CANDELARIA MINING CORPORATION

Management's Discussion and Analysis

For the three months ended July 31, 2023

(Expressed in Canadian dollars, unless otherwise noted)

September 28, 2023

For further information on the Company, reference should be made to its public filings on SEDAR+ at www.sedarplus.ca. Information is also available on the Company's website at www.candelariamining.com. This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited condensed consolidated interim financial statements for three months ended July 31, 2023, and audited consolidated financial statements for the year ended April 30, 2023, and related notes thereto which have been prepared in accordance with International Financial Reporting Standards. The MD&A contains certain forward looking statements, please review the disclaimers that are provided on the last page of the report

OVERVIEW

Candelaria Mining Corp. (the "Company"), is a British Columbia registered public company listed on the TSX Venture Exchange ("TSXV") under the trading symbol "CAND" and the OTC Best Market ("OTCQX") under the trading symbol "CDELF". The Company was incorporated under the Business Corporations Act of British Columbia on January 23, 2012. The Company's registered and records office is located at Suite 1200, 750 West Pender Street, Vancouver, BC, Canada, V6C 2T8. The address of the Company's head office is 1201 – 1166 Alberni Street, Vancouver, BC V6E 3Z3.

Candelaria Mining is a Canadian-based gold-copper exploration company with a portfolio of highly prospective projects in Mexico, one of the world's best mining jurisdictions. Candelaria currently own 100% of the Caballo Blanco and the Pinos Gold Projects.

CABALLO BLANCO DISTRICT, STATE OF VERACRUZ, MEXICO

Ownership: 100% Candelaria Mining Corp.

Background:

The Caballo Blanco licence area is located on the eastern coast of Mexico in the state of Veracruz, 65 kilometers northwest of the city of Veracruz. The most advanced project in the licence area, La Paila, was subject to a PEA in 2012 (refer NI43-101 Technical Report, May 2012, Goldgroup Mining Inc.) which envisaged a low CAPEX, conventional open pit / heap leach mining operation targeting approximately 100,000 ounces of gold production annually. Further geological and exploration works by the Company since acquiring Caballo Blanco have included an updated pit-constrained resource estimate for La Paila (refer Candelaria Mining Corp. NI43-101 Technical Report, April 2017), and additional exploration activities in the wider licence area, including at the seven additional high-priority targets in the Northern and Highway Zones.

Activities during the reporting period have included continued exploration activities in and around the priority targets within the licence area (refer below), ongoing refurbishment and upgrades to core storage facilities and other infrastructure, and continued engagement with local community groups.

Caballo Blanco is subjected to two separate underlying royalty commitments as defined below:

1) Almaden Minerals Limited retains a 1.5% NSR
2) An (arm's length) 3rd party retains an NSR as follows:
   - 1.25% NSR up to 1,000 tonnes per day
   - 1.00% NSR from 1,001 to 1,500 tonnes per day
   - 0.75% NSR from 1,501 to 10,000 tonnes per day
   - 0.5% NSR from 10,001 or more tonnes per day

Outlook:

Whilst the Company's exploration drilling permit application remains outstanding, the Company has continued surface exploration and reconnaissance throughout the licence area. This has identified further narrow vein gold targets west of La Paila, and extended knowledge of the regional geology within the licence for improved future targeting.

Further refinements have been made to the re-evaluation of the extensive geophysics dataset for the Caballo District, which identified extremely compelling potential for "giant" porphyry Cu-Au targets adjacent to and beneath the epithermal mineralisation, and amended the drill program accordingly to also test these as a priority. The work demonstrates that the Caballo Blanco licence area most likely contains the core of a large mineralised porphyry system, in addition to the range of low- and high-sulphidation epithermal gold targets already defined.

The plan for subsequent drilling will depend on discoveries made during Phase 1, but will include resource expansion drilling of La Paila to the north-east and south.

PINOS GOLD PROJECT, STATE OF ZACATECAS, MEXICO

Ownership: 100%

Background:

The Pinos property and historical mining district is located in the municipality of Pinos, Zacatecas state in north-central Mexico near the town of Pinos, Zacatecas. The property lies 405 air-kilometres northwest of Mexico City and is 67 km west-northwest of the city of San Luis Potosí, 113 km east-southeast of the city of Zacatecas, and 85 km northeast of the city of Aguascalientes. The project is located in one of the most prolific gold-silver mining trends of Mexico, the Zacatecas Trend, containing the current major mines of Minera Frisco, Fresnillo and Pan American Silver.

The Pinos Gold Project contains a compliant resource (NI43-101 Technical Report, September 2018) with significant expansion potential.

Royalties:

On November 25, 2020, the Company sold a 0.5% net smelter return ("NSR") royalty on production from the Pinos Project to Empress Royalty Corp. ("Empress") for US$750k. Empress also purchased an additional 0.5% NSR royalty from a previous royalty holder on the Pinos Project, for a total of a 1.0% NSR royalty. The Company can buyback 0.25% from Empress for US$937k.

The Pinos Project is subject to total NSR royalties of 2.0% including the two NSR royalties held by Empress.

Project Progress:

The focus of efforts within the reporting period has been to assess alternative options to access higher grade ore veins, including refurbishing existing mine shafts, and new spiral declines directly into the high-grade shoots. Detailed structural interpretations have also continued.

Outlook:

Following the conclusion of the alternative mine plan, revision to the overall project capital, construction schedule and financial models is underway. This will provide earlier access to high-grade ores, and create a more attractive lower-risk investment scenario. The Company will then continue to explore alternative funding options to enable the board to make a decision on construction at Pinos.

LIQUIDITY AND CAPITAL RESOURCES

A summary of the Company's cash position and changes in cash and cash equivalents for:

	Three months ended July 31,	
(tabled amounts are expressed in thousands of Canadian dollars)	**2023**	**2022**
Cash used in operating activities	$ (475)	$ (682)
Cash flow from investing activities	-	-
Cash flow from financing activities	-	-
Increase (decrease) in cash	(475)	(682)
Cash and cash equivalents, end of period	$ 619	$ 3,016

As at July 31, 2023, the Company's net working capital was deficit $1,304k compared to net working capital deficit of $846k as at April 30, 2023. The net working capital decreased due to corporate and exploration expenditures.

Cash outflow used in operating activities for the current period ended July 31, 2023 was lower than 2022 due to a decrease in corporate activities, offset by lower cash from working capital.

The Company's ability to continue as a going concern is dependent on the Company's ability to raise funds.

SUMMARY OF CONSOLIDATED PROFIT AND LOSS

In thousands '000	Three months ended July 31,	
	2023	2022
General and administration expenses		
Exploration expense	$ (349)	$ (418)
Consulting and professional fees	(93)	(302)
General and administration [(1)]	(25)	(173)
Stock-based compensation	(29)	(178)
	(496)	(1,071)
Other (expenses) income, net		
Foreign exchange gain (loss)	94	(30)
Finance cost	(137)	(130)
Other income	-	16
Net loss	(539)	(1,215)
Cash	$ 619	$ 3,016
Total assets	17,103	16,074
Cash dividends declared	$ 0.00	$ 0.00

(1) General and administration includes all administration expense including salary and wages, investor relations and development, regulatory and filing fees, and travel, etc.

Net loss for the three months ended July 31, 2023 was $539k, compared with $1.2 million in the comparative period in 2022. The net loss was lower than the prior year period due to efforts to reduce expenditures in the current period, resulting in a reduction in exploration expenses, consulting and professional fees, and general and administration expenses.

Stock based compensation was lower when compared with the comparative period in the prior year mainly driven by the timing of the vesting period of stock options and RSUs.

Other comprehensive income resulted from the cumulative translation adjustment from foreign exchange impact from foreign subsidiaries.

As at July 31, 2023, the Company's cash decreased when compared to the period ended July 31, 2022 due to cash flow used in operating activities.

QUARTERLY RESULTS

(Tabled amounts are expressed in thousands of Canadian dollars)	**July 31, 2023**	**Apr 30, 2023**	**Jan 31, 2023**	**Oct 31, 2022**	**July 31, 2022**	**Apr 30, 2022**	**Jan 31, 2022**	**Oct 31, 2021**
Exploration expense	$ (349)	$ (246)	$ (472)	$ (468)	$ (418)	$ (347)	$ (624)	$ (491)
Stock-based compensation	(29)	(84)	(88)	(174)	(178)	(9)	(164)	(153)
General and administration (1)	(118)	(320)	(145)	(405)	(475)	(940)	(677)	(780)
Finance cost, and other (2) (expense) income	(137)	(140)	(129)	(120)	(114)	(5,331)	77	21
Foreign exchange	94	(146)	6	(114)	(30)	(124)	(53)	36
Net income (loss)	(539)	(915)	(975)	(1,281)	(1,215)	(6,751)	(1,441)	(1,367)
Other comprehensive income (loss)	789	1,382	91	1,136	(94)	301	104	(450)
Total comprehensive loss	250	467	(884)	(145)	(1,309)	(6,450)	(1,337)	(1,817)
Basic & diluted earnings (loss) per share	0.00	(0.01)	(0.00)	(0.01)	(0.01)	(0.05)	(0.01)	(0.01)
Total assets	17,103	16,792	15,757	16,429	16,074	16,789	22,966	23,971

(1) General and administration includes all administration expense including salary and wages, investor relations and development, regulatory and filing fees, travel, professional fees and management fees, etc.
(2) Finance costs and other expenses include foreign exchange and other expenses that are not categorized.

Three months ended July 31, 2023 compared to all historical quarters

Net loss of $539k in the current quarter ended July 31, 2023 was lower in comparison with previous quarters as the Company took measures to reduce corporate expenditures relative to previous periods since the Company's $8.4 million private placement in October 2021. The net loss for the period ended April 30, 2022 was significantly higher than the other quarters due to the one-time write-off of $5.3 million in deferred charges related to the Accendo debenture.

Exploration expenses remains consistent quarter over quarter. General and administration expense has generally been on a decreasing trend since October 2021 as the Company reduces corporate activities to conserve capital for exploration.

Stock based compensation expense fluctuates due to timing of the vesting period of stock options and restricted share units.

Foreign exchange fluctuates dependent on the strength of the US dollar against the Canadian dollar.

Other comprehensive income resulted from the cumulative translation adjustment from foreign exchange impact from foreign subsidiaries.

Change in total assets

As at July 31, 2023, total assets amounted to $17.1 million.

Total assets were fairly consistent from April 30, 2022 to July 31, 2023. The significant decrease in total assets in the period ended April 30, 2022 was primarily due to the one-time write-off of $5.3 million in deferred charges related to the Accendo debenture.

SHAREHOLDER'S EQUITY

As at July 31, 2023 and as at the date of this report

Candelaria's authorized capital stock consists of an unlimited number of common shares without par value. As at July 31, 2023 and the date of this report, the Company has the following shareholder equity item outstanding:

	Stock options ('000)	RSU ('000)	Share purchase warrants ('000)	Common shares ('000)
As at July 31, 2023 and date of report	8,035	-	27,380	149,873

Stock options

Table below provides a summary of the stock options outstanding as at date of the report:

Number of options ('000s)	Number of options vested ('000s)	Weighted average remaining contractual life (years)	Exercise price	Expiry Date
2,815	2,815	1.83	$0.30	27-July-2025
1,025	1,025	2.48	$0.54	21-Mar-2026
75	75	0.09	$0.65	01-Nov-2023
4,120	1,373	3.58	$0.14	27-Apr-2027
8,035	**5,288**	**2.79**	**$0.25**	

Warrants

As at date of the report, the Company has the following share purchase warrants outstanding:

Warrants outstanding ('000)	Exercise price (CAD$)	Date of Grant	Date of Expiry
18,000	0.11	29-Jun-2020	28-Jun-2025
8,811	0.65	21-Sep-2021	21-Sept-2024
569	0.65	29-Oct-2021	29-Oct-2024
27,380	**$ 0.29**		

REGULATORY DISCLOSURES

Off balance sheet arrangements

The Company does not have any off-balance sheet arrangements as at July 31, 2023 and date of this report.

Proposed Transactions

The Company does not have any proposed transactions as at July 31, 2023 and date of this report other than as disclosed elsewhere in this document.

Financial instruments

Financial assets are classified and measured at: fair value to profit and loss ("FVTPL"), fair value to other comprehensive income ("FVOCI") and amortized cost. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. Measurement and classification of financial assets is dependent on the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset i.e. whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

The Company has classified fair value measurements of its financial instruments using a fair value hierarchy that reflects the significance of inputs used in making the measurements as follows:

> Level 1: Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
>
> Level 2: Valuation based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates;
>
> Level 3: valuation based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

The carrying value of cash and cash equivalents, other receivables and accounts payable and accrued liabilities approximate their fair values because of their short-term nature.

Financial assets at amortized cost (debt instruments)

The Company measures financial assets at amortized cost if both of the following conditions are met: the financial asset is held with the objective to collect contractual cash flows; and the contractual terms of the financial asset give rise to cash flows that are solely payments of principal and interest ("SPPI"). This is referred to as the SPPI test.

Financial assets at amortized cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Interest received is recognized as part of finance income. Gains and losses are recognized when the asset is derecognized, modified or impaired. The Company's financial assets at amortized cost include:

- cash and cash equivalents;
- other receivables;

Financial assets at FVTPL

Financial assets at FVTPL include financial assets held for trading, financial assets designated upon initial recognition at FVTPL, or financial assets mandatorily required to be measured at fair value i.e. fail the SPPI test. Derivatives are classified as held for trading unless they are designated as effective hedging instruments. Financial assets at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognized in profit or loss. An embedded derivative will often make a financial asset fail the SPPI test thereby requiring the instrument to be measured at FVTPL in its entirety. There are no assets carried at FVTPL.

Financial assets are derecognized when the rights to receive cash flows from the assets expire or the Company has transferred substantially all the risks and rewards of ownership. On derecognition, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized directly in equity is recognized in profit or loss.

Financial liabilities at FVTPL

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments that are not designated as hedging instruments. Gains or losses on financial liabilities at FVTPL are recognized in profit or loss. There are no liabilities carried at FVTPL.

Financial liabilities at amortized cost

After initial recognition, interest-bearing loans and accounts payable and accrued liabilities, and related party balances are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized, as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of comprehensive income. Gains and losses are recognized when the financial liability is derecognized.

The Company's financial liabilities at amortized cost include:

- accounts payable and accrued liabilities; and
- Caballo Blanco acquisition payable.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of new liability. The difference in the respective carrying amounts is recognized in the statement of comprehensive income or loss. The modification accounting also requires that gain or loss to be recognized in the statement of profit or loss.

Financial liabilities are derecognized when the obligation specified in the underlying contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss, unless the financial liability is settled with the Company's shares, in which case it is recognized in profit or loss or equity.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

Impairment of financial assets

The new impairment model applies to financial assets measured at amortised cost, contract assets and debt investments at FVOCI, but not to investments in equity instruments.

The Company recognizes loss allowances for expected credit losses ("ECL") on financial assets measured at amortized cost. Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECLs. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The Company considers a financial asset to be in default when:

- The borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realizing security (if any is held); or
- The financial asset is more than 90 days past due.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. 12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months). The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Fair values of financial instruments

The fair values of financial instruments are summarized as follows:

In thousands ('000)	**July 31, 2023**		**April 30, 2023**	
	Carrying value $	**Fair Value $**	**Carrying value $**	**Fair value $**
Financial assets				
Amortized cost				
Cash and cash equivalents	619	619	1,089	1,089
Other receivables	383	383	365	365
Financial liabilities				
Amortized cost				
Accounts payable & accrued liabilities	1,600	1,600	1,611	1,611
Debenture	2,073	2,073	2,018	2,018
Caballo Blanco acquisition payable	1,566	1,566	1,578	1,578

(1) The carrying value of cash, receivables and accounts payable and accrued liabilities approximates fair value due to the short-term nature of these items.

Credit Risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to significant concentrations of credit risk consist primarily of cash and cash equivalents. The Company's cash and cash equivalents are held through large Canadian financial institutions.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure. The accounts payable and income taxes payable is due within the current operating period.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows from a financial instrument will fluctuate because of changes to market interest rates. The Company is exposed from time to time to interest rate risk as a result of holding fixed income cash equivalents and investments, of varying maturities. A 1% change in market interest rates would result in no significant change in value of cash and cash equivalents or fixed income securities. The risk that the Company will realize a loss as a result of a decline in the fair value of these assets is limited as they are generally held to maturity.

Foreign Exchange Risk

The Company operates in Canada and Mexico. As a result, the Company is exposed to foreign exchange risk arising from transactions denominated in foreign currencies.

The operating results and the financial position of the Company are reported in Canadian dollars. Fluctuations of the operating currencies in relation to the Canadian dollar will have an impact upon the reported results of the Company and may also affect the value of the Company's assets and liabilities.

The Company's financial assets and liabilities as at July 31, 2023 are denominated in United States Dollars, Canadian Dollars, and Mexican Pesos, and are set out in the following table:

In thousands '000	Canadian Dollars	US Dollars	Mexican Pesos	Total
Financial assets				
Cash and cash equivalents	$ 525	$ 8	$ 86	$ 619
Other receivables	52	-	332	384
	577	8	418	1,003
Financial liabilities				
Accounts payables and accrued liabilities	(197)	(1,101)	(302)	(1,600)
Debenture	-	(1,566)	-	(1,566)
Caballo Blanco Acquisition Payable	-	(2,073)	-	(2,073)
Net financial (liabilities) assets	$ 380	$ (4,732)	$ 116	$ (4,236)

The Company's financial assets and liabilities as at April 30, 2023 are denominated in United States Dollars, Canadian Dollars, and Mexican Pesos, and are set out in the following table:

In thousands '000	Canadian Dollars	US Dollars	Mexican Pesos	Total
Financial assets				
Cash and cash equivalents	$ 1,028	$ 3	$ 58	$ 1,089
Other receivables	50	-	316	366
	1,078	3	374	1,455
Financial liabilities				
Accounts payables and accrued liabilities	(223)	(1,112)	(276)	(1,611)
Debenture	-	(1,579)	-	(1,579)
Caballo Blanco Acquisition Payable	-	(2,018)	-	(2,018)
Net financial (liabilities) assets	$ 855	$ (4,706)	$ 98	$ (3,753)

The Company's reported results will be affected by fluctuations in the US dollar to Canadian Dollar and Mexican Pesos to Canadian Dollar exchange rate. As of July 31, 2023, a 10% appreciation of the Canadian Dollar relative to the US Dollars would have decreased net financial liabilities by approximately $473k (April 30, 2023 - $471k). A 10% depreciation of the US Dollar relative to the Canadian Dollar would have had the equal but opposite effect. A 10% appreciation of the Canadian Dollar relative to the Mexican Pesos would have decreased net financial assets by approximately $12k (April 30, 2023 - $10k) and a 10% depreciation of the Mexican Peso would have had an equal but opposite effect. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risk.

The table below summarizes the maturity profile of the Company's non-derivative financial liabilities.

July 31, 2023 – in thousands ('000)	Current – within 1 year	Non-current – 1 to 5 years
Accounts payables and accrued liabilities	$ 1,600	$ -
Debenture	-	2,073
Caballo Blanco Acquisition Payable	991	575
	$ 2,591	$ 2,648

April 30, 2023 – in thousands ('000)	Current – within 1 year	Non-current – 1 to 5 years
Accounts payables and accrued liabilities	$ 1,611	$ -
Debenture	-	2,018
Caballo Blanco Acquisition Payable	1,015	563
	$ 2,626	$ 2,581

Exploration expenses

The Company has not had significant revenue from operations in either of its last financial years. The Company is primarily involved in geological exploration and resources and project development. The table below shows the significant expenditures for the current period ended July 31, 2023:

In thousands (‘000)	Caballo Blanco	Pinos	Total
Salary, consulting and administration	$ -	$ 34	$ 34
Equipment maintenance and rental	-	1	1
Concessions and permitting	249	65	314
Period ended July 31, 2023	**$ 249**	**$ 407**	**$ 349**
Project to date – July 31, 2023	**$ 5,249**	**$ 3,998**	**$ 9,247**

During the period ended July 31, 2022, the Company incurred an exploration expense on general project investigation and evaluation expense on various projects:

In thousands (‘000)	Caballo Blanco	Pinos	Total
Salary, consulting and administration	$ -	$ 103	$ 103
Equipment maintenance and rental	-	12	12
Concessions and permitting	301	2	303
Period ended July 31, 2022	**$ 301**	**$ 117**	**$ 418**
Project to date – July 31, 2022	**$ 4,174**	**$ 3,538**	**$ 7,712**

Related Party Transactions

The Company’s related parties include its subsidiaries, associates over which it exercises significant influence, and key management personnel. Transactions with related parties for goods and services are made on normal commercial terms and are considered to be at arm’s length.

The Company incurred the following expenses with related parties during the period ended July 31, 2023, 2022, are as follows:

In thousands (‘000)	Three months ended July 31,	
	2023	2022
Professional fees	$ 34	$ 192
Director’s fees	-	8
Stock based compensation	5	140

Professional fees were paid and accrued to firms of which one of the partners has been the Chief Financial Officer, Chief Executive Officer or President of the Company during 2023 and 2022.

As at July 31, 2023, the Company had amounts payable of $907k (April 30, 2023 - $907k) to these parties. These amounts are unsecured and non-interest bearing, due on demand and included in accounts payable and accrued liabilities.

Capital Risk Management

The Company manages its capital structure and makes adjustments in light of changes in its economic environment and the risk characteristics of the Company's assets. To effectively manage the entity's capital requirements, the Company has in place a planning, budgeting and forecasting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. As at July 31, 2023, the Company expects its capital resources will support its normal operating requirements, planned development and exploration of its mineral properties. There are no externally imposed capital requirements to which the Company has not complied.

Internal controls and procedures

During the period ended July 31, 2023, there has been no significant change in the Company's internal control over financial reporting since last year.

The Chief Executive Officer, President and Chief Financial Officer of the Company are responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. They are also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the Company's annual financial statements for the year ended April 30, 2023 (together the "Annual Filings"). The Chief Executive Officer and Chief Financial Officer of the Company have filed the Venture Issuer Basic Certificate with the Annual Filings on SEDAR+ at http://www.sedarplus.ca .

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the venture issuer basic certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.

Accounting estimates

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Such estimates primarily relate to share-based transaction valuations, fair values of financial instruments and the recoverability of deferred income tax assets and exploration and evaluation assets. Actual results could differ from those estimates. Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in Note 2 relating to going concern.

Significant Accounting Policies

The accounting policies applied in the preparation of these unaudited condensed interim consolidated financial statements are consistent with those applied in the audited annual financial statements for the year ended April 30, 2023 with the exception of new and mandatory adoption of certain amendments noted in Note 2 of the financial statements.

Risk and Uncertainties

The operations of the Company are speculative due to the nature of its business which is investment in the exploration and development of mining properties. These risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Company.

Operating Hazards and Risks

Exploration and development of natural resources involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of resources, any of which could result in work stoppages, damage to persons or property and possible environmental damage. Although the Company has or will obtain liability insurance in an amount which it considers adequate, the nature of these risks is such that liabilities might exceed policy limits, the liabilities and hazards might not be insurable against, or the Company might not elect to insure itself against such liabilities due to high premium costs or other reasons, in which event the Company could incur significant costs that could have a material adverse effect upon its financial condition.

Title to Assets

Although the Company has or will receive title options for any concessions in which it has or will acquire a material interest, there is no guarantee that title to such concessions will be not challenged or impugned. In some countries, the system for recording title to the rights to explore, develop and mine natural resources is such that a title opinion provides only minimal comfort that the holder has title. Also, in many countries, claims have been made and new claims are being made by aboriginal peoples that call into question the rights granted by the governments of those countries.

The successful exploration and development of the Company's properties is dependent on support from local communities. A community agreement may be required to permit the Company to conduct exploration activities on its projects. There is no assurance that such an agreement can be reached or, if reached, subsequently renewed or extended. The Company is committed to working in partnership with its local communities in a manner which fosters active participation and mutual respect. The Company works towards minimizing negative project impacts, encouraging certain joint consultation processes, addressing certain decision-making processes and towards maintaining meaningful ongoing dialogue. The Company regularly consults with the communities close to its exploration and development activities.

Management

The Company is dependent on a relatively small number of key employees, the loss of any of whom could have an adverse effect on the Company.

Requirement of New Capital

As an early exploration/development company, the Company typically needs more capital than it has available to it or can expect to generate through the sale of its products. In the past, the Company has had to raise, by way of debt and equity financing, considerable funds to meet its capital needs. There is no guarantee that the Company will be able to continue to raise funds needed for its business. Failure to raise the necessary funds in a timely fashion will limit the Company's growth. It is the intention of the Company to invest in cash-flowing assets, to migrate the business into a situation where the need to raise capital on the markets for continued operation is reduced over time.

Metals Pricing Risk

The feasibility of the Company's mineral exploration and development is significantly affected by changes in the market price of gold and silver. Gold prices fluctuate widely and are affected by numerous factors beyond the Company's control. The level of interest rates, the rate of inflation, world supply of gold and stability of exchange rates can all cause significant fluctuations in gold prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems and political developments.

Risk of Foreign Operations

In Mexico, the jurisdiction in which the Company has its operations and mineral properties is subject to various political, economic and other uncertainties, including the risks of civil unrest, expropriation, nationalization, renegotiation or nullification of existing concessions, licenses, permits, approvals and contracts, and changing political conditions. In addition, in the event of a dispute arising from foreign operations, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdiction of courts in Canada. It is not possible for the Company to accurately predict such developments or changes in laws or policy or to what extent any such changes may have a material adverse effect on the Company's operations.

Other *Significant* Risks

In addition to the foregoing, the Company's business risks include operating hazards, environmental and other government regulations, collection risk related to IVA, competition in the marketplace, and the market for our securities. Its properties are located in Mexico and are subject to the laws and regulations of that country. The Company carries on its exploration activity outside of Canada. Accordingly, it is subject to the risks associated with the fluctuation of the rate of exchange of the Canadian dollar and foreign currencies, in particular the US dollar and the Mexican pesos. Such fluctuations may materially affect the Company's financial position and results.

Also, please refer to the "Cautionary Statement on Forward-Looking Information" at the end of the MD&A.

FORWARD-LOOKING STATEMENT

This MD&A contains forward-looking statements that involve risks and uncertainties, which may cause actual results to differ materially from the statements made. When used in this document, the words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions are intended to identify forward-looking statements. Such statements reflect our current views with respect to future events and are subject to such risks and uncertainties. Many factors could cause our actual results to differ materially from the statements made, including those factors discussed in filings made by us with the Canadian securities regulatory authorities. Should one or more of these risks and uncertainties, such as the actual results of current exploration and development programs, the general risks associated with the mining industry, the price of gold and other metals, reduced funding, currency and interest rate fluctuations, increased competition and general economic and market factors, occur or should assumptions underlying the forward-looking financial statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated or expected. We do not intend and do not assume any obligation to update these forward-looking statements, except as required by law. Shareholders are cautioned not to put undue reliance on such forward-looking statements.

This MD&A has been approved by the Board of Directors of the Company, and contains certain information that is current to the date of the report. Events occurring after that date could render the information contained herein inaccurate or misleading in a material respect. The Company may, but is not obligated to, provide updates to forward-looking statements, including in subsequent news releases and its annual and interim MD&A as filed with regulatory authorities. Additional information relating to the Company is available on the System for Electronic Document Analysis and Retrieval ("SEDAR+") at http://www.sedarplus.ca.

Qualified person

Mr. Jim Cuttle, B.Sc, P.Geo. a qualified person as defined in National Instrument 43-101, has reviewed, and approved the technical information related to Caballo Blanco in this report.

Mr. Jose Antonio Olmedo, Eng. Geol. MSc. is an Independent Consultant, located in Mexico City, Mexico, who is an "Independent Qualified Person" as defined by NI 43-101 and the lead person responsible for completing the Pinos resource and has reviewed this report as it relates to the Pinos project.

Mr. David Salari, P.Eng. of DENM Engineering Ltd. located in Oakville, Ontario, Canada who is an "Independent Qualified Person" as defined by NI 43-101 and the lead person responsible for reviewing the metallurgical work for the Pinos resource and has reviewed this report as it relates to the Pinos project and has overseen the metallurgical and recovery methods and infrastructure.