

TINKA RESOURCES LIMITED

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED SEPTEMBER 30, 2024

This discussion and analysis of financial position and results of operation is prepared as at January 28, 2025 and should be read in conjunction with the unaudited condensed consolidated interim financial statements and the accompanying notes for the years ended September 30, 2024 and 2023 of Tinka Resources Limited (the "Company" or "Tinka"). The following disclosure and associated financial statements are presented in accordance with IFRS Accounting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis ("MD&A") are quoted in Canadian dollars.

Forward-Looking Statements

Certain information in this MD&A may constitute forward-looking statements or forward-looking information within the meaning of applicable securities laws (collectively, "Forward-Looking Statements"). All statements, other than statements of historical fact that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future are Forward-Looking Statements. Forward-Looking Statements are often, but not always, identified by the use of words such as "seek," "anticipate," "believe," "plan," "estimate," "expect," and "intend" and statements that an event or result "may," "will," "can," "should," "could," or "might" occur or be achieved and other similar expressions. Forward-Looking Statements are based upon the opinions and expectations of the Company based on information currently available to the Company. Forward-Looking Statements are subject to a number of factors, risks and uncertainties that may cause the actual results of the Company to differ materially from those discussed in the Forward-Looking Statements including, among other things, the Company has yet to generate a profit from its activities; there can be no guarantee that the estimates of quantities or qualities of minerals disclosed in Tinka's public record will be economically recoverable; uncertainties relating to the availability and costs of financing needed in the future; successful completion of planned drill program; competition with other companies within the mining industry; the success of the Company is largely dependent upon the performance of its directors and officers and Tinka's ability to attract and train key personnel; changes in world metal markets and equity markets beyond Tinka's control; mineral reserves are, in the large part, estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized; production rates and capital and other costs may vary significantly from estimates; unexpected geological conditions; the political environment in which the Company operates continuing to support the development and operation of mining projects; risks related to negative publicity with respect to the Company or the mining industry in general; the threat associated with outbreaks of viruses and infectious diseases; delays in obtaining or failure to obtain necessary permits and approvals from government authorities; community relations; timing and successful completion of the PEA, the preliminary nature of a preliminary economic assessment and the Company's ability to realize the results of any assessment; all phases of a mining business present environmental and safety risks and hazards and are subject to environmental and safety regulation, and rehabilitation and restitution costs; and management of Tinka have experience in mineral exploration but may lack all or some of the necessary technical training and experience to successfully develop and operate a mine. Although Tinka believes that the expectations reflected in the Forward-Looking Statements, and the assumptions on which such Forward-Looking Statements are made, are reasonable, there can be no assurance that such expectations will prove to be correct. Readers are cautioned not to place undue reliance on Forward-Looking Statements, as there can be no assurance that the plans, intentions or expectations upon which the Forward-Looking Statements are based will occur. Forward-Looking Statements herein are made as at the date hereof, and unless otherwise required by law, Tinka does not intend, or assume any obligation, to update these Forward-Looking Statements.

This MD&A makes reference to certain non-IFRS measures. These measures are not recognized measures under IFRS, do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of our results of operations from management's perspective. Accordingly, they should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS. We use non-IFRS measures to provide investors with supplemental measures of our operating performance and thus highlight trends in our core business that may not otherwise be apparent when relying solely on

IFRS financial measures. We also believe that securities analysts, investors and other interested parties frequently use non-IFRS measures in the evaluation of issuers.

All of the Company's public disclosure filings, including its most recent management information circular, material change reports, press releases and other information, may be accessed via www.sedarplus.com or the Company's website www.tinkaresources.com and readers are urged to review these materials, including the technical reports filed with respect to the Company's mineral properties.

Company Overview

Tinka is a junior mineral exploration company focussed on the acquisition and exploration of base and precious metal mineral properties in Peru, with the aim of developing these properties to a stage where they can be exploited at a profit or arranged for joint venture whereby other companies can provide funding for development. The Company's flagship property is the 100%-owned Ayawilca polymetallic zinc-tin-silver-lead project ("Ayawilca" or the "Project") located 200 kilometres northeast of Lima in the Pasco region of central Peru.

Ayawilca consists of three mineral deposits each with separate Mineral Resource estimates (the "Zinc Zone", "Tin Zone", and "Silver Zone"). In late February 2024 the Company announced an updated Preliminary Economic Assessment ("PEA") for the Project including an updated Mineral Resource estimate for Ayawilca.

The Company is also exploring for copper and gold at the Silvia property adjacent to Ayawilca.

Updated Ayawilca 2024 PEA - Highlights:

- After-tax Net Present Value ("NPV") at 8% discount of US \$434 million (pre-tax NPV_{8%} US \$732 million) and after-tax Internal Rate of Return ("IRR") of 25.9% (pre-tax IRR of 34.8%).
- Payback period after-tax of 2.9 years (pre-tax payback of 2.4 years).
- Long 21-year life of mine ("LOM") for a 2.0 million tonnes per annum (Mtpa) zinc-silver-lead operation with 15-years of tin production at 0.3 Mtpa.
- Metals prices assumed for the PEA were US \$1.30 / pound zinc, US \$1.00 / pound lead, US \$ 11.00 / pound tin, and US \$ 22.00 / ounce silver.
- Project is strongly leveraged to zinc price - a 25% increase in the base case zinc price (from US \$1.30 to US \$1.625 / pound) results in an after-tax NPV_{8%} of US \$741 million.
- Average annual metal production (in concentrate) of 200 million pounds of zinc (90,000 tonnes Zn), 3.26 million pounds of tin (1,500 tonnes Sn), 560,000 ounces of silver and 5.7 million pounds of lead (2,590 tonnes Pb).
- Compact mine footprint and planned use of filtered tailings technology considered to be the lowest risk and most water-efficient solution for tailings storage, with 40% of tailings to be stored underground as backfill.

A technical report in accordance with National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("NI 43-101") released on April 15, 2024 was prepared by independent consulting firm SRK Consulting (UK) ("SRK") and available [here](#). SLR Consulting (Canada) Ltd ("SLR") prepared the Mineral Resource estimate for the Ayawilca deposits. Specific subject matter expertise was provided by Transmin Metallurgical consultants ("Transmin"), Envis Peru S.A.C. ("Envis") and MineFill Services ("MineFill").

Note: The PEA is preliminary in nature and includes Inferred Mineral Resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as Mineral Reserves, and there is no certainty that the results of the PEA will be realized. Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability.

As of the date of this MD&A, the Company has not earned any production revenue, nor found any proven reserves on any of its properties. The Company trades on the TSX Venture Exchange ("TSXV") as a Tier 1 issuer, under the symbol "TK", on the OTCQB under the symbol "TKRFF", on the Lima Stock Exchange under the symbol "TK", and on the Frankfurt Exchange under the symbol "TLD".

Directors and Officers

As at the date of this MD&A, the Company's Directors and Officers are as follows:

| | |
|-------------------|-----------------------------------------------------------|
| Dr. Graham Carman | - President, Chief Executive Officer ("CEO") and Director |
| Ben McKeown | - Non-executive Chairman and Director |
| Nick DeMare | - Chief Financial Officer ("CFO") and Director |
| Mary Little | - Director |
| Pieter Britz | - Director |
| Raul Benavides | - Director |
| Jones Belther | - Director |
| Mariana Bermudez | - Corporate Secretary |

Exploration Projects, Peru

Introduction

As at the date of this MD&A, Tinka holds 77 granted mining concessions in central Peru covering 28,915 hectares (289 km²) held by two 100%-owned subsidiary companies. Tinka Resources S.A.C. holds 59 granted mining concessions covering 16,809 hectares at the Company's Ayawilca Project in the Department of Pasco. Darwin Peru S.A.C. holds 18 granted mining concessions covering 12,106 hectares including the Silvia Project in the Department of Huanuco which comprises of 16 granted concessions for 10,906 hectares.

Ayawilca Project

Current Activities at Ayawilca

A drill program to extend the resources at East Ayawilca is planned for first half of calendar 2025, subject to the successful completion of an equity financing which is in progress. The Company is planning for the drill program to be carried out in 2025.

In December 2024, Tinka completed a detailed review of the geological controls to the zinc-silver-lead mineralization at Ayawilca. This work was largely driven by the most recent drill program completed during 2023, which resulted in a major reinterpretation of the geometry of the Ayawilca mineralization and a revised Mineral Resource estimate disclosed in January 2024. At the West Ayawilca area in particular, the largest of the zinc deposits at the project, the geological model was modified from stacked horizontal lenses (pre-2022) to vertically-orientated sulphide bodies or 'pipes' in the 2024 resource model. As part of our Q4 2024 geological review, we extended those assumptions to the entire Ayawilca deposit including mineralized zones outside of the Mineral Resource. Many of the key drill holes were relogged, and some of the geophysical data was also remodelled.

The outcome of this geological review was a new structural interpretation for the Ayawilca deposit, as well as a re-ranking of drill targets at the project. The review uncovered new opportunities for additional discoveries, and we believe has increased the potential for resource expansion at the project.

Drill targeting for 2025

The East Ayawilca area, last drilled in 2015, is the highest ranked drill target for additional high-grade zinc-silver mineralization. Hole A14-18, drilled in 2014, returned two promising high-grade intersections: 21 metres @ 6.1% Zn, 0.2% Pb and 13 g/t Ag from 331 metres depth, and 37 metres @ 6.1% Zn, 0.4% Pb, 10 g/t Ag from 375 metres depth. As a result of the Company's detailed geological review as described above, we believe this hole has not been adequately followed up with other drill testing. The nearest significant resource intersections from A14-18 are some 200 m away, while there remains large areas of untested adjacent ground for resource expansion potential.

Other targets identified at Ayawilca could also add significant upside to the project in future drill programs. The Silver Zone is a steep-dipping silver-rich epithermal vein system located on the edge of the South Ayawilca zinc sulphide body. Mineralization remains open in all directions, including up-dip and down-dip of previous silver intercepts (including 12 m at 781 g/t Ag & 5.2% Zn+Pb). There exists the potential for vein-style silver mineralization

to be hosted in the sandstones which overly the limestone (the host rock which was targeted in past drilling campaigns) within 200 metres from surface.

The Tin Zone at Ayawilca also remains open at depth along the probable ‘feeder structure’ (i.e., the 060 Fault), a NE-trending fault that is believed to control the formation of the deposit. The Tin Zone lies at the central core of the Ayawilca deposit, which formed at a higher temperature and deeper depth than the Zinc Zone mineralization. Several holes ended still within the Tin Zone mineralization envelope, close to the probable feeder structure and none of these holes were followed up to test the depth extension of the Tin Zone. One example, hole A13-011, ended in stockwork tin and copper mineralization (16 m @ 1.0% tin and 0.7% copper to the end of the hole).

Silvia Project

The Silvia Project consists of 16 granted concessions for 10,906 hectares, located in the region of Huanuco 30 km west of the Ayawilca project. The Silvia project was acquired from BHP for a 1% NSR royalty and a one-time cash payment. No previous drilling is known on any of the properties.

At the Silvia NW prospect, copper-gold bearing skarn outcrops occur sporadically over an area covering approximately 4 km² associated with various diorite and granodiorite intrusions and dikes. The largest of the continuously outcropping areas of skarn, “Area A”, covers an area of around 500 metres by 100 metres in the base of a glaciated valley with the walls of the valley covered with scree. Surface channel samples up to 2.7% copper and 22 g/t gold over 2 metres were reported, with a single channel sample returning 46 metres grading 0.8% copper and 1.9 g/t gold - [news release Nov 10/21](#). Tinka carried out a drone magnetic survey in 2024 to follow up on this surface mineralization, and several magnetic anomalies resulted interpreted to be either associated with buried intrusions or are magnetic skarns.

During the December 2024 quarter, an access agreement was negotiated and finalized with the key local community for a future drill program to test the copper-gold skarn target at Silvia NW. The Company received in early 2024 an approved environmental drilling permit (“DIA”) from the Peruvian authorities to drill from more than 20 platforms. Tinka is now preparing a permit to initiate drilling activities (“inicio de actividades”). Final approval for drilling activities is expected to be granted by Q2 2025.

Pampahuasi Property

The Pampahuasi property consists of two granted mining concessions for 1,200 hectares held by Darwin Peru S.A.C., located in the Department of Huancavelica 300 km southeast of Lima. The area is prospective for epithermal vein gold and silver mineralization.

The geology at Pampahuasi consists of andesite volcanics of Miocene age which have been intruded by a dacite dome complex elongated in a north-south direction. Hydrothermal alteration (silicification and argillic alteration) occurs along the contact and within the dacite for a strike length of 3km and up to 250 m wide. The intensity of alteration is variable, however sheeted quartz veins orientated northeast within the zone of alteration are gold bearing. The higher gold grades come from two areas each with target sizes of around 500 metres by 200 metres. Previous channel sampling from the Pampahuasi alteration area returned the following highlights:

- 2.0 metres grading 6.7 g/t gold and 6 g/t silver;
- 4.0 metres grading 2.2 g/t gold and 2 g/t silver;
- 0.5 metres grading 3.5 g/t gold and 61 g/t silver.

Previous sampling from the northern part of the areas including the following highlights:

- 3.0 metres grading 3.6 g/t gold and 2 g/t silver;

No additional work was carried out during the reporting quarter. The Company is considering the approach for future exploration, including farm-out opportunities.

Ayawilca - Updated Preliminary Economic Assessment

A summary of the key financial information for the updated PEA is provided in Table 1. A Life of Mine (“LOM”) operating summary for the updated PEA is provided in Table 2.

Table 1. PEA Summary

| Financial Summary – Base Case | Pre-tax | After-tax |
|---------------------------------------------------------|--------------------|--------------------|
| NPV (8% discount rate) | US \$731.7 million | US \$433.5 million |
| IRR | 34.8% | 25.9% |
| Payback period | 2.4 years | 2.9 years |
| Pre-production capital expenditure (Capex) ¹ | | US \$382 million |
| Sustaining Capex | | US \$313 million |
| LOM Capex | | US \$695 million |
| C1 Cash Cost / Pound of Payable Zinc | | US \$0.55 |
| AISC / Pound of Payable Zinc | | US \$0.68 |
| Closure Cost | | US \$20 million |

Notes: ¹ Includes contingencies of US \$76 million.

Table 2. LOM Operating Summary for the updated PEA with Metal Prices assumptions

| Operating Summary | Value |
|----------------------------------------------------|----------------------|
| Operating days per year | 360 days/year |
| Processing plant throughput Zn/Ag/Pb | 2.0 Mtpa |
| Processing plant throughput Sn | 0.3 Mtpa |
| Average annual zinc concentrate production | 180,000 dmt/year |
| Average annual tin concentrate production | 3,000 dmt/year |
| Average annual lead-silver concentrate production | 5,500 dmt/year |
| Average annual silver in lead concentrate | 0.56 million oz/year |
| Total LOM zinc in concentrate | 1.9 million tonnes |
| Net Smelter Return from zinc and lead concentrates | US \$4,000 million |
| Net Smelter Return from tin concentrate | US \$460 million |
| Mining costs (including backfill) | US \$16.88/t |
| Processing costs Zn/Ag/Pb | US \$11.00/t |
| Processing costs Sn | US \$23.63/t |
| Tailings | US \$0.94/t |
| G&A costs | US \$6.23/t |
| LOM Average Operating Cost (Zn/Ag/Pb) | US \$35.06/t |
| LOM Average Operating Cost (Sn) | US \$47.68/t |

Notes: dmt = dry metric tonne

Numbers may not add due to rounding.

| Base Case Metal Prices & Exchange Rate Assumptions | Value |
|---------------------------------------------------------------|-----------------------------|
| Zinc Price | US \$1.30/lb |
| Lead Price | US \$1.00/lb |
| Silver Price | US \$22/oz |
| Tin Price | US \$11.00/lb |
| NSR Cut-off value - Zinc Zone and Silver Zone | US \$60/t |
| NSR Cut-off value - Tin Zone | US \$80/t |
| Exchange Rate - Peruvian SOL/USD | 3.70 |
| Total LOM tonnage processed | 45.55 million tonnes |
| Mine Life Zn/Ag/Pb | 21 years |
| Mine Life Sn | 15 years |

Mining

The Ayawilca Project is planned as an underground mine operation. For the purposes of the PEA, the Zinc Zone (together with the Silver Zone) will be mined at a rate of 2.0 Mtpa, whilst the Tin Zone will be mined at a rate of 0.3

Mtpa. Mining of both zinc and tin zones commence together with each feeding separate processing plants. The LOM is 21 years for the Zinc Zone and 15 years for the Tin Zone. Mining in the Zinc and Tin Zones will utilize a long hole open stopping (“LHOS”) method in a transverse direction with level spacing ranging from 15 to 20 m. The Silver Zone uses LHOS in a longitudinal direction at a 20 m level spacing. A top-down overhand mining sequence is applied, working on top of paste-fill between sill pillars which are recovered. Three declines are planned from surface, initially two declines to access the South, Silver, and West areas and in later years the Central and East areas will be accessed by a third decline. The Tin Zones are also accessed through these planned declines.

Production is assumed to commence following 18 months of construction and commissioning. The mine plan for the Zinc and Silver Zones is based on mining a total of 41.2 million tonnes grading 5.02% Zn, 17.3 g/t silver and 0.19% lead over a 21-year LOM using an NSR cut-off of US \$60/t. The Tin Zone is based on mining a total of 4.32 million tonnes grading 0.92% tin over a 15-year LOM using an NSR cut-off of US \$80. The mill feed will be trucked to the surface via multiple ramp systems connecting the three mine portals to the underground infrastructure and accessing production areas starting at the South and West areas of the Zinc Zone, the Silver Zone, and the high recovery area of the Tin Zone.

Metallurgy and Processing

Processing of the zinc-rich mineralization will be through a conventional crushing and grinding circuit followed by froth flotation, concentrate thickening and filtration. Metallurgical test work indicates a zinc concentrate grading 50% zinc can be produced from Zinc and Silver Zones with 92% of the zinc in the Zinc Zone recovered to the zinc concentrate ([see news release of June 5, 2019](#)), and 87% of the zinc in the Silver Zone recovered to the zinc concentrate. The lead concentrate is expected to contain 47% lead and average 3,140 g/t silver over the LOM. Based on preliminary metallurgical test work, 45% of the silver in the Zinc Zone is expected to report to the lead concentrate and be payable, while 40% of the silver is expected to report to the zinc concentrate and not be payable. In the Silver Zone, 85% of the silver (and 85% of the lead) is expected to report as a credit to a commercial lead concentrate. The zinc concentrate is expected to be a marketable concentrate with no deleterious elements other than an iron penalty. Concentrate grade assumptions and recoveries for the principal metals in the Zinc and Silver Zones are summarized in Table 3 below.

Table 3. LOM Head Grades and Metallurgical Recoveries for the Zinc-Silver-Lead Circuit

| Product | Zinc/Silver-Lead Concentrates Average Grade LOM | | | | Metallurgical Recoveries (%) ¹ | | |
|------------------|-------------------------------------------------|----------|--------------------|-------------------|-------------------------------------------|-------|--------|
| | Zinc (%) | Lead (%) | Silver (g/t) | Av. NSR (US \$/t) | Zinc | Lead | Silver |
| Feed grade | 5.02 | 0.19 | 17.3 | 99 | | | |
| Zinc Concentrate | 50.0 | 0 to 0.1 | 0-100 | | 92/87 | 0 | 40/0 |
| Lead Concentrate | 4.0 | 47 | 3,140 ² | | 0 | 70/85 | 45/85 |

¹ First number relates to recovery in Zinc Zone and second number to Silver Zone

² Silver concentrate grades were calculated for the PEA and range from 897 to 5,849 g/t

The first 200,000 wmt/a of zinc concentrates are assumed to be delivered directly to a local refinery (around 90% of LOM production); the balance is assumed to be sold to refineries in east Asia. The zinc concentrate also contains high indium (around 650 ppm In) and receives a US \$20/dmt credit in concentrate shipped to Asia. All of the silver-lead concentrates are assumed to be sold overseas. Off-site charges include transport costs, treatment charges, refining charges, and iron penalties at refinery are summarized below in Table 4.

Table 4. LOM Head Grade and Metallurgical Recovery for the Tin Circuit

| Product | Average Grade LOM | | Metallurgical Recoveries (%) | |
|-----------------|-------------------|-------------------|------------------------------|------------|
| | Tin (%) | Av. NSR (US \$/t) | Tin - Coarse | Tin - Fine |
| Feed grade | 0.92 | 106 | 90 | 50 |
| Tin Concentrate | 50.0 | | | |

Initial metallurgical testwork indicates that a tin concentrate grading 50% with 90% recovery can be produced from the high recovery (i.e., coarse tin) part of the Tin Zone, and a tin concentrate grading 50% with 50% recovery can be produced from the lower recovery (i.e., fine tin) part of the Tin Zone. The coarse tin represents 19% of the overall tin feed. The tin concentrates are anticipated to have markets in Asia and therefore all of the tin concentrate produced is

assumed to be shipped overseas. Off-site charges include transport, treatment charges, refining charges, and penalties at refinery and summarized below in Table 5.

Table 5. Off-Site Charges

| Description | Zinc Concentrate | Silver-Lead Concentrate | Tin Concentrate |
|--------------------------------------|------------------|-------------------------|-----------------|
| Transport to Port/Local refinery | US \$40/wmt | US \$40/wmt | US \$40/wmt |
| Port Charges | US \$25/wmt | US \$50/wmt | US \$50/wmt |
| Shipping to overseas smelter (FOB) | US \$45/wmt | US \$15/wmt | US \$15/wmt |
| Local refinery Treatment Charge (TC) | US \$220/dmt | - | - |
| Overseas Treatment Charge (TC) | US \$220/dmt | US \$50/dmt | US \$750/dmt |
| Ag Refining Charge (RC) | - | US \$0.80/oz | - |
| Indium Credit (Overseas only) | US \$20.00/dmt | - | - |
| Sulphur Penalty | - | - | US \$75/dmt |
| Iron Penalty | US \$7.50/dmt | - | 0.7 units |

Notes: wmt = wet metric tonne. dmt = dry metric tonne

For silver-lead concentrates grading less than 2,500 g/t Ag, treatment charge is \$150/dmt and refining charge is \$1.00/oz Ag.

Approximately 60% of the tailings will be thickened and filtered for dry stack tailings disposal. The remaining 40% will be prepared as pastefill and reticulated to the underground mine to be used as structural backfill.

Infrastructure

Access

There is a good existing road network from the Project to the coast of Peru. The Project lies approximately 250 km from the Port of Callao and a zinc refinery. The road leaving the Project is an all-weather gravel road that crosses the high central Andes for about 60 km before joining a bitumen road to the coast and then to the Port of Callao via the Pan-American highway. The Cajamarquilla zinc refinery is situated on the eastern outskirts of the city of Lima with good access from the highway.

Tailings and Mine Waste Management

The tailings and mine waste concept for the Ayawilca PEA is based on a commitment to implementing best available practices and best available technologies, as described in the International Council of Mining and Metals (“ICMM”) Global Industry Standard for Tailings Management. The location of the TSF has been selected to minimize any potential risks for downstream areas. It is envisaged that:

- 100% of mine waste rock and 40% of tailings production will be re-used as underground mine backfill.
- On-surface tailings will be processed as filtered tailings and stacked at a secure and prepared facility. This method will reduce the environmental footprint and the risk of failure and the attendant environmental impacts, while also minimizing water consumption.
- The filtered tailings facility has been located adjacent to the process plant area, minimizing the haul distance for the tailings and reducing environmental and social impacts.

Power

A new electricity substation is currently under construction 4.7 km from Ayawilca by a third-party mining company. The Project will include construction of a transmission line from this substation to a substation at Ayawilca. Tinka has received approval of a pre-operation environmental study (“EPO”) for a power supply through a substation at Ayawilca. Ayawilca is now planned to become connected to the national electrical grid.

Capital and Operating Costs

The major components of the initial capital expenditure of US \$382 million include US \$89.4 million for the zinc-silver-lead processing plant, US \$29.0 million for the tin processing plant, US \$34.0 million for on-site infrastructure, US \$56.6 million for mine equipment and underground pre-production development, US \$17.8 million for site preparation of the filtered tailings storage facility and related mobile equipment, \$15.5 million for the pastefill plant,

US \$52.4 million for other surface facilities, and US \$45.0 million other costs including indirects and owners costs. Contingency in the initial capital totals US \$76.2 million. Total sustaining capital is US \$313.1 million over the 21-year mine life. The major components of sustaining capital are US \$176.3 million for mining equipment (including major components and rebuilds) and materials handling, US \$49.8 million for mine development, ventilation and water management, US \$46.0 million for tailings management. Contingency in sustaining capital totals US \$40.8 million.

The estimated capital costs, over the life of the Project, are as follows in Table 6.

Table 6. Capital Costs Summary

| Capital Cost Item | Initial (US \$M) | Sustaining (US \$M) | LOM Total (US \$M) |
|-------------------------------|-----------------------------|--------------------------------|-------------------------------|
| Mining & mine development | 56.6 | 226.3 | 282.9 |
| Process plant – Zn/Ag/Pb | 89.4 | - | 89.4 |
| Process plant - Sn | 29.0 | - | 29.0 |
| Pastefill plant | 15.5 | - | 15.5 |
| Tailings | 17.8 | 46.0 | 63.7 |
| Other surface facilities | 52.4 | - | 52.4 |
| Subtotal | 261.7 | 272.2 | 534.0 |
| Other indirects | 34.7 | - | 34.7 |
| Owner's costs | 10.3 | - | 10.3 |
| Contingency | 76.2 | 40.8 | 117.0 |
| TOTAL PROJECT (US \$M) | 381.8 | 313.1 | 694.9 |
| CLOSURE COSTS (US \$M) | | | 19.5 |

Note: Numbers may not add due to rounding

The estimated operating costs, over the life of the Project, are as follows in Table 7.

Table 7. Operating Costs per Mining Method for the Zinc and Tin Plants

| Operating Cost Item | US \$/t Processed | | |
|----------------------------|--------------------------|------------------|----------------------------------------|
| | Zinc Plant | Tin Plant | Weighted Average Zinc + Tin |
| Mining | 13.15 | 13.15 | 13.15 |
| Backfill | <u>3.73</u> | <u>3.73</u> | <u>3.72</u> |
| Sub-total | 16.88 | 16.88 | 16.88 |
| Processing | 11.00 | 23.63 | 12.20 |
| Tailings | 0.94 | 0.94 | 0.94 |
| G&A | 6.23 | 6.23 | 6.23 |
| TOTAL PROJECT | 35.06 | 47.68 | 36.25 |

Note: Numbers may not add due to rounding

Sensitivities

The Ayawilca Project is strongly leveraged to zinc and to a lesser extent tin and silver prices. A 25% increase on the base case zinc price (from US \$1.30 to US \$1.625) results in an after-tax NPV_{8%} of US \$741 million. A 25% increase on the base case tin price (from US \$11.00 to US \$13.75) results in an after-tax NPV_{8%} of US \$472 million.

Opportunities and Exploration Potential

The Ayawilca deposit has not been fully delineated by exploration drilling, and several of the zones remain open along strike and at depth. Opportunities for additional value at Ayawilca not captured in the PEA include, but are not limited to:

- Potential to extend the Zinc Zone deposits to depth at East and West areas with more drilling.
- Potential to extend the Tin Zone to depth at the Central area, in particular into a steeply-dipping structure known as the “060 Fault” which is interpreted as a feeder structure.
- Potential to extend the Silver Zone along strike and at depth – only 500 m of strike length is tested to date.

- Optimization of zinc recovery to a zinc concentrate (currently 92%) and silver recovery to a silver-lead concentrate in the Zinc Zone (currently 45%) with more metallurgical test work.
- Optimization of tin recovery to a tin concentrate from the low recovery domain (currently 50%) with more metallurgical testwork.

Mineral Resource Estimation

The Ayawilca Project Mineral Resource estimate for the Zinc Zone, Silver Zone, and Tin Zone is summarized in Table 8, Table 9, and Table 10, respectively, as estimated by SLR Consulting (Canada) Ltd (“SLR”). For the purposes of demonstrating ‘Reasonable Prospects for Eventual Economic Extraction’ (“RPEEE”), Mineral Resources are constrained within underground reporting shapes generated in Deswik Stope Optimizer (“DSO”) using a minimum mining width of three metres and an NSR cut-off value of \$ 50/t for the Zinc and Silver Zones and \$ 60/t for the Tin Zone. Canadian Institute of Mining, Metallurgy and Petroleum (“CIM”) Definition Standards for Mineral Resources and Mineral Reserves dated May 10, 2014 (“CIM (2014)”) definitions are used for classification of Mineral Resources. The Tin Zone, Zinc Zone and Silver Zone resources do not overlap.

To satisfy RPEEE for an underground mining scenario, Tinka is reporting Mineral Resources within potentially mineable shapes (i.e., stopes) thereby demonstrating the spatial continuity of the mineralization. Where the potentially mineable volumes (i.e., stopes) contain smaller zones of mineralization with values below the stated cut-off, this lower grade material is included in the Mineral Resource estimate.

The Mineral Resources estimate as at January 1, 2024, contains the following:

- Indicated Zinc Zone Mineral Resource of 28.3 Mt grading 5.82% zinc, 16.4 g/t silver, 0.2% lead & 91 g/t indium containing:
 - 3.64 billion pounds of zinc;
 - 14.9 million ounces of silver;
 - 108 million pounds of lead; and
 - 2,582 tonnes of indium.
- Inferred Zinc Zone Mineral Resource of 31.2 Mt grading 4.21% zinc, 14.5 g/t silver, 0.2% lead & 45 g/t indium containing:
 - 2.90 billion pounds of zinc;
 - 14.6 million ounces of silver;
 - 133 million pounds of lead; and
 - 1,414 tonnes of indium.
- Inferred Silver Zone Mineral Resource of 1.0 Mt grading 111.4 g/t silver, 1.54% zinc, & 0.5% lead containing:
 - 3.7 million ounces of silver;
 - 35 million pounds of zinc; and
 - 12 million pounds of lead.
- Indicated Tin Zone Mineral Resource of 1.4 million tonnes grading 0.72% tin, containing:
 - 22 million pounds of tin.
- Inferred Tin Mineral Resource of 12.7 million tonnes grading 0.76% tin, containing:
 - 213 million pounds of tin.

No Mineral Reserves have been estimated at the Ayawilca Project.

The Zinc, Silver, and Tin Zone Mineral Resource for the Ayawilca Project were estimated by SLR using the drill results available to May 31, 2023. The deposit drill database includes 249 drill holes totalling 94,258 m. An additional 35 drill holes totalling 12,216 m have been added since the previous update dated August 30, 2021. Three-dimensional (3D) wireframe models were generated using an approximate NSR cut-off value of US \$40/t for the Zinc Zone. For the Tin Zone, a 0.2% Sn or NSR cut-off value of US \$30/t was used for wireframe models. Prior to compositing to two metre lengths, high tin, silver, and lead values were capped for each zone individually. Zinc, silver, lead, tin, and indium high grade outliers were constrained during interpolation on a per domain basis. Block model grades within the wireframe models were interpolated by inverse distance cubed (ID³). Despite lead grades generally being low, it is assumed that lead and silver will be recovered in a lead concentrate. Density was assigned to blocks within the resource wireframes by ID³. Where density sample data was insufficient for interpolation, density values were derived from a regression equation based on the iron value of the block.

The Mineral Resources were classified following CIM (2014) definitions as Indicated and Inferred using drill hole spacing based criterion, mineralization continuity, and thickness. The drill hole spacing within a resource area assigned the Indicated category commonly ranges from 40 m to 70 m.

Table 8. Ayawilca Zinc Zone Mineral Resources as of January 1, 2024

| Classification/ Zone | Tonnage Mt | NSR \$/t | Grade | | | | Contained Metal | | | |
|-------------------------|---------------|-------------|-------------|-------------|------------|-----------|-----------------|-------------|------------|--------------|
| | | | Zn % | Ag g/t | Pb % | In g/t | Mlb Zn | Moz Ag | Mlb Pb | t In |
| Indicated | | | | | | | | | | |
| South | 13.8 | 128 | 6.64 | 19.3 | 0.2 | 120 | 2,020 | 8.6 | 52 | 1,655 |
| West | 14.5 | 98 | 5.05 | 13.6 | 0.2 | 64 | 1,618 | 6.3 | 56 | 927 |
| Total Indicated | 28.3 | 113 | 5.82 | 16.4 | 0.2 | 91 | 3,638 | 14.9 | 108 | 2,582 |
| Inferred | | | | | | | | | | |
| South | 4.8 | 79 | 3.81 | 24.2 | 0.2 | 34 | 406 | 3.8 | 19 | 163 |
| West | 3.8 | 89 | 4.61 | 12.1 | 0.1 | 61 | 384 | 1.5 | 12 | 229 |
| Central | 9.1 | 85 | 4.39 | 10.6 | 0.2 | 54 | 878 | 3.1 | 47 | 486 |
| East | 13.5 | 81 | 4.13 | 14.4 | 0.2 | 40 | 1,229 | 6.3 | 55 | 536 |
| Total Inferred | 31.2 | 83 | 4.21 | 14.5 | 0.2 | 45 | 2,898 | 14.6 | 133 | 1,414 |

Notes:

1. CIM (2014) definitions were followed for Mineral Resources.
2. The Mineral Resources have been reported within underground reporting shapes generated with Deswik Stope Optimizer (DSO) using a net smelter return (NSR) cut-off value of US \$50/t. For the Central area, Mineral Resources were reported only within underground reporting shapes that also had a Zn grade above 3%.
3. NSR value was based on estimated metallurgical recoveries, assumed metal prices, and smelter terms, which include payable factors, treatment charges, penalties, and refining charges. The NSR used for reporting is based on the following:
 - a. Long term metal prices of US \$1.40/lb Zn, US \$25/oz Ag, and US \$1.10/lb Pb.
 - b. Net metallurgical recoveries of 92% Zn, 45% Ag, and 70% Pb.
4. The NSR value for each block was calculated using the following NSR factors: US \$18.04 per % Zn, US \$0.33 per gram Ag, and US \$11.92 per % Pb.
5. The NSR value was calculated using the following formula:

$$\text{NSR} = \text{Zn}(\%) * \text{US } \$18.04 + \text{Ag}(\text{g/t}) * \text{US } \$0.33 + \text{Pb}(\%) * \text{US } \$11.92.$$
6. Bulk densities were assigned to blocks by interpolation and remaining blocks by regression of Fe assay data or average sample data. Averages range between 3.20 t/m³ and 3.51 t/m³.
7. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.
8. Numbers may not add due to rounding.

Table 9. Ayawilca Silver Zone Mineral Resources as of January 1, 2024

| Classification | Tonnage Mt | NSR \$/t | Grade | | | | Contained Metal | | | |
|----------------|---------------|-------------|---------|-----------|---------|-----------|-----------------|-----------|-----------|---------|
| | | | Zn % | Ag g/t | Pb % | In g/t | Mlb Zn | Moz Ag | Mlb Pb | t In |
| Inferred | 1.0 | 100 | 1.54 | 111.4 | 0.5 | 3 | 35 | 3.7 | 12 | 3 |

Notes:

1. CIM (2014) definitions were followed for Mineral Resources.
2. The Mineral Resources have been reported within underground reporting shapes generated with Deswik Stope Optimizer (DSO) using a net smelter return (NSR) cut-off value of US \$50/t.
3. NSR value was based on estimated metallurgical recoveries, assumed metal prices, and smelter terms, which include payable factors, treatment charges, penalties, and refining charges. The NSR used for reporting is based on the following:
 - a. Long term metal prices of US \$1.40/lb Zn, US \$25/oz Ag, and US \$1.10/lb Pb.
 - b. Net metallurgical recoveries of 77% Zn, 85% Ag, and 85% Pb.
4. The NSR value for each block was calculated using the following NSR factors: US \$ 15.10 per % Zn, US \$0.62 per gram Ag, and US \$14.48 per % Pb.
5. The NSR value was calculated using the following formula:

$$\text{NSR} = \text{Zn}(\%) * \text{US } \$15.10 + \text{Ag}(\text{g/t}) * \text{US } \$0.62 + \text{Pb}(\%) * \text{US } \$14.48.$$
6. Bulk densities were assigned to blocks by interpolation and remaining blocks by regression of Fe assay data or average sample data. The average bulk density is 3.18 t/m³.
7. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.
8. Numbers may not add due to rounding.

Table 10: Ayawilca Tin Zone Mineral Resources as of January 1, 2024

| Classification | Tonnage Mt | NSR \$/t | Grade Sn % | Contained Metal Mlb Sn |
|----------------|---------------|-------------|---------------|---------------------------|
| Indicated | 1.4 | 99 | 0.72 | 22 |
| Inferred | 12.7 | 104 | 0.76 | 213 |

Notes:

1. CIM (2014) definitions were followed for Mineral Resources.
2. The Mineral Resources have been reported within underground reporting shapes generated with Deswik Stope Optimizer (DSO) using a net smelter return (NSR) cut-off value of US \$60/t.
3. The NSR value was based on estimated metallurgical recoveries, assumed metal prices, and smelter terms, which include payable factors, treatment charges, penalties, and refining charges. Metal price assumption is US \$12.00/lb Sn. Metal recovery assumption is 64% Sn. The NSR value for each block was calculated using the following NSR factor: US \$137.30 per % Sn.
4. The NSR value was calculated using the following formula: US \$NSR = Sn(%)*US \$137.30.
5. Bulk densities were assigned to blocks by interpolation and remaining blocks by regression of Fe assay data or average domain sample data. The average bulk density is 3.65 t/m³.
6. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.
7. Numbers may not add due to rounding.

Technical Background and Qualified Persons

Mr. Chris Bray BEng (Mining), MAusIMM (CP), Principal Consultant (Mining Engineering) with SRK Consulting (UK), was responsible for technical information related to the PEA contained in this MD&A. Ms. Katharine M. Masun, MSA, M.Sc., P.Geo., Principal Geologist with SLR Consulting (Canada) Ltd. was responsible for the Mineral Resources estimate disclosed in this MD&A. The processing, metallurgical and recovery inputs disclosed in this MD&A were reviewed and verified by Mr. Adam Johnston, FAusIMM, CP (Metallurgy) of Transmin Metallurgical Consultants, UK. The mine backfill inputs were reviewed and verified by Dr. David Stone, P.Eng. of MineFill Services, Seattle. The inputs on processing and costs for surface tailings storage disclosed in this MD&A were reviewed and verified by Mr. Donald Hickson, P.Eng., of Envis Peru S.A.C. (Envis). By virtue of education and relevant experience, each of Chris Bray, Katherine Masun, Adam Johnston, David Stone and Donald Hickson are "Qualified Persons" for the purpose of National Instrument 43-101 ("NI 43-101") and, each of them is also independent of Tinka.

Dr. Graham Carman, CEO and a Director of Tinka, and a Qualified Person as defined in NI 43-101, reviewed and verified the technical information in this MD&A and is responsible for other technical information in this MD&A (i.e., information not directly related to the Ayawilca PEA).

Selected Financial Data

The following selected financial information is derived from the audited annual consolidated financial statements of the Company.

| | Year Ended September 30, | | |
|------------------------------------|--------------------------|-------------|-------------|
| | 2024 \$ | 2023 \$ | 2022 \$ |
| Operations: | | | |
| Revenues | Nil | Nil | Nil |
| Expenses | (1,489,383) | (1,722,621) | (2,205,835) |
| Other items | 266,520 | 258,288 | 1,289,388 |
| Net loss | (1,222,863) | (1,464,333) | (916,447) |
| Loss per share - basic and diluted | (0.00) | (0.00) | (0.00) |
| Dividends per share | Nil | Nil | Nil |
| Balance Sheet: | | | |
| Working capital | 1,779,641 | 6,928,774 | 17,301,153 |
| Total assets | 75,027,864 | 76,469,942 | 77,895,012 |
| Total long-term liabilities | Nil | Nil | Nil |

The following selected financial information is derived from the unaudited condensed consolidated interim financial statements of the Company.

| | Fiscal 2024 | | | | Fiscal 2023 | | | |
|---------------------------------------|------------------------|-----------------------|-----------------------|-----------------------|------------------------|-----------------------|-----------------------|-----------------------|
| | Sept. 30 2024 \$ | Jun. 30 2024 \$ | Mar. 31 2024 \$ | Dec. 31 2023 \$ | Sept. 30 2023 \$ | Jun. 30 2023 \$ | Mar. 31 2023 \$ | Dec. 31 2022 \$ |
| Operations: | | | | | | | | |
| Revenues | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Expenses | (279,291) | (415,526) | (369,607) | (424,959) | (495,336) | (400,872) | (423,972) | (402,441) |
| Other items | 20,783 | 92,463 | 184,826 | (31,552) | 276,925 | (81,108) | 129,085 | (66,614) |
| Net loss | (258,508) | (323,063) | (184,781) | (456,511) | (218,411) | (481,980) | (294,887) | (469,055) |
| Basic and diluted - loss per share | (0.00) | (0.00) | (0.00) | (0.00) | (0.00) | (0.00) | (0.00) | (0.00) |
| Dividends per share | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Balance Sheet: | | | | | | | | |
| Working capital | 1,779,641 | 2,809,347 | 4,264,240 | 5,206,585 | 6,928,774 | 8,415,419 | 11,167,316 | 14,285,146 |
| Total assets | 75,027,864 | 73,368,830 | 75,748,022 | 75,923,705 | 76,469,942 | 76,447,617 | 77,252,390 | 77,349,290 |
| Total long-term liabilities | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |

Results of Operations

Three Months Ended September 30, 2024 Compared to Three Months Ended June 30, 2024

During the three months ended September 30, 2024 (“Q4”) the Company reported a net loss of \$258,508 compared to a net loss of \$323,063 for the three months ended June 30, 2024 (“Q3”), a decrease in loss of \$64,555. The decrease in loss was primarily due to:

- (i) a \$136,235 decrease in general and administrative expenses, from \$415,526 in Q3 to \$279,291 in Q4;
- (ii) the recognition of a foreign exchange loss of \$33,087 in Q4 compared to a foreign exchange gain of \$41,682 in Q3, resulting in a fluctuation of \$74,769; and
- (iii) a \$15,898 decrease in interest income, from \$50,781 in Q3 to \$34,883 in Q4, due to lower levels of cash held.

Three Months Ended September 30, 2024 Compared to Three Months Ended September 30, 2023

During the three months ended September 30, 2024 (the “Q4/2024”) the Company reported a net loss of \$258,508 compared to a net loss of \$218,411 for the three months ended September 30, 2023 (the “Q4/2023”), an increase in loss of \$40,097. The increase in loss was mainly attributed to:

- (i) a \$70,588 decrease in interest income from \$105,471 in Q4/2023 to \$34,883 in Q4/2024 due to lower levels of cash held; and
- (ii) the recognition of a foreign exchange gain of \$171,454 in Q4/2023 compared to a foreign exchange loss of \$33,087 in Q4/2024, resulting in a fluctuation of \$204,541.

The above were partially offset by a \$216,045 decrease in general and administrative expenses, from \$495,336 in Q4/2023 to \$279,291 in Q4/2024.

Year Ended September 30, 2024 Compared to Year Ended September 30, 2023

During the year ended September 30, 2024 (“fiscal 2024”), the Company reported a net loss of \$1,222,863 compared to a net loss of \$1,464,333 for the year ended September 30, 2023 (“fiscal 2023”), a decrease in loss of \$241,470. The decrease in loss was primarily due to:

- (a) The recognition of a foreign exchange fluctuation of \$273,181 from a foreign exchange loss of \$265,769 during fiscal 2023 to a gain of \$7,412 in fiscal 2024.
- (b) A \$283,936 decrease in interest income from \$524,057 during fiscal 2023 to \$240,121 in fiscal 2024 due to lower levels of cash held on deposit.

- (c) A \$233,238 decrease in general and administrative expenses, from \$1,722,621 during fiscal 2023 to \$1,489,383 during fiscal 2024. Significant fluctuations in general and administrative expenses are noted below. During fiscal 2024 the Company:
- (i) incurred 61,738 (2023 - \$106,498) for travel associated with property site visits and corporate activities;
 - (ii) incurred \$502,830 for directors and officers compensation compared to \$534,496 for fiscal 2023. See also “Transactions with Related Parties”;
 - (iii) the Company recorded \$nil share-based compensation expense compared to \$35,000 recorded in fiscal 2023 on the granting of share options to purchase 700,000 common shares; and
 - (vi) incurred \$120,238 for salaries and benefits compared to \$232,369 in fiscal 2023. The decrease in fiscal 2024 is due to a reduction in staffing during fiscal 2024.

The carrying costs of the Company’s exploration and evaluation assets are as follows:

| | As at September 30, 2024 | | | As at September 30, 2023 | | |
|----------|----------------------------|----------------------------------------|-------------------|----------------------------|----------------------------------------|-------------------|
| | Acquisition Costs \$ | Deferred Exploration Costs \$ | Total \$ | Acquisition Costs \$ | Deferred Exploration Costs \$ | Total \$ |
| Ayawilca | 2,509,656 | 65,152,157 | 67,661,813 | 2,343,943 | 61,092,421 | 63,436,364 |
| Silvia | 500,976 | 297,264 | 798,240 | 548,289 | 232,336 | 780,625 |
| Other | 24,977 | 4,282,155 | 4,307,132 | 20,038 | 4,591,866 | 4,611,904 |
| | <u>3,035,609</u> | <u>69,731,576</u> | <u>72,767,185</u> | <u>2,912,270</u> | <u>65,916,623</u> | <u>68,828,893</u> |

Exploration and evaluation activities incurred during fiscal 2024 are as follows:

| | Ayawilca \$ | Silvia \$ | Other \$ | Total \$ |
|---------------------------------------|-------------------|-----------------|------------------|-------------------|
| Balance at September 30, 2023 | <u>63,436,364</u> | <u>780,625</u> | <u>4,611,904</u> | <u>68,828,893</u> |
| Exploration costs | | | | |
| Assays | 61,539 | - | - | 61,539 |
| Camp costs | 715,819 | - | - | 715,819 |
| Community relations | 1,220,481 | 9,008 | - | 1,229,489 |
| Depreciation | 14,544 | - | - | 14,544 |
| Engineering | 447,661 | - | - | 447,661 |
| Environmental | 256,605 | - | - | 256,605 |
| Geological | 828,950 | 55,920 | - | 884,870 |
| Health and safety | 259,465 | - | - | 259,465 |
| Scoping study | 225,716 | - | - | 225,716 |
| Software and database management | 28,956 | - | - | 28,956 |
| VAT incurred | - | - | 221,972 | 221,972 |
| VAT recovered | - | - | (531,683) | (531,683) |
| | <u>4,059,736</u> | <u>64,928</u> | <u>(309,711)</u> | <u>3,814,953</u> |
| Acquisition costs | | | | |
| Concession payments and related taxes | <u>165,713</u> | <u>(47,313)</u> | <u>4,939</u> | <u>123,339</u> |
| Balance at September 30, 2024 | <u>67,661,813</u> | <u>798,240</u> | <u>4,307,132</u> | <u>72,767,185</u> |

During fiscal 2024 the Company incurred a total of \$3,938,292 (2023 - \$8,929,161) for exploration expenditures and acquisition costs, comprising \$4,225,449 (2023 - \$7,886,708) on the Ayawilca Project, \$17,615 (2023 - \$181,359) on the Silvia Project. In addition, the Company recovered \$309,711 (2023 - incurred \$861,094) for VAT tax in Peru. As at September 30, 2024 the Company has a VAT balance of \$4,277,036 (2023 - \$4,586,747). See also “Exploration Projects, Peru”.

Financings

During fiscal 2024 and 2023 the Company did not conduct any equity financings.

Financial Condition / Capital Resources

As at September 30, 2024 the Company had working capital in the amount of \$1,779,641. The Company's ability to continue as a going concern is dependent upon the ability of the Company to obtain the necessary financing to develop properties and to establish future profitable production. To date the Company has not earned significant revenues and is considered to be in the exploration stage. The Company's operations are funded from equity financings which are dependent upon many external factors and may be difficult to impossible to secure or raise when required. Management considers that the Company will need to raise additional capital from the sale of common shares or other equity or debt instruments to maintain its core operations and planned exploration programs on its existing exploration and evaluation assets for the next twelve months. The Company also recognizes that exploration expenditures may change with ongoing results and, as a result, it may be required to obtain additional financing. While the Company has been successful in securing financings in the past there can be no assurance that it will be able to do so in the future.

In November 2024 the Company announced a non-brokered private placement financing of up to 50,000,000 units of the Company at a price of \$0.10 per unit to raise up to \$5,000,000. As at the date of this MD&A the Company has completed an initial tranche closing of 17,392,958 units for \$1,739,296 cash proceeds.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

The Company has no proposed transactions.

Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenditures during the reporting period. Examples of significant estimates made by management include estimating the fair values of financial instruments, valuation allowances for deferred income tax assets and assumptions used for share-based compensation. Actual results may differ from those estimates.

A detailed summary of all the Company's significant critical accounting estimates is included in Note 3 to the September 30, 2024 annual consolidated financial statements.

Changes in Accounting Policies

There are no changes in accounting policies. A detailed summary of all the Company's significant accounting policies is included in Note 3 to the September 30, 2024 annual consolidated financial statements.

Transactions with Related Parties

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. Certain of these entities transacted with the Company during the reporting period.

(a) *Transactions with Key Management Personnel*

During fiscal 2024 and 2023 the following amounts were incurred with respect to the Company's CEO (Dr. Carman), the Company's CFO (Mr. DeMare) and the Company's former VPE (Mr. Alvaro Fernandez-Baca) as follows:

| | 2024 \$ | 2023 \$ |
|-----------------------------------------------------|----------------|----------------|
| Management fees - Dr. Carman | 297,080 | 309,996 |
| Management fees - Mr. Fernandez-Baca ⁽¹⁾ | - | 20,000 |
| Professional fees - Mr. DeMare | 39,000 | 42,000 |
| | <u>336,080</u> | <u>371,996</u> |

(1) Mr. Fernandez-Baca resigned as VPE of the Company effective November 30, 2022. A \$20,000 payment was made to Mr. Fernandez-Baca in fiscal 2023 upon completion of final negotiations.

The Company has a management agreement with its CEO which provides that in the event the CEO's services are terminated without cause or upon a change of control of the Company, a termination payment is payable. If the termination had occurred on September 30, 2024 the amount payable under the agreement would be approximately \$310,000.

(b) *Transactions with Other Related Parties*

- (i) During fiscal 2024 and 2023 the following amounts were incurred for professional services provided by non-management directors of the Company (Ben McKeown, Mary Little, Raul Benavides, Pieter Britz, and Jones Belther) and the Corporate Secretary (Mariana Bermudez):

| | 2024 \$ | 2023 \$ |
|-----------------------------------|----------------|----------------|
| Professional fees - Mr. McKeown | 44,000 | 48,000 |
| Professional fees - Ms. Little | 27,500 | 30,000 |
| Professional fees - Mr. Benavides | 27,500 | 30,000 |
| Professional fees - Mr. Britz | 27,500 | 12,500 |
| Professional fees - Ms. Bermudez | 40,250 | 42,000 |
| | <u>166,750</u> | <u>162,500</u> |

As at September 30, 2024 \$nil (2023 - \$34,500) remained unpaid.

During fiscal 2023 the Company also recorded \$35,000 share-based compensation for share options granted to a non-management director.

- (ii) During fiscal 2024 the Company incurred a total of \$53,600 (2023 - \$54,800) with Chase, a private corporation owned by Mr. DeMare, for accounting and administrative services provided by Chase personnel, excluding Mr. DeMare, and \$4,020 (2023- \$4,020) for rent. As at September 30, 2024 \$4,505 (2023 - \$4,505) remained unpaid.

Risks and Uncertainties

The Company competes with other mining companies, some of which have greater financial resources and technical facilities, for the acquisition of mineral concessions, claims and other interests, as well as for the recruitment and retention of qualified employees.

The Company is in compliance with all material regulations applicable to its exploration activities. Existing and possible future environmental legislation, regulations and actions could cause additional expense, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted. Before production can commence on any properties, the Company must obtain regulatory and environmental approvals. There is no assurance that such approvals can be obtained on a timely basis or at all. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations.

The Company's mineral properties are located in Peru and consequently the Company is subject to certain risks, including currency fluctuations and possible political or economic instability which may result in the impairment or loss of mining title or other mineral rights, and mineral exploration and mining activities may be affected in varying degrees by political stability and governmental regulations relating to the mining industry.

Outstanding Share Data

The Company's authorized share capital is unlimited common shares with no par value. As at January 28, 2025, there were 408,696,885 issued common shares, 8,696,479 warrants outstanding, at an exercise price of \$0.15 per share and 8,350,000 share options outstanding, at an exercise price of \$0.25 per share.