



# LATIN METALS INC.

(An Exploration Stage Company)

## MANAGEMENT'S DISCUSSION & ANALYSIS

FOR THE NINE MONTHS ENDED JULY 31, 2024

**Dated: September 26, 2024**

### **Corporate Registered Office**

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Vancouver, BC, V6C 1S9, Canada.  
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**TABLE OF CONTENTS**

<b>INTRODUCTION</b> .....	<b>3</b>
<b>NATURE OF BUSINESS</b> .....	<b>3</b>
<b>HIGHLIGHTS FOR THE NINE MONTHS ENDED JULY 31, 2024 AND THE PERIOD UP TO SEPTEMBER 26, 2024</b> .....	<b>4</b>
<b>FORWARD-LOOKING STATEMENTS</b> .....	<b>5</b>
<b>EXPLORATION AND EVALUATION ASSETS</b> .....	<b>7</b>
<i>Salta Properties, Argentina</i> .....	7
<i>Tres Cerros Properties, Argentina</i> .....	8
<i>Esperanza Project, Argentina</i> .....	10
<i>Mina Angela Property NSR Royalty, Argentina</i> .....	12
<i>El Quemado Property NSR Royalty, Argentina</i> .....	12
<i>Mirador, Solario, Ventana and Terraza Properties, Argentina</i> .....	12
<i>Lacsha Property, Peru</i> .....	13
<i>Auquis Property, Peru</i> .....	13
<i>Jacha Property, Peru</i> .....	14
<i>Qualified Person and Quality Control/Quality Assurance</i> .....	15
<i>Exploration and evaluation assets continuity</i> .....	15
<b>SUMMARY OF QUARTERLY RESULTS</b> .....	<b>17</b>
<b>FINANCIAL RESULTS FROM OPERATIONS</b> .....	<b>18</b>
<b>LIQUIDITY AND CAPITAL RESOURCES</b> .....	<b>19</b>
<b>OFF-BALANCE SHEET ARRANGEMENTS</b> .....	<b>21</b>
<b>RELATED PARTY TRANSACTIONS</b> .....	<b>21</b>
<b>PROPOSED TRANSACTIONS</b> .....	<b>22</b>
<b>CRITICAL ACCOUNTING ESTIMATES</b> .....	<b>22</b>
<b>FINANCIAL INSTRUMENTS AND RISK MANAGEMENT</b> .....	<b>22</b>
<b>MATERIAL PROCEEDINGS</b> .....	<b>23</b>
<b>OUTSTANDING SHARE DATA</b> .....	<b>23</b>
<b>DISCLOSURE CONTROLS AND PROCEDURES</b> .....	<b>23</b>
<b>ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE</b> .....	<b>24</b>
<b>APPROVAL</b> .....	<b>24</b>



## **INTRODUCTION**

This Management's Discussion and Analysis ("MD&A") for Latin Metals Inc. ("Latin Metals" or the "Company") for the nine months ended July 31, 2024 has been prepared by management in accordance with the requirements of National Instrument 51-102 and compares its financial results for the nine months ended July 31, 2024 to the same period in 2023. This MD&A provides an analysis of the business of Latin Metals and should be read in conjunction with the Company's interim consolidated financial statements for the three and nine-month period ended July 31, 2024 and 2023, as well as the Company's audited consolidated financial statements and the accompanying notes for the years ended October 31, 2023 and 2022.

All financial information, unless otherwise indicated, has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The Company's reporting currency is the Canadian dollar and all amounts in this MD&A are expressed in Canadian dollars unless otherwise noted.

The effective date of this MD&A is September 26, 2024.

## **NATURE OF BUSINESS**

Latin Metals Inc. is a mineral resources exploration company, and its principal business activity is the acquisition, exploration and evaluation of mineral resource properties located in South America. At the date of this document, the Company has projects in Argentina and Peru. The Company operates with a Prospect Generator model focusing on the acquisition of prospective exploration properties at a low cost, completing initial evaluation through cost-effective exploration to establish drill targets, and ultimately securing joint venture partners to fund drilling and advanced exploration. Shareholders are exposed to the upside of a significant discovery without the dilution associated with funding the highest-risk drill-based exploration.

Latin Metals' common shares are listed on the TSX Venture Exchange ("TSX-V") and trade under the symbol "LMS" as well as on the OTCQB Venture Market under the symbol "LMSQF".

The Company's mailing address is Suite 890 – 999 West Hastings Street, Vancouver, BC, V6C 2W2, Canada. The registered and records offices of the Company are located at Suite 880 – 320 Granville Street, Vancouver, BC, V6C 1S9, Canada.



**HIGHLIGHTS FOR THE NINE MONTHS ENDED JULY 31, 2024 AND THE PERIOD UP TO SEPTEMBER 26, 2024**

*Corporate highlights*

- **Equity financings.** On February 6, 2024, the Company closed its previously announced non-brokered private placements of 10,000,000 units at \$0.07 per unit for gross proceeds of \$700,000. Each unit consists of one common share in the capital of the Company and one-half of one common share purchase warrant, with each whole warrant entitling the holder thereof to purchase one common share at a price of \$0.15 per share until February 6, 2026.

On September 26, 2024, the Company closed its previously announced private placement for aggregate gross proceeds of \$2,000,000 through the issuance of 25,000,000 units at a subscription price of \$0.08 per unit. Each unit consists of one common share in the capital of the Company and one-half of one common share purchase warrant, with each whole warrant entitling the holder thereof to purchase one common share at a price of \$0.15 per share until September 26, 2026.

- **Appointment of new director.** On July 10, 2024, the Company appointed Ms. Felicia de la Paz (CPA, CA) to its Board of directors as an independent director and Chair of the Audit Committee.

*Exploration highlights*

- **Auquis project.** On August 30, 2024, the Company announced the acquisition by staking of an additional 400-hectare claim, contiguous with its 100% owned Auquis project. The extension is located south of the Rose copper porphyry target area, which has potential to host an extension of the Rose porphyry system.
- **Organullo project.** On May 6, 2024, the Company announced that it had received data from Anglo Gold's previously completed airborne magnetic and radiometric geophysical survey, which defined a high priority structural corridor for drill testing in the priority West Graben.
- **Huachi project.** On March 13, 2024, the Company announced that it has entered into a binding letter agreement with Golden Arrow Resources Corp. ("Golden Arrow") to earn up to a 100% interest in the 3,500-hectare Huachi property. Huachi is contiguous with the Company's Esperanza project, located in San Juan Province, Argentina. Under the terms of the letter agreement, Latin Metals has been granted the option to earn an initial 75% interest in the Huachi project by incurring exploration expenditures totalling US\$1,000,000 and making cash payments of US\$1,000,000 to Golden Arrow over a four-year period. Following the exercise of the option, Latin Metals shall have a top-up right whereby Latin Metals can purchase the remaining 25% interest in the Huachi property (aggregate 100%) by paying US\$2,000,000 cash to Golden Arrow. Upon completion of the acquisition, Golden Arrow's interest shall be reduced to a 1% NSR royalty.
- **Terraza project.** On January 23, 2024, the Company announced that it acquired by staking 68,000-hectared Terraza copper exploration project located within Jujuy Province, Argentina, and with this increased its sediment-hosted copper exploration ground holding to more than 500,000 hectares in total across 4 projects.

**FORWARD-LOOKING STATEMENTS**

This MD&A contains forward-looking statements and forward-looking information (collectively, “forward-looking statements”) within the meaning of applicable Canadian and U.S. securities legislation. These statements relate to future events or the future activities or performance of the Company. All statements, other than statements of historical fact, are forward-looking statements. Information concerning mineral resource/reserve estimates and the economic analysis thereof contained in preliminary economic analyses or prefeasibility studies also may be deemed to be forward-looking statements in that they reflect a prediction of the mineralization that would be encountered, and the results of mining that mineralization, if a mineral deposit were developed and mined. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate, plans and similar expressions, or which by their nature refer to future events. These forward-looking statements include, but are not limited to, statements concerning:

- the Company’s strategies and objectives, both generally and in respect of its specific mineral properties or exploration and evaluation assets;
- the timing of decisions regarding the timing and costs of exploration programs with respect to, and the issuance of the necessary permits and authorizations required for, the Company’s exploration programs;
- the Company’s estimates of the quality and quantity of the resources and reserves at its mineral properties;
- the timing and cost of planned exploration programs of the Company and the timing of the receipt of result thereof;
- the Company’s ability to meet its financial obligations as they come due, to be able to raise the necessary funds to continue operations, and general economic conditions.

Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Inherent in forward looking statements are risks and uncertainties beyond the Company’s ability to predict or control, including, but not limited to, risks related to the Company’s inability to raise the necessary capital to be able to continue in business and to implement its business strategies, to identify one or more economic deposits on its properties, variations in the nature, quality and quantity of any mineral deposits that may be located, variations in the market price of any mineral products the Company may produce or plan to produce, the Company’s inability to obtain any necessary permits, consents or authorizations required for its activities, to produce minerals from its properties successfully or profitably, to continue its projected growth, and other risks identified under “*Risk Factors*”, disclosed in the Company’s MD&A for the year ended October 31, 2023.

The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results are likely to differ, and may differ materially, from those expressed or implied by forward looking statements contained in this MD&A. Such statements are based on several assumptions which may prove incorrect, including, but not limited to, assumptions about:

- the level and volatility of the price of commodities;
- the timing of the receipt of regulatory and governmental approvals, permits and authorizations necessary to implement and carry on the Company’s planned exploration;
- conditions in the financial markets generally;
- the Company’s ability to attract and retain key personnel;
- the accuracy of the Company’s resource/reserve estimates (including with respect to size and grade) and the geological, operational and price assumptions on which these are based.

These forward-looking statements are made as of the date hereof and the Company does not intend and does not assume any obligation, to update these forward-looking statements, except as required by applicable law. For the reasons set forth above, investors should not attribute undue certainty to or place undue reliance on forward-looking statements.



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**For the nine months ended July 31, 2024**

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Historical results of operations and trends that may be inferred from the following discussion and analysis may not necessarily indicate future results from operations. In particular, the current state of the global securities markets may cause significant reductions in the price of the Company's securities and render it difficult or impossible for the Company to raise the funds necessary to continue operations. See "Risk Factors – Insufficient Financial Resources/Share Price Volatility" disclosed in the Company's MD&A for the year ended October 31, 2023.

All 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](http://www.sedarplus.com) and the Company's website at [www.latin-metals.com](http://www.latin-metals.com) and readers are urged to review these materials.

**EXPLORATION AND EVALUATION ASSETS**

The Company has exploration properties in Argentina and Peru, which are described in more detail below.

***Salta Properties, Argentina***

Salta Properties include the Organullo property, Ana Maria property, and Trigal property, as well as various property applications.

Pursuant to an agreement dated October 1, 2004 between the Company and an Argentinean individual, the Company purchased a 100% interest in eight minas in Salta Province, Argentina, know as Organullo property, in consideration of the issuance of 70,000 common shares. The Ana Maria property was acquired through staking and comprises three separate exploration claims, totaling almost 10,000 hectares and located near and partly contiguous with the Company's Organullo gold project. The Trigal property is a grassroots gold and silver exploration project, which is contiguous with the El Quevar property- an advanced PEA-stage silver exploration project owned by Golden Minerals Company and currently held under option by Barrick Gold Corporation.

***Option Agreement with AngloGold***

On May 27, 2022, the Company entered into a binding option agreement with AngloGold Argentina Exploraciones S.A. ("AngloGold"), a wholly owned subsidiary of AngloGold Ashanti Ltd. Subsequently, AngloGold provided notice that all conditions precedent had been satisfied, and as a result the option agreement's commencement date was established as June 2, 2022. Under the terms of the option agreement, Latin Metals granted to AngloGold the option to earn up to an 80% interest in the Company's Organullo, Ana Maria, and Trigal Gold projects (the "Salta Properties") located in Salta Province, northwestern Argentina.

Under the terms of the option agreement, AngloGold has been granted the option to earn an initial 75% interest in the Salta Properties by making cash payments to Latin Metals in the aggregate amount of USD \$2,575,000 and spending an aggregate amount of USD \$10,000,000 on exploration expenditures related to the Projects within five years of the commencement date.

Date	Payments in cash (US\$)	Expenditures commitments (US\$)
On or before June 17, 2022	275,000 (received)	-
On or before June 2, 2023	100,000 (received)	-
On or before June 2, 2024	150,000 (received)	2,000,000 (incurred)
On or before June 2, 2025	200,000	-
On or before June 2, 2026	850,000	4,000,000
On or before June 2, 2027	1,000,000	4,000,000
<b>Total</b>	<b>US\$ 2,575,000</b>	<b>US\$ 10,000,000</b>

Upon the fulfilment of the payment obligations and exploration expenditures set forth above, and the delivery by AngloGold to Latin Metals of a notice of exercise of the Option (the "Option Exercise Date") and subject to the exercise of Top-Up Right (as defined below), AngloGold and Latin Metals will be deemed to have formed a joint venture (the "Joint Venture") for the continued exploration, development and, if warranted, commercialization of the Projects, in respect of which the initial participating interests of the parties will be, AngloGold as to 75% and Latin Metals as to 25%.



Upon the exercise of the Option, AngloGold may give notice to Latin Metals of its intention to increase its interest in the Salta Projects to 80% (the "Top-Up Right"). The Top-Up Right may be exercised within 150 days of the Option Exercise Date by AngloGold:

- preparing and delivering to Latin Metals an independent Measured and Indicated Mineral Resource estimate prepared in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101") on one or more deposits contained within the Salta Properties; and
- paying to Latin Metals an amount of USD \$4.65 per gold equivalent ounce contained within the Measured and Indicated Mineral Resource estimate.

Upon the exercise of the Top-Up Right, the parties' interests in the Joint Venture will be adjusted such that the participating interests of the parties will be AngloGold as to 80% and Latin Metals as to 20%.

If and when the parties form the Joint Venture, the provisions of the agreement governing the Joint Venture will be negotiated and settled by the parties and will provide, among other things, that if the participating interest of either party falls below 10%, the interest of such party shall be converted to a 2% net smelter returns royalty, half of which (being 1%) can be purchased by the other party for USD \$5,000,000 at any time until the date that is three (3) months after a production decision concerning one or more of the Salta Properties has been made.

#### ***Tres Cerros Properties, Argentina***

Tres Cerros properties are located within the highly prospective Deseado Massif in Santa Cruz Province, Argentina.

#### ***Option agreement with underlying property owners***

On February 7, 2019, the Company entered into a definitive option agreement, as amended, pursuant to which the Company was granted options to acquire a 100 % interest, subject to certain royalty conditions, in the Tres Cerros properties: the Cerro Bayo, Cerro Bayo Sur and Flora Este properties ("Tres Cerros"). The Company can earn an initial 80% interest (the "First Option"), followed by the remaining 20% interest (the "Second Option"), by making staged cash and common shares payments.

On May 6, 2024, the Company and the underlying vendor further amended the agreement to change the schedule of the May 10, 2024 payment of USD 200,000 payable in cash to three smaller payments throughout 2024 and to extend the May 10, 2024 USD 182,789 payable in cash or shares to August 15, 2024.

Details on the consideration the Company is required to pay and issue shares in respect to the Tres Cerros is as follows:



Due Date	Payments in cash (US \$)	Shares	Payments in shares or cash (US \$)	Cumulative earned interest
April 8, 2019	12,500 (paid)	-	-	-
May 1, 2020	7,500 (paid)	175,000 (issued)	-	-
November 1, 2020	8,750 (paid)	175,000 (issued)	-	-
April 30, 2021	8,750 (paid)	-	-	-
May 1, 2021	50,000 (paid)	450,000 (issued)	-	-
May 10, 2022	75,000 (paid)	-	77,334 (paid)	35%
May 10, 2023 <sup>(1)</sup>	100,000 (paid)	-	133,577(paid)	51%
May 30, 2024	25,000 (paid)	-	-	51%
July 15, 2024	75,000(paid)	-	-	51%
August 15, 2024 <sup>(2)</sup>	-	-	182,789(paid)	51%
November 15, 2024	100,000	-	-	71%
May 10, 2025	500,000	-	253,093	80%
<b>Total</b>	<b>US \$962,500</b>	<b>800,000</b>	<b>US \$646,732</b>	<b>80%</b>

- (1) The Company issued 757,437 common shares with a fair value of USD 133,577 (\$181,785) to the underlying owner of the properties. The fair value per share was based on the listed market price of the Company's common shares at the date of issuance as per the terms of the underlying option agreement.
- (2) The Company issued 2,725,033 common shares with a fair value of USD 182,789 (\$250,703). The fair value per share was based on the 20-day average listed market price of the Company's common shares as per the terms of the underlying option agreement.

As part of the earn-in commitment, Latin Metals is required to deliver a technical report in accordance with NI 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101").

For a period of 120 days after the exercise of the First Option for each property group, the Company will have the Second Option to acquire the remaining 20% (aggregate 100%) interest, by making a payment of US \$400,000 cash and a payment of US \$400,000 payable in common shares of the Company, or in cash (at the Company's option) to the underlying owners.

Acquisition of 100% is subject to a 0.75% NSR royalty, of which two-thirds of the royalty (0.5%) can be purchased at any time for US\$ 1,000,000.

If the Company elects not to exercise the Latin Metals Second Option, the parties will be deemed to have entered a joint venture, with the initial participating interests of Latin Metals being 80% and the vendors being 20%. If either party's participating interest falls below 10% then that party's interest will be converted to a 1% NSR Royalty, one half of which (0.5%) can be purchased by the other party for US \$1,000,000.

#### Barrick Earn-in agreement

On February 5, 2022, Latin Metals and Barrick entered into an earn-in agreement whereby Barrick has the right to acquire up to an 85% interest in the Tres Cerros. Barrick's earn-in right consisted of an initial option (the "Barrick First Option") to acquire a 70% interest in the properties and a second option (the "Barrick Second Option") to acquire an additional 15% (aggregate 85%) interest by fulfilling certain requirements.

On October 27, 2023, the Company announced that Barrick had provided notice to the Company of their intention to relinquish the option and terminate the earn-in agreement, effective January 25, 2024. During the agreement period Barrick made cash payments to the Company in the amount of \$259,000, made payments to the underlying owner of the property in the amount of \$519,000 and incurred exploration expenditures of approximately \$1.85 million.



The Tres Cerros property is drill ready and is available for partnership. Drill permitting is in progress and expected to be completed in Q4 2024.

***Esperanza Project, Argentina***

The Esperanza copper-gold project is in San Juan Province in northwestern Argentina. It is approximately 135 km north of the city of San Juan and consists of 32 Minas and 10 demacias totaling 516 hectares (the “Esperanza Property”), as well as a single cateo totaling approximately 3,500 hectares (the “Huachi Property”). Elevations at the project range from 2,800 m to 3,250 m above sea level. The property is accessible by road and exploration can generally be conducted year-round.

The Esperanza copper-gold mineralization is associated with a porphyry-epithermal system. A total of 23 drill holes have been completed on the project between 2007 and 2018 for a total of 7,600 m. Most recently, the Company completed 965 m of drilling in 2018, again focusing on the copper-gold-porphyry system. Drill hole 18-ESP-025 collared in mineralization and continued to drill mineralized rock to end of hole (387m; hole abandoned due to drilling difficulties). Laboratory results for the drill hole grade 0.57% copper and 0.27g/t gold. This includes 232 m from surface grading 0.74% copper and 0.33g/t gold. Mineralization remains open at depth.

All drill holes targeting porphyry-style mineralization intersected copper-gold mineralization and many of the holes were terminated in mineralization. Furthermore, several drill holes demonstrate increasing grade with depth. Porphyry style mineralization is open in all directions, in particular to the west and north where porphyry style alteration is mapped at surface and untested by drilling. With mineralized drill holes open laterally and at depth, there is considerable work to be done to complete drill testing of existing priority drill targets.

***Esperanza Property Option Agreement***

On March 1, 2017, the Company received TSX-V approval on the Esperanza Property option agreement to acquire a 100% interest in the Esperanza copper-gold porphyry deposit. On July 9, 2018 (as amended), the Company entered into a Definitive property option agreement in respect to Esperanza.

Under the option the Company has the right to earn a 100% interest in the project through the payment of US \$2,306,000 and the issuance of common shares of the Company valued at US\$ 500,000 (at the time of issuance) to the vendor.

On December 14, 2023, the Company executed an amended option agreement with the underlying vendors, which amended the amount and schedule of remaining cash payments and share issuances. The amending agreement postpones the December 31, 2023 cash payment until May 5, 2024, and reduces the amount of the payment to US\$100,000 (which payment is an irrevocable commitment).

The remaining payments to fulfill the amended terms of the definitive property option agreement is as follows:

Date	Payments in cash (US\$)	Payments in shares (US\$)
Payments made as of October 31, 2021 and 2022	623,000 (paid)	
January 10, 2023	200,000 (paid)	-
June 30, 2023	250,000 (paid)	-
May 5, 2024	100,000 (paid)	-
30 days following receipt of a drilling permit <sup>(1)</sup>	250,000	-
12 months following receipt of a drilling permit	250,000	-
18 months following receipt of a drilling permit	250,000	250,000
24 months following a receipt of a drilling permit	383,000	250,000
<b>Total</b>	<b>\$ 2,306,000</b>	<b>\$ 500,000</b>

<sup>(1)</sup> If a drill permit for Esperanza is not secured by the Company on or prior to July 31, 2025, the underlying optionor has the right to terminate the definitive option agreement.

Upon completion of the option payments and share issuances the Company will be deemed to have exercised the option and will have earned an undivided 100% legal and beneficial interest in and to the project, subject to a 2% NSR royalty to be granted to the vendor. The Company will have a right to buy back 0.5 % of the NSR royalty for US\$ 1,000,000, at which time the NSR royalty payable to the vendor shall be 1.5%.

During the year ended October 31, 2023, the Company issued 711,400 common shares fair valued at \$96,039 (US\$ 70,820) as a final payment in shares of the finder's fee of US\$ 172,800 for Esperanza property.

#### Huachi Property Option Agreement

On March 13, 2024, the Company announced that it has entered into a binding letter agreement with Golden Arrow Resources Corp. to earn up to a 100% interest in the 3,500-hectare Huachi property. Huachi is contiguous with the Company's Esperanza project, located in San Juan Province, Argentina. Under the terms of the letter agreement, Latin Metals has been granted the option to earn an initial 75% interest in the Huachi project by incurring exploration expenditures totalling US\$1,000,000 and making cash payments of US\$1,000,000 to Golden Arrow over a four-year period. Following the exercise of the option, Latin Metals shall have a top-up right whereby Latin Metals can purchase the remaining 25% interest in the Huachi property (aggregate 100%) by paying US\$2,000,000 cash to Golden Arrow. Upon completion of the acquisition, Golden Arrow's interest shall be reduced to a 1% NSR royalty.

#### Earn-in agreement with Libero Copper and Gold

On January 20, 2021, the Company signed a letter agreement with Libero Copper and Gold ("Libero"), pursuant to which Libero has been granted an option to acquire a 70% interest in the Esperanza Property. In order to exercise the option, Libero was required to make cash payments in the aggregate of US\$ 2,403,000 and incur exploration expenditures on Esperanza project of US\$ 2,000,000.

On December 21, 2023, the Company announced that it had issued a Notice of Default and Termination to Libero and terminated the earn-in agreement due to Libero's failure to make a payment in the amount of US\$ 350,000 on or before December 6, 2023. For the duration of the agreement Libero had paid the Company US\$ 920,000.

The Esperanza project is available for partnership.



***Mina Angela Property NSR Royalty, Argentina***

The Mina Angela property is in Chubut province in southern Argentina. The property was explored by several companies between 1951 and 1978 and production commenced in 1978. The underground mine was operated by Cerro Castillo SA until 1992 producing more than 150,000 ounces of gold. The mineralized system remains open at depth. Government records from 1983 until the mine closed in 1992 show mining production was 1.04 million tonnes for this period with average grades of: 4.0 g/t gold; 48.4 g/t silver; 2.0% lead; 0.4% copper; 4.6% zinc.

In April 2004, the Company entered into an acquisition agreement, pursuant to which and in consideration of aggregate cash payments to the vendor of US\$ 400,000, the Company acquired a 100% interest in 44 mineral concessions, known as Mina Angela, in Chubut Province, Argentina, subject to a 1% net smelter return royalty ("NSR Royalty") to the vendor.

On September 12, 2020, the Company signed an option agreement with Patagonia Gold Corp. ("Patagonia") under the terms of which Patagonia was granted an irrevocable option to acquire a 100% interest in the Mina Angela property. On March 12, 2021, the Company received an option exercise notice from Patagonia. As of the date of this MD&A, the Company received in aggregate US\$ 590,000 from Patagonia, pursuant to the option agreement for Mina Angela. A final payment of US\$ 500,000 is due to be paid within thirty days of verification that the legal restrictions preventing development of mining activity in the Chubut Province and at the Mina Angela property have been lifted.

Latin Metals is entitled to receive a 1.25% NSR Royalty on any future production from the property, half of which royalty can be repurchased by Patagonia from Latin Metals at any time for cash consideration of US\$ 1,000,000.

***El Quemado Property NSR Royalty, Argentina***

The project area is in Salta Province, approximately 80 km west of the city of Salta and consists of 7,959 hectares in 19 claims. The El Quemado pegmatite is part of the El Quemado pegmatite field, at the northern end of the Pampean pegmatite province. Several known pegmatite occurrences are located within the property, some of which have seen historical exploitation for niobium, tantalum, and bismuth.

The Company entered into an option agreement with an arm's length individual in June 2016 to acquire 100% interest in El Quemado property. In September 2018, the Company exercised the option following the issuance of 357,500 shares, earning a 100% interest, subject to a 2% NSR Royalty. During the year ended October 31, 2022, the Company and the vendor agreed to extinguish the 2% NSR Royalty for a cash payment of 1,500,000 Argentinian pesos (\$16,207) made by the Company to the vendor.

On March 3, 2023, the Company announced sale of a 100% interest in the El Quemado project to South American Lithium Ltd. ("SALi") for total consideration of \$400,000 in cash (received) and 1,000,000 units (received) in the capital of SALi. Each unit consists of 1,000,000 common shares issued at a deemed price of \$0.50, and 1,000,000 share purchase warrants exercisable at \$1.00 for a period of 5 years.

Latin Metals retain a 2% NSR Royalty on the project. One half of the 2% NSR Royalty can be purchased at any time prior to production by SALi from the Company for US\$3,000,000 cash.

***Mirador, Solario, Ventana and Terraza Properties, Argentina***

During the year ended October 31, 2023, and to date, the Company acquired Mirador, Solario and Ventana properties in Salta Province and the Terraza property in Jujuy Province. The Mirador property consists of



approximately up to 99,000 hectares acquired by staking. The approximately 170,000-hectare Solario property and the approximately 176,000-hectare Ventana property were each acquired for cash payments \$1 million Argentina pesos under the terms of two sale and purchase agreements. Finally, the approximately 68,000-hectare Terraza project was acquired by staking.

The properties are grass roots exploration properties, which are prospective for sediment-hosted copper mineralization. Initial reconnaissance at Mirador has identified outcropping mineralization at several locations within the property and with one sample grading 2.4% copper and 628ppm vanadium. Planned work includes extensive stream sediment sampling to geochemically screen the four properties in their entirety.

### ***Lacsha Property, Peru***

The Company acquired the Lacsha copper property, located in the Peruvian Coastal Copper Belt, by staking. The property is located approximately 110 km by road from Lima, 40 km from the coast, and is accessible year-round by paved road. The 4,000-hectare Lacsha property was selected for staking based on the results of historical multi-element geochemistry and anomalies that extend over an area measuring 5.0 km x 2.5 km. The claims lie immediately south and contiguous with a large block hosting Newmont Corporation's Sumacwayra copper-molybdenum discovery.

The Company has completed extensive surface exploration including surface geochemical sampling through stream sediment sampling, talus fine sampling, continuous rock chip sampling, a ground magnetic survey of the property, and an extensive induced polarization survey. Surface lithology, structure and geochemistry together with new geophysical data at Lacsha are consistent with porphyry-related sulphide mineralization and strengthen a series of compelling drill targets. The ground magnetic survey identified several zones with highly magnetic response, which are interpreted to be associated with magnetite mineralization within a central porphyry potassic alteration. The IP survey defined extensive areas of high chargeability (>20 mv/v), which is a signature often associated with sulphide mineralization. The cores of these anomalies reach 25 mv/v at depths of approximately 100m from surface and potentially reflect copper sulphide mineralization. Areas of high resistivity (>2,000 ohm\*m) are consistent with silicification (overlying a vertically zoned porphyry system).

Integration of surface geochemistry with geophysics further supports drill targets. Copper (>300ppm, up to 1590ppm) and molybdenum (>10ppm, up to 85ppm) anomalies (talus samples) are centered over the interpreted porphyry system where a copper rich core may be present. Zinc and lead depleted above the target (proximally), with anomalous values distally which is considered a typical geochemical zonation for upright, intact porphyry copper systems. The geochemistry dovetails with the surface geophysics where copper and molybdenum geochemical anomalies are coincident with magnetic (high) and IP chargeability (high) features increasing confidence in the drill targets.

In January 2023, the Company announced that it has secured a drill permit at the Lacsha copper project. The drill permit is an FTA (Ficha Tecnica Ambiental) consisting of permission to construct all necessary access roads and 20 drill pads, from which up to 43 drill holes may be completed to depths up to 1000m below surface.

The Lacsha property is drill-ready, drill-permitted, and available for partnership.

### ***Auquis Property, Peru***

The Company acquired the Auquis copper property, located in the Peruvian Coastal Copper Belt, by staking and recently expanded the project to 3,600 hectares. The Project is located approximately 377 km south by road from Lima, 95 km from the coast, and is accessible year-round by paved road.



Two centers of mineralization have been recognized to date, specifically the Roze Zone (a copper porphyry system) and the Blanco Zone (skarn mineralization). Exploration completed to date includes 291 soil samples, and 666 rock samples. In addition, 66 line km of magnetic surveys have been completed.

The Auquis property is available for partnership.

### ***Jacha Property, Peru***

The Company acquired the Jacha copper property by staking. The 100% owned property consists of 2,200 hectares and is located in the Southern Peru Copper Belt, 150 km from Cuzco, and is accessible year-round by paved and unpaved road.

The Southern Peru Copper Belt is an Eocene-Oligocene-aged belt hosting numerous productive copper-gold porphyry and skarn systems, including Las Bambas, Tintaya, Constancia, Haquira and Antapaccay. The Jacha exploration property is located centrally within the belt.

The Jacha project has potential for porphyry and skarn copper mineralization. Historical geochemistry consists of more than 1,000 soil samples, which define copper anomalies over two areas of approximately 3.0 km by 1.5 km and 2 km by 0.5 km. Soil values within the anomalous area range from 2 ppm to 446 ppm copper and up to 46 ppm molybdenum. The geochemical anomaly is open to the north and south.

In October, 2023, the Company signed an agreement with the community located in Paruro, Cusco region, which cleared that path for exploration to begin at the Jacha project. The Company has commenced Phase I soil and rock chip sampling program covering 1,000 hectares of the project.

The Jacha property is available for partnership.

### ***Tillo Property, Peru***

The 2,000-hectare Tillo project is located in Peru's Coastal Copper Belt. Latin Metals' work has begun with the geochemical sampling of soils and talus fines for 253 geochemical samples. Several anomalous samples have been delineated, including the largest zone, which measures approximately 2,500m x 1,000m in area. Within this zone, copper values range from 250 ppm to a peak of 1,050 ppm copper, with supporting molybdenum mineralization. A suite of three rock samples were collected returning copper grades ranging from 0.19% to 1.36%, with associated molybdenum mineralization ranging from 5ppm to 94ppm. Rock sampling of the main 2,500m x 1,000m anomaly returned positive results with rock 24 samples from 140 collected grading greater than 0.2% copper, with a maximum grade of 5.9% copper and 421 ppm molybdenum.

The Tillo property is available for partnership.

### ***Para Property, Peru***

The 1,900-hectare Tillo project is located in Peru's Coastal Copper Belt. The Company has discovered zones of high-grade copper mineralization with initial work focusing on geochemical sampling of talus fines for a total of 56 geochemical samples. The results of talus sampling have been very positive with anomalous copper analysis ranges from 251 ppm to a peak of 1,505 ppm copper, with supporting molybdenum mineralization up to 46 ppm. The geochemical anomalies are open to the northwest, and as a result, Latin Metals has staked an additional 1,300 hectares for a new total of 1,900 hectares.

The Para property is available for partnership.

***Qualified Person and Quality Control/Quality Assurance***

Keith Henderson, PGeo., is the Company's qualified person as defined by NI 43-101, has reviewed the scientific and technical information that forms the basis for the mineral property disclosure in this MD&A and has approved the disclosure herein. Mr. Henderson is not independent of the Company, as he is an employee and a shareholder of the Company.

***Exploration and evaluation assets continuity***

	ARGENTINA	PERU	TOTAL
<b>Balance, October 31, 2022</b>	<b>\$ 3,863,326</b>	<b>\$ 1,041,988</b>	<b>\$ 4,905,314</b>
<i>Acquisition costs</i>			
Shares issued for option payment, fair value	181,785	-	<b>181,785</b>
Shares issued for finder's fees, fair value	96,039	-	<b>96,039</b>
Option payments	634,419	-	<b>634,419</b>
Option proceeds	(987,090)	-	<b>(987,090)</b>
Sale proceeds	(900,000)	-	<b>(900,000)</b>
Claim maintenance and legal fees	192,937	28,331	<b>221,268</b>
Total acquisition costs(proceeds) for the period	(781,910)	28,331	<b>(753,579)</b>
<i>Exploration costs</i>			
Community relations	-	29,872	<b>29,872</b>
Field expenses, incl. support contractors	-	118,544	<b>118,544</b>
Geological & geophysical	-	95,695	<b>95,695</b>
Geochemical	-	17,215	<b>17,215</b>
Geophysical	-	139,043	<b>139,043</b>
Salaries	-	42,400	<b>42,400</b>
Share-based compensation	-	49,463	<b>49,463</b>
IVA non-refundable	-	28,199	<b>28,199</b>
Total exploration costs for the period	-	520,431	<b>520,431</b>
Recovery	457,530	-	<b>457,530</b>
Impairment	-	(32,014)	<b>(32,014)</b>
<b>Balance, October 31, 2023</b>	<b>\$ 3,538,946</b>	<b>\$ 1,558,736</b>	<b>\$ 5,097,682</b>
<i>Acquisition costs</i>			
Option payments	273,517	-	<b>273,517</b>
Option proceeds	(205,110)	-	<b>(205,110)</b>
Claim maintenance and legal fees	17,261	57,532	<b>74,793</b>
Total acquisition costs (proceeds) for the period	85,668	57,532	<b>143,200</b>
<i>Exploration costs</i>			
Community relations	-	38,065	<b>38,065</b>
Field expenses, incl. support contractors	31,313	24,857	<b>56,170</b>
Geological consultants and contractors	42,661	5,988	<b>48,649</b>
Geochemical	4,406	-	<b>4,406</b>
Total exploration costs for the period	78,380	68,910	<b>147,290</b>
Recoveries	205,110	-	<b>205,110</b>
<b>Balance, July 31, 2024</b>	<b>\$ 3,908,104</b>	<b>\$ 1,685,178</b>	<b>\$ 5,593,282</b>

ARGENTINIAN EXPLORATION PROPERTIES	Salta properties	Tres Cerros	Esperanza	El Quemado	Mirador	Solario	Ventana	TOTAL Argentina
<b>Balance, October 31, 2022</b>	\$ -	\$ 255,188	\$ 3,042,653	\$ 565,485	\$ -	\$ -	\$ -	\$ 3,863,326
<i>Acquisition costs</i>								
Shares issued for option pmnt, fair value	-	181,785	-	-	-	-	-	181,785
Shares issued for finder's fees, fair value	-	-	96,039	-	-	-	-	96,039
Option payments and claims staking	-	-	603,967	-	19,270	5,591	5,591	634,419
Option proceeds	(133,750)	(249,650)	(603,690)	-	-	-	-	(987,090)
Sale proceeds	-	-	-	(900,000)	-	-	-	(900,000)
Claim maintenance and legal fees	-	16,127	16,381	10,735	125,643	12,107	11,944	192,937
Total acquisition costs for the year	(133,750)	(51,738)	112,697	(889,265)	144,913	17,698	17,535	(781,910)
Recovery	133,750	-	-	323,780	-	-	-	457,530
<b>Balance, October 31, 2023</b>	\$ -	\$ 203,450	\$ 3,155,350	\$ -	\$ 144,913	\$ 17,698	\$ 17,535	\$ 3,538,946
<i>Acquisition costs</i>								
Option payments	-	136,537	136,980	-	-	-	-	273,517
Option proceeds	(205,110)	-	-	-	-	-	-	(205,110)
Claim maintenance and legal fees	-	(6,120)	23,138	-	-	163	80	17,261
Total acquisition costs (proceeds) for the period	(205,110)	130,417	160,118	-	-	163	80	85,668
<i>Exploration costs</i>								
Field expenses, incl. support contractors	-	20,697	10,616	-	-	-	-	31,313
Geological consultants and contractors	-	-	40,862	-	1,799	-	-	42,661
Geochemical	-	-	-	-	4,406	-	-	4,406
Total exploration costs for the period	-	20,697	51,478	-	6,205	-	-	78,830
Recoveries	205,110	-	-	-	-	-	-	205,110
<b>Balance, July 31, 2024</b>	-	\$ 354,563	\$ 3,366,946	\$ -	\$ 151,118	\$ 17,874	\$ 17,621	\$ 3,908,104

PERUVIAN EXPLORATION PROPERTIES	Laesha	Auquis	Jacha	Yanba	Para	Tilo	Loli	Total Peru
<b>Balance, October 31, 2022</b>	\$ 699,355	\$ 238,129	\$ 55,566	\$ 17,612	\$ 12,627	\$ 14,574	\$ 4,125	\$ 1,041,988
Claim maintenance and legal fees	7,742	2,493	-	811	5,391	7,929	3,965	28,331
<i>Exploration costs</i>								
Community relations	15,383	7,018	4,113	296	764	2,298	-	29,872
Field expenses, incl. support contractors	37,282	41,955	6,668	50	20,379	12,210	-	118,544
Geological	26,644	20,396	4,312	13,245	10,895	18,229	1,974	95,695
Geochemical	-	426	-	-	4,362	12,427	-	17,217
Geophysical	-	88,669	664	-	16,045	33,665	-	139,043
Salaries	-	7,554	8,727	-	8,518	8,518	9,083	42,400
Share-based compensation	24,732	24,731	-	-	-	-	-	49,463
IVA non-refundable	-	16,078	120	-	3,683	8,318	-	28,199
Total exploration costs for the year	104,041	206,827	24,604	13,591	64,646	95,665	11,057	520,431
Impairment	-	-	-	(32,014)	-	-	-	(32,014)
<b>Balance, October 31, 2023</b>	\$ 811,138	\$ 447,449	\$ 80,170	\$ -	\$ 82,664	\$ 118,168	\$ 19,147	\$ 1,558,736
Claim maintenance and legal fees	21,279	18,773	4,118	-	-	9,244	4,118	57,532
<i>Exploration costs</i>								
Community relations	31,817	5,120	1,128	-	-	-	-	38,065
Field expenses, incl. support contractors	3,110	10,979	5,293	-	4,089	1,386	-	24,857
Geological consulting	4,758	896	-	-	-	334	-	5,988
Total exploration costs for the period	39,685	16,995	6,421	-	4,089	1,720	23,265	68,910
<b>Balance, July 31, 2024</b>	\$ 872,102	\$ 483,217	\$ 90,709	\$ -	\$ 86,753	\$ 129,132	\$ 23,265	\$ 1,685,178



**LATIN METALS INC.**

(An Exploration Stage Company)

**MANAGEMENT'S DISCUSSION & ANALYSIS****For the nine months ended July 31, 2024****SUMMARY OF QUARTERLY RESULTS**

The table below sets out the quarterly results for the past eight quarters:

Quarter ended <i>Amounts in</i> <i>000's</i>	Jul 31, 2024	Apr 30, 2024	Jan 31, 2024	Oct 31, 2023	Jul 31, 2023	Apr 30, 2023	Jan 31, 2023	Oct 31, 2022
Income (loss) and comprehensive income (loss)	\$ (457)	\$ (705)	\$ (416)	\$ (289)	\$ (244)	\$ 219	\$ (760)	\$ (322)
Earnings (loss) per share – basic and diluted	(0.1)	(0.1)	(0.1)	(0.0)	(0.0)	0.0	(0.01)	(0.01)
Exploration and evaluation assets	5,593	5,222	5,141	5,098	4,890	4,648	5,192	4,905
Total assets	5,919	6,131	6,243	6,562	6,220	6,393	5,955	6,243
Working capital (deficit)	(805)	(499)	(694)	(332)	112	634	517	1,002

During the quarter ended January 31, 2023, the Company recorded a share-based compensation expense of \$448,259, pursuant to the issuance of 5,030,000 stock options.

During the quarter ended April 30, 2023, the Company recorded a recovery on exploration and evaluation assets of \$653,380 in connection with the sale of El Quemado property.

During the quarter ended July 31, 2023, the Company recorded a recovery on exploration and evaluation assets of \$133,750 in connection with the Salta projects earn-in agreement with AngloGold.

During the quarter ended October 31, 2023, the Company recorded a gain on fair value remeasurement of investments of \$311,526.

During the quarter ended April 30, 2024, the Company recorded a loss on fair value remeasurement of investments of \$353,134.

During the quarter ended July 31, 2024, the Company recorded a loss on fair value remeasurement of investments of \$256,898, stock-based compensation expense of \$75,320, which were partially offset by a recovery of exploration and evaluation assets of \$205,110.

The variation seen over such quarters is primarily dependent upon the success of the Company's ongoing property evaluation program and the timing and results of the Company's exploration activities on its then current properties, none of which are possible to predict with any accuracy. There are no general trends regarding the Company's quarterly results, and the Company's business of mineral exploration is not seasonal, except to the extent that exploration works on certain properties may be restricted to certain portions of the year if prevailing weather conditions make such work prohibitively expensive or practically impossible to complete at other times. Quarterly results can vary significantly depending on whether the Company has granted any stock options, paid any employee bonuses and these are factors that account for material variations in the Company's quarterly net losses, none of which are predictable. General operating costs other than the specific items noted above tend to be quite similar from period to period. The variation in income is related solely to the interest earned on funds held by the Company, which is dependent upon the success of the Company in raising the required financing for its activities which will vary with overall market conditions and is therefore difficult to predict.



## **FINANCIAL RESULTS FROM OPERATIONS**

As with most junior mineral exploration companies, financial results of operations are not the main factor in establishing the financial health of the Company. Of far greater significance are the mineral properties in which the Company has, or may earn, an interest, its working capital and how many shares it has outstanding. Quarterly results can vary significantly depending on whether the Company has abandoned any properties, received option payments for a property in excess of the costs incurred, or granted any stock options.

### ***Three months ended July 31, 2024 ("Q3 2024") compared to the three months ended July 31, 2023 ("Q3 2023")***

During Q3 2024 the Company incurred a net loss of \$457,158 or loss per share of \$0.01 compared to a net gain of \$219,455 or net loss per share of \$0.00 for Q3 2023. The increase in net loss of \$213,071 was mainly driven by a recognition of loss of fair value remeasurement of investments of \$256,898 in Q3 2024 vs \$nil in Q3 2023, which was partly offset by an increase in recovery of exploration and evaluation assets - \$205,110 in Q3 2024 vs \$137,042 in Q3 2023.

Significant variances are discussed below:

- Investor relations and promotions decreased to \$12,823 in Q3 2024 compared to \$65,715 in Q3 2023, a decrease of \$52,892 due to the Company's participation in fewer investment conferences and engaging in fewer marketing activities, with the view of conserving cash, while focusing expenditures on developing its newly acquired projects.
- Consulting fees decreased to \$82,918 in Q3 2024 compared to \$125,615 in Q3 2023, a decrease of \$42,697, mainly driven by a decrease in consulting fees in respect to corporate communications.
- Travel expenditures decreased to \$nil in Q3 2024 compared to \$21,557 in Q3 2023, a decrease of \$21,557, due to the Company's participation in fewer investment conferences.
- Office and general expenditures decreased to \$21,664 in Q3 2024 compared to \$33,325 in Q3 2023, a decrease of \$11,661, mainly driven by the Company's terminating its head office rent agreement effective February 1, 2024.
- Professional fees increased to \$56,713 in Q3 2024 compared to \$24,020 in Q3 2023, an increase of \$32,693, mainly driven by an increase in legal services.
- Share-based compensation expense increased to \$75,320 in Q3 2024 compared to \$nil in Q3 2023, as 950,000 stock-options fair-valued at \$0.08 were granted and vested in Q3 2024 vs nil in Q3 2023.
- Fair value remeasurement loss of investments increased to \$256,898 in Q3 2024 from \$nil in Q3 2023, due to the decrease in fair value of the 1,000,000 shares and 1,000,000 warrants of SALi held by the Company at July 31, 2024.
- Finance costs increased to \$27,018 in Q3 2024 from \$2,732 in Q3 2023, an increase of \$24,286, due to interest expense and accretion in respect to short-term loans outstanding during Q3 2024. No loans were outstanding during Q3 2023.

### ***Nine months ended July 31, 2024 ("YTD 2024") compared to the nine months ended July 31, 2023 ("YTD 2023")***

During YTD 2024 the Company incurred a net loss of \$1,580,015 or loss per share of \$0.02 compared to a net loss of \$784,213 or loss per share of \$0.01 for YTD 2023. The increase in net loss of \$795,809 was mainly driven by 1) a recognition of loss of fair value remeasurement of investments of \$622,219 in YTD 2024 vs \$nil in YTD 2023, and 2) a decrease in recovery of exploration and evaluation assets - \$205,110 in YTD 2024 vs \$790,422 in YTD 2023.



The significant variances for the nine-month period are discussed below:

- Share-based compensation decreased to \$75,320 in YTD 2024 compared to \$448,259 in YTD 2023, a decrease of \$372,939, due to 950,000 stock options fair-valued at \$0.08 were granted and vested in YTD 2024, vs 5,030,000 stock options fair-valued at \$0.10 per option were granted and vested in YTD 2023.
- Salaries, directors' fees, and benefits increased to \$235,573 in YTD 2024 from \$183,818 in YTD 2023, an increase of \$51,755 commensurate with the increase in the number of the Company's projects and subsidiaries.

The reasons for the significant variances for the nine-month period in the expenditures below are consistent with the reasons described for the three-month period:

- Investor relations and promotions decreased to \$109,811 in YTD 2024 compared to \$208,891 in YTD 2023, a decrease of \$99,080.
- Consulting fees decreased to \$308,811 in YTD 2024 compared to \$381,586 in YTD 2023, a decrease of \$72,775.
- Travel expenditures decreased to \$24,547 in YTD 2024 compared to \$68,493 in YTD 2023, a decrease of \$43,946.
- Office and general expenditures decreased to \$73,316 in YTD 2024 compared to \$101,578 in YTD 2023, a decrease of \$29,262.
- Fair value remeasurement loss of investments increased to \$622,219 in YTD 2024 from \$nil in YTD 2023, an increase of \$622,219.
- Finance costs increased to \$88,934 in YTD 2024 from \$9,005 in YTD 2023, an increase of \$79,929.

## **LIQUIDITY AND CAPITAL RESOURCES**

The Company has no revenue generating operations from which it can internally generate funds. To date, the Company's ongoing operations have been predominantly financed by the sale of its equity securities by way of private placements and the subsequent exercise of share purchase warrants issued in connection with such private placements as well as loans and convertible debentures. However, the exercise of warrants and options is dependent primarily on the market price and overall market liquidity of the Company's securities, over which the Company has no control, at or near the expiry date of such warrants and options and therefore there can be no guarantee that any existing warrants and options will be exercised.

When acquiring an interest in mineral properties through purchase or option the Company will sometimes issue common shares to the vendor or optionee of the property as partial or full consideration for the property interest to conserve its cash.

The Company expects that it will operate at a loss for the foreseeable future, and that it will require additional financings to maintain its existing level of operations and / or acquire and explore mineral resource properties in its portfolio during and beyond 2024.

### **Private placements**

On February 6, 2024, the Company closed its previously announced non-brokered private placements of 10,000,000 units at \$0.07 per unit for gross proceeds of \$700,000. Each unit consists of one common share in the capital of the Company and one-half of one common share purchase warrant, with each whole warrant entitling the holder thereof to purchase one common share at a price of \$0.15 per share until February 6, 2026.

On September 26, 2024, the Company closed its previously announced private placement for aggregate gross proceeds of \$2,000,000 through the issuance of 25,000,000 units at a subscription price of \$0.08 per unit. Each unit consists of one common share in the capital of the Company and one-half of one common share purchase warrant, with each whole warrant entitling the holder thereof to purchase one common share at a price of \$0.15 per share until September 26, 2026.

In connection with the financing, the Company paid finder's fees consisting of a \$70,350 cash commission and 879,375 finder's warrants, each finder's warrant entitling the holder thereof to purchase one share at a price of \$0.08 per share until September 26, 2025.

The closing of the financing is subject to receipt of TSX Venture Exchange final approval.

### **Warrants exercise**

Subsequent to July 31, 2024, the Company issued 500,000 shares pursuant to the exercise of 500,000 warrants at an exercise price of \$0.10 for gross proceeds of \$50,000.

### **Loans**

On September 27, 2023, the Company secured loans in the gross amount of \$600,000, of which \$400,000 are loans from related parties. The loans have a one-year term and bear interest at the rate of 10% per annum, compounded annually. The Company agreed to issue 6,000,000 bonus common-share purchase warrants to the lenders each of which warrants will entitle the holder to purchase one common share of the Company for a period of one year at an exercise price of \$0.10 per share.

On April 28, 2024, the Company secured a non-interest-bearing, unsecured loan ("2024 Loan- April") in the amount of USD 100,000 (\$136,890), payable on demand, from a director of the Company. The 2024 Loan-April was subsequently repaid. On July 8, 2024, the Company secured a non-interest-bearing, unsecured loan ("2024 Loan- July") in the amount of USD 75,000 (\$102,255), payable on demand, from the same director of the Company.

Discounted loans balances at July 31, 2024 and October 31, 2023 are \$693,184 and \$548,724 respectively.

### **Working capital and cash flows**

As of July 31, 2024, the Company's cash on hand was \$35,294 compared to \$333,624 as of October 31, 2023. The Company had a working capital deficit of \$805,719 as of July 31, 2024 compared to a working capital deficit of \$331,685 as of October 31, 2023.

Net cash flows for the nine months ended July 31, 2024 and 2023 were as follows:

Net cash flow	Nine months ended July 31,	
	2024	2023
Operating activities	\$ (732,499)	\$ (1,127,007)
Investing activities	(327,977)	206,314
Financing activities	762,146	(15,295)
Change in cash for the period	(298,330)	(935,988)
Cash, beginning of the period	333,624	1,136,196
Cash, end of the period	\$ 35,294	\$ 200,208

Net cash flow from investing activities for the nine months ended July 31, 2024, includes cash spent on exploration and evaluation assets of \$528,334 (nine months ended July 31, 2024 - \$1,114,761), and cash proceeds from mineral properties option agreements and sale of mineral properties of \$205,110 (nine months ended July 31, 2023 - \$1,387,090).

The Company currently has no further funding commitments or arrangements for additional financing (other than the potential exercise of options and warrants) and there is no assurance that the Company will be able to obtain additional financing on acceptable terms, if at all. There is significant uncertainty whether the Company will be able to secure any additional financing in the current equity markets. The quantity of funds to be raised and the terms of any proposed equity financing that may be undertaken will be negotiated by management as opportunities to raise funds arise.

#### **OFF-BALANCE SHEET ARRANGEMENTS**

There are no off-balance sheet arrangements to which the Company is committed.

#### **RELATED PARTY TRANSACTIONS**

All transactions with related parties have occurred in the normal course of operations. All amounts are unsecured, non-interest bearing, and have no specific terms of settlement, unless otherwise noted.

#### **Key management personnel compensation**

The Company's key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company. The Company's key management personnel comprises officers and directors of the Company. Key management personnel compensation is as follows:

	<b>Three months ended July 31,</b>		<b>Nine months ended July 31,</b>	
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
Directors' fees, salaries and benefits	\$ 65,812	\$ 73,562	\$ 197,438	\$ 168,562
Consulting fees <sup>1</sup>	26,154	27,570	78,435	66,854
Share-based compensation	51,535	-	51,535	336,476
	<b>\$ 143,492</b>	<b>\$ 101,132</b>	<b>\$ 327,408</b>	<b>\$ 571,892</b>

<sup>1</sup> Fees paid to a corporation for personnel that is acting as key management of the Company.

As at July 31, 2024, the Company had amounts payable for key management personnel compensation of \$97,953 included in accounts payable and accrued liabilities (October 31, 2023 - \$41,706).

#### **Loans from related parties**

During the year ended October 31, 2023, the Company secured short-term loans in the amount of \$75,000 from the CEO and \$325,000 from two directors of the Company, totaling \$400,000, as part of the total short-term loans amount of \$600,000 as disclosed in the Liquidity and capital resource section above. The Loans have a one-year term (maturing on September 27, 2024) and bear interest at the rate of 10% per annum compounded annually, payable on the maturity date. In connection with the Loans, the Company issued 4,000,000 common share purchase warrants in aggregate to the related parties. Each warrant entitles the holder to purchase one common share of the Company until September 27, 2024 at an exercise price of \$0.10 per share.

As at July 31, 2024, the Company accrued interest of \$37,125, included in accounts payable and accrued liabilities, payable to related parties in respect of the 2023 Loans (October 31, 2023 - \$7,097).

During the nine months ended July 31, 2024, the Company secured two non-interest-bearing, unsecured loans in the aggregate amount of USD 175,000 from a director of the Company, payable on demand. As of July 31, 2024 one of the loans was fully repaid (USD 100,000) and the remaining loan payable balance is USD 75,000.

### **Office lease agreement**

Effective August 1, 2022, the Company entered into an office sub-lease agreement with a term of three years, with Velocity Minerals Ltd. ("Velocity"). The Company and Velocity share a common officer and director. Effective February 1, 2024, Velocity, as a head lessee, sublet the office to a third party. The Company and Velocity reached an agreement to terminate the office sub-lease agreement between the Company and Velocity effective February 1, 2024, without any penalties for the parties.

	Three months ended July 31,		Six months ended July 31,	
	2024	2023	2024	2023
Rent	\$ -	\$ 9,000	\$ 11,931	\$ 27,000

As at July 31, 2024 the Company had amounts payable to Velocity of \$nil (October 31, 2023 - \$8,342).

### **PROPOSED TRANSACTIONS**

As at the date of this MD&A there are no proposed transactions that have not already been disclosed in the MD&A.

### **CRITICAL ACCOUNTING ESTIMATES**

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated financial statements and reported amounts of recoveries 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. However, actual outcomes can differ from these estimates.

Areas requiring a significant degree of estimation and judgment relate to the recoverability of the carrying value of exploration and evaluation assets, determining whether an acquisition is a business combination or an assets acquisition, fair value measurements of financial instruments and share-based compensation and other equity-based payments, the recognition and valuation of provisions for restoration and environmental liabilities, lease liabilities, and the recoverability and measurement of deferred tax assets and liabilities. Actual results may differ from those estimates and judgments.

### **FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

#### ***Fair value***

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

As at July 31, 2024, the Company's financial instruments consist of cash and cash equivalents, accounts receivable, investments, accounts payable and accrued liabilities, and short-term loans. The fair values of accounts receivable, accounts payable and accrued liabilities approximate their carrying values due to their short term to maturity. Short-term loans are measured at amortized cost. The Company's cash and cash equivalents, which is classified under Level 1 of the fair value hierarchy, is measured at fair value using quoted market price at period end. As at July 31, 2024, the Company's investments in common shares and warrants of SALi have been fair valued using Level 1 and Level 3 inputs of the fair value hierarchy respectively.

### ***Financial risk management***

The Company is exposed in varying degrees to a variety of financial instruments related risks, including, credit risk, currency risks, liquidity risk, interest rate risk, other price risk and capital risk. Details of the primary risks that the Company is exposed to are laid out in the notes to the Company's condensed interim consolidated financial statements for the three and nine months ended July 31, 2024 and 2023.

### **MATERIAL PROCEEDINGS**

The Company is not a party to any material proceedings. The Company continually evaluates new opportunities, including new properties by staking, acquisition, or joint venture.

### **OUTSTANDING SHARE DATA**

	<b>September 26, 2024</b>	<b>July 31, 2024</b>
Common shares issued and outstanding	109,701,284	81,476,251
Options outstanding	6,935,000	6,935,000
Warrants outstanding	36,407,490	23,528,115
<b>Fully diluted</b>	<b>153,043,774</b>	<b>111,939,366</b>

### **DISCLOSURE CONTROLS AND PROCEDURES**

As defined in National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings, disclosure controls and procedures require that controls and other procedures be designed to provide reasonable assurance that material information required to be disclosed is duly gathered and reported to senior management in order to permit timely decisions and timely and accurate public disclosure. Management is responsible for the establishment and maintenance of a system of internal control over financial reporting. This system has been designed to provide reasonable assurance that assets are safeguarded and that the financial reporting is accurate and reliable. The condensed interim consolidated financial statements as at and for the three and nine months ended July 31, 2024 have been prepared by management in accordance with IFRS and in accordance with accounting policies set out in the notes to the annual audited consolidated financial statements. Management of the Company have evaluated the design of the Company's disclosure controls and procedures and the design of internal controls over financial reporting as required by Canadian securities laws and have concluded that such procedures are adequate to ensure accurate and complete disclosures in public filings.

There are inherent limitations in all control systems and no disclosure controls and procedures can provide complete assurance that no future errors or fraud will occur. An economically feasible control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

As a Venture Issuer, the Company is not required to certify the design and evaluation of the issuer's disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"). In addition, there are



inherent limitations on the ability of management to design and implement on a cost-effective basis DC&P and ICFR for the Company, which may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports required under securities legislation.

**ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE**

Additional disclosure concerning the Company's general and administrative expenses and exploration and evaluation expenses is provided in the Company's annual consolidated financial statement and interim consolidated financial statements, which are all available on Company's website and its profile on SEDAR+ at [www.sedarplus.com](http://www.sedarplus.com).

**APPROVAL**

The Board of Directors of the Company has approved the disclosures in this MD&A on September 26, 2024.

Additional information on the Company available on SEDAR+ at [www.sedarplus.com](http://www.sedarplus.com) and on the Company's website [www.latin-metals.com](http://www.latin-metals.com).