-acid digestion (ALS method ME-ICP61) for the drilling campaigns between 2014 and 2018. Over limits were re-analyzed by AA (ALS method OG62) for silver, copper, lead and zinc.

Security of samples is important for any sample which may be publicly reported or might be used in a resource estimation. Samples are accompanied by Company personnel from the collection site to the sample preparation facility. Samples are not left unattended for any period for any reason. All personnel with access to the sample preparation area are aware of the importance of sample security and not contaminating samples. Samples ready for shipment are secured in bags or boxes and kept in a secure area. If no security personnel are present, the sample is locked in a secure area.

When transporting, samples are not left unattended for any reason. If a third-party transporter is used, a copy of the receipt for acceptance of the shipment is kept and filed.

A Quality Assurance/Quality Control ("**QA/QC**") program was implemented in 2004 to ensure data integrity of the samples for use in the resource estimation. The QA/QC procedures were analyzed by the Company and MDA and have been validated to be reasonable.

Verification of the database focused on the (i) geochemical component, (ii) drill collar, (iii) down-hole survey and (iv) geotechnical database. Verification of the geochemical component of the database on multiple occasions included the following:

- Individual assays were checked for errors against the hard copy assay certificates received from the ALS laboratory.
- The total database was electronically compared against a compilation of all assay data provided in digital form by the ALS analytical laboratories.
- Sample interval data was checked against the geologic log sample to determine the correct position of the samples.
- The existing assay data was checked for numeric errors along with proper correlation between sample ID and database "from-to" sample intervals.

The rock quality designation ("**RQD**") data from 2017 were reviewed against the drill logs, and it was noticed that the RQD percentage value for each drill interval was calculated using a "RQD length divided by recovered length" formula. This is not the correct method in calculating the RQD percentage as it should be "RQD length divided by drill interval length". Americas Gold and Silver was notified of the issue and the database was corrected to reflect the correct RQD values for the 2017 and 2018 resource estimates. The collar coordinates for all drill holes were checked against digital files supplied by the contracted different surveyor (Servicio Topographic and Terra Group of Hermosillo).

The database collar coordinates were checked against the original spreadsheet. The data for the drill hole final depths listed in the database was also verified with the depths noted on the drill logs. Any deviations were corrected in the database. The drill hole locations were also viewed on-screen and checked against the current topography. Americas Gold and Silver re-surveyed the collar location for this drill hole and the new, corrected coordinates were entered into the database. Any other deviations were also corrected. The location of drill holes was checked using a hand-held GPS. Although the hand-held GPS cannot achieve survey-level accuracy, it serves to verify that in general terms drill holes are where the database indicates they should be.

The down-hole survey data for the RC holes and core holes was audited. The survey readings were taken at approximate 30m down-hole intervals, with the bottom reading usually taken at a depth of 5 to 10m above the drill hole's final drill depth. No significant discrepancies between the survey field notes, the geologic logs, and the database were found.

Where down-hole survey readings were taken inside the drill rods, the azimuth readings were considered meaningless due to the magnetic effects of the drill rods. As a result of the unusable azimuth readings, all vertical holes remain as undeviating vertical holes in the database. The database has been changed by removing the actual dip readings and using the standard $0^{o}$ azimuth and $-90^{o}$ dip values. For RC angle holes, the azimuth data are based on a Brunton compass reading taken by the field geologist. The down-hole survey readings were removed from the drill holes where there was a concern over the azimuth readings.

Americas Gold and Silver is of the opinion that database verification procedures for San Rafael and EC120 comply with industry standards and are adequate for the purposes of Mineral Resource estimation.

***Mineral Processing and Metallurgical Testing***

Laboratory testing has demonstrated that both Zone 120 and El Cajón materials can be successfully treated using flotation to produce a saleable silver-copper concentrate.

The relatively limited amount of flotation testing done on Zone 120 requires that a conservative approach be taken with projected future performance at a commercial scale. Many geological and metallurgical similarities exist between Zone 120 and El Cajón, including similar flotation conditions and comparable rougher performance. Improving Zone 120 flotation response to match that of El Cajón is a reasonable goal. Additional work could and should be done on Zone 120 material to optimize cleaner flotation performance, especially for material carrying higher concentrations of arsenic.

The successful commercial scale processing of El Cajón material provides support for the lab-derived metal recovery and concentrate grade results. Historical plant performance is considered an excellent predictor of future performance.

The two material types are similar in the nature of the sulphide mineralization and the gangue. Within each deposit, geologists report the style of mineralization to be consistent. Although no complications are anticipated, test work could be done to confirm that the two material types can be comingled.

In 2023, approximately 25,000t was extracted from Zone 120 and approximately 18,000t were periodically blended into the mill feed alongside San Rafael ore. The blended material made up approximately 15% of the mill feed during its processing and there were no negative impacts observed in the processing or recovery in the process plant during these periods. The Company also batch tested approximately 6,900t of Zone 120 material through the process plant and considers the tests to be successful as a high silver grade copper concentrate was successfully produced, these initial tests did have lower than expected recoveries of silver and copper (60-61%) due to higher than expected lead and zinc values however continuing metallurgical testwork has shown ability to increase silver and copper recoveries to over 80% by making adjustments to the reagents and residence time. The Company has engaged an external metallurgical laboratory to complete a full metallurgical characterization of the Zone 120 ore from the bulk sample and develop a processing plan for this material, this work is expected to be completed by Q3 2024 prior to the transition to the commercial processing of EC120 ore.

Future planning and metal scheduling considering a primary grind of 80% passing 110 to 130µm, results in anticipated copper recoveries for Zone 120 and El Cajón are expected to be approximately 86% and 90% respectively, with silver recovery of approximately 85% and 89%.

The following is not from the San Rafael Technical Report but based on previous testing and operating results.

Metallurgical testing of material from San Rafael was conducted in seven main phases over a period of roughly ten years (2005 – 2015) on a variety of composites. Both bench-top and locked-cycle flotation testing conducted on the San Rafael Main Zone sulfide mineralization has shown this material can be successfully processed using a sequential flotation process to produce separate silver-lead and zinc concentrate products. Lead head grades ranged from 1.22% to 2.09% while zinc head grades ranged from 2.99% to 4.27%.

The test work confirmed a conventional process approach would serve adequately with crushing and grinding followed by lead rougher floatation, in turn followed by zinc flotation. It was confirmed that a primary grind of 80% passing 100 to 110µm would be suitable for commercial operation and data was obtained on reagent dosage.

Plant performance has supported forecast lead and zinc recoveries of approximately 75% and 83%, respectively, with total silver recovery of approximately 45% to 50%.

***Mineral Resource and Mineral Reserve Estimates***

Refer to the "Americas Gold and Silver Mineral Reserves and Mineral Resource Estimates" section for quantity, grades and category. Assumptions are outlined in the "Notes for Mineral Reserve and Mineral Resource Estimates" section.

***Mining Operations***

Construction started at San Rafael in September 2016 and the project achieved commercial production in December 2017. The Mineral Reserves support an initial mine life of five years. The underground mine is accessed by a decline that portals at surface near the southern portion of the deposit where the surface infrastructure is located. A series of ramp systems from the main decline provides access to the various stoping areas of the mine.

The main decline was driven to the bottom of the defined Mineral Reserves in the Main Zone at the beginning of the project. Incline development now allows access and production from the Upper Zone. Due to the depth, shallow-dipping angle and variable thickness of the mineralization, the mining method used at San Rafael is post-pillar cut and fill. Stopes are accessed from a primary stope access driven at a -15% decline. After mining of each successive 5m high cut of ore, the stope is backfilled and the access backslashed to allow for mining of the next cut. This sequence is repeated up to five times until the stope access reaches an incline of +15%. Access to the next cut is then provided by a -15% stope access driven from a higher elevation.

Primary mine ventilation is provided via two vertical bored raises and the main decline. A main exhaust fan is located underground at the northern end of the deposit and fresh air is pulled through a central intake bored raise and the main decline. Fresh air is provided to the working development faces and stoping areas by use of secondary fans and ducting.

Due to the depth, variable dip angle (shallow to near vertical) and variable thickness of the mineralization, the mining method proposed at EC120 is a combination of post-pillar cut and fill and overhand cut and fill. This mining method is very selective and adaptable to changes in the mineralization in terms of shape, dip, thickness and lateral extent. The designed widths for the stoping areas at EC120 range from a minimum of 4m to a maximum of approximately 60m.

Stopes are accessed from a primary stope access driven at a -15% decline. After mining of each successive 5m high cut of ore, the stope is backfilled and the access backslashed to allow for mining of the next cut. This sequence is repeated up to five times until the stope access reaches an incline of +15%. Access to the next cut is then provided by a -15% stope access driven from a higher elevation. The nominal level spacing between main accesses is planned to be 25m.

The LOM plan assumes that the stopes will be backfilled with unconsolidated development waste and waste generated from a waste quarry. Given the use of unconsolidated backfill, the mining sequence is generally from the bottom up.

Ore will be mucked from the stopes to muck bays located on the main level access using load-haul-dump equipment (" **LHD**"). LHDs will load trucks equipped for both underground and surface use at the truck loadout area. Ore will be hauled directly from the underground to the processing plant to avoid re-handling. On their return trip from the plant, trucks will be loaded with waste fill and travel directly or adjacent to the stopes requiring backfill. Final placement of the waste fill in stopes will be done using LHDs.

In 2024 the Company plans to accelerate development into the Zone 120 and El Cajon orebodies to allow for sufficient operating faces to begin commercial production from EC120 in Q4 2024. The LOM production plan for EC120 is not materially different from that presented in the May 2019 technical report titled *"Technical Report of the San Rafael Mine and the EC120 Preliminary Feasibility Study, Sinaloa, Mexico"*.

***Processing and Recovery Operations***

San Rafael ore has been the exclusive feed for the Los Braceros plant since November 2017. The Los Braceros process plant is a conventional polymetallic concentrator currently configured to produce zinc and lead concentrates. Throughput has recently been approximately 1,750 tonnes per operating day.

Processing of material from EC120 is expected to start as production from San Rafael winds down due to stope availability. Each ore type will be processed in batches. The existing Los Braceros plant can be easily reconfigured to suit the needs of EC120. No unit operations will be added and no new equipment will be installed.

All tailings generated from the processing of San Rafael and EC120 ore can be deposited in the existing tailings storage facility. A 5m high lift of the tailings dam was completed as planned during Q1 2019. Currently the Company is nearing completion of an additional 5m high lift of the tailings dam with expected completion in Q2 2024. Over the remaining life of the San Rafael mine and the EC120 Project, it is anticipated that three more 5m high lifts will be completed.

***Infrastructure, Permitting and Compliance Activities***

The San Rafael and EC120 sites include the following:

- The surface mine site and associated facilities, including offices, shops, compressors, fuel storage, electrical substations, standby generators, stockpile facilities, portals, ventilation fans, run-of-mine ("**ROM**") ore storage, ROM waste storage and dry facilities.
- Facilities providing basic infrastructure to the mine, including access roads and electric power distribution.
- Underground infrastructure, including ramps, raises, ventilation/service raises, explosives magazines, dewatering pumps and underground mobile equipment fleet.
- Excellent access to the Los Braceros plant by paved highway and dirt roads.
- Grid electric power supply to both sites.

The Los Braceros plant site includes the following:

- The surface mill site and associated facilities including offices, shops, compressors, fuel storage, electric substations, ROM ore stockpile facilities, crushing, grinding, flotation, filtering circuits, concentrate storage facilities and assay laboratory.
- Facilities providing basic infrastructure to the mill, including access roads, electric power distribution and process water supply.
- A tailings storage facility.
- Grid electric power supply to the site.

The town office site in Cosalá includes the following:

- The surface office site and associated facilities including offices, shops, fuel storage and diamond drill core logging and storage facilities.
- Grid electric power supply to the site.

Americas Gold and Silver's environmental management systems for the San Rafael project are under continual development. These systems include:

- Annual and quarterly reporting to SEMARNAT and PROFEPA (the policing, auditing, and inspection authority of SEMARNAT).
- Water quality monitoring at Arroyo Higuera Larga upstream and downstream from the El Cajón mine, as well as discharge at the mine portal.
- Hazardous waste control systems.
- Compliance with NOM 120-SEMARNAT-2011 regulations which dictate environmental protection and permitting requirements for exploration activities.
- Participation in PROFEPA's certified national Environmental Audit Program.

As part of the permitting process, Americas Gold and Silver has completed archaeological surveys in operational and project areas, including the San Rafael-El Cajón area.

Most mining and processing activities are carried out under the terms of Authorization of Environmental Impact (" **AEI**") and Change of Land Use permits ("**Cambio de Uso de Suelo**" or "**CUS**"), issued by the Mexican Secretaria de Medio Ambiente y Recursos Naturales (The Secretariat of Environment and Natural Resources, or "**SEMARNAT**"). An AEI permit was issued in 2007 to allow for the construction of a process plant and tailings storage facility on site and another AEI permit was issued in 2014 to allow for the construction of the El Cajón mine and project area. A bond was not required. To maintain these permits in good standing, Americas Gold and Silver must report on activities on an annual basis, particularly any changes such as an increase in production. Applications to extensions to both permits are submitted and renewed in the ordinary course. On April 1, 2024, SEMARNAT issued a 10-year AEI for the Los Braceros Mill. A required yearly-compliance warranty bond is in place. Application to El Cajón , San Rafael and Zone 120 AEI was submitted in the ordinary course, we are currently waiting for the issuance of the corresponding documents.

Exploration activities, particularly drilling, are also governed by SEMARNAT regulations. Various authorization for a CUS are held by Americas Gold and Silver. The approval of affected surface rights holders is required as part of the permitting and drilling process.

There are 14 communities distributed in five ejidos in the vicinity of Americas Gold and Silver's mining concessions, including the capital of the municipality, Cosalá. Americas Gold and Silver is the major local employer. 100% of the Company's employees have full-time contracts; 70% of the Company's employees live in the municipality of Cosalá and 80% are native to the state of Sinaloa.

***Capital and Operating Costs***

Cost estimates for the San Rafael mine are based on recent operating history and for the EC120 Project are based on a combination of recent operating history at San Rafael and the Los Braceros plant, in conjunction with calculations from first principles.

The capital and operating cost estimates for the San Rafael mine are summarized in the tables below.

| EC120<br>Capital Costs | Total<br>$ M |
|---|---|
| Mine Development | 14.5 |
| Mine Infrastructure | 7.2 |
| Process | 7.8 |
| Other Capital | 2.7 |
| **Total** | **32.1** |

| Estimated LOM Operating Costs | $/tonne<br>Processed |
|---|---|
| Mining | 30.60 |
| Processing | 19.81 |
| G&A | 15.15 |
| **Total** | **65.56** |

Please see "*General Development of the Business – Operations – Three Year History – 2024* " for the Company's updates on the San Rafael mine.

**Relief Canyon Mine, U.S.A.**

***General***

Americas Gold and Silver is the owner of the Relief Canyon mine, which is currently on care and maintenance, located on the southwestern flank of the Humboldt Range near Lovelock, Nevada, U.S.A. The Relief Canyon mine consists of an open pit mine and an adsorption, desorption and recovery ("**ADR**") processing plant.

The Relief Canyon mine is 100% owned and operated by the Company's wholly owned subsidiaries, Pershing Gold and Gold Acquisition Corp. ("**GAC**").

Relief Canyon is currently on care and maintenance as the Company focuses on the operating Galena Complex and the Cosalá operations, the Company is evaluating all strategic options regarding Relief Canyon. The mine poured its first gold in February 2020 and declared commercial production in January 2021. Operations were suspended in August 2021 in order to resolve technical challenges related to the metallurgical characteristics of the deposit. The past-producing mine includes three historic open-pit mines, a newly constructed crushing and ore conveying system, leach pads, and a refurbished heap-leach processing facility. The landholdings at Relief Canyon and the surrounding area cover over 11,700 hectares, providing the Company the potential to expand the Relief Canyon deposit and to explore for new discoveries close to existing processing infrastructure.

## RISK FACTORS

The business of the Company is subject to a substantial number of risks and uncertainties. In addition to considering the information disclosed in the forward-looking statements, financial statements and the other publicly filed documentation regarding the Company available on SEDAR+ at www.sedarplus.ca, on EDGAR at www.sec.gov, and on the Company's website at www.americas-gold.com, the reader should carefully consider each of, and the cumulative effect of, the following risk factors. Any of these risk elements could have material adverse effects on the business of the Company. See Note 27 – Financial risk management of the Company's audited consolidated financial statements for the year ended December 31, 2024.

Additional risks and uncertainties not known to the Company or that management currently deems immaterial may also impair the Company's business, condition (financial or otherwise), results of operations, properties or prospects.

***The Company's production estimates may not be achieved as mining and exploration activities and future mining operations are, and will be, subject to operational risks and hazards inherent in the mining industry.***

The Company currently has two production-level mines: the Galena Complex in Idaho, U.S.A. and the Cosalá Operations in Sinaloa, Mexico. No assurance can be given that the intended or expected production estimates will be achieved by the Company's operating mines or in respect of any future mining operations in which the Company owns or may acquire interests. Failure to meet such production estimates could have a material effect on the Company's future cash flows, financial performance and financial position. Production estimates are dependent on, among other things, the accuracy of mineral reserve estimates, the accuracy of assumptions regarding ore grades and recovery rates, ground conditions and physical characteristics of ores, such as hardness and the presence or absence of particular metallurgical characteristics and the accuracy of estimated rates and costs of mining and processing. Actual production may vary from its estimates for a variety of other reasons, including:

- actual ore mined varying from estimates of grade, tonnage, dilution and metallurgical and other characteristics;
- short-term operating factors such as the need for sequential development of ore bodies and the processing of new or different ore grades from those planned;
- mine failures, slope and underground rock failures or equipment failures;
- industrial accidents;
- natural phenomena such as inclement weather conditions, floods, droughts, rockslides and earthquakes;
- encountering unusual or unexpected geological conditions;
- changes in power costs and potential power shortages;
- shortages of principal supplies needed for operation, including explosives, fuels, chemical reagents, water, equipment parts and lubricants;
- labour shortages, loss of key personnel or strikes or other related interruptions to normal operations;
- pandemics or national or global health crises;
- acts of terrorism, civil disobedience and protests; and
- restrictions or regulations imposed by government agencies or other changes in the regulatory environments.

Such occurrences could result in damage to mineral properties, interruptions in production, injury or death to persons, damage to property, monetary losses and legal liabilities. These factors may cause a mineral deposit that has been mined profitably in the past to become unprofitable, forcing production to cease. Each of these factors also applies to sites not yet in production. It is not unusual in new mining operations to experience unexpected problems during the start-up or ramp-up phases to full production and operations. Depending on the price of gold, silver or other metals, it may be determined to be impractical to commence or, if commenced, to continue commercial production at a particular site.

The Company's Cosalá Operations were previously subject to an illegal blockade which began in January 2020 and continued until the Company signed an agreement with the Mexican Ministries of Economy, Interior and Labour along with union representatives committing to a reopening at the Cosalá Operations. Following this, the Company began recalling its workers as of September 11, 2021 and commenced reopening the operation as of September 13, 2021 as the employees arrived on site. The Cosalá Operations returned to full production following its restart and ramp-up in the fourth quarter of 2021. However, there can be no assurances that the that the Company will receive and continue to receive the level of support from the Mexican government with respect to the long-term stability of the Cosalá Operations or the ability to maintain such support in the near- and long-term. As a result, Company may experience further labour disputes, work stoppages, illegal blockades or other disruptions in production that could materially adversely affect its operations and results. We believe that the Company's continuing efforts to build lasting and constructive relationships with the Mexican government, host communities, its workforce and key stakeholders, and the significant local economic development initiatives the Company supports both directly and indirectly, will result in maintaining and building trust with local communities and more local citizens benefiting economically which will continue to support our Cosalá Operations. However, there is no assurance that the Company's efforts will effectively mitigate such risk.

***Uncertainty in the estimation of mineral reserves and mineral resources***

Mineral reserves and mineral resources are estimates only and no assurance can be given that the anticipated tonnages and grades will be achieved, that the indicated level of recovery will be realized or that mineral reserves can be mined or processed profitably. Mineral reserve and mineral resource estimates may be materially affected by environmental, permitting, legal, title, taxation, socio-political, geotechnical factors, marketing and other risks and relevant issues. There are numerous uncertainties inherent in estimating mineral reserves and mineral resources, including many factors beyond the Company's control. Such estimation is a subjective process, and the accuracy of any mineral reserve or mineral resource estimate is a function of the quantity and quality of available data, the nature of the ore body and of the assumptions made and judgments used in engineering and geological interpretation. These estimates may require adjustments or downward revisions based upon further exploration or development work, drilling or actual production experience.

Fluctuations in gold and silver prices, results of drilling, metallurgical testing and production, the evaluation of mine plans after the date of any estimate, permitting requirements or unforeseen technical or operational difficulties may require revision of mineral reserve and mineral resource estimates. Prolonged declines in the market price of metals may render mineral reserves and mineral resources containing relatively lower grades of mineralization uneconomical to recover and could materially reduce the Company's mineral reserves and mineral resources. Mineral resource estimates for properties that have not commenced production or at deposits that have not yet been exploited are based, in most instances, on limited drill hole information, which is not necessarily indicative of conditions between and around the drill holes. There may also be outliers in the representative samples that may disproportionally skew the estimates. Accordingly, such mineral resource estimates may require revision as more geologic and drilling information becomes available and as actual production experience is gained. Should reductions in mineral resources or mineral reserves occur, the Company may be required to take a material write-down of its investment in mining properties, reduce the carrying value of one or more of its assets or delay or discontinue production or the development of new projects, resulting in reduced net income or increased net losses and reduced cash flow. Mineral resources and mineral reserves should not be interpreted as assurances of mine life or of the profitability of current or future operations. In addition, the estimates of mineral resources, mineral reserves and economic projections rely in part on third-party reports and investigations. There is a degree of uncertainty attributable to the calculation and estimation of mineral resources and mineral reserves and corresponding grades being mined and, as a result, the volume and grade of reserves mined and processed and recovery rates may not be the same as currently anticipated. Any material reductions in estimates of mineral reserves and mineral resources, or of the Company's ability to extract these mineral reserves and mineral resources, could have a material adverse effect on the Company's projects, results of operations and financial condition.

Mineral resources are not mineral reserves and have a greater degree of uncertainty as to their existence and feasibility. There is no assurance that mineral resources will be upgraded to proven or probable mineral reserves.

***Mineral Reserves and Resources, Development and Production***

The estimation of ore reserves is imprecise and depends upon a number of subjective factors. Estimated ore reserves or production guidance may not be realized in actual production. The Company's operating results may be negatively affected by inaccurate estimates. Reserve estimates are a function of geological and engineering analyses that require the Company to make assumptions about production costs and the market price of gold, silver, copper, zinc, and lead. Reserve estimation is based on available data, which may be incomplete, and subject to engineering and geological interpretation, judgment and experience. Market price fluctuations of metals, as well as increased production costs or reduced recovery rates may render ore reserves containing relatively lower grades of mineralization uneconomic and may ultimately result in a restatement of reserves. Moreover, short-term operating factors relating to the ore reserves, such as the need for orderly development of the ore bodies and the processing of new or different ore grades may cause a mining operation to be unprofitable in any particular accounting period. Should the Company encounter mineralization or geologic formations at any of its mines different from those predicted, adjustments of reserve estimates might occur, which could alter mining plans. Either of these alternatives may adversely affect the Company's actual production and operating results.

The mineral reserve and resource estimates contained or incorporated are only estimates and no assurance can be given that any particular level of recovery of minerals will be realized or that an identified reserve or resource will qualify as a commercially mineable (or viable) deposit which can be legally and economically exploited. The Company relies on laboratory-based recovery models and historical performance of its processing plant to project estimated ultimate recoveries by ore type at optimal grind sizes. Actual recoveries in a commercial mining operation may exceed or fall short of projected laboratory test results. In addition, the grade of mineralization ultimately mined may differ from the one indicated by the drilling results and the difference may be material. There can be no assurance that minerals recovered in small scale laboratory tests will be duplicated in large scale tests under on-site conditions or in production scale operations and there can be no assurance that historical performance of the process plant will continue in the future. Material changes, inaccuracies or reductions in proven and probable reserves or resource estimates, grades, waste-to-ore ratios or recovery rates could have a materially adverse impact on the Company's future operations, cash flows, earnings, results of operations, financial condition and the economic viability of projects. The estimated proven and probable reserves and resources described herein should not be interpreted as assurances of mine life or of the profitability of future operations.

The Company has engaged internal and expert independent technical consultants to advise it on, among other things, mineral resources and reserves, geotechnical, metallurgy and project engineering. The Company believes that these experts are competent and that they have carried out their work in accordance with all internationally recognized industry standards. If, however, the work conducted by, and the mineral resource and reserve estimates of these experts are ultimately found to be incorrect or inadequate in any material respect, such events could materially and adversely affect the Company's future operations, cash flows, earnings, results of operations, financial condition and the economic viability of its projects.

The Company's ability to sustain or increase present production levels depends in part on successful exploration and development of new ore bodies and/or expansion of existing mining operations. Forecasts of future production are estimates based on interpretation and assumptions and actual production may be less than estimated. Mineral exploration involves many risks and is frequently unproductive. If mineralization is discovered, it may take a number of years until production is possible, during which time the economic viability of the project may change. Substantial expenditures are required to establish ore reserves, extract metals from ores and, in the case of new properties, to construct mining and processing facilities and infrastructure at any site chosen for mining. The economic feasibility of any development project is based upon, among other things, estimates of the size and grade of ore reserves, proximity to infrastructures and other resources (such as water and power), metallurgical recoveries, production rates and capital and operating costs of such development projects, and metals prices. Development projects are also subject to the completion of positive technical and economic studies, issuance of necessary permits and receipt of adequate financing, which may be difficult to obtain on terms reasonably acceptable to the Company.

The Company's future gold, silver, zinc, lead, and copper production may decline as a result of an exhaustion of reserves and possible closure of work areas. It is the Company's business strategy to conduct silver exploration activities at the Company's existing mining operations as well as at new exploration projects, and to acquire other mining properties and businesses or reserves that possess mineable ore reserves and are expected to become operational in the near future. However, the Company can provide no assurance that its future production will not decline. Accordingly, the Company's revenues from the sale of concentrates may decline, which may have a material adverse effect on its results of operations.

***Global Financial Conditions and Geopolitical Instability***

Global financial and political instability, including Israel-Hamas war, the ongoing conflict in Ukraine, sanctions on Russia, trade tariffs, credit risk, and high market volatility, continue to drive uncertainty and commodity price fluctuations. These external factors may impact demand for metals like silver and gold, credit availability, investor confidence, inflation, energy costs, tax rates, employment, interest rates, and overall financial market liquidity, all of which could adversely affect the Company's operations, business conditions and financial results. These factors may also impact the ability of the Company to obtain equity or debt financing in the future and, if obtained, on terms favourable to the Company. Increased levels of volatility and market turmoil can adversely impact the Company's operations and the price of the Common Shares could be adversely affected.

In particular, the imposition of protectionist or retaliatory trade tariffs by countries or other trade restrictions may impact the Company's ability to import materials needed to conduct its operations, construct its projects, or to export its products at prices that are economically feasible. On February 1, 2025, the President of the United States signed an executive order which introduced tariffs on imports from countries including Canada and Mexico. In response, the Canadian and Mexican governments announced retaliatory tariffs on imports from the United States. Subsequently, certain of these tariffs have been delayed, lifted, adjusted, or reimposed and others threatened, with certain tariffs being implemented in early March 2025, creating substantial uncertainty as to whether tariffs will be applied and, if so, the rates that will apply.

The Company is reviewing its exposure to the potential tariffs and is considering alternatives to inputs sourced from suppliers that may be subject to tariffs. Labour, contractors, and energy are locally sourced and are not expected to be directly affected by the tariffs, if implemented. The Company continues to monitor developments and will take steps to limit the impact of such tariffs as appropriate.

There continues to exist significant uncertainty about the future relationship between the U.S. and other countries with respect to such trade policies, treaties and tariffs. These developments, or the perception that any of them could occur, may have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global trade and, in particular, trade between the impacted nations and the U.S. Overall, trade policy restrictions create financial uncertainty for companies, disrupt trade relationships, and put downward pressure on economic growth.

***Inflationary pressure and global supply chain delays may negatively impact the Company's operations***

The geographic areas and markets in which the Company operates have been experiencing and continue to experience elevated inflationary pressures. During 2024, the Company has experienced, among other things, higher machinery, raw material and equipment costs, as well as wage pressures in some markets. Inflationary pressures on the Company are expected to continue through 2025 and potentially further, and such pressures could be exacerbated by global supply chain shortages and delays and increased input costs. Inflationary price increases and related pressures that are not offset by commodity price increases and operational efficiencies may have a material adverse effect on the Company's results of operations and profitability.

***Impairment***

On a quarterly basis, the Company reviews and evaluates its mining interests for indicators of impairment or impairment reversals. Impairment assessments are conducted at the level of cash-generating units ("CGU"). There were no impairments realized in year ended December 31, 2024. At the end of the fourth quarter ended December 31, 2023, the Company recorded an impairment charge of $6.0 million in relation to Relief Canyon as a result of a decrease in the Company's market capitalization below its consolidated net assets value. This decrease in market capitalization was the result of the decrease in precious metal prices and market capital flows among other factors. The Company performed an assessment of all its CGUs and identified an impairment charge on its Relief Canyon property, plant and equipment carrying value of $6.0 million. The valuation was determined through the fair value of the contained gold equivalent ounces at Relief Canyon based on a market approach of comparable companies, primarily in the feasibility, construction, and production stage of mining.

CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Each operating mine, development and exploration project represents a separate CGU. If an indication of impairment exists, the recoverable amount of the CGU is estimated. An impairment loss is recognized when the carrying amount of the CGU is in excess of its recoverable amount. The assessment for impairment is subjective and requires management to make significant judgments and assumptions in respect of a number of factors, including estimates of production levels, operating costs and capital expenditures reflected in the Company's life-of-mine plans, the value of in situ ounces, exploration potential and land holdings, as well as economic factors beyond management's control, such as precious metals prices, discount rates, foreign exchange rates, and observable net asset value multiples. It is possible that the actual fair value could be significantly different than those estimates. In addition, should management's estimate of the future not reflect actual events, further impairment charges may materialize, and the timing and amount of such impairment charges is difficult to predict.

***The Company's audited consolidated financial statements for the year ended December 31, 2024 contain going concern disclosure***

The Company's audited consolidated financial statements for the year ended December 31, 2024 contain disclosure related to the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to raise additional capital, achieve sustainable revenues and profitable operations, and obtain the necessary financing to meet obligations and repay liabilities when they become due. No assurances can be given that the Company will be successful in achieving these goals. If the Company is unable to achieve these goals, its ability to carry out and implement planned business objectives and strategies will be significantly delayed, limited or may not occur. The Company's financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue as a going concern. There are no guarantees that access to equity and debt capital from public and private markets in Canada or the U.S. will be available to the Company.

***Risks associated with market fluctuations in commodity prices***

The majority of the Company's revenue is derived from the sale of silver, zinc and lead contained in concentrates. Fluctuations in the prices of silver, zinc, and lead represent one of the most significant factors affecting the Company's results of operations and profitability. If the Company experiences low prices for these commodities, it may result in decreased revenues and decreased net income, or losses, and may negatively affect the Company's business.

The market price for silver, zinc and lead continues to be volatile and is influenced by a number of factors, including, among others, levels of supply and demand, global or regional consumptive patterns, sales by government holders, metal stock levels maintained by producers and others, increased production due to new mine developments, improved mining and production methods, speculative trading activities, inventory carrying costs, availability and costs of metal substitutes, international economic and political conditions, interest rates and the relative exchange rate of the U.S. dollar with other major currencies. The aggregate effect of such factors (all of which are beyond the control of the Company) is impossible to predict with any degree of accuracy, and as such, the Company can provide no assurances that it can effectively manage such factors.

In addition, the price of silver, for example, has on occasion been subject to very rapid short-term changes due to speculative activities. Fluctuations in silver and other commodity prices may materially adversely affect the Company's business, financial condition, or results of operations. The world market price of commodities has fluctuated during the last several years. Declining market prices for silver and other metals, in general, could have a material adverse effect on the Company's results of operations and profitability. If the market price of silver and other commodities falls significantly from its current levels, the operation of the Company's properties may be rendered uneconomic and such operation and exploitation may be suspended or delayed. In addition to adversely affecting the Company's reserve estimates and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

In particular, if applicable commodity prices are depressed for a sustained period and net losses accumulate, the Company may be forced to suspend some or all of its mining operations until prices increase or record asset impairment write-downs. Any lost revenues continued or increased net losses, or asset impairment write-downs would adversely affect the Company's results of operations.

***The Company has a history of negative operating cash flow and may continue to experience negative operating cash flow***

The Company has recently experienced negative operating cash flow and may continue to experience negative operating cash flow. The Company had negative operating cash flow for recent past financial reporting periods. Such negative operating cash flows can be common for mining companies in the exploration and/or development stages in respect of material mineral properties. However, to the extent that the Company has negative operating cash flow in future periods, the Company may need to allocate a portion of its cash reserves to fund such negative cash flow. The Company may also be required to raise additional funds through the issuance of equity or debt securities. There can be no assurance that additional capital or other types of financing will be available if or when needed or that these financings will be on terms favourable to the Company if at all, or that the Company's expectations regarding net cash flow in future period will prove to be accurate.

***The Company's working capital requirements may be higher than anticipated and/or its revenue may be lower than anticipated over relevant periods***

The Company's revenues over the 12 months from the date of this AIF may be lower than anticipated. For instance, the Company's ability to generate sales and realize revenues is dependent on the Company achieving its production goals, including doing so on its expected timelines.

Working capital requirements over the next 12 months may also be greater than the Company currently anticipates for a variety of reasons, including, but not limited to, the following: the ability of the Company to maintain production at expected levels; unanticipated capital requirements at the Galena Complex; operating costs at the Cosalá Operations; unanticipated increases in contract mining, production costs or other operating expenses; labour disputes; and catastrophic events such as weather events, as well as or public health crises or pandemics and the related health and safety measures that may be instituted, particularly in the jurisdictions in which the Company operates. Many of these factors are not within the Company's control.

The Company expects to achieve net cash flow over the 12 months following the date of this AIF, and this expectation is reliant on revenues, production results, metals prices and working capital requirements being in line with current expectations. The Company's expectations regarding net cash flow are dependent on a number of assumptions and estimates, some of which are not in the Company's control. See *"Cautionary Note Regarding Forward-Looking Information"*.

***The Company may be subject to significant capital requirements and operating risks associated with its operations and its portfolio of growth projects***

The Company must generate sufficient internal cash flows and/or be able to utilize available financing sources to finance its growth and sustaining capital requirements. The Company could be required to raise significant additional capital through the capital markets and/or incur significant borrowings to meet its capital requirements. These financing requirements could adversely affect the Company's ability to access the capital markets in the future to meet any external financing requirements the Company might have. If there are significant delays in terms of when any exploration, development and/or expansion projects are completed and producing on a commercial and consistent scale, and/or their capital costs were to be significantly higher than estimated, these events could have a significant adverse effect on the Company's results of operation, cash flow from operations and financial condition.

The Company expects that it may require additional financing in connection with the implementation of its business and strategic plans from time to time. The exploration and development of mineral properties and the ongoing operation of mines require a substantial amount of capital and will depend on the Company's ability to obtain financing through joint ventures, debt financing, equity financing or other means. The Company may accordingly need further capital depending on exploration, development, production and operational results and market conditions, including the prices at which the Company sells its production, or in order to take advantage of further opportunities or acquisitions. The Company's financial condition, general market conditions, volatile metals markets, volatile interest rates, a claim against the Company, a significant disruption to the Company's business or operations or other factors may make it difficult to secure financing necessary for the development or expansion of mining activities or to take advantage of opportunities for acquisitions. Further, continuing volatility in the credit markets may affect the ability of the Company, or third parties it seeks to do business with, to access those markets.

There is no assurance that the Company will be successful in obtaining required financing as and when needed on acceptable terms, if at all. A failure to obtain additional financing could result in delay or indefinite postponement of further exploration and development of its projects and the possible loss of such properties. If the Company raises funding by issuing additional equity securities or securities convertible, exercisable or exchangeable for equity securities, such financing may substantially dilute the interests of the shareholders of the Company and reduce the value of their investment. The Company has a limited history of earnings, has never paid a dividend, and does not anticipate paying dividends in the near future.

In addition, the Company's mining operations and processing and related infrastructure facilities are subject to risks normally encountered in the mining and metals industry. Such risks include, without limitation, environmental hazards, industrial accidents, labour disputes, changes in laws, technical difficulties or failures, late delivery of supplies or equipment, unusual or unexpected geological formations or pressures, cave-ins, pit-wall failures, rock falls, unanticipated ground, grade or water conditions, flooding, periodic or extended interruptions due to the unavailability of materials and force majeure events. Such risks could result in damage to, or destruction of, mineral properties or producing facilities, personal injury, environmental damage, delays in mining or processing, losses and possible legal liability. Any prolonged downtime or shutdowns at the Company's mining or processing operations could materially adversely affect the Company's business, results of operations, financial condition and liquidity. Additional risks and uncertainties not known to the Company or that management currently deems immaterial may also impair the Company's business, condition (financial or otherwise), results of operations, properties or prospects.

***The Company's dependence on the success of its Cosalá Operations, including the San Rafael mine and the Galena Complex which are exposed to operational risks and other risks, including certain development and exploration related risks***

The principal mineral projects of the Company are the Galena Complex and its Cosalá Operations, including the San Rafael mine. The Company is primarily dependent upon the success of these properties as sources of future revenue and profits, and as opportunities for the growth and development of the Company. Commercial production and operations at the Galena Complex, and its Cosalá Operations, including the San Rafael mine, will require the commitment of resources for operating expenses and capital expenditures, which may increase subsequently as needed, and for consultants, personnel and equipment associated primarily with commercial production. In addition, the Company's other mining operations, exploration and development will require the commitment of additional resources for operating expenses and capital expenditures, which may increase subsequently as needed, and for consultants, personnel and equipment associated with advancing exploration, development and commercial production. The amounts and timing of expenditures will depend on, among other things, the results of commercial production, the progress of ongoing exploration and development, the results of consultants' analysis and recommendations and other factors, many of which are beyond the Company's control.

The success of construction projects and the start-up of new mines by the Company is subject to a number of factors including the availability and performance of engineering and construction contractors, mining contractors, suppliers and consultants, the receipt of required governmental approvals and permits in connection with the construction of mining facilities and the conduct of mining operations (including environmental permits), the successful completion and operation of ore passes, the adsorption/desorption/recovery plants and conveyors to move ore, among other operational elements. Any delay in the performance of any one or more of the contractors, suppliers, consultants or other persons on which the Company is dependent in connection with its construction activities, a delay in or failure to receive the required governmental approvals and permits in a timely manner or on reasonable terms, or a delay in or failure in connection with the completion and successful operation of the operational elements in connection with new mines could delay or prevent the construction and start-up of new mines as planned. There can be no assurance that current or future construction and start-up plans implemented by the Company will be successful, that the Company will be able to obtain sufficient funds to finance construction and start-up activities, that personnel and equipment will be available in a timely manner or on reasonable terms to successfully complete construction projects, that the Company will be able to obtain all necessary governmental approvals and permits or that the completion of the construction, the start-up costs and the ongoing operating costs associated with the development of new mines will not be significantly higher than anticipated by the Company. Any of the foregoing factors could adversely impact the operations and financial condition of the Company.

Substantial risks are associated with mining and milling operations. The Company's commercial operations are subject to all the usual hazards and risks normally encountered in the exploration, development and production of gold, silver, zinc, lead and copper, including, among other things: unusual and unexpected geologic formations, inclement weather conditions, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, catastrophic damage to property or loss of life, labour disruptions, equipment failure or failure of retaining dams around tailings disposal areas which may result in environmental pollution and legal liability. The Company will take appropriate precautions as are applicable to similar mining operations and in accordance with general industry standards to help mitigate such risks. However, the Company can provide no assurances that its precautions will actually succeed in mitigating, or even reducing the scope of potential exposure to, such operational risks.

Substantial efforts and compliance with regulatory requirements are required to establish mineral reserves through drilling and analysis, to develop metallurgical processes to extract metal and, in the case of development properties, to develop and construct the mining and processing facilities and infrastructure at any site chosen for mining. Shareholders cannot be assured that any reserves or mineralized material acquired or discovered will be in sufficient quantities to justify commercial operations.

***Risks associated with outstanding debt***

The Company's ability to make scheduled payments of interest and principal on its outstanding indebtedness or refinance its debt obligations depends on its financial and operating performance, which is subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond its control. There can be no assurance that the Company will generate sufficient cash flow from operating activities to make its scheduled repayments of principal, interest, and any applicable premiums. The Company may be forced to pursue strategic alternatives such as reduce or delay capital expenditures, sell assets or operations, seek additional capital or restructure or refinance its indebtedness. While the Company has been able to successfully reduce liabilities by approximately US$35 million since completion of the Consolidation Transaction, there is no assurance the Company can continue to reduce its liabilities or do so on terms that are acceptable to it. No assurances can be made that the Company would be able to take any of these actions, that these actions would be successful, or that these actions would be permitted under the terms of existing or future debt agreements. If the Company cannot make scheduled payments on its debt, or comply with its covenants, it will be in default of such indebtedness and, as a result (i) holders of such debt could declare all outstanding principal and interest to be due and payable, and (ii) the lenders under the credit facilities could terminate their commitments to lend the Company money and if no provision for payment is made, the lender may exercise its applicable security.

***Government regulation and environmental compliance***

The Company is subject to significant governmental regulations, and costs and delays related to such regulations may have a material adverse effect on the Company's business.

The Company's mining activities are subject to extensive federal, state, local and foreign laws and regulations governing environmental protection, natural resources, prospecting, development, production, post-closure reclamation, taxes, labour standards and occupational health and safety laws and regulations including mine safety, toxic substances and other matters related to the Company's business. The costs associated with compliance with such laws and regulations could be substantial. Possible future laws and regulations, or more restrictive or false interpretations of current laws and regulations by governmental authorities could cause additional expense, capital expenditures, restrictions on or suspensions of the Company's operations and delays in the development of the Company's properties. Moreover, governmental authorities and private parties may bring lawsuits based upon damage to property and injury to persons resulting from the environmental, health and safety impacts of the Company's past and current operations, which could lead to the imposition of substantial fines, penalties and other civil and criminal sanctions. Substantial costs and liabilities, including for restoring the environment after the closure of mines, are inherent in the Company's operations. The Company is often required to post surety bonds or cash collateral to secure its reclamation obligations and may be unable to obtain the required surety bonds or may not have the resources to provide cash collateral, and the bonds or collateral may not fully cover the cost of reclamation and any such shortfall could have a material adverse impact on its financial condition. Although the Company believes it is in substantial compliance with applicable laws and regulations, the Company can give no assurance that any such law, regulation, enforcement or private claim will not have a material adverse effect on the Company's business, financial condition or results of operations.

In the United States, some of the Company's mining wastes are currently exempt to a limited extent from the extensive set of federal Environmental Protection Agency (the "EPA") regulations governing hazardous waste under the Resource Conservation and Recovery Act (the "RCRA"). If the exemption is altered and these wastes are designated as hazardous under the RCRA, the Company would be required to expend additional amounts on the handling of such wastes and may be required to make significant expenditures to construct or modify facilities for managing these wastes. In addition, releases of hazardous substances from a mining facility causing contamination in or damage to the environment may result in liability under the Comprehensive Environmental Response, Compensation and Liability Act (the "CERCLA"). Under the CERCLA, the Company may be jointly and severally liable for contamination at or originating from its facilities. Liability under the CERCLA may require the Company to undertake extensive remedial clean-up action or to pay for the government's clean-up efforts. It can also lead to liability to state and tribal governments for natural resource damages. Additional regulations or requirements are also imposed upon the Company's operations in Idaho under the federal Clean Water Act (the "CWA"). Airborne emissions are subject to controls under air pollution statutes implementing the Clean Air Act in Idaho. Compliance with the CERCLA, the CWA and state environmental laws could entail significant costs, which could have a material adverse effect on the Company's operations.

The Company's mining operations are subject to regulations promulgated by government agencies from time to time. Specifically, the Company's activities at the Galena Complex (and the care and maintenance of Relief Canyon) are subject to regulation by the U.S. Department of Labor's Mine Safety and Health Administration and related regulations under applicable legislation and the Company's activities at the Cosalá Operations projects are subject to regulation by SEMARNAT (defined below), the environmental protection agency of Mexico. Such regulations can result in citations and orders which can entail significant costs or production interruptions and have an adverse impact on the Company's operations and profitability. SEMARNAT regulations require that an environmental impact statement, known in Mexico as MIA, be prepared by a third-party contractor for submittal to SEMARNAT. Studies required to support the MIA include a detailed analysis of the following areas: soil, water, vegetation, wildlife, cultural resources and socio-economic impacts. The Company must also provide proof of local community support for a project to gain final approval of the MIA.

In the context of environmental permits, including the approval of reclamation plans, the Company must comply with standards and regulations, which involve significant costs and can entail significant delays. Such costs and delays could have an adverse impact on the Company's operations.

In the ordinary course of business, the Company is required to obtain or renew governmental permits for the operation and expansion of existing mining operations or for the development, construction and commencement of new mining operations. Obtaining or renewing the necessary governmental permits is a complex and time-consuming process involving numerous jurisdictions, which often involves public hearings and costly undertakings. The duration and success of the Company's efforts to obtain or renew permits are contingent upon many variables not within its control including the interpretation of applicable requirements implemented by the permitting authority. The Company's ability to obtain, maintain and renew permits and approvals and to successfully develop and operate mines may be adversely affected by real or perceived impacts associated with the Company's activities or those of other mining companies that affect the environment, human health and safety. Interested parties including governmental agencies and non-governmental organizations or civic groups may seek to prevent issuance of permits and intervene in the process or pursue extensive appeal rights. Past or ongoing or alleged violations of laws or regulations involving obtaining or complying with permits could provide a basis to revoke existing permits, deny the issuance of additional permits, or commence a regulatory enforcement action, each of which could have a material adverse impact on the Company's operations or financial condition. The Company may not be able to obtain or renew permits that are necessary to its operations, or the cost to obtain or renew permits may exceed what the Company believes it can recover from the property once in production. Any unexpected delays or costs associated with the permitting process could delay the development or impede the operation of a mine, which could have a material adverse effect on the Company's operations and profitability.

Legislative and regulatory measures to address climate change and greenhouse gas emissions are in various phases of consideration. If adopted, such measures could increase the Company's cost of environmental compliance and also delay or otherwise negatively affect efforts to obtain permits and other regulatory approvals with regard to existing and new facilities. Proposed measures could also result in increased cost of fuel and other consumables used at the Company's operations. Climate change legislation or regulation may affect the Company's customers and the market for the metals it produces with effects on prices that are not possible to predict. Adoption of these or similar new environmental regulations or more stringent application of existing regulations may materially increase the Company's costs, threaten certain operating activities and constrain its expansion opportunities.

***Some of the Company's material properties are located in Mexico and are subject to changes in political and economic conditions and regulations in that country***

Mexico has been subject to political instability, changes and uncertainties, which may cause changes to existing governmental regulations or their application affecting mineral exploration and mining activities. The Company's operations and properties are subject to a variety of governmental regulations including, among others: regulations promulgated by the Mexican Department of Economy – Dirección General de Minas, Mexico's Secretary of Environment and Natural Resources ("SEMARNAT"); the Mexican Mining Law; and the regulations of the Comisión Nacional del Aqua with respect to water rights, the Mexican Department of labour and the Mexican Department of the Interior. Mexican regulators have broad authority to shut down and/or levy fines against facilities that do not comply with regulations or standards. The Company's mineral exploration and mining activities in Mexico may be adversely affected in varying degrees by changing government regulations relating to the mining industry or shifts in political conditions that increase the costs related to the Company's activities or maintenance of its properties. Government regulations may affect operations in unpredictable ways, including disruptions of supplies and markets, ability to move equipment from site to site, or disruption of infrastructure facilities, including public roads, could be targets or experience collateral damage as a result of social instability, labour disputes or protests. Operations may also be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, and expropriation of property, environmental legislation and mine safety. Mexico's status as a developing country may make it more difficult than it was in the past for the Company to obtain any required financing for its projects. The Mexican government has conducted a highly publicized crackdown on the drug cartels, resulting in widespread violence and a loss of lives. There is no assurance that the Company's operations will not be adversely impacted by such organizations. Further, these risks may not in any part be insurable in the event the Company does suffer damage.

The Company is uncertain if all necessary permits will be maintained on acceptable terms or in a timely manner. Future changes in applicable laws and regulations or changes in their enforcement or regulatory interpretation or improper application could negatively impact current operations or planned exploration and development activities on its Cosalá district properties, or in any other projects that the Company becomes involved with. Any failure (actual or alleged) to comply with applicable laws and regulations or to obtain or maintain permits, even if inadvertent, could result in the interruption of production, exploration and development operations or material fines, penalties, diminution of property rights including mining concessions or other liabilities.

***Risks associated with foreign operations***

The Company's operations are currently conducted principally in Mexico and the United States. As such, its operations are exposed to various levels of political, economic and other risks and uncertainties which could result in work stoppages, blockades of the Company's mining operations and appropriation of assets. Some of the Company's operations are located in areas where Mexican drug cartels operate. These risks and uncertainties vary from region to region and include, but are not limited to, terrorism; hostage taking; local drug gang activities; military repression; expropriation; extreme fluctuations in currency exchange rates; changes in royalty regimes, including the elimination of tax exemptions; underdeveloped industrial and economic infrastructure; unenforceability of judgements; high rates of inflation; labour unrest; the risks of war or civil unrest; renegotiation or nullification of existing concessions, licenses, permits and contracts; illegal mining; changes in taxation policies; restrictions on foreign exchange and repatriation; and changing political conditions arising from changes in government and otherwise, currency controls, import and export regulations and governmental regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.

Local opposition to mine development projects could arise in Mexico, and such opposition could be violent. If the Company were to experience resistance or unrest in connection with its Mexican operations, it could have a material adverse effect on its operations and profitability. To the extent the Company acquires mineral properties in jurisdictions other than Mexico, it may be subject to similar and additional risks with respect to its operations in those jurisdictions.

***Labour relations, employee recruitment, retention and pension funding***

The Company may experience labour disputes, work stoppages or other disruptions in production that could adversely affect its operations. The Company is dependent on its workforce at its producing properties and mills. The Company endeavours to maintain good relations with its workforce in order to minimize the possibility of strikes, lock-outs and other stoppages at the site. Relations between the Company and its employees may be impacted by changes in labour relations which may be introduced by, among other things, employee groups, competing labour unions, or other groups using a labour related justification, and the relevant governmental authorities in whose jurisdictions the Company carries on business.

Many of the Company's employees at its operations are represented by a labour union under a collective labour agreement. The Company may not be able to satisfactorily renegotiate the collective labour agreement when it expires. In addition, the existing labour agreement may not prevent a strike or work stoppage at the Company's facilities in the future, and any such work stoppage could have a material adverse effect on its earnings.

A subsidiary of the Company is party, with the United Steel Workers Union, to a collective bargaining agreement that covers substantially all of the hourly employees at the Galena Complex that was ratified by union membership at the Galena Complex and is effective from November 17, 2022 through November 16, 2025. A failure to come to an agreement after expiration of such agreement could impact the operations at the Galena Complex if there was a labour action that results in an interruption of operations.

The Cosalá Operations were subject to an illegal blockade which began in January 2020 and continued until the Company signed an agreement with the Mexican Ministries of Economy, Interior and Labour along with union representatives committing to a reopening at the Cosalá Operations. The Company has since resumed operations. However, there can be no assurances that the Company will receive and continue to receive the level of support from the Mexican government with respect to the long-term stability of the Cosalá Operations or the ability to maintain such support in the near- and long-term. As a result, Company may experience further labour disputes, work stoppages, illegal blockades or other disruptions in production that could materially adversely affect its operations and results.

We believe that the Company's continuing efforts to build lasting and constructive relationships with the Mexican government, host communities, its workforce and key stakeholders, and the significant local economic development initiatives the Company supports both directly and indirectly, will result in maintaining and building trust with local communities and more local citizens benefiting economically which will continue to support the Cosalá Operations. However, there is no assurance that the Company's efforts will effectively mitigate such risk.

The Company also hires its employees or consultants to assist it in conducting its operations in accordance with laws of the host country. The Company also purchases certain supplies and retains the services of various companies in the host country to meet its business plans. It may be difficult to find or hire qualified people in the mining industry who are situated in the host country or to obtain all the necessary services or expertise in the host country or to conduct operations on its projects at reasonable rates. If qualified people and services or expertise cannot be obtained in the host country, the Company may need to seek and obtain those services from people located outside the host country, which will require work permits and compliance with applicable laws and could result in delays and higher costs to the Company to conduct its operations. Recruiting and retaining qualified personnel is critical to the Company's success.

The number of persons skilled in acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Company's business activity grows, the Company will require additional key executive, financial, operational, administrative and mining personnel. Although the Company believes that it will be successful in attracting, training and retaining qualified personnel, there can be no assurance of such success. The number of qualified skilled workers and personnel is limited and competition for such workers and personnel is intense. The Company's ability to meet its labour needs, while controlling labour costs, is subject to many external factors, including the competition for and availability of skilled personnel in our markets, unemployment levels within those markets, prevailing wage rates, minimum wage laws, health and other insurance costs and changes in employment and labour legislation or other workplace regulation. If the Company is not successful in attracting and training qualified personnel, the efficiency of its operations could be affected, which could have a material adverse effect on the Company's results of operations and profitability.

The volatility in the equity markets over the last several years and other financial impacts have affected the Company's costs and liquidity through increased requirements to fund the Company's defined benefit pension plans for its employees. There can be no assurance that financial markets will sufficiently recover in the future with the effect of causing a corresponding reduction in the Company's future pension funding requirements. Furthermore, there can be no assurance that unforeseen changes in pensioner longevity, government regulation or other financial market uncertainties will not cause pension funding requirements to differ from the requirements projected by professional actuaries. The Company intends to continue to fund its pension plan for hourly and salary employees of the Company pursuant to all relevant regulatory requirements.

**Dependence on key personnel and the risk of loss**

The Company strongly depends on the business and technical expertise of its small group of senior management and key personnel. There is little possibility that this dependence will decrease in the near term. Key man life insurance is not in place on senior management and key personnel. From time to time in the course of carrying out their responsibilities, including conducting mine site visits, certain of these key senior management and/or personnel travel together as a group at the same time and by the same mode of transportation for security, efficiency and cost-effectiveness. If the services of the Company's senior management and key personnel were lost for any reason, it could have a material adverse effect on future operations and such effect could be particularly acute in the event of loss of multiple members of this group.

***Community relations and social impact***

The Company's relationship with the communities where it operates is critical to ensuring the future success of project development and future operations. Globally, there is an increasing level of public concern relating to the perceived effect of mining activities on the environment and on communities impacted by such activities. There is no assurance that the Company will be able to appropriately manage community relations in a manner that will allow the Company to proceed with its plans to develop and operate its properties.

Certain non-governmental organizations, some of which oppose globalization and resource development, or have other interests, can be vocal critics of the mining industry and its practices. Actions by such organizations could adversely affect the Company's reputation and financial condition and may impact its relationship with the communities in which it operates. These actions can relate not only to current activities but also historic mining activities by prior owners and could have a material, adverse effect on the Company. They may also file complaints with regulators and others. Such complaints, regardless of whether they have any substance or basis in fact or law, may have the effect of undermining the confidence of the public or a regulator and may adversely affect the Company.

***Risks associated with transportation and storage of concentrate in Mexico***

The concentrates produced by the Company have significant value and are loaded onto road vehicles for transport or to seaports for export to foreign markets. The geographic location of the Company's operations in Mexico and the United States, and air and trucking routes taken through the country to the refinery, smelters and ports for delivery, give rise to risks including concentrate theft, roadblocks and terrorist attacks, losses caused by adverse weather conditions, delays in delivery of shipments, and environmental liabilities in the event of an accident or spill.

***Mining property and title risks***

Third parties may dispute the Company's mining claims, which could result in losses affecting the Company's business. The validity of unpatented mining claims is often uncertain and may be contested. Although the Company has attempted to acquire satisfactory title to undeveloped properties, the Company, in accordance with mining industry practice, does not generally obtain title opinions until a decision is made to develop a property. As a result, some titles, particularly titles to undeveloped properties, may be defective. Defective title to any of the Company's mining claims could result in litigation, insurance claims, and potential losses affecting the Company's business.

The validity of mining or exploration titles or claims, which constitute most of the Company's property holdings, can be uncertain and may be contested. No assurance can be given that applicable governments will not revoke or significantly alter the conditions of the applicable exploration and mining titles or claims and that such exploration and mining titles or claims, will not be challenged or impugned by third parties. The Company has not conducted surveys of all the claims in which it holds direct or indirect interests and therefore, the precise area and location of such claims may be in doubt. The Company's properties may be subject to prior unregistered liens, agreements or transfers, native land claims or undetected title defects.

***Speculative nature of exploration and development***

The Company's future growth and productivity will depend, in part, on the ability to identify and acquire additional commercially mineable mineral rights, and on the costs and results of continued exploration and potential development programs. Exploration for minerals and the development of mineral properties is speculative and involves significant uncertainties and financial risks that even a combination of careful evaluation, experience and technical knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored prove to return the discovery of a commercially mineable deposit and/or are ultimately developed into producing mines. As at the date hereof, some of the Company's projects are preliminary in nature and mineral resource estimates include inferred mineral resources, which are considered too speculative geologically to have the economic considerations applied that would enable them to be categorized as mineral reserves. Mineral resources that are not mineral reserves do not have demonstrated economic viability. Major expenses may be required to properly evaluate the prospectivity of an exploration property, to develop new ore bodies and to estimate mineral resources and establish mineral reserves. There is no assurance that the Company's deposits are commercially mineable, nor can there be any certainty that the Company's exploration, development and production activities will be commercially successful.

***Unauthorized mining***

The mining industry in Mexico is subject to incursions by illegal miners who gain unauthorized access to mines to steal mineralized material mainly by manual mining methods. Such incursions could result in both a significant financial loss to the Company and a material impact to the Company's operations. In addition to the risk of losses and disruptions, these illegal miners pose a safety and security risk. The Company has taken security measures at its sites to address this issue and ensure the safety and security of its employees, contractors and assets. These incursions and illegal mining activities can potentially compromise underground structures, equipment and operations, which may lead to production stoppages and impact the Company's ability to meet production goals.

***Global financial and economic conditions***

The re-emergence of a global financial crisis or recession or reduced economic activity in the United States, Mexico, Canada, China, India and other industrialized or developing countries, or disruption of key sectors of the economy such as oil and gas, may have a significant effect on the Company's results of operations or may limit its ability to raise capital through credit and equity markets. The prices of the metals that the Company produces are affected by a number of factors, and it is unknown how these factors may be impacted by a global financial event or development impacting major industrial or developing countries. Additionally, global economic conditions may cause a long-term decrease in asset values. If such global volatility and market uncertainty were to continue, the Company's operations and financial condition could be adversely impacted.

***Natural disasters, terrorist acts, health crises and other disruptions or dislocations***

Upon the occurrence of a natural disaster, or upon an incident of war, riot or civil unrest, the impacted country may not efficiently and quickly recover from such event, which could have a materially adverse effect on the Company. Terrorist attacks, public health crises including epidemics, pandemics or outbreaks of new infectious disease or viruses, and related events can result in volatility and disruption to global supply chains, operations, mobility of people and the financial markets, which could affect interest rates, credit ratings, credit risk, inflation, business, financial conditions, results of operations and other factors relevant to the Company.

***Surface rights and access***

The Company has reached various agreements for surface rights and access with certain local groups, including members of ejidos, for mining exploitation activities, including open pit mining, in the surroundings of the Cosalá Operations. In addition, the Company has formal ongoing agreements for surface access to all ejidos on which its exploration activities are being performed. These agreements are valid and are regularly reviewed in terms of the appropriate level of compensation for the level of work being carried out.

For future activities, the Company will need to negotiate with ejido and non-ejido members, as a group and individually, to reach agreements for additional access and surface rights. Negotiations with ejidos membership or other interested groups can become time-consuming if demands for compensation become unreasonable. There can be no guarantee that the Company will be able to negotiate satisfactory agreements with any such existing members for such access and surface rights, and therefore it may be unable to carry out planned mining activities. In addition, in circumstances where access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdiction, the outcomes of which cannot be predicted with any certainty. The inability of the Company to secure surface access or purchase required surface rights could materially and adversely affect the timing, cost or overall ability of the Company to operate or develop any mineral deposits it may locate. See "*Labour relations, employee recruitment, retention and pension funding*" for further information.

***The Company is subject to currency fluctuations that may adversely affect the financial position of the Company***

One of the Company's primary operations, the Cosalá Operations, is located in Mexico and many of its expenditures and obligations are denominated in Mexican pesos. Other operations are located in the United States and expenditures related to those operations are denominated in U.S. dollars. The Company maintains its principal office and raises its equity financings in Canada, maintains cash accounts in U.S. dollars, Canadian dollars and Mexican pesos and has monetary assets and liabilities in U.S. dollars, Canadian dollars and Mexican pesos. For its financial reporting, the Company's presentation currency is the U.S. dollar. As such, the Company's results of operations are subject to foreign currency fluctuation risks and such fluctuations may adversely affect the financial position and results of the Company. The Company may, from time to time, employ derivative financial instruments to manage exposure to fluctuations in foreign currency exchange rates.

***Risks associated with Americas Gold and Silver's various financial instruments***

The Company's financial instruments consist of cash and cash equivalents, restricted cash, receivables, accounts payable and accrued liabilities, other payables, derivative assets and liabilities, and other financial instruments may be held from time to time. These financial instruments are exposed to numerous risks, including, among others, liquidity risk, currency risk, equity price risk, interest rate risk, counterparty risk and credit risk. Many of these risks are outside the Company's control. There is no assurance that the Company will realize the carrying value of any of its financial instruments.

***The Company may engage in hedging activities***

From time to time, the Company may use certain derivative products to hedge or manage the risks associated with changes in the prices of zinc, lead, and the Mexican Peso. The use of derivative instruments involves certain inherent risks including, among other things: (i) credit risk – the risk of an unexpected loss arising if a counterparty with which the Company has entered into transactions fails to meet its contractual obligations; (ii) market liquidity risk – the risk that the Company has entered into a derivative position that cannot be closed out quickly, by either liquidating such derivative instrument or by establishing an offsetting position; (iii) unrealized mark-to-market risk – the risk that, in respect of certain derivative products, an adverse change in market prices for commodities, currencies or interest rates will result in the Company incurring an unrealized mark-to-market loss in respect of such derivative products.

There is no assurance that any hedging program or transactions which may be adopted or utilized by the Company designed to reduce the risk associated with price changes will be successful. Although hedging may protect the Company from an adverse price change, it may also prevent the Company from benefiting fully from a positive price change.

***The Company may require significant capital expenditures***

Substantial capital expenditures will be required to maintain, develop and to continue with exploration at the Company properties. In order to explore and develop these projects and properties, the Company may be required to expend significant amounts for, among other things, geological, geochemical and geophysical analysis, drilling, assaying, and, if warranted, mining and infrastructure feasibility studies.

The Company may not benefit from any of these investments if it is unable to identify commercially exploitable mineralized material. If successful in identifying reserves, it will require significant additional capital to construct facilities necessary to extract recoverable metal from those reserves.

The ability of the Company to achieve sufficient cash flows from internal sources and obtain necessary funding depends upon a number of factors, including the state of the worldwide economy and the price of silver, zinc, lead and copper. The Company may not be successful in achieving sufficient cash flows from internal sources and obtaining the required financing for these or other purposes on terms that are favourable to it or at all, in which case its ability to continue operating may be adversely affected. Failure to achieve sufficient cash flows and obtain such additional financing could result in delay or indefinite postponement of further exploration or potential development.

***Risks associated with the Company's business objectives***

The Company's strategy to create shareholder value through the acquisition, exploration, advancement and development of its mineral properties will be subject to substantive risk. While the Company may seek to acquire additional mineral properties that are consistent with its business objectives, there can be no assurance that the Company will be able to identify suitable additional mineral properties or, if it does identify suitable properties, that it will have sufficient financial resources to acquire such properties or that such properties will be available on terms acceptable to the Company or at all. Any partnership or joint venture agreements with respect to mineral properties that the Company enters into will be subject to the typical risks associated with such agreements, including disagreement on how to develop, operate or finance a property and contractual and legal remedies of the Company's partners in the event of such disagreement.

***Competition in the mining industry***

Competition in the mining sector is intense. Mines have limited lives and as a result, the Company may in the future seek to replace and expand its reserves through the acquisition of new properties. In addition, there is a limited supply of desirable mineral lands available in areas where the Company would consider conducting exploration and/or production activities. Because the Company faces strong competition for new properties from other mining companies, some of which have greater financial resources than it does, the Company may be unable to acquire attractive new mining properties on terms that it considers acceptable. Competition in the mining business for limited sources of capital could adversely affect the Company's ability to acquire and develop suitable mines, developmental projects, producing companies, or properties having significant exploration potential. As a result, there can be no assurance that the Company's acquisition and exploration plans will yield new mineral reserves to replace or expand current mineral reserves.

***Concentrate sales risks***

The Company currently sells its concentrates under offtake contracts with a limited number of counterparties. Based on past practice, and the quality of its concentrates, the Company expects to be able to renew these contracts or find alternative purchasers for its concentrates, however there can be no assurance that the existing contracts will be renewed or replaced on reasonable terms.

The Company frequently sells its concentrates on the basis of receiving a sales advance when the concentrates are delivered, with the advance based on market prices of metals at the time of the advance. Final settlement of the sale is then made later, based on prevailing metals prices at that time. In an environment of volatile metal prices, this can lead to negative cash adjustments, with amounts owing to the purchaser, and such amounts could potentially be substantial. In volatile metal markets, the Company may elect to fix the price of a concentrate sale at the time of initial delivery.

***Sprott holds significant voting power in the Company and the interests of Sprott may not be the same as those of the Company's other shareholders***

Eric Sprott holds significant voting power in the Company, and the interests of Eric Sprott and his affiliates may conflict with or differ from the interests of the Company's shareholders. Eric Sprott holds approximately 20% of the Company's issued and outstanding Common Shares, on a non-diluted basis. Additionally, Eric Sprott (or his affiliates) may hold or may acquire investments and assets that may compete with the Company. Accordingly, the interests of Eric Sprott and his affiliates may not be the same as those of the Company's other shareholders, and conflicts of interest may arise from time to time that may be resolved in a manner detrimental to the Company or the Company's minority shareholders. Mr. Sprott and his affiliates may also pursue, for their own account, acquisition opportunities that could be complementary to our business, and, as a result, those acquisition opportunities may not be available to us. As long as Mr. Sprott owns or controls a significant number of our outstanding Common Shares, he may have the ability to exercise significant influence over corporate actions requiring shareholder approval, irrespective of how our other shareholders may vote, including the election and removal of directors and the size of our Board, any amendments to our articles, or the approval of any merger, acquisition or other significant corporate transaction, including a sale of all or substantially all of our assets.

Circumstances may occur in which the interests of Mr. Sprott (or his affiliates) could be in conflict with the interests of other shareholders. In addition, this concentration of ownership could have the effect of delaying or preventing a change in control or otherwise discouraging a potential acquiror from attempting to obtain control of the Company, which could cause the market price of the Common Shares to decline or prevent shareholders from realizing a premium over the market price for their Common Shares.

***Certain risks related to the ownership of the Company's common shares***

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market price of securities of many companies, including mineral resource and mining companies and particularly those considered development stage companies, 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 severe fluctuations in price will not occur.

The Common Shares are currently listed on the TSX and the NYSE American. There can be no assurance that an active market for the Common Shares will be sustained. If an active or liquid market for the Common Shares fails to be sustained, the prices at which such Common Shares trade may be adversely affected. Whether or not the Common Shares will trade at lower prices depends on many factors, including the liquidity of the Common Shares, prevailing interest rates and the markets for similar securities, general economic conditions and the Company's financial condition, historic financial performance and future prospects.

Additionally, the exercise of stock options and warrants already issued by the Company, the issuance of additional equity securities or convertible debt securities and the repayment of debt through the issuance of additional equity securities in the future could result in dilution in the equity interests of holders of Common Shares.

The Company may also issue and sell additional securities of the Company to finance its operations or future acquisitions. The Company cannot predict the size of future issuances of securities of the Company or the effect, if any, that future issuances and sales of securities will have on the market price of any securities of the Company that are issued and outstanding from time to time. Sales or issuances of substantial amounts of securities of the Company, or the perception that such sales or issuances could occur, may adversely affect prevailing market prices for the securities of the Company that are issued and outstanding from time to time. With any additional sale or issuance of securities of the Company, holders will suffer dilution with respect to voting power and may experience dilution in the Company's earnings per share. Moreover, the Company's recent offerings of Common Shares may create a perceived risk of dilution resulting in downward pressure on the price of the Company's issued and outstanding Common Shares, which could contribute to progressive declines in the prices of such securities.

***The Company is subject to the rules and regulations of the TSX and NYSE American***

The Company is subject to the rules and regulations of the NYSE American and the TSX. Further, in order to maintain compliance with all continued listing requirements, the Company pays legal, accounting and compliance fees to advisors and regulatory organizations. Any changes to rules, regulations, policies or guidelines issued by regulatory authorities may impact the risk of non-compliance. There is no assurance that the Company will be able to comply with the applicable NYSE American or TSX continued listing standards or maintain its listing status on either the TSX or NYSE American. Any failure to comply with applicable continued listing requirements and regulations may result in the delisting of the Common Shares from the TSX and/or the NYSE American. Any voluntary or involuntary delisting may have material adverse effects on the Company's business and financial condition.

***Absolute assurance on financial statements***

The Company prepares its financial statements in accordance with accounting policies and methods prescribed by International Financial Reporting Standards. In the preparation of financial statements, management may need to rely upon assumptions, make estimates or use their best judgment in determining the financial condition of the Company. In order to have a reasonable level of assurance that financial transactions are properly authorized, assets are safeguarded against unauthorized or improper use and transactions are properly recorded

and reported, the Company has implemented and continues to analyze its internal control systems for financial reporting. Although the Company believes that its financial reports and financial statements are prepared with reasonable safeguards to ensure reliability, the Company cannot provide absolute assurance in that regard.

***The Company is a Canadian company and this could have an impact on enforcement of civil liabilities obtained under U.S. securities laws***

The Company is a corporation existing under the laws of Canada and its registered and head office is in Canada. Most of the Company's directors and officers are residents of Canada or otherwise reside outside of the United States, and a substantial portion of their assets, and a substantial portion of the Company's assets, are located outside the United States. As a result, it may be difficult to serve process on the Company or such other persons, to effect service of process within the United States on certain of the Company's directors and officers or enforce judgments obtained in the United States courts against the Company or certain of the Company's directors and officers based upon the civil liability provisions of United States federal securities laws or the securities laws of any state of the United States. Enforcement by investors of civil liabilities under the United States federal or state securities laws may be affected adversely by these facts.

There is some doubt as to whether a judgment of a United States court based solely upon the civil liability provisions of United States federal or state securities laws would be enforceable in Canada against the Company or its directors and officers. There is also doubt as to whether an original action could be brought in Canada against the Company or its directors and officers to enforce liabilities based solely upon United States federal or state securities laws.

***Uninsured or uninsurable risks***

In the course of exploration, development and production of mineral properties, several risks and, in particular, unexpected or unusual geological or operating conditions, may occur. Such risks and hazards may include adverse environmental conditions, industrial accidents, labour disputes, social unrest, political or economic instability, unusual or unexpected geological conditions, ground or slope failures, cave-ins, catastrophic equipment failures, changes in the regulatory environment, and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in mining, monetary losses, and possible legal liability.

Although the Company will maintain insurance to protect against certain risks in such amounts as it considers reasonable, its insurance will not cover all the potential risks associated with a mining company's operations. Furthermore, the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Should such aforementioned liabilities arise, they could have a material adverse effect on the results of the Company's operations, cash flow, financial condition, and business, they could reduce or eliminate any future profitability, and they could result in an increase in costs and a decline in value of the common shares.

As of the date of this AIF, the Company is not insured against environmental risks. Insurance against environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) has not been generally available to companies within the industry. Without such insurance, and if the Company becomes subject to environmental liabilities, the payment of such liabilities would reduce or eliminate its available funds or could exceed the funds the Company has to pay such liabilities and result in bankruptcy. Should the Company be unable to fund fully the remedial cost of an environmental problem, it might be required to enter into interim compliance measures pending completion of the required remedy.

***The Company's information technology systems may be vulnerable to disruption which could place its systems at risk from data loss, operational failure, or compromise of confidential information***

The Company relies on various information technology systems, and on third party developers and contractors, in connection with operations, including production, equipment operation and financial support systems. While the Company regularly obtains and develops solutions to monitor the security of its systems, it remains vulnerable to disruption, damage or failure from a variety of sources, including errors by employees or contractors, computer viruses, cyber-attacks including phishing, ransomware, and similar malware, misappropriation of data by outside parties, and various other threats. Techniques used to obtain unauthorized access or sabotage systems are under continuous and rapid evolution, which may deter efforts to detect disruption of data and systems in advance. Breaches and unauthorized access carry the potential to cause losses of production, operational delays, equipment failure that could cause other risks to be realized, inaccurate recordkeeping, or disclosure of confidential information, any of which could result in financial losses and regulatory or legal exposure and could have a material adverse effect on the Company's cash flows, financial condition or results of operations.

***Accessibility and reliability of existing local infrastructure***

The Company's mining, processing, development and exploration activities depend, to some degree, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important considerations, which affect capital and operating costs. The lack of availability on acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploitation or development of the Company's projects. If adequate infrastructure is not available in a timely manner, the exploitation or development of the Company's projects may not be commenced or completed on a timely basis, if at all. In addition, the resulting operations may not achieve the anticipated production volume, or the construction costs and ongoing operating costs associated with the exploitation and/or development of the Company's advanced projects will be higher than anticipated. Unusual or infrequent weather phenomena, sabotage,

government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations and profitability.

***Risks and uncertainties related to the repatriation of funds from foreign subsidiaries***

The Company expects to generate cash flow and profits at its foreign subsidiaries and may need to repatriate funds from those subsidiaries to fulfill its business plans, in particular in relation to ongoing expenditures at its exploration and development assets. The Company may not be able to repatriate funds or may incur tax payments or other costs when doing so, as a result of a change in applicable law or tax requirements at local subsidiary levels or at the parent level, which costs could be substantial.

***U.S. Foreign Corrupt Practices Act and similar worldwide anti-bribery laws***

The *Foreign Corrupt Practices Act* (United States) and the *Corruption of Foreign Public Officials Act* (Canada) and anti-bribery laws in other jurisdictions generally prohibit companies and their intermediaries from making improper payments for the purpose of obtaining or retaining business or other commercial advantage. The Company's policies mandate compliance with these anti-bribery laws, which often carry substantial penalties. The Company operates in jurisdictions that have experienced governmental and private sector corruption to some degree and, in certain circumstances, strict compliance with anti-bribery laws may conflict with certain local customs and practices. There can be no assurance that the Company's internal control policies and procedures will always protect it from reckless or other inappropriate acts committed by the Company's affiliates, employees or agents. Violations of these laws, or allegations of such violations, could have a

material adverse effect on the Company's reputation, as well as business, financial position and results of operations and could cause the market value of the Company's common shares to decline.

***Tax considerations***

*Mexico*

Corporate profits in Mexico are taxed only by the Federal Government. Previously, there were two federal taxes in Mexico that applied to the Company's operations in Mexico: corporate income tax and a Flat Rate Business Tax ("IETU"). Mexican corporate income tax was calculated based on gross revenue less deductions for all refining and smelting charges, direct operating costs, all head office general and administrative costs, and depreciation deductions as applicable at a corporate income tax rate in Mexico of 30%. The IETU was a cash-based minimum tax that applies in addition to the corporate income tax. The tax was applicable to the taxpayer's net income from the (i) sale of goods; (ii) performance of independent services; and (iii) lease of goods at the rate of 16.5% during 2008, 17% during 2009, 17.5% during 2010, 2011 and 2013.

In late 2013, a new income Tax Law was enacted in Mexico ("Mexican Tax Reform") which became effective January 1, 2014. Key provisions of the Mexican Tax Reform that may affect the Company consist of:

- New 7.5% mining royalty. This royalty is deductible for tax purposes and is calculated as 7.5% of a royalty base which is computed as taxable revenues (except interest and inflationary adjustments), less allowable deductions for income tax purposes (except interest, inflationary adjustment, depreciation and mining fees), less prospecting and exploration expenses for the year;
- New environmental duty of 0.5% of gross income arising from the sale of gold and silver;
- Corporate income tax rate to remain at 30%, eliminating the scheduled reduction to 29% in 2014 and to 28% in 2015;
- Elimination of the IETU;
- Elimination of the option for depreciation of capital assets on an accelerated basis;
- Elimination of 100% deduction on exploration expenses for locating and quantifying new deposits in pre-operating periods. These exploration costs will be amortized on a straight-line basis over 10 years; and
- Reduction of deductibility for various employee fringe benefits; and imposes a 10% withholding tax on dividends distributed to resident individuals or foreign residents (including foreign corporations). According to the Mexico-Canada tax treaty, this dividend withholding tax rate may be reduced to 5%.

*United States*

Changes to U.S. tax laws (which changes may have retroactive application) could adversely affect Americas Gold and Silver or holders of Americas Gold and Silver common shares. In recent years, many changes to U.S. federal income tax laws have been proposed and made, and additional changes to U.S. federal income tax laws are likely to continue to occur in the future.

The U.S. Congress is currently considering numerous items of legislation which may be enacted prospectively or with retroactive effect, which legislation could adversely impact Americas Gold and Silver's financial performance and the value of Americas Gold and Silver's common shares. Additionally, states in which Americas Gold and Silver operates or owns assets may impose new or increased taxes. If enacted, most of the proposals would be effective for the current or later years. The proposed legislation remains subject to change, and its impact on Americas Gold and Silver and holders of Americas Gold and Silver's common shares is uncertain.

In addition, the Inflation Reduction Act of 2022 includes provisions that impact the U.S. federal income taxation of corporations. Among other items, this legislation includes provisions that impose a minimum tax on the book income of certain large corporations and an excise tax on certain corporate stock repurchases that would be imposed on the corporation purchasing such stock. It remains unclear how this legislation will be implemented by the U.S. Department of the Treasury and Americas Gold and Silver cannot predict how this legislation or any future changes in tax laws might affect Americas Gold and Silver or holders of Americas Gold and Silver's common shares.

U.S. holders of Americas Gold and Silver common shares should be aware that Americas Gold and Silver believes it was not classified as a passive foreign investment company within the meaning of Section 1297 of the U.S. Internal Revenue Code of 1986, as amended ("PFIC") for its most recently completed tax year, and based on current business plans and financial expectations, Americas Gold and Silver expects that it will likely not be a PFIC for the current tax year. No opinion of legal counsel or ruling from the IRS concerning the status of Americas Gold and Silver as a PFIC has been obtained or is currently planned to be requested. PFIC classification is fundamentally factual in nature, generally cannot be determined until the close of the tax year in question, and is determined annually. Consequently, there can be no assurance that Americas Gold and Silver will not become a PFIC for any tax year during which U.S. holders own Americas Gold and Silver shares.

If Americas Gold and Silver is a PFIC for any year during a U.S. holder's holding period, then such U.S. holder generally will be required to treat any gain realized upon a disposition of Americas Gold and Silver common shares, or any "excess distribution" received on its Americas Gold and Silver common shares, as ordinary income, and to pay an interest charge on a portion of such gain or distribution, unless the U.S. holder makes a timely and effective "qualified electing fund" election ("QEF Election") or a "mark-to-market" election with respect to its

Americas Gold and Silver common shares. A U.S. holder who makes a QEF Election generally must report on a current basis its share of Americas Gold and Silver's net capital gain and ordinary earnings for any year in which Americas Gold and Silver is a PFIC, whether or not Americas Gold and Silver distributes any amounts to its shareholders. However, U.S. holders should be aware that there can be no assurance that Americas Gold and Silver will satisfy the record keeping requirements that apply to a QEF, or that Americas Gold and Silver will supply U.S. holders with information that such U.S. holders require to report under the QEF Election rules, in the event that Americas Gold and Silver is a PFIC and a U.S. holder wishes to make a QEF Election. Thus, U.S. holders may not be able to make a QEF Election with respect to their Americas Gold and Silver common shares. A U.S. holder who makes a mark-to-market election generally must include as ordinary income each year the excess of the fair market value of the Americas Gold and Silver common shares over the taxpayer's basis therein. Each U.S. holder should consult its own tax advisors regarding the PFIC rules and the U.S. federal income tax consequences of the acquisition, ownership, and disposition of Americas Gold and Silver common shares.

There is a risk that Americas Gold and Silver will be classified as a controlled foreign corporation, or CFC, for U.S. federal income tax purposes. Americas Gold and Silver will generally be classified as a CFC if more than 50% of the Company's outstanding shares, measured by reference to voting power or value, are owned (directly, indirectly or by attribution) by "U.S. Shareholders." For this purpose, a "U.S. Shareholder" is any U.S. person that owns directly, indirectly or by attribution, 10% or more of the voting power or value of Americas Gold and Silver's outstanding shares. If Americas Gold and Silver is classified as a CFC, a U.S. Shareholder may be subject to U.S. income taxation at ordinary income tax rates on all or a portion of Americas Gold and Silver's undistributed earnings and profits attributable to "subpart F income", may be required to take into account its pro rata share of Americas Gold and Silver's "tested income" and certain other amounts in determining such U.S. Shareholder's global intangible low-taxed income, and may also be subject to tax at ordinary income tax rates on any gain realized on a sale of common shares, to the extent of Americas Gold and Silver's current and accumulated earnings and profits attributable to such shares. The CFC rules are complex and U.S. Shareholders of Americas Gold and Silver's common shares should consult their own tax advisors regarding the possible application of the CFC rules to them in their particular circumstances.

***Climate change***

Extreme weather events (for example, prolonged drought, or the increased frequency and intensity of storms) have the potential to disrupt the Company's operations and the transportation routes that the Company uses. The Company's ability to conduct mining operations depends upon access to the volumes of water that are necessary to operate its mines and processing facilities. Changes in weather patterns and extreme weather events, either due to normal variances in weather or due to global climate change, could adversely impact the Company's ability to secure the necessary volumes of water to operate its facilities.

For example, the Cosalá Operations and Galena Complex have in the past experienced damage from flooding during periods of excessive rain. Increased precipitation, either due to normal variances in weather or due to global climate change, could result in flooding that may adversely impact mining operations and could damage the Company's facilities, plant and operating equipment at the Company's properties. Accordingly, extreme weather events and climate change may increase the costs of operations and may disrupt operating activities, either of which would adversely impact the profitability of the Company.

***Regulations and pending legislation governing issues involving climate change, ESG and DEI could result in increased operating and capital costs which could have a material adverse effect on the Company's business***

The production of metals concentrates is an energy-intensive undertaking that results in a significant carbon footprint. The Company utilizes electricity, diesel fuel, and gasoline to directly or indirectly to produce metal.

A number of governments or governmental bodies have introduced or are contemplating regulatory changes in response to the potential impacts of climate change that are viewed as the result of emissions from the combustion of carbon-based fuels. At the 21st Conference of the Parties of the United Nations Framework Convention on Climate Change held in Paris in 2015, the Paris Agreement was adopted which was intended to govern emission reductions beyond 2020. The Paris Agreement went into effect in November 2016 when countries that produce at least 55% of the world's greenhouse gas emissions ratified the agreement. While there are no immediate impacts to business from the Paris Agreement, the goal of limiting global warming to "well below 2ºC" will be taken up at national levels.

Some of the countries in which the Company operates have implemented, and are developing, laws and regulations related to climate change and greenhouse gas emissions. In December 2009, the United States EPA issued an endangerment finding under the U.S. Clean Air Act that current and projected concentrations of certain mixed greenhouse gases, including carbon dioxide, in the atmosphere threaten the public health and welfare. Additionally, the United States and China signed a bilateral agreement in November 2014 that committed the United States to reduce greenhouse gas emissions by an additional 26% to 28% below 2005 levels by the year 2025. The EPA in August 2015 issued final rules for the Clean Power Plan under Section 111(d) of the Clean Air Act designed to reduce greenhouse gas emissions at electric utilities in line with reductions planned for the compliance with the Paris Agreement. On June 19, 2019, the EPA as part of a regulatory review repealed the Clean Power Plan and replaced it with the Affordable Clean Energy rule which eliminates most of the emission reduction standards included in the Clean Power Plan. On January 19, 2021, the D.C. Circuit vacated the Affordable Clean Energy rule and remanded to the Environmental Protection Agency for further proceedings consistent with its opinion.

Legislation and increased regulation and requirements regarding climate change could impose increased costs on the Company and its venture partners and suppliers, including increased energy, capital equipment, environmental monitoring and reporting and other costs to comply with such regulations.

The Company may also be impacted by conflicting expectations relating to environmental, social and governance (" **ESG**"). While Canadian regulators have increased expectations relating to ESG practices and disclosure, "anti-ESG" sentiment has gained momentum across the U.S. A growing number of U.S. governmental bodies (state and federal) have enacted, proposed or indicated an intent to pursue "anti-ESG" policies and legislation or issued related legal opinions, including in respect of ESG and diversity, equity and inclusion ("**DEI**") initiatives in the private sector. State governments and regulators have also increased their focus on ESG practices of large U.S. entities conducting business in their states, particularly with respect to climate risk and greenhouse gas emissions. This includes conflicting state level considerations on ESG practices that reflect the political polarization surrounding ESG in the U.S.

Practices and disclosures relating to ESG matters (including but not limited to climate change and emissions, DEI, data security and privacy, ethical sourcing, and water, waste and ecological management) continue to attract increasing scrutiny by stakeholders. In response to potential "anti- ESG" sentiment, it is possible that proponents of ESG measures will become galvanized and increase their efforts to compel or pressure corporations with operations in the U.S. to advance such initiatives. If the Company does not successfully manage expectations across varied stakeholder interests, it could erode trust and impact the Company's reputation. Failure to implement the policies and

practices as requested or expected by stakeholders may result in such investors reducing their investment in the Company, or not investing at all. Navigating varying expectations of policymakers and other stakeholders has inherent costs, and any failure to successfully navigate such expectations may expose the Company to negative publicity, shareholder activism, litigation, investigations and enforcement actions or other engagement from both pro- and anti-ESG stakeholders. Addressing changing ESG regulations and practices can involve significant costs and require a significant time commitment from the Board, management of the Company and employees of the Company. The Company's response to addressing ESG matters and any negative perception thereof can also impact its reputation, business prospects, ability to hire and retain qualified employees, and vulnerability to activist shareholders. Such risks could adversely affect the Company's future business operations and profitability.

***Additional reporting requirements may apply if Americas Gold and Silver loses its status as a "Foreign Private Issuer" under the U.S. Exchange Act***

Americas Gold and Silver is currently considered a "foreign private issuer" under the rules of the SEC. However, it may lose its "foreign private issuer" status at future assessment dates. The Company may in the future lose its foreign private issuer status if a majority of the common shares are owned of record in the United States and the Company fails to meet the additional requirements necessary to avoid loss of foreign private issuer status.

As a foreign private issuer, Americas Gold and Silver is subject to the reporting requirements under the Securities Exchange Act of 1934, as amended, (the "U.S. Exchange Act") applicable to foreign private issuers. Americas Gold and Silver is required to file its annual report on Form 40-F with the SEC at the time it files its annual information form with the applicable Canadian securities regulatory authorities. In addition, Americas Gold and Silver must furnish reports on Form 6-K to the SEC regarding certain information required to be publicly disclosed by Americas Gold and Silver in Canada or filed with the TSX and which was made public by the TSX, or regarding information distributed or required to be distributed by Americas Gold and Silver to its shareholders. Moreover, although Americas Gold and Silver is required to comply with Canadian disclosure requirements, in some circumstances Americas Gold and Silver is not required to file periodic reports and financial statements with the SEC as frequently or as promptly as United States companies that have securities registered under the U.S. Exchange Act. Americas Gold and Silver is permitted to file financial statements in accordance with IFRS as issued by International Accounting Standards Board, and therefore does not file financial statements prepared in accordance with generally accepted accounting principles in the United States as do United States companies that file reports with the SEC. Furthermore, Americas Gold and Silver is not required to comply with the United States proxy rules or with Regulation FD, which addresses certain restrictions on the selective disclosure of material information, although it must comply with Canadian disclosure requirements. Americas Gold and Silver also presents information regarding mineral resources and reserves in accordance with NI 43-101 rather than in compliance with Subpart 1300 of Regulation S-K, the requirements of the SEC applicable to domestic United States reporting companies and foreign private issuers that are not eligible for the Canada-U.S. multijurisdictional disclosure system. In addition, among other matters, Americas Gold and Silver's officers, directors and principal shareholders are exempt from the reporting and "short-swing" profit recovery provisions of Section 16 of the U.S. Exchange Act and the rules under the U.S. Exchange Act with respect to their purchases and sales of Americas Gold and Silver common shares. Therefore, the Company's securityholders may not know on as timely a basis when its officers, directors and principal shareholders purchase or sell securities of the Company as the reporting periods under the corresponding Canadian insider reporting requirements are longer. Americas Gold and Silver also presents information regarding mineral resources and reserves in accordance with NI 43-101 rather than the requirements of the SEC applicable to domestic United States reporting companies.

If Americas Gold and Silver loses its status as a foreign private issuer, it will no longer be exempt from such rules and, among other things, will be required to file periodic reports and financial statements with the content and in the form required as if it were a domestic United States reporting company, and will incur additional costs to make such filings. The regulatory and compliance costs to the Company under United States federal securities laws as a domestic United States reporting company may be significantly more than the costs the Company incurs as a Canadian foreign private issuer eligible to use the multijurisdictional disclosure system. Additionally, if the Company ceases to be a foreign private issuer or loses its eligibility to file its annual report on Form 40-F pursuant to the multijurisdictional disclosure system, then the Company will be subject to Subpart 1300 of Regulation S-K, which differs from the requirements of NI 43-101.

***Americas Gold and Silver may incur increased costs as a reporting company whose common shares are publicly traded in the United States if Americas Gold and Silver were to lose its eligibility to use the multijurisdictional disclosure system, and our management would be required to devote substantial time to new compliance initiatives***

If Americas Gold and Silver loses eligibility to report under the multijurisdictional disclosure system, as a public company whose shares are publicly traded in the United States and reporting under the Exchange Act, the Company would incur significant legal, accounting and other expenses that it would not incur as a company reporting under the multijurisdictional disclosure system. The Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act and other applicable securities rules and regulations impose various requirements on public companies in the United States. Senior management of the Company and other personnel would need to devote a substantial amount of time to these compliance initiatives. Moreover, these rules and regulations would increase legal and financial compliance costs and would make some activities more time-consuming and costly.

***Americas Gold and Silver may incur increased costs in the transition from emerging growth company status if Americas Gold and Silver were to lose certain exemptions from the provisions of Sarbanes-Oxley Act of 2002, and our management would be required to devote key substantial time to new compliance initiatives***

Until December 31, 2024, as a SEC reporting company with less than $1.235 billion in gross revenue, Americas Gold and Silver qualified as an "emerging growth company" under the U.S. Jumpstart Our Business Startups Act, as amended from time to time. As an emerging growth company, the Company was exempt from Section 404(b) of the Sarbanes-Oxley Act of 2002 ("**SOX**"), which generally requires that a public company's registered public accounting firm provide an attestation report relating to management's annual assessment of internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the U.S. Exchange Act. The status of an emerging growth company is retained until the earliest of (a) the last day of the fiscal year in which a company has annual gross revenues of $1.235 billion or more; (b) the last day of the fiscal year following the fifth anniversary of the date of the first sale of the company's common stock pursuant to an effective registration statement under the Securities Act of 1933; (c) the date on which the company has, during the previous three-year period, issued more than $1 billion in nonconvertible debt; or (d) the date on which the company becomes a "large accelerated filer", as defined in Rule 12b-2 under the U.S. Exchange Act.

Americas Gold and Silver is a neither a "large accelerated filer" or an "accelerated filer", as defined in Rule 12b-2 under the U.S. Exchange Act ("**Non-Accelerated Filer**"). As a result, the Company is exempt from the requirement to provide an attestation report relating to management's assessment of internal control over financial reporting for the year ended December 31, 2024, as defined in Rules 13a-15(f)

and 15d-15(f) under the U.S. Exchange Act, in order to comply with Section 404(b) of SOX.

For so long as Americas Gold and Silver continues to qualify as a Non-Accelerated Filer, it will be exempt from certain requirements applicable to other reporting companies that are not Non-Accelerated Filers, including the requirement to include an auditor attestation report relating to internal control over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act in its annual reports filed under the U.S. Exchange Act, even if it does not qualify as a “smaller reporting company”.

As a foreign private issuer, Americas Gold and Silver will continue to remain exempt from the disclosure obligations regarding executive compensation in periodic reports and proxy statements, and to not present to its stockholders a nonbinding advisory vote on executive compensation, obtain approval of any golden parachute payments not previously approved, or present the relationship between executive compensation actually paid and such issuer’s financial performance and will not become subject to such requirements, unless Americas Gold and Silver also ceases to be a “foreign private issuer”.

***Cybersecurity risk***

The Company's operations depend, in part, upon information technology systems. The Company's information technology systems are subject to disruption, damage or failure from a number of sources, including, but not limited to, hacking, computer viruses, security breaches, natural disasters, power loss, vandalism, theft and defects in design. Any of these and other events could result in information technology systems failures, operational delays, production downtimes, destruction or corruption of data, security breaches or other manipulation or improper use of the Company's data, systems and networks, any of which could have adverse effects on the Company's reputation, business, results of operations, financial condition and share price.

The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect the Company's systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority. As

cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

***Conflicts of interest***

Certain of the Company's directors and officers also serve as directors and/or officers of other companies involved in natural resource exploration and development, and consequently there exists the possibility for such directors and officers to have interests that conflict with the Company's interests. Situations may arise in connection with potential investments where the other interests of the Company's directors conflict with its interests. As such, conflicts of interest may arise that may influence these persons in evaluating possible acquisitions or in generally acting on the Company's behalf, as they may pursue opportunities that would then be unavailable to the Company. In the event that the Company's directors are subject to conflicts of interest, there may be a material adverse effect on its business.

## DIVIDENDS

The Company has not, since its incorporation, paid any dividends on any of the Common Shares and it is not contemplated that any dividends will be declared on the Common Shares in the immediate or foreseeable future. The directors of the Company will determine any future dividend policy on the basis of earnings, the Company's financial position and other relevant factors.

## GENERAL DESCRIPTION OF CAPITAL STRUCTURE

The Company is authorized to issue an unlimited number of Common Shares and 8,000,000 preferred shares ("Preferred Shares"). As of March 17, 2025, 637,665,827 common shares were issued, and outstanding and nil Preferred Shares were outstanding.

Holders of Common Shares are entitled to receive dividends, if any, as and when declared by the Board out of monies properly applicable to

the payment of dividends, in such amount and in such form as the Board may from time to time determine, and all dividends which the Board may declare on the Common Shares shall be declared and paid in equal amounts per share on all Common Shares at the time outstanding. In the event of the dissolution, liquidation or winding-up of the Company, whether voluntary or involuntary, or any other distribution of assets of the Company among its shareholders for the purpose of winding up its affairs, the holder of the Common Shares shall be entitled to receive the remaining property and assets of the Company.

As of March 17, 2025, there were 25,666,666 options outstanding which are exchangeable into Common Shares. The number of Common Shares issuable on the exercise of warrants is 29,884,100. See "*Note 19 – Share capital*" to the 2024 Annual Financial Statements for additional information regarding the Company's convertible securities.

The following table summarizes the Company's Warrants outstanding as of December 31, 2024.

| Number of warrants | Exercise price (CAD) | Issuance date | Expiry date |
|---|---|---|---|
| 17,600 | 0.30 | Mar 2024 | Mar 27, 2026 |
| 3,500,000 | 0.55 | Jun 2023 | Jun 21, 2026 |
| 750,000 | 0.55 | Oct 2023 | Oct 30, 2026 |
| 24,955,600 | 0.40 | Mar 2024 | Mar 27, 2027 |
| 6,000,000 | 0.42 | Aug 2024 | Aug 14, 2027 |
| 35,223,200 | | | |

Ratings

To the best of its knowledge, the Company is not aware of any ratings, including provisional ratings, from rating organizations for the Company's securities that are outstanding and continue in effect.

## MARKET FOR SECURITIES

The Common Shares are traded on the TSX under the symbol “USA”. The closing price of the Common Shares on the TSX on December 31, 2024 was C$0.56 and on March 17, 2025 was C$0.78 The Common Shares are traded on the NYSE American under the symbol “USAS”. The closing price of the Common Shares on the NYSE American on December 31, 2024 was $0.38 and on March 17, 2025 was $0.55.

The following table sets forth the high and low market prices and the volume of the Common Shares traded on the TSX during the periods indicated:

| Period | High (C$) | Low (C$) | Total Volume |
|---|---|---|---|
| January 2024 | 0.34 | 0.28 | 2,191,221 |
| February 2024 | 0.32 | 0.28 | 1,459,236 |
| March 2024 | 0.37 | 0.28 | 5,830,040 |
| April 2024 | 0.43 | 0.29 | 9,881,223 |
| May 2024 | 0.49 | 0.34 | 5,424,169 |
| June 2024 | 0.46 | 0.30 | 2,418,385 |
| July 2024 | 0.40 | 0.32 | 3,784,172 |
| August 2024 | 0.39 | 0.29 | 2,821,218 |
| September 2024 | 0.44 | 0.31 | 4,589,247 |
| October 2024 | 0.75 | 0.41 | 13,585,106 |
| November 2024 | 0.66 | 0.50 | 10,616,009 |
| December 2024 | 0.62 | 0.50 | 6,331,113 |
| January 20245 | 0.78 | 0.56 | 14,045,252 |
| February 2025 | 0.84 | 0.65 | 18,373,042 |

| | | | |
|---|---|---|---|
| March 1-17, 2025 | 0.80 | 0.64 | 8,489,966 |

The following table sets forth the high and low market prices and the volume of the Common Shares traded on the NYSE American during the periods indicated:

| Period | High ($) | Low ($) | Total Volume |
|---|---|---|---|
| January 2024 | 0.25 | 0.20 | 863,122 |
| February 2024 | 0.24 | 0.20 | 806,795 |
| March 2024 | 0.28 | 0.20 | 13,375,381 |
| April 2024 | 0.31 | 0.21 | 2,599,404 |
| May 2024 | 0.37 | 0.25 | 2,360,006 |
| June 2024 | 0.35 | 0.22 | 810,768 |
| July 2024 | 0.39 | 0.24 | 969,126 |
| August 2024 | 0.39 | 0.21 | 1,501,125 |
| September 2024 | 0.32 | 0.22 | 1,469,399 |
| October 2024 | 0.54 | 0.30 | 5,006,896 |
| November 2024 | 0.48 | 0.33 | 3,087,197 |
| December 2024 | 0.44 | 0.35 | 1,058,237 |
| January 2025 | 0.54 | 0.38 | 1,321,226 |
| February 2025 | 0.60 | 0.46 | 4,513,160 |
| March 1-17, 2025 | 0.56 | 0.44 | 877,429 |

## DIRECTORS AND OFFICERS

***Name, Occupation and Security Holding***

The table below sets forth the name, province or state and country of residence, position with the Company, principal occupation during the previous five years and the number of voting securities beneficially owned, directly or indirectly, or over which control or direction is exercised, for the directors and executive officers of the Company.

As of December 31, 2024, directors and executive officers of the Company, as a group, beneficially owned, directly or indirectly, or exercised control or direction over an aggregate of 37,185,895 Common Shares representing approximately 6.26% of its issued and outstanding Common Shares.

The terms of the directors of the Company expire at the annual general meeting of shareholders where they can be nominated for re-election. The officers hold their office at the discretion of the Board, but typically on an annual basis, after the annual general meeting, the directors pass resolutions to appoint officers and constitute committees.

| **Name and Residence and Position with the Company** | **Principal Occupation for Five Preceding Years** | **Number of Company Shares Owned** |
|---|---|---|
| **DIRECTORS** | | |

| | | |
|---|---|---|
| Paul Huet<br>Chairman of the Board<br>Chief Executive Officer<br>Reno, Nevada<br><br>Director since December 19, 2024 | Mr. Huet is the Chairman and Chief Executive Officer of Americas Gold and Silver Corporation. Mr. Huet served as the Executive Chairman of Karora Resources Inc. from February 25, 2019 until July 18, 2019, when he was appointed Chairman and interim Chief Executive Officer. The “interim” portion of his title was removed in August 2019, and Mr. Huet served as Chairman and Chief Executive Officer of Karora Resources Inc. until its acquisition by Westgold Resources Limited in August 2024. Previously, Mr. Huet was President, Chief Executive Officer and Director of Klondex Mines from 2012 - 2018, until its acquisition by Hecla Mining Company. Mr. Huet has a strong command of capital markets and has served in all levels of engineering and operations of Mining. Mr. Huet graduated with Honors from the Mining Engineering Technology program at Haileybury School of Mines in Ontario, and successfully completed the Stanford Executive program at the Stanford School of Business. In 2013 Mr. Huet was nominated for the Premiers Award in Ontario for outstanding College graduates; he is currently a member of OACETT as an applied Science Technologist and an Accredited Director.<br><br>Mr. Huet serves as Chair of the Board of Directors (“ **Board**”) and Chair of the Sustainability & Technical Committee (“**S&T**”) | 21,380,934 |

| Name and Residence and Position with the Company | Principal Occupation for Five Preceding Years | Number of Company Shares Owned |
| --- | --- | --- |

| | | |
|---|---|---|
| Scott Hand<br>Director<br>Ontario, Canada<br><br>Director since<br>December 19, 2024 | Mr. Hand is a founder and Executive Chairman of Kharrouba Copper Company Inc. (copper mining and processing in Morocco), Lead Director of Boyd Biomedical LLC (services and products to the medical and life science industries in the U.S.), and a director of Culico Metals Inc. He is a former Lead Director (and prior to that, Executive Chairman) of Karora Resources Inc. (sold to Westgold Resources Limited in 2024), director of Fronteer Gold Inc. (sold to Newmont Mining in 2011), Legend Gold Corp., Chinalco Mining Corporation International (copper mining in Peru) and Manulife Financial Corporation. Mr. Hand was the Chairman and Chief Executive Officer of Inco Limited from April 2002 until he retired from Inco in January 2007. Prior to that, Mr. Hand was President of Inco Limited and held positions in Strategic Planning, Business Development and Law. Mr. Hand received a Bachelor of Arts degree from Hamilton College in 1964, a Juris Doctorate degree from Cornell University in 1969 and an Honorary degree from Memorial University of Newfoundland and Labrador in 2005. He served in the United States Peace Corps in Ethiopia from 1964 to 1966.<br><br>Mr. Hand serves as a member of the Compensation and Corporate Governance Committee | 1,795,879 |
| Peter Goudie<br>Director<br>New South Wales, Australia<br><br>Director since December 19, 2024 | Mr. Goudie is currently retired from full-time employment. Mr. Goudie currently serves as a director of Culico Metals Inc. and served as a director of Karora Resources Inc. from July 2008 to August 2024. He was also Executive Vice President (Marketing) of Inco Limited and then Vale Inco from January 1997 to February 2008. Mr. Goudie was responsible for the strategy, negotiation, construction and operation of Inco's joint venture production projects in Asia. He was employed with Inco since 1970 in increasingly more senior accounting and financial roles in Australia, Indonesia, Singapore and Hong Kong, before becoming Managing Director (later President and Managing Director) of Inco Pacific Ltd. in Hong Kong in 1988. He is an Australian CPA.<br><br>Mr. Goudie serves as Chair of the Compensation and Corporate Governance Committee. | 1,795,879 |

| Name and Residence and Position with the Company | Principal Occupation for Five Preceding Years | Number of Company Shares Owned |
|---|---|---|
| Bradley R. Kipp<br>Director<br>Ontario, Canada<br><br>Director since:<br>June 12, 2014<br>(Americas Gold and Silver since September 3, 2019, Americas Silver since June 12, 2014) | Mr. Kipp is currently a director and the Chair of the Audit Committee of Americas Gold and Silver (since June 2014); a director of Haventree Bank since June 2008 (a federally regulated Schedule I Bank supervised by the Office of the Superintendent of Financial Institutions); and was the Chair of the Audit Committee of Haventree Bank until May 2024, when he rotated off as Chair upon reaching the term limit. Mr. Kipp was a director of Shiny Health & Wellness Corp. (previously ShinyBud Corp.) (TSXV: SNYB); he resigned as a director in September of 2024. Mr. Kipp has over 30 years' experience specializing in operations, corporate finance and public company reporting in the financial services and mining sector. As part of these activities, he has been Chief Financial Officer and/or a director of several public companies listed on the Toronto and London AIM exchanges. Mr. Kipp is a member of the Chartered Professional Accountants of Canada and a member of the Chartered Financial Analyst Institute. | Nil |
| Gordon E. Pridham<br>Director<br>Ontario, Canada<br><br>Director since:<br>November 10, 2008<br>(Americas Gold and Silver since September 3, 2019; Americas Silver since December 23, 2014; U.S. Silver & Gold since August 13, 2012; and U.S. Silver since November 10, 2008) | Mr. Pridham is Principal of Edgewater Capital. Mr. Pridham has over 25 years of experience in investment banking, capital markets, and corporate banking. He has worked in New York, Calgary, Toronto and Hong Kong for global financial institutions and has financed and advised companies in public and private markets across a broad range of industry sectors. He has served on over 17 boards of which he has chaired five. He is a graduate of the University of Toronto and the Institute of Corporate Directors program | 253,161 |

| Name and Residence and Position with the Company | Principal Occupation for Five Preceding Years | Number of Company Shares Owned |
|---|---|---|
| Lorie Waisberg<br>Director<br>Ontario, Canada<br><br>Director since:<br>July 6, 2011<br>(Americas Gold and Silver since September 3, 2019; Americas Silver since December 23, 2014; U.S. Silver & Gold since August 13, 2012 and RX Gold & Silver since July 6, 2011) | Mr. Waisberg is a corporate director currently serving as a director of Metalex Ventures Ltd. He previously served as a director of Tembec Inc., Primary Energy Recycling, Noront Resources, Chantrell Ventures, US Silver & Gold Inc., OneMove Technologies, Northern Uranium Corp. (formerly MPVC Inc.), and Rapier Gold Inc. Mr. Waisberg was also previously a director and the chair of Keystone North America, RX Gold & Silver Corp., Baja Mining Corp., Arcan Resources, and Chemtrade Logistics Income Fund. Mr. Waisberg has law degrees from the University of Toronto and Harvard University and had a distinguished 30-year legal career as a business law partner of Goodmans LLP in Toronto. He then served as the Executive Vice President, Finance and Administration of Co-Steel Inc., a steel manufacturer, prior to retirement. Mr. Waisberg is also accredited as ICD.D by the Institute of Corporate Directors. Mr. Waisberg is a member of Americas Gold and Silver's Audit Committee and the Compensation and Corporate Governance Committee. | 100,618 |
| **OFFICERS** | | |
| Darren Blasutti<br>President, Mexican Operations<br>Ontario, Canada | Mr. Blasutti is currently the President, Mexican Operations for Americas Gold and Silver. He previously served since July 2011 as director and chief Executive Officer until December 2024. Prior to his tenure at the Company, he was Senior Vice President of Corporate Development for Barrick Gold Corporation until January 2011. At Barrick Gold Corporation, he reported to the Chief Executive Officer and played a lead role in the strategic development of Barrick Gold Corporation for over 13 years, during which time he executed over 25 gold mining transactions including the acquisition of Homestake Mining Company and Placer Dome Inc. and the consolidation of the world class Cortez property from Rio Tinto. Mr. Blasutti also led the creation of Barrick Energy Inc. to hedge Barrick Gold Corporation's exposure to energy prices and was integral to the initial public offering of African Barrick Gold. During his tenure at Barrick, he also led the Investor Relations function. Mr. Blasutti is a member of the Chartered Professional Accountants Canada and was previously at PricewaterhouseCoopers LLP where he planned, supervised and managed audits for a variety of clients. Mr. Blasutti is currently Chairman of Barksdale Resources Corp. | 1,573,687 |

| Name and Residence and Position with the Company | Principal Occupation for Five Preceding Years | Number of Company Shares Owned |
|---|---|---|
| Warren Varga<br>Chief Financial Officer<br>Ontario, Canada | Mr. Varga was formerly the Chief Financial Officer of US Silver & Gold and brings over 20 years of progressive financial leadership and senior management expertise to Americas Gold and Silver. Prior to this, Mr. Varga held the role of Senior Director, Corporate Development at Barrick Gold Corporation. Mr. Varga is a member of the Canadian Institute of Chartered Accountants and a member of the Chartered Financial Analyst Institute. | 126,526 |
| Michael Doolin<br>Chief Operating Officer<br>Reno, Nevada | Mr. Doolin has over 35 years of experience in mining operations and management, with a proven track record of driving significant growth and operational efficiency. While serving as Senior Vice President of Technical Services at Karora, he played a key role in increasing the company's throughput from 340,000 tonnes per annum to 1.6 million tonnes per annum, leading up to its successful merger. As Chief Operating Officer of Klondex, he was instrumental in boosting gold production from 8,000 ounces per year to 200,000 ounces per year, ultimately contributing to the company's acquisition by Hecla.<br><br>In addition to these accomplishments, Mr. Doolin has held leadership roles as CEO and COO of Silver Elephant Mining. His extensive career also includes key positions such as Mill Manager at Great Basin Gold and Metallurgical Lab Lead at McClelland Labs, further demonstrating his deep expertise in metallurgical processing and operational management. | 9,445,983 |
| Peter J. McRae<br>Senior Vice President, Corporate Affairs & Legal Affairs<br>Ontario, Canada | Mr. McRae formerly served as Vice President, General Counsel & Corporate Secretary of U.S. Silver and Gold and brings over 15 years of corporate and commercial experience to Americas Gold and Silver. He was an attorney at Weil, Gotshal & Manges LLP, based in New York, in the firm's transactions group representing some of the largest organizations and private equity firms globally. He is also a director of Barksdale Resources Corp. and, formerly, Guerrero Ventures Inc. (Nomad Royalty Ltd.). Mr. McRae is currently a member of the New York and Ontario Bars and is a certificate holder in Mining Law. | 381 |

| | | |
|---|---|---|
| Stefan Axell*<br>Vice President, Corporate Development & Communications | Mr. Axell brings over 15 years of finance and mining experience to Americas Gold and Silver and was a former equity research analyst.<br><br>Mr. Axell is also a CFA charterholder. | 130,000 |

***Employment ceased effective January 15, 2025**

***Standing Committees of the Board***

There are currently three standing committees of the Board: the Audit Committee, the Compensation and Corporate Governance Committee and the Sustainability & Technical Committee. The following table identifies the members of each of these Committees:

| Board Committee | Committee Members |
|---|---|
| Audit Committee | Bradley Kipp (Chair)<br>Lorie Waisberg<br>Gordon Pridham |

| | |
|---|---|
| Compensation and Corporate Governance Committee | Peter Goudie (Chair)<br>Lorie Waisberg<br>Scott Hand |
| Sustainability & Technical Committee | Paul Huet (Chair) |

**CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES OR SANCTIONS**

Except as stated below, no director or executive officer of the Company is, as at the date hereof, or has been, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company that:

(i) was subject to an order that was issued while the director was acting in the capacity as director, chief executive officer or chief financial officer, or

(ii) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

(i) is, as at the date hereof, or has been, within 10 years before the date hereof, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver-manager or trustee appointed to hold its assets; or

(ii) has, within 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver-manager or trustee appointed to hold the assets of the director or executive officer.

Gordon Pridham was the chairman on the board of directors of CHC Student Housing Inc. (" **CHC**") when CHC was subject to a management cease trade order that was in effect for more than 30 consecutive days. On May 5, 2017, the Ontario Securities Commission (the "**OSC**") issued a management cease trade order against the securities of CHC until CHC prepared and filed its annual audited financial statements, management's discussion and analysis and related certifications for the period ended December 31, 2016. On July 4, 2017, the OSC revoked the management cease trade order after CHC filed all required records.

Brad Kipp was a director of a wholly-owned subsidiary of Shiny Health & Wellness Corp. (" **Shiny Health**"), Shiny Bud Inc. ("**Shiny Bud**"), when, on May 28, 2024, Shiny Bud filed a Notice of Intention to Make a Proposal pursuant to the provisions of the *Bankruptcy and Insolvency Act* (Canada) (the "**BIA**"). On June 5, 2024, the Ontario Securities Commission issued a cease trade order in respect of each security of Shiny Health for it not filing certain annual disclosure. Such cease trade order remains in effect. Subsequently, on November 25, 2024, Shiny Health made an assignment into bankruptcy pursuant to the BIA.

No director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company has been subject to:

(i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

## CONFLICT OF INTEREST

To the best of the Company's knowledge, there are no existing or potential conflicts of interest among the Company, its directors, officers or other insiders of the Company other than as described elsewhere in this AIF, including the following paragraph.

Various officers, directors or other insiders of the Company may hold senior positions with entities involved in the mining industry or otherwise be involved in transactions within the mining industry and may develop or already have other interests outside the Company. If any such conflict of interest arises, a director who is in such a conflict will be required to disclose the conflict to a meeting of the directors of the Company in accordance with the CBCA.

## LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Due to the size, complexity and nature of the Company's operations, various legal and tax matters arise in the ordinary course of business. The Company accrues for such items when a liability is both probable and the amount can be reasonably estimated.

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## INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed in this AIF, director or executive officer of the Company or shareholder holding more than 10% of any outstanding securities of the Company or any associate or affiliate of any such person or company, has or had in the three most recently completed financial years of the Company any material interest, direct or indirect, in any transaction that has materially affected or will materially affect the Company or any of its subsidiaries.

## TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar of the Company is Computershare Investor Services Inc., (" **Computershare**"). Computershare's principal location for the Common Shares and the Preferred Non-Voting Shares is located at 100 University Avenue, 8th Floor, Toronto, ON, M5J 2Y1.

## MATERIAL CONTRACTS

Aside from contracts entered into in the ordinary course of business and not required to be filed under section 12.2 of National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**"), the following are the only contracts regarded as material which were entered into by the Company within the most recently completed fiscal year or before the most recently completed fiscal year that are still in effect:

- The Precious Metals Delivery and Purchase Agreement with Sandstorm Gold Ltd., see under " *General Development of the Business – Three Year History – Fiscal 2022 and 2023*" in this AIF for further information
- The Credit and Offtake agreement with Trafigura PTE Ltd. see under *"General Development of the Business – Three Year History – Fiscal 2024"* in this AIF for further information.
- The Acquisition Agreement with Eric Sprott, see under *"General Development of the Business – Three Year History Fiscal 2024"* in this AIF for further information.

## INTEREST OF EXPERTS

The following persons, firms and companies named below have prepared or certified a statement or report described or included in a filing, or referred to in a filing, made under NI 51-102 by the Company during, or relating to, the Company's most recently completed financial year and whose profession, or business gives rise to the report or statement or opinion made by the person or company:

The San Rafael Technical Report was prepared by Daren Dell, P.Eng., Shawn Wilson, P.Eng., Niel de Bruin, P.Geo., and James Stonehouse, SME (RM), all of whom are Qualified Persons for the purposes of NI 43-101.

The Galena Technical Report was prepared by Mr. James R. Atkinson, P. Geo., Mr. Daniel H. Hussey, C.P.G. and Mr. Daren Dell, P. Eng., all of whom are Qualified Persons for the purposes of NI 43-101.

Mr. Chris McCann P.Eng., Vice President Technical Services is a Qualified Person for the purposes of NI 43-101 and have reviewed and approved certain technical disclosure in this AIF.

The Company's auditors are PricewaterhouseCoopers LLP, Chartered Professional Accountants, who have prepared a report of independent registered public accounting firm dated March 27, 2025 in respect of the Company's consolidated financial statements as at December 31, 2024 and 2023 for the years then ended. PricewaterhouseCoopers LLP has advised that they are independent with respect to the Company within the meaning of the Chartered Professional Accountants of Ontario CPA Code of Professional Conduct and in accordance with the independence rules of the SEC and the Public Company Accounting Oversight Board.

To management's knowledge, none of the Qualified Persons held any securities of the Company or of any associate or affiliate of the Company when they prepared the reports referred to above or following the preparation of such reports and none of the Qualified Persons listed above received any direct or indirect interest in any securities of the Company or of any associate or affiliate of the Company in connection with the preparation of such reports. None of the aforementioned firms or persons, nor any directors, officers or employees of such firms, are currently expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associate or affiliate of the Company.

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## AUDIT COMMITTEE INFORMATION

The Audit Committee is responsible for monitoring the Company's accounting and financial reporting practices and procedures, the adequacy of internal accounting controls and procedures, the quality and integrity of financial statements and for directing the auditors' examination of specific areas.

***Audit Committee Charter***

A copy of the Company's Audit Committee Charter, which was ratified on April 3, 2020, is attached to this document as Appendix B.

***Composition of the Audit Committee***

The members of the Audit Committee are Brad Kipp (Chair), Lorie Waisberg and Gordon Pridham, all of whom are "independent" directors as defined in National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"). Each member of the Audit Committee is considered to be "financially literate" within the meaning of NI 52-110, which includes the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the Combined Company's financial statements. Additionally, as specified in the Company's Audit Committee Charter, the nature and role of each member has been set out in accordance with the meanings of the terms "independent" and "financially literate," as defined in Section 803 of the NYSE American Company Guide and Rule 10A-3 of the United States *Securities Exchange Act of 1934*, as amended.

***Relevant Education and Experience***

The relevant education and experience of each of the proposed members of the Audit Committee is as follows:

| Member | Relevant Education and Experience |
|---|---|
| Bradley R. Kipp (Chair) | · Over 30 years' experience in the mining sector specializing in operations, corporate finance and public reporting<br>· Has been Chief Financial Officer and/or director of several public companies listed on both the TSX/TSXV and London AIM stock exchange[2] |

| | |
|---|---|
| Lorie Waisberg | · Corporate director who has served on the audit committees of several public companies<br>· Former Executive Vice President, Finance and Administration of Co-Steel Inc. |
| Gordon Pridham | · More than 25 years' experience in investment banking, capital markets and corporate finance<br>· Has worked in New York, Calgary, Toronto and Hong Kong for global financial institutions and has financed and advised companies in the public and private markets |

_____

[1] Executive Vice-President and director of AR3 Capital Partners Inc. (currently known as JSF Group Inc.) from August 2015 to December 2017; Chief Financial Officer and director of African Copper PLC (mining and exploration) from September 2004 to July 2015; Vice-President Finance of Summit Resource Management Limited (venture capital) since July 2001; director of Equity Financial Holdings Inc. from June 2008 to December 2017; CFO and Director of Blackshire Capital Corp. from February 2017 to December 2018, and Vice President and Director of Blackshire Capital Group from December 2018.

***Pre-Approval Policies and Procedures***

The Audit Committee will pre-approve all audit and non-audit services not prohibited by law to be provided by the independent auditors of the Company.

**External Auditor's Service Fees**

The fees billed by the Company's external auditor in the last two fiscal years for audit fees are as follows:

| Financial Year | Audit Fees[3] (C$) | Audit Related Fees[4] (C$) | Tax Fees[5] (C$) | All Other Fees[6] (C$) |
|---|---|---|---|---|
| 2023 | 647,000 | Nil | Nil | Nil |

| | | | | |
|---|---|---|---|---|
| 2024 | 904,150 | Nil | Nil | Nil |

***

[1] “Audit Fees” include fees necessary to perform the audit of the Company’s consolidated financial statements. Audit Fees include quarterly reviews, fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

[2] “Audit-Related Fees” include services that are traditionally performed by the auditor. These audit- related services include due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

[3] “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit- Related Fees”. This category includes fees for filing tax returns for U.S. subsidiary, tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

[4] “All Other Fees” include fees relating to the aggregate fees billed in each of the last two fiscal years for products and services provided by the Company’s external auditor, other than the services reported under clauses 1 to 3 above.

**APPENDIX A**
**DEFINITIONS, TECHNICAL TERMS, ABBREVIATIONS AND CONVERSION**

***Technical Abbreviations***

| | |
|---|---|
| Ag | silver |
| Au | gold |
| Cu | copper |
| g | gram |
| NI 43-101 | National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* |
| km | kilometer |
| ha | hectare |
| NSR | net smelter return |
| m | meter |
| oz | ounce |
| Pb | lead |
| Zn | zinc |

***Conversions***

The following table lists Imperial measurements and their equivalent value under the Metric system:

| Imperial | Converts to | Metric |
|---|---|---|
| 1 in | = | 2.54 cm |
| 1 ft (12 in) | = | 0.3048 m |
| 1 yd (3ft) | = | 0.9144 m |
| 1 mile (1760 yd) | = | 1.6093 km |
| 1 square in (in2) | = | 6.4516 $cm^2$ |
| 1 square ft ($ft^2$) | = | 0.0929 m2 |
| 1 square yd ($yd^2$) | = | 0.8361 m2 |
| 1 acre (4840 $yd^2$) | = | 0.4047 ha |
| 1 square mile (640 acres) | = | 2.59 $km^2$ |
| short ton | = | 0.907 metric tonnes |

***Definitions***

The following is a glossary of certain technical terms and abbreviations that appear in this AIF:

**2024 Annual Financial Statements** means the Company's audited consolidated financial statements for the years ended December 31, 2024 and 2023.

**2024 Annual MD&A** means the Company's Management's Discussion and Analysis dated March 27, 2025 for the year ended December 31, 2024.

**2025 Circular** means the Management Information Circular to be filed in connection with its upcoming annual meeting of shareholders for 2025.

**Convertible Debentures** means the secured convertible debentures issued to RoyCap and Delbrook.

**AA** means atomic absorption.

**AAS** means American Analytical services in Osburn, Idaho.

**AEI** means Authorization Environmental Impact.

**AIF** means this Annual Information Form.

**Americas Gold and Silver** means Americas Gold and Silver Corporation and its affiliates.

**Americas Silver** means Americas Silver Corporation.

**ASARCO** means the US subsidiary of ASARCO that owned and operated the Galena mine.

**Assay** means an analysis to determine the quantity of one or more elemental components.

**Board** means the Board of Directors of Americas Gold and Silver.

**Caladay** means the Caladay property which began in the mid-1960s as a joint venture involving Callahan Mining, ASARCO, and Day Mines.

**Cambio de Uso de Suelo** or **CUS** means change of land use permits.

**CERCLA** means the *Comprehensive Environmental Response, Compensation and Liability Act* .

**CGU** means cash generating unit

**CIM** means the Canadian Institute of Mining, Metallurgy and Petroleum.

**Coeur mill** means the mill located northwest of the Galena mill on the Galena Complex.

**Coeur mine** means the mine located northwest of the Galena mine on the Galena Complex.

**Common Shares** means the common shares in the capital of the Company.

**Company** means Americas Gold and Silver Corporation and its affiliates.

**Computershare** means Computershare Investor Services Inc.

**Concentrate** means a product in which valuable minerals have been enriched (concentrated) through mineral processing.

**Cosalá Operations** means the 100% Americas Gold and Silver owned property in the Sinaloa, Mexico.

**CWA** means the *Clean Water Act*.

**Delbrook Fund** means the Delbrook Resources Opportunities Fund and Delbrook Resource Opportunities Master Fund.

**Dilution** means the effect of grade reduction that occurs when material adjacent to a defined Mineral Resource and of significantly lower grade than the defined Mineral Resource is mined and sent to the mill along with material comprising the defined Mineral Resource.

**Dip** means the degree of inclination of a tilted bed or other 2-dimensional plane, taken perpendicular to its strike. Also refers to the angle of inclination of a drill hole.

**Discount** means an arbitrary rate selected to apply to a stream of costs and benefits for the calculation of net present value. The discount rate allows for the time value of money to be factored into the calculation of net present value. Discount rates can also be used to make an assessment of projects of different risk levels by assigning a higher discount rate to projects of higher risk.

**Disseminated** means a mineral deposit, whereby the minerals (metals) occur as scattered particles in the rock, but in sufficient quantity to make the deposit a worthwhile ore.

**EC120 Project** means the combined operation at El Cajón and Zone 120 silver-copper deposits.

**EDGAR** means Electronic Data Gathering, Analysis, and Retrieval.

**El Cajón** means the silver-copper development project included in Americas Gold and Silver's Cosalá Operations.

**EPA** means the Environmental Protection Agency.

**FA-AA** means fire assay with AA finish.

**Fault** means a fracture in a rock across which there has been displacement.

**Forward-looking** statements means statements contained in this AIF that are not current or historical factual statements.

**Fracture** means a break in a rock, usually along flat surfaces.

**Galena** means lead sulphide (PbS), a common economic lead mineral. It also means the Galena Complex in certain parts of the AIF.

**Galena Complex** means the 60% Americas Gold owned property in the Coeur d'Alene Mining District of northern Idaho.

**Galena Joint Venture** means the strategic joint venture that the Company entered into on September 9, 2019 with Sprott Mining Idaho Limited Partnership and which was cancelled effective December 19, 2024.

**Galena mill** means the mill located southeast of the Coeur mill on the Galena Complex.

**Galena mine** means the mine located southeast of the Coeur mine on the Galena Complex.

**Galena Technical Report** means the "Technical Report on the Galena Complex, Shoshone County, Idaho, USA" dated December 23, 2016, and prepared in accordance with NI 43-101 by and under the supervision of James R. Atkinson, P. Geo, Daniel H. Hussey, CPG and Daren Dell, P.Eng.

**Grade** means the concentration of a valuable metal in a rock sample, given either as weight percent for base metals (e.g., Pb, Zn, Cu) or in g/t or ounces per tonne for precious metals (e.g., Ag, Au, Pt).

**Hoist** means the machine used for raising and lowering the cage or other conveyance in a mine shaft.

**ICP-AES** means inductively coupled plasma atomic-emission spectrometry.

**IETU** means the Mexican Flat Rate Business Tax.

**IFRS** means International Financial Reporting Standards, as issued by the International Accounting Standards Board.

**Intrusive** means a rock mass formed below the earth's surface from molten magma which was intruded into a pre-existing rock mass and cooled to a solid.

**IPL** means International Plasma Labs Limited.

**JOBS Act** means the JumpStart our Business Startups Act.

**Lbs** means pounds.

**LHD** means load-haul-dump equipment.

**LOMP** means Life Of Mine Plan.

**M&I** means measured and individual mineral resources.

**Metallurgical Testing** means a technical assessment of the physical and chemical behavior of metallic elements, their inter-metallic compounds, and their mixtures (i.e. alloys).

**MIA** means environmental impact statement in Mexico.

**Mill (or concentrator)** means an industrial installation assembled to allow separation and recovery of mineral particles of interest from bulk mineralization and waste material. Typically includes equipment for crushing and grinding, selective particle recovery and production of a concentrate from which the contained metals can be refined to marketable purity.

**Minera Cosalá** means Minera Cosalá, S.A. de C.V.

**Minera Platte** means Minera Platte River Gold, S. de R.L. de C.V.

**Mineral** means a naturally occurring inorganic substance typically with a crystalline structure.

**Mineralization** means minerals of value occurring in rocks.

**Net present value** means a future stream of benefits and costs converted into equivalent values today. This is done by assigning monetary values to the benefits and costs discounting future benefits and costs using an appropriate discount rate and subtracting a sum total of discounted costs from the total of discounted benefits.

**NI 43-101** means National Instrument 43-101 and is a regulation with the force of law prepared by the Canadian Securities Administrators and governing the standards of disclosure for mineral projects.

**NI 51-102** means National Instrument 51-102 and is a regulation with the force of law prepared by the Canadian Securities Administrators and governing the standards of Continuous Disclosure Obligations.

**NI 52-110** means National Instrument 52-110 and is a regulation with the force of law prepared by the Canadian Securities Administrators and governing the standards of Audit Committees.

**NSR** means Net Smelter Return and means the gross revenue from a resource extraction operation, less a proportionate share of transportation, insurance, and processing costs.

**NYSE American** means the NYSE American stock exchange.

**Operating costs** (OPEX) means the costs of operating a mine, usually including all onsite costs of mining, milling, environmental compliance, tailings disposal, storing concentrate, and administration. Typically quoted in U.S. dollars/tonne. Major sustaining capital items such as mill expansion, large underground development or high-value items of fixed or mobile mining or milling equipment during the life of a project are excluded.

**opt** means ounces per short ton.

**Ore** means a natural occurrence of one or more minerals that may be mined and sold at a profit, or from which some part may be profitably separated. The word ore should only be used to refer to defined Mineral Reserves, preferably related to a mine in the development or production phase or to a historical mineral deposit that was economically exploited.

**P&P** means proven and probable mineral reserves.

**Pershing Gold** means Pershing Gold Corporation.

**Pershing Gold Transaction** means the merger transaction between Americas Gold and Pershing Gold to create a low-cost, precious metal growth company in the Americas.

**Platte River Gold** means Platte River Gold Inc.

**Precious Metals Purchase Agreement** means the $25 million precious metals delivery and purchase agreement included in the Sandstorm financing dated April 3, 2019.

**PROFEPA** means the Federal Bureau of Environmental Protection in Mexico

**QA/QC** means Quality Assurance/Quality Control program.

**QEF Election** means qualified electing fund election, as defined under U.S. tax law.

**RCRA** means the *Resource Conservation and Recovery Act* .

**Recapitalization Plan** means the plan to recapitalize the mining operations at the Galena Complex.

**Recovery** means the percentage of valuable minerals that are recovered during milling and/or other forms of processing and captured into a concentrate.

**Relief Canyon** means the 100% Americas Gold and Silver owned property in Pershing County, Nevada, U.S.A.

**ROM** means run-of-mine.

**RoyCap** means Royal Capital Management Corp.

**RQD** means rock quality designation.

**San Felipe property** means the development project in Sonora, Mexico.

**San Rafael mine** or **San Rafael** means the San Rafael silver-zinc-lead mine in Sinaloa, Mexico.

**San Rafael Technical Report** means the "Technical Report and Preliminary Feasibility Study for the San Rafael property, Sinaloa, Mexico", dated May 17, 2019 and prepared in accordance with NI 43-101 by and under the supervision of Daren Dell, P.Eng., Shawn Wilson, P. Eng., Niel de Bruin, P.Geo. and James Stonehouse, SME (RM).

**Sand fill** means hydraulically placed tailings used to fill underground mined voids.

**Sandstorm** means Sandstorm Gold Ltd.

**Scorpio Mining** means Scorpio Mining Corporation.

**SEC** means the U.S. Securities and Exchange Commission.

**SEDAR+** means the System for Electronic Document Analysis and Retrieval.

**SEMARNAT** means Secretary of Environment and Natural Resources in Mexico.

**SGS** means SGS de Mexico S.A. de C.V.

**Shaft** or "**mine shaft**" means a vertical or inclined excavation in rock or consolidated material for the purpose of providing access to a mineral deposit.

**Skarn** means an alteration assemblage dominated by calcium and magnesium silicate minerals (dominantly garnets, pyroxenes and amphiboles). Skarns form by reaction between silica-bearing fluids and carbonate rocks, converting original carbonate minerals to silicate minerals. Mineralized Skarns contain economically attractive amounts of certain metals and are classified on the basis of the dominant metal (cf. Copper skarn or Lead-Zinc skarn). Skarns typically form in close proximity to intrusive bodies and may have massive sulphide replacement mineralization on their distal sides.

**Smelter** means an industrial installation where pyrometallurgical processes are used to extract metals from a feedstock, typically a sulphide concentrate.

**Strike** means horizontal level direction or bearing of an inclined rock bed, structure, vein or stratum surface. The direction is perpendicular to the direction of dip.

**Tailings** means the waste products resulting from the processing of mineralized material.

**Tetrahedrite** means a copper antimony sulfosalt mineral $(Cu,Fe)_{12}Sb_4S_{13}$.

**tpd** means tonnes per day.

**TSX** means the Toronto Stock Exchange.

**U.S. Exchange Act** means the United States Securities Exchange Act of 1934, as amended.

**U.S. Silver** means U.S. Silver & Gold Inc.

**Vein** means a fissure, fault or crack in a rock filled by minerals.

**Warrants** means the Common Share purchase warrants of the Company outstanding which are exercisable for Common Shares.

**Zone 120** means the silver-copper development project included in Americas Gold and Silver's Cosalá Operations.

***Certain CIM (2014) Definition Standards***

*"**Feasibility Study**"* A Feasibility Study is a comprehensive technical and economic study of the selected development option for a mineral project that includes appropriately detailed assessments of applicable Modifying Factors together with any other relevant operational factors and detailed financial analysis that are necessary to demonstrate, at the time of reporting, that extraction is reasonably justified (economically mineable). The results of the study may reasonably serve as the basis for a final decision by a proponent or financial institution to proceed with, or finance, the development of the project. The confidence level of the study will be higher than that of a Pre-Feasibility Study.

"***Indicated Mineral Resource***" An Indicated Mineral Resource is that part of a Mineral Resource for which quantity, grade or quality, densities, shape and physical characteristics are estimated with sufficient confidence to allow the application of Modifying Factors in sufficient detail to support mine planning and evaluation of the economic viability of the deposit. Geological evidence is derived from adequately detailed and reliable exploration, sampling and testing and is sufficient to assume geological and grade or quality continuity between points of observation.

"***Inferred Mineral Resource***" An Inferred Mineral Resource is that part of a Mineral Resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and sampling. Geological evidence is sufficient to imply but not verify geological and grade or quality continuity.

"***Measured Mineral Resource***" A Measured Mineral Resource is that part of a Mineral Resource for which quantity, grade or quality, densities, shape, and physical characteristics are estimated with confidence sufficient to allow the application of Modifying Factors to support detailed mine planning and final evaluation of the economic viability of the deposit. Geological evidence is derived from detailed and reliable exploration, sampling and testing and is sufficient to confirm geological and grade or quality continuity between points of observation.

"***Mineral Reserve***" A Mineral Reserve is the economically mineable part of a Measured and/or Indicated Mineral Resource. It includes

diluting materials and allowances for losses, which may occur when the material is mined or extracted and is defined by studies at Pre-Feasibility or Feasibility level as appropriate that include application of Modifying Factors. Such studies demonstrate that, at the time of reporting, extraction could reasonably be justified.

"***Mineral Resource***" A Mineral Resource is a concentration or occurrence of solid material of economic interest in or on the Earth's crust in such form, grade or quality and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade or quality, continuity and other geological characteristics of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge, including sampling. Material of economic interest refers to diamonds, natural solid inorganic material, or natural solid fossilized organic material including base and precious metals, coal, and industrial minerals.

"***Modifying Factors***" Modifying Factors are considerations used to convert Mineral Resources to Mineral Reserves. These include, but are not restricted to, mining, processing, metallurgical, infrastructure, economic, marketing, legal, environmental, social and governmental factors.

"***Pre-Feasibility Study***" The CIM Definition Standards requires the completion of a Pre-Feasibility Study as the minimum prerequisite for the conversion of Mineral Resources to Mineral Reserves. A Pre-Feasibility Study is a comprehensive study of a range of options for the technical and economic viability of a mineral project that has advanced to a stage where a preferred mining method, in the case of underground mining, or the pit configuration, in the case of an open pit, is established and an effective method of mineral processing is determined. It includes a financial analysis based on reasonable assumptions on the Modifying Factors and the evaluation of any other relevant factors which are sufficient for a Qualified Person, acting reasonably, to determine if all or part of the Mineral Resource may be converted to a Mineral Reserve at the time of reporting. A Pre-Feasibility Study is at a lower confidence level than a Feasibility Study.

"***Probable Mineral Reserve***" A Probable Mineral Reserve is the economically mineable part of an Indicated, and in some circumstances, a Measured Mineral Resource. The confidence in the Modifying Factors applying to a Probable Mineral Reserve is lower than that applying to a Proven Mineral Reserve.

"***Proven Mineral Reserve***" A Proven Mineral Reserve is the economically mineable part of a Measured Mineral Resource. A Proven Mineral

Reserve implies a high degree of confidence in the Modifying Factors.

*"**Qualified Person**"* Mineral Resource and Mineral Reserve estimates and any supporting Technical Reports must be prepared by or under the direction of a Qualified Person, as that term is defined in NI 43-101. The Qualified Person(s) should be clearly satisfied that they could face their peers and demonstrate competence and relevant experience in the commodity, type of deposit and situation under consideration. If doubt exists, the person must either seek or obtain opinions from other colleagues or demonstrate that he or she has obtained assistance from experts in areas where he or she lacked the necessary expertise.

***

**APPENDIX B**
**AUDIT COMMITTEE CHARTER**

See attached.

**AUDIT COMMITTEE CHARTER**

**AMERICAS GOLD AND SILVER CORPORATION**

**1. Role of the Audit Committee**

(a) The role of the Audit Committee is to assist the Board of Directors (the " **Board**") in its oversight and evaluation of the following matters in respect of Americas Gold and Silver Corporation and its subsidiaries (the "**Company**"):

(i) The quality and integrity of the financial statements of the Company;

(ii) The compliance by the Company with legal and regulatory requirements in respect of financial disclosure;

(iii) The Company's internal control over financial reporting;

(iv) The qualification, independence and performance of the Company's independent auditor;

(v) The assessment, monitoring and management of the financial risks of the Company's business;

(vi) The performance of the Company's Chief Financial Officer (the "**CFO**"); and

(vii) Such other matters as assigned to it by the Board from time-to-time.

(b) In addition, the Audit Committee provides an avenue for communication between the independent auditor, the Company's CFO and other senior management, other employees and the Board concerning accounting, auditing and financial risk management matters.

(c) The Audit Committee is directly responsible for the recommendation of the appointment and retention (and termination) and for the compensation and the oversight of the work of the independent auditor for the purpose of preparing audit reports or performing other audit, review or attest services for the Company.

(d) The Audit Committee is <u>not</u> responsible for:

(i) Planning or conducting audits, or

(ii) Certifying or determining the completeness or accuracy of the Company's financial statements or that those financial statements are in accordance with generally accepted accounting principles ("**GAAP**").

(e) Each member of the Audit Committee shall be entitled to rely in good faith upon:

(i) Financial statements of the Company represented to him or her by senior management of the Company or in a written report of the independent auditor to present fairly the financial position of the Company in accordance with GAAP; and

(ii) Any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

"**Good faith reliance**" means that the Audit Committee member has considered the relevant issues, questioned the information provided and assumptions used, and assessed whether the analysis provided by senior management or the expert is reasonable. Generally, good faith reliance does not require that the member question the honesty, competence and integrity of senior management or the expert unless there is a reason to doubt their honesty, competence and integrity.

The fundamental function of the Audit Committee is oversight. The responsibility for the Company's financial statements and disclosure rests with senior management. It is not the duty of the Audit Committee to conduct investigations or to assure compliance with applicable legal and regulatory requirements. The Company's independent auditor is responsible of the audit and review, as applicable, of the Company's financial statements in accordance with applicable standards, laws and regulations.

In discharging its obligations under this Charter, the Audit Committee shall act in accordance with its fiduciary duties. Nothing contained in this mandate is intended to expand applicable standards of conduct under statutory or regulatory requirements for the directors of the Company or the members of the Audit Committee. This Charter is intended to comply with Section 803 of the NYSE MKT Company Guide (the "Company Guide") and Rule 10A-3 of the United States Securities Exchange Act of 1934, as amended ("Rule 10A-3").

**2. MEMBERSHIP**

(a) Members of the Audit Committee shall be appointed by the Board, on the recommendation of the Compensation and Corporate Governance Committee, and shall be made up of at least three (3) members of the Board.

(b) The appointment of members of the Audit Committee shall take place annually at the first meeting of the Board after a meeting of shareholders at which directors are elected, provided that if the appointment of members of the Audit Committee is not so made, the directors who are then serving as members of the Audit Committee shall continue as members of the Audit Committee until their successors are appointed. The Board may appoint a member to fill a vacancy that occurs in the Audit Committee between annual elections of directors.

(c) Any member of the Audit Committee may be removed from the Audit Committee by a resolution of the Board.

(d) The Board shall appoint a Chair of the Audit Committee who shall be an independent non- executive director. In the absence of the Chair and/or an appointed deputy, the remaining members present shall elect one (1) of the members present to chair the meeting.

(e) Each of the members of the Audit Committee shall (i) meet the standards of Director "independence" and (ii) shall be "financially literate", in accordance with applicable legislation and stock exchange requirements, including Section 803 of the Company Guide and Rule 10A-3.

(f) At least one member of the Audit Committee shall be considered "financial sophisticated" as such term is used in the Company Guide and shall meet the requirements of an "Audit Committee Financial Expert" as defined by the United States Securities and Exchange Commission (the "SEC").

(g) No member of the Audit Committee shall:

(i) Accept (directly or indirectly) any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries (other than remuneration for acting in his or her capacity as a director or Committee member) or be an "affiliated person" of the Company or any of its subsidiaries; or

(ii) Concurrently serve on the audit committee of more than three (3) other public companies without the prior approval of the Audit Committee, the Compensation and Corporate Governance Committee and the Board and their determination that such simultaneous service would not impair the ability of the member to effectively serve on the Audit Committee (which determination shall be disclosed in the Company's annual management information circular).

**3. MEETINGS AND PROCEDURE**

(a) The General Counsel/Corporate Secretary or such other appropriate designee shall act as the Secretary of the Audit Committee.

(b) The quorum necessary for the transaction of business at any meeting of the Audit Committee shall be a majority of the number of members of the Audit Committee or such greater number as the Audit Committee shall by resolution determine.

(c) The powers of the Audit Committee may be exercised at a duly convened meeting at which a quorum of the Audit Committee is present in person or by telephone or other electronic means or by a resolution signed by all members entitled to vote on that resolution at a meeting of the Audit Committee.

(d) Each member (including the Chair) is entitled to one (but only one) vote in Audit Committee proceedings.

(e) The Audit Committee shall meet at least quarterly and more frequently as circumstances require at such times and places as the Chair of the Audit Committee may determine.

(f) The Audit Committee shall meet separately, periodically, with senior management and the independent auditor and may request any member of the Company's senior management or the Company's independent auditor or outside counsel to attend meetings of the Audit Committee or with any members of, or advisors to, the Audit Committee. The Audit Committee will also meet in camera at each of its regularly scheduled meetings.

(g) Meetings of the Audit Committee shall be summoned by the Secretary of the Audit Committee at the request of any of its members.

(h) Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda shall be forwarded to each member of the Audit Committee, the independent auditor and any other person requested or required to attend, no fewer than three (3) working days prior to the meeting, or such period as may be reasonably necessary in the circumstances as determined by the Chair. Supporting materials shall be sent to the members of the Audit Committee and to other attendees as appropriate, at the same time or at such time as is practicable to enable appropriate review.

(i) The Secretary of the Audit Committee or appropriate designee shall minute the proceedings and resolutions of all Audit Committee meetings. Minutes of the Audit Committee meetings shall be circulated to all members of the Audit Committee for their approval in due course.

(j) Except as otherwise provided in this Charter, the Audit Committee may form and delegate authority to individual members and subcommittees of the Audit Committee where the Audit Committee determines it is appropriate to do so.

**4. RESPONSIBILITIES**

**4.1 Independent Auditor –** The Audit Committee shall:

(a) Recommend the appointment and the compensation of, and, if appropriate, the termination of the independent auditor, subject to such Board and shareholder approval as is required under applicable legislation and stock exchange requirements.

(b) Obtain confirmation from the independent auditor that it ultimately is accountable, and will report directly, to the Audit Committee.

(c) Pre-approve all audit and non-audit services (including any internal control-related services) provided by the independent auditor (subject to any restrictions on such non- audit services imposed by applicable legislation, regulatory requirements and applicable policies of securities administrators) and adopt policies as it determines appropriate for the pre-approval of such services including procedures for the delegation of authority to provide such approval to one or more members of the Audit Committee.

(d) Review the experience and qualifications of the senior members of the independent auditor's team.

(e) Oversee the work of the independent auditor, including the resolution of any disagreements between senior management and the independent auditor regarding financial reporting.

(f) Review with the independent auditor:

(i) The quality, as well as the acceptability of the accounting principles that have been applied;

(ii) Any problems or difficulties the independent auditor may have encountered during the provision of its audit services, including any restrictions on the scope of activities or access to requested information and any significant disagreements with senior management, any management letter provided by the independent auditor or other material communication (including any schedules of unadjusted differences) to senior management and the Company's response to that letter or communication; and

(iii) Any changes to the Company's significant auditing and accounting principles and practices suggested by the independent auditor or other members of senior management.

(g) Obtain and review an annual report from the independent auditor regarding the independent auditor's internal quality-control procedures outlining:

(i) Any material issues raised by the most recent internal quality-control review, or peer review, of the auditor, or by any inquiry or investigation by governmental or professional authorities within the preceding five (5) years respecting one or more independent audits carried out by the firm;

(ii) Any steps taken to deal with any such issues; and

(iii) All relationships between the independent auditor and the Company.

(h) Evaluate, annually, the qualifications, performance and independence of the independent auditor, including considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence.

(i) Confirm with the independent auditor that it is in compliance with applicable legal, regulatory and professional standards relating to auditor independence.

(j) Confirm with the independent auditor that it is a participating audit firm of the Canadian Public Accountability Board in compliance with all restrictions or sanctions imposed on it (if any).

(k) Approve all engagements for accounting advice prepared to be provided by an accounting firm other than the independent auditor and review reports from senior management on tax advisory or other services provided by accounting firms other than the independent auditor.

(l) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the issuer.

**4.2 Audit Process, Financial Statements and Related Disclosure and Internal Controls** – The Audit Committee shall:

(a) Meet with senior management and/or the independent auditor to review and discuss:

(i) The planning and staffing of the audit by the independent auditor;

(ii) Before public disclosure, the Company's annual audited financial statements and quarterly financial statements, the Company's accompanying disclosure of Management's Discussion and Analysis, earnings and related press releases, the Company's annual report to be filed with the SEC, the Company's annual information form, management information circular, and any prospectus or registration statement and make recommendations to the Board as to their approval and dissemination of those statements and disclosure;

(iii) Financial information and earnings guidance provided to analysts and rating agencies: this review need not be done on a case by case basis but may be done generally (consisting of a discussion of the types of information disclosed and the types of presentations made) and need not take place in advance of the disclosure;

(iv) Any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the selection or application of accounting principles, any major issues regarding auditing principles and practices, and the adequacy of internal controls that could significantly affect the Company's financial statements;

(v) All critical accounting policies and practices used;

(vi) All alternative treatments of financial information within GAAP that have been discussed with senior management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor;

(vii) The use of "*pro forma*" or "adjusted" non-GAAP information, - the effect of new regulatory and accounting pronouncements;

(viii) The effect of any material off-balance sheet structures, transactions, arrangements and obligations (contingent or otherwise) on the Company's financial statements;

(ix) Any disclosures concerning any weaknesses or any deficiencies in the design or operation of internal controls or disclosure controls made to the Audit Committee in connection with certification of forms by the CEO and/or the CFO for filing with applicable securities regulators;

(x) The adequacy of the Company's internal accounting controls and management information systems and its financial, auditing and accounting organizations and personnel (including any fraud involving an individual with a significant role in internal controls or management information systems) and any special steps adopted in light of any material control deficiencies; and

(xi) The adequacy of the Company's procedures for the disclosure of any financial information extracted or derived from the Company's financial statements.

**4.3 Financial Risks** – The Audit Committee shall:

Review with senior management the Company's tolerance for financial risk and senior management's assessment of the significant financial risks facing the Company as well as the guidelines and policies utilized by senior management with respect to financial risk assessment and management, and the procedures to monitor and control such exposures.

**4.4 Compliance** – The Audit Committee shall:

(a) Review with senior management and the independent auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports, which raise material issues regarding the Company's financial statements or accounting policies.

(b) Review with the Company's CFO and General Counsel legal matters that may have a material impact on the financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or governmental agencies.

(c) Review for fairness to the Company proposed transactions, contracts and other arrangements between the Company and its subsidiaries and any insider, related party or affiliate ("**Related Party Transactions**"), and make recommendations to the Board whether any such transactions, contracts and other arrangements should be approved or continued.[1] The foregoing shall not include any compensation payable pursuant to any plan, program, contract or arrangement subject to the authority of the Company's Compensation and Corporate Governance Committee. To avoid any confusion, the Audit Committee responsibilities identified in this subsection are the sole responsibility of the Audit Committee and may not be allocated by the Board to a different committee without revisions to this Charter.

(d) Establish procedures for:

(i) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters; and

(ii) the confidential, anonymous submission by employees of the Company with concerns regarding any accounting or auditing matters.

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[1] As used herein the term "**related party**" means any officer or director of the Company or any subsidiary, or any shareholder holding a greater than 10% direct or indirect financial or voting interest in the Company, and the term "**affiliate**" means any person, whether acting alone or in concert with others, that has the power to exercise a controlling influence over the Company and its subsidiaries.

**5. REPORTING**

(a) The Audit Committee shall report to the Board on a regular basis. The reports of the Audit Committee shall include any issues of which the Audit Committee is aware with respect to the quality or integrity of the Company's financial statements, its compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditor and changes in financial risks.

(b) The Audit Committee also shall prepare, as required by applicable law, any audit committee report required for inclusion in the Company's publicly filed documents.

**6. ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS**

In accordance with the *Board Mandate*, the Audit Committee shall have the power to retain (at the Company's expense) and receive advice from special financial, legal, accounting or other independent advisors as the Audit Committee determines to be necessary to permit it to carry out its duties. The Audit Committee may also seek any information it requires directly from employees. Any meetings or contacts that an Audit Committee member wishes to initiate should normally be arranged through the CEO, the CFO or the General Counsel. The Audit Committee members will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company. The directors are normally expected to provide a copy or otherwise inform senior management as applicable of communications with employees of the Company.

**7. ANNUAL EVALUATION**

Annually the Audit Committee shall, in a manner it determines to be appropriate:

(a) Conduct a review and evaluation of the performance of the Audit Committee and its members, including the compliance of the Audit Committee with this Charter.

(b) Review and assess the adequacy of this Charter and any position description for its committee Chair and recommend to the Board any improvements to this Charter or the position description that the Audit Committee determines to be appropriate, except for minor technical amendments to this Charter, authority for which is delegated to the General Counsel/Corporate Secretary, who will report any such amendments to the Board at its next regular meeting.

***

***Approved by the Board of Directors on April 3, 2020*** [7]

[7] Audit Committee Charter

**EXHIBIT 99.2**

**AMERICAS GOLD AND SILVER CORPORATION**

**Consolidated Financial Statements**

**For the years ended December 31, 2024 and 2023**
***(In thousands of U.S. dollars, unless otherwise stated)***

**Americas Gold and Silver Corporation**

*(In thousands of U.S. dollars, unless otherwise stated)*

*December 31, 2024 and 2023*

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**MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING**

The accompanying consolidated financial statements have been prepared by management and are in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board as outlined in Part I of the Chartered Professional Accountants Canada Handbook. Other information contained in this document has also been prepared by management and is consistent with the data contained in the consolidated financial statements. A system of internal control has been developed and is maintained by management to provide reasonable assurance that assets are safeguarded and financial information is accurate and reliable.

The Board of Directors approves the consolidated financial statements and ensures that management discharges its financial reporting responsibilities. The Board's review is accomplished principally through the audit committee, which is composed of non-executive directors. The audit committee meets periodically with management and the auditors to review financial reporting and control matters.

The consolidated financial statements have been audited by PricewaterhouseCoopers LLP and their report outlines the scope of their examination and gives their opinion on the consolidated financial statements.

(Signed) Paul Andre Huet
Chief Executive Officer

(Signed) Warren Varga
Chief Financial Officer

Toronto, Ontario, Canada
March 27, 2025



Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of Americas Gold and Silver Corporation

**Opinion on the Financial Statements**
We have audited the accompanying consolidated statements of financial position of Americas Gold and Silver Corporation and its subsidiaries (the Company) as of December 31, 2024 and 2023, and the related consolidated statements of loss and comprehensive loss, of changes in equity and of cash flows for the years then ended, including the related notes (collectively referred to as the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in conformity with IFRS Accounting Standards as issued by the International Accounting Standards Board.

*Substantial Doubt About the Company's Ability to Continue as a Going Concern*
The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the consolidated financial statements, the Company has reported working capital deficit and net losses from operations

and has stated that these events or conditions indicate that a material uncertainty exists that may cast substantial doubt on the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

**Basis for Opinion**
These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits of these consolidated financial statements in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

PricewaterhouseCoopers LLP
PwC Tower, 18 York Street, Suite 2500, Toronto, Ontario, Canada M5J 0B2
T.: +1 416 863 1133, F.: +1 416 365 8215, Fax to mail: ca_toronto_18_york_fax@pwc.com

"PwC" refers to PricewaterhouseCoopers LLP, an Ontario limited liability partnership.



Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

**/s/ PricewaterhouseCoopers LLP**

Chartered Professional Accountants, Licensed Public Accountants

Toronto, Canada
March 27, 2025

We have served as the Company's auditor since 2015.

**Americas Gold and Silver Corporation**
Consolidated statements of financial position
(In thousands of U.S. dollars)

| As at | December 31, 2024 | December 31, 2023 |
|---|---|---|
| **Assets** | | |
| **Current assets** | | |
| Cash and cash equivalents | $ 20,002 | $ 2,061 |
| Trade and other receivables (Note 7) | 7,132 | 9,486 |
| Inventories (Note 8) | 10,704 | 8,657 |
| Prepaid expenses | 2,876 | 2,832 |
| | $ 40,714 | $ 23,036 |
| **Non-current assets** | | |
| Restricted cash | 4,527 | 4,351 |
| Property, plant and equipment (Note 9) | 147,399 | 153,101 |
| **Total assets** | $ 192,640 | $ 180,488 |
| **Liabilities** | | |
| **Current liabilities** | | |
| Trade and other payables | $ 37,333 | $ 22,960 |
| Metals contract liability (Note 10) | 13,707 | 12,512 |
| Derivative instruments (Note 12) | 709 | 1,230 |
| Convertible debenture (Note 12) | 10,849 | 15,384 |
| Shares pending issuance from retraction (Note 12) | - | 436 |
| Pre-payment facility (Note 13) | 2,000 | 2,250 |
| Credit facility (Note 14) | 2,050 | - |
| Promissory notes (Note 15) | - | 4,275 |
| Royalty payable (Note 16) | 2,762 | 2,160 |
| | 69,410 | 61,207 |
| **Non-current liabilities** | | |
| Other long-term liabilities | 1,658 | 1,610 |
| Metals contract liability (Note 10) | 27,161 | 24,325 |
| Silver contract liability (Note 11) | 18,193 | - |
| Credit facility (Note 14) | 7,440 | - |
| Royalty payable (Note 16) | - | 1,787 |
| Post-employment benefit obligations (Note 17) | 3,892 | 6,537 |
| Decommissioning provision (Note 18) | 11,389 | 12,193 |
| Deferred tax liabilities (Note 25) | 48 | 629 |
| **Total liabilities** | 139,191 | 108,288 |
| **Equity** | | |
| Share capital (Note 19) | 573,532 | 455,548 |
| Equity reserve | 56,521 | 52,936 |
| Foreign currency translation reserve | 14,426 | 8,325 |
| Deficit | (591,030) | (463,391) |
| Attributable to shareholders of the Company | 53,449 | 53,418 |
| Non-controlling interests (Note 21) | - | 18,782 |
| **Total equity** | $ 53,449 | $ 72,200 |
| **Total liabilities and equity** | $ 192,640 | $ 180,488 |

Going concern (Note 2), Contingencies (Note 30)

APPROVED BY THE BOARD

(Signed) Brad Kipp
Director

(Signed) Gordon Pridham
Director

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

**Americas Gold and Silver Corporation**
Consolidated statements of loss and comprehensive loss
For the years ended December 31, 2024 and 2023
(In thousands of U.S. dollars, except share and per share amounts)

| | 2024 | 2023 Revised (1) |
|---|---|---|
| **Revenue** (Note 22) | $ 100,188 | $ 95,160 |
| Cost of sales (Note 23) | (82,740) | (80,658) |
| Depletion and amortization (Note 9) | (24,091) | (20,849) |
| Care and maintenance costs | (4,117) | (3,842) |
| Corporate general and administrative (Note 24) | (8,895) | (8,606) |
| Exploration costs | (5,971) | (3,432) |
| Accretion on decommissioning provision | (616) | (587) |
| Interest and financing expense | (7,375) | (8,189) |
| Foreign exchange gain (loss) | (3,504) | 404 |
| Gain on disposal of assets | 18 | 402 |
| Impairment to property, plant and equipment (Note 9) | - | (6,000) |
| Loss on metals contract liability (Note 10) | (10,065) | (3,396) |
| Other gain (loss) on derivatives (Note 12) | (164) | 120 |
| Fair value loss on royalty payable (Note 16) | (875) | (760) |
| **Loss before income taxes** | (48,207) | (40,233) |
| Income tax recovery (expense) (Note 25) | (679) | 2,060 |
| **Net loss** | $ (48,886) | $ (38,173) |
| **Attributable to:** | | |
| Shareholders of the Company | $ (44,947) | $ (34,958) |
| Non-controlling interests (Note 21) | (3,939) | (3,215) |
| **Net loss** | $ (48,886) | $ (38,173) |
| **Other comprehensive income (loss)** | | |
| **Items that will not be reclassified to net loss** | | |
| Remeasurement of post-employment benefit obligations | 2,151 | $ 878 |
| Deferred income taxes | (452) | (184) |
| **Items that may be reclassified subsequently to net loss** | | |
| Foreign currency translation reserve | 6,101 | (1,472) |
| **Other comprehensive income (loss)** | 7,800 | (778) |
| **Comprehensive loss** | $ (41,086) | $ (38,951) |
| **Attributable to:** | | |
| Shareholders of the Company | $ (37,827) | $ (36,014) |
| Non-controlling interests (Note 21) | (3,259) | (2,937) |
| **Comprehensive loss** | $ (41,086) | $ (38,951) |
| **Loss per share attributable to shareholders of the Company** | | |
| Basic and diluted | (0.17) | (0.16) |
| **Weighted average number of common shares outstanding** | | |
| Basic and diluted (Note 20) | 264,918,734 | 212,701,865 |

(1) Certain fiscal 2023 amounts were reclassified from revenue to cost of sales (see Note 23).

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

**Americas Gold and Silver Corporation**
Consolidated statements of changes in equity
For the years ended December 31, 2024 and 2023
(In thousands of U.S. dollars, except share amounts in thousands of units)

| | Share capital Common | | Equity | Foreign currency translation | | Attributable to shareholders of the | Non-controlling | Total |
|---|---|---|---|---|---|---|---|---|
| | Shares | Amount | reserve | reserve | Deficit | Company | interests | equity |
| **Balance at January 1, 2024** | 218,690 | $ 455,548 | $ 52,936 | $ 8,325 | $(463,391) | $ 53,418 | $ 18,782 | $ 72,200 |
| Net loss for the year | - | - | - | - | (44,947) | (44,947) | (3,939) | (48,886) |
| Other comprehensive income for the year | - | - | - | 6,101 | 1,019 | 7,120 | 680 | 7,800 |
| Contribution from non-controlling interests (Note 21) | - | - | - | - | - | - | 2,762 | 2,762 |
| Equity offering, net (Note 19) | 26,150 | 3,171 | 1,855 | - | - | 5,026 | - | 5,026 |
| Non-brokered private placements (Note 19) | 28,112 | 9,243 | - | - | - | 9,243 | - | 9,243 |
| Private placement of subscription receipts (Note 19) | 125,000 | 33,431 | - | - | - | 33,431 | - | 33,431 |
| Acquisition of non-controlling interests (Note 6) | 170,000 | 64,466 | - | - | (83,711) | (19,245) | (18,285) | (37,530) |
| Common shares issued | 912 | 242 | - | - | - | 242 | - | 242 |
| Warrants issued | - | - | 527 | - | - | 527 | - | 527 |
| Retraction of convertible debenture (Note 12) | 23,049 | 6,629 | (69) | - | - | 6,560 | - | 6,560 |
| Share-based payments | - | - | 1,454 | - | - | 1,454 | - | 1,454 |
| Exercise of warrants | 2,537 | 802 | (182) | - | - | 620 | - | 620 |
| **Balance at December 31, 2024** | 594,450 | $ 573,532 | $ 56,521 | $ 14,426 | $(591,030) | $ 53,449 | $ - | $ 53,449 |
| | | | | | | | | |
| **Balance at January 1, 2023** | 204,456 | $ 449,374 | $ 50,905 | $ 9,797 | $(428,849) | $ 81,227 | $ 17,362 | $ 98,589 |
| Net loss for the year | - | - | - | - | (34,958) | (34,958) | (3,215) | (38,173) |
| Other comprehensive income (loss) for the year | - | - | - | (1,472) | 416 | (1,056) | 278 | (778) |
| Contribution from non-controlling interests (Note 21) | - | - | - | - | - | - | 4,357 | 4,357 |
| At-the-market offering (Note 19) | 4,548 | 2,310 | - | - | - | 2,310 | - | 2,310 |
| Private placements (Note 19) | 2,234 | 768 | - | - | - | 768 | - | 768 |
| Common shares issued | 679 | 350 | - | - | - | 350 | - | 350 |
| Warrants issued | - | - | 522 | - | - | 522 | - | 522 |
| Retraction of convertible debenture (Note 12) | 6,773 | 2,746 | (248) | - | - | 2,498 | - | 2,498 |
| Amendment of convertible debenture (Note 12) | - | - | (272) | - | - | (272) | - | (272) |
| Share-based payments | - | - | 2,029 | - | - | 2,029 | - | 2,029 |
| **Balance at December 31, 2023** | 218,690 | $ 455,548 | $ 52,936 | $ 8,325 | $(463,391) | $ 53,418 | $ 18,782 | $ 72,200 |

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

**Americas Gold and Silver Corporation**
Consolidated statements of cash flows
For the years ended December 31, 2024 and 2023
(In thousands of U.S. dollars)

| | 2024 | 2023 |
|---|---|---|
| **Cash flow generated from (used in)** | | |
| **Operating activities** | | |
| Net loss for the period | $ (48,886) | $ (38,173) |
| Adjustments for the following items: | | |
| Depletion and amortization | 24,091 | 20,849 |
| Income tax expense (recovery) | 679 | (2,060) |
| Accretion and decommissioning costs | 616 | 587 |
| Share-based payments | 1,454 | 2,029 |
| Non-cash expenses from common shares and warrants issued | 769 | 872 |
| Provision on other long-term liabilities | (4) | 94 |
| Interest and financing expense | 3,886 | 3,773 |
| Net charges on post-employment benefit obligations | (946) | 446 |
| Inventory write-downs | 1,299 | 1,725 |
| Impairment to property, plant and equipment | - | 6,000 |
| Gain on disposal of assets | (18) | (402) |
| Loss on metals contract liability | 10,065 | 3,396 |
| Other loss (gain) on derivatives | 164 | (120) |
| Fair value loss on royalty payable | 875 | 760 |
| | (5,956) | (224) |
| Changes in non-cash working capital items: | | |
| Trade and other receivables | 2,382 | 2,066 |
| Inventories | (3,346) | (3,267) |
| Prepaid expenses | (35) | 198 |
| Trade and other payables | 3,887 | 214 |
| **Net cash used in operating activities** | (3,068) | (1,013) |
| **Investing activities** | | |
| Expenditures on property, plant and equipment | (18,850) | (19,941) |
| Proceeds from disposal of assets | - | 1,808 |
| **Net cash used in investing activities** | (18,850) | (18,133) |
| **Financing activities** | | |
| Pre-payment facility | (250) | 2,250 |
| Credit facility | 9,372 | - |
| Lease payments | (679) | (2,681) |
| Promissory notes, net | (4,275) | 1,775 |
| Equity offering, net | 5,026 | - |
| At-the-market offering | - | 2,310 |
| Financing from convertible debenture | - | 7,479 |
| Non-brokered private placements | 9,243 | 768 |
| Private placement of subscription receipts | 33,431 | - |
| Acquisition of non-controlling interests | (9,989) | - |
| Metals contract liability, net | (8,079) | 1,101 |
| Royalty agreement, net | (2,061) | 3,187 |
| Proceeds from exercise of warrants | 620 | - |
| Contribution from non-controlling interests | 2,762 | 4,357 |
| **Net cash generated from financing activities** | 35,121 | 20,324 |
| Effect of foreign exchange rate changes on cash | 4,738 | (1,081) |
| **Increase in cash and cash equivalents** | 17,941 | 97 |
| **Cash and cash equivalents, beginning of year** | 2,061 | 1,964 |
| **Cash and cash equivalents, end of year** | $ 20,002 | $ 2,061 |
| Interest paid during the year | $ 3,240 | $ 2,291 |

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

**1. Corporate information**

Americas Gold and Silver Corporation (the "Company") was incorporated under the Canada Business Corporations Act on May 12, 1998 and conducts mining exploration, development and production in the Americas. The address of the Company's registered office is 145 King Street West, Suite 2870, Toronto, Ontario, Canada, M5H 1J8. The Company's common shares are listed on the Toronto Stock Exchange under the symbol "USA" and on the New York Stock Exchange American under the symbol "USAS".

The consolidated financial statements of the Company for the year ended December 31, 2024 were approved and authorized for issue by the Board of Directors of the Company on March 27, 2025.

**2. Basis of presentation and going concern**

The Company prepares its consolidated financial statements on a going concern basis in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and IFRS Interpretations Committee ("IFRIC") which the Canadian Accounting Standards Board has approved for incorporation into Part I of the Chartered Professional Accountants Canada Handbook. These consolidated financial statements have been prepared under the historical cost method, except for certain financial instruments measured at fair value. In preparing these consolidated financial statements, management has considered all available information about the future, which is at least, but not limited to, twelve months from year-end. Significant accounting judgments and estimates used by management in the preparation of these consolidated financial statements are presented in Note 4.

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assume that the Company will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due for the foreseeable future. The Company had a working capital deficit of $28.7 million, including cash and cash equivalents of $ 20.0 million as at December 31, 2024. During the year ended December 31, 2024, the Company reported a net loss of $48.9 million, including interest and financing expense of $7.4 million and a loss on metals contract liability of $ 10.1 million. At December 31, 2024, the Company does not have sufficient liquidity on hand to fund its operations for the next twelve months and will require further financing to meet its financial obligations and execute on its business plans at its mining operations.

Continuance as a going concern is dependent upon the Company's ability to achieve profitable operations, obtain adequate equity or debt financing, or, alternatively, dispose of its non-core properties on an advantageous basis, among other things. Since 2020 to 2024, the Company was successful in raising funds through equity offerings, debt arrangements, convertible debentures, and registered shelf prospectuses. On December 19, 2024, the Company completed an acquisition of the remaining 40% non-controlling interests of the Company's Galena Complex via an agreement dated October 9, 2024 with Mr. Eric Sprott, and closed a bought deal private placement of subscription receipts for gross proceeds of $50 million CAD or $35.1 million USD (see Note 6 and 19). As part of the agreement, the Company also closed additional non-brokered private placements for total gross proceeds of $6.9 million CAD or $5.0 million USD through total issuance of 16,650,000 of the Company's common shares priced at approximately $0.42 CAD per share for bridge financing purposes. While it has been successful in the past in obtaining financing for its operations, there is no assurance that it will be able to obtain adequate financing in the future. The ability to raise additional financing, to achieve cash flow positive production at the Cosalá Operations and Galena Complex, allowing the Company to generate sufficient operating cash flows, are significant judgments in these consolidated financial statements.

As a result, several material uncertainties cast substantial doubt upon the going concern assumption, including cash flow positive production at the Cosalá Operations and Galena Complex, and ability to raise additional funds as necessary to fund these operations and meet obligations as they come due.

These consolidated financial statements do not reflect any adjustments to carrying values of assets and liabilities and the reported expenses and consolidated statement of financial position classification that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

**3. Summary of material accounting policies**

The material accounting policies used in the preparation of these consolidated financial statements are as follows:

*a. Consolidation*

These consolidated financial statements incorporate the financial statements of the Company and the entities controlled by the Company (its subsidiaries, including special purpose entities). Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. Where the Company's interest in a subsidiary is less than 100%, the Company recognizes non-controlling interests. All intercompany transactions and balances, income and expenses have been eliminated.

The Company applies the acquisition method to account for business combinations. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Company elects on an acquisition-by-acquisition basis whether to measure non-controlling interests at its fair value, or at its proportionate share of the recognized amount of identifiable net assets. Acquisition-related costs are expensed as incurred. Goodwill is initially measured as the excess of the aggregate of the consideration transferred and the fair value of non-controlling interests over the net identifiable assets acquired and liabilities assumed. If this consideration is negative, a bargain purchase gain is recognized immediately in profit or loss.

*b. Segment reporting*

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components. Determination of operating segments are based on the reports reviewed by the chief operating decision makers that are used to make strategic decisions about resources to be allocated to the segment and performance assessment, and for which discrete financial information is available. Unallocated items not directly attributable to a segment comprise mainly of corporate assets and head office expenses.

*c. Presentation currency and functional currency*

The Company's presentation currency is the U.S. dollar ("USD"). The functional currency of the Company's Canadian subsidiaries is the Canadian dollar ("CAD"), and the functional currency of its U.S. and Mexican subsidiaries is the USD. The consolidated financial statements of the Company are translated into the presentation currency. Assets and liabilities have been translated using the exchange rate at period end, and income, expenses and cash flow items are translated using the rate that approximates the exchange rates at the dates of the transactions (the average rate for the period). All resulting exchange differences are recorded in the foreign currency translation reserve.

*d. Foreign currency translations*

Transactions in foreign currencies are translated into the entities' functional currency at the exchange rate at the date of the transactions. Monetary assets and liabilities of the Company's operations denominated in a currency other than the functional currency are translated at the rate in effect at the statement of financial position date, and non-monetary items at historic exchange rates at each transaction date. Revenue and expense items are translated at average exchange rates of the reporting period. Gains and losses on translation are charged to the statements of loss and comprehensive loss.

*e. Revenue recognition*

The Company applies the following five-step approach in recognizing revenue from contracts with customers:

- Identify the enforceable contract with the customer.
- Identify the separate performance obligations in the contract from transferring the distinct good or service.
- Determine the transaction price for consideration of transferring the good or service.
- Allocate the transaction price to the separate performance obligations identified.
- Recognize revenue when each separate performance obligation is satisfied.

The Company recognizes revenue through entering into concentrate sales contracts with customers with the performance obligation of delivering its concentrate production in exchange for consideration valued initially under provisional pricing arrangements. Revenue from sales is recorded

at the time of delivery based on forward prices for the expected date of final settlement. The final sale prices are determined by quoted market prices in a period subsequent to the date of sale.

Subsequent variations in metal prices are recognized as embedded derivative pricing adjustments at fair value from contracts with customers.

The Company recognizes deferred revenue from advanced consideration received for fixed and variable precious metals deliveries over a specified period. Deferred revenue is recognized into revenue as performance obligations to metals delivery are satisfied over the term of the delivery contract.

The Company recognizes revenue when control of finished gold and silver, shipped in doré form, has transferred to the customer. The sale price is fixed on the date of sale primarily based on the gold and silver spot price in the London spot market.

*f. Defined benefit plans*

The cost of defined benefit plans is determined using the projected unit credit method. The related pension liability recognized in the consolidated statement of financial position is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets.

Actuarial valuations for defined benefit plans are carried out annually. The discount rate applied in arriving at the present value of the pension liability represents the yield on high quality corporate bonds denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related pension liability.

Actuarial gains and losses arise from the difference between the actual long-term rate of return on plan assets for a period and the expected long-term rate of return on plan assets for that period, or from changes in actuarial assumptions used to determine the accrued benefit obligation. Actuarial gains and losses arising in the year are recognized in full in the period in which they occur, in other comprehensive income and retained earnings without recycling to the consolidated statement of loss and comprehensive loss in subsequent periods.
Current service cost, the recognized element of any past service cost, interest expense arising on the pension liability and the expected return on plan assets are recognized in the same line items in the consolidated statement of loss and comprehensive loss as the related compensation cost.

The values attributed to plan liabilities are assessed in accordance with the advice of independent qualified actuaries. Service costs arising from plan amendments are recognized immediately.

*g. Share-based payments*

The Company's stock option plan allows its employees (including directors and officers) and non-employees to acquire shares of the Company. Accordingly, the fair value of the option is either charged to operations or capitalized to exploration or development expenditures, depending on the accounting for the optionee's other compensation, with a corresponding increase in equity reserve.

The costs of equity-settled transactions with employees are measured by reference to the fair value at the date on which they are granted using the Black-Scholes Option Pricing Model.

The costs of equity-settled transactions are recognized, together with a corresponding increase in equity reserve, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the "vesting date"). The cumulative expense recognized for equity-settled transactions at each reporting date up to the vesting date reflects the Company's best estimate of the number of equity instruments that will ultimately vest. The charge or credit for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and the corresponding amount is represented in equity reserve. No expense is recognized for awards that do not ultimately vest.

Where the terms of an equity-settled award are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee as measured at the date of modification.

*h. Income taxes*

Income tax comprises of current and deferred tax. Income tax is recognized in the consolidated statement of loss and comprehensive loss except to the extent that it relates to items recognized directly in other comprehensive income (loss) or directly in equity, in which case the income tax is also recognized directly in other comprehensive income (loss) or equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation, and it considers whether it is probable that a taxation authority will accept an uncertain tax treatment. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognized in respect of temporary differences between the carrying amount of assets and liabilities in the consolidated statement of financial position and the corresponding tax bases used in the computation of taxable income. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted at the consolidated statement of financial position date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized for all deductible temporary differences, carry-forward of unused tax credits and unused tax losses to the extent it is probable future taxable profits will be available against which they can be utilized.

The Company does not recognize any deferred income taxes relating to its investments in subsidiaries. Deferred tax assets and liabilities are offset where they relate to income taxes levied by the same taxation authority and the Company has the legal right and intent to offset. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

*i. Earnings/loss per share*

Basic earnings/loss per share is calculated by dividing the net earnings/loss for the period attributable to equity owners of the Company by the weighted average number of common shares outstanding during the period.

Diluted earnings/loss per share is calculated by adjusting the weighted average number of common shares outstanding for dilutive instruments. The number of shares included with respect to options, warrants and similar instruments is computed using the treasury stock method. The treasury stock method, which assumes that outstanding stock options and warrants with an average exercise price below the market price of the underlying shares, are exercised and the assumed proceeds are used to repurchase common shares of the Company at the average market price of the common shares for the period. The Company's potentially dilutive common shares comprise stock options granted to employees, and warrants.

*j. Comprehensive income (loss)*

Comprehensive income (loss) is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that would not normally be included in net earnings such as foreign currency gains or losses related to the Company's net investment in foreign operations and unrealized gains or losses on available-for-sale securities net of tax. The Company's comprehensive income (loss), components of other comprehensive income (loss) and cumulative translation adjustments are presented in the consolidated statements of comprehensive income (loss) and the consolidated statements of changes in equity.

*k. Inventories*

Concentrates, ore stockpile, and spare parts and supplies are valued at the lower of cost and estimated net realizable value. Cost for concentrates and ore stockpile includes all direct costs incurred in production including direct labour and materials, freight, depreciation and amortization and directly attributable overhead costs determined on a weighted average basis for the Mexican operations and first in, first out method for the U.S. operations. Cost for spare parts and supplies are determined using the first in, first out method. Net realizable value is calculated as the estimated price at the time of sale based on prevailing and future metal prices less estimated future production costs to convert inventories into saleable form.

Any write-downs of inventory to net realizable value are recorded as cost of sales. If there is a subsequent increase in the value of inventories, the previous write-downs to net realizable value are reversed to the extent that the related inventory has not been sold.

Ore stockpile represents ore that has been extracted from the mine and is available for further processing. Costs added to ore stockpile are valued based on current mining cost per tonne incurred up to the point of stockpiling the ore and are removed at the average cost per tonne. Ore stockpile is verified by periodic surveys.

Materials and supplies inventory are valued at the lower of cost and net realizable value, where cost is determined using the first-in-first-out method. Any provision for obsolescence is determined by reference to specific items of stock. A regular review is undertaken to determine the extent of any provision for obsolescence by comparing those items to their net realizable value. If carrying value exceeds net realizable value, a write-down is recognized.

Finished goods, in-circuit work in progress, and ore on leach pads are valued at the lower of cost and estimated net realizable value. Cost for in-circuit work in progress and ore on leach pads includes all direct costs incurred in production including direct labour and materials, freight, depreciation and amortization and directly attributable overhead costs determined on a first in, first out method. Net realizable value is calculated as the estimated price at the time of sale based on prevailing and future metal prices less estimated future production costs to convert inventories into saleable form.

*l. Property, plant and equipment*

(i) Producing mining interests

Producing mining interests are carried at cost less accumulated depletion and amortization and accumulated impairment losses. Following the completion of commissioning, the costs related to the mining interests are depleted and charged to operations on the unit of production method as a proportion of estimated recoverable mineral reserves.

Completion of the commissioning is deemed to have occurred when major mine and processing plant components are completed, operating results are being achieved consistently for a period of time and that there are indicators that these operational results, including mill capacity and recovery, will be sustainable in the future.

Construction in progress is not depreciated until the assets are ready for their intended use.

(ii) Non-producing mining interests

The Company follows the method of accounting for its non-producing mining interests whereby all costs relating to the acquisition and development are deferred and capitalized by property until the property to which they directly relate is placed into production, sold, discontinued or subject to a condition of impairment. Exploration expenses not related to placing the property into production are expensed as incurred.

In the event that a mining interest is placed into production, capitalization of costs ceases, the costs are transferred to producing mining interests and the mining interest is depleted on a unit of production basis. The recoverability of amounts is dependent upon the discovery of economically recoverable mineral reserves, the ability of the Company to finance the development of the properties, and on the future profitable production or proceeds from the disposition thereof.

(iii) Plant and equipment

Property, plant and equipment are carried at cost less accumulated depreciation and accumulated impairment losses.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate assets (major components) of property, plant and equipment.

The cost of replacing a part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within that part will flow to the Company, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. Repairs and maintenance are charged to the consolidated statement of loss and comprehensive loss during the period in which they are incurred.

Depreciation is recorded over the estimated useful life of the asset as follows:

- Mining interests – unit of production based upon estimated proven and probable reserves .
- Plant and equipment – 3-30 years over straight-line basis or units of production based upon estimated proven and probable reserves as applicable.
- Corporate office equipment – 3-10 years over straight-line basis.

Residual values, method of amortization and useful lives of the assets are reviewed annually and adjusted if appropriate.

(iv) Impairment and reversal of impairment

The Company reviews and evaluates the carrying values of its property, plant and equipment to determine whether there is an indication of impairment or reversal of impairment. For exploration and evaluation assets, indication includes but is not limited to expiration of the right to explore, substantive expenditure in the specific area is neither budgeted nor planned, and if the entity has decided to discontinue exploration activity in the specific area.

When the carrying value of assets exceeds the recoverable amount, the carrying value of the assets is reduced to the recoverable amount. The recoverable amount takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use of the asset. To achieve this, the recoverable amount is the higher of value in use (being the net present value of expected pre-tax future cash flows of the relevant asset) and fair value less costs to dispose the asset.

If, after the Company has previously recognized an impairment loss, circumstances indicate that the recoverable amount of the impaired assets is greater than the carrying amount, the Company reverses the impairment loss by the amount the revised fair value exceeds its carrying amount, to a maximum of the previous impairment loss. In no case shall the revised carrying amount exceed the original carrying amount, after depreciation or amortization, that would have been determined if no impairment loss had been recognized.

(v) Care and maintenance

The Company may elect to place its mining operations in care and maintenance if continued operation is no longer economically feasible due to change in circumstances. During care and maintenance, depreciable property, plant and equipment continue to be depreciated over their useful lives.

*m. Decommissioning provision*

The Company recognizes contractual, statutory and legal obligations associated with retirement of mining properties when those obligations

result from the acquisition, construction, development or normal operation of the assets. Initially, the decommissioning provision is recognized at its fair value in the period in which it is incurred. Upon initial recognition of the liability, the corresponding decommissioning provision is added to the carrying amount of that asset and the cost is amortized as an expense over the economic life of the related asset. Following the initial recognition of the decommissioning provision, the periodic unwinding of the discount is recognized in the consolidated statement of loss and comprehensive loss and adjusted for changes to the amount or timing of the underlying cash flows to settle the obligation.

*n. Financial instruments*

The Company classifies and measures its financial instruments at fair value, with changes in fair value recognized in profit or loss as they arise. Unless restrictive criteria regarding the objective and contractual cash flows of the instrument are met then classification and measurement are at either amortized cost or fair value through other comprehensive income.

Cash and cash equivalents and trade and other receivables are classified and measured as financial assets at amortized cost. Embedded derivatives arising from subsequent adjustments in provisional sales revenue are classified and measured as financial instruments at fair value through profit or loss. Trade and other payables are classified and measured as financial liabilities at amortized cost. Loans receivable are classified and measured as financial assets at fair value through profit or loss and loans payable are classified as financial liabilities initially at fair value through profit or loss and subsequently carried at amortized cost. Investment in equity instruments are classified and measured as financial assets at fair value through other comprehensive income.

*o. Borrowing costs*

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset during the period of time required to complete and prepare the asset for its intended use or sale and amortized over the expected useful life of the asset. Other borrowing costs not directly attributable to a qualifying asset are expensed in the period incurred.

*p. Provisions*

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

*q. Related party transactions*

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence, and related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Related party transactions that are in the normal course of business and have commercial substance are measured at the exchange amount.

*r. Restricted cash*

Restricted cash includes cash that has been pledged for reclamation and closure activities which are not available for immediate disbursement.

**4. Significant accounting judgments and estimates**

The preparation of financial statements in conformity with the IFRS requires management to make judgments and estimates that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

(i) Depletion and amortization

Mining properties are depleted using the unit-of-production method over a period not to exceed the estimated life of the ore body based on estimated recoverable reserves.

Property, plant and equipment are depreciated, net of residual value over their estimated useful life but do not exceed the related estimated life of the mine based on estimated recoverable mineral reserves.

The calculation of the units of production rate, and therefore the annual depletion and amortization expense, could be materially affected by changes in the underlying estimates. Changes in estimates can be the result of actual future production differing from current forecasts of future production and expansion of mineral reserves through exploration activities.

(ii) Decommissioning provision

The Company assesses its decommissioning provision on an annual basis or when new material information becomes available. Mining and exploration activities are subject to various laws and regulations governing the protection of the environment. In general, these laws and regulations are continually changing and the Company has made, and intends to make in the future, expenditures to comply with such laws and regulations. Accounting for decommissioning provision requires management to make estimates of the time and future costs the Company will incur to complete the rehabilitation work required to comply with existing laws and regulations at each mining operation. Also, future changes to environmental laws and regulations could increase the extent of rehabilitation work required to be performed by the Company. Increases in future costs could materially impact the amounts charged to operations for decommissioning provision. The provision represents management's best estimate of the present value of the future decommissioning provision. The actual future expenditures may differ from the amounts currently provided.

(iii) Income taxes

Preparation of the consolidated financial statements requires an estimate of income taxes in each of the jurisdictions in which the Company operates. The process involves an estimate of the Company's current tax exposure and an assessment of temporary differences resulting from differing treatment of items, such as depletion and amortization, for tax and accounting purposes, and when they might reverse.

These differences result in deferred tax assets and liabilities that are included in the Company's consolidated statements of financial position.

An assessment is also made to determine the likelihood that the Company's future tax assets will be recovered from future taxable income. To the extent that recovery is not considered likely, the related tax benefits are not recognized.

Judgment is required to continually assess changing tax interpretations, regulations and legislation, to ensure liabilities are complete and to ensure assets, net of valuation allowances, are realizable. The impact of different interpretations and applications could be material.

(iv) Assessment of impairment and reversal of impairment indicators

The Company applies judgment in assessing whether indicators of impairment or reversal of impairment exist for a cash generating unit which would require impairment testing. Internal and external sources such as changes in use of an asset, capital and production forecasts, commodity prices, quantities of reserves and resources, and changes in market, economic, and legal environment are used by management in determining whether there are any indicators.

The Company determines recoverable amount based on the after-tax discounted cash flows from a cash generating unit's life-of-mine cash flow projection which incorporates management's best estimates of commodity prices, future capital requirements and production costs along with geological assumptions and judgments made in estimating the size, grade and recovery of the ore bodies. Absent a life-of-mine cash flow projection, a market approach of comparable companies is used to determine recoverable amount of in-situ ounces from the cash generating unit.

(v) Cash flows from ongoing production and impact on operations

The Company had negative operating cash flows during the year ended December 31, 2024 with a working capital deficit as at December 31, 2024. The ability to achieve cash flow positive production through meeting production targets at the Cosalá Operations and Galena Complex, allowing the Company to generate sufficient operating cash flows, while facing market fluctuations in commodity prices and inflationary pressures, and maintaining access to capital markets, are significant judgments in these consolidated financial statements with respect to the Company's

liquidity. Should the Company continue to experience lower commodity prices and negative operating cash flows in future periods, the Company will need to raise additional funds through the issuance of equity or debt securities which funding cannot be assured.

**5. Changes in accounting policies and recent accounting pronouncements**

The Company adopted Amendments to IAS 1 – Presentation of Financial Statements as of January 1, 2024 and assessed there was no material impact on Non-Current Liabilities with Covenants (Amendments to IAS 1).

Certain new accounting standards and interpretations have been published that are not mandatory for the current period and have not been early adopted. The following standards have been issued by the IASB:

- Amendments to IFRS 9 and 7 – Classification and Measurement of Financial Instruments with mandatory application of the standard in annual reporting periods beginning on or after January 1, 2026.
- IFRS 18 – Presentation and Disclosure in Financial Statements with mandatory application of the standard in annual reporting periods beginning on or after January 1, 2027.

These standards are being assessed for their impact on the Company in the current or future reporting periods.

**6. Acquisition of non-controlling interests**

On December 19, 2024, the Company completed an acquisition of the remaining 40% non-controlling interests of the Company's Galena Complex via an agreement dated October 9, 2024 with Mr. Eric Sprott (the "Acquisition Agreement"). The acquisition was completed by the Company acquiring all the outstanding common and preferred shares of Sprott Mining Idaho Holdings Inc., Sprott Mining Idaho Management Inc., and its affiliates with ownership to the remaining 40% non-controlling interests of the Galena Complex (the "Sprott Group"), in exchange for issuance of 170,000,000 of the Company's common shares, and $ 10 million in cash, plus monthly deliveries of 18,500 ounces of silver for a period of 36 months starting in January 2026 (see Note 11) and the assumption of working capital of $1.3 million. The common shares issued were valued at $0.38 per share for a total value of $ 64.5 million.

The working capital assumed on closing included cash, trade and other receivables, and prepaid expenses totalling to $ 0.1 million, and trade and other payables totalling to $0.2 million. Mr. Eric Sprott was also obligated to make an additional $ 1.4 million contribution related to the original joint venture agreement (see Note 21). As part of this arrangement, the Company will receive this contribution through offsetting payments that are otherwise due on a silver metals delivery agreement (see Note 11) commencing with the initial monthly delivery starting in January 2026.

Acquisition of the remaining 40% non-controlling interests while retaining control of the Galena Complex was accounted for as an equity transaction attributable to shareholders of the Company. Acquisition related expenses of $9.0 million have been accrued in trade and other payables in the consolidated statement of financial position and charged to retained earnings in the consolidated statements of changes in equity for the year ended December 31, 2024.

**7. Trade and other receivables**

| | December 31, 2024 | December 31, 2023 |
|---|---|---|
| Trade receivables | $ 3,572 | $ 5,875 |
| Other receivables | 3,560 | 3,611 |
| | $ 7,132 | $ 9,486 |

**8. Inventories**

| | December 31, 2024 | December 31, 2023 |
|---|---|---|
| Concentrates | $ 2,971 | $ 1,769 |
| Ore stockpiles | 1,767 | 913 |
| Spare parts and supplies | 5,966 | 5,975 |
| | $ 10,704 | $ 8,657 |

The amount of inventories recognized in cost of sales was $ 82.7 million during the year ended December 31, 2024 (2023: $ 80.7 million) including concentrates and ore stockpiles write-down to net realizable value of $1.3 million (2023: $1.7 million) during the year ended December 31, 2024.

**9. Property, plant and equipment**

| | Mining interests | Non-producing properties | Plant and equipment | Right-of-use lease assets | Corporate office equipment | Total |
|---|---|---|---|---|---|---|

**Cost**

| | | | | | | |
|---|---|---|---|---|---|---|
| **Balance at January 1, 2023** | $ 215,412 | $ 12,469 | $ 120,577 | $ 12,093 | $ 236 | $ 360,787 |
| Asset additions | 11,517 | - | 8,420 | 238 | 1 | 20,176 |
| Asset disposals | - | - | (769) | (646) | - | (1,415) |
| Change in decommissioning provision | (110) | - | - | - | - | (110) |
| **Balance at December 31, 2023** | 226,819 | 12,469 | 128,228 | 11,685 | 237 | 379,438 |
| Asset additions | 14,226 | - | 4,794 | 789 | - | 19,809 |
| Change in decommissioning provision | (1,420) | - | - | - | - | (1,420) |
| **Balance at December 31, 2024** | $ 239,625 | $ 12,469 | $ 133,022 | $ 12,474 | $ 237 | $ 397,827 |
| | | | | | | |
| **Accumulated depreciation and depletion** | | | | | | |
| **Balance at January 1, 2023** | $ (114,548) | $ - | $ (77,733) | $ (7,038) | $ (169) | $ (199,488) |
| Depreciation/depletion for the year | (11,926) | - | (7,707) | (1,185) | (31) | (20,849) |
| Impairment for the year | (6,000) | - | - | - | - | (6,000) |
| **Balance at December 31, 2023** | (132,474) | - | (85,440) | (8,223) | (200) | (226,337) |
| Depreciation/depletion for the year | (14,172) | - | (8,615) | (1,278) | (26) | (24,091) |
| **Balance at December 31, 2024** | $ (146,646) | $ - | $ (94,055) | $ (9,501) | $ (226) | $ (250,428) |
| | | | | | | |
| **Carrying value** | | | | | | |
| **at December 31, 2023** | $ 94,345 | $ 12,469 | $ 42,788 | $ 3,462 | $ 37 | $ 153,101 |
| **at December 31, 2024** | $ 92,979 | $ 12,469 | $ 38,967 | $ 2,973 | $ 11 | $ 147,399 |

Non-current assets are tested for impairment or impairment reversals when events or changes in circumstances suggest that the carrying amount may not be recoverable. No impairment or impairment reversal were identified for the year ended December 31, 2024 for each of the Company's cash-generating unit, including non-producing properties and properties placed under care and maintenance.

*Fiscal 2023 Impairment*

Impairment indicators were identified during the year ended December 31, 2023 caused by market capitalization being less than the net assets of the Company. Impairments were recorded as at December 31, 2023. The Company assessed the recoverability of the $32.1 carrying amount of the Relief Canyon Mine cash-generating unit and a $6.0 million impairment to the carrying value was identified. The Company allocated $6.0 million of the impairment against mineral interests relating to the Relief Canyon Mine as at December 31, 2023. The $26.1 million recoverable amount of the Relief Canyon Mine's net assets was determined based on a market approach of trading multiples of comparable companies. Publicly traded companies with gold mining assets of similar development and production stages to the Relief Canyon Mine were identified and assessed for total enterprise value and contained gold equivalent ounces to derive at an implied valuation multiple. The derived implied valuation multiples of feasibility and pre-production stage companies ranging from $23 per contained gold equivalent ounce to $ 31 per contained gold equivalent ounce were compared to that of the Relief Canyon Mine in assessing the recoverability of its carrying amount.

Fair value models are considered to be Level 3 within the fair value hierarchy. Key assumptions used in Relief Canyon Mine's fair value models include estimation of total enterprise value and contained gold equivalent ounces of publicly traded companies based on observable market data. Total enterprise value was derived from market capitalization adjusted for a control premium while excluding cash and cash equivalents and book value of other non-mining assets and discounting for production delays. An increase and decrease in market capitalization of 1% would impact the recoverable amount by estimates of approximately $0.2 million increase and $ 0.2 million decrease, respectively. If a subsequent impairment test indicated further changes in market multiples and contained gold equivalent ounces, it could result in a material recovery or further impairment to the carrying amount.

The carrying amounts of mineral interests, plant and equipment, and right-of-use lease assets from the Relief Canyon Mine, which is under care and maintenance, is approximately $16.0 million, $7.0 million, and $1.2 million, respectively, as at December 31, 2024 (December 31, 2023: $16.3 million, $9.6 million, and $1.5 million, respectively).

The Company completed the acquisition of the San Felipe property located in Sonora, Mexico on October 8, 2020. As at December 31, 2024, the carrying amount of this property was $12.5 million included in non-producing properties.

Asset additions during the year ended December 31, 2024 include right-of-use lease assets additions of $ 0.8 million (2023: $0.2 million).

The amount of borrowing costs capitalized as property, plant and equipment was $ 0.6 million during the year ended December 31, 2024 (2023: nil).

**10. Precious metals delivery and purchase agreement**

On April 3, 2019, the Company entered into a $25 million precious metals delivery and purchase agreement (the "Purchase Agreement") with Sandstorm Gold Ltd. ("Sandstorm") for the construction and development of the Relief Canyon Mine secured by shares, property, and assets of Relief Canyon. The Purchase Agreement consisted of a combination of fixed and variable deliveries from the Relief Canyon Mine. The Purchase Agreement has a repurchase option for the Company exercisable at any time to reduce the variable deliveries to Sandstorm from 4% to 2% by delivering 4,000 ounces of gold plus additional ounces of gold compounded annually at 10%. On initial recognition and as at December 31, 2024 and 2023, the fair value of the repurchase option was nil.

The Company initially recorded the advances received on precious metals delivery, net of transaction costs, as deferred revenue and expected to recognize the amounts in revenue as performance obligations to metals delivery were satisfied over the term of the metals delivery and purchase agreements.

As at December 31, 2021, the Company derecognized the outstanding carrying value of deferred revenue, net of transaction costs, and recognized the fixed and variable deliveries of precious metals as a financial liability measured at fair value through profit or loss as the Company expected that metal deliveries to Sandstorm may no longer be satisfied through internal gold production alone. The fair value of the metals contract liability was determined using forward commodity pricing curves at the end of the fiscal 2021 reporting period resulting in $20.8 million loss to fair value on metals contract liability. A $10.1 million loss to fair value on metals contract liability due to changes in forward commodity pricing curves was recorded during the year ended December 31, 2024 (2023: $3.4 million).

On February 26, 2023, the Company amended its Purchase Agreement with Sandstorm for the right to increase its advance payment by $2.75 million per calendar quarter or up to $11.0 million in aggregate during fiscal 2023 in order to satisfy the gold delivery obligations under the Purchase Agreement. The advances are to be repaid through balancing fixed deliveries of gold commencing at the end of the existing agreement within the 12-month period from November 2025 to October 2026. The advances of $2.75 million per quarter were drawn in full during fiscal 2023.

On March 21, 2024, the Company amended its Purchase Agreement with Sandstorm for the right to increase its advance payment by $3.25 million per calendar quarter or up to $6.5 million in aggregate during the first half of 2024 in order to satisfy the gold delivery obligations under the Purchase Agreement. The advances are to be repaid through balancing fixed deliveries of gold commencing at the end of the existing agreement within the 6-month period from November 2026 to April 2027. The first and second calendar quarter advances of $3.25 million per quarter were drawn in full in March and June 2024, respectively.

On September 24, 2024, the Company amended its Purchase Agreement with Sandstorm for the right to increase its advance payment by approximately $4.0 million in aggregate during the third quarter of 2024 in order to satisfy the gold delivery obligations under the Purchase Agreement. The advance is to be repaid through balancing fixed deliveries of gold commencing at the end of the existing agreement within the 3-month period from May to July 2027. The advance of approximately $4.0 million was drawn in full in September 2024.

On December 19, 2024, the Company amended its Purchase Agreement with Sandstorm to deliver its remaining fixed ounces of gold over a gradual quarterly fixed deliveries schedule with final delivery in December 2027. For each calendar quarter during the 36-month period ending in December 2027, the Company shall have the right for Sandstorm to subscribe common shares of the Company for proceeds up to a maximum of $1.9 million per calendar quarter to satisfy the gold delivery obligations under the Purchase Agreement.

The following table summarizes the continuity of the Company's net metals contract liability during the year:

| | Year ended December 31, 2024 | Year ended December 31, 2023 |
|---|---|---|
| Net metals contract liability, beginning of year | $ 36,837 | $ 30,989 |
| Advance increase (net of financing expense) | 12,512 | 13,989 |
| Delivery of metals produced | - | (1,720) |
| Delivery of metals purchased | (18,564) | (9,899) |
| Revaluation of metals contract liability | 10,083 | 3,478 |
| Net metals contract liability, end of year | $ 40,868 | $ 36,837 |
| | | |
| Current portion | $ 13,707 | $ 12,512 |
| Non-current portion | 27,161 | 24,325 |
| | $ 40,868 | $ 36,837 |

**11. Silver metals delivery agreement**

On December 19, 2024, the Company entered into a silver metals delivery agreement with Mr. Eric Sprott for monthly purchases and deliveries of 18,500 ounces of silver for a period of 36 months starting in January 2026 (the "Silver Agreement"). The Company recognized the fixed deliveries of precious metals as a financial liability measured at fair value through profit or loss as the Company expects metal deliveries to Mr. Eric Sprott will be satisfied through external purchase of silver. A fair value of the metals contract liability of $19.8 million was determined at inception using forward commodity pricing curves at the end of the fiscal 2024. As part of the Silver Agreement, outstanding indebtedness of $1.4 million from Mr. Eric Sprott related to the original joint venture agreement (see Note 21) will be used to offset the metals contract liability commencing with the initial monthly delivery starting in January 2026.

**12. Convertible debenture**

On April 28, 2021, the Company issued a $ 12.5 million CAD convertible debenture (the “Convertible Debenture”) due April 28, 2024 with interest payable at 8% per annum secured by the Company’s interest in the Galena Complex and by shares of one of the Company’s Mexican subsidiaries.

The Convertible Debenture was: redeemable at the Company’s option to prepay the principal amount subject to payment of a redemption premium of 30% during the first year, 20% during the second year, and 10% during the third year prior to maturity (the “Redemption Option”); retractable at the holder’s option at a cumulative $0.3 million CAD per month starting in the second month from inception where the Company may settle the retraction amount through either cash or issuance of the Company’s common shares determined by dividing 95% of the 20 day volume weighted average price of the Company’s common shares (the “Retraction Option”); and convertible at the holder’s option into the Company’s common shares at a conversion price of $3.35 CAD (the “Conversion Option”).

On inception, the Convertible Debenture, which may be settled through a fixed amount of the Company’s own equity instruments, was treated as a compound financial instrument with the principal portion classified as a liability component and the Conversion Option as an equity component. The initial fair value of the principal portion was determined using a market interest rate for an equivalent non-convertible instrument at the issue date. The principal portion is subsequently recognized on an amortized cost basis until extinguished on conversion or maturity. The remainder of the proceeds were allocated to the Conversion Option as equity. A net derivative liability of $1.4 million was recorded on initial recognition based on the estimated fair value of the combined Redemption Option and Retraction Option.

On November 12, 2021, the Company amended the Convertible Debenture by increasing the principal balance by $ 6.3 million CAD to a total outstanding principal, net of retractions, of $17.9 million CAD, in addition to amending its conversion price of $ 3.35 CAD to $1.48 CAD, and the terms to its Retraction Option retractable at a cumulative $0.3 million CAD per month to a cumulative $ 0.45 million CAD per month. All other material terms of the Convertible Debenture remained unchanged. The Company derecognized the associated carrying values of the Convertible Debenture prior to amendment and recognized an amended compound financial instrument with the amended principal portion classified as a liability component and the amended Conversion Option as an equity component. The fair value of the amended principal portion was determined using a market interest rate for an equivalent non-convertible instrument at the date of the amendment. A net derivative liability of $2.1 million was recorded on amendment date based on the estimated fair value of the combined Redemption Option and Retraction Option.

On October 22, 2022, the Company amended the Convertible Debenture by increasing the principal balance by $ 7.0 million CAD to a total outstanding principal, net of retractions, of $19.0 million CAD, in addition to amending its interest rate of 8% per annum to 9.5% per annum, its conversion price of $1.48 CAD to $1.00 CAD, and the terms to its Retraction Option retractable at a cumulative $ 0.45 million CAD per month to a cumulative $0.5 million CAD per month with a beginning cumulated retraction balance of $ 1.5 million CAD. All other material terms of the Convertible Debenture remained unchanged. The Company derecognized the associated carrying values of the Convertible Debenture prior to amendment and recognized an amended compound financial instrument with the amended principal portion classified as a liability component and the amended Conversion Option as an equity component. The fair value of the amended principal portion was determined using a market interest rate for an equivalent non-convertible instrument at the date of the amendment. A net derivative liability of $1.3 million was recorded on amendment date based on the estimated fair value of the combined Redemption Option and Retraction Option.

On June 21, 2023, the Company amended the Convertible Debenture by increasing the principal balance by $ 8.0 million CAD to a total outstanding principal, net of retractions, of $24.3 million CAD, in addition to amending its interest rate of 9.5% per annum to 11.0% per annum, its conversion price of $1.00 CAD to $0.80 CAD, the terms to its Retraction Option retractable at a cumulative $ 0.5 million CAD per month to a cumulative $1.0 million CAD per month starting in August 2023, and extending the maturity date from April 28, 2024 to July 1, 2024, with mutual option to extend by one calendar quarter up to April 28, 2025, with April 28, 2025 being the effective maturity date as at September 30, 2024. All other material terms of the Convertible Debenture remained unchanged. The Company derecognized the associated carrying values of the Convertible Debenture prior to amendment and recognized an amended compound financial instrument with the amended principal portion classified as a liability component and the amended Conversion Option as an equity component. The fair value of the amended principal portion was determined using a market interest rate for an equivalent non-convertible instrument at the date of the amendment. A net derivative liability of $1.3 million was recorded on amendment date based on the estimated fair value of the combined Redemption Option and Retraction Option.

On October 30, 2023, the Company amended the Convertible Debenture by increasing the principal balance by $ 2.0 million CAD to a total outstanding principal, net of retractions, of $25.0 million CAD. All other material terms of the Convertible Debenture remained unchanged.

On August 14, 2024, the Company amended the Convertible Debenture by amending its conversion price of $ 0.80 CAD to $0.52 CAD, terms to its Retraction Option retractable at a cumulative $1.0 million CAD per month to a cumulative $ 1.75 million CAD per month starting in September 2024, and subordinating existing security to holders of the Credit Facility. All other material terms of the Convertible Debenture remained unchanged. As part of the amendment, 6,000,000 common share purchase warrants were issued to holders of the Convertible Debenture where each warrant is exercisable for one common share at an exercise price of $0.42 CAD for a period of three years.

During the year ended December 31, 2024, the principal amount of the Convertible Debenture was reduced by $ 7.2 million CAD through partial exercises of the Retraction Option by the holder settled through issuance of 21,492,029 of the Company's common shares (year ended December 31, 2023: $3.7 million CAD settled through issuance of 8,329,064 common shares). The total outstanding principal, net of retractions, of the Convertible Debenture was $16.8 million CAD or $11.7 million USD as at December 31, 2024 (December 31, 2023: $24.0 million CAD or $18.1 million USD), and were fully converted by the holders as of January 31, 2025 at the conversion price of $ 0.52 CAD resulting in the issuance of 32,307,692 of the Company's common shares.

The Company recognized a loss of $ 0.2 million for the year ended December 31, 2024 (2023: gain of $ 0.1 million) as a result of the change in the estimated fair value of the combined Redemption Option and Retraction Option.

**13. Pre-payment facility**

On December 12, 2022, the Company amended its existing unsecured offtake agreement with Ocean Partners USA, Inc. of lead concentrates produced from the Galena Complex to include a pre-payment facility of $3.0 million with an initial term of three years at an interest of U.S. SOFR rate plus 6.95% per annum (the "Facility") to fund general working capital at the Galena Complex. Principal on the Facility is repaid through semi-monthly installments deductible from concentrate deliveries or paid in cash and can be redrawn on a revolving basis. The Facility shall automatically extend for a full calendar year if there is an outstanding payment balance within 12 months of the maturity of the Facility. The Facility was drawn in full in October 2024.

**14. Credit facility**

On August 14, 2024, the Company signed a credit and offtake agreement with Trafigura PTE Ltd. ("Trafigura") for a secured credit facility of up to $15 million to complete initial development of the Zone 120 and El Cajón silver-copper project ("EC120") (the "Credit Facility"). The Credit Facility is secured by share and asset pledges of all the Company's material Mexican subsidiaries with the Company's existing Convertible Debenture holders agreeing to subordinate existing security. The term of the Credit Facility is for a period of 36 months which includes a principal repayment grace period of 12 months, and bears interest of U.S. SOFR rate plus 6% per annum on cumulative drawings up to $12 million and 6.5% thereafter. The Credit Facility was drawn for $10.0 million in August 2024 and will be amortized in equal monthly installments of $0.6 million commencing after expiry of the grace period once the Credit Facility is drawn in full. The Company also entered into an offtake agreement with Trafigura for all the copper concentrates produced from EC120 where Trafigura will pay for the concentrates at the prevailing market prices for silver and copper, less customary treatment, refining and penalty charges.

**15. Promissory notes**

On December 15, 2020, the Company issued a $ 5 million unsecured promissory note (the "2020 Promissory Note") to Sandstorm due March 15, 2023 with interest payable at 7% per annum and repayable at the Company's option prior to maturity. Repayment of principal on the 2020 Promissory Note began in June 2022 where $2.5 million was paid during the year ended December 31, 2022. On March 31, 2023, the Company amended the 2020 Promissory Note with the remaining principal of $2.5 million be repaid in four equal instalments due June 30 and October 1, 2023, and July 1 and October 1, 2024, in addition to amending its interest rate to 8% per annum. Principal of $0.6 million was paid during the year ended December 31, 2023, with the remaining principal of $1.9 million paid in full on December 27, 2024.

On December 27, 2023, the Company issued a $ 2.4 million, unsecured promissory note (the "2023 Promissory Note") to Sandstorm due December 27, 2024 with interest payable at 8% per annum. The principal of $2.4 million was paid in full on December 27, 2024.

**16. Royalty payable**

On April 12, 2023, the Company entered into a $4.0 million net smelter returns royalty agreement (the “Royalty Agreement”) with Sandstorm to be repaid through a 2.5% royalty on attributable production from the Galena Complex and Cosalá Operations. The royalty reduces to 0.2% on attributable production from the Galena Complex and Cosalá Operations after the aggregate repayment of $4.0 million and may be eliminated thereafter with a buyout payment of $1.9 million.

On inception, the Royalty Agreement was classified as a hybrid instrument of host financial liability with embedded derivatives from the reduced 0.2% royalty on attributable production and buyout payment. The Company elected at inception to designate the entire hybrid instrument at fair value through profit or loss with its initial fair value be representative of the $4.0 million in proceeds received. Subsequent measurement of fair value for the hybrid instrument was determined based on an income approach of expected future cash flows into a single current discounted amount. Key assumptions used in the fair value determination of the hybrid instrument as at December 31, 2023 include timing of repayment of the $4.0 million, which considers factors such as forecasted production and commodity prices in quantifying expected net smelter returns, feasibility of the reduced 0.2% royalty on attributable production versus the buyout payment, and applicable discount rates. The Company recognized a loss of $0.9 million for the year ended December 31, 2024 (2023: $ 0.8 million) as a result of the change in the estimated fair value of the Royalty Agreement.

**17. Post-employment benefit obligations**

The Company maintains two non-contributory defined benefit pension plans covering substantially all employees at its U.S. operating subsidiary, U.S. Silver – Idaho, Inc. One plan covers salaried employees and one plan covers hourly employees. Benefits for the salaried plan are based on salary and years of service. Hourly plan benefits are based on negotiated benefits and years of service. The Company’s funding policy is to contribute annually the minimum amount prescribed, as specified by applicable regulations. The expected average service life of the active plan participants as at December 31, 2024 is approximately 9 years.

The amounts recognized in the consolidated statements financial position are as follows:

| | December 31, 2024 | December 31, 2023 |
|---|---|---|
| Present value of funded obligations | 24,876 | 26,176 |
| Fair value of plan assets | 20,984 | 19,639 |
| Deficit of funded plans | $ 3,892 | $ 6,537 |

The movements in the defined benefit obligations are as follows:

| | December 31, 2024 | December 31, 2023 |
|---|---|---|
| Obligations, beginning of year | $ 26,176 | $ 25,652 |
| Current service costs | 552 | 462 |
| Interest costs | 1,238 | 1,217 |
| Benefits paid | (1,308) | (1,272) |
| Actuarial loss (gain) | (1,782) | 117 |
| Obligations, end of year | $ 24,876 | $ 26,176 |

The movements in the fair value of plan assets are as follows:

| | December 31, 2024 | December 31, 2023 |
|---|---|---|
| Assets, beginning of year | $ 19,639 | $ 18,683 |
| Return on assets | 976 | 912 |
| Actuarial gain | 369 | 995 |
| Employer contributions | 1,308 | 321 |
| Benefits paid | (1,308) | (1,272) |
| Assets, end of year | $ 20,984 | $ 19,639 |

The amounts recognized in the consolidated statements of loss and comprehensive loss are as follows:

| | December 31, 2024 | December 31, 2023 |
|---|---|---|
| Current service costs, interest costs, and return on assets included in cost of sales | $ 814 | $ 767 |

The principal actuarial assumptions are as follows:

| | December 31, 2024 | December 31, 2023 |
|---|---|---|
| Discount rate (expense) | 4.75% | 5.00% |
| Discount rate (year end disclosures) | 5.50% | 4.75% |
| Future salary increases (salaried plan only) | 5.00% | 5.00% |

A 1% decrease in discount rate would have resulted in approximately $ 3.2 million increase in the defined benefit obligation from $ 24.9 million to $28.1 million as at December 31, 2024 (2023: $ 3.6 million increase in the defined benefit obligation from $ 26.2 million to $29.8 million). A 1% increase in future salary increases would have resulted in approximately $0.1 million increase in the defined benefit obligation from $ 24.9 million to $25.0 million as at December 31, 2024 (2023: $ 0.1 million increase in the defined benefit obligation from $ 26.2 million to $26.3 million).

Plan assets are fully comprised of pooled or mutual funds. The expected return on plan assets at 5.0% (2023: 4.9%) is determined by considering the expected returns available on the assets underlying the current investment policy. Expected yield on fixed interest investments is based on gross redemption yields as at the end of the reporting period. Expected returns on equity investments reflect long-term real rates of return in the market.

Expected contributions to pension benefit plans for the year ended December 31, 2025 are approximately $ 1.7 million, inclusive of contributions for fiscal 2024 of $0.5 million. For the year ended December 31, 2024, the actuarial gains charged to other comprehensive income are $ 2.2

million (2023: actuarial gains of $0.9 million).

**18. Decommissioning provision**

The decommissioning provision consists of land rehabilitation, demolition of buildings and mine facilities, and related costs. Although the ultimate amount of the decommissioning provision is uncertain, the fair value of these obligations is based on information currently available, including closure plans and the Company's interpretation of current regulatory requirements.

Fair value is determined based on the net present value of future cash expenditures upon reclamation and closure. Reclamation and closure costs are capitalized into property, plant and equipment depending on the nature of the asset related to the obligation and amortized over the life of the related asset.

The decommissioning provision relates to reclamation and closure costs of the Company's Cosalá Operations, Galena Complex, and Relief Canyon Mine. The decommissioning provision is estimated at an undiscounted amount of $19.8 million over a period of 5 to 14 years, and discounted using a risk-free rate varying from 3.7% to 10.4% (2023: estimated at an undiscounted amount of $ 20.5 million over a period of 5 to 15 years, and discounted using a risk-free rate varying from 3.5% to 10.2%).

| | December 31, 2024 | December 31, 2023 |
|---|---|---|
| Provisions, beginning of year | $ 12,129 | $ 11,715 |
| Decommissioning costs and change in estimates | (1,356) | (173) |
| Accretion on decommissioning provision | 616 | 587 |
| Provisions, end of year | $ 11,389 | $ 12,129 |

**19. Share capital**

On May 17, 2021, the Company entered into an at-the-market offering agreement (the "May 2021 ATM Agreement") where the Company may at its discretion and from time-to-time during the term of the May 2021 ATM Agreement, sell in the United States, through its agent, such number of common shares of the Company as would result in aggregate gross proceeds of up to $50.0 million. The May 2021 ATM Agreement expired on February 28, 2023 and the Company received aggregate gross proceeds of $44.4 million through issuance of 44,085,122 common shares, with approximately $1.7 million in transaction costs incurred and offset against share capital.

The Company closed non-brokered private placements for total gross proceeds of $ 0.8 million in July of 2023 through total issuance of 2,234,041 of the Company's common shares priced at approximately $0.47 CAD per share.

On March 27, 2024, the Company completed an equity offering of 26,000,000 units at a price of $ 0.30 CAD per unit for total gross proceeds of $5.8 million. Each unit consisted of one common share and one common share purchase warrant where each warrant is exercisable for one common share at an exercise price of $0.40 CAD for a period of three years starting March 27, 2024. As part of the equity offering, approximately $0.8 million in transaction costs were incurred and offset against share capital, and 150,000 common shares and 1,510,020 warrants for approximately $0.1 million and $ 0.1 million, respectively, were issued to the Company's advisors and offset against share capital where each warrant is exercisable for one common share at an exercise price of $0.30 CAD for a period of two years starting March 27, 2024.

On December 19, 2024, the Company completed an acquisition of the remaining 40% non-controlling interests of the Company's Galena Complex via the Acquisition Agreement (see Note 6) in exchange for issuance of 170,000,000 of the Company's common shares, and $ 10 million in cash, plus monthly deliveries of 18,500 ounces of silver for a period of 36 months starting in January 2026 (see Note 11). The Company also completed a concurrent bought deal private placement of subscription receipts raising gross proceeds of $50 million CAD or $35.1 million USD at an issue price of $0.40 CAD per subscription receipt resulting from total issuance of 125,000,000 of the Company's common shares.

During fiscal 2024, the Company closed non-brokered private placements for total gross proceeds of $ 9.4 million through total issuance of 28,112,615 of the Company's common shares priced at approximately $ 0.47 CAD per share.

*a. Authorized*

Authorized share capital consists of an unlimited number of common and preferred shares.

| | December 31, 2024 | December 31, 2023 |
|---|---|---|
| **Issued** | | |
| 594,450,243 (2023: 218,689,766) common shares | $ 573,532 | $ 455,548 |
| Nil (2023: Nil) preferred shares | - | - |
| | $ 573,532 | $ 455,548 |

Each non-voting preferred share is convertible, at the holder's option, without payment of any additional consideration by the holder thereof, initially on a one-to-one basis into common shares, subject to adjustment, and in accordance with the terms of the non-voting preferred shares.

*b. Stock option plan*

The number of shares reserved for issuance under the Company's stock option plan is limited to 10% of the number of common shares which are issued and outstanding on the date of a particular grant of options. Under the plan, the Board of Directors determines the term of a stock option to a maximum of 10 years, the period of time during which the options may vest and become exercisable as well as the option exercise price which shall not be less than the closing price of the Company's share on the Toronto Stock Exchange on the date immediately preceding the date of grant. The Compensation Committee determines and makes recommendations to the Board of Directors as to the recipients of, and nature and size of, share-based compensation awards in compliance with applicable securities law, stock exchange and other regulatory requirements.

A summary of changes in the Company's outstanding stock options is presented below:

| | Year ended December 31, 2024 | | Year ended December 31, 2023 | |
|---|---|---|---|---|
| | Number (thousands) | Weighted average exercise price CAD | Number (thousands) | Weighted average exercise price CAD |
| Balance, beginning of year | 17,370 | $ 1.30 | 12,367 | $ 2.40 |
| Granted | 9,050 | 0.53 | 8,200 | 0.62 |
| Expired | (6,310) | 2.22 | (3,197) | 3.79 |

| | | | | | | |
|---|---|---|---|---|---|---|
| Balance, end of year | 20,110 | $ | 0.67 | 17,370 | $ | 1.30 |

The following table summarizes information on stock options outstanding and exercisable as at December 31, 2024:

| Exercise price CAD | Weighted average remaining contractual life (years) | Outstanding (thousands) | Weighted average exercise price CAD | Exercisable (thousands) | Weighted average exercise price CAD |
|---|---|---|---|---|---|
| $0.01 to $0.50 | 2.04 | 4,875 | $ 0.32 | 2,933 | $ 0.31 |
| $0.51 to $1.00 | 2.19 | 12,175 | 0.66 | 5,517 | 0.72 |
| $1.01 to $1.50 | 0.15 | 3,060 | 1.24 | 3,060 | 1.24 |
| | | 20,110 | $ 0.67 | 11,510 | $ 0.75 |

*c. Share-based payments*

The weighted average fair value at grant date of the Company's stock options granted during the year ended December 31, 2024 was $ 0.18 (2023: $0.22).

The Company used the Black-Scholes Option Pricing Model to estimate fair value using the following weighted-average assumptions:

| | **Year ended December 31, 2024** | **Year ended December 31, 2023** |
|---|---|---|
| Expected stock price volatility [(1)] | 69% | 67% |
| Risk free interest rate | 3.10% | 3.62% |
| Expected life | 3 years | 3 years |
| Expected forfeiture rate | 2.91% | 3.60% |
| Expected dividend yield | 0% | 0% |
| | | |
| Share-based payments included in cost of sales | $ - | $ - |
| Share-based payments included in general and administrative expenses | 1,199 | 1,764 |
| Total share-based payments | $ 1,199 | $ 1,764 |

(1) Expected volatility has been based on historical volatility of the Company's publicly traded shares.

*d. Warrants*

The warrants that are issued and outstanding as at December 31, 2024 are as follows:

| Number of warrants | Exercise price (CAD) | Issuance date | Expiry date |
|---|---|---|---|
| 17,600 | 0.30 | Mar 2024 | Mar 27, 2026 |
| 3,500,000 | 0.55 | Jun 2023 | Jun 21, 2026 |
| 750,000 | 0.55 | Oct 2023 | Oct 30, 2026 |
| 24,955,600 | 0.40 | Mar 2024 | Mar 27, 2027 |
| 6,000,000 | 0.42 | Aug 2024 | Aug 14, 2027 |
| 35,223,200 | | | |

*e. Restricted share units:*

The Company has a Restricted Share Unit Plan under which eligible directors, officers and key employees of the Company are entitled to receive awards of restricted share units. Each restricted share unit is equivalent in value to the fair market value of a common share of the Company on the date of grant with the value of each cash settled award charged to compensation expense over the period of vesting. At each reporting date, the compensation expense and associated liability (which is included in trade and other long-term liabilities in the consolidated statement of financial position) are adjusted to reflect changes in market value. As at December 31, 2024, 234,076 (December 31, 2023: nil) restricted share units are outstanding at an aggregate value of $0.1 million (December 31, 2023: nil).

*f. Deferred share units:*

The Company has a Deferred Share Unit Plan under which eligible directors of the Company receive awards of deferred share units on a quarterly basis as payment for 50% to 100% of their director fees earned. Deferred share units are settled in either cash or common shares at the Company's discretion when the director leaves the Company's Board of Directors. The Company recognizes a cost in director fees and a corresponding increase in equity reserve upon issuance of deferred share units. As at December 31, 2024, 3,562,917 (2023: 2,379,554) deferred share units are issued and outstanding.

**20. Weighted average basic and diluted number of common shares outstanding**

| | Year ended December 31, 2024 | Year ended December 31, 2023 |
|---|---|---|
| Basic weighted average number of shares | 264,918,734 | 212,701,865 |
| Effect of dilutive stock options and warrants | - | - |
| Diluted weighted average number of shares | 264,918,734 | 212,701,865 |

Basic weighted average number of shares is determined by the weighted average time each issued common share was outstanding during the reporting period. Diluted weighted average number of common shares for the year ended December 31, 2024 excludes nil anti-dilutive preferred shares (2023: nil), 20,110,000 anti-dilutive stock options (2023: 17,370,000) and 35,223,200 anti-dilutive warrants (2023: 4,250,000).

**21. Non-controlling interests**

The Company entered into a joint venture agreement with Mr. Eric Sprott effective October 1, 2019 for 40% non-controlling interests of the Company's Galena Complex with initial contribution of $15 million to fund capital improvements and operations. Mr. Eric Sprott committed to contributing additional funds to support the ongoing operations alongside the Company in proportion of their respective ownership up to $5 million for the first year of operations with the Company contributing any potential excess as necessary. After the first year, contributions revert to the proportional percentage of ownership interests to fund capital projects and operations.

The Company recognized non-controlling interests of $ 14.3 million equal to the proportionate non-controlling interests' carrying amount of the Galena Complex at initial recognition classified as a separate component of equity. Subsequent contributions and proportionate share changes in equity are recognized to the carrying amount of the non-controlling interests.

On December 19, 2024, the Company completed an acquisition of the remaining 40% non-controlling interests of the Company's Galena Complex via the Acquisition Agreement (see Note 6). The $18.3 million proportionate non-controlling interests' carrying amount prior to the change in ownership was derecognized from the consolidated financial statements upon completion of the acquisition.

## 22. Revenue

The following is a disaggregation of revenue categorized by commodities sold:

| | Year ended December 31, 2024 | Year ended December 31, 2023 Revised (1) |
|---|---|---|
| **Silver** | | |
| Sales revenue | $ 62,052 | $ 62,419 |
| Derivative pricing adjustments | 326 | 687 |
| | 62,378 | 63,106 |
| **Zinc** | | |
| Sales revenue | $ 37,878 | $ 38,421 |
| Derivative pricing adjustments | 986 | 325 |
| | 38,864 | 38,746 |
| **Lead** | | |
| Sales revenue | $ 18,208 | $ 25,438 |
| Derivative pricing adjustments | (1) | 19 |
| | 18,207 | 25,457 |
| **Other by-products** | | |
| Sales revenue | $ 1,060 | $ 1,044 |
| Derivative pricing adjustments | 342 | 196 |
| | 1,402 | 1,240 |
| | | |
| Total sales revenue | $ 119,198 | $ 127,322 |
| Total derivative pricing adjustments | 1,653 | 1,227 |
| Gross revenue | $ 120,851 | $ 128,549 |
| Proceeds before intended use | 3,678 | 188 |
| Treatment and selling costs | (24,341) | (33,577) |
| | $ 100,188 | $ 95,160 |

(1) Certain fiscal 2023 amounts were reclassified from revenue to cost of sales (see Note 23).

Derivative pricing adjustments represent subsequent variations in revenue recognized as an embedded derivative from contracts with customers and are accounted for as financial instruments (see Note 27).

## 23. Cost of sales

Cost of sales is costs that directly relate to production at the mine operating segments and excludes depletion and amortization. The following are components of cost of sales:

| | Year ended December 31, 2024 | Year ended December 31, 2023 Revised (1) |
|---|---|---|
| Salaries and employee benefits | $ 32,097 | $ 33,307 |
| Raw materials and consumables | 34,027 | 33,465 |
| Utilities | 4,439 | 4,181 |
| Contract services - transportation costs | 5,212 | 5,598 |
| Other costs | 7,063 | 5,461 |
| Costs before intended use | 1,949 | 188 |
| Changes in inventories | (3,346) | (3,267) |
| Inventory write-downs | 1,299 | 1,725 |
| | $ 82,740 | $ 80,658 |

(1) Contract services related to transportation costs were reclassified from treatment and selling costs in revenue to cost of sales in fiscal 2023.

## 24. Corporate general and administrative expenses

Corporate general and administrative expenses are costs incurred at corporate and other segments that do not directly relate to production. The following are components of corporate general and administrative expenses:

| | Year ended December 31, 2024 | Year ended December 31, 2023 |
|---|---|---|
| Salaries and employee benefits | $ 3,581 | $ 2,502 |
| Directors' fees | 452 | 341 |
| Share-based payments | 1,292 | 1,764 |
| Professional fees | 1,501 | 1,921 |
| Office and general | 2,069 | 2,078 |
| | $ 8,895 | $ 8,606 |

## 25. Income taxes

The components of income tax expense (recovery) are as follows:

| | Year ended December 31, 2024 | Year ended December 31, 2023 |
|---|---|---|
| Current income tax expense (recovery) | $ 1,712 | $ (2,157) |
| Deferred income tax expense (recovery) | (1,033) | 97 |
| Income tax expense (recovery) | $ 679 | $ (2,060) |

The Company's effective rate of income tax differs from the statutory rate of 26.5% as follows:

| | Year ended December 31, 2024 | Year ended December 31, 2023 |
|---|---|---|
| Loss before income taxes | $ (48,207) | $ (40,233) |
| Statutory rate | 26.5% | 26.5% |
| Tax recovery at statutory rate | (12,775) | (10,662) |
| Mexican mining royalty | 84 | 852 |
| Impact of foreign tax rates | (31) | 9 |
| Non-deductible expenses | 3,544 | 2,351 |
| Losses not recognized | 9,857 | 5,390 |
| Income tax expense (recovery) | $ 679 | $ (2,060) |

The Company's net deferred tax liability relates to the Mexican mining royalty and arises principally from the following:

| | December 31, 2024 | December 31, 2023 |
|---|---|---|
| Property, plant and equipment | $ 130 | $ 787 |
| Other | 313 | 319 |
| Total deferred tax liabilities | 443 | 1,106 |
| Provisions and reserves | (395) | (477) |
| Net deferred tax liabilities | $ 48 | $ 629 |

Deferred income taxes have not been recognized in respect of the following deductible temporary differences, as management does not consider their utilization to be probable for the foreseeable future:

| | December 31, 2024 | December 31, 2023 |
|---|---|---|
| Inventories | $ - | $ 39,904 |
| Property, plant and equipment | 24,680 | 41,892 |
| Mexican tax losses (expiring in 2025 - 2034) | 32,000 | 33,999 |
| Canadian tax losses (expiring in 2034 - 2044) | 44,900 | 37,103 |
| U.S. tax losses (expiring in 2025 - 2037) | - | 31,957 |
| U.S. tax losses (no expiry) | 32,150 | 165,649 |
| Provisions and other | 91,012 | 72,190 |
| Deferred Mexican mining royalty | 48 | 629 |
| | $ 224,790 | $ 423,323 |

Canadian tax losses include a dual Canadian and U.S. resident entity with $ 20.8 million in losses (2023: $ 20.9 million).

**26. Key management transactions**

Remuneration to directors and key management who have the authority and responsibility for planning, directing and continuing the activities of the Company:

| | Year ended December 31, 2024 | Year ended December 31, 2023 |
|---|---|---|
| Salaries and employee benefits | $ 1,947 | $ 1,235 |
| Directors' fees | 452 | 341 |
| Consulting fees | 65 | - |
| Share-based payments | 1,164 | 1,549 |

Gross proceeds of $0.3 million CAD from the $50 million CAD raised through bought deal private placement of subscription receipts in December 2024 were from members of the Company's board and management.

## 27. Financial risk management

*a. Financial risk factors*

The Company's risk exposures and the impact on its financial instruments are summarized below:

(i) Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents and trade and other receivables. The credit risk on cash and cash equivalents is limited because the Company invests its cash in deposits with well-capitalized financial institutions with strong credit ratings in Canada and the United States. Under current concentrate offtake agreements, risk on trade receivables related to concentrate sales is managed by receiving payments for 85% to 100% of the estimated value of the concentrate within one month following the time of shipment.

As of December 31, 2024, the Company's exposure to credit risk with respect to trade receivables amounts to $ 3.6 million (2023: $5.9 million). The Company believes credit risk is not significant and there was no significant change to the Company's allowance for expected credit losses as at December 31, 2024, and December 31, 2023.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they arise. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company's liquidity requirements are met through a variety of sources, including cash, cash generated from operations, credit facilities and debt and equity capital markets. The Company's trade payables have contractual maturities of less than 30 days and are subject to normal trade terms.

The following table presents the contractual maturities of the Company's financial liabilities and provisions on an undiscounted basis:

| | December 31, 2024 | | | | |
|---|---|---|---|---|---|
| | Total | Less than 1 year | 2-3 years | 4-5 years | Over 5 years |
| Trade and other payables | $ 37,333 | $ 37,333 | $ - | $ - | $ - |
| Pre-payment facility | 2,000 | 2,000 | - | - | - |
| Credit facility | 10,000 | 2,400 | 7,600 | - | - |
| Interest on credit facility | 1,359 | 980 | 379 | - | - |
| Convertible debenture | 11,676 | 11,676 | - | - | - |
| Interest on convertible debenture | 415 | 415 | - | - | - |
| Royalty payable | 3,026 | 3,026 | - | - | - |
| Metals contract liability | 40,868 | 13,707 | 27,161 | - | - |
| Silver contract liability | 18,193 | - | 11,691 | 6,502 | - |
| Projected pension contributions | 8,563 | 1,693 | 2,564 | 2,803 | 1,503 |
| Decommissioning provision | 19,762 | - | - | - | 19,762 |
| Other long-term liabilities | 1,658 | - | 716 | 317 | 625 |
| | $ 154,853 | $ 73,230 | $ 50,111 | $ 9,622 | $ 21,890 |

Minimum lease payments in respect to lease liabilities are included in trade and other payables and other long-term liabilities as follows:

| | December 31, 2024 | | | | |
|---|---|---|---|---|---|
| | Total | Less than 1 year | 2-3 years | 4-5 years | Over 5 years |
| Trade and other payables | $ 622 | $ 622 | $ - | $ - | $ - |
| Other long-term liabilities | 1,033 | - | 716 | 317 | - |
| | $ 1,655 | $ 622 | $ 716 | $ 317 | $ - |

The following table summarizes the continuity of the Company's total lease liabilities discounted using an incremental borrowing rate ranging from 3% to 11% applied during the year:

| | Year ended December 31, 2024 | Year ended December 31, 2023 |
|---|---|---|
| Lease liabilities, beginning of year | $ 1,436 | $ 3,142 |
| Additions | 823 | 225 |
| Lease principal payments | (608) | (2,527) |
| Lease interest payments | (71) | (154) |
| Accretion on lease liabilities | 75 | 750 |
| Lease liabilities, end of year | $ 1,655 | $ 1,436 |

(iii) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and price risk.

*(1) Interest rate risk*

The Company is subject to interest rate risk of the 3 month U.S. LIBOR rate plus 7.2% per annum from Cosalá Operations' advance payments of concentrate, the 3 month U.S. SOFR rate plus 6.95% per annum from the Facility, and the 3 month U.S. SOFR rate plus 6% per annum from the Credit Facility. Interest rates of other financial instruments are fixed.

*(2) Currency risk*

As at December 31, 2024, the Company is exposed to foreign currency risk through financial assets and liabilities denominated in CAD and MXN:

Financial instruments that may impact the Company's net loss or other comprehensive loss due to currency fluctuations include CAD and MXN denominated assets and liabilities which are included in the following table:

| | As at December 31, 2024 | |
|---|---|---|
| | CAD | MXN |

| | | |
|---|---|---|
| Cash and cash equivalents | $ 11,759 | $ 537 |
| Trade and other receivables | 196 | 3,355 |
| Trade and other payables | 10,960 | 11,557 |

As at December 31, 2024, the CAD/USD and MXN/USD exchange rates were 1.44 and 20.27, respectively. The sensitivity of the Company's net loss and comprehensive loss due to changes in the exchange rates for the year ended December 31, 2024 is included in the following table:

| | CAD/USD Exchange rate | MXN/USD Exchange rate |
|---|---|---|
| | +/- 10% | +/- 10% |
| Approximate impact on: | | |
| Net loss | $ 1,561 | $ 4,216 |
| Other comprehensive loss | (489) | (121) |

The Company may, from time to time, employ derivative financial instruments to manage exposure to fluctuations in foreign currency exchange rates.

As at December 31, 2024 and December 31, 2023, the Company does not have any non-hedge foreign exchange forward contracts outstanding. During the year ended December 31, 2024, and 2023, the Company did not settle any non-hedge foreign exchange forward contracts.

*Price risk*

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments in the market. As at December 31, 2024, the Company had certain amounts related to the sales of concentrates that have only been provisionally priced. A ±10% fluctuation in silver, zinc, lead, and gold prices would affect trade receivables by approximately $0.4 million (2023: $0.6 million).

As at December 31, 2024 and December 31, 2023, the Company did not have any non-hedge commodity forward contracts outstanding. During the year ended December 31, 2024, the Company did not settle any non-hedge commodity forward contracts.

Net amount of gain or loss on derivative instruments from non-hedge foreign exchange and commodity forward contracts recognized through profit or loss during the year ended December 31, 2024 was nil (2023: nil). Total amount of gain or loss on derivative instruments including those recognized through profit or loss from the Company's convertible debenture during the year ended December 31, 2024 was a loss of $0.2 million (2023: gain of $0.1 million).

*b. Fair values*

The fair value of cash, restricted cash, trade and other receivables, and other financial assets and liabilities listed below approximate their carrying amounts mainly due to the short-term maturities of these instruments.

The methods and assumptions used in estimating the fair value of financial assets and liabilities are as follows:

- Cash and cash equivalents: The fair value of cash equivalents is valued using quoted market prices in active markets.
- Trade and other receivables: The fair value of trade receivables from silver sales contracts that contain provisional pricing terms is determined using the appropriate quoted forward price from the exchange that is the principal active market for the particular metal. As such, there is an embedded derivative feature within trade receivables.
- Metals contract liabilities: Fixed and variable deliveries of precious metals are classified and measured as financial liabilities at fair value through profit or loss determined using forward commodity pricing curves at end of the reporting period.
- Pre-payment and credit facilities, convertible debenture, and promissory notes: The principal portion of pre-payment and credit facilities, convertible debenture, and promissory notes are initially measured at fair value and subsequently carried at amortized cost.

- Royalty payable: The financial liability is measured at fair value through profit or loss determined using discounted cash flows of expected future royalty payments at end of the reporting period.
- Embedded derivatives: Revenues from the sale of metals produced from silver sales contracts since the commencement of commercial production are based on provisional prices at the time of shipment. Variations between the price recorded at the time of sale and the actual final price received from the customer are caused by changes in market prices for metals sold and result in an embedded derivative in revenues and accounts receivable.
- Derivatives: The Company uses derivative and non-derivative instruments to manage financial risks, including commodity, interest rate, and foreign exchange risks. The use of derivative contracts is governed by documented risk management policies and approved limits. The Company does not use derivatives for speculative purposes. The fair value of the Company's derivative instruments is based on quoted market prices for similar instruments and at market prices at the valuation date.

The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 inputs are quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, inputs other than quoted prices that are observable for the asset or liability (for example, interest rate and yield curves observable at commonly quoted intervals, forward pricing curves used to value currency and commodity contracts and volatility measurements used to value option contracts), or inputs that are derived principally from or corroborated by observable market data or other means.
- Level 3 inputs are unobservable (supported by little or no market activity).

| | December 31, 2024 | December 31, 2023 |
|---|---|---|
| Level 1 | | |
| Cash and cash equivalents | $ 20,002 | $ 2,061 |
| Restricted cash | 4,527 | 4,351 |
| | | |
| Level 2 | | |
| Trade and other receivables | 7,132 | 9,486 |
| Derivative instruments | 709 | 1,230 |
| Metals contract liability | 40,868 | 36,837 |
| Silver contract liability | 18,193 | - |
| | | |
| Level 3 | | |
| Royalty payable | 2,762 | 3,947 |
| | | |
| Amortized cost | | |
| Pre-payment facility | 2,000 | 2,250 |
| Credit facility | 9,490 | - |
| Promissory notes | - | 4,275 |
| Convertible debenture | 10,849 | 15,384 |

## 28. Segmented and geographic information, and major customers

*a. Segmented information*

The Company's operations comprise of four reporting segments engaged in acquisition, exploration, development and exploration of mineral resource properties in Mexico and the United States. Management has determined the operating segments based on the reports reviewed by the chief operating decision makers that are used to make strategic decisions.

*b. Geographic information*

All revenues from sales of concentrates for the years ended December 31, 2024 and 2023 were earned in Mexico destined to Mexico, and the United States destined to Canada. The following segmented information is presented as at and during the years ended December 31, 2024 and 2023. The Cosalá Operations segment operates in Mexico while the Galena Complex and Relief Canyon segments operate in the United States.

| | As at December 31, 2024 | | | | | As at December 31, 2023 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Cosalá Operations | Galena Complex | Relief Canyon | Corporate and Other | Total | Cosalá Operations | Galena Complex | Relief Canyon | Corporate and Other | Total |
| Cash and cash equivalents | $ 6,576 | $ 1,390 | $ 35 | $ 12,001 | $ 20,002 | $ 687 | $ 791 | $ 43 | $ 540 | $ 2,061 |
| Trade and other receivables | 5,485 | 1,450 | - | 197 | 7,132 | 7,068 | 2,388 | - | 30 | 9,486 |
| Inventories | 7,976 | 2,625 | 103 | - | 10,704 | 6,310 | 2,244 | 103 | - | 8,657 |
| Prepaid expenses | 745 | 933 | 755 | 443 | 2,876 | 1,003 | 909 | 404 | 516 | 2,832 |
| Restricted cash | 135 | 53 | 4,339 | - | 4,527 | 162 | 53 | 4,136 | - | 4,351 |
| Property, plant and equipment | 48,123 | 74,935 | 23,686 | 655 | 147,399 | 51,600 | 73,490 | 27,404 | 607 | 153,101 |
| Total assets | $ 69,040 | $ 81,386 | $28,918 | $ 13,296 | $192,640 | $ 66,830 | $ 79,875 | $32,090 | $ 1,693 | $180,488 |
| Trade and other payables | $ 12,650 | $ 8,689 | $ 2,896 | $ 13,098 | $ 37,333 | $ 12,184 | $ 4,843 | $ 1,421 | $ 4,512 | $ 22,960 |
| Derivative instruments | - | - | - | 709 | 709 | - | - | - | 1,230 | 1,230 |
| Shares pending issuance from retraction | - | - | - | - | - | - | - | - | 436 | 436 |
| Pre-payment facility | - | 2,000 | - | - | 2,000 | - | 2,250 | - | - | 2,250 |
| Credit facility | 9,490 | - | - | - | 9,490 | - | - | - | - | - |
| Other long-term liabilities | - | 1,170 | - | 488 | 1,658 | 30 | 1,074 | - | 506 | 1,610 |
| Metals contract liability | - | - | - | 40,868 | 40,868 | - | - | - | 36,837 | 36,837 |
| Silver contract liability | - | - | - | 18,193 | 18,193 | - | - | - | - | - |
| Convertible debenture | - | - | - | 10,849 | 10,849 | - | - | - | 15,384 | 15,384 |
| Promissory notes | - | - | - | - | - | - | - | - | 4,275 | 4,275 |
| Royalty payable | - | - | - | 2,762 | 2,762 | - | - | - | 3,947 | 3,947 |
| Post-employment benefit obligations | - | 3,892 | - | - | 3,892 | - | 6,537 | - | - | 6,537 |
| Decommissioning provision | 2,129 | 5,346 | 3,914 | - | 11,389 | 2,605 | 5,563 | 4,025 | - | 12,193 |
| Deferred tax liabilities | 48 | - | - | - | 48 | 629 | - | - | - | 629 |
| Total liabilities | $ 24,317 | $ 21,097 | $ 6,810 | $ 86,967 | $139,191 | $ 15,448 | $ 20,267 | $ 5,446 | $ 67,127 | $108,288 |

| | Year ended December 31, 2024 | | | | | Year ended December 31, 2023 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Cosalá Operations | Galena Complex | Relief Canyon | Corporate and Other | Total | Cosalá Operations | Galena Complex | Relief Canyon | Corporate and Other | Total |
| Revenue | $ 54,111 | $ 46,077 | $ - | $ - | $100,188 | $ 50,871 | $ 44,173 | $ 116 | $ - | $ 95,160 |
| Cost of sales | (42,554) | (40,186) | - | - | (82,740) | (40,868) | (39,022) | (768) | - | (80,658) |
| Depletion and amortization | (8,651) | (11,822) | (3,446) | (172) | (24,091) | (7,982) | (9,093) | (3,614) | (160) | (20,849) |
| Care and maintenance costs | - | (581) | (3,536) | - | (4,117) | - | (594) | (3,248) | - | (3,842) |
| Corporate general and administrative | - | - | - | (8,895) | (8,895) | - | - | - | (8,606) | (8,606) |
| Exploration costs | (2,754) | (3,107) | (110) | - | (5,971) | (835) | (2,455) | (142) | - | (3,432) |
| Accretion on decommissioning provision | (236) | (219) | (161) | - | (616) | (212) | (217) | (158) | - | (587) |
| Interest and financing income (expense) | (311) | (408) | 54 | (6,710) | (7,375) | (296) | (414) | (633) | (6,846) | (8,189) |
| Foreign exchange gain (loss) | 1,072 | - | - | (4,576) | (3,504) | (664) | - | - | 1,068 | 404 |
| Gain on disposal of assets | - | - | 18 | - | 18 | - | 283 | 119 | - | 402 |
| Impairment to property, plant and equipment | - | - | - | - | - | - | - | (6,000) | - | (6,000) |
| Loss on metals contract liability | - | - | - | (10,065) | (10,065) | - | - | - | (3,396) | (3,396) |
| Other gain (loss) on derivatives | - | - | - | (164) | (164) | - | - | - | 120 | 120 |
| Fair value loss on royalty payable | - | - | - | (875) | (875) | - | - | - | (760) | (760) |
| Income (loss) before income taxes | 677 | (10,246) | (7,181) | (31,457) | (48,207) | 14 | (7,339) | (14,328) | (18,580) | (40,233) |
| Income tax recovery (expense) | (1,131) | 452 | - | - | (679) | 1,876 | 184 | - | - | 2,060 |
| Net income (loss) for the year | $ (454) | $ (9,794) | $ (7,181) | $ (31,457) | $ (48,886) | $ 1,890 | $ (7,155) | $(14,328) | $ (18,580) | $(38,173) |

*c. Major customers*

For the year ended December 31, 2024, the Company sold concentrates and finished goods to two major customers accounting for 91% of consolidated revenue with 45% from Cosalá Operations and 46% from Galena Complex (2023: two major customers accounting for 99% of consolidated revenue with 51% from Cosalá Operations and 48% from Galena Complex).

**29. Capital management**

Capital is defined as equity. The Company's objectives when managing its capital are to safeguard its ability to continue as a going concern and to maximize the value for its shareholders.

The Company's activities have been funded so far through debt and equity financing based on cash needs, and through operations. The Company typically sells its shares by way of private placement. There were no changes in these objectives, policies and processes used to manage capital during the year.

The Company manages its capital structure and determines its capital requirements in light of the changing economic conditions and the risk characteristics of its assets. To reach its objectives the Company may have to maintain or adjust its capital structure by issuing new share capital or new debt.

At this stage of its development, it is the policy of the Company to preserve cash to fund its operations and complete its capital projects and not to pay dividends. As of December 31, 2024, and 2023, the Company is not subject to any externally imposed capital requirements.

The following summarizes the Company's capital structure:

| | December 31, 2024 | December 31, 2023 |
|---|---|---|
| Equity attributable to shareholders of the Company | $ 53,449 | $ 53,418 |

**30. Contingencies**

Due to the size, complexity and nature of the Company's operations, various legal and tax matters arise in the ordinary course of business. The Company accrues for such items when a liability is both probable and the amount can be reasonably estimated.

In November 2010, the Company received a reassessment from the Mexican tax authorities related to its Mexican subsidiary, Minera Cosalá, for

the year ended December 31, 2007. The tax authorities disallowed the deduction of transactions with certain suppliers for an amount of approximately $9.7 million (MXN 196.8 million), of which $4.2 million (MXN 84.4 million) would be applied against available tax losses. The Company appealed this reassessment and the Mexican tax authorities subsequently reversed $4.7 million (MXN 94.6 million) of their original reassessment. The remaining $5.0 million (MXN 102.2 million) consists of $4.2 million (MXN 84.4 million) related to transactions with certain suppliers and $0.9 million (MXN 17.8 million) of value added taxes thereon. The Company appealed the remaining reassessment with the Mexican Tax Court in December 2011. The Company may be required to post a bond of approximately $0.9 million (MXN 17.8 million) to secure the value added tax portion of the reassessment. The deductions of $4.2 million (MXN 84.4 million), if denied, would be offset by available tax losses. The Company accrued $1.0 million (MXN 19.9 million) in the consolidated financial statements as at December 31, 2018 as a probable obligation for the disallowance of value added taxes related to the Mexican tax reassessment. As at December 31, 2024, the accrued liability of the probable obligation was $1.0 million (December 31, 2023: $1.0 million).

**EXHIBIT 99.3**

**AMERICAS GOLD AND SILVER CORPORATION**
**MANAGEMENT'S DISCUSSION AND ANALYSIS**
**FOR THE YEAR ENDED DECEMBER 31, 2024**
**DATED MARCH 27, 2025**

**Americas Gold and Silver Corporation**
**Management's Discussion and Analysis**
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*Unless otherwise indicated, in this Management's Discussion and Analysis all references to "dollar" or the use of the symbol "$" are to the United States of America dollar and all references to "C$" are to the Canadian dollar. Additionally, percentage changes in this Management's Discussion and Analysis are based on dollar amounts before rounding.*

**Forward-Looking Statements**

Statements contained in this Management's Discussion and Analysis ("MD&A") may constitute "forward-looking information" or "forward-looking statements" within the meaning of applicable Canadian and United States securities laws ("forward-looking statements"). Often, but not always, forward-looking statements can be identified by forward-looking words such as "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "seek", "propose", "estimate", "expect", and similar expressions. Specific forward-looking statements in this MD&A include, but are not limited to: estimated and targeted production rates and results for silver and other metals at the Galena Complex and Cosalá Operations; statements relating to the Company's acquisition of the remaining 40% interest in the Galena Complex and the Acquisition Agreement (as defined herein), including expected benefits to the Company and its shareholders; statements relating to the Company's positioning as a silver-focused producer and the precious metals markets; the expected timing and completion of required development and the expected operational and production results therefrom, statements relating to Americas Gold and Silver's EC120 Project, including expected approvals and capital requirements, and timing to reach commercial and sustainable production and full production on its anticipated timeline and budget; the Company's expectations relating to the operation of San Rafael throughout the EC120 Project development period and related cashflows; the Company's technical review and optimization work at the Galena Complex and related operational improvements, production potential and production efficiencies at the Galena Complex, including the expected production levels and anticipated improvements through production growth and operational efficiency; estimates of, and realizations on, mineral reserves and resources; expected prices of silver and other metals and related expectations relating to the Company's revenue derived from the sale of such metals; anticipated costs, expenses and capital expenditures; opportunities relating to the optimization of concentrate sales by enhancing by-product recovery and the timing and results of its metallurgical sampling program to identify by-product revenue optimization opportunities and the anticipated improvements therefrom; initial results and expectations arising out of the Company's exploration and drilling programs at the Galena Complex; the Company's ability to continue as a going concern; the Company's liquidity position and ability to fund expected operations at prevailing commodity prices and requirement for additional financing, including potential additional debt financing opportunities and existing debt restructuring; the Company's intention to issue guidance for 2025; and expectations regarding the Company's ability to rely in existing infrastructure, facilities and equipment.

Inherent in the forward-looking statements are known and unknown risks, uncertainties and other factors beyond the Company's ability to control or predict that may cause the actual results, performance or achievements of the Company, or developments in the Company's business or in its industry, to differ materially from the anticipated results, performance, achievements or developments expressed or implied by such forward-looking statements. Some of the risks and other factors (some of which are beyond the Company's control) that could cause results to differ materially from those expressed in the forward-looking statements contained in this MD&A include, but are not limited to risks relating to: interpretations or reinterpretations of geologic information; results of exploration and production activities; inability or delay in obtaining permits required for future exploration, development or production; to mineral reserves and mineral resources and related interpretations, development and production and the Company's ability to sustain or increase present production; general economic conditions and conditions affecting the industries in which the Company operates; the uncertainty of regulatory requirements and approvals; potential litigation; fluctuating mineral and commodity prices; any hedging activities of the Company; the ability to obtain necessary future financing on acceptable terms or at all; the ability to operate the Company's projects; operational matters and hazards inherent in the mining industry; competition in the mining industry; non-compliance with exchange listing standards; cybersecurity; government regulation of mining operations; cyclical aspects of the Company's business; changing global economic conditions and market volatility, including volatility in financial markets, adverse changes in currencies, trade policies and inflation; geopolitical instability, political unrest, tariffs or trade restrictions, war, and other global conflicts; ground conditions; government regulation and environmental compliance, property claims, title, surface rights and access; mining and exploration activities and future mining operations; risks relating to negative operating cash flows; risks relating to the possibility that the Company's working capital requirements may be higher than anticipated and/or its revenue may be lower than anticipated over relevant periods; illegal blockades and other factors limiting mine access or regular operations without interruption; labour relations, disputes and/or disruptions, employee recruitment and retention and pension funding and valuation; failure of plant, equipment, processes and transportation services to operate as anticipated; the recent US election and expectations related to and actions taken by the current administration; recession expectations; environmental compliance, climate change and government regulation thereof; variations in ore grade or recovery rates; capital and construction expenditures; certain of the Company's material properties are located in Mexico and are subject to changes in political and economic conditions and regulations in that country; risks associated with foreign operations; risks related to the Company's relationship with the communities where it operates; risks related to actions by certain non-governmental organizations; substantially all of the Company's assets are located outside of Canada, which could impact the enforcement of civil liabilities obtained in Canadian and U.S. courts; currency fluctuations that may adversely affect the financial condition of the Company; the Company may need additional capital in the future and may be unable to obtain it or to obtain it on favourable terms; risks associated with the Company's outstanding debt and its ability to make scheduled payments of interest and principal thereon; and reclamation activities and other factors described in this MD&A and the Company's most recently filed Annual Information Form ("AIF") under the heading "Risk Factors". The list above is not exhaustive of the factors that may affect any of the Company's forward-looking statements. Investors and others should carefully consider these and other factors and not place undue reliance on the forward-looking statements.

Forward-looking statements contained in this MD&A are based on management's plans, estimates, projections, beliefs and opinions as at the time such statements were made and the related assumptions may change. Although forward-looking statements contained in this MD&A are based on what management considers to be reasonable assumptions based on information currently available to it, there can be no assurances that actual events, performance or results will be consistent with these forward-looking statements, and management's assumptions may prove to be incorrect. Some of the important risks and uncertainties that could affect forward-looking statements are described further in this MD&A. The Company cannot guarantee future results, levels of activity, performance or achievements, should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, the actual results or developments may differ materially from those contemplated by the forward-looking statements. The Company does not undertake to update any forward-looking statements, even if new information becomes available, as a result of future events or for any other reason, except to the extent required by applicable securities laws.

**Cautionary Note to Investors in the United States Regarding Resources and Reserves**

This MD&A has been prepared in accordance with the requirements of the securities laws in effect in Canada, which differ from the requirements of United States securities laws. The Company's mineral reserves and mineral resources have been calculated in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101"), as required by Canadian securities regulatory authorities. These standards differ from the requirements of the United States Securities and Exchange Commission (the "SEC") that are applicable to domestic United States reporting companies. Accordingly, information in this MD&A that describes the Company's mineral reserves and mineral resources may not be comparable to information made public by United States companies subject to the SEC's reporting and disclosure requirements.

**Management's Discussion and Analysis**

This MD&A of the results of operations, liquidity and capital resources of Americas Gold and Silver Corporation (the "Company" or "Americas Gold and Silver") constitutes management's review of the Company's financial and operating performance for the year ended December 31, 2024, including the Company's financial condition and future prospects. Except as otherwise noted, this discussion is dated March 27, 2025 and should be read in conjunction with the Company's audited consolidated financial statements and the notes thereto for the years ended December 31, 2024 and 2023. The audited consolidated financial statements for the years ended December 31, 2024 and 2023 are prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board. The Company prepared its latest financial statements in U.S. dollars and all amounts in this MD&A are expressed in U.S. dollars, unless otherwise stated. These documents along with additional information relating to the Company including the Company's most recent Annual Information Form are available on SEDAR+ at www.sedarplus.ca, on EDGAR at www.sec.gov, and on the Company's website at www.americas-gold.com. The content of the Company's website and information accessible through the website do not form part of this MD&A.

In this report, the management of the Company presents operating highlights for the year ended December 31, 2024 compared to the year ended December 31, 2023 as well as comments on plans for the future. Throughout this MD&A, consolidated production results and consolidated operating metrics are based on the attributable ownership percentage of each operating segment.

The Company has included certain non-GAAP and other financial measures, which the Company believes, that together with measures determined in accordance with IFRS, provide investors with an improved ability to evaluate the underlying performance of the Company. Non-GAAP financial measures do not have any standardized meaning prescribed under IFRS, and therefore they may not be comparable to similar non-GAAP and other financial performance employed by other companies. The data is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. Reconciliations and descriptions can be found under "Non-GAAP and Other Financial Measures".

This MD&A contains statements about the Company's future or expected financial condition, results of operations and business. See "Forward-Looking Statements" above for more information on forward-looking statements.

**Overview**

The Company is a silver-focused producer with two operations in the world's leading silver mining regions: the Galena Complex in Idaho, USA and the Cosalá Operations in Sinaloa, Mexico, and the Company also owns Relief Canyon mine ("Relief Canyon") which is currently on care and maintenance in Nevada, USA.

In Idaho, USA, the Company operates the 100%-owned producing Galena Complex whose primary assets are the operating Galena mine, the Coeur mine, and the contiguous Caladay development project in the Coeur d'Alene Mining District of the northern Idaho Silver Valley. The Galena Complex has recorded production of over 230 million ounces of silver along with associated by-product metals of copper and lead over a production history of more than sixty years. The Company is currently underway with a new strategy at Galena aimed at increasing production and lowering operating costs following the consolidation transaction and concurrent C$50 million financing which closed in December 2024.

In Sinaloa, Mexico, the Company operates the 100%-owned Cosalá Operations, which includes the San Rafael silver-zinc-lead mine ("San Rafael"), after declaring commercial production in December 2017. Prior to that time, it operated the Nuestra Señora silver-zinc-copper-lead mine after commissioning the Los Braceros processing facility and declaring commercial production in January 2009. The Cosalá area land holdings also host several other known precious metals and polymetallic deposits, past-producing mines, and development projects, including the 100%-owned Zone 120 silver-copper deposit and the El Cajón silver-copper deposit ("EC120 Project"). The Company is currently in the process of developing the EC120 mine which is expected to reach full production by year end 2025. These properties are located in close proximity to the Los Braceros processing plant. The Company also owns a 100% interest in the San Felipe development project in Sonora, Mexico, which it acquired on October 8, 2020.

In Nevada, USA, the Company has the 100%-owned, Relief Canyon located in Pershing County, which is currently on care and maintenance. The mine poured its first gold in February 2020 and declared commercial production in January 2021. Operations were suspended in August 2021 in order to resolve technical challenges related to the metallurgical characteristics of the deposit and leaching and heap rinsing operations were discontinued in Q4-2023. The past-producing permitted mine includes three historic open-pit mines, a crusher, an ore conveying system, leach pads, and a refurbished heap-leach processing facility. The landholdings at Relief Canyon and the surrounding area cover over 11,700 hectares, providing the Company the potential to expand the Relief Canyon deposit and to explore for new discoveries close to existing processing infrastructure.

The Company's management and Board of Directors (the "Board") are comprised of senior mining executives who have extensive experience identifying, acquiring, developing, financing, and operating precious metals deposits globally. The Company's principal and registered office is located at 145 King Street West, Suite 2870, Toronto, Ontario, Canada, M5H 1J8. The Company is a reporting issuer in each of the provinces of Canada and is listed on the TSX trading under the symbol "USA" and on the NYSE American trading under the symbol "USAS".

Information contained on the Company's website is not incorporated by reference herein and should not be considered part of this MD&A.

**Recent Developments and Operational Discussion**

***Highlights***

- **Increased ownership in the Galena Complex to 100%** through the acquisition of Eric Sprott's 40% interest in the Complex ("Acquisition Agreement").
  - The Acquisition Agreement with Mr. Eric Sprott ("Sprott") was completed December 19, 2024 along with a concurrent bought deal private placement of subscription receipts completed for gross proceeds of C$50 million at an issue price of C$0.40 per subscription receipt.
- **Mr. Paul Andre Huet was appointed Chief Executive Officer effective November 11, 2024 and Chairman on December 19, 2024.** Mr. Huet's focus is on building a strong, experienced technical team to unlock the dormant value of the Galena Complex and Cosalá Operations in pursuit of increased shareholder returns.
- Benefits of the acquisition were:
  - **Consolidation of Galena Complex** in Idaho's Silver Valley aimed at strengthening the Company's position during a bullish silver and precious metal market.
  - **Leadership transition** with Mr. Huet bringing extensive experience in underground mining and a track record optimizing underground mines and long-standing industry connections with improved access to technical talent to advance his vision for the Galena Complex.
  - **Financial backing and strategic partnership** with Sprott provides both a strong capital foundation and increased credibility with the Company raising over C$50 million at the time of the transaction.
- **Increase in revenue[1] due to higher realized prices.** Revenue increased to $100.2 million for 2024 or 5% compared to $95.2 million for 2023, with a higher realized silver price[2] of $28.13/oz and a realized zinc price[2] of $1.26/lb during the period.
  - Consolidated attributable silver production of 1.7 million ounces with approximately 3.7 million ounces of silver equivalent[1], including 31.5 million pounds of zinc and 15.8 million pounds of lead.
- **Cost of sales[1,2] per silver equivalent ounce produced, cash costs[2] and all-in sustaining costs[2] per silver ounce produced** averaged $18.12, $17.41 and $28.13, respectively, in 2024.
- **Net loss** of $48.9 million for 2024 (2023 net loss of $38.2 million), primarily attributable to higher cost of sales, higher depletion and amortization, higher exploration costs, higher foreign exchange loss, higher loss on fair value of metals contract liability, and higher income tax expense, offset in part by higher net revenue, and prior period impairment.
- **Adjusted earnings**[2] for 2024 was a loss of $33.7 million (adjusted loss of $28.4 million for 2023) primarily due to higher depletion and amortization, and higher exploration costs.
- **Adjusted EBITDA**[2] for 2024 was a loss of $1.5 million (adjusted EBITDA loss of $1.4 million for 2023) primarily due to higher foreign exchange loss, and a higher loss on metals contract liability.
- **Silver production is expected to increase steadily** as the development into EC120 Project progresses and mine continues to batch higher development grade ore through the mill. Pre-production sales of EC120 silver-copper concentrate contributed $3.7 million to revenue during the year.
- **Credit and Offtake Agreement with Trafigura for EC120 Project.** On August 14, 2024, the Company signed a $15 million secured Credit and Offtake Agreement for the capital requirements of the Board-approved EC120 Project at its Cosalá Operations with the goal of solely producing higher-grade silver-copper concentrates in Q3-2025.
- **Cash and cash equivalents balance of $20.0 million** and working capital[1] deficit of $28.7 million as at December 31, 2024.

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[1] Throughout this MD&A, contract services related to transportation costs were reclassified from treatment and selling costs in revenue to cost of sales in fiscal 2023.

[2] This is a supplementary or non-GAAP financial measure or ratio. See "Non-GAAP and Other Financial Measures" section for further information.

*Acquisition Agreement*

On December 19, 2024, the Company completed the acquisition of the remaining 40% non-controlling interests of the Company's Galena Complex pursuant an agreement dated October 9, 2024 with Sprott. Mr. Paul Andre Huet was appointed Chief Executive Officer of the Company effective November 11, 2024 and Chairman of the Board of Directors following the close the transaction. Mr. Huet is focused on building a strong, experienced technical team to unlock the dormant value of the Galena Complex in pursuit of increased shareholder returns.

The benefits of the acquisition were:

- **Galena Complex Consolidation**: The consolidation of the Galena Complex in Idaho's Silver Valley represents a critical strategic move aimed at strengthening the Company's position during a potentially bullish silver market. With historic production levels reaching 5 million ounces annually, there is an objective to restore output to these levels in the coming years, leveraging both operational enhancements and strategic investment.

- **Leadership Transition**: Paul Andre Huet has been appointed CEO of the Company effective November 11, 2024, and became both Chairman and CEO, upon closing of the transaction. Paul brings extensive experience in underground mining and a track record of operational excellence. Mr. Huet's background as a skilled mining operator with long-standing industry connections is anticipated to drive strategic growth and operational improvements. The Company is confident Paul can unlock the full potential of the Galena Complex by investing in critical infrastructure and adjusting mining methodologies with a focus on enhancing safety and productivity.

- **Financial Backing and Strategic Partnership**: In addition to the funds raised by the bought deal private placement of subscription receipts and anticipated debt refinancing, the partnership with renowned precious metals investor Eric Sprott provides both a robust capital foundation and increased credibility. The capital infusion from the subscription receipts will support operational advancements and strategic investments, particularly in infrastructure improvements and the optimization of the Company's mining assets.

As part of the transaction, Sprott received 170,000,000 common shares, $10 million in cash, and a commitment to monthly deliveries of 18,500 ounces of silver for a period of 36 months starting in January 2026. The Company also closed a concurrent financing through a bought deal private placement of subscription receipts raising gross proceeds of C$50 million at an issue price of C$0.40 per subscription receipt resulting from total issuance of 125,000,000 of the Company's common shares. The Company also closed non-brokered private placements for total gross proceeds of $6.9 million CAD through total issuance of 16,650,000 of the Company's common shares priced at approximately $0.42 CAD per share for interim financing purposes.

Following the close of the acquisition on December 19, 2024, significant progress has been made in identifying opportunities and initiating action as part of the Company's technical review and optimization work to ensure that the Galena Complex reaches its full production potential, underscoring the Company's ongoing commitment to operational efficiency, safety, production growth, and maximizing value from existing assets. This progress includes initial work on the #3 shaft, a trade-off study currently underway at the mine, and new mining equipment to boost productivity underground, among other actions. The Company has released new drilling results that continue to demonstrate the geologic prospectivity of the deposit and identify new veins that could be brought into production with further drilling. The Company also initiated further test work to evaluate the potential to maximize recoveries of copper and antimony as a result of an initial review of byproduct metallurgical performance.

*Galena Complex*

The Galena Complex produced approximately 1.5 million ounces of silver in 2024 compared to approximately 1.6 million ounces of silver in 2023 (a 5% decrease in silver production), and 10.0 million pounds of lead in 2024, compared to 15.1 million pounds of lead in 2023 (a 34% decrease in lead production). Cash costs increased to $23.07 per ounce of silver in 2024 from $18.72 per ounce of silver in 2023 due to decreased silver production and lower by-product credits from lower lead production during the year, with an increase in all-in sustaining costs due to an increase in capital expenditures.

Tonnage and silver production during 2024 were both comparable to 2023 with an increase of 5% and a decrease of 5%, respectively. Development during 2024 included horizontal development work in the Upper Country Lead Zone between the 2400 and 2800 Levels which allowed the operation to access additional working areas, and accelerated work on the 55-179 decline to develop deeper higher-grade production stopes which will drive long-term production goals. Tonnage was negatively impacted by the build up of waste rock caused by continued hoisting limitations due to the delay in repairs to the Galena shaft, as well as equipment issues and changes to mining sequence and design.

Diamond drilling on the property has continued since the last mineral resource update and the Company has initiated the process of updating the mineral resources and reserves for the Galena Complex later this year.

*El Cajón and Zone 120 Silver-Copper Project*

The Company received Board approval to begin initial development of its 100%-owned, EC120 deposit in Q3-2023 from the San Rafael Upper Zone development where it accessed an ore-bearing area between San Rafael and the Zone 120 areas. Development of the El Cajon portion of the Project began in Q4-2024 after the development contractor mobilized to site. The EC120 Project produced approximately of 48,000 ounces of silver with approximately 61,000 ounces of silver equivalent[2] during 2024.

With the current higher silver and copper prices, the Company began the development of its 100%-owned, Board-approved EC120 Project at the Cosalá Operations following the initial access to the Zone 120 deposit in Q3-2023 from the San Rafael Upper Zone development. The 2019 Preliminary Feasibility Study entitled "*Americas Silver Corporation Technical Report on the San Rafael Mine and the EC120 Preliminary Feasibility Study, Sinaloa, Mexico*" dated May 17, 2019 (with an effective date of April 3, 2019) capital estimate assumed a standalone project including initial access, development, and equipment (other than the Los Braceros mill). The current EC120 Project will take advantage of existing infrastructure, facilities, permits, and equipment currently in use at the Cosalá Operation's San Rafael Mine. The EC120 Project is expected to provide significantly improved cash flow to the Company given the shared infrastructure, capital reductions, and the higher silver and copper prices which have improved since the date of the study.

Highlights of the standalone 2019 Preliminary Feasibility Study are as follows:

- Average annual metal production of 2.5 million ounces of silver and 4.5 million pounds of copper with a total of over 12 million ounces of silver and 23.0 million pounds of copper over a mine life of approximately 5 years.
- Pre-tax net present value with a 5% discount rate ("NPV5%") of approximately $43 million and internal rate of return ("IRR") of 61% or after-tax NPV5% of $33 million and IRR of 47% at long term consensus prices of $17.50 per ounce silver and $3.00 per pound copper.
- Probable mineral reserve of approximately 2.9 million tonnes with a grade of 157g/t silver and 0.42% copper containing approximately 14.5 million ounces of silver and 26.5 million pounds of copper.
- Standalone initial capital expenditure of approximately $17 million with life of mine sustaining capital of approximately $15 million.
- Life of mine cash costs of approximately $9.60 per silver ounce and average all-in sustaining costs of approximately $10.80 per silver ounce at the commodity prices noted in the 2019 Preliminary Feasibility Study.
- Processing is planned to take place at the existing Los Braceros facility to produce a silver-bearing copper concentrate with only minor modifications to the plant expected to be required.

[2] This is a supplementary or non-GAAP financial measure or ratio. See "Non-GAAP and Other Financial Measures" section for further information.

Due to the Company's liquidity status between Q4-2023 and Q3-2024, development work on EC120 Project was limited to roughly $3 million focused on the initial area of access between the Upper Zone in San Rafael and West Superior of Zone 120. Ore processed from this area was batched in metallurgical trial runs through the Los Braceros mill to increase confidence on silver and copper recoveries and successfully reached initial levels targeted by the 2019 Preliminary Feasibility Study.

On August 14, 2024, the Company signed a Credit and Offtake agreement (the "Credit Agreement") with Trafigura PTE Ltd. ("Trafigura") for a secured facility of up to $15 million to complete initial development of the EC120 Project. The Company has drawn $10 million under the Credit Agreement. The Credit Agreement is for a term of 36 months which includes a principal repayment grace period of 12 months and bears interest of U.S. SOFR rate plus 6% per annum on cumulative drawings up to $12 million and 6.5% thereafter. The Credit Agreement will be amortized in equal monthly installments of $0.6 million commencing after expiry of the grace period. As part of the Credit Agreement, Trafigura receives 100% of the silver-copper concentrate production from the EC120 Project.

After signing the agreement with Trafigura, internal development rates at Zone 120 increased and the necessary equipment re-builds began. During Q4-2024, a contractor was selected to begin the development work at the nearby El Cajon mine with development rates in Zone 120 and El Cajon meeting daily expectations by the end of February 2025. In addition, contractors were mobilized to site for the in-fill drilling and raise bore ventilation raises during Q1-2025.

The Company expects to continue to operate San Rafael throughout the EC120 Project development period and maximize cash flow by prioritizing the highest NSR ore through the mill as it develops sufficient working faces in the EC120 Project to reach commercial and sustainable production by the end of Q3-2025 with full production by the end of 2025.

For further information on the EC120 Project, please visit the Technical Reports section of the Company's website.

*Cosalá Operations*

During the period, the Company focused on increasing silver production while maintaining base metal production from the San Rafael Main and Upper Zones to maximize its revenue and cash flow generation to benefit from the increase in silver and zinc prices. A portion of mining and milling capacity during the year was used to prepare for the next evolution of operations into the EC120 silver-copper deposit. Silver production decreased in 2024 by 25% to approximately 825,000 ounces of silver compared to approximately 1,099,000 ounces of silver in 2023 primarily due to lower recoveries as a higher portion of the mill feed came from the San Rafael Main Central orebody which has lower silver recoveries based on its minerology. Production of base metals decreased to 31.5 million pounds of zinc and 9.7 million pounds of lead in 2024, compared to 34.1 million pounds of zinc, and 11.5 million pounds of lead in 2023. Production during the year was impacted by heavy rains and intermittent security concerns in nearby areas which caused the mill to be temporarily shut down on isolated occasions. Silver production is expected to increase steadily as the development into EC120 Project progresses and mine continues to batch higher development grade ore through the mill.

The Cosalá Operations increased capital spend on the EC120 Project, incurring $3.6 million during 2024 following the closing of the Credit Agreement with Trafigura. The EC120 Project contributed to approximately 105,000 ounces of silver production in 2024 as the Cosalá Operations milled and sold silver-copper concentrate during the EC120 Project's development phase contributing $3.7 million to net revenue during the year.

Cash costs per silver ounce increased during the year to $11.13 per ounce from $8.47 per ounce in 2023 due primarily to decreased silver production and lower by-product credits from lower zinc and lead production during the year.

*Other Recent Developments*

Precious and base metals prices continued to increase during the second half of 2024 as investors adjusted capital flows and allocations in response to the US elections and expectations of the incoming administration, recession expectations, inflationary impacts, and general overall capping of global interest rates, among other macroeconomic events. The market price of silver increased by 21% year-over-year to average price of $28.25/oz in 2024 compared to an average price of $23.39/oz in 2023. The market price of copper and zinc also increased by 8% and 5%, respectively, year-over-year to average price of $4.15/lb and $1.26/lb, respectively, in 2024 compared to an average price of $3.85/lb and $1.20/lb, respectively, in 2023. The Company is dependant on both precious and base metal prices for profitability and liquidity.

In addition, the Company is benefiting from the USD/MXN exchange ratio increasing to above 20:1 during Q4-2024 from a low of approximately 16.5:1 during Q1-2024. The Company is well positioned to significantly increase revenue for 2025 and beyond with its planned growth in silver production at both of its producing operations coupled with sustained increase in the market prices of silver and zinc continuing from Q2-2024.

*Sandstorm Agreement Amendments*

On March 21, 2024, the Company amended its metals delivery and purchase with Sandstorm Gold Ltd. (the "Purchase Agreement") for the right to increase its advance payment by $3.25 million per calendar quarter or up to $6.5 million in aggregate during the first half of 2024 in order to satisfy the gold delivery obligations under the agreement. The advances are to be repaid through balancing fixed deliveries of gold commencing at the end of the existing agreement (2026+). The first and second calendar quarter advance of $3.25 million per quarter were drawn in full in March and June 2024, respectively.

On September 24, 2024, the Company amended its Purchase Agreement for the right to increase its advance payment by approximately $4.0 million in aggregate during the third quarter of 2024 in order to satisfy the gold delivery obligations under the agreement. The advances are to be repaid through balancing fixed deliveries of gold commencing at the end of the existing agreement (2027+). The advance of approximately $4.0 million was drawn in full in September 2024.

On December 19, 2024, the Company amended its Purchase Agreement to deliver its remaining fixed ounces of gold over a gradual quarterly fixed deliveries schedule with final delivery in December 2027. For each calendar quarter during the 36-month period ending in December 2027, the Company shall have the right for Sandstorm to subscribe common shares of the Company for proceeds up to a maximum of $1.9 million per calendar quarter to satisfy the gold delivery obligations under the Purchase Agreement.

*Other Items During 2024*

On March 27, 2024, the Company completed an equity offering of an aggregate 26,000,000 units at a price of C$0.30 per unit for total aggregate gross proceeds of C$7.8 million. Each unit consisted of one common share and one common share purchase warrant where each warrant is exercisable for one common share at an exercise price of C$0.40 for a period of three years.

The total outstanding principal, net of retractions, of $16.8 million CAD of the Company's outstanding convertible debenture were fully converted by the holders as of January 31, 2025 at the conversion price of $0.52 CAD resulting in the issuance of 32,307,692 of the Company's common shares.

***2025 Guidance***

The new management of the Company has been focused on assessing, understanding developing and engaging contractors since acquiring the remaining 40% non-controlling interests of the Company's Galena Complex pursuant the Acquisition Agreement. The Company expects to provide guidance for fiscal 2025 in the coming weeks.

***Consolidated Results and Developments***

| | Fiscal Year Ended December 31, | |
|---|---|---|
| | **2024[4]** | **2023** |
| Revenue ($ M)[5] | $ 100.2 | $ 95.2 |
| Silver Produced (oz)[1] | 1,739,272 | 2,043,053 |
| Zinc Produced (lb)[1] | 31,508,284 | 34,084,119 |
| Lead Produced (lb)[1] | 15,834,224 | 20,539,540 |
| Total Silver Equivalent Produced ($/oz)[1,2] | 3,706,979 | 4,589,107 |
| Cost of Sales/Ag Eq Oz Produced ($/oz)[1,3] | $ 18.12 | $ 14.01 |
| Cash Costs/Ag Oz Produced ($/oz)[1,3] | $ 17.41 | $ 13.21 |
| All-In Sustaining Costs/Ag Oz Produced ($/oz)[1,3] | $ 28.13 | $ 20.44 |
| Net Loss ($ M) | $ (48.9) | $ (38.2) |
| Comprehensive Income (Loss) ($ M) | $ (41.1) | $ (39.0) |

1 Throughout this MD&A, consolidated production results and consolidated operating metrics are based on the attributable ownership percentage of each operating segment (100% Cosalá Operations and 60% Galena Complex up to December 18, 2024 prior to acquisition of Galena Complex's 40% non-controlling interests).
2 Throughout this MD&A, silver equivalent production was calculated based on all metals production at average realized silver, zinc, and lead prices during each respective period.
3 This is a supplementary or non-GAAP financial measure or ratio. See "Non-GAAP and Other Financial Measures" section for further information.
4 Throughout this MD&A, silver production, silver equivalent production, and cost per ounce measurements during fiscal 2024 include EC120 Project pre-production from the Cosalá Operations.
5 Throughout this MD&A, contract services related to transportation costs were reclassified from treatment and selling costs in revenue to cost of sales in fiscal 2023.

Consolidated attributable silver production during 2024 was lower than 2023 at approximately 1.7 million ounces versus 2.0 million ounces, respectively. Consolidated attributable silver equivalent production during 2024 decreased by 19% compared to 2023 due to higher silver prices in 2024 compared to 2023 as the Company uses realized quarterly prices in its equivalency calculations. These price changes negatively impacted the silver equivalent production calculation by approximately 0.4 million ounces in 2024 relative to 2023.

Revenue of $100.2 million for the year ended December 31, 2024 was higher than revenue of $95.2 million for the year ended December 31, 2023, resulting from higher realized silver and zinc prices, plus pre-production revenue from the EC120 Project of $3.7 million during the period. The average realized silver and zinc prices[3] increased by 20% and 7%, respectively, from 2023 to 2024, while the average realized lead price[3] decreased by 2% during the same period. The average realized silver price of $28.13/oz for 2024 (2023 – $23.44/oz) is comparable to the average London silver spot price of $28.25/oz for 2024 (2023 – $23.39/oz).

[3] These are supplementary or non-GAAP financial measures or ratios. See "Non-GAAP and Other Financial Measures" section for further information.

The Company recorded a net loss of $48.9 million for the year ended December 31, 2024 compared to a net loss of $38.2 million for the year ended December 31, 2023. The increase in net loss was primarily attributable to higher cost of sales, higher depletion and amortization, higher exploration costs, higher foreign exchange loss, higher loss on fair value of metals contract liability, and higher income tax expense, offset in part by higher net revenue, and prior period impairment. These variances are further discussed in the following sections.

***Galena Complex***

| | Fiscal Year Ended December 31, | |
|---|---|---|
| | **2024** | **2023** |
| Tonnes Milled | 120,804 | 114,622 |
| Silver Grade (g/t) | 392 | 436 |
| Lead Grade (%) | 4.02 | 6.36 |
| Silver Recovery (%) | 98.1 | 97.9 |
| Lead Recovery (%) | 93.7 | 94.3 |
| Silver Produced (oz) | 1,494,385 | 1,574,068 |
| Lead Produced (lb) | 10,021,111 | 15,145,745 |
| Total Silver Equivalent Produced ($/oz) [1,2] | 1,830,191 | 2,204,050 |
| Silver Sold (oz) | 1,481,874 | 1,602,271 |
| Lead Sold (lb) | 9,932,977 | 15,391,894 |
| Cost of Sales/Ag Eq Oz Produced ($/oz) [2] | $ 21.96 | $ 17.70 |
| Cash Costs/Ag Oz Produced ($/oz) [2] | $ 23.07 | $ 18.72 |
| All-In Sustaining Costs/Ag Oz Produced ($/oz) [2] | $ 34.13 | $ 25.93 |
| All-In Sustaining Costs with Galena Recapitalization Plan/Ag Oz Produced ($/oz) [2] | $ 34.13 | $ 28.64 |

1 Throughout this MD&A, silver equivalent production was calculated based on all metals production at average realized silver, zinc, and lead prices during each respective period.

2 This is a supplementary or non-GAAP financial measure or ratio. See "Non-GAAP and Other Financial Measures" section for further information.

The Galena Complex produced approximately 1.5 million ounces of silver in 2024 compared to approximately 1.6 million ounces of silver in 2023 (a 5% decrease in silver production), and 10.0 million pounds of lead in 2024, compared to 15.1 million pounds of lead in 2023 (a 34% decrease in lead production). Cash costs increased to $23.07 per ounce silver in 2024 from $18.72 per ounce silver in 2023 due to decreased silver production and lower by-product credits from lower lead production during the year, with an increase in all-in sustaining costs due to an increase in capital expenditures.

Tonnage and silver production during 2024 were both comparable to 2023 with an increase of 5% and a decrease of 5%, respectively. Development during 2024 included horizontal development work in the Upper Country Lead Zone between the 2400 and 2800 Levels which allowed the operation to access additional working areas, and continued work on the 55-179 decline to develop deeper higher-grade production stopes which will drive long-term production goals, as well as equipment issues and changes to mining sequence and design. Tonnage was negatively impacted by the build up of waste rock caused by continued hoisting limitations.

***Cosalá Operations***

| | Fiscal Year Ended December 31, | |
|---|---|---|
| | **2024**[3] | **2023** |
| Tonnes Milled | 564,737 | 554,807 |
| Silver Grade (g/t) | 71 | 88 |
| Zinc Grade (%) | 3.14 | 3.45 |
| Lead Grade (%) | 1.14 | 1.33 |
| Silver Recovery (%) | 56.2 | 70.0 |
| Zinc Recovery (%) | 80.7 | 80.8 |
| Lead Recovery (%) | 68.0 | 70.7 |
| Silver Produced (oz) | 825,097 | 1,098,612 |
| Zinc Produced (lb) | 31,508,284 | 34,084,119 |
| Lead Produced (lb) | 9,664,288 | 11,452,093 |
| Total Silver Equivalent Produced ($/oz) [1,2] | 2,586,577 | 3,266,677 |
| Silver Sold (oz) | 723,625 | 1,067,114 |
| Zinc Sold (lb) | 30,064,028 | 32,481,749 |
| Lead Sold (lb) | 9,338,917 | 11,123,604 |
| Cost of Sales/Ag Eq Oz Produced ($/oz) [2] | $ 16.45 | $ 12.51 |
| Cash Costs/Ag Oz Produced ($/oz) [2] | $ 11.13 | $ 8.47 |
| All-In Sustaining Costs/Ag Oz Produced ($/oz) [2] | $ 21.48 | $ 15.72 |

1 Throughout this MD&A, silver equivalent production was calculated based on all metals production at average realized silver, zinc, and lead prices during each respective period.
2 This is a supplementary or non-GAAP financial measure or ratio. See "Non-GAAP and Other Financial Measures" section for further information.
3 Throughout this MD&A, silver production, silver equivalent production, and cost per ounce measurements during fiscal 2024 include EC120 Project pre-production from the Cosalá Operations.

During the period, the Company focused on increasing silver production while maintaining base metal production from the San Rafael Main and Upper Zones to maximize its revenue and cash flow generation to benefit from the increase in silver and zinc prices. A portion of mining and milling capacity during the year was used to prepare for the transition of operations into the EC120 silver-copper deposit. Silver production decreased in 2024 by 25% to approximately 825,000 ounces of silver compared to approximately 1,099,000 ounces of silver in 2023 primarily due to lower recoveries. Production of base metals decreased to 31.5 million pounds of zinc and 9.7 million pounds of lead in 2024, compared to 34.1 million pounds of zinc, and 11.5 million pounds of lead in 2023. Production during the year was impacted by heavy rains and intermittent security concerns in nearby areas which caused the mill to be temporarily shut down on isolated occasions. Silver production is expected to increase steadily as the development into EC120 Project progresses and mine continues to batch higher development grade ore through the mill. Pre-production sales of EC120 silver-copper concentrate contributed $3.7 million to net revenue during the year.

Cash costs per silver ounce increased during the year to $11.13 per ounce from $8.47 per ounce in 2023 due primarily to decreased silver production and lower by-product credits from lower zinc and lead production during the year.

**Results of Operations**

*Analysis of the year ended December 31, 2024 vs. the year ended December 31, 2023*

The Company recorded a net loss of $48.9 million for the year ended December 31, 2024 compared to a net loss of $38.2 million for the year ended December 31, 2023. The increase in net loss was primarily due to higher cost of sales ($2.1 million), higher depletion and amortization ($3.2 million), higher exploration costs ($2.5 million), higher foreign exchange loss ($3.9 million), higher loss on fair value of metals contract liability ($6.7 million), and higher income tax expense ($2.8 million), offset in part by higher net revenue ($5.0 million), and prior period impairment ($6.0 million), each of which are described in more detail below.

***Revenue*** increased by $5.0 million to $100.2 million for the year ended December 31, 2024 from $95.2 million for the year ended December 31, 2023. The increase was due to $1.9 million higher revenue at the Galena Complex from higher silver realized price during the period offset by lower lead revenue from lower lead grades during the period. Revenue at the Cosalá Operations increased by $3.2 million during the period mainly due to EC120 Project pre-production revenue.

***Cost of sales*** increased by $2.1 million to $82.7 million for the year ended December 31, 2024 from $80.7 million for the year ended December 31, 2023. The increase was primarily due to $1.7 million increase in cost of sales from the Cosalá Operations due to increase in operating costs, primarily related to increases in employee-related costs, materials and supplies, and repair costs, plus $1.2 million increase in cost of sales from the Galena Complex due to increases in employee-related costs, utilities, and repair costs during the period.

***Depletion and amortization*** increased by $3.2 million to $24.1 million for the year ended December 31, 2024 from $20.9 million for the year ended December 31, 2023. The increase was primarily due to $2.7 million higher depletion and amortization from the Galena Complex as it commenced depletion and amortization of capital costs incurred from the Galena Complex recapitalization plan in 2023.

***Exploration costs*** increased by $2.5 million mainly due to increase in exploration concession claims expense from the Cosalá Operations during the period.

***Foreign exchange loss*** increased by $3.9 million to a $3.5 million loss for the year ended December 31, 2024 from a $0.4 million gain for the year ended December 31, 2023 mainly due to material changes in foreign exchange rates during the period impacting valuation of non-functional currency instruments from the Company's Canadian subsidiaries.

***Impairment to property, plant and equipment*** of $6.0 million was recorded during the year ended December 31, 2023 to Relief Canyon due to the assessment of an impairment indicator during fiscal 2023. There were no impairments realized in fiscal 2024.

***Loss on fair value of metals contract liability*** increased by $6.7 million due to the change in fair value of the Company's gold-based metals contract liability to Sandstorm during the period, primarily due to the increase in gold price forward curve compared to prior period.

***Income tax expense*** increased by $2.8 million to a $0.7 million loss for the year ended December 31, 2024 from a $2.1 million recovery for the year ended December 31, 2023 primarily due to amendment of fiscal 2022 income and mining taxes filed for the Cosalá Operations in 2023.

*Analysis of the three months ended December 31, 2024 vs. the three months ended December 31, 2023*

The Company recorded a net loss of $12.6 million for the three months ended December 31, 2024 compared to a net loss of $10.1 million for the three months ended December 31, 2023. The increase in net loss was primarily attributable to lower net revenue ($2.6 million), higher exploration costs ($2.3 million), higher foreign exchange loss ($4.2 million), and higher income tax expense ($4.5 million), offset in part by prior period impairment ($6.0 million), and lower loss on fair value of metals contract liability ($3.9 million), each of which are described in more detail below.

***Revenue*** decreased by $2.6 million to $23.8 million for the three months ended December 31, 2024 from $26.4 million for the three months ended December 31, 2024. The decrease was due to $2.4 million lower revenue at the Galena Complex from lower silver and lead production during the period.

***Exploration costs*** increased by $2.3 million mainly due to increase in exploration concession claims expense from the Cosalá Operations during the period.

***Foreign exchange loss*** increased by $4.2 million to a $3.7 million loss for the three months December 31, 2024 from a $0.5 million gain for the three months ended December 31, 2023 mainly due to material changes in foreign exchange rates during the period impacting valuation of non-functional currency instruments from the Company's Mexican and Canadian subsidiaries.

***Impairment to property, plant and equipment*** of $6.0 million was recorded during the three months ended December 31, 2023 to Relief Canyon due to the assessment of an impairment indicator during fiscal 2023. There were no impairments realized in the period.

***Loss on fair value of metals contract liability*** decreased by $3.9 million due to the lower change in fair value of the Company's gold-based metals contract liability to Sandstorm during the period and a gain from amendment to contract liability during the period.

***Income tax expense*** increased by $4.5 million to a $0.2 million loss for the three months ended December 31, 2024 from a $4.3 million recovery for the three months ended December 31, 2023 primarily due to amendment of fiscal 2022 income and mining taxes filed for the Cosalá Operations in 2023.

**Selected Annual Financial Information**

| Fiscal Year Ended December 31 | 2024[3] | 2023 | 2022 |
|---|---|---|---|
| Revenue ($ M)[4] | $ 100.2 | $ 95.2 | $ 85.0 |
| Net Loss ($ M) | (48.9) | (38.2) | (45.2) |
| Comprehensive Loss ($ M) | (41.1) | (39.0) | (38.6) |
| | | | |
| Net Loss per Common Share - Basic and Diluted | $ (0.17) | $ (0.16) | $ (0.23) |
| | | | |
| Silver Produced (oz)[1] | 1,739,272 | 2,043,053 | 1,308,201 |
| Zinc Produced (lb)[1] | 31,508,284 | 34,084,119 | 39,319,795 |
| Lead Produced (lb)[1] | 15,834,224 | 20,539,540 | 24,606,674 |
| Cost of Sales/Ag Eq Oz Produced ($/oz)[1,2] | $ 18.12 | $ 14.01 | $ 9.89 |
| Cash Costs/Ag Oz Produced ($/oz)[1,2] | $ 17.41 | $ 13.21 | $ 0.77 |
| All-In Sustaining Costs/Ag Oz Produced ($/oz)[1,2] | $ 28.13 | $ 20.44 | $ 9.64 |
| | | | |
| Cash ($ M) | $ 20.0 | $ 2.1 | $ 2.0 |
| Receivables ($ M) | 7.1 | 9.5 | 11.6 |
| Inventories ($ M) | 10.7 | 8.7 | 8.8 |
| | | | |
| Property, Plant and Equipment ($ M) | $ 147.4 | $ 153.1 | $ 161.3 |
| | | | |
| Current Assets ($ M) | $ 40.7 | $ 23.0 | $ 25.4 |
| Current Liabilities ($ M) | 69.4 | 61.2 | 42.1 |
| Working Capital ($ M) | (28.7) | (38.2) | (16.7) |
| | | | |
| Total Assets ($ M) | $ 192.6 | $ 180.5 | $ 190.8 |
| Total Liabilities ($ M) | 139.2 | 108.3 | 92.2 |
| Total Equity ($ M) | 53.4 | 72.2 | 98.6 |

1 Throughout this MD&A, consolidated production results and consolidated operating metrics are based on the attributable ownership percentage of each operating segment (100% Cosalá Operations and 60% Galena Complex up to December 18, 2024 prior to acquisition of Galena Complex's 40% non-controlling interests).

2 This is a supplementary or non-GAAP financial measure or ratio. See "Non-GAAP and Other Financial Measures" section for further information.

3 Throughout this MD&A, silver production, silver equivalent production, and cost per ounce measurements during fiscal 2024 include EC120 Project pre-production from the Cosalá Operations.

4 Throughout this MD&A, contract services related to transportation costs were reclassified from treatment and selling costs in revenue to cost of sales in fiscal 2023.

**Summary of Quarterly Results**

The following table presents a summary of the consolidated operating results for each of the most recent eight quarters ending with December 31, 2024.

| | Q4 2024[3] | Q3 2024[3] | Q2 2024[3] | Q1 2024[3] | Q4 2023 | Q3 2023 | Q2 2023 | Q1 2023 |
|---|---|---|---|---|---|---|---|---|
| Revenue ($ M)[4] | $ 23.9 | $ 22.5 | $ 33.2 | $ 20.6 | $ 26.4 | $ 19.4 | $ 25.8 | $ 23.6 |
| Net Loss ($ M) | (12.6) | (16.1) | (4.0) | (16.2) | (10.1) | (10.5) | (7.1) | (10.5) |
| Comprehensive Income (Loss) ($ M) | (7.7) | (17.8) | (2.7) | (12.9) | (12.9) | (8.5) | (6.5) | (11.1) |
| | | | | | | | | |
| Silver Produced (oz)[1] | 363,856 | 385,564 | 505,932 | 483,920 | 583,379 | 386,615 | 573,382 | 499,677 |
| Zinc Produced (lb)[1] | 6,292,634 | 8,362,501 | 8,868,263 | 7,984,886 | 8,299,319 | 8,985,496 | 9,574,772 | 7,224,532 |
| Lead Produced (lb)[1] | 3,370,212 | 4,118,739 | 4,393,575 | 3,951,698 | 4,457,094 | 4,666,578 | 5,873,499 | 5,542,369 |
| Cost of Sales/Ag Eq Oz Produced ($/oz)[1,2] | $ 21.85 | $ 18.30 | $ 16.44 | $ 16.97 | $ 13.75 | $ 15.63 | $ 14.28 | $ 12.60 |
| Cash Costs/Ag Oz Produced ($/oz)[1,2] | $ 20.68 | $ 16.88 | $ 12.42 | $ 20.57 | $ 14.24 | $ 19.01 | $ 10.00 | $ 11.18 |
| All-In Sustaining Costs/Ag Oz Produced ($/oz)[1,2] | $ 40.38 | $ 25.38 | $ 19.58 | $ 30.04 | $ 21.05 | $ 29.55 | $ 16.78 | $ 16.87 |
| | | | | | | | | |
| Current Assets (qtr. end) ($ M) | $ 40.7 | $ 26.8 | $ 26.4 | $ 22.9 | $ 23.0 | $ 18.6 | $ 26.8 | $ 25.3 |
| Current Liabilities (qtr. end) ($ M) | 69.4 | 63.3 | 65.2 | 51.9 | 61.2 | 43.9 | 44.9 | 45.0 |
| Working Capital (qtr. end) ($ M) | (28.7) | (36.5) | (38.8) | (29.0) | (38.2) | (25.3) | (18.1) | (19.7) |
| | | | | | | | | |
| Total Assets (qtr. end) ($ M) | $ 192.6 | $ 179.4 | $ 180.3 | $ 179.8 | $ 180.5 | $ 183.3 | $ 193.2 | $ 192.0 |
| Total Liabilities (qtr. end) ($ M) | 139.2 | 126.3 | 113.0 | 113.7 | 108.3 | 100.1 | 104.7 | 100.1 |
| Total Equity (qtr. end) ($ M) | 53.4 | 53.1 | 67.3 | 66.1 | 72.2 | 83.2 | 88.5 | 91.9 |

1 Throughout this MD&A, consolidated production results and consolidated operating metrics are based on the attributable ownership percentage of each operating segment (100% Cosalá Operations and 60% Galena Complex up to December 18, 2024 prior to acquisition of Galena Complex's 40% non-controlling interests).

2 This is a supplementary or non-GAAP financial measure or ratio. See "Non-GAAP and Other Financial Measures" section for further information.

3 Throughout this MD&A, silver production, silver equivalent production, and cost per ounce measurements during fiscal 2024 include EC120 Project pre-production from the Cosalá Operations.

4 Throughout this MD&A, contract services related to transportation costs were reclassified from treatment and selling costs in revenue to cost of sales in fiscal 2023.

**Liquidity**

The change in cash since December 31, 2023 can be summarized as follows (in millions of U.S. dollars):

| | | |
|---|---|---|
| **Opening cash balance as at December 31, 2023** | $ | 2.1 |
| Cash used in operations | | (5.9) |
| Expenditures on property, plant and equipment | | (18.9) |
| Lease payments | | (0.7) |
| Equity offering | | 5.0 |
| Private placement of subscription receipts | | 33.4 |
| Non-brokered private placements | | 9.2 |
| Proceeds from exercise of warrants | | 0.6 |
| Promissory notes | | (4.3) |
| Pre-payment facility | | (0.2) |
| Credit facility | | 9.4 |
| Metals contract liability | | (8.1) |
| Royalty payable | | (2.1) |
| Contribution from non-controlling interests | | 2.8 |
| Acquisition of non-controlling interests | | (10.0) |
| Decrease in trade and other receivables | | 2.4 |
| Change in inventories | | (3.3) |
| Change in trade and other payables | | 3.9 |
| Change in foreign exchange rates | | 4.7 |
| **Closing cash balance as at December 31, 2024** | $ | 20.0 |

The Company's cash and cash equivalents balance increased from $2.1 million to $20.0 million since December 31, 2023 with a working capital deficit of $28.7 million. This increase was mainly due to cash from net proceeds received from private placement of subscription receipts, equity offering, non-brokered private placements, credit facility, and contributions from non-controlling interests. These inflows were mainly offset by expenditures on property, plant and equipment, promissory notes, metals contract liability, royalty payable, and acquisition of the Galena Complex's 40% non-controlling interests. Current liabilities as at December 31, 2024 were $69.4 million which is $8.2 million higher than at December 31, 2023, principally due to increased balances in trade and other payables.

The Company operates in a cyclical industry where cash flow has historically been correlated to market prices for commodities. Several material uncertainties cast substantial doubt upon the going concern assumption, including cash flow positive production at the Cosalá Operations and Galena Complex, and ability to raise additional funds as necessary to fund these operations and meet obligations as they come due. The Company's cash flow is dependent upon its ability to achieve profitable operations, obtain adequate equity or debt financing, or, alternatively, dispose of its non-core properties on an advantageous basis to fund its near-term operations, development and exploration plans, while meeting production targets at current commodity price levels.

Management evaluates viable financing alternatives to ensure sufficient liquidity including debt instruments, concentrate offtake agreements, sale of non-core assets, private equity financing, sale of royalties on its properties, metal prepayment and streaming arrangements, and the issuance of equity. Several material uncertainties may impact the Company's liquidity in the short term, such as: the price of commodities, general inflationary pressures, cash flow positive production at both the Company's operating mines, the timing of the shaft repair, and the expected increase in hoisting capacity. At December 31, 2024, the Company did not have sufficient liquidity on hand to fund its expected operations at the prevailing commodity prices for the next twelve months and will require further financing to meet its financial obligations and execute on its planned operations. The Company is currently in advanced discussions with a counterparty to provide additional debt funding to fund its mine optimizing capital, development, and infill drilling expenses at the Galena Complex and further restructure its existing debt.

From 2020 to 2024, the Company has been successful in raising funds through equity offerings (including bought deals and at-the-market offerings), debt arrangements, convertible debentures, prepayment arrangements, royalty sales, and non-core asset sales. The Company issued an aggregate of C$35.8 million in convertible debentures, raised an aggregate of $44.4 million through an at-the-market equity offering on the New York Stock Exchange American to fund the Company's planned operations, amended its existing precious metals delivery and purchase agreement for the right to increase its advance payment up to $11.0 million during fiscal 2023 to satisfy current gold delivery obligations with draws made during each quarter of fiscal 2023 as allowed under the amendment, entered into a pre-payment facility, restructured a promissory note, and believes it will be able to raise additional financing as needed.

During 2024, the Company amended its existing precious metals delivery and purchase agreement for the right to increase its advance payment up to $10.5 million during 2024 and fully drew the advance under the agreement during the period and closed an equity offering for gross proceeds of C$7.8 million in March 2024. In August 2024, the Company signed the $15 million Credit Agreement with Trafigura for the capital requirements of the EC120 Project with an initial draw of $10 million under the facility. In December 2024, the Company acquired the remaining 40% interest of the Galena Complex and closed non-brokered private placements for total gross proceeds of $6.9 million CAD for bridge financing purposes, and a concurrent financing through bought deal private placement for gross proceeds of C$50 million.

In the medium term, as the Cosalá Operations sustain full production, the optimization of the No. 3 shaft is completed, the EC120 Project reaches commercial production, and the new Galena Complex strategy is executed in line with new plans currently being developed, along with positive metal prices, the Company believes that cash flow will be sufficient to fund ongoing operations.

The Company's financial instruments consist of cash, trade receivables, restricted cash, trade and other payables, and other long-term liabilities. The fair value of these financial instruments approximates their carrying values, unless otherwise noted. The Company is not exposed to significant interest or credit risk arising from financial instruments. The majority of the funds of the Company are held in accounts at major banks in Canada, Mexico and the United States.

*Disclosure of Recent Offering and Proceeds*

| Offering and Proceeds | Disclosed Use of Proceeds | Variance | Impact of Variance |
|---|---|---|---|
| Bought deal private placement (December 2024) – gross proceeds of C$50 million | C$13.9 million for payment of cash consideration<br><br>C$6.0 million for repayment of indebtedness<br><br>C$2.0 million for royalty payable<br><br>C$9.3 million for transaction expenses<br><br>C$18.9 million for working capital requirements at the Galena Complex and for general working capital and administrative purposes | As disclosed | Not applicable |
| Concurrent private placements (October and November 2024) – gross proceeds of C$6.9 million | For general working capital and administrative purposes | As disclosed | Not applicable |
| LIFE Offering (March 2024) –gross proceeds of C$6.5 million | C$2.25 million for working capital requirements at the Cosalá Operations (expected to be allocated between underground development work, ventilation intake raise improvements, and equipment purchases)<br><br>C$2.25 million for working capital requirements at the Galena Complex (expected to be allocated between underground development contractor costs and ventilation intake raise improvements)<br><br>C$2.0 million for general and administrative purposes | As disclosed | Not applicable |
| Concurrent private placement (March 2024) – gross proceeds of C$1.3 million | For general working capital and administrative purposes | As disclosed | Not applicable |

The following table sets out the disclosure the Company previously made about how it would use available funds or proceeds from any financing in the past 12 months, an explanation of any variances, and the impact of the variances, if any, on the Company's ability to achieve its business objectives and milestones.

| Offering and Proceeds | Disclosed Use of Proceeds | Variance | Impact of Variance |
|---|---|---|---|
| US$4 million December 2024 non-brokered private placements of common shares | For precious metals delivery commitments and general working capital purposes | As disclosed | Not applicable |
| US$10 million August 2024 secured credit facility from Trafigura | To complete initial development of the EC120 Project | As disclosed | Not applicable |
| C$0.5 million June 2024 non-brokered private placements of common shares | For precious metals delivery commitments and general working capital purposes | As disclosed | Not applicable |

*Post-Employment Benefit Obligations*

The Company's liquidity has been, and will continue to be, impacted by pension funding commitments as required by the terms of the defined benefit pension plans offered to both its hourly and salaried workers at the Galena Complex (see Note 17 in the audited consolidated financial statements of the Company and the notes thereto for the year ended December 31, 2024). Both pension plans are under-funded due to actuarial losses incurred from market conditions and changes in discount rates; the Company intends to fund to the minimum levels required by applicable law. The Company currently estimates total annual funding requirements for both Galena Complex pension plans to be approximately $1.3 million per year for each of the next 5 years (excluding fiscal 2024 funding requirements payable by September 2025). Effects from market volatility and interest rates may impact long term annual funding commitments.

The Company evaluates the pension funding status on an annual basis in order to update all material information in its assessment, including updated mortality rates, investment performance, discount rates, contribution status among other information. The pension valuation was remeasured at the end of fiscal 2024 and adjusted by approximately $2.2 million as a result of increase in discount rate and unrealized gains on returns. The Company expects to continue to review the pension valuation quarterly.

**Capital Resources**

The Company's cash flow is dependent on delivery of its metal concentrates to market. The Company's contracts with the concentrate purchasers provide for provisional payments based on timing of concentrate deliveries. The Company has not had any problems collecting payments from concentrate purchasers in a reliable and timely manner and expects no such difficulties in the foreseeable future. However, this cash flow is dependent on continued mine production which can be subject to interruption for various reasons including fluctuations in metal prices and concentrate shipment difficulties, and, in the case of Relief Canyon, the suspension of mining operations. Additionally, unforeseen cessation in the counterparty's capabilities could severely impact the Company's capital resources.

The Company made capital expenditures of $18.9 million during the year ended December 31, 2024 (2023: $19.9 million). Money was mostly spent on development work associated with the Galena Complex.

The following table sets out the Company's contractual obligations as of December 31, 2024:

| | Total | Less than 1 year | 2-3 years | 4-5 years | Over 5 years |
|---|---|---|---|---|---|
| Trade and other payables | $ 37,333 | $ 37,333 | $ - | $ - | $ - |
| Pre-payment facility | 2,000 | 2,000 | - | - | - |
| Credit facility | 10,000 | 2,400 | 7,600 | - | - |
| Interest on credit facility | 1,359 | 980 | 379 | - | - |
| Convertible debenture | 11,676 | 11,676 | - | - | - |
| Interest on convertible debenture | 415 | 415 | - | - | - |
| Royalty payable | 3,026 | 3,026 | - | - | - |
| Metals contract liability | 40,868 | 13,707 | 27,161 | - | - |
| Silver contract liability | 18,193 | - | 11,691 | 6,502 | - |
| Projected pension contributions | 8,563 | 1,693 | 2,564 | 2,803 | 1,503 |
| Decommissioning provision | 19,762 | - | - | - | 19,762 |
| Other long-term liabilities | 1,658 | - | 716 | 317 | 625 |
| Total | $ 154,853 | $ 73,230 | $ 50,111 | $ 9,622 | $ 21,890 |

1– Minimum lease payments in respect to lease liabilities are included in trade and other payables and other long-term liabilities. Further details available in Note 27 of the audited consolidated financial statements for the year ended December 31, 2024.

2– Certain of these estimates are dependent on market conditions and assumed rates of return on assets. Therefore, the estimated obligation of the Company may vary over time.

**Off-Balance Sheet Arrangements**

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

**Transactions with Related Parties**

There were no related party transactions for the year ended December 31, 2024.

**Risk Factors**

The business of the Company is subject to a substantial number of risks and uncertainties. In addition to considering the information disclosed in the forward-looking statements, financial statements and the other publicly filed documentation regarding the Company available on SEDAR+ at www.sedarplus.ca, on EDGAR at www.sec.gov, and on the Company's website at www.americas-gold.com, the reader should carefully consider each of, and the cumulative effect of, the following risk factors. Any of these risk elements could have material adverse effects on the business of the Company. See Note 27 – Financial risk management of the Company's audited consolidated financial statements for the year ended December 31, 2024.

Additional risks and uncertainties not known to the Company or that management currently deems immaterial may also impair the Company's business, condition (financial or otherwise), results of operations, properties or prospects.

***The Company's production estimates may not be achieved as mining and exploration activities and future mining operations are, and will be, subject to operational risks and hazards inherent in the mining industry.***

The Company currently has two production-level mines: the Galena Complex in Idaho, U.S.A. and the Cosalá Operations in Sinaloa, Mexico, and is advancing technical studies at Relief Canyon in Nevada, U.S.A. following a suspension of mining activities in August 2021 after it had reached commercial production in early 2021. No assurance can be given that the intended or expected production estimates will be achieved by the Company's operating mines or in respect of any future mining operations in which the Company owns or may acquire interests. Failure to meet such production estimates could have a material effect on the Company's future cash flows, financial performance and financial position. Production estimates are dependent on, among other things, the accuracy of mineral reserve estimates, the accuracy of assumptions regarding ore grades and recovery rates, ground conditions and physical characteristics of ores, such as hardness and the presence or absence of particular metallurgical characteristics and the accuracy of estimated rates and costs of mining and processing. Actual production may vary from its estimates for a variety of other reasons, including:

- actual ore mined varying from estimates of grade, tonnage, dilution and metallurgical and other characteristics;
- short-term operating factors such as the need for sequential development of ore bodies and the processing of new or different ore grades from those planned;
- mine failures, slope and underground rock failures or equipment failures;
- industrial accidents;
- natural phenomena such as inclement weather conditions, floods, droughts, rockslides and earthquakes;
- encountering unusual or unexpected geological conditions;
- changes in power costs and potential power shortages;
- shortages of principal supplies needed for operation, including explosives, fuels, chemical reagents, water, equipment parts and lubricants;
- labour shortages, loss of key personnel or strikes or other related interruptions to normal operations;
- pandemics or national or global health crises;
- acts of terrorism, civil disobedience and protests; and
- restrictions or regulations imposed by government agencies or other changes in the regulatory environments.

Such occurrences could result in damage to mineral properties, interruptions in production, injury or death to persons, damage to property, monetary losses and legal liabilities. These factors may cause a mineral deposit that has been mined profitably in the past to become unprofitable, forcing production to cease. Each of these factors also applies to sites not yet in production. It is not unusual in new mining operations to experience unexpected problems during the start-up or ramp-up phases to full production and operations. Depending on the price of gold, silver or other metals, it may be determined to be impractical to commence or, if commenced, to continue commercial production at a particular site.

Production at Relief Canyon has been suspended since August 13, 2021. While the Company was successful in meeting several important commissioning targets, including initial construction capital, and planned mining and crushing rates, the ramp-up at Relief Canyon was challenging since the first poured gold in February 2020. During this period, the Company and its consultants performed extensive analyses and implemented a number of procedural changes to address the start-up challenges typical of a heap leach operation. As part of this analysis, the Company identified naturally occurring carbonaceous material within the Relief Canyon pit. The identification of this material was not recognized in the feasibility study. During the first phase of mining (Phase 1 of 5), several adverse impacts affected the operation including the onset of the COVID-19 pandemic and the failure of the Company's radial stacker. Offsetting these challenges was the definition of the gold mineralized zones through blasthole sampling which reconciled reasonably to the block model. However, during Phase 1, an unknown quantity of the carbonaceous material was crushed, stacked, and disseminated onto the leach pad resulting in lower than expected recovery of the placed gold ore.

Following realization of this adverse material, the Company developed and implemented a more comprehensive ore control procedure to minimize the impact the carbonaceous material could have on leach pad performance. Phase 2 mining demonstrated a more structurally complex area than initially interpreted, caused by additional faults and folds. Gold mineralization is strongly influenced by structural controls. The impact of the structural complexity, combined with the increased mining selectivity to reject carbonaceous material, decreased ore availability. The Company continues working to improve recovery and operations through ongoing technical studies and metallurgical test programs. These technical studies have not yet identified an economical path to resuming near-term production.

As a result of the differences observed between the modelled (planned) and mined (actual) ore tonnage and the carbonaceous material identified in the early phases of the mine plan, an impairment charge of $55.6 million was taken during 2021, reducing the carrying value of the Relief Canyon mineral interest and plant and equipment. An additional reduction of $24.8 million was taken to inventory as a result of the decreased recovery expected from crushed gold ounces placed on the leach pad. During 2022, the Company further determined an impairment indicator existed at the end of the third quarter of 2022 due to the decrease in its market capitalization below its consolidated net assets value. Management believed this decrease in market capitalization was primarily the result of a decrease in precious metal prices, company valuations, and market capital flows, among other factors. The Company performed an assessment of all its cash-generating units and identified an impairment charge on its Relief Canyon property, plant and equipment carrying value of $13.4 million. The valuation was determined through the fair value of the contained gold equivalent ounces at Relief Canyon based on a market approach of comparable companies, primarily in the feasibility, construction, and production stage of mining.

The Company is committed to continuing efforts to resolve these metallurgical challenges at Relief Canyon as noted above. The Company plans to continue working to improve recovery and operations through an extensive audit of drilling, sampling, ore control, and modelling, implementing internal QA/QC programs, and metallurgy testing program on carbonaceous material. The suspension on mining operations may be extended, in full or in part, until the Company identifies an economical path to resuming production.

There can be no assurance that significant costs will not be required in order to achieve full production capacity, that the Company will identify an economical path to resuming production at Relief Canyon, that the Company will be able to improve the operational and financial performance of its assets or that the Company will be profitable or realize net cash flows in the future, or that if it is profitable or realizes net cash flows, that it will continue to do so in the future. The Company's operating expenses and capital expenditures may increase in subsequent years as costs increase for the personnel, contract mining, consumables, equipment and consultants associated with advancing its exploration, development and production activities. In addition, there can be no assurance that the Company's estimates and expectations regarding the number of ounces of gold stacked on the Relief Canyon leach pad or regarding the ultimate recoverability and monetization of such ounces will prove to be correct in the near term or at all.

In addition, the Company's Cosalá Operations were previously subject to an illegal blockade which began in January 2020 and continued until the Company signed an agreement with the Mexican Ministries of Economy, Interior and Labour along with union representatives committing to a reopening at the Cosalá Operations. Following this, the Company began recalling its workers as of September 11, 2021 and commenced reopening the operation as of September 13, 2021 as the employees arrived on site. The Cosalá Operations returned to full production following its restart and ramp-up in the fourth quarter of 2021. However, there can be no assurances that the that the Company will receive and continue to receive the level of support from the Mexican government with respect to the long-term stability of the Cosalá Operations or the ability to maintain such support in the near- and long-term. As a result, Company may experience further labour disputes, work stoppages, illegal blockades or other disruptions in production that could materially adversely affect its operations and results. We believe that the Company's continuing efforts to build lasting and constructive relationships with the Mexican government, host communities, its workforce and key stakeholders, and the significant local economic development initiatives the Company supports both directly and indirectly, will result in maintaining and building trust with local communities and more local citizens benefiting economically which will continue to support our Cosalá Operations. However, there is no assurance that the Company's efforts will effectively mitigate such risk.

***Uncertainty in the estimation of mineral reserves and mineral resources***

Mineral reserves and mineral resources are estimates only and no assurance can be given that the anticipated tonnages and grades will be achieved, that the indicated level of recovery will be realized or that mineral reserves can be mined or processed profitably. Mineral reserve and mineral resource estimates may be materially affected by environmental, permitting, legal, title, taxation, socio-political, geotechnical factors, marketing and other risks and relevant issues. There are numerous uncertainties inherent in estimating mineral reserves and mineral resources, including many factors beyond the Company's control. Such estimation is a subjective process, and the accuracy of any mineral reserve or mineral resource estimate is a function of the quantity and quality of available data, the nature of the ore body and of the assumptions made and judgments used in engineering and geological interpretation. These estimates may require adjustments or downward revisions based upon further exploration or development work, drilling or actual production experience.

Fluctuations in gold and silver prices, results of drilling, metallurgical testing and production, the evaluation of mine plans after the date of any estimate, permitting requirements or unforeseen technical or operational difficulties may require revision of mineral reserve and mineral resource estimates. Prolonged declines in the market price of metals may render mineral reserves and mineral resources containing relatively lower grades of mineralization uneconomical to recover and could materially reduce the Company's mineral reserves and mineral resources. Mineral resource estimates for properties that have not commenced production or at deposits that have not yet been exploited are based, in most instances, on limited drill hole information, which is not necessarily indicative of conditions between and around the drill holes. There may also be outliers in the representative samples that may disproportionally skew the estimates. Accordingly, such mineral resource estimates may require revision as more geologic and drilling information becomes available and as actual production experience is gained. Should reductions in mineral resources or mineral reserves occur, the Company may be required to take a material write-down of its investment in mining properties, reduce the carrying value of one or more of its assets or delay or discontinue production or the development of new projects, resulting in reduced net income or increased net losses and reduced cash flow. Mineral resources and mineral reserves should not be interpreted as assurances of mine life or of the profitability of current or future operations. In addition, the estimates of mineral resources, mineral reserves and economic projections rely in part on third-party reports and investigations. There is a degree of uncertainty attributable to the calculation and estimation of mineral resources and mineral reserves and corresponding grades being mined and, as a result, the volume and grade of reserves mined and processed and recovery rates may not be the same as currently anticipated. Any material reductions in estimates of mineral reserves and mineral resources, or of the Company's ability to extract these mineral reserves and mineral resources, could have a material adverse effect on the Company's projects, results of operations and financial condition.

Mineral resources are not mineral reserves and have a greater degree of uncertainty as to their existence and feasibility. There is no assurance that mineral resources will be upgraded to proven or probable mineral reserves.

***Mineral Reserves and Resources, Development and Production***

The estimation of ore reserves is imprecise and depends upon a number of subjective factors. Estimated ore reserves or production guidance may not be realized in actual production. The Company's operating results may be negatively affected by inaccurate estimates. Reserve estimates are a function of geological and engineering analyses that require the Company to make assumptions about production costs and the market price of gold, silver, copper, zinc, and lead. Reserve estimation is based on available data, which may be incomplete, and subject to engineering and geological interpretation, judgment and experience. Market price fluctuations of metals, as well as increased production costs or reduced recovery rates may render ore reserves containing relatively lower grades of mineralization uneconomic and may ultimately result in a restatement of reserves. Moreover, short-term operating factors relating to the ore reserves, such as the need for orderly development of the ore bodies and the processing of new or different ore grades may cause a mining operation to be unprofitable in any particular accounting period. Should the Company encounter mineralization or geologic formations at any of its mines different from those predicted, adjustments of reserve estimates might occur, which could alter mining plans. Either of these alternatives may adversely affect the Company's actual production and operating results.

The mineral reserve and resource estimates contained or incorporated are only estimates and no assurance can be given that any particular level of recovery of minerals will be realized or that an identified reserve or resource will qualify as a commercially mineable (or viable) deposit which can be legally and economically exploited. The Company relies on laboratory-based recovery models and historical performance of its processing plant to project estimated ultimate recoveries by ore type at optimal grind sizes. Actual recoveries in a commercial mining operation may exceed or fall short of projected laboratory test results. In addition, the grade of mineralization ultimately mined may differ from the one indicated by the drilling results and the difference may be material. There can be no assurance that minerals recovered in small scale laboratory tests will be duplicated in large scale tests under on-site conditions or in production scale operations and there can be no assurance that historical performance of the process plant will continue in the future. Material changes, inaccuracies or reductions in proven and probable reserves or resource estimates, grades, waste-to-ore ratios or recovery rates could have a materially adverse impact on the Company's future operations, cash flows, earnings, results of operations, financial condition and the economic viability of projects. The estimated proven and probable reserves and resources described herein should not be interpreted as assurances of mine life or of the profitability of future operations.

The Company has engaged internal and expert independent technical consultants to advise it on, among other things, mineral resources and reserves, geotechnical, metallurgy and project engineering. The Company believes that these experts are competent and that they have carried out their work in accordance with all internationally recognized industry standards. If, however, the work conducted by, and the mineral resource and reserve estimates of these experts are ultimately found to be incorrect or inadequate in any material respect, such events could materially and adversely affect the Company's future operations, cash flows, earnings, results of operations, financial condition and the economic viability of its projects.

The Company's ability to sustain or increase present production levels depends in part on successful exploration and development of new ore bodies and/or expansion of existing mining operations. Forecasts of future production are estimates based on interpretation and assumptions and actual production may be less than estimated. Mineral exploration involves many risks and is frequently unproductive. If mineralization is discovered, it may take a number of years until production is possible, during which time the economic viability of the project may change. Substantial expenditures are required to establish ore reserves, extract metals from ores and, in the case of new properties, to construct mining and processing facilities and infrastructure at any site chosen for mining. The economic feasibility of any development project is based upon, among other things, estimates of the size and grade of ore reserves, proximity to infrastructures and other resources (such as water and power), metallurgical recoveries, production rates and capital and operating costs of such development projects, and metals prices. Development projects are also subject to the completion of positive technical and economic studies, issuance of necessary permits and receipt of adequate financing, which may be difficult to obtain on terms reasonably acceptable to the Company.

The Company's future gold, silver, zinc, lead, and copper production may decline as a result of an exhaustion of reserves and possible closure of work areas. It is the Company's business strategy to conduct silver exploration activities at the Company's existing mining operations as well as at new exploration projects, and to acquire other mining properties and businesses or reserves that possess mineable ore reserves and are expected to become operational in the near future. However, the Company can provide no assurance that its future production will not decline. Accordingly, the Company's revenues from the sale of concentrates may decline, which may have a material adverse effect on its results of operations.

***Global Financial Conditions and Geopolitical Instability***

Global financial and political instability, including Israel-Hamas war, the ongoing conflict in Ukraine, sanctions on Russia, trade tariffs, credit risk, and high market volatility, continue to drive uncertainty and commodity price fluctuations. These external factors may impact demand for metals like silver and gold, credit availability, investor confidence, inflation, energy costs, tax rates, employment, interest rates, and overall financial market liquidity, all of which could adversely affect the Company's operations, business conditions and financial results. These factors may also impact the ability of the Company to obtain equity or debt financing in the future and, if obtained, on terms favourable to the Company. Increased levels of volatility and market turmoil can adversely impact the Company's operations and the price of the Common Shares could be adversely affected.

In particular, the imposition of protectionist or retaliatory trade tariffs by countries or other trade restrictions may impact the Company's ability to import materials needed to conduct its operations, construct its projects, or to export its products at prices that are economically feasible. On February 1, 2025, the President of the United States signed an executive order which introduced tariffs on imports from countries including Canada and Mexico. In response, the Canadian and Mexican governments announced retaliatory tariffs on imports from the United States. Subsequently, certain of these tariffs have been delayed, lifted, adjusted, or reimposed and others threatened, with certain tariffs being implemented in early March 2025, creating substantial uncertainty as to whether tariffs will be applied and, if so, the rates that will apply.

The Company is reviewing its exposure to the potential tariffs and is considering alternatives to inputs sourced from suppliers that may be subject to tariffs. Labour, contractors, and energy are locally sourced and are not expected to be directly affected by the tariffs, if implemented. The Company continues to monitor developments and will take steps to limit the impact of such tariffs as appropriate.

There continues to exist significant uncertainty about the future relationship between the U.S. and other countries with respect to such trade policies, treaties and tariffs. These developments, or the perception that any of them could occur, may have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global trade and, in particular, trade between the impacted nations and the U.S. Overall, trade policy restrictions create financial uncertainty for companies, disrupt trade relationships, and put downward pressure on economic growth.

***Inflationary pressure and global supply chain delays may negatively impact the Company's operations***

The geographic areas and markets in which the Company operates have been experiencing and continue to experience elevated inflationary pressures. During 2024, the Company has experienced, among other things, higher machinery, raw material and equipment costs, as well as wage pressures in some markets. Inflationary pressures on the Company are expected to continue through 2025 and potentially further, and such pressures could be exacerbated by global supply chain shortages and delays and increased input costs. Inflationary price increases and related pressures that are not offset by commodity price increases and operational efficiencies may have a material adverse effect on the Company's results of operations and profitability.

***Impairment***

On a quarterly basis, the Company reviews and evaluates its mining interests for indicators of impairment or impairment reversals. Impairment assessments are conducted at the level of cash-generating units ("CGU"). There were no impairments realized in year ended December 31, 2024. At the end of the fourth quarter ended December 31, 2023, the Company recorded an impairment charge of $6.0 million in relation to Relief Canyon as a result of a decrease in the Company's market capitalization below its consolidated net assets value. This decrease in market capitalization was the result of the decrease in precious metal prices and market capital flows among other factors. The Company performed an assessment of all its CGUs and identified an impairment charge on its Relief Canyon property, plant and equipment carrying value of $6.0 million. The valuation was determined through the fair value of the contained gold equivalent ounces at Relief Canyon based on a market approach of comparable companies, primarily in the feasibility, construction, and production stage of mining.

CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Each operating mine, development and exploration project represents a separate CGU. If an indication of impairment exists, the recoverable amount of the CGU is estimated. An impairment loss is recognized when the carrying amount of the CGU is in excess of its recoverable amount. The assessment for impairment is subjective and requires management to make significant judgments and assumptions in respect of a number of factors, including estimates of production levels, operating costs and capital expenditures reflected in the Company's life-of-mine plans, the value of in situ ounces, exploration potential and land holdings, as well as economic factors beyond management's control, such as precious metals prices, discount rates, foreign exchange rates, and observable net asset value multiples. It is possible that the actual fair value could be significantly different than those estimates. In addition, should management's estimate of the future not reflect actual events, further impairment charges may materialize, and the timing and amount of such impairment charges is difficult to predict.

***The Company's audited consolidated financial statements for the year ended December 31, 2024 contain going concern disclosure***

The Company's audited consolidated financial statements for the year ended December 31, 2024 contain disclosure related to the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to raise additional capital, achieve sustainable revenues and profitable operations, and obtain the necessary financing to meet obligations and repay liabilities when they become due. No assurances can be given that the Company will be successful in achieving these goals. If the Company is unable to achieve these goals, its ability to carry out and implement planned business objectives and strategies will be significantly delayed, limited or may not occur. The Company's financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue as a going concern. There are no guarantees that access to equity and debt capital from public and private markets in Canada or the U.S. will be available to the Company.

***Risks associated with market fluctuations in commodity prices***

The majority of the Company's revenue is derived from the sale of silver, zinc and lead contained in concentrates. Fluctuations in the prices of silver, zinc, and lead represent one of the most significant factors affecting the Company's results of operations and profitability. If the Company experiences low prices for these commodities, it may result in decreased revenues and decreased net income, or losses, and may negatively affect the Company's business.

The market price for silver, zinc and lead continues to be volatile and is influenced by a number of factors, including, among others, levels of supply and demand, global or regional consumptive patterns, sales by government holders, metal stock levels maintained by producers and others, increased production due to new mine developments, improved mining and production methods, speculative trading activities, inventory carrying costs, availability and costs of metal substitutes, international economic and political conditions, interest rates and the relative exchange rate of the U.S. dollar with other major currencies. The aggregate effect of such factors (all of which are beyond the control of the Company) is impossible to predict with any degree of accuracy, and as such, the Company can provide no assurances that it can effectively manage such factors.

In addition, the price of silver, for example, has on occasion been subject to very rapid short-term changes due to speculative activities. Fluctuations in silver and other commodity prices may materially adversely affect the Company's business, financial condition, or results of operations. The world market price of commodities has fluctuated during the last several years. Declining market prices for silver and other metals, in general, could have a material adverse effect on the Company's results of operations and profitability. If the market price of silver and other commodities falls significantly from its current levels, the operation of the Company's properties may be rendered uneconomic and such operation and exploitation may be suspended or delayed. In addition to adversely affecting the Company's reserve estimates and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

In particular, if applicable commodity prices are depressed for a sustained period and net losses accumulate, the Company may be forced to suspend some or all of its mining operations until prices increase or record asset impairment write-downs. Any lost revenues continued or increased net losses, or asset impairment write-downs would adversely affect the Company's results of operations.

***The Company has a history of negative operating cash flow and may continue to experience negative operating cash flow***

The Company has recently experienced negative operating cash flow and may continue to experience negative operating cash flow. The Company had negative operating cash flow for recent past financial reporting periods. Such negative operating cash flows can be common for mining companies in the exploration and/or development stages in respect of material mineral properties. However, to the extent that the Company has negative operating cash flow in future periods, the Company may need to allocate a portion of its cash reserves to fund such negative cash flow. The Company may also be required to raise additional funds through the issuance of equity or debt securities. There can be no assurance that additional capital or other types of financing will be available if or when needed or that these financings will be on terms favourable to the Company if at all, or that the Company's expectations regarding net cash flow in future period will prove to be accurate.

***The Company's working capital requirements may be higher than anticipated and/or its revenue may be lower than anticipated over relevant periods***

The Company's revenues over the 12 months from the date of this MD&A may be lower than anticipated. For instance, the Company's ability to generate sales and realize revenues is dependent on the Company achieving its production goals, including doing so on its expected timelines.

Working capital requirements over the next 12 months may also be greater than the Company currently anticipates for a variety of reasons, including, but not limited to, the following: the ability of the Company to maintain production at expected levels; unanticipated capital requirements at the Galena Complex; operating costs at the Cosalá Operations; unanticipated increases in contract mining, production costs or other operating expenses; labour disputes; and catastrophic events such as weather events, as well as or public health crises or pandemics and the related health and safety measures that may be instituted, particularly in the jurisdictions in which the Company operates. Many of these factors are not within the Company's control.

The Company expects to achieve net cash flow over the 12 months following the date of this MD&A, and this expectation is reliant on revenues, production results, metals prices and working capital requirements being in line with current expectations. The Company's expectations regarding net cash flow are dependent on a number of assumptions and estimates, some of which are not in the Company's control. See *"Cautionary Note Regarding Forward-Looking Information"*.

***The Company may be subject to significant capital requirements and operating risks associated with its operations and its portfolio of growth projects***

The Company must generate sufficient internal cash flows and/or be able to utilize available financing sources to finance its growth and sustaining capital requirements. The Company could be required to raise significant additional capital through the capital markets and/or incur significant borrowings to meet its capital requirements. These financing requirements could adversely affect the Company's ability to access the capital markets in the future to meet any external financing requirements the Company might have. If there are significant delays in terms of when any exploration, development and/or expansion projects are completed and producing on a commercial and consistent scale, and/or their capital costs were to be significantly higher than estimated, these events could have a significant adverse effect on the Company's results of operation, cash flow from operations and financial condition.

The Company expects that it may require additional financing in connection with the implementation of its business and strategic plans from time to time. The exploration and development of mineral properties and the ongoing operation of mines require a substantial amount of capital and will depend on the Company's ability to obtain financing through joint ventures, debt financing, equity financing or other means. The Company may accordingly need further capital depending on exploration, development, production and operational results and market conditions, including the prices at which the Company sells its production, or in order to take advantage of further opportunities or acquisitions. The Company's financial condition, general market conditions, volatile metals markets, volatile interest rates, a claim against the Company, a significant disruption to the Company's business or operations or other factors may make it difficult to secure financing necessary for the development or expansion of mining activities or to take advantage of opportunities for acquisitions. Further, continuing volatility in the credit markets may affect the ability of the Company, or third parties it seeks to do business with, to access those markets.

There is no assurance that the Company will be successful in obtaining required financing as and when needed on acceptable terms, if at all. A failure to obtain additional financing could result in delay or indefinite postponement of further exploration and development of its projects and the possible loss of such properties. If the Company raises funding by issuing additional equity securities or securities convertible, exercisable or exchangeable for equity securities, such financing may substantially dilute the interests of the shareholders of the Company and reduce the value of their investment. The Company has a limited history of earnings, has never paid a dividend, and does not anticipate paying dividends in the near future.

In addition, the Company's mining operations and processing and related infrastructure facilities are subject to risks normally encountered in the mining and metals industry. Such risks include, without limitation, environmental hazards, industrial accidents, labour disputes, changes in laws, technical difficulties or failures, late delivery of supplies or equipment, unusual or unexpected geological formations or pressures, cave-ins, pit-wall failures, rock falls, unanticipated ground, grade or water conditions, flooding, periodic or extended interruptions due to the unavailability of materials and force majeure events. Such risks could result in damage to, or destruction of, mineral properties or producing facilities, personal injury, environmental damage, delays in mining or processing, losses and possible legal liability. Any prolonged downtime or shutdowns at the Company's mining or processing operations could materially adversely affect the Company's business, results of operations, financial condition and liquidity. Additional risks and uncertainties not known to the Company or that management currently deems immaterial may also impair the Company's business, condition (financial or otherwise), results of operations, properties or prospects.

***The Company's dependence on the success of its Cosalá Operations, including the San Rafael mine and the Galena Complex which are exposed to operational risks and other risks, including certain development and exploration related risks***

The principal mineral projects of the Company are the Galena Complex and its Cosalá Operations, including the San Rafael mine. The Company is primarily dependent upon the success of these properties as sources of future revenue and profits, and as opportunities for the growth and development of the Company. Commercial production and operations at the Galena Complex, and its Cosalá Operations, including the San Rafael mine, will require the commitment of resources for operating expenses and capital expenditures, which may increase subsequently as needed, and for consultants, personnel and equipment associated primarily with commercial production. In addition, the Company's other mining operations, exploration and development will require the commitment of additional resources for operating expenses and capital expenditures, which may increase subsequently as needed, and for consultants, personnel and equipment associated with advancing exploration, development and commercial production. The amounts and timing of expenditures will depend on, among other things, the results of commercial production, the progress of ongoing exploration and development, the results of consultants' analysis and recommendations and other factors, many of which are beyond the Company's control.

The success of construction projects and the start-up of new mines by the Company is subject to a number of factors including the availability and performance of engineering and construction contractors, mining contractors, suppliers and consultants, the receipt of required governmental approvals and permits in connection with the construction of mining facilities and the conduct of mining operations (including environmental permits), the successful completion and operation of ore passes, the adsorption/desorption/recovery plants and conveyors to move ore, among other operational elements. Any delay in the performance of any one or more of the contractors, suppliers, consultants or other persons on which the Company is dependent in connection with its construction activities, a delay in or failure to receive the required governmental approvals and permits in a timely manner or on reasonable terms, or a delay in or failure in connection with the completion and successful operation of the operational elements in connection with new mines could delay or prevent the construction and start-up of new mines as planned. There can be no assurance that current or future construction and start-up plans implemented by the Company will be successful, that the Company will be able to obtain sufficient funds to finance construction and start-up activities, that personnel and equipment will be available in a timely manner or on reasonable terms to successfully complete construction projects, that the Company will be able to obtain all necessary governmental approvals and permits or that the completion of the construction, the start-up costs and the ongoing operating costs associated with the development of new mines will not be significantly higher than anticipated by the Company. Any of the foregoing factors could adversely impact the operations and financial condition of the Company.

Substantial risks are associated with mining and milling operations. The Company's commercial operations are subject to all the usual hazards and risks normally encountered in the exploration, development and production of gold, silver, zinc, lead and copper, including, among other things: unusual and unexpected geologic formations, inclement weather conditions, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, catastrophic damage to property or loss of life, labour disruptions, equipment failure or failure of retaining dams around tailings disposal areas which may result in environmental pollution and legal liability. The Company will take appropriate precautions as are applicable to similar mining operations and in accordance with general industry standards to help mitigate such risks. However, the Company can provide no assurances that its precautions will actually succeed in mitigating, or even reducing the scope of potential exposure to, such operational risks.

Substantial efforts and compliance with regulatory requirements are required to establish mineral reserves through drilling and analysis, to develop metallurgical processes to extract metal and, in the case of development properties, to develop and construct the mining and processing facilities and infrastructure at any site chosen for mining. Shareholders cannot be assured that any reserves or mineralized material acquired or discovered will be in sufficient quantities to justify commercial operations.

***Risks associated with outstanding debt***

The Company's ability to make scheduled payments of interest and principal on its outstanding indebtedness or refinance its debt obligations depends on its financial and operating performance, which is subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond its control. There can be no assurance that the Company will generate sufficient cash flow from operating activities to make its scheduled repayments of principal, interest, and any applicable premiums. The Company may be forced to pursue strategic alternatives such as reduce or delay capital expenditures, sell assets or operations, seek additional capital or restructure or refinance its indebtedness. No assurances can be made that the Company would be able to take any of these actions, that these actions would be successful, or that these actions would be permitted under the terms of existing or future debt agreements. If the Company cannot make scheduled payments on its debt, or comply with its covenants, it will be in default of such indebtedness and, as a result (i) holders of such debt could declare all outstanding principal and interest to be due and payable, and (ii) the lenders under the credit facilities could terminate their commitments to lend the Company money and if no provision for payment is made, the lender may exercise its applicable security.

***Government regulation and environmental compliance***

The Company is subject to significant governmental regulations, and costs and delays related to such regulations may have a material adverse effect on the Company's business.

The Company's mining activities are subject to extensive federal, state, local and foreign laws and regulations governing environmental protection, natural resources, prospecting, development, production, post-closure reclamation, taxes, labour standards and occupational health and safety laws and regulations including mine safety, toxic substances and other matters related to the Company's business. The costs associated with compliance with such laws and regulations could be substantial. Possible future laws and regulations, or more restrictive or false interpretations of current laws and regulations by governmental authorities could cause additional expense, capital expenditures, restrictions on or suspensions of the Company's operations and delays in the development of the Company's properties. Moreover, governmental authorities and private parties may bring lawsuits based upon damage to property and injury to persons resulting from the environmental, health and safety impacts of the Company's past and current operations, which could lead to the imposition of substantial fines, penalties and other civil and criminal sanctions. Substantial costs and liabilities, including for restoring the environment after the closure of mines, are inherent in the Company's operations. The Company is often required to post surety bonds or cash collateral to secure its reclamation obligations and may be unable to obtain the required surety bonds or may not have the resources to provide cash collateral, and the bonds or collateral may not fully cover the cost of reclamation and any such shortfall could have a material adverse impact on its financial condition. Although the Company believes it is in substantial compliance with applicable laws and regulations, the Company can give no assurance that any such law, regulation, enforcement or private claim will not have a material adverse effect on the Company's business, financial condition or results of operations.

In the United States, some of the Company's mining wastes are currently exempt to a limited extent from the extensive set of federal Environmental Protection Agency (the "EPA") regulations governing hazardous waste under the Resource Conservation and Recovery Act (the "RCRA"). If the exemption is altered and these wastes are designated as hazardous under the RCRA, the Company would be required to expend additional amounts on the handling of such wastes and may be required to make significant expenditures to construct or modify facilities for managing these wastes. In addition, releases of hazardous substances from a mining facility causing contamination in or damage to the environment may result in liability under the Comprehensive Environmental Response, Compensation and Liability Act (the "CERCLA"). Under the CERCLA, the Company may be jointly and severally liable for contamination at or originating from its facilities. Liability under the CERCLA may require the Company to undertake extensive remedial clean-up action or to pay for the government's clean-up efforts. It can also lead to liability to state and tribal governments for natural resource damages. Additional regulations or requirements are also imposed upon the Company's operations in Idaho under the federal Clean Water Act (the "CWA"). Airborne emissions are subject to controls under air pollution statutes implementing the Clean Air Act in Idaho. Compliance with the CERCLA, the CWA and state environmental laws could entail significant costs, which could have a material adverse effect on the Company's operations.

The Company's mining operations are subject to regulations promulgated by government agencies from time to time. Specifically, the Company's activities at the Galena Complex and Relief Canyon are subject to regulation by the U.S. Department of Labor's Mine Safety and Health Administration and related regulations under applicable legislation and the Company's activities at the Cosalá Operations projects are subject to regulation by SEMARNAT (defined below), the environmental protection agency of Mexico. Such regulations can result in citations and orders which can entail significant costs or production interruptions and have an adverse impact on the Company's operations and profitability. SEMARNAT regulations require that an environmental impact statement, known in Mexico as MIA, be prepared by a third-party contractor for submittal to SEMARNAT. Studies required to support the MIA include a detailed analysis of the following areas: soil, water, vegetation, wildlife, cultural resources and socio-economic impacts. The Company must also provide proof of local community support for a project to gain final approval of the MIA.

In the context of environmental permits, including the approval of reclamation plans, the Company must comply with standards and regulations, which involve significant costs and can entail significant delays. Such costs and delays could have an adverse impact on the Company's operations.

In the ordinary course of business, the Company is required to obtain or renew governmental permits for the operation and expansion of existing mining operations or for the development, construction and commencement of new mining operations. Obtaining or renewing the necessary governmental permits is a complex and time-consuming process involving numerous jurisdictions, which often involves public hearings and costly undertakings. The duration and success of the Company's efforts to obtain or renew permits are contingent upon many variables not within its control including the interpretation of applicable requirements implemented by the permitting authority. The Company's ability to obtain, maintain and renew permits and approvals and to successfully develop and operate mines may be adversely affected by real or perceived impacts associated with the Company's activities or those of other mining companies that affect the environment, human health and safety. Interested parties including governmental agencies and non-governmental organizations or civic groups may seek to prevent issuance of permits and intervene in the process or pursue extensive appeal rights. Past or ongoing or alleged violations of laws or regulations involving obtaining or complying with permits could provide a basis to revoke existing permits, deny the issuance of additional permits, or commence a regulatory enforcement action, each of which could have a material adverse impact on the Company's operations or financial condition. The Company may not be able to obtain or renew permits that are necessary to its operations, or the cost to obtain or renew permits may exceed what the Company believes it can recover from the property once in production. Any unexpected delays or costs associated with the permitting process could delay the development or impede the operation of a mine, which could have a material adverse effect on the Company's operations and profitability.

Legislative and regulatory measures to address climate change and greenhouse gas emissions are in various phases of consideration. If adopted, such measures could increase the Company's cost of environmental compliance and also delay or otherwise negatively affect efforts to obtain permits and other regulatory approvals with regard to existing and new facilities. Proposed measures could also result in increased cost of fuel and other consumables used at the Company's operations. Climate change legislation or regulation may affect the Company's customers and the market for the metals it produces with effects on prices that are not possible to predict. Adoption of these or similar new environmental regulations or more stringent application of existing regulations may materially increase the Company's costs, threaten certain operating activities and constrain its expansion opportunities.

***Some of the Company's material properties are located in Mexico and are subject to changes in political and economic conditions and regulations in that country***

Mexico has been subject to political instability, changes and uncertainties, which may cause changes to existing governmental regulations or their application affecting mineral exploration and mining activities. The Company's operations and properties are subject to a variety of governmental regulations including, among others: regulations promulgated by the Mexican Department of Economy – Dirección General de Minas, Mexico's Secretary of Environment and Natural Resources ("SEMARNAT"); the Mexican Mining Law; and the regulations of the Comisión Nacional del Aqua with respect to water rights, the Mexican Department of labour and the Mexican Department of the Interior. Mexican regulators have broad authority to shut down and/or levy fines against facilities that do not comply with regulations or standards. The Company's mineral exploration and mining activities in Mexico may be adversely affected in varying degrees by changing government regulations relating to the mining industry or shifts in political conditions that increase the costs related to the Company's activities or maintenance of its properties. Government regulations may affect operations in unpredictable ways, including disruptions of supplies and markets, ability to move equipment from site to site, or disruption of infrastructure facilities, including public roads, could be targets or experience collateral damage as a result of social instability, labour disputes or protests. Operations may also be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, and expropriation of property, environmental legislation and mine safety. Mexico's status as a developing country may make it more difficult than it was in the past for the Company to obtain any required financing for its projects. The Mexican government has conducted a highly publicized crackdown on the drug cartels, resulting in widespread violence and a loss of lives. There is no assurance that the Company's operations will not be adversely impacted by such organizations. Further, these risks may not in any part be insurable in the event the Company does suffer damage.

The Company is uncertain if all necessary permits will be maintained on acceptable terms or in a timely manner. Future changes in applicable laws and regulations or changes in their enforcement or regulatory interpretation or improper application could negatively impact current operations or planned exploration and development activities on its Cosalá district properties, or in any other projects that the Company becomes involved with. Any failure (actual or alleged) to comply with applicable laws and regulations or to obtain or maintain permits, even if inadvertent, could result in the interruption of production, exploration and development operations or material fines, penalties, diminution of property rights including mining concessions or other liabilities.

***Risks associated with foreign operations***

The Company's operations are currently conducted principally in Mexico and the United States. As such, its operations are exposed to various levels of political, economic and other risks and uncertainties which could result in work stoppages, blockades of the Company's mining operations and appropriation of assets. Some of the Company's operations are located in areas where Mexican drug cartels operate. These risks and uncertainties vary from region to region and include, but are not limited to, terrorism; hostage taking; local drug gang activities; military repression; expropriation; extreme fluctuations in currency exchange rates; changes in royalty regimes, including the elimination of tax exemptions; underdeveloped industrial and economic infrastructure; unenforceability of judgements; high rates of inflation; labour unrest; the risks of war or civil unrest; renegotiation or nullification of existing concessions, licenses, permits and contracts; illegal mining; changes in taxation policies; restrictions on foreign exchange and repatriation; and changing political conditions arising from changes in government and otherwise, currency controls, import and export regulations and governmental regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.

Local opposition to mine development projects could arise in Mexico, and such opposition could be violent. If the Company were to experience resistance or unrest in connection with its Mexican operations, it could have a material adverse effect on its operations and profitability. To the extent the Company acquires mineral properties in jurisdictions other than Mexico, it may be subject to similar and additional risks with respect to its operations in those jurisdictions.

***Labour relations, employee recruitment, retention and pension funding***

The Company may experience labour disputes, work stoppages or other disruptions in production that could adversely affect its operations. The Company is dependent on its workforce at its producing properties and mills. The Company endeavours to maintain good relations with its workforce in order to minimize the possibility of strikes, lock-outs and other stoppages at the site. Relations between the Company and its employees may be impacted by changes in labour relations which may be introduced by, among other things, employee groups, competing labour unions, or other groups using a labour related justification, and the relevant governmental authorities in whose jurisdictions the Company carries on business.

Many of the Company's employees at its operations are represented by a labour union under a collective labour agreement. The Company may not be able to satisfactorily renegotiate the collective labour agreement when it expires. In addition, the existing labour agreement may not prevent a strike or work stoppage at the Company's facilities in the future, and any such work stoppage could have a material adverse effect on its earnings.

A subsidiary of the Company is party, with the United Steel Workers Union, to a collective bargaining agreement that covers substantially all of the hourly employees at the Galena Complex that was ratified by union membership at the Galena Complex and is effective from November 17, 2022 through November 16, 2025. A failure to come to an agreement after expiration of such agreement could impact the operations at the Galena Complex if there was a labour action that results in an interruption of operations.

The Cosalá Operations were subject to an illegal blockade which began in January 2020 and continued until the Company signed an agreement with the Mexican Ministries of Economy, Interior and Labour along with union representatives committing to a reopening at the Cosalá Operations. The Company has since resumed operations. However, there can be no assurances that the Company will receive and continue to receive the level of support from the Mexican government with respect to the long-term stability of the Cosalá Operations or the ability to maintain such support in the near- and long-term. As a result, Company may experience further labour disputes, work stoppages, illegal blockades or other disruptions in production that could materially adversely affect its operations and results.

We believe that the Company's continuing efforts to build lasting and constructive relationships with the Mexican government, host communities, its workforce and key stakeholders, and the significant local economic development initiatives the Company supports both directly and indirectly, will result in maintaining and building trust with local communities and more local citizens benefiting economically which will continue to support the Cosalá Operations. However, there is no assurance that the Company's efforts will effectively mitigate such risk.

The Company also hires its employees or consultants to assist it in conducting its operations in accordance with laws of the host country. The Company also purchases certain supplies and retains the services of various companies in the host country to meet its business plans. It may be difficult to find or hire qualified people in the mining industry who are situated in the host country or to obtain all the necessary services or expertise in the host country or to conduct operations on its projects at reasonable rates. If qualified people and services or expertise cannot be obtained in the host country, the Company may need to seek and obtain those services from people located outside the host country, which will require work permits and compliance with applicable laws and could result in delays and higher costs to the Company to conduct its operations. Recruiting and retaining qualified personnel is critical to the Company's success.

The number of persons skilled in acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Company's business activity grows, the Company will require additional key executive, financial, operational, administrative and mining personnel. Although the Company believes that it will be successful in attracting, training and retaining qualified personnel, there can be no assurance of such success. The number of qualified skilled workers and personnel is limited and competition for such workers and personnel is intense. The Company's ability to meet its labour needs, while controlling labour costs, is subject to many external factors, including the competition for and availability of skilled personnel in our markets, unemployment levels within those markets, prevailing wage rates, minimum wage laws, health and other insurance costs and changes in employment and labour legislation or other workplace regulation. If the Company is not successful in attracting and training qualified personnel, the efficiency of its operations could be affected, which could have a material adverse effect on the Company's results of operations and profitability.

The volatility in the equity markets over the last several years and other financial impacts have affected the Company's costs and liquidity through increased requirements to fund the Company's defined benefit pension plans for its employees. There can be no assurance that financial markets will sufficiently recover in the future with the effect of causing a corresponding reduction in the Company's future pension funding requirements. Furthermore, there can be no assurance that unforeseen changes in pensioner longevity, government regulation or other financial market uncertainties will not cause pension funding requirements to differ from the requirements projected by professional actuaries. The Company intends to continue to fund its pension plan for hourly and salary employees of the Company pursuant to all relevant regulatory requirements.

***Dependence on key personnel and the risk of loss***

The Company strongly depends on the business and technical expertise of its small group of senior management and key personnel. There is little possibility that this dependence will decrease in the near term. Key man life insurance is not in place on senior management and key personnel. From time to time in the course of carrying out their responsibilities, including conducting mine site visits, certain of these key senior management and/or personnel travel together as a group at the same time and by the same mode of transportation for security, efficiency and cost-effectiveness. If the services of the Company's senior management and key personnel were lost for any reason, it could have a material adverse effect on future operations and such effect could be particularly acute in the event of loss of multiple members of this group.

***Community relations and social impact***

The Company's relationship with the communities where it operates is critical to ensuring the future success of project development and future operations. Globally, there is an increasing level of public concern relating to the perceived effect of mining activities on the environment and on communities impacted by such activities. There is no assurance that the Company will be able to appropriately manage community relations in a manner that will allow the Company to proceed with its plans to develop and operate its properties.

Certain non-governmental organizations, some of which oppose globalization and resource development, or have other interests, can be vocal critics of the mining industry and its practices. Actions by such organizations could adversely affect the Company's reputation and financial condition and may impact its relationship with the communities in which it operates. These actions can relate not only to current activities but also historic mining activities by prior owners and could have a material, adverse effect on the Company. They may also file complaints with regulators and others. Such complaints, regardless of whether they have any substance or basis in fact or law, may have the effect of undermining the confidence of the public or a regulator and may adversely affect the Company.

***Risks associated with transportation and storage of concentrate in Mexico***

The concentrates produced by the Company have significant value and are loaded onto road vehicles for transport or to seaports for export to foreign markets. The geographic location of the Company's operations in Mexico and the United States, and air and trucking routes taken through the country to the refinery, smelters and ports for delivery, give rise to risks including concentrate theft, roadblocks and terrorist attacks, losses caused by adverse weather conditions, delays in delivery of shipments, and environmental liabilities in the event of an accident or spill.

***Mining property and title risks***

Third parties may dispute the Company's mining claims, which could result in losses affecting the Company's business. The validity of unpatented mining claims is often uncertain and may be contested. Although the Company has attempted to acquire satisfactory title to undeveloped properties, the Company, in accordance with mining industry practice, does not generally obtain title opinions until a decision is made to develop a property. As a result, some titles, particularly titles to undeveloped properties, may be defective. Defective title to any of the Company's mining claims could result in litigation, insurance claims, and potential losses affecting the Company's business.

The validity of mining or exploration titles or claims, which constitute most of the Company's property holdings, can be uncertain and may be contested. No assurance can be given that applicable governments will not revoke or significantly alter the conditions of the applicable exploration and mining titles or claims and that such exploration and mining titles or claims, will not be challenged or impugned by third parties. The Company has not conducted surveys of all the claims in which it holds direct or indirect interests and therefore, the precise area and location of such claims may be in doubt. The Company's properties may be subject to prior unregistered liens, agreements or transfers, native land claims or undetected title defects.

***Speculative nature of exploration and development***

The Company's future growth and productivity will depend, in part, on the ability to identify and acquire additional commercially mineable mineral rights, and on the costs and results of continued exploration and potential development programs. Exploration for minerals and the development of mineral properties is speculative and involves significant uncertainties and financial risks that even a combination of careful evaluation, experience and technical knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored prove to return the discovery of a commercially mineable deposit and/or are ultimately developed into producing mines. As at the date hereof, some of the Company's projects are preliminary in nature and mineral resource estimates include inferred mineral resources, which are considered too speculative geologically to have the economic considerations applied that would enable them to be categorized as mineral reserves. Mineral resources that are not mineral reserves do not have demonstrated economic viability. Major expenses may be required to properly evaluate the prospectivity of an exploration property, to develop new ore bodies and to estimate mineral resources and establish mineral reserves. There is no assurance that the Company's deposits are commercially mineable, nor can there be any certainty that the Company's exploration, development and production activities will be commercially successful.

***Unauthorized mining***

The mining industry in Mexico is subject to incursions by illegal miners who gain unauthorized access to mines to steal mineralized material mainly by manual mining methods. Such incursions could result in both a significant financial loss to the Company and a material impact to the Company's operations. In addition to the risk of losses and disruptions, these illegal miners pose a safety and security risk. The Company has taken security measures at its sites to address this issue and ensure the safety and security of its employees, contractors and assets. These incursions and illegal mining activities can potentially compromise underground structures, equipment and operations, which may lead to production stoppages and impact the Company's ability to meet production goals.

***Global financial and economic conditions***

The re-emergence of a global financial crisis or recession or reduced economic activity in the United States, Mexico, Canada, China, India and other industrialized or developing countries, or disruption of key sectors of the economy such as oil and gas, may have a significant effect on the Company's results of operations or may limit its ability to raise capital through credit and equity markets. The prices of the metals that the Company produces are affected by a number of factors, and it is unknown how these factors may be impacted by a global financial event or development impacting major industrial or developing countries. Additionally, global economic conditions may cause a long-term decrease in asset values. If such global volatility and market uncertainty were to continue, the Company's operations and financial condition could be adversely impacted.

***Natural disasters, terrorist acts, health crises and other disruptions or dislocations***

Upon the occurrence of a natural disaster, or upon an incident of war, riot or civil unrest, the impacted country may not efficiently and quickly recover from such event, which could have a materially adverse effect on the Company. Terrorist attacks, public health crises including epidemics, pandemics or outbreaks of new infectious disease or viruses, and related events can result in volatility and disruption to global supply chains, operations, mobility of people and the financial markets, which could affect interest rates, credit ratings, credit risk, inflation, business, financial conditions, results of operations and other factors relevant to the Company.

***Surface rights and access***

The Company has reached various agreements for surface rights and access with certain local groups, including members of ejidos, for mining exploitation activities, including open pit mining, in the surroundings of the Cosalá Operations. In addition, the Company has formal ongoing agreements for surface access to all ejidos on which its exploration activities are being performed. These agreements are valid and are regularly reviewed in terms of the appropriate level of compensation for the level of work being carried out.

For future activities, the Company will need to negotiate with ejido and non-ejido members, as a group and individually, to reach agreements for additional access and surface rights. Negotiations with ejidos membership or other interested groups can become time-consuming if demands for compensation become unreasonable. There can be no guarantee that the Company will be able to negotiate satisfactory agreements with any such existing members for such access and surface rights, and therefore it may be unable to carry out planned mining activities. In addition, in circumstances where access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdiction, the outcomes of which cannot be predicted with any certainty. The inability of the Company to secure surface access or purchase required surface rights could materially and adversely affect the timing, cost or overall ability of the Company to operate or develop any mineral deposits it may locate. See "*Labour relations, employee recruitment, retention and pension funding*" for further information.

***The Company is subject to currency fluctuations that may adversely affect the financial position of the Company***

One of the Company's primary operations, the Cosalá Operations, is located in Mexico and many of its expenditures and obligations are denominated in Mexican pesos. Other operations are located in the United States and expenditures related to those operations are denominated in U.S. dollars. The Company maintains its principal office and raises its equity financings in Canada, maintains cash accounts in U.S. dollars, Canadian dollars and Mexican pesos and has monetary assets and liabilities in U.S. dollars, Canadian dollars and Mexican pesos. For its financial reporting, the Company's presentation currency is the U.S. dollar. As such, the Company's results of operations are subject to foreign currency fluctuation risks and such fluctuations may adversely affect the financial position and results of the Company. The Company may, from time to time, employ derivative financial instruments to manage exposure to fluctuations in foreign currency exchange rates.

***Risks associated with Americas Gold and Silver's various financial instruments***

The Company's financial instruments consist of cash and cash equivalents, restricted cash, receivables, accounts payable and accrued liabilities, other payables, derivative assets and liabilities, and other financial instruments may be held from time to time. These financial instruments are exposed to numerous risks, including, among others, liquidity risk, currency risk, equity price risk, interest rate risk, counterparty risk and credit risk. Many of these risks are outside the Company's control. There is no assurance that the Company will realize the carrying value of any of its financial instruments.

***The Company may engage in hedging activities***

From time to time, the Company may use certain derivative products to hedge or manage the risks associated with changes in the prices of zinc, lead, and the Mexican Peso. The use of derivative instruments involves certain inherent risks including, among other things: (i) credit risk – the risk of an unexpected loss arising if a counterparty with which the Company has entered into transactions fails to meet its contractual obligations; (ii) market liquidity risk – the risk that the Company has entered into a derivative position that cannot be closed out quickly, by either liquidating such derivative instrument or by establishing an offsetting position; (iii) unrealized mark-to-market risk – the risk that, in respect of certain derivative products, an adverse change in market prices for commodities, currencies or interest rates will result in the Company incurring an unrealized mark-to-market loss in respect of such derivative products.

There is no assurance that any hedging program or transactions which may be adopted or utilized by the Company designed to reduce the risk associated with price changes will be successful. Although hedging may protect the Company from an adverse price change, it may also prevent the Company from benefiting fully from a positive price change.

***The Company may require significant capital expenditures***

Substantial capital expenditures will be required to maintain, develop and to continue with exploration at the Company properties. In order to explore and develop these projects and properties, the Company may be required to expend significant amounts for, among other things, geological, geochemical and geophysical analysis, drilling, assaying, and, if warranted, mining and infrastructure feasibility studies.

The Company may not benefit from any of these investments if it is unable to identify commercially exploitable mineralized material. If successful in identifying reserves, it will require significant additional capital to construct facilities necessary to extract recoverable metal from those reserves.

The ability of the Company to achieve sufficient cash flows from internal sources and obtain necessary funding depends upon a number of factors, including the state of the worldwide economy and the price of silver, zinc, lead and copper. The Company may not be successful in achieving sufficient cash flows from internal sources and obtaining the required financing for these or other purposes on terms that are favourable to it or at all, in which case its ability to continue operating may be adversely affected. Failure to achieve sufficient cash flows and obtain such additional financing could result in delay or indefinite postponement of further exploration or potential development.

***Risks associated with the Company's business objectives***

The Company's strategy to create shareholder value through the acquisition, exploration, advancement and development of its mineral properties will be subject to substantive risk. While the Company may seek to acquire additional mineral properties that are consistent with its business objectives, there can be no assurance that the Company will be able to identify suitable additional mineral properties or, if it does identify suitable properties, that it will have sufficient financial resources to acquire such properties or that such properties will be available on terms acceptable to the Company or at all. Any partnership or joint venture agreements with respect to mineral properties that the Company enters into will be subject to the typical risks associated with such agreements, including disagreement on how to develop, operate or finance a property and contractual and legal remedies of the Company's partners in the event of such disagreement.

***Competition in the mining industry***

Competition in the mining sector is intense. Mines have limited lives and as a result, the Company may in the future seek to replace and expand its reserves through the acquisition of new properties. In addition, there is a limited supply of desirable mineral lands available in areas where the Company would consider conducting exploration and/or production activities. Because the Company faces strong competition for new properties from other mining companies, some of which have greater financial resources than it does, the Company may be unable to acquire attractive new mining properties on terms that it considers acceptable. Competition in the mining business for limited sources of capital could adversely affect the Company's ability to acquire and develop suitable mines, developmental projects, producing companies, or properties having significant exploration potential. As a result, there can be no assurance that the Company's acquisition and exploration plans will yield new mineral reserves to replace or expand current mineral reserves.

***Concentrate sales risks***

The Company currently sells its concentrates under offtake contracts with a limited number of counterparties. Based on past practice, and the quality of its concentrates, the Company expects to be able to renew these contracts or find alternative purchasers for its concentrates, however there can be no assurance that the existing contracts will be renewed or replaced on reasonable terms.

The Company frequently sells its concentrates on the basis of receiving a sales advance when the concentrates are delivered, with the advance based on market prices of metals at the time of the advance. Final settlement of the sale is then made later, based on prevailing metals prices at that time. In an environment of volatile metal prices, this can lead to negative cash adjustments, with amounts owing to the purchaser, and such amounts could potentially be substantial. In volatile metal markets, the Company may elect to fix the price of a concentrate sale at the time of initial delivery.

***Certain risks related to the ownership of the Company's common shares***

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market price of securities of many companies, including mineral resource and mining companies and particularly those considered development stage companies, 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 severe fluctuations in price will not occur.

The Company's common shares are currently listed on the TSX and the NYSE American. There can be no assurance that an active market for the common shares will be sustained. If an active or liquid market for the common shares fails to be sustained, the prices at which such common shares trade may be adversely affected. Whether or not the common shares will trade at lower prices depends on many factors, including the liquidity of the common shares, prevailing interest rates and the markets for similar securities, general economic conditions and the Company's financial condition, historic financial performance and future prospects.

Additionally, the exercise of stock options and warrants already issued by the Company, the issuance of additional equity securities or convertible debt securities and the repayment of debt through the issuance of additional equity securities in the future could result in dilution in the equity interests of holders of common shares.

The Company may also issue and sell additional securities of the Company to finance its operations or future acquisitions. The Company cannot predict the size of future issuances of securities of the Company or the effect, if any, that future issuances and sales of securities will have on the market price of any securities of the Company that are issued and outstanding from time to time. Sales or issuances of substantial amounts of securities of the Company, or the perception that such sales or issuances could occur, may adversely affect prevailing market prices for the securities of the Company that are issued and outstanding from time to time. With any additional sale or issuance of securities of the Company, holders will suffer dilution with respect to voting power and may experience dilution in the Company's earnings per share. Moreover, the Company's recent offerings of common shares may create a perceived risk of dilution resulting in downward pressure on the price of the Company's issued and outstanding common shares, which could contribute to progressive declines in the prices of such securities.

***The Company is subject to the rules and regulations of the TSX and NYSE American***

The Company is subject to the rules and regulations of the NYSE American and the TSX. Further, in order to maintain compliance with all continued listing requirements, the Company pays legal, accounting and compliance fees to advisors and regulatory organizations. Any changes to rules, regulations, policies or guidelines issued by regulatory authorities may impact the risk of non-compliance. There is no assurance that the Company will be able to comply with the applicable NYSE American or TSX continued listing standards or maintain its listing status on either the TSX or NYSE American. Any failure to comply with applicable continued listing requirements and regulations may result in the delisting of the Common Shares from the TSX and/or the NYSE American. Any voluntary or involuntary delisting may have material adverse effects on the Company's business and financial condition.

***Absolute assurance on financial statements***

The Company prepares its financial statements in accordance with accounting policies and methods prescribed by International Financial Reporting Standards. In the preparation of financial statements, management may need to rely upon assumptions, make estimates or use their best judgment in determining the financial condition of the Company. In order to have a reasonable level of assurance that financial transactions are properly authorized, assets are safeguarded against unauthorized or improper use and transactions are properly recorded and reported, the Company has implemented and continues to analyze its internal control systems for financial reporting. Although the Company believes that its financial reports and financial statements are prepared with reasonable safeguards to ensure reliability, the Company cannot provide absolute assurance in that regard.

***The Company is a Canadian company and this could have an impact on enforcement of civil liabilities obtained under U.S. securities laws***

The Company is a corporation existing under the laws of Canada and its registered and head office is in Canada. Most of the Company's directors and officers are residents of Canada or otherwise reside outside of the United States, and a substantial portion of their assets, and a substantial portion of the Company's assets, are located outside the United States. As a result, it may be difficult to serve process on the Company or such other persons, to effect service of process within the United States on certain of the Company's directors and officers or enforce judgments obtained in the United States courts against the Company or certain of the Company's directors and officers based upon the civil liability provisions of United States federal securities laws or the securities laws of any state of the United States. Enforcement by investors of civil liabilities under the United States federal or state securities laws may be affected adversely by these facts.

There is some doubt as to whether a judgment of a United States court based solely upon the civil liability provisions of United States federal or state securities laws would be enforceable in Canada against the Company or its directors and officers. There is also doubt as to whether an original action could be brought in Canada against the Company or its directors and officers to enforce liabilities based solely upon United States federal or state securities laws.

***Uninsured or uninsurable risks***

In the course of exploration, development and production of mineral properties, several risks and, in particular, unexpected or unusual geological or operating conditions, may occur. Such risks and hazards may include adverse environmental conditions, industrial accidents, labour disputes, social unrest, political or economic instability, unusual or unexpected geological conditions, ground or slope failures, cave-ins, catastrophic equipment failures, changes in the regulatory environment, and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in mining, monetary losses, and possible legal liability.

Although the Company will maintain insurance to protect against certain risks in such amounts as it considers reasonable, its insurance will not cover all the potential risks associated with a mining company's operations. Furthermore, the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Should such aforementioned liabilities arise, they could have a material adverse effect on the results of the Company's operations, cash flow, financial condition, and business, they could reduce or eliminate any future profitability, and they could result in an increase in costs and a decline in value of the common shares.

As of the date of this MD&A, the Company is not insured against environmental risks. Insurance against environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) has not been generally available to companies within the industry. Without such insurance, and if the Company becomes subject to environmental liabilities, the payment of such liabilities would reduce or eliminate its available funds or could exceed the funds the Company has to pay such liabilities and result in bankruptcy. Should the Company be unable to fund fully the remedial cost of an environmental problem, it might be required to enter into interim compliance measures pending completion of the required remedy.

***The Company's information technology systems may be vulnerable to disruption which could place its systems at risk from data loss, operational failure, or compromise of confidential information***

The Company relies on various information technology systems, and on third party developers and contractors, in connection with operations, including production, equipment operation and financial support systems. While the Company regularly obtains and develops solutions to monitor the security of its systems, it remains vulnerable to disruption, damage or failure from a variety of sources, including errors by employees or contractors, computer viruses, cyber-attacks including phishing, ransomware, and similar malware, misappropriation of data by outside parties, and various other threats. Techniques used to obtain unauthorized access or sabotage systems are under continuous and rapid evolution, which may deter efforts to detect disruption of data and systems in advance. Breaches and unauthorized access carry the potential to cause losses of production, operational delays, equipment failure that could cause other risks to be realized, inaccurate recordkeeping, or disclosure of confidential information, any of which could result in financial losses and regulatory or legal exposure and could have a material adverse effect on the Company's cash flows, financial condition or results of operations.

***Accessibility and reliability of existing local infrastructure***

The Company's mining, processing, development and exploration activities depend, to some degree, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important considerations, which affect capital and operating costs. The lack of availability on acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploitation or development of the Company's projects. If adequate infrastructure is not available in a timely manner, the exploitation or development of the Company's projects may not be commenced or completed on a timely basis, if at all. In addition, the resulting operations may not achieve the anticipated production volume, or the construction costs and ongoing operating costs associated with the exploitation and/or development of the Company's advanced projects will be higher than anticipated. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations and profitability.

***Risks and uncertainties related to the repatriation of funds from foreign subsidiaries***

The Company expects to generate cash flow and profits at its foreign subsidiaries and may need to repatriate funds from those subsidiaries to fulfill its business plans, in particular in relation to ongoing expenditures at its exploration and development assets. The Company may not be able to repatriate funds or may incur tax payments or other costs when doing so, as a result of a change in applicable law or tax requirements at local subsidiary levels or at the parent level, which costs could be substantial.

***U.S. Foreign Corrupt Practices Act and similar worldwide anti-bribery laws***

The *Foreign Corrupt Practices Act* (United States) and the *Corruption of Foreign Public Officials Act* (Canada) and anti-bribery laws in other jurisdictions generally prohibit companies and their intermediaries from making improper payments for the purpose of obtaining or retaining business or other commercial advantage. The Company's policies mandate compliance with these anti-bribery laws, which often carry substantial penalties. The Company operates in jurisdictions that have experienced governmental and private sector corruption to some degree and, in certain circumstances, strict compliance with anti-bribery laws may conflict with certain local customs and practices. There can be no assurance that the Company's internal control policies and procedures will always protect it from reckless or other inappropriate acts committed by the Company's affiliates, employees or agents. Violations of these laws, or allegations of such violations, could have a material adverse effect on the Company's reputation, as well as business, financial position and results of operations and could cause the market value of the Company's common shares to decline.

***Tax considerations***

*Mexico*

Corporate profits in Mexico are taxed only by the Federal Government. Previously, there were two federal taxes in Mexico that applied to the Company's operations in Mexico: corporate income tax and a Flat Rate Business Tax ("IETU"). Mexican corporate income tax was calculated based on gross revenue less deductions for all refining and smelting charges, direct operating costs, all head office general and administrative costs, and depreciation deductions as applicable at a corporate income tax rate in Mexico of 30%. The IETU was a cash-based minimum tax that applies in addition to the corporate income tax. The tax was applicable to the taxpayer's net income from the (i) sale of goods; (ii) performance of independent services; and (iii) lease of goods at the rate of 16.5% during 2008, 17% during 2009, 17.5% during 2010, 2011 and 2013.

In late 2013, a new income Tax Law was enacted in Mexico ("Mexican Tax Reform") which became effective January 1, 2014. Key provisions of the Mexican Tax Reform that may affect the Company consist of:

- New 7.5% mining royalty. This royalty is deductible for tax purposes and is calculated as 7.5% of a royalty base which is computed as taxable revenues (except interest and inflationary adjustments), less allowable deductions for income tax purposes (except interest, inflationary adjustment, depreciation and mining fees), less prospecting and exploration expenses for the year;
- New environmental duty of 0.5% of gross income arising from the sale of gold and silver;
- Corporate income tax rate to remain at 30%, eliminating the scheduled reduction to 29% in 2014 and to 28% in 2015;
- Elimination of the IETU;
- Elimination of the option for depreciation of capital assets on an accelerated basis;
- Elimination of 100% deduction on exploration expenses for locating and quantifying new deposits in pre-operating periods. These exploration costs will be amortized on a straight-line basis over 10 years; and
- Reduction of deductibility for various employee fringe benefits; and imposes a 10% withholding tax on dividends distributed to resident individuals or foreign residents (including foreign corporations). According to the Mexico-Canada tax treaty, this dividend withholding tax rate may be reduced to 5%.

*United States*

Changes to U.S. tax laws (which changes may have retroactive application) could adversely affect Americas Gold and Silver or holders of Americas Gold and Silver common shares. In recent years, many changes to U.S. federal income tax laws have been proposed and made, and additional changes to U.S. federal income tax laws are likely to continue to occur in the future.

The U.S. Congress is currently considering numerous items of legislation which may be enacted prospectively or with retroactive effect, which legislation could adversely impact Americas Gold and Silver's financial performance and the value of Americas Gold and Silver's common shares. Additionally, states in which Americas Gold and Silver operates or owns assets may impose new or increased taxes. If enacted, most of the proposals would be effective for the current or later years. The proposed legislation remains subject to change, and its impact on Americas Gold and Silver and holders of Americas Gold and Silver's common shares is uncertain.

In addition, the Inflation Reduction Act of 2022 includes provisions that impact the U.S. federal income taxation of corporations. Among other items, this legislation includes provisions that impose a minimum tax on the book income of certain large corporations and an excise tax on certain corporate stock repurchases that would be imposed on the corporation purchasing such stock. It remains unclear how this legislation will be implemented by the U.S. Department of the Treasury and Americas Gold and Silver cannot predict how this legislation or any future changes in tax laws might affect Americas Gold and Silver or holders of Americas Gold and Silver's common shares.

U.S. holders of Americas Gold and Silver common shares should be aware that Americas Gold and Silver believes it was not classified as a passive foreign investment company within the meaning of Section 1297 of the U.S. Internal Revenue Code of 1986, as amended ("PFIC") for its most recently completed tax year, and based on current business plans and financial expectations, Americas Gold and Silver expects that it will likely not be a PFIC for the current tax year. No opinion of legal counsel or ruling from the IRS concerning the status of Americas Gold and Silver as a PFIC has been obtained or is currently planned to be requested. PFIC classification is fundamentally factual in nature, generally cannot be determined until the close of the tax year in question, and is determined annually. Consequently, there can be no assurance that Americas Gold and Silver will not become a PFIC for any tax year during which U.S. holders own Americas Gold and Silver shares.

If Americas Gold and Silver is a PFIC for any year during a U.S. holder's holding period, then such U.S. holder generally will be required to treat any gain realized upon a disposition of Americas Gold and Silver common shares, or any "excess distribution" received on its Americas Gold and Silver common shares, as ordinary income, and to pay an interest charge on a portion of such gain or distribution, unless the U.S. holder makes a timely and effective "qualified electing fund" election ("QEF Election") or a "mark-to-market" election with respect to its Americas Gold and Silver common shares. A U.S. holder who makes a QEF Election generally must report on a current basis its share of Americas Gold and Silver's net capital gain and ordinary earnings for any year in which Americas Gold and Silver is a PFIC, whether or not Americas Gold and Silver distributes any amounts to its shareholders. However, U.S. holders should be aware that there can be no assurance that Americas Gold and Silver will satisfy the record keeping requirements that apply to a QEF, or that Americas Gold and Silver will supply U.S. holders with information that such U.S. holders require to report under the QEF Election rules, in the event that Americas Gold and Silver is a PFIC and a U.S. holder wishes to make a QEF Election. Thus, U.S. holders may not be able to make a QEF Election with respect to their Americas Gold and Silver common shares. A U.S. holder who makes a mark-to-market election generally must include as ordinary income each year the excess of the fair market value of the Americas Gold and Silver common shares over the taxpayer's basis therein. Each U.S. holder should consult its own tax advisors regarding the PFIC rules and the U.S. federal income tax consequences of the acquisition, ownership, and disposition of Americas Gold and Silver common shares.

There is a risk that Americas Gold and Silver will be classified as a controlled foreign corporation, or CFC, for U.S. federal income tax purposes. Americas Gold and Silver will generally be classified as a CFC if more than 50% of the Company's outstanding shares, measured by reference to voting power or value, are owned (directly, indirectly or by attribution) by "U.S. Shareholders." For this purpose, a "U.S. Shareholder" is any U.S. person that owns directly, indirectly or by attribution, 10% or more of the voting power or value of Americas Gold and Silver's outstanding shares. If Americas Gold and Silver is classified as a CFC, a U.S. Shareholder may be subject to U.S. income taxation at ordinary income tax rates on all or a portion of Americas Gold and Silver's undistributed earnings and profits attributable to "subpart F income", may be required to take into account its pro rata share of Americas Gold and Silver's "tested income" and certain other amounts in determining such U.S. Shareholder's global intangible low-taxed income, and may also be subject to tax at ordinary income tax rates on any gain realized on a sale of common shares, to the extent of Americas Gold and Silver's current and accumulated earnings and profits attributable to such shares. The CFC rules are complex and U.S. Shareholders of Americas Gold and Silver's common shares should consult their own tax advisors regarding the possible application of the CFC rules to them in their particular circumstances.

***Climate change***

Extreme weather events (for example, prolonged drought, or the increased frequency and intensity of storms) have the potential to disrupt the Company's operations and the transportation routes that the Company uses. The Company's ability to conduct mining operations depends upon access to the volumes of water that are necessary to operate its mines and processing facilities. Changes in weather patterns and extreme weather events, either due to normal variances in weather or due to global climate change, could adversely impact the Company's ability to secure the necessary volumes of water to operate its facilities.

For example, the Cosalá Operations and Galena Complex have in the past experienced damage from flooding during periods of excessive rain. Increased precipitation, either due to normal variances in weather or due to global climate change, could result in flooding that may adversely impact mining operations and could damage the Company's facilities, plant and operating equipment ath the Company's properties. Accordingly, extreme weather events and climate change may increase the costs of operations and may disrupt operating activities, either of which would adversely impact the profitability of the Company.

***Regulations and pending legislation governing issues involving climate change could result in increased operating and capital costs which could have a material adverse effect on the Company's business***

The production of metals concentrates is an energy-intensive undertaking that results in a significant carbon footprint. The Company utilizes electricity, diesel fuel, and gasoline to directly or indirectly to produce metal.

A number of governments or governmental bodies have introduced or are contemplating regulatory changes in response to the potential impacts of climate change that are viewed as the result of emissions from the combustion of carbon-based fuels. At the 21st Conference of the Parties of the United Nations Framework Convention on Climate Change held in Paris in 2015, the Paris Agreement was adopted which was intended to govern emission reductions beyond 2020. The Paris Agreement went into effect in November 2016 when countries that produce at least 55% of the world's greenhouse gas emissions ratified the agreement. While there are no immediate impacts to business from the Paris Agreement, the goal of limiting global warming to "well below 2ºC" will be taken up at national levels.

Some of the countries in which the Company operates have implemented, and are developing, laws and regulations related to climate change and greenhouse gas emissions. In December 2009, the United States EPA issued an endangerment finding under the U.S. Clean Air Act that current and projected concentrations of certain mixed greenhouse gases, including carbon dioxide, in the atmosphere threaten the public health and welfare. Additionally, the United States and China signed a bilateral agreement in November 2014 that committed the United States to reduce greenhouse gas emissions by an additional 26% to 28% below 2005 levels by the year 2025. The EPA in August 2015 issued final rules for the Clean Power Plan under Section 111(d) of the Clean Air Act designed to reduce greenhouse gas emissions at electric utilities in line with reductions planned for the compliance with the Paris Agreement. On June 19, 2019, the EPA as part of a regulatory review repealed the Clean Power Plan and replaced it with the Affordable Clean Energy rule which eliminates most of the emission reduction standards included in the Clean Power Plan. On January 19, 2021, the D.C. Circuit vacated the Affordable Clean Energy rule and remanded to the Environmental Protection Agency for further proceedings consistent with its opinion.

Legislation and increased regulation and requirements regarding climate change could impose increased costs on the Company and its venture partners and suppliers, including increased energy, capital equipment, environmental monitoring and reporting and other costs to comply with such regulations.

***Additional reporting requirements may apply if Americas Gold and Silver loses its status as a "Foreign Private Issuer" under the U.S. Exchange Act***

Americas Gold and Silver is currently considered a "foreign private issuer" under the rules of the SEC. However, it may lose its "foreign private issuer" status at future assessment dates. The Company may in the future lose its foreign private issuer status if a majority of the common shares are owned of record in the United States and the Company fails to meet the additional requirements necessary to avoid loss of foreign private issuer status.

As a foreign private issuer, Americas Gold and Silver is subject to the reporting requirements under the Securities Exchange Act of 1934, as amended, (the "U.S. Exchange Act") applicable to foreign private issuers. Americas Gold and Silver is required to file its annual report on Form 40-F with the SEC at the time it files its annual information form with the applicable Canadian securities regulatory authorities. In addition, Americas Gold and Silver must furnish reports on Form 6-K to the SEC regarding certain information required to be publicly disclosed by Americas Gold and Silver in Canada or filed with the TSX and which was made public by the TSX, or regarding information distributed or required to be distributed by Americas Gold and Silver to its shareholders. Moreover, although Americas Gold and Silver is required to comply with Canadian disclosure requirements, in some circumstances Americas Gold and Silver is not required to file periodic reports and financial statements with the SEC as frequently or as promptly as United States companies that have securities registered under the U.S. Exchange Act. Americas Gold and Silver is permitted to file financial statements in accordance with IFRS as issued by International Accounting Standards Board, and therefore does not file financial statements prepared in accordance with generally accepted accounting principles in the United States as do United States companies that file reports with the SEC. Furthermore, Americas Gold and Silver is not required to comply with the United States proxy rules or with Regulation FD, which addresses certain restrictions on the selective disclosure of material information, although it must comply with Canadian disclosure requirements. Americas Gold and Silver also presents information regarding mineral resources and reserves in accordance with NI 43-101 rather than in compliance with Subpart 1300 of Regulation S-K, the requirements of the SEC applicable to domestic United States reporting companies and foreign private issuers that are not eligible for the Canada-U.S. multijurisdictional disclosure system. In addition, among other matters, Americas Gold and Silver's officers, directors and principal shareholders are exempt from the reporting and "short-swing" profit recovery provisions of Section 16 of the U.S. Exchange Act and the rules under the U.S. Exchange Act with respect to their purchases and sales of Americas Gold and Silver common shares. Therefore, the Company's securityholders may not know on as timely a basis when its officers, directors and principal shareholders purchase or sell securities of the Company as the reporting periods under the corresponding Canadian insider reporting requirements are longer. Americas Gold and Silver also presents information regarding mineral resources and reserves in accordance with NI 43-101 rather than the requirements of the SEC applicable to domestic United States reporting companies.

If Americas Gold and Silver loses its status as a foreign private issuer, it will no longer be exempt from such rules and, among other things, will be required to file periodic reports and financial statements with the content and in the form required as if it were a domestic United States reporting company, and will incur additional costs to make such filings. The regulatory and compliance costs to the Company under United States federal securities laws as a domestic United States reporting company may be significantly more than the costs the Company incurs as a Canadian foreign private issuer eligible to use the multijurisdictional disclosure system. Additionally, if the Company ceases to be a foreign private issuer or loses its eligibility to file its annual report on Form 40-F pursuant to the multijurisdictional disclosure system, then the Company will be subject to Subpart 1300 of Regulation S-K, which differs from the requirements of NI 43-101.

**Americas Gold and Silver may incur increased costs as a reporting company whose common shares are publicly traded in the United States if Americas Gold and Silver were to lose its eligibility to use the multijurisdictional disclosure system, and our management would be required to devote substantial time to new compliance initiatives**

If Americas Gold and Silver loses eligibility to report under the multijurisdictional disclosure system, as a public company whose shares are publicly traded in the United States and reporting under the Exchange Act, the Company would incur significant legal, accounting and other expenses that it would not incur as a company reporting under the multijurisdictional disclosure system. The Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act and other applicable securities rules and regulations impose various requirements on public companies in the United States. Senior management of the Company and other personnel would need to devote a substantial amount of time to these compliance initiatives. Moreover, these rules and regulations would increase legal and financial compliance costs and would make some activities more time-consuming and costly.

**Americas Gold and Silver may incur increased costs in the transition from emerging growth company status if Americas Gold and Silver were to lose certain exemptions from the provisions of Sarbanes-Oxley Act of 2002, and our management would be required to devote substantial time to new compliance initiatives**

Until December 31, 2024, as a SEC reporting company with less than $1.235 billion in gross revenue, Americas Gold and Silver qualified as an "emerging growth company" under the U.S. Jumpstart Our Business Startups Act, as amended from time to time. As an emerging growth company, the Company was exempt from Section 404(b) of the Sarbanes-Oxley Act of 2002 ("**SOX**"), which generally requires that a public company's registered public accounting firm provide an attestation report relating to management's annual assessment of internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the U.S. Exchange Act. The status of an emerging growth company is retained until the earliest of (a) the last day of the fiscal year in which a company has annual gross revenues of $1.235 billion or more; (b) the last day of the fiscal year following the fifth anniversary of the date of the first sale of the company's common stock pursuant to an effective registration statement under the Securities Act of 1933; (c) the date on which the company has, during the previous three-year period, issued more than $1 billion in nonconvertible debt; or (d) the date on which the company becomes a "large accelerated filer", as defined in Rule 12b-2 under the U.S. Exchange Act.

Americas Gold and Silver is a neither a "large accelerated filer" or a "accelerated filer", as defined in Rule 12b-2 under the U.S. Exchange Act ("**Non-Accelerated Filer**"). As a result, the Company is exempt from the requirement to provide an attestation report relating to management's assessment of internal control over financial reporting for the year ended December 31, 2024, as defined in Rules 13a-15(f) and 15d-15(f) under the U.S. Exchange Act, in order to comply with Section 404(b) of SOX.

For so long as Americas Gold and Silver continues to qualify as a Non-Accelerated Filer, it will be exempt from certain requirements applicable to other reporting companies that are not Non-Accelerated Filers, including the requirement to include an auditor attestation report relating to internal control over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act in its annual reports filed under the U.S. Exchange Act, even if it does not qualify as a "smaller reporting company".

As a foreign private issuer, Americas Gold and Silver will continue to remain exempt from the disclosure obligations regarding executive compensation in periodic reports and proxy statements, and to not present to its stockholders a nonbinding advisory vote on executive compensation, obtain approval of any golden parachute payments not previously approved, or present the relationship between executive compensation actually paid and such issuer's financial performance and will not become subject to such requirements, unless Americas Gold and Silver also ceases to be a "foreign private issuer".

***Cybersecurity risk***

The Company's operations depend, in part, upon information technology systems. The Company's information technology systems are subject to disruption, damage or failure from a number of sources, including, but not limited to, hacking, computer viruses, security breaches, natural disasters, power loss, vandalism, theft and defects in design. Any of these and other events could result in information technology systems failures, operational delays, production downtimes, destruction or corruption of data, security breaches or other manipulation or improper use of the Company's data, systems and networks, any of which could have adverse effects on the Company's reputation, business, results of operations, financial condition and share price.

The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect the Company's systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

***Conflicts of interest***

Certain of the Company's directors and officers also serve as directors and/or officers of other companies involved in natural resource exploration and development, and consequently there exists the possibility for such directors and officers to have interests that conflict with the Company's interests. Situations may arise in connection with potential investments where the other interests of the Company's directors conflict with its interests. As such, conflicts of interest may arise that may influence these persons in evaluating possible acquisitions or in generally acting on the Company's behalf, as they may pursue opportunities that would then be unavailable to the Company. In the event that the Company's directors are subject to conflicts of interest, there may be a material adverse effect on its business.

**Accounting Standards and Pronouncements**

**Accounting standards issued and applied**

The Company adopted Amendments to IAS 1 – Presentation of Financial Statements as of January 1, 2024 and assessed there was no material impact on Non-Current Liabilities with Covenants (Amendments to IAS 1).

Certain new accounting standards and interpretations have been published that are not mandatory for the current period and have not been early adopted. The following standards have been issued by the IASB:

- Amendments to IFRS 9 and 7 – Classification and Measurement of Financial Instruments with mandatory application of the standard in annual reporting periods beginning on or after January 1, 2026.
- IFRS 18 – Presentation and Disclosure in Financial Statements with mandatory application of the standard in annual reporting periods beginning on or after January 1, 2027.

These standards are being assessed for their impact on the Company in the current or future reporting periods.

**Significant accounting judgments and estimates**

The preparation of financial statements in conformity with IFRS requires management to make judgments and estimates that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

(i) Depletion and amortization

Mining properties are depleted using the unit-of-production method over a period not to exceed the estimated life of the ore body based on estimated recoverable reserves.

Property, plant and equipment are depreciated, net of residual value over their estimated useful life but do not exceed the related estimated life of the mine based on estimated recoverable mineral reserves.

The calculation of the units of production rate, and therefore the annual depletion and amortization expense, could be materially affected by changes in the underlying estimates. Changes in estimates can be the result of actual future production differing from current forecasts of future production and expansion of mineral reserves through exploration activities.

(ii) Decommissioning provision

The Company assesses its decommissioning provision on an annual basis or when new material information becomes available. Mining and exploration activities are subject to various laws and regulations governing the protection of the environment. In general, these laws and regulations are continually changing and the Company has made, and intends to make in the future, expenditures to comply with such laws and regulations. Accounting for decommissioning provision requires management to make estimates of the time and future costs the Company will incur to complete the rehabilitation work required to comply with existing laws and regulations at each mining operation. Also, future changes to environmental laws and regulations could increase the extent of rehabilitation work required to be performed by the Company. Increases in future costs could materially impact the amounts charged to operations for decommissioning provision. The provision represents management's best estimate of the present value of the future decommissioning provision. The actual future expenditures may differ from the amounts currently provided.

(iii) Income taxes

Preparation of the consolidated financial statements requires an estimate of income taxes in each of the jurisdictions in which the Company operates. The process involves an estimate of the Company's current tax exposure and an assessment of temporary differences resulting from differing treatment of items, such as depletion and amortization, for tax and accounting purposes, and when they might reverse.

These differences result in deferred tax assets and liabilities that are included in the Company's consolidated statements of financial position.

An assessment is also made to determine the likelihood that the Company's future tax assets will be recovered from future taxable income. To the extent that recovery is not considered likely, the related tax benefits are not recognized.

Judgment is required to continually assess changing tax interpretations, regulations and legislation, to ensure liabilities are complete and to ensure assets, net of valuation allowances, are realizable. The impact of different interpretations and applications could be material.

(iv) Assessment of impairment and reversal of impairment indicators

The Company applies judgment in assessing whether indicators of impairment or reversal of impairment exist for a cash generating unit which would require impairment testing. Internal and external sources such as changes in use of an asset, capital and production forecasts, commodity prices, quantities of reserves and resources, and changes in market, economic, and legal environment are used by management in determining whether there are any indicators.

The Company determines recoverable amount based on the after-tax discounted cash flows from a cash generating unit's life-of-mine cash flow projection which incorporates management's best estimates of commodity prices, future capital requirements and production costs along with geological assumptions and judgments made in estimating the size, grade and recovery of the ore bodies. Absent a life-of-mine cash flow projection, a market approach of comparable companies is used to determine recoverable amount of in-situ ounces from the cash generating unit.

(v) Cash flows from ongoing production and impact on operations

The Company had negative operating cash flows during the year ended December 31, 2024 with a working capital deficit as at December 31, 2024. The ability to achieve cash flow positive production through meeting production targets at the Cosalá Operations and Galena Complex, allowing the Company to generate sufficient operating cash flows, while facing market fluctuations in commodity prices and inflationary pressures, and maintaining access to capital markets, are significant judgments in these consolidated financial statements with respect to the Company's liquidity. Should the Company continue to experience lower commodity prices and negative operating cash flows in future periods, the Company will need to raise additional funds through the issuance of equity or debt securities which funding cannot be assured.

**Financial Instruments**

The Company may, from time to time, employ derivative financial instruments to manage exposure to fluctuations in foreign currency exchange rates and commodity prices.

As at December 31, 2024, the Company does not have any non-hedge foreign exchange or commodity forward contracts outstanding.

**Capital Structure**

The Company is authorized to issue an unlimited number of common and preferred shares, where each common share provides the holder with one vote while preferred shares are non-voting. As at December 31, 2024, there were 594,450,243 common shares and nil preferred shares issued and outstanding.

As at March 27, 2025, there were 639,447,939 common shares and nil preferred shares issued and outstanding, and 25,591,666 options outstanding which are exchangeable in common shares of the Company. The number of common shares issuable on the exercise of warrants is 29,884,100. The increase in the common shares between December 31 and March 27 is primarily related to the conversion of the Company's convertible debentures which were converted at a price of C$0.52 into 32,307,692 common shares.

**Controls and Procedures**

Management is responsible for establishing and maintaining disclosure controls and procedures ("DC&P") and internal controls over financial reporting ("ICFR"), as those terms are defined in National Instrument 52-109 - Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109").

The Company's DC&P are designed to ensure that all important information about the Company, including operating and financial activities, is communicated fully, accurately and in a timely way and that they provide the Company with assurance that the financial reporting is accurate.

ICFR means a process by or under the supervision of the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

As at December 31, 2024, the Company's CEO and CFO have certified that DC&P and ICFR are effective and that during the year ended December 31, 2024, the Company did not make any material changes in the ICFR that materially affected or are reasonably likely to materially affect the Company's ICFR.

The internal controls are not expected to prevent and detect all misstatements due to error or fraud.

**Technical Information**

The scientific and technical information relating to the operation of the Company's material operating mining properties contained herein has been reviewed and approved by Chris McCann, P.Eng., Vice President, Technical Services of the Company. Mr. McCann is a "qualified person" for the purposes of NI 43-101.

The Company's current Annual Information Form and the NI 43-101 Technical Reports for its other material mineral properties, all of which are available on SEDAR+ at www.sedarplus.ca, contain further details regarding mineral reserve and mineral resource estimates, classification and reporting parameters, key assumptions and associated risks for each of the Company's material mineral properties, including a breakdown by category.

**Non-GAAP and Other Financial Measures**

The Company has included certain non-GAAP financial and other measures to supplement the Company's consolidated financial statements, which are presented in accordance with IFRS, including the following:

- average realized silver, zinc and lead prices;
- cost of sales/Ag Eq oz produced;
- cash costs/Ag oz produced;
- all-in sustaining costs/Ag oz produced;
- net cash generated from operating activities;
- working capital;
- EBITDA, adjusted EBITDA, and adjusted earnings; and
- silver equivalent production (Ag Eq).

Management uses these measures, together with measures determined in accordance with IFRS, internally to better assess performance trends and understands that a number of investors, and others who follow the Company's performance, also assess performance in this manner. These non-GAAP and other financial measures should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. Non-GAAP and other financial measures do not have any standardized meaning prescribed under IFRS, and therefore they may differ from methods used by other companies with similar descriptions. Management's determination of the components of non-GAAP financial measures and other financial measures are evaluated on a periodic basis influenced by new items and transactions, a review of investor uses and new regulations as applicable. Any changes to the measures are duly noted and retrospectively applied as applicable. Subtotals and per unit measures may not calculate based on amounts presented in the following tables due to rounding.

*Average Realized Silver, Zinc and Lead Prices*

The Company uses the financial measures "average realized silver price", "average realized zinc price" and "average realized lead price" because it understands that in addition to conventional measures prepared in accordance with IFRS, certain investors and analysts use this information to evaluate the Company's performance vis-à-vis average market prices of metals for the period. The presentation of average realized metal prices is not meant to be a substitute for the revenue information presented in accordance with IFRS, but rather should be evaluated in conjunction with such IFRS measure.

Average realized metal prices represent the sale price of the underlying metal excluding unrealized mark-to-market gains and losses on provisional pricing and concentrate treatment and refining charges. Average realized silver, zinc and lead prices are calculated as the revenue related to each of the metals sold, e.g. revenue from sales of silver divided by the quantity of ounces sold.

*Reconciliation of Average Realized Silver, Zinc and Lead Prices*

| | 2024 | 2023 |
|---|---|---|
| Gross silver sales revenue ('000) | $ 62,052 | $ 62,356 |
| Payable metals and fixed pricing adjustments ('000) | (17) | 202 |
| Payable silver sales revenue ('000) | $ 62,035 | $ 62,558 |
| Divided by silver sold (oz) | 2,205,499 | 2,669,385 |
| Average realized silver price ($/oz) | $ 28.13 | $ 23.44 |

| | 2024 | 2023 |
|---|---|---|
| Gross zinc sales revenue ('000) | $ 37,878 | $ 38,421 |
| Payable metals and fixed pricing adjustments ('000) | 33 | (15) |
| Payable zinc sales revenue ('000) | $ 37,911 | $ 38,406 |
| Divided by zinc sold (lb) | 30,064,028 | 32,481,749 |
| Average realized zinc price ($/lb) | $ 1.26 | $ 1.18 |

| | 2024 | 2023 |
|---|---|---|
| Gross lead sales revenue ('000) | $ 18,208 | $ 25,438 |
| Payable metals and fixed pricing adjustments ('000) | (11) | 92 |
| Payable lead sales revenue ('000) | $ 18,197 | $ 25,530 |
| Divided by lead sold (lb) | 19,271,894 | 26,515,498 |
| Average realized lead price ($/lb) | $ 0.94 | $ 0.96 |

*Cost of Sales/Ag Eq Oz Produced*

The Company uses the financial measure "Cost of Sales/Ag Eq Oz Produced" because it understands that, in addition to conventional measures prepared in accordance with IFRS, certain investors and analysts use this information to evaluate the Company's underlying cost of operations. Silver equivalent production are based on all metals production at average realized silver, zinc, and lead prices during each respective period, except as otherwise noted.

*Reconciliation of Consolidated Cost of Sales/Ag Eq Oz Produced* [1]

| | 2024[2] | 2023[3] |
|---|---|---|
| Cost of sales ('000) | $ 82,740 | $ 79,890 |
| Less non-controlling interests portion ('000) | (15,581) | (15,609) |
| Attributable cost of sales ('000) | 67,159 | 64,281 |
| Divided by silver equivalent produced (oz) | 3,706,979 | 4,589,107 |
| Cost of sales/Ag Eq oz produced ($/oz) | $ 18.12 | $ 14.01 |

*Reconciliation of Cosalá Operations Cost of Sales/Ag Eq Oz Produced*

| | 2024[2] | 2023[3] |
|---|---|---|
| Cost of sales ('000) | $ 42,554 | $ 40,868 |
| Divided by silver equivalent produced (oz) | 2,586,577 | 3,266,677 |
| Cost of sales/Ag Eq oz produced ($/oz) | $ 16.45 | $ 12.51 |

*Reconciliation of Galena Complex Cost of Sales/Ag Eq Oz Produced*

| | 2024 | 2023[3] |
|---|---|---|
| Cost of sales ('000) | $ 40,186 | $ 39,022 |
| Divided by silver equivalent produced (oz) | 1,830,191 | 2,204,050 |
| Cost of sales/Ag Eq oz produced ($/oz) | $ 21.96 | $ 17.70 |

1 Throughout this MD&A, consolidated production results and consolidated operating metrics are based on the attributable ownership percentage of each operating segment (100% Cosalá Operations and 60% Galena Complex up to December 18, 2024 prior to acquisition of Galena Complex's 40% non-controlling interests).

2 Throughout this MD&A, silver production, silver equivalent production, and cost per ounce measurements during fiscal 2024 include EC120 Project pre-production from the Cosalá Operations.

3 Throughout this MD&A, contract services related to transportation costs were reclassified from treatment and selling costs in revenue to cost of sales in fiscal 2023.

*Cash Costs and Cash Costs/Ag Oz Produced*

The Company uses the financial measures "Cash Costs" and "Cash Costs/Ag Oz Produced" in accordance with measures widely reported in the silver mining industry as a benchmark for performance measurement and because it understands that, in addition to conventional measures prepared in accordance with IFRS, certain investors and analysts use this information to evaluate the Company's underlying cash costs of operations.

Cash costs are determined on a mine-by-mine basis and include mine site operating costs such as: mining, processing, administration, production taxes and royalties which are not based on sales or taxable income calculations. Non-cash costs consist of: non-cash related charges to cost of sales including inventory movements, write-downs to net realizable value of concentrates, ore stockpiles, and spare parts and supplies, and employee profit share accruals.

*Reconciliation of Consolidated Cash Costs/Ag Oz Produced* [1]

| | 2024[2] | 2023 |
|---|---|---|
| Cost of sales ('000) | $ 82,740 | $ 79,890 |
| Less non-controlling interests portion ('000) | (15,581) | (15,609) |
| Attributable cost of sales ('000) | 67,159 | 64,281 |
| Smelting, refining and royalty expenses in cost of sales ('000) | (4,856) | (5,242) |
| Non-cash costs ('000) | 879 | 712 |
| Direct mining costs ('000) | $ 63,182 | $ 59,751 |
| Smelting, refining and royalty expenses ('000) | 14,323 | 21,163 |
| Less by-product credits ('000) | (47,230) | (53,927) |
| Cash costs ('000) | $ 30,275 | $ 26,987 |
| Divided by silver produced (oz) | 1,739,272 | 2,043,053 |
| Cash costs/Ag oz produced ($/oz) | $ 17.41 | $ 13.21 |

*Reconciliation of Cosalá Operations Cash Costs/Ag Oz Produced*

| | 2024[2] | 2023 |
|---|---|---|
| Cost of sales ('000) | $ 42,554 | $ 40,868 |
| Smelting, refining and royalty expenses in cost of sales ('000) | (4,284) | (4,708) |
| Non-cash costs ('000) | 547 | 1,145 |
| Direct mining costs ('000) | $ 38,817 | $ 37,305 |
| Smelting, refining and royalty expenses ('000) | 12,235 | 17,556 |
| Less by-product credits ('000) | (41,865) | (45,556) |
| Cash costs ('000) | $ 9,187 | $ 9,305 |
| Divided by silver produced (oz) | 825,097 | 1,098,612 |
| Cash costs/Ag oz produced ($/oz) | $ 11.13 | $ 8.47 |

*Reconciliation of Galena Complex Cash Costs/Ag Oz Produced*

| | 2024 | 2023 |
|---|---|---|
| Cost of sales ('000) | $ 40,186 | $ 39,022 |
| Smelting, refining and royalty expenses in cost of sales ('000) | (928) | (890) |
| Non-cash costs ('000) | 569 | (721) |
| Direct mining costs ('000) | $ 39,827 | $ 37,411 |
| Smelting, refining and royalty expenses ('000) | 3,414 | 6,011 |
| Less by-product credits ('000) | (8,770) | (13,951) |
| Cash costs ('000) | $ 34,471 | $ 29,471 |
| Divided by silver produced (oz) | 1,494,385 | 1,574,068 |
| Cash costs/Ag oz produced ($/oz) | $ 23.07 | $ 18.72 |

1 Throughout this MD&A, consolidated production results and consolidated operating metrics are based on the attributable ownership percentage of each operating segment (100% Cosalá Operations and 60% Galena Complex up to December 18, 2024 prior to acquisition of Galena Complex's 40% non-controlling interests).
2 Throughout this MD&A, silver production, silver equivalent production, and cost per ounce measurements during fiscal 2024 include EC120 Project pre-production from the Cosalá Operations.

*All-In Sustaining Costs and All-In Sustaining Costs/Ag Oz Produced*

The Company uses the financial measures "All-In Sustaining Costs" and "All-In Sustaining Costs/Ag Oz Produced" in accordance with measures widely reported in the silver mining industry as a benchmark for performance measurement and because it understands that, in addition to conventional measures prepared in accordance with IFRS, certain investors and analysts use this information to evaluate the Company's total costs of producing silver from operations.

All-in sustaining costs is cash costs plus all development, capital expenditures, and exploration spending, excluding costs related to the Galena Complex recapitalization plan implementation.

*Reconciliation of Consolidated All-In Sustaining Costs/Ag Oz Produced* [1]

| | 2024[2] | 2023 |
|---|---|---|
| Cash costs ('000) | $ 30,275 | $ 26,987 |
| Capital expenditures ('000) | 13,995 | 12,460 |
| Exploration costs ('000) | 4,655 | 2,308 |
| All-in sustaining costs ('000) | $ 48,925 | $ 41,755 |
| Divided by silver produced (oz) | 1,739,272 | 2,043,053 |
| All-in sustaining costs/Ag oz produced ($/oz) | $ 28.13 | $ 20.44 |

*Reconciliation of Cosalá Operations All-In Sustaining Costs/Ag Oz Produced*

| | 2024[2] | 2023 |
|---|---|---|
| Cash costs ('000) | $ 9,187 | $ 9,305 |
| Capital expenditures ('000) | 5,781 | 7,129 |
| Exploration costs ('000) | 2,754 | 835 |
| All-in sustaining costs ('000) | $ 17,722 | $ 17,269 |
| Divided by silver produced (oz) | 825,097 | 1,098,612 |
| All-in sustaining costs/Ag oz produced ($/oz) | $ 21.48 | $ 15.72 |

*Reconciliation of Galena Complex All-In Sustaining Costs/Ag Oz Produced*

| | 2024 | 2023 |
|---|---|---|
| Cash costs ('000) | $ 34,471 | $ 29,471 |
| Capital expenditures ('000) | 13,427 | 8,885 |
| Exploration costs ('000) | 3,108 | 2,455 |
| All-in sustaining costs ('000) | $ 51,006 | $ 40,811 |
| Galena Complex Recapitalization Plan costs ('000) | - | 4,264 |
| All-in sustaining costs with Galena Recapitalization Plan ('000) | $ 51,006 | $ 45,075 |
| Divided by silver produced (oz) | 1,494,385 | 1,574,068 |
| All-in sustaining costs/Ag oz produced ($/oz) | $ 34.13 | $ 25.93 |
| All-in sustaining costs with Galena Recapitalization Plan/Ag oz produced ($/oz) | $ 34.13 | $ 28.64 |

1 Throughout this MD&A, consolidated production results and consolidated operating metrics are based on the attributable ownership percentage of each operating segment (100% Cosalá Operations and 60% Galena Complex up to December 18, 2024 prior to acquisition of Galena Complex's 40% non-controlling interests).

2 Throughout this MD&A, silver production, silver equivalent production, and cost per ounce measurements during fiscal 2024 include EC120 Project pre-production from the Cosalá Operations.

*Net Cash Generated from Operating Activities*

The Company uses the financial measure "net cash generated from operating activities" because it understands that, in addition to conventional measures prepared in accordance with IFRS, certain investors and analysts use this information to evaluate the Company's liquidity, operational efficiency, and short-term financial health.

This is a financial measure disclosed in the Company's statements of cash flows determined as cash generated from operating activities, after changes in non-cash working capital items.

*Reconciliation of Net Cash Generated from Operating Activities*

| | 2024 | 2023 |
|---|---|---|
| Cash used in operating activities ('000) | $ (5,956) | $ (224) |
| Changes in non-cash working capital items ('000) | 2,888 | (789) |
| Net cash used in operating activities ('000) | $ (3,068) | $ (1,013) |

Working Capital

The Company uses the financial measure "working capital" because it understands that, in addition to conventional measures prepared in accordance with IFRS, certain investors and analysts use this information to evaluate the Company's liquidity, operational efficiency, and short-term financial health.

Working capital is the excess of current assets over current liabilities.

*Reconciliation of Working Capital*

| | 2024 | 2023 |
|---|---|---|
| Current Assets ('000) | $ 40,714 | $ 23,036 |
| Less current liabilities ('000) | (69,410) | (61,207) |
| Working capital ('000) | $ (28,696) | $ (38,171) |

*EBITDA, Adjusted EBITDA, and Adjusted Earnings*

The Company uses the financial measures "EBITDA", "adjusted EBITDA" and "adjusted earnings" as indicators of the Company's ability to generate operating cash flows to fund working capital needs, service debt obligations, and fund exploration and evaluation, and capital expenditures. These financial measures exclude the impact of certain items and therefore is not necessarily indicative of operating profit or cash flows from operating activities as determined under IFRS. Other companies may calculate these financial measures differently.

EBITDA is net income (loss) under IFRS before depletion and amortization, interest and financing expense, and income taxes. Adjusted EBITDA further excludes other non-cash items such as accretion expenses, impairment charges, and other fair value gains and losses.

*Reconciliation of EBITDA and Adjusted EBITDA*

| | 2024 | 2023 |
|---|---|---|
| Net loss ('000) | $ (48,886) | $ (38,173) |
| Depletion and amortization ('000) | 24,091 | 20,849 |
| Interest and financing expense ('000) | 7,375 | 8,189 |
| Income tax loss (recovery) ('000) | 679 | (2,060) |
| EBITDA ('000) | $ (16,741) | $ (11,195) |
| Accretion on decommissioning provision ('000) | 616 | 587 |
| Foreign exchange loss (gain) ('000) | 3,504 | (404) |
| Gain on disposal of assets ('000) | (18) | (402) |
| Impairment to property, plant and equipment ('000) | - | 6,000 |
| Loss on metals contract liability ('000) | 10,065 | 3,396 |
| Other loss (gain) on derivatives ('000) | 164 | (120) |
| Fair value loss on royalty payable ('000) | 875 | 760 |
| Adjusted EBITDA ('000) | $ (1,535) | $ (1,378) |

Adjusted earnings is net income (loss) under IFRS excluding other non-cash items such as accretion expenses, impairment charges, and other fair value gains and losses.

*Adjusted Earnings*

| | 2024 | 2023 |
|---|---|---|
| Net loss ('000) | $ (48,886) | $ (38,173) |
| Accretion on decommissioning provision ('000) | 616 | 587 |
| Foreign exchange loss (gain) ('000) | 3,504 | (404) |
| Gain on disposal of assets ('000) | (18) | (402) |
| Impairment to property, plant and equipment ('000) | - | 6,000 |
| Loss on metals contract liability ('000) | 10,065 | 3,396 |
| Other loss (gain) on derivatives ('000) | 164 | (120) |
| Fair value loss on royalty payable ('000) | 875 | 760 |
| Adjusted earnings ('000) | $ (33,680) | $ (28,356) |

***Supplementary Financial Measures***

The Company references certain supplementary financial measures that are not defined terms under IFRS to assess performance because it believes they provide useful supplemental information to investors.

*Silver Equivalent Production*

References to silver equivalent production are based on all metals production at average realized silver, zinc, and lead prices during each respective period, except as otherwise noted.

**EXHIBIT 99.4**

**CERTIFICATION**

I, Joseph Andre Paul Huet, certify that:

1. I have reviewed this annual report on Form 40-F of Americas Gold and Silver Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditor and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: March 31, 2025

By: */s/ Joseph Andre Paul Huet*
Joseph Andre Paul Huet
Chief Executive Officer

**EXHIBIT 99.5**

**CERTIFICATION**

I, Warren Varga, certify that:

1. I have reviewed this annual report on Form 40-F of Americas Gold and Silver Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditor and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: March 31, 2025

By: */s/ Warren Varga*
Warren Varga
Chief Financial Officer
(Principal Financial and Accounting Officer)

**EXHIBIT 99.6**

CERTIFICATION PURSUANT TO
18 U.S.C. §1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Americas Gold and Silver Corporation (the "Company") on Form 40-F for the period ended December 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Joseph Andre Paul Huet, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

March 31, 2025

*/s/ Joseph Andre Paul Huet*
Joseph Andre Paul Huet
Chief Executive Officer
(Principal Executive Officer)

A signed original of this written statement required by Section 906 has been provided to Americas Gold and Silver Corporation and will be retained by Americas Gold and Silver Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

**EXHIBIT 99.7**

CERTIFICATION PURSUANT TO
18 U.S.C. §1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Americas Gold and Silver Corporation (the "Company") on Form 40-F for the period ended December 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Warren Varga, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

March 31, 2025

*/s/ Warren Varga*
Warren Varga
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Americas Gold and Silver Corporation and will be retained by Americas Gold and Silver Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

**EXHIBIT 99.8**

**MINE SAFETY DISCLOSURE**

The following table sets out the information concerning mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd Frank Wall Street Reform and Consumer Protection Act for the period January 1, 2022 through December 31, 2022 covered by this report:

| Mine | Section 104(a) S&S Citations[1] (#) | Section 104(b) Orders[2] (#) | Section 104(d) Citations and Orders[3] (#) | Section 110(b)(2) Violations[4] (#) | Section 107(a) Orders[5] (#) | Total Dollar Value of MSHA Assess-ments Proposed[6] ($) | Total Number of Mining Related Fatalities (#) | Received Notice of Pattern of Violations or Potential Thereof Under Section 104(e)[7] (yes/no) | Legal Actions Pending as of Last Day of Period[8] (#) | Legal Actions Initiated During Period (#) | Legal Actions Resolved During Period (#) |
|---|---|---|---|---|---|---|---|---|---|---|---|
| Galena | 12 | 0 | 0 | 0 | 0 | $ 34,084 | 0 | No | 0 | 0 | 1 |
| Relief Canyon Mine | 1 | 0 | 0 | 0 | 0 | $ 147 | 0 | 0 | 0 | 0 | 0 |

1. Citations and Orders are issued under Section 104 of the Federal Mine Safety and Health Act of 1977 (30 U.S.C. 814) (the "Act") for violations of the Act or any mandatory health or safety standard, rule, order or regulation promulgated under the Act. A Section 104(a) "Significant and Substantial" or "S&S" citation is considered more severe than a non-S&S citation and generally is issued in a situation where the conditions created by the violation do not cause imminent danger, but the violation is of such a nature as could significantly and substantially contribute to the cause and effect of a mine safety or health hazard. It should be noted that, for purposes of this table, S&S citations that are included in another column, such as Section 104(d) citations, are not also included as Section 104(a) S&S citations in this column.

2. A Section 104(b) withdrawal order is issued if, upon a follow up inspection, a Mining Safety and Health Administration ("**MSHA**") inspector finds that a violation has not been abated within the period of time as originally fixed in the violation and determines that the period of time for the abatement should not be extended. Under a withdrawal order, all persons, other than those required to abate the violation and certain others, are required to be withdrawn from and prohibited from entering the affected area of the mine until the inspector determines that the violation has been abated.

3. A citation is issued under Section 104(d) where there is an S&S violation and the inspector finds the violation to be caused by an unwarrantable failure of the operator to comply with a mandatory health or safety standard. Unwarrantable failure is a special negligence finding that is made by an MSHA inspector and that focuses on the operator's conduct. If during the same inspection or any subsequent inspection of the mine within 90 days after issuance of the citation, the MSHA inspector finds another violation caused by an unwarrantable failure of the operator to comply, a withdrawal order is issued, under which all persons, other than those required to abate the violation and certain others, are required to be withdrawn from and prohibited from entering the affected area until the inspector determines that the violation has been abated.

4. A flagrant violation under Section 110(b)(2) is a violation that results from a reckless or repeated failure to make reasonable efforts to eliminate a known violation of a mandatory health or safety standard that substantially and proximately caused, or reasonable could have been expected to cause, death or serious bodily injury.

5. An imminent danger order under Section 107(a) is issued when an MSHA inspector finds that an imminent danger exists in a mine. An imminent danger is the existence of any condition or practice which could reasonably be expected to cause death or serious physical harm before such condition or practice can be abated. Under an imminent danger order, all persons, other than those required to abate the condition or practice and certain others, are required to be withdrawn from and are prohibited from entering the affected area until the inspector determines that such imminent danger and the conditions or practices which caused the imminent danger no longer exist.

6. These dollar amounts include the total amount of all proposed assessments from MSHA under the Act relating to any type of violation during the period, including proposed assessments for non-S&S citations that are not specifically identified in this exhibit, regardless of whether the Company has challenged or appealed the assessment.

7. A Notice is given under Section 104(e) if an operator has a pattern of S&S violations. If upon any inspection of the mine within 90 days after issuance of the notice, or at any time after a withdrawal notice has been given under Section 104(e), an MSHA inspector finds another S&S violation, an order is issued, under which all persons, other than those required to abate the violation and certain others, are required to be withdrawn from and prohibited from entering the affected area until the inspector determines that the violation has been abated.

8. There were no legal actions pending before the Federal Mine Safety and Health Review Commission as of the last day of the period covered by this report. In addition, there were no pending actions that are (a) contests of citations and orders referenced in Subpart B of 29 CFR Part 2700, (b) complaints for compensation referenced in subpart D of 29 CFR Part 2700; (c) complaints of discharge, discrimination or interference referenced in Subpart E of 29 CFR Part 2700; (d) applications for temporary relief referenced in Subpart F of 29 CFR Part 2700; or (e) appeals of judges' decisions or orders to the Federal Mine Safety and Health Review Commission referenced in Subpart H of 29 CFR Part 2700.

**EXHIBIT 99.9**



**Consent of Independent Registered Public Accounting Firm**

We hereby consent to the inclusion in this Annual Report on Form 40-F for the year ended December 31, 2024, of Americas Gold and Silver Corporation of our report dated March 27, 2025, relating to the consolidated financial statements, which appears in this Annual Report on Form 40-F.

**/s/ PricewaterhouseCoopers LLP**

Chartered Professional Accountants, Licensed Public Accountants

Toronto, Canada
March 31, 2025

PricewaterhouseCoopers LLP
PwC Tower, 18 York Street, Suite 2500, Toronto, Ontario, Canada M5J 0B2
T.: +1 416 863 1133, F.: +1 416 365 8215, Fax to mail: ca_toronto_18_york_fax@pwc.com, www.pwc.com/ca

“PwC” refers to PricewaterhouseCoopers LLP, an Ontario limited liability partnership.

**EXHIBIT 99.13**

**CONSENT OF JAMES R. ATKINSON**

March 31, 2025

**VIA EDGAR**

United States Securities and Exchange Commission

**Re: Americas Gold and Silver Corporation (the "Company")**
**Annual Report on Form 40-F of the Company for the year ended December 31, 2024 (the "Form 40-F")**

I, James R. Atikinson hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical report (the "**Technical Report**"):

- Technical report titled "Technical Report on the Galena Complex, Shoshone County, Idaho, USA", dated December 23, 2016;

And to references to the Technical Report, or portions thereof, in the Form 40-F and the Annual Information Form of the Company for the fiscal year ended December 31, 2024 (the "**AIF**"), and to the inclusion or incorporation by reference of the information derived from the Technical Report related to me in the Form 40-F and the AIF. This consent extends to any amendment to the Form 40-F.

I hereby consent to the use of my name in connection with reference to my involvement in the review and approval of certain technical disclosure in the AIF.

*//James R. Atkinson*
Jame R. Atkinson

**EXHIBIT 99.14**

**CONSENT OF DAREN DELL**

March 31, 2025

**VIA EDGAR**

United States Securities and Exchange Commission

**Re: Americas Gold and Silver Corporation (the "Company")**
**Annual Report on Form 40-F of the Company for the year ended December 31, 2024 (the "Form 40-F)**

I, Daren Dell hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical reports (collectively the "**Technical Reports**"):

- Technical report titled "Technical Report on the San Rafael Mine and the EC120 Preliminary Feasibility Study, Sinaloa, Mexico", dated May 17, 2019;
- Technical report titled "Technical Report on the Galena Complex, Shoshone County, Idaho, USA", dated December 23, 2016;
- references to my involvement in the preparation of the following estimates (collectively, the " **Mineral Estimates**"):

    - Mineral reserve estimate for San Rafael;
    - Mineral reserve estimate for El Cajón;
    - Mineral reserve estimate for Zone 120;
    - Mineral reserve estimate for the Galena Complex;

and to references to the Technical Reports and the Mineral Estimates, or portions thereof, in the Form 40-F and the Annual Information Form of the Company for the fiscal year ended December 31, 2024 (the "**AIF**"), and to the inclusion or incorporation by reference of the information derived from the Technical Reports and the Mineral Estimates related to me in the Form 40-F and the AIF. This consent extends to any amendments to the Form 40-F.

I hereby consent to the use of my name in connection with reference to my involvement in the review and approval of certain technical disclosure in the AIF.

*//Daren Dell*
Daren Dell

**EXHIBIT 99.15**

**CONSENT OF NIEL DE BRUIN**

March 31, 2025

**VIA EDGAR**

United States Securities and Exchange Commission

**Re: Americas Gold and Silver Corporation (the "Company")**
**Annual Report on Form 40-F of the Company for the year ended December 31, 2024 (the "Form 40-F)**

I, Niel de Bruin hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical report (the "**Technical Report**"):

- Technical report titled "Technical Report on the San Rafael Mine and the EC120 Preliminary Feasibility Study, Sinaloa, Mexico", dated May 17, 2019 and in connection with reference to my involvement in the preparation of the following estimates (collectively, the "**Mineral Estimates**"):
- Mineral resource estimate for San Rafael;
- Mineral resource estimate for El Cajón;
- Mineral resource estimate for Zone 120;
- Mineral resource estimate for Nuestra Señora;
- Mineral resource estimate for Relief Canyon;
- Mineral resource estimate for San Felipe;
- Mineral resource estimate for the Galena Complex;

and to references to the Technical Report and the Mineral Estimates, or portions thereof, in the Form 40-F and the Annual Information Form of the Company for the fiscal year ended December 31, 2024 (the "**AIF**"), and to the inclusion or incorporation by reference of the information derived from the Technical Report and the Mineral Estimates related to me in the Form 40-F and the AIF. This consent extends to any amendments to the Form 40-F.

I hereby consent to the use of my name in connection with reference to my involvement in the review and approval of certain technical disclosure in the AIF.

*//Niel de Bruin*
Niel de Bruin

**EXHIBIT 99.17**

**CONSENT OF DANIEL H. HUSSEY**

March 31, 2025

**VIA EDGAR**

United States Securities and Exchange Commission

**Re: Americas Gold and Silver Corporation (the "Company")**
**Annual Report on Form 40-F of the Company for the year ended December 31, 2024 (the "Form 40-F)**

I, Daniel H. Hussey hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical report (the "**Technical Report**"):

- Technical report titled "Technical Report on the Galena Complex, Shoshone County, Idaho, USA", dated December 23, 2016;

and to references to the Technical Report, or portions thereof, in the Form 40-F and the Annual Information Form of the Company for the fiscal year ended December 31, 2024 (the "**AIF**"), and to the inclusion or incorporation by reference of the information derived from the Technical Report related to me in the Form 40-F and the AIF. This consent extends to any amendments to the Form 40-F.

I hereby consent to the use of my name in connection with reference to my involvement in the review and approval of certain technical disclosure in the AIF.

*//Daniel H. Hussey*
Daniel H. Hussey

**EXHIBIT 99.18**

**CONSENT OF JAMES STONEHOUSE**

March 31, 2025

**VIA EDGAR**

United States Securities and Exchange Commission

**Re: Americas Gold and Silver Corporation (the "Company")**
**Annual Report on Form 40-F of the Company for the year ended December 31, 2024 (the "Form 40-F)**

I, James Stonehouse hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical reports (collectively the "**Technical Reports**"):

- Technical report titled "Technical Report on the San Rafael Mine and the EC120 Preliminary Feasibility Study, Sinaloa, Mexico", dated May 17, 2019;

and to references to the Technical Reports, or portions thereof, in the Form 40-F and the Annual Information Form of the Company for the fiscal year ended December 31, 2024 (the "**AIF**"), and to the inclusion or incorporation by reference of the information derived from the Technical Reports related to me in the Form 40-F and the AIF. This consent extends to any amendments to the Form 40-F.

I hereby consent to the use of my name in connection with reference to my involvement in the review and approval of certain technical disclosure in the AIF.

*//James Stonehouse*
James Stonehouse

**EXHIBIT 99.20**

**CONSENT OF SHAWN WILSON**

March 31, 2025

**VIA EDGAR**

United States Securities and Exchange Commission

**Re: Americas Gold and Silver Corporation (the "Company")**
**Annual Report on Form 40-F of the Company for the year ended December 31, 2024 (the "Form 40-F)**

I, Shawn Wilson hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical report (the "**Technical Report**"):

- Technical report titled "Technical Report on the San Rafael Mine and the EC120 Preliminary Feasibility Study, Sinaloa, Mexico", dated May 17, 2019

and to references to the Technical Report, or portions thereof, in the Form 40-F and the Annual Information Form of the Company for the fiscal year ended December 31, 2024 (the "**AIF**"), and to the inclusion or incorporation by reference of the information derived from the Technical Report related to me in the Form 40-F and the AIF. This consent extends to any amendments to the Form 40-F.

I hereby consent to the use of my name in connection with reference to my involvement in the review and approval of certain technical disclosure in the AIF.

*//Shawn Wilson*
Shawn Wilson

**EXHIBIT 99.21**

**CONSENT OF CHRIS MCCANN**

March 31, 2025

**VIA EDGAR**

United States Securities and Exchange Commission

**Re: Americas Gold and Silver Corporation (the "Company")**
**Annual Report on Form 40-F of the Company for the year ended December 31, 2024 (the "Form 40-F)**

I, Chris McCann hereby consent to the use of my name in connection with reference to my involvement in the preparation of the following technical information (collectively the "**Technical information** "):

- preparation and review of the scientific or technical information contained in the Company's Management's Discussion and Analysis for the year ended December 31, 2024 (the "**MD&A**")
- preparation and review of the scientific or technical information contained the Company's Annual Information Form for the fiscal year ended December 31, 2024 (the "**AIF**");
- references to my involvement in the preparation of the following estimates (collectively the " **Mineral Estimates**"):

    - depletion of the mineral reserves and mineral resources to December 31, 2023 for the San Rafael mineral estimate;
    - depletion of the mineral reserves and mineral resources to December 31, 2023 for the El Cajón mineral estimate;
    - depletion of the mineral reserves and mineral resources to December 31, 2023 for the Zone 120 mineral estimate;
    - depletion of the mineral reserves and mineral resources to December 31, 2023 for the Nuestra Señora mineral estimate;
    - depletion of the mineral reserves and mineral resources to December 31, 2023 for the Galena Complex mineral estimate;

and to references to the Technical Information, the Mineral Estimates, or portions thereof, in the Form 40-F, the MD&A and the AIF, and to the inclusion or incorporation by reference of the information derived from the Technical Information and the Mineral Estimates related to me in the Form 40-F, the MD&A and the AIF. This consent extends to any amendments to the Form 40- F.

I hereby consent to the use of my name in connection with reference to my involvement in the review and approval of certain technical disclosure in the AIF and the MD&A.

*//Chris McCann*
Chris McCann