

**DLP RESOURCES INC.**  
**Management Discussion & Analysis**  
**For the three months ended October 31, 2023**

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**Management's Discussion and Analysis**  
**For the three months ended October 31, 2023**

This management's discussion and analysis ("MD&A") reviews the significant activities of DLP Resources Inc. ("DLP" or the "Company"), and the financial results for the three months ended October 31, 2023.

This MD&A should be read in conjunction with the Company's audited consolidated financial statements and the related notes for the three months ended October 31, 2023, which were prepared in accordance with International Financial Reporting Standards ("IFRS"). The unaudited condensed interim consolidated financial statements should also be read in conjunction with the Company's audited consolidated financial statements for the year ended April 30, 2023, which are prepared in accordance with IFRS as issued by the International Accounting Standards Board. Unless otherwise noted, all currency amounts are expressed in Canadian dollars. Additional information about the Company, including the consolidated financial statements and the notes thereto, for the period ended October 31, 2023 prepared in accordance with IFRS, can be found on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca) and on the Company's website at [www.dlpresourcesinc.com](http://www.dlpresourcesinc.com).

The effective date of this MD&A is December 28, 2023.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures, and internal controls. Management is also responsible for ensuring that information disclosed externally, including that within the Company's financial statements and MD&A, is complete and reliable.

## **CORPORATE SUMMARY**

The Company is an exploration-stage company engaged in the acquisition, exploration and development of mineral properties of merit in British Columbia, Canada with the aim of developing them to a stage where they can be exploited at a profit or arranging joint ventures whereby other companies provide funding for development and exploitation.

The Company's head office is located at #201 – 135 - 10th Ave. S., Cranbrook, B.C., V1C 2N1. The Company was incorporated on June 7, 2019.

On November 14, 2019, MG Capital ("MG") completed a reverse asset transaction pursuant to an Amalgamation Agreement with DLP (See Amalgamation Agreement below). Subsequently DLP became the wholly owned subsidiary of MG. MG is trading on TSX Venture Exchange under the symbol of DLP.V as of November 22, 2019.

On January 6, 2021, MG Capital changed its name to "DLP Resources (2020) Limited". On January 25, 2021, DLP Resources (2020) Limited and its wholly owned subsidiary DLP Resources Inc. completed a vertical amalgamation and subsequently changed its name to "DLP Resources Inc." The amalgamation streamlined the Company's mining exploration activities under a single corporate entity and reduce corporate and operational expenses.

On October 13, 2021, the Company's wholly owned subsidiary, DLP Resources Peru S.A.C. was incorporated to allow the Company to conduct exploration on copper projects in Peru and evaluate the recently acquired Aurora porphyry copper/molybdenum project.

### **THREE MONTHS ENDED OCTOBER 31, 2023 AND RECENT HIGHLIGHTS**

- On August 10, 2023, the Company announced it had intersected 56m of 0.59% CuEq\* within a 790.15m interval of 0.32% CuEq\* on the Aurora Project in Southern Peru with receipt of complete drill results for the ninth hole, A23-009. Drillhole A23-009 was drilled approximately 868m SE of drillhole A23-007. A23-009 intersected significant copper mineralization throughout the hole to a depth of 709.55m where it ended in copper and molybdenum mineralization. The most significant mineralized intervals included:
  - 0.32% CuEq\* over 790.15m (0.27% Cu, 0.0095% Mo and 2.39g/t Ag) from 0.40m to 790.15m.
  - 0.44% CuEq\* over 314.00m (0.37% Cu, 0.0144% Mo and 2.86g/t Ag) from 303.00m to 617.00m.
  - 0.59% CuEq\* over 56.00m (0.52% Cu, 0.0144% Mo and 3.46g/t Ag) from 561.00m to 617.00m.
- On September 5, 2023, the Company announced it had intersected 459.55m of 1.01 % CuEq\* within a 1002.55m interval of 0.66% CuEq\* on the Aurora Project in Southern Peru with receipt of complete drill results for the tenth hole, A23-010. Drillhole A23-010 intersected significant copper mineralization throughout the hole to a depth of 1002.55m where it ended in copper and molybdenum mineralization. The most significant mineralized intervals included:
  - 0.66% CuEq\* over 1002.55m (0.20% Cu, 0.0838% Mo and 2.19g/t Ag) from 0m to 1002.55m.
  - 0.94% CuEq\* over 28.00m (0.86% Cu, 0.0015% Mo and 8.41g/t Ag) from 190.00.00m to 218.00m.
  - 0.72% CuEq\* over 82.00m (0.37% Cu, 0.0618% Mo and 3.51g/t Ag) from 543.00m to 625.00m.
  - 1.01% CuEq\* over 459.55m (0.09% Cu, 0.1754% Mo and 0.90g/t Ag) from 543.00m to 1002.55m.
- On September 28, 2023, the Company announced it closed the first tranche of a non-brokered private placement, with the issuance of 4,000,250 unit for gross proceeds of \$2,000,125. Each consists of one common share and one common share purchase warrant of the Company. Each warrant entitles the holder to purchase one common share for a period of twenty-four months from the date of issue at an exercise price of \$0.80 per warrant share. In connection with the First Tranche, the Company issued 88,778 finder's warrants and paid commissions of \$44,389. Each finder's warrant will entitle the holder, upon exercise, to acquire one Share at a price of \$0.50 per share for a period of two years from the date of issuance.
- On October 11, 2023, the Company announced it had intersected 365.7m of 0.81 % CuEq\* within a 970.7m interval of 0.53% CuEq\* on the Aurora Project in Southern Peru with receipt of complete drill results for the eleventh hole, A23-011. Drillhole A23-011 intersected significant copper and molybdenum mineralization throughout the hole to a depth of 1081.70m where it ended in molybdenum mineralization. The most significant mineralized intervals included:
  - 0.53% CuEq\* over 970.70m (0.17% Cu, 0.0667% Mo and 1.81g/t Ag) from 111m to 1081.70m.
  - 0.54% CuEq\* over 32.00m (0.44% Cu, 0.0125% Mo and 3.69g/t Ag) from 183.00m to 215.00m.
  - 0.66% CuEq\* over 557.70m (0.09% Cu, 0.1078% Mo and 1.38g/t Ag) from 524.00m to 1081.70m.
  - 0.81% CuEq\* over 365.70m (0.07% Cu, 0.1403% Mo and 0.66g/t Ag) from 716.00m to 1081.70m.
- On November 1, 2023, the Company announced it closed the second and final tranche of an over-subscribed non-brokered private placement whereby the Company issued 2,622,000 units at a price of \$0.50 per unit for gross proceeds of \$1,311,000. In aggregate under the Private Placement, the Company issued 6,622,250 Units at a price of \$0.50 per Unit for gross proceeds of \$3,311,125, exceeding the Company's initial announcement by \$311,125. Each unit consists of one common share and one common share purchase warrant of the Company. Each warrant entitles the holder to purchase one share of the Company for a period of twenty-four months from the date of issue at an exercise price of \$0.80 per warrant share. In connection with the first and second tranche, the Company issued 88,778 finder's warrants and paid commissions of \$44,389. Each finder's warrant will entitle the holder, upon exercise, to acquire one share at a price of \$0.50 per share for a period of two years from the date of issuance.

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- On November 14, 2023, the Company announced it had intersected 138m of 0.68 % CuEq\* within an 881.95m interval of 0.46% CuEq\* on the Aurora Project in Southern Peru with receipt of complete drill results for the twelfth hole, A23-012. Drillhole A23-012 intersected significant copper and molybdenum mineralization throughout the hole to a depth of 887.60m where it ended in molybdenum mineralization. The most significant mineralized intervals included:
  - 0.46% CuEq\* over 881.95m (0.18% Cu, 0.0514% Mo and 1.68g/t Ag) from 5.65m to 887.60m.
  - 0.80% CuEq\* over 16.35m (0.49% Cu, 0.0499% Mo and 6.53g/t Ag) from 5.65m to 22.00m.
  - 0.50% CuEq\* over 186.35m (0.15% Cu, 0.0643% Mo and 1.74g/t Ag) from 5.65m to 192.00m.
  - 0.68% CuEq\* over 138.00m (0.45% Cu, 0.0390% Mo and 3.08g/t Ag) from 406.00m to 544.00m.
  - 0.62% CuEq\* over 195.00m (0.06% Cu, 0.1083% Mo and 0.37g/t Ag) from 692.00m to 887.60m.
  - 0.72% CuEq\* over 116.00m (0.07% Cu, 0.1253% Mo and 0.43g/t Ag) from 692.00m to 808.00m.
- On November 14, 2023, the Company announced it had discovered a new Breccia Zone and Copper Oxide Showings to the east of the current drilling on the Aurora Project in Southern Peru. The new zone is approximately 500m x 500m and was discovered with breccia's in the hornfels and copper-oxides on road cut surfaces. This is extremely encouraging for the extension of copper-molybdenum mineralization for at least another 500m further to the southeast and northeast of the current planned drilling.

## **BRITISH COLUMBIA PROPERTIES**

### **Aldridge 1 & Aldridge 2 – Pb/Zn prospects**

Aldridge 1, totaling 15,444.79 ha (154.4 km<sup>2</sup>), is comprised of 48 claims 100% owned by the Company and the Aldridge 2, totaling 1,939.5 ha (19.4 km<sup>2</sup>), is comprised of 6 claims 100% owned by the Company. The two mineral properties are separate claim blocks located 80 km southwest of Cranbrook B.C. on Highway 3 in the East Kootenay region of the province. They are separated by about 5.7 km north-south. Both the Aldridge 1 & Aldridge 2 properties are Lead/Zinc prospects and are within the same favorable Leadville Corridor. The Aldridge 1 property is centered on UTM (Nad83) coordinates 5446000N and 558000E; the Aldridge 2 property is centered on UTM coordinates 5457000N and 555000E.

On March 1, 2020, the Company entered into a property earn-in agreement (the "Earn-In Agreement") with each of Jonathan Sean Kennedy, R.D. Craig Kennedy, Darlene E. Lavoie, Thomas Peter James Kennedy, Michael Cameron Kennedy and Frederick A. Cook (for Salt Spring Imaging, Ltd.) (together, the "Field Experts") which added the four (4) Son of Captain claims totaling 126.75 ha to Aldridge 1 and the Liger claim totaling 84.31 ha to Aldridge 2. On March 1, 2023, the Company earned a 100% interest in the four (4) Son of Captain and Liger claims by issuing the final 112,500 shares as per the Earn-In Agreement.

During the 2021 field season, on Aldridge 1, the Company completed an Airborne MT Geophysical survey by Expert Geophysics totaled 306 line km that covered the new South Aldridge 1, staked in late 2020. On Aldridge 2, there was no exploration work performed during the 2023 field season as prior drilling has the property in good standing until 2026.

### **Redburn Property - Cu/Co prospect**

The Redburn property, totaling 3,365.22 ha (33.6 km<sup>2</sup>) is comprised of 7 claims and is 100% owned by the Company. It is located 10 air-km north-east of Golden, B.C. Good logging roads and old logging roads give access to 50% of the property. The property is centered on UTM (Nad 83) coordinates 5698510N and 508355E. The Redburn property is a Copper/Cobalt prospect.

A soil sampling program totaling 168 samples was completed and two copper/cobalt soil anomalies were identified and will have follow up work performed during the 2022 field season. Also, 25 stream sediment samples were panned for heavy mineral content and sent to the laboratory for analysis during August 2021.

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Twelve copper/cobalt anomalies were identified and during late August 2022, a soil sampling program totaling approximately 148 samples was completed to test copper/cobalt anomalies identified from previous soil and stream sediment samples. The samples were sent to the laboratory for analysis by the end of September, 2022 and results were received back at the end of November 2022. The program shows generally low values for base metals. Due to the lack of encouraging results the claims were allowed to lapse during October, 2023.

#### **Hungry Creek Property – Cu/Co prospect**

The Hungry Creek property, totaling 38,852.9 ha (388.5 km<sup>2</sup>), is comprised of 74 claims 100% owned by the Company and is located 35 km west of Kimberley, British Columbia. Good logging roads come to within 4 km of the property. The property is centered on UTM coordinates 5506699N and 538220E.

Hungry Creek property was staked as a result of prospecting discoveries of numerous boulders of massive and semi massive sulphides in the stream bed of Hungry Creek.

On March 1, 2020, the Company entered into a property earn-in agreement (the "Earn-In Agreement") with each of Jonathan Sean Kennedy, R.D. Craig Kennedy, Darlene E. Lavoie, Thomas Peter James Kennedy, Michael Cameron Kennedy and Frederick A. Cook (for Salt Spring Imaging, Ltd.) (together, the "Field Experts") which added the Hungry Miner claim totaling 62.67 ha, to the property. On March 1, 2023, the Company earned a 100% interest in the Hungry Miner claim by issuing the final 112,500 shares as per the Earn-In Agreement.

During the 2021 field season, an Airborne MT Geophysical survey completed by Expert Geophysics totaled 213 line km as well as two drill holes completed totaling 826.58 m. Some prospecting also took place over the field season.

A drill program, consisting of up to six drill holes, was planned for the 2022 field season and the permit was received July 8, 2022. Five drill holes totaling 1,475.65 m were completed between July 23 and August 16, 2022. Core samples were sent to the laboratory for analysis with results expected to be received by mid-October 2022.

Drilling of the five holes HC22-01, HC22-02, HC22-04, HC22-05 and HC22-06 on the Hungry Creek Property in July and August of 2022 tested the 711 Target where chalcopyrite and copper oxides were noted in the middle Creston Formation. Based on the drilling additional prospecting and geochemical sampling was proposed to be conducted in the mineralized middle Creston Formation quartzites further to the east, north and south of the 711 target.

A prospecting and sampling program commenced during July, 2023 and is expected to conclude the end of September/beginning of October, 2023.

#### **Copper Creek Property – Cu/Co/Ag prospect**

The Copper Creek property, totaling 11,296.5 ha (112.9 km<sup>2</sup>), is comprised of 27 claims owned 100% by the Company and is located 12 km north of Kimberley, British Columbia. The property is centered on UTM coordinates 5519967N and 571377E.

The Copper Creek property was staked as the result of regional interpretation of geological and geochemical information related to sediment hosted stratabound copper mineralization within the middle Creston Formation.

A drill program, consisting of up to five drill holes, is planned for the 2022-23 field season. The permit was received at the end of July, 2022 and one drill hole totaling 386.2 m was completed during the last half of August 2022.

For 2023, drilling of three holes was completed during July and August, 2023. Drilling commenced on the

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18th of July with drillhole CC23-01 and which was completed on August 2 at a depth of 352.65m. Drillhole CC23-02 was completed on August 17 at a depth of 485m. CC23-03 commenced on August 23 and ended on August 26 at 34m due to bad ground in a fault zone. A decision was taken to stop the hole and evaluate the drilling done thus far. Drilling data was compiled and is under review.

**Moby Dick Property - Pb/Zn prospect**

The Moby Dick property, totaling 527.27 ha (5.3 km<sup>2</sup>), is contiguous to the DD Property and NZOU properties. An MT geophysical survey totaling 6.17 line km was completed during the 2020 field season. After receiving the necessary drill program permit the Company began drilling hole MD22-01 on April 11, 2022 to test MT anomalies identified. Hole MD22-01 ended at 1265.20m when rods got stuck in a fault zone. A wedge was set in MD22-01 at 1150m and MD22-01A was drilled off this wedge to a depth of 1313m when rods got stuck again in the same fault zone at drilling was stopped.

**DD Property - Pb/Zn prospect**

The DD property, totaling 2,404.2 ha (24.0 km<sup>2</sup>), comprised of 14 claims is under option from PJX Resources Inc. ("PJX") where the Company can earn up to 75% of the property. This property adjoins the northern boundary of Aldridge 1 property.

On July 13, 2020, the Company signed a definitive option agreement to earn up to 75% of PJX's DD Property. The key terms of the definitive option agreement are as follows:

- The Company is to earn a 50% undivided interest in the DD Property by spending \$4 million in exploration expenditures and making a total of \$250,000 cash payments to PJX over 48 months of the effective date of the agreement.
- The Company will have the right to earn an additional undivided 25% interest (75% total interest) by delivering a bankable commercial feasibility study on the DD Property within 96 months of the effective date of the agreement.
- Upon the Company's exercise of the Option and acquisition of a 50% or 75% interest in the DD Property, as applicable, the parties will enter into a joint venture agreement for the further development of the Property.
- Upon the deemed exercise of the Option, the Optionor will be granted an aggregate Net Smelter Royalty (NSR) of 2% in respect of the DD property. The Optionee will have the right to purchase 50% of such NSR [being a 1% NSR (0.5% from each individual comprising the optionor)] for \$1,000,000, and the remaining 50% of such NSR [being a 1% NSR (0.5% from each individual comprising the optionor)] for \$1,000,000.

During the year ended April 30, 2022, the Company and PJX entered into an addendum to the option agreement whereby the Moby Dick and NZOU properties were incorporated into the option agreement. The terms of the addendum are as follows:

- PJX acquired a 50% interest in the Moby Dick property by making a one time payment of \$461.
- PJX will acquire a 50% interest in the NZOU property by reimbursing the Company for 50% of the Company's option commitments related to acquiring a 100% interest in the NZOU property.

As per the terms of the addendum, PJX agreed that eligible exploration expenditures incurred by the Company on the Moby Dick and NZOU properties may be credited towards the Company's exploration expenditures commitment to acquire a 50% in the DD Property. As of April 30, 2023, the Company had incurred a total of \$2,053,223 in exploration expenditures on the DD, Moby Dick and NZOU properties.



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As per the terms of the addendum, should DLP exercise their option as per Article 5 in the NZOU Option Agreement then a 2% NSR will be granted to 453999 BC Ltd., under Article 5, DLP has the right to purchase back 50% of this 2% NSR from 453999 BC Ltd. for an amount of \$1,000,000. This right will be shared 50:50 with PJX and PJX will be responsible for a cash payment of \$500,000 to receive a 0.5% NSR.

During the 2021 field season, drilling of DD21-01, totaling 1,728 m, was completed to test an MT geophysical anomaly in the Middle Aldridge Formation above the Sullivan Horizon. As well, drill hole DD21-02, totaling 1,901.6 m, was completed to test an MT geophysical anomaly at the Sullivan Horizon.

On February 24, 2023, the Company terminated the option agreement to acquire up to a 75% interest in the DD Property.

**NZOU property - Pb/Zn prospect**

The NZOU (Na-zoo) property, totaling 822.20 ha (8.2 km<sup>2</sup>), is under option from 453999 BC Ltd.

On August 17, 2020, the Company entered into an option agreement with 453999 BC Ltd. The property is located contiguous to the DD and Moby Dick properties. The Optionor granted the Company, the option to earn a 100% legal and beneficial interest in and to the NZOU Property.

Under the terms of the Option Agreement, the Company will earn a 51% interest in the NZOU Property by:

- incurring exploration expenditures of \$15,000 by December 1, 2020 (incurred);
- the Company issuing 75,000 common shares of the Company (the "Shares") to the Optionor within 20 days of the date upon which the TSX Venture Exchange approves the Option Agreement (issued);
- the Company issuing 75,000 Shares to the Optionor by February 28, 2021(issued);
- incurring exploration expenditures of \$50,000 by December 31, 2021 (incurred);
- the Company issuing 75,000 Shares to the Optionor by February 28, 2022 (issued); and
- the Company issuing 75,000 Shares to the Optionor by February 28, 2023 (issued).

The Company will earn a 75% undivided interest in the NZOU Property making a cash payment of \$100,000 to the Optionor by December 31, 2024. The Option will be fully exercised, and the Company will accordingly earn a 100% undivided interest in the NZOU Property, upon the Company issuing 100,000 Shares to the Optionor by December 31, 2025.

Upon the deemed exercise of the Option, the Optionor will be granted an aggregate Net Smelter Royalty (NSR) of 2% in respect of the NZOU Property. The Optionee will have the right to purchase 50% of such NSR [being a 1% NSR for \$1,000,000].

The Company may, at its option, accelerate the cash payments and issuances of the Shares described above in order to fully exercise the Option prior to December 31, 2025.

During September and October 2020, an MT geophysical survey was completed totaling 6.47 line km. MT anomalies identified will be drilled. During October 2021, the Company received the necessary drill program permitting.

Drilling of Hole NZ23-01 commenced on June 20, 2023 and is currently at a depth of 1333m. This hole was stopped at this depth due to the work permit restricting drilling from August 01 to September 30. Due to low water levels at the drill site and changing weather conditions, it has been decided to complete the hole during June, 2024.

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**PERU PROPERTIES**

**Aurora - Peru Property – Cu/Mo prospect**

The Aurora Property, totaling 5,600 ha, is located 65 km north of Cusco in Southern Peru of which 5,200 ha is owned 100% by the Company and 400 ha under option from SMRL Parobamba II.

On May 14, 2021, the Company signed a letter of intent with SMRL Parobamba II (“SP II”) whereby DLP can acquire a 100% interest (the “Option”) in the Aurora porphyry copper-molybdenum deposit (the “Aurora Project”). On November 25, 2021, the Definitive Agreement was finalized.

In order to earn an undivided 100% ownership interest in the Aurora Project (400 ha) in accordance with the Option, DLP must make the following cash payments to SP II (all of which include all applicable taxes) and incur exploration expenditures on the Aurora Project as follows:

<b>Event</b>	<b>Cash Payments (Cumulative)</b>	<b>Property Work Commitment (Cumulative)</b>
Execution of letter of intent	US\$5,000 (paid)	Nil
Signing of option agreement	US\$75,000 (paid)	Nil
The latest of 6 months from the date of execution of the option agreement, or the date on which the last of the permits required for drilling the Aurora Project is approved and issued (the “Effective Date”)	US\$150,000 (paid)	Nil
Within 12 months of the Effective Date	US\$225,000 (paid)	US\$400,000 (completed)
Within 18 months of the Effective Date	US\$300,000 (paid)	
Within 24 months of the Effective Date	US\$400,000	US\$950,000 (completed)
Within 30 months of the Effective Date	US\$475,000	
Within 36 months of the Effective Date	US\$675,000	US\$1,750,000 (completed)
Within 42 months of the Effective Date	US\$750,000	
Within 48 months of the Effective Date	US\$3,000,000	US\$3,000,000 (completed)
	<b>US\$3,000,000</b>	<b>US\$3,000,000</b>

During the months of May 2022 and August 2022 the environmental permit for 30 drill platforms and the water permit were received. Drilling of a 5000m program of approximately 8 holes commenced during late August 2022.

Holes A22-001 totaling 388m and A22-002 totaling 561.6m were completed from late August to the 3<sup>rd</sup> week of October 2022. Results from these first two holes on the Aurora project have confirmed this is a copper-molybdenum rich porphyry system with copper equivalent grades between 0.33% and 0.91% Cu (see news releases dated September 29 and December 5, 2022 for complete results).

Drilling of Hole A22-003 commenced October 26, 2022 and was completed on November 30, 2022 at 702.30m. Significant copper-molybdenum mineralization was intersected with the results reporting 664.30m at 0.33% Cu, 483.14ppm Mo and 3.23g/t Ag from 38m to 702.30m (see news release dated January 05, 2023).

Drilling of A23-004 (totaling 700.90m), A23-005 (totaling 693.40m), A23-006 (totaling 708.55m) commenced on

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February 24, 2023, March 19, 2023 and April 16, 2023. Drillhole A23-004 intersected significant copper-molybdenum mineralization throughout the hole with results reporting 198.90m of 0.98% CuEq\* within a 700.90m interval of 0.72% CuEq\* (see news release dated May 2, 2023 for complete results). Drillhole A23-005 intersected significant molybdenum-copper mineralization throughout the hole with results reporting 221.4m of 0.95% CuEq\* within a 693.4m interval of 0.64% CuEq\* (see news release dated June 1, 2023 for complete results).

Drillhole A23-006 intersected significant molybdenum-copper mineralization throughout the hole with results reporting 208.55m of 1.01% CuEq\* within a 617.55m interval of 0.72% CuEq\* (see news release dated June 12, 2023 for complete results).

Drilling of A23-007 (totaling 708.25m), A23-008 (totaling 703.65m), A23-009 (totaling 709.55m) commenced on May 11, 2023, June 7, 2023 and June 28, 2023. Drillhole A23-007 intersected significant molybdenum-copper mineralization throughout the hole with results reporting 48.0m of 0.61% CuEq\* within a 708.25m interval of 0.33% CuEq\* (see news release dated July 24, 2023 for complete results). Drillhole A23-008 intersected significant molybdenum-copper mineralization throughout the hole with results reporting 301.65m of 0.56% CuEq\* within a 700.55m interval of 0.40% CuEq\* (see news release dated July 24, 2023).

Drillhole A23-009 intersected significant copper mineralization throughout the hole with results reporting 56.0m of 0.59% CuEq\* within a 790.15m interval of 0.32% CuEq\* (see news release dated August 10, 2023 for complete results).

Drillhole A23-010 intersected significant copper mineralization throughout the hole with results reporting 459.55m of 1.01 % CuEq\* within a 1002.55m interval of 0.66% CuEq\* (see news release dated September 5, 2023 for complete results).

Drillhole A23-011 intersected significant copper and molybdenum mineralization throughout the hole to a depth of 1081.70m. A23-011 ended in molybdenum mineralization and reported 365.7m of 0.81 % CuEq\* within a 970.7m interval of 0.53% CuEq\* (see news release dated October 10, 2023 for complete results).

Drillhole A23-012 intersected significant copper and molybdenum mineralization throughout the hole to a depth of 887.60m. A23-012 ended in molybdenum mineralization and reported 138m of 0.68 % CuEq\* within an 881.95m interval of 0.46% CuEq\* (see news release dated November 14, 2023 for complete results).

Note: \*Copper equivalent grades (CuEq) are for comparative purposes only. Mo, Cu and Ag values are uncut and recovery is assumed to be 100% for the entire drilled length of A23-001 to A23-010. The project is at an early stage of exploration and conceptual recoveries of Cu 85%, Mo 82%, and Ag 75% are assigned to the CuEq calculations. Conversion of metals to an equivalent copper grade based on these metal prices is relative to the copper price per unit mass factored by conceptual recoveries for those metals normalized to the conceptualized copper recovery. The metal equivalencies for each metal are added to the copper grade. The formula for this is:  $CuEq \% = Cu \% + (Mo \% * (Mo \text{ recovery} / Cu \text{ recovery}) * (Mo \$ \text{ per lb} / Cu \$ \text{ per lb}) + (Ag \text{ g/t} * (Ag \text{ recovery} / Cu \text{ recovery}) * (Ag \$ \text{ per oz} / 31.1034768) / (Cu \$ \text{ per lb} * 22.04623))$ .

\*Copper equivalent calculations use metal prices of Cu - US\$3.34/lb, Mo - US\$18/lb and Ag - US\$21.87/oz.

<sup>1</sup> Intervals are downhole drilled core lengths. Drilling data to date is insufficient to determine true width of mineralization. Mo, Cu and Ag values are uncut.

As of October 31, 2023, the Company spent \$4,453,583 in exploration expenditures on the Aurora – Peru property. Drilling is continuing with the planned thirty hole program.

**Esperanza – Peru Property – Cu/Mo prospect**

During May 2022, the Company staked the Esperanza Property in Peru. The Esperanza is a porphyry copper-molybdenum project consisting of 4600 hectares in a very prospective part of the Paleocene porphyry copper belt which hosts the major porphyry copper mines in Peru. The new Esperanza project is located ~35km SW of the Cerro Verde Mine in Arequipa, and less than 10km south of E29's – Flor de Cobre Project and 10km NE of the Arikepay porphyry copper-gold project of Candente. As of April 30, 2023 year end, a Photosat alteration image was acquired over the property in March 2023 to identify alteration patterns which would assist with further mapping and sampling. Based on this data, road access across the property was completed to facilitate further mapping and sampling.



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**QUALIFIED PERSON**

David L. Pighin, consulting geologist and co-founder of DLP Resources, is the qualified person of the Company as defined by National Instrument 43-101. Mr. Pighin has reviewed and approved the technical contents of this MD&A.

**MANAGEMENT OUTLOOK**

Management is planning a number of activities for 2023, which includes:

- Seeking to raise funds for completion of the planned 5000m drill program on the Aurora project and continued exploration on the newly acquired Esperanza porphyry copper-molybdenum project in Peru.
- Continued drilling of the Aurora project in Peru and compilation of all drillhole data, geophysical information, and prospecting to refine the Aurora model for further evaluation.
- Initiate a metallurgical scoping study on the Aurora porphyry copper-molybdenum project.
- Compile geological data, together with interpretation of alteration data from acquired satellite imagery to identify areas for further prospecting and sampling on the Esperanza project.
- Drilling of one hole on the Sullivan-type Zn-Pb-Ag target on the NZOU was partly drilled to 1333m due to permit restrictions in August. Continuation of drilling to the target depth of 1600m will be completed in July 2024.
- Completion of prospecting on Hungry Creek to assist in exploration of sediment hosted copper-cobalt mineralization in the Purcell Belt.
- Complete prospecting and sampling on extensions to the south of the 2022 drilling on the 711 target at Hungry Creek copper project for further target definition and proposed drilling.
- Compilation and review of drillhole data from the three holes, on the Copper Creek copper-cobalt project drilled during July-August, 2023. A total of 873.6m was completed in August, 2023.

**RESULTS OF OPERATIONS**

**Six months ended October 31, 2023 compared to the six months ended October 31, 2022**

The Company reported a net loss of \$4,366,479 for the six months ended October 31, 2023 compared to \$2,057,726 in 2022. The increase in the net loss is attributable to a combination of factors including:

- A \$63,013 increase in stock-based compensation due to the vesting of share options, Restricted Share Units and Preferred Share Units granted during the year ended April 30, 2023;
- A \$2,163,624 increase in exploration costs (see "Exploration Costs" below);
- A \$74,472 decrease in the flow-through share premium recovery due to the Company no longer having a flow-through premium liability as at October 31, 2023; and
- A \$10,000 increase in impairment of mineral property costs due a write-off of the Redburn Property's previously capitalized costs

**Exploration Costs**

Exploration costs for the six months ended October 31, 2023 and 2022 are as follows:

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**Six months ended October 31, 2023**

Exploration Costs	General	Aldridge 1	Aldridge 2	Redburn	Hungry Creek	Moby Dick	NZOU	Aurora - Peru	Copper Creek	Esperanza - Peru	Total
Geology	\$ -	\$ -	\$ -	\$ -	\$ 39,328	\$ -	\$ 24,587	\$ 87,578	\$ 13,925	\$ 181,112	\$ 346,530
Geophysics	-	-	-	-	-	-	-	22,365	-	-	22,365
Geochemistry	-	-	-	-	18,772	-	-	5,531	-	-	24,303
Drilling	5,800	-	-	-	13,875	11,517	717,290	1,733,722	609,729	-	3,091,933
Wages/Travel/Admin	-	-	-	355	1,558	-	11,976	368,427	29,659	2,186	414,161
Maps & Reproductions	325	-	-	-	906	-	150	106	1,048	-	2,535
<b>Total</b>	<b>\$ 6,125</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 355</b>	<b>\$ 74,439</b>	<b>\$ 11,517</b>	<b>\$ 754,003</b>	<b>\$ 2,217,729</b>	<b>\$ 654,361</b>	<b>\$ 183,298</b>	<b>\$ 3,901,827</b>

**Six months ended October 31, 2022**

Exploration Costs	General	Aldridge 1	Aldridge 2	Redburn	Hungry Creek	DD	Moby Dick	NZOU	Aurora - Peru	Copper Creek	Total
Geology	\$ -	\$ -	\$ -	\$ 550	\$ 253,946	\$ 2,695	\$ 17,978	\$ 2,695	\$ 38,138	\$ 12,925	\$ 328,927
Geophysics	-	-	-	-	-	-	-	-	-	10,234	10,234
Geochemistry	-	-	-	13,106	-	-	-	-	-	-	13,106
Drilling	2,325	-	-	-	240,292	2,615	237,569	-	483,332	71,273	1,037,406
Wages/Travel/Admin	-	(385)	-	572	26,258	1,051	15,731	-	294,825	6,629	344,681
Maps & Reproductions	200	-	-	420	1,223	422	-	-	738	846	3,849
<b>Total</b>	<b>\$ 2,525</b>	<b>\$ (385)</b>	<b>\$ -</b>	<b>\$ 14,648</b>	<b>\$ 521,719</b>	<b>\$ 6,783</b>	<b>\$ 271,278</b>	<b>\$ 2,695</b>	<b>\$ 817,033</b>	<b>\$ 101,907</b>	<b>\$ 1,738,203</b>

As at October 31, 2023, a total of \$nil was spent on the **Aldridge 1 and Aldridge 2 properties** (\$385 recovered in 2022).

As at October 31, 2023, a total of \$355 was spent on the **Redburn property** (\$14,648 in 2022).

As at October 31, 2023, a total of \$74,439 was spent on the **Hungry Creek property** (\$521,719 in 2022).

As at October 31, 2023, a total of \$nil was spent on the **DD property** (\$6,783 in 2022).

As at October 31, 2023, a total of \$11,517 was spent on the **Moby Dick property** (\$271,278 in 2022).

As at October 31, 2023, a total of \$754,003 was spent on the **NZOU property** (\$2,695 in 2022).

As at October 31, 2023, a total of \$2,217,729 was spent on the **Aurora-Peru property** (\$817,033 in 2022).

As at October 31, 2023, a total of \$183,298 was spent on the **Esperanza-Peru property** (\$nil in 2022).

As at October 31, 2023, a total of \$654,361 was spent on the **Copper Creek property** (\$101,907 in 2022).

**Summary of Quarterly Results**

	November 1, 2021 to January 31, 2022	February 1 to April 30, 2022	May 1 to July 31, 2022	August 1 to October 31, 2022	November 1 to January 31, 2023	February 1, 2023 to April 30, 2023	May 1, 2023 to July 31, 2023	August 1 to October 31, 2023
Loss	\$438,581	\$503,273	\$733,819	\$1,303,678	\$682,753	\$1,094,182	\$2,313,015	\$2,054,362
Loss per Share	\$0.01	\$0.01	\$0.01	\$0.02	\$0.01	\$0.01	\$0.02	\$0.02

Factors that can cause fluctuations in the Company's quarterly results include the nature and extent of exploration activities carried out under specific work program, stock option grant and vesting, and issuance of shares.

**LIQUIDITY AND CAPITAL RESOURCES**

As at October 31, 2023, the Company had working capital of \$1,610,142 (October 31, 2022: working capital deficit of \$285,650) and cash of \$1,991,281 (October 31, 2022: \$337,301). The increase in cash was due to cash inflows from financing activities of \$4,809,095, partially offset by outflows from operating activities.

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As at October 31, 2023, the Company had no long-term debt outstanding. There are no known trends in the Company's liquidity or capital resources.

The Company has not paid any dividends on its common shares. The Company has no present intention of paying dividends on its common shares, as it anticipates that all available funds will be invested to finance the growth of its business.

The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and/or commence profitable operations in the future. As at October 31, 2023, the Company has sufficient funding to meet its obligations for the next twelve months.

**COMMITMENTS**

The Company is required to incur exploration expenditures on its mineral claims to meet the conditions of holding its mineral rights and keep the mineral claims in good standing. Each provincial jurisdiction imposes expenditure requirements which vary from province to province and from year to year.

The Company has commenced field work on all its properties to incur enough exploration expenditures to keep all properties in for at least a minimum of 2 year ahead for their current expiration dates. This would put the majority of all claims in good standing until at least 2025.

**TRANSACTIONS WITH RELATED PARTIES**

The Company's related parties include key management personnel and directors and any transactions with such parties for goods and/or services are made on regular commercial terms and are considered to be at arm's length. Key management are those personnel having the authority and responsibility for planning, directing, and controlling the Company and comprise the Chief Executive Officer, Chief Financial Officer and Executive Chairman of the Company.

The Company incurred the following transaction with key management personnel during the three and six months ended October 31, 2023 and 2022:

	<b>Three months ended</b>	
	<b>October 31, 2023</b>	<b>October 31, 2022</b>
Salaries and benefits	\$ 77,996	\$ 64,350
Salaries included in exploration costs	27,830	33,000
Consulting fees	-	60,000
Stock-based compensation	45,102	14,090
	<b>\$ 150,929</b>	<b>\$ 171,440</b>
	<b>Six months ended</b>	
	<b>October 31, 2023</b>	<b>October 31, 2022</b>
Salaries and benefits	\$ 148,326	\$ 130,992
Salaries included in exploration costs	62,004	63,708
Consulting fees	-	60,000
Stock-based compensation	90,205	30,027
	<b>\$ 300,536</b>	<b>\$ 284,727</b>

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**CRITICAL ACCOUNTING ESTIMATES**

The preparation of consolidated financial statements in accordance with IFRS requires the use of certain accounting estimates. These estimates are based on management's best knowledge of the relevant facts and circumstances taking into account previous experience, but actual results may differ from amounts included in the financial statements.

Area requiring estimates that have the most significant effect on the amounts recognized in the financial statements is:

***Stock-based compensation***

Compensation expense for options granted to employees, directors and certain service providers is determined based on estimated fair values of the options at the time of grant using the Black-Scholes option pricing model, which takes into account, as of the grant date, the fair market value of the shares, expected volatility, expected life, expected forfeiture rate, expected dividend yield and the risk-free interest rate over the expected life of the option. The use of the Black-Scholes option pricing model requires input estimation of the expected life of the option, volatility, and forfeiture rate which can have a significant impact on the valuation model, and resulting expense recorded.

**FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

The Company's financial instruments include cash, receivables and prepaid expenses, reclamation deposits and trade and other payables. The recorded amounts of cash, receivables, prepaid expenses and advices and trade and other payables approximate their respective fair values due to their short-term nature. The carrying value of the reclamation deposit approximates its fair value, as it is cash-based.

***Credit risk***

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. The carrying amount of financial assets represents the maximum credit exposure.

***Currency risk***

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and other foreign currencies will affect the Company's operations and financial results. The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The Company's currency risk is presently limited to cash, receivable, and trade and other payables of the Peruvian subsidiary that is denominated in Peruvian Sol ("PEN"). A 10% decrease (increase) of the value of the Canadian dollar relative to PEN as at July 31, 2023 would result in an additional \$31,009 foreign exchange loss (gain) reported in the Company's statement of comprehensive loss for the six months ended October 31, 2023 (three months ended October 31, 2022: \$22,447).

***Interest risk***

Interest rate risk is the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk.

***Liquidity risk***

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. The key to success in managing liquidity is the degree of certainty in the cash flow projections. If future cash flows are fairly uncertain, the liquidity risk increases.

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During the three months ended October 31, 2023, the Company relied on equity financings and the exercise of warrants to fund its mineral property acquisitions, exploration activities, and its general and administrative expenses (see “**LIQUIDITY AND CAPITAL RESOURCES**” section above).

## **CONTINGENCIES**

The Company has no contingencies as at the date of this MD&A.

## **OFF BALANCE SHEET ARRANGEMENTS**

The Company has no off Balance Sheet arrangements as at the date of this MD&A.

## **PROPOSED TRANSACTIONS**

The Company has not entered into any undisclosed proposed transactions as at the date of this MD&A.

## **CURRENT DATA SHARE**

As at December 28, 2023, the Company had:

- a) 104,507,454 common shares issued and outstanding
- b) 17,993,687 share purchase warrants outstanding
- c) 2,925,000 Stock Options
- d) 196,000 Restricted Share Units (RSU)
- e) 314,000 Performance Share Units (PSU)

## **INDUSTRY AND OPERATIONAL RISKS**

The Company is subject to a number of risks and uncertainties, the more significant of which are discussed below. Additional risks and uncertainties not presently known to the Company may impact the Company's financial results in the future.

### **Financing Risks**

Being a junior mining exploration company in Canada means that the Company must raise the necessary financings for future exploration. Those financings depend on commodity price trends, general investment sentiment for companies in the sector and the ability of the Company's ability to find and confirm the existence of minerals in sufficient quantities and qualities on its exploration lands. Management acknowledges that these risks are consistent and shared by their peers in the industry.

The Company will require additional financing to conduct exploration on its mineral properties and to fund General and Administration costs. There is no assurance that the Company will be able to raise the required financing through equity financings, debt financings, divestment of its properties or joint venture arrangements. A lack of financing in the future could cause the Company to reduce or postpone exploration spending, reduce exploration and corporate personnel, reduce the size of its mineral property ownership and create going concern issues for the Company.

### **General Economic Risks**

As the Company continues to focus on its exploration in Canada, the operations will be subject to economic, political and social risks inherent in doing business in Canada. The risks come from matters based on policies of the government, economic conditions, changes in tax regime, changes in regulation, foreign exchange fluctuations and other factors that may change in the future.

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**Environmental Risks**

All phases of the Company's operations are subject to environmental regulations and potentially social licensing in the jurisdictions it operates in. World-wide environmental regulation is changing to require stricter standards and enforcement, increased fines for non-compliance, more assessment for projects, and a heightened degree of responsibility for companies and their officers, directors, employees and consultants. Although the company believes that it has taken the proper steps to protect the environment related to its operations, there is no assurance that future changes in environmental regulation in Canada will not adversely affect the Company's operations or result in substantial costs and liabilities in the future.

**Aboriginal Claims Risks**

Aboriginal peoples have constitutionally supported rights and title to crown land in Canada. The areas within which the Company's claims are located are part of the traditional territory of the Ktunuxa First Nation. The company is not aware that any claims against the company's properties and assets have been made. If such a claim was made, it could adversely effect the Company's business, financial condition, results of operations and prospects.

**FORWARD-LOOKING STATEMENTS**

Certain information set forth in this MD&A, including management's assessment of the Company's future plans and operations, contains forward-looking statements, which are based on the Company's current internal expectations, estimates, projections, assumptions and beliefs, which may prove to be incorrect. Some of the forward-looking statements may be identified by words such as "expects", "anticipates", "believes", "projects", "plans" and similar expressions. These statements are not a guarantee of future performance and undue reliance should not be placed on them. Such forward-looking statements necessarily involve known and unknown risks and uncertainties, which may cause the Company's actual performance and financial results in future periods to differ materially from any projections of future performance or results expressed or implied by such forward-looking statements. The Company is a mineral exploration company and is exposed to a number of risks and uncertainties that are common to companies in the same business. These risks and uncertainties include, among other things, the speculative nature of mineral exploration and development activities, the Company's need for additional funding to continue its exploration efforts, operating hazards and risks incidental to mineral exploration, the Company's properties are in the exploration stage only and do not contain a known body of commercial ore, uncertainties associated with title to mineral properties, changes in general economic, market and business conditions; competition for, among other things, capital, acquisitions of mineral properties and skilled personnel; ability to obtain required mine licenses, mine permits and regulatory approvals required to proceed with mining operations; ability to comply with current and future environmental and other laws; actions by governmental or regulatory authorities including increasing taxes and changes in other regulations; and the occurrence of unexpected events involved in mineral exploration, development and production.