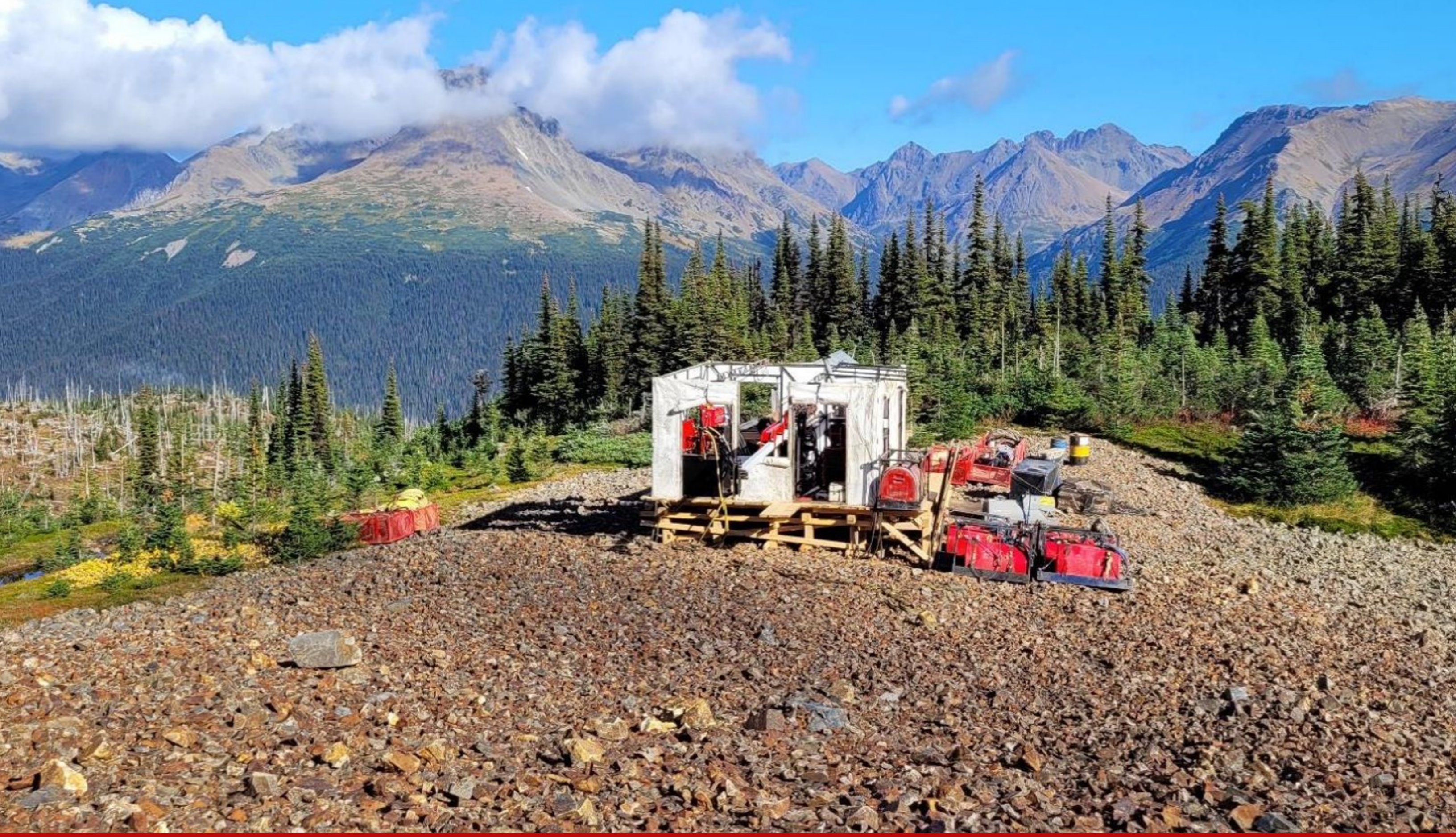
COMMANDER
RESOURCES LTD.
TSX.V : CMD

2023 ANNUAL REPORT

December 31, 2023



Consolidated Financial Statements

FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

(Expressed in Canadian Dollars)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Commander Resources Ltd.

Opinion

We have audited the accompanying consolidated financial statements of Commander Resources Ltd. (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2023 and 2022, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the consolidated financial statements, which indicates that the Company has a deficit of $39,366,666 at December 31, 2023 and, as of that date, the Company's working capital was $117,361. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year ended. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matter described below to be the key audit matter to be communicated in our auditor's report.

Assessment of Impairment Indicators of Exploration and Evaluation properties ("E&E Assets")

As described in Note 4 to the consolidated financial statements, the carrying amount of the Company's E&E Assets was $109,189 as of December 31, 2023. As more fully described in Note 2 to the consolidated financial statements, management assesses E&E Assets for indicators of impairment at the end of each reporting date.

The principal considerations for our determination that the assessment of impairment indicators of the E&E Assets is a key audit matter is that there was judgment made by management when assessing whether there were indicators of impairment for the E&E Assets, specifically relating to the assets' carrying amount which is impacted by the Company's intent and ability to continue to explore and evaluate these assets. This in turn led to a high degree of auditor judgment, subjectivity, and effort in performing procedures to evaluate audit evidence relating to the judgments made by management in their assessment of indicators of impairment that could give rise to the requirement to prepare an estimate of the recoverable amount of the E&E Assets.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. Our audit procedures included, among others:

- Evaluating the reasonableness of management's assessment of indicators of impairment for the E&E assets.
- Evaluating the intent for the E&E Assets through discussion and communication with management.
- Assessing compliance with agreements and expenditure requirements including reviewing option agreements and vouching cash payments and share issuances.
- On a test basis, evaluating title to ensure mineral rights underlying the E&E Assets are in good standing.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year ended and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor’s report is Catherine Tai.

Davidson & Company LLP

Vancouver, Canada

Chartered Professional Accountants

April 26, 2024

COMMANDER RESOURCES LTD.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(EXPRESSED IN CANADIAN DOLLARS)
AS AT

	Note	December 31, 2023 $	December 31, 2022 $
ASSETS			
Current assets			
Cash		396,081	249,263
Receivables	4(l)	56,167	195,487
Prepaid expenses		47,949	27,376
Marketable securities	3	85,000	274,980
		585,197	747,106
Non-current assets			
Reclamation bonds	4	28,000	28,000
Exploration and evaluation assets	4	109,189	112,329
Property and equipment	5	46,436	87,221
		183,625	227,550
TOTAL ASSETS		768,822	974,656
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		130,858	133,441
Advances from optionees	4(d)	313,660	150,012
Lease liability	5	23,318	32,063
		467,836	315,516
Lease liability	5	-	19,872
		467,836	335,388
SHAREHOLDERS' EQUITY			
Share capital	6	42,082,789	41,766,545
Reserves	6	332,632	475,336
Accumulated other comprehensive loss		(2,747,769)	(2,737,749)
Deficit		(39,366,666)	(38,864,864)
		300,986	639,268
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		768,822	974,656

Nature of operations and going concern	1
Subsequent events	13

Approved on behalf of the Board of Directors on April 26, 2024:

"Eric Norton"
Director

"Brandon Macdonald"
Director

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

(EXPRESSED IN CANADIAN DOLLARS)

	Note	For the years ended December 31, **2023** $	2022 $
Expenses			
Administration		32,807	29,662
Consulting fees	7	139,000	138,000
Salary and benefits	7	127,682	154,953
Professional fees		82,336	47,814
Filing fees and transfer agent		14,503	14,314
Investor and shareholder relations		115,264	118,412
Exploration and evaluation expenditures	4	753,794	281,228
Project evaluation		17,339	20,595
Amortization	5	43,724	43,067
Finance costs	5	5,014	2,911
Share-based compensation	6,7	1,466	26,754
		(1,332,929)	(877,710)
Other income (expenses)			
Cost recoveries on exploration and evaluation assets	4(a),(d),(l)	535,000	176,000
Write-off of exploration and evaluation assets	4(c),(e)	(3,140)	(2,453)
Foreign exchange (loss) gain		(3,357)	4,304
Gain on shares issued for project option payment	4(d),6	1,549	-
Management fee income	4(d)	114,700	47,417
Interest and other income	6	54,205	19,166
Loss for the year		(633,972)	(633,276)
Other comprehensive income (loss)			
Item that will not be reclassified to profit or loss			
Change in fair value of marketable securities at FVOCI	3	(10,020)	(632,515)
Loss and comprehensive loss for the year		(643,992)	(1,265,791)
Weighted average number of common shares outstanding			
Basic and diluted #		40,999,695	39,487,570
Basic and diluted loss per common share $		(0.02)	(0.02)

(i) Certain comparative figures have been reclassified to conform to the current period presentation.

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

COMMANDER RESOURCES LTD.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(EXPRESSED IN CANADIAN DOLLARS)

	Number of Shares	Share capital	Reserves	Accumulated other comprehensive Loss	Deficit	Total shareholders' equity
	#	$	$	$	$	$
December 31, 2022	39,694,896	41,766,545	475,336	(2,737,749)	(38,864,864)	639,268
Shares issued for cash	3,847,500	307,800	-	-	-	307,800
Shares issued costs	-	(12,007)	-	-	-	(12,007)
Shares issued for property acquisition	140,845	8,451	-	-	-	8,451
Share-based compensation	-	-	1,466	-	-	1,466
Reclassification on expiry of warrants	-	12,000	(12,000)	-	-	-
Reclassification on expiry of options	-	-	(132,170)	-	132,170	-
Fair value adjustment on maketable securities	-	-	-	(10,020)	-	(10,020)
Loss for the year	-	-	-	-	(633,972)	(633,972)
December 31, 2023	**43,683,241**	**42,082,789**	**332,632**	**(2,747,769)**	**(39,366,666)**	**300,986**
December 31, 2021	39,453,896	41,746,545	448,582	(2,105,234)	(38,231,588)	1,858,305
Shares issued for property acquisition	241,000	20,000	-	-	-	20,000
Share-based compensation	-	-	26,754	-	-	26,754
Fair value adjustment on maketable securities	-	-	-	(632,515)	-	(632,515)
Loss for the year	-	-	-	-	(633,276)	(633,276)
December 31, 2022	39,694,896	41,766,545	475,336	(2,737,749)	(38,864,864)	639,268

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

(EXPRESSED IN CANADIAN DOLLARS)

	For the years ended December 31, 2023 $	2022 $
Operating activities		
Loss for the year	(633,972)	(633,276)
Items not affecting cash:		
Amortization	43,724	43,067
Finance cost	5,014	2,911
Share-based compensation	1,466	26,754
Cost recoveries on exploration and evaluation assets	(535,000)	(176,000)
Write-off of exploration and evaluation assets	3,140	2,453
Other income	(38,200)	(18,193)
Changes in non-cash working capital:		
Receivables	139,320	7,436
Prepaid expenses	(20,573)	6,882
Accounts payable and accrued liabilities	3,417	99,898
Advances from optionees	172,099	90,476
	(859,565)	(547,592)
Investing activities		
Exploration and evaluation assets	-	(1,140)
Option receipts on exploration and evaluation assets	425,000	75,000
Proceeds from sale of marketable securities	289,960	173,725
	714,960	247,585
Financing activities		
Common shares issued	340,000	20,000
Share issued costs	(12,007)	-
Loan repayment	-	(30,000)
Lease payments	(36,570)	(36,570)
	291,423	(46,570)
Changes in cash	146,818	(346,577)
Cash, beginning of year	249,263	595,840
Cash, end of year	**396,081**	249,263
Cash comprised:		
Cash at bank - Canadian dollars	390,330	237,764
Cash at bank - Mexican pesos	5,751	11,499
Cash	**396,081**	249,263

Supplemental cash flow information (Note 9)

1. NATURE OF OPERATIONS AND GOING CONCERN

Commander Resources Ltd. ("Commander" or the "Company") is a publicly listed company incorporated and domiciled in Canada. The Company is listed on the TSX Venture Exchange under the symbol "CMD". Commander's records and registered office is at Suite 1100 - 1111 Melville Street, Vancouver, British Columbia, V6E 3V6.

The Company is in the business of acquisition and exploration of mineral resource properties in Canada and Mexico. Commander pursues the prospect generator model and focuses on building a portfolio of early-stage exploration projects. For the ongoing exploration of the projects, the Company aims to option interests in the projects to joint venture partners.

These consolidated financial statements (the "financial statements") have been prepared on a going concern basis which assumes that the Company will be able to continue in operation for the foreseeable future and meet its obligations in the normal course of business. The Company has incurred ongoing losses and will continue to incur further losses in the course of exploring its mineral properties. As at December 31, 2023, the Company had a deficit of $39,366,666 (2022 - $38,864,864) and working capital of $117,361 (2022 - $431,590).

Commander has historically relied on the issuance of share capital to fund its operations. The Company has been successful in raising equity financing in the past. However, there is no assurance that such financing will continue to be available with acceptable terms under current economic and financial environments. These uncertainties may cast significant doubt about the Company's ability to continue as a going concern.

2. MATERIAL ACCOUNTING POLICY INFORMATION

Basis of presentation

The Company prepared these financial statements in accordance with IFRS Accounting Standards, as issued by the International Accounting Standards Board ("IFRS").

These financial statements have been prepared on a historical cost basis, except for financial instruments measured at fair value. Additionally, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Certain comparative balances on the statements of loss and comprehensive loss have been reclassified to conform to the current year presentation.

These financial statements are presented in Canadian dollars, which is the functional currency of the Company and its subsidiaries.

Principles of consolidation

These financial statements include the accounts of the Company and the following wholly owned subsidiaries:

- BRZ Mex Holdings Ltd. ("BRZM"); and
- Minera BRG SA de CV ("Minera BRG")

The Company consolidates these subsidiaries on the basis that it controls these subsidiaries. Control is defined as the exposure, or rights, to variable returns from involvement with an investee and the ability to affect those returns through power over the investee. All intercompany transactions and balances have been eliminated on consolidation.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Critical accounting estimates, assumptions, and judgments

The preparation of financial statements in accordance with IFRS requires management to make estimates, assumptions and judgments that impact the Company's reported financial results. Estimates, assumptions, and judgments are based on historical experiences and expectations of future events. Actual results could result in material differences from those estimates, assumptions, and judgments.

The significant estimates and judgments that affect these financial statements are as follows:

Recoverability of exploration and evaluation ("E&E") assets

The Company capitalizes acquisition costs related to E&E assets which comprise staking costs, and option payments, based on the judgment that the carrying amounts will be recoverable. Their recoverability depends on various factors such as the discovery of economically viable reserves, the Company's ability to obtain the financing to continue exploration and development efforts, or from disposition of the E&E assets. If new information becomes available suggesting the recovery of these expenditures is unlikely, the capitalized costs are written-off to profit or loss for the period. Significant judgment is required in assessing indicators of impairment.

Going concern

The Company applies judgment in assessing its ability to continue as a going concern. In making this assessment, the Company considers the facts and circumstances disclosed in Note 1. The Company concludes that there is a material uncertainty that may cast significant doubt about its ability to continue as a going concern.

Income taxes

The estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income, which in turn is dependent upon the successful discovery, extraction, development and commercialization of mineral reserves. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets, and future income tax provisions or recoveries could be affected.

Exploration and evaluation assets ("E&E assets")

All direct costs related to the acquisition of E&E assets are capitalized upon acquiring the legal right to explore a property. Exploration and evaluation expenditures are expensed as incurred while the Company is in the process of exploring its mineral properties and has not yet determined whether these properties contain ore reserves that are economically recoverable. If and when the Company's management determines that economically extractable proven or probable mineral reserves have been established, the subsequent costs incurred to develop such property, including costs to further delineate the ore body will be capitalized.

When the Company receives proceeds in the form of cash and/or common shares (marketable securities) from the option of an interest or partial sale in a property to another party, the payments are credited against the carrying value of the property and the excess amount of the proceeds over the carrying value is recorded as a gain in profit or loss (cost recoveries on exploration and evaluation assets) when received. When all of the interest In a property is sold, any remaining capitalized E&E costs are reduced to $nil with any gain or loss recorded in profit or loss in the period the transaction occurs.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Exploration and evaluation assets (continued)

At each reporting date the carrying amounts of the Company's exploration and evaluation assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period.

Impairment of long-lived assets

The carrying amounts of the Company's long-lived assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. An impairment loss is recognized if the carrying amount of an asset or its related cash-generating unit ("CGU") exceeds its estimated recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less cost to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be individually tested are grouped together into the smallest group of assets that generate cash inflows or CGUs.

Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are allocated to reduce the carrying amounts of the assets in the CGU on a pro rata basis.

Where a previously recognized impairment subsequently reverses, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset of CGU in prior years. A reversal of an impairment loss is recognized in profit or loss.

Property and equipment

Property and equipment are recorded at cost less accumulated amortization and impairment. Amortization is calculated using the straight-line method over the useful life of an asset less its estimated residual value.

Computer equipment	5 years
Office furniture	5 years
Field equipment	10 years
Right-of-use asset	Over the term of the lease

Environmental rehabilitation

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations, including those associated with the reclamation of exploration and evaluation assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. Initially, a provision for a decommissioning liability is recognized at its present value in the period in which it is incurred, which is generally when an environmental disturbance occurs, or a constructive obligation is determined. Upon initial recognition of the liability, a corresponding amount is added to the carrying amount of the related asset and the cost is amortized as an expense over the economic life of the asset using the unit of production method.

Following the initial recognition of a decommissioning liability, the carrying amount of the liability is increased for the passage of time and adjusted for changes in the estimated provision resulting from revisions to the estimated timing and amount of cash flows, or changes in the discount rate. Changes to estimated future costs are recognized in the statement of financial position by either increasing or decreasing the decommissioning liability and the decommissioning asset. As at December 31, 2023 and 2022, the Company did not have any decommissioning liabilities or asset retirement obligations for the provision of environmental rehabilitation.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Share-based compensation

The Company recognizes share-based compensation on stock options granted. The fair value of the options is measured at grant date, using the Black-Scholes option pricing model, and each tranche is recognized using the graded vesting method over the period during which the options vest. A forfeiture rate is estimated on the grant date and is adjusted to reflect the actual number of options that vest.

For directors, officers and employees, the fair value of the options is measured at the date of grant, and the options are recognized over the vesting period. For non-employees, share-based compensation is measured at the fair value of the goods or services received, unless that fair value cannot be estimated reliably, in which case the fair value of the equity instruments issued is used. The fair value is recorded at the earlier of the vesting date, or the date the goods or services are received.

The offset to share-based compensation expense is reserves. Consideration received on the exercise of options is recorded as share capital and the related reserves are transferred to share capital. Upon expiry or cancellation, the recorded value is transferred from reserves to deficit.

Income taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured at the enacted tax rates that are expected to apply when the assets are recovered, and the liabilities settled. Deferred income tax assets also result from unused loss carry-forwards, resource related pools and other deductions. A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed annually and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Current income tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year-end, adjusted for amendments to income tax payable with regard to previous years. Management periodically evaluates positions taken in income tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Loss per share

Loss per share is calculated by dividing the loss for the period by the weighted average number of common shares outstanding during the period. The Company calculates the dilutive effect on loss per share by presuming the exercise of outstanding options and warrants. It assumes that the proceeds of such exercise would be used to repurchase common shares at the average market price during the period. However, the calculation of diluted loss per share excludes the effects of various conversions and exercise of options and warrants that would be anti-dilutive. Accordingly, basic and diluted loss per share is the same for the years presented. Shares subject to escrow restrictions are excluded from the weighted average number of common shares unless their release is subject only to the passage of time.

Share capital

Common shares issued by the Company are recorded to share capital at the value of proceeds received, net of share issue costs. The fair value of common shares issued as consideration for E&E assets or other non-cash consideration is based on the market price of those shares on the date the shares are issued.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Share capital (continued)

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The Company considers the fair value of common shares issued in a unit private placement to be the most easily measurable component. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded as reserves. When warrants expire unexercised, the value previously recorded in reserves is transferred to share capital, except where the original charge was to profit or loss, then it is allocated to deficit.

Flow-Through Common Shares

The Company will from time to time, issue flow-through common shares to finance a significant portion of its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share into (i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability and (ii) share capital. Upon expenses being incurred, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax recognized as a tax provision.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures within a two-year period.

The Company may also be subjected to a Part XII.6 tax on flow-through proceeds renounced under the Lookback Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense until paid.

Foreign currency translation

Functional currency

The functional currency is the currency of the primary economic environment in which the entity operates. The Company and its subsidiaries' functional currency is the Canadian dollar and was determined by conducting an analysis of the consideration factors in *IAS 21, the Effects of Changes in Foreign Exchange Rates ("IAS 21")*.

Transactions and balances

Foreign currency transactions are translated into the relevant functional currency using the exchange rate prevailing at the dates of the transactions. Foreign currency gains and losses resulting from the settlement of such transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in profit or loss.

Leases

Under IFRS 16 *Leases* ("IFRS 16"), the Company assesses whether a contract to rent an item of property and equipment is, or contains, a lease. For contracts that are, or contain, leases, the Company recognizes a right-of-use asset and lease liability at the commencement date.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Leases (continued)

Pursuant to IFRS 16 lessee accounting model, the right-of-use asset is initially measured at cost, which includes the initial amount of the liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and estimates of costs to remove or dismantle the underlying asset or to restore the underlying asset or site on which the asset is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method over the term of the lease. The lease liability is initially measured at the present value of the lease payments that are not paid as of the lease commencement date, discounted using the rate implicit in the lease or, if the implicit rate cannot be readily determined, the Company's incremental borrowing rate.

The measurement of lease liabilities includes the following types of lease payments:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate as of the commencement date;
- Amounts expected to be payable under any residual value guarantees; and
- Exercise price for options that the Company is reasonably certain to exercise for an extension or option to buy, and penalties for early termination of a lease unless the Company is reasonably certain that it will not terminate the lease early. The lease liability is measured at amortized cost using the effective interest method.

The lease liability is remeasured in the following circumstances:

- If there is a change in the future lease payments resulting from a change in index or rate;
- If there is a change in the Company's estimation of the amount expected to be payable under a residual value guarantee; and
- If the Company changes its assessment of whether it will exercise an option to purchase, extend or terminate.

The Company has elected not to recognize right-of-use assets and liabilities for short-term leases that have a term of twelve months or less and for low-value assets.

Financial instruments

Financial assets are classified according to their contractual cash flow characteristics and the purpose for which they were acquired. On initial recognition, a financial asset is classified as: amortized cost, fair value through profit or loss ("FVTPL") or fair value through other comprehensive income ("FVOCI").

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

- it is held with the objective of collecting contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to measure the investment at FVOCI whereby changes in the investment's fair value (realized and unrealized) will be recognized permanently in OCI with no reclassification to profit or loss. The election is made on an investment-by-investment basis.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

All financial assets not classified as amortized cost or FVOCI are classified as and measured at FVTPL. On initial recognition, a financial asset that otherwise meets the requirements to be measured at amortized cost or FVOCI may be irrevocably designated as FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial instruments are measured on initial recognition at fair value, plus, in the case of financial instruments other than those classified as FVTPL, directly attributable transaction costs. Measurement of financial assets in subsequent periods depends on whether the financial asset has been classified as amortized cost, FVFPL or FVOCI. Measurement of financial liabilities subsequent to initial recognition depends on whether they are classified as amortized cost or FVTPL. Financial assets and financial liabilities classified as amortized cost are measured subsequent to initial recognition using the effective interest method.

Loss allowances for 'expected credit losses' are recognized on financial assets measured at amortized cost. A loss event is not required to have occurred before a credit loss is recognized.

The Company has classified and measured its financial instruments as follows:

Financial assets	Classification	Subsequent measurement
Cash	Amortized cost	Amortized cost
Receivables	Amortized cost	Amortized cost
Marketable securities	FVOCI	Fair value
Reclamation bonds	Amortized cost	Amortized cost

Financial liabilities	Classification	Subsequent measurement
Accounts payable and accrued liabilities	Amortized cost	Amortized cost

Changes to accounting policies

The following amendments to existing standards have been adopted by the Company commencing January 1, 2023:

IAS 1, Presentation of Financial Statements

The amendments changed the requirements in IAS 1 with regard to disclosure of accounting policies. The amendments replace all instances of the term 'significant accounting policies' with 'material accounting policies'. Accounting policies are material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of the financial statements make on the basis of those financial statements. The adoption of these amendments did not materially impact the consolidated financial statements of the Company.

IAS 12, Income Taxes

The amendments require companies to recognize deferred tax on particular transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. The amendments typically apply to transactions such as leases for the lessee and decommissioning and restoration obligations related to assets in operation. The adoption of these amendments did not materially impact the consolidated financial statements of the Company.

(EXPRESSED IN CANADIAN DOLLARS)

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

New standards, interpretations and amendments to existing standards not yet effective

A number of new standards and amendments to standards and interpretations have been issued by the IASB and are effective for annual periods beginning on or after January 1, 2024 which have not been applied in preparing these consolidated financial statements as they are not yet effective. The standards and amendments to standards that would be applicable to the consolidated financial statements of the Company are the following:

IAS 1, Presentation of Financial Statements

The amendments clarify the requirements for classifying liabilities as current or non-current. The amendments provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date. This amendment is effective for financial statements beginning on or after January 1, 2024, with early adoption permitted.

The Company anticipates that these amendments will not have a material impact on the results and financial position of the Company.

3. MARKETABLE SECURITIES

	Note	December 31, 2023 $	December 31, 2022 $
Common shares of public companies:			
Fair value, beginning of the year		274,980	1,070,220
Fair value of shares recevied	4(l)	110,000	11,000
Net proceeds from sales	3	(289,960)	(173,725)
Fair value adjustment		(10,020)	(632,515)
Fair value, end of the year		85,000	274,980

Commander does not have significant influence in any of its investments in publicly traded companies. The fair values of the marketable securities are determined at each reporting date by referencing to the closing market prices of these common shares. All of the Company's marketable securities are classified as FVOCI because these investments are not held for trading.

The Company's holdings in marketable securities comprised common shares of publicly traded companies received as option payments on the sale of exploration and evaluation assets. The Company's significant holdings or transactions in marketable securities for the fiscal years of 2023 and 2022 were as follows:

Aston Bay Holdings Ltd. ("Aston Bay")

In February 2016, Aston Bay issued 11,000,000 common shares to Commander with a fair value of $2,640,000 for the acquisition of Commander's former Storm Property.

During the year ended December 31, 2023, the Company sold all of its holdings in Aston Bay of 3,625,000 shares for net proceeds of $138,040 (2022 – 3,875,000 shares for net proceeds of $173,725).

Maritime Resources Corp. ("Maritime")

During the year ended December 31, 2023, the Company sold all of its holdings of 3,444,000 shares in Maritime for net proceeds of $151,920 (2022 – $nil).

(EXPRESSED IN CANADIAN DOLLARS)

4. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many exploration and evaluation assets. The Company has investigated title to all of its exploration and evaluation assets and, to the best of its knowledge, titles to all of its assets are in good standing.

Exploration and Evaluation Assets

As at December 31, 2023 and 2022, the cumulative expenditures on the Company's E&E assets were as follows:

	Dec 31, 2021 $	Acquisition/ (write-off) $	Option proceeds $	Cost recovered $	Dec 31, 2022 $	Write-off $	Option proceeds $	Cost recovered $	Dec 31, 2023 $
Projects in British Columbia									
October Dome and Mt. Polley	174	-	(90,000)	90,000	174	-	-	-	174
Henry Lee	62,068	1,140	-	-	63,208	-	-	-	63,208
Omineca	3,140	-	-	-	3,140	(3,140)	-	-	-
Burn	6,315	-	(50,000)	50,000	6,315	-	(400,000)	400,000	6,315
Bornite	2,453	(2,453)	-	-	-	-	-	-	-
	74,150	(1,313)	(140,000)	140,000	**72,837**	(3,140)	(400,000)	400,000	**69,697**
Projects in Ontario									
First Loon	27,690	-	-	-	27,690	-	-	-	27,690
Sabin	11,801	-	-	-	11,801	-	-	-	11,801
	39,491	-	-	-	**39,491**	-	-	-	**39,491**
Mexico project									
Pedro	1	-	(36,000)	36,000	1	-	(135,000)	135,000	1
	1	-	(36,000)	36,000	**1**	-	(135,000)	135,000	1
Total	113,642	(1,313)	(176,000)	176,000	**112,329**	(3,140)	(535,000)	535,000	**109,189**

Exploration and Evaluation Expenditures

During the year ended December 31, 2023, the Company's E&E expenditures were as follows:

	British Columbia			Ontario		
	October Dome $	**Henry Lee $**	**Burn $**	**Sabin $**	**First Loon $**	**Total $**
Option payment, claim maintenance	-	-	15,000	11,502	17,284	43,786
Drilling	-	-	108,972	-	-	108,972
Helicopter, pad building	-	-	165,248	-	-	165,248
Geophysics	40,553	-	-	216,401	-	256,954
Geological	7,200	3,000	21,575	16,100	16,400	64,275
Field labour and supplies	-	-	24,585	-	-	24,585
Travel and transport	-	-	22,326	7,068	-	29,394
Assaying	-	-	50,053	-	-	50,053
Regulatory consulting	-	-	10,527	-	-	10,527
Total	**47,753**	**3,000**	**418,286**	**251,071**	**33,684**	**753,794**

(EXPRESSED IN CANADIAN DOLLARS)

4. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES (continued)

During the year ended December 31, 2022, the Company's E&E expenditures were as follows:

	British Columbia				Ontario		New Brunswick	
	October Dome $	Henry Lee $	Omineca	Bornite $	Sabin $	First Loon $	Nepisiguit $	Total $
Claim maintenance	-	-	-	-	12,147	4,019	3,275	19,441
Field sampling	-	-	-	-	-	39,467	-	39,467
Field labour and supplies	3,625	4,130	1,200	-	-	3,594	-	12,549
Geological	10,562	9,750	12,750	3,450	7,900	23,178	-	67,590
Helicopter, geophysics	28,227	21,113	12,285	-	-	35,347	-	96,972
Travel, rentals	4,709	5,730	3,838	-	-	4,935	-	19,212
Assaying	1,329	5,150	2,357	-	-	33,078	-	41,914
	48,452	45,873	32,430	3,450	20,047	143,618	3,275	297,145
Government exploration tax credits	(5,031)	-	(10,886)	-	-	-	-	(15,917)
Total	**43,421**	**45,873**	**21,544**	**3,450**	**20,047**	**143,618**	**3,275**	**281,228**

a. Mount Polley, BC

In October 2019, Commander entered into an option agreement with a wholly owned subsidiary of Imperial Metals Corporation ("Imperial Metals") granting Imperial the option to earn a 100% interest in certain mineral claims within the Mount Polley copper-gold property. Commander has a 100% interest in the property except for one claim which is 90% owned by Commander and 10% by an arm's length private company.

Total cash consideration comprised $250,000, with 90% to Commander, and 10% to the private company, staged in three payments from 2020 to 2022. In December 2022, Imperial Metals fulfilled the payment term and earned a 100% interest in Mount Polley.

All tenures of Mount Polley were 100% owned by Commander except for one claim, (mineral number 1064105) which was 90% owned by Commander and 10% owned by an arm's length private company. Commander retains a "Production Fee" (royalty) on future production equal to $1.25 per tonne for the material mined from the property and milled in the Mount Polley mineral processing plant.

At any time after earning a 100% interest in Mt Polley, Imperial Metals shall have the right, upon payment of $1,000,000 to Commander, to reduce the Production Fee reserved to Commander to 50% of the Production Fee in effect at the date of the election (the "Reduced Production Fee").The Production Fee or Reduced Production fee, as the case may be, shall be doubled in any month where the average copper price for that month exceeds a price of $7.00 per pound adjusted for inflation using the Canadian Consumer Price Index as of September 30, 2019 as the base rate. The Production Fee from mineral claim 1064105 shall be split 90% to Commander and 10% to the private company.

b. Henry Lee, BC

The Company has a 100% interest in the Henry Lee copper project. In March 2019, the Company entered into a purchase agreement to acquire a 100% interest in two mineral claims adjacent to the Company's Henry Lee property. The total consideration was $56,500 ($25,000 in cash (paid) and 350,000 shares at fair value of $0.09 per share for $31,500 (issued)).

The vendor retains a 1% NSR royalty and is entitled to receive a one-time advance royalty payment of $1,000,000 upon the commencement of commercial production. During the year ended December 31, 2022, additional claims were staked on the property for $1,140.

c. Omineca, BC

The Company owned 100% of the property. During the year ended December 2023, upon management's decision not to continue with the property, the staking costs of $3,140 were written off.

4. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES (continued)

d. Burn, BC

The Burn copper property was acquired in 2018 via staking claims.

In July 2019, the Company entered into an earn-in agreement (the "Freeport Agreement") with Freeport-McMoRan Mineral Properties Canada Inc. ("Freeport") granting Freeport the right to earn up to a 75% interest in the Burn property. The terms of the Freeport Agreement comprised cash considerations of $560,000 and exploration expenditures of $2,500,000. In July 2022, Commander, Freeport and Itochu Corporation ("Itochu") entered into a Side Agreement, pursuant to which Freeport and Itochu were partnered to co-fund the earn-in obligations. In August 2023, Freeport/Itochu fulfilled both of the option conditions in cash payments and exploration expenditures and earned a vested interest of 75% in the Burn property.

The completion of the earn-in conditions in August 2023 had resulted in a joint arrangement of 75% Freeport and 25% Commander. If either party dilutes to less than a 10% interest, that interest would be replaced with a 1% NSR.

During the year ended December 31, 2023, as the project operator, Commander earned management fees of $114,700 (2022 - $47,417) recorded under management fee income. As at December 31, 2023, the funding advance from Freeport/Itochu was $313,660 (2022 - $150,012) recorded as current liability under advances from optionees.

In October 2022, the Company expanded the Burn property through an option agreement ("Option Agreement") with two private tenure vendors ("Vendors") acquiring a 100% interest in two mineral tenures. The acquisition cost comprises cash and Commander shares, to be split evenly between the two Vendors.

Cash consideration totals $290,000 staged into four payments over three years as follows:

i) $20,000 on or before October 3, 2022 (paid);
ii) $40,000 on or before October 3, 2023 (paid);
iii) $80,000 on or before October 3, 2024; and
iv) $150,000 on or before October 3, 2025.

Issuances of Commander shares in an aggregate value equal to $160,000 based on the market price (20-day volume-weighted average price) as below:

i) promptly after the Effective Date on October 3, 2022, valued at $20,000 (241,000 shares issued on November 10, 2022);
ii) on or before the first anniversary, valued at $20,000 ($10,000 paid in cash, $10,000 in 140,845 shares fair-valued at $8,541 issued on October 16, 2023, resulting in a gain of $1,549 on the shares issued);
iii) on or before the second anniversary, valued at $40,000; and
iv) on or before the third anniversary, valued at $80,000.

In October 2022, the Option Agreement was amended that the shares to be issued are subject to a floor price of $0.071 per share. If the calculated share price falls below the floor price, the Vendors may elect to receive the cash value instead. The Vendors retain a 2% NSR royalty and provide Commander a buy-down provision of the first 1% for $1,000,000 and the remaining 1% for $5,000,000.

e. Bornite, BC

In 2021, the Company staked claims on the Bornite property for $2,453. In December 2022, the staking cost of $2,453 was written off due to management's decision not to explore the property.

4. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES (continued)

f. South Voisey's Bay, Labrador

As at December 31, 2023, the Company holds a 25% interest in the South Voisey's Bay nickel property, and Fjordland Exploration Inc., ("Fjordland") has a 75% interest in the project.

Prior to the commencement of the earn-in schedule in 2017, Fjordland had earned a 15% interest in the property. In 2017 and 2021, Fjordland earned an additional 20% and 40% interests, respectively, in the project with the fulfillment of its commitments in option payments and exploration expenditures. As at December 31, 2023, the Company received a total of $90,000 in cash and 1,500,000 shares of Fjordland in option payments. To earn the remaining 25% interest, Fjordland is required to make an option payment of $200,000 by October 31, 2024, issuance of 3,000,000 Fjordland shares and spent $5,000,000 in exploration expenditures.

Upon Fjordland earning a 100% interest, Commander will retain a 2% NSR. Fjordland has the right to buy 1% of the NSR for $5,000,000 in cash or $2,500,000 in cash and $2,500,000 in Fjordland shares. Upon Fjordland's commencement of commercial production, Commander will receive a $10,000,000 advance royalty payment.

g. Sabin, Ontario

The Company's ownership interest on the Sabin base-precious metal property varies from 58.5% to 100%.

h. First Loon, Ontario

In 2020, Commander acquired by staking three gold properties on First Loon for $19,590. In 2021, additional claims were staked on the project for $8,100.

I. Pedro, Mexico

In September 2016, the Company acquired BRZ Mex Holdings Ltd. ("BRZM") and its subsidiary, Minera BRG SA de CV ("BRG") which owns a 100% interest in the Pedro property ("Pedro") in Mexico.

In February 2022, the Company completed an option agreement with Southern Empire Resources Corp. ("Southern Empire" or "SMP") granting them a 100% interest in Pedro. SMP is the operator of the Pedro project. The Company received $25,000 in cash payment and 100,000 shares of SMP fair-valued at $11,000.

<u>Terms of the Option Agreement</u>

- Total consideration consists of:
  1) 100,000 shares of SMP fair-valued at $11,000 (received) and
  2) $700,000 in cash staged over 4 payments over 3 years as follows:
     - i) Initial payment of $25,000 (received);
     - ii) $125,000 on the first anniversary (received $25,000 in cash and 1,000,000 shares fair valued at $110,000);
     - iii) $250,000 on the second anniversary; and
     - iv) $300,000 on the third anniversary.

  The second, third and fourth cash payments can be settled in shares of SMP.
- Exploration expenditures total $1,500,000 of which $400,000 (completed) to be expended within the first year of the option agreement.
- A 2% NSR royalty with no provision for a buydown

On October 26, 2022, the SMP option agreement was amended. Commander's subsidiary, BRG agreed to acquire the Centauro Gold Property or such other properties ("Additional Properties") on behalf of SMP provided that SMP will be responsible for all costs associated with the acquisition and annual maintenance fees of the Additional Properties. BRG will hold title of the Additional Properties as a bare legal trustee for the sole benefit of SMP. If SMP fails to acquire a 100% interest of BRG under the terms of the option agreement, BRG shall immediately transfer all of its right, title and interest in the Additional Properties to SMP. As at December 31, 2023, Commander had a receivable amount of $21,564 from SMP (2022 – receivable of $52,595).

(EXPRESSED IN CANADIAN DOLLARS)

4. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES (continued)

Reclamation bonds

In July 2018, Bearing Lithium Corp. assigned to the Company the right to its reclamation bond with the BC Government on the October Dome and Mt. Polley properties for cash consideration of $18,000.

In May 2021, the Company placed a security bond of $10,000 on an application for Mines Act Permit with the BC Ministry of Energy and Mines and Petroleum Resources on the October Dome property. The bond is hypothecated with an automatic annual renewal upon maturity.

5. PROPERTY AND EQUIPMENT

	Computer equipment $	Office furniture $	Field equipment $	Righ-of-use asset $	Total $
Cost					
At December 31, 2021	8,856	15,820	55,254	66,900	146,830
Addition in 2022	-	-	-	61,800	61,800
At December 31, 2022	8,856	15,820	55,254	128,700	208,630
Addition in 2023	-	-	-	2,939	2,939
December 31, 2023	**8,856**	**15,820**	**55,254**	**131,639**	**211,569**
Accumulated amortization					
December 31, 2021	(5,962)	(8,438)	(19,342)	(44,600)	(78,342)
Amortization	(1,773)	(3,166)	(5,528)	(32,600)	(43,067)
December 31, 2022	(7,735)	(11,604)	(24,870)	(77,200)	(121,409)
Amortization	(1,121)	(4,216)	(5,528)	(32,859)	(43,724)
December 31, 2023	**(8,856)**	**(15,820)**	**(30,398)**	**(110,059)**	**(165,133)**
Net book value					
December 31, 2022	1,121	4,216	30,384	51,500	87,221
December 31, 2023	**-**	**-**	**24,856**	**21,580**	**46,436**

Right-of-use asset and lease liability

Under IFRS 16 *Leases*, the Company is required to recognize assets and liabilities for leases with a term over 12 months. The Company holds a two-year office lease expiring in August 2024. The present value of future lease payments is recognized as right-of-use asset and lease liability.

The Company's lease liability related to the office lease as at December 31, 2023 and 2022 was as follows:

Lease liability	$
December 31, 2021	23,794
Addition	61,800
Lease payments	(36,570)
Finance costs	2,911
December 31, 2022	**51,935**
Addition	2,939
Lease payments	(36,570)
Finance costs	5,014
December 31, 2023	**23,318**
Current portion of lease liability	**23,318**
Non-current portion of lease liability	**-**
Maturity analysis - contractual undiscounted cash flows	
Less than one year	24,380
One to five years	-
Total undiscounted lease liability	**24,380**

(EXPRESSED IN CANADIAN DOLLARS)

6. SHARE CAPITAL

Authorized – unlimited number of common shares without par value

Shares issued during the year ended December 31, 2022

On November 10, 2022, the Company issued 241,000 shares fair-valued at $20,000 with respect to the acquisition of two additional mineral claims to the Burn property (Note 4(d)).

Shares issued during the year ended December 31, 2023

On September 1, 2023, the Company completed a non-brokered private placement and issued 1,937,500 units at $0.08 per unit (the “Units”) for gross proceeds of $155,000 and 1,910,000 flow-through shares (the “FT Share”) at $0.10 per FT share for gross proceeds of $191,000. A flow-through premium liability of $38,200 was recognized on the issuance date. As at December 31, 2023, the Company had incurred flow-through qualifying expenditures exceeding $191,000. As a result, the flow-through premium liability of $38,200 was de-recognized and recorded as other income.

Each Unit consists of one common share and one share purchase warrant with each warrant being exercisable for one common share at a price of $0.14 per share until March 1, 2025. In connection with the financing, the Company paid finders fees of $4,920 and incurred $7,087 in legal, filings and transfer agent fees.

On October 16, 2023, for the second option payment of $10,000 to a tenure vendor of the Burn property, the Company issued 140,846 shares fair-valued at $8,451, resulting in a gain of $1,549 on the shares issued for the option payment on the Burn property (Note 4(d)).

Warrants

On September 1, 2023, in connection with the financing, the Company issued 1,937,500 share purchase warrants exercisable at $0.14 per share until March 1, 2025.

During the year ended December 31, 2023, 1,101,118 warrants exercisable at $0.25 per share expired. Their fair value of $12,000 had been transferred from reserves to share capital.

As at December 31, 2023 and 2022, activities of the Company’s share purchase warrants were as follows:

	Number of Warrants	Exercise price ($)	Expiry date	Weighted average remaining life (years)
Balance, December 31, 2022 and 2021	1,101,118	0.25	-	-
Expired	(701,118)	(0.25)	March 9, 2023	-
Expired	(400,000)	(0.25)	March 20, 2023	-
Issued	1,937,500	0.14	March 1, 2025	1.17
Balance, December 31, 2023	1,937,500	0.14		1.17

Stock options

The Company has a 10% rolling stock option plan with the maximum number of options granted not to exceed 10% of the total number of common shares issued and outstanding at the grant date. Options granted to directors, officers, employees and consultants have a term up to ten years and the exercise prices and the vesting periods are determined by the Board of Directors.

In September 2022, the Company granted 275,000 stock options to directors, officers and consultants. The stock options are exercisable at $0.10 per share for 5 years until September 8, 2027. The fair value of the options granted was calculated at $21,505 using the Black-Scholes option pricing model with these assumptions: volatility of 106%, risk-free interest rate of 3.37%, expected dividend yield of nil and expected life of 5 years.

For the years ended December 31, 2023 and 2022, Commander recognized share-based compensation of $1,466 and $26,754, respectively.

(EXPRESSED IN CANADIAN DOLLARS)

6. SHARE CAPITAL (continued)

During the year ended December 31, 2023, stock options of 886,000 expired (2022 – no stock options expired). The fair value of these expired options of $132,170 (2022 – $nil) had been transferred from reserves to deficit.

The Company's stock option activities for the years ended December 31, 2023 and 2022 were as follows:

	2023		2022	
	Number of options	Weighted average exercise price $	Number of options	Weighted average exercise price $
Balance, beginning of year	3,911,000	0.14	3,636,000	0.14
Granted	-	-	275,000	0.10
Expired	(886,000)	0.17	-	-
Balance, end of year	3,025,000	0.13	3,911,000	0.14

As at December 31, 2023, the Company's outstanding and exercisable stock options were as follows:

Options outstanding & exercisable #	Exercise price $	Expiry date	Weighted average remaining life (years)
760,000	0.07	June 12, 2024	0.45
530,000	0.14	November 12, 2025	1.87
1,460,000	0.17	October 29, 2026	2.83
275,000	0.10	September 8, 2027	3.69
3,025,000	0.13		2.14

Reserves

Reserves include the accumulated fair value of stock options recognized as share-based compensation ("SBC") and the fair value of warrants. Reserves are increased by the fair value of these items on vesting and are reduced by corresponding amounts when the options or warrants are exercised or expired.

	Stock option reserve $	Warrant reserve $	Total $
December 31, 2021	436,582	12,000	448,582
SBC on vesting of stock options	26,754	-	26,754
December 31, 2022	463,336	12,000	475,336
SBC on vesting of stock options	1,466	-	1,466
Reclassification on expiry of warrants	-	(12,000)	(12,000)
Reclassification on expiry of options	(132,170)	-	(132,170)
December 31, 2023	**332,632**	**-**	**332,632**

7. RELATED PARTY TRANSACTIONS

Compensation of key management

Key management personnel include those having authority and responsibilities for directing, planning and controlling the Company's activities directly or indirectly. Their remuneration for the years ended December 31, 2023 and 2022 was as follows:

(EXPRESSED IN CANADIAN DOLLARS)

7. RELATED PARTY TRANSACTIONS (continued)

	Nature of Compensation	2023 $	2022 $
President and CEO	Salary and project expenditures	155,282	154,953
Vice President, Exploration	Project expenditures	149,350	114,650
Corporate Secetary	Consulting	42,000	42,000
Chief Financial Officer	Consulting	58,800	58,800
Director	Consulting	1,000	-
Various	Share-based compensation	-	17,595
		406,432	387,998

As at December 31, 2023, an amount of $11,327 was due to the VP Exploration.

8. LOAN PAYMENT

In May 2020, the Company received from the Canadian government a $40,000 loan under the Canada Emergency Business Account ("CEBA") program. In December 2022, the CEBA loan was repaid and the forgivable amount of $10,000 was recorded as other income in 2022's statements of loss and comprehensive loss.

9. SUPPLEMENTAL CASH FLOW INFORMATION

	2023 $	2022 $
Financing activities:		
Marketable securities received for exploration and evaluation assets	110,000	11,000
Fair value of shares issued for accounnts payable	6,000	-
Fair values on expired warrants reclassified from reserves to share capital	12,000	-
Fair value on expired options reclassified from reserves to deficit	132,170	-
Investing activities:		
Equipment addition: right-of-use asset recognized under IFRS 16	2,939	61,800
Other cash flow information:		
Interest received	1,005	973

10. SEGMENTED INFORMATION

The Company operates in one single reportable segment, being the acquisition and exploration of resource properties. As at December 31, 2023 and 2022, the carrying values of the Company's non-current assets are:

Exploration and evaluation assets:

- $109,188 (2022 - $112,328) located in Canada; and
- $1 (2022 - $1) located in Mexico

Property and equipment

- $46,436 (2022 - $87,221) located in Canada

Reclamation bonds

- $28,000 (2022 - $28,000) located in Canada

11. CAPITAL MANAGEMENT

The Company defines its capital as all components of shareholders' equity. The Company manages its capital structure by maintaining adequate funds to support the acquisition and exploration of minerals assets. The Board of Directors does not establish a quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. There were no changes in the Company's approach to capital management for the year ended December 31, 2023. The Company is not subject to externally imposed capital requirements.

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value

The carrying values of receivables, reclamation bond, accounts payable and accrued liabilities approximate their fair values due to the short-term to maturity of these financial instruments. The Company classifies its financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate the fair value. The Company's marketable securities are classified as a level 1 financial asset. The fair value hierarchy is as follows:

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

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

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

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages this risk by budgeting and forecasting cash requirements for its operations and exploration activities to ensure there is sufficient liquidity to meet the obligations.

The Covid pandemic and geopolitical instability in certain regions have brought unprecedented disruptions to global supply chains which together with high energy and food prices have driven inflation and interest rates to a record high. These factors have resulted in an economic slowdown, volatility in commodity prices and tightened capital markets. Based on the cash forecast for the next twelve months, the Company will require additional financing to continue as a going concern. There is no assurance that the financing will be available with acceptable terms under current economic and financial conditions.

Credit risk

Credit risk is the risk that one party to a financial instrument fails to meet its contractual obligations and causes the other party a financial loss. Financial instruments that potentially subject the Company to credit risk are the carrying values of cash and cash equivalents and receivables. To minimize the credit risk, the Company deposits its cash and cash equivalents with a high credit-rating financial institution. The Company's receivables primarily comprised $34,603 in sales tax refundable from the government of Canada and $21,564 funding advance from an optionee of the Company's Mexican project.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk is comprised of three types of market price changes:

Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash and accounts payable and accrued liabilities that are denominated in Mexican Pesos. A 10% change in foreign exchange rates would result in a nominal difference for the year ended December 31, 2023.

Interest rate risk

This rate relates to the change in the borrowing rates affecting the Company. The Company is not exposed to interest rate risk as it does not have any significant financial instruments with interest rates, with the exception of cash. Interest earned on cash is based on prevailing bank account interest rates, which may fluctuate. A 10% increase or decrease in the interest rates would have a nominal impact in interest income for the year ended December 31, 2023.

(EXPRESSED IN CANADIAN DOLLARS)

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Commander is exposed to price risk with respect to its marketable securities. A 10% change in the share prices would affect their fair values and comprehensive loss (income) by about $8,500 (2022 - $27,498).

13. SUBSEQUENT EVENTS

i) On January 22, 2024, the Company entered into a royalty purchase agreement to sell a portfolio of five of its royalty interests in Canada (the "Transaction") to a subsidiary of Taurus Mining Royalty Fund L.P., for a total consideration of US $4.1 million in cash (CDN $5.6 million). Financial advisory fee of US $82,000, being 2% of the transaction value of US $4.1 million, will be paid in cash upon the closing of the Transaction.

On February 28, 2024, the Company received conditional acceptance from TSX Venture Exchange.

ii) On March 4, 2024, the Company received notice from FruchtExpress Grabher GmbH & Co KG ("FEx"), announcing its intention to commence an all-cash offer to acquire all the Company's issued and outstanding shares for $0.09 per share (the proposed offer). The Company is evaluating the Proposed Offer and will make recommendation considering all reasonable stakeholder interest.

iii) On March 16, 2024, the Company issued 320,000 common shares for proceeds of $22,400 on the exercise of 320,000 stock options at the exercise price of $0.07.

14. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

		2023		2022
Loss for the year	$	(633,972)	$	(633,276)
Expected income tax (recovery)		(171,000)		(171,000)
Change in statutory, foreign tax, foreign rates and other		(15,000)		-
Permanent differences		123,000		(37,000)
Share issue cost		(3,000)		-
Impact of flow through shares		52,000		40,000
Impact of capitalizing the excess of option payments recovered		144,000		49,000
Adjustment to prior years provision versus statutory tax returns		121,000		54,000
Change in unrecognized deductible temporary differences		(251,000)		65,000
Income tax expense (recovery)	$	-	$	-

(EXPRESSED IN CANADIAN DOLLARS)

14. INCOME TAXES (continued)

The significant components of the Company's deferred tax assets that have not been included on the consolidated statements of financial position are as follows:

	2023	2022
Deferred tax assets (liabilities)		
Exploration and evaluation assets	$ 2,126,000	$ 2,391,000
Equipment and other	41,000	44,000
Share issue costs	6,000	6,000
Marketable securities	70,000	252,000
Allowable capital losses	218,000	35,000
Non-capital losses available for future periods	1,877,000	1,861,000
	4,338,000	4,589,000
Unrecognized deferred tax assets	(4,338,000)	(4,589,000)
Net deferred tax assets	$ -	$ -

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statements of financial position are as follows:

	2023	Expiry Date Range	2022	Expiry Date Range
Temporary Differences	$		$	
Share issue costs	24,000	2044 to 2047	21,000	2043 to 2045
Allowable capital losses	808,000	No expiry date	129,000	No expiry date
Equipment and other	154,000	No expiry date	165,000	No expiry date
Exploration and evaluation assets	7,170,000	No expiry date	8,153,000	No expiry date
Investment tax credit	260,000	2032 to 2033	260,000	2032 to 2033
Marketable securities	519,000	No expiry date	1,867,000	No expiry date
Non-capital losses	6,919,000	2026 to 2043	6,863,000	2026 to 2042
Canada	6,616,000	2026 to 2043	6,597,000	2027 to 2042
Mexico	304,000	2024 onwards	266,000	2023 onwards

Tax attributes are subject to review and potential adjustments by tax authorities.

Management's Discussion and Analysis

For the Years ended

December 31, 2023 and 2022

FORWARD-LOOKING STATEMENTS

This Management Discussion and Analysis ("MD&A") contains forward-looking information within the meaning of National Instrument 51-102 *Continuous Disclosure Obligations* of the Canadian Securities Administrators that involve risks and uncertainties.

Such forward-looking statements include statements of the Company's future plans, estimation of mineral resources, government regulations of the mining industry, requirements for operational funding, environmental risks, and anticipated timing of completion of property dispositions or acquisitions. These known or unknown risks and uncertainties could cause actual performance of the Company to differ materially from results implied by such forward-looking information. These uncertainties include future commodity pricing, capital market access, global economy and politics, government regulations, environmental restrictions, exploration results, permitting timelines, as well as those factors discussed in the section entitled "Risks and Uncertainties" in this MD&A.

This MD&A has been prepared based on available information up to the date of this report, April 26, 2024 (the "Report Date") and should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2023. The financial information disclosed in this MD&A have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Additional information is available on SEDAR at www.sedar.com and the Company's website www.commandersources.com.

DESCRIPTION OF BUSINESS

The Company is in the business of acquisition and exploration of resource properties in Canada and Mexico. The Company focuses on building a portfolio of early-stage exploration projects and relies on partnerships (option to joint venture), where deemed appropriate, to continue the exploration of these assets. This approach has allowed the Company to accumulate a portfolio of royalties, generate cash resources from the proceeds received on option payments and accumulate holdings of marketable securities which are also received as option payments.

Robert Cameron, P.Geo., President and Chief Executive Officer and a Qualified Person under National Instrument 43-101, has reviewed and approved the technical information presented in this MD&A.

Data Verification: All technical data presented herein is either accompanied by a reference to the original public disseminated news release which contains the detailed QA/QC data for the data, or the QA/QC is presented here. Historical data is, when referenced as such, treated as valid for exploration purposes only by the Company following review by Qualified Persons, Robert Cameron, P.Geo. and Stephen Wetherup, P.Geo. A more detailed data verification statement for each project may be found on the corporate website under the project tab.

YEAR HIGHLIGHTS AND SUBSEQUENT EVENTS

PROJECT EXPLORATION and EXPANSION ACTIVITIES

Drilling Program at the Burn Property, British Columbia

In October 2023, the Company completed a 4,306-meter drilling program at the Burn property, a follow-up to an inaugural drilling-test comprising 4 drill holes of 1,513 meter completed in October 2022. Drilling results from the 2022 drill program showed the best value being from hole BU22-01 that returned 50 metres @ 0.11% Cu and 0.20 g/t Au and from hole BU22-02 that returned 83.5 metres grading 1.08 g/t Au.

The drilling program was majority funded by the Company's joint venture partner, Freeport McMoran Mineral Properties Canada Inc. ("Freeport") and by Commander via the option payments received from Freeport.

Highlights of the 2023 Drill Program

- Drilling tested a large 9 km2 partially exposed porphyry system that was drilled for the first time in 2022.
- Targets tested included step-outs from 2022 drill holes and magnetic and soil geochemical targets.
- Drilling of 4,306 metres within 10 holes.
- On January 19, 2024, the Company released the results of the program.
  - The 2023 program highlights potential for a deep porphyry target below current drilling as well as to the northwest.
  - A step out hole on the gold zone, first intersected in hole B-02 in 2022, encountered elevated gold values and the zone remains open to expansion.
  - The best results in the 2023 program were from hole B-10 that returned 140 m of 0.1% CuEq starting at 12 metres downhole in the central copper zone.
- Freeport has met the requirements to vest at a 75% interest.

Non-Brokered Private Placement of $346,000

On September 1, 2023, the Company completed a non-brokered private placement and issued 1,937,500 units at $0.08 per unit (the "Units") for gross proceeds of $155,000 and 1,910,000 flow-through shares (the "FT Share") at $0.10 per FT share for gross proceeds of $191,000.

Each Unit consists of one common share and one share purchase warrant with each warrant being exercisable for one common share at a price of $0.14 per share until March 1, 2025. The proceeds from the financing are to be used to advance the Company's project explorations and for general working capital.

SUBSEQUENT EVENTS

Sale of Royalty Interests

On January 22, 2024, the Company entered into a royalty purchase agreement to sell a portfolio of its royalty interests (the "Transaction") to a subsidiary of Taurus Mining Royalty Fund L.P., for US $4.1 million in cash (CDN $5.5 million). The royalty portfolio comprises 5 royalties in Canada. Financial advisory fees of US $82,000, being 2% of the transaction value of US $4.1m, will be paid in cash upon the closing of the Transaction.

On February 28, 2024, the Company received from TSX Venture Exchange conditional acceptance on the Transaction.

As of the Report Date of the MD&A, the Transaction is still in the progress.

Unsolicited Takeover bid

On March 4, 2024, the Company received notice from FruchtExpress Grabher GmbH & Co KG ("FEx"), announcing its intention to commence an all-cash offer to acquire all issued and outstanding shares of Commander for $0.09 per share (the proposed offer). The Company will seriously and diligently evaluate the proposed offer once it is received in full and make a recommendation consistent with our mandate to consider all reasonable stakeholder interests and maximize value As of the date of this MD&A, the Company has not received a formal notice of the offer.

EXPLORATION AND EVALUATION ASSETS

CANADA

First Loon, Ontario

In February 2020, Commander acquired by staking the 8,892 ha First Loon property in the Pickle Lake Gold Belt located south and east of the main concentration of past producing mines that include the Pickle Crow, Central Patricia and Dona Lake mines.

The First Loon property is underlain by the Confederation and Pickle Crow assemblage (intercalated mafic to intermediate volcanic rocks with iron formation). Bedrock exposure in this region is extremely limited and detailed airborne geophysical surveys were necessary prior to a first pass evaluation of this property. There are at least 20 historical drill holes on the property completed by companies UMEX, Placer Dome and Kerr Addison.

In September 2020, the Company completed a property wide airborne 800 line-kilometre magnetic and electromagnetic survey ("MES") over First Loon accompanied by a field program of geological mapping, rock sampling and till sampling on the northeast end of the property. Bedrock exposure is limited as the property is covered by an extensive continuous sheet of till. In January 2021, the Company completed an initial geological and structural interpretation of the airborne magnetic and electromagnetic survey and identified three principal target areas based on magnetic and resistivity features and similarities extrapolated from nearby gold mining operations. As a result of this study, the Company increased the property by 60% (from 5,507 to 8,892 hectares) by staking additional claims to cover potential extensions of the new targets.

Work in September 2021 included ground mapping and prospecting of key target areas and a property-wide till sampling program. Gold grain counts were determined by IOS Services Geoscientifiques Inc. using their automated grain count technology. Areas of focus were the northeastern and southwestern areas of the property where F2 fold closures were identified from the airborne magnetic survey. Overall gold grain counts were very low reflecting the dominance of far travelled till and the effects of glacio-lacustrine re-working of surficial material.

In September and October 2022, a small field program of prospecting and additional till sampling (for mineral grain counts) was completed. In general, the nature of the till sampling medium suggests that excessive dilution from far travelled materials greatly supresses the local bedrock signal. Additional sampling is planned. Work is ongoing with respect to refining the clay size geochemical data of the till survey where weak signals are present in the northeastern area of the property.

Sabin, Ontario

The Sabin property is located at the north margin of the mineral-rich Sturgeon Lake Greenstone belt of Archean metavolcanic and metasedimentary rocks in the Wabigoon Sub-Province of the Superior Province, 400 km northwest of Thunder Bay and about 10 km north of the community of Savant Lake, Ontario. The property hosts a VMS base-precious metal deposit called the Marchington Zone.

In October 2018, the Company completed an airborne versatile time domain electromagnetic survey (VTEM) on the property. The airborne survey consisted of 370-line kilometres of electromagnetic and magnetic surveying by Geotech Ltd., using its latest generation VTEM Plus system. The survey results were delivered in January 2019. Commander's geophysical consultant, Brian Bengert, P.Geo., interpreted the data and identified a significant number of high priority conductors throughout the property.

In October 2019, the Company completed a rock sampling program that comprised selective grab samples of bedrock of which 30 samples were chosen for analysis and 126 samples for whole rock and trace element analysis to aid in alteration studies. Of the 30 rocks analyzed 10 were over limit and had to be re-analyzed by assay techniques. Of note are the two samples from the Kash Zone which comprises a nine-kilometre trend defined by variable strength conductors, low resistivity and magnetic highs. The best sample from Kash returned 5.1 g/t Au, 123 g/t Ag and 3.1 % Cu from a small exposure on the edge of a swamp from quartz, biotite, garnet schist with disseminated chalcopyrite. Similarly rocks from the Golsil zone were high in silver and sample 1588601 returned 2.9 g/t Au, 484 g/t Ag and 7.2 % Cu. (see news release dated July 29, 2019)

Sampling in 2020 identified a bulk tonnage-style gold target within the Patterson Lake Stock where sampling returned shows gold values up to 1.4 g/t from grab samples and returned high gold and zinc values from newly sampled Hadley showing. Additional rock sampling results were released in 2021. (see news release dated January 15, 2021 for detailed QA/QC.) A 19.7 km ground based induced polarization survey was completed in the fall of 2023 and preliminary results have been received and are in the process of being refined and compiled. Additional ground work included detailed geological mapping and detailed XRF measurements of outcrops to aid in pseudo-whole-rock characterization and identification of the alteration and protolith.

October Dome, BC

The October Dome gold-copper property is located in central BC, near the town of Likely. The October Dome property is located 10 km north of Imperial Metals Corporation's ("Imperial") Mount Polley porphyry copper gold mine property and 7 km to the southeast of Osisko Gold Royalties Ltd.'s QR skarn gold mine property. The October Dome claims are subject to net smelter return ("NSR") royalties of between 1.5% and 2%. In 2013 a 1,086-metre (six holes) diamond drill program by the previous property owner targeted the northern end of a four-kilometre-long gold and arsenic soil anomaly that is coincident with an induced polarization (IP) chargeability anomaly. Holes OD-5 through OD-7 encountered diorite and monzonite intrusions within hornfelsed sediments and propylitized basalts. Hole OD-6 encountered a 15-metre core length of massive magnetite skarn with semi-massive pyrite layers accompanied by chalcopyrite, epidote and garnet at the sediment/basalt contact. A nine-metre section of this skarn assayed 0.7 gram per tonne gold, including a three-metre length that returned 1.3 g/t Au. For full details of the drill program reference should be made to Bearing Resources news release dated December 3, 2013.

Since 2018, Commander has completed magnetic surveys, data compilation, magnetic susceptibility measurements of historical core soil sampling and geological mapping. Key targets on the property are gold-bearing magnetite skarns associated with alkalic-style porphyry copper-gold systems and alkalic-style porphyry copper gold deposits akin to Mt. Polley.

In 2022, a small work program of geological mapping, sampling and reprocessing (3D Inversion) of historical Induced Polarization surveys were completed followed by a helicopter supported airborne magnetic survey over the property. Work in late 2023 included a ground-based MT survey. Compilation work is ongoing and the results of the MT survey are still pending.

All project analytical work was performed by Bureau Veritas in Vancouver, BC. Rocks were crushed, split and pulverized with a subset of 250 g rock sieved to 200 mesh and analyzed for gold by fire assay fusion Au by ICP-ES 30 and soils were analyzed by selecting an 80-mesh subsample and analyses by aqua-regia and Ultratrace ICP-MS analysis.

Henry Lee, BC

This property was acquired 100% based on regional compilations of government geoscience data targeting porphyry copper-style deposits. In 2018, the Company completed preliminary mapping and sampling of soils and rocks over three lines spaced 200 metres apart. The soil sample results outline a sporadic elevated copper in soil anomaly (>200 ppm Cu) over the 600 metres covered by the sampling. A solitary silt sample located a further 400 metres to the north returned 545 ppm copper suggesting a possible additional extension to the area of anomalous copper. The sampling was discontinuous due to a series of large swamps.

In March 2019, the Company entered into a purchase agreement to acquire a 100% interest in two mineral claims adjacent to Commander's Henry Lee property. The total consideration was $56,500 ($25,000 in cash (paid) and 350,000 Commander shares at $0.09 per share for $31,500 (issued)). The vendor retains a 1% net smelter return royalty and is entitled to receive a one-time royalty payment of $1,000,000 upon the commencement of commercial production.
The Company completed soil sampling and geological mapping in the fall of 2019. Results from this sampling returned elevated but discontinuous molybdenum and local copper values northerly from the current grid. Till cover is extensive and exposed bedrock is rare.

In 2020, a field program of geological mapping and rock sampling was completed over the main target area at the south end of the property. Thirteen rock samples were collected over three days of geological mapping. The known extents of the granodiorite body were refined to the south and west. Numerous zones of "ksp" altered quartz veins were observed but minimal Cu or Mo returned in sampling. One float boulder of stockwork quartz/k-feldspar veined granodiorite returned 15 ppm Mo and 298 ppm Cu. Along the southeast margin of the granodiorite a shear vein (~ 0.5 m wide) in basalt containing quartz-calcite-pyrite-chalcopyrite occurs and extends in rubbly outcrop for a minimum of 60 m. Three samples collected from this vein returned up to 47 g/t Ag, 0.41% Cu with anomalous Pb, Zn, Mo and Au.

In January 2022, additional claims were acquired to the south of the original claim block. A small field program comprising expansion of the existing soil sampling grid to the south onto the newly acquired land was completed. Soil results were successful in expanding the extents of the previously defined anomalies to the south onto the newly acquired tenure for a distance of some 200 metres up to the adjacent mineral tenure owned by a third party.

Analytical work was performed by Bureau Veritas in Vancouver, BC. Rocks were crushed, split and pulverized with a subset of 250 g rock sieved to 200 mesh and analyzed for gold by fire assay fusion Au by ICP-ES 30 and soils and silts were analyzed by selecting an 80-mesh subsample and analyses by 4 Acid digestion and Ultratrace ICP-MS analysis.

Omineca, BC

The property was located in North Central BC within the prolific copper-gold producing Quesnel terrane.

The property was first explored by UMEX Mining Corp. and subsequently by the Company that had collected most of the historical data and it was presented it within press releases. The entire historical dataset had been reviewed and in some cases been verified through test sampling by the Company's VP Exploration, Stephen Wetherup, P.Geo. who acted as a "qualified person" under NI43-101 compliant under Standards of Disclosure for Mineral Projects.

Since 2017 the Company had completed a series of small work programs that include geological mapping, soil sampling and rock sampling. In 2023 all data was reviewed by Commander's qualified persons, Robert Cameron P, Geo and Steven Wetherup, P.Geo. It was determined that results to date were insufficient to justify additional exploration on the property and the tenure was allowed to lapse and the project staking costs of $3,140 were written off as at December 31, 2023.

Burn, BC (optioned to Freeport McMoRan – Commander is the operator)

The Burn property was acquired by map-staking in October 2018 and expanded further in November 2018. In October 2022, the property was further expanded by 127 hectares via an option agreement with two private tenure holders (page 8). The property covers a large prominent gossan which is underlain by extensive pyrite rich phyllic alteration of quartz, biotite feldspar porphyry reflective of a potential porphyry copper system. Ten rock samples were initially collected, of which three were greater than 200 ppm copper and one sample returned 0.11% copper. Analytical work was performed by Bureau Veritas in Vancouver BC. Rocks were crushed, split and pulverized with a subset of 250 g rock sieved to 200 mesh and analyzed for gold by fire assay fusion Au by ICP-ES 30.

In July 2019, the Company entered into an earn-in agreement (the "Freeport agreement")" with Freeport-McMoRan Mineral Properties Canada Inc. ("Freeport") allowing Freeport to earn up to a 75% interest in the Burn property by cash payment of $560,000 and spending $2,500,000 in exploration expenditures over eight years by July 2026.

In August 2023, Freeport fulfilled both option conditions of the agreement. As such, they earned a vested interest of 75% in the Burn property. The completion of the earn-in conditions on the Freeport Agreement resulted in a joint arrangement of 75% for Freeport and 25% for Commander. If either party dilutes to less than a 10% interest, that interest would be replaced with a 1% net smelter return royalty. The Company is the project operator until Freeport vests a 51% interest which was expanded to all work in 2023 also. As the operator of the project, the Company earns a 5% management fee on the exploration expenditures.

In July 2022, the Company entered into a Side Agreement with Freeport and Itochu Corporation, pursuant to which the Company provided its consent with certain amendments that Itochu will make investments in order to earn certain interests in the Burn project within the portion controlled by Freeport.

Field work began in 2019 and comprised property wide geological mapping, stream silt sampling, soil sampling and rock sampling. Sample density was low to enable a first pass property wide coverage. A total of 579 soil, 89 silt and 85 rock samples were collected and analyzed for multi-elements on the property resulting in the identification of four high priority target areas characterized by a combination of elevated copper and gold in soils and phyllic alteration. Rock samples were analyzed with a Terraspec unit to determine alteration minerals. Rocks were crushed, split and pulverized with a subset of 250 g rock sieved to 200 mesh and analyzed for gold by fire assay fusion Au by ICP-ES 30.

In July 2020, a field program of geological mapping and rock sampling was completed in an area highlighted by previous sampling in what is referred to as the Central Zone. The Central zone is underlain by numerous phases of feldspar-biotite-hornblende monzonite and quartz monzonite dykes and stocks exhibiting alteration from chlorite to chlorite-magnetite, and moderate quartz-sericite-pyrite (QSP) to intense QSP with local quartz veinlets. In one location, angular boulders of K-feldspar-biotite-magnetite altered feldspar-biotite porphyry monzonite with sheeted and stockwork magnetite-quartz veins with K-feldspar haloes was discovered.

Reconnaissance soil sampling in the Central zone has identified several anomalous Au-Cu and Mo areas including one discrete region on the west side where three samples over 300 m returned 500 ppb Au to 3900 ppb Au. Silt sampling from one of the north flowing creeks draining the Main zone returned anomalous Cu-Mo-Au throughout. In 2020, 23 samples were collected around the anomalous gold in soil samples including samples of talus fines collected directly downhill from soil sample pits. The bedrock in this area is mainly underlain by a biotite-feldspar porphyry monzonite stock and intensely QSP altered and pyrite vein stockworks. The stock is cut by a series of sheeted WNW striking vertical pyrite veinlets with strong QSP altered haloes. Rock grab samples include 4 samples greater than 250 ppb Au including one sample of 1,586 ppb Au with low Cu tenors, again typical at high-levels in porphyry Cu-Au systems. (See news release dated November 13, 2020)

In October 2021, Commander completed a single line of Induced polarization surveying and collected soils samples in the area of the central anomaly within the Burn Copper-Gold property under option to Freeport McMoRan. Elevated chargeability was measured in several location along the single line completed.

In October 2022, Commander expanded the Burn property via an option agreement ("Option Agreement") with two private tenure vendors ("Vendors") to acquire a 100% interest in two mineral claims totaling 127 hectares. The acquisition cost comprises cash and shares of Commander, to be split evenly between the two Vendors.

Cash consideration totals $290,000 staged into four payments over three years as follows:

i) $20,000 on or before October 3, 2022 (paid);
ii) $40,000 on or before the first anniversary (paid);
iii) $80,000 on or before the second anniversary; and
iv) $150,000 on or before the third anniversary.

Issuances of Commander shares in an aggregate value equal to $160,000 based on the Market Price (20-day volume-weighted average price) as below:

i) promptly after the Effective Date on October 3, 2022, valued at $20,000 (241,000 shares issued on November 10, 2022);
ii) promptly after the first anniversary, valued at $20,000 ($10,000 paid in cash, $10,000 in 140,845 shares fair-valued at $8,541 issued on October 16, 2023, resulting in a gain of $1,549 on the issuance);
iii) promptly after the second anniversary, valued at $40,000; and
iv) promptly after the third anniversary, valued at $80,000.

In October 2022, the Option Agreement was amended that the shares to be issued are subject to a floor price of $0.071 per share. If the calculated share price falls below the floor price, the Vendors may elect to receive the cash value instead.

The Vendors retain a 2% NSR royalty and provide Commander a buy-down provision of the first 1% for $1,000,000 and the remaining 1% for $5,000,000.

In October 2022, the Company completed a 1,513-meter drill program at the property with the drill targets proximal to the newly acquired mineral claims.

<u>Highlights of the 2022 Drill Program</u>

- 4 drill holes totaling 1,513 metres were completed from three drill sites with on-site work completed in October 2022.
- Target comprises a Babine-style porphyry copper-gold deposit.
- Area tested includes an exposed, quartz-magnetite stockwork zone (hole BU22-01), a chargeability (induced polarization) anomaly (hole BU22-03) and a zone of elevated gold in soils (hole BU22-02). Hole BU22-04 was drilled from the same platform as BU22-01 but in a southerly direction into a zone of exposed intense phyllic alteration.

On March 6, 2023, the Company released the results from the drilling with the best values being from hole BU22-01 that returned 50 metres @ 0.11% Cu and 0.20 g/t Au and from hole BU22-02 that returned 83.5 metres grading 1.08 g/t Au. No significant results were assayed in holes BU22-03 and BU22-04. In July 2023, a follow-up drill program began and was completed in October 2023 and resulted in 4,306 metres of drilling in 10 holes.

Highlights of the 2023 drill program:

- The program indicates potential for a deep porphyry target below current drilling as well as to the northwest.
- A step out hole on the gold zone, first intersected in hole B-02 in 2022, encountered elevated gold values and the zone remains open to expansion.
- The best results were from hole B-10 that returned 140 m of 0.08 % Cu and .04 g/t Au starting at 12 metres downhole in the central copper zone.

Compilation and interpretation of the results to date are ongoing and will lead to a contemplated drill program in 2024 as well as first pass evaluation of additional targets in the large property.

QA/QC details are presented in detail in the press release of March 6, 2023. Half-core NQ (47.6 mm) sawed samples from continuous intervals throughout the reported drill holes were sealed on site and shipped to Bureau Veritas ("BV") labs in Vancouver, BC. where fire assay and multielement analyses were completed. Drill core was crushed, pulverized and analyzed for 48 elements using a four-acid dissolution followed by ICP-MS (MA250) with a 30 g sample analyzed for gold by fire assay and fusion Au by ICP-ES (FA330-Au) with overlimit gold analysed by lead collection fire assay 30g fusion with gravimetric finish (FA530). Blanks and commercially certified reference materials were inserted blind into the sample stream with an overall insertion rate of 10%. Field duplicates representing a quarter core split of the original sample are inserted at 2.5%. In addition, pulp and crush duplicates are inserted by the laboratory. The QAQC results were reviewed and the QA/QC results for the reported drill holes are acceptable.

South Voisey's Bay, Labrador (optioned to Fjordland Exploration – managed by joint committee)

The South Voisey's Bay ("SVB") property (29,400 hectares) is located in central Labrador approximately 80 km due south of the operating Voisey's Bay nickel mine and covers parts of the Pants Lake gabbro complex in the South Voisey's Bay area. The Pants Lake Complex contains host rocks with alteration and nickel mineralization styles that are geologically similar to the Voisey's Bay host rocks.

On June 5, 2017, Commander and Fjordland entered into a Letter of Intent ("LOI") whereby Fjordland has the option to acquire the remaining 85% interest in the project by making a total cash payment of $290,000, issuing a total of 4,500,000 Fjordland shares and spending $8,000,000 in exploration expenditures. Upon Fjordland vesting a 100% interest, Commander will retain a 2% NSR. Fjordland has the right to buy back 1% of the NSR for either $5,000,000 in cash or $2,500,000 in cash plus $2,500,000 in Fjordland's common shares. When commercial production starts, Fjordland will make an advance royalty payment of $10,000,000 to Commander.

In October 2017, Fjordland completed a drill program of 1,469 metres which tested six shallow UTEM geophysical targets. The best results were from holes 17-2 which returned 0.8 metres grading 0.63% nickel, 0.30% copper and 0.1% cobalt and hole 17-6 which returned 3.9 metres grading 0.37% nickel, 0.27% copper and 0.1 % cobalt (see news release dated January 18, 2018). For the 2017 drill program, Fjordland spent $600,000 in exploration expenditures. As such, it completed its first 20% earned-in option and increased its vested interest in the property to 35%.

Fjordland's 2018 exploration program comprised 1,253.2 metres of core drilling in 11 holes along with property wide geological mapping. The 2018 drilling program was designed to test the role of structure in controlling magma emplacement, and sulphide accumulation. Several drill holes were selected to test conductive structures interpreted from reprocessing of historical geophysical data that occur close to structures interpreted from satellite images and geological mapping. Overall results were low with higher grades being associated with basal accumulations of sulphides over narrow thicknesses. The intersections comprise clots and semi-massive sulphide comprised primarily of pyrrhotite with minor pentlandite and chalcopyrite occurring at or near the base of gabbro sills. Geological structural mapping and prospecting programs were also completed during the 2018 field operation. (See news release dated October 24, 2018)

Field work in 2019 consisted solely of ground based geological activities including mapping and re-logging of selected portions of previously drilled core. This activity included the systematic collection of density measurements of core which will, in combination with the high-resolution digital elevation model created in 2018, allow for a refined gravity model for the property using a property wide database collected in the 1990's.

Project partners Fjordland Exploration Inc. and Ivanhoe Electric Inc. completed a Low Temperature ("LT") Superconducting Quantum Interference Device ("SQUID") Moving Loop Transient Electromagnetic ("MLTEM") survey on the South Voisey's Bay ("SVB") nickel copper cobalt project in Labrador. The survey was completed by Discovery International Geophysics Inc., headquartered in Saskatoon. Preliminary review of the survey data has indicated the presence of conductors that may warrant drill testing however final data processing is still in progress by survey contractors Discovery International Geophysics Inc. under the supervision of project partner Ivanhoe Electric. Inc.

In September 2021, Fjordland announced that it had entered a binding Letter of Intent with Vulcan Minerals Inc. to acquire a 100% interest in 30 mineral claims (750 hectares) located in the SVB area, Labrador. This property falls within the Area of Interest of the original Commander/Fjordland agreement and thus becomes subject to any joint venture or royalty interest due to Commander under the original agreement.

In November 2021, Fjordland informed the Company that it had completed the required minimum $3,000,000 in project expenditures since initiation of the option agreement, thereby earning a 75% interest in the SVB project under its joint venture with Commander. (See news release dated June 5, 2017 for option terms).

In August 2022, Fjordland, in conjunction with Ivanhoe Electric Inc. and Commander, commenced a 2,500-metre drilling program on the SVB project. Targets tested were derived from extensive processing of historical and recent geophysical data including a significant property-wide gravity inversion study and the recently completed SQUID EM survey performed in 2021. In September 2022, the drill program was curtailed to 500 metres due to performance and safety issues after completion of 2 drill holes. The second drill hole did not reach the planned depth. No meaningful results were encountered.

Flume, Yukon

In March 2017, the Company entered into an option agreement with K2 Gold Corporation ("K2") granting K2 the option to acquire a 100% interest in the Flume gold property. In August 2018, K2 terminated the option agreement. As K2 had only partially met its 2018 exploration commitment, K2 issued 285,238 common shares with a value of $65,615 to the Company, to settle remaining unspent exploration expenditure amounts. Additionally, the Company received option payments from K2 comprising $35,000 in cash and 100,000 common shares with a fair value of $27,500, totaling aggregate option proceeds received of $128,115 during the year ended December 31, 2018.

In June 2019, the Company engaged a consulting firm and completed a review and reinterpretation of historical exploration data of Flume. In September 2019, the Company completed fieldwork which included geological mapping, rock sampling and re-logging of historical cores. Twenty-five grab rock samples were collected, of which 5 were greater than 100 ppb gold. Analytical work was performed. Rocks were crushed, split and pulverized with a subset of 250 g rock sieved to 200 mesh and analyzed for gold by fire assay fusion Au by ICP-ES 30.

No work has been performed since 2020.

Nepisiguit, New Brunswick

The Nepisiguit property consists of 55 contiguous mineral claim units (1,203.9 hectares) located approximately 40 km southwest of the city of Bathurst, New Brunswick within the eastern section of the Bathurst Mining Camp one of Canada's most important base metal mining districts. Base metal mineralization has been encountered through drilling in 46 of 69 holes drilled on the Property to date, generally related to iron formations located near the boundary between the Flat Landing Brook and the Nepisiguit Falls formations. Disseminated and stockwork mineralization has also been encountered in Nepisiguit Falls formation rock to the eastern extent of the Property.

The Nepisiguit property area has been explored by various companies and individuals since 1955. Two exploration targets exist for future exploration efforts. The easternmost target is interpreted as a stringer zone situated below a possible massive sulphide Brunswick horizon and to the west, iron formations typically associated with Brunswick horizon massive sulphides occur at depth.

In 2018, the Company compiled data in preparation for a NI 43-101 compliant technical report. In 2019, a site visit was carried out for further data compilation. No work has been performed since 2020.

MEXICO

Pedro, Durango (optioned to Southern Empire who is the operator)

The wholly owned Pedro claims located approximately 100 km from the city of Torreon. Pedro are consisted of a number of targets including the HP Breccia prospect, a gold in soil anomaly extending over a 4000m x 600m in area that coincides with extensive silicified sedimentary breccias and conglomerate, and the Las Lajas gold prospect.

A drill program by previous operators comprised 11 drill holes totaling 1,744 metres, of which two holes (409 metres) were cored and the remaining drilled by reverse circulation. Areas tested included the HP breccia prospect and its northern extension, approximately three kilometres. The best results were encountered in hole LP-013-R that returned a core length of 10.5 metres grading 0.51 gram per tonne gold from silicified conglomerate of the Ahuichila formation. For full details of the drill program reference should be made to Bearing Resources news release dated July 3, 2014.
A work program was completed in December 2018 which comprised on site geological mapping and a remote sensing survey consisting of the creation of a hi-resolution digital elevation model and a WorldView-3 Alteration Mineral Mapping exercise. Results of the remote sensing program were received in January 2019. Preliminary review of the results indicate that the target is highlighted by elevated sericite and hydroxyl minerals. Additional alteration minerals including alunite and kaolinite occur in areas that have not been visited and will guide additional planned work in the future. A subsequent site visit was completed in April 2019 including community meetings and a limited mapping program.

In October 2019, the Company completed 70 line-km Induced Polarization survey covers the main HP breccia and related zones. The induced polarization ("IP") survey outlined the known zones and distinguished discreet deep features below the conglomerate which are interpreted to be feeders to the surface mineralisation. The IP targets show elevated resistivity with associated low to moderate chargeability. Results indicate that some surface exposed zones are strata-bound along the basal contact of the Ahuichila formation while adjacent zones have a deep vertical expression reflecting possible feeder structures. In addition, the survey outlined targets beneath post mineral cover, suggesting a much larger footprint to the system.

In November 2020, a soil sampling program was conducted on the property to fill in areas previously unsampled or that were sampled at a low density. In March 2021, analytical results received outlined a new 1.5-kilometre gold and arsenic soil anomaly parallel to the main trend in the northwest area of the property. See news dated September 16, 2012 and July 2, 2014 (Newmont DDH) posted on SEDAR under Bearing Lithium, and news dated February 19, 2020 and March 30, 2021 for Commander Resources.

In July 2021, the Company granted Southern Empire ("SMP") an option to earn a 100% interest in the Pedro property in Mexico. SMP is the project operator.

On February 1, 2022, the Company completed the definitive option agreement and received from SMP cash payment of $25,000 and 100,000 SMP shares fair-valued at $11,000.

Terms of the Option Agreement
Consideration comprises:
1) 100,000 shares of SMP (received)
2) $700,000 in cash staged over 4 payments over 3 years as follows:
   - Initial payment of $25,000 (received);
   - $125,000 by the first anniversary ($25,000 received and 1,000,000 shares issued fair-valued at $110,000);
   - $250,000 by the second anniversary; and
   - $300,000 by the third anniversary.

The second, third and fourth cash payments can be settled in shares of SMP.

Exploration expenditures total $1,500,000 of which $400,000 (completed) to be spent within the first year of the option agreement.

A 2% NSR royalty with no provision for a buydown.

On January 25, 2022, Southern Empire commenced drilling at Pedro and by April 2022, 6 core holes were completed for a total of 856.3 metres. Notable observations include short intervals of silicified conglomerate with disseminated and vein controlled arsenic minerals including orpiment and realgar. Top results include 15.23 m @.577 grams/tonne gold (g/t Au) in hole P22-03 (core length). Trace element association, alteration and regional setting indicate a possible "Carlin-like" mineral system. (See news release dated April 27, 2022). Southern Empire has examined some cores in detail and observed certain features such as arsenic-rich rims to microscopic pyrite grains and certain alteration features including de-carbonatization, all characteristics of the Carlin-class of gold deposits.

QA/QC procedures for the drill program were presented in detail in the April 27, 2022 press release. Half-core was bagged in individual plastic bags along with ID tag and sealed and delivered by Southern Empire staff to the ALS Geochemistry preparation lab facility in Chihuahua, Chihuahua State, Mexico where they were crushed (>70% passing 6mm; "CRU-21"), re-crushed (>70% passing 2mm) from which a 250g rotary split was pulverized (>85% passing 75 microns; PREP-31). Sample pulps were then shipped by ALS to its North Vancouver, British Columbia facility for gold (50 g aliquot; Fire Assay with Atomic Absorption Spectrometry (FA/AAS); Au-AA24) and multielement analysis (0.5 g aliquot aqua regia digestion with Induced-Coupled Plasma - Mass Spectrometry analysis (ICP-MS); ME-MS41 ™).

On October 26, 2022, the option agreement with SMP was amended. Commander's subsidiary, BRG agreed to acquire the Centauro Gold Property or such other properties ("Additional Properties") on behalf of SMP provided that SMP will be responsible for all costs associated with the acquisition and annual maintenance fees of the Additional Properties. BRG will hold title of the Additional Properties as a bare legal trustee for the sole benefit of SMP. If SMP fails to acquire a 100% interest of BRG under the terms of the option agreement, BRG shall immediately transfer all of its right, title and interest in the Additional Properties to SMP.

In February 2024, the Company agreed to explore terms to accelerate and conclude the option agreement through a final payment to be determined (shares and or cash) thereby granting Southern Empire a 100% interest in the project and the operating entity in Mexico, Minera BRG. Commander would retain the previously agreed to 2% NSR royalty. In the meantime, Commander has agreed to suspend the annual payments due and Southern Empire has agreed to maintain the property in good standing and to cover all costs related to maintaining Minera BRG. While this process is ongoing, the option remains in good standing and regular payments will resume if an agreement cannot be achieved.

SELECTED ANNUAL INFORMATION

The Company's selected annual information for the years ended December 31, 2023, 2022 and 2021 are as follows:

	2023 $	2022 $	2021 $
Total revenue	168,905	66,583	43,849
Loss before deferred tax recovery	(633,972)	(633,276)	(882,309)
Loss for the year	(633,972)	(633,276)	(882,309)
Basic and diluted loss per share	(0.02)	(0.02)	(0.02)
Total assets	768,822	974,656	2,023,371
Total long-term liabilities	-	(19,872)	-

SUMMARY OF QUARTERLY RESULTS

	2023				2022			
	Dec 31 $	Sep 30 $	Jun 30 $	Mar 31 $	Dec 31 $	Sep 30 $	Jun 30 $	Mar 31 $
(Loss) income for the period	(526,790)	57,206	(4,533)	(159,855)	(70,652)	(235,175)	(198,576)	(128,873)
Total comprehensive (loss) income for the period	(539,790)	71,896	(55,623)	(120,475)	(155,944)	(160,248)	(685,566)	(264,033)
Basic and diluted (loss) income per share	(0.01)	0.00	(0.00)	(0.00)	(0.00)	(0.01)	(0.01)	(0.00)

RESULTS OF OPERATIONS

For the three months ended December 31, 2023 and 2022 ("Q4")

The Company incurred a loss of $526,790 for the three months ended December 31, 2023 (2022 Q4 - $70,652). For 2023 Q4, the higher loss was results of higher expenses in exploration and evaluation ("E&E") expenditures of $375k and professional fees of $59k as well as in reduced management fee income of $7k earned on the Burn project. In addition, in 2023 Q4, cost recoveries on E&E assets were $nil whereas in 2022 Q4, $87k was received contributing lower loss in 2022 Q4.

Other variances for the comparing quarters of 2023 and 2022 are as follows:

Salary and benefits for 2023 Q4 - $10,024 (2022 Q4 - $37,619)

In 2023 Q4, the CEO's time on overseeing the drilling program at the site was charged to the Burn project resulting in lower salary costs in 2023.

Professional fees for 2023 Q4 - $58,761 (2022 Q4 - $30,823)

In 2023 Q4, legal fees of $12k (2022 Q4 - $1k) were incurred with respect to the discussions on the sale of five royalty interests, as well audit fees of $45k (2022 Q4 - $28k) were accrued for the year-end audit to reflect great volume of operational transactions in 2023.

E&E expenditures for 2023 Q4 - $374,500 (2022 Q4 – 49,554)

In 2023 Q4, 3 field programs for projects October Dome, Sabin and Burn, were completed incurring a total of $362k in exploration expenditures. In 2022 Q4, a till sampling at First Loon and a geophysics survey at October Dome were conducted with expenditures totalling $49k.

Management fee income for 2023 Q4 - $6,759 (2022 Q4 - $40,977)

Higher management fees earned in 2022 Q4 was result of higher project expenditures on the Burn project versus 2023 Q4. The Company, being the operator of Burn, earned 5% management fees on the exploration expenditures

Cost recoveries on E&E assets for 2023 Q4 - $nil (2022 Q4 - $86,500)

In 2022 Q4, E&E costs recovered were attributed to an option proceed of $90k from the Mt. Polley property.

For the years ended December 31, 2023 and 2022 ("FY")

In FY 2023, the Company incurred a loss of $633,972 (2022 - $$633,276). In 2023, higher costs were in E&E expenditures of $754k (2022 - $281k) and professional fees of 82k (2022 – $48k), partially offset by cost recoveries on E&E asserts from option proceeds of $535k (2022 - $176k) as well from management fee income of $115k (2022 - $47k) earned on the Burn project.

Details of other variances are as follows:

Salary and benefits for 2023 - $127,682 (2022 - $154,953)

The reduced salary and benefits expenses in 2023 was due to an allocation of $27k from the CEO's salary to the Burn project for his time overseeing the drilling program.

Professional fees for 2023 - $82,336 (2022 - $47,814)

In 2023 Q4, the Company commenced discussions on the sale of its royalty interests resulting in increased legal fees of $13k over 2022. Audit fees of 2023 were also higher by $20k due to great volume of activities in exploration and business.

Exploration and evaluation expenditures for 2023 - $753,794 (2022 - $281,228)

In 2023, the Company spent on a drilling program at the Burn project of $418k, its 25% joint-arrangement share with Freeport. Geophysics and survey programs, of $216k and $41k respectively, were also carried out at Sabin in Ontario and at October Dome in BC. In 2022, exploration activities were primarily sampling programs conducted in Ontario of $144k and British Columbia of $127k.

Shared-based compensation for 2023 - $1,466 (2022 - $26,754)

In 2023, no stock options were granted whereas in 2022, 275k options were granted with the vesting value of $27k.

LIQUIDITY AND CAPITAL RESOURCES

The Company is at the exploration stage and no revenue has been generated to date. As at December 31, 2023, the Company had cash of $396,081 (2022 - $249,263) and working capital of $117,361 (2022 - $431,590). The Company has been relying on equity financings and sales of marketable securities to continue its operations.

In September 2023, the Company raised a financing of $346,000 by issuing 1,937,500 units at $0.08 per unit (the "Units") and 1,910,000 flow-through shares (the "FTS") at $0.10 per FTS. In addition, during FY 2023, the Company received net proceeds of $289,960 (2022 - $173,725) from the sales of marketable securities.

As at the date of this report, the interest rates and inflation have not eased down, which have impeded global economic recovery, increased volatility in commodity prices and tightened financial markets. These circumstances have casted uncertainties in the Company's liquidity and the ability to raised future financing. To continue as a going concern, the Company will require financing for the next twelve months.

OUTSTANDING SHARE DATA

As at April 26, 2024, the Company's common shares issued and outstanding were 44,003,241.

Stock options outstanding and exercisable:

Options outstanding & exercisable #	Exercise price $	Expiry date	Weighted average remaining life (years)
440,000	0.07	June 12, 2024	0.13
530,000	0.14	November 12, 2025	1.55
1,460,000	0.17	October 29, 2026	2.51
275,000	0.10	September 8, 2027	3.37
2,705,000	0.14		2.02

-

Warrants outstanding:

Number of Warrants	Exercise price ($)	Expiry date	Weighted average remaining life (years)
1,937,500	0.14	March 1, 2025	0.85

RELATED PARTY TRANSACTIONS

Compensation of Key Management

Key management personnel include those having authority and responsibilities for directing, planning and controlling the Company's activities directly or indirectly. Their remuneration for the years ended December 31, 2023 and 2022 was below:

	Nature of Compensation	2023 $	2022 $
President and CEO	Salary and project expenditures	155,282	154,953
Vice President, Exploration	Project expenditures	149,350	114,650
Corporate Secetary	Consulting	42,000	42,000
Chief Financial Officer	Consulting	58,800	58,800
Director	Consulting	1,000	-
Various	Share-based compensation	-	17,595
		406,432	387,998

OFF BALANCE SHEET ARRANGEMENTS and PROPOSED TRANSACTIONS

As of the report date, the Company had no off-balance sheet arrangements or proposed transactions.

COMMITMENT

As at December 31, 2023, the Company has a lease commitment of $24,380 for its office in Vancouver, British Columbia. The office lease expires on August 31, 2024.

FINANCIAL INSTRUMENT

Financial assets are classified according to their contractual cash flow characteristics and the business models under which they are held. On initial recognition, a financial asset is classified as: amortized cost, fair value through profit or loss ("FVTPL") or fair value through other comprehensive income ("FVOCI").

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

- it is held with the objective of collecting contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to measure the investment at FVOCI whereby changes in the investment's fair value (realized and unrealized) will be recognized permanently in OCI with no reclassification to profit or loss. The election is made on an investment-by-investment basis.

All financial assets not classified as amortized cost or FVOCI are classified as and measured at FVTPL. On initial recognition, a financial asset that otherwise meets the requirements to be measured at amortized cost or FVOCI may be irrevocably designated as FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial instruments are measured on initial recognition at fair value, plus, in the case of financial instruments other than those classified as FVTPL, directly attributable transaction costs. Measurement of financial assets in subsequent periods depends on whether the financial asset has been classified as amortized cost, FVFPL or FVOCI. Measurement of financial liabilities subsequent to initial recognition depends on whether they are classified as amortized cost or FVTPL. Financial assets and financial liabilities classified as amortized cost are measured subsequent to initial recognition using the effective interest method.

Loss allowances for 'expected credit losses' are recognized on financial assets measured at amortized cost. A loss event is not required to have occurred before a credit loss is recognized.

The Company has classified and measured its financial instruments as below:

Financial assets	Classification	Subsequent measurement
Cash	Amortized cost	Amortized cost
Receivables	Amortized cost	Amortized cost
Marketable securities	FVOCI	Fair value
Reclamation bonds	Amortized cost	Amortized cost

Financial liabilities	Classification	Subsequent measurement
Accounts payable and accrued liabilities	Amortized cost	Amortized cost

FINANCIAL RISK MANAGEMENT

Fair value

The carrying values of receivables, reclamation bonds, accounts payable and accrued liabilities approximate their fair values due to the short-term to maturity of these financial instruments. The Company classifies its financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate the fair value. The Company's marketable securities are classified as a level 1 financial asset.

The fair value hierarchy is as follows:

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

Liquidity risk

Liquidity risk is the risk that the Company's financial assets will be insufficient in meeting its financial obligations as they become due. The Company manages this risk by forecasting cash flows from operations and anticipated investing and financing activities to ensure there is sufficient liquidity to meet the obligations. As at December 31, 2023, the Company had cash of $396,081 and current liabilities of $467,836.

For the Company's continued operations, capital financing will be required to meet its business obligations for the next twelve months. The Company has been successful in raising equity financing in the past. However, there is no assurance that such financing will continue to be available with acceptable terms under current economic and financial environments. These uncertainties may cast significant doubt about the Company's ability to continue as a going concern.

Credit risk

Credit risk is the risk that if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's exposure to credit risk is equal to the carrying value of cash and receivables. Receivables primarily comprised $34,603 in sales tax recoverable due from the federal government of Canada and $21,564 funding advance to an optionee of the Company's Mexican project.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk is comprised of three types of market price changes:

Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash and accounts payable and accrued liabilities that are denominated in Mexican Pesos. A 10% change in foreign exchange rates would result in a nominal difference for the year ended December 31, 2023.

Interest rate risk

This rate relates to the change in the borrowing rates affecting the Company. The Company is not exposed to interest rate risk as it does not have any significant financial instruments with interest rates, with the exception of cash. Interest earned on cash is based on prevailing bank account interest rates, which may fluctuate. A 10% increase or decrease in the interest rates would have a nominal impact in interest income for the year ended December 31, 2023.

Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Commander is exposed to price risk with respect to its marketable securities. A 10% change in the share prices would affect their fair values and comprehensive loss (income) by $8,500 (2022 - $27,498).

RISKS AND UNCERTAINTIES

Mineral exploration involves high degree of risks. There is a significant probability that the expenditures made in the Company's properties will not result in discoveries of economically viable quantities of minerals. Ongoing costly expenditures are required to locate and estimate ore reserves, the basis for further development of a property. Capital expenditures to attain commercial production stage are also very substantial. Commander's principal risks are as follows:

Financing

Exploration development of mineral deposits is an expensive process. The Company has no producing properties to generate operating revenues. It is dependent on selling equity in the capital markets to provide financing for its continuing exploration activities.

In September 2023, the Company completed a non-brokered private placement of $346,000 by issuing 1,937,500 units at $0.08 per unit and 1,910,000 flow-through ("FT") shares at $0.10 per FT share.

As of the report date, the continuing high inflation and interest rates have impacted the commodity and financial markets. There are uncertainties on the Company's ability in raising future financings and resulted in uncertainty on the Company to continue as a going concern.

Exploration

The Company is seeking mineral deposits of commercial quantities on its exploration projects. There can be no assurance that economic concentrations of minerals will be determined to exist on the Company's property holdings. The failure to establish such economic concentrations could have a material adverse outcome on the Company and its securities.

Market

The Company's securities trade on public markets and the trading value thereof is determined by the evaluations, perceptions and sentiments of both individual investors and the investment community taken as a whole. Such evaluations, perceptions and sentiments are subject to change; both in short term time horizons and longer-term time horizons. An adverse change in investor evaluations, perceptions and sentiments could have a material adverse outcome on the Company and its securities.

Title

Although the Company has exercised the usual due diligence with respect to title to properties in which it has interests, there is no guarantee that title to the properties will not be challenged or impugned. Commander's exploration and evaluation asset interests may be subject to prior unregistered agreements or transfers or land claims, and title may be affected by undetected defects.

Metal Prices

The mining industry in general is intensely competitive and there is no assurance that, even if commercial quantities of mineral resource are discovered, a profitable market will exist. The price of various metals is affected by numerous factors beyond the control of the Company, including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods. There can be no assurance that the price of any metal will be such that the Company's exploration and evaluation assets can be mined at a profit.

Environmental and Other Regulatory Requirements

The current or future operations of the Company, including development activities and commencement of production on its properties, require permits from various governmental authorities and such operations are and will be subject to laws and regulations governing prospecting, development, production, taxes, labour standards and other matters.

Companies engaged in the development and operation of mines and related facilities generally experience increased costs, and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that approvals and permits required to commence production on its properties will be obtained on a timely basis, or at all. Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions there under, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions.

Amendments to current laws, regulations and permits governing operations and activities of mining companies could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or abandonment or delays in development of new mineral exploration properties. To the best of the Company's knowledge, it is currently operating in compliance with all applicable environmental regulations.

HEAD OFFICE

Commander Resources Ltd.
1100 - 1111 Melville Street
Vancouver, British Columbia
Canada V6E 3V6

TEL: (604) 685-5254
TOLL FREE: 1-800-667-7866
Email: info@commanderresources.com

OFFICERS & DIRECTORS

Brandon Macdonald, P.Geo.
Director and Chair of the Board

Eric W. Norton
Director

David Watkins, M.Sc.
Director

Kelly Bateman
Director

Vanessa Pickering
Director

Robert Cameron, P.Geo.
Director, President and Chief Executive Officer

Stephen Wetherup, P.Geo.
Vice President, Exploration

Patricia Fong, CPA, CMA
Chief Financial Officer

Janice Davies
Corporate Secretary

LISTINGS

TSX Venture Exchange: CMD
U.S. 12g Exemption: #82-2996

CAPITALIZATION
(As at Report Date)

Shares Authorized: Unlimited
Shares Issued**:** 44,003,241

REGISTRAR & TRUST AGENT

Computershare Trust Company of Canada
510 Burrard Street, 3rd Floor
Vancouver, BC
V6C 3B9

AUDITOR

Davidson & Company LLP, Chartered Accountants
1200 - 609 Granville Street
P.O. Box 10372, Pacific Centre
Vancouver, British Columbia
V7Y 1G6

LEGAL COUNSEL

Harper Grey LLP
3200 – 650 West Georgia Street
Vancouver, British Columbia
V6B 4P7