LATIN METALS INC.

(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION & ANALYSIS

FOR THE YEAR ENDED OCTOBER 31, 2024

Dated: February 26, 2025

Corporate Registered Office

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INTRODUCTION

This Management's Discussion and Analysis ("MD&A") for Latin Metals Inc. ("Latin Metals" or the "Company") for the year ended October 31, 2024 has been prepared by management in accordance with the requirements of National Instrument 51-102 and compares its financial results for the year ended October 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 audited consolidated financial statements and the accompanying notes for the years ended October 31, 2024 and 2023.

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 February 26, 2025.

NATURE OF BUSINESS

Latins 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 YEAR ENDED OCTOBER 31, 2024 AND THE PERIOD UP TO FEBRUARY 26, 2025

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.

- **Advisory board appointments.** In October 2024, the Company expanded its technical expertise with the appointments of Ms. Fionnuala Devine and Mr. Mike Basha to its Technical Advisory Board. The Company expanded its capital markets and marketing expertise with the appointment of Ms. Terri Anne Welyki to its Advisory Board.

Exploration highlights

- **Para project.** On February 10, 2025, the Company announced a data purchase agreement with Vale Exploration Peru S.A.C ("Vale"), whereby Vale has delivered a comprehensive package of exploration data covering the Company's Para project and extending to the surrounding area. As consideration for the exploration data, the Company has granted a time-limited Right of First Offer to Vale, which will become valid on completion of a prefeasibility study and expire in 2035.

- **Tres Cerros project.** On February 4, 2025, the Company announced positive results from its recent exploration program at the Tres Cerros Project (Cerro Bayo and La Flora).

- **Esperanza project.** On October 7, 2024, the Company entered into an option agreement with Atlantic Metals Limited (a wholly owned subsidiary of Moxico Resources plc regarding the Esperana and Huachi projects.

- **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.

- **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*".

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.

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".

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 and the Company's website at 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.

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 consisted 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.

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 Argenta Silver.

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 US$ 2,575,000 and spending an aggregate amount of US$ 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
Total	**US$ 2,575,000**	**US$ 10,000,000**

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 US$ 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 US$ 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.

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 hecatres (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 postponed 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 (1)	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
Total	**$ 2,306,000**	**$ 500,000**

(1) 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$1,000,000 to Golden Arrow over a four-year period from the date that the environmental permit for the project is approved and is in force to allow reasonable exploration activities, including drilling. The grant of the permit is still pending. Following the exercise of the option, Latin Metals shall have a top-up right whereby Latin Metals can purchase the remaining 25% interest in the Huachi property (aggregate 100%) by paying US$ 2,000,000 cash to Golden Arrow. Upon completion of the acquisition, Golden Arrow's interest shall be reduced to a 1% NSR royalty.

Anniversary Following the Commencement Date(1)	Work Commitments (US$)	Cash Payments (US$)	Vesting
First Anniversary	100,000	100,000	-
Second Anniversary	150,000	150,000	-
Third Anniversary	250,000	250,000	-
Fourth Anniversary	500,000	500,000	75%
Top- up right	-	2,000,000	25%
Total	**$ 1,000,000**	**$ 3,000,000**	**100%**

The four-year option period commences on the Commencement Date, which is the date on which the environmental permit is approved and in force, allowing exploration activities to begin. If the DIA is not obtained on or before February 28, 2027, then the agreement will be terminated.

Earn-in agreement with Libero Copper and Gold (terminated)

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 paid the Company US$ 920,000.

Earn-in agreement with Atlantic Metals Limited

On October 7,2024, the Company signed a binding letter agreement with Atlantic Metals Limited ("Atlantic"), a wholly owned subsidiary of Moxico Resources plc., a private copper mining company. Under the terms of the letter agreement, the Company granted Atlantic an option to earn a 75% interest in the Esperanza and Huachi copper exploration projects ("Atlantic earn-in agreement").

In order to fulfill the option, Atlantic is required to:

- make staged cash payments to the Company in the aggregate amount of US$ 2,775,000,
- complete at least 65,000 meters of drilling on the projects, and
- deliver independent NI 43-101 compliant technical reports to Latin Metals on the Projects setting out an initial mineral resource estimate, preliminary economic assessment and a bankable feasibility study.
- assume the outstanding cash payment obligations of the Company to the underlying owners of Esperanza and Huachi projects,
- assume the work expenditure commitments at the Huachi project.

The tables below detail the Atlantic earn-in requirements:

Date [1] (on or before)	Payments in cash to Latin Metals (US$)	Drilling[2] (meters)	NI 43-101 Compliant Technical reports[2]
October 7, 2024	350,000 (received)	-	-
October 7, 2025	150,000[3]	5,000[4]	-
October 7, 2026	150,000	10,000	-
October 7, 2027	225,000	20,000	Mineral Resource estimate
October 7, 2028	350,000	15,000	Prelim. Economic Assessment
October 7, 2029	500,000	15,000	Bankable Feasibility Study
October 7, 2030	1,050,000	-	-
Total	**2,775,000**	**65,000**	

(1) Milestone dates in respect to drilling and technical reports requirements shall be automatically extended until receipt of the Esperanza drilling permit or the Huachi drilling permit;
(2) The drilling commitments and technical report commitments can be satisfied on either the Esperanza or the Huachi projects; provided that (assuming the issuance of the Huachi drilling permit) a portion of the drilling shall need to be conducted on the Huachi property such that the Huachi work commitments of US$ in exploration expenditires are satisfied.
(3) Firm commitment; provided that (i) amount shall be reduced by US$ 100,000 (i.e. to US$ 50,000) if the Esperanza drilling

permit is not received by June 30, 2025, and (ii) payment shall no longer be a firm commitment if the Esperanza drilling permit is not received by December 31, 2025.
(4) Firm commitment, subject to receipt of the Esperanza drilling permit or the Huachi drilling permit.

Requirements under the option agreements with the underlying owners of Esperanza and Huachi:

Esperanza **Date (on or before)**	**Assumed Cash payments (US$)(1)**
30 days following receipt of a drilling permit	250,000
12 months following receipt of a drilling permit	250,000
18 months following receipt of a drilling permit	500,000(2)
24 months following a receipt of a drilling permit	633,000(3)
Total	**1,633,000**

(1) The assumed cash payments due under the underlying Esperanza option agreement shall be made by Atlantic to, or to the direction of the Company at least 15 business days prior to the date for the payment of same set out above, which payments shall then be forwarded by the Company to the underlying owners of Esperanza project.
(2) Payment comprised of US$ 250,000 assumed payment and US$ 250,000 deemed cash price of the Company's common shares being issued to the underlying Esperanza as per the terms of the underlying Esperanza option agreement.
(3) Payment comprised of US$ 383,000 assumed payment and US$ 250,000 deemed cash price of the Company's common shares being issued to the underlying Esperanza as per the terms of the underlying Esperanza option agreement.

Huachi **Date (on or before)**	**Assumed Cash payments (US$)(1)**
12 months following receipt of an environmental permit	100,000
24 months following receipt of an environmental permit	150,000
36 months following receipt of an environmental permit	250,000
48 months following a receipt of an environmental permit	500,000
Top-Up Right	$2,000,000
Total	**3,000,000**

(1) Assumed cash payments due under the underlying Huachi option agreement shall be made by Atlantic to, or to the direction of the Company at least 10 business days prior to the date for the payment of same set out above, which payments shall then be forwarded by the Company to the underlying owner of Huachi project.
(2) US$ 2,000,000 Huachi top-up payment within 90 days following the exercise of the option, as per the terms of the underlying Huachi option agreement.

Upon the exercise of the option, Atlantic can elect within 60 days of the option exercise date to purchase the remaining 25% interest in the projects for an aggregate 100% interest (top-up right) by making a cash payment to the Company equal to the greater of (i) US$ 10,000,000 or (ii) an amount equal to US$ 0.02/lb multiplied by the quantity (in pounds) of copper equivalent in the measured and indicated resource categories. If the top-up right is exercised, the Company's interest in the projects shall be converted to a 2% NSR royalty.

If the top-up right is not exercised, Atlantic and the Company will be deemed to have formed a joint venture for the continued exploration, development and, if warranted, commercialization of the Esperanza and Huachi projects, in respect of which the initial participating interests of the parties will be, Atlantic as to 75% and the Company as to 25%.

Tres Cerros Properties, Argentina

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

<u>Option agreement with underlying property owners</u>

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 US$ 200,000 payable in cash to three smaller payments throughout 2024 and to extend the May 10, 2024 US$ 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 (1)	100,000 (paid)		133,577(paid)	51%
May 30, 2024	25,000 (paid)		-	51%
July 15, 2024	75,000(paid)		-	51%
August 15, 2024(2)	-		182,789(paid)	51%
November 15, 2024	100,000(paid)		-	71%
May 10, 2025	500,000		253,093	80%
Total	**US $962,500**	**800,000**	**US $646,732**	**80%**

(1) The Company issued 757,437 common shares with a fair value of US$ 133,577 ($181,785) to the underlying owner of the properties.

(2) The Company issued 2,725,033 common shares with a fair value of US$ 182,789 ($250,703).

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.

<u>*Barrick Earn-in agreement (terminated)*</u>

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 Q1 2025.

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 hecatres. 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.

During the year ended October 31, 2024 indicators of impairment were noted as the Company has not renewed a significant portion of the claim position for the property. The property's recoverable value was determined to be $nil, leading to an impairment write-down of $91,625, in accordance with Level 3 of the fair value hierarchy.

Tillo Property, Peru

The 2,000-hectare Tillo project is lovated 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.

In February 2025, the Company executed a data purchase agreement with Vale. Under the terms of the agreement, Vale has delivered a comprehensive package of exploration data covering the Para property and extending to the surrounding area. As consideration for the exploration data, the Company has granted a time-limited Right of First Offer to Vale, which will become valid on completion of a prefeasibility study and expire in 2035. The dataset acquired from Vale includes (i) geological mapping at a 1:10,000 scale, (ii) 282 rock sample assay results, (iii) geophysical induced polarization survey results (18-line km, 400m spacing), and (iv) ground magnetic and radiometric survey data (44-line km, 200m spacing).

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
Balance, October 31, 2022	**$ 3,863,326**	**$ 1,041,988**	**$ 4,905,314**
Acquisition costs			
Shares issued for option payment, fair value	181,785	-	**181,785**
Shares issued for finder's fees, fair value	96,039	-	**96,039**
Option payments	634,419	-	**634,419**
Option proceeds	(987,090)	-	**(987,090)**
Sale proceeds	(900,000)		**(900,000)**
Claim maintenance and legal fees	192,937	28,331	**221,268**
Total acquisition costs(proceeds) for the year	(781,910)	28,331	**(753,579)**
Exploration costs			
Community relations	-	29,872	**29,872**
Field expenses, incl. support contractors	-	118,544	**118,544**
Geological & geophysical	-	95,695	**95,695**
Geochemical	-	17,215	**17,215**
Geophysical	-	139,043	**139,043**
Salaries	-	42,400	**42,400**
Share-based compensation	-	49,463	**49,463**
IVA non-refundable	-	28,199	**28,199**
Total exploration costs for the year	-	520,431	**520,431**
Recovery	457,530	-	**457,530**
Impairment	-	(32,014)	**(32,014)**
Balance, October 31, 2023	**$ 3,538,946**	**$ 1,558,736**	**$ 5,097,682**
Acquisition costs			
Shares issued for option payment, fair value	250,703	-	**250,703**
Option payments	411,340	-	**411,340**
Option proceeds	(684,260)	-	**(684,260)**
Claim maintenance and legal fees	96,968	59,904	**156,872**
Total acquisition costs (proceeds) for the year	74,751	59,904	**134,655**
Exploration costs			
Community relations	-	15,435	**15,435**
Field expenses, incl. support contractors	26,868	54,047	**80,915**
Geological consultants and contractors	86,694	4,166	**90,860**
Total exploration costs for the year	113,562	73,648	**187,210**
Recoveries	205,110	-	**205,110**
Impairment	-	(91,625)	**(91,625)**
Balance, October 31, 2024	**$ 3,932,369**	**$ 1,600,663**	**$ 5,533,032**

ARGENTINIAN EXPLORATION PROPERTIES	El Quemado	Salta properties	Esperanza	Tres Cerros	Mirador	Solario	Ventana	Terraza	TOTAL Argentina
Balance, October 31, 2022	**$ 565,485**	**$ -**	**$ 3,042,653**	**$ 255,188**	**$ -**	**$ -**	**$ -**	**$ -**	**$ 3,863,326**
Acquisition costs									
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)	(603,690)	(249,650)	-	-	-	-	**(987,090)**
Sale proceeds	(900,000)	-	-	-	-	-	-	-	**(900,000)**
Claim maintenance and legal fees	10,735	-	16,381	16,127	125,643	12,107	11,944	-	**192,937**
Total acquisition costs for the year	(889,265)	(133,750)	112,697	(51,738)	144,913	17,698	17,535	-	**(781,910)**
Recovery	323,780	133,750	-	-	-	-	-	-	**457,530**
Balance, October 31, 2023	**$ -**	**$ -**	**$ 3,155,350**	**$ 203,450**	**$ 144,913**	**$ 17,698**	**$ 17,535**	**$ -**	**$ 3,538,946**
Acquisition costs									
Shares issued for option payment, fair value	-	-	-	250,703	-	-	-	-	**250,703**
Option payments	-	-	136,980	274,360	-	-	-	-	**411,340**
Option proceeds	-	(205,110)	(479,150)	-	-				**(684,260)**
Claim maintenance and legal fees	-	-	72,663	12,986	5,878	154	75	5,212	**96,968**
Total acquisition costs (proceeds) for the year	-	(205,110)	(269,507)	538,049	5,878	154	75	5,212	**74,751**
Exploration costs									
Field expenses, incl. support contractors	-	-	11,814	15,054	-	-	-	-	**26,868**
Geological consultants and contractors	-	-	86,694	-	-	-	-	-	**86,694**
Total exploration costs for the year	-	-	98,508	15,054	-	-	-	-	**113,562**
Recoveries	-	**205,110**	-	-	-	-	-	-	**205,110**
Balance, October 31, 2024	**$ -**	**$ -**	**$ 2,984,351**	**$ 756,553**	**$ 150,791**	**$ 17,852**	**$ 17,610**	**$ 5,212**	**$ 3,932,369**

PERUVIAN EXPLORATION PROPERTIES	Lacsha	Auquis	Jacha	Loli	Tilo	Para	Yanba	Total Peru
Balance, October 31, 2022	**$ 699,356**	**$ 238,129**	**$ 55,566**	**$ 4,125**	**$ 14,573**	**$ 12,627**	**$ 17,612**	**$ 1,041,988**
Acquisition costs								
Claim maintenance and legal fees	7,742	2,493	-	3,965	7,929	5,391	811	28,331
Exploration costs								
Community relations	15,383	7,018	4,113	-	2,298	764	296	**29,872**
Field expenses, incl. support contractors	37,282	41,955	6,668	-	12,210	20,379	50	**118,544**
Geological	26,644	20,396	4,312	1,974	18,229	10,895	13,245	**95,695**
Geochemical	-	426	-	-	12,427	4,362	-	**17,217**
Geophysical	-	88,669	664	-	33,665	16,045	-	**139,043**
Salaries	-	7,554	8,727	9,083	8,518	8,518	-	**42,400**
Share-based compensation	24,732	24,731	-	-	-	-	-	**49,463**
IVA non-refundable	-	16,078	120	-	8,318	3,683	-	**28,199**
Total exploration costs for the year	104,041	206,827	24,604	11,057	95,665	64,646	13,591	**520,431**
Impairment	-	-	-	-	-	-	(32,014)	**(32,014)**
Balance, October 31, 2023	**$ 811,139**	**$ 447,449**	**$ 80,170**	**$ 19,147**	**$ 118,167**	**$ 82,664**	**$ -**	**$ 1,558,736**
Acquisition costs								
Claim maintenance and legal fees	24,583	18,833	4,122	4,122	8,244	-	-	**59,904**
Exploration costs								
Community relations	15,435	-	-	-	-	-	-	**15,435**
Field expenses, incl. support contractors	21,868	17,551	7,333	-	2,295	5,000	-	**54,047**
Geological consulting	2,935	897	-	-	334	-	-	**4,166**
Total exploration costs for the year	**40,238**	**18,448**	**7,333**	-	**2,629**	**5,000**	-	**73,648**
Impairment	-	-	(91,625)	-	-	-	-	(91,625)
Balance, October 31, 2024	**$ 875,960**	**$ 484,730**	**$ -**	**$ 23,269**	**$ 129,040**	**$ 87,664**	**$ -**	**$ 1,600,663**

SUMMARY OF QUARTERLY RESULTS

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

Quarter ended *Amounts in 000's(1)*	**Oct 31, 2024**	**Jul 31, 2024**	**Apr 30, 2024**	**Jan 31, 2024**	**Oct 31, 2023**	**Jul 31, 2023**	**Apr 30, 2023**	**Jan 31, 2023**
Income (loss) and comprehensive income (loss)	$ (597)	$ (457)	$ (705)	$ (416)	$ (289)	$ (244)	$ 219	$ (760)
Earnings (loss) per share – basic and diluted	(0.1)	(0.1)	(0.1)	(0.0)	(0.0)	(0.0)	0.0	(0.01)
Exploration and evaluation assets	5,533	5,593	5,222	5,141	5,098	4,890	4,648	5,192
Total assets	6,919	5,919	6,131	6,243	6,562	6,220	6,393	5,955
Working capital (deficit)	(826)	(805)	(499)	(694)	(332)	112	634	517

(1) With the exception of earnings (loss) per share amounts

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 and a share-based compensation expense of $75,320, pursuant to the issuance of 950,000 stock options. These expenses were partially offset by a recovery of exploration and evaluation assets of $205,110.

During the quarter ended October 31, 2024, the Company recorded a share-based compensation expense of $137,206, pursuant to the issuance of 1,770,000 stock options. In addition, the Company recorded an impairment of exploration and evaluation assets of $91,625 in connection with the relinquishment of the majority of Jacha property land position.

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.

Year ended October 31, 2024 ("2024") compared to the year ended October 31, 2023 ("2023")

During 2024 the Company incurred a net loss of $2,176,654 or loss per share of $0.03 compared to a net loss of $1,075,404 or loss per share of $0.02 for 2023. The increase in net loss of $1,101,250 was mainly driven by 1) a recognition of loss of fair value remeasurement of investments of $631,192 in 2024 vs a fair value remeasurement gain of $311,526 in 2023, 2) a decrease in recovery of exploration and evaluation assets - $205,110 in 2024 vs $457,530 in 2023, 3) an impairment of exploration and evaluation assets of $91,625 in 2024 vs $32,014 in 2023, and 4) a decrease in foreign exchange gain to $53,779 in 2024 vs $217,392 in 2023.

The significant variances for the annual periods are discussed below:

- Share-based compensation decreased to $212,526 in YTD 2024 compared to $448,259 in YTD 2023, a decrease of $235,733, due to 2,720,000 stock options at a weighted average fair value of $0.08 per option 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 $313,717 in YTD 2024 from $251,767 in YTD 2023, an increase of $61,950 commensurate with the increase in the number of the Company's projects and subsidiaries.
- Investor relations and promotions decreased to $122,762 in 2024 compared to $232,197 in 2023, a decrease of $109,435 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 its exploration projects portfolio.
- Consulting fees decreased to $407,779 in 2024 compared to $499,427 in 2023, a decrease of $91,648, mainly driven by a decrease in consulting fees in respect to corporate communications.
- Travel expenditures decreased to $33,402 in 2024 compared to $85,846 in 2023, a decrease of $52,444, due to the Company participating in fewer investment conferences in 2024.
- Office and general expenditures decreased to $98,187 in 2024 compared to $124,743 in 2023, a decrease of $26,556 mainly driven by the Company's terminating its head office rent agreement effective February 1, 2024.
- Professional fees increased to $244,313 in 2024 compared to $175,476 in 2023, an increase of $68,837, mainly driven by an increase in legal services.
- Fair value remeasurement loss of investments increased to $631,192 in 2024 from fair value remeasurement gain of $311,526 in 2023, an increase in the loss of $942,718, 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 October 31, 2024.
- Finance costs increased to $108,852 in 2024 from $25,962 in 2023, an increase of $82,890 due to interest expense and accretion in respect to short-term loans outstanding for 11 months in 2024 vs one month is 2023. There were no loans outstanding at October 31, 2024.

Quarter ended October 31, 2024 ("Q4 2024") compared to the quarter ended October 31, 2023 ("Q4 2023")

For the quarter ended October 31, 2024, the Company recorded a net loss of $596,639 ($0.01 loss per share) compared to a net loss of $289,288 ($0.00 loss per share) for the quarter ended October 31, 2023, an increase in loss of $307,351. The increase in net loss was mainly driven by 1) an increase in the share-based compensation in Q4 2024 compared to Q4 2023 by $137,206 in connection with 1,770,000 stock options granted and vested in Q4 2024 vs nil in Q4 2023, 2) a decrease in the foreign exchange gain in Q4 2024 by $81,001 compared to Q4 2023, and 3) an increase in impairment of exploration and evaluation assets to $91,625 in Q4 2024 vs $12,760 in Q4 2023.

In Q4 2024, indicators of impairment were noted as the Company relinquished the majority of the land position of Jacha property. The property's recoverable value was determined to be $nil, leading to an impairment write-down of $91,625, in accordance with Level 3 of the fair value hierarchy.

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.

In connection with the financing the Company paid finder's fees in the amount of $17,640 and issued 251,999 finders warrants, fair-valued at $8,522 using the Black-Scholes option model. Each finder's warrant entitles the holder to purchase one common share in the capital of the Company at a price of $0.07 per share until February 6, 2025. In addition, the Company incurred an aggregate of $11,270 in legal and regulatory fees in connection with the non-brokered financing.

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 September 2024 private placement, the Company paid finder's fees consisting of a $70,350 cash commission and issued 879,375 finder's warrants, fair-valued at $34,477 using the Black-Scholes option model. Each finder's warrant entitles the holder to purchase one share at a price of $0.08 per share until September 26, 2025. In addition, the Company incurred an aggregate of $22,644 in legal and regulatory fees in connection with the non-brokered financing.

Shares issued pursuant to mineral property option agreement

On August 15, 2024, the Company issued 2,725,033 common shares fair-valued at $0.092 per share for a total of $250,703 (US$ 182,789) for option payment on Tres Cerros property (note 6(e) – Tres Ceros– Argentina).

Warrants exercise

In 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.

Subsequent to October 31, 2024, the Company issued 118,149 shares pursuant to the exercise of 118,149 warrants at an exercise price of $0.07 for gross proceeds of $8,270. 133,850 warrants at an exercise price of $0.07 expired on February 6, 2025.

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 issued 6,000,000 bonus common-share purchase warrants to the lenders each of which warrants entitled 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, payable on demand, from a company controlled by a director of the Company. On July 8, 2024, the Company secured a non-interest-bearing, unsecured loan ("2024 Loan- July") in the amount of USD 75,000, payable on demand, from a company controlled by the same director of the Company.

All loans secured in 2023 and 2024 were repaid as of October 31, 2024. Discounted loans balances at October 31, 2024 and October 31, 2023 are $nil and $548,724 respectively.

Working capital and cash flows

As of October 31, 2024, the Company's cash on hand was $1,072,099 compared to $333,624 as of October 31, 2023. The Company had a working capital of $1,006,582 as of October 31, 2024 compared to a working capital deficit of $331,685 as of October 31, 2023.

Net cash flows for the year ended October 31, 2024 and 2023 were as follows:

Net cash flow	2024	2023
Operating activities	$ (1,095,163)	$ (1,403,219)
Investing activities	(117,728)	61,966
Financing activities	1,951,366	538,681
Change in cash for the year	738,475	538,681
Cash, beginning of the year	333,624	1,136,196
Cash, end of the year	$ 1,072,099	$ 333,624

Net cash flow from investing activities in 2024, includes cash spent on exploration and evaluation assets of $797,231 (2023 - $1,258,897), and cash proceeds from mineral properties option agreements and sale of mineral properties of $684,260 (2023 - $1,387,090).

Use of proceeds

The Company completed two private placements in 2024 (in February 2024 and in September 2024) for gross proceeds of $2.7 million. The net proceeds from the private placements total $2.59 million and are intended to fund option payments for, and ongoing work at the Company's exploration projects, repayment of loans and for general working capital. Since the closing of the February 2024 private placements to October 31, 2024, the Company has used the net proceeds therefrom (approximately $2.59 million) on option payments and claim maintenance (approximately $0.57 million), exploration work (approximately $0.23 million), loans repayment ($0.90 million), and general working capital, including proceeds from warrants exercise ($0.05 million) property option proceeds ($0.68 million), 2024 loan proceeds ($0.24 million), which were repaid in the same year – for additional working capital of approximately $0.2 million.

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 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:

		2024		2023
Directors' fees, salaries and benefits	$	263,251	$	233,750
Consulting fees[1]		104,580		92,680
Share-based compensation		78,012		336,476
	$	**445,843**	**$**	**662,906**

[1] Fees paid to a corporation for personnel that is acting as key management of the Company.

As at October 31, 2024, the Company had amounts payable for key management personnel compensation of $nil 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 ("RP Loans"), as part of the total short-term loans amount of $600,000 as disclosed in the Liquidity and capital resource section above. The RP Loans had a one-year term - matured on September 27, 2024 and bore interest at the rate of 10% per annum compounded annually, payable on the maturity date. In connection with RP Loans, the Company issued 4,000,000 common share purchase warrants in aggregate to the related parties. Each warrant entitled the holder to purchase one common share of the Company until September 27, 2024 at an exercise price of $0.10 per share. These warrants expired unexercised.

During the year ended October 31, 2024, the Company recorded an interest expense in the amount of $36,384 (2023- $7,097) in connection with the RP Loans. As of October 31, 2024, 2023 RP Loans were fully repaid.

In addition, during 2024, the Company secured two non-interest-bearing, unsecured loans in the aggregate amount of US$ 175,000 from companies controlled by a director of the Company, payable on demand. As of October 31, 2024 these loans were fully repaid.

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.

		2024		2023
Rent	$	11,931	$	47,709

As at October 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 October 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-terms 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 October 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 audited consolidated financial statements for the years ended October 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

	February 26, 2025	October 31, 2024
Common shares issued and outstanding	109,819,433	109,701,284
Options outstanding	7,200,000	7,200,000
Warrants outstanding	30,655,491	30,907,490
Fully diluted	**147,674,924**	**147,808,774**

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 audited consolidated financial statements as at and for the years ended October 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.

RISK AND UNCERTAINTIES

The Company is in the business of acquiring, exploring and, if warranted, developing and exploiting natural resource properties. Due to the nature of the Company's proposed business and the present stage of exploration of its mineral properties the following risk factors, among others, will apply:

Acquisition of Mineral Claims under Agreements: The agreements pursuant to which the Company has the right to acquire or maintain interests in a number of its properties provide that the Company must make a series of cash payments and/or share issuances over certain time periods, expend certain minimum amounts on the exploration of the properties or contribute its share of ongoing expenditures. Failure by the Company to make such payments, issue such shares or make such expenditures in a timely fashion may result in the Company losing its interest in such properties. There can be no assurance that the Company will have, or be able to obtain, the necessary financial resources to be able to maintain all of its property agreements in good standing, or to be able to comply with all of its obligations thereunder, with the result that the Company could forfeit its interest in one or more of its mineral properties.

Capital Controls: The Company has operations in Argentina. Effective December 2019 changes to Argentina's tax law allowed the Argentine Central Bank to regulate funds coming into and flowing out of Argentina in order to maintain stability and support the economic recovery of the country. The Argentine Government has not set an expiry date for these restrictions, and they remain in place. Changes to capital controls have the potential to affect short-term liquidly and how exploration operations are funded.

Dependence Upon Others and Key Personnel: The success of the Company's operations will depend upon numerous factors, many of which are beyond the Company's control, including (i) the ability to design and carry out appropriate exploration programs on its resource properties; (ii) the ability to produce resources from any resource deposits that may be located; (iii) the ability to attract and retain additional key personnel in exploration, marketing, mine development and finance; and (iv) the ability and the operating resources to develop and maintain the properties held by the Company. These and other factors will require the use of outside suppliers as well as the talents and efforts of the Company and its consultants and employees. There can be no assurance of success with any or all of these factors on which the Company's operations will depend, or that the Company will be successful in finding and retaining the necessary employees, personnel and/or consultants in order to be able to successfully carry out such activities. This is especially true as the competition for qualified geological, technical personnel and consultants is particularly intense in the current marketplace.

Dilution to the Company's Existing Shareholders: The Company will require additional equity financing be raised in the future. The Company may issue securities on less than favorable terms to raise sufficient capital to fund its business plan. Any transaction involving the issuance of equity securities or securities convertible into common shares would result in dilution, possibly substantial, to present and prospective holders of common shares.

Environmental Matters: Existing and possible future environmental legislation, regulations and actions could cause significant expense, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted and which may well be beyond the capacity of the Company to fund. The Company's right to exploit any resource property is and will continue to be subject to various reporting requirements and to obtaining certain government approvals and there can be no assurance that such approvals, including environment approvals, will be obtained without inordinate delay or at all.

Exploration and Mining Risks: Fires, power outages, labor disruptions, flooding, explosions, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labor are other risks involved in the operation of mines and the conduct of exploration programs. Substantial expenditures are required to establish reserves through drilling, to develop metallurgical processes, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing mineral properties is affected by many factors including the cost of operations, variations of the grade of ore mined, fluctuations in the price of gold or other minerals produced, costs of processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection.

In addition, the grade of mineralization ultimately mined may differ from that indicated by drilling results and such differences could be material. Short term factors, such as the need for orderly development of ore bodies or the processing of new or different grades, may have an adverse effect on mining operations and on the results of operations. There can be no assurance that minerals recovered in small scale laboratory tests will be duplicated in large scale tests under on-site conditions or in production scale operations. Material changes in geological resources, grades, stripping ratios or recovery rates may affect the economic viability of projects.

Financing Risks: The Company has limited financial resources, has no source of operating cash flow and has no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfill its obligations under any applicable agreements. There can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with the possible loss of such properties.

Fluctuation of Commodity Prices: Even if commercial quantities of resource deposits are discovered by the Company, there is no guarantee that a profitable market will exist for the sale of the product produced. Factors beyond the control of the Company may affect the marketability of any substances discovered. Commodity prices have experienced significant movement over short periods of time, and are affected by numerous factors beyond the control of the Company, including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved exploration and production methods. The supply of commodities is affected by various factors, including political events, economic conditions and production costs in major producing regions. There can be no assurance that the price of any commodities will be such that any of the properties in which the Company has, or has the right to acquire, an interest may be mined at a profit.

Foreign Operations: The Company's operations consist of the acquisition, exploration, development, and investment in mineral resource properties. The majority of the Company's operations and business are outside of Canada, and as such, the Company's operations are exposed to various political and other risks and uncertainties. The Company conducts its operations through foreign subsidiaries and substantially all its assets are held in such entities. Accordingly, any limitation on the transfer of cash or other assets between or among Latin Metals and such entities could restrict or impact the Company's ability to fund its operations. Any such limitations, or the perception that such limitations may exist now or in the future, could have an adverse impact on the Company's business, financial condition, and results of operations.

General Economic Conditions: Many industries, including the gold and base metal mining industry, are impacted by global market conditions. Some of the key impacts of financial market turmoil include contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global equity, commodity, foreign exchange and precious metal markets, and a lack of market liquidity. A continued or worsened slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates, and tax rates may adversely affect the Company's growth and profitability. Specifically:

- the global credit/liquidity crisis could impact the cost and availability of financing and the Company's overall liquidity;
- the volatility of commodity prices may impact the Company's future revenues, profits and cash flow;
- volatile energy prices, commodity and consumables prices and currency exchange rates impact potential production costs; and
- the devaluation and volatility of global stock markets impacts the valuation of the Company's shares, which may impact the Company's ability to raise funds through the issuance of shares.

Government Regulation: Any exploration, development or production operations carried on by the Company will be subject to government legislation, policies and controls relating to prospecting, development, production, environmental protection, resource taxes and labour standards. In addition, the profitability of any commodity is affected by the market for those commodities which are influenced by many factors including changing production costs, the supply and demand, and the rate of inflation, the inventory of commodity producing corporations, the political environment and changes in international investment patterns.

Increased Costs: Management anticipates that costs at the Company's projects will frequently be subject to variation from one year to the next due to a number of factors, such as the results of ongoing exploration activities (positive or negative), changes in the nature of mineralization encountered, and revisions to exploration programs, if any, in response to the foregoing. In addition, exploration program costs are affected by the price of commodities such as fuel, rubber and electricity and the availability (or otherwise) of consultants and drilling contractors. Increases in the prices of such commodities or a scarcity of consultants or drilling contractors could render the costs of exploration programs to increase significantly over those budgeted. A material increase in costs for any significant exploration programs could have a significant effect on the Company's operating funds and ability to continue its planned exploration programs.

Insufficient Financial Resources: The Company does not presently have sufficient financial resources to undertake by itself the exploration and development of all of its significant exploration and development programs. The development of the Company's properties will therefore depend upon the Company's ability to obtain financing through the joint venturing of projects, private placement financing, public financing or other means. There can be no assurance that the Company will be successful in obtaining the required financing. Failure to raise the required funds could result in the Company losing, or being required to dispose of, its interest in its properties. In particular, failure by the Company to raise the funding necessary to maintain in good standing the various option agreements it has entered into could result in the loss of the rights of the Company to such properties.

No Assurance of Profitability: The Company has no history of earnings and due to the nature of its business there can be no assurance that the Company will ever be profitable. The Company has not paid dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is from the sale of its common shares or, possibly, from the sale or optioning of a portion of its interest in its resource properties. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether a commercial deposit exists. While the Company may generate additional working capital through further equity offerings or through the sale or possible syndication of its properties, there can be no assurance that any such funds will be available on favorable terms, or at all. At present, it is impossible to determine what amounts of additional funds, if any, may be required. Failure to raise such additional capital could put the continued viability of the Company at risk.

Permits and Licenses: The operations of the Company will require consents, approvals, licenses and/or permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary consents, approvals, licenses and permits that may be required to carry out exploration, development and production operations at its projects.
Price Fluctuations and Share Price Volatility: In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered exploration stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual and extreme fluctuations in price will not occur.

Resource Industry is Intensely Competitive: The Company's business is the acquisition, exploration and development of resource properties. The resource industry is intensely competitive, and the Company will compete with other companies that have far greater resources.

Resource Exploration and Development is Generally a Speculative Business: Resource exploration and development is a speculative business and involves a high degree of risk, including, among other things, unprofitable efforts resulting both from the failure to discover mineral deposits and from finding mineral deposits which, though present, are insufficient in size and grade at the then prevailing market conditions to return a profit from production. The marketability of natural resources which may be acquired or discovered by the Company will be affected by numerous factors beyond the control of the Company. These factors include market fluctuations, the proximity and capacity of natural resource markets, government regulations, including regulations relating to prices, taxes, royalties, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

Surface Rights and Access: Although the Company acquires the rights to some or all of the resources in the ground subject to the tenures that it acquires, or has a right to acquire, in most cases it does not thereby acquire any rights to, or ownership of, the surface to the areas covered by its resource tenures. In such cases, applicable laws usually provide for rights of access to the surface for the purpose of carrying on exploration activities, however, the enforcement of such rights can be costly and time consuming. In areas where there are no existing surface rights holders, this does not usually cause a problem, as there are no impediments to surface access. However, in areas where there are local populations or landowners, it is necessary, as a practical matter, to negotiate surface access. There can be no guarantee that, despite having the right at law to access the surface and carry on exploration activities, the Company will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out exploration activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdiction.

Title: Although the Company has taken steps to verify the title to the resource properties in which it has or has a right to acquire an interest in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee title (whether of the Company or of any underlying vendor(s) from whom the Company may be acquiring its interest). Title to resource properties may be subject to unregistered prior agreements or transfers and may also be affected by undetected defects or the rights of indigenous peoples.

Uninsured or Uninsurable Risks: The Company may become subject to liability for pollution or hazards against which it cannot insure or against which it may elect not to insure where premium costs are disproportionate to the Company's perception of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for exploration and production activities.

U.S. PFIC Status: The Company may be a "passive foreign investment company" under the U.S. Internal Revenue Code, which may result in material adverse U.S. federal income tax consequences to investors in Common Shares that are U.S. taxpayers: Investors in the Company's common shares that are U.S. taxpayers should be aware that the Company expects it will be in the current year, a "passive foreign investment company" under Section 1297(a) of the U.S. Internal Revenue Code (a "PFIC"). If the Company is or becomes a PFIC, generally any gain recognized on the sale of its common shares and any "excess distributions" (as specifically defined) paid on its common shares must be rate ably allocated to each day in a U.S. taxpayer's holding period for the common shares. The amount of any such gain or excess distribution allocated to prior years of such U.S. taxpayer's holding period for the common shares generally will be subject to U.S. federal income tax at the highest tax applicable to ordinary income in each such prior year, and the U.S. taxpayer may be required to pay interest on the resulting tax liability for each such prior year, calculated as if such tax liability had been due in each such prior year.

Alternatively, a U.S. taxpayer that makes a "qualified electing fund" (a "QEF") election with respect to the Company generally will be subject to U.S. federal income tax on such U.S. taxpayer's pro rata share of the Company's "net capital gain" and "ordinary earnings" (as specifically defined and calculated under U.S. federal income tax rules), regardless of whether such amounts are actually distributed by the Company. U.S. taxpayers should be aware, however, that there can be no assurance that the Company will satisfy record keeping requirements under the QEF rules or that the Company will supply U.S. taxpayers with required information under the QEF rules, in event that the Company is a PFIC and a U.S. taxpayer wishes to make a QEF election. As a second alternative, a U.S. taxpayer may make a "mark-to-market election" if the Company is a PFIC and its common shares are "marketable stock" (as specifically defined). A U.S. taxpayer that makes a mark-to-market election generally will include in gross income, for each taxable year in which the Company is a PFIC, an amount equal to the excess, if any, of (a) the fair market value of the common shares as of the close of such taxable year over (b) such U.S. taxpayer's adjusted tax basis in the common shares.

The above paragraphs contain only a summary of certain U.S. federal income tax considerations. Investors should consult their own tax advisor regarding the PFIC rules and other U.S. federal income tax consequences of the acquisition, ownership, and disposition of common shares of the Company.

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.

APPROVAL

The Board of Directors of the Company has approved the disclosures in this MD&A on February 26, 2025.

Additional information on the Company available on SEDAR+ at www.sedarplus.com and on the Company's website www.latin-metals.com.