



SENDERO RESOURCES CORP.
(An Exploration Stage Company)

**MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS
FOR THE NINE MONTHS ENDED APRIL 30, 2024**

OVERVIEW AND INTRODUCTORY COMMENT

Sendero Resources Corp. ("Sendero" or the "Company") is a growth-oriented 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 June 28, 2024 and discloses specified information up to that date. Unless otherwise noted, all currency amounts are expressed in Canadian dollars. The following information should be read in conjunction with the unaudited condensed consolidated interim financial statements and the related notes for the nine months ended April 30, 2024 and the Company's audited consolidated financial statements for the year ended July 31, 2023 and the related notes thereto.

MAJOR QUARTERLY OPERATING MILESTONES

Corporate update:

On March 3, 2023, the Company entered into a binder letter 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 5, 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 km² (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 km² which the Company commenced drilling on in January 2024, with initial assay results pending.

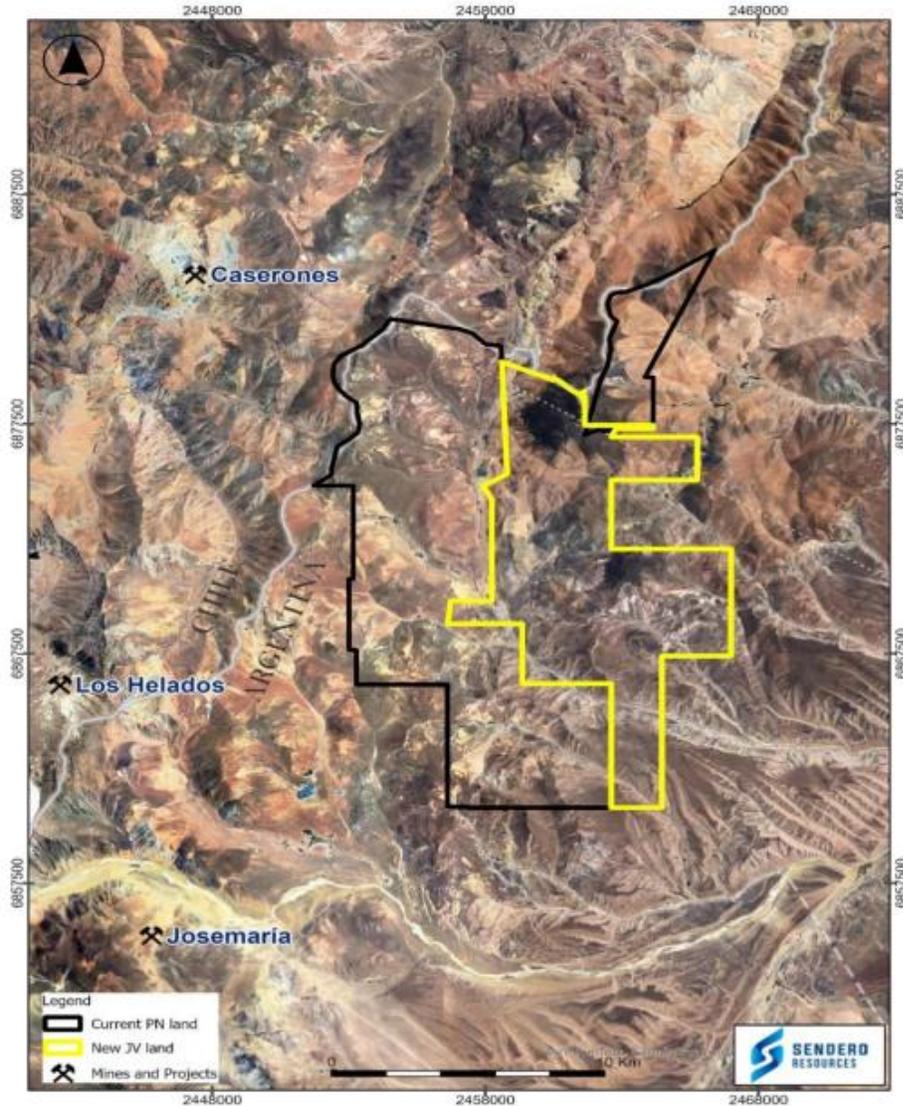


Figure 1. Increased Land Position in the Vicuña District

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.

On June 4, 2024, the Company appointed Raymond D. Harari as President of the Company, and announced the resignation of Jimmy Lim as Director of the Company.

Property update:

On December 12, 2023, the Company announced that it started mobilization for the January 2024 drill program where it would focus on three priority drill-ready porphyry copper-gold targets: La Peña, Tamberías and Cerro Verde South.

On January 10, 2024, the Company announced that drilling had commenced at the Peñas Negras Project.

Highlights

- Diamond drilling has commenced for an initial program of 4,500m.
- Four priority drill-ready porphyry/epithermal copper-gold targets have been selected for initial drill testing: La Peña, Tamberías, La Ollita and Cerro Verde South.
- Drilling has commenced at La Peña with two planned holes at approximately 500m each.
- A recent detailed ground magnetic survey at La Peña confirmed the large magnetic anomaly centered on the known porphyry and highlights a satellite magnetic anomaly to the north.
- Many of the key geological, geochemical, and geophysical features seen at other deposits in the Vicuña Belt, such as Filo del Sol and Josemaria deposits are replicated in Sendero’s priority drill targets.

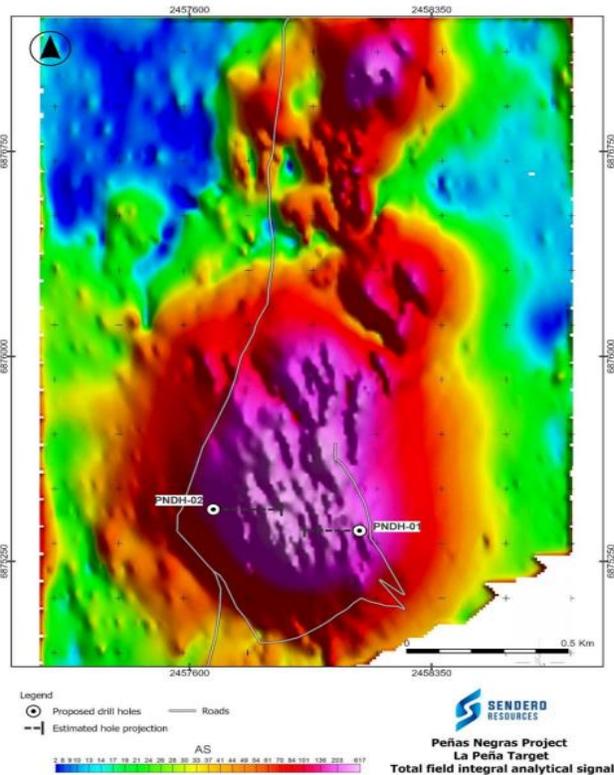


Figure 1. La Peña Ground Magnetics (AS-TMI)



Figure 2. Diamond drill rig positioned for the maiden drill hole at La Peña

La Peña Ground Magnetics

La Peña is ranked as Sendero's highest priority target. It has many typical features of Andean copper-gold porphyry deposits. The mineralised system is exposed at an optimum level of erosion, just above the interpreted high-grade, copper-gold zone. Favorable features of the exposed diorite porphyry are intense potassic alteration, stockwork magnetite-quartz veining, and the presence of copper sulfides and oxides. Two initial holes are programmed at La Peña (Figure 1).

The recently completed detailed ground magnetic survey has confirmed the same shape and size of the strong magnetic response seen in historical airborne magnetic data centered on the known porphyry intrusive. The large discrete magnetic anomaly with potassic alteration measures approximately 800m long and 500m wide. Another magnetic anomaly located about 1000m to the north opens the possibility of a satellite porphyry system.

Ongoing Work Program

Regarding the recently completed geophysical surveys from the other priority targets, the company is awaiting results and will provide updates once all the information is received and processed for each target. Ground magnetics and induced polarization surveys have been completed at Tamberias and La Ollita and ground magnetics is being conducted at Cerro Verde South.

On February 27, 2024, the Company provided an update on its current 4,500m maiden drill campaign at the Peñas Negras Project. Three diamond drillholes have been completed for a total of 1,544m across three priority targets at La Peña, Tamberías and La Ollita with assay results pending.

Drilling Update

- **Hole PND 001: 575m at La Peña:** Intersected an elongated diorite porphyry body with pervasive potassic alteration, characterized by quartz-biotite-magnetite-K-feldspar; with partial overprinting of quartz-sericite and chlorite. Porphyry-style stockwork veining was intersected including magnetite veinlets (M-type), A and B-type quartz, and anhydrite/gypsum veins. Hydrothermal and possible phreatomagmatic breccias cut the porphyry intrusive bodies. Widespread disseminated pyrite with traces of chalcopyrite and molybdenite were encountered throughout the hole. Towards the bottom of the hole intrusion-type brecciation occurs at the contact between the intrusive porphyry and the granitic country rock.
- **Hole PND 002: 519m at Tamberías:** The drill hole intersected small multiphase dacite to diorite porphyry intrusive bodies with breccia phases that were emplaced into andesitic to dacitic volcanic country rock. The overall alteration is chlorite-illite-sericite overprinted on early potassic alteration (biotite-magnetite). Fine quartz-magnetite veinlets and stockwork veining of gray quartz are recognized throughout the entire hole, sometimes accompanied by sulfides. Abundant disseminated pyrite, with traces of chalcopyrite and molybdenite, are present throughout the hole.
- **Hole PND 003: 450m at La Ollita:** Intersected an advanced argillic lithocap in the upper 150m of the hole associated with intensely silicified polymictic (phreatomagmatic) breccia. The alteration is typical of high-sulfidation epithermal gold-copper mineralization, characterized by quartz-kaolinite-alunite-pyrophyllite, with zones of vuggy silica. Disseminated and fracture-controlled pyrite is the dominant sulfide with minor chalcopyrite and chalcocite. Sulfide filled fracture zones contain chalcopyrite, chalcocite and traces of covellite and enargite together with pyrite, galena, sphalerite and possible Ag-As-Sb sulfosalts. These base metal veins are typical of late-stage intermediate sulphidation epithermal veins. Deeper in the hole, the lithology is predominantly volcanic (andesite and dacite), and alteration gradually shifts towards an assemblage of chlorite-illite-sericite-kaolinite with patchy silica and gray quartz stockwork veining with minor quartz-chalcopyrite veinlets. The lower part of the hole contains abundant disseminated pyrite, with traces of chalcopyrite and chalcocite.

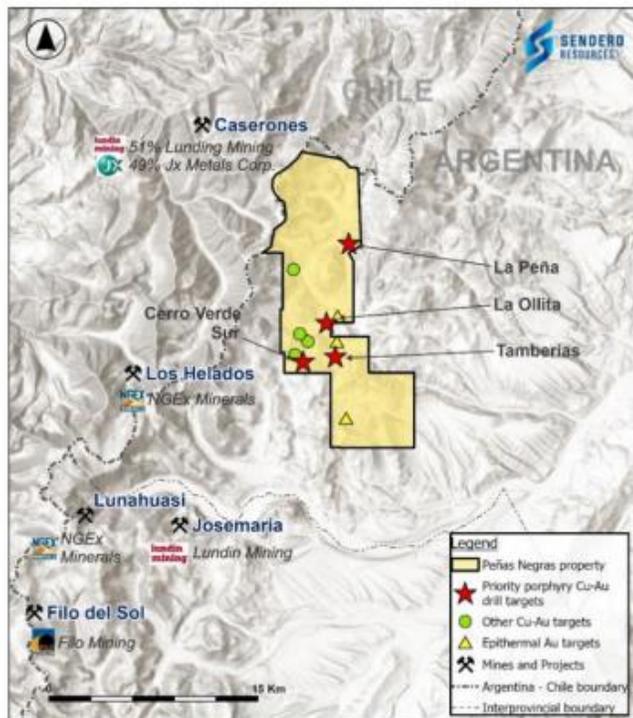


Figure 1. Peñas Negras Project and Exploration Targets

La Ollita - Geophysics

Ground magnetics and induced polarization (IP) surveys recently completed at La Ollita have enhanced our technical understanding of this target. The ground magnetics has produced three discrete magnetic high anomalies spread in an east to west orientation across the prospect for approximately 2km (Figure 2).

The pole-dipole IP lines show a large chargeability anomaly coinciding with the central ground magnetic high (Figure 3). This coincident positive magnetic and IP response together with results of ionic leach geochemistry is the focus of the current drilling at La Ollita.

La Ollita is a mineralized system where the company knows there is significant metal content from historic drill results. In the period 1995 – 1997 over 9,000m of mostly RC drilling was carried out by Eldorado who identified both a dacite and diorite porphyry below a shallower epithermal cap. The highest gold assay returned was 20.583 g/t Au (Hole PNR028 from 130m to 132m), and the highest copper assay returned a value of 0.6027% Cu (Hole PNR036 from 108m to 110m). The historical drilling was mainly shallow drilling with an average depth of only 127m and many holes stopped in Au-Cu mineralization.

The association of high-level breccia bodies in PND003 showing clasts of mineralized porphyry plus the clear evidence of classic vuggy residual silica and silica-clay (advanced argillic alteration) overlying porphyry style mineralization is strong evidence of telescoped alteration and mineralization zoning. Similar features are shared with the contemporaneous porphyry gold copper deposit of the Vicuña District, particularly Filo del Sol and Josemaria.

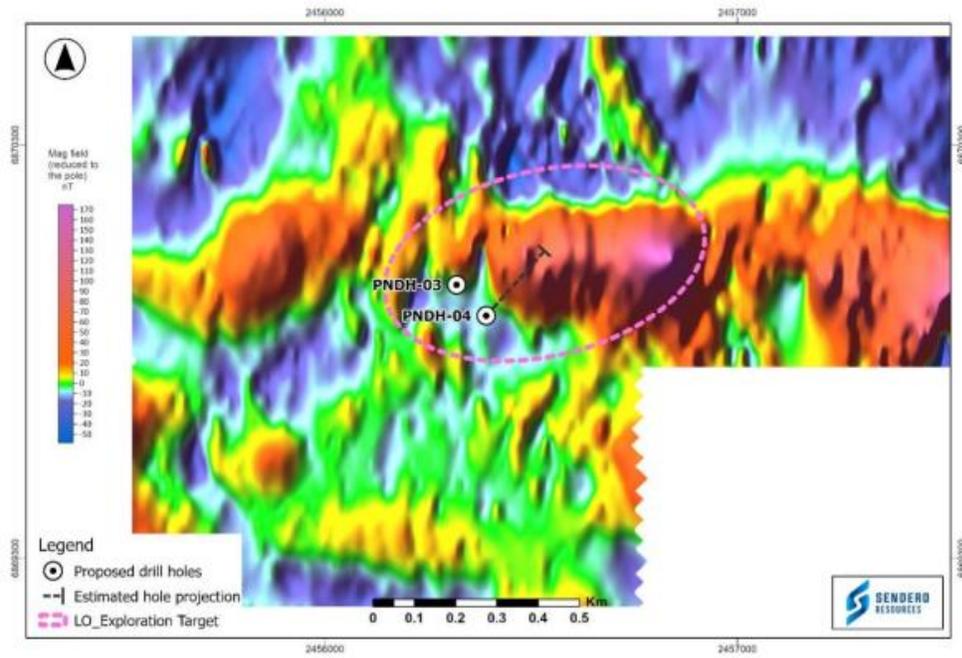


Figure 2: Ground Magnetics at La Ollita

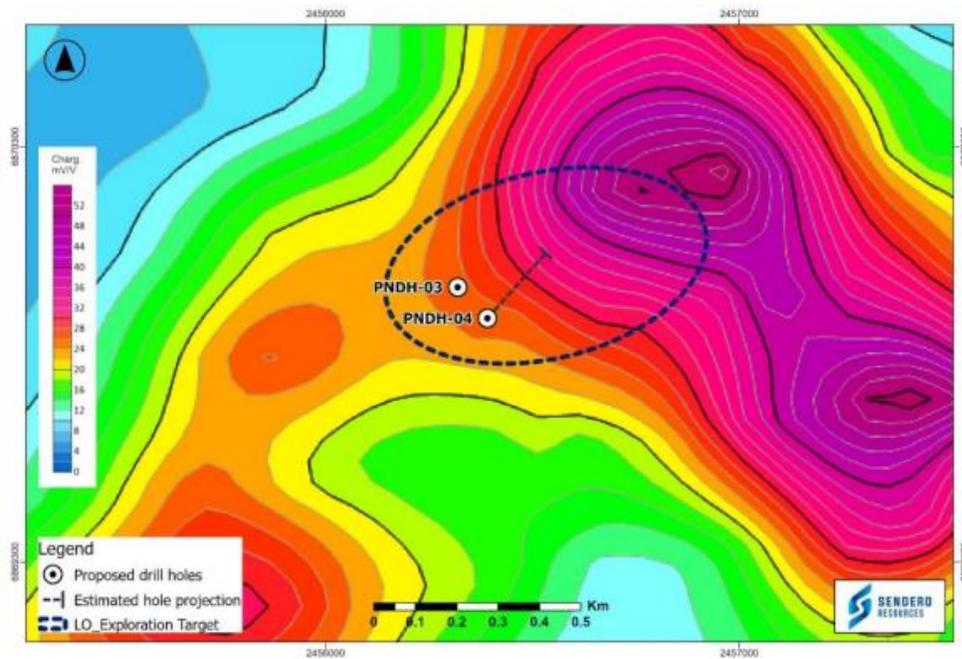


Figure 3: Induced Polarization at La Ollita

On April 3, 2024, the Company announced the results of the first three diamond drillholes from the ongoing maiden drilling program at its 100% owned Peñas Negras Project in the Vicuña District in La Rioja, Argentina.

Highlights

- PNDH003 (La Ollita) intersected 256m of 0.42 g/t Gold Equivalent “AuEq” from 84m.
 - including 70m of 0.53 g/t AuEq from 84m
 - ♣ including 20m of 0.61 g/t AuEq from 92m
 - including 94m of 0.46 g/t AuEq from 246m
 - ♣ including 8m of 0.87 g/t AuEq from 254m
- Ongoing drilling at La Ollita (holes PNDH004-PNDH006) is confirming the presence of a large mineralized advanced argillic epithermal lithocap telescoped on a porphyry gold - copper system.

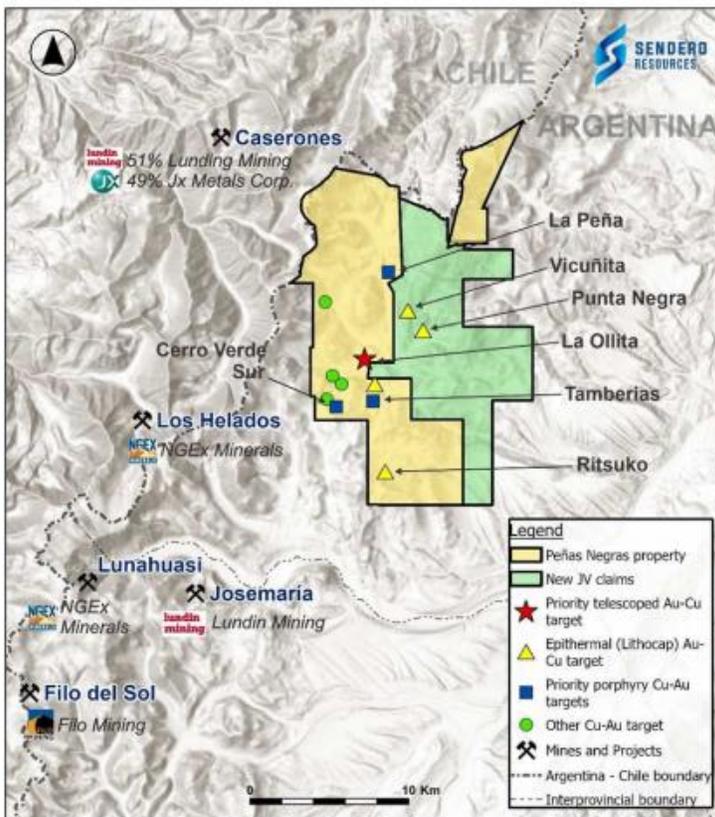


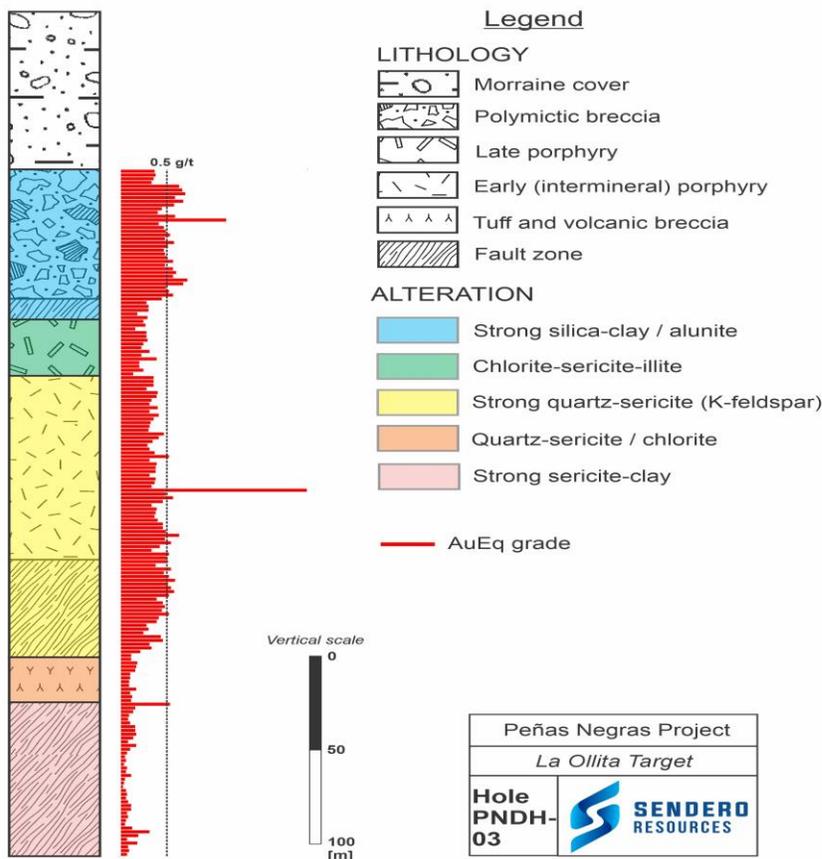
Figure 1. Peñas Negras Project and Exploration Targets

Discovery Hole PNDH003

After initial drilling at La Peña and Tamberías, attention was shifted to the La Ollita target where previous drilling in the 1990's by Eldorado Gold had intersected gold (Au) – copper (Cu) mineralisation at relatively shallow depths ($\leq 150\text{m}$). PNDH003, a vertical hole drilled to 450m depth, intersected an advanced argillic lithocap below 84m of moraine cover to a depth of 159m. Below this depth the hole intersected several phases of dacite porphyry, an early mineralized phase, and a late-mineralized phase, before ending in a post-mineral fault zone (Figure 2).

The upper part of the hole intersected a phreatomagmatic breccia with intense pervasive residual vuggy silica and clays with alunite and returned 70m of 0.53 g/t AuEq from 84m (Table 1 and Figure 2). In this advanced argillic style alteration were pyrite-enargite-chalcocite and black sulfide veins with metal values up to Au (1.1g/t), Ag (7.3g/t), Mo (200ppm) and Cu (0.3%). In addition, late intermediate sulfidation epithermal style Zn-Pb-Ag-Cu veins overprint the porphyry Au-Cu mineralization.

Below 159m the hole intersected high sulfidation mineralization and advanced argillic alteration overprinting porphyry-style sericite and potassic (K-feldspar-biotite) alteration with A-type quartz veinlets. The early porphyry phase returned 94m of 0.58 g/t AuEq from 246m (Table 1 and Figure 2). Note that Au-Cu grades dropped off considerably when entering extensive post-mineral faults below 340m, with the reduction in grade due to displacements by the faults rather than a reduction in Au-Cu grades of the system itself. Despite extension drilling into this post-mineral fault zone, we were unable to pass and stopped the hole on advice of the drill contractor.



The Company's initial exploration drilling at La Ollita is focused within a triangle-shaped structural zone formed by the intersection of NE-NW-EW faults (Figure 3), which coincides with magnetic and IP chargeability anomalies. The Company's thesis is that this triangular zone represents a zone of weakness and provided a feeder for magmatic-hydrothermal fluids forming the advanced argillic lithocap measuring at least 600 x 600m. The Company believes the advanced argillic lithocap could be far more extensive than this and exploring extensions will be a focus for future drilling.

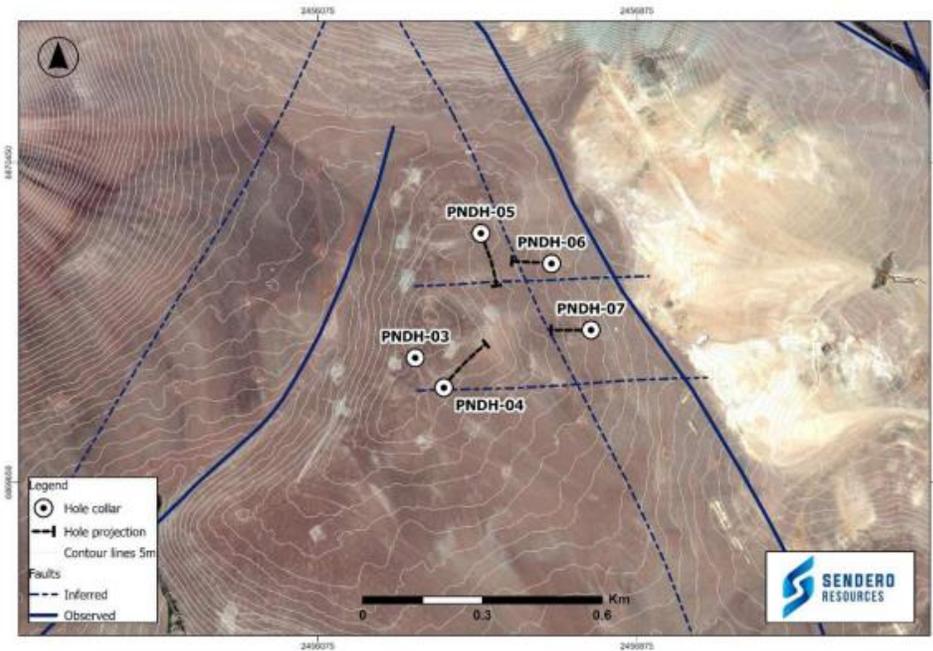


Figure 3: La Ollita Diamond Drill Hole Locations on Satellite Image

The results of PNDH003 and the ongoing drilling at La Ollita are demonstrating the existence of an extensive well preserved telescoped Au-Cu-Ag mineral system concealed beneath the moraine cover. This finding is comparable to other deposits in the Vicuña District like Filo del Sol which show alteration and mineralization telescoping on large systems of both high-sulfidation Cu-Au-Ag and porphyry Cu-Au. The mineralization in PNDH003 is richer in gold than copper with average grades of 0.294 g/t Au and 0.142% Cu across the 256m interval, with the highest metal grades of 1.11 g/t Au (110-112m), 1.35% Cu (254-256m), 9.4 g/t Ag (254-256m) and 200ppm of Mo (86-88m). Copper could become dominant in some zones of the system but for now the Company is reporting in gold equivalent (AuEq) as gold has been observed to be the dominant metal in the system to date. If PNDH003 was being reported in Copper equivalent it would be comparable in grade to the resource grade at the nearby Josemaria deposit. The remainder of the current drill program will be completed at La Ollita with holes PNDH004, PNDH005 and PNDH006 now completed and PNDH007 currently being drilled (Figure 3). Drilling will continue to mid to late April, with approximately 3,100m drilled so far.

La Peña (PNDH001) and Tamberías (PNDH002)

Drilling started at the two targets, La Peña (PNDH001) and Tamberías (PNDH002), with the most compelling exposed geology, surface soil and rock geochemistry, and magnetic and IP signatures (Figure 1, Tables 2 & 3). In both PNDH001 & PNDH002, Au-Cu and late intermediate sulfidation epithermal style mineralization was encountered associated with quartz-diorite porphyry cut by various breccia facies including both magmatic-hydrothermal and late phreatomagmatic breccias. The early magmatic hydrothermal breccia is mainly polymictic containing clasts of country rock, including porphyritic and fragmental rhyolite, granite, microdiorite, andesite, and volcanoclastic rocks, as well as porphyry Cu clasts with A-style veins.

Assay results confirm low tenor but consistent Au-Cu-Mo grades and Ag at La Peña (see Tables 2 & 3). This is reminiscent of the periphery of Maricunga style gold-rich porphyry systems, and the Company is evaluating future drill hole locations to test different parts of these systems.

Additional Lithocap Targets - Ritzuko, Punta Negra and Vicuña

Following the positive findings at La Ollita, the Company has been conducting initial field investigations on other lithocap targets on the property known to host gold mineralization from historic geochemistry: two at Ritzuko and two on the new joint venture ground at Punta Negra and Vicuña (Figure 1). In all four locations there is a similar structural setting to La Ollita with the intersection of NE-NW faults and all four targets show visible advanced argillic alteration (alunite-pyrophyllite-dickite-kaolinite) on ASTER images.

LA OLLITA PNDH-03							
From	To	Interval	Au	Ag	Cu	Mo	Aueq
84	340	256	0.29	0.78	1422	47	0.42
<i>Including</i>							
84	154	70	0.37	1.12	1651	75	0.53
92	112	20	0.40	2.18	2017	79	0.61
142	154	12	0.39	1.32	1883	62	0.56
246	340	94	0.32	0.83	1675	36	0.46
254	262	8	0.44	2.58	4336	32	0.87
276	322	46	0.35	0.66	1600	36	0.48

LA PEÑA PNDH-01							
From	To	Interval	Au	Ag	Cu	Mo	Aueq
0	226	226	0.08	0.56	854	22	0.18
32	60	28	0.10	0.74	852	38	0.20
164	226	62	0.10	0.90	1147	18	0.22
164	194	30	0.11	0.89	1127	17	0.23
182	194	12	0.13	1.07	1380	14	0.28

TAMBERÍAS PNDH-02							
From	To	Interval	Au	Ag	Cu	Mo	Aueq
0	168	168	0.14	-	462	24	0.17
<i>Including</i>							
0	76	76	0.18	-	552	26	0.22
56	76	20	0.34	0.58	705	26	0.36
56	64	8	0.58	0.57	777	28	0.56
<i>Plus</i>							
400	519	119	0.13	-	333	27	0.15
<i>Including</i>							
408	418	10	0.21	-	424	27	0.23
506	519	13	0.18	-	352	29	0.20

Note: Gold Equivalent values are based on metal prices of \$2000/oz Au, \$4/lb Cu, \$25/oz Ag, \$20/lb Mo with 80% metallurgical recoveries assumed for all metals

On May 1, 2024, the Company announced the results of three more diamond drillholes from its maiden drilling program at its 100% owned Peñas Negras Project in the Vicuña District in La Rioja, Argentina. These latest results from holes PNDH004 to PNDH006 continue to demonstrate the significant potential of the project.

Highlights

- PNDH006 (La Ollita) intersected 364m of 0.41 g/t Gold Equivalent “AuEq” from a shallow depth of 34m to the bottom of the hole. The upper part of the hole intersected 114m of 0.67 g/t Gold Equivalent “AuEq” including 22m of 1.29 g/t AuEq.
- PNDH004 (La Ollita) intersected 266m of 0.42 g/t AuEq from 96m to post-mineral fault zone. The upper part of the hole intersected 166m of 0.51 g/t AuEq including 72m of 0.58 g/t AuEq and 20m of 0.66 g/t AuEq.
- Maiden drilling at La Ollita PNDH003-PNDH008 is confirming the presence of a large, high-level mineralized advanced argillic epithermal lithocap telescoped on a porphyry gold–copper system.
- All five holes drilled at La Ollita (PNDH003-PNDH008) ended in severe faulting with strong silica-sericite clay alteration, at what is considered to be the base of the large mineralized lithocap, and have not tested the porphyry system below.
- PNDH007 and PNDH008 (assays pending) designed to test the large magnetic anomalies intersected high levels of magnetite and in PNDH008 bornite replacement of the chalcopyrite was identified
- The exploration focus going forward at La Ollita is finding the high-grade feeder zone/s into lithocap and navigating out of the base of the lithocap to test the porphyry system below.

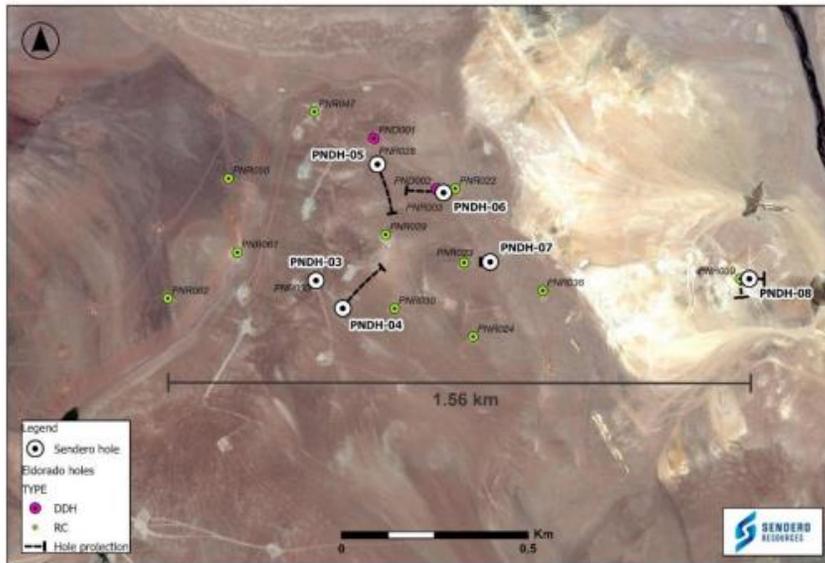


Figure 1: Plan View of La Ollita Drill Holes (PNDH003-008) with historic drill holes of significance

PNDH006

Hole PNDH006, showed telescoping of alteration and mineralization, intersecting a complex of porphyries, and associated phreatomagmatic breccias hosted in volcanic host rocks. The hole ended in mineralization at a depth of 398m for a total intersection of 364m averaging 0.41 g/t AuEq (Figure 2 and Table 1).

The alteration in the upper part of the hole is prominently advanced argillic, characterized by quartz-alunite-sericite with incipient vuggy quartz, which hosted the highest-grade mineralization including 22m of 1.29 g/t AuEq, with individual metal values of up to 1.28 g/t Au, 115 g/t Ag, 0.42% Cu, 4.73% Zn, 1.18% Pb and 195 ppm Mo.

Lower in the hole strong potassic alteration (K feldspar-biotite-magnetite) is observed, particularly in early porphyry dykes with high density quartz veinlets, superimposed by intense sericite-quartz alteration. The late-stage porphyries, on the other hand, are chloritized with scarce to no quartz veining.

Primary mineralization consists of disseminated and quartz vein-hosted chalcopyrite, overlain by pyrite-chalcocite-black sulfides filling fractures and breccia matrix. Additionally, numerous intermediate sulfidation epithermal veins have been identified, composed of quartz and massive sulfides, predominantly galena and sphalerite together with elevated gold, silver and zinc values. The hole ended in a fault zone with strong silica-sericite clay alteration, the believed base of the lithocap.

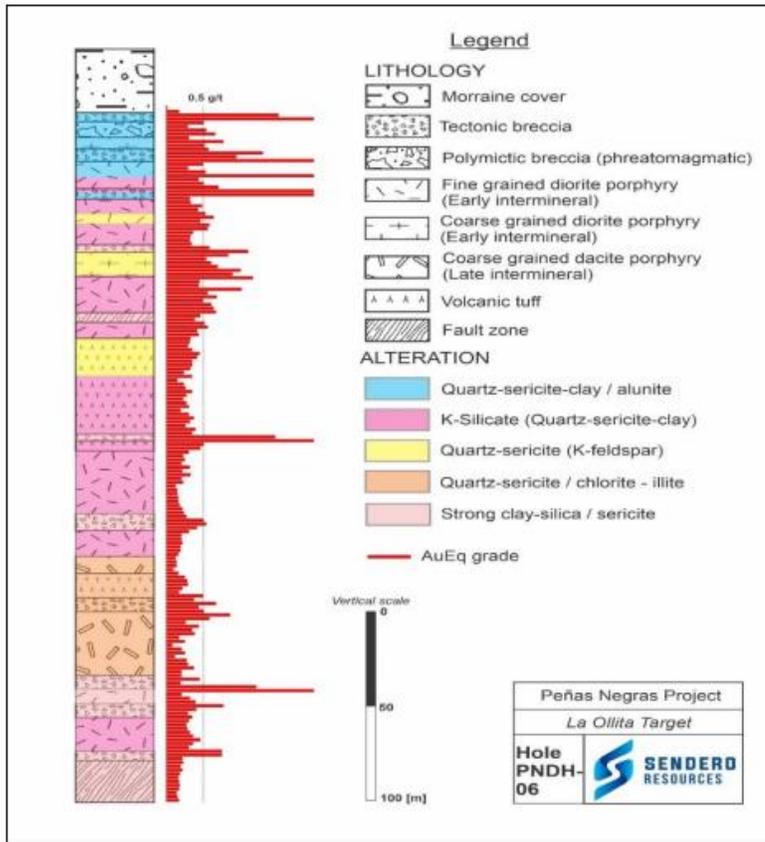


Figure 2: PNDH006 La Ollita - Grade Distribution, Lithology and Alteration

PNDH004

Hole PNDH004 exhibits similar characteristics to Hole PNDH006 with telescoping of the alteration and mineralization from beneath the moraine cover returning an intersection of 266m averaging 0.42 g/t AuEq. Mineralisation terminated when a large post-mineral fault zone was encountered with strong silica-sericite clay alteration at 362m (Figure 3 and Table 2).

The upper part of the hole intersected a series of porphyries exhibiting potassic alteration (K feldspar and biotite). An early intermineral porphyry with intense porphyry style quartz veining was recognized as well as a late-stage porphyry with minimal quartz veining. Associated phreatomagmatic breccias were also observed. There is an intense general overprinting by epithermal-style advanced argillic alteration, represented by the association of sericite-quartz-alunite-pyrophyllite in the upper part of the hole. This telescoped alteration hosts the highest-grade mineralization including an intercept of 166 m of 0.51 g/t AuEq (see Table 2). Individual metals values up to 0.55 g/t Au, 0.3% Cu and 193 ppm Mo are related to epithermal overprint on early-stage porphyry mineralization, while individual values up to 1.51 g/t Au, 19 g/t Ag, 2.26% Zn and 1.04% Pb are related to late-stage intermediate sulphidation veins and epithermal-related mineralization (black sulfides) filling breccias.

Lower in the hole begins a transition to sericite-illite-clays overprinting the K silicate alteration, hosting Au-Ag-Cu-Mo mineralization with lower grades extending to 362 m where the hole entered a large post-mineral fault zone with strong silica-sericite clay alteration, the believed base of the lithocap (Figure 3).

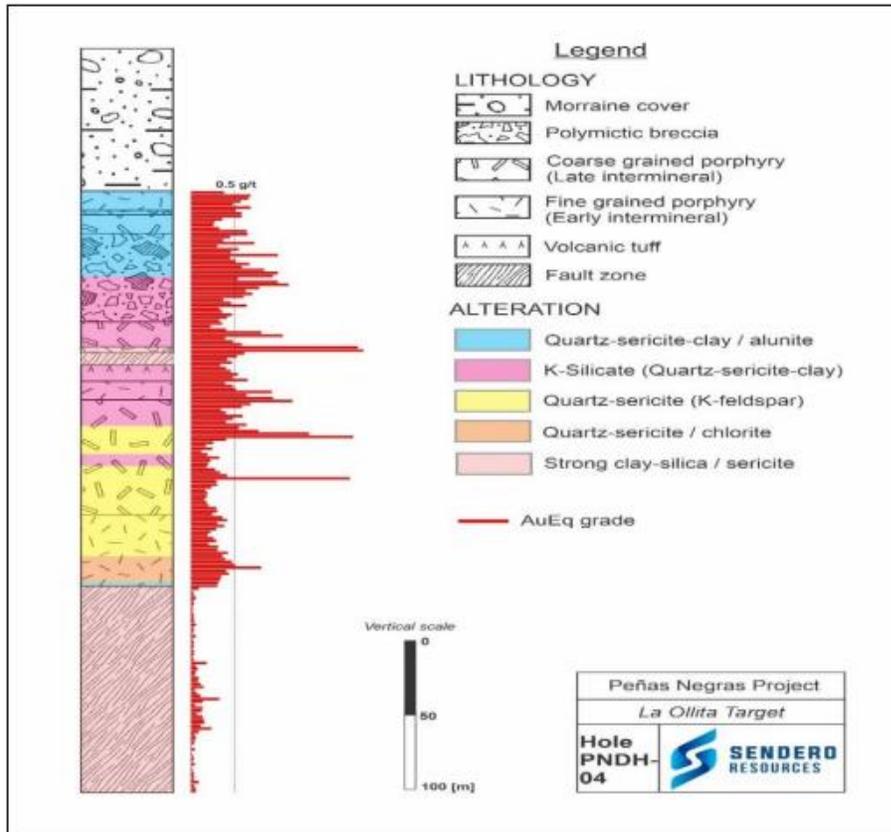


Figure 3: PNDH004 La Ollita - Grade Distribution, Lithology and Alteration

PNDH005

Hole PNDH005, after penetrating the moraine cover, intersected mostly fine volcanic tuff of andesitic composition, with extensive evidence of tectonic activity manifested by wide intervals of tectonic breccias hosting Au-Ag-Zn-Pb mineralization.

The alteration observed is silica-clay to advanced argillic, characterized by the general association of quartz-sericite-alunite-clays, displaying a distinct spotty and wormy texture down to a depth of 193 meters. Minor remnants of K feldspar are suggestive of early potassic alteration. The mineralization is mostly late-stage, disseminated and within microfractures and breccias, consisting of pyrite + black sulfides containing Ag-Zn-Pb, with minor amounts of chalcopyrite.

PNDH005 was drilled in a more northern part of the target and Au-Cu-Ag grades did pick up as the hole moved further south with the highest grades present in zones of intense fracturing generating crackle breccias in the volcanic rocks, as well as zones of tectonic breccias (pre-mineral faults). These zones returned intersections of 24 meters grading 0.41 g/t AuEq, 38 meters at 0.48 g/t AuEq and 12 meters at 0.62 g/t AuEq. (Table 3)

Next Steps

Drilling for the season was completed for a total of 3,124m across 8 holes with results from holes PNDH007 and PNDH008 pending, with depths of 95m and 88m, respectively. PNDH007 was designed to test the centre of the central magnetic anomaly at La Ollita, while PNDH008 was designed to test the centre of the eastern magnetic anomaly. Both are sizable magnetic anomalies that are untested by drilling. However difficult drilling conditions, including heavily fractured rock with strong silica-sericite clay alteration at the base of the lithocap, resulted in both holes being stopped before testing the magnetic anomalies. However, both holes showed very encouraging signs, with both showing high-levels of magnetite and in PNDH008 bornite replacement of the chalcopyrite was identified. These porphyry targets, below the base of the lithocap, are priority targets to be tested in the next drill program with zoning around the central magnetic anomaly suggesting it could be the potential centre of the system and a possible high-grade feeder zone.

The Company plans to complete a geophysical program at La Ollita to gain a greater understanding of the system at depth, guiding towards the feeder zone/s of the lithocap at La Ollita and to navigate the extensive faulting seen at the base of the lithocap to test the porphyry complex below. The Company is planning to conduct a Magnetotelluric (MT) survey, which is a geophysical approach that has been used successfully elsewhere in the Vicuña District, such as at Filo Del Sol, to identify feeder zones and navigate the base of the lithocap to test porphyries at depth. The feeder zones into the lithocap can potentially be a fault and/or an intrusive porphyry body. They typically carry higher metal grades than the lithocap itself and often host most of the metal in the system. Therefore, finding the feeder zones and navigating out of the base of the lithocap are the priority exploration goals for the Company now at La Ollita.

LA OLLITA PNDH-06									
From	To	Interval	Au	Ag	Cu	Mo	Zn	Pb	Aueq
33.8	398	364.2	0.24	4.29	776	27	1632	623	0.41
<i>Including</i>									
33.8	170	136.2	0.34	8.69	1006	39	2458	1251	0.61
33.8	148	114.2	0.36	10.22	1051	43	2870	1484	0.67
56	96	40	0.34	15.44	1387	41	6754	1740	0.89
56	78	22	0.40	27.00	1664	39	11639	3114	1.29
192	212	20	0.26	7.60	597	30	5257	450	0.57
202	212	10	0.41	13.98	768	35	7664	767	0.87
288	302	14	0.25	3.04	727	28	2944	963	0.45
334	374	40	0.30	2.36	1278	16	944	402	0.46
336	346	10	0.58	4.25	1975	12	788	327	0.76

LA OLLITA PNDH-04									
From	To	Interval	Au	Ag	Cu	Mo	Zn	Pb	Aueq
96	362	266	0.22	2.23	1298	39	1308	467	0.42
96	262	166	0.25	3.23	1547	39	1944	692	0.51
<i>Including</i>									
122	174	52	0.30	1.74	1904	43	774	308	0.53
148	168	20	0.35	3.05	2183	57	1761	684	0.66
138	168	30	0.33	2.37	2148	48	1282	507	0.61
190	262	72	0.23	5.65	1379	36	3762	1331	0.58
226	262	36	0.19	6.96	1109	52	4916	1844	0.60
LA OLLITA PNDH-05									
From	To	Interval	Au	Ag	Cu	Mo	Zn	Pb	Aueq
122	422	300	0.18	1.49	713	34	705	174	0.29
<i>Including</i>									
122	154	32	0.29	0.27	358	29	127	30	0.29
122	140	18	0.37	0.25	460	42	108	28	0.37
236	298	62	0.21	1.52	840	45	930	246	0.34
244	268	24	0.28	1.38	1043	42	916	244	0.41
290	298	8	0.29	2.03	878	38	1144	271	0.42
332	374	42	0.23	1.36	1151	50	821	183	0.38
384	422	38	0.26	4.67	1325	23	1761	424	0.48
388	400	12	0.29	8.65	1307	16	3651	801	0.62

Note: Gold Equivalent values are based on metal prices of \$2000/oz Au, \$4/lb Cu, \$25/oz Ag, \$20/lb Mo, 1.30/lb Zn and 1/lb Pb with 80% metallurgical recoveries assumed for all metals

COMPARISON OF USE OF PROCEEDS

The Company completed a brokered subscription receipt financing as well as a non-brokered unit financing between April 2023 and July 2023 and raised a total gross proceed of \$5,855,950. The following table compares the estimated use of net proceeds disclosed in the Company's listing application dated September 25, 2023 (and available on the Company's SEDAR+ profile) and the actual use of the proceeds as of April 30, 2024. The variances between expected use and actual use as of April 30, 2024 are because the Company actively worked on the exploration during Phase II Work Program, while monitored closely on the cash outflows related to the salaries and other publicly listed company costs.

Description of expenditure	Use of funds per Filing Statement	As at April 30, 2024
Phase I Work Program	\$ 518,200	\$ 518,200
Phase II Work Program	1,937,200	4,004,366
Salaries	460,000	269,524
Other publicly listed company costs	900,000	803,253
Miscellaneous	100,000	-
Total:	\$ 3,915,400	\$ 5,595,343



QUARTERLY FINANCIAL CONDITION

Capital Resources

In conjunction with the RTO, the Chief Financial Officer received 1,000,000 common shares and the Chief Executive Officer received 1,670,355 common shares. The Company also granted 5,300,000 stock options to its directors, officers and consultants at an exercise price of \$0.20 for a period of five years expiring on September 27, 2028.

During the nine months ended April 30, 2024, 125,000 options, 680,000 warrants and 190,982 finder's warrants were exercised at \$0.20, \$0.30 and \$0.20 respectively, resulting in gross proceeds of \$267,198.

On May 23, 2024, the Company announced the filing of a shelf prospectus supplement on a non-brokered offering consisting of up to 37,500,000 units ("Units") at \$0.08 per Unit for gross proceeds of up to \$3,000,000. Each unit will be comprised of one common share of the Company and one-half of one common share purchase warrant of the Company. Each whole warrant will entitle the holder to acquire one common share at an exercise price of \$0.12 per warrant share for a period of 24 months from the date of issuance.

The Company also announced that it had filed and obtained a receipt for a final short form base shelf prospectus with the securities regulators in British Columbia and Alberta. This filing allows the Company to make offerings of common shares (including by way of an "at-the-market distribution" in accordance with applicable securities laws), preferred shares, debt securities, subscription receipts, warrants, units or any combination thereof for up to a maximum amount of \$25 million during the twenty-five-month period over which the base shelf prospectus is effective.

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 "Plan"), the Company issued an aggregate of 3,500,000 restricted share units (the "RSUs") to Mr. Harari and the Company's non-executive directors. The RSUs issuable to Mr. Harari are subject to vesting conditions, whereby 60% will vest on the first anniversary of the grant and the balance in semi-annual installments over following year, and the RSUs issuable to the Company's non-executive directors will fully vest on the first anniversary of the grant, subject in each case to the terms of the Plan.

The Company is aware of the current conditions in the financial markets and has planned accordingly. The Company's current treasury and the future cash flows from warrants, finders' warrants, advisors' options and options, along with the planned non-brokered offering and the filed final base shelf prospectus are sufficient to carry out its activities throughout 2024 and will provide greater financial flexibility going forward. The Company would consider future equity financings if such financings are beneficial to the Company. If the market conditions change, the Company will make adjustment to its budgets accordingly.

Liquidity

As at April 30, 2024, the Company had a working capital deficiency of \$1,142,573 (July 31, 2023 – working capital of \$2,568,271). With respect to working capital deficiency, \$612,836 (July 31, 2023 - \$4,827,519) was held in cash and cash equivalents.

The decrease in cash was mainly due to (a) operating cash flows including exploration expenses totaling \$3,555,738, (b) \$822,390 used in VAT expenses, and (c) \$103,753 share issue costs while being offset by (d) \$267,198 net cash received from exercise of options, warrants and finder's warrants.



As of April 30, 2024, the Company had accounts payable of \$1,749,435 in Argentina Pesos, out of the total accounts payable of \$1,888,929. The majority of account payable was owing to a drill contractor for \$1,358,012 and a catering contractor for \$346,808. The Company is in discussions with both contractors to reach debt settlements including potential debt waivers. Subsequent to April 30, 2024, the exchange rate between the Argentina Peso and the US Dollar has substantially decreased; the Company has been holding funds in US Dollars and will be benefitted from the devaluation of the Argentina Pesos.

Operations

For the three months ended April 30, 2024 compared with the three months ended April 30, 2023:

The Company's exploration expenses amounted to \$3,471,170 (2023 - \$31,040), an increase of \$3,440,130 with the Company beginning its exploration on the Peñas Negras property during the current period.

Excluding the foreign exchange gain of \$19,291 (2023 - \$Nil) and share-based compensation of \$95,349 (2023 - \$Nil), the Company's administrative expenses amounted to \$205,033 (2023 - \$87,599), an increase of \$117,434. The changes in the administrative expenses is mostly due to: (a) accounting and audit fees of \$22,509 (2023 - \$7,572); (b) bank charges of \$64,545 (2023 - \$1,937); (c) consulting fees of \$30,801 (2023 - \$5,922); (d) legal fees of \$39,943 (2023 - \$8,498); (e) listing and filing fees of \$4,281 (2023 - \$Nil); (f) management fees of \$75,294 (2023 - \$5,440); (g) office expense of \$21,323 (2023 - \$2,809); (h) travel expense of \$30,275 (2023 - \$Nil), while being offset by (i) accrued cash bonus reversal of \$150,000 (2023 - \$Nil) due to the cancellation of cash bonus with certain officers.

During the three months ended April 30, 2024, the Company reported a net loss of \$3,752,261 (2023 - \$118,639), an increase of \$3,633,622.

For the nine months ended April 30, 2024 compared with the nine months ended April 30, 2023:

The Company's exploration expenses amounted to \$4,522,566 (2023 - \$120,836), an increase of \$4,401,730 with the Company beginning its exploration on the Peñas Negras property during the current period.

Excluding the foreign exchange gain of \$28,559 (2023 - loss of \$1,302), share-based compensation of \$471,648 (2023 - \$Nil) and one-time RTO listing expense of \$1,200,000 (2023 - \$Nil), the Company's administrative expenses amounted to \$1,606,848 (2023 - \$244,427), an increase of \$1,362,421. The changes in the administrative expenses is mostly due to the share bonus paid to the management upon the completion of the RTO (2024 - \$534,071; 2023 - \$Nil) where the CEO received 1,670,355 common shares and the CFO received 1,000,000 common shares, valued at \$334,071 and \$200,000 respectively. In addition, starting in July 2023, the two officers were paid \$15,000 per month each and such amount was reflected in the management fee in 2023 and 2024. As of April 30, 2024, the Company wrote off \$15,000 management fees owed for April 2024 to the CEO and \$30,000 management fees owed for March and April 2024 to the CFO pursuant to two debt cancellation agreements. Subsequently on June 4, 2024, the CEO agreed to waive the management fees during May, June, July and August 2024 while the CFO's management agreement was terminated.

With the Company becoming a publicly listed entity, the Company also incurred these additional expenses: (a) consulting fees of \$83,384 (2023 - \$12,383); (b) listing and filing fees of \$90,580 (2023 - \$Nil); (c) marketing expense of \$230,563 (2023 - \$56,921) and (d) travel expense of \$76,209 (2023 - \$Nil).



During the nine months ended April 30, 2024, the Company reported a net loss of \$7,735,577 (2023 – \$366,565), an increase of \$7,369,012.

Summary of quarterly results:

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

	Three months ended			
	July 31, 2023	October 31, 2023	January 31, 2024	April 30, 2024
Total revenues	\$ -	\$ -	\$ -	\$ -
Expenses	\$ 142,827	\$ 2,712,941	\$ 1,270,375	\$ 3,752,261
Comprehensive loss	\$ 143,890	\$ 2,671,146	\$ 1,430,114	\$ 3,359,258
Loss per share	\$ 0.00	\$ 0.01	\$ 0.02	\$ 0.06

	Three months ended			
	July 31, 2022	October 31, 2022	January 31, 2023	April 30, 2023
Total revenues	\$ -	\$ -	\$ -	\$ -
Expenses	\$ 182,463	\$ 170,458	\$ 77,468	\$ 118,639
Comprehensive loss	\$ 211,932	\$ 198,511	\$ 48,270	\$ 120,242
Loss per share	\$ 0.01	\$ 0.01	\$ 0.00	\$ 0.01

During the three months ended July 31, 2022, because of the winter season at the Peñas Negras property, the Company slowed down exploration work as well as administrative expense

During the three months ended October 31, 2022, the Company’s exploration work focused on analyzing the results of the earlier work done while incurring the administrative costs to support such activity.

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.



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:

For the nine months ended April 30, 2024:

	Cash payments	Shares issued	Share-based compensation	TOTAL
Hernan Vera ⁽¹⁾ Director and Chief Executive Officer	\$ 105,000	\$ 334,071	\$ 86,740	\$ 525,811
Michael Wood ⁽²⁾ Director and Chief Financial Officer	\$ 120,000	\$ 200,000	\$ 86,740	\$ 406,740
Other directors	\$ -	\$ -	\$ 65,054	\$ 65,054

Related party transactions and balances:

	Services for:	Nine months ended April 30		Amounts included in trade and other payables	
		2024	2023	As at April 30, 2024	As at July 31, 2023
Hernan Vera ⁽¹⁾	Management fee and bonus payment in shares	\$ 334,071	\$ 356,136	\$ -	\$ 2,323
Independence Fortaleza, Sociedad Limitada ⁽¹⁾	Management fee	105,000	-	-	15,000
Michael Wood ⁽²⁾	Bonus payment in shares	200,000	-	-	-
Athena Jade Limited ⁽²⁾	Management fee	120,000	-	-	15,000
Aerospace Industries Pty Ltd ⁽³⁾	Management fee	-	75,000	-	-
Total		\$ 759,071	\$ 431,136	\$ -	\$ 32,323

⁽¹⁾ Hernan Vera received 1,666,667 shares for the sale of a mineral claim in February. Mr. Vera received 1,670,355 shares as a bonus and is entitled to receive a cash bonus of \$75,000 (not paid) for completing the Transaction. Starting July 2023, Mr. Vera receives \$15,000 per month payment paid to his company Independence Fortaleza, Sociedad Limitada. On April 29, 2023, Mr. Vera entered into an agreement with the Company to waive all the outstanding compensation and bonuses up to April 30, 2024. As of April 30, 2024, the Company wrote off \$75,000 cash bonus and \$15,000 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.

⁽²⁾ Michael Wood received 1,000,000 shares as a bonus and is entitled to receive a cash bonus of \$75,000 (not paid) for completing the Transaction. Starting July 2023, Mr. Wood receives \$15,000 per month payment paid to his company Athena Jade Limited. On April 29, 2023, Mr. Wood entered into an agreement with the Company to waive all the outstanding compensation and bonuses up to April 30, 2024. As of April 30, 2024, the Company wrote off \$75,000 cash bonus and \$30,000 management fees owed for March and April 2024. On June 4, 2024, Mr. Wood's management agreement was terminated.



(3) Matt Hudson's cash payments paid to Aerospace Industries Pty Ltd., a private company owned by Mr. Hudson, during fiscal 2023. Mr. Hudson resigned from being the Chief Executive Officer effective December 31, 2022.

COMMITMENTS, EXPECTED OR UNEXPECTED, OR UNCERTAINTIES

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

On February 23, 2023, the Company signed two executive management agreements (the “Agreements”) with Hernan Vera (Chief Executive Officer) and Michael Wood (Executive Chairman and Chief Financial Officer) where Mr. Vera and Mr. Wood will each receive \$75,000 cash bonuses upon the completion of the Transaction.

On April 29, 2023, the Company amended and restated the Agreements (the “Amended Agreements”) where Mr. Vera and Mr. Wood agreed to completely waive all the outstanding compensation and wrote off the \$150,000 accrued cash bonuses.

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 April 30, 2024 and the date of this MD&A:

	Issued and outstanding	
	April 30, 2024	June 28, 2024
Common shares outstanding	66,404,420	66,404,420
Options	5,175,000	5,175,000
Warrants	13,959,875	13,959,875
Finder's / broker's warrants	1,405,683	1,405,683
Restricted share unit (RSUs)	-	3,500,000
Fully diluted common shares outstanding	86,944,978	90,444,978

QUALIFIED PERSON

David Royle (FAusIMM (CP)) supervised the preparation of and approved the scientific and technical information pertaining to Peñas Negras Project. David Royle is a qualified person as defined by National Instrument 43-101 - Standards of Disclosure for Mineral Projects.

Cautionary Statements

This document contains “forward-looking statements” within the meaning of applicable Canadian securities regulations. All statements other than statements of historical fact herein, including, without limitation, statements regarding exploration results and plans, and our other future plans and objectives, are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include, without limitation, our estimates of exploration investment, the scope of our exploration programs, and our expectations of ongoing administrative costs. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company’s documents filed. Forward-looking statements are based on the estimates and opinions of management on the date the statements are made, and we do not undertake any obligation to update forward-looking statements should conditions or our estimates or opinions change, except as required by law. Forward-looking statements are subject to risks, uncertainties and other factors, including risks associated with mineral exploration, price volatility in the mineral commodities we seek, and operational and political risks. Readers are cautioned not to place undue reliance on forward-looking statements.