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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 10-Q**

(MARK ONE)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2025.

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_  
COMMISSION FILE NUMBER 1-13627

**GOLDEN MINERALS COMPANY**

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE

26-4413382

(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

(I.R.S. EMPLOYER  
IDENTIFICATION NO.)

1312 17th St., Unit 2136  
Denver, Colorado

80202

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(ZIP CODE)

(303) 839-5060

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, \$0.01 par value  
(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes  No

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

At May 16, 2025, 15,053,048 shares of common stock, \$0.01 par value per share, were issued and outstanding.

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GOLDEN MINERALS COMPANY  
FORM 10-Q  
QUARTER ENDED MARCH 31, 2025

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**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****GOLDEN MINERALS COMPANY  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(Expressed in United States dollars)  
(Unaudited)**

	March 31, 2025	December 31, 2024
	(in thousands, except share data)	
<b>Assets</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 3,529	\$ 3,175
Value added tax receivable, net (Note 6)	339	314
Prepaid expenses and other assets (Note 5)	108	364
Total current assets	3,976	3,853
Property, plant and equipment, net (Note 7)	22	22
Investments	265	265
Right-of-use assets	—	9
Assets held for sale (Note 3)	667	667
Total assets	<u>\$ 4,930</u>	<u>\$ 4,816</u>
<b>Liabilities and equity (deficit)</b>		
<b>Current liabilities</b>		
Accounts payable and other accrued liabilities (Note 8)	\$ 1,891	\$ 1,625
Other current liabilities (Note 9)	8	42
Current liabilities held for sale (Note 3)	2,956	1,970
Total current liabilities	4,855	3,637
Liabilities held for sale (Note 3)	3,342	3,281
Total liabilities	<u>8,197</u>	<u>6,918</u>
<b>Commitments and contingencies (Note 13)</b>		
<b>Equity (deficit) (Note 12)</b>		
Common stock, \$.01 par value, 100,000,000 shares authorized; 15,053,048 and 15,053,048 shares issued and outstanding, respectively	150	150
Additional paid-in capital	552,610	552,536
Accumulated deficit	(556,027)	(554,788)
Shareholders' equity (deficit)	(3,267)	(2,102)
Total liabilities and equity (deficit)	<u>\$ 4,930</u>	<u>\$ 4,816</u>

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

**GOLDEN MINERALS COMPANY**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Expressed in United States dollars)  
(Unaudited)

	Three Months Ended	
	2025	2024
	(in thousands, except per share data)	
Costs and expenses:		
Exploration expense	(71)	(92)
Administrative expense	(715)	(1,046)
Stock-based compensation	(74)	(73)
Total costs and expenses	<u>(860)</u>	<u>(1,211)</u>
Loss from operations	(860)	(1,211)
Other income (expense):		
Interest and other income, net	26	15
Loss on foreign currency transactions	—	(25)
Total other income (expense)	<u>26</u>	<u>(10)</u>
Loss from operations before income taxes and discontinued operations	(834)	(1,221)
Income taxes (Note 11)	—	—
Loss from continuing operations	<u>(834)</u>	<u>(1,221)</u>
Loss from discontinued operations, net of taxes (Note 3)	(405)	(3,344)
Net loss	<u>\$ (1,239)</u>	<u>\$ (4,565)</u>
Net loss per common share - basic		
Continuing operations	\$ (0.05)	\$ (0.09)
Discontinued operations	<u>(0.03)</u>	<u>(0.23)</u>
Net loss per common share - basic	<u>\$ (0.08)</u>	<u>\$ (0.32)</u>
Weighted-average shares outstanding - basic <sup>(1)</sup>	15,052,382	14,186,223

(1) Potentially dilutive shares have not been included for loss periods because to do so would be anti-dilutive. Potentially dilutive shares at March 31, 2025, consist of 1,070,079 equivalent shares related to stock compensation and 10,481,587 equivalent shares related to outstanding warrants. Potentially dilutive shares at March 31, 2024, consist of 440,409 equivalent shares related to stock compensation and 10,819,742 equivalent shares related to outstanding warrants. See Note 12 for a discussion of stock-based compensation and warrants.

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

**GOLDEN MINERALS COMPANY**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Expressed in United States dollars)  
(Unaudited)

	Three Months Ended March 31,	
	2025	2024
	(in thousands)	
Cash flows provided by (used in) operating activities:		
Net loss	\$ (1,239)	\$ (4,565)
Loss from discontinued operations	405	3,344
Adjustments to reconcile net loss to net cash used in operating activities:		
Loss on trading securities	—	11
Stock-based compensation	74	73
Changes in operating assets and liabilities:		
Accounts receivable	—	(388)
Value added tax receivable, net	(25)	2,003
Prepaid expenses and other assets	256	94
Right-of-use assets	9	24
Accounts payable and other accrued liabilities	266	1,253
Other current liabilities	(34)	(132)
Other long-term liabilities	—	(9)
Net cash provided by (used in) operating activities - continuing operations	(288)	1,708
Net cash provided by (used in) operating activities - discontinued operations	642	(3,039)
Net cash provided by (used in) operating activities	354	(1,331)
Cash flows provided by (used in) investing activities:		
Net cash provided by (used in) investing activities - continuing operations	—	—
Net cash provided by (used in) investing activities - discontinued operations	—	—
Net cash provided by (used in) investing activities	—	—
Cash flows provided by (used in) financing activities:		
Net cash provided by (used in) financing activities - continuing operations	—	—
Net cash provided by (used in) financing activities - discontinued operations	—	—
Net cash provided by (used in) financing activities	—	—
Net increase (decrease) in cash and cash equivalents	354	(1,331)
Cash and cash equivalents, beginning of period	3,175	3,766
Cash and cash equivalents, end of period	\$ 3,529	\$ 2,435
Supplemental disclosure:		
Interest paid	\$ —	\$ 5
Income taxes paid	\$ —	\$ —
Supplemental disclosure of non-cash transactions:		
Deferred equity offering costs amortized	\$ —	\$ —

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

**GOLDEN MINERALS COMPANY**  
**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (DEFICIT)**  
**(Expressed in United States dollars)**  
**(Unaudited)**

	<b>Common Stock</b>		<b>Additional</b>	<b>Accumulated</b>	<b>Total</b>
	<b>Shares</b>	<b>Amount</b>	<b>Paid-in</b>	<b>Deficit</b>	<b>Equity (Deficit)</b>
			<b>Capital</b>		
			(in thousands except share data)		
Balance, December 31, 2023	14,084,680	\$ 141	\$ 552,160	\$ (547,188)	\$ 5,113
Stock compensation accrued (Note 12)	(1,067)	—	73	—	73
Warrants exercised (Note 12)	488,572	5	(5)	—	—
Net loss	—	—	—	(4,565)	(4,565)
Balance, March 31, 2024	<u>14,572,185</u>	<u>\$ 146</u>	<u>\$ 552,228</u>	<u>\$ (551,753)</u>	<u>\$ 621</u>
Balance, December 31, 2024	15,053,048	\$ 150	\$ 552,536	\$ (554,788)	\$ (2,102)
Stock compensation accrued (Note 12)	—	—	74	—	74
Net loss	—	—	—	(1,239)	(1,239)
Balance, March 31, 2025	<u>15,053,048</u>	<u>\$ 150</u>	<u>\$ 552,610</u>	<u>\$ (556,027)</u>	<u>\$ (3,267)</u>

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

**GOLDEN MINERALS COMPANY**  
**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Expressed in United States dollars)**  
**(Unaudited)**

**1. Basis of Preparation of Financial Statements and Nature of Operations**

Golden Minerals Company (the “Company” “we” “our” or “us”), a Delaware corporation, has prepared these unaudited interim condensed consolidated financial statements in accordance with accounting principles generally accepted in the United States (“GAAP”) and the rules and regulations of the Securities and Exchange Commission (“SEC”). The interim condensed consolidated financial statements do not include all disclosures required by GAAP for annual financial statements, but in the opinion of management, include all adjustments necessary for a fair presentation. Certain prior period amounts may have been reclassified to conform to current classifications. Interim results are not necessarily indicative of results for a full year; accordingly, these interim condensed consolidated financial statements should be read in conjunction with the annual financial statements included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2024, filed with the SEC on April 15, 2025 (the “2024 Annual Report”).

The Company is considered an exploration stage issuer under the criteria set forth by the SEC under Subpart 1300 of Regulation S-K (“S-K 1300”) as the Company has not yet demonstrated the existence of mineral reserves at any of the Company’s properties. As a result, and in accordance with GAAP for exploration stage companies, all expenditures for exploration and evaluation of the Company’s properties are expensed as incurred. As such, the Company’s financial statements may not be comparable to the financial statements of mining companies that have proven and probable mineral reserves. Such companies would typically capitalize certain development costs including infrastructure development and mining activities to access the ore. The capitalized costs would be amortized on a units-of-production basis as reserves are mined. The amortized costs are typically allocated to inventory and eventually to cost of sales as the inventories are sold. As the Company does not have proven and probable mineral reserves, substantially all expenditures at the Company’s Rodeo Property and the Velardeña Properties for mine construction activity, as well as operating costs associated with the mill facilities, and for items that do not have a readily identifiable market value apart from the mineralized material, were expensed as incurred. Such costs were charged to cost of metals sold or project expense during the period depending on the nature of the costs. Certain costs were reflected in inventories prior to the sale of the product. The Company cannot be certain that any deposits at any of its properties will ever be confirmed or converted into S-K 1300 compliant “reserves.”

*Operating Segments and Related Disclosures*

We manage our company as one reportable operating segment, exploration activities. The segment information aligns with how the Company’s Chief Operating Decision Maker (“CODM”) reviews and manages our business. The Company’s CODM is the Company’s Chief Executive Officer. Financial information and annual exploration plans and forecasts are prepared and reviewed by the CODM at a consolidated level. The CODM assesses performance for the exploration activities segment and decides how to better allocate resources based on consolidated net income or loss that is reported on the interim Condensed Consolidated Statements of Operations. The Company’s objective in making resource allocation decisions is to optimize the consolidated financial results. The accounting policies of our exploration activities segment are the same as those described in the summary of significant accounting policies. Refer to Note 3 to the financial statements included in the Company’s 2024 Annual Report for a description of our Significant Accounting Policies.

**2. Liquidity, Capital Resources and Going Concern**

We do not currently have sufficient resources to meet our expected cash needs for a period of twelve months beyond the filing date of this 2025 Quarterly Report on Form 10-Q. At March 31, 2025, we had current assets of approximately \$4.0 million, including cash and cash equivalents of approximately \$3.5 million. On the same date, we had accounts payable and other current liabilities of approximately \$4.9 million, which includes \$3.0 million in deferred revenue for the sale of the Velardeña oxide plant and water wells recorded within *Current liabilities held for sale* on the interim Condensed Consolidated Balance Sheets. As previously disclosed, the Company ceased mining at the Velardeña mines in Mexico in the first quarter 2024 and subsequently sold the mines and certain related assets. As of March 31, 2025, the Company was owed \$232,000 plus \$37,000 value-added tax (“VAT”) of the \$3.0 million purchase price plus VAT for the Velardeña oxide plant and water wells and other minor remaining Velardeña assets (see Note 15).

The Company's only near-term opportunity to generate cash flow to meet its expected cash requirements is from the sale of assets, equity or other external financing. The Company is evaluating and pursuing alternatives, including the potential sale of the Company, finalizing the sale of its assets at the Velardeña Properties, seeking buyers or partners for the Company's other assets or obtaining equity or other external financing. In the absence of additional cash inflows, the Company anticipates that its cash resources will be exhausted in approximately the first quarter of 2026. If we are unable to obtain additional cash resources or sell the Company, we will be forced to cease operations and liquidate.

These interim condensed consolidated financial statements have been prepared on a going concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the normal course of business. However, as noted above, our continuing long-term operations will be dependent upon our ability to secure sufficient funding to generate future profitable operations. The underlying value and recoverability of the amounts shown as property, plant and equipment in our consolidated financial statements are dependent on our ability to generate positive cash flows from operations and to fund general administrative, and exploration activities that would lead to additional profitable mining and processing activities or to generate proceeds from the disposition of property, plant and equipment.

The ability of the Company to maintain a positive cash balance for a period of twelve months beyond the filing date of this 2025 Quarterly Report on Form 10-Q is dependent upon its ability to generate sufficient cash flow from selling assets, reducing expenses, and raising sufficient funds through equity financings or other external sources. These material uncertainties cast significant doubt on the Company's ability to continue as a going concern. Therefore, the Company cannot conclude that substantial doubt does not exist as to the Company's ability to continue as a going concern for the twelve months following the filing date of this Quarterly Report for the three months ended March 31, 2025 on Form 10-Q. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets or liabilities which might be necessary should the Company not continue as a going concern.

### **3. Assets Held for Sale and Discontinued Operations**

We classify long-lived assets, or disposal groups comprised of assets and liabilities, as held for sale in the period in which the following six criteria are met, (i) management, having the authority to approve the action, commits to a plan to sell the property; (ii) the property is available for immediate sale in its present condition, subject only to terms that are usual and customary; (iii) an active program to locate a buyer and other actions required to complete the plan to sell have been initiated; (iv) the sale of the property is probable and is expected to be completed within one year; (v) the property is being actively marketed for sale at a price that is reasonable in relation to its current fair value; and (vi) actions necessary to complete the plan of sale indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn, in accordance with ASC 360, *Property, Plant and Equipment*. A business classified as held for sale is recorded at the lower of its carrying amount or estimated fair value less cost to sell. If the carrying amount of the business exceeds its estimated fair value less cost to sell, a loss is recognized. Assets and liabilities related to a business classified as held for sale are segregated in the current and prior balance sheets in the period in which the business is classified as held for sale, resulting in changes to the presentation of certain prior period amounts. The Company ceases depreciation and amortization on long-lived assets (or disposal groups) classified as held for sale and measures them at the lower of carrying value or estimated fair value less cost to sell.

The Company reports the results of operations of a business as discontinued operations if a disposal represents a strategic shift that has (or will have) a major effect on the Company's operations and financial results when the business is classified as held for sale, in accordance with ASC 360, and ASC 205-20, *Presentation of Financial Statements – Discontinued Operations*. Under ASC 360, assets may be classified as held for sale even though discontinued operations classification is not met. The results of discontinued operations are reported in *Net loss from discontinued operations, net of tax* in the accompanying Consolidated Statements of Operations for current and prior periods, including any gain or loss recognized on closing or adjustment of the carrying amount to fair value less cost to sell. All other notes to these consolidated financial statements present the results of continuing operations and exclude amounts related to discontinued operations for all periods presented.

#### *Velardeña Properties*

In December 2023, the Company restarted operations at the Velardeña Properties. In February 2024, it was determined that the initial performance of both the mine and the processing plant did not achieve the expected results. On February 29, 2024, the Company announced that it had elected to discontinue operations at the Velardeña Properties and hold them for sale. Following that date, the Company shut down the Velardeña Properties and has held them for sale.

We have entered into sales agreements pursuant to which a privately held Mexican company (the “Velardeña Buyer”) has purchased the Velardeña and Chicago mines, mining equipment and the sulfide plant, and agreed to purchase the oxide processing plant and water wells.

The sale of the Velardeña and Chicago mines, the sulfide processing plant and various related equipment pursuant to three of the sales agreements for \$2.5 million plus VAT were completed on June 20, 2024.

The fourth agreement related to the sale of the Velardeña Properties covers the oxide plant and water wells, and the Velardeña Buyer agreed to complete total payments of \$3.0 million plus VAT on July 1, 2024. The agreement has not closed, and the Buyer is in default. In accordance with ASC 360, on June 30, 2024, the Company recorded an asset impairment charge of \$411,000 in order to write down the remaining book value to the salvage value which is equal to the amount received through June 30, 2024 from the Velardeña Buyer of \$373,000. Since June 30, 2024, the Buyer has continued to make periodic payments to the Company, and as of March 31, 2025, the Company has recorded deferred revenue of approximately \$2.8 million within *Current liabilities held for sale* on the interim Condensed Consolidated Balance Sheets. The Buyer has operational control of the oxide plant since mid-year 2024, and we are no longer operating the property. We continue to hold our remaining interests in the oxide plant at Velardeña as assets held for sale. The Velardeña Buyer has been making periodic payments and the Company believes at this time that it will eventually collect the full amount, at which time the Company will record the sale under the fourth and final sales agreement. See Note 15.

#### *Minera Labri*

On August 28, 2024, the Company sold its wholly owned Mexican subsidiary, Minera Labri S.A. de C.V. (“Minera Labri”), to a private Mexican company for approximately \$445,000. Minera Labri previously owned the Velardeña Properties’ sulfide plant, which together with the Velardeña mines, was sold to another privately held Mexican group earlier in 2024. Upon consummation of that transaction, Minera Labri held no assets but held net operating losses and inflation-adjusted capital contributions.

#### *Silex Argentina*

On August 30, 2024, the Company entered into a binding letter agreement with Butte Energy Inc. (“Butte”) pursuant to which Butte would acquire 100% of the issued and outstanding shares of Silex Argentina S.A. (the “Silex Shares”), the Company’s wholly owned subsidiary that owns the El Quevar Project, located in Argentina. The \$3.5 million purchase price of the Silex Shares was paid in cash, as follows: (1) \$500,000, as a non-refundable deposit, paid to the Company on September 3, 2024; (2) \$500,000 paid to the Company upon execution of the Acquisition Agreement on September 27, 2024; and (3) \$2.5 million paid to the Company when the transaction closed on October 24, 2024.

#### *Yoquivo Project*

On November 22, 2024, the Company completed the sale of its Yoquivo gold-silver project located in Chihuahua State, Mexico to Advance Metals Limited for total cash consideration of \$570,000, plus VAT.

#### *Minera de Cordilleras*

In March 2025 the Company entered into an agreement for the sale of Minera de Cordilleras, a Mexican subsidiary holding tax losses and five minor mining concessions, for \$600,000. On December 31, 2024, the Company recorded an asset impairment charge of \$150,000 resulting in a write-down to zero of the remaining book value of the Santa Isabel mineral property, one of the concessions included in the Minera de Cordilleras sale.

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The following table summarizes the major line items for the Velardeña Properties and Silex Argentina that are included in *Loss from discontinued operations, net of taxes* in the interim Condensed Consolidated Statements of Operations:

	Three Months Ended	
	March 31,	
	2025	2024
	(in thousands)	
<b>Revenue</b>		
Sale of metals	\$ —	\$ 1,225
Total revenue	<u>—</u>	<u>1,225</u>
<b>Costs and expenses:</b>		
Cost of metals sold	—	(2,924)
Exploration	—	(374)
El Quevar project expenses	—	(139)
Velardeña shutdown care and maintenance costs	(198)	—
Reclamation expense	(61)	(76)
Other operating expense, net	(146)	(938)
Depreciation and amortization	—	(118)
Total costs and expenses	<u>(405)</u>	<u>(4,569)</u>
Loss from discontinued operations before income taxes	(405)	(3,344)
Income taxes	—	—
Loss from discontinued operations, net of taxes	<u>\$ (405)</u>	<u>\$ (3,344)</u>

The following table summarizes the carrying amounts of major classes of assets and liabilities of discontinued operations for each of the periods presented:

	March 31,	December 31,
	2025	2024
	(in thousands)	
<b>Assets</b>		
Property, plant and equipment, net <sup>(1)</sup>	667	667
Total assets held for sale	<u>\$ 667</u>	<u>\$ 667</u>
<b>Liabilities</b>		
Deferred revenue <sup>(2)</sup>	2,806	1,820
Other current liabilities <sup>(3)</sup>	150	150
Total current liabilities held for sale	2,956	1,970
Asset retirement and reclamation liabilities <sup>(4)</sup>	3,342	3,281
Total liabilities held for sale	<u>\$ 6,298</u>	<u>\$ 5,251</u>

- (1) Property, plant and equipment, net at March 31, 2025 and December 31, 2024 consisted of the remaining Velardeña Properties assets.
- (2) Deferred revenue at March 31, 2025 and December 31, 2024 primarily represents cash received for the sale of the Velardeña oxide plant.
- (3) Other current liabilities at March 31, 2025 and December 31, 2024 consisted of the current portion of ARO.
- (4) Asset retirement and reclamation liabilities at March 31, 2025 and December 31, 2024 relate to the Rodeo and Velardeña Properties.

*Asset Retirement and Reclamation Liabilities*

Current asset retirement and reclamation liabilities are included in “*Current liabilities held for sale*”. Non-current asset retirement and reclamation liabilities are included in “*Liabilities held for sale*”.

Asset retirement and reclamation liabilities consist of the following:

	<u>March 31,</u> <u>2025</u>	<u>December 31,</u> <u>2024</u>
	(in thousands)	
Current asset retirement and reclamation liabilities	\$ 150	\$ 150
Non-current asset retirement and reclamation liabilities	3,342	3,281
	<u>\$ 3,492</u>	<u>\$ 3,431</u>

Current asset retirement and reclamation liabilities is included in *Other current liabilities* (see Note 9).

The following table presents the changes in the Company’s asset retirement and reclamation liabilities for the three months ended March 31, 2025 and 2024:

	<u>Three Months Ended</u> <u>March 31,</u>	
	<u>2025</u>	<u>2024</u>
	(in thousands)	
Balance at January 1,	\$ 3,431	\$ 4,246
Accretion expense	61	76
Balance at March 31,	<u>\$ 3,492</u>	<u>\$ 4,322</u>

#### 4. New Accounting Pronouncements

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. The amendments in this update are intended to enhance the transparency and decision usefulness of income tax disclosures primarily related to the rate reconciliation and income taxes paid information. This update is effective for annual periods beginning after December 15, 2024. Early adoption is permitted and should be applied on a prospective basis, however retrospective application is permitted. We are currently evaluating the impact of adopting ASU 2023-09 on our consolidated financial statements.

In November 2024, the FASB issued ASU 2024-03, *Disaggregation of Income Statement Expenses*, which is intended to improve financial reporting by requiring disaggregated disclosure of certain costs and expenses. ASU 2024-03 is effective for fiscal years beginning after December 15, 2026, and for interim periods within fiscal years beginning after December 15, 2027, with early adoption permitted, and may be applied on either a prospective or retrospective basis. The Company is currently evaluating the impact of this guidance on its consolidated financial statements.

#### 5. Prepaid Expenses and Other Assets

Prepaid expenses and other current assets consist of the following:

	<u>March 31,</u> <u>2025</u>	<u>December 31,</u> <u>2024</u>
	(in thousands)	
Prepaid insurance	\$ 23	\$ 109
Recoupable deposits and other	85	255
	<u>\$ 108</u>	<u>\$ 364</u>

#### 6. Value Added Tax Receivable, Net

At March 31, 2025 and December 31, 2024, the Company recorded a net VAT paid in Mexico of \$0.3 million, related to the Rodeo and Velardeña Properties, as a recoverable asset, which appears in “Value added tax receivable, net” on the interim Condensed Consolidated Balance Sheets. Mexico law allows for certain VAT payments to be recovered through ongoing applications for refunds. The Company expects that the current amounts receivable will be recovered within a one-year period. At March 31, 2025 and December 31, 2024, the Company recorded approximately \$173,000 and \$172,000, respectively, of VAT payable as a reduction to the VAT receivable in Mexico.

The Company has also paid VAT in Mexico as well as other countries, primarily related to exploration projects, which has been charged to expense as incurred because of the uncertainty of recoverability.

## 7. Property, Plant and Equipment, Net

The components of property, plant and equipment are as follows:

	March 31, 2025	December 31, 2024
	(in thousands)	
Mining equipment and machinery	\$ 158	\$ 158
Other furniture and equipment	350	350
	508	508
Less: Accumulated depreciation	(486)	(486)
	<u>\$ 22</u>	<u>\$ 22</u>

## 8. Accounts Payable and Other Accrued Liabilities

The Company's accounts payable and other accrued liabilities consist of the following:

	March 31, 2025	December 31, 2024
	(in thousands)	
Accounts payable and accruals	\$ 1,483	\$ 1,226
Accrued employee compensation and benefits	408	399
	<u>\$ 1,891</u>	<u>\$ 1,625</u>

## 9. Other Current Liabilities

The following table sets forth the Company's other current liabilities:

	March 31, 2025	December 31, 2024
	(in thousands)	
Insurance premium financing	\$ 8	\$ 24
Operating lease liability	—	18
	<u>\$ 8</u>	<u>\$ 42</u>

## 10. Fair Value Measurements

Financial assets and liabilities and nonfinancial assets and liabilities are measured at fair value on a recurring basis under a framework of a fair value hierarchy that prioritizes the inputs into valuation techniques used to measure fair value into three broad levels. This hierarchy gives the highest priority to quoted prices (unadjusted) in active markets and the lowest priority to unobservable inputs. Further, financial assets and liabilities should be classified by level in their entirety based upon the lowest level of input that was significant to the fair value measurement. The three levels of the fair value hierarchy per ASC Topic 820 are as follows:

**Level 1:** Unadjusted quoted market prices in active markets for identical assets or liabilities that are accessible at the measurement date.

**Level 2:** Quoted prices in inactive markets for identical assets or liabilities, quoted prices for similar assets or liabilities in active markets, or other observable inputs either directly related to the asset or liability or derived principally from corroborated observable market data.

**Level 3:** Unobservable inputs due to the fact that there is little or no market activity. This entails using assumptions in models that estimate what market participants would use in pricing the asset or liability.

The following table summarizes the Company's financial assets and liabilities measured on a recurring basis at fair value by respective level of the fair value hierarchy:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
		(in thousands)		
<b>At March 31, 2025</b>				
Assets:				
Cash and cash equivalents	\$ 3,529	\$ —	\$ —	\$ 3,529
	<u>\$ 3,529</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 3,529</u>
<b>At December 31, 2024</b>				
Assets:				
Cash and cash equivalents	\$ 3,175	\$ —	\$ —	\$ 3,175
	<u>\$ 3,175</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 3,175</u>

The Company's cash equivalents, comprised principally of U.S. treasury securities, are classified within Level 1 of the fair value hierarchy.

At March 31, 2025 and December 31, 2024, the Company did not have any financial assets or liabilities classified within Level 2 or Level 3 of the fair value hierarchy.

## 11. Income Taxes

The Company accounts for income taxes in accordance with the provisions of ASC Topic 740, *Income Taxes* ("ASC 740"), on a tax jurisdictional basis. In accordance with ASC 740, the interim provision for taxes was calculated by using the estimated annual effective tax rate applied to the year-to-date income or losses on a jurisdictional basis. Although the Company has generated ordinary losses on a year-to-date basis, the Company has projected taxable income by year end in certain tax jurisdictions, for which an annual effective tax rate has been calculated. For the three months ended March 31, 2025 and 2024, the Company recorded zero income tax expense.

In accordance with ASC 740, the Company presents deferred tax assets net of its deferred tax liabilities on a tax jurisdictional basis on its interim Condensed Consolidated Balance Sheets. As of March 31, 2025 and December 31, 2024, the Company had no deferred tax assets and no deferred tax liability on the interim Condensed Consolidated Balance Sheets due to a valuation allowance offsetting the net deferred tax assets of the Company.

The Company, a Delaware corporation, and its subsidiaries file tax returns in the United States and in various foreign jurisdictions. The tax rules and regulations in these countries are highly complex and subject to interpretation. The Company's income tax returns are subject to examination by the relevant taxing authorities and in connection with such examinations, disputes can arise with the taxing authorities over the interpretation or application of certain tax rules within the country involved. In accordance with ASC 740, the Company identifies and evaluates uncertain tax positions and recognizes the impact of uncertain tax positions for which there is less than a more-likely-than-not probability of the position being upheld upon review by the relevant taxing authority. Such positions are deemed to be "unrecognized tax benefits," which require additional disclosure and recognition of a liability within the financial statements. The Company had no unrecognized tax benefits at March 31, 2025 and December 31, 2024.

## 12. Equity

### Equity Incentive Plans

#### Restricted Stock Grants

The following table summarizes the status and activity of the Company's restricted stock grants at March 31, 2025 and 2024, and the changes during the nine months then ended:

	Three Months Ended March 31,			
	2025		2024	
	Number of Shares	Weighted Average Grant Date Fair Value Per Share	Number of Shares	Weighted Average Grant Date Fair Value Per Share
<b>Restricted Stock Grants</b>				
Outstanding at beginning of period	666	\$ 6.00	5,800	\$ 8.89
Granted during the period	—	—	—	—
Restrictions lifted during the period	—	—	—	—
Forfeited during the period	—	—	—	—
Outstanding at end of period	<u>666</u>	<u>\$ 6.00</u>	<u>5,800</u>	<u>\$ 8.89</u>

#### Restricted Stock Units

The following table summarizes the status and activity of the Company's restricted stock units at March 31, 2025 and 2024, and the changes during the nine months then ended:

	Three Months Ended March 31,			
	2025		2024	
	Number of Shares	Weighted Average Grant Date Fair Value Per Share	Number of Shares	Weighted Average Grant Date Fair Value Per Share
<b>Restricted Stock Units</b>				
Outstanding at beginning of period	1,070,079	\$ 2.36	272,409	\$ 13.09
Granted during the period	—	—	—	—
Shares issued during the period	—	—	—	—
Forfeited during the period	—	—	—	—
Outstanding at end of period	<u>1,070,079</u>	<u>\$ 2.36</u>	<u>272,409</u>	<u>\$ 13.09</u>

#### Key Employee Long-Term Incentive Plan

There were zero Key Employee Long Term Incentive Plan ("KELTIP") Units outstanding at March 31, 2025 and December 31, 2024, respectively. Under the 2023 Equity Incentive Plan ("the 2023 Plan"), the Company discontinued the KELTIP and will no longer issue KELTIP Units.

*Stock-Based Compensation*

Stock-based compensation expense for the periods presented is as follows:

	Three Months Ended March 31,	
	2025	2024
	(in thousands)	
Restricted stock grants	\$ 1	\$ 12
Restricted stock units	73	58
KELTIP units	—	3
	\$ 74	\$ 73

*Common Stock Warrants*

The following table summarizes the activity of the Company’s common stock warrants for the three months ended March 31, 2025 and 2024.

	Three Months Ended March 31,			
	2025		2024	
	Number of Underlying Shares	Weighted Average Exercise Price Per Share	Number of Underlying Shares	Weighted Average Exercise Price Share
<b>Common Stock Warrants</b>				
Outstanding at beginning of period	10,819,742	\$ 1.14	11,308,314	\$ 1.09
Granted during period	—	—	—	—
Exercised during period				
November 2023 Pre-Funded Warrants	—	—	(488,572)	0.0001
Expired during the period				
July 2019 Series A Warrants	(338,155)	8.75	—	—
Outstanding at end of period	10,481,587	\$ 0.90	10,819,742	\$ 1.14

The common stock warrants relate to prior registered offerings and private placements of the Company’s stock.

Common stock warrants outstanding as of March 31, 2025 are as follows:

Common Stock Warrants	Number of Warrants	Exercise Price	Expiration Date
April 2020 Series A Warrants	44,000	\$ 7.50	October 22, 2025
April 2020 Series B Warrants	10,000	\$ 7.50	October 22, 2025
June 2023 Warrants	1,427,587	\$ 1.90	December 26, 2028
November 2023 Series A Warrants	6,000,000	\$ 0.70	November 6, 2028
November 2023 Series B Warrants	3,000,000	\$ 0.70	May 6, 2025
	10,481,587		

All outstanding common stock warrants are recorded in equity at March 31, 2025 and December 31, 2024, following the guidance established by ASC Topic 815-40. The Company’s common stock warrants allow for potential settlement in cash if certain extraordinary events are effected by the Company, including a 50% or greater change of control in the Company’s common stock. Since those events have been deemed to be within the Company’s control, the Company continues to apply equity treatment for these common stock warrants.

**13. Commitments and Contingencies**

*Unifin Lawsuit*

During April 2021, the Company became aware of a lawsuit in Mexico against one of the Company’s Mexican subsidiaries, Minera William, S.A. de C.V. (“Minera William”). The plaintiff in the matter was Unifin Financiera, S.A.B de C.V. (“Unifin”). The lawsuit was assigned to the Fifth Specialized Commercial District Court. In November 2022, the Company was formally served with the complaint in connection with the lawsuit and in December 2022 the Company filed its answer to the complaint. As a preemptive measure, Unifin obtained a preliminary court order freezing Minera

William's bank accounts in Mexico, which limited the Company's and Minera William's ability to access approximately US\$153,000 according to current currency exchange rates.

The Company and Unifin agreed to settle the dispute in late 2023. An accrued liability was recorded for the settlement amount of \$250,000 as of December 31, 2023 and for \$113,000 as of March 31, 2024. During the first quarter of 2024, the Court unfroze the Minera William bank accounts, and the bank remitted the funds to Unifin as per the settlement agreement. Subsequent to March 31, 2024, the Company paid Unifin the remaining amount due under the agreement upon settlement. The court published a writ subsequent to March 31, 2024 stating that the parties had complied with the settlement agreement and declared that Unifin has withdrawn the lawsuit against Minera William.

On June 13, 2024, the Trial Court published the judgment in the commercial oral proceeding initiated by Unifin against Minera William, Procesadora de Minerales de Durango, and Jorge Alberto Samaniego Mota. Since Unifin and Minera William had previously settled the dispute and Unifin desisted or withdrew its action against Minera William, the company was not condemned in the judgment. Procesadora de Minerales de Durango and Jorge Alberto Samaniego Mota were ordered to pay all the amounts claimed by Unifin. However, the judgment states that Minera William, Procesadora de Minerales de Durango, and Jorge Samaniego Mota are jointly and severally liable to Unifin. The Company believes the Judge should not have ruled on whether or not Minera William was jointly and severally liable. Moreover, the Judge did not assess Minera William's arguments that it was not jointly and severally liable to Unifin. Minera William is appealing that ruling as it is clearly contrary to the settlement agreement between Unifin and Minera William. The Company currently believes that it is unlikely any future liability will arise from this judgement.

#### *Claims Related to Shutdown or Reduction of Operations*

Nine former employees of some of the Company's Mexican subsidiaries have pending labor claims filed in 2024 against the subsidiary companies claiming the companies had not compensated them properly for their termination. A severance accrual has been estimated and recorded in connection with these lawsuits for \$230,000.

One supplier of some of the Mexican subsidiaries filed a lawsuit in 2024 against the subsidiary companies for non-payment for services rendered. In total, the supplier is seeking approximately \$55,000 and this amount is recorded in accounts payable as of March 31, 2025.

Early in 2025, we received two labor claims against our Argentina subsidiary from former employees seeking compensation that we believe is unsupported. The first employee has filed a claim for approximately \$99,000, while the second employee has not yet specified the amount of compensation sought. We are assessing the merits of these claims and at this time do not believe they are valid claims.

As a result of the Company's reduced or ceased operations in the US, Mexico, Argentina and Peru, the Company has been and may in the future be exposed to claims from former employees, labor unions, suppliers, consultants or contractors and tax and environmental claims, which may individually or in the aggregate be material.

#### **14. Related Party Transactions**

The following sets forth information regarding transactions between the Company (and its subsidiaries) and its officers, directors and significant stockholders.

##### *Administrative Services*

Beginning in August 2016, the Company began providing limited accounting and other administrative services to Minera Indé, an indirect subsidiary of The Sentient Group ("Sentient"). Sentient, through the Sentient executive funds, previously held a significant percentage of the Company's issued and outstanding shares of common stock. During 2024, Sentient sold its shares of the Company and is no longer considered a related party. In addition, the Company no longer provided services to Minera Indé as of December 31, 2024.

## **15. Subsequent Events**

### *Velardeña Sales Agreement*

Subsequent to March 31, 2025, the Velardeña Buyer made additional payments of approximately \$130,000 plus VAT bringing the total amounts paid through May 16, 2025 to approximately \$2.9 million under the fourth sales agreement, however the Buyer remains in default. As of May 16, 2025, the Company is still owed approximately \$0.1 million, plus VAT, of the \$3.0 million purchase price for the Velardeña oxide plant and water wells and other minor remaining Velardeña assets.

### *Sale of Minera de Cordilleras*

In April 2025 the Company completed the sale of Minera de Cordilleras, a Mexican subsidiary holding tax losses and five minor mining concessions, for \$600,000.

## **Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations**

### **Our Company**

We were incorporated in Delaware in March 2009 under the Delaware General Corporation Law. We are an exploration company holding majority joint venture interests in the Desierto and Sarita Este concessions, adjoining gold-silver-copper exploration projects located in northwest Salta Province Argentina, a 60% joint venture interest in Sand Canyon, an exploration-stage, gold-silver project in northwestern Nevada and other mineral exploration properties located primarily in or near historical precious metals producing regions in Argentina and Mexico. We are primarily focused on advancing exploration activities at the Sarita Este/Desierto project. We incurred net operating losses for the three months ended March 31, 2025, and 2024.

We restarted mining at our Velardeña Properties in December 2023 and continued through the end of February 2024 when it was determined that the initial performance of both the mine and the plant did not achieve expected results. We processed all the mineralized material that had been mined, shut down the sulfide processing plant at the end of March 2024 and held the Velardeña Properties for short-term sale as we evaluated options to realize value from the assets. We entered into the Velardeña Sales Agreements to sell the Velardeña and Chicago mines, both sulfide and oxide processing plants, water wells, and related equipment of the Velardeña Properties to the Velardeña Buyer in exchange for an aggregate purchase price of \$5.5 million in cash, plus VAT. The first three of the Velardeña Sales Agreements which include the combined sales of the Velardeña and Chicago mines, the sulfide processing plant and various related equipment were completed on June 20, 2024, and the titles to the assets were transferred to the Velardeña Buyer. The Velardeña Buyer agreed to pay \$3.0 million plus VAT on July 1, 2024, to complete the fourth and final of the Velardeña Sales Agreements which covered the oxide processing plant and water wells. The Buyer has made payments of approximately \$2.9 million through May 16, 2025, and is currently in default. While we retain title to the plant, the Velardeña Buyer has had operational control of the plant, and we have not had access to the property since mid-year 2024. We continue to hold our remaining interests in the oxide plant at Velardeña as assets held for sale. The Velardeña Buyer has been making periodic payments and the Company believes at this time that it will eventually collect the full amount, at which time the Company will record the sale under the fourth and final Velardeña Sales Agreement. (see “*Item 1. Financial Statements—Note 3. Assets Held for Sale and Discontinued Operations*”).

In October 2024, we completed the sale of Silex Argentina, which is the sole owner of El Quevar, our advanced exploration property in Argentina for \$3.5 million. We also completed the sale of our Yoquivo exploration property in Mexico in November 2024 for \$570,000 plus VAT and the sale of a Mexican subsidiary holding tax losses for \$445,000. In April 2025 the Company completed the sale of an additional Mexican subsidiary holding tax losses and 5 minor property concessions for \$600,000. The Company continues to hold an interest in several remaining exploration properties, including Sarita Este/Desierto, a gold-silver-copper exploration project located in northwest Salta Province Argentina and Sand Canyon, an exploration stage, gold-silver project in northwestern Nevada.

Because we have ceased production at the Velardeña Properties, our only near-term opportunity to generate cash flow is from the sale of assets or new sources of debt or equity capital. We are evaluating and pursuing alternatives to obtain funds to continue as a going concern, including the potential sale of the Company, finalizing the sale of its assets at the Velardeña Properties, seeking buyers or partners for certain of the Company’s other assets or obtaining equity or other external financing. In the absence of additional cash inflows, the Company anticipates that its cash resources will be exhausted in the first quarter of 2026. If we are unable to obtain additional cash resources or sell the Company, we will be forced to cease operations and liquidate. See “*Item 1. Financial Statements—Note 3. Assets Held for Sale and Discontinued Operations*.”

### **2025 Highlights**

The Company has achieved a significant reduction in liabilities and a meaningful decrease in our cost structure through its restructuring efforts in 2024 which continued into the first quarter of 2025. These combined actions allowed us to strengthen our balance sheet and preserve capital, enabling us to shift focus toward our most promising exploration assets as further described below. We expect the restructuring actions to be completed once the remaining sales agreement for the Velardeña assets is completed, which we anticipate happening in the second quarter.

### *Sarita Este / Desierto Project*

The Desierto project, located in the Puna geological region of Salta Province, Argentina, has been the subject of surface exploration that identified zones of alteration, including clay and silica-rich areas typically associated with precious metal systems. During 2025, the Company plans to formalize a joint venture agreement with Cascadero Copper Corporation to advance exploration activities on the Desierto I concession. The Company anticipates initiating a Phase I drill program designed to test extensions of gold mineralization observed at the adjacent Sarita Este property. Data obtained from the initial drilling program is expected to support refinement of the Desierto geological model and further evaluation of potential synergies with the Sarita Este project.

### *Sand Canyon Project*

In January 2025, the Company exercised its option to earn a 60% interest in the Sand Canyon project, located in Humboldt County, Nevada, pursuant to its agreement with Golden Gryphon Explorations, Inc. The parties are currently working to finalize joint venture documentation. While no drilling is planned for 2025, the Company is continuing to review and integrate historical exploration data and technical studies to inform future exploration plans.

### *Sale of Minera de Cordilleras*

In April 2025, the Company completed the sale of its wholly owned subsidiary, Minera de Cordilleras S. de R.L. de C.V., for total consideration of \$600,000. The subsidiary held five non-core mining concessions in Mexico and accumulated tax loss carryforwards as part of its restructuring program.

## **Financial Results of Operations**

For the results of operations discussed below, we compare the results of operations for the three months ended March 31, 2025, to the results of operations for the three months ended March 31, 2024.

*Exploration expense.* Our exploration expense, including property holding costs and allocated administrative expenses, totaled \$0.1 million and \$0.1 million for the three months ended March 31, 2025 and 2024, respectively, essentially unchanged.

*Administrative expense.* Administrative expenses totaled \$0.7 million for the three months ended March 31, 2025, compared to \$1.0 million for the three months ended March 31, 2024. Administrative expenses, including costs associated with being a public company, are incurred primarily by our corporate activities in support of our exploration portfolio. The lower administrative expense we incurred during 2025 is primarily related to our cost reduction efforts.

*Stock-based compensation.* During the three months ended March 31, 2025 and 2024, we incurred \$0.1 million of stock-based compensation expense. Stock-based compensation varies from period to period depending on the number and timing of shares granted, the type of grant, the market value of the shares on the date of grant and other variables.

*Interest and other income, net.* We recorded a nominal amount of interest and other income, net for the three months ended March 31, 2025 and 2024.

*Loss on foreign currency transactions.* We recorded a nominal amount of loss on foreign currency transactions for the three months ended March 31, 2025 and 2024. Foreign currency gains and losses are primarily related to the effect of currency fluctuations on monetary assets net of liabilities held by our foreign subsidiaries that are denominated in currencies other than U.S. dollars.

*Income Taxes.* We recorded zero income tax expense for the three months ended March 31, 2025 and 2024.

*Loss from discontinued operations, net of taxes.* In 2024, certain businesses were classified as assets held for sale and discontinued operations, including the Rodeo and Velardeña Properties in Mexico and the El Quevar property in Argentina. Loss from discontinued operations, net of taxes was \$0.4 million and \$3.3 million for the three months ended March 31, 2025 and 2024, respectively.

Loss from discontinued operations, net of taxes included the following major components:

- *Sale of metals.* Revenue from the sale of metals decreased from \$1.2 million for the three months ended March 31, 2024 to zero for the three months ended March 31, 2025 primarily due to ceasing mining operations at the Rodeo and Velardeña Properties in 2023 and 2024, respectively.
- *Cost of metals sold.* For the three months ended March 31, 2025 and 2024, we recorded zero and \$2.9 million of cost of metals sold, respectively. The decrease in costs was due to the discontinuation of mining operations.
- *Exploration.* Exploration decreased from \$0.4 million for the three months ended March 31, 2024 to zero for the three months ended March 31, 2025 primarily due to cash constraints of the Company and the classification of assets held for sale.
- *Velardeña care and maintenance costs.* We recorded no expenses related to care and maintenance at our Velardeña Properties for the three months ended March 31, 2024 as the Velardeña Properties were operating during that period. We recorded \$0.2 million related to care and maintenance for the three months ended March 31, 2025, for expenses related to care and maintenance at our Velardeña Properties as the result of the previous suspension of mining and processing activities in 2024.
- *Other operating expense, net.* We recorded \$0.1 million of other operating expense for the three months ended March 31, 2025 relating primarily to the write-off of a receivable. We recorded \$0.9 million for the three months ended March 31, 2024 relating mainly to a severance accrual for employees in Mexico.

For additional details on the major components of the loss from discontinued operations, please refer to “*Item 1 Financial Statements—Note 3. Assets Held for Sale and Discontinued Operations*” in this Form 10-Q.

## **Liquidity, Capital Resources and Going Concern**

### *2025 Liquidity Forecast and Going Concern Qualification*

We do not currently have sufficient resources to meet our expected cash needs for a period of twelve months beyond the filing date of this 2025 Quarterly Report on Form 10-Q. At March 31, 2025, we had current assets of approximately \$4.0 million, including cash and cash equivalents of approximately \$3.5 million. On the same date, we had accounts payable and other current liabilities of approximately \$4.9 million, which includes \$3.0 million in deferred revenue for the sale of the Velardeña oxide plant and water wells recorded within *Current liabilities held for sale* on the interim Condensed Consolidated Balance Sheets. As previously disclosed, the Company ceased mining at the Velardeña mines in Mexico in the first quarter 2024 and subsequently sold the mines and certain related assets. As of March 31, 2025, the Company was owed \$232,000 plus \$37,000 value-added tax (“VAT”) of the \$3.0 million purchase price for the Velardeña oxide plant and water wells and other minor remaining Velardeña assets (see Note 15).

The Company’s only near-term opportunity to generate cash flow to meet its expected cash requirements is from the sale of assets, equity or other external financing. The Company is evaluating and pursuing alternatives, including the potential sale of the Company, finalizing the sale of its assets at the Velardeña Properties, seeking buyers or partners for the Company’s other assets or obtaining equity or other external financing. In the absence of additional cash inflows, the Company anticipates that its cash resources will be exhausted in approximately the first quarter of 2026. If we are unable to obtain additional cash resources or sell the Company, we will be forced to cease operations and liquidate.

These interim condensed consolidated financial statements have been prepared on a going concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the normal course of business. However, as noted above, our continuing long-term operations will be dependent upon our ability to secure sufficient funding to generate future profitable operations. The underlying value and recoverability of the amounts shown as property, plant and equipment in our consolidated financial statements are dependent on our ability to generate positive cash flows from operations and to fund general administrative, and exploration activities that would lead to additional profitable mining and processing activities or to generate proceeds from the disposition of property, plant and equipment.

The ability of the Company to maintain a positive cash balance for a period of twelve months beyond the filing date of this 2025 Quarterly Report on Form 10-Q is dependent upon its ability to generate sufficient cash flow from selling assets, reducing expenses, and raising sufficient funds through equity financings or other external sources. These material uncertainties cast significant doubt on the Company’s ability to continue as a going concern. Therefore, the Company cannot conclude that substantial doubt does not exist as to the Company’s ability to continue as a going concern for the

twelve months following the filing date of this Quarterly Report for the three months ended March 31, 2025 on Form 10-Q. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets or liabilities which might be necessary should the Company not continue as a going concern.

#### *2025 Liquidity Discussion*

At March 31, 2025, our aggregate cash and cash equivalents totaled \$3.5 million, compared to the \$3.2 million in similar assets held at December 31, 2024. The March 31, 2025 increase is the result of the following expenditures and cash inflows for the three months ended March 31, 2025. Expenditures totaled \$1.2 million from the following:

- \$0.4 million from the net loss on discontinued operations and assets held for sale, which includes, \$0.2 million in Velardeña shutdown care and maintenance costs and \$0.2 million in other operating costs;
- \$0.7 million in general and administrative expenses; and
- \$0.1 million in exploration expenditures.

The above expenditures were partially offset by cash inflows of \$1.5 million from the following:

- \$1.0 million of proceeds received from the sale of Velardeña Plant 2 and water wells; and
- \$0.5 million of other working capital changes.

#### **Recent Accounting Pronouncements**

There were no new accounting pronouncements issued during the first quarter of 2025 that would affect the Company or have a material impact on its consolidated financial position or results of operations.

#### **Forward-Looking Statements**

Some information contained in or incorporated by reference into this Quarterly Report on Form 10-Q (this “Form 10-Q”) may contain forward-looking statements and forward-looking information (collectively, “forward-looking statements”) within the meaning of the United States Private Securities Litigation Reform Act of 1995 and other applicable securities laws. We use the words “anticipate,” “continue,” “likely,” “estimate,” “expect,” “may,” “could,” “will,” “project,” “should,” “believe” and similar expressions (including negative and grammatical variations) to identify forward-looking statements. These statements include comments relating to (i) our anticipated near-term capital needs and potential sources of capital; (ii) our plans regarding exploration activities at the Sarita Este/Desierto project and the completion of the related joint venture documents and formation of the joint venture with Cascadero Copper Corporation (“Cascadero”); (iii) plans regarding our Sand Canyon exploration property in Nevada; (iv) expectations pertaining to the collection of receivables from the sale of the Velardeña Properties; (iv) projected spending for the twelve months ending March 31, 2026; and (v) statements concerning our financial condition, business strategies, business and legal risks, and our financial outlook for 2025, including anticipated expenditures and cash inflows during the year. Although we believe the expectations and assumptions reflected in those forward-looking statements are reasonable, we cannot assure you that these expectations and assumptions will prove to be correct. Our actual results could differ materially from those expressed or implied in these forward-looking statements as a result of various factors described in this Form 10-Q, including:

- The Company’s expected near-term cash needs, including the need to raise additional cash in the near-term and whether we are able to raise the necessary capital required to continue our business on terms acceptable to us or at all;
- Higher than anticipated exploration, maintenance, general and administrative costs;
- Whether we will receive the full amount of receivables from the sale of the Velardeña Properties and whether the timing of such collections will be delayed;
- Plans regarding further advancement of the Sarita Este/Desierto project, including completion of the joint venture documents with Cascadero;
- Plans regarding further advancement of the Sand Canyon project, including completion of the joint venture with Golden Gryphon Explorations, Inc.;
- Decreases in silver and gold prices;

- Risks related to our exploration properties, including unfavorable results from exploration and whether we will be able to advance our exploration properties;
- Variations in the nature, quality and quantity of any mineral deposits that are or may be located at our exploration properties, changes in interpretations of geological information, and unfavorable results of drilling, metallurgical and other tests;
- Potential delays in our exploration activities or other activities to advance properties towards mining resulting from environmental consents or permitting delays or problems, accidents, problems with contractors, disputes under agreements related to exploration properties, unanticipated costs and other unexpected events;
- Our ability to retain key management and exploration personnel necessary to successfully operate and grow our business;
- Economic and political events negatively affecting the market prices for gold, silver, zinc, lead and other minerals that may be found on our exploration properties;
- Political and economic instability in Argentina and other countries in which we conduct our business, and future actions of any of these governments with respect to nationalization of natural resources or other changes in mining or taxation policies;
- Adverse technological changes and cybersecurity threats;
- Volatility in the market price of our common stock; and
- The factors discussed under “*Risk Factors*” in our 2024 Annual Report.

These factors are not intended to represent a complete list of the general or specific factors that could affect us. Many of these factors are beyond our ability to control or predict. Although we believe that the expectations reflected in our forward-looking statements are based on reasonable assumptions, such expectations may prove to be materially incorrect due to known and unknown risks and uncertainties. You should not unduly rely on any of our forward-looking statements. These statements speak only as of the date of this Quarterly Report on Form 10-Q. We undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

#### **Interest Rate Risk**

We invest substantially all of our excess cash in U.S. government and debt securities rated “investment grade” or better. The rates received on such investments may fluctuate with changes in economic conditions. Based on the average cash and investment balances outstanding during the first three months of 2025, a 1% decrease in interest rates would have resulted in only a nominal reduction in interest income for the period.

#### **Foreign Currency Exchange Risk**

Although most of our expenditures are in U.S. dollars, certain purchases of labor, services, supplies and capital assets are denominated in other currencies, primarily in Mexico and Argentina. As a result, currency exchange fluctuations may impact the costs of our exploration and mining activities. To reduce this risk, we maintain minimum cash balances in foreign currencies and complete most of our purchases in U.S. dollars.

#### **Commodity Price Risk**

We are primarily engaged in the exploration of properties containing gold, silver, zinc, lead and other minerals. As a result, decreases in the price of any of these metals have the potential to negatively impact our ability to establish reserves and mine on our properties. We currently hold no commodity derivative positions.

### **Item 4. Controls and Procedures**

#### **Evaluation of Disclosure Controls and Procedures**

Our Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer) have evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) as of March 31, 2025, (the “Evaluation Date”). Based on such evaluation, such officers have concluded that, as of the Evaluation Date, our disclosure

controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act are recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer to allow timely decisions regarding required disclosure.

### **Changes in Internal Control over Financial Reporting**

There have been no changes in our internal control over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **Item 1. Legal Proceedings.**

#### *Unifin Lawsuit*

During April 2021, the Company became aware of a lawsuit in Mexico against one of the Company's Mexican subsidiaries, Minera William, S.A. de C.V. ("Minera William"). The plaintiff in the matter was Unifin Financiera, S.A.B de C.V. ("Unifin"). The lawsuit was assigned to the Fifth Specialized Commercial District Court. In November 2022, the Company was formally served with the complaint in connection with the lawsuit and in December 2022 the Company filed its answer to the complaint. As a preemptive measure, Unifin obtained a preliminary court order freezing Minera William's bank accounts in Mexico, which limited the Company's and Minera William's ability to access approximately US\$153,000 according to current currency exchange rates.

The Company and Unifin agreed to settle the dispute in late 2023. An accrued liability was recorded for the settlement amount of \$250,000 as of December 31, 2023 and for \$113,000 as of March 31, 2024. During the first quarter of 2024, the Court unfroze the Minera William bank accounts, and the bank remitted the funds to Unifin as per the settlement agreement. Subsequent to March 31, 2024, the Company paid Unifin the remaining amount due under the agreement upon settlement. The court published a writ subsequent to March 31, 2024 stating that the parties had complied with the settlement agreement and declared that Unifin has withdrawn the lawsuit against Minera William.

On June 13, 2024, the Trial Court published the judgment in the commercial oral proceeding initiated by Unifin against Minera William, Procesadora de Minerales de Durango, and Jorge Alberto Samaniego Mota. Since Unifin and Minera William had previously settled the dispute and Unifin desisted or withdrew its action against Minera William, the company was not condemned in the judgment. Procesadora de Minerales de Durango and Jorge Alberto Samaniego Mota were ordered to pay all the amounts claimed by Unifin. However, the judgment states that Minera William, Procesadora de Minerales de Durango, and Jorge Samaniego Mota are jointly and severally liable to Unifin. The Company believes the Judge should not have ruled on whether or not Minera William was jointly and severally liable. Moreover, the Judge did not assess Minera William's arguments that it was not jointly and severally liable to Unifin. Minera William is appealing that ruling as it is clearly contrary to the settlement agreement between Unifin and Minera William. The Company currently believes that it is unlikely any future liability will arise from this judgement.

#### *Claims Related to Shutdown or Reduction of Operations*

Nine former employees of some of the Company's Mexican subsidiaries have pending labor claims filed in 2024 against the subsidiary companies claiming the companies had not compensated them properly for their termination. A severance accrual has been estimated and recorded in connection with these lawsuits for \$230,000.

One supplier of some of the Mexican subsidiaries filed a lawsuit in 2024 against the subsidiary companies for non-payment for services rendered. In total, the supplier is seeking approximately \$55,000 and this amount is recorded in accounts payable as of March 31, 2025.

Early in 2025, we received two labor claims against our Argentina subsidiary from former employees seeking compensation that we believe is unsupported. The first employee has filed a claim for approximately \$99,000, while the

second employee has not yet specified the amount of compensation sought. We are assessing the merits of these claims and at this time do not believe they are valid claims.

As a result of the Company's reduced or ceased operations in the US, Mexico, Argentina and Peru, the Company has been and may in the future be exposed to claims from former employees, labor unions, suppliers, consultants or contractors and tax and environmental claims, which may individually or in the aggregate be material.

**Item 1A. Risk Factors**

The risk factors for the three months ended March 31, 2025, are substantially the same as those set forth in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2024.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

- 3.1 [Amended and Restated Certificate of Incorporation of Golden Minerals Company \(incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on March 30, 2009\).](#)
- 3.2 [First Amendment to the Amended and Restated Certificate of Incorporation of Golden Minerals Company dated September 2, 2011 \(incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on September 9, 2011\).](#)
- 3.3 [Second Amendment to the Amended and Restated Certificate of Incorporation of Golden Minerals Company dated May 19, 2016 \(incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on May 20, 2016\).](#)
- 3.4 [Third Amendment to the Amended and Restated Certificate of Incorporation of Golden Minerals Company dated June 15, 2021 \(incorporated by reference to Appendix A of the Company's Proxy Statement on Schedule 14A filed on March 25, 2021\).](#)
- 3.5 [Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Golden Minerals Company \(incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on May 30, 2023\).](#)
- 3.6 [Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Golden Minerals Company \(incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on May 14, 2024\).](#)
- 3.7 [Amended and Restated Bylaws of Golden Minerals Company \(incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on March 1, 2023\).](#)
- 4.1 [Form of Series A Warrant \(incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on July 19, 2019\).](#)
- 4.2 [Form of Series A Warrant \(incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on April 23, 2020\).](#)
- 4.3 [Form of Series B Warrant \(incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on April 23, 2020\).](#)

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4.4	<a href="#">Form of Common Warrant (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on June 29, 2023).</a>
4.5	<a href="#">Form of Series A Warrant (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on November 9, 2023).</a>
4.6	<a href="#">Form of Series B Warrant (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on November 9, 2023).</a>
31.1	<a href="#">Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act.*</a>
31.2	<a href="#">Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act.*</a>
32	<a href="#">Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. 1350 (Section 906 of the Sarbanes-Oxley Act).**</a>
101.INS	Inline XBRL Instance Document*
101.SCH	Inline XBRL Taxonomy Extension Schema Document*
101.CAL	Inline XBRL Taxonomy Calculation Linkbase Document*
101.DEF	Inline XBRL Taxonomy Definition Document*
101.LAB	Inline XBRL Taxonomy Label Linkbase Document*
101.PRE	Inline XBRL Taxonomy Presentation Linkbase Document*
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded in the Inline XBRL document)

\* Filed herewith

\*\* Furnished herewith

### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

#### GOLDEN MINERALS COMPANY

Date: May 20, 2025

By: /s/ Pablo Castaños

\_\_\_\_\_  
Pablo Castaños  
President and Chief Executive Officer

Date: May 20, 2025

By: /s/ Joseph G. Dwyer

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Joseph G. Dwyer  
Senior Vice President and Chief Financial Officer

## CERTIFICATIONS

I, Pablo Castaños, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Golden Minerals Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 20, 2025

/s/ Pablo Castaños  
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Pablo Castaños  
President and Chief Executive Officer

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I, Joseph G. Dwyer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Golden Minerals Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
  - a. All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 20, 2025

/s/ Joseph G. Dwyer

Joseph G. Dwyer

Senior Vice President and Chief Financial Officer

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**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Golden Minerals Company (the “Company”) on Form 10-Q for the quarter ended March 31, 2025 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned hereby certifies, pursuant to 18 U.S.C. §1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Pablo Castaños

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Pablo Castaños  
President and Chief Executive Officer  
May 20, 2025

/s/ Joseph G. Dwyer

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Joseph G. Dwyer  
Senior Vice President and Chief Financial Officer  
May 20, 2025

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