
POWER NICKEL INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
YEAR ENDED DECEMBER 31, 2023

MANAGEMENT DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis ("MD&A") dated as of April 29, 2024, supplements the consolidated financial statements of Power Nickel Inc. (formerly Chilean Metals Inc; the "Company") and the notes thereto for the years ended December 31, 2023 and 2022. The MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the consolidated financial statements of the Company for the years ended December 31, 2023 and 2022 together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's consolidated financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC"). Information contained herein is presented as of April 29, 2024, unless otherwise indicated.

For the purposes of preparing this MD&A, Management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

The Company's shares are listed on the TSX Venture Exchange ("TSX-V") and Santiago Stock Exchange, Venture Market. Further information about the Company and its operations can be obtained from the offices of the Company or from www.sedarplus.ca and the Company's website www.powernickel.com.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

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Dated - April 29, 2024

Forward-looking statements	Assumptions	Risk factors
Potential of the Company's properties to contain economic deposits of any precious and base metals discovered	Financing will be available for future exploration and development of the Company's properties; the actual results of the Company's exploration and development activities will be favourable; operating, exploration and development costs will not exceed the Company's expectations; the Company will be able to retain and attract skilled staff; all requisite regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company, and applicable political and economic conditions are favourable to the Company; the price of precious and base metals and applicable interest and exchange rates will be favourable to the Company; no title disputes exist with respect to the Company's properties	Price volatility of precious and base metals; uncertainties involved in interpreting geological data and confirming title to acquired properties; the possibility that future exploration results will not be consistent with the Company's expectations; availability of financing for and actual results of the Company's exploration and development activities; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; the Company's ability to retain and attract skilled staff; availability of permits
<p>The Company has no source of revenue and it will require additional cash resources to meet its administrative overhead and maintain its mineral investments for the next twelve months, starting from December 31, 2023</p> <p>The Company expects to incur further losses in the development of its business and will need to raise additional financing to meet its financial requirements</p>	The operating and exploration activities of the Company for the next twelve months and beyond, starting from December 31, 2023, and the costs associated therewith, will be consistent with the Company's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to the Company	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; changes in the operations currently planned; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions
The Company's ability to carry out anticipated exploration and maintenance on its property interests and its anticipated use of cash	The exploration and maintenance activities of the Company for the year ended December 31, 2024, and the costs associated therewith, will be consistent with the Company's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to the Company	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; changes in the operations currently planned; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions; receipt of applicable permits
Sensitivity analysis of financial instruments	Foreign exchange rates will not be subject to change in excess of plus or minus 1%	Changes in exchange rate fluctuations

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Plans, costs, timing and capital for future exploration and development of the Company's property interests, including the costs and potential impact of complying with existing and proposed laws and regulations	Financing will be available for the Company's exploration and development activities and the results thereof will be favourable; actual operating and exploration costs will be consistent with the Company's current expectations; the Company will be able to retain and attract skilled staff; all applicable regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company; the Company will not be adversely affected by market competition; debt and equity markets, exchange and interest rates and other applicable economic and political conditions are favourable to the Company; the price of precious and base metals will be favourable to the Company; no title disputes exist with respect to the Company's properties	Price volatility of any mineral discovered, changes in debt and equity markets; timing and availability of external financing on acceptable terms; the uncertainties involved in interpreting geological data and confirming title to acquired properties; the possibility that future exploration results will not be consistent with the Company's expectations; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; the Company's ability to retain and attract skilled staff; availability of permits; market competition
Management's outlook regarding future trends, including the future price of any precious and base metals discovered and availability of future financing	Financing will be available for the Company's exploration and operating activities; the price of applicable minerals will be favourable to the Company	Price volatility of any precious and base metals discovered; changes in debt and equity markets; interest rate and exchange rate fluctuations; changes in economic and political conditions; availability of financing
Prices and price volatility for precious and base metals	The price of precious and base metals will be favourable; debt and equity markets, interest and exchange rates and other economic factors which may impact the price of precious and base metals will be favourable	Changes in debt and equity markets and the spot price of precious and base metals, if available; interest rate and exchange rate fluctuations; changes in economic and political conditions

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please, in addition, also make reference to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. 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 MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

CORPORATE GOVERNANCE

Management of the Company is responsible for the preparation and presentation of the audited consolidated financial statements and notes thereto. Additionally, it is Management's responsibility to ensure the Company complies with the laws and regulations applicable to its activities.

The Company's Management is held accountable to the Board of Directors ("Directors"), each member of which is elected annually by the shareholders of the Company. The Directors are responsible for reviewing and approving the financial statements and the MD&A. Responsibility for the review and approval of the Company's financial statements and MD&A is delegated by the Directors to the Audit Committee, which is composed of three directors. Additionally, the Audit Committee pre-approves audit and non-audit services provided by the Company's auditors.

The auditors are appointed annually by the shareholders to conduct an audit of the financial statements in accordance with generally accepted auditing standards. The external auditors have complete access to the Audit Committee to discuss audit, financial reporting and related matters resulting from the annual audit as well as assist the members of the Audit Committee in discharging their corporate governance responsibilities.

DESCRIPTION OF BUSINESS

Power Nickel Inc. (formerly Chilean Metals Inc.) is a resource exploration company involved in exploring for Nickel Copper, Cobalt, PEG group metals, gold, and silver on its various properties located in Chile, and Canada (Quebec & British Columbia). Exploring in Chile is done through its wholly owned subsidiaries in Chile, being Minera IPBX Limitada ("IPBX"), Minera Tierra de Oro Limitada, Minera Palo Negro Limitada and Minera Sierra Pintada Limitada ("Power Nickel Subsidiaries").

OVERALL PERFORMANCE

As at December 31, 2023, the Company had assets of \$3,734,149 and a net deficiency position of \$2,546,048. This compares with assets of \$1,960,445 and a net deficiency position of \$812,477 at December 31, 2022. At December 31, 2023, the Company had \$6,224,733 of liabilities (December 31, 2022 – \$2,717,458).

At December 31, 2023, the Company had a working capital deficit of \$2,496,899, compared to working capital deficit of \$766,032 at December 31, 2022, a change of \$1,730,867 (see "Liquidity Section" for more details). The Company had cash of \$216,365 at December 31, 2023, compared to cash of \$1,275,104 at December 31, 2022, a decrease of \$1,058,739. The Company needs to secure additional financing to carry on business activities for the twelve months ending December 31, 2024 (See below).

QUALIFIED PERSON

Qualified Person Kenneth Williamson, P.Geo. (OGQ #01490, APGO #2176), Vice-President Exploration of Power Nickel, and Qualified Person under NI 43-101, has reviewed and approved the technical content of this MD&A.

EXPLORATION

Nisk Property

On December 22, 2020 (the "Effective Date") the Company entered into an option agreement with Critical Elements Limited ("Critical") to acquire a 50% interest in the Nisk property (the "First Option"). Upon completion of the terms of the First Option the Company also has a Second Option to increase its interest from 50% to 80% by incurring or funding additional work in the amount of \$2,200,000 including a Resource Estimate for a period of four years from the effective date of completion of the First Option. On February 24, 2021 ("Closing Date") the Company closed the transaction.

Under the terms of the agreement, the requirements to exercise the First Option are:

- (a) Make cash payments totaling \$500,000 to Critical on or before the dates set out below:
 - (i) A non-refundable amount of \$25,000 on the date of execution of the agreement; (paid)
 - (ii) An amount of \$225,000 within a delay of five (5) Business Days following the Effective Date; and (paid)
 - (iii) An amount \$250,000 within a delay of six (6) months from the Effective Date; (paid)
- (b) issue 12,051,770 Shares within a delay of five (5) Business Days following the Effective Date. (issued)
- (c) incur an aggregate of \$2,800,000 of Work Expenditures on the Property on or before the dates set out below:
 - (i) \$500,000 in Work Expenditures on or before the date that is one (1) year from Closing Date; (completed)
 - (ii) \$800,000 in Work Expenditures on or before the date that is two (2) years from Closing Date; (completed) and
 - (iii) \$1,500,000 in Work Expenditures on or before the date that is three (3) years from Closing Date; (completed)

In connection with closing of the Nisk property agreement, the Company issued to Paradox Equity Partners Ltd a finders fee of 668,377 shares on February 24, 2021.

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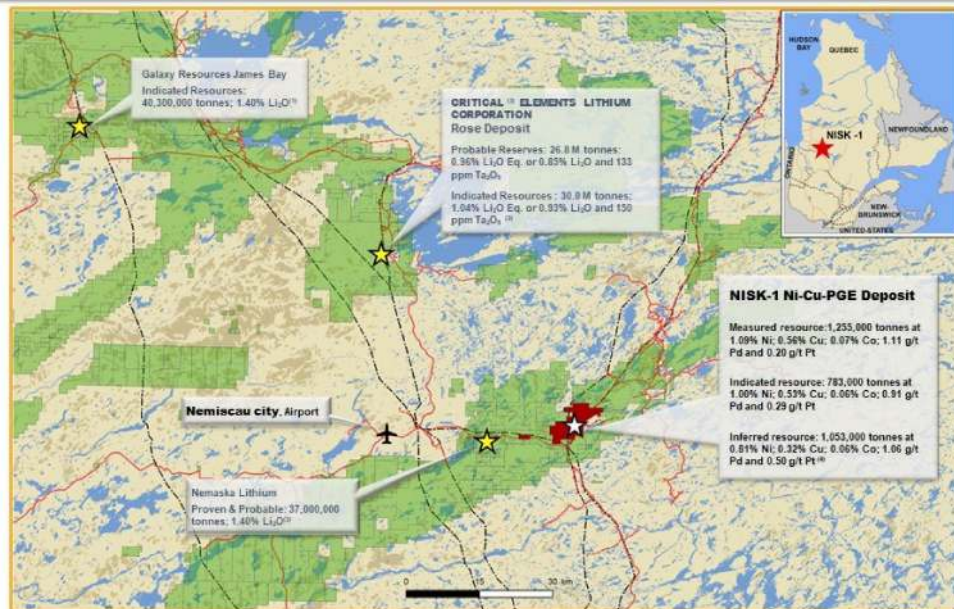
The 12,720,147 common shares issued during the year ended December 31, 2021 in connection with this property option agreement were valued at \$3,943,246 based on the trading price of the Company's shares on the date of issuance.

Following the exercise of the First Option, Critical will receive a 2% net smelter return from the extraction and production of lithium products, the amount of which Power Nickel may, following the payment of \$2 million in cash, reduce to 1%

Subsequently, Power Nickel has exercised its option to acquire 50% of the Nisk Project and delivered notice to Critical Elements that it intends to exercise its second option to bring its ownership to 80%. The last remaining commitment to activate this exercise of the option is the delivery of a NI-43-101 Technical report which occurred in late Q4 2023. Critical Elements has acknowledged all terms have been met and initiated the process to transfer the claims which is expected to close in early Q2.

The NISK property comprises a large land position (20 kilometres of strike length) with numerous high-grade intercepts. Power Nickel, formerly Chilean Metals is focused on confirming and expanding its current high-grade, nickel-copper PGE, Gold and Silver mineralization

Nisk – Located in a Mining Active Region



Sources:

(1) Galaxy Resources Ltd - Preliminary Economic Assessment, NI 43-101 Technical Report, James Bay Lithium Project dated March 2021

(2) Nemaska Lithium Inc. - NI 43-101 Technical Report on the Estimate to Complete for the Whabouchi Lithium Mine and Shawmigan Electrochemical Plant dated August 2019

(3) Critical Elements Lithium Corporation - NI 43-101 Technical Report on Rose Lithium-Tantalum project feasibility study dated November 29, 2017

(4) Critical Elements Lithium Corporation - Historical results

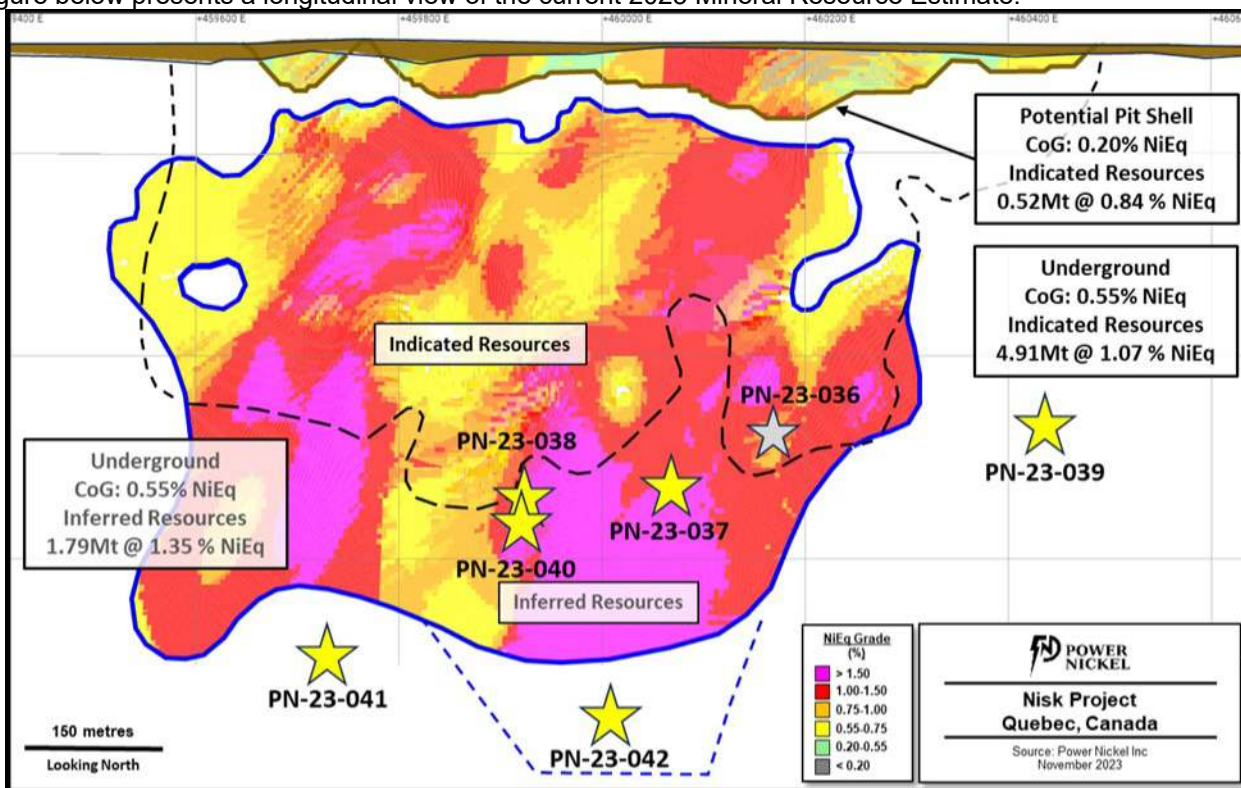
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In late Q4 2023 Power Nickel produced a Technical report outlined below.

The figure below presents a longitudinal view of the current 2023 Mineral Resource Estimate.

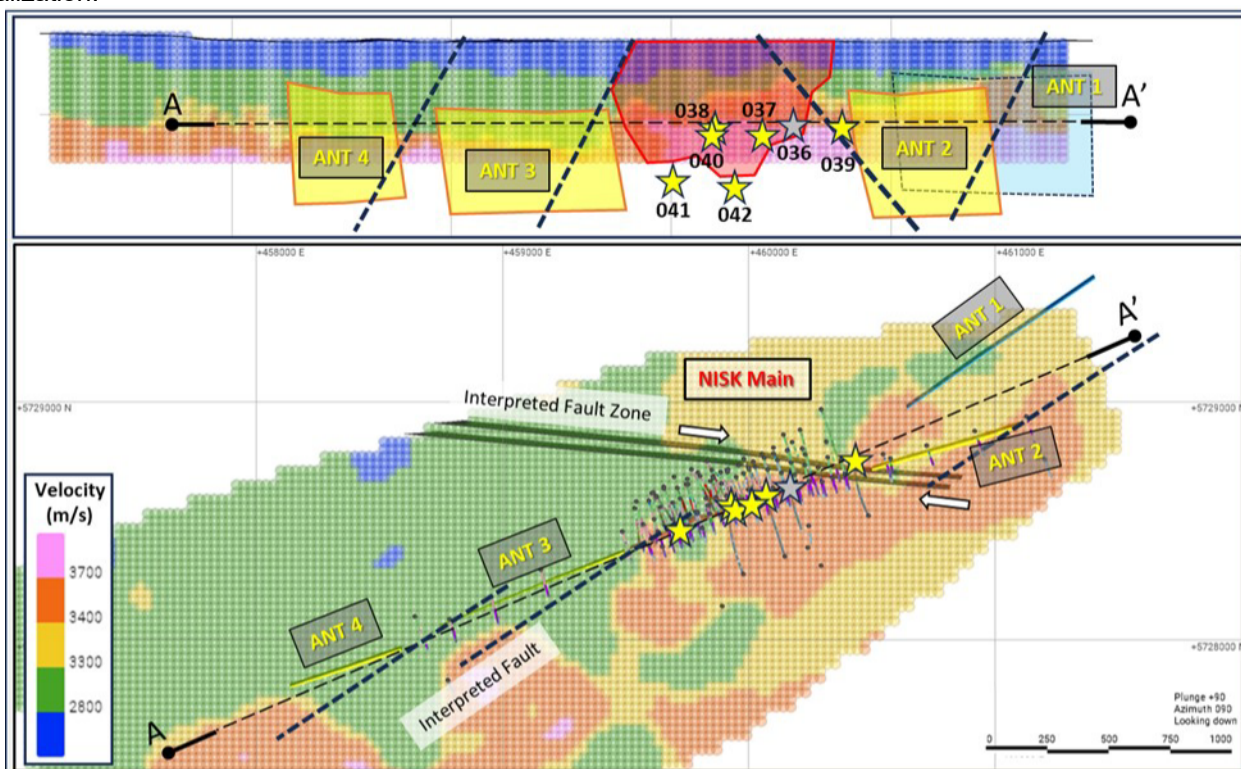


The information presented above is derived from the Technical Report titled: ***“Amended and Updated NI 43-101 Technical Report and Updated Mineral Resource Estimate for the Nisk Project, Eeyou Istchee James Bay Territory, Québec”***; ***Duncan Studd, Pierre-Luc Richard, Gordon Marrs and Jeffrey Cassoff; January 19th, 2024.***

The Technical report represents a snapshot in time of our historic exploration work as it relates to resource size. The Company has significant exploration programs ongoing and planned.

The Company employed Fleet Space Technologies and their Ambient Noise Tomography technology to assist in better evaluation of its land package in search for additional resources. The search was focused in two areas. Around our current resource, what we refer to as Nisk Main, and around a exploration result we obtained about 5.5 Kilometres North and East of Nisk main. This was a project historically referred to as Wildcat but whose name has subsequently been changed to the Lion Discovery.

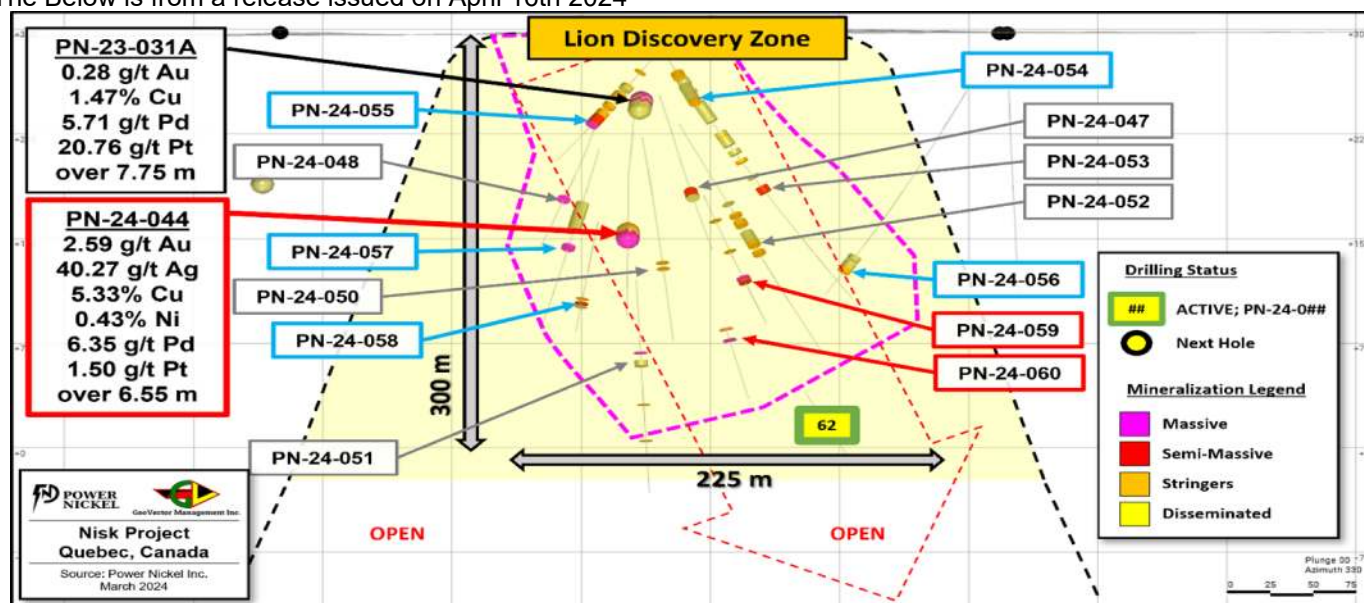
Below are targets labelled ANT 1-4 outlining our intent to explore these areas in pursuit of additional Nickel Sulfide mineralization.



The Lion Discovery, previously called Wildcat



The Below is from a release issued on April 16th 2024



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Power Nickel has drilled 9800 metres on Nisk. It has used the services of veteran Geoscientific consulting team GeoVector to manage the day to day drill program execution and to assist our inhouse team on the Geological drilling design.

Nickel Sulphate discoveries globally tend to come in clusters, the dual focus of the next Power Nickel campaign will be drilling deeper on the Nisk Main target and the Nisk West target where previous exploration had identified mineralized high grade nickel zones. In addition, we will be following up on the successful exploration of the Lion Discovery.

Golden Ivan Property

Power Nickel has announced it plans to spin out via a Plan of arrangement the mining properties it controls in British Colombia (Golden Ivan) and in Chile. It plans to complete this in Q1 2024. The new Company Pan American Gold Equities will update exploration plans at that time.

Golden Ivan is located approx. 3 kilometers to the east of Stewart, BC in the heart of the Golden Triangle. The Golden Ivan property consists of thirteen (13) mineral claims, all in good standing, for a total area of approximately 797 hectares.

On January 14, 2021, the Company announced it finalized an agreement dated October 7, 2020 to acquire 100% of the Golden Ivan property via a series of option payments and work commitments. On June 29, 2021, the agreement was revised to eliminate all the cash payments and work commitment and expedite the payment by shares while reducing the overall quantity of shares by 1,000,000 shares from the original agreement. The revised terms are as follows:

- (i) 3,900,000 common shares within five Business Days after receipt of the TSXV Approval. These common shares were valued at \$1,209,000 based on the trading price of the Company's shares on the date of issuance.
- (ii) 6,500,000 common shares on or before June 29, 2021 subject to TSXV Approval. These common shares were valued at \$1,235,000 based on the trading price of the Company's shares on the date of issuance.

As a result, the Company acquired a 100% interest subject only to a 2.5% NSR royalty. The Company retains the option to purchase 40% of this royalty for a one-time payment of \$1,000,000.

Golden Triangle has reported mineral resources (past production and current resources) in total of 67 million ounces of gold, 569 million ounces of silver and 27 billion pounds of copper. This property hosts two known mineral showings (gold ore and magee), and a portion of the past-producing Silverado mine, which was reportedly exploited between 1921 and 1939. These mineral showings are described to be Polymetallic veins that contain quantities of silver, lead, zinc, plus/minus gold, and plus/minus copper.

In the summer of 2021, a highly successful prospecting and geologic mapping program has resulted in the discovery of two new high grade gold zones yielding 16.2 grams-per-tonne (g/t) gold (Au) and 15.1 g/t Au in outcrop.

The 2021 Golden Ivan Property campaign completed during July and August 2021, included the collection of 210 surface rock samples including 7 channel samples, in addition to reconnaissance geologic mapping and whole rock geochemical analysis throughout the Property. A total of 17 of the 210 rock samples returned greater than 0.1 g/t Au, and up to 16.2 g/t Au from the newly discovered Lone Goat Showing, and 15.1 g/t Au over 0.75 metres from a channel sample at the newly discovered Molly B. East showing in addition to significant silver and base metal values (**Table 1**).

Table 1. 2021 Golden Ivan Project 2021 Prospecting - Significant Results

Sample ID	Showing	Material	Au (g/t)	Ag (g/t)	Cu (%)	Pb (%)
P385752	Gold Zones	Talus	16.2	25	1.56	-
P385831		Outcrop	-	47	0.18	-
P385732		Outcrop	3.41	14	-	-
P385774		Outcrop	0.76	176	0.64	-
P385703		Float	-	22	1.14	0.15
P385691		Float	-	31	0.82	-
P385857		Channel (0.75 m)*	15.1	12	0.10	-
P385801		Outcrop	1.43	39	0.16	-
P385809		Outcrop	0.73	47	0.27	-
P385760		Outcrop	0.53	5	-	-
P385840	Silver Zones	Outcrop	-	76	-	-
P385841		Outcrop	-	27	-	1.13
P385682		Float	-	30	-	0.73
P385739		Outcrop	-	19	1.82	-
P385693		Outcrop	-	47	0.38	-

*The approximate true width of the channel sample is 80-100 sample width

Mineralization and Alteration of New Discoveries

The Molly B. East high-grade gold showing is associated with subvertical southeast trending quartz-pyrrhotite-chalcopyrite veins hosted within andesitic volcanic rocks with fine grained sulphide halos.

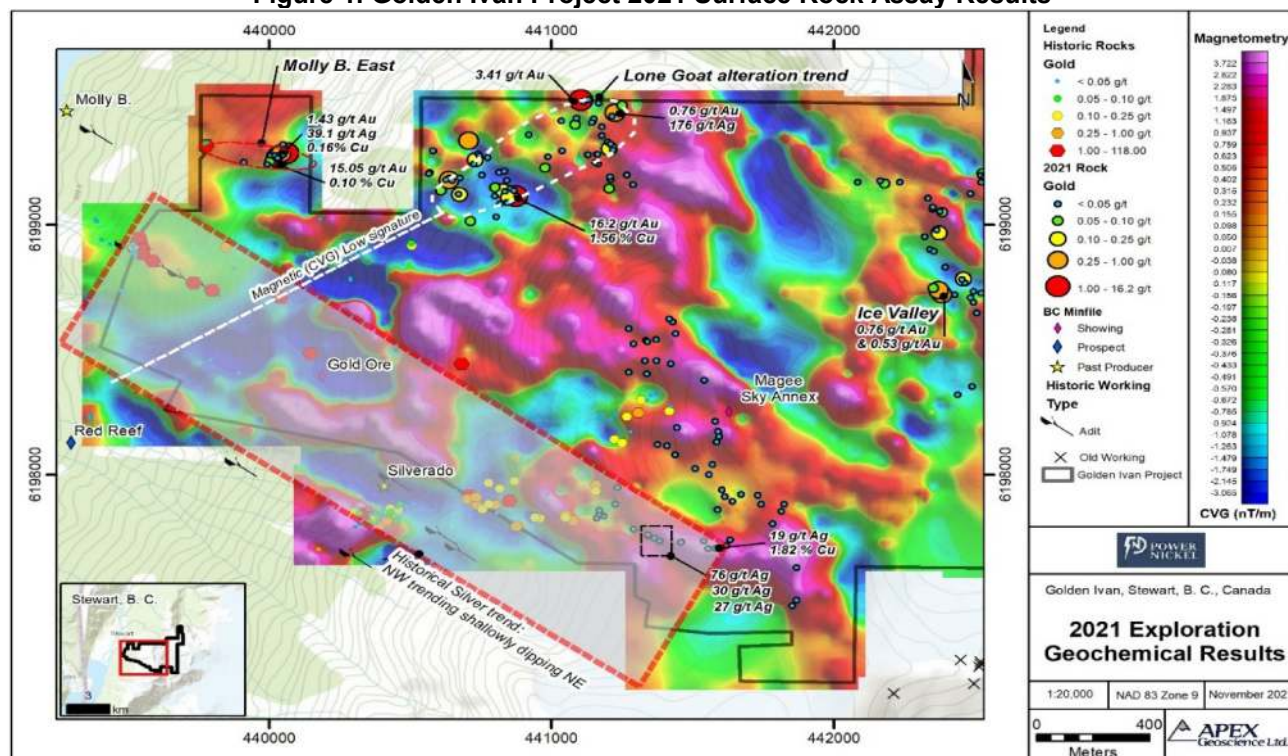
The Lone Goat high-grade gold showing comprises an approximately 700 x 200 metres NE-SW trending subvertical zone of multi-stage quartz-epidote-sericite-carbonate altered andesite that returned multiple anomalous (n=8 greater than 0.1 g/t Au) gold assays.

The newly discovered Lone Goat, Molly B. East gold showings and the historical high-grade gold-silver Molly B trend to the south are coincident with northeast and northwest trending airborne magnetic (low) lineaments respectively (**Figure 1**).

General Geology

The results of reconnaissance geologic mapping indicate the Golden Ivan Property is underlain by a layered sequence of andesitic volcanic and volcanoclastic rocks attributed to the lower Jurassic Hazelton Group. The volcanic package is cut by late andesite dykes and rhyolite bodies, while the northeast area of the Property lies in faulted contact with interpreted Stuhini Group metasediments.

Figure 1. Golden Ivan Project 2021 Surface Rock Assay Results



Golden Ivan Historical Data Compilation

Prior to initiating the 2021 exploration, Power Nickel commissioned a digital historical data compilation with respect to the Golden Ivan Property. The compilation comprised publicly available mineral assessment reports and property files from as early as 1929 to date and as recently as 2020. Documented exploration within the Golden Ivan Property includes extensive prospecting, geochemical analysis of surface rock and chip/channel samples, trenching, small-scale underground development, and geophysical surveys (airborne magnetic, VLF-EM, multi frequency EM, and magnetic / radiometric surveys).

A total of 124 rock and rock chip/channel samples were digitized, which returned an average grade of 2.45 g/t Au and 79.4 g/t Ag, up to a maximum of 118 g/t Au and 2,400 g/t Ag. Of the 124 rock samples, a total of 17 returned greater than 1 g/t Au and a total of 16 returned greater than 50 g/t Ag, including seven samples returning both greater than 1 g/t Au and 50 g/t Ag.

Several small-scale historical workings occur within the Golden Ivan claim group, comprising surface pits, trenches, and short adits. These include the Gold Ore, Eagle & Big Bell, Magee Sky Annex, and Molly-B prospects near the western claim boundary. Molly B prospect sampling returned assays up to 45.7 g/t Au and 90.2 g/t Ag, with an average grade of 9.2 g/t Au on 11 samples collected intermittently over a 750 m NW trending zone. In addition, the area between the Silverado No. 4 and Magee Sky Annex shows a northeast trend returned assays including 6.2 g/t Au, 1,300 g/t Ag and 1.4 g/t Au, 2,400 g/t Ag. The significant Silverado No. 4 workings, located to the south outside the Property, returned values up to 60 g/t Au and 90 g/t Ag.

The historical compilation results demonstrate the potential to expand and further delineate historical high-grade gold-silver mineralization with continued exploration.

Zulema, Chile

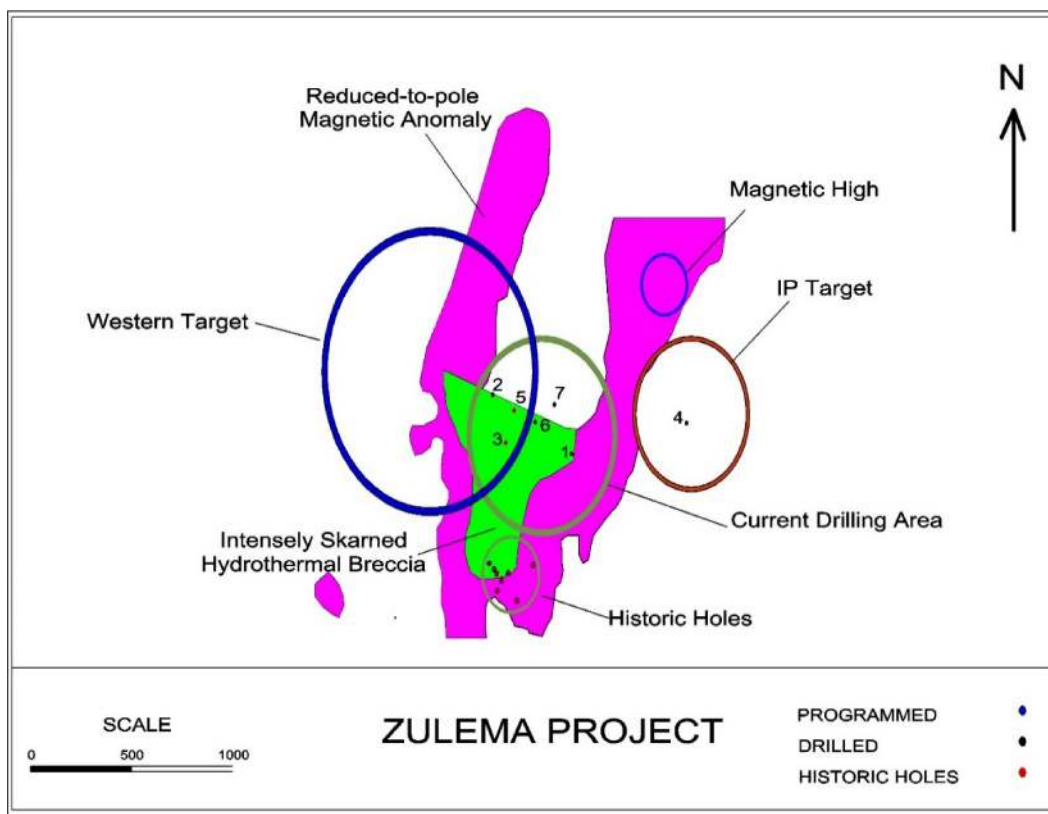
In 2013, the Company acquired 23 exploration concessions totaling approximately 2,105 hectares surrounding its five then existing Zulema mining concessions in Chile's Third Region. In 2014, the Company acquired nine additional mining concessions totaling 724 hectares from a third party. In March 2015, the Company completed the acquisition from another third party of three additional mining concessions totaling 600 hectares. The Zulema property now consists of 4,300 hectares (10,626 acres). All concessions are held 100% by IPBX and Minera Palo Negro Ltda, with no underlying third party royalty or net profits interest. The project is located 30 kilometres from the giant Cu Au Candelaria mine of Lundin Mining Corporation and in a very similar geological environment.

During the year ended December 31, 2017, the Company commenced drilling its Zulema project. With the Candelaria mine as a model, the exploratory drill program is testing two geologically distinct targets: a 1+ square km. area of intense garnet scapolite skarn breccia (Skarn Target) and a large Induced Polarization chargeability anomaly on its eastern flank. (IP Target). The initial results released on February 27, 2017 suggested to Chilean that it had found in our assessment, IOCG style mineralization.

Drill holes 1, 6 and 7 assisted in defining the boundaries of the eastern skarn and related sulphide mineralization. Drill hole 4, targeting the IP target, was terminated before reaching bedrock. The target remains open. Hole 3 had a six meter section from 285.32 – 291.32 meters which contained 0.66% Cu, 23.6% Fe and 0.52 g/t Au. It also contained an additional intercept from 325.20 to 335.20 that assayed 0.34% Cu, 10.0 % Fe and 0.16 g/t Au. Hole 5 located 272 meters north and east of 3 also had some interesting highlights. In particular, we see several lenses of two and four meters in length with individual 2 meters sections assaying up to 0.43% Cu, 4.9 % Fe and 0.29 g/t Au.

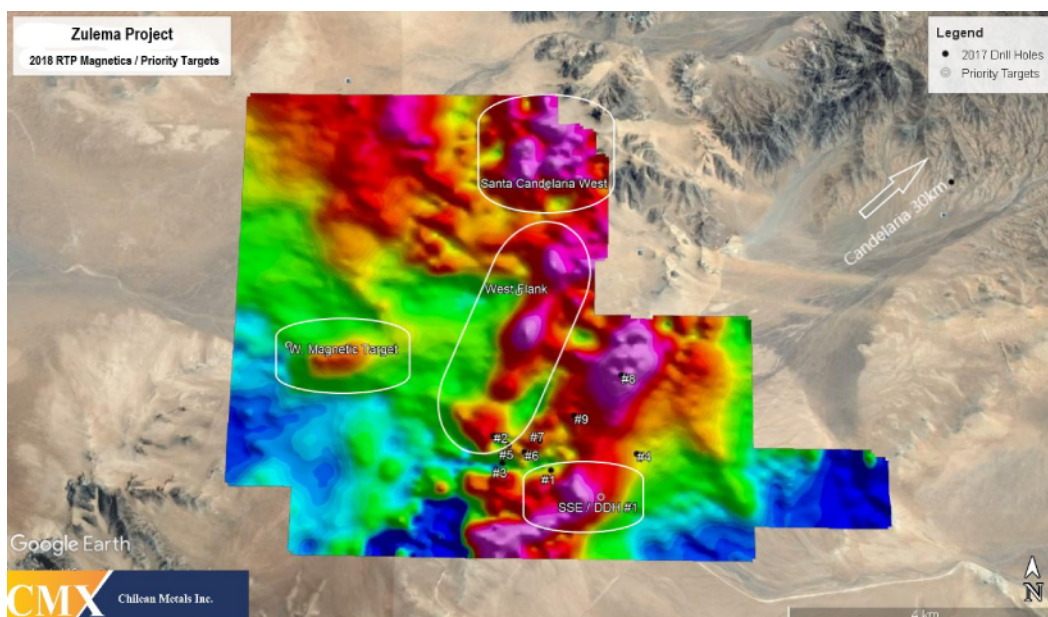
Initial drill results confirm that host rocks and alteration fit the Candelaria model. The presence of copper-bearing magnetite skarn, interbedded magnetite chalcopyrite bands, more massive chalcopyrite in drill hole 5, biotite magnetite alteration, potassic (K-spar), magnetite and hematite veining and local mineralized breccias suggests proximity to the main mineralized target.

A review of the drill core has been completed with the results suggesting the focus of ongoing exploration should be towards the west near drill holes 2, 3 and 5 where the skarn appears a more receptive host for mineralization. In drill hole 2, quartz stock-working and siliceous breccia suggest proximity to a high temperature heat source / intrusion. Directly east of drill hole 2 at drill-hole 5, widespread low grade copper mineralization is accompanied by a more robust style of chalcopyrite occurring as large 1 cm. clots within the skarn. Due south of 5, drill hole 3 contained large sections of skarn including several lenses of iron rich, IOCG style copper mineralization. Holes 2, 3, 5 assays are reported in detail in the April 3, 2017 press release.



The Company engaged Southern Rock Geophysics, a consulting firm with over 20 years experience in the Andean Region. Familiar with both the Porphyry and IOCG depositional models, Southern Rock brings the expertise required to search for a blind target in the challenging desert of Chile.

242-line kilometers of data was collected along 55 north – south survey line segments in order to assist in target selection prior to the Company’s planned Phase II drill program. The results of the survey were positive, delineating 4 key target areas for detailed follow-up in 2019.



The magnetic survey delineated a 2km. wide corridor trending northeast from the southern margin of the survey area north to the Santa Candelaria workings as shown in Figure 1. A preliminary review of the data indicates there are 4 target areas that require detailed follow-up. From north to south, the targets are Santa Candelaria West, the West Flank, SW Magnetic High and SSE / DDH#1.

The Santa Candelaria target lies due west of the Santa Candelaria mine workings where Cu mineralization is characterized by chalcopyrite disseminations and veins within a magnetite / hematite calcsilicate skarn. Exposure is relatively abundant west of the workings and will be investigated prior to the commencement of a gravity survey.

The West Flank of the magnetic corridor is a priority target due to the style of mineralization encountered in drill hole #5 where coarse-grained chalcopyrite was noted at depth. Elevated magnetics northwest of Drill hole #5 in addition to a large peak along the western edge of the corridor are priority targets.

In the western portion of the project, the SW Magnetic Target is easily identifiable and located due east of a copper showing and along a NW trending lineament. The target is covered by alluvial material and will require additional ground geophysics and processing to resolve its potential.

To the southeast of drill hole #1, a magnetic high has been identified along the eastern edge of the magnetic corridor. This target is along the eastern edge of a copper bearing hydrothermal breccia that was drilled in 2017. Its location along a very sharp magnetic boundary at an interpreted intersection of the same NW trending lineament crosscutting the SW Magnetic Target makes it a priority.

The Company intends to conduct additional IP Ground work on specific Zulema targets prior to developing drilling plans which it expects to conduct in late 2023 after review of the updated Chilean Constitution.

Tierra de Oro (TDO), Chile

Tierra de Oro is an advanced stage exploration project located in Region III on the eastern flank of Chile's Coastal Iron Oxide Copper Gold belt. The property lies about 50 kilometres south of the large Candelaria copper-gold-silver-iron mine. It consists of 5,667 hectares covering the historic Chanchero gold camp and numerous areas of historic oxide copper workings.

The Company initially became involved in the property in 1996 as a joint venture with Princeton Mining to explore for acid-soluble copper deposits. During the course of this exploration the Chanchero gold camp was re-discovered and added to the property. In 1998 the Company bought out Princeton's interest. The property was dormant between 1999 and 2002 but reactivated in late 2003. To date the Company has conducted property-wide geological, geochemical, geophysical surveys and limited trenching and drilling. The surveys delineated five major gold bearing structure zones between 200 and 1000 metres in length. Within these zones a number of gold exploration targets were identified.

In November 2007, the Company commenced a 7,000 metre drill program to test the identified gold targets. Drill results failed to corroborate the positive gold values obtained by previous surface sampling. However, areas of significant silver-copper mineralization identified in shears and mantos within volcanic strata in the eastern sector of the property justified additional work. Highlights included drill hole RC56, which intersected 40 metres of 16 g/t silver including 13 metres of 40 g/t silver and RC58 which intersected 40 metres of 8.2 g/t silver.

On February 21, 2008, following completion of an induced polarization ("IP") survey, the Company announced the discovery of an IP anomaly in the Chanchero zone. The large near-surface anomaly is elongated northeast-southwest, the core of which measures 900 by 300 metres and is open to extension at depth. The intensity and homogeneity of this chargeability response, coincident with a strong magnetic low anomaly and coupled with the presence of an altered porphyry intrusion may indicate the presence of a large sulphide-rich system at moderate depth.

In February 2011 the Company completed an Airborne ZTEM survey over the Tierra de Oro property in areas where potential iron oxide copper gold ("IOCG") targets and mineralized zones had been previously identified by geological, geochemical and ground geophysical programs. Two magnetic anomalies of significant size were identified: one north of the Chanchero zone and another located in the area known as Las Lomitas zone and associated with copper-silver manto prospects.

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In the spring and summer of 2013 a complete review and analysis of TDO was completed by Dr. Chris Hodgson. As a result, the Company has identified two potential bulk copper-gold targets that the Company believes warrant a targeted exploratory drill program.

During the year ended December 31, 2019, the Company engaged the services of Windfall Geotek (formerly Albert Mining); a leading Artificial Intelligence firm in the mining sector. Windfall used its proprietary CARDS (Computer Aided Resource Detection System) to analyze the many years of geological, geophysical and geochemical data accumulated by CMX. The data identified five areas of interest. One is the primary drilling target previously identified as Chanchero. The other four are gold copper targets.

On November 18, 2020, the Company announced that it has started on Phase 1 of drilling at its Tierra de Oro (Land of Gold) project in 3rd Region of Atacama about 75 km south of Copiapó, Chile.

The phase 1 drilling program at Tierra de Oro was focused on the Chanchero zone and further confirmed the existence of a strong hydrothermal system in the local area. Drilling demonstrated discontinuous fault bound zones of characteristic phyllic-propylitic-argillic alteration, and widespread pyrite mineralization in stockworks and veins in most of the drillholes. A total of five diamond drill holes were completed for a total of 1,500 m of recovered core, resulting in approximately 850 collected samples. Laboratory results have been received for all of the 5 holes completed. The preliminary highlight of the program was intersected in Hole 3 where a two-metre sample at 120 m depth encountered anomalous grades of 716 g/t Silver and 0.453% Copper, adjacent to a highly fractured fault zone with no core recovery.

The project area is structurally controlled by the Elisa de Bordos fault, separating 2 domains; an intrusive one associated with Gold, where the Chancheros project is located, and another volcanoclastic domain associated with Copper – Silver, where the Las Lomitas and Jaqueline projects are located.

The AI study delivered targets for surface exploration at Las Lomitas where the results obtained from ground truth sampling from nine (9) rock chip samples graded between 0.77% to 3.23% Copper and 22 to 169 g/t Silver. The next steps to follow is to perform geophysics on these areas to identify new targets of drilling.

Other Chile Properties

The Company owns additional mining concessions in Chile related to the Hornitos, Palo Negro and Tabaco properties.

Property Expenditures

Costs incurred on the Company's exploration and evaluation assets for the year ended December 31, 2023 and December 31, 2022:

	Zulema	Nisk	Golden Ivan	Total
Assays	\$ 80,957	\$ 6,287	\$ -	\$ 87,244
Drilling	-	784,677	-	784,677
Option payments	-	8,553	-	8,553
Field costs	8,065	252,755	-	260,820
Geological	102,423	694,262	24,557	821,242
Year ended December 31, 2022	\$ 191,445	\$ 1,746,534	\$ 24,557	\$ 1,962,536
Assays	\$ -	\$ 119,280	\$ -	\$ 119,280
Claim costs	10,159	-	-	10,159
Drilling	-	1,820,590	-	1,820,590
Option payments	-	4,555,300	-	4,555,300
Field costs	16,055	457,181	-	473,236
Geophysics & geological	98,847	2,496,005	11,419	2,606,271
Write down of claim taxes	(390,757)	-	-	(390,757)
Year ended December 31, 2023	\$ (265,696)	\$ 9,448,356	\$ 11,419	\$ 9,194,079

RESULTS OF OPERATIONS

Year ended December 31, 2023, compared with year ended December 31, 2022

The Company's loss for the year ended December 31, 2023 was \$10,815,590 (\$0.08 per share), compared to \$4,245,155 (\$0.05 per share) for the year ended December 31, 2022. Significant variations are described below.

	For the year ended December 31,		Variance	Comments
	2023	2022		
Exploration expenditures	9,194,079	1,962,536	7,231,543	Majority of the increase was related to the exploration activities at the Nisk property in the current year. See "Exploration" above for description of work done.
Investor relations	3,181,461	1,467,170	1,714,291	Increased activity related to promotional activities of the Company's properties, and new IR contracts entered into in the current period.
Share-based payments	937,307	396,606	540,701	During the current year the Company granted 4,075,000 stock options compared to 3,400,000 stock options in the prior year. Share-based payments will vary from period to period depending upon the number of options granted and vested during a period and the fair value of the options calculated as at the grant date.
Flow-through liability amortization	(3,531,341)	(396,330)	(3,135,011)	The Company has adopted a policy whereby proceeds from flow-through issuances are allocated between the offering of shares and the sale of tax benefits based on the difference between the quoted price of the existing shares and the amount the investor pays for the shares. A liability is recognized for this difference and is extinguished by crediting Flow-through liability amortization on a pro-rata basis as the expenditures are made.
Other expenses and revenues	1,034,084	815,173	218,911	Non-significant variances in other expenses and revenues items.
Total	10,815,590	4,245,155	6,570,435	

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Three months ended December 31, 2023, compared with three months ended December 31, 2022

The Company's loss for the three months ended December 31, 2023 was \$2,500,992 (\$0.02 per share), compared to loss of \$2,023,133 (\$0.02 per share) for 2022. Significant variations are described below.

	For the three months ended December 31,		Variance	Comments
	2023	2022		
Exploration expenditures	3,336,586	1,270,910	2,065,676	See "Exploration" above for description of work done.
Investor relations	972,619	648,880	323,739	Increased activity related to promotional activities of the Company's properties, and new IR contracts entered into in the current period.
Share-based payments	12,872	224,735	(211,863)	During three months the Company granted 1,800,000 stock options in the prior comparative period. No options were granted in the current period, however there were options with vesting conditions which vested.
Flow-through liability amortization	(2,052,713)	(232,660)	(1,820,053)	The Company has adopted a policy whereby proceeds from flow-through issuances are allocated between the offering of shares and the sale of tax benefits based on the difference between the quoted price of the existing shares and the amount the investor pays for the shares. A liability is recognized for this difference and is extinguished by crediting Flow-through liability amortization on a pro-rata basis as the expenditures are made.
Other expenses and revenues	231,628	111,268	120,360	Non-significant variances in other expenses and revenues items.
Total	2,500,992	2,023,133	477,859	

SELECTED ANNUAL FINANCIAL INFORMATION

The following is selected financial data derived from the audited consolidated financial statements of the Company at December 31, 2023, December 31, 2022 and December 31, 2021.

	Year ended December 31, 2023 (\$)	Year ended December 31, 2022 (\$)	Year ended December 31, 2021 (\$)
Total revenues	nil	nil	nil
Total loss	10,815,590	4,245,155	10,309,475
Net loss per share - basic and diluted	0.08	0.05	0.14

	As at December 31, 2023 (\$)	As at December 31, 2022 (\$)	As at December 31, 2021 (\$)
Total assets	3,734,149	1,960,445	1,403,754
Total non-current financial liabilities	55,464	55,464	55,464
Distribution or cash dividends	nil	nil	nil

SUMMARY OF QUARTERLY RESULTS

Quarter Ended	Revenues	Loss for the Period	Loss Per Share - Basic and Diluted
December 31, 2023	\$ nil	\$ 2,500,991	\$ 0.02
September 30, 2023	\$ nil	\$ 4,032,413	\$ 0.03
June 30, 2023	\$ nil	\$ 2,535,808	\$ 0.02
March 31, 2023	\$ nil	\$ 1,746,378	\$ 0.01
December 31, 2022	\$ nil	\$ 2,083,133	\$ 0.02
September 30, 2022	\$ nil	\$ 828,803	\$ 0.01
June 30, 2022	\$ nil	\$ 548,974	\$ 0.01
March 31, 2022	\$ nil	\$ 844,245	\$ 0.01

LIQUIDITY AND CAPITAL RESOURCES

The Company finances its operations through the sale of its equity securities, bridge loans and other financing activities. The Company has no producing mineral properties. The Company expects to obtain financing in the future primarily through equity financing, loans and convertible debt instruments. There can be no assurance that the Company will succeed in obtaining additional financing, now and in the future. Failure to raise additional financing on a timely basis could cause the Company to suspend its operations and/or sell its interests in its properties.

The continuing operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. Management believes it will be able to raise funds as required in the long term, but recognizes the risks attached thereto.

As at December 31, 2023, the Company had current assets of \$3,727,834 (December 31, 2022 - \$1,951,426) and current liabilities of \$6,224,733 (December 31, 2022 - \$2,717,458).

As of December 31, 2023, the Company has a working capital deficit of \$2,496,899 (December 31, 2022 - \$766,032). The Company intends to continue to raise additional debt or equity funds to meet its short-term commitments and its ongoing exploration activities (see "Overall Performance"). As at December 31, 2023, the Company has unpaid property tax for various mineral exploration property claims totaling approximately 249,731,160 Chilean Pesos (\$375,479) (December 31, 2022 - 509,623,592 Chilean Pesos (\$815,398)). If the Company chose to abandon the claims the Company would have an adjusted working capital deficiency of \$2,121,420 (December 31, 2022 - working capital surplus \$49,366).

Liabilities also include a flow-through liability of \$4,032,096 which is not settled through cash payments, instead this balance is amortized against qualifying flow-through expenditures. Pursuant to the terms of flow-through share agreement, the Corporation is in the process of complying with its flow-through contractual obligations to subscribers with respect to the Income Tax Act (Canada) requirements for flow-through shares. As of December 31, 2023, the Corporation was committed to incurring approximately \$9,180,000 by December 31, 2024 in Canadian Exploration Expenditures (as such term is defined in the Income Tax Act (Canada)), arising from the flow-through offerings.

During the year ended December 31, 2023, the Company had cash out flows from operating activities of \$13,568,496 (year ended December 31, 2022 - \$4,175,309). Cash operating activities and used in operations consist of cash used to fund the loss of \$10,815,590 less the impact of non cash items of \$2,591,330, and the change in non-cash working capital of \$161,576. Non cash items of \$2,591,330 consisted of flow-through liability amortization of \$3,531,341, offset by amortization of \$2,704, and share-based payments of \$937,307. Cash used for working capital purposes of \$161,576 consisted of an increase in accounts payable and accrued liabilities of \$814,406, a decrease in advances, prepaid expenses and deposits of \$108,950, offset by an increase of amounts receivable of \$944,097, and an increase in net amounts owed to related parties of \$140,835.

During the year ended December 31, 2023, the Company received net cash of \$12,509,757 from financing activities. The Company received proceeds of private placement, net of issuance costs of \$12,378,257, proceeds from the exercise of warrants of \$64,000, and proceeds from the exercise of options of \$67,500.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, amounts receivable, accounts payable and accrued liabilities, advances from related party, loans payable, deferred transaction advance, warrant liability and debentures payable. The carrying amounts of these financial instruments are a reasonable estimate of their fair values because of their current nature and current market rates for similar financial instruments.

FINANCIAL RISK MANAGEMENT

a) Credit risk

Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places cash with financial institutions. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by reputable financial institutions with which it keeps its bank accounts.

b) Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at December 31, 2023, the Company had cash, amounts receivable, and amounts due from related parties of \$3,429,341 (December 31, 2022 - \$1,543,983) to settle current liabilities of \$6,224,733 (December 31, 2022 - \$2,717,458). All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms, except for the debentures payable. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as liquidity and the Company's ability to continue as a going concern.

The following are the undiscounted amounts and contractual maturities of the Company's financial liabilities as at December 31, 2023:

	<1 year	1-2 years	>2 years
Accounts payable and accrued liabilities	\$ 2,145,469	\$ -	\$ -
Due to related parties	40,168	-	-
Advances from shareholders	7,000	-	-
Other liabilities	-	-	55,464
Total	\$ 2,192,637	\$ -	\$ 55,464

c) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is not exposed to interest rate risk because it does not have loans that have a floating interest rate.

d) Foreign currency risk

The Company's functional currency is the Canadian dollar. However, the Company is exposed to the currency risk related to the fluctuation of foreign exchange rates as some of the Company's operations are located in Chile. A significant change in the currency exchange rates between the Canadian dollar relative to the Chilean peso could have an effect on the Company's results of operations, financial position and/or cash flows. The Company has not hedged its exposure to currency fluctuations. The sensitivity of the Company's net loss and comprehensive loss to changes in the exchange rate between the Canadian dollar and the Chilean peso resulting from a 1% change in the Chilean peso exchange rate relative to the Canadian dollar would change the Company's net loss by approximately \$727 (December 31, 2022 - \$573).

The Company is also exposed to the currency risk related to the fluctuation of US Dollar as some of the Company's expenses are denominated and warrants are exercisable in US Dollars. As at December 31, 2023, currency risk for the US Dollar was not significant.

e) Commodity price risk

The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in the market price of gold and copper. The Company closely monitors commodity prices to determine the appropriate course of actions to be taken.

CAPITAL RISK MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure for its projects for the benefit of its stakeholders, to maintain creditworthiness and to maximize returns for shareholders over the long term. As the Company is in the exploration stage, its principal source of funds is from the issuance of common shares and alternative financing activities dependent on market conditions.

The Company's capital management objectives, policies and processes have remained unchanged during the year ended December 31, 2023. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than Policy 2.5 of the TSX-V which requires adequate working capital or financial resources of the greater of (i) \$50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. As of December 31, 2023, the Company is not compliant with Policy 2.5. The impact of this violation is not known and is ultimately dependent on the discretion of the TSX-V.

The Company includes the components of shareholders' equity in its management of capital.

As at December 31, 2023, the Company had capital resources consisting of cash. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, obtain loans or issue debenture securities to raise cash.

The Company's investment policy is to invest its cash in investment instruments in high credit quality financial institutions with terms to maturity selected with regards to the expected time of expenditures from continuing operations.

ENVIRONMENTAL LIABILITIES

The Company is not aware of any environmental liabilities or obligations associated with its mineral properties. The Company is conducting its operations in a manner consistent with governing environmental legislation.

OFF BALANCE SHEET ARRANGEMENTS

The Company is not a party to any off-balance sheet arrangements or transactions.

RELATED PARTY BALANCES AND TRANSACTIONS

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

As at December 31, 2023, the directors and/or officers of the Company collectively control 12,701,249 (December 31, 2022 - 3,891,429) common shares of the Company or approximately 9.4% (December 31, 2022 - 10.0%) of the total common shares outstanding and two insiders of the Company control 16,650,790 (December 31, 2022 - 15,702,560) common shares of the Company or approximately 12% (December 31, 2022 - 13%) of the total common shares outstanding. To the knowledge of directors and officers of the Company, the remainder of the outstanding common shares are held by diverse shareholders. These holdings can change at any time at the discretion of the owner.

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(a) The Company entered into the following transactions with related parties:

	Notes		Year ended December 31,	
			2023	2022
Administration expense	(i)(iii)	\$	400,000	\$ 350,000
Accounting expense	(ii)	\$	70,552	\$ 43,601

(i) For the year ended December 31, 2023, the Company incurred consulting fees from companies controlled by an officer and a director of \$225,000 (year ended December 31, 2022 - \$225,000) recorded in administration fees.

(ii) For the year ended December 31, 2023, the Company incurred accounting expenses from companies related to an officer of \$70,552 (year ended December 31, 2022 - \$43,601) recorded in professional fees.

(iii) For the year ended December 31, 2023, the Company incurred directors fees of \$125,000 (year ended December 31, 2022 - \$125,000) recorded in administration fees.

(iv) For the year ended December 31, 2023, the Companies incurred consulting fees of \$121,407 (December 31, 2022 - \$225,000), to a companies controlled by family members of an officer and director of the Company recorded in investor relation fees, share issuance costs, and website development fees. As at December 31, 2023, included in accounts payable and accrued liabilities is \$53,407 (December 31, 2022 - \$nil) due to these family members. As at December 31, 2023, included in prepaid deposits is \$43,397 (December 31, 2022 - \$nil) paid to these family members.

(v) For the year ended December 31, 2022, a company controlled by the family member also exercised 1,500,000 warrants for proceeds of \$225,000.

(vi) As at December 31, 2023, the Company has \$40,168 (December 31, 2022 - \$181,003) outstanding to an officer and director. This amount is unsecured, non-interest bearing and due on demand.

(vii) As at December 31, 2023, included in accounts payable and accrued liabilities is \$133,059 (December 31, 2022 - \$113,822) due to directors and key management, these amounts are unsecured, non-interest bearing, and due on demand.

(viii) As at December 31, 2023, the Company has a balance outstanding to shareholders of \$7,000 (December 31, 2022 - \$7,000). This amount is unsecured, due on demand, and non-interest bearing.

(ix) During the year ended December 31, 2023, the Company granted stock options to consultants of the Company for the purchase of a total of 1,600,000 common shares, exercisable for 5 years from grant. The options have an exercise price of \$0.25, and vest immediately.

(x) For the year ended December 31, 2023, the Company incurred consulting fees from a director of \$50,000 (year ended December 31, 2022 - \$nil) recorded in administration fees.

(xi) On April 25, 2023, as part of private placement which closed for gross proceeds of \$2,585,000 a company controlled by a family member of director and officer of the Company was a back-end purchaser of 630,000 common shares and 315,000 warrants from the front end purchaser of FT Units.

(xii) The Company has entered into four consulting agreements with a Director and companies controlled by Directors of the Company. The obligation under these agreements amounts to \$350,000 per year.

Payments to directors and key management personnel of the Company include certain transactions with related parties in (a) above, and (b) remuneration to directors and key management personnel of the Company. The above noted transactions are in the normal course of business and approved by the Board of Directors.

ACCOUNTING POLICIES

New standards adopted

During the year ended December 31, 2023, the Company adopted a number of new IFRS standards, interpretations, amendments and improvements of existing standards this includes the amended to IAS 1. These new standards and changes did not have any material impact on the Company's consolidated financial statements.

New standards not yet adopted

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2024. Many are not applicable or do not have a significant impact to the Company and have been excluded.

TRENDS AND ECONOMIC CONDITIONS

The Company continues to monitor its spending and will amend its plans based on business opportunities that may arise in the future. Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer term strategic decisions.

Due to the worldwide COVID-19 pandemic, material uncertainties may arise that could influence management's going concern assumption. Management cannot accurately predict the future impact COVID-19 may have on:

- Global gold prices;
- Demand for gold and the ability to explore for gold;
- The severity and the length of potential measures taken by governments to manage the spread of the virus, and their effect on service provider availability, such as legal and accounting;
- Purchasing power of the Canadian dollar; and
- Ability to obtain funding.

OUTSTANDING SHARE DATA AS OF REPORT DATE

As of the date of this MD&A, the Company has the following securities issued and outstanding: (a) 149,873,243 Common Shares; (b) 34,196,950 Warrants; and (c) 12,750,000 Stock options.

SUBSEQUENT EVENTS

On January 9, 2024, the Company announced that the balance of the back-end adjustments completed last week related to the private placement for 4,360,000 flow-through units of the Company, at a price of \$0.50 per FT Unit, for gross proceeds of CAD \$2,180,000, which closed on December 29, 2023.

On January 23, 2024, the Company announced that, further to the Company's news release dated November 29, 2023, it has filed a technical report in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects in respect of its mineral resource estimate for the "NISK" Nickel Sulphide project (the "Amended Technical Report") located in Québec. No material changes were made to the resource estimate announced in the Company's news release dated November 29, 2023.

On February 13, 2024, the Company announced the results of its fall drilling campaign at Nisk, the high-grade Nickel Sulfide PGM project located near Nemaska, Quebec. Further the Company announced that in connection with the closing of the Company's 4,360,000 flow-through unit private placement, the Company paid to a registered firm as a finder's fee - \$12,000 and 48,000 finder's warrants exercisable into common shares at \$0.50 per share for a period of 18 months.

On February 21, 2024, the Company announced that the first hole of a drill program following up on the Wildcat high grade PGM intersection, appears to have encountered a mineralized zone similar to the previously announced May 10, 2023.

On March 4, 2024, the Company announced that hole PN-24-047 of the drill program aiming at following up on the Wildcat high-grade PGM intersection has intersected the anticipated mineralized zone some 40 meters to East of the discovery hole. Along with PN-24-044 (Feb 22nd, 2024), this makes it the third intersection similar to the discovery hole announced May 10th, 2023. An EM anomaly was also tested some 225 m further East (PN-24-045) but did not visually intersect significant mineralization.

On March 20, 2024, the Company announced that the drill program aiming at following up on the Wildcat high-grade PGM intersection has intersected the anticipated mineralized zone with five (5) additional holes.

On April 12, 2024, the Company announced that it has closed a private placement of common shares at \$0.20 per common share. The Company has issued 11,889,875 Common Shares for gross proceeds of \$2,377,975. The private placement is subject to final approval of the TSX Venture Exchange. In connection with the private placement, the Company paid finder's fees to two registered dealer firms in the amount of \$75,064 cash and 117,250 finder's warrants, which are exercisable for a period of 18 months from closing at an exercise price of \$0.20 per common share. All securities issued in connection with the private placement have a statutory hold period of four months and one day from the date of issuance.

On April 15, 2024, the Company announced assay results for hole PN-24-044.

DISCLOSURE OF INTERNAL CONTROLS

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements; and (ii) the consolidated financial statements fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate filed by the Company does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing such certificate are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS).

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in such certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

RISKS AND UNCERTAINTIES

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents provided including but not limited to all documents filed on SEDAR+ (www.sedarplus.ca).

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position.

Nature of Mineral Exploration and Mining

The Company's future is dependent on the Company's exploration and evaluation programs. The exploration and evaluation of mineral deposits involves significant financial risks over a prolonged period of time, which a combination of careful evaluation, experience and knowledge may not eliminate. Few properties that are explored are ultimately developed into economically viable operating mines. Major expenditures on the Company's exploration properties may be required in constructing mining and processing facilities at a site, and it is possible that even preliminary due diligence will show adverse results, leading to the abandonment of projects. It is impossible to ensure that preliminary feasibility studies or final feasibility studies on the Company's projects or the current or proposed exploration programs on any of the properties in which the Company has exploration rights will result in any profitable commercial mining operation. The Company cannot give any assurance that its current and future exploration activities will result in a discovery of mineral deposits containing Mineral Reserves. The Company's exploration and evaluation may be hampered by mining, heritage and environmental legislation, industrial accidents, industrial disputes, cost overruns, land claims and compensation and other unforeseen contingencies.

The Company does not currently operate a mine on any of its properties. There is no certainty that the expenditures made by the Company towards the search for and evaluation of mineral deposits will result in discoveries that are commercially viable. Whether a deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as its size and grade, proximity to infrastructure, financing costs and governmental regulations, including regulations relating to prices, taxes, royalties, infrastructure, land use, importing and exporting of metal concentrates, exchange controls and environmental protection. The effect of these factors cannot be accurately predicted, but the combination of any or all of these factors may result in the Company not receiving an adequate return on invested capital or have a material adverse effect on the Company's business and financial condition. In addition, assuming discovery of a commercial ore-body, depending on the type of mining operation involved, several years can elapse from the initial phase of drilling until commercial operations are commenced. Most of the above factors are beyond the Company's control.

Limited Operating History

The Company's properties are in the exploration stage and are not commercially viable at this time. The Company has not recorded any revenues from mining operations and there is no certainty that the exploration expenditures towards the search and evaluation of mineral deposits will result in discoveries of commercial quantities of ore or that the Company will generate revenue, operate profitably or provide a return on investment in the future. There can be no assurance that significant additional losses will not occur in the future. The operating expenses and capital expenditures may increase in subsequent years with advancing exploration, evaluation, development of properties if proven successful and/or production of the properties. The Company does not expect to receive revenues from operations in the foreseeable future. The Company expects to incur losses until such time as its properties enter into commercial production and generate sufficient revenue to fund its continuing operations. The development of the Company's properties will require the commitment of substantial resources and there can be no assurance that the Company will be able to finance its operations externally.

There can be no assurance that the Company's exploration programs will result in locating commercially exploitable mineral ores or that its properties will be successfully developed. There can be no assurance that the underlying assumed levels of expenses will prove to be accurate.

Ability to Continue as a Going Concern

The Company's ability to continue as a going concern is dependent upon its ability to continue to raise adequate financing to fund its continuing exploration, evaluation activities and development of properties if they are proven successful. There is no assurance that the Company will either achieve or maintain profitability in the future.

Requirement for Further Financing

The further exploration of the various mineral properties in which the Company holds interests and the acquisition of additional properties depends upon the Company's ability to obtain financing through joint ventures of projects, debt financing, equity financing or other means. There can be no assurance that the Company will be able to raise the balance of the financing required or that such financing can be obtained without substantial dilution to shareholders. Failure to obtain additional financing on a timely basis could cause the Company to reduce or terminate its operations or lose its interest in one or more of its properties.

In order to continue exploring the Company's mineral properties and acquiring additional properties, management will be required to pursue additional sources of financing. While management has been successful in obtaining such financing in the past, there is no assurance that it will be successful in the future. Failure to obtain sufficient financing may result in delaying or indefinitely postponing exploration, evaluation, development of or production on any or all of the Company's properties if they are proven successful, or even loss of property interest. It may also prevent the Company from meeting its obligations under agreements to which it is a party as a result of which, its interest in the properties may be reduced. There can be no assurance that additional capital or other types of financing, if needed, will be available or, if available, the terms of such financing will be favourable to the Company.

The amount of administrative expenditures is related to the level of financing and exploration activities that are being conducted, which in turn may depend on our recent exploration experience and prospects, as well as general market conditions relating to the availability of funding for exploration-stage resource companies. As a result, there may not be predictable or observable trends in our business activities and comparison of financial operating results with prior years may not be meaningful.

Title Matters

The Company has taken reasonable measures, in accordance with industry standards for properties at the same stage of exploration as those of the Company to ensure proper title to its properties. However, there is no guarantee that title to any of its properties will not be challenged or impugned. Title insurance generally is not available for mining claims in Canada and the Company's ability to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be limited. The Company's properties may be subject to prior unregistered liens, agreements, transfers or claims, including native land claims and title may be affected by, among other things, undetected defects. In addition, the Company may be unable to operate the properties as permitted or to enforce its rights with respect to its properties. The failure to comply with all applicable laws and regulations, including a failure to pay taxes, carry out and file assessment work, may invalidate title to portions of the properties where the mineral rights are not held by the Company.

Market Factors and Volatility of Ore Prices

There is no assurance that a profitable market will exist for the sale of mineralized material which may be acquired or discovered by the Company. There can be no assurance that ore prices received will be such that the Company's properties can be mined at a profit. Prices of minerals have fluctuated widely, particularly in recent years, and are affected by numerous factors beyond the Company's control. Commodity prices are subject to volatile price changes from a variety of factors including international economic and political trends, expectations of inflation, global and regional demand, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods.

Future mineral prices cannot be accurately predicted. A severe decline in the price of a mineral being produced or expected to be produced by the Company would have a material adverse effect on the Company, and could result in the suspension of mining operations by the Company if such mining operations have commenced. Factors impacting the price of ore include political and economic conditions in mineral producing and consuming countries and production levels and costs of production in other jurisdictions.

Environmental Regulations and other Regulatory Requirements

The Company is subject to substantial environmental and other regulatory requirements and such regulations are becoming more stringent. All phases of exploration and development operations are subject to environmental regulations. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties in which the Company holds interests which are presently unknown to the Company and which have been caused by previous or existing owners or operators of the properties.

Although the Company intends to comply fully with all environmental regulations, 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 or in the exploration or development of mineral properties 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.

Conflicts of Interest

Certain directors and officers of the Company may become or are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company will be required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict is required under the British Columbia Business Corporations Act to disclose his interest and to abstain from voting on such matter.

Market Price of Common Shares

Securities of micro-cap and small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries. The price of the Common Shares is also likely to be significantly affected by short-term changes in precious and base metal mineral prices or in its financial condition or results of operations as reflected in its quarterly earnings reports. Other factors unrelated to the Company's performance that may have an effect on the price of the Common Shares include the following: the extent of analytical coverage available to investors concerning the Company's business may be limited if investment banks with research capabilities do not follow the Company's securities; lessening in trading volume and general market interest in the Company's securities may affect an investor's ability to trade significant numbers of Common Shares; the size of the Company's public float may limit the ability of some institutions to invest in the Company's securities; and a substantial decline in the price of the Common Shares that persists for a significant period of time could cause the Company's securities, if listed on an exchange, to be delisted from such exchange, further reducing market liquidity. As a result of any of these factors, the price of the Common Shares at any given point in time may not accurately reflect the Company's long-term value.

Foreign Jurisdictions

Certain of the Company's projects are located in foreign jurisdictions and are subject to risks relating to political stability and changes in laws relating to foreign ownership, government participation, taxation, royalties, duties, rates of exchange, exchange controls, export controls, land use and operational safety, and the potential for terrorism or military repression. Because a significant percentage of its operating costs, exploration expenditures and lease maintenance and acquisition costs are denominated in Chilean Pesos, the Company's results of operations are subject to the effects of fluctuations in exchange rates and inflation. The Company does not engage in any hedging activities to minimize such risks.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

	Year ended December 31,	
	2023	2022
Operating expenses		
Administration fees	\$ 350,000	\$ 336,612
Amortization	2,704	3,864
Accretion, bank and interest fees	(2,061)	120,084
Exploration expenditures	9,194,079	1,962,536
Foreign exchange loss (gain)	169,716	(30,766)
Investor relations	3,181,461	1,467,170
Office and miscellaneous	109,577	77,997
Professional fees	225,982	165,996
Share-based payments	937,307	396,606
Transfer and regulatory	66,401	96,242
Travel, promotion and mining shows	111,188	49,634
Part XII.6 tax interest and penalty	-	2,244
Total expenses before other items	(14,346,354)	(4,648,219)
Other items		
Flow-through liability amortization	3,531,341	396,330
Sale of equipment	-	(4,490)
Net loss and comprehensive loss for the year	\$ (10,815,013)	\$ (4,256,379)