LUMINA GOLD CORP.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

September 30, 2022

(Unaudited)

TSX-V: LUM

www.luminagold.com

NOTICE OF NO AUDITOR REVIEW

The unaudited condensed consolidated interim financial statements, and accompanying notes thereto, for the periods ended September 30, 2022 and 2021 have not been reviewed by the Company's external auditors.

LUMINA GOLD CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION

Unaudited

(expressed in U.S. dollars)

	Note	September 30, 2022	December 31, 2021
ASSETS			
Current assets			
Cash	3	$ 1,329,426	$ 12,032,208
Other receivables	4	26,779	63,728
Prepaid expenses		63,282	104,812
Total current assets		1,419,487	12,200,748
Non-current assets			
Environmental deposit		52,454	51,069
Property and equipment	5	3,907,545	3,906,663
Exploration and evaluation asset	6(a)	1,701,100	1,701,100
Total assets		$ 7,080,586	$ 17,859,580
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		$ 1,224,401	$ 712,689
Current portion of lease obligations	5	39,372	-
Loan	7	6,496,803	-
Warrant liability	7, 9(c)	36,593	-
Total current liabilities		7,797,169	712,689
Non-current liabilities			
Lease obligations	5	10,402	-
Total liabilities		7,807,571	712,689
EQUITY			
Share capital	8	107,958,475	107,979,969
Share-based payment reserve		6,968,633	6,485,901
Accumulated deficit		(115,654,093)	(97,318,979)
Total equity		(726,985)	17,146,891
Total liabilities and equity		$ 7,080,586	$ 17,859,580

Going concern (Note 2(b))
Commitments and contingent liability (Note 17)
Subsequent event (Note 18)

APPROVED BY THE DIRECTORS

“Marshall Koval”
Director

“Donald Shumka”
Director

LUMINA GOLD CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

For the three and nine months ended September 30, 2022 and 2021

Unaudited

(expressed in U.S. dollars)

	Note	Three months ended September 30, 2022	Three months ended September 30, 2021	Nine months ended September 30, 2022	Nine months ended September 30, 2021
Expenses					
Exploration and evaluation ("E&E") expenditures	6(b), 16	$ 3,782,204	$ 842,218	$ 17,254,098	$ 2,937,816
Fees, salaries and other employee benefits	10, 16	284,811	269,323	879,461	827,572
General and administration ("G&A")	16	70,574	33,296	286,344	287,074
Professional fees		38,763	34,771	174,385	161,879
Insurance		6,390	4,707	40,475	29,980
		(4,182,742)	(1,184,315)	(18,634,763)	(4,244,321)
Other income (expenses)					
Change in fair value of warrant liability	9(c)	91,363	-	91,363	-
Interest income and other		6,021	875	17,791	1,859
Interest and financing expense		(129,862)	(114,330)	(132,968)	(268,136)
Foreign exchange gain		315,220	114,300	323,463	48,614
		282,742	845	299,649	(217,663)
Net loss and comprehensive loss for the period		$ (3,900,000)	$ (1,183,470)	$ (18,335,114)	$ (4,461,984)
Loss per share – basic and diluted	11	$ (0.01)	$ (0.005)	$ (0.05)	$ (0.01)
Weighted average number of shares outstanding – basic and diluted	11	376,356,273	333,810,257	376,356,273	333,787,452

LUMINA GOLD CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS

For the nine months ended September 30, 2022 and 2021

Unaudited

(expressed in U.S. dollars)

	Note	Nine months ended September 30, 2022	2021
Operating activities			
Loss for the period		$ (18,335,114)	$ (4,461,984)
Adjustment for non-cash items:			
Depreciation	5	134,355	133,062
Environmental deposit interest earned		(1,385)	(1,081)
Foreign exchange on standby loan	7	(323,731)	(56,260)
Change in fair value of warrant liability	9(c)	(91,363)	-
Share-based payment	9(a)	482,732	467,893
Deduct: interest income		(16,411)	(773)
Add: interest and financing expense		132,968	268,136
Net changes in non-cash working capital items:			
Other receivables		36,949	9,032
Prepaid expenses		41,530	(27,088)
Accounts payable and accrued liabilities		511,712	334,747
Net cash utilized in operating activities		(17,427,758)	(3,334,316)
Investing activities			
Payment of environmental deposit		-	(49,473)
Expenditures on property and equipment		(58,228)	-
Interest received		16,411	773
Net cash utilized in investing activities		(41,817)	(48,700)
Financing activities			
Payment of lease obligations	5	(27,235)	(29,769)
Interest paid re lease obligations	5	(4,356)	(1,722)
Loan proceeds	7	6,819,878	2,989,086
Loan fees paid	7	-	(25,132)
Shares issued on exercise of stock options	8(a)	-	78,714
Share subscription proceeds received		-	4,974,309
Cost to issue shares	8(b)	(21,494)	-
Net cash provided by financing activities		6,766,793	7,985,486
(Decrease) increase in cash		(10,702,782)	4,602,470
Cash, beginning of period		12,032,208	535,781
Cash, end of period	3	$ 1,329,426	$ 5,138,251

Non-cash investing activity: see Note 5 for details of right-of-use asset additions.

LUMINA GOLD CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY

For the nine months ended September 30, 2022 and 2021

Unaudited

(expressed in U.S. dollars)

	Note	Share Capital Number of shares	Share Capital Amount	Share Subscription Proceeds	Share-based Payment Reserve	Accumulated Deficit	Total
Balance, December 31, 2020		333,616,428	$ 88,026,357	$ -	$ 6,176,775	$ (89,395,341)	$ 4,807,791
Exercise of stock options	8(a)	193,829	139,810	-	(61,096)	-	78,714
Share subscription proceeds	8	-	-	4,974,309	-	-	4,974,309
Share-based payment	9(a)	-	-	-	467,893	-	467,893
Comprehensive loss		-	-	-	-	(4,461,984)	(4,461,984)
Balance, September 30, 2021		333,810,257	$ 88,166,167	$ 4,974,309	$ 6,583,572	$ (93,857,325)	$ 5,866,723
Balance, December 31, 2021		376,356,273	$ 107,979,969	$ -	$ 6,485,901	$ (97,318,979)	$ 17,146,891
Share issue costs	8(b)	-	(21,494)	-	-	-	(21,494)
Share-based payment	9(a)	-	-	-	482,732	-	482,732
Comprehensive loss		-	-	-	-	(18,335,114)	(18,335,114)
Balance, September 30, 2022		376,356,273	$ 107,958,475	$ -	$ 6,968,633	$ (115,654,093)	$ (726,985)

1. NATURE OF OPERATIONS

Lumina Gold Corp. ("Lumina") is a publicly listed company incorporated under the Company Act of British Columbia on March 22, 1988. Lumina is listed on the TSX-Venture Exchange, having the symbol LUM.V. Lumina and its wholly owned subsidiaries (collectively referred to as the "Company") are engaged in the acquisition, exploration and development of mineral resources in Ecuador. The Company is considered to be in the exploration stage as it has not placed its mineral property into production.

Lumina's head office and principal business address is Suite 410, 625 Howe Street, Vancouver, British Columbia, V6C 2T6. Lumina's registered and records office is located at 1200 – 200 Burrard Street, Vancouver, British Columbia, V7X 1T2.

2. BASIS OF PREPARATION, GOING CONCERN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation

These condensed consolidated interim financial statements of the Company for the three and nine months ended September 30, 2022 and 2021, have been prepared in accordance with IAS 34 *Interim Financial Reporting.* They do not include all of the information and disclosures required in full annual financial statements and should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2021 which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These condensed consolidated interim financial statements have been prepared on a historical cost basis and are presented in U.S. dollars, except as specifically noted for Canadian dollar amounts shown as "C$".

These condensed consolidated interim financial statements were approved and authorized for issue by the Board of Directors on November 17, 2022.

(b) Going concern

These condensed consolidated interim financial statements have been prepared on the going concern basis which assumes that the Company will be able to realize, in the foreseeable future, its assets and discharge its liabilities in the normal course of business as they come due. As at September 30, 2022, the Company has incurred cumulative losses of $115,654,093 and has reported a net loss of $18,335,114 for the nine months ended September 30, 2022. The ability of the Company to continue as a going concern is dependent upon obtaining additional financing, entering into a joint venture, a merger or other business combination transaction involving a third party, sale of all or a portion of the Company's assets, the outright sale of the Company, the successful development of the Company's mineral property interests or a combination thereof. The Company believes that it will be able to continue as a going concern for the foreseeable future based on the Company's historical and anticipated ability to raise additional financing to further advance the Company's Cangrejos Project and indications of shareholder support. However, the Company will continue to incur losses in the development of its mineral exploration project and, as noted above, the Company will require additional funding in the future.

COVID-19 continues to impact world affairs. The ultimate duration and magnitude of the impact on the economy, capital markets and the Company's financial position cannot be estimated at this time. The Company continues to monitor developments and adapt its business plans accordingly. There can be no assurance that management's plans to raise additional financing to further advance the Cangrejos Project will be successful. These factors indicate the existence of a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern. These condensed consolidated interim financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. BASIS OF PREPARATION, GOING CONCERN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Significant accounting policies

The significant accounting policies that have been applied, on a consistent basis, in the preparation of these condensed consolidated interim financial statements are included in the Company's audited consolidated financial statements for the year ended December 31, 2021. Those accounting policies have been used throughout all periods presented in the condensed consolidated interim financial statements.

In addition, the Company issued warrants as part of a loan financing (see Note 7) for which the Company has the following accounting policy:

Derivative liabilities

Derivatives are initially recognized at their fair value on the date the derivative contract is entered into, and transaction costs are expensed. The Company's derivatives are subsequently re-measured at their fair value at each statement of financial position date with changes in fair value recognized in net income or loss.

As the exercise price of the Company's share purchase warrants is fixed in Canadian dollars, and the functional currency of the Company is the U.S. dollar, these warrants are considered a derivative as a variable amount of cash in the Company's functional currency will be received on exercise. Accordingly, these share purchase warrants are classified and accounted for as a derivative liability. The fair value of the warrants is determined using the Black Scholes option pricing model at the period-end date.

(d) Significant accounting judgments and estimates

The preparation of these condensed consolidated interim financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities at the date of the condensed consolidated interim financial statements and reported amounts of expenses during the reporting periods. Actual outcomes could differ from these estimates and judgments, which, by their nature, are uncertain. Significant judgments made by management in applying the Company's accounting policies and the key sources of estimation uncertainty are the same as those that applied to the annual consolidated financial statements as at and for the year ended December 31, 2021, except as noted below:

Valuation of derivative liabilities

The valuation of the Company's derivative financial instruments requires the use of option pricing models or other valuation techniques. Measurement of warrants with exercise prices denominated in Canadian dollars that are not listed for trading is based on an option pricing model that uses assumptions with respect to share price, expected life, share price volatility and discount rates. Changes in these assumptions and estimates could result in changes in the fair value of these instruments and a corresponding change in the amount recognized in net income (loss). Significant assumptions related to derivatives are disclosed in Note 9(c).

(e) Standards issued but not yet effective

The Company has not early adopted any amendment, standard or interpretation that has been issued by the IASB but that is not yet effective, nor has it identified any such standard or interpretation that is expected to have a material impact on the Company's consolidated financial statements.

3. CASH

The Company's cash, by currency, at September 30, 2022 and December 31, 2021 was as follows:

		September 30, 2022		December 31, 2021
Cash at bank and in hand denominated in Canadian dollars	$	378,600	$	4,528,299
Cash at bank and in hand denominated in U.S. dollars		950,826		7,503,909
	$	1,329,426	$	12,032,208

4. OTHER RECEIVABLES

		September 30, 2022		December 31, 2021
Refundable goods and services tax	$	22,812	$	23,917
Other		3,967		39,811
	$	26,779	$	63,728

5. PROPERTY AND EQUIPMENT AND LEASE OBLIGATIONS

		Land[1]		Property and equipment		Right-of-use ("ROU") assets		Total
Cost								
December 31, 2021	$	2,708,805	$	1,707,950	$	108,659	$	4,525,414
Additions		-		58,228		77,009		135,237
ROU disposal		-		-		(108,659)		(108,659)
September 30, 2022	$	2,708,805	$	1,766,178	$	77,009	$	4,551,992
Accumulated Depreciation								
December 31, 2021	$	-	$	510,092	$	108,659	$	618,751
Depreciation for the period		-		105,522		28,833		134,355
ROU disposal		-		-		(108,659)		(108,659)
September 30, 2022	$	-	$	615,614	$	28,833	$	644,447
Net book value								
December 31, 2021	$	2,708,805	$	1,197,858	$	-	$	3,906,663
September 30, 2022	$	2,708,805	$	1,150,564	$	48,176	$	3,907,545

[1]The Company has purchased various small local farm lands in the area of its mineral properties that are of strategic value representing important surface rights over which it has mineral rights and access.

Depreciation expense relating to property and equipment utilized in E&E activities is expensed to E&E and is included in field office costs.

Right-of-use assets

The Company has recognized ROU assets in relation to leases for office space and warehouses in Ecuador. The ROU assets were recognized based on the amount equal to the lease liability.

Lease obligations

A continuity of the lease liability for the nine months ended September 30, 2022 is as follows:

December 31, 2021	$	-
Addition		77,009
Interest accretion		4,356
Lease payments		(31,591)
September 30, 2022	$	49,774

6. EXPLORATION AND EVALUATION ASSET AND EXPENDITURES

(a) Exploration and evaluation asset

The Company holds the following mineral exploration project and concession areas in Ecuador:

Cangrejos

The Company has seven contiguous mineral concessions (December 31, 2021 – seven) located near Machala in southwest Ecuador, collectively known as the "Cangrejos Project" and representing a land area of 6,373 hectares.

In December 2021, an Exploration Investment Protection Agreement ("EIPA") for the Cangrejos Project was signed with the Government of Ecuador (the "Government"). The EIPA provides a foundation that can be built upon as the Cangrejos Project advances, leading towards future negotiation of an Exploitation Agreement and Exploitation Investment Protection Agreement required for mine construction and operations. Such further negotiation would occur after the completion of a Pre-Feasibility Study for the Cangrejos Project. The EIPA explicitly covers an investment totalling a minimum of $36 million for the period 2019-2024 and also covers investments by the Company in Ecuador from December 2010 to the end of 2018. The agreement also extends to any additional investments made in Ecuador during the period to 2024 and beyond. Under the terms of the EIPA, the Government pledges to maintain legal certainty and stability for the Company's investment, as well as to provide non-discriminatory treatment compared to other similar projects with regards to the administration, operation, expansion, and transfer of the Company's investments. In addition, the Government commits that it will not subject the Company and its investments to arbitrary or discriminatory measures. The guarantee also extends to property rights, barring any confiscation or other termination of rights without fair compensation, and also forbids restrictions on the legal transfer of the investment (e.g., the project or local holding companies) by the Company or its shareholders. The agreement also contains detailed procedures for dispute resolution, with arbitration in London pursuant to the rules of the International Chamber of Commerce.

Annual expenditures / Acquisition cost and carrying value

To maintain its mineral concessions the Company is required to meet certain spending requirements as communicated to the Government of Ecuador. The 2022 commitment related to such spending has been satisfied.

The carrying value of the Company's Cangrejos Project at September 30, 2022 is $1,701,100 (December 31, 2021 - $1,701,100).

(expressed in U.S. dollars)

6. EXPLORATION AND EVALUATION ASSET AND EXPENDITURES (continued)

(b) Exploration and evaluation expenditures

The Company's exploration and evaluation expenditures on its Cangrejos Project for the three and nine months ended September 30, 2022 and 2021 are as follows:

	Three months ended September 30, 2022	Three months ended September 30, 2021
Assays / Sampling	$ 263,444	$ 1,383
Camp	314,047	130,213
Camp access and improvements	50,086	7,471
Drilling	919,979	-
Engineering	838,616	7,845
Environmental, Health & Safety	267,083	104,821
Field office	145,582	73,563
Geological consulting	209,577	81,743
Geological and field staff	84,965	6,960
Legal fees	12,314	19,083
Metallurgical	115,993	-
Mineral rights and property fees	41,898	39,079
Project management[(1)]	178,883	152,932
Reports	18,219	-
Social and community[(1)]	144,448	122,344
Share-based payment (Note 9(a))	50,120	45,945
Transportation and accommodation	126,950	48,836
Costs incurred during the period	$ 3,782,204	$ 842,218
Cumulative E&E incurred, beginning of period [(2)]	$ 62,433,945	$ 45,501,755
E&E incurred during the period	3,782,204	842,218
Cumulative E&E incurred, end of period	$ 66,216,149	$ 46,343,973

[(1)] Expenses classified and recorded as project management and social and community costs include key management personnel costs (see Note 16).
[(2)] E&E expenditures have been disclosed on a cumulative basis since January 1, 2004 for the Cangrejos Project.

	Nine months ended September 30, 2022	Nine months ended September 30, 2021
Assays / Sampling	$ 699,458	$ 4,723
Camp	943,438	443,470
Camp access and improvements	201,156	47,313
Drilling	9,379,527	-
Engineering	1,778,449	80,607
Environmental, Health & Safety	681,269	374,636
Field office	461,420	228,141
Geological consulting	466,307	247,681
Geological and field staff	310,749	16,860
Legal fees	50,382	141,931
Metallurgical	250,694	-
Mineral rights and property fees	287,071	205,232
Project management[(1)]	534,618	468,352
Reports	136,021	-
Social and community[(1)]	475,501	346,349
Share-based payment (Note 9(a))	151,534	136,338
Transportation and accommodation	446,504	196,183
Costs incurred during the period	$ 17,254,098	$ 2,937,816
Cumulative E&E incurred, beginning of period [(2)]	$ 48,962,051	$ 43,406,157
E&E incurred during the period	17,254,098	2,937,816
Cumulative E&E incurred, end of period	$ 66,216,149	$ 46,343,973

[(1)] Expenses classified and recorded as project management and social and community costs include key management personnel costs (see Note 16).
[(2)] E&E expenditures have been disclosed on a cumulative basis since January 1, 2004 for the Cangrejos Project.

(expressed in U.S. dollars)

7. LOANS

On October 28, 2020, the Company entered into an unsecured credit agreement (the “First Standby Loan”) with Ross Beaty, a shareholder of the Company, wherein he would make available up to C$5 million that could be used by the Company for general corporate and working capital purposes. In November 2020, the Company drew C$500,000 of the First Standby Loan with further draws totalling C$1,350,000 in December 2020, C$1,000,000 in February 2021, C$500,000 in March 2021, C$500,000 in April 2021, C$400,000 in May 2021, C$350,000 in June 2021 and C$400,000 in July 2021. The First Standby Loan bore interest at 8% per annum and was subject to a drawdown fee of 1% (on each draw made) and standby fee of 1% of the total facility (due at the time of the initial draw on the facility). The principal and accrued interest was payable upon the earlier of (i) September 30, 2021; (ii) two business days after the Company receives aggregate gross proceeds from one or more equity financings in excess of C$10 million; or (iii) the date of a change of control of the Company. The Company could prepay the First Standby Loan in whole at any time before maturity without notice or penalty.

On September 13, 2021, the Company and Ross Beaty entered into an amendment agreement whereby the available amount on the First Standby Loan was adjusted to C$6 million and the repayment date of September 30, 2021 amended to December 31, 2021. All other terms and conditions of the First Standby Loan remained unchanged. The Company drew an additional C$600,000 in September 2021.

To September 30, 2021, the Company incurred drawdown and standby fee costs totalling C$106,000 in respect to the First Standby Loan, which were included in the carrying value of the First Standby Loan and are amortized using effective interest rates ranging from 10.3% to 13.4%.

The First Standby Loan (and accrued interest) was settled in the fourth quarter of 2021 by the issuance of common shares of the Company.

On July 5, 2022, the Company entered into an agreement with Ross Beaty to establish a C$10 million unsecured credit facility (the “Second Standby Loan”). The Second Standby Loan bears interest at a rate of 10% per annum and matures on the earlier of: (i) July 5, 2023; (ii) two business days after the Company receives aggregate gross proceeds from one or more equity financings in excess of C$15 million; or (iii) the date of a change of control of the Company, at which time it must be repaid in full. In connection with the Second Standby Loan, the Company granted 3,000,000 common share purchase warrants to Mr. Beaty (the “Bonus Warrants”), due upon the initial draw on the facility. An initial draw of C$1,000,000 was made on July 7, 2022. The Bonus Warrants entitle the holder to acquire one common share of the Company at a price of C$0.38 per common share until July 7, 2024. In the event that the Second Standby Loan is repaid prior to July 5, 2023, the Bonus Warrants will expire on July 7, 2023. During the three months ended September 30, 2022, further draws on the Second Standby Loan were made as follows: C$4,000,000 on July 25, 2022, C$2,400,000 on September 1, 2022, and C$1,000,000 on September 29, 2022.

The fair value of the Bonus Warrants (see Note 9(c)) on the date of the initial draw in the amount of $127,956 were included in the carrying value of the Second Standby Loan and are amortized using an effective interest rate of approximately 11.7%.

The following is a summary of the changes in loans and borrowings arising from investing and financing activities for the nine months ended September 30, 2022 and 2021:

	Nine months ended September 30, 2022	2021
Loan balance, beginning of period	$ -	$ 1,415,963
Draws on Standby Loans, net of deferred financing costs	6,691,922	2,963,954
Accretion and accrued interest	128,612	266,414
Unrealized foreign exchange gain	(323,731)	(56,260)
Loan balance, end of period	$ 6,496,803	$ 4,590,071

(expressed in U.S. dollars)

8. SHARE CAPITAL

Authorized: Unlimited common shares, without par value.

Issued and fully paid:	Number of Common Shares		Amount
Balance, December 31, 2020	333,616,428	$	88,026,357
Shares issued on exercise of stock options (a)	193,829		139,810
Balance, September 30, 2021	333,810,257	$	88,166,167
Balance, December 31, 2021	376,356,273	$	107,979,969
Share issue costs (b)	-		(21,494)
Balance, September 30, 2022	376,356,273	$	107,958,475

(a) During the three months ended March 31, 2021, 193,829 stock options were exercised at a weighted average exercise price of $0.41 (C$0.52) per common share for total proceeds of $78,714. The previously recognized share-based payment expense relating to these stock options was reclassified from share option reserve to share capital in the amount of $61,096.

(b) In March 2022, the Company received a reimbursement of share issue costs in the amount of $3,019 related to the brokered private placement financing that closed in October 2021. In the three months ended June 30, 2022, the Company incurred additional share issue costs of $24,513.

Share Subscription Proceeds

In September 2021, the Company received $4,974,309 in share subscription proceeds pertaining to a non-brokered private placement of common shares that closed in October 2021.

9. SHARE-BASED PAYMENTS

(a) Stock option plan

The Company has a stock option plan (the “Plan”) whereby the Company may grant options to directors, officers, employees and consultants of the Company. The maximum number of shares that may be reserved for issuance under the Plan is limited to 10% of the total number of issued and outstanding shares on the date options are granted. In addition, the number of shares which may be reserved for issuance to any one individual may not exceed 5% of the issued shares on a yearly basis or 2% if the optionee is engaged in investor relations activities or is a consultant. Options are exercisable over periods of up to five years as determined by the Board and are required to have an exercise price no less than the closing market price of the Company’s shares prevailing on the day that the option is granted less a discount of up to 25%, the amount of the discount varying with market price in accordance with the policies of the TSX Venture Exchange. The Plan contains no vesting requirements but permits the Board to specify a vesting schedule in its discretion.

The Company granted no stock options during the nine months ended September 30, 2022 and 2021.

Pursuant to the Company’s accounting policy for share-based payments, the fair value of options vesting during the three and nine months ended September 30, 2022, in the amounts of $159,700 and $482,732 (three and nine months ended September 30, 2021 - $155,826 and $467,893) have been recorded in the condensed consolidated interim statements of loss and comprehensive loss. Of these amounts, $109,580 and $331,198 (2021 periods - $109,881 and $331,555) have been included in fees, salaries and other employee benefits (Note 10) and $50,120 and $151,534 (2021 periods - $45,945 and $136,338) have been expensed to exploration and evaluation expenditures (Note 6(b)).

9. SHARE-BASED PAYMENTS (continued)

(b) Outstanding stock options

Stock options and weighted average exercise prices are as follows for the reporting periods presented:

	Three months ended September 30, 2022			Three months ended September 30, 2021		
	Number of Options		Weighted Average Exercise Price	Number of Options		Weighted Average Exercise Price
Outstanding, beginning of period	24,192,465	C$	0.60	21,662,290	C$	0.61
Expired	(13,333)	C$	0.58	-	C$	-
Outstanding, end of period	24,179,132	C$	0.60	21,662,290	C$	0.61

	Nine months ended September 30, 2022			Nine months ended September 30, 2021		
	Number of Options		Weighted Average Exercise Price	Number of Options		Weighted Average Exercise Price
Outstanding, beginning of period	24,800,798	C$	0.60	21,856,119	C$	0.61
Exercised	-	C$	-	(193,829)	C$	0.52
Expired	(621,666)	C$	0.76	-	C$	-
Outstanding, end of period	24,179,132	C$	0.60	21,662,290	C$	0.61

No stock options were exercised in the nine months ended September 30, 2022. The weighted average share price at the date of exercise for share options exercised in the nine months ended September 30, 2021 was $0.65.

At September 30, 2022, the Company had outstanding stock options, including weighted average remaining contractual life, as follows:

Options Outstanding					Options Exercisable		
Number of Options	Expiry Date	Weighted average life (years)	Exercise Price		Number of Options	Exercise Price	
1,830,000	December 7, 2022	0.19	C$	0.58	1,830,000	C$	0.58
4,689,133	December 4, 2023	1.18	C$	0.56	4,689,133	C$	0.56
6,758,332	October 11, 2024	2.03	C$	0.54	6,758,332	C$	0.54
4,915,000	November 25, 2025	3.16	C$	0.75	3,287,090	C$	0.75
5,986,667	November 23, 2026	4.15	C$	0.58	1,989,597	C$	0.58
24,179,132		2.48	C$	0.60	18,554,152	C$	0.59

(c) Warrants

The Company issued share purchase warrants as part of its Second Standby Loan in July 2022 (see Note 7). The functional currency of the Company is the U.S. dollar. The share purchase warrants were not issued for goods or services rendered. As the exercise price of the Company's share purchase warrants is fixed in Canadian dollars, these warrants are considered a derivative as a variable amount of cash in the Company's functional currency will be received on exercise. Accordingly, these warrants are classified and accounted for as a derivative liability at fair value through net income or loss. The fair value of the warrants is determined using the Black Scholes option pricing model at the time the warrants are issued and at each period-end date.

(expressed in U.S. dollars)

9. SHARE-BASED PAYMENTS (continued)

(c) Warrants (continued)

The fair value of the warrants, at each relevant date, was determined with Black-Scholes using the following inputs:

	July 7, 2022	**September 30, 2022**
Risk-free interest rate	3.19%	3.76%
Expected dividend yield	-	-
Expected stock price volatility	45%	47%
Expected warrant life in years	1.00	0.76
Share price	C$0.35	C$0.27
Exchange rate (U.S. Dollar to Canadian Dollar)	1.2986	1.3707
Fair value	$127,956	$36,593

During the three and nine months ended September 30, 2022, the Company recognized a fair value gain of $91,363.

The following tables summarize warrants activity for the three and nine months ended September 30, 2022 and 2021:

	Three and nine months ended September 30, 2022					
	2022			2021		
	Number of Warrants		Weighted Average Exercise Price	Number of Warrants		Weighted Average Exercise Price
Outstanding, beginning of period	-	C$	-	-	C$	-
Granted	3,000,000	C$	0.38	-	C$	-
Outstanding, end of period	3,000,000	C$	0.38	-	C$	-

Warrants outstanding at September 30, 2022, are as follows:

Warrants Outstanding				Warrants Exercisable	
Number of Warrants	Expiry Date	Weighted average life (years)	Exercise Price	Number of Warrants	Exercise Price
3,000,000	July 7, 2024[1]	1.77	C$ 0.38	3,000,000	C$ 0.38

[1] As disclosed in Note 7, the expiry date of the warrants will be July 7, 2023, in the event that the Company repays the outstanding Second Standby Loan prior to July 5, 2023.

10. FEES, SALARIES AND OTHER EMPLOYEE BENEFITS

	Three months ended September 30, 2022	Three months ended September 30, 2021	Nine months ended September 30, 2022	Nine months ended September 30, 2021
Fees and salaries	$ 175,231	$ 159,442	$ 548,263	$ 495,073
Other benefits	-	-	-	944
Share-based payments (Note 9(a))	109,580	109,881	331,198	331,555
	$ 284,811	$ 269,323	$ 879,461	$ 827,572

(expressed in U.S. dollars)

11. LOSS PER SHARE

The calculation of basic and diluted loss per common share is based on the following data:

	Three months ended September 30, 2022	2021
Net loss	$ (3,900,000)	$ (1,183,470)
Weighted average number of common shares outstanding (basic and diluted)	376,356,273	333,810,257
Loss per share – basic and diluted	$ (0.01)	$ (0.005)

	Nine months ended September 30, 2022	2021
Net loss	$ (18,335,114)	$ (4,461,984)
Weighted average number of common shares outstanding (basic and diluted)	376,356,273	333,787,452
Loss per share – basic and diluted	$ (0.05)	$ (0.01)

Basic loss per share is computed by dividing the net loss of the Company by the weighted average number of common shares outstanding during the period. The diluted loss per share reflects the potential dilution of common share equivalents, such as stock options, in the weighted average number of common shares outstanding during the period, if dilutive.

All of the stock options and warrants currently issued (see Note 9) were anti-dilutive for the three and nine months ended September 30, 2022 and 2021.

12. CAPITAL RISK MANAGEMENT

It is the Company's objective when managing capital to safeguard its ability to continue as a going concern in order that it may continue to explore and develop its mineral properties and continue its operations for the benefit of its shareholders. The Company's objectives when managing capital are to:

(a) continue the exploration and development of its mineral properties;
(b) support any expansion plans; and
(c) maintain a capital structure which optimizes the cost of capital at acceptable risk.

The Company considers its equity, which includes common shares, share-based payment reserve and accumulated deficit as capital. The Company intends to spend available working capital by carrying out its planned acquisition, exploration and development activities on mineral properties and continuing to pay administrative costs.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristic of the underlying assets. In order to maintain or adjust the capital structure the Company may issue new common shares. In order to facilitate analysis and management of its capital requirements, the Company prepares and updates annual budgets (as needed) to ensure that its acquisition and exploration operations can continue to progress. Budgets, once finalized, are approved by the Board. There have not been any changes to the Company's capital management objective, policies and processes compared to the prior year. The Company is not subject to any externally imposed capital requirements.

(expressed in U.S. dollars)

13. FINANCIAL INSTRUMENTS

(a) Categories of financial assets and financial liabilities

The Company's financial assets and financial liabilities are categorized as follows:

	Note	Category	September 30, 2022	December 31, 2021
Cash	3	Amortized cost	$ 1,329,426	$ 12,032,208
Other receivables	4	Amortized cost	3,967	39,811
Environmental deposit		Amortized cost	52,454	51,069
Accounts payable and accrued liabilities		Amortized cost	1,224,401	712,689
Lease obligations		Amortized cost	49,774	-
Loan		Amortized cost	6,496,803	-
Warrant liability		Fair value through profit and loss	36,593	-

The recorded amounts for cash, other receivables, environmental deposit and accounts payable and accrued liabilities approximate their fair value due to the short-term maturities of these instruments and/or the market interest rate being earned or charged thereon. Lease obligations and loan are initially measured at their fair value with subsequent measurement at amortized cost using the effective interest rate method. Income earned on the Company's cash has been disclosed in the condensed consolidated interim statements of loss and comprehensive loss under the caption "interest income and other."

Financial assets and liabilities classified at fair value through profit and loss ("FVTPL") are measured at fair value with changes in those fair values recognized in the consolidated statements of loss and comprehensive loss for the period.

(b) Fair Value Measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy establishes three levels in which to classify the inputs of valuation techniques used to measure fair values.

Level 1 – quoted market prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 – inputs other than quoted market prices included in Level 1 that are observable for the asset or liability, either directly, such as prices, or indirectly (derived from prices).
Level 3 – inputs are unobservable (supported by little or no market activity) such as non-corroborative indicative prices for a particular instrument provided by a third party.

The fair value of financial assets and financial liabilities at amortized cost is determined in accordance with generally accepted pricing models based on discounted cash flow analysis or using prices from observable current market transactions. The fair value of the Company's loan and warrant liability are determined using Level 2 inputs.

14. FINANCIAL INSTRUMENT RISKS

The Company is exposed to various risks in relation to financial instruments. The main types of risk are credit risk, liquidity risk and market risk. These risks arise from the normal course of the Company's operations and all transactions undertaken are to support the Company's ability to continue as a going concern. The risks associated with financial instruments and the policies on mitigation of such risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

(a) Credit Risk

At September 30, 2022, the Company considers that its cash, other receivables and environmental deposit are exposed to credit risk, representing maximum exposure of $1,385,847 (December 31, 2021 - $12,123,088). Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's exposure to credit risk on its cash is minimized by maintaining these assets with high-credit quality financial institutions. At September 30, 2022, the Company's cash was held at two financial institutions (December 31, 2021 – two financial institutions).

14. FINANCIAL INSTRUMENT RISKS (continued)

(b) Liquidity Risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they become due. The Company manages liquidity risk by ensuring that it has sufficient cash available to meet its obligations. These requirements are met through a combination of cash on hand, disposition of assets, accessing capital markets and loans.

At September 30, 2022, the Company's current liabilities consisted of trade and other payables of $1,224,401, due primarily within three months from the period end, and a loan of $6,496,803, due on July 5, 2023. The Company's cash of $1,329,426 at September 30, 2022, was not sufficient to pay for these current liabilities in the absence of additional financing (see Note 2(b)). See Note 18 for further details on additional funds drawn on the loan subsequent to September 30, 2022.

(c) Market Risks

The significant market risk exposures to which the Company is exposed are interest rate risk, currency risk and price risk.

Interest Rate Risk

Interest rate risk is the risk that the future cash flows and fair values of the Company will fluctuate because of changes in market interest rates. Based on the Company's cash as at September 30, 2022, and assuming that all other variables remained constant, a 1% increase or decrease in interest rates would result in an increase or decrease of approximately $13,300 in the Company's interest income on an annual basis.

Currency Risk

The functional currency of Lumina and its subsidiaries is the U.S. dollar. The carrying amounts of financial assets and financial liabilities denominated in currencies other than the U.S. dollar are subject to fluctuations in the underlying foreign currency exchange rates. Gains and losses on such items are included as a component of net loss for the period.

The Company is exposed to currency risks arising from fluctuations in foreign exchange rates primarily among the U.S. dollar and Canadian dollar and the degree of volatility of these rates. While the Company incurs the majority of its expenditures in U.S. dollars, corporate G&A expenses are primarily paid in Canadian dollars. The Company does not use derivative instruments to reduce its exposure to foreign exchange and currency risks. The Company's exposure to foreign currency risks on cash balances held in foreign currencies is not expected to be significant. The Company's standby loan is denominated in Canadian dollars and is, accordingly, exposed to fluctuations in foreign exchange rates with the U.S. Dollar.

The table below shows the impact that a 1% fluctuation in foreign currency rates compared to the U.S. dollar would have on the Company's consolidated loss, comprehensive loss and equity based upon the assets and liabilities held at September 30, 2022.

Financial Instrument Type	U.S. Dollar	Currency	+/- 1% Fluctuation	
Cash	$ 378,600	CAD dollar	$ 3,786	$ (3,786)
Accounts payable and accrued liabilities	(294,160)	CAD dollar	(2,942)	2,942
Loan	(6,496,803)	CAD dollar	(64,968)	64,968
Warrant liability	(36,593)	CAD dollar	(366)	366
Total	$ (6,448,956)		$ (64,490)	$ 64,490

Other Price Risk

The Company did not hold any financial instruments that had direct exposure to other price risks at September 30, 2022.

15. SEGMENTED DISCLOSURE

The Company is organized into business units based on the location of its mineral properties and has one reportable operating segment, being that of the acquisition, exploration and evaluation of mineral properties in Ecuador. Reporting to the chief decision maker is carried out on a consolidated basis.

(expressed in U.S. dollars)

16. COMPANY INFORMATION AND RELATED PARTY TRANSACTIONS

Information about subsidiaries

The consolidated financial statements include the following material subsidiary:

		% Equity interest at	
	Country of Incorporation	September 30, 2022	December 31, 2021
Odin Mining del Ecuador S.A. ("Odin")	Ecuador	100	100

Related party expenses and balances

The Company incurred the following expenses with related parties:

		Three months ended September 30,			
Company	Nature of transactions		2022		2021
Miedzi Copper Corp. ("Miedzi")	E&E (geological)	$	17,013	$	291
Miedzi	G&A		8,511		13,795
Miedzi	Fees		45,163		45,445
Hathaway Consulting Ltd.	Fees		25,823		25,401
Into the Blue Management Inc.	Fees		20,814		24,519
Koval Management Inc.	Fees		48,089		46,850
La Mar Consulting Inc.	E&E (social and community)		34,395		32,793
Luminex Services Ecuador LS-EC S.A. ("Luminex Services")	E&E (geological; social and community; and field office)		-		66,806
Lyle E Braaten Law Corp.	Fees		18,329		16,936
		$	218,137	$	272,836

		Nine months ended September 30,			
Company	Nature of transactions		2022		2021
Miedzi	E&E (geological)	$	23,879	$	8,622
Miedzi	G&A		30,515		50,370
Miedzi	Fees		144,226		139,949
Hathaway Consulting Ltd.	Fees		78,991		77,324
Into the Blue Management Inc.	Fees		63,668		74,543
Koval Management Inc.	Fees		145,952		142,426
La Mar Consulting Inc.	E&E (social and community)		103,185		98,379
Luminex Services	E&E (geological; social and community; and field office)		-		210,137
Lyle E Braaten Law Corp.	Fees		55,769		51,556
		$	646,185	$	853,306

Miedzi is considered a company related by way of directors, officers and shareholders in common. Hathaway Consulting Ltd., Into the Blue Management Inc., Koval Management Inc., La Mar Consulting Inc. and Lyle E Braaten Law Corp. are related by way of being owned by directors or officers of the Company. Luminex Services is a wholly owned subsidiary of Luminex Resources Corp. ("Luminex") and provided personnel services to Odin in 2021. Luminex is considered a related party by way of directors, officers and shareholders in common.

Related party transactions are recognized at the amounts agreed between the parties. Outstanding balances are unsecured and settlement occurs in cash. At September 30, 2022, no amounts were owing to related parties (December 31, 2021 – $Nil).

(expressed in U.S. dollars)

16. COMPANY INFORMATION AND RELATED PARTY TRANSACTIONS (continued)

Key management personnel compensation

Key management of the Company are the directors and officers of Lumina and their remuneration includes the following:

	Three months ended September 30, 2022	Three months ended September 30, 2021	Nine months ended September 30, 2022	Nine months ended September 30, 2021
Short-term benefits (i)	$ 202,908	$ 200,538	$ 616,804	$ 607,678
Share-based payments (ii)	-	-	-	-
Total remuneration	$ 202,908	$ 200,538	$ 616,804	$ 607,678

(i) Short-term benefits include fees and salaries, including where those costs have been allocated to E&E expenditures (see Note 6(b)).
(ii) Share-based payments are the fair value of options granted (vested and unvested) to key management personnel as at the grant date (see Note 9(a)), including where those amounts have been allocated to E&E expenditures.
(iii) Key management personnel were not paid post-employment benefits, termination benefits, or long-term benefits during the three and nine months ended September 30, 2022 and 2021.

17. COMMITMENTS AND CONTINGENT LIABILITY

Commitments

As at September 30, 2022, the Company has entered into agreements that are not recognized as ROU assets and that include rental agreements and contracted studies that require minimum payments in the aggregate as follows:

Within one year	$ 55,000

Contingent liability

Lumina has entered into an agency agreement with Miedzi and Luminex to facilitate transactions between the entities and provide clarity around ongoing G&A costs in the case of withdrawal from the agency agreement, including provisions for rent of premises and personnel costs. At September 30, 2022, and assuming withdrawal from the agency agreement at that date, Lumina's obligation to Miedzi would be approximately $332,000 (December 31, 2021 - $356,000).

18. SUBSEQUENT EVENT

No adjusting or significant non-adjusting events have occurred between the reporting date and the date of authorization of the condensed consolidated interim financial statements except that on November 1, 2022, the Company drew the remaining C$1,100,000 under the Second Standby Loan.