



**SENDERO RESOURCES CORP.**  
*(An Exploration Stage Company)*

**MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS  
FOR THE THREE MONTHS ENDED OCTOBER 31, 2024**

Sendero Resources Corp. (“Sendero” or the “Company”) is a junior exploration company and it completed its public listing on the TSX Venture Exchange (the “Exchange”) effective October 4, 2023 under the symbol “SEND” (see “Corporate update” section). The Company focuses on exploring for copper and gold deposits in Argentina.

Sendero’s principal property is the Peñas Negras Property in La Rioja Province, Argentina.

This MD&A is dated December 30, 2024 and discloses specified information up to that date. The following information should be read in conjunction with the unaudited condensed consolidated interim financial statements and the related notes for the three months ended October 31, 2024 which have been prepared in accordance with IFRS Accounting Standards (“IFRS”) applicable to a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to raise adequate financing to develop its exploration assets, and to commence profitable operations in the future. To date, the Company has not generated any significant revenues and is considered to be in the exploration stage. There are material uncertainties that cast significant doubt about the appropriateness of the going concern assumption. All dollar figures included in those financial statements and/or this MD&A are quoted in Canadian dollars unless otherwise specified.

Effective November 11, 2024, the Company consolidated its common shares on a 10:1 basis. All share and per share amounts in the MD&A have been retroactively restated to reflect the share consolidation.

**FORWARD LOOKING STATEMENTS**

Certain sections of this MD&A provide, or may appear to provide, forward-looking statements within the meaning of applicable Canadian securities laws with respect to the Company’s activities and its future results. Consequently, certain statements contained in this MD&A constitute expressed or implied forward-looking statements. Terms including, but not limited to, “anticipate”, “estimate”, “believe” and “expect” may identify forward-looking statements. Forward-looking statements, while they are based on the current knowledge and assumptions of the Company’s management, are subject to risks and uncertainties that could cause or contribute to the actual results being materially different than those expressed or implied. Readers are cautioned not to place undue reliance on any forward-looking statement that may be in this MD&A. All forward-looking statements in this MD&A are qualified by this cautionary note.

Forward looking statements that have been made in this MD&A include:

- Plans for investigation of the Company’s exploration assets;
- Impairment of long-life assets;
- The progress, potential and uncertainties of the Company’s exploration assets in Argentina;
- References to future commodity prices;
- Budgets or estimates with respect to future activities;
- Estimates of how long the Company expects its working capital to last;
- Expectations regarding the ability to raise capital and to continue its exploration and development plans on its properties; and



- Management expectations of future activities and results.

The material factors or assumptions that the Company has identified and applied in drawing conclusions or making forecasts or projections set out in the forward-looking statements include, but are not limited to:

- No significant interruptions to our operations due to social or political unrest in the regions the Company's operates;
- No significant interruptions to the Company's exploration of the Peñas Negras Project, including with respect to timely receipt of appropriate permits;
- The ability to execute on exploration plans;
- Anticipated metals prices and costs of production;
- The supply and demand for metals the Company produces;
- The supply and availability of all forms of energy and fuels at reasonable prices;
- No significant unanticipated operational or technical difficulties;
- The availability of additional financing;
- The timing and receipt of various regulatory and governmental approvals;
- The availability of personnel for exploration, development and operational projects and ongoing employee relations;
- Maintaining good relations with the communities in which the Company operates;
- No significant unanticipated events or changes relating to regulatory, environmental, health and safety matters;
- No contests over title to the Company's properties, including as a result of rights or claimed rights of Indigenous peoples or challenges to the validity of the Company's mining claims; and
- No significant and continuing adverse changes in the general economic conditions or conditions in the financial markets (including commodity prices and foreign exchanges rates).

The risks, uncertainties, contingencies and other factors that may cause actual results to differ materially from those expressed or implied by the forward-looking information may include, but are not limited to, inherent risks within the mining industry, risks related to the Company's limited operating history, risks related to the Company's dependence on the Peñas Negras Project, risks related to the Company's historical and anticipated negative cash flow, future litigation, risks related to the Company's dependence on key personnel, risks related to the availability of adequate infrastructure to explore the Peñas Negras Project, risks related to any future acquisitions the Company may undertake, risks related to the volatility in gold and other commodity prices, risks related to foreign currency exchange rate fluctuations, risks associated with operating in a foreign country, such as Argentina, risks related to the competitive nature of the mining and exploration industry, risks related to the availability of financing to fund future operations of the Company, as well as the risks discussed under the heading "Risk Factors" in the Company's Listing Application and under the heading "Risks and Uncertainties" in this MD&A, each of which is available on the company's SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

Should one or more risk, uncertainty, contingency or other factor materialize or should any factor or assumption prove incorrect, actual results could vary materially from those expressed or implied in the forward-looking statements. Accordingly, you should not place undue reliance on forward-looking statements. The Company does not assume any obligation to update or revise any forward-looking statement after the date of this MD&A or to explain any material difference between subsequent actual events and any forward-looking information, except as required by applicable law.



## ADDITIONAL INFORMATION

Financial statements, MD&A's and additional information relevant to the Company and the Company's activities can be found on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) and/or on the Company's website at <https://senderoresources.com/>.

## REVERSE TAKEOVER

On March 3, 2023, the Company entered into a binding letter of agreement (the "Agreement") with 1319732 B.C. Ltd. ("131"). Pursuant to the Agreement, the Company and 131 would complete the reverse-takeover ("RTO"). Concurrently with the completion of the RTO, the resulting issuer would seek to list its common shares for trading on the Exchange. On September 27, 2023, the Company completed its RTO with 131 and began trading on the Exchange on October 4, 2023. As part of the RTO, the Company raised a total of \$5,855,950 by brokered financing and non-brokered financing and issued 29,279,750 units.

On March 4, 2024, the Company announced that it had entered into an arm's length option agreement dated March 4, 2024, with Energía y Minerales Sociedad del Estado ("EMSE"), the Energy and Minerals State Society of La Rioja, to significantly increase the Company's land position in the Vicuña District (the "Option Agreement"). Pursuant to the terms of the Option Agreement, upon satisfying certain agreed to financial commitments, Sendero and EMSE would form a joint venture (the "Joint Venture"), which would be 80%-owned by Sendero, to develop mineral concessions consisting of 9,177 hectares / 91.7 km<sup>2</sup> (Figure 1) ("Joint Venture Claims") which are directly adjacent to the east of the Peñas Negras Project, a copper-gold project consisting of 12,000 hectares / 120 km<sup>2</sup> which the Company commenced drilling on in January 2024, with results disclosed in press releases dated April 3, May 1 and October 10, 2024.

Pursuant to the terms of the Option Agreement, the formation of the Joint Venture is conditional on the following deliverables by Sendero:

- Sendero to make aggregate cash payments of US\$5,000,000 of which US\$1,000,000 is payable in 2024, US\$1,260,000 in 2025 and US\$1,370,000 in each of 2026 and 2027.
- Sendero shall have completed work expenditures of US\$10,000,000 within four years on the combined land package of Peñas Negras Project and Joint Venture Claims.
- EMSE shall be granted a 1% net smelter royalty (NSR) on the Peñas Negras Project.

Sendero will be provided with information on the geological information that EMSE has on the Joint Venture Claims, once it has completed a detailed review and outline initial work plans on the Joint Venture Claims.

## CORPORATE EVENTS

Effective Date	Event	Action
June 4, 2024	Appointed Raymond D Harari as President.	Resignation of Jimmy Lim as Director
July 3, 2024	Surrender of 1.5% Net Smelter Royalty ("NSR") on the Peñas Negras Project by Executive Officer of the Company.	
August 2, 2024	Appointment of Steve R McMullan as Director.	
August 9, 2024	Appointment of Alex Gostevskikh as Director of the Company	Resignation of Marco Roque as Director of the Company
August 11, 2024	Raymond D. Harari resigned as President.	
August 15, 2024	Hernan Vera stepped down as the Company's Chief Executive Officer, and member of the Board of Directors	Alex Gostevskikh appointed as Interim Chief Executive Officer
August 16, 2024	Entered into an agreement with an unrelated party to provide consultancy services to the Company. Subject to the meeting of certain milestone an NSR of 1.5% on the Peñas Negras Project is to be granted to the consultant.	
September 24, 2024	Manni Buttar has appointed as Director of the Company	
October 8, 2024	Company announced a share consolidation of its common shares with a ratio of ten pre-consolidation common shares for each one post-consolidation common share.	Completed November 11, 2024

### Corporate Events Subsequent to the Reporting Period

December 9, 2024	Michael Wood resigned as CFO, Director and Chairman.	David Cross appointed as CFO
December 23, 2024	Closing of the first tranche of non-brokered Private Placement.	
December 30, 2024	Closing of the second tranche of non-brokered Private Placement.	

## SUMMARY OF TECHNICAL RESULTS

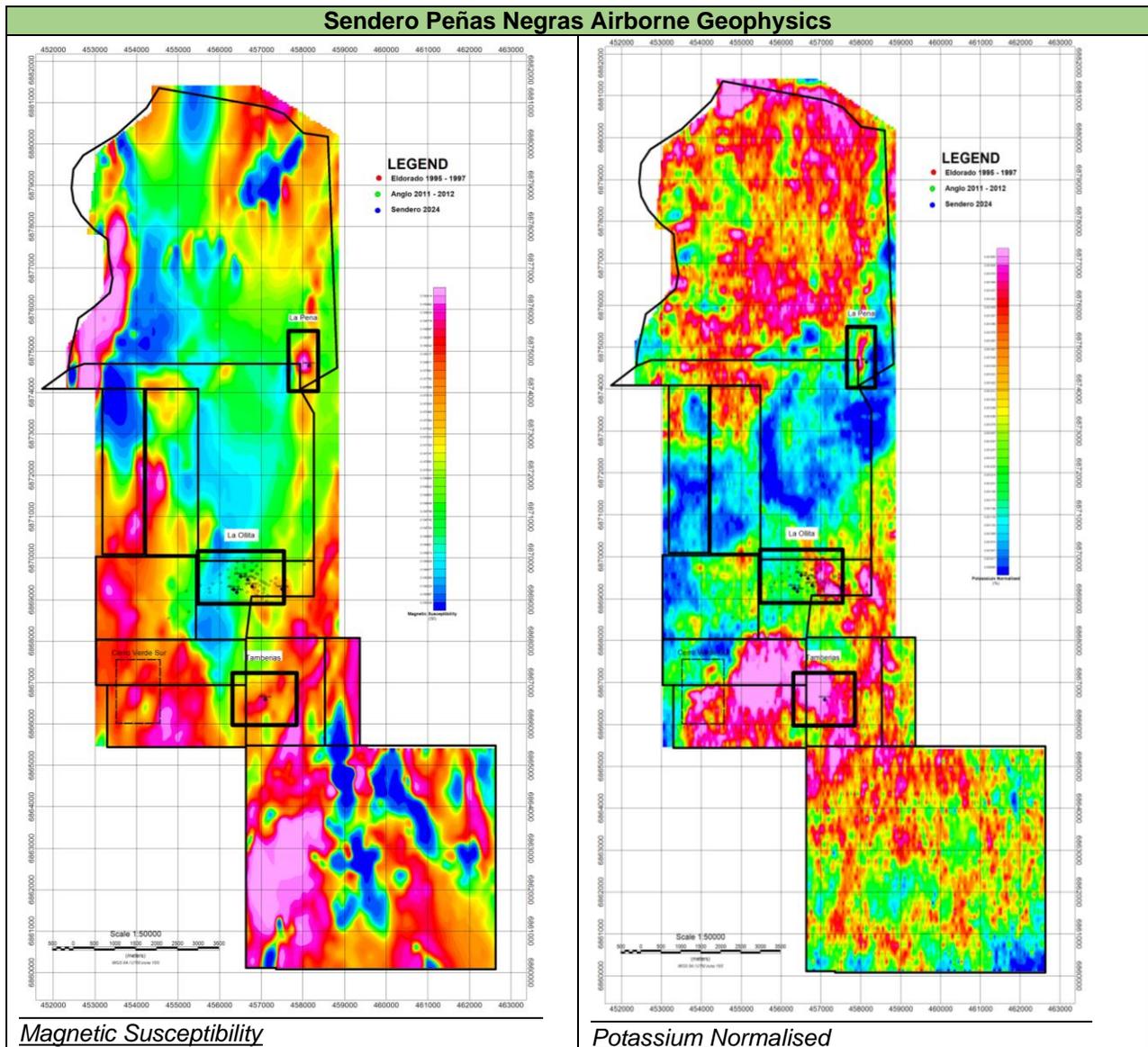
In the 2024 field season, Sendero Resources completed 211km ground magnetics, 10.8km of IP/Resistivity, 417m surface trenching, and 296 rock, soil and talus samples. Sendero also completed 3126m of diamond drilling on the La Peña (1 hole), Tamberías (1 hole), and La Ollita Targets (6 holes), Drill hole coordinates and summary of significant results are tabulated below.

Sendero Peñas Negras Drill Hole Coordinates					
Target	DDH No.	Collar X/Y*	Collar Elevation (m)	Azimuth Inclination	Depth
La Peña	PND-001	2458127 6875362	4253	270° -70°	575m
Tamberías	PNDH002	2457075 6867302	4040	270° -70°	519m
La Ollita	PNDH003	2456317 6869958	4124	vertical	450m
La Ollita	PNDH004	2456391 6869887	4117	035° -65°	501
La Ollita	PNDH005	2456484 6870273	4108	160° -70°	496.5
La Ollita	PNDH006	2456653 6870198	4093	270° -75°	400
La Ollita	PNDH007	2456760 6870031	4086	270° -75°	95
La Ollita	PNDH008	2457480 6869966	4003	090° -75°	88

\*Projection Argentina Zone 2 Datum Posgar 94

Sendero Peñas Negras Drill Hole Geology and Significant Intercepts		
Drill Hole No	Geology	Geochemical Analysis
PNDH001	Diorite porphyry with pervasive K alteration, porphyry-style stockwork veinlets of magnetite, quartz and anhydrite, ended in intrusive breccia at contact with intrusive porphyry and granite host rock. Widespread disseminated pyrite and trace chalcopyrite and molybdenite	266m AuEq 0.23ppm
PNDH002	Diorite porphyry intruding andesite-dacitevolcanics, Abundant disseminated pyrite and trace chalcopyrite and molybdenite	168m AuEq 0.22ppm
PNDH003	Polymictic phreatomagmatic breccia (lithocap), ending in andesite-dacite volcanics. Abundant disseminated pyrite with trace chalcopyrite and chalcocite.	256m AuEq 0.54ppm
PNDH004	Various phases of porphyry intrusives and phreatomagmatic breccia. Mineralization related to epithermal overprint	266m AuEq 0.42ppm Including 166m AuEq 0.51ppm
PNDH005	Andesitic volcanic tuff and tectonic breccia	300m AuEq 0.29ppm

<b>PNDH006</b>	Complex of porphyry and associated phreatomagmatic breccia in volcanic host rock. Disseminated and QV hosted chalcopyrite-pyrite-chalcocite and massive galena+sphalerite in epithermal veins	364.2m AuEq 0.41ppm
<b>PNDH007</b>	porphyritic diorite with pervasive quartz-sericite-chlorite alteration	No significant assay results
<b>PNDH008</b>	andesite and diorite porphyry	Anomalous Au+Ag at base of argillic alteration, anomalous Cu in phyllic alteration below



## General Conclusions from the 2024 Drilling Campaign

The following general conclusions can be drawn from the results of the 2024 drilling campaign:

- The programme tested the La Peñas and Tamberias targets with single drill holes to validate the interpretation of surface geologic mapping, geophysical and geochemical surveys
- The main focus of the 2024 drilling was at the La Ollita target, where historical work had identified characteristic alteration, structure, and Au-Cu mineralization of Andean porphyry type deposits
- The geologic evolution of the project area is complex, with evidence of both porphyry and epithermal styles of mineralization
- The tenor of Au-Cu mineralization is comparable to similar type deposits in the region
- Drilling in this area is difficult due to intense alteration, faulting, and brecciation
- The overall objective of the drilling campaign was to support the detailed exploration model to guide future investigations
- The Ritzuko, Punta Negra, Vicuña and other targets remain untested

## QUARTERLY FINANCIAL CONDITION

### Liquidity

As of October 31, 2024, the Company had a working capital deficiency of \$2,612,746 (July 31, 2024 – \$2,472,687). With respect to working capital deficiency, \$154,958 (July 31, 2024 - \$209,425) was held in cash and cash equivalents.

The decrease in cash was mainly due to (a) operating cash flows on working capital items including prepaid expenses totaling \$20,725 (b) \$23,877 used in trade and other payables.

As of October 31, 2024, the Company had accounts payable of \$1,539,969 US Dollars (\$2,142,575) and 75,450,150 Argentina Pesos (\$106,024), out of a total of \$2,821,998. The majority of account payable was owing to a drill contractor for and a catering contractor. The Company is in discussions with both contractors to reach debt settlements.

During December 2024, the Company closed two tranches of a non-brokered private placement and issued units. In total the Company issued 12,695,001 units for gross proceeds of \$1,523,400. Each unit consists of one common share and one common share purchase warrant. Each warrant shall be exercisable at an exercise price of \$0.16 for 5 years. No finder's fees were paid in connection with the Offering. The units were offered by way of private placement pursuant to exemptions from prospectus requirements under applicable securities laws. All securities issued are subject to a 4 month and 1 day hold period, in accordance with applicable securities laws and the policies of the TSX Venture Exchange (the "TSXV").



Operations

**For the three months ended October 31, 2024 compared with the three months ended October 31, 2023:**

The Company's exploration expenses amounted to \$12,710 (2023 - \$263,794), a decrease of \$251,084 with the Company slowing down on its expenditure by reviewing its previous exploration drilling on the Peñas Negras property during the current period.

Excluding the foreign exchange loss of \$69,526 (2023 – gain of \$25,727) and share-based compensation of \$18,209 (2023 - \$267,551), the Company's administrative expenses amounted to \$222,682 (2023 - \$2,479,832), a decrease of \$2,257,150. The changes in the administrative expenses is mostly due to: (a) bonus of \$Nil (2023 - \$534,071) (b) management fees of \$45,001 (2023 - \$240,000); (c) marketing of \$20,503 (2023 - \$79,773); (d) share-based compensation of \$18,209 (2023 - \$267,551); (e) reverse takeover listing expense of \$Nil (2023 – 1,200,000); and (f) travel of \$265 (2023 - \$43,900).

During the three months ended October 31, 2024, the Company reported a comprehensive income of \$38,724 (2023 – loss of \$2,671,146), an increase of \$2,709,870.

**SUMMARY OF QUARTERLY RESULTS**

The following is a summary of the Company's financial results for the last eight quarters:

	Three months ended			
	January 31, 2024	April 30, 2024	July 31, 2024	October 31, 2024
Total revenues	\$ -	\$ -	\$ -	\$ -
Expenses	\$ 1,270,375	\$ 3,752,261	\$ 1,010,672	\$ 235,392
Comprehensive loss (income)	\$ 1,430,114	\$ 3,359,258	\$ 1,446,845	\$ (38,724)
Loss per share	\$ 0.20	\$ 0.48	\$ 0.13	\$ 0.01

	Three months ended			
	January 31, 2023	April 30, 2023	July 31, 2023	October 31, 2023
Total revenues	\$ -	\$ -	\$ -	\$ -
Expenses	\$ 77,468	\$ 118,639	\$ 142,827	\$ 2,712,941
Comprehensive loss	\$ 48,270	\$ 120,242	\$ 143,890	\$ 2,671,146
Loss per share	\$ 0.01	\$ 0.01	\$ 0.02	\$ 0.50

During the three months ended January 31, 2023, the Company slowed down exploration work as well as administrative expense. However, starting in the three months ended April 30, 2023, the Company began more exploration work on the property given the summer season and it also began negotiating for the RTO, thus incurring more expenses in the three-month periods ending April 30, 2023 as well as July 31, 2023.

The increased loss for the three months ending October 31, 2023 was due mostly to the Company's non-cash listing expense of \$1,200,000 as well as the accrued cash bonus and share bonus paid as a result of completing the RTO. The Company also had non-cash share-based compensation of \$267,551 as a result of certain option grants.



The loss for the three months ended January 31, 2024 was mainly due to the exploration program at the Peñas Negras property, the non-cash share-based compensation of \$108,748, as well as the administrative expenses supporting the exploration.

The loss for the three months ended April 30, 2024 was mainly due to the exploration program at the Peñas Negras property, the non-cash share-based compensation of \$95,349, as well as the administrative expenses supporting the exploration, while being offset by the reversal of accrued cash bonus of \$150,000 due to the cancellation of debt with certain officers.

The loss for the three months ended July 31, 2024 was mainly due to the non-cash share-based compensation of \$314,578, as well as the administrative expenses supporting the exploration.

The loss for the three months ended October 31, 2024 was mainly due to the foreign exchange loss of \$69,526 related to the currency translation with the Argentina subsidiary.

### SIGNIFICANT RELATED PARTY TRANSACTIONS

The aggregate value of transactions and outstanding balances relating to key management personnel and entities over which they have control or significant influence were as follows:

Related party transactions and balances:

	Services for:	Three months ended October 31,		Amounts included in trade and other payables	
		2024	2023	As at October 31, 2024	As at July 31, 2024
Herman Vera <sup>(1)</sup> <sup>(6)</sup> Independence Fortaleza, Sociedad Limitada <sup>(1)</sup>	Management fee and bonus payment in shares	\$ -	\$ 409,071	\$ -	\$ -
Michael Wood <sup>(2)</sup> Athena Jade Limited <sup>(2)</sup> Triforce Ventures, S.A <sup>(3)</sup>	Management fee Share-based compensation and bonus payment in shares Management fee	- 13,079 -	45,000 275,000 45,000	- -	- -
Alex Gostevskikh <sup>(4)</sup>	Management fee and shares pursuant to RSUs Management fee	15,000 30,000	- -	15,069 30,000	- -
<b>Total</b>		<b>\$ 58,079</b>	<b>\$ 774,071</b>	<b>\$ 45,069</b>	<b>\$ -</b>

<sup>(1)</sup> During the year ended July 31, 2024, Mr. Vera received 167,036 shares as a bonus and was entitled to receive a cash bonus of \$75,000 (cancelled) for completing the Transaction.

Starting in July 2023, Mr. Vera received a \$15,000 per month payment paid to his company, Independence Fortaleza, Sociedad Limitada. On April 29, 2024, Mr. Vera entered into an agreement with the Company to waive all of the outstanding compensation and bonuses up to April 30, 2024. As of July 31, 2024, the Company wrote off the \$75,000 cash bonus and the \$15,000 in management fees owed for April 2024. On June 4, 2024, Mr. Vera agreed to waive the management fees during May, June, July and August 2024. During the period ended October 31, 2024, Mr. Vera resigned from the Company as CEO and Director.

<sup>(2)</sup> During the year ended July 31, 2024, Michael Wood received 100,000 shares as a bonus and was entitled to receive a cash bonus of \$75,000 (cancelled) for completing the Transaction.



Starting in July 2023, Mr. Wood received a \$15,000 per month payment paid to his company, Athena Jade Limited. On April 29, 2024, Mr. Wood entered into an agreement with the Company to waive all outstanding compensation and bonuses up to April 30, 2024. As of July 31, 2024, the Company wrote off the \$75,000 cash bonus and the \$30,000 management fees owed for March and April 2024. On June 4, 2024, Mr. Wood's management agreement was terminated. Subsequent to October 31, 2024, Mr. Wood resigned from being the CFO and Director of the Company.

- (3) On June 4, 2024, the Company appointed Raymond D. Harari as President of the Company. In accordance with the terms of the Company's 2023 Equity Incentive Plan, the Company issued an aggregate of 300,000 RSUs to Mr. Harari. Starting in June 2024, Mr Harari received a \$15,000 per month payment paid to his company, Triforce Ventures, S.A. On July 31, 2024, the RSUs were deemed to be vested and Mr. Harari received 300,000 common shares valued at \$195,000. During the period ended October 31, 2024, Mr. Harari resigned from being the President of the Company.
- (4) Starting August 15, 2024, the Company and Alex Gostevskikh entered into a management agreement to serve as the Interim Chief Executive Officer. Mr. Gostevskikh received a \$12,000 per month payment paid or accrued.

On June 4, 2024, the Company issued 25,000 RSUs to Mr. Roque and 25,000 RSUs to Mr. Goldenberg. On July 31, 2024, the RSUs were deemed to be vested and Mr. Roque and Mr. Goldenberg each received 25,000 common shares valued at \$16,250. During the period ended October 31, 2024, Mr. Roque and Mr. Goldenberg resigned from being directors of the Company

All related party transactions are in the normal course of operations and have been measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

### **COMMITMENTS, EXPECTED OR UNEXPECTED, OR UNCERTAINTIES**

Other than disclosed in this MD&A – Quarterly Highlights as well as the following, the Company does not have any commitments, expected or unexpected, or uncertainties.

### **RISK FACTORS**

In our annual MD&A in connection with our annual financial statements (the "Annual MD&A"), we have set out our discussion of the risk factors which we believe are the most significant risks faced by the Company. An adverse development in any one risk factor or any combination of risk factors could result in material adverse outcomes to the Company's undertakings and to the interests of stakeholders in the Company including its investors. Readers are cautioned to take into account the risk factors to which the Company and its operations are exposed. To the date of this document, there have been no significant changes to the risk factors set out in our Annual MD&A.



## DISCLOSURE OF OUTSTANDING SHARE DATA

The authorized share capital of the Company consists of an unlimited number of common shares without par value. The following is a summary of the Company's outstanding share data as at the date of this MD&A:

	As of the date of this report
Common shares outstanding	19,685,439
Options	115,000
Warrants	14,090,989
Finder's / broker's warrants	140,568
Fully diluted common shares outstanding	34,031,996

## QUALIFIED PERSON

Steven McMullan, P.Geo. supervised the preparation of and reviewed and approved the scientific and technical information pertaining to Peñas Negras Project. Mr. McMullan is a qualified person as defined by National Instrument 43-101 - Standards of Disclosure for Mineral Projects.