



LATIN METALS INC.

(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION & ANALYSIS

FOR THE THREE MONTHS ENDED JANUARY 31, 2025

Dated: March 25, 2025

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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 three months ended January 31, 2025 to the same period in 2024. This MD&A provides an analysis of the business of Latin Metals and should be read in conjunction Company's interim consolidated financial statements for the three-month period ended January 31, 2025 and 2024, as well as 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 March 25, 2025.

NATURE OF BUSINESS

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

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

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



HIGHLIGHTS FOR THE THREE MONTHS ENDED JANUARY 31, 2025 AND THE PERIOD UP TO MARCH 25, 2025

Exploration highlights

- **Para project, Peru.** 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, Argentina.** Progress was made on several fronts including (i) on March 25, 2025, the Company announced approval of the environmental impact assessment by the Santa Cruz Provincial authorities, which approval authorizes a range of exploration activities including drill testing; (ii) on March 2, 2025, the Company announced the identification of significant geophysical anomalies at the Tres Cerros Project (Cerro Bayo and La Flora properties), based on historical data collected by a previous operator and the project, including a 130-line-km gradient array Induced Polarisation (IP) geophysical survey. The survey highlights chargeability and resistivity anomalies, spatially associated with historical drill targets identified by Barrick, and there is a strong correlation of chargeability anomalies with previously mapped mineralized structures. Importantly the anomalous geophysical trends are open to the northwest; (iii) on February 4, 2025, the Company announced positive results from its recent exploration program at the Tres Cerros Project; and (iv) on November 6, 2024 the Company announced that it has completed payment obligations to the underlying owner to vest 71% ownership interest in the Tres Cerros project (Cerro Bayo and La Flora properties).

FORWARD-LOOKING STATEMENTS

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

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



Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Inherent in forward looking statements are risks and uncertainties beyond the Company's ability to predict or control, including, but not limited to, risks related to the Company's inability to raise the necessary capital to be able to continue in business and to implement its business strategies, to identify one or more economic deposits on its properties, variations in the nature, quality and quantity of any mineral deposits that may be located, variations in the market price of any mineral products the Company may produce or plan to produce, the Company's inability to obtain any necessary permits, consents or authorizations required for its activities, to produce minerals from its properties successfully or profitably, to continue its projected growth, and other risks identified under "*Risk Factors*", disclosed in the Company's MD&A for the year ended October 31, 2024.

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*" disclosed in the Company's MD&A for the year end October 31, 2024.

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 hectares (the "Huachi Property"). Elevations at the project range from 2,800 m to 3,250 m above sea level. The property is accessible by road and exploration can generally be conducted year-round.

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

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

Esperanza Property Option Agreement

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

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

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%.

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 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 expenditures 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 of the Earn-in agreement in respect to the option agreements with the underlying owners of Esperanza and Huachi:

| <u>Esperanza</u> 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.

| <u>Huachi</u> 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.

Option agreement with underlying property owners

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

Details on the consideration the Company is required to pay and issue shares in respect to the Tres Cerros are 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 | 100,000 (paid) | - | 133,577(paid) | 51% |
| May 30, 2024 | 25,000 (paid) | - | - | 51% |
| July 15, 2024 | 75,000(paid) | - | - | 51% |
| August 15, 2024 ⁽¹⁾ | - | - | 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 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.



The Tres Cerros property is drill ready and is available for partnership. On March 25, 2025, the Company announced approval of the environmental impact assessment by the Santa Cruz Provincial authorities, which approval authorizes a range of exploration activities including drill testing, with 21 drill pads approved.

Mirador, Solario, Ventana and Terraza Properties, Argentina

During the year ended October 31, 2023, and to date, the Company acquired Mirador, Solario and Ventana properties in Salta Province and the Terraza property in Jujuy Province. The Mirador property consists of approximately up to 99,000 hectares acquired by staking. The approximately 170,000-hectare Solario property and the approximately 176,000-hectare Ventana property were each acquired for cash payments \$1 million Argentina pesos under the terms of two sale and purchase agreements. Finally, the approximately 68,000-hectare Terraza project was acquired by staking.

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

Lacsha Property, Peru

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

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

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

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

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



Auquis Property, Peru

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

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

The Auquis property is available for partnership.

Jacha Property, Peru

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

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

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

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

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

The Tillo property is available for partnership.



Para Property, Peru

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

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, 2023 | \$ 3,538,946 | \$ 1,558,736 | \$ 5,097,682 |
| <i>Acquisition costs</i> | | | |
| 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 |
| <i>Exploration costs</i> | | | |
| 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 |
| Recovery | 205,110 | - | 205,110 |
| Impairment | - | (91,625) | (91,625) |
| Balance, October 31, 2024 | \$ 3,932,369 | \$ 1,600,663 | \$ 5,533,032 |
| <i>Acquisition costs</i> | | | |
| Claim maintenance and legal fees | 29,469 | 1,630 | 31,099 |
| Total acquisition costs (proceeds) for the period | 29,469 | 1,630 | 31,099 |
| <i>Exploration costs</i> | | | |
| Community relations | - | 2,417 | 2,417 |
| Field expenses, incl. support contractors | 3,759 | 11,021 | 14,789 |
| Geological consultants and contractors | 32,243 | 2,355 | 34,598 |
| Total exploration costs for the period | 36,002 | 15,793 | 51,795 |
| Balance, January 31, 2025 | \$ 3,997,840 | \$ 1,618,086 | \$ 5,615,926 |



(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION & ANALYSIS

For the three months ended January 31, 2025

| ARGENTINIAN EXPLORATION PROPERTIES | Salta properties | Esperanza | Tres Cerros | Mirador | Solario | Ventana | Terraza | TOTAL Argentina |
|---|------------------|--------------|-------------|------------|-----------|-----------|----------|-----------------|
| Balance, October 31, 2023 | \$ - | \$ 3,155,350 | \$ 203,450 | \$ 144,913 | \$ 17,698 | \$ 17,535 | \$ - | \$ 3,538,946 |
| <i>Acquisition costs</i> | | | | | | | | |
| Shares issued for option pmnt, fair value | - | - | 250,703 | - | - | - | - | 250,703 |
| Option payments and claims staking | - | 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 for the year | (205,110) | (269,507) | 538,049 | 5,878 | 154 | 75 | 5,212 | 74,751 |
| <i>Exploration costs</i> | | | | | | | | |
| 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 |
| <i>Acquisition costs</i> | | | | | | | | |
| Claim maintenance and legal fees | - | 12,170 | 14,754 | - | 97 | - | 2,448 | 29,469 |
| Total acquisition costs (proceeds) for the period | - | 12,170 | 14,754 | - | 97 | - | 2,448 | 29,469 |
| <i>Exploration costs</i> | | | | | | | | |
| Field expenses, incl. support contractors | - | - | 3,759 | - | - | - | - | 3,759 |
| Geological consultants and contractors | - | 995 | 31,248 | - | - | - | - | 32,243 |
| Total exploration costs for the period | - | 995 | 35,007 | - | - | - | - | 36,002 |
| Balance, January 31, 2025 | \$ - | \$ 2,997,516 | \$ 806,314 | \$ 150,791 | \$ 17,852 | \$ 17,610 | \$ 5,212 | \$ 3,997,840 |

| PERUVIAN EXPLORATION PROPERTIES | Lacsha | Auquis | Jacha | Loli | Tilo | Para | Total Peru |
|---|------------|------------|-----------|-----------|------------|-----------|--------------|
| Balance, October 31, 2023 | \$ 811,139 | \$ 447,449 | \$ 80,170 | \$ 19,147 | \$ 118,167 | \$ 82,664 | \$ 1,558,736 |
| <i>Acquisition costs</i> | | | | | | | |
| Claim maintenance and legal fees | 24,583 | 18,833 | 4,122 | 4,122 | 8,244 | - | 59,904 |
| <i>Exploration costs</i> | | | | | | | |
| Community relations | 15,435 | - | - | - | - | - | 15,435 |
| Field expenses, incl. support contractors | 21,868 | 17,551 | 7,333 | - | 2,295 | 5,000 | 54,047 |
| Geological | 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 |
| <i>Acquisition costs</i> | | | | | | | |
| Claim maintenance and legal fees | - | 1,630 | - | - | - | - | 1,630 |
| <i>Exploration costs</i> | | | | | | | |
| Community relations | 1,661 | 756 | - | - | - | - | 2,417 |
| Field expenses, incl. support contractors | 4,946 | 6,075 | - | - | - | - | 11,021 |
| Geological consulting | 2,355 | - | - | - | - | - | 2,355 |
| Total exploration costs for the period | 8,962 | 6,831 | - | - | - | - | 15,793 |
| Balance, January 31, 2025 | \$ 884,922 | \$ 493,191 | \$ - | \$ 23,269 | \$ 129,040 | \$ 87,664 | \$ 1,618,086 |

SUMMARY OF QUARTERLY RESULTS

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

| Quarter ended | Jan 31, | Oct 31, | Jul 31, | Apr 30, | Jan 31, | Oct 31, | Jul 31, | Apr 30, |
|---|----------|----------|----------|----------|----------|----------|----------|---------|
| <i>Amounts in 000's⁽¹⁾</i> | 2025 | 2024 | 2024 | 2024 | 2024 | 2023 | 2023 | 2023 |
| Income (loss) and comprehensive income (loss) | \$ (408) | \$ (597) | \$ (457) | \$ (705) | \$ (416) | \$ (289) | \$ (244) | \$ 219 |
| Earnings (loss) per share – basic and diluted | (0.0) | (0.1) | (0.1) | (0.1) | (0.0) | (0.0) | (0.0) | 0.0 |
| Exploration and evaluation assets | 5,616 | 5,533 | 5,593 | 5,222 | 5,141 | 5,098 | 4,890 | 4,648 |
| Total assets | 6,390 | 6,919 | 5,919 | 6,131 | 6,243 | 6,562 | 6,220 | 6,393 |
| Working capital (deficit) | 522 | 1,006 | (805) | (499) | (694) | (332) | 112 | 634 |

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

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 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 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.

During the quarter ended January 31, 2024, the Company recorded a loss on fair value remeasurement of investments of \$51,628.

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.

Quarter ended January 31, 2025 ("Q1 2025") compared to the quarter ended January 31, 2024 ("Q1 2024")

During Q1 2025 the Company incurred a net loss of \$407,895 or loss per share of \$0.00 compared to a net loss of \$416,996 or loss per share of \$0.01 for Q1 2024, a decrease in net loss of \$9,101.

The significant variances are discussed below:

- Investor relations and promotions decreased to \$29,281 in Q1 2025 compared to \$70,313 in Q1 2024, a decrease of \$41,032 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 \$95,099 in Q1 2025 compared to \$116,155 in Q1 2024, a decrease of \$21,056, mainly driven by a decrease in consulting fees in respect to corporate communications.
- Depreciation expense decreased to \$411 in Q1 2025 compared to \$15,752 in Q1 2024, a decrease of \$15,341, mainly driven by the Company's derecognition of the right-of-use assets effective February 1, 2024 in connection with the termination of the office lease agreement.
- Travel expenditures decreased to \$1,106 in Q1 2025 compared to \$12,315 in Q1 2024, a decrease of \$11,209, due to the Company participating in fewer investment conferences in Q1 2025.
- Professional fees increased to \$86,180 in Q1 2025 compared to \$24,206 in Q1 2024, an increase of \$61,974, mainly driven by an increase in legal services incurred to address corporate matters and support ongoing business activities.
- Fair value remeasurement loss of investments increased to \$51,682 in Q1 2025 from \$12,187 in Q1 2024, an increase in the loss of \$39,495, due to a further decrease in fair value of the 1,000,000 shares and 1,000,000 warrants of SALi held by the Company at January 31, 2025 and 2024.
- Finance costs decreased to \$nil in Q1 2025 from \$32,404 in Q1 2024, a decrease of \$32,404 due to interest expense and accretion in respect to short-term loans outstanding for the full three-month period ended January 31, 2024. There were no loans outstanding for the three-month period ended January 31, 2025.

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 financing to maintain its existing level of operations and / or acquire and explore mineral resource properties in its portfolio during and beyond 2025.

Warrants exercise

In February 2025, 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.

Working capital and cash flows

As of January 31, 2025, the Company's cash on hand was \$494,889 compared to \$1,072,099 as of October 31, 2024. The Company had a working capital of \$522,397 as of January 31, 2025 compared to a working capital of \$1,006,582 as of October 31, 2023.

Net cash flows for the three months ended January 31, 2025 and 2024 were as follows:

| Net cash flow | Three months ended January 31, | |
|-------------------------------|--------------------------------|--------------|
| | 2025 | 2024 |
| Operating activities | \$ (483,049) | \$ (135,588) |
| Investing activities | (94,161) | (74,248) |
| Financing activities | - | 29,487 |
| Change in cash for the period | (577,210) | (180,349) |
| Cash, beginning of the period | 1,072,099 | 333,624 |
| Cash, end of the period | \$ 494,889 | \$ 153,275 |

Net cash flow from investing activities in Q1 2025, includes cash spent on exploration and evaluation assets of \$94,161 (Q1 2024 - \$69,516).

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 and September 2024 private placements to January 31, 2025, the Company has used the net proceeds therefrom (approximately \$2.59 million) on option

payments and claim maintenance (approximately \$0.60 million), exploration work (approximately \$0.30 million), loans repayment (\$0.90 million), and general working capital (approximately \$0.30 million, 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).

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:

| | Three months ended | |
|--|---------------------------|-------------------------|
| | 2025 | January 31, 2024 |
| Directors' fees, salaries and benefits | \$ 65,813 | \$ 65,813 |
| Consulting fees ¹ | 26,145 | 24,900 |
| | \$ 91,958 | \$ 90,713 |

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

Finance expense

The Company accrued interest expense of \$10,082 in connection with the loans from related parties for the three months ended January 31, 2024.

No loans from related parties were outstanding as at January 31, 2025 and October 31, 2024.

Office lease agreement

During the three months ended January 31, 2024, the Company paid \$12,538 to Velocity Minerals Ltd. ("Velocity") for rent pursuant to an office sub-lease agreement. The Company and Velocity share a common officer and director. The office sub-lease agreement was effective from August 1, 2022 to its termination on February 1, 2024.

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, fair value measurements of financial instruments, the recognition and valuation of provisions for restoration and environmental 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 January 31, 2025, the Company's financial instruments consist of cash and cash equivalents, accounts receivable, investments, accounts payable and accrued liabilities. The fair values of accounts receivable, accounts payable and accrued liabilities approximate their carrying values due to their short term to maturity. 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 January 31, 2025 the Company's investments in common shares and warrants of SALi have been fair valued using Level 1.

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 interim consolidated financial statements for the three months ended January 31, 2025 and 2024.

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

| | March 25, 2025 | January 31, 2025 |
|--------------------------------------|-----------------------|-------------------------|
| 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 condensed interim consolidated financial statements as at and for the three months ended January 31, 2025 and 2024 have been prepared by management in accordance with IFRS and in accordance with accounting policies set out in the notes to the annual audited consolidated financial statements. Management of the Company have evaluated the design of the Company's disclosure controls and procedures and the design of internal controls over financial reporting as required by Canadian securities laws and have concluded that such procedures are adequate to ensure accurate and complete disclosures in public filings.

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

As a Venture Issuer, the Company is not required to certify the design and evaluation of the issuer's disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"). In addition, there are inherent limitations on the ability of management to design and implement on a cost-effective basis DC&P and ICFR for the Company, which may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports required under securities legislation.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

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

APPROVAL

The Board of Directors of the Company has approved the disclosures in this MD&A on March 25, 2025.

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