ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders
i-80 Gold Corp

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of i-80 Gold Corp (a British Columbia, Canada corporation) and subsidiaries (the "Company") as of December 31, 2024 and 2023, the related consolidated statements of operations and comprehensive loss, changes in equity, and cash flows for each of the two years in the period ended December 31, 2024, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2024, in conformity with accounting principles generally accepted in the United States of America.

Going concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the consolidated financial statements, the Company has a working capital deficit and current operating losses. These conditions, along with other matters as set forth in Note 2, raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.
We conducted our audits in accordance with the standards of the PCAOB.

Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ GRANT THORNTON LLP

We have served as the Company's auditor since 2022.

Salt Lake City, Utah
March 31, 2025

CONSOLIDATED BALANCE SHEETS
(Stated in thousands of United States Dollars, except for share data)

	Note	December 31, 2024	December 31, 2023
ASSETS			
Current assets			
Cash and cash equivalents		**$ 19,001**	$ 16,277
Receivables, net		**3,273**	4,316
Inventory	4	**15,331**	11,387
Prepaids and deposits		**3,421**	4,631
Current portion of other assets		**1,278**	3,202
Total current assets		**42,304**	39,813
Non-current assets			
Other assets		**594**	586
Restricted cash	5	**40,289**	44,488
Property, plant and equipment, net	6	**572,442**	569,396
Total non-current assets		**613,325**	614,470
Total assets		**$ 655,629**	$ 654,283
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		**$ 26,420**	$ 27,185
Current portion of long-term debt	7	**37,842**	31,155
Current reclamation liabilities	8	**906**	543
Current portion of other liabilities	9	**8,882**	6,282
Total current liabilities		**74,050**	65,165
Non-current liabilities			
Deferred tax liabilities		**16,401**	14,903
Long-term debt	7	**153,555**	162,957
Reclamation liabilities	8	**55,710**	49,222
Non-current portion of other liabilities	9	**15,249**	16,740
Total non-current liabilities		**240,915**	243,822
Total liabilities		**314,965**	308,987
COMMITMENTS AND CONTINGENCIES	20		
EQUITY			
Common shares, unlimited authorized shares with no par value, 409,786,956 and 298,502,334 shares issued and outstanding as of December 31, 2024 and December 31, 2023, respectively	10	**606,505**	489,270
Additional paid-in capital		**18,977**	19,311
Accumulated deficit		**(284,818)**	(163,285)
Total equity		**340,664**	345,296
Total liabilities and equity		**$ 655,629**	$ 654,283

See accompanying notes to the Consolidated Financial Statements

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Stated in thousands of United States Dollars, except for share data)

	Note	Year ended December 31, 2024	2023
Revenue		**$ 50,335**	$ 54,910
Cost of sales		**(64,569)**	(52,852)
Depletion, depreciation and amortization	6	**(1,489)**	(7,202)
Gross loss		**(15,723)**	(5,144)
Expenses			
Exploration, evaluation and pre-development	14	**38,430**	61,091
General and administrative		**20,773**	21,638
Property maintenance		**14,161**	13,080
Loss from operations		**(89,087)**	(100,953)
Other income	15	**24,000**	41,022
Other expense	15	**(21,997)**	(5,601)
Interest expense	16	**(32,951)**	(27,336)
Loss before income taxes		**(120,035)**	(92,868)
Current tax expense	18	**—**	(228)
Deferred tax (expense) recovery	18	**(1,498)**	3,442
Net loss and comprehensive loss		**$ (121,533)**	$ (89,654)
Loss per share			
Basic and diluted loss per share	11	**$ (0.34)**	$ (0.33)
Basic and diluted weighted average shares outstanding	11	**359,206,859**	274,057,213

See accompanying notes to the Consolidated Financial Statements

CONSOLIDATED STATEMENTS OF CASH FLOW
(Stated in thousands of United States Dollars)

	Note	Year ended December 31, 2024	2023
OPERATING ACTIVITIES			
Net loss		**$ (121,533)**	$ (89,654)
Adjustments			
Depletion, depreciation and amortization	6	**3,200**	8,711
Accretion expense	8	**3,071**	2,766
Share-based payments		**570**	2,309
Non-cash items included in other income	12	**953**	(33,390)
Loss on foreign exchange		**34**	29
Interest expense		**32,496**	27,302
Deferred tax recovery		**1,498**	(3,442)
Reclamation expenditures	8	**(455)**	(540)
Other		**(248)**	—
Net change in operating assets and liabilities	12	**(2,087)**	8,444
Cash used in operating activities		**$ (82,501)**	$ (77,465)
INVESTING ACTIVITIES			
Capital expenditures on property, plant and equipment		**(2,018)**	(17,407)
Disposal proceeds		**425**	—
Purchase of investments		**—**	(894)
Net cash acquired in acquisition of Paycore Minerals Inc.	3	**—**	10,027
Cash used in investing activities		**$ (1,593)**	$ (8,274)
FINANCING ACTIVITIES			
Proceeds from shares issued in brokered placement	11	**83,500**	—
Proceeds from shares issued in equity financing	11	**17,436**	27,693
Proceeds from shares issued in ATM Program	11	**22,559**	—
Net proceeds from Gold Prepay	8	**—**	18,932
Principal repayment on Gold Prepay	8	**(23,818)**	(16,475)
Principal repayment on Silver Purchase Agreement	8	**(8,387)**	(5,725)
Share issue costs		**(5,714)**	(1,768)
Stock option and warrant exercises	11	**983**	1,949
Finance fees paid		**(2,227)**	—
Net proceeds on Convertible Debentures	8	**—**	61,906
Contingent payments	11	**(1,436)**	(21,000)
Other		**(229)**	(148)
Cash provided by financing activities		**$ 82,667**	$ 65,364
Change in cash, cash equivalents and restricted cash during the year		**(1,427)**	(20,375)
Cash, cash equivalents and restricted cash, beginning of year		**60,765**	81,178
Effect of exchange rate changes on cash held		**(48)**	(38)
Cash, cash equivalents and restricted cash, end of year		**$ 59,290**	$ 60,765
Reconciliation of cash, cash equivalents, and restricted cash:			
Cash and cash equivalents		**19,001**	16,277
Restricted cash and cash equivalents		**40,289**	44,488
Total cash, cash equivalents, and restricted cash		**$ 59,290**	$ 60,765

Supplemental cash flow information [Note 12]

See accompanying notes to the Consolidated Financial Statements

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Stated in thousands of United States Dollars, except for share data)

		Share Capital				
Issued and outstanding	**Note**	**Number of shares**	**Common shares**	**Additional paid-in capital**	**Accumulated deficit**	**Total equity**
Balance as at December 31, 2022		240,561,017	$ 354,470	$ 15,042	$ (73,631)	$ 295,881
Shares and options issued on acquisition of Paycore Minerals Inc.	3	30,505,575	78,787	2,515	—	81,302
Issued from financing activities	10	14,430,249	29,358	—	—	29,358
Issuance of common shares related to contingent payments	10	12,128,695	26,000	—	—	26,000
Issued on exercise of warrants and stock options	10	876,798	2,423	(353)	—	2,070
Share-based compensation		—	—	2,107	—	2,107
Share issue costs		—	(1,768)	—	—	(1,768)
Net loss		—	—	—	(89,654)	(89,654)
Balance as at December 31, 2023		298,502,334	489,270	19,311	(163,285)	345,296
Issued from financing activities	10	107,298,436	117,102	—	—	117,102
Issuance of common shares related to contingent payments	10	2,727,336	3,564	—	—	3,564
Issued on exercise of stock options and settlement of deferred share units	10	1,258,850	2,282	(1,181)	—	1,101
Share-based compensation	10	—	—	847	—	847
Share issue costs		—	(5,713)	—	—	(5,713)
Net loss		—	—	—	(121,533)	(121,533)
Balance as at December 31, 2024		**409,786,956**	**$ 606,505**	**$ 18,977**	**$ (284,818)**	**$ 340,664**

See accompanying notes to the Consolidated Financial Statements

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Stated in thousands of United States Dollars, except per share amounts)

1. NATURE OF OPERATIONS

i-80 Gold Corp ("i-80 Gold" or the "Company"), is a Nevada-focused, growth-oriented gold and silver producer engaged in the exploration, development and production of gold and silver. The Company's principal assets include the Granite Creek property, Ruby Hill property, Cove property, and the Lone Tree property which includes the autoclave facilities. Each property is wholly-owned by the Company.

The Company was incorporated on November 10, 2020, in the province of British Columbia, Canada. The Company’s common shares are listed on the Toronto Stock Exchange (“TSX”) under the symbol IAU and the New York Stock Exchange ("NYSE American") under the symbol IAUX. Its head office is located in Reno, Nevada. The executive office is located in Toronto, Ontario.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Risks and uncertainties and liquidity

As a mining company, the Company’s revenue, profitability and future rate of growth are substantially dependent on prevailing metal prices, primarily for gold and silver. The prices of these metals are volatile and there can be no assurance that commodity prices will not be subject to wide fluctuations in the future. A substantial or extended decline in commodity prices could have a material adverse effect on the Company’s financial position, results of operations, cash flows, access to capital and the quantities of mineralized material. The carrying value of the Company's property, plant and equipment, inventories, and certain derivative assets are particularly sensitive to the outlook for commodity prices. A decline in the Company's price outlook from current levels could result in material impairment charges related to these assets.

In addition to changes in commodity prices, other factors such as changes in mine plans, increases in costs, geotechnical failures, changes in social, environmental or regulatory requirements and impacts of global events such as future pandemics could result in material impairment charges related to these assets.

These Consolidated Financial Statements ("Financial Statements") have been prepared by management on a going concern basis. The going concern basis of presentation assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

The Company’s ability to execute its plan and fulfill its commitments as they come due is dependent upon its success in obtaining additional financing. While management has been successful in raising additional funds in the past, there can be no assurance that it will be able to do so in the future. Given the Company’s working capital deficit, current operating losses and management’s expectation of future losses until it has fully executed its strategy, the inability of the Company to arrange appropriate financing in a timely manner could result in the carrying value of the Company’s assets being subject to material adjustment. These conditions indicate the existence of material uncertainties which cast substantial doubt as to the Company’s ability to continue as a going concern within one year after the date that the financial statements are issued.

These Financial Statements have been prepared assuming the Company will continue as a going concern and do not include any adjustments to the amounts and classifications of assets and liabilities that might be necessary if the Company is not able to continue as a going concern. Such adjustments could be material.

(b) Basis of preparation

The Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”). Previously, the Company prepared its consolidated financial statements under International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board, as permitted by securities regulators in Canada, as well as in the United States under the status of a Foreign Private Issuer as defined by the United States Securities and Exchange Commission ("SEC"). Beginning January 1, 2025 the Company is required to report with the SEC on domestic forms and comply with domestic company rules in the United States. The Company transitioned to US GAAP effective December 31, 2024 and has retroactively restated its comparatives. New accounting standards implemented subsequent to January 1, 2024 were adopted on their required adoption date.

(c) Use of estimates

The preparation of the Company's Financial Statements requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and the related disclosure of contingent assets and liabilities at the date of the Financial Statements and the reported amounts of revenues and expenses during the reporting period. The more significant areas requiring the use of management estimates and assumptions relate acquisitions, valuation of financial instruments and derivatives, reclamation liabilities, valuation of inventories,impairment of long-lived assets, income taxes. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Accordingly, actual results will differ from the amounts estimated in these Financial Statements.

(d) Principles of consolidation

The Financial Statements include the accounts of the Company and its wholly owned subsidiaries, the most significant of which are Premier Gold Mines USA Inc., Osgood Mining Company LLC ("Granite Creek"), Ruby Hill Mining LLC ("Ruby Hill"), Goldcorp Dee LLC ("Lone Tree"), Au-Reka Gold LLC ("Cove"), and Golden Hill Mining LLC ("FAD"). All intercompany balances and transactions have been eliminated.

(e) Functional and presentation currency

The functional currency of the Company is the United States dollar ("USD" or "US dollars") which reflects the underlying transactions, events and conditions that are relevant to the entity. Management considers primary and secondary indicators in determining functional currency including the currency that influences sales prices, labor, purchases and other costs. Other indicators include the currency in which funds from financing activities are generated and the currency in which receipts from operations are usually retained.

Reference to $ or USD is to US dollars, reference to C$ or CAD is to Canadian dollars.

(f) Cash, cash equivalents and restricted cash

Cash and cash equivalents include cash on hand and held at banks and short-term investments with an original maturity of three months or less, which are readily convertible into a known amount of cash. The Company's deposits are held in high grade credit institutions. At certain times, amounts on deposit may exceed federal deposit insurance limits. Restricted cash is presented separately in the Consolidated Balance Sheets. Restricted cash is held primarily for the purpose of settling asset retirement obligations.

(g) Inventory

Mineralized material in stockpiles and on leach pad inventory is accumulated in stockpiles that are subsequently processed into gold and silver in a saleable form. The recovery of gold from certain oxide mineralized material is achieved through the heap leaching process. Work-in-process inventory represents mineralized material in the processing circuit that has not completed the production process, and is not yet in a saleable form. Finished goods inventory represents gold and silver in saleable form. Material and supplies inventory represent consumables and other materials used in the production process, as well as spare parts and other maintenance supplies.

Inventories are valued at the lower of cost and net realizable value ("NRV"). Cost is determined on a weighted average basis and includes all costs incurred, based on a normal production capacity, in bringing each product to its present location and condition. Cost of inventories comprises direct labor, materials and contractor expenses; depreciation on property, plant and equipment and general and administrative costs.

Provisions to reduce inventory to NRV are recorded to reflect changes in economic factors that impact inventory value and to reflect present intentions for the use of slow moving and obsolete supplies inventory. NRV is determined with reference to relevant market prices less applicable variable selling expenses.

(h) Property, plant and equipment, net

Property, plant and equipment are recorded at cost less accumulated depreciation, depletion and impairment charges.

Directly attributable costs incurred for major capital projects and site preparation are capitalized until the asset is in a location and condition necessary for operation as intended by management. These costs include dismantling and site restoration costs to the extent these are recognized as a provision. Management annually reviews the estimated useful lives, residual values and depreciation methods of the Company's property, plant and equipment and also when events or changes in circumstances indicate that such a review should be made. Changes to estimated useful lives, residual values or depreciation methods resulting from such review are accounted for prospectively.

An item of property, plant and equipment is derecognized upon disposal or when no further future economic benefits are expected from its use or disposal. Any gain or loss arising on recognition of the asset (calculated as the difference between any proceeds received and the carrying amount of the asset) is included in the Consolidated Statements of Operations in the period the asset is derecognized.

Impairment of long-lived assets

The Company assesses the carrying value of its long-lived assets for impairment when events or changes in circumstances indicate that the related carrying amounts may not be recoverable. Indicators of impairment include significant adverse changes in the business, significant changes to the extent or manner in which the asset is being used, its physical condition, significant decreases in mineral reserves, and significant decreases in the market price of the assets. If it is determined that the carrying value of an asset exceeds its unexpected undiscounted cash flows, fair value will be calculated based on the discounted cash flows and the asset will be written down to the extent that the carrying value exceeds the fair value.

Pre-development and exploration properties

Pre-development and exploration properties are capitalized at fair value at the acquisition date. Pre-development and exploration properties may include mineral reserves, mineral resources and exploration potential.

Exploration, evaluation and pre-development expenditures consist of:

- gathering exploration data through topographical and geotechnical studies;
- exploratory drilling, trenching and sampling;
- determining the volume and grade of the resource;
- test work on geology, metallurgy, mining, geotechnical and environmental; and
- conducting engineering, marketing and financial studies.
- pre-development expenditures can include infrastructure costs to gain access to mineralized material at the Company's properties.

Costs incurred in this stage are generally expensed as they are part of the discovery process and do not yet provide future economic benefits unless they meet specific criteria for capitalization. Mineral properties in this stage are not subject to amortization.

The development stage commences once commercially recoverable mineral reserves are confirmed through obtaining a reserve report. In this phase, the company undertakes activities such as establishing access to the mineral reserve and preparing for commercial production. Expenditures related to shaft sinking, underground drift construction, permanent excavations, infrastructure development, and pre-production overburden and waste rock removal are capitalized. These capitalized costs, recognized as assets, are amortized using the units-of-production method as resources are extracted. Development properties are not amortized until they are reclassified as mine property assets upon reaching commercial production levels.

To date, the Company has not established mineral reserves through obtaining a reserve report for any of the exploration prospects; therefore, all exploration and pre-development costs are being expensed.

Depreciation, depletion and amortization

The carrying amounts of mine properties, plant and equipment are depreciated or depleted to their estimated residual value over the estimated economic life of the specific assets to which they relate, using the depreciation methods or depletion rates as indicated below. Estimates of residual values or useful lives and depreciation methods are reassessed annually and any change in estimate is taken into account in the determination of the remaining depreciation or depletion rate. Depreciation or depletion commences on the date the asset is available for its use as intended by management.

Depreciation and depletion is computed using the following rates:

Item	Rates
Buildings and building improvements	5 - 20 years
Leach pad	Units of production
Equipment	2 - 10 years

(i) Reclamation liabilities

Reclamation costs are made in respect of the estimated future costs of closure and restoration and for environmental rehabilitation costs (which include the dismantling and demolition of infrastructure, removal of residual materials and remediation of disturbed areas) in the accounting period when the related environmental disturbance occurs. The reclamation liability is discounted using a credit adjusted risk-free rate, and the unwinding of the discount is included in the Consolidated Statements of Operations in property maintenance as interest accretion. At the time of establishing the liability, a corresponding asset is capitalized and is depreciated over the life of the related asset. The liability is reviewed each reporting period for changes in cost estimates, discount rates and operating lives. Changes to estimated future costs are recognized in the Consolidated Balance Sheets by adjusting the remediation asset and liability. For closed sites, changes to estimated costs are recognized immediately in profit and loss.

Remediation costs are accrued when it is probable that an obligation has incurred and the cost can be reasonably estimated. These costs can include ongoing care and maintenance and monitoring costs. These costs are recorded in the Consolidated Statements of Operations in property maintenance.

(j) Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. If a lease is identified the Company determines whether the lease is an operating or finance lease. Operating lease right-of-use assets are included in other assets and lease obligations are included in other liabilities on the Consolidated Balance Sheets. Finance lease right-of-use assets are included in properties, plant and equipment and finance lease obligations are included in debt on the Consolidated Balance Sheets.

Operating and finance lease right-of-use assets and lease liabilities are recognized at the lease commencement date based on the present value of the future lease payments over the lease term using an incremental borrowing rate. Lease expense is recognized on a straight-line basis over the lease term.

The finance lease right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset will be periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability when applicable.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease terms include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option

The Company has elected not to recognize lease assets and lease liabilities for short-term leases of items that have a lease term of 12 months or less. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

(k) Share-based compensation

All goods and services received in exchange for the grant of any share-based payment are measured at their fair values or where fair value of the goods and services received is indeterminable, estimated using an option pricing model. The Company estimates forfeitures of share-based awards based on historical data and periodically adjusts the forfeiture rate. The adjustment of the forfeiture rate is recorded as a cumulative adjustment in the period the forfeiture estimate is changed. Compensation costs related to share-based compensation are included in general and administrative expenses within the Consolidated Statements of Operations.

Share Option Plan

Stock options are equity-settled share-based compensation awards. The fair value of stock options at the grant date is estimated using the Black-Scholes option pricing model. Compensation expense is recognized over the vesting period based on the number of units estimated to vest. Vesting periods may range from immediate to five years.

Restricted Share Unit Plan

Restricted share units ("RSU") are granted to eligible employees. The RSUs are settled in cash or equity at the option of the Company. The RSUs vest no later than December 31, of the third calendar year following the service year determined based on date of grant. The Company's RSU's are recorded in liabilities as the Company has historically settled these in cash.

Deferred Share Unit Plan

Deferred share units ("DSU") are granted to eligible members of the Board of Directors. The DSUs are settled in cash or equity at the option of the Company. The DSUs vest subject to a DSU award letter but no later than December 31, of the third calendar year following the service year determined based on date of grant. The DSUs granted are accounted for under the liability method where the DSU grant letter specifies settlement in cash, and the equity method where the DSU grant letter specifies settlement in shares. DSUs must be retained until the Director leaves the Board, at which time the awards will be equity or cash settled.

(l) Business combinations

For business combinations that are determined to be a combination of businesses not under common control, the consideration transferred by the Company to obtain control of a subsidiary is calculated as the sum of the acquisition date fair values of the assets transferred, the liabilities assumed and the equity interests issued by the Company, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred.

The Company recognizes identifiable assets acquired and liabilities assumed in a business combination regardless of whether they have been previously recognized in the acquiree's financial statements prior to the acquisition. Assets acquired and liabilities assumed are generally measured at their acquisition date fair values. Goodwill is stated after separate recognition of identifiable intangible assets. It is calculated as the excess of the sum of a) fair value of consideration transferred, b) the recognized amount of any non-controlling interest in the acquiree and c) acquisition date fair value of any existing equity interest in the acquiree, over the acquisition date fair values of identifiable net assets. If the fair values of identifiable net assets exceed the sum calculated above, the excess amount is recognized immediately as income in the Consolidated Statements of Operations.

The Company applies a screen test to evaluate if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets to determine whether a transaction should be accounted for as an asset acquisition or business combination.

When an acquisition does not meet the definition of a business combination because either: (i) substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset, or group of similar identified assets, or (ii) the acquired entity does not have an input and a substantive process that together significantly contribute to the ability to create outputs, the Company accounts for the acquisition as an asset acquisition. In an asset acquisition, goodwill is not recognized, but rather, any excess purchase consideration over the fair value of the net assets acquired is allocated on a relative fair value basis to the identifiable net assets as of the acquisition date and any direct acquisition-related transaction costs are capitalized as part of the purchase consideration.

(m) Revenue

Gold and Silver

The Company generates revenue by selling gold and silver produced from its mining operations under the gold offtake agreement and from gold and silver sold in the London spot market. Revenue from gold and silver is recognized when control of the gold or silver has transferred to the customer and the Company has satisfied its performance obligation, which generally occurs upon the transfer of gold or silver credits to the customer's metal account. Upon transfer of the gold or silver to the customer's metal account, the customer has legal title to, physical possession of, and has assumed the risks and rewards of ownership of the gold or silver; therefore, the customer has the ability to direct the use of and obtain substantially all of the remaining benefits of ownership of the gold or silver.

The Company considers the terms of the contract in determining the transaction price. The transaction price is based upon the amount the Company expects to be entitled to in exchange for the transferring of the gold or silver. The transaction price is either fixed on the settlement date or at spot prices based upon the terms of the contract.

Mineralized Material Sales

The Company generates revenue by selling mineralized material mined from certain of its mines under sale contracts with third parties. The Company recognizes revenue from mineralized material sales when control of the mineralized material has transferred to the customer and the Company has satisfied its performance obligation, which is generally at the point in time that the mineralized material is delivered to the customer. Upon delivery, the customer has legal title to, physical possession of, and has assumed the risks and rewards of ownership of the mineralized material; therefore, the customer has the ability to direct the use of and obtain substantially all of the remaining benefits of ownership of the mineralized material.

The Company considers the terms of the contract in determining the transaction price. The transaction price is based upon the amount the Company expects to be entitled to in exchange for the transferring of the mineralized material. The Company generally sells mineralized material based on the monthly average market price for month in which delivery to the customer takes place or at spot prices based upon the terms of the contract.

Under certain contracts with customers, transfer of control may occur when the promised asset is in transit to the refinery, processing facility or the customer. At this point in time, the customer has legal title to and the risks and rewards of ownership of the promised asset; therefore, the customer has the ability to direct the use of and obtain substantially all of the remaining benefits of ownership of the promised asset.

When another party is involved in providing processing or refining services, the Company assesses whether the nature of its promise is a performance obligation to provide the processing or refining services itself (i.e. the Company is acting as the principal) or to arrange for those goods or services to be provided by the other party (i.e. the Company is acting as the agent). In contracts where the Company has determined it is acting as the principal in providing processing or refining services, the Company records revenue gross of processing and refining charges. In contracts where the Company has determined it is acting as agent in providing processing or refining services, the Company records revenue net of processing and refining charges.

Receivables

Trade receivables and other receivable balances are recognized net of an allowance for credit losses. The allowance represents the portion of the amortized cost basis that the Company does not except to collect due to credit over the contractual life of the receivables, taking into consideration past events, current conditions and reasonable and supportable forecasts of future economic conditions. As of December 31, 2024 and 2023, the amount of credit loss recognized is not significant.

(n) Income taxes

Tax expense recognized in profit or loss comprises the sum of deferred tax and current tax not recognized in other comprehensive income or directly in equity.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting periods, that are unpaid at the reporting date. Current tax is payable on taxable profit or other current tax activities, which differs from profit or loss in the financial statements. Calculation of current tax expense is based on tax rates and tax laws that have been enacted by the end of the reporting period.

Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax on temporary differences associated with investments in subsidiaries and co-ownership is not provided if reversal of these temporary differences can be controlled by the Company and it is expected that reversal will not occur in the foreseeable future.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realization, provided they are enacted or substantively enacted by the end of the reporting period. Deferred tax liabilities are always provided for in full.

In assessing the realizability of deferred tax assets, the Company considers whether it is more likely than not that some portion or all of its deferred tax assets will not be realized. The company considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. A valuation allowance has been provided for the portion of the Company’s net deferred tax assets for which it is more likely than not that they will not be realized.

Deferred tax assets and liabilities are offset only when the Company has a right and intention to offset current tax assets and liabilities from the same taxation authority.

Changes in deferred tax assets or liabilities are recognized as part of deferred tax expense or recovery, except where they relate to items that are recognized in other comprehensive income or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income or equity, respectively.

(o) Debt

Debt issuance costs and debt premiums and discounts, which are included in debt, are amortized using the effective interest method over the terms of the respective debt as a component of interest expense within the Consolidated Statements of Operations.

The Company evaluates all changes to its debt arrangements to determine whether the changes represent a modification or extinguishment to the old debt arrangement. If a debt instrument is deemed to be modified, the Company capitalizes all new lender fees and expenses all third-party fees. If it is determined that an extinguishment of one of the Company's debt instruments has occurred, the unamortized financing fees associated with the extinguished instrument are expensed. Gain or loss on extinguishment of debt is recorded as a component of other income or other expense, net upon the extinguishment of a debt instrument and is calculated as the difference between the re-acquisition price and net carrying amount of the debt, which includes unamortized debt issuance costs.

(p) Derivative Financial instruments

The Company recognizes derivative financial instruments that are not designated as hedging instruments on the balance sheet as either an asset or a liability and are measured at fair value. Management applies judgment in estimating the fair value of instruments that are highly sensitive to assumptions regarding commodity prices, market volatility, and foreign currency exchange rates. These instruments are subsequently remeasured to their fair value at each reporting date with the resulting gain or loss recognized in the Consolidated Statements of Operations in other income or other expense. The Company currently does not apply hedge accounting. The derivatives entered into by the Company are primarily embedded derivatives.

(q) Income (loss) per share

The Company presents basic income (loss) per share for its common shares, calculated by dividing the income (loss) attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted income per share is determined using the treasury stock method and the weighted average number of common shares outstanding for the effects of all dilutive stock options. The if-converted method is applied for convertible debt.

(r) Segment reporting

An operating segment is a component of an entity (i) that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), (ii) whose operating results are regularly reviewed by the entity's management, and (iii) for which discrete financial information is available.

(s) Recently Adopted Accounting Standards

In November 2023, ASU 2023-07 was issued which improves disclosures about a public entity’s reportable segments and addresses requests from investors and other allocators of capital for additional, more detailed information about a reportable segment’s expenses. The ASU applies to all public entities that are required to report segment information in accordance with ASC 280 and is effective starting in annual periods beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The guidance is to be applied retrospectively to all prior periods presented in the financial statements. Upon transition, the segment expense categories and amounts disclosed in the prior periods should be based on the significant segment expense categories identified and disclosed in the period of adoption. The Company has adopted the new standard effective December 31, 2024 retrospectively for all periods presented. See Note 17 Segment Reporting for all periods presented with the new required disclosures. The new standard did not materially impact our Financial Statements.

(Stated in thousands of United States Dollars, except per share amounts)

(t) Recent Issued Accounting Pronouncements

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-09 "Income Taxes (Topic 720): Improvements to Income Tax Disclosures." ASU 2023-09 enhances the transparency and decision usefulness of income tax disclosures through changes to the rate reconciliation and income taxes paid information. The standard is effective beginning with the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2025, and subsequent interim periods, with early adoption permitted. The Company is currently evaluating the impact of the guidance on the financial statements.

In November 2024, the FASB issued ASU 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40). Amended guidance requires more detailed disclosures about the nature of significant expenses included in the Statements of Operations. The amendments are effective prospectively for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Early and retrospective adoption are permitted. The Company is currently evaluating the impact of adopting the ASU on financial statements and related disclosures.

3. CORPORATE TRANSACTIONS

Acquisition of Paycore

On May 5, 2023, the Company completed the acquisition of Paycore Minerals Inc. ("Paycore"). Paycore's principal asset is the FAD property that is host to the FAD deposit located immediately south of, and adjoining, the Company's Ruby Hill Property located in Eureka County, Nevada. The acquisition consolidates the northern portion of the Eureka District, increasing the Company's land package at Ruby Hill.

The Company acquired 100% of the issued and outstanding shares of Paycore at an exchange ratio of 0.68 i-80 Gold common share for each Paycore common share held (the "Exchange Ratio"). All outstanding options and warrants of Paycore that were not exercised prior to the acquisition date were replaced with i-80 Gold options and warrants, as adjusted in accordance with the Exchange Ratio.

The Paycore acquisition was accounted for as an asset acquisition as management determined that substantially all the fair value of the gross assets acquired were concentrated on the FAD mineral property. The components of consideration that were paid is detailed in the table below:

Components of consideration paid:		
Share consideration (i)	$	66,037
Common shares issued in relation to contingent value rights (ii)		12,750
Replacement warrants (iii)		2,675
Replacement options (iii)		2,515
Previously held interest (iv)		4,116
Transaction costs		323
	$	**88,416**

(i) The fair value of 25,488,584 common shares issued to Paycore shareholders was determined using the Company's share price of C$3.46 per share on the acquisition date.

(ii) Following completion of the arrangement and in accordance with the Amendment to the Contingent Value Rights Agreement dated February 26, 2023 among the Company, Paycore, Golden Hill Mining LLC, and Waterton Nevada Splitter, LLC and Waterton Nevada Splitter II, LLC (collectively, "Waterton"), all of the obligations outstanding under the outstanding contingent value rights agreement between Paycore, Golden Hill Mining LLC and Waterton dated April 20, 2022, with an aggregate value of $12.75 million were satisfied through the issuance of 5,016,991 i-80 Gold common shares to Waterton on May 9, 2023. The fair value of 5,016,991 common shares issued to Waterton was determined using the Company's share price of C$3.46 per share on the acquisition date.

(iii) The fair value of 1,727,200 replacement options and 3,755,257 replacement warrants was determined using the Black-Scholes pricing model with the following assumptions:

	Stock Options	**Warrants**
Risk-free rate	3.55% to 3.91%	3.66% to 4.52%
Expected life	18 to 29 months	12 to 24 months
Expected volatility	52% to 56%	52% to 58%
Share price	C$3.46	C$3.46

(iv) On May 5, 2023 and immediately prior to the Paycore acquisition the Company owned 2,336,200 Paycore common shares. The Company's investment in Paycore was remeasured at fair value on the acquisition date using the Exchange Ratio and the Company's share price of C$3.46 per share on the acquisition date with the change in fair value recognized through the consolidated statement of operations as further described in Note 15 of these Financial Statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Stated in thousands of United States Dollars, except per share amounts)

The table below presents the fair values of the assets acquired and liabilities assumed at the date of acquisition:

Net assets acquired:		
Cash	$	10,027
Other assets		206
Mineral properties		92,081
Accounts payable		(35)
Deferred tax liability		(13,863)
Fair value of net assets acquired	**$**	**88,416**

Ruby Hill Property

During the fourth quarter of 2023 the Company entered into a non-binding term sheet in connection with a potential joint venture with an arm's length party at the Company's Ruby Hill property. In connection with the term sheet, the Company granted the potential partner exclusivity for a period of 120 days subject to extension for an additional 60-day period, in order to complete metallurgical due diligence and negotiate definitive documents. During the exclusivity period, the Company completed a drill campaign, funded by the potential partner. During the first quarter of 2024, the Company received funding of $2.1 million from the potential partner for costs incurred in relation to the potential joint venture. The Company has elected to no longer proceed with joint venture discussions.

4. INVENTORY

		December 31, 2024		December 31, 2023
Mineralized material in stockpiles and on leach pads	**$**	**9,634**	$	7,614
Work-in-process		**2,133**		778
Finished goods		**195**		896
Materials and supplies		**3,369**		2,099
Total inventory	**$**	**15,331**	$	11,387

The amount of inventory recognized as an expense in cost of sales for the year ended December 31, 2024, was $64.6 million (2023 - $52.9 million). During the year ended December 31, 2024, the Company recognized, within cost of sales, inventory NRV adjustment of $13.1 million, relating primarily to Granite Creek stockpile and material on leach pads (2023 - $9.9 million, relating to heap leach material at Ruby Hill, Lone Tree and Granite Creek).

5. RESTRICTED CASH

The Company has restricted cash relating to the reclamation for its Lone Tree and Ruby Hill properties. During the first quarter of 2024, $6.0 million in cash collateral was returned to the Company.

6. PROPERTY, PLANT AND EQUIPMENT, NET

		December 31, 2024		December 31, 2023
Pre-development and exploration properties (i)	**$**	**363,228**	$	358,994
Buildings, plant and equipment (ii)		**203,137**		199,831
Construction-in-progress		**24,448**		25,820
Total		**590,813**		584,645
Accumulated depreciation		**18,371**		15,249
Net carrying amounts	**$**	**572,442**	$	569,396

(i) Pre-Development, exploration properties as well as construction-in-progress are not subject to depletion.

(ii) Included in buildings, plant and equipment are $160.2 million not subject to depreciation and amortization.

(Stated in thousands of United States Dollars, except per share amounts)

Depreciation, depletion and amortization on property, plant and equipment during the year ended December 31, 2024 and 2023 include amounts allocated to:

	December 31, 2024	2023
Depreciation, depletion and amortization	**$ 1,489**	$ 7,202
Recorded in exploration, evaluation and pre-development	**270**	189
Recorded in general and administrative	**236**	232
Recorded in property maintenance	**1,205**	1,088
	3,200	8,711
Change in inventory	**133**	(3,713)
Total depletion, depreciation and amortization	**$ 3,333**	$ 4,998

7. LONG-TERM DEBT

	Orion Convertible Loan (i)	Sprott Convertible Loan (ii)	Convertible Debentures (iii)	Gold Prepay Agreement (iv)	Silver Purchase Agreement (v)	Other	Total
As at January 1, 2023	$ 38,232	$ 8,612	$ —	$ 34,004	$ 32,446	$ 565	**$ 113,859**
Fair value on inception	—	—	61,906	16,277	—	—	**78,183**
Additions and adjustments	—	362	—	—	—	14	**376**
Amortization of finance costs	428	—	477	71	20	—	**996**
Principal repayment	—	(2,038)	—	(17,043)	(6,231)	(297)	**(25,609)**
Finance charge	8,104	1,352	4,557	8,867	3,427	—	**26,307**
As at December 31, 2023	46,764	8,288	66,940	42,176	29,662	282	**194,112**
Additions and adjustments	—	390	—	(1,777)	(731)	—	**(2,118)**
Amortization of finance costs	581	—	669	110	26	—	**1,386**
Principal repayment	—	(4,534)	—	(19,843)	(8,508)	(207)	**(33,092)**
Finance charge	9,776	1,315	5,841	11,052	3,125	—	**31,109**
As at December 31, 2024	**$ 57,121**	**$ 5,459**	**$ 73,450**	**$ 31,718**	**$ 23,574**	**$ 75**	**$ 191,397**
Less current portion	—	5,459	—	23,626	8,693	64	**37,842**
Long-term portion	$ 57,121	$ —	$ 73,450	$ 8,092	$ 14,881	$ 11	**$ 153,555**

(i) Orion Convertible Loan

On December 13, 2021, the Company entered into a Convertible Credit Agreement with OMF Fund III (F) Ltd., an affiliate of Orion to borrow $50 million (the "Orion Convertible Loan"). The Orion Convertible Loan bears interest at a rate of 8.0% annually and matures on December 13, 2025. As at December 31, 2024, total principal and accrued interest was $63.9 million. The Orion Convertible Loan contains a change of control feature, a conversion feature, and a forced conversion feature that are considered embedded derivatives by the Company. The change of control feature and conversion feature are classified as derivative financial liabilities measured at fair value (Note 21). The forced conversion feature is not separated from the host contract as it is considered to be indexed to the Company's shares. During the period ended December 31, 2024, none of the features were exercised. The derivative financial liability was recorded at $13.6 million at inception and $0.3 million at December 31, 2024 (December 31, 2023 - $9.0 million). For the year ended December 31, 2024, the Company recorded a fair value gain of $8.7 million (2023 - $18.0 million) related to the valuation of the embedded derivatives through the statement of loss (Note 21). Interest expense is calculated by applying the effective interest rate of 18.64% to the host liability component. The effective interest rate is calculated based on the host liability component after deducting embedded derivatives and transactions costs. Interest accretion is included in interest expense. Orion is a related party (Note 19).

The initial fair value of the convertible loan was determined using a market interest rate for an equivalent non-convertible loan at the issue date. The liability is subsequently recognized on an amortized cost basis until extinguished on change of control, conversion or maturity of the loan.

On January 15, 2025, the Company amended and restated the Orion Convertible Loan (the “A&R Orion Convertible Loan”). Pursuant to the A&R Orion Convertible Loan, the maturity date was extended from December 13, 2025, to June 30, 2026 (Note 22).

(ii) Sprott Convertible Loan

On December 10, 2021, the Company entered into a Convertible Credit Agreement with a fund managed by Sprott Asset Management USA, Inc. and a fund managed by CNL Strategic Asset Management, LLC ("Sprott") to borrow $10 million (the "Sprott Convertible Loan"). The Sprott Convertible Loan bears interest at a rate of 8.0% annually and matures on December 9, 2025. As at December 31, 2024, total principal and accrued interest was $5.9 million. The Sprott Convertible Loan contains a change of control feature, a conversion feature, and a forced conversion feature that are considered embedded derivatives by the Company. The change of control feature and conversion feature are classified as derivative financial liabilities measured at fair value (Note 21). The forced conversion feature is not separated from the host contract as it is considered to be indexed to the Company's shares.

During the second quarter of 2023, Sprott converted $1.8 million in principal and $0.2 million in interest into 0.8 million common shares of the Company. During the fourth quarter of 2024, Sprott converted $3.6 million in principal and $0.9 million in interest into 2.1 million common shares of the Company. The derivative financial liability was recorded at $2.7 million at inception and $0.03 million at December 31, 2024 (December 31, 2023 - $1.5 million). For the year ended December 31, 2024, the Company recorded a fair value gain of $1.4 million (2023 - $3.8 million) related to the valuation of the embedded derivatives (Note 21). Interest expense is calculated by applying the effective interest rate of 16.10% to the host liability component. The effective interest rate is calculated based on the host liability component after deducting embedded derivatives. Interest accretion is included in interest expense. Sprott is a related party (note 19).

The initial fair value of the convertible loan was determined using a market interest rate for an equivalent non-convertible loan at the issue date. The liability is subsequently recognized on an amortized cost basis until extinguished on control, conversion or maturity of the loan.

Under the Sprott Convertible Loan and Orion Convertible Loan (the "Convertible Loans"), if a change of control occurs prior to the maturity date, the Company shall make an offer to prepay the Convertible Loans in cash, in an amount equal to 101% of the then outstanding principal amount. Outstanding amounts under the Convertible Loans are convertible into common shares of the Company at any time prior to maturity at the option of the applicable respective lender (a) in the case of the outstanding principal, C$3.275 per common share, and (b) in the case of accrued and unpaid interest, subject to TSX approval, at the market price of the common shares on the TSX at time of the conversion of such interest. Commencing 120 days following the closing date of the Convertible Loans, on any date when the volume weighted average price equals or exceeds 150% of the conversion price for each of the preceding 20 days, the Company may at its option elect to require the lenders to convert at the conversion price all of the then outstanding principal amount and any accrued and unpaid interest into common shares of the Company.

(iii) Convertible Debentures

On February 22, 2023, the Company closed a private placement offering of $65 million principal amount of secured convertible debentures (the "Convertible Debentures") of the Company. The Convertible Debentures bear interest at a fixed rate of 8.0% per annum and will mature on February 22, 2027. Outstanding amounts under the Convertible Debentures are convertible into common shares of the Company at any time prior to maturity at the option of the applicable respective lender (a) in the case of the outstanding principal, $3.38 per common share, and (b) in the case of accrued and unpaid interest, subject to TSX approval, at the market price of the common shares at time of the conversion of such interest. As at December 31, 2024, total principal and accrued interest is $75.4 million.

The Convertible Debentures contain a conversion feature, a change of control feature, and a forced conversion feature that are considered embedded derivatives by the Company and measured at fair value (Note 21). The conversion feature, change of control feature, and a forced conversion feature are classified as financial liabilities and not separated from the host liability component. The conversion feature and forced conversion feature are considered to be indexed to the Company's shares. During the period ended December 31, 2024, none of the features were exercised. Interest expense is calculated by applying the effective interest rate of 9.2% to the host liability component. The effective interest rate is calculated based on the host liability component after deducting transactions costs. Interest accretion is included in interest expense.

Under the Convertible Debentures if a change of control occurs prior to the maturity date, the Company shall make an offer to prepay the Convertible Debentures in cash, in an amount equal to 104% of the then outstanding principal amount, plus accrued and unpaid interest on such Convertible Debentures up to, and including, the change of control purchase date. The holder of the Convertible Debentures shall have the right, at any time, to convert all or any portion of the principal amount of the Convertible Debentures into common shares of the Company at the conversion price of $3.38 per common share. The holder shall also have the option to elect to convert all or any portion of the accrued and unpaid interest into common shares at a price equal to the greater of (i) the conversion price, (ii) the current market price of the common shares on NYSE at the time of the conversion of such amounts owing, or (iii) 5-day VWAP of the common shares on the TSX. If after 120 days after the issue date and prior to the maturity date, the VWAP of the common shares of the Company as measured in U.S. dollars on the NYSE American equals or exceeds 150% of the conversion price for 20 consecutive trading days, the Company shall have right to convert all but not less than all of the principal amount of the Convertible Debentures, and subject to the approval of the TSX or any applicable stock exchange, all accrued and unpaid interest on the Convertible Debentures (however, that such conversion price of the accrued and unpaid interest must not be less than the VWAP of the common shares on the TSX during the five trading days immediately preceding the relevant date), into common shares at the conversion price. The Convertible Debentures are not redeemable prior to the maturity date.

On February 28, 2025, the Company completed certain amendments to the Convertible Debentures (Note 22).

(Stated in thousands of United States Dollars, except per share amounts)

(iv) Gold Prepay Agreement

On December 13, 2021, the Company entered into a gold prepay agreement with Orion (the "Gold Prepay"). In April 2022, the Gold Prepay was amended to adjust the quantity of the quarterly deliveries of gold, but not the aggregate amount of gold, to be delivered by the Company to Orion over the term of the Gold Prepay. Under the terms of the amended Gold Prepay, in exchange for $41.9 million, the Company is required to deliver to Orion 3,100 ounces of gold for the quarter ending June 30, 2022, and thereafter, 2,100 ounces of gold per calendar quarter until September 30, 2025, for aggregate deliveries of 30,400 ounces of gold.

On September 20, 2023, the Company entered into an A&R Gold Prepay Agreement with Orion pursuant to which the Company received aggregate gross proceeds of $20.0 million (the "2023 Gold Prepay Accordion") structured as an additional accordion under the existing Gold Prepay Agreement. The 2023 Gold Prepay Accordion will be repaid through the delivery by the Company to Orion of 13,333 ounces of gold over a period of 12 quarters, being 1,110 ounces of gold per quarter over the delivery period with the first delivery being 1,123 ounces of gold. The first delivery will occur on March 31, 2024, and the last delivery will occur on December 31, 2026.

On March 28, 2024, the Company entered into an amending agreement in relation to the A&R Gold Prepay Agreement with Orion pursuant to which the March 31, 2024 quarterly delivery of 3,223 ounces of gold was extended from March 31, 2024, to April 15, 2024 (the "First Amending Agreement").

On April 24, 2024, the Company entered into a second amending agreement with Orion to amend the terms of the A&R Gold Prepay Agreement (the “Second A&R Gold Prepay Agreement"). In accordance with the terms of the Second A&R Gold Prepay Agreement, Orion agreed to extend the deadline for the outstanding deliveries previously required to be made on or before April 15, 2024 under the A&R Gold Prepay Agreement until May 10, 2024. In addition, if the Company meets the Gold Option Criteria (as defined below) it may elect to defer the deadline to deliver any of its quarterly gold delivery obligations for the 2024 calendar year (each instance, a “Gold Deferral”) by delivering to Orion, on or before September 30, 2025, the adjusted quarterly gold quantities (multiplied by 1.15 for gold deliveries made prior to June 30, 2025 and 1.19 for gold deliveries made thereafter). In order for the Company to implement a Gold Deferral, (i) it must be in compliance with the use of proceeds section as described in the Prospectus (the “Budget”) and (ii) after assuming the delivery of the applicable quarterly gold quantity on the applicable un-extended quarterly deadline, the Company would not have sufficient funds to remain in compliance with the Budget (collectively, the “Gold Option Criteria”). In addition, should the Company implement a Gold Deferral and complete an equity offering prior to September 30, 2025, the Company would be required to deliver gold ounces to Orion up to 34% of the net proceeds of such offering, in settlement of gold quantities outstanding under the Second A&R Gold Prepay Agreement. The Company may request an increase in the prepayment by an additional amount not exceeding $50 million in aggregate in accordance with the terms of the Second A&R Gold Prepay Agreement. The Second A&R Gold Prepay Agreement is subject to standard conditions and covenants, including minimum cash balance and certain reporting requirements. In connection with the Second A&R Gold Prepay Agreement the Company paid an amendment fee of $0.5 million to Orion.

On June 28, 2024, the Company entered into a side letter agreement with Orion in relation to the June 30, 2024 quarterly delivery, whereby the Company agreed to deliver a minimum of 1,000 ounces of gold to Orion on or before July 1, 2024, and to deliver the remaining 2,210 ounces to Orion on or before August 31, 2024. In connection with the side letter agreement, the Company paid fees of $0.6 million to Orion.

On December 31, 2024, the Company entered into a waiver and amending agreement whereby the December 31, 2024 quarterly delivery of 3,210 ounces of gold was extended from December 31, 2024, to March 31, 2025. In connection with the waiver and amending agreement, the Company paid fees of $0.7 million to Orion.

The Gold Prepay Agreement is recognized as a financial liability at amortized cost and it contains an embedded derivative in relation to the embedded gold price within the agreement that is measured at fair value each reporting period (Note 9 (iv) and Note 21). Interest expense is calculated by applying the effective interest rate to the financial liability. During the period ended December 31, 2024, the effective interest rate ranged from 27.5% to 31.9% (December 31, 2023 - 24.5% to 27.5%). As of December 31, 2024, the effective interest rate was 31.9% (December 31, 2023 - 27.5%). Interest accretion is included in interest expense. For each amendment above, management determined that the modification to the agreement was non-substantial and accordingly, the Company accounted for the modification as an adjustment to the financial liability.

The following table summarizes the continuity of outstanding gold deliveries under the Gold Prepay Agreement for the period ended December 31, 2024:

	Gold ounces
Outstanding at December 31, 2022	23,100
Gold delivered	(8,400)
2023 Gold Prepay Accordion	13,333
Outstanding at December 31, 2023	28,033
Gold delivered	(9,643)
Outstanding at December 31, 2024	**18,390**

For the year ended December 31, 2024, the Company incurred costs of $23.8 million (2023 - $16.5 million) for the settlement of gold delivered under the Gold Prepay. As of December 31, 2024, the Company had delivered 25,343 ounces of gold towards the Gold Prepay with Orion, leaving 18,390 ounces of gold remaining to be delivered under the agreement. The current portion of the liability is $23.6 million as of December 31, 2024.

(v) Silver Purchase Agreement

On December 13, 2021, in exchange for $30.0 million, the Company entered into a silver purchase and sale agreement with Orion (the "Silver Purchase Agreement"). Under the Silver Purchase Agreement, commencing April 30, 2022, the Company will deliver to Orion 100% of the silver production from the Granite Creek and Ruby Hill projects until the delivery of 1.2 million ounces of silver, after which the delivery will be reduced to 50% until the delivery of an aggregate of 2.5 million ounces of silver, after which the delivery will be reduced to 10% of the silver production solely from Ruby Hill Project. Orion will pay the Company an ongoing cash purchase price equal to 20% of the prevailing silver price. Until the delivery of an aggregate of 1.2 million ounces of silver, the Company is required to deliver the following minimum amounts of silver ("the Annual Minimum Delivery Amount") in each calendar year: (i) in 2022, 300,000 ounces, (ii) in 2023, 400,000 ounces, (iii) in 2024, 400,000 ounces, and (iv) in 2025, 100,000 ounces. In the event that in a calendar year the amount of silver delivered under the Silver Purchase Agreement is less than the Annual Minimum Delivery Amount, the Company shall make up such difference (the “Shortfall Amount”) by delivering on or before the fifteenth day of the month immediately following such calendar year (the "Delivery Deadline"). At the Company’s sole option, the obligation to make up the Shortfall Amount to Orion may be satisfied by the delivery of refined gold instead of refined silver, at a ratio of 1/75th ounce of refined gold for each ounce of refined silver. The Silver Purchase Agreement was funded April 2022.

On January 12, 2024, the Company entered into an extension agreement in relation to the Silver Purchase Agreement with Orion pursuant to which the 2023 Shortfall Amount Delivery Deadline was extended from January 15, 2024, to April 15, 2024 (the "Extension Agreement"). In connection with the Extension Agreement the Company paid an amendment fee of $0.2 million and issued 0.5 million common share warrants exercisable at C$2.717 per share with an exercise period of 48 months or until January 24, 2028.

On April 24, 2024, the Company entered into an amending agreement with Orion (the “Amended Silver Purchase Agreement”) to amend the terms of its Silver Purchase Agreement. In accordance with the terms of the Amended Silver Purchase Agreement, Orion agreed to extend the deadline for the outstanding deliveries required to be made on or before April 15, 2024, under the Amended Silver Purchase Agreement until May 10, 2024. In addition, if the Company meets the Stream Option Criteria (as defined below) it may elect to defer the requirements to deliver its annual minimum delivery amount for 2024 (a “Stream Deferral”) by delivering to Orion, on or before September 30, 2025, the adjusted annual minimum delivery amount (multiplied by 1.07 for silver deliveries made prior to June 30, 2025 and 1.11 for silver deliveries made thereafter). In order for the Company to implement a Stream Deferral, (i) it must be in compliance with the Budget and (ii) after assuming the delivery of the applicable minimum delivery amount in respect of 2024 by January 15, 2025, the Company would not have sufficient funds to remain in compliance with the Budget (collectively, the “Stream Option Criteria”). In addition, should the Company implement a Stream Deferral and complete an equity offering on or after January 15, 2025 until September 30, 2025, the Company will be required to deliver refined silver to Orion up to 16% of the net proceeds of such offering, in settlement of silver deliveries outstanding under the Amended Silver Purchase Agreement. The Amended Silver Purchase Agreement is subject to standard conditions and covenants, including minimum cash balance and certain reporting requirements. In connection with the Amended Silver Purchase Agreement the Company paid an amendment fee of $0.25 million to Orion.

On December 31, 2024, the Company entered into a waiver and amending agreement whereby 2024 Shortfall Amount Delivery Deadline was extended from January 15, 2025, to March 31, 2025.

The Silver Purchase Agreement is recognized as a financial liability at amortized cost and it contains two embedded derivatives as further described in Note 9 (v) and Note 21 of these Financial Statements. Interest expense is calculated by applying the effective interest rate to the financial liability. During the year ended December 31, 2024, the effective interest rate ranged from 12.5% to 23.3% (December 31, 2023 - 12.3%). As of December 31, 2024, the effective interest rate was 23.3% (December 31, 2023 - 12.3%). The change in effective interest rate during the year ended December 31, 2024 is primarily the result of a change in management's estimate of the Company's production profile. Interest accretion is included in interest expense. For each amendment above, management determined that the modification to the agreement was non-substantial and accordingly, the Company accounted for the modification as an adjustment to the existing liability.

During the second quarter of 2024, the Company delivered 394,605 ounces of silver to Orion in full satisfaction of the 2023 Shortfall Amount. For the year ended December 31, 2024, the Company incurred costs of $8.4 million in relation to silver delivered under the Silver Purchase Agreement. As of December 31, 2024, the Company had delivered 701,554 ounces of silver towards the Silver Purchase Agreement with Orion. The current portion of the liability is $8.7 million as of December 31, 2024 which represents 498,446 ounces of silver.

The obligations under the Gold Prepay Agreement and Silver Purchase Agreement are senior secured obligations of the Company and its wholly-owned subsidiaries Ruby Hill Mining Company LLC, and Osgood Mining Company LLC, and secured against the Ruby Hill project in Eureka County, Nevada and the Granite Creek project in Humboldt County, Nevada.

(Stated in thousands of United States Dollars, except per share amounts)

(vi) Contractual maturities

The following table summarizes the Company's contractual maturities and the timing of cash flows as at December 31, 2024. The amounts presented are based on the undiscounted contractual cash flows and may not agree with the carrying amounts on the Financial Statements.

	Within 1 year	1-2 years	2-3 years	Total
Convertible Loans (i)	$ 6,345	$ 68,974	$ —	**$ 75,319**
Convertible Debentures (i)	—	—	89,386	**89,386**
Gold Prepay (ii)	37,507	12,627	—	**50,134**
Silver Purchase Agreement (ii) (iii)	12,056	2,688	—	**14,744**
Total	**$ 55,908**	**$ 84,289**	**$ 89,386**	**$ 229,583**

(i) Undiscounted principal and interest payments due at maturity. Outstanding amounts under the Convertible Loans and Convertible Debentures can be converted into common shares of the Company at any time prior to maturity at the option of the applicable respective lender, or under certain conditions at the election of the Company (Notes 7 (i), (ii), and (iii)).

(ii) Cash flows under the Gold Prepay and Silver Purchase Agreement, presented on an undiscounted basis, are calculated based on contractual deliveries at forward gold and silver prices as of December 31, 2024.

(iii) Represents Annual Minimum Delivery Amount in respect of 2024 and 2025 calendar years.

8. RECLAMATION LIABILITIES

The Company's reclamation liabilities results from mining activities and previously mined property interests. The obligation consists primarily of costs associated with mine reclamation and closure activities. On an ongoing basis, management evaluates its estimates and assumptions, and future expenditures could differ from current estimates. In calculating the best estimate of the Company's obligation on a net present value basis, management used credit adjusted risk-free interest rates ranging from 6.4% to 9.8%. A reconciliation is provided below:

	December 31, 2024	December 31, 2023
Balance as at January 1	**$ 49,765**	$ 47,321
Change in estimate	**4,235**	218
Reclamation expenditures	**(455)**	(540)
Accretion expense	**3,071**	2,766
Balance as at December 31	**56,616**	49,765
Less current portion	**906**	543
Long-term portion	**$ 55,710**	$ 49,222

The following table summarizes the Company's contractual maturities and the timing of cash flows as at December 31, 2024. The amounts presented are based on the undiscounted contractual cash flows and may not agree with the carrying amounts on the Financial Statements.

	Within 1 year	2-5 years	Thereafter	Total
Reclamation liabilities	906	$ 4,969	$ 121,723	**$ 127,598**

Surety bonds related to the Company's reclamation liabilities are described in Note 20.

(Stated in thousands of United States Dollars, except per share amounts)

9. OTHER LIABILITIES

		December 31, 2024		December 31, 2023
Warrant liability (i)	$	4,623	$	4,467
Share-based payment liability (ii)		790		1,184
Orion - Conversion and change of controls rights (iii)		336		9,028
Sprott - Conversion and change of controls rights (iii)		33		1,459
Gold Prepay Agreement embedded derivative (iv)		9,665		1,676
Silver Purchase Agreement embedded derivative (v)		7,999		—
Contingent consideration (vi)		—		4,898
Lease liability		685		310
Total other liabilities		24,131		23,022
Less current portion		8,882		6,282
Long-term portion	$	15,249	$	16,740

(i) Warrant liability

The warrants are considered derivatives because their exercise price is in C$ whereas the Company's functional currency is in USD. Accordingly, the Company recognizes the warrants as liabilities at fair value with changes in fair value recognized in the statement of loss. For the year ended December 31, 2024, the Company recorded a fair value gain of $9.0 million (2023 - $16.7 million) (Note 15).

The fair value of the warrants, excluding warrants issued in connection with the bought deal public offering, were calculated using the Black-Scholes option pricing model, or a Monte Carlo simulation model, if applicable taking into the account the four month hold restriction, and with the following weighted average assumptions:

	December 31, 2024	December 31, 2023
Risk-free rate	2.85% to 3.14%	3.45% to 5.08%
Warrant expected life	2 to 37 months	3 to 33 months
Expected volatility	86% to 232%	42% to 54%
Expected dividend	0%	0%
Share price	C$0.69	C$2.33

As of December 31, 2024, there were 48,185,249 warrants outstanding (December 31, 2023 - 24,716,409).

Brokered Placement

On May 1, 2024, in connection with the bought deal public offering (the "Offering") discussed in Note 10 (b) of these Financial Statements, the Company issued 34.8 million common share warrants exercisable at C$2.15 per share with an exercise period of 48 months. The warrants commenced trading on the TSX on May 1, 2024, under the symbol "IAU.WT". The trading value was used to determine the fair value at inception and for subsequent periods. The initial fair value of the warrants recognized on inception was $8.9 million and at December 31, 2024 $3.9 million. The Company incurred $4.5 million in transaction costs in connection with the Offering, of which $4.1 million was allocated to shares issued and presented as a reduction to share capital and $0.5 million was allocated to the warrant liability and included in general and administrative expenses in the statement of loss during the year ended December 31, 2024.

Orion warrants

In connection with the Orion financing package the Company completed during the fourth quarter of 2021, the Company issued 5.5 million common share warrants exercisable at C$3.275 per share with an exercise period of 36 months or until December 13, 2024. On September 20, 2023, in connection with the A&R Gold Prepay Agreement the Company extended the expiry date by an additional twelve months to December 13, 2025. The initial fair value of the warrants recognized on inception was $3.5 million and at December 31, 2024 $0.3 million (December 31, 2023 - $2.0 million).

In connection with the A&R Gold Prepay Agreement entered into during the third quarter of 2023, the Company issued 3.8 million common share warrants exercisable at C$3.17 per share with an exercise period of 36 months or until September 20, 2026. The warrants included a four month hold period. The initial fair value of the warrants recognized on inception was $1.9 million and at December 31, 2024 $0.3 million (December 31, 2023 - $1.8 million).

In connection with the Extension Agreement entered into during the first quarter of 2024, the Company issued 0.5 million common share warrants exercisable at C$2.72 per share with an exercise period of 48 months or until January 24, 2028. The warrants included a four month hold period. The initial fair value of the warrants recognized on inception was $0.3 million and at December 31, 2024 was $0.1 million (note 19).

Paycore replacement warrants

In connection with the Paycore acquisition discussed in Note 3 of these Financial Statements, the Company issued a total of 3.8 million common share warrants for Paycore warrants outstanding on the date of acquisition. The replacement warrants were comprised of 0.2 million common share warrants at an exercise price of C$3.09 per common share until April 20, 2024, 0.3 million common share warrants at an exercise price of C$2.40 per common share until February 9, 2025, and 3.3 million common share warrants at an exercise price of C$4.02 per common share until May 2, 2025. The initial fair value of the warrants recognized on inception was $2.7 million and at December 31, 2024 $0.1 million (December 31, 2023 - $0.6 million). On April 20, 2024, 0.2 million common share warrants at an exercise price of C$3.09 per common share expired.

Waterton warrants

In connection with the acquisition of Osgood the Company issued to Waterton 12.1 million common share warrants which are exercisable into one fully paid and non-assessable common share of the Company at an exercise price of C$3.64 per share until April 14, 2024. The warrants included a four month hold period. The initial fair value of the warrants recognized on inception was $6.1 million and at December 31, 2024 nil (December 31, 2023 - $0.1 million). During the first quarter of 2023, Waterton exercised 0.4 million warrants to purchase 0.4 million common shares of the Company. On April 14, 2024, the remaining balance of 11.7 million common share warrants expired (note 19).

(ii) Share-based payment liability

The Company recognized a share-based payment liability of $0.8 million at December 31, 2024 (December 31, 2023 - $1.2 million) under the Company's restricted and deferred share unit plans (Note 10 (e)). The current portion of the liability is $0.2 million at December 31, 2024 (December 31, 2023 - $0.5 million).

(iii) Conversion and change of control right

The financial liability represents the conversion and change of control rights included in the Orion and Sprott Convertible Loans (Note 7 and Note 21).

(iv) Gold Prepay embedded derivative

The financial liability represents the embedded derivative in relation to the fixed gold price included in the Gold Prepay Agreement (Note 7 (iv) and Note 21). The Company recognizes the embedded derivative at fair value with changes in fair value recognized in profit or loss. For the year ended December 31, 2024, the Company recorded a fair value loss of $8.0 million, (2023 - $4.6 million) related to the valuation of the embedded derivative through the statement of loss (Note 15). As of December 31, 2024, the current portion of the Gold Prepay embedded derivative liability was $7.4 million.

(v) Silver Purchase Agreement embedded derivative

The liability balance represents the embedded derivative in relation to the silver price included in the Silver Purchase Agreement (Note 7 (v) and Note 21). The Company recognizes the embedded derivative at fair value with changes in fair value recognized in profit or loss. For the year ended December 31, 2024, the Company recorded a fair value loss of 9.9 million (2023 - nil) related to the valuation of the embedded derivative through the statement of loss (Note 15). As of December 31, 2024, the current portion of the Silver Purchase Agreement embedded derivative liability was $0.8 million.

(vi) Contingent consideration

In connection with the acquisition of Osgood Mining Company LLC ("Osgood") from Waterton Global Resource Management, Inc. (“Waterton”), the Company recorded a financial liability associated with the contingent value rights obligation. The contingent value rights obligation included a payment to Waterton in the amount of $5.0 million upon the public announcement of a positive production decision related to the Granite Creek Project (underground or open pit) (the "Production Payment"), and an additional $5.0 million upon production of the first ounce of gold (excluding ordinary testing and bulk sampling programs) following a 60 consecutive day period where gold prices have exceeded $2,000 per ounce (the "Price Payment").

In the third quarter of 2022, the Company paid Waterton $5.0 million in cash as part of the contingent value rights Production Payment. In the first quarter of 2024, the Company paid Waterton $3.6 million as part of the contingent value rights Price Payment. Consideration paid to Waterton consisted of 2.7 million common shares of the Company valued at $3.6 million. In the second quarter of 2024, the Company paid Waterton $1.4 million in cash in full satisfaction of the $5.0 million Price Payment.

The Company recognized the liability at fair value with changes in fair value recognized in profit or loss. For the year ended December 31, 2024, the Company recognized a loss on the revaluation of the liability of $0.1 million (2023 - $0.4 million) through the statement of loss (Note 15).

(vii) Deferred consideration

In connection with the acquisition of Ruby Hill the Company recorded a financial liability associated with the milestone payments. The four milestone payments and corresponding early prepayment options are as follows:

- $17 million in cash and/or shares of i-80 Gold payable on the earlier of 60 days following the issuance of a press release by the Company regarding the completion of a new or updated Mineral Resource estimate for Ruby Hill or 15 months after closing, based on the market price of i-80 Gold's shares at the time of such payment (the "First Milestone Payment");

- $15 million in cash and/or shares of i-80 payable on the earlier of 60 days following the issuance of a press release by the Company regarding the completion of a Feasibility Study for Ruby Hill or 24 months after closing, based on the market price of i-80 Gold's shares at the time of such payment (the "Second Milestone Payment"). An early prepayment option to reduce the payment by $5 million to $10 million is available if the payment is made less than 15 months after closing and if the payment in shares of the Company does not exceed up to $7.5 million of the total amount, at the Company's discretion.

- $15 million in cash and/or shares of i-80 Gold payable on the earlier of 30 months after closing and 90 days following the announcement by the Company of a construction decision related to a deposit on any portion of Ruby Hill that is not currently being mined, based on the market price of i-80 Gold's shares at the time of such payment (the "Third Milestone Payment"); and

- $20 million in cash and/or shares of i-80 Gold payable on the earlier of 36 months after closing and 90 days following the announcement by the Company of achieving Commercial Production related to a deposit on any portion of Ruby Hill that is not currently being mined, priced based on the market price of i-80 Gold's shares at the time of such payment (the "Fourth Milestone Payment"). An early prepayment option to reduce the payment for the third and fourth milestone payments to $20 million is available if the payments are done prior to 24 months after closing, if the payment in shares of the Company did not exceed up to $10 million of the total amount, at the Company's discretion, and if shares held by Waterton do not exceed 9.99% of the outstanding shares of the Company.

During the year ended December 31, 2023, the Company exercised the early prepayment options and paid to Waterton total consideration of $47.0 million in satisfaction of all Milestone Payments. Consideration paid to Waterton consisted of $21.0 million in cash and 12.1 million common shares of the Company valued at $26.0 million (Note 10). The deferred consideration due under the terms of the acquisition of Ruby Hill have been fully satisfied.

The Company recognized the liability at fair value with changes in fair value recognized in profit or loss. The initial fair value of the liability recognized on inception was $41.9 million. For the year ended December 31, 2024, the Company recognized a loss on the revaluation of the liability of nil (2023 - $1.2 million) through the statement of loss (Note 15). The deferred consideration was fully satisfied in 2023, as a result no further gains or losses have been recorded.

(Stated in thousands of United States Dollars, except per share amounts)

10. COMMON SHARES

(a) Issued share capital:

	Note	Number of shares		Amount
Balance as at December 31, 2022		240,561,017	$	354,470
Shares issued on acquisition of Paycore Minerals Inc.	(viii)	30,505,575		78,787
Shares issued in equity financing	(vii)	13,629,800		27,693
Shares issued in relation to Ruby Hill contingent payments	(vi)	12,128,695		26,000
Shares issued in relation to Convertible Loan	(v)	800,449		1,665
Exercise of warrants and stock options		876,798		2,423
Share issue costs		—		(1,768)
Balance as at December 31, 2023		298,502,334	$	489,270
Shares issued in brokered placement	(i)	69,698,050		74,644
Shares issued in ATM Program	(ii)	22,408,343		22,559
Shares issued in private placement	(iii)	13,064,204		17,436
Shares issued in relation to Granite Creek contingent payments	(iv)	2,727,336		3,564
Shares issued in relation to Convertible Loan	(v)	2,127,839		2,463
Exercise of stock options		1,012,100		2,164
Shares issued from settlement of DSUs		246,750		118
Share issue costs		—		(5,713)
Balance as at December 31, 2024		**409,786,956**	**$**	**606,505**

(i) On May 1, 2024, the Company completed a bought deal public offering of an aggregate of 69.7 million units (each, a “Unit“) at a price of C$1.65 per Unit for aggregate gross proceeds to the Company of approximately $83.5 million (C$115 million), including the full exercise of the previously announced over-allotment option. Each Unit consists of one common share in the capital of the Company and one-half of one common share purchase warrant of the Company. Each warrant is exercisable to acquire one common share of the Company for a period of 48 months from closing of the Offering at an exercise price of C$2.15 per share. On May 1, 2024, 34.8 million share purchase warrants issued in connection with the Offering commenced trading on the TSX under the symbol "IAU.WT".

The underwriters' were paid a cash commission equal to 5% of the gross proceeds of the Offering, excluding proceeds from sales of Units to certain president’s list purchasers. The Company received net proceeds of $79.2 million (C$109.1 million) net of underwriters commission of $4.2 million (C$5.7 million) and other costs of $0.1 million (C$0.1 million). The Offering was completed pursuant to a short form prospectus dated April 25, 2024 (the “Prospectus“). Certain directors and officers of the Company purchased an aggregate of 300,000 Units pursuant to the Offering.

The warrants are considered derivatives because their exercise price is in C$ whereas the Company’s functional currency is in USD. Accordingly, the Company recognizes the warrants as liabilities at fair value with changes in fair value recognized in profit or loss. Of the $83.5 million gross proceeds received, $8.9 million was allocated to the warrant liability and the residual $74.6 million was allocated to the common shares issued and classified as equity. The warrant liability was valued at inception using the closing price of the warrants of C$0.35 on May 1, 2024. The Company incurred $4.5 million in transaction costs in connection with the Offering, of which $4.1 million was allocated to shares issued and presented as a reduction to share capital.

(ii) The Company obtained a receipt for a final short form base shelf prospectus on June 24, 2024 (the "Canadian Shelf Prospectus"). The Canadian Shelf Prospectus was filed with the securities regulators in each province and territory of Canada, and a corresponding U.S. base prospectus contained in its registration statement on Form F-10 (the "U.S. Base Prospectus") was filed with the SEC.

The ATM Program was implemented pursuant to the terms of an equity distribution agreement dated August 12, 2024 (the "Equity Distribution Agreement"), among the Company, National Bank Financial Inc., and a syndicate of underwriters (collectively, the "Agents"). The ATM Program allows i-80, through the Agents, to, from time to time, offer and sell in Canada and the United States through the facilities of the TSX and the NYSE such number of common shares in the capital of the Company (the “Shares”) as would have an aggregate offering price of up to $50 million.

The offering of Shares under the ATM Program are made through and qualified in Canada by, a prospectus supplement dated August 12, 2024 (the “Canadian Prospectus Supplement”) to the Canadian Shelf Prospectus, each filed with the securities commissions in each of the provinces and territories of Canada, and in the United States pursuant to a prospectus supplement dated August 12, 2024 (the “U.S. Prospectus Supplement”) to the Company's U.S. Base Prospectus filed with the SEC.

The ATM Program was effective until the filing of the Company's annual 10-K on March 31, 2025.

(Stated in thousands of United States Dollars, except per share amounts)

For the period from August 12, 2024, to December 31, 2024, the Company issued 22.4 million common shares under the ATM Program at a weighted average share price of $1.01 per common share for total gross proceeds of $22.6 million. Transaction costs incurred of $0.9 million are presented as a reduction to share capital.

(iii) On February 20, 2024, the Company completed a non-brokered private placement of common shares. An aggregate of 13.1 million shares were issued by the Company at a price of C$1.80 per common share for aggregate gross proceeds of $17.4 million (C$23.5 million). Certain directors and/or officers of the Company subscribed for C$0.3 million in common shares under the private placement. Transaction costs incurred of $0.4 million are presented as a reduction to share capital.

(iv) On March 20, 2024, the Company issued 1.1 million common shares to Waterton at a price of C$1.73 for total gross proceeds of $1.4 million (C$2.0 million) as partial consideration of the contingent value rights payment related to Granite Creek, as further described in Note 9 (vi) of these Financial Statements.

On February 9, 2024, the Company issued 1.6 million common shares to Waterton at a price of C$1.80 for total gross proceeds of $2.1 million (C$2.9 million) as partial consideration of the contingent value rights payment related to Granite Creek, as further described in Note 9 (vi) of these Financial Statements.

(v) On October 31, 2024, The Company issued common shares in connection with Sprott's conversion under the Sprott Convertible Loan (Note 7).

On June 27, 2023, Sprott converted $1.8 million in principal and subject to obtaining approval of the TSX $0.2 million in interest of the Sprott Convertible Loan into 0.8 million common shares of the Company. On July 7, 2023, upon approval of the TSX the Company issued 0.8 million common shares to Sprott.

(vi) On October 16, 2023, the Company issued 6.6 million common shares to Waterton at a price of C$2.057 for total gross proceeds of $10.0 million (C$13.6 million) as partial consideration of the Third Milestone Payment and Fourth Milestone Payment related to the Ruby Hill deferred consideration, as further described in Note 9 (vii) of these Financial Statements.

On January 16, 2023, the Company issued 5.5 million common shares to Waterton at a price of C$3.8945 for total gross proceeds of $16.0 million (C$21.5 million) as partial consideration of the First Milestone Payment and Second Milestone Payment related to the Ruby Hill deferred consideration, as further described in Note 9 (vii) of these Financial Statements.

(vii) On May 9, 2023, in connection with the Paycore acquisition the Company issued 5.0 million common shares to Waterton in settlement of the contingent value rights agreement between Paycore and Waterton, as further described in Note 3 of these Financial Statements.

On May 5, 2023, the Company acquired 100% of the issued and outstanding shares of Paycore at the Exchange Ratio issuing 25.5 million common shares to Paycore shareholders, as further described in Note 3 of these Financial Statements.

(viii) On August 1, 2023, the Company completed a private placement of common shares led by CIBC Capital Markets on behalf of a syndicate of underwriters. An aggregate of 13.6 million shares were issued by the Company at a price of C$2.70 per common share for aggregate gross proceeds of $27.7 million (C$36.8 million). Certain directors and/or officers of the Company subscribed for C$0.5 million in common shares and a related party subscribed for C$2.7 million in common shares under the private placement, both of which are related party transactions.

(b) Share-based payments

The following table summarizes share-based payment expense included in the statement of loss in general and administrative expenses:

	Year ended December 31, 2024	2023
Stock option	**$ 847**	$ 2,107
RSUs and DSUs	**740**	1,015
Total	**$ 1,587**	$ 3,122

(c) Share option plan

The Company has a share option plan (the "Plan") which is restricted to directors, officers, key employees and consultants of the Company. The number of common shares subject to options granted under the Plan (and under all other management options and employee stock purchase plans) is limited to 10% in the aggregate and 1% with respect to any one optionee of the number of issued and outstanding common shares of the Company at the date of the grant of the option. Options issued under the Plan may be exercised during a period determined by the Company's Board of Directors which cannot exceed ten years. Vesting periods may range from immediate to five years.

(Stated in thousands of United States Dollars, except per share amounts)

(d) Stock options

The continuity of stock options issued and outstanding are as follows:

	Options outstanding #	Weighted average price C$
Outstanding at December 31, 2022	7,878,746	2.30
Issued in Paycore Acquisition	1,727,200	1.89
Granted	2,088,687	3.20
Exercised	(526,798)	2.59
Expired	(16,000)	2.91
Forfeited	(92,590)	2.69
Outstanding at December 31, 2023	11,059,245	2.39
Granted	941,316	1.74
Exercised	(1,012,100)	1.32
Expired	(368,873)	2.12
Forfeited	(66,468)	3.21
Outstanding at December 31, 2024	**10,553,120**	**2.43**

The weighted average share price at the date of exercise for the year ended December 31, 2024 was C$1.83 (2023 - C$3.13).

At December 31, 2024, the following options were outstanding, and outstanding and exercisable:

	Outstanding			Outstanding and Exercisable		
Exercise price CAD	Options #	Weighted average exercise price C$	Weighted average remaining life in years	Options #	Weighted average exercise price C$	Weighted average remaining life in years
$0.59 - $2.07	2,984,416	$1.47	2.13	2,694,422	$1.44	1.91
$2.08 - $2.64	2,914,388	$2.55	2.15	2,914,388	$2.55	2.15
$2.65 - $3.17	2,408,550	$2.72	1.28	2,408,550	$2.72	1.28
$3.18 - $3.67	2,245,766	$3.26	2.85	1,857,575	$3.27	2.80
	10,553,120	$2.43	2.09	9,874,935	$2.42	1.99

Total vested stock options at December 31, 2024 were 9,874,935 (December 31, 2023 - 9,081,403) with a weighted average exercise price of C$2.42 (December 31, 2023 - C$2.25). As of December 31, 2024, there were 678,185 unvested stock options (December 31, 2023 - 1,977,842).

At December 31, 2024, there was $0.1 million of unrecognized compensation costs related to the unvested options expected to be recognized over a period of approximately 0.7 years.

For purposes of the options granted, the fair value of each option was estimated on the date of grant using the Black-Scholes option pricing model, with the following assumptions:

	December 31, 2024	December 31, 2023
Risk-free interest rate	**3.84% to 4.05%**	3.47% to 4.03%
Annualized volatility based on historic volatility	**52% to 53%**	52% to 60%
Expected dividend	**Nil**	Nil
Forfeiture rate	**4.1% to 4.2%**	0.0% to 4.4%
Expected option life	**2.0 to 3.5 years**	2.4 to 3.5 years
Weighted-average fair market value	**$0.67**	$1.43

(e) Restricted and Deferred Share Unit Plan

The Company adopted the RSU plan to allow the Board of Directors to grant its employees non-transferable share units based on the value of the Company's share price at the date of grant. The awards have a graded vesting schedule over a three-year period. The RSUs are settled in cash or equity at the option of the Company.

(Stated in thousands of United States Dollars, except per share amounts)

The Company adopted the DSU plan to grant members of its Board of Directors non-transferable share units based on the value of the Company's share price at the date of grant. The awards have a graded vesting schedule over a three-year period. DSUs must be retained until the Director leaves the Board, at which time the awards will be settled in cash or equity at the option of the Company.

The following table summarizes the continuity of the RSUs and DSUs for the period ended December 31, 2024:

	RSUs	DSUs
Outstanding at December 31, 2022	465,642	175,091
Granted	731,543	167,374
Settled	(464,159)	—
Forfeited	(31,271)	—
Outstanding at December 31, 2023	701,755	342,465
Granted	9,418,243	661,561
Settled	(1,093,866)	(246,750)
Forfeited	(195,577)	—
Outstanding at December 31, 2024	**8,830,555**	**757,276**

As the RSUs and DSUs are expected to be settled in cash, at December 31, 2024 a current liability of $0.2 million and a long-term liability of $0.5 million was outstanding and included in other liabilities (December 31, 2023 - $0.5 million and $0.7 million, respectively). For the year ended December 31, 2024, $0.7 million has been recorded as an expense and included in share-based payments (2023 - $1.0 million). The total fair value of the vested and unvested RSUs and DSUs at December 31, 2024 was C$6.6 million (December 31, 2023 - C$2.4 million).

At December 31, 2024, there was $3.1 million and $0.1 million of unrecognized compensation costs related to the unvested RSUs and DSUs expected to be recognized over a period of approximately 2.7 years and 1.2 years, respectively.

For purposes of the vesting of the RSUs and DSUs, the fair value of the liability was estimated using the share price of the valuation date and an expected weighted average forfeiture rate of 6% and nil, respectively.

11. BASIC AND DILUTED LOSS PER SHARE

Basic loss per share is calculated based on the weighted average number of common shares outstanding during the year. Diluted loss per share is based on the assumption that potential dilutive shares have been issued. The calculation of basic and diluted loss per share is as follows:

	Year ended December 31,	
	2024	2023
Net loss	**$ (121,533)**	$ (89,654)
Basic and diluted weighted average shares outstanding	**359,206,859**	274,057,213
Basic and diluted loss per share	**$ (0.34)**	$ (0.33)

Convertible debentures and convertible loans of 49,352,948, stock options of 10,553,120 (Note 10 (d)) and warrants of 48,185,249 (Note 9 (i)) were excluded from the computation of diluted weighted average shares outstanding for the year ended December 31, 2024 (2023 - 47,172,138, 11,059,245 and 24,716,409, respectively) as their effect would be anti-dilutive.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Stated in thousands of United States Dollars, except per share amounts)

12. SUPPLEMENTAL CASH FLOW INFORMATION

(i) The following table summarizes the changes in operating assets and liabilities:

	Year ended December 31, 2024	2023
Receivables	**$ 1,077**	$ (3,604)
Prepaids and deposits	**1,210**	750
Inventory	**(3,622)**	1,383
Accounts payable and accrued liabilities	**(752)**	9,915
(Decrease) increase in working capital	**$ (2,087)**	$ 8,444

(ii) The following table summarizes non-cash items included in other income:

	Year ended December 31, 2024	2023
Gain on warrants valuation	**$ 8,981**	$ 16,686
Gain on Convertible Loans derivative valuation	**11,799**	21,852
Loss on contingent and deferred consideration	**(102)**	(1,552)
Gain on investments	**—**	997
(Loss) gain on sales from Gold Prepay	**(3,975)**	569
Loss on Gold Prepay derivative valuation	**(7,990)**	(4,591)
Loss on Silver Purchase derivative valuation	**(9,897)**	—
Other	**231**	(571)
Total non-cash items included in other income	**$ (953)**	$ 33,390

(iii) The following table summarizes non-cash financing and investing activities:

	Year ended December 31, 2024	2023
Shares issued in relation to Convertible Loan (Note 7 (ii))	**$ 2,463**	$ 1,665
Shares issued in relation to Granite Creek contingent payments (Note 9 (vi))	**3,564**	—
Shares issued in relation to Ruby Hill contingent payments (Note 9 (vii))	**—**	26,000
Shares and options issued on acquisition of Paycore Minerals Inc. (Note 3)	**—**	81,302

13. REVENUE

Revenue by customer

The Company has three customers that exceeded 10% of the Company's revenue in 2024, revenue to each customer was $24.4 million, $16.0 million, and $8.03 million. At December 31, 2023, the Company had four customers that exceeded 10% of the Company's revenue - $15.3 million, $13.8 million, $12.8 million, and $11.0 million. At December 31, 2024, the Company had one customer that made up 92% of trade receivable. At December 31, 2023, the Company had two customers that made up 95% of trade receivable. The Company is not economically dependent on a limited number of customers for the sale of its product because gold and other metals can be sold through numerous commodity market traders worldwide.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Stated in thousands of United States Dollars, except per share amounts)

Geographic information

	Year ended December 31,	
Revenue	**2024**	2023
United States	**$ 48,546**	$ 42,061
United Kingdom	**1,789**	12,849
Total	**$ 50,335**	$ 54,910

Revenue by product

	Year ended December 31,	
Revenue	**2024**	2023
Gold and silver	**$ 32,754**	$ 28,605
Mineralized material	**17,581**	26,305
Total	**$ 50,335**	$ 54,910

14. EXPLORATION, EVALUATION AND PRE-DEVELOPMENT

	Year ended December 31,	
	2024	2023
Exploration and evaluation	**$ 14,701**	$ 36,416
Pre-development	**23,729**	24,675
Total exploration, evaluation and pre-development	**$ 38,430**	$ 61,091

Total exploration and evaluation costs consist primarily of drilling and assay costs, exploration supports costs and project study costs. Total pre-development costs consists of mine infrastructure costs and developing underground access to mineralized material.

(Stated in thousands of United States Dollars, except per share amounts)

15. OTHER EXPENSE AND OTHER INCOME

	Year ended December 31, 2024	2023
(Loss) gain on sales from Gold Prepay	**$ (3,975)**	$ 569
Loss on Gold Prepay derivative valuation	**(7,990)**	(4,591)
Loss on Silver Purchase Agreement derivative valuation	**(9,897)**	—
Loss on contingent and deferred consideration	**(102)**	(1,552)
Loss on foreign exchange	**(33)**	(27)
Total other expense	**$ (21,997)**	$ (5,601)

	Year ended December 31, 2024	2023
Gain on Convertible Loans derivative valuation	**$ 11,799**	$ 21,852
Gain on warrants valuation	**8,981**	16,686
Gain on investments	**—**	997
Interest income on restricted cash	**1,709**	1,568
Other	**1,511**	(81)
Total other income	**$ 24,000**	$ 41,022

16. INTEREST EXPENSE

	Year ended December 31, 2024	2023
Interest accretion on Convertible Loans	**$ 11,091**	$ 9,456
Interest accretion on Gold Prepay	**11,052**	8,867
Interest accretion on Silver Purchase Agreement	**3,125**	3,427
Interest accretion on Convertible Debentures	**5,841**	4,557
Amortization of finance costs	**1,386**	996
Other interest expense	**456**	33
Total interest expense	**$ 32,951**	$ 27,336

17. SEGMENTED INFORMATION

The Company's currently has four principal assets which represent the Company's reportable and operating segments. All operating segments are Nevada, US. Results of the operating segments are reviewed by the Company's chief operating decision maker ("CODM") to make decisions about resources to be allocated to the segments and to assess their performance. The Company's CODM is the chief executive officer. In the fourth quarter of 2024, the CODM reassessed their approach to evaluating the Company's performance and accordingly has revised the presentation of its operating segments. This presentation has been applied retrospectively. The CODM uses adjusted loss from operations to evaluate each operation's financial performance. The Corporate and other segment relates to the corporate administration function and includes other non pre-development properties in total assets. Inter-segment expenses and expense recoveries are not eliminated and shown in the respective segment. The results from operations for these reportable segments are summarized in the following tables:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Stated in thousands of United States Dollars, except per share amounts)

Year ended December 31, 2024	**Granite Creek**	**Ruby Hill**	**Lone Tree**	**Cove**	**Corporate and other**	**Total**
Revenue	$ 25,392	$ 8,409	$ 16,534	$ —	$ —	**$ 50,335**
Costs applicable to sales[1]	(48,016)	(7,474)	(6,320)	—	—	
Exploration, evaluation and pre-development	(24,428)	(1,796)	7	(11,985)	(228)	
Property maintenance	(756)	(2,062)	(9,742)	(925)	(676)	
Adjusted loss from operations	(47,808)	(2,923)	479	(12,910)	(904)	**(64,066)**
Unallocated expenses:						
Depletion, depreciation and amortization						**(1,489)**
Royalties						**(2,759)**
General and administrative						**(20,773)**
Loss from operations						**$ (89,087)**

Year ended December 31, 2023	Granite Creek	Ruby Hill	Lone Tree	Cove	Corporate and other	Total
Revenue	$ 29,690	$ 12,896	$ 12,324	$ —	$ —	$ 54,910
Costs applicable to sales[1]	(29,600)	(12,383)	(9,608)	—	—	
Exploration, evaluation and pre-development	(20,406)	(17,063)	(340)	(19,607)	(3,675)	
Property maintenance	(415)	(1,906)	(9,275)	(838)	(646)	
Adjusted loss from operations	(20,731)	(18,456)	(6,899)	(20,445)	(4,321)	(70,853)
Unallocated expenses:						
Depletion, depreciation and amortization						(7,202)
Royalties						(1,260)
General and administrative						(21,638)
Loss from operations						(100,953)

[1] Cost of sales excluding depletion, depreciation, amortization and royalties

As at December 31, 2024	**Granite Creek**	**Ruby Hill**	**Lone Tree**	**Cove**	**Corporate and other**	**Total**
Capital expenditures	$ 1,138	$ 407	$ 762	$ —	$ —	**$ 2,307**
Total assets	$ 115,414	$ 117,277	$ 259,689	$ 53,412	$ 109,837	**$ 655,629**

As at December 31, 2023	Granite Creek	Ruby Hill	Lone Tree	Cove	Corporate and other	Total
Capital expenditures	$ 3,933	$ 142	$ 13,162	$ 209	$ 92,063	$ 109,509
Total assets	$ 115,704	$ 117,474	$ 261,480	$ 51,943	$ 107,682	$ 654,283

(Stated in thousands of United States Dollars, except per share amounts)

18. INCOME TAXES

(a) The major components of income tax expense (recovery) are as follows:

	Year ended December 31, 2024	2023
Current income tax expense	**$ —**	$ 228
Deferred income tax expense (recovery)	**1,498**	(3,442)
Income tax expense (recovery)	**$ 1,498**	$ (3,214)

The components of the consolidated income tax expense (recovery) are as follows:

	Year ended December 31, 2024	2023
United States	**$ —**	$ 228
Canada	**—**	—
Current tax expense	**$ —**	$ 228
United States	**$ 1,498**	$ (3,442)
Canada	**—**	—
Deferred tax expense (recovery)	**$ 1,498**	$ (3,442)
Total income tax expense (recovery)	**$ 1,498**	$ (3,214)

The components of loss before income taxes are as follows:

	Year ended December 31, 2024	2023
United States	**$ (72,833)**	$ (90,907)
Canada	**(47,202)**	(1,961)
Loss before income taxes	**$ (120,035)**	$ (92,868)

(b) The income tax expense (recovery) for the year can be reconciled to the net loss as follows:

	December 31, 2024		December 31, 2023	
Net loss before income tax expense (recovery)	**$ (120,035)**		**$ (92,868)**	
Canadian federal and provincial income tax rates	**(32,409)**	**27%**	**(25,074)**	27%
Increase / (decrease) due to:				
Permanent differences	**(1,187)**		**(3,230)**	
Impact of foreign tax rates	**4,372**		**5,337**	
Other foreign exchange differences	**1,157**		**(1,509)**	
Prior year's adjustments relating to tax provision and tax returns	**3,356**		**(2,556)**	
Change in unrecognized deferred taxes	**27,992**		**25,512**	
Share issuance cost	**(1,543)**		**(1,344)**	
Other	**(240)**		**(350)**	
Income tax expense (recovery)	**$ 1,498**	**(1)%**	**$ (3,214)**	3%

(c) Deferred tax assets and liabilities have been offset where they relate to income taxes levied by the same taxation authority and the Company has the legal right and intent to offset.

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(Stated in thousands of United States Dollars, except per share amounts)

Movement in net deferred tax liabilities:

	December 31, 2024	December 31, 2023
Balance at the beginning of year	$ 14,903	$ 4,483
Recognized in property, plant and equipment, net	—	13,862
Recognized in loss	1,498	(3,442)
Balance at the end of the year	$ 16,401	$ 14,903

The Company recognizes deferred taxes by taking into account the effects of local enacted tax legislation. The main factors that the Company considers are historic and expected future taxable income. Any tax planning that can be implemented to realize the tax assets; and the nature, amount and timing and reversal of taxable temporary differences.The Company reviews the measurement of its deferred tax assets at each reporting period. The Company has provided a valuation allowance for certain of its deferred assets where the Company believes it is more likely than not that some portion or all of such assets will not be realized.

Future income is impacted by changes in market gold and silver prices as well as forecasted future costs and expenses to produce gold and silver. In addition the quantities of minerals, market interest rates also impact future levels of taxable income. Any change in any of these factors will result in an adjustment to the recognition of deferred tax assets to reflect the Company's latest assessment of the amount of deferred tax assets that is probable will be realized.

The following is the analysis of deferred tax assets (liabilities) presented in the Consolidated Balance Sheets:

	December 31, 2024	December 31, 2023
Deferred tax assets		
Non-capital loss	$ 70,001	$ 52,124
Intercompany interest payable	7,047	4,191
Silver Purchase Agreement liability	7,602	8,009
Gold Prepay liability	8,562	11,383
Gold Prepay embedded derivative	2,610	—
Orion - conversion and change of control rights	—	2,438
Asset retirement obligation	11,621	10,274
Other	6,657	2,825
Gross deferred tax asset	$ 114,100	$ 91,244
Valuation allowance	(75,328)	(46,982)
Total deferred tax assets net of valuation allowance	$ 38,771	$ 44,262
Deferred tax liabilities		
Property, plant and equipment, net	$ (40,819)	$ (39,350)
Other	(14,353)	(19,815)
Total deferred tax liabilities	(55,172)	(59,165)
Net deferred tax liabilities	$ (16,401)	$ (14,903)

(d) Tax attribute carryforwards by jurisdiction

U.S. operating losses of $225.3 million do not expire and $12.9 million between 2033 and 2035. Canadian operating losses of $74.3 million expire between 2041 and 2043.

(e) Valuation allowance

A reconciliation of the beginning and ending amount of the valuation allowance is as follows:

	December 31, 2024	December 31, 2023
Balance at the beginning of year	$ 46,982	$ 52,248
Increases in balances related to current year tax positions	31,089	23,503
Decreases in balances related to current year tax positions	(2,743)	(28,769)
Balance at the end of the year	$ 75,328	$ 46,982

The valuation allowance for U.S deferred tax assets is $45.9 million (2023 - $26.0 million) and for Canada is $29.4 million (2023 - $20.9 million).

The utilization of U.S. net operating loss carryforwards, tax credit carryforwards, and recognized built-in losses may be subject to limitation under the rules regarding a change in stock ownership as determined by the Internal Revenue Code and state tax laws. Section 382 of the Internal Revenue Code of 1986, as amended. If the Company experiences an ownership change, an annual limitation would be imposed on certain of the Company's tax attributes, including net operating losses and certain other losses, credits, deductions or tax basis. The Company does not expect any of its U.S. tax attributes to expire unused as a result of the Section 382 annual limitations. However, the annual limitations may impact the timeframe over which the net operating loss carryforwards can be used, potentially impacting cash tax liabilities in a future period

The Company or its subsidiaries file income tax returns in the United States and Canada. These tax returns are subject to examination by local taxation authorities provided the tax years remain open to audit under the relevant statute of limitations. United States: 2014 to 2024, Canada: 2020 to 2024.

19. RELATED PARTY TRANSACTIONS

The Company had the following transactions with its related parties who have been identified as principal owners.

Related party debt

(i) The Company entered into convertible loan agreements with both Orion and Sprott (Note 7). Interest accretion related to the loans are recorded in interest expense (Note 16).

(ii) The Company has a gold prepay and silver purchase agreement with Orion (Note 7).

Other liabilities

(i) In connection with the financing package completed in 2021 and subsequent amendments, the company issued warrants to Orion (Note 9).

20. COMMITMENTS AND CONTINGENCIES

Surety bonds

At December 31, 2024, the Company has outstanding surety bonds in the amount of $132.8 million (2023 - $132.8 million) in favor of either the United States Department of the Interior, Bureau of Land Management ("BLM"), or the State of Nevada, Department of Conservation & Natural Resources as financial support for environmental reclamation and exploration permitting. This includes surety bonds for the Lone Tree project and the Ruby Hill property. The surety bonds are secured by restricted cash (Note 5). The obligations associated with these instruments are generally related to performance requirements that the Company addresses through its ongoing operations. As specific requirements are met, the BLM and State of Nevada as beneficiary of the instruments, will return the instruments to the issuing entity. As these instruments are associated with operating sites with long-lived assets, they will remain outstanding until closure.

Royalties

The Company pays Net Smelter Return ("NSR") royalties on its Granite Creek property at a rate of 1-5% and on its Ruby Hill property at a rate of 3% on revenues. In addition, Granite Creek has a 10% Net Profit Interest ("NPI") royalty calculated on a profit calculation with certain deductions. These royalties are recorded in cost of gold sold in the amount of $2.8 million (2023- $1.3 million) .The Company has other royalties committed on properties that are not currently producing.

Contingent Consideration

On June 14, 2012, Premier USA, through its wholly-owned subsidiary, Au-Reka, acquired a 100% interest in the Cove portion of the McCoy-Cove Property (the "Cove Deposit") from Victoria Gold Corporation ("Victoria") pursuant to an asset purchase agreement dated June 4, 2012. In the event of production from the Cove Deposit, the Company will make additional payments to Victoria in the aggregate amount of $13.8 million (C$20 million).

21. FINANCIAL INSTRUMENTS

The Company examines the various financial risks to which it is exposed and assesses the impact and likelihood of occurrence. These risks may include credit risk, liquidity risk, currency risk, interest rate risk and other risks. Where material, these risks are reviewed and monitored by the Board of Directors.

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(Stated in thousands of United States Dollars, except per share amounts)

(a) Fair value accounting

The fair value hierarchy prioritizes the input to valuation techniques used to measure fair values 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).

The following table presents financial instruments measured at fair value on a recurring basis within the fair value hierarchy for level 1 and 2 financial instruments:

		December 31, 2024		December 31, 2023	
	Level	Carrying amount	Fair value	Carrying amount	Fair value
Warranty liability	1	$ 4,623	$ 4,623	$ 4,467	$ 4,467
Share based payments	2	$ 790	$ 790	$ 1,184	$ 1,184

The Company calculates fair values based on the following methods of valuation and assumptions for level 1 and level 2:

Financial assets and liabilities

Financial assets other than the Company's derivative assets described are carried at amortized cost. The fair value of cash and cash equivalents and receivables approximate their carrying value due to their short-term nature.

Financial liabilities not classified as fair value through the statement of loss are carried at amortized cost. Accounts payable and accrued liabilities approximate their carrying value due to their short term nature.

Share-based payment and warrant liabilities

The share-based payment and warrant liabilities are classified within level 2 of the fair value hierarchy and are fair valued using a valuation model that incorporates such factors as the Company's share price volatility, risk-free rates and expiry dates including managements assumptions on forfeiture rates.

The warrants issued in connection with the Offering are classified within level 1 of the fair value hierarchy as the warrants are listed on the TSX and therefore a quoted market price is available.

(i) Fair value measurements using significant unobservable inputs (level 3):

The following tables present the changes in level 3 items:

	Convertible Loans					
	Orion conversion and change of control rights	Sprott conversion and change of control rights	Silver Purchase Agreement - silver price derivative	Gold Prepay - gold price derivative	Contingent consideration	Deferred consideration
Balance as at January 1, 2023	$ (27,029)	$ (5,299)	$ 1,898	$ 2,916	$ (4,541)	$ (45,805)
Repayment	—	—	—	—	—	47,000
Fair value adjustments	18,001	3,840	—	(4,592)	(357)	(1,195)
Balance as at December 31, 2023	$ (9,028)	$ (1,459)	$ 1,898	$ (1,676)	$ (4,898)	$ —
Repayment	—	—	—	—	5,000	—
Fair value adjustments	8,692	1,426	(9,897)	(7,989)	(102)	—
Balance as at December 31, 2024	**$ (336)**	**$ (33)**	**$ (7,999)**	**$ (9,665)**	**$ —**	**$ —**

The Company's derivative instruments are described in the level 1, 2 and 3 tables in this note.

The Company calculates fair values based on the following methods of valuation and assumptions for level 3 financial instruments as follows:

Convertible Loans

The Convertible Loans contain conversion and change of control rights that are separately measured at fair each reporting period (level 3). In determining the fair value at each reporting period, management judgement is required in respect to input variables of the financial model used for estimation purposes. These variables include such inputs as managements estimate of the probability and date of a change of control event, the Company's share price, share price variability, credit spreads, and interest rates. Gains and losses were recorded in other income and other expense in the Consolidated Statement of Operations.

Gold Prepay Agreement

The Gold Prepay Agreement is recognized as a financial liability at amortized cost and contains an embedded derivative in relation to the embedded gold price within the agreement that is measured at fair value each reporting period (level 3). In determining the fair value of the embedded derivative at each reporting period, management judgement is required in respect to input variables of the financial model used for estimation purposes. These variables include such inputs as metal prices, metal price volatility, and risk-free borrowing rates. Gains and losses were recorded in other income and other expense in the Consolidated Statement of Operations.

Silver Purchase Agreement

The Silver Purchase Agreement is recognized as a financial liability at amortized cost and it contains two embedded derivatives; one in relation to the embedded silver price within the agreement and the other in relation to the gold substitution option whereby i-80 Gold can choose to deliver gold instead of silver at a ratio of 75:1, both are measured at fair value each reporting period (level 3). On initial recognition and at December 31, 2024 and 2023, the gold substitution option did not have any value. In determining the fair value of the embedded derivatives at each reporting period, management judgement is required in respect to input variables of the financial model used for estimation purposes. These variables include such inputs as metal prices, metal price volatility, risk-free borrowing rates and the Company's production profile. Gains and losses were recorded in other income and other expense in the Consolidated Statement of Operations.

Contingent consideration

Contingent consideration related to Granite Creek was recognized at fair value on acquisition and in the comparative period prior to settlement by the Company during the second quarter of 2024 (Note 9 (vi)). This liability was classified within level 3 of the fair value hierarchy as it involved management's best estimate of whether or not the key activities and market conditions required for each contingent payment would be achieved. The significant unobservable inputs include such inputs as managements estimate of the probability of a positive production decision related to the Granite Creek Project and managements estimate of the probability of producing the first ounce of gold following a 60 consecutive day period where gold prices have exceeded $2,000 per ounce. The fair value of the contingent consideration was the present value of projected future cash flows using a discount rate of 7.5%.

Deferred consideration

Deferred consideration related to Ruby Hill was recognized at fair value on acquisition and in the comparative period prior to settlement by the Company during the fourth quarter of 2023 (Note 9 (vii)). This liability was classified within level 3 of the fair value hierarchy as it involved management's best estimate of whether or not the key activities required for each milestone payment would be achieved. Management assumed that all milestones would be achieved and the early repayment option would be taken. The fair value of the deferred consideration was the present value of projected future cash flows using a discount rate of 7.5%.

22. SUBSEQUENT EVENTS

Prospectus offering of common shares

On January 31, 2025, the Company closed a prospectus offering of 28.2 million common shares of the Company at a price of C$0.80 per share for aggregate gross proceeds of the Company of $15.6 million (C$22.6 million).

On February 28, 2025, in connection with the prospectus offering, the Concurrent Private Placement closed of an aggregate of 1.0 million common shares to certain directors and officers of the Company at a price of C$0.80 per share for gross proceeds of $0.6 million (C$0.8 million).

Convertible Debenture

On February 28, 2025, the Company completed certain amendments to its Convertible Debentures. The amendments provided for:

(i) the conversion price applicable to the a debenture holder’s right to elect to convert outstanding and accrued interest on the Convertible Debentures is equal to the volume weighted average price of i-80 Gold’s common shares on the TSX during the five trading days immediately preceding the date of the debenture holder’s election notice, less a discount of 15%, converted into US dollars at the Bank of Canada rate on such date;

(ii) the conversion price applicable to the Company’ right to elect to convert outstanding and accrued interest on the Convertible Debentures is equal to the greater of (x) 85% of the average closing price of the i-80 Gold common shares as measured in US dollars on the NYSE during the 10 business days immediately preceding the date of the Company’s election notice, and (y) the volume weighted average price of i-80 Gold common shares on TSX during the five trading days immediately preceding the date of the Company’s election notice, less a discount of 15%, converted into US dollars at the Bank of Canada rate on such date;

(iii) that the Company’s right to grant security against the Cove Project would rank subordinate to the security granted to the debenture holders; and

(iv) the Company with a redemption right in respect of all of the outstanding Convertible Debentures which allows the Company to redeem, in its sole discretion, all of the outstanding Convertible Debentures for cash at a 104% premium of the outstanding principal, along with accrued interest up to the redemption date.

Orion Convertible Loan

On January 31, 2025, the Company completed the amendment and restatement of its Convertible Credit Agreement (A&R Convertible Credit Agreement") with Orion. As a result, the conditions relating to the deferral of gold and silver deliveries, and the extension of the Orion Convertible Loan (collectively, the "Waiver Agreements") required to be completed to-date have been satisfied.

Further to the A&R Convertible Credit Agreement, Orion and i-80 Gold have extended the maturity date of the A&R Convertible Credit Agreement from December 13, 2025, to June 30, 2026, and have put certain security in place to secure the Company’s obligations under the A&R Convertible Credit Agreement. Additional security against the Company’s Ruby Hill and Granite Creek projects is required to be put in place by March 31, 2025. In connection with the extension of the A&R Convertible Credit Agreement, the Company has issued to Orion 5.0 million common share purchase warrants (the “2025 Orion Warrants”) with an exercise price of C$1.01 and an expiry date of January 15, 2029. The 2025 Orion Warrants will be subject to a hold period under applicable Canadian securities laws which will expire four months and one day from the date of issuance.

In addition, i-80 Gold and Orion have agreed to enter into an offtake agreement (the “Offtake Agreement”). The Offtake Agreement has similar terms to the existing agreement and will commence once the current offtake agreement with Deterra Royalties Limited expires at the end of December 2028.

ATM Program

Subsequent to the period ended December 31, 2024, the Company issued 4.3 million common shares under the ATM Program for total gross proceeds of $2.5 million. The ATM Program was effective until the filing of the Company's annual 10-K on March 31, 2025.

Third-party Processing Agreements

The Company finalized its third-party processing agreements in respect with its toll milling as well a ore sales for refractory and oxide material, respectively. The Agreements remain in effect through to December 31, 2027. The Company is targeting to have the anticipated refurbishment of its Lone Tree autoclave facility complete by December 31, 2027 to allow for all material from the Company's underground mines to be processed at its autoclave facility.

New Gold Prepay and Silver Purchase Agreement

On March 31, 2025, the Company entered into a new gold prepay and silver purchase arrangement with National Bank of Canada ("National Bank") under which National Bank purchased approximately 6,800 ounces of gold and 345,000 ounces of silver from the Company for delivery to National Bank by September 30, 2025 or earlier, upon an infusion of capital in line with the recapitalization plan. The proceeds of this new prepay arrangement will be used to satisfy the March 31, 2025 gold and silver deliveries due to Orion under its respective Gold Prepay and Silver Purchase and sale agreements.