FORTE MINERALS CORP.

FORM 51-102F1
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE
YEAR ENDED DECEMBER 31, 2023

1005 – 409 Granville Street
VANCOUVER, B.C. V6C 1T2

Common Shares Outstanding: 36,011,919

The following discussion and analysis, prepared as of April 11, 2024, should be read in conjunction with the Company's audited consolidated financial statements for the years ended December 31, 2023 and 2022. All financial information in this document is prepared in accordance with International Financial Reporting Standards. All amounts are stated in Canadian dollars unless otherwise indicated.

The Company is traded on the Canadian Securities Exchange under the symbol "CUAU". The Company is traded on the OTCQB under the symbol "FOMNF" and the Frankfurt Stock Exchange under the symbol "2OA".

Additional information related to the Company is available for view on the Company's website at www.forteminerals.com and SEDAR+ at www.sedarplus.com.

FORWARD LOOKING STATEMENTS

Certain information included in this discussion may constitute forward-looking statements. Readers are cautioned not to put undue reliance on forward-looking statements. These statements relate to future events or the Company's future performance, business prospects or opportunities. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These forward-looking statements include statements regarding the future price of copper and gold, the timing and amount of estimated future production, costs of production, capital expenditures, the success of exploration activities, permitting timelines, currency fluctuations, the requirements of future capital, drill results and the estimation of mineral resources and reserves. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements contained into this report should not be unduly relied upon. These statements speak only as of the date of this report. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this report. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about:

- general business and economic conditions;
- the supply and demand for, deliveries of, and the level and volatility of prices of copper, gold and other commodity prices;
- the availability of financing for the Company's development of the projects on reasonable terms;
- the ability to procure equipment and operating supplies in sufficient quantities and on a timely basis; and
- the ability to attract and retain skilled staff and consultants.

These forward-looking statements involve risks and uncertainties relating to, among other things, changes in commodity and, particularly, copper and gold prices, access to skilled exploration personnel, results of exploration and development activities, uninsured risks, regulatory changes, defects in title, availability of materials and equipment, timeliness of government approvals, and expectations and unanticipated environmental impacts on operations. Actual results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, the risk factors herein above. Additional risk factors are described in more detail hereinafter. **Investors should not place undue reliance on forward-looking statements as the plans, intentions, or expectations upon which they are based might not occur. The Company cautions that the foregoing list of important factors is not exhaustive. Investors and others who base themselves on the Company's forward-looking statements should carefully consider the above factors as well as the uncertainties they represent and the risk they entail. The forward-looking statements contained in this report are expressly qualified by this cautionary statement.**

DESCRIPTION OF BUSINESS

Forte Minerals Corp. (with its subsidiaries, collectively, the "Company" or "Forte") is a mining exploration company focused on copper and gold projects in Peru. Forte was incorporated under the *Company Act* (British Columbia) on March 1, 2011. The Company name was changed from Plan B Minerals Corp. on April 20, 2018. On April 27, 2021, the Company changed its name to Forte Minerals Corp. The Company maintains its registered office at 2080 – 777 Hornby Street, Vancouver, British Columbia, Canada V6Z 1S4. The Company's principal place of business is 1005 – 409 Granville Street, Vancouver, British Columbia, Canada V6C 1T2.

OVERALL PERFORMANCE AND HIGHLIGHTS

To date, the Company has not yet realized profitable operations and has relied on debt and equity financings and trade credit to fund the losses. The Company recognized a comprehensive loss of $1,160,452 (2022 – $1,380,907) during the year ended December 31, 2023.

On September 29, 2023, the Company announced it had received its Environmental Impact Statement (the "DIA") for the Pucarini high-sulfidation gold project located in Lampa Province, Department of Puno, Peru. Please refer to the discussion under "Outlook" for more details.

On December 14, 2023, the Company announced it had received the DIA for the Esperanza copper-molybdenum porphyry project located in the Department of Arequipa in southern Peru. Please refer to the discussion under "Outlook" for more details.

On February 20, 2024, the Company announced the publication of its initial Environmental, Social and Governance ("ESG") report.

On March 4, 2024, the Company announced the completion of the acquisition of the Alto Ruri and Cerro Quillo prospects, located in Peru, from GlobeTrotters Resource Group Inc. ("GlobeTrotters"). These prospects were transferred to Cordillera in exchange for a one-time cash payment of US$25,000 (paid). The concessions are subject to a 1.0% NSR royalty held by Compañía Minera Ares S.A.C. ("Ares").

In March 2024, the Company received proceeds of $152,500 upon the exercise of 762,500 warrants at a price of $0.20.

OUTLOOK

Pucarini Gold Project

The drill permitting which requires an Environmental Impact Statement (the "DIA") for the Pucarini Property ("Pucarini") was submitted to the Ministry of Energy and Mines ("MINEM") of Peru in June of 2022. As part of the DIA process, several notice of observations to the DIA application were provided by MINEM. These observations have been corrected and were re-submitted to MINEM for final approval, which was received in Q3 of 2023.The DIA enables the Company to commence its drilling program at Pucarini subject to filing a notice for permit activation, and obtaining the local water permit, which is ongoing. With approval of the permit, the Company anticipates completing a phase one 4-hole diamond drill program, for a total of 1,200 metres, to test the coincident geochemical and geophysical anomalies delineated from the recent exploration program. The goal is to evaluate the potential for economic gold bearing sulfide mineralization at depth. Upon successfully encountering gold mineralization, the Company plans to carry out a phase-two 2,000 metre drilling program. In 2020, the Company staked and received title for a further 16,100 hectares of concessions comprising 9 separate ASTER remote sensing alteration anomalies within the Pucarini district. These ASTER anomalies, which showed coincident argillic and sericitic alteration signatures similar to Pucarini, were field evaluated during the first half of 2022. Based on this work, a total of 4,500 hectares were retained and the Company staked an additional 2600 hectares in Q3 of 2022 for further exploration.

Don Gregorio Copper-Gold Porphyry Project

The drill permit under a Ficha Tecnica Ambiental (the "FTA") for the Don Gregorio property ("**Don Gregorio**") from the Ministry of Energy and Mines ("MINEM") of Peru is currently in the application process. The FTA enables the Company to commence its drilling program at Don Gregorio subject to filing a notice for permit activation, and obtaining the local water permit, which is ongoing. Once the permit is received, the Company anticipates completing an exploration program which will consist of 5,000 metres of diamond drilling to test the mineralization at depth and proximal to known copper gold intersections.

Sufficient drilling is planned to complete a resource estimate in accordance with NI 43-101 and to test new target areas on the property. The Company's preliminary exploration target is based on the results from historic drilling and has the potential to host 200 to 500 million tonnes of mineralized material, with grades ranging from 0.30-0.45% copper and 0.1-0.15 g/t gold. In parallel, the Company will undertake preliminary metallurgical studies. The Company doesn't anticipate completing the FTA environmental studies until sometime later in 2024.

Esperanza Copper-Molybdenum Porphyry Project

The drill permitting which requires an Environmental Impact Statement (the "DIA") was completed for the Esperanza Property ("Esperanza") and submitted to the Ministry of Energy and Mines ("MINEM") of Peru in Q4 of 2022. As part of the DIA process, the first notice of observations to the DIA application was provided by MINEM in May 2023. These observations have been corrected and re-submitted to MINEM with final approval received in Q4 of 2023. The DIA enables the Company to commence its drilling program at Esperanza subject to filing a notice for permit activation, and obtaining the local water permit, which is ongoing. With approval of the permit, the Company anticipates completing an initial stage 1 drilling exploration program of 3,000 to 5,000 meters which will test the porphyry mineralization encountered on surface. The Company acquired an additional 300 hectares of concession from Compañía Minera Ares S.A.C. in Q1 of 2023 in exchange for a 0.5% Net Smelter Return ("NSR") royalty and subject to a US$500,000 buyback. These concessions are contiguous to the north of the existing concessions and cover the potential extension of the porphyry system in that direction. The Company also staked an additional 1,000-hectare block of claims to the northeast and contiguous with the main property to protect the possible northeastern extension of the porphyry system undercover in this area.

Alto Ruri High-Sulfidation Gold Project (Cerro Quillo Gold-Copper-Molybdenu Porphyry)

The Company finalized the acquisition of the Alto Ruri high-sulfidation epithermal gold ("Au") prospect and the Cerro Quillo porphyry Au-copper ("Cu")-molybdenum ("Mo") prospect from Globetrotters. Both prospects are situated on a contiguous 4700 ha block of concessions that were initially acquired by Globetrotters from Ares in exchange for a 1.0% NSR royalty interest. These concessions were transferred to Forte's Peruvian subsidiary, Cordillera Resources Perú S.A.C., in exchange for a one-time cash payment of US$25,000. The Company's preliminary exploration targets are based on historical drilling which encountered gold mineralization in multiple holes in the high-sulfidation system at Alto Ruri and gold-copper-moly mineralization at the porphyry system at Cerro Quillo. The Company plans to engage with the community and deploy a strategic public relations program to work towards an FTA drill permit to expand on the existing mineralization at both prospects.

EXPLORATION AND EVALUATION ASSETS

Details of the exploration and evaluation asset acquisition costs are as follows:

Exploration and evaluation assets		December 31, 2023
Don Gregorio, Peru	$	126,510
Esperanza Project, Peru		374,606
Pucarini Project, Peru		447,682
Total	$	948,798

Esperanza Project, Peru

Esperanza is an early-stage porphyry Cu-Mo prospect situated in southern Peru about 165 kilometres northwest of Arequipa and 5 kilometres north from the town of Ispacas. The project consists of 2,988.08 hectares of mineral concessions and 1,000 hectares of claims located within Comunidad Campesina de Ispacas, Yanaquihua District of Condesuyos Province in the Arequipa Region. The property is 100% owned by Forte Minerals Corp. with a 1% NSR royalty held by GlobeTrotters on 3,688.08 hectares and a 0.5% NSR royalty held by Compañía Minera Ares S.A.C. on 300 hectares acquired by the Company in Q1 of 2023.

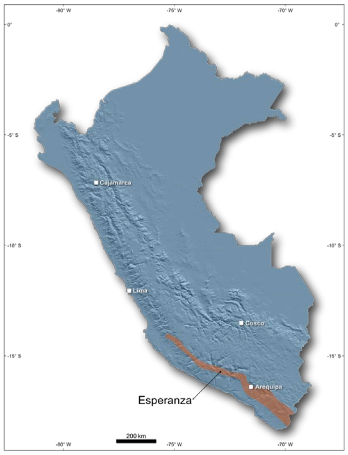

Figure 1. Location of the Esperanza Project, Peru. The project resides in the northwest of the Paleocene magmatic belt (shown as an orange band), which hosts large porphyry copper mines in southern Peru including Cerro Verde, Cuajone, Toquepala.

Esperanza is within a magmatic arc composed of Late Cretaceous to Paleocene plutons that can be traced from Peru's southern border to at least 200 kilometre northwest of Arequipa. The Paleocene component of the arc defines the Southern Peru Copper Belt, which hosts large porphyry deposits such as Cerro Verde, Cuajone, Toquepala, and Quellaveco.

A large porphyry-related hydrothermal system with a 4.2 x 3.1 kilometre hydrothermal alteration footprint is partially exposed on the property beneath post-mineral volcanic cover. A granodiorite phase of the Peruvian Coastal Batholith hosts mineralization and alteration. A potassic alteration zone with dimensions 3.4 x 2.7 kilometres enclosed within a broader propylitic halo is inferred from field mapping. Outcrop sampling and mapping demonstrate the hydrothermal system is copper-bearing. Potassic, propylitic, and phyllic alteration accompanied by veining sequences and hydrothermal breccia typically associated with porphyry systems are exposed and mapped on the property. Multiple generations of sulfide-bearing quartz veinlets with varying proportions of pyrite and chalcopyrite are distributed in potassic alteration and the inner margin of propylitic-altered equigranular granodiorite. Pyrite veinlets with hydrolytic halos of sericite and chlorite equivalent to D-veins overprint quartz veinlets.

Large boulders showing hydrothermal alteration identified in 2003 in a drainage near Esperanza were the first indication a hydrothermal system existed in the area. A Peruvian prospector staked the ground covering the southeastern portion of Esperanza in 2011 for its gold potential but later dropped the concession. GlobeTrotters successfully acquired the claims through a competitive bid in 2013-2017 to consolidate the tenure over the prospect.

Mapping, outcrop sampling, and geophysical programs were completed by GlobeTrotters from 2014 with the objective of resolving the exploration target. Property-scale mapping approximated the hydrothermal footprint and outcrop sampling confirmed the hydrothermal system as copper-bearing. GlobeTrotters commissioned concurrent induced polarization (IP), DC resistivity, and magnetic surveys in July 2014. Very low resistivity was persistent across the survey area and low values of chargeability were outlined but chargeability and resistivity responses were difficult to reconcile with the initial mapped geology. Subsequent fieldwork resulted in a more accurate map of post-mineral volcanic cover and its role interfering with geophysical response beneath the post-mineral cover. This mapping also resolved alteration patterns that suggest one or more hydrothermal centres are located under post-mineral volcanic cover. Critically, the outer fringes of a potassic alteration zone are exposed near the edges of cover. In Q2 of 2022, the Company staked an additional 1,000 hectares of claims contiguous with the existing mineral concessions to evaluate the potential for the extension of the porphyry-related hyrothermal system further to the northwest under the post mineral cover.

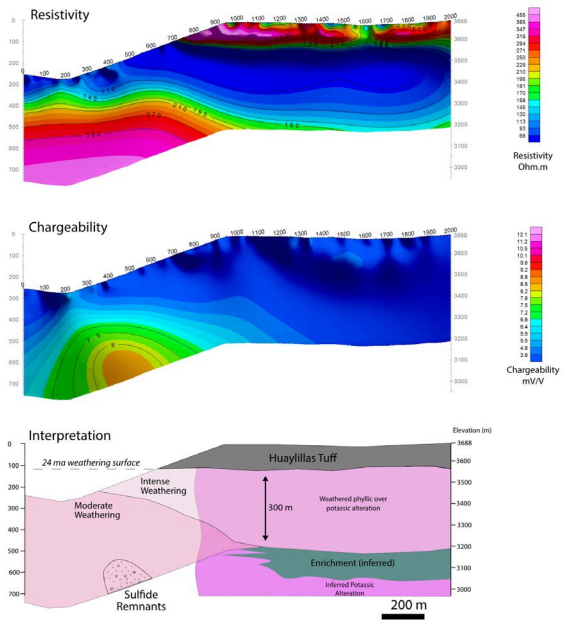

Figure 2. 2D inversion models of resistivity and chargeability, along with a geological interpretation from Line 1200. Interpretation is based on mapping and geophysical response. The flat-lying Huaylillas Formation is clearly visible in the resistivity inversion as a horizontal, high apparent resistivity layer. This correlates with the mapped position of the Huaylillas Formation. The unit is not as obvious in the chargeability inversion. An anomalously low, sub-horizontal apparent resistivity zone (<100 Ohm-m) is immediately beneath the Huaylillas layer. There is not a corresponding chargeability anomaly beneath Huaylillas layer. A weak chargeability anomaly appears at depth where the colluvial cover terminates on surface of the section.

Completion of geological mapping on the northwest side of the target and more detailed magnetic surveying are recommended to constrain the westward extent of potassic and propylitic alteration. Further investigation of IP response by undertaking limited number of IP test lines using different equipment or survey configuration supplemented by MT data may help reconcile IP results with observed geology and give a solution for returning a reliable bedrock response under the covered part of the target.

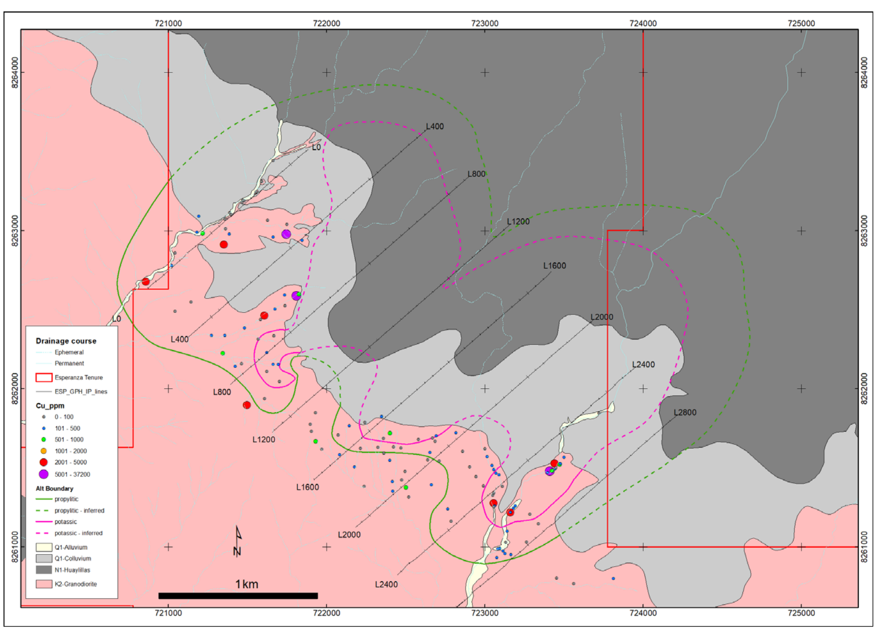

Figure 3. Simplified property geology map showing the distribution of the ~24 MaM Huaylillas pyroclastic sequence, unconsolidated colluvium derived from the pyroclastic sequence and the equigranular granodiorite host rock that is part of the Coastal Batholith. Mapped and inferred alteration boundaries shown in solid and dashed lines outline the target area. A propylitic alteration zone with dimensions 4.2 x 3.1 kilometre encloses potassic zone of 3.4 x 2.7 kilometre. Copper geochemistry from outcrop sampling is shown to highlight the relation of higher copper concentrations with mapped potassic alteration.

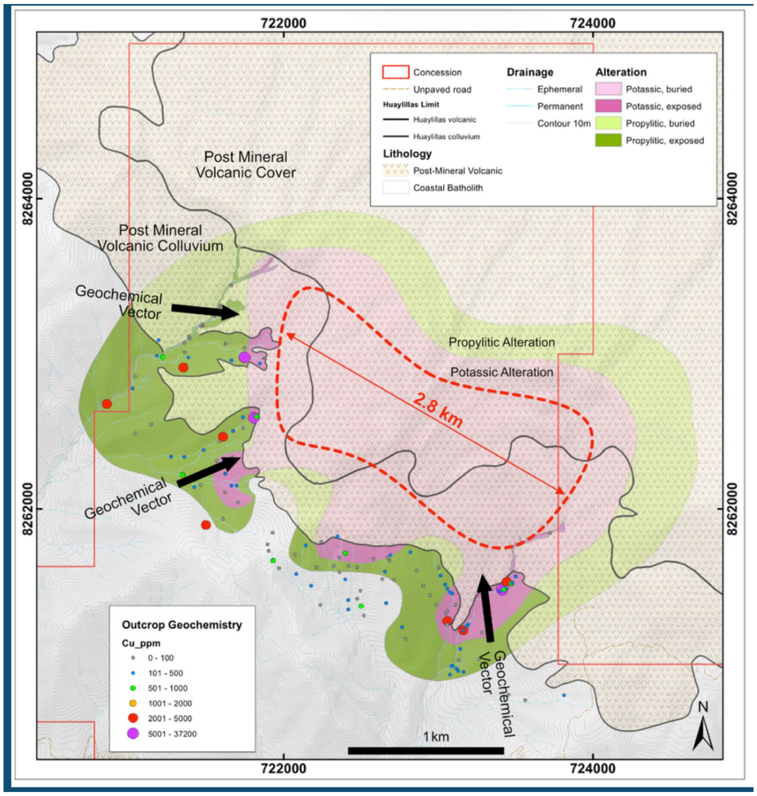

Figure 4. Porphyry Alteration and Copper geochemistry

The town of Ispacas functions as a service center for the small-scale gold mining activities in the district. The Company and the Ispacas Community (the "Community") are in the process of negotiating an agreement to permit surface exploration activities on the property. A road constructed to access small gold mining operations in the region is used to access the project. The Community controls access to the road and charges a small per use fee to supplement road maintenance costs.

People who work at small-scale mines exploiting gold-bearing veins are based in Ispacas. Most are informal miners organized into associations called "Soledad", which have temporary work agreements with Minera Andina de Exploraciones S.A., the main mining company in the district. In general, the Community is supportive of exploration work in the region but a work agreement involving Community support payments is required. There are the usual concerns regarding environmental impacts of mining. Additionally, the Community will want to negotiate control and compensation for the use of the access road constructed and maintained by the Community to access gold mining operations. The Community will expect a more comprehensive economic benefits agreement as exploration progresses.

Pucarini Project, Peru

Pucarini is an early-stage, high-sulfidation gold project located in Lampa Province, Department of Puno. The 1,000 hectare concession is 43 kilometre from Juliaca, the region's largest commercial centre, and 830 kilometre southeast of Lima. The property is 100% owned by Forte Minerals Corp with a 1% Net Smelter Return royalty held by GlobeTrotters. In 2020, the Company staked an additional 16,100 hectares comprising 9 separate alteration anomalies within the Pucarini district. These argillic and sericitic alteration anomalies were field evaluated during the first half of 2022.

Based on this work, 4,500 hectares from the 16,100 hectares of concessions were retained and an additional 2,600 hectares of contiguous claims were staked adjacent to the higher priority areas in Q4 of 2022 for further exploration. The concession titles were obtained for two of the three concessions staked during Q2 of 2023.

The Company completed detail geological mapping and collected a total of 427 rock and 430 soil geochemical samples on the the project during the 2022 field campaigns.

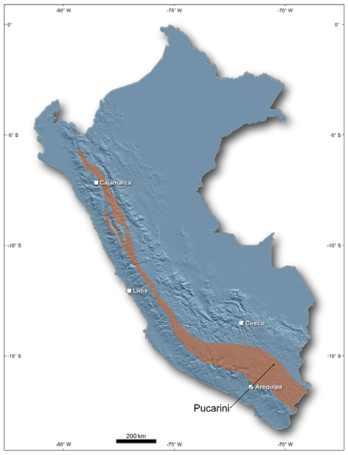

Figure 5. Location of the Pucarini Project, Peru. The project is in the southern segment of the Miocene magmatic belt (shown as an orange band), which is the host to large Miocene high-sulfidation gold deposits in northern Peru including Pierina, Yanacocha, and Alto Chicama

GlobeTrotters Resources Peru SAC acquired the property through the Peruvian auction process in 2017 and transferred ownership to Forte Minerals Corp. in 2020 under a share purchase agreement. Prior to GlobeTrotters' exploration activity, Teck Resources Peru SAC carried out preliminary mapping and sampling programs between 2011 and 2015 before relinquishing the property. No drilling has been completed to date. Forte Minerals Corp. continued exploration by completing magnetic, induced polarization and resistivity geophysical surveys, geological mapping, outcrop sampling, and a soil geochemical survey.

The property is underlain by a thick volcanic succession comprised of Miocene andesite to dacite pyroclastic and lava units assigned to the Sillapaca Formation. Geological mapping outlined extensive argillic hydrothermal alteration measuring approximately 3 x 4 kilometres, which encloses smaller zones of advanced argillic alteration. Outcrop sampling indicates gold mineralization is associated with quartz veining, hydrothermal breccia veins and dikes, and advanced argillic alteration. Geological, geophysical, and geochemical evidence combine to establish drill targets at 100 to 250 metres below surface across the property. The targets can be tested by an initial 1,200 metre drill program.

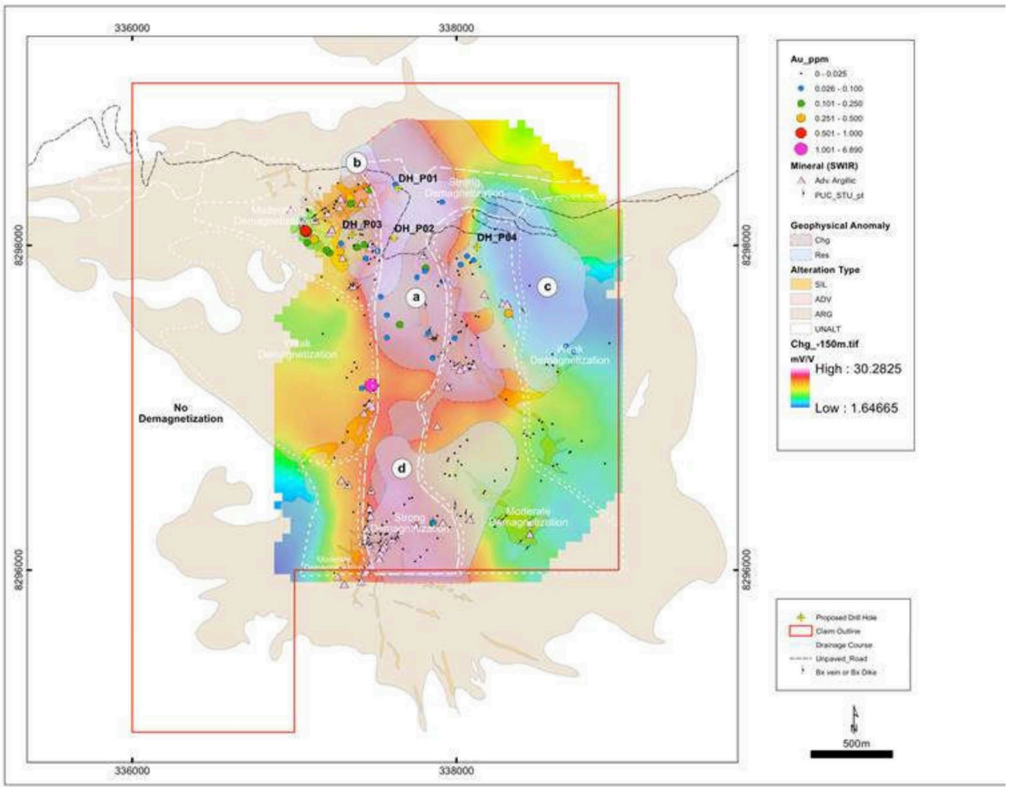

Figure 6. Map showing a summary of key exploration targeting evidence and proposed drill hole locations. A high chargeability anomaly coincides with a high resistivity and soil and rock geochemistry.

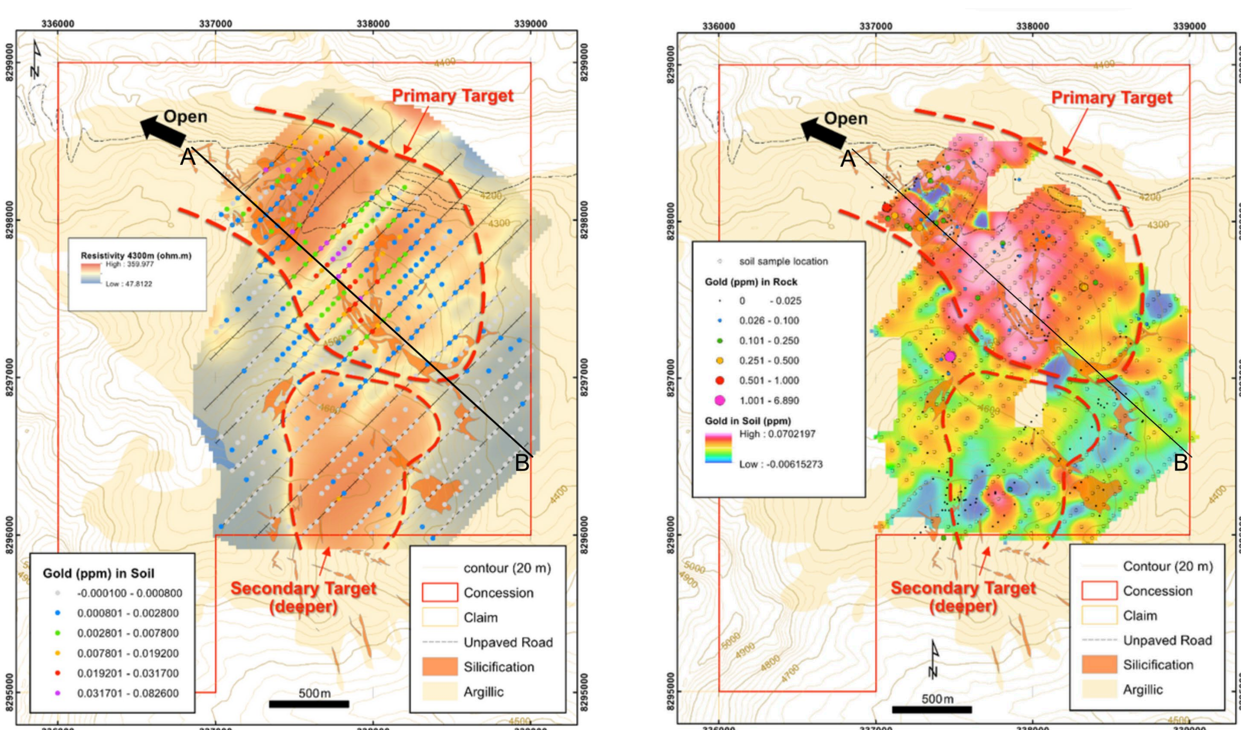

Figure 7. Soil geochemistry coincident with a high resistivity anomaly

Acquisition of the Don Gregorio Project

The Company has an option to acquire a 60% interest on the Don Gregorio project from Candente Copper Corp. ("Candente"). The property is a 900 hectares gold and copper prospect in northern Peru. To maintain the option on the property, the Company has paid US$98,500 and must:

a) Make payments as follows:
    a. US$100,000 on or before 30 days of receipt of a drilling permit ("First Drill Permit");
    b. US$100,000 within 30 days of a completed first phase drill program ("First Phase Drill Program"); and
    c. US$200,000 within 60 days of a completed second phase drill program ("Second Phase Drill Program").

b) Carry out the First Phase Drill Program of 5,000 meters upon the issuance of the First Drill Permit, which First Phase Drill Program shall be completed within two years of the First Drill Permit, or (ii) in lieu of completing the First Phase Drill Program, the Company may elect to pay to Candente US$100 per meter for each of the 5,000 meters not drilled as part of the First Phase Drill Program, up to a maximum amount of US$500,000, and such payment shall be made prior to the second anniversary of the First Drill Permit.

c) Carry out the Second Drill Program of a further 5,000 meters prior to the earlier of the third anniversary of the First Drill Permit and the first anniversary of a permit received to complete the Second Drill Program.

Following completion of the option, Candente and the Company will form a joint venture of 40% and 60% participating interest, respectively.

Don Gregorio Project, Peru

Don Gregorio is a porphyry copper system accompanied by gold and molybdenum within a 900-hectare concession located in Jaen Province, Department of Cajamarca. The project is situated at the northern end of the Miocene magmatic belt, which hosts many well-known porphyry copper and epithermal gold deposits in Peru, including La Granja, Cañariaco, Yanacocha, and Lagunas Norte. The prospect, originally named La Huaca was discovered by Peruvian government surveys in 1974. Prospecting, geological mapping, geochemical rock and soil sampling, geophysical surveys, and drilling identified a leached cap overlying supergene copper enrichment. The upper 100 metres of the system was tested with 8 holes, drilled in 1977. Newmont drilled another 4 holes in 1995 to test anomalous gold detected in the northern portion of the previously outlined leached cap. All holes drilled on the project encountered anomalous copper mineralization. Additional geological mapping was conducted in 2007, when a subsidiary of Candente Copper Corp. acquired the property.

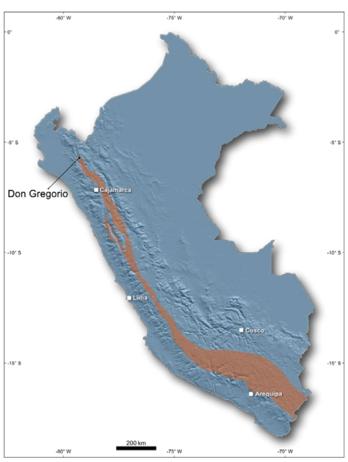

Figure 8. Location of the Don Gregorio Porphyry Cu-Au Project, Peru. The project is near the northern end of the Miocene magmatic belt (shown as an orange band), which is the host to large Miocene porphyry systems including Toromocho and Antamina.

The leached cap measuring 1.3 x 0.5 kilometres is superimposed on a quartz-sericite-pyrite altered porphyry intrusion. The porphyry system is emplaced into Jurassic and Cretaceous volcanic and sedimentary formations overlying Precambrian metasedimentary rocks. Limits of the leached cap and hydrothermal alteration associated with the porphyry system are not completely defined and the chargeability anomaly remains open to the north, northwest and northeast. Previous drilling encountered a typical leached profile above supergene enrichment that transitions into primary sulfide mineralization. Highlights of the 1,648.55 metres of historical drilling completed since 1977 are shown in table 1.

Table 1. Highlights of historical drilling at Don Gregorio.

Hole Name	From	To	Length	Cu %	Au g/t	Zone
LH-03	0.00	300.05	300.05	0.285	0.079	Total
	0.00	42.00	42.00	0.412	0.133	Supergene
	42.00	300.05	258.05	0.265	0.089	Primary
LH-04	0.00	153.30	153.30	0.394	0.153	Total
	0.00	36.00	36.00	0.438	0.250	Supergene
	36.00	153.30	117.30	0.321	0.152	Primary
S9	0.00	100.00	100.00	0.472	N/A	Total
	0.00	45.00	45.00	0.561	N/A	Supergene
	45.0	100.00	55.00	0.393	N/A	Primary

Historical exploration has partially tested the near-surface expression at the Don Gregorio porphyry system. Future exploration is necessary to identify wider and better grade supergene mineralization extending from historical drill hole intersections, locate the porphyry centre expected to coincide with higher grade hypogene (primary) mineralization, and evaluate the depth extent of mineralization with deeper drilling.

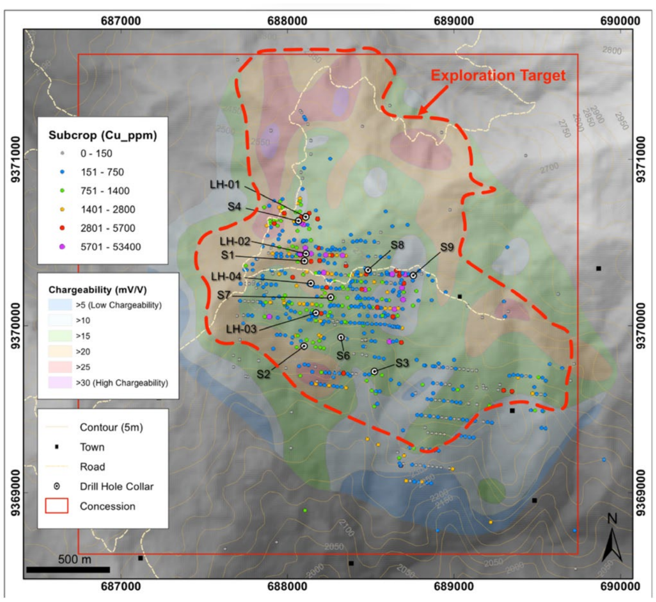

Figure 9. A well defined 2.6 x 1.7 km porphyry Cu-Au exploration target outlined from geochemistry, geophysics, and drilling. Historical drilling focused on one section corridor. Limit of phyllic alteration is interpreted to coincide with strong chargeability (>20 mV/V). Geochemical response controlled by erosion and post-mineral cover characteristics. Strong geochemistry not necessarily above porphyry centre. Potential for stronger enrichment zones exists on the northern side of the target.

Alto Ruri (Cerro Quillo) Project, Peru

The Alto Ruri high-sulfidation epithermal gold prospect and the Cerro Quillo porphyry gold-copper-molybdenum prospect are situated on a contiguous 4700 ha block of concessions that were initially acquired by Globetrotters from Ares in exchange for a 1.0% NSR royalty interest. These concessions were transferred to Forte's Peruvian subsidiary, Cordillera Resources Perú S.A.C., in exchange for a one-time cash payment of US$25,000.

The Alto Ruri prospect was drill tested in 1997 by Compañía de Minas Buenaventura, who completed a two-stage, 12-hole drill program that included eight NQ core and four reverse circulation ("RC") drill holes totalling 2254.5 m. GlobeTrotters' then subsidiary, Rio Marañon Minerals S.A.C. ("Rio Marañon"), re-analysed portions of the core from the eight diamond drill holes in 2011 with hole 001-97 returning significant Au values averaging 2.55 g/t Au over 131 m starting from surface, including 54 m of 5.39 g/t Au[1] (Tables 1 and 2). The Au mineralization is associated with the vuggy silica replacement of quartz-clay altered volcanoclastic rocks typical of high-sulfidation epithermal Au alteration (Figure 2) but true widths are unknown.

Table 1: Assay results from diamond drill hole 001-97 at Alto Ruri.

Hole ID	Interval (m)	From (m)	To (m)	Au (g/t)
001-97	131	0	131	2.55
including	54	0	54	5.39
including	10	10	20	11.96
including	2.4	23.95	26.35	37.30

The Cerro Quillo prospect was drill tested in 2004 by Anglo American Exploration Perú S.A., who completed a nine-hole RC drill program for a total of 2684.90 m. The holes were drilled in the vicinity of the Cerro Quillo Porphyry Complex located three km to the west of Alto Ruri. The historical assay results from hole 003-Q returning 200 m of 0.49 g/t Au, 0.09% Cu, and 0.007% Mo but true widths are unknown (Table 2). The Cerro Quillo Porphyry Complex is a series of mineralized diorite porphyry dikes intruding Miocene aged intermediate to felsic volcanic and volcanoclastic rocks. The system is potassic altered with secondary biotite alteration, A-type and B-type veins, and local magnetite stringers overprinted by a larger 2.5 km x 1.5 km phyllic-argillic alteration zone comprised of pervasive sericite-clay alteration, D-type veins and locally disseminated tourmaline.

Table 2: Reported drill hole collar information (WGS84 Zone 18S).

Hole ID	East	North	Elevation	Azimuth	Dip	Length
001-97	216890	8938804	4215	45	-70	158.1
003-Q	213500	8939210	4340	325	-60	350.75

The original source of the historical assay results in RC drill hole 003-Q is from a 2011 technical report prepared by Rio Marañon. The information suggests that porphyry Au-Cu-Mo mineralization may be present in this area. The rock chip and geochemical sample reject materials from 003-Q are no longer available for re-assaying purposes. For that reasons, the historical Au assay results from RC drill hole 003-Q have not been verified by the Company.

The Project is located just 15 km due south of the Pierina Au Mine owned by Barrick Gold Corp in central Perú which has produced over 10 million ounces of gold since commercial production in 1999. As with Pierina, these prospects are situated along the Cordillera Negra and associated with Miocene aged volcanic and volcanoclastic rocks forming part of the Tertiary Volcanic Arc which is known to host several large Miocene aged epithermal Au deposits including Newmont's (Minas Buenaventura-Sumitomo) Yanacocha and Minas Congas deposits as well as several large Miocene aged porphyry Cu-Mo-(+Au) deposits including Chinalco's Toromocho, Southern Copper's Michiquillay and Rio Tinto's (First Quantum Minerals) La Granja deposits.

Exploration expenditures

The Company incurred exploration expenditures for the year ended December 31, 2023, as follows:

For the year ended December 31, 2023	Esperanza Project, Peru	Pucarini Project, Peru	Don Gregorio, Peru	Total
Assay	$ -	$ 30,480	$ -	$ 30,480
Camp	3,929	8,700	1,466	14,095
Community relations	28,385	62,444	53,883	144,712
Field office and wages	41,709	46,473	26,600	114,782
Geological	353	5,964	1,478	7,795
Property costs	42,393	25,127	18,780	86,300
Transportation	5,273	1,279	17,122	23,674
Total, December 31, 2023	$ 122,042	$ 180,467	$ 119,329	$ 421,838

For the year ended December 31, 2022	Esperanza Project, Peru	Pucarini Project, Peru	Don Gregorio, Peru	Total
Assay	$ 1,299	$ 12,085	$ -	$ 13,384
Camp accommodations and travel	14,217	39,897	-	54,114
Community relations	34,788	51,057	18,348	104,193
Field office	77,569	60,417	13,699	151,685
Geological	2,806	24,389	-	27,195
Property costs	33,838	43,248	29,833	106,919
Transportation	8,704	11,367	4,206	24,277
Total, December 31, 2022	$ 173,221	$ 242,460	$ 66,086	$ 481,767

SUMMARY OF QUARTERLY RESULTS

	For the Quarters Ended			
	December 31, 2023	September 30, 2023	June 30, 2023	March 31, 2023
	$	$	$	$
Net loss for the period	(296,287)	(309,296)	(367,284)	(173,835)
Comprehensive loss for the period	(295,109)	(321,112)	(341,125)	(203,106)
Basic and diluted loss per share	(0.01)	(0.01)	(0.01)	(0.00)

	For the Quarters Ended			
	December 31, 2022	September 30, 2022	June 30, 2022	March 31, 2022
	$	$	$	$
Net loss for the period	(284,382)	(365,878)	(462,838)	(275,983)
Comprehensive loss for the period	(308,907)	(326,825)	(466,544)	(278,631)
Basic and diluted loss per share	(0.01)	(0.01)	(0.01)	(0.01)

The Company's operating losses are due to general and administrative costs, such as legal, consulting, management, and accounting expenses incurred to manage the Company's operations. The Company is also expensing on the consolidated statement of loss and comprehensive loss all exploration costs incurred prior to the determination of the potential feasibility of mining operations, a positive construction and production decision, and the securing of appropriate financing.

RESULTS OF OPERATIONS

Years ended December 31, 2023 and 2022

For the year ended December 31, 2023, the Company recognized a comprehensive loss of $1,160,452 (2022 - $1,380,907). Significant components in the comprehensive loss are as follows:

- Consulting fees of $42,000 (2022 - $42,000) are paid to the Chief Financial Officer.
- Corporate development of $45,785 (2022 - $95,153) decreased as fees were paid to a consultant for engagement and outreach in Europe following the Offering in the prior period.
- Directors' fees of $64,000 (2022 - $45,331) increased due to an increase in board members in December 2022.
- Exploration expenditures of $421,838 (2022 - $481,767) related to exploration work done on the Don Gregorio, Esperanza, and Pucarini properties, most significantly in property maintenance costs and community engagement work in both periods.
- Investor relations of $80,587 (2022 - $92,782) includes expenditures for its public relations and investor outreach activities which have decreased following the Offering.
- Listing expenses of $31,063 (2022 – $66,256) were incurred for the ongoing CSE and OTCQB listing maintenance fees.
- Management fees of $135,000 (2022 - $131,750) are fees to the Chief Executive Officer of the Company.
- Marketing fees of $121,662 (2022 - $135,739) were paid to marketing and branding service providers for corporate materials and dissemination of corporate information.
- Professional fees of $117,632 (2022 - $72,198) reflect increased corporate activity compared to the prior period.
- Share-based payments of $nil (2022 - $111,721) is a non-cash expense for the valuation of stock options granted and vesting in the period.
- Transfer agent and filing fees of $34,605 (2022 - $30,336) include regular maintenance costs for the transfer agent; the prior period also includes costs for escrow agreements on the initial listing of the Company.
- Travel costs of $19,332 (2022 - $32,862) relate to conferences attended by management during the year.

Three months ended December 31, 2023 and 2022

For the three months ended December 31, 2023, the Company recognized a comprehensive loss of $295,109 (2022 - $308,907). Significant components in the comprehensive loss are as follows:

- Consulting fees of $10,500 (2022 - $10,500) are paid to the Chief Financial Officer.
- Corporate development of $19,785 (2022 - $28,486) decreased as fees were paid to a consultant for engagement and outreach in Europe following the Offering in the prior period.
- Directors' fees of $16,000 (2022 - $13,333) increased due to an increase in board members in December 2022.
- Exploration expenditures of $88,570 (2022 - $100,399) related to exploration work done on the Esperanza and Pucarini properties, most significantly in property maintenance costs in both periods. The current period also includes community engagement work undertaken on the Esperanza, Pucarini, and Don Gregorio projects.
- Investor relations of $30,212 (2022 - $16,180) includes expenditures for its public relations and investor outreach activities which have decreased following the Offering.
- Listing expenses of $7,666 (2022 – $6,467) were incurred for the ongoing CSE and OTCQB listing fees.
- Management fees of $33,750 (2022 - $33,750) are fees to the Chief Executive Officer of the Company.
- Marketing fees of $39,381 (2022 - $24,315) were paid to marketing and branding service providers for corporate materials and dissemination of corporate information.
- Professional fees of $22,439 (2022 - $12,632) were comparable to the prior period.
- Share-based payments of $nil (2022 - $43,934) is a non-cash expense for the valuation of stock options granted and vesting in the period.
- Transfer agent and filing fees of $6,050 (2022 - $1,813) include regular maintenance costs for the transfer agent; the prior period also includes costs for escrow agreements on the initial listing of the Company.
- Travel costs of $6,704 (2022 - $8,096) relate to conference travel in the prior period.

LIQUIDITY AND CAPITAL RESOURCES

To date, the Company has not yet realized profitable operations and has relied on debt and equity financings and trade credit to fund the losses. The Company currently requires additional financing to continue and there can be no assurances that such financing will be available or if available, will be on reasonable terms. The Company's growth and success is dependent on additional external sources of financing.

Cash and Working Capital

As at December 31, 2023, the Company had cash of $154,062 and working capital of $213,884, compared with cash of $1,346,218 and a working capital of $1,464,336 as of December 31, 2022.

Cash Used in Operating Activities

Cash used in operating activities during the year ended December 31, 2023 was $1,210,620 (2022 - $1,368,612) resulting from a net loss of $1,146,702 (2022 - $1,389,081) and net of non-cash and working capital adjustments.

Cash Used by Investing Activities

There were no cash flows from investing activities during the year ended December 31, 2023 and 2022.

Cash Provided by Financing Activities

Cash provided by financing activities during the year ended December 31, 2023 was $30,000 received on maturity of notes receivable and $1,836 in interest received on note receivable. In the year ended December 31, 2022, the Company completed the Offering for net cash proceeds of $2,582,005.

Requirement of Additional Equity Financing

The Company has relied primarily on equity financings to date for its operations. The Company will need more funds to finance its exploration and development programs and ongoing operating costs. The Company intends to continue relying upon the issuance of securities to finance its operations and acquisitions until such time that the Company becomes self-sustaining.

USE OF PROCEEDS

During the most recently completed fiscal period and up to the date of this MD&A, the Company completed the following financings:

- In January 2022, the Company completed an initial public offering and raised gross proceeds of $2,875,000.

The following table sets out a comparison of how the Company used the proceeds following the closing date, an explanation of the variances and the impact of the variance on the ability of the Company to achieve its business objectives and milestones.

Intended Use of Proceeds	**Actual Use of Proceeds**
To advance the Company's properties and for general and administrative purposes.	The funds raised have been and are to be spent on acquisition and exploration costs for the Company's properties, generative exploration costs, and general operating costs.
Explanation of variances and the impact of variances on the ability of the Company to achieve its business objectives and milestones	No material variances have yet been identified by the Company. Proceeds have been used as intended to date and to further acquisition and exploration of the Company's properties while meeting administrative requirements.

RELATED PARTY TRANSACTIONS

Management Compensation

Key management personnel comprise of the CEO, CFO, Corporate Secretary and directors of the Company. The remuneration of the key management personnel is as follows:

Payments to key management personnel		Year ended December 31, 2023		Year ended December 31, 2022
Consulting fees – Red Fern Consulting Ltd., a company in which the CFO, Jasmine Lau, is an associate	$	42,000	$	42,000
Exploration expenditures – GlobeTrotters Resource Group Inc., a company for which Richard Osmond is a director		119,436		160,570
Marketing and investor relations – Bullvision Consulting Inc., a company owned by the Corporate Secretary, Anna Dalaire		44,000		35,000
Management fees – Patrick Elliott (1291749 BC Ltd.)		135,000		131,750
Directors' fees - $4,000 per quarter to each non-executive director		64,000		45,331

As at December 31, 2023, the Company owed $4,600 included in accounts payable and accrued liabilities to Lords & Company Worldwide Holdings Inc. ("Lords") (formerly Pac Roots Cannabis Corp.) a company in which the CEO is a former officer, for rent and administrative costs.

On August 10, 2020, the Company received promissory notes from the CEO, Corporate Secretary, and Richard Osmond, Director, each in the amount of $30,000 (the "Promissory Notes"). The Promissory Notes accrued interest at a rate of 2% per annum and matured on July 10, 2023. The Promissory Notes were provided as security against the purchase of 1,000,000 units at $0.12 per unit. During the year ended December 31, 2023, the promissory note held by the CEO was repaid in full, including interest of $1,836. The promissory notes from the Corporate Secretary and Director were cancelled, resulting in the return to treasury of 500,000 common shares and cancellation of 250,000 share purchase warrants in escrow.

As at December 31, 2023, the Company owed $6,134 (2022 - $13,697) to a Company controlled by a common director, $4,000 (2022 - $nil) to a director, and $3,728 (2022 - $11,025) to a company in which the CFO is an associate included in accounts payable and accrued liabilities. The balances owing are non-interest bearing, unsecured and payable on demand.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

FINANCIAL RISK MANAGEMENT

The Company's financial instruments are exposed to the following risks:

Credit risk

The Company's primary exposure to credit risk is the risk of illiquidity of cash and accounts receivable, excluding GST receivables of $6,709, amounting to $177,172 at December 31, 2023 (2022 – $1,351,751). As the Company's policy is to limit cash holdings to instruments issued by major Canadian and Peruvian banks, the credit risk is considered by management to be negligible. The Company considers the credit risk with respect to these amounts to be low.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to pay financial instrument liabilities as they come due. As at December 31, 2023, the Company had working capital of $213,884 (2022 – $1,464,336). The Company's financial obligations are limited to accounts payable and accrued liabilities and loans payable, all of which have contractual maturities of less than a year.

Interest rate risk

The Company's financial asset exposed to interest rate risk consists of cash. Management believes the interest rate risk is low given the current low global interest rate environment. As at December 31, 2023, the Company maintained all of its cash balance on deposit with a major Canadian and a major Peruvian bank.

Foreign currency risk

The Company has engaged a number of vendors in the pursuit of mineral exploration activities in Peru. As such, the Company is exposed to some foreign currency risk. Fluctuations in the exchange rate between the Canadian dollar, United States dollar and the Peruvian sol may have an adverse effect on the Company's business and costs to proceed with preferred vendors. The Company does not enter into any foreign exchange hedging contracts. Cash held in the Peruvian entities is generally held in US dollars and converted to soles as required. As at December 31, 2023, the Company held cash of US$12,989. A 10% movement in the foreign exchange rate would have impacted the net loss by approximately $1,181. Foreign currency risk will have an impact on the Company's net loss and net financial instruments.

RISK FACTORS

The risk and uncertainties below are not the only risks and uncertainties facing the Company. Additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair the business, operations and future prospects of the Company and cause the price of the Company's shares to decline. If any of the following risks actually occur, the business of the Company may be harmed and its financial condition and results of operations may suffer insignificantly. In addition to the risks described elsewhere and the other information in this document, readers should carefully consider each of, and the cumulative effect of all of, the following risk factors:

Risks of Operations in Peru

The Company plans to conduct exploration, development and production activity in Peru. There are uncertainties regarding capital control and future changes in applicable laws related to exploration, development and mining operations. The Company's future operations will be subject to the payment of government taxes, fees and duties. Holders of mineral concessions are obliged to pay to the Peruvian Government, a mining royalty, as consideration for the exploitation of metallic and non-metallic natural resources, which is calculated based on the quarterly sales revenues from metallic and non-metallic mineral resources at a minimum rate of 1% and up to 12%. In addition, an additional tax called the "Special Mining Tax" is payable to the Peruvian Government which imposes a tax on the operating profit of metallic resources at a tax rate that ranges between 2% to 8.4%. In some areas of Peru, the development of infrastructure projects and extractive industries have met with strong rejection from the local population. Such social conflict may lead to public demonstrations and blockades which could affect the Company's operations.

The Company is not able to determine the impact of other potential political and country risks on its future financial position nor its ability to meet future interest or principal payments, which include:

- cancellation or renegotiation of contracts;
- changes in foreign laws or regulations;
- changes in tax laws;
- royalty and tax increases or claims by governmental entities;
- retroactive tax or royalty claims;
- expropriation or nationalization of property;
- inflation of costs that is not compensated by a currency devaluation;
- high rates of inflation;
- restrictions on the ability of local operating companies to sell copper or other minerals offshore for U.S. dollars, and on the ability of companies to hold U.S. dollars or other foreign currencies;
- restrictions on the purchase of foreign currencies and on the remittance of dividend and interest payments offshore;
- limitations on the repatriations of earnings;
- import and export regulations;
- environmental controls and permitting;
- opposition from local community members or non-governmental organizations;

- civil strife, acts of war, guerrilla activities, insurrection and terrorism;
- unenforceability of contractual rights and judgements; and
- other risks arising out of foreign sovereignty over the areas in which the Company's operations are conducted.

Such risks could potentially arise in any country in which the Company operates. These risks may limit or disrupt operating mines or projects, restrict the movement of funds, cause the Company to have to expend more funds than previously expected or required, and may materially adversely affect the Company's financial position or results of operations. The Company may also evaluate business opportunities in other jurisdictions where such risks may exist. Furthermore, in the event of a dispute arising from such activities, the Company may be subject to the exclusive jurisdiction of courts outside North America or may not be successful in subjecting persons to the jurisdiction of the courts in North America, which could adversely affect the outcome of a dispute. Furthermore, the introduction of new tax laws, regulations or rules, or changes to, or differing interpretation of, or application of, existing tax laws, regulations or rules in any of the countries in which the Company operates, could result in an increase in the Company's taxes, or other governmental charges, duties or impositions. No assurance can be given that new tax laws, rules or regulations will not be enacted or that existing tax laws will not be changed, interpreted or applied in a manner that could result in the Company's profits being subject to additional taxation or that could otherwise have an adverse material effect on the Company.

Political Instability In Peru

The principal mineral property interests of the Company are located in Peru. Regardless of Peru's progress in recent decades in restructuring its political institutions and revitalizing its economy, it has a history of political and economic instability under both democratically elected and dictatorial governments. The Company believes that political and social conditions in Peru are stable and conducive to conducting business; however, the Company's current and future mineral exploration, development and mining activities could be affected by adverse political, social or economic developments. Adverse developments might include: civil unrest and rebellion; the imposition of unfavourable government regulations on foreign investment, production and extraction, prices, exports, income taxes, currency convertibility, environmental compliance, or changes to worker safety legislation; the expropriation of property; or creeping expropriation of the economic value of property. Political issues and instabilities could impact the Company's licenses and permits, its mineral projects, and the Company's proposed and any future work programs. The timing of the Company's work programs may also be adversely affected as additional efforts may be required to accommodate those regulatory changes and additional business costs may be triggered. There continues to be a risk of future political instability not only within Peru but in the surrounding countries as well.

Peru, where the Company's mineral properties are located is considered by the Company to be a mining friendly country. However, any change of government may result in changes to government legislation and policy, which may include changes that impact the Company's ownership of and its ability to continue exploration and, possibly, the development of its properties. Further, changes in the government may result in political and economic uncertainty, which may cause the Company to delay its exploration and, possibly, its development activities or they may decrease the willingness of investors to provide financing to the Company. Accordingly, changes in legislation and policy could result in increased costs to explore and develop the Company's projects and could require the Company to delay or suspend these activities.

Economic Developments in Peru, Including Export Controls

In the past few decades, the Peruvian economy has experienced some periods of extreme volatility including periods of low or negative growth and variable levels of inflation. The Peruvian economy grew by more than 4% per year during the period of 2002 to 2006. With renewed market enthusiasm for base metals, gold and silver, growth jumped to 5% per year in 2016 and 2017. The current growth is driven by higher world prices for minerals and metals and the Peruvian government's aggressive trade liberalization strategies, which were brought back after a five-year bear market in commodities from 2012 to 2017. Peru's rapid expansion is once again appearing with the renewed interest and optimism due to the recent upturn in commodity prices, though underemployment remains high. Inflation in 2016 was within the Central Banks 1-3% target range. Despite Peru's strong macroeconomic performance, overdependence on minerals and metals subjects the economy to fluctuations in global commodity prices.

Peru still has a stable exchange rate and low inflation; however, there is no guarantee of economic stability. As is the case in many other nations, should inflation rise and government popularity decrease, the economic situation in Peru could quickly deteriorate as it did during the period of 2007 to 2012.

Crime and Business Corruption Risk

The Company may conduct business in regions which have experienced high levels of business corruption and other criminal activity. The Company is required to comply with applicable anti-bribery laws, including the *Canadian Corruption of Foreign Public Officials Act*, as well as local laws in all areas in which the Company does business including without limitation Peru Law No. 30424, which imposes criminal liability for local and foreign bribery, money laundering, terrorism financing and related crimes, and Legislative Decree No. 1385 which sanctions private corruption. These, among other things, include laws in respect of the monitoring of financial transactions and provide a framework for the prevention and prosecution of corruption offences, including various restrictions and safeguards. However, there can be no guarantee that these laws will be effective in identifying and preventing money laundering and corruption. The failure of the government in Peru to continue to fight corruption or the perceived risk of corruption could have a material adverse effect on the local economies. Any allegations of corruption in Peru or evidence of money laundering could adversely affect Peru's ability to attract foreign investment and thus have an adverse effect on its economy which in turn could have a material adverse effect on the Company's business, results of operations, financial condition and prospects. Moreover, findings against the Company, the directors, the officers or the employees of the Company, or their involvement in corruption or other illegal activity could result in criminal or civil penalties, including substantial monetary fines, against the Company, the directors, the officers or the employees of the Company. Any government investigations or other allegations against the Company, the directors, the officers or the employees of the Company, or finding of involvement in corruption or other illegal activity by such persons, could significantly damage the Company's reputation and its ability to do business and could materially adversely affect its financial condition and results of operations.

Security Risks

In recent years, criminal activity and violence has increased in Peru. As well, incidents of violent crime, kidnapping for ransom and extortion by organized crime have occurred. Many incidents of crime and violence go unreported and law enforcement authorities' efforts to reduce criminal activity are challenged by a lack of resources, corruption and the power of organized crime. The Company will regularly review the safety of access routes and the physical security of our properties. Notwithstanding these measures, incidents of criminal activity, trespass, theft and vandalism affect our employees, contractors and their families. Although the Company will have implemented measures to protect our employees, contractors and properties from these security risks, there can be no assurance that security incidents, in the future, will not have a material adverse effect on the Company's business, especially if criminal activity and violence continue to increase. Such incidents may halt or delay exploration activities, increase costs, result in harm to employees, contractors or visitors, decrease operational efficiency due to employee absenteeism and other factors, increase community tensions or otherwise adversely affect the Company's ability to conduct business.

Guerrilla and Indigenous Activity

Peru has a publicized history of security problems. Various guerrilla rebel organizations, including the Shining Path, have been active in Peru for some time and may be active unknowingly to the Company in the Company's operational areas. There can be no assurance that any such organizations are or will be in the future operating in the Company's operational areas.

In addition, blockades by indigenous groups have also caused disruptions to natural resource activities in Peru. Under Peruvian law, the government is required to undertake a prior consultation process with indigenous groups that may be affected by national or regional projects in order to ensure appropriate consideration is given to their interest in the land. Any disagreements between an indigenous group and the terms of an agreement that was entered into as a result of the prior consultation process must be resolved directly between the Peruvian government and the affected indigenous group. The Company may seek to enter into cooperation agreements with affected indigenous groups with the aim of protecting, respecting and strengthening traditional practices and preserving cultural heritage but there can be no assurance that such cooperation agreements will be entered into nor that such agreements will be on terms favourable to the Company that will not have a material adverse impact on the operations of the Company or its mineral projects.

Nationalization of the Mining Industry

As governments struggle with deficits and concerns over the effects of depressed economies, companies in the mining and metals sector continue to be targeted to raise government revenue. Governments are continually assessing the fiscal terms of the economic rent for mining companies to exploit resources in their countries. Peru has in the past introduced changes to its mining regimes that reflect increased government control or participation in the mining sector, and there can be no assurance that it will not do so again in the future. There can also be no assurance that industries deemed of national or strategic importance like mineral production will not be nationalized. The Company's assets may be subject to nationalization, expropriation or confiscation, whether legitimate or not, by any authority or body. While there are often provisions for compensation and reimbursement of losses to investors under such circumstances, there is no assurance that such provisions would effectively restore the value of the Company's original investment or that such restoration would occur within a reasonable timeframe.

There also can be no assurance that the laws in Peru protecting foreign investments will not be amended or abolished or that these existing laws will be enforced or interpreted to provide adequate protection against any or all of the risks. Furthermore, there can be no assurance that any agreement in place between the government and the Company will prove enforceable or provide adequate protection against any or all of the risks.

Local Residents and Non-Governmental Organizations

Inequitable economic development in countries like Peru has resulted in an increase in community activism and expectations by local governments for resource companies to increase their contributions to local communities. There is an increased perception that resource companies have been taking an unfairly rich benefit from the countries' natural resources, while causing significant environmental damage. The Company may experience discontent from various community groups and face increased scrutiny of its mining operations. Community groups in Peru have staged protests and roadblocks at other mining operations in the past. There can be no assurance that the Company's operations will not be disrupted by civil action or be subject to restrictions or imposed demands that will impact future cash flows, earnings, results of operation, financial condition, and reputation.

Regulatory Requirements in Peru

The proposed or future activities of the Company will require permits from various governmental authorities, and such operations are and will be governed by laws and regulations governing exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land and water use, environmental protection, site safety and other matters. Companies engaged in the exploration and development of mineral properties generally experience increased costs and delays in development and other schedules as a result of the need to comply with the applicable laws, regulations and permits. There can be no assurance that all permits which the Company may require for the facilities and conduct of development operations will be obtainable on reasonable terms or that such laws and regulation would not have an adverse effect on the Company's mineral projects.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing activities to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in development and production operations may be required to compensate those suffering loss or damage by reason of the development and production activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations. Amendments to current laws, regulation and permits governing operations and activities of mineral companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures and development costs or require abandonment or delays in the development of the Company's mineral projects.

The Company may encounter regulatory and/or permitting delays. The Company will utilize its best efforts to ensure timely application for any government permits necessary for carrying out its operations in Peru. However, its past ability to obtain all necessary permits in a timely fashion is not a guarantee of future results as events like bureaucracy and minor changes in legislation that are beyond the Company's control could substantially impede the timing of receiving essential permits and delay or stall the Company's exploration efforts.

Variations in Foreign Exchange Rates and Interest Rates

Currency fluctuations may materially affect the financial position and results of the Company. The Company's earnings and cash flow may also be affected by fluctuations in the exchange rate between the U.S. dollar and other currencies, such as the Peruvian Sol and the Canadian dollar. World copper and gold prices are quoted in United States dollars and the price received by Canadian and Peruvian producers is therefore affected by the Canadian/United States and Peruvian/United States dollar exchange rates, which will fluctuate over time. Future Canadian/United States and Peruvian/United States exchange rates could accordingly impact the future value of the Company's resources as determined by independent evaluators. There are currently no restrictions on the ability of a company operating in Peru to transfer foreign currency to or from Peru or to convert Peruvian currency into foreign currency, but there are assurances that laws regarding movement of currency or other exchange controls will not change in the future.

Mineral exploration is speculative and uncertain and involves a high degree of risk

The exploration for, and development of, mineral deposits involves a high degree of risk, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties which are explored are ultimately developed into producing mines. Resource exploration and development is a speculative business, characterized by a number of significant risks, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits, but also from finding mineral deposits that, although present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors that are beyond the control of the Company and that cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Company not receiving an adequate return on investment capital.

All of the properties in which the Company has an interest are without any mineral resources or mineral reserves. Whether a mineral deposit will be commercially viable depends on a number of factors, which include, without limitation, the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices, which fluctuate widely, and government regulations, including, without limitation, regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The combination of these factors may result in the Company expending significant resources (financial and otherwise) on a property without receiving a return. There is no certainty that expenditures made by the Company towards the search and evaluation of mineral deposits will result in discoveries of an economically viable mineral deposit.

The Company's operations will be subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution, and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company.

The long-term commercial success of the Company depends on its ability to explore, develop and commercially produce minerals from its properties and to locate and acquire additional properties worthy of exploration and development for minerals. No assurance can be given that the Company will be able to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions or participations are identified, the Company may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participation uneconomic.

Title to Mineral Properties

While the Company has performed its own due diligence with respect to the validity of the mineral claims comprising its mineral properties and has or will receive title opinions on all of its mineral projects, this should not be construed as a guarantee of title. There is no assurance that applicable governmental bodies will not revoke or significantly alter the conditions of the applicable claims that are included in the Company's projects, or that such claims will not be challenged or impugned by third parties.

The Company's projects may be subject to prior unregistered agreements of transfer or indigenous land claims, and title may be affected by undetected defects. Until any such competing interests have been determined, there can be no assurance as to the validity of title of the Company's projects and any other mining or property interests derived from or in replacement or conversion of or in connection with the claims comprising the Company's mineral projects or the size of the area to which such claims and interests pertain.

Infrastructure

Exploration, development and processing activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important elements of infrastructure, which affect access, capital and operating costs. The lack of availability on acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploration or development of the Company's mineral projects. If adequate infrastructure is not available in a timely manner, there can be no assurance that the exploration or development of any of the Company's mineral projects will be commenced or completed on a timely basis, if at all. Furthermore, unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of necessary infrastructure could adversely affect our operations.

Mineral Resources and Reserves

There is no NI 43-101 compliant mineral resource or mineral reserve on any of the Company's mineral projects. There can be no assurances that an NI 43-101 compliant mineral resource or mineral reserve will ever be identified at any of the Company's mineral projects.

Because the Company has not defined or delineated any proven or probable mineral reserves on any of its properties, any future mineralization estimates for the Company's properties may require adjustments or downward revisions based upon further exploration or development work or actual production experience. In addition, the grade of ore ultimately mined, if any, may differ from that indicated by drilling results. There can be no assurance that minerals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale.

Fluctuating Price of Metals

Future production, if any, from the Company's mineral properties will be dependent upon the prices of gold, copper and other metals being adequate to make these properties economic. Materially adverse fluctuations in the price of such minerals and metals may adversely affect the Company's financial performance and results of operations. Commodity prices fluctuate on a daily basis and are affected by numerous factors beyond the control of the Company, including levels of supply and demand, industrial development levels, inflation and the level of interest rates, the strength of the U.S. dollar and geopolitical events in significant mineral producing countries. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments.

All commodities, by their nature, are subject to wide price fluctuations and future material price declines will result in a decrease in the value of the commodity held, and/or revenue or, in the case of severe declines that cause a suspension or termination of production by relevant operators, a complete cessation of revenue from streams, royalties or interests in mineral properties applicable to the relevant commodities. There is no assurance that, even if commercial quantities of cobalt are produced, a profitable market will exist for them.

Competitive Risks

The mineral resource industry is competitive in all of its phases. The Company competes with other companies, some of which have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. The Company competes with other exploration and mining companies for the acquisition of leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel. There can be no assurance that the Company can compete effectively with these companies.

Reliance on Third Parties

The Company may acquire additional rights to acquire an interest in certain resource properties that may have been granted by third parties who themselves hold only a lease, an option, or an application for rights pending before the Peruvian MEM to acquire such properties. If such persons fail to fulfill their obligations, the Company could lose its interest in the property and may have no meaningful recourse, as it may not have any direct contractual arrangements with the underlying property holders. Where the Company's interests in resource properties are managed or operated by third parties, the Company's interests may be adversely affected in the event such third parties mismanage the operations being carried out on such properties.

Environmental Risks

All phases of the Company's operations will be subject to environmental regulation in Peru. Changes in environmental regulation, if any, may adversely impact the Company's operations and future potential profitability. In addition, environmental hazards may exist on any of the Company's mineral projects which are currently unknown. The Company may be liable for losses associated with such hazards, or may be forced to undertake extensive remedial cleanup action or to pay for governmental remedial cleanup actions, even in cases where such hazards have been caused by previous or existing owners or operators of the properties, or by the past or present owners of adjacent properties or by natural conditions. The costs of such cleanup actions may have a material adverse impact on the Company's operations and future potential profitability.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

The Company may be subject to reclamation requirements designed to minimize long-term effects of mining exploitation and exploration disturbance by requiring the operating company to control possible deleterious effluents and to re-establish to some degree pre-disturbance land forms and vegetation. Any significant environmental issues that may arise, however, could lead to increased reclamation expenditures and could have a material adverse impact on the Company's financial resources.

Challenges to Title

Although title to its properties has been reviewed by or on behalf of the Company, no guarantees can be given that there are no title defects affecting the Company's properties. Mineral claims held by the Company are delimited by UTM coordinates that are officially registered in the Mining Cadastre of the Peruvian Government and are registered in the Peruvian Property Register Office. Title insurance generally is not available for mining claims in Peru, and the Company's ability to ensure that it has obtained secure claim to individual mineral properties may be constrained. Accordingly, the Company's mineral claims may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects. In addition, the Company may be unable to conduct work on the properties as permitted or to enforce its rights with respect to its properties.

License and Permits

In the ordinary course of business, the Company will be required to obtain and renew governmental licenses or permits for exploration, development, construction and commencement of mining at any of its mineral projects. The Company may not be able to obtain or renew licenses or permits that are necessary to its operations. Any unexpected delays or costs associated with the licensing or permitting process could delay the development or impede the operation of a mine, which could adversely impact the Company's operations and profitability.

Uninsured risks

The business of the Company is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions and floods. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to properties of the Company or others, delays in mining, monetary losses and possible legal liability.

Although the Company maintains insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its operations and insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

War in Ukraine and Gaza

On February 24, 2022, Russia invaded the country of Ukraine. In addition, conflict between Israel and Hamas on the Gaza peninsula recently began in October 2023 and threatens to spread to other Middle Eastern countries. These conflicts have created worldwide supply chain issues, market instability and volatility, and increased inflation. The Company cannot predict the duration or magnitude of the adverse results of this conflict and its effects on the Company's business or ability to raise funds.

Adverse General Economic Conditions

The unprecedented events in global financial markets in the past several years, including in relation to the COVID-19 pandemic have had a profound impact on the global economy. Many industries, including the mineral resource industry, were impacted by and continue to be impacted by these market conditions. Some of the key impacts of the financial market turmoil included contraction in credit markets resulting in a widening of credit risk, devaluations, high volatility in global equity, commodity, foreign exchange and precious metal markets and a lack of market liquidity. A similar slowdown in the financial markets or other economic conditions, including but not limited to, inflation, fuel and energy costs, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the Company's operations.

Adverse capital market conditions could continue to affect the Company's ability to meet its liquidity needs, as well as its access to capital and cost of capital. The Company needs additional funding to continue development of its internal pipeline and collaborations. The Company's results of operations, financial condition, cash flows and capital position could be materially affected by continued disruptions in the capital markets.

Supply Chain Interruptions

Due to limited suppliers of equipment, materials, supplies and services available in Peru, any disruption at supplier facilities could result in curtailment or suspension of activities. Any disruption in the transportation of or restriction in the flow of goods or the imposition of customs clearance requirements may result in production delays.

The Company is also exposed to price volatility in respect of key inputs, such as fuel. Increases in global fuel prices can materially increase operating costs, erode operating margins and project investment returns, and potentially reduce viable reserves. Conversely, a significant and sustained decline in world oil prices may offset other costs and improve returns.

Option over the Don Gregorio Project

The Company's right to maintain and exercise its interest in the Don Gregorio Project will be dependent upon its compliance with the Don Gregorio Option Agreement. Payments made by the Company pursuant to the Don Gregorio Option Agreement must be made and minimum exploration commitments must be completed in order to maintain its interest in the Don Gregorio Project. There can be no assurance that the Company will be able to comply with such provisions or other provisions of the Don Gregorio Option Agreement. If the Company is unable to fulfil the requirements of the Don Gregorio Option Agreement, the Company may be in default of such agreement and the Don Gregorio Option Agreement could be terminated resulting in the loss of all rights in the Don Gregorio Project, and the loss of all payments made and expenditures incurred pursuant to the Don Gregorio Option Agreement up to the date of termination. Additional funding will be required to fund the exploration commitments on the Don Gregorio Project. There is no assurance that such funds will be available. Failure to obtain adequate financing on a timely basis could result in the loss of the Company's right to maintain its interest in the Don Gregorio Project.

Risks of Foreign Operations

The Company's activities may be adversely affected by laws and policies of Canada affecting foreign trade, taxation and investment. In the event of a dispute arising in connection with the Company's operations in Peru, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdictions of the courts of Canada or enforcing Canadian judgments in such other jurisdictions. The Company may also be hindered or prevented from enforcing its rights with respect to a governmental instrumentality because of the doctrine of sovereign immunity.

Accordingly, the Company's development activities in Peru could be substantially affected by factors beyond the Company's control, any of which could have a material adverse effect on the Company.

The Company may in the future acquire resource properties and operations outside of Peru and Canada, which expansion may present challenges and risks that the Company has not faced in the past, any of which could adversely affect the results of operations and/or financial condition of the Company

Limited Operating History and Lack of Profits

The Company is an early-stage exploration company with a limited operating history. The likelihood of success of the Company's business plan must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with developing and expanding early-stage businesses and the regulatory and competitive environment in which the Company operates.

The Company has no history of earnings and has not commenced commercial production on any of its properties. The Company has experienced losses from operations and expects to continue to incur losses for the foreseeable future. There can be no assurance that the Company will be profitable in the future. The Company's operating expenses and capital expenditures are likely to increase in future years as needed consultants, personnel and equipment associated with advancing exploration, and, if permitted, development and, potentially, commercial production of its properties, are added. The amounts and timing of expenditures will depend on the progress of ongoing exploration and development, the results of consultants' analyses and recommendations, the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners, the Company's acquisition of additional properties, government regulatory processes and other factors, many of which are beyond the Company's control. The Company expects to continue to incur losses unless and until such time as its properties enter into commercial production and generate sufficient revenues to fund its continuing operations. The development of the Company's properties will require the commitment of substantial resources. There can be no assurance that the Company will generate any revenues or achieve profitability.

Reliance on Personnel

If the Company is not successful in attracting and retaining highly qualified personnel, the Company may not be able to successfully implement its business strategy.

The Company will be dependent on a number of key management personnel, including the services of certain key consultants. The Company's ability to manage its exploration, appraisal and potential development and mining activities will depend in large part on the ability to retain current personnel and attract and retain new personnel, including management, technical and a skilled workforce. The loss of the services of one or more key management personnel could have a material adverse effect on the Company's ability to manage and expand the business. In addition, the Company's ability to keep essential operating staff in place may also be challenged as a result of potential COVID-19 outbreaks or quarantines. The Company does not maintain key person insurance in respect of its key management personnel.

Holding Company

The Company is a holding company and essentially all of its assets are the capital stock of its material subsidiaries. As a result, investors in the Company are subject to the risks attributable to its subsidiaries. Consequently, the Company's cash flows and ability to complete current or desirable future enhancement opportunities are dependent on the earnings of its subsidiaries and investments and the distribution of those earnings to Company. The ability of these entities to pay dividends and other distributions will depend on their operating results and will be subject to applicable laws and regulations which require that solvency and capital standards be maintained by such companies and contractual restrictions contained in the instruments governing their debt. In the event of a bankruptcy, liquidation or reorganization of any of the Company's material subsidiaries, holders of indebtedness and trade creditors may be entitled to payment of their claims from the assets of those subsidiaries before the Company.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including resources companies) and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The BCBCA provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA. To the proposed management of the Company's knowledge, as at the date hereof there are no existing or potential material conflicts of interest between the Company and a proposed director or officer of the Company except as otherwise disclosed herein.

PROPOSED TRANSACTIONS

There are no proposed transactions at the date of this MD&A.

COMMITMENTS

The Company does not have any commitments as at December 31, 2023 and to the date of this MD&A.

ACCOUNTING POLICIES AND ESTIMATES

The preparation of condensed consolidated interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed consolidated interim financial statements and the reported expenses during the period. Actual results could differ from these estimates. The key areas of judgment applied in the preparation of the condensed consolidated interim financial statements that could result in a material adjustment to the carrying amounts of assets and liabilities are as follows:

- Functional currency

  The functional currency of the Company and its subsidiary is the currency of their respective primary economic environment. Judgement is necessary in evaluating each entity's functional currency.

- Going concern

  The assessment of the Company's ability to continue as a going concern and to raise additional funding to cover its ongoing operating expenditures and to meet its liabilities for the ensuing year, involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances (Note 1 of the condensed consolidated interim financial statements).

- Deferred income tax

  The value of deferred tax assets is evaluated based on the probability of realization; the Company has assessed that it is improbable that such assets will be realized and has accordingly not recognized a value for deferred taxes.

- Impairment of exploration and evaluation assets

  The carrying value and recoverability of exploration and evaluation assets requires management to make certain estimates, judgments and assumptions about each project. Management considers the economics of the project, including the latest resource prices and the long-term forecasts, and the overall economic viability of the project. Management has assessed these indicators and does not believe an impairment provision is required.

- Stock options

  The determination of the fair value of stock options or warrants using stock pricing models requires the input of highly subjective variables, including expected price volatility. Wide fluctuations in the variables could materially affect the fair value estimate; therefore, the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options and warrants.

OUTSTANDING SHARE DATA

The Company's authorized capital is unlimited common shares without par value. As at April 11, 2024, the following common shares, options and share purchase warrants were outstanding:

	April 11, 2024	December 31, 2023	December 31, 2022
Common shares	36,774,419	36,011,919	36,761,919
Stock options	3,475,000	3,475,000	3,675,000
Warrants*	14,634,425	15,396,925	16,328,638
Fully diluted	54,883,844	54,883,844	56,765,557

*The number of warrants outstanding as of December 31, 2022 includes 556,713 warrants to the Agent to acquire up to 556,713 Units, one common share and one share purchase warrant, at a price per unit of $0.30 until January 24, 2023. Such warrants were not exercised and expired during the year ended December 31, 2023.

TECHNICAL CONTENT

Richard Osmond, a director of the Company and a Qualified Person under the meaning of Canadian National Instrument 43-101, has reviewed and approved the technical content of this Management's Discussion and Analysis.

APPROVAL

This MD&A was approved and authorized by the Board on April 11, 2024.