COLLECTIVE MINING

INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended March 31, 2022

COLLECTIVE MINING LTD.
Consolidated Statement of Financial Position (unaudited)
(All amounts expressed in U.S. Dollars, unless otherwise indicated)

As at	Note	March 31, 2022	December 31, 2021
		$	$
ASSETS			
Current assets:			
Cash and cash equivalents	12(a)	**12,586,316**	16,308,805
Receivables and prepaid expenses	5	**502,713**	391,337
		13,089,029	16,700,142
Non-current assets:			
Equipment and other fixed assets	6	**367,317**	343,749
Long-term VAT receivable	8	**358,528**	222,096
		725,845	565,845
Total assets		**13,814,874**	17,265,987
LIABILITIES AND EQUITY			
Current liabilities:			
Account payables and accrued liabilities		**1,293,828**	1,566,035
Current portion of lease liability	9	**82,149**	55,727
		1,375,977	1,621,762
Non-current liabilities:			
Lease liability	9	**105,838**	65,927
		105,838	65,927
		1,481,815	1,687,689
Equity:			
Share capital	13	**25,192,092**	25,192,092
Contributed surplus		**10,171,522**	9,393,189
Deficit		**(23,030,555)**	(19,006,983)
		12,333,059	15,578,298
Total liabilities and equity		**13,814,874**	17,265,987
Commitments and contingencies	18		

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

ON BEHALF OF THE BOARD:

Ari Sussman
Executive Chairman

Paul Begin
CFO

COLLECTIVE MINING LTD.
Consolidated Statement of Operations and Comprehensive Loss (unaudited)
(All amounts expressed in U.S. Dollars, unless otherwise indicated)

For the three months ended	Note	March 31, 2022	March 31, 2021
		$	$
Expenses			
Exploration and evaluation	16(a)	**(2,938,447)**	(1,424,007)
General and administration	16(b)	**(1,330,968)**	(664,396)
		(4,269,415)	(2,088,403)
Other income (expenses)			
Foreign exchange gain (loss)		**237,673**	6,469
Other income (expense)		**15,889**	–
Net loss before finance items and income tax		**(4,015,853)**	(2,081,934)
Finance income (expense)			
Finance costs	16(c)	**(7,719)**	(10,558)
Net loss before income tax		**(4,023,572)**	(2,092,492)
Income tax		**–**	–
Net loss and comprehensive loss		**(4,023,572)**	(2,092,492)
Basic and diluted loss per common share		**(0.08)**	(0.09)
Weighted average common shares outstanding, basic and diluted		**47,386,715**	22,095,243

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

COLLECTIVE MINING LTD.
Consolidated Statement of Cash Flows (unaudited)
(All amounts expressed in U.S. Dollars, unless otherwise indicated)

For the three months ended	Note	March 31, 2022	March 31, 2021
		$	$
Cash flows from (used in) operating activities			
Net loss		**(4,023,572)**	(2,092,492)
Items not involving cash and cash equivalents:			
Finance costs expensed	16(c)	**7,719**	6,431
Foreign exchange (gain) loss		**(237,673)**	(6,469)
Share-based compensation	16b)	**778,333**	125,643
Depreciation and amortization	16(a),(b)	**61,737**	20,017
Net changes in working capital items	17(a)	**(534,767)**	994,461
		(3,948,223)	(952,409)
Cash flows from (used in) financing activities			
Cash received from option exercises	13, 15	–	78,854
Loan and related party payables	10, 17(b)	–	(42,691)
Lease payments	9	**(26,467)**	(18,515)
		(26,467)	17,648
Cash flows from (used in) investing activities			
Acquisition of fixed assets	8	**(11,544)**	(61,690)
Acquisition of intangible assets		–	–
		(11,544)	(61,690)
Net change in cash and cash equivalents during the year		**(3,986,234)**	(996,451)
Cash and cash equivalents, opening balance		**16,308,805**	1,717,385
Foreign exchange effect on cash balances		**263,745**	(16,773)
Cash and cash equivalents, ending balance		**12,586,316**	704,161

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

COLLECTIVE MINING LTD.
Consolidated Statement of Changes in Equity (unaudited)
(All amounts expressed in U.S. Dollars, unless otherwise indicated)

	Note	Number of shares issued and outstanding	Share capital	Contributed surplus	Deficit	Total
			$	$	$	$
Balance January 1, 2022		**47,386,715**	**25,192,092**	**9,393,189**	**(19,006,983)**	**15,578,298**
Exercise of options	13, 15	**–**	**–**	**–**	**–**	**–**
Share-based compensation	15	**–**	**–**	**778,333**	**–**	**778,333**
Net loss for the period		**–**	**–**	**–**	**(4,023,572)**	**(4,023,572)**
Balance March 31, 2022		**47,386,715**	**25,192,092**	**10,171,522**	**(23,030,555)**	**12,333,059**
Balance January 1, 2021		21,617,465	3,050,813	542,698	(1,700,470)	1,893,041
Exercise of options	13, 15	500,000	78,854	–	–	78,854
Share-based compensation	15	–	–	125,643	–	125,643
Net loss for the period		–	–	–	(2,092,492)	(2,092,492)
Balance March 31, 2021		22,117,465	3,129,667	668,341	(3,792,962)	5,046

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

Tabular dollar amounts represent United States ("U.S.") dollars, unless otherwise shown. References to C$/CAD and COP are to Canadian dollars and Colombian pesos, respectively.

1. NATURE OF OPERATIONS

Collective Mining Ltd. ("CML") is the resulting issuer upon completion of a three-cornered amalgamation between Collective Mining Inc. ("CMI" or "Old Collective") and POCML 5 Inc. ("POCML"), a company listed on the Toronto Stock Venture Exchange (the "TSXV"), resulting in a reverse take-over of POCML by CMI (the "RTO" or the "RTO Transaction") on May 20, 2021. (See Note 14).

CMI was incorporated under the Business Corporations Act (Ontario) on February 11, 2020 and was the holding company of the wholly-owned subsidiary Collective Mining Limited, a Bermuda company incorporated under the Bermuda Companies Act 1981. In addition, wholly owned subsidiaries, incorporated in Colombia, hold certain exploration properties. Prior to May 20, 2021, CMI was controlled by a founding shareholder, who is also the Executive Chairman of the Board of Directors.

On May 20, 2021, pursuant to the closing of the RTO, CML's common shares were accepted for listing and began trading on the TSXV under the symbol "CNL".

The registered office for CML is located at 82 Richmond St E 4th Floor Toronto, Ontario, Canada.

CML and its subsidiaries (collectively referred to as the "Company") are principally engaged in the acquisition, exploration and development of mineral properties located in South America. The Company principally carries on business through an Ontario corporation and a foreign company branch office in Colombia.

To date, the Company has not generated any revenue from mining or other operations as it is considered to be in the exploration stage.

2. BASIS OF PREPARATION

Statement of Compliance

The unaudited interim consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim consolidated financial statements, including International Accounting Standard ("IAS") 34, Interim Financial Reporting ("IAS 34"), on a basis consistent with those accounting policies followed by the Company in the most recent audited annual consolidated financial statements.

These interim financial statements do not include all the information required for full annual financial statements. Certain information, in particular, accompanying notes normally included in the audited annual consolidated financial statements prepared in accordance with IFRS, has been omitted or condensed. The accounting policies and the significant judgements, estimates and assumptions used in the application of the accounting policies in the preparation of these unaudited interim consolidated financial statements are those described in notes 2, 3, and 4 of the audited annual consolidated financial statements for the year ended December 31, 2021 and have been consistently applied throughout all periods presented as if these policies had always been in effect.

These unaudited interim condensed consolidated financial statements were approved and authorized by the Audit Committee, on behalf of the Board of Directors of the Company, on May 25th, 2022.

3. NEW ACCOUNTING STANDARDS

(a) New Accounting Standards and Interpretations adopted

i. IAS 16, Property, Plant and Equipment ("IAS 16") was amended to prohibit the deduction of proceeds from the sale of items produced from an item of property, plant and equipment while the entity is preparing the asset for its intended use. IAS 16 further clarifies that the financial performance of the asset is not relevant in the assessment of the technical and physical performance of the asset.

Effective January 1, 2022, the Company adopted the amendment to IAS 16. The adoption did not have an impact on the Company's consolidated financial statements as the Company is not yet in the construction phase.

(b) New Accounting Standards and Interpretations not yet adopted

The following revised standards and amendments, unless otherwise stated, are effective on or after January 1, 2023, with early adoption permitted, and have not been applied in preparing these consolidated financial statements. The Company does not plan to adopt any of these standards before they become effective.

i. IAS 1, Presentation of Financial Statements ("IAS 1") was amended to clarify the classification of liabilities between current and noncurrent to be based on the rights that exist at the end of the reporting period and that such classification is unaffected by the expectations of the entity or events after the reporting date. The changes must be applied retrospectively in accordance with IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8") and are effective on or after January 1, 2023, with early adoption permitted.

The Company does not expect an impact to its consolidated financial statements on adoption.

ii. IAS 1 was also amended to help preparers in deciding which accounting policies to disclose in their financial statements. The amendments are effective on or after January 1, 2023.

The Company does not expect an impact to its consolidated financial statements on adoption.

4. OPERATING SEGMENTS

An operating segment is a component of an entity 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), whose operating results are regularly reviewed by the entity's chief operating decision-maker to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

The Company's operations comprise a single reporting operating segment engaged in mineral development and exploration in Colombia.

(All amounts expressed in U.S. Dollars, unless otherwise indicated)

5. RECEIVABLES AND PREPAID EXPENSES

Receivables and prepaid expenses are made up of the following:

As at	**March 31, 2022**	December 31, 2021
	$	$
Prepaid expenses	**291,530**	198,098
Advance to suppliers	**198,713**	172,358
Other receivables (a)	**12,470**	20,881
	502,713	391,337

(a) Other receivables

Included in other receivables is $9,875 (December 31, 2021 – $20,881) of Harmonized Sales Tax (“HST”) refund receivable in Canada.

6. EQUIPMENT AND OTHER FIXED ASSETS

Equipment and other fixed assets consist of the following:

	Exploration Equipment and structures	Computer Equipment	Leasehold Improvement	Right of use assets (a)	Total
	$	**$**	**$**	**$**	**$**
Opening net book value, January 1, 2022	**73,398**	**70,735**	**81,270**	**118,346**	**343,749**
Additions	**3,607**	**7,937**	**–**	**73,761**	**85,305**
Disposals and write-downs	**–**	**–**	**–**	**–**	**–**
Depreciation (b)	**(5,970)**	**(9,113)**	**(25,971)**	**(20,683)**	**(61,737)**
Net book value, March 31, 2022	**71,035**	**69,559**	**55,299**	**171,424**	**367,317**
Balance, March 31, 2022					
Cost	**94,264**	**100,062**	**93,227**	**261,040**	**548,593**
Accumulated depreciation	**(23,229)**	**(30,503)**	**(37,928)**	**(89,616)**	**(181,276)**
Net book value	**71,035**	**69,559**	**55,299**	**171,424**	**367,317**

	Exploration Equipment and structures	Computer Equipment	Leasehold Improvement	Right of use assets (a)	Total
	$	$	$	$	$
Opening net book value, January 1, 2021	20,315	20,971	–	124,563	165,849
Additions	68,558	70,311	93,226	51,391	283,486
Disposals and write-downs	–	–	–	–	–
Depreciation (b)	(15,475)	(20,547)	(11,956)	(57,608)	(105,586)
Net book value, December 31, 2021	73,398	70,735	81,270	118,346	343,749
Balance, December 31, 2021					
Cost	90,624	92,125	93,226	187,278	463,253
Accumulated depreciation	(17,226)	(21,390)	(11,956)	(68,932)	(119,504)
Net book value	73,398	70,735	81,270	118,346	343,749

(a) Right of use assets

Right of use assets are comprised of vehicle leases with terms of 3 years, a warehouse lease with an initial term of 2 years plus an extension for an additional term of 2 years, and a land with a term of 3 years. The value of additions is determined as the present value of lease payments at the inception of the lease (see Note 9).

(b) Depreciation

Depreciation expense recognized within exploration and evaluation expenses and general and administration expenses in the consolidated statement of operations and comprehensive loss for the three months ended March 31, 2022 was $59,604 and $2,120, respectively (three months ended March 31, 2021 – $16,993 and $763, respectively).

7. MINERAL INTERESTS

(a) Guayabales Project

The Guayabales project is comprised of exploration applications, exploration titles and three option agreements. The Company entered into two option agreements (the “First Guayabales Option” and the “Second Guayabales Option”) with third parties to explore, develop and acquire property within the Guayabales Project and during the fourth quarter of 2021, the Company secured option agreements to purchase surface rights from a third party for a two-year period (see Note18). The Guayabales Project is located in the Middle Cauca belt in the Department of Caldas, Colombia.

Details of the two first option agreements are as follows:

i. First Guayabales Option

On June 24, 2020, the Company entered into the First Guayabales Option. The terms of the agreement are as follows:

Phase 1:

The Company must incur a minimum of $3,000,000 of exploration and evaluation expenditures in respect of such property within the First Guayabales Option and total option payments of $2,000,000 over a maximum four-year term ending on or before June 24, 2024, to proceed to Phase 2 of the agreement.

For the three months ended March 31, 2022, the Company has recognized $332,753 (three months ended March 31, 2021 – $276,018), including option payments of $250,000 (three months ended March 31, 2021 – $200,000 respectively), as exploration and evaluation expense in the consolidated statement of operations in respect of Phase I of the First Guayabales Option.

As at March 31, 2022, the Company has recognized a total of $2,659,716 as exploration expenditures from inception of the agreement in respect of the minimum expenses required under the Phase I of the agreement, and a total of $1,000,000 of option payments required within the agreement.

Phase 2:

To acquire a 90% interest in the property within the First Guayabales Option, the Company must incur a minimum of $10,000,000 of exploration and evaluation expenditures in respect of such property and total option payments $2,000,000, payable in equal instalments of $166,666 semi-annually over a maximum six-year term, commencing at the end of Phase 1.

(All amounts expressed in U.S. Dollars, unless otherwise indicated)

Phase 3:

To acquire the remaining 10% interest in the property within the First Guayabales Option, the Company has the following options:

- provide notice that the Company has elected to pay a 1% NSR commencing on the first calendar day of each month after 85% of the processing plant capacity has been achieved in exchange for the remaining 10% interest;
- acquire 0.625% each year to a total of 10% by paying $250,000 semi-annually, commencing at the end of Phase 2, to a total of $8,000,000 in lieu of the NSR; or
- pay a one-time payment of $8,000,000 in lieu of the NSR.

In addition, the Company is required to fund and complete all development and construction activities to bring the project to commercial production.

Summary:

The following is a summary of the option payments and exploration expenditures required to acquire 100% of the property under the First Guayabales Option:

		Option Payments	Exploration Expenditures	Total
		$	**$**	**$**
Phase 1	June 24, 2020 – June 24, 2024	2,000,000	3,000,000	5,000,000
Phase 2	June 24, 2024 – June 24, 2030	2,000,000	10,000,000	12,000,000
Phase 3	To commercial production	8,000,000[1]	–	8,000,000
		12,000,000	13,000,000	25,000,000

1 Based on the assumption that the Company does not elect to pay the NSR.

The Company has the option to terminate the agreement at any time, upon notification to the optionor. As a result, the Company has not recognized any option payments payable in the future under the agreement in the consolidated statement of financial position.

ii. Second Guayabales Option

On January 4, 2021, the Company entered into the Second Guayabales Option. The terms of the agreement are as follows:

Phase 1:

The option agreement provides the Company the right to explore the property within the Second Guayabales Option over a four-year term, expiring on January 2, 2025, for total payments over the term of the agreement of $1,750,000, with minimum payments of $1,000,000 if the agreement is terminated on or before January 2, 2022.

For the three months ended March 31, 2022, the Company recognized a total of $4,974 (three months ended March 31, 2021 – $700,0000), as exploration and evaluation expense in the consolidated statement of operations in respect of Phase I of the Second Guayabales Option, including option payments of $nil (three months ended March 31, 2021 – $700,000).

Phase 2:

The option agreement provides the Company the right to explore the property within the Second Guayabales Option over a second four-year term between January 2, 2025 to January 2, 2029 for total payments over the term of $1,000,000.

(All amounts expressed in U.S. Dollars, unless otherwise indicated)

Phase 3:

Upon completion of Phase 2, the Company is required to pay a total of $4,300,000 over a two-year period ending on January 2, 2030 to acquire 100 percent of the property within the Second Guayabales Option.

Summary:

The following is a summary of the option payments to acquire the property under the Second Guayabales Option:

	$
Total Phase 1	1,750,000
Total Phase 2	1,000,000
Total Phase 3	4,300,000
	7,050,000

The Company has the option to terminate the agreement at any time, upon notification to the optionor. Other than the required minimum option payments under the agreement, the Company has not recognized any option payments payable in the future in the consolidated statement of financial position.

(b) San Antonio Project

On July 9, 2020, the Company entered into an option agreement with a third party to acquire the San Antonio Project. The San Antonio project is located approximately 80km south of Medellín. It is situated in the Middle Cauca belt in the Department of Caldas, Colombia.

The option agreement provides the Company the right to explore, develop and acquire the property over a seven-year term, expiring on July 9, 2027, for total payments over the term of the agreement of $2,500,000. The Company has the option to pay an additional $2,500,000 to the optionor upon reaching commercial production in exchange for the 1.5% NSR.

The exploration and development program, including the amount of expenditures, is at the sole discretion of the Company during the term of the agreement.

For the three months ended March 31, 2022, the Company has recognized $250,428 (three months ended March 31, 2021 – $447,989), as exploration and evaluation expense in the consolidated statement of operations and comprehensive loss.

As the Company has the option to terminate the agreement at any time, upon notification to the optionor, the Company has not recognized any option payments payable in the future under the agreement in its consolidated statement of financial position.

8. LONG-TERM RECEIVABLE

Long-term receivable represents value added taxes in respect of exploration activities that will be recovered when the related project commences production.

(All amounts expressed in U.S. Dollars, unless otherwise indicated)

9. LEASE LIABILITIES

As at	March 31, 2022	December 31, 2021
	$	$
Opening balance	121,654	142,841
New leases during the period	73,761	51,391
Lease payments	(26,467)	(72,299)
Interest accretion expense	7,719	23,063
Foreign exchange	11,320	(23,342)
Balance, end of period	187,987	121,654
Current portion	(82,149)	(55,727)
Long-term portion	105,838	65,927

The lease liabilities were measured on inception of the lease at the present value of the lease payments over the lease term, discounted using a weighted average discount rate of 17.24%, based on the Company's incremental borrowing rate.

Interest accretion expense or amortization of the discount on the lease liability is charged to the consolidated statement of operations and comprehensive loss using the effective interest method.

For the three months ended March 31, 2022, the Company made lease payments of $16,928 (three months ended March 31, 2021 – $11,357) for contracts with terms of 12 months or less and which were recognized as lease expense within exploration and evaluation expenses.

10. RELATED PARTY TRANSACTIONS

Related parties include management, the Board of Directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

The following related party transactions were conducted in the normal course of operations:

(a) As at December 31, 2020, $6,973 was payable to an officer and employee of the Company in respect of a loan to the Company for expenditures incurred on behalf of the Company. As at March 31, 2021, the loan was settled in full.

(b) Compensation of key management personnel

Key management includes independent directors, the executive chairman of the board of directors (the "Chairman"), the president and chief executive officer ("CEO") and the chief financial officer ("CFO"). The remuneration of members of key management personnel were as follows:

For the three months ended March 31	2022	2021
	$	$
Management salaries and benefits	158,687	143,524
Share-based payments	190,463	50,049
	349,150	193,573

11. FINANCIAL INSTRUMENTS

Financial Instrument Disclosures

Details of the significant accounting policies and methods adopted (including the criteria for recognition, the bases of measurement and the bases for recognition of income and expenses) for each class of financial asset and financial liability are disclosed in note 4 of the audited annual consolidated financial statements for the year ended December 31, 2021. The carrying values for financial assets and liabilities of cash and cash equivalents, receivables, accounts payable and accrued liabilities, loan payable and related party payable approximate their fair values as at December 31, 2021.

There were no transfers between the fair value hierarchy during the three months ended March 31, 2022.

12. FINANCIAL AND CAPITAL RISK MANAGEMENT

(a) Financial Risk Management

The Company's activities expose it to a variety of financial risks, which include currency risk, credit risk, liquidity risk and interest rate risk.

Risk management is carried out by the Company's management with guidance from and policies approved by the Board of Directors.

Financial risk factors

Foreign currency risk

Foreign currency risk arises from future commercial transactions and recognized assets and liabilities denominated in currency that is not the entity's functional currency. The Company's functional currency is the U.S. dollar. The Company conducts some of its operating, financing and investing activities in currencies other than the U.S. dollar. The Company is therefore subject to gains and losses due to fluctuations in these currencies relative to the U.S. dollar. The Company does not use derivative instruments to hedge exposure to foreign exchange risk.

As at March 31, 2022, the exchange rates were COP:US$3,748.15, based on Banco de la Republica – Colombia, and CAD:US$0.8003, based on Bank of Canada, respectively (December 31, 2021, COP:US$3,981.16 and CAD:US$0.7887, respectively). For the three months ended March 31, 2022, the average was COP:US$3,913.49 and CAD:US$0.7898, respectively (three months ended March 31, 2021, COP:US$3,585.12 and CAD:US$0.7899, respectively).

The Company had the following foreign currency balances:

As at March 31, 2022	**Foreign Currency**	**Foreign Balance**	**$**
Cash and cash equivalents	COP (000's)	**19,328,315**	**5,156,761**
Cash and cash equivalents	CAD	**483,563**	**386,974**
Receivables	COP (000's)	**3,090,497**	**812,908**
Receivables	CAD	**12,340**	**9,875**
Accounts payable and accrued liabilities	COP (000's)	**(4,349,829)**	**(1,160,527)**
Accounts payable and accrued liabilities	CAD	**(34,226)**	**(27,389)**
Lease liability	COP (000's)	**(704,607)**	**(187,988)**
As at December 31, 2021	Foreign Currency	Foreign Balance	$
Cash and cash equivalents	COP (000's)	25,077,015	6,298,922
Cash and cash equivalents	CAD	1,042,895	822,602
Receivables	COP (000's)	2,083,482	526,783
Receivables	CAD	26,473	20,881
Accounts payable and accrued liabilities	COP (000's)	(3,835,494)	(963,411)
Accounts payable and accrued liabilities	CAD	(92,515)	(72,973)
Lease liability	COP (000's)	(484,324)	(121,654)

Credit risk

Credit risk is the risk of loss associated with a counter party's inability to fulfil its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents and receivables. The Company has no significant concentration of credit risk arising from its properties. The majority of the Company's cash and cash equivalents are held with banks in

Canada and Colombia. Funds held in banks in Colombia are limited to yearly forecasted Colombian denominated expenses. The Company limits material counterparty credit risk on these assets by dealing with financial institutions with credit ratings of at least "A" or equivalent, or those which have been otherwise approved. Receivables mainly consist of receivables for refundable commodity taxes in Canada. Management believes that the credit risk concentration with respect to remaining amounts receivable is minimal.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity. The Company manages its liquidity risk by proactively mitigating exposure through cash management, including forecasting its liquidity requirements with available funds and anticipated investing and financing activities.

As at March 31, 2022, the cash balance of $12,586,000 is expected to be sufficient to meet its obligations in respect of its current liabilities of $1,376,000, and anticipated exploration, evaluation and administrative expenditures over the next twelve months. However, the cash balance is not sufficient to meet all of its future obligations in respect of the option contracts in notes 8 and 18 if the Company elects to exercise all its options in respect of all the contracts. Thus, continued operations of the Company are dependent on its ability to develop a sufficient financing plan, receive continued financial support from existing shareholders and/or new shareholders or through other arrangements, complete sufficient public equity financing, or generate profitable operations in the future.

Interest rate risk

Interest rate risk is the impact that changes in interest rates could have on the Company's earnings and liabilities. The Company's cash balances are not subject to significant interest rate risk as balances are current.

(b) Capital Management

The Company manages its capital to maintain its ability to continue as a going concern in order to pursue the exploration and evaluation of its mineral interests. The Company mainly relies on equity issuances to raise new capital. The capital structure of the Company includes the components of equity as well as cash and cash equivalents.

On November 10, 2021, the Company filed a short form base shelf prospectus which will allow the Company to issue common shares, warrants, subscriptions receipts, units of debt securities among others for up to an aggregate total of C$100,000,000. The base shelf prospectus is effective until December 2023.

The Company prepares annual estimates of exploration and administrative expenditures and monitors actual expenditures compared to estimates to ensure that there is sufficient capital on hand to meet ongoing obligations. The Company maintains its cash in highly liquid short-term deposits which can be liquidated immediately without interest or penalty.

The Company's overall strategy with respect to capital risk management has remained consistent for the three months ended March 31, 2022 with what was disclosed in the annual financial statements ended December 31, 2021.

13. SHARE CAPITAL

(a) Authorized

Authorized share capital consists of an unlimited number of common shares without par value. All issued shares are fully paid. No dividends have been paid or declared by the Company since inception.

(b) Issued

During the three months ended March 31, 2022 and 2021, the Company issued shares resulting from the following transactions:

***2022 Transactions* –** No transactions for the three months ended March 31, 2022.

2021 Transactions

i. On January 5, 2021, the Company issued 500,000 common shares resulting from the exercise of stock options (See Note 15(a)).

14. REVERSE TAKE-OVER AND OFFERING

(a) Reverse Take-Over

On May 20, 2021, Old Collective and POCML completed a business combination agreement whereby POCML acquired all the issued and outstanding shares of Old Collective and which resulted in a reverse take-over of POCML by Old Collective (the “RTO” or the “RTO Transaction”) and constituted POCML’s qualifying transaction pursuant to TSXV Policy 2.4.

Upon closing of the RTO Transaction, the issued and outstanding common shares of Old Collective prior to the RTO were exchanged on a one for one basis of the resulting issuer company (the “Resulting Issuer”) while every four issued and outstanding shares of POCML, prior to the RTO Transaction, were exchanged for one common share of the Resulting Issuer. Management and directors of the Resulting Issuer were appointed by Old Collective. Immediately after closing of the RTO Transaction, the Resulting Issuer was renamed to Collective Mining Ltd. (“CML” or the “Company”).

The substance of the transaction was a reverse acquisition of a non-operating company with Old Collective being identified as the acquirer. The transaction did not constitute a business combination as POCML did not meet the definition of a business under IFRS 3 – Business Combinations (“IFRS 3”). As a result, the RTO Transaction was accounted for as a share-based payment in accordance with IFRS 2 – Share-Based Payments (“IFRS 2”) where the consideration for the RTO Transaction is determined as the fair value of CML shares issued to original POCML shareholders.

Further details of the transaction have been described in note 6 of the audited annual consolidated financial statements for the year ended December 31, 2021.

(b) Offering

In conjunction with the Transaction, the Company closed a total of C$15,000,000 non-brokered private placement in the form of subscription receipts (“Subscription Receipts”) at a price of C$1.00 per Subscription Receipt (the “Offering”).

Each Subscription Receipt holder (on a post-consolidation basis) received one unit in the capital of the Company at a price of C$1.00 per unit (a “Subscription Unit). Each Subscription Unit consisted of one common share of CML (a “Subscription Share”) and one-half share purchase warrant of CML (each whole warrant, a “Subscription Warrant”). Each Subscription Warrant had an exercise price of C$2.00 per share with an expiry date of May 20, 2024, which was accelerated to August 9, 2021.

(All amounts expressed in U.S. Dollars, unless otherwise indicated)

Further details of the offering have been described in note 12 of the audit annual consolidated financial statements for the year ended December 31, 2021.

(c) Finders' Units

In connection with the Offering, eligible finders were issued a total of 534,500 Finders' Units, upon closing of the Transaction and representing 5% of the number of Subscription Receipts placed by such eligible finders. Each Finders' Unit consisted of one Finders' Share and one-half of a Finders' Warrant, with the same terms and conditions as the Subscription Warrants (See (b)).

Further details of the offering have been described in note 12 of the audit annual consolidated financial statements for the year ended December 31, 2021.

15. SHARE BASED PAYMENTS

The Company adopted a stock option plan (the "Plan") pursuant to the Securities Act of Ontario (the "Act"). The aggregate maximum number of shares reserved for issuance under the Plan and all other security-based compensation arrangements (together "Share Compensation Arrangements") at any given time is 10% of the Company's issued and outstanding shares as at the date of the grant of the Share Compensation Arrangement. Any shares subject to a stock option under the Plan which have been exercised, cancelled, repurchased, expired or terminated in accordance with the Plan will again be available under the Plan.

Under the Plan, the Company may grant to directors, officers, employees, and consultants stock options to purchase common shares of the Company. Stock options granted under the Plan will be for a term not to exceed 10 years.

The continuity of stock options during the period were as follows:

	2022		2021	
	Number of stock options	**Weighted average exercise price**	Number of stock options	Weighted average exercise price
		C$		C$
Outstanding, beginning of period	**3,798,750**	**1.78**	2,120,000	0.37
Granted	**35,000**	**3.53**	–	–
Exercised (a)	**–**	**–**	(500,000)	(0.20)
Expired/cancelled	**–**	**–**	–	–
Outstanding, March 31	**3,833,750**	**1.79**	1,620,000	0.43

(a) On January 5, 2021, 500,000 options were modified whereby vesting of such options were accelerated and immediately exercised, resulting in the recognition of $19,237 in the consolidated statement of operations and comprehensive loss on the date of modification.

The following table summarizes information about stock options outstanding and exercisable as at March 31, 2022:

	Options Outstanding			Options Exercisable		
Range of Price (C$)	Number of Options Outstanding	Weighted average remaining contractual life (years)	Weighted average exercise price (C$)	Number of options exercisable	Weighted average remaining contractual life (years)	Weighted average exercise price (C$)
$0.20 – $1.00	1,900,000	1.51	0.62	950,001	1.14	0.48
$2.40 – $4.00	1,933,750	4.58	2.95	87,500	4.38	3.37
	3,833,750	**3.06**	**1.79**	**1,037,501**	**1.41**	**0.73**

Options outstanding as at March 31, 2022 have vesting terms of every six or eight months over a two-year period and have terms of two to five years.

(All amounts expressed in U.S. Dollars, unless otherwise indicated)

The following is a summary of the stock options granted during the period, the fair values and the assumptions used in the Black-Scholes option pricing formula:

For the three months ended March 31	2022	2021
Number of options granted	**35,000**	–
Weighted average share price on grant date	**C$3.53**	–
Weighted average risk-free interest rate	**1.59%**	–
Weighted average dividend yield	**Nil**	–
Weighted average stock price volatility, based on historical volatility for comparable companies	**83%**	–
Weighted average period to expiry (years)	**1.57**	–
Weighted average grant date fair value per share	**1.10**	–

16. EXPENSES BY NATURE

(a) Exploration and evaluation

Exploration and evaluation expense is made up of the following:

For the three months ended March 31	2022	2021
	$	**$**
Drilling services	**994,984**	115,906
Option payments and fees (i)	**333,365**	911,920
Salaries and benefits	**330,925**	141,970
Assaying	**315,686**	16,760
Field costs, surveys and other	**354,714**	83,104
Transportation and meals	**191,040**	34,993
Geophysics	**146,309**	–
Consulting and professional fees	**105,632**	77,885
Communities	**65,188**	10,367
Depreciation and amortization	**59,604**	19,254
Security	**41,000**	11,848
	2,938,447	1,424,007

i. Includes total option payments in respect of option agreements for the three months ended March 31, 2022 of $250,000 (three months ended March 31, 2021 – $900,000).

(b) General and administration

General and administration expense is made up of the following:

For the three months ended March 31	2022	2021
	$	**$**
Share-based compensation	**778,333**	125,643
Salaries and benefits	**336,239**	235,015
Consulting and professional fees	**124,319**	272,263
Office administration	**62,908**	8,882
Travel and entertainment	**27,049**	7,137
Regulatory and compliance fees	–	14,299
Depreciation and amortization	**2,120**	763
Investor relations	–	394
	1,330,968	664,396

(All amounts expressed in U.S. Dollars, unless otherwise indicated)

(c) Finance costs

Finance costs is made up of the following:

For the three months ended March 31	2022	2021
	$	$
Interest accretion expense (i)	**7,719**	6,431
Other expenses	–	4,127
	7,719	10,558

i. Interest accretion expense or amortization of the discount is in respect of the lease liability, also representing the interest portion of lease payments (See Note 9).

17. CASH FLOW INFORMATION

(a) Operating Activities

Net changes in working capital items:

For the three months ended March 31	2022	2021
	$	$
Receivables and prepaid expenses	**(216,867)**	292,468
Inventories	–	(4,618)
Accounts payables and accrued liabilities	**(317,900)**	706,611
	(534,767)	994,461

(b) Financing Activities

Loan and related party payables:

As at March 31, 2021 and December 31, 2020, the balance on a loan from a third party was $36,450 (COP136,210) and $76,477(COP262,507), respectively.

In addition, the balance of the related party payables as at December 31, 2020 (Note 10(a)) was settled in full during the three months ended March 31, 2021.

18. COMMITMENTS, OPTION AGREEMENTS AND CONTINGENCIES

Commitments

As at March 31, 2022, the Company had the following contractual commitments and obligations:

	Total	Less than 1 Year	Years 2 – 5	After 5 Years
	$	$	$	$
Other lease commitments (a)	48,084	48,084	–	–
Social and governance commitments	106,719	106,719	–	–
Service contracts (b)	2,164,007	2,164,007	–	–
	2,318,810	**2,318,810**	**–**	**–**

(a) Lease liability commitments represent contractual lease payments payable over future periods in respect of lease liabilities recognized.

(b) Service contracts represent commitments in respect of drilling.

Option Agreements

The Company has the option to terminate its option agreements at any time. Future expenditures are therefore dependent on the success of exploration and development programs and a decision by management to continue or exercise its option(s) for the relevant project and agreement.

(All amounts expressed in U.S. Dollars, unless otherwise indicated)

As at March 31, 2022, the expected timing of payments, in respect of the Company's option agreements under the assumption that the Company continues to exercise its option(s) for the relevant project and agreement are as follows:

	Total	Less than 1 Year	Years 2 – 5	After 5 Years
	$	$	$	$
First Guayabales Option (c)	3,000,000	250,000	1,583,330	1,166,670
Second Guayabales Option	6,050,000	250,000	1,250,000	4,550,000
San Antonio Option (d)	2,420,000	100,000	1,570,000	750,000
Other Option agreements (e)	1,772,735	–	1,772,735	–
	13,242,735	**600,000**	**6,176,065**	**6,466,670**

(c) Amounts disclosed relate only to option payments of the agreement. In addition, the Company must incur a minimum of $3,000,000 of exploration and evaluation expenditures under Phase 1 and $10,000,000 under Phase 2. As at March 31, 2022, the remaining required minimum exploration and evaluation expenditures under Phase 1 of the First Guayabales Option is $340,000.

(d) Excludes payments additional option payment or NSR upon reaching commercial production.

(e) Amounts disclosed related to the option agreements to purchase surface rights from a third party for a two-year period.

Environmental Contingencies

The Company's exploration activities are subject to Colombian laws and regulations governing the protection of the environment. These laws are subject to change and may generally become more restrictive. The Company may be required to make future expenditures to comply with such laws and regulations, the amounts for which are not determinable and have not been recognized in the consolidated financial statements.