COMMANDER
RESOURCES LTD.
TSX.V : CMD

Condensed Consolidated Interim Financial Statements

FOR THE THREE MONTHS ENDED

MARCH 31, 2024 AND 2023

(Unaudited – Prepared by Management)

(Expressed in Canadian Dollars)

Notice of No Auditor Review

In accordance with National Instrument 51-102, the Company discloses that the accompanying condensed interim consolidated financial statements have been prepared by and are the responsibility of the Company's management. They have been reviewed and approved by the Company's Audit Committee and the Board of Directors.

The Company's independent auditor has not performed a review of these condensed consolidated interim financial statements in accordance with standards established by the Canadian Professional Accountants of Canada.

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

	Note	March 31, 2024 $	December 31, 2023 $
ASSETS			
Current assets			
Cash		309,490	396,081
Receivables	4(h)	36,327	56,167
Prepaid expenses		30,665	47,949
Marketable securities	3	83,000	85,000
		459,482	585,197
Non-current assets			
Reclamation bonds	4	28,000	28,000
Exploration and evaluation assets	4	109,015	109,189
Property and equipment	5	41,869	46,436
		178,884	183,625
TOTAL ASSETS		638,366	768,822
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		219,193	130,858
Advances from optionees	4(b)	289,837	313,660
Lease liability	5	14,791	23,318
		523,821	467,836
SHAREHOLDERS' EQUITY			
Share capital	6	42,125,803	42,082,789
Reserves	6	312,018	332,632
Accumulated other comprehensive loss		(2,749,769)	(2,747,769)
Deficit		(39,573,507)	(39,366,666)
		114,545	300,986
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		638,366	768,822

Nature of operations and going concern	1
Subsequent event	12

Approved on behalf of the Board of Directors on May 28, 2024:

"Eric Norton"
Director

"Brandon Macdonald"
Director

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

(EXPRESSED IN CANADIAN DOLLARS)

		Three months ended March 31,	
		2024	2023
	Note	$	$
Expenses			
Administration		5,436	6,602
Consulting fees	7	34,500	34,500
Salary and benefits	7	51,378	40,535
Professional fees		44,674	12,059
Filing fees and transfer agent		7,308	10,017
Investor and shareholder relations		37,924	39,947
Exploration and evaluation expenditures	4	15,467	22,790
Project evaluation		-	3,589
Amortization	5	9,732	10,342
Finance costs	5	616	1,482
Share-based compensation	6	-	488
		(207,035)	(182,351)
Other income (expenses)			
Cost recoveries on exploration and evaluation assets	4(h)	-	25,000
Write-off of exploration and evaluation assets	4	(174)	-
Foreign exchange loss		(1,125)	(3,783)
Interest and management fee income	4(b)	1,493	1,279
Loss for the period		(206,841)	(159,855)
Other comprehensive income (loss)			
Item that will not be reclassified to profit or loss			
Change in fair value of marketable securities at FVOCI	3	(2,000)	39,380
Loss and comprehensive loss for the period		(208,841)	(120,475)
Weighted average number of common shares outstanding			
Basic and diluted #		41,994,050	39,546,995
Basic and diluted loss per common share $		(0.00)	(0.00)

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

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

COMMANDER RESOURCES LTD.
CONDENSED CONSOLIDATED INERIM 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, 2023	43,683,241	42,082,789	332,632	(2,747,769)	(39,366,666)	300,986
Fair value adjustment on maketable securities	-	-	-	(2,000)	-	(2,000)
Stock option exercised	320,000	43,014	(20,614)	-	-	22,400
Loss for the period	-	-	-	-	(206,841)	(206,841)
March 31, 2024	**44,003,241**	**42,125,803**	**312,018**	**(2,749,769)**	**(39,573,507)**	**114,545**
December 31, 2022	39,694,896	41,766,545	475,336	(2,737,749)	(38,864,864)	639,268
Share-based compensation	-	-	488	-	-	488
Reclassification on expiry of warrants	-	12,000	(12,000)	-	-	-
Fair value adjustment on maketable securities	-	-	-	39,380	-	39,380
Loss for the period	-	-	-	-	(159,855)	(159,855)
March 31, 2023	39,694,896	41,778,545	463,824	(2,698,369)	(39,024,719)	519,281

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

(EXPRESSED IN CANADIAN DOLLARS)

	Three months ended March 31, 2024 $	2023 $
Operating activities		
Loss for the period	(206,841)	(159,855)
Items not affecting cash:		
Amortization	9,732	10,342
Finance cost	616	1,482
Share-based compensation	-	488
Cost recoveries on exploration and evaluation assets	-	(25,000)
Write-off of exploration and evaluation assets	174	-
Changes in non-cash working capital:		
Receivables	19,840	188,905
Prepaid expenses	17,284	5,651
Accounts payable and accrued liabilities	88,335	(58,056)
Advances from optionees	(23,823)	(21,743)
	(94,683)	(57,786)
Investing activities		
Option receipts on exploration and evaluation assets	-	25,000
Purchase of equipment	(5,165)	-
Proceeds from sale of marketable securities	-	33,540
	(5,165)	58,540
Financing activities		
Proceeds from stock option exercised	22,400	-
Lease payments	(9,143)	(9,143)
	13,257	(9,143)
Changes in cash	(86,591)	(8,389)
Cash, beginning of period	396,081	249,263
Cash, end of period	309,490	240,874
Cash comprised:		
Cash at bank - Canadian dollars	305,325	234,948
Cash at bank - Mexican pesos	4,165	5,926
Cash	309,490	240,874

Supplemental cash flow information (Note 8)

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

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 condensed consolidated interim 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 March 31, 2024, the Company had a deficit of $39,573,507 (December 31, 2023 - $39,366,666) and working capital deficiency of $64,339 (December 31, 2023 – working capital of $117,361).

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 do not include all the information and notes to the annual financial statements as required by IFRS and should be read together with the Company's most recent audited consolidated financial statements for the year ended December 31, 2023.

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 period 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.

New standards, interpretations and amendments to existing standards

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. The standards and amendments to standards that would be applicable to the 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.

(EXPRESSED IN CANADIAN DOLLARS)

3. MARKETABLE SECURITIES

	Note	March 31, 2024 $	December 31, 2023 $
Common shares of public companies:			
Fair value, beginning of the period		85,000	274,980
Fair value of shares recevied	4(h)	-	110,000
Net proceeds from sales	3	-	(289,960)
Fair value adjustment		(2,000)	(10,020)
Fair value, end of the period		83,000	85,000

The Company's holdings in marketable securities comprise common shares of publicly traded companies received as option payments on the sale of exploration and evaluation assets. These marketable securities are classified as FVOCI because these investments are not held for trading.

During the year ended December 31, 2023, Commander had sold all of its significant holdings in the following companies as follows:

i) Aston Bay Holdings Ltd. of 3,625,000 shares were sold for net proceeds of $138,040;
ii) 3,444,000 shares of Maritime Resources Corp. were sold for net proceeds of $151,920.

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

At March 31, 2024 and December 31, 2023, the Company's cumulative expenditures on the E&E assets were as follows:

	Dec 31, 2022 $	Write-off $	Option proceeds $	Cost recovered $	Dec 31, 2023 $	Write-off $	March 31, 2024 $
Projects in British Columbia							
October Dome and Mt. Polley	174	-	-	-	174	(174)	-
Henry Lee	63,208	-	-	-	63,208	-	63,208
Omineca	3,140	(3,140)	-	-	-	-	-
Burn	6,315	-	(400,000)	400,000	6,315	-	6,315
	72,837	(3,140)	(400,000)	400,000	**69,697**	(174)	**69,523**
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	-	(135,000)	135,000	1	-	1
	1	-	(135,000)	135,000	**1**	-	1
Total	112,329	(3,140)	(535,000)	535,000	**109,189**	(174)	**109,015**

(EXPRESSED IN CANADIAN DOLLARS)

4. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES (continued)

Exploration and Evaluation Expenditures

During the three months ended March 31, 2024, the Company's E&E expenditures were as follows:

	British Columbia			Ontario		
	October Dome	Henry Lee, Omineca	Burn	Sabin	First Loon	Total
	$	$	$	$	$	$
Claim maintenance	-	-	-	1,892	173	2,065
Geological	11,300	-	4,350	14,900	-	30,550
Field labour and supplies	-	-	588	-	-	588
Travel and transport	-	-	565	-	-	565
Assaying	-	-	299	-	-	299
Regulatory consulting	-	-	2,500	-	-	2,500
	11,300	-	8,302	16,792	173	36,567
Government exploration tax credits	(11,300)	(9,800)	-	-	-	(21,100)
Total	-	(9,800)	8,302	16,792	173	15,467

During the three months ended March 31, 2023, the Company's E&E expenditures were as follows:

	British Columbia		Ontario		
	October Dome	Henry Lee	Sabin	First Loon	Total
	$	$	$	$	$
Claim maintenance	-	-	2,865	7,125	9,990
Geological	3,800	600	600	7,800	12,800
Total	3,800	600	3,465	14,925	22,790

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.

4. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES (continued)

b. 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 terms in cash payments and exploration expenditures and earned a vested interest of 75% in the Burn property. This 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 three months ended March 31, 2024, as the project operator, Commander earned management fees of $1,493 (March 31, 2023 - $1,279) recorded under management fee income. As at March 31, 2024, the funding advance from Freeport/Itochu was $289,837 (December 31, 2023 - $313,660) 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.

c. 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. 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. In fiscal year 2022, additional claims were staked on the property for $1,140.

4. EXPLORTION AND EVALUATION ASSETS AND EXPENDITURES (CONTINUED)

d. Omineca, BC

The Company owned 100% of the property. During the year ended December 2023, the Company decided not to continue with the property and wrote off the property costs of $3,140.

e. South Voisey's Bay, Labrador

As at March 31, 2024, 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.

f. Sabin, Ontario

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

g. First Loon, Ontario

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

h. 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. Southern Empire 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

(EXPRESSED IN CANADIAN DOLLARS)

4. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES (continued)

h. Pedro, Mexico (continued)

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.

As at March 31, 2024, Commander had a receivable amount of $24,825 due from SMP (December 31, 2023 – receivable amount of $21,564) recorded as current asset under receivables.

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, 2022	8,856	15,820	55,254	128,700	208,630
Addition in 2023	-	-	-	2,939	2,939
At December 31, 2023	8,856	15,820	55,254	131,639	211,569
Addition in 2024	5,165	-	-	-	5,165
At March 31, 2024	**14,021**	**15,820**	**55,254**	**131,639**	**216,734**
Accumulated amortization					
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)
Amortization	(258)	-	(1,381)	(8,093)	(9,732)
March 31, 2024	**(9,114)**	**(15,820)**	**(31,779)**	**(118,152)**	**(174,865)**
Net book value					
December 31, 2023	-	-	24,856	21,580	46,436
March 31, 2024	**4,907**	**-**	**23,475**	**13,487**	**41,869**

Right-of-use asset and lease liability

Under IFRS 16 *Leases* ("IFRS 16"), 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 which expires in August 2024. The present value of future lease payments is recognized as right-of-use asset and lease liability.

(EXPRESSED IN CANADIAN DOLLARS)

5. PROPERTY AND EQUIPMENT (continued)

The Company's lease liability related to the office lease as at March 31, 2024 and December 31, 2023 was as follows:

Lease liability	$
December 31, 2022	51,935
Addition	2,939
Lease payments	(36,570)
Finance costs	5,014
December 31, 2023	**23,318**
Lease payments	(9,143)
Finance costs	616
March 31, 2024	**14,791**
Current portion of lease liability	**14,791**
Non-current portion of lease liability	-
Maturity analysis - contractual undiscounted cash flows	
Less than one year	15,238
One to five years	-
Total undiscounted lease liability	**15,238**

6. SHARE CAPITAL

Authorized – unlimited number of common shares without par value

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.

Each Unit consists of one common share and one share purchase warrant with each warrant 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(b)).

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 three months ended March 31, 2024, no warrants expired whereas during the first quarter of 2023, 1,101,118 warrants exercisable at $0.25 per share expired and their fair value of $12,000 had been transferred from reserves to share capital.

As at March 31, 2024 and December 31, 2023, 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	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	0.92
Balance, March 31, 2024 & Dec 31, 2023	1,937,500	0.14		0.92

(EXPRESSED IN CANADIAN DOLLARS)

6. SHARE CAPITAL (continued)

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.

During the three months ended March 31, 2024 and 2023, the Company recognized share-based compensation of $nil and $488, respectively.

During the three months ended March 31, 2024, 320,000 stock options were exercised at $0.07 per share for proceeds of $22,400 (2023 – nil).

The Company's stock option activities for the three months ended March 31, 2024 and December 31, 2023 were as follows:

		2024		2023
	Number of options	Weighted average exercise price $	Number of options	Weighted average exercise price $
Balance, beginning of period	3,025,000	0.13	3,911,000	0.14
Expired	-	-	(886,000)	0.17
Exercised	(320,000)	0.07	-	-
Balance, end of the period	2,705,000	0.14	3,025,000	0.13

As at March 31, 2024, the Company's outstanding and exercisable stock options were as follows:

Options outstanding & exercisable #	Exercise price $	Expiry date	Weighted average remaining life (years)
440,000	0.07	June 12, 2024	0.20
530,000	0.14	November 12, 2025	1.62
1,460,000	0.17	October 29, 2026	2.58
275,000	0.10	September 8, 2027	3.44
2,705,000	0.14		2.09

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, 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
Exercises of stock options	(20,614)	-	(20,614)
March 31, 2024	312,018	-	312,018

(EXPRESSED IN CANADIAN DOLLARS)

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 was as follows:

		Transactions		Balances outstanding	
		Three months ended March 31,		31-Mar	31-Mar
	Nature of	2024	2023	2024	2023
	Compensation	$	$	$	$
President and CEO	Salary and project expenditures	51,378	40,535	13,458	-
Vice President, Exploration	Project expenditures	35,528	28,200	13,752	14,975
Corporate Secetary	Consulting	10,500	10,500	-	-
Chief Financial Officer	Consulting	14,700	14,700	5,145	-
		112,106	93,935	32,355	14,975

8. SUPPLEMENTAL CASH FLOW INFORMATION

	Three months ended March 31,	
	2024	2023
	$	$
Financing activities:		
Fair values on expired warrants reclassified from reserves to share capital	-	12,000
Other cash flow information:		
Interest received	224	10

9. SEGMENTED INFORMATION

The Company operates in one single reportable segment, being the acquisition and exploration of resource properties. As at March 31, 2024, the carrying values of the Company's non-current assets are:

Exploration and evaluation assets:

- $109,014 (December 31, 2023 - $109,188) located in Canada; and
- $1 (December 31, 2023 - $1) located in Mexico

Property and equipment

- $41,869 (December 31, 2023 - $46,436) located in Canada

Reclamation bond

- $28,000 (December 31, 2023 - $28,000) located in Canada

10. 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 three months ended March 31, 2024. The Company is not subject to externally imposed capital requirements.

11. 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 geopolitical instability in certain regions has brought unprecedented disruptions to global supply chains which together with high energy and food prices have driven inflation and interest rates to a high level. 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 $11,502 in sales tax refundable from the government of Canada and $24,825 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 three months ended March 31, 2024.

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 three months ended March 31, 2024.

11. 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 $8,300 (December 31, 2023 - $8,500)

12. SUBSEQUENT EVENT

On May 15, 2024, the Company completed a portion of the sale transaction of five of its royalty interests in Canada (the "Transaction") to a subsidiary of Taurus Mining Royalty Fund L.P. and received the first tranche of the sales proceed of US $1,540,024 (CDN $2,094,433). The total consideration for the Transaction is US $4.1 million in cash (CDN $5.6 million). The outstanding sum and full closing of the sale is subject to the registration of the transfer documents of one outstanding royalty with the responsible government agency.

Management's Discussion and Analysis

For the Three Months ended

March 31, 2024 and 2023

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, May 29, 2024 (the "Report Date") and should be read in conjunction with the Company's condensed consolidated interim financial statements for the three months ended March 31, 2024. The financial information disclosed in this MD&A have been prepared in accordance with International Financial Reporting Standards ("IFRS") and comply with International Accounting Standard, IAS 34, *Interim Financial Reporting.* 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, is 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.

FIRST QUARTER HIGHLIGHTS AND SUBSEQUENT EVENT

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 (1,513 meters) completed in October 2022. 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. Drill results were released on January 19, 2024.

Highlights of the 2023 Drill Program

- Drilling of 4,306 metres within 10 holes.
- 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 2023 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.

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 (est. CDN $5.6 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.

SUBSEQUENT EVENT

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). On May 23, 2024, the Company was notified that a formal takeover process was initiated by FEx and formal documents were filed on the Company's profile at Sedar+. The company has 15 days from the date of the filing to formally respond and prepare its own Information Circular laying out Managements response and counter to FEx offer. The Company will seriously and diligently evaluate the FEx offer make a recommendation consistent with our mandate to consider all reasonable stakeholder interests and maximize value.

Sale of Royalty Interests

On May 15, 2024, the Company completed a portion of the sale transaction of five of its royalty interests in Canada (the "Transaction") to a subsidiary of Taurus Mining Royalty Fund L.P. and received the first tranche of the sales proceed of US $1.54 million (CDN $2.1 million). The total consideration for the Transaction is US $4.1 million in cash (est. CDN $5.6 million). The outstanding sum and full closing of the sale is subject to the registration of the transfer documents of one outstanding royalty with the responsible government agency.

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 historical 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. A rock sampling program is planned for the summer of 2024.

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 groundwork included detailed geological mapping and detailed XRF measurements of outcrops to aid in pseudo-whole-rock characterization and identification of the alteration and protolith was also completed.

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.

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.

<u>The company has now completed two drill campaigns totaling 5,916 metres on the central or "Charleston" target with encouraging results.</u>

<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.

<u>Highlights of the 2023 drill program</u>:

- 4,403 metres in 10 holes completed in 2023.
- 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 on this 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.

The next option agreement milestone under the Fjordland agreement is October 31, 2024 when in order to maintain the right to earn 100% Fjordland is required to make a $200,000 cash payment and issue to Commander 3,000,000 shares while completing a project expenditure total of $5,000,000 in work. If this milestone is not met, the Company will form a Joint Venture with Fjordland at 75% and Commander at 25%.

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.

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

SUMMARY OF QUARTERLY RESULTS

	2024	2023			2022			
	Mar 31 $	Dec 31 $	Sep 30 $	Jun 30 $	Mar 31 $	Dec 31 $	Sep 30 $	Jun 30 $
(Loss) income for the period	(206,841)	(526,790)	57,206	(4,533)	(159,855)	(70,652)	(235,175)	(198,576)
Total comprehensive (loss) income for the period	(208,841)	(539,790)	71,896	(55,623)	(120,475)	(155,944)	(160,248)	(685,566)
Basic and diluted (loss) income per share	(0.00)	(0.01)	0.00	(0.00)	(0.00)	(0.00)	(0.01)	(0.01)

RESULTS OF OPERATIONS

For the three months ended March 31, 2024 and 2023 ("Q1")

The Company incurred a loss of $206,841 for the three months ended March 31, 2024 as compared to $159,855 for the same period in 2023. The higher loss of $47k in 2024 Q1 was attributable to higher expenses in professional fees with respect to the sale transaction of five royalty interests and the increase in salary and benefits. In addition, in 2023 Q1, a cost recovery of $25k on E&E assets had contributed to its lower loss than the Q1 of 2024.

Details of variances for the comparing quarters of 2024 and 2023 are as follows:

Salary and benefits for 2024 Q1 - $51,378 (2023 Q1 - $40,535)

In 2024, the higher salary expenses were due to an increase in the annual compensation of the CEO.

Professional fees for 2024 Q1 - $44,674 (2023 Q1 - $12,059)

In 2024 Q1, legal fees of $43k were incurred pertaining to the sale of five royalty interests whereas legal costs of $1k incurred for 2023 Q1. Audit fees for 2024 Q1 were $nil compared to $11k of additional 2022 audit fees expensed in 2023 Q1.

E&E expenditures for 2024 Q1 - $15,467 (2023 Q1 – 22,790)

In the first quarters of 2024 and 2023, their project activities were primarily maintenance of mineral claims, preparation of data and maps for assessment reports, incurring costs of $32,892 (before mineral exploration tax credits) and $22,790, respectively. In 2024 Q1, the Company received exploration tax credits of $21,100 with respect to 2022 qualifying exploration expenditures, reducing 2024 E&E expenditures to $15,467.

Cost recoveries on E&E assets for 2024 Q1 - $nil (2023 Q1 - $25,000)

In 2023 Q1, E&E costs recovered were attributed to an option proceed of $25k from the Pedro property in Mexico.

LIQUIDITY AND CAPITAL RESOURCES

The Company is at the exploration stage and no revenue has been generated to date. As at March 31, 2024, the Company had cash of $309,490 (December 31, 2023 - $396,081) and working capital deficiency of $64,339 (December 31, 2023 – working capital of $117,361). The Company has been relying on equity financings and sales of marketable securities to continue its operations.

In January 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 (est. CDN $5.6 million). On May 15, 2024, the Company received the first tranche of the proceeds of US $1.54 million (CDN $2.1 million).

As such, the Company will have sufficient liquidity for its operations for the next twelve months. However, it may require additional funding if there are changes to current operational circumstances or to the payment streams of the royalty interest transaction. When the need for Commander to raise funding, there are uncertainties to whether financing would be available to the Company and on acceptable terms. These circumstances might cast significant doubt on the Company's liquidity and ability to continue as a going concern.

OUTSTANDING SHARE DATA

As at May 29, 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	0.05
530,000	0.14	November 12, 2025	1.47
1,460,000	0.17	October 29, 2026	2.43
275,000	0.10	September 8, 2027	3.29
2,705,000	0.14		1.94

Warrants outstanding:

Number of Warrants	Exercise price ($)	Expiry date	Weighted average remaining life (years)
1,937,500	0.14	March 1, 2025	0.77

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 March 31, 2024, the Company has a lease commitment of $15,238 for its office in Vancouver, British Columbia. The office lease expires on August 31, 2024.

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 was as follows:

		Transactions		Balances outstanding	
		Three months ended March 31,		31-Mar	31-Mar
	Nature of	2024	2023	2024	2023
	Compensation	$	$	$	$
President and CEO	Salary and project expenditures	51,378	40,535	13,458	-
Vice President, Exploration	Project expenditures	35,528	28,200	13,752	14,975
Corporate Secetary	Consulting	10,500	10,500	-	-
Chief Financial Officer	Consulting	14,700	14,700	5,145	-
		112,106	93,935	32,355	14,975

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 March 31, 2024, the Company had cash of $309,490, current liabilities of $523,821 and working capital deficiency of $64,339.

On May 15, 2024, the Company completed a portion of the sale transaction of five of its royalty interests in Canada and received US $1.54 million (CDN $2.1 million). The total sales proceeds are US $4.1 million (est. CDN $5.6 million). As a result, the Company has sufficient liquidity for its going concern for the coming fiscal year.

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 $11,502 in sales tax recoverable due from the federal government of Canada and $24,825 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 three months ended March 31, 2024.

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 three months ended March 31, 2024.

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 $8,300 (December 31, 2023 - $8,500).

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.

On January 22, 2024, the Company entered into a royalty purchase agreement to sell a portfolio of five of its royalty interests to a subsidiary of Taurus Mining Royalty Fund L.P., for US $4.1 million in cash (est. CDN $5.6 million).

On May 15, 2024, the Company received the first tranche of the sales proceeds of US $1.54 million (CDN $2.1 million). The remaining proceeds will be received upon the completion of the registration of the transfer documents of one outstanding royalty with the responsible government agency. As such , the Company will not require further financing and has sufficient funding for the coming twelve months.

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