INTERRA COPPER CORP.

Management's Discussion and Analysis

For the three months ended March 31, 2023 and 2022

Dated: May 30, 2023

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations for the three months ended March 31, 2023 and 2022, prepared as of May 30, 2023, should be read in conjunction with the audited consolidated financial statements for the years ended December 31, 2022 and 2021 (the "Annual Financial Statements") and the unaudited condensed interim consolidated financial statements for the three months ended March 31, 2023 and 2022 (the "interim financial statements") and the related notes thereto of Interra Copper Corp. (the "Company" or "Interra"). The interim financial statements have been prepared by management in accordance with International Accounting Standard 34 *Interim Financial Reporting* using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company and, as such, is not a substitute for detailed investigation or analysis on any particular issue.

The first, second, third, and fourth quarters of the Company's fiscal years are referred to as "Q1", "Q2", "Q3" and "Q4", respectively. All amounts are presented in Canadian dollars, the Company's functional and presentation currency, unless otherwise stated. References to "$" or "CAD" are to Canadian dollars, references to "CLP" are to Chilean pesos, and references to "USD" OR "US$" are to United States dollars.

Additional information is available on SEDAR at www.sedar.com and at the Company's website at www.interracopper.com.

REPORT DATE

The effective date of this report is May 30, 2023 (the "Report Date").

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this report are forward-looking statements, which reflect our management's expectations regarding our future growth, results of operations, performance and business prospects and opportunities including statements related to the development of existing and future property interests, availability of financing and projected costs and expenses. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations, or intentions of management regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance, or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward- looking statements will occur, or, if they do occur, what benefits we will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of the date of this report. These assumptions, which include management's current expectations, estimates and assumptions about current mineral property interests, the global economic environment, the market price and demand for commodities and our ability to manage our property interests and operating costs, may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions, (2) a decreased demand or price of precious and base metals, (3) delays in the start of projects with respect to our property interests, (4) inability to locate and acquire additional property interests, (5) the uncertainty of government regulation and politics regarding mining and mineral exploration, (6) potential negative financial impact from regulatory investigations, claims, lawsuits and other legal proceedings and challenges, and (7) other factors beyond our control.

There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. Additional information about these and other assumptions, risks and uncertainties are set out in the below section entitled "Risk Factors and Uncertainties".

MANAGEMENT'S RESPONSIBILITY

The accompanying interim financial statements of the Company and the MD&A have been prepared by and are the responsibility of management.

QUALIFIED PERSONS

The scientific and technical information contained in this MD&A has been reviewed and approved by the Company's Vice President of Exploration, Thomas Hawkins (Canadian properties) and Scott Jobin-Bevans (Chilean projects), a Qualified Person as defined by National Instrument 43-101 *Standards of Disclosure for Mineral Projects*.

INTERNAL CONTROLS

Chief Executive Officers and Chief Financial Officers of Canadian public companies, excluding venture issuers, are required to certify on the design and the effectiveness of their company's disclosure controls and procedures and internal control over financial reporting.

DESCRIPTION OF BUSINESS

Interra Copper Corp. (the "Company" or "Interra") was incorporated under the laws of British Columbia on August 30, 2018, for the purposes of a plan of arrangement with Chemesis International Inc., a publicly traded company.

The Company is a junior mineral exploration company engaged in the acquisition, exploration, and evaluation of natural resource properties in British Columbia, Canada and Chile. The Company currently has the Tres Marías and Zenaida mineral exploration projects located in the Antofagasta region of Chile, the Pitbull property located in the Tarapaca region of Chile, the Chuck Creek Property located in central British Columbia, Canada and the Thane Property located in north-central British Columbia, Canada. The Company's principal objective is to explore and develop its properties and to identify other properties worthy of investment and exploration.

The Company's registered and records office is located at 1008 - 550 Burrard Street, Bentall 5, Vancouver, British Columbia, V6C 2B5. On September 23, 2019, the common shares of the Company were approved for listing on the Canadian Securities Exchange (the "CSE") and commenced trading on September 24, 2019, under the symbol "IMCX". On March 3, 2020, the common shares of the Company were listed on the Frankfurt Stock Exchange under the symbol "3MX". On February 26, 2021, the common shares of the Company were quoted on the OTCQB Marketplace under the symbol "IMIMF" in the United States.

On March 8, 2023, the Company entered into a definitive business combination agreement (the "Definitive Agreement") with Alto Verde Copper Inc. ("Alto Verde") and 1000465623 Ontario Inc. ("Interra Subco"), a wholly owned subsidiary of the Company, pursuant to which the Company acquired all of the issued and outstanding shares in the capital of Alto Verde (the "Transaction"). The Transaction was completed on March 31, 2023.

The Company has not yet determined whether its property interests contain reserves that are economically recoverable. The recoverability of amounts shown for resource properties and related deferred exploration expenditures are dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development of the resource properties and upon future profitable production or proceeds from the disposition thereof.

The continuing operations of the Company are dependent upon its ability to develop a viable business and to attain profitable operations and generate funds therefrom. This indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs by the issuance of common shares. If the Company is unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position.

On May 2, 2022, the Company consolidated its issued and outstanding common shares on the basis of one post-consolidation common share for every nine pre-consolidation common shares with no fractional shares issued (the "Share Consolidation"). Accordingly, the Company effected the Share Consolidation in the interim financial statements and this MD&A as if it had happened at the beginning of periods reported, and disclosed all share capital, warrant, and stock option information respectively on a post-consolidated basis.

ALTO VERDE TRANSACTION

On March 31, 2023, the Company completed the Transaction with Alto Verde, pursuant to which the Company acquired all of the issued and outstanding shares of Alto Verde. Alto Verde is a private mining company focused on its portfolio of prospective exploration assets located in the Central Volcanic Zone, within the prolific Chilean Copper belt.

Pursuant to the terms of the Definitive Agreement, the Transaction was effected by way of a three-cornered amalgamation, in which: (a) Interra Subco amalgamated with Alto Verde to form an amalgamated company ("Amalco"); (b) all issued and outstanding common shares of Alto Verde were exchanged for the Company's common shares; (c) all outstanding convertible equity securities to purchase Alto Verde common shares were exchanged for warrants with similar/equivalent terms; and (d) Amalco became a wholly-owned subsidiary of the Company.

As a result, the Company issued to the shareholders of Alto Verde 7,441,763 common shares with a market price of $0.80 per share on the acquisition date, for an aggregate fair value of $5,953,410. Additionally, 11,729 compensation options of Alto Verde were exchanged for approximately 2,946 replacement warrants of the Company. Each replacement warrant entitles the holder to purchase one common share of the Company at an exercise price of $1.79 per share and has an expiry date of October 23, 2023.

In connection with the Transaction, the Company entered into a finder's fee agreement as compensation for the introduction of the Company and Alto Verde. The Company issued to the finder 421,171 common shares at $0.80 per share for an aggregate fair value of $336,937.

In relation to the Transaction, the Company incurred $106,457 of legal fees and $17,000 of consulting fees which were included as part of the consideration (the "Transaction costs"). As at March 31, 2023, the Company had $123,457 of Transaction costs included in accounts payable and accrued liabilities (December 31, 2022 - $nil). In addition, the Company had commitments under 11 consulting agreements totaling $1,012,800 which were settled subsequent to the period end.

The Transaction was accounted for as an equity-settled share-based payment transaction within the scope of IFRS 2 Share-based Payment. The Transaction did not qualify as a business combination under IFRS 3 Business Combinations, as the significant inputs, processes, and outputs that together constitute a business did not exist in Alto Verde at the closing of the Transaction. Accordingly, no goodwill was recorded with respect to the Transaction.

A summary of the Company's preliminary purchase price and purchase price allocation to net assets acquired from Alto Verde as at the March 31, 2023 Transaction date is as follows:

	$
Purchase price:	
Fair value of common shares issued to the shareholders of Alto Verde	5,953,410
Fair value of common shares issued to the finder	336,937
Fair value of replacement warrants	518
Transaction costs	123,457
	6,414,322
Purchase price allocation:	
Cash	29,259
Amounts receivable	55,420
Prepaid expenses and deposits	8,065
Equipment	1,700
Exploration and evaluation assets	6,870,675
Accounts payable and accrued liabilities	(550,797)
	6,414,322

The assets and liabilities assumed pursuant to the Transaction were included in the Statement of Financial Position of the Company as at March 31, 2023.

HIGHLIGHTS

Highlights subsequent to March 31, 2023

- On May 28, 2023, 18,519 warrants with an exercise price of $2.70 and 1,296 warrants with an exercise price of $1.80 expired unexercised.
- On May 19, 2023, 840,360 warrants with an exercise price of $2.70 and 16,037 warrants with an exercise price of $1.80 expired unexercised.
- On April 25, 2023, pursuant to the option agreement, the Company made $20,000 cash option payment to two optionors for the Chuck Creek Property.
- On April 16, 2023, 813,540 warrants with an exercise price of $2.70 and 44,309 warrants with an exercise price of $1.80 expired unexercised.
- Subsequent to period end the Company settled $1,012,000 of its commitments under consulting agreements pursuant to the Transaction.

Highlights during the three months ended March 31, 2023

- On March 31, 2023, the Company completed the Alto Verde Transaction. The Company issued to the shareholders of Alto Verde 7,441,763 common shares at a price of $0.80 per share for an aggregate fair value of $5,953,410. See Alto Verde Transaction section above. The common shares issued pursuant to the transaction will be subject to contractual restrictions on transfer, the restrictions will be released in tranches of 20% 120 days, 240 days, 365 days, 456 days, and 547 days after completion of the Transaction.
- In connection with the Transaction, the Company issued 5,781,722 subscription receipts at a price of $0.50 per subscription receipt for gross proceeds of $2,890,861 (the "Private Placement"). On March 31, 2023, the subscription receipts automatically converted into units of the Company. Each unit comprises of one common share and one-half share purchase warrant. Each full warrant is convertible into one common share of the Company at an exercise price of $0.75 for a period of thirty-six months following the closure of the Transaction. The warrants will be subject to an acceleration provision allowing the Company to accelerate the expiration date with a thirty-day notice period to warrant-holders in the event the common shares trade on the CSE for ten consecutive days at $1.25 or higher. Gross proceeds were allocated between share capital and reserve using the relative fair value method. As a result, $2,007,107 was allocated to share capital and $883,754 was allocated to reserve.
- In connection with the Private Placement, the Company paid cash finder's fees of $91,640, issued 57,520 common shares and 240,800 warrants to the finders. Each warrant entitles the holder to purchase one common share at an exercise price of $0.75 per share for a period of thirty-six months from the date of issuance.
- On March 31, 2023, the Company granted 465,000 stock options with an exercise price of $0.80 and expiration date of March 31, 2028 to certain directors, officers, and consultants of the Company. These stock options vest over a period of eighteen months.
- On March 31, 2023, on completion of the Transaction, Christopher Buncic was appointed President, Chief Executive Officer, and Director of the Company. Jason Nickel moved from his previous role as Chief Executive Officer to Chief Operating Officer, Richard Gittleman was appointed as an Independent Director and Thomas Hawkins resigned as a Director but remains as Vice President of Exploration.

Highlights during the year ended December 31, 2022

- On October 13, 2022, Interra announced an exploration agreement with Tsay Keh Dene First Nation.
- On July 28, 2022, the Company closed a non-brokered private placement financing comprising of an aggregate of 220,000 common shares for gross proceeds of $110,000.
- On June 30, 2022, pursuant to the Company's annual general meeting, T. Greg Hawkins, Samir Patel, Gordon Neal, and Chris Naas resigned as Directors of the Company (noting Mr. Hawkins resigned as Chairman of the Board, and Mr. Naas resigned as Chief Operating Officer of the Company) while Thomas Hawkins and Scott Young were appointed Directors of the Company.

- On June 6, 2022 (the "Effective Date"), the Company entered into an option agreement to purchase all rights, title, and interest in the Chuck Creek Property from two former directors of the Company (the "Optionors"). Pursuant to the option agreement, the Company is obligated to issue to the Optionors an aggregate of 35,000 common shares and make cash payments to the Optionors in the amount of $30,000 as follows with 50% as to each Optionor:

Date	Consideration
Within 5 days of the Effective Date	• $10,000 cash (paid on June 15, 2022) • 35,000 common shares (issued on June 29, 2022).
The sooner of: (i) the Company's next equity financing, or (ii) 12 months from the Effective Date	• $20,000 cash (paid on April 25, 2023)

  Upon exercise of the option agreement, the Company shall grant a 1% net smelter royalty to the Optionors, of which 0.5% may be repurchased by the Company for $500,000.

- On May 2, 2022, the Company effected a consolidation of one post-consolidation common share for every nine pre-consolidation common shares with no fractional shares issued, resulting in 8,388,424 common shares issued and outstanding post-consolidation. In May 2022, 597,222 options were forfeited and 342,500 options were cancelled. As a result, the Company reversed $299,231 in share-based payments related to the unvested options.

- On February 11, 2022, the Company announced the results from the final two holes drilled at the Pinnacle Zone after its 2021 summer drill program that totaled 2,774 metres in 12 holes, at its Thane Property, located on traditional territory of the Takla and Tsay Keh Dene First Nations in North Central BC.

- On January 24, 2022, the Company announced further 2021 summer drilling results from the Cathedral Area at its Thane Property, located on traditional territory of the Takla and Tsay Keh Dene First Nations in North-Central BC. Results are from drill holes TH21-3, TH21-4, TH21-6, and TH21-12. TH21-3 and TH21-12 were designed to test the southern extent of a 600 square metre of induced polarization (IP) chargeability anomaly along line 5300N within the Cathedral Main zone. TH21-4 was drilled within the Cathedral South zone on the western extent of IP line 5200. TH21-6 was designed to test a broad, hidden, near surface 200 square metre IP chargeability anomaly approximately 350 metres to the east on line 5300N. Drill holes intersected indicator low grade copper-gold mineralization.

- On January 14, 2022, the Company announced further 2021 summer drilling results from the Gully Area at its Thane Property, located on traditional territory of the Takla and Tsay Keh Dene First Nations in North-Central BC. Results are from drill holes TH21-7, TH21-8 and TH21-11 which tested the eastern portion of the Gully Zone's IP chargeability anomaly along lines 4700N and 4600N respectively as well as the southern end of line 6350E. All three holes intersected indicator low grade copper-gold mineralization. Mineralization styles intersected within the drill holes consists of localized, structurally controlled, quartz-pyrite-chalcopyrite ± arsenopyrite fractures, veins, and rare semi-massive mineralization at shallow to moderate depths proximal to diorite-(quartz) monzonite and latite porphyry contacts and south-southwest to south-southeast trending moderate to steeply (40-80°) westerly dipping chloritic shears and dilutional breccias.

EXPLORATION ACTIVITIES

a) Tres Marías Copper Project

The Tres Marías Copper Project ("Tres Marías") is a prospective mid-stage exploration group of concessions covering an area of 16,050 ha, located within the Paleocene-Lower Eocene Central Metallogenic Belt at 1,600 m elevation, with year-round access in the Region of Antofagasta. There is visible hydrothermal alteration in the outcrops that, based on geological mapping, corresponds to continental clastic sedimentary rocks of the Jurassic Quehuita Formation. FCX completed 2,800 m of drilling in 2015 and 2018, performed in the eastern portion of the Tres Marías, including 6 diamond drill holes (DDH) and 1,000 m in 2 reverse circulation (RC) holes, and there remains much to be followed up on. Highlights from these historical drill holes include TMD-15-02 with 2.4 m of 3.10% Cu and 19 ppm Ag, and TMRC-18-01 with 4.0 m of 4.50% Cu and 121.5 ppm Ag. Drilling indicated anomalous polymetallic zinc, silver, and lead. The central and western-most part of Tres Marías have not been fully assessed despite hosting second priority geophysical targets, suggesting good potential for copper porphyry discovery. Reprocessing and 3D inversion of historical ZTEM airborne geophysical survey, recent completion of a UAV (Drone) MAG survey, and surface IP survey has highlighted three notable targets across Tres Marías. The data from these studies forms the basis for the upcoming drilling campaign.

Tres Marías was acquired by Minera Tres Marías Spa ("MTM"), a subsidiary of Alto Verde, from Minera Freeport-McMoRan South America Limitada ("MFMSA"), a wholly owned subsidiary of Freeport-McMoRan Inc. Tres Marías is subject to a purchase option by MFMSA such that upon completing US$5 million of qualifying exploration expenditures on Tres Marías by October 20, 2026, MFMSA will have the option to:

(i) acquire a 51% interest in MTM's share capital for US$12.5 million, or
(ii) acquire a 49% interest in MTM's share capital for US$250.

If MFMSA exercises the option to acquire a 51% interest in MTM's share capital, the Company will be granted a 0.5% Net Smelter Return ("NSR") over Tres Marías. If MFMSA exercises the Purchase Option to acquire a 49% interest in MTM's share capital, MFMSA will be granted a 1.0% NSR royalty over Tres Marías. If MFMSA elects not exercise the option, MFMSA will be granted a 1.0% NSR royalty over Tres Marías.

b) Pitbull Copper Project

The Pitbull Copper Project ("Pitbull") was acquired by Minera Alto Verde Chile Spa ("MAVC") from MFMSA, who retain a 1% NSR on the Pitbull.

Pitbull is an early-stage exploration group of concessions comprising 2,000 ha and located about 25 km north of Anglo American & Glencore's Collahuasi mine, which in 2019 produced more than 565 kt of fine copper with revenues of US$ 3.1 Billion. The group of concessions lies within the Upper Eocene-Lower Oligocene (Mid-Tertiary) Metallogenic Belt, a similar geological zone to that of Collahuasi. Initial plans at Pitbull include a high-resolution UAV magnetometry survey over 14 square km, an Induced Polarization and Resistivity GSDAS (3D) survey over 32 linear km, a photogrammetric survey, and Magneto Variational (MVT) Acquisition and 3D Resistivity Inversion study. Data from these studies will determine the drill hole collar locations for a follow-on drilling campaign.

c) Zenaida Copper Project

The Zenaida Copper Project ("Zenaida") was acquired by MAVC from MFMSA, who retain a 1% NSR on the Zenaida.

Zenaida is an early-stage exploration group of concessions comprising 1,800 ha and is located on the Upper Eocene-Lower Oligocene (Mid-Tertiary) Metallogenic Belt, sharing some similarities to the geology in the Collahuasi region. Historical geophysical results indicate the potential for mineralization and warrant further analysis and follow-up by the Company.

d) Chuck Creek Property - Central British Columbia

The Chuck Creek Property covers 8,293 acres (33.57 square kilometres) and is situated in central British Columbia. The Property is located within the Eagle Bay Assemblage of rocks and is surrounded on all sides by Taseko Mines' Yellowhead property, which hosts a copper-gold volcanogenic-sulphide deposit.

<u>2022 Exploration program</u>

In August 2022, Interra commenced a geology program at Chuck Creek Property, collecting a series of 10 kg stream sediment samples from the Chuck Creek Property for analysis of general chemical composition, analysis of bulk leach extractable gold (BLEG), and assessment by optical microscopy. The Company retained noted glaciologist Dr. Derek Turner to complete a surficial geological map of the property. The aim of this initial program at Chuck Creek Property was to replicate certain historical gold assay results, to help determine the source of the significant historical gold assays, which have been historically reported at Chuck Creek Property. Analysis of the results is pending, and the Company will assess the future development of Chuck Creek Property following the outcome of these results.

e) Thane Property - North-Central British Columbia

The Thane Property comprises 50,904 acres (206 square kilometres) of contiguous claims located in the Quesnel Terrane of north-central British Columbia. The northern part of the Quesnel Terrane extends from south of the Mt. Milligan Mine northward to the Kemess Mine, with the Thane Property located midway between these two copper-gold porphyry deposits. This property includes several highly prospective mineralized areas identified to date, including the "Cathedral Area" and "Gail Area" on which the Company's exploration is currently focused.

2021 Exploration program

At the Thane Property, a 22-person exploration camp was setup in late June 2021 to facilitate the summer helicopter-supported exploration program. On July 5, 2021, the Company mobilized crews to the Thane Property to commence drill pad construction in preparation for a helicopter-supported diamond drill program. On July 19, 2021, Atlas Drilling Ltd. of Kamloops, BC, mobilized to the Thane Property and commenced drilling on July 20, 2021. A total of 2,783.24 metres of NQ core was drilled in twelve holes from nine drill pads with the last hole completed on August 21, 2021.

Geological and soil sampling crews mobilized to the Thane Property on July 5, 2021. Geological mapping and rock sampling was undertaken at the Pinnacle and Gail areas. Soil sampling was undertaken in preparation of induced polarization (IP) surveys at both Pinnacle and Gail, while soil sampling only was undertaken at the Mat showing.

On September 3, 2021, Peter E. Walcott & Associates Ltd. ("Walcott") mobilized to the Thane Property for seven days of IP pole-dipole surveying at the Pinnacle and Gail showings. Approximately 5 line-km's of grid was surveyed using an a-spacing of 25 metres. Earlier in the summer, Walcott completed an 8.3 km^2 helicopter airborne magnetic survey at the Cathedral Area with a line-spacing of 100 metres. The survey covered all primary showings of the area.

All core, rock and soil samples were submitted to ALS Canada Ltd. for sample preparation and analysis. A total of 2,398 core samples were analyzed for multi-element ICP by a four-acid digestion with a MS finish, while multi-element ICP by aqua regia digestion with a MS finish was undertaken on the 182 soil samples and 73 rock samples. All samples were analyzed for gold by geochemistry methods and all over-limits were assayed. Sample preparation was undertaken at ALS's preparation facility in Kamloops, BC with analytical work undertaken at ALS' North Vancouver office.

During the year ended December 31, 2022, the Company have negotiated the First Nation Agreement with Tsay Keh Dene First Nation that supports further exploration, site activities and cooperation at Thane. Plans for 2023 at Thane include continued analysis of the extensive data set, geophysics work, and sampling completed to refine the next phase of work at the Thane project. Market conditions and capital funding success will determine the level or work at Thane; with the proposed merger transaction - desktop work is a likelihood in the budget, but further capital will be required to activate new site-based exploration work.

RESULTS OF OPERATIONS

Selected Quarterly Financial Information

The following is a summary of the Company's financial results for the eight most recently completed quarters:

Three months ended	Net income (loss) and comprehensive income (loss)	Weighted average number of common shares outstanding (1)	Basic and diluted income (loss) per share	Exploration and evaluation assets
	$	#	$	$
March 31, 2023	**(215,858)**	**8,795,671**	**(0.02)**	**12,837,222**
December 31, 2022	(74,136)	8,643,424	(0.01)	5,966,547
September 30, 2022	(68,786)	8,576,467	(0.01)	5,934,539
June 30, 2022	(37,848)	8,389,193	(0.00)	5,924,605
March 31, 2022	(180,205)	8,388,424	(0.02)	5,876,405
December 31, 2021	93,476	8,353,424	0.01	5,817,265
September 30, 2021	(809,229)	8,273,423	(0.10)	5,559,918
June 30, 2021	(252,289)	7,684,457	(0.03)	4,009,338

(1) The weighted average number of common shares outstanding was adjusted for the Share Consolidation.

All the Company's resource properties are in the exploration stage. The Company has not had revenue from inception and does not expect to have revenue in the near future. The Company's operating results are not seasonal in nature and have been mainly due to the amount of exploration activities in each quarter. The exploration and evaluation assets have increased significantly in Q1 2023 as a result of the Tres Marías, Pitbull, and Zenaida projects acquired in the Transaction.

For the three months ended March 31, 2023 compared with the three months ended March 31, 2022

The Company reported a net loss and comprehensive loss of $215,858 compared to $180,205 in the prior year comparable period. The primary drivers of this increase in the net loss were as follows:

- Consulting fees increased to $6,000 compared to $1,500 in the prior year comparable period due to the Alto Verde Transaction and the Private Placement during the current period.
- General and administrative increased to $7,706 compared to $2,425 in the prior year comparable period due to increased supporting services for the Alto Verde Transaction and the Private Placement during the current period.
- Investor relations increased to $21,000 compared to $11,649 in the prior year comparable period primarily due to increased investor relations activities associated with the Alto Verde Transaction and the Private Placement during the current period.
- Management fees increased to $52,275 compared to $42,951 in the prior year comparable period primarily due to increased management services associated with the Alto Verde Transaction and the Private Placement during the current period.
- Professional fees increased to $21,672 compared to $11,098 in the prior year comparable period primarily due to increased legal fees activities associated with the Alto Verde Transaction and the Private Placement during the current period.
- Share-based payments increased to $89,521 compared to $35,496 in the comparative period due to the vesting of newly granted options during the current period.

Partially offsetting the increase in the net loss were decreases to expenses and increase to income as follows:

- Advertising and marketing decreased to $20,000 compared to $46,750 in the prior year comparable period due to decreased marketing activities as the Company focused on the Alto Verde Transaction and the Private Placement during the current period.
- Director fees decreased to $6,863 compared to $11,006 in the prior year comparable period, due to decreased number of directors in the current period.
- Filing fees decreased to $4,096 compared to $17,330 in the prior year comparable period due to costs associated with the Private Placement during the current period being recognized in share issuance costs.
- Interest income increased to $13,275 compared to $nil in the prior year comparable period. The interest income was earned on the Company's proceeds from the Private Placement.

LIQUIDITY AND CAPITAL RESOURCES

Working capital and cashflow

As at March 31, 2023, the Company had a working capital of $2,121,498 (December 31, 2022 - $50,192), which included cash of $2,943,361 (December 31, 2022 - $58,252).

The Company's financial condition is contingent upon its ability to obtain necessary financing to explore suitable properties.

Although the Company has been successful in the past in financing its activities through the sale of equity securities there can be no assurance that it will be able to obtain sufficient financing, beyond that outlined in the "Highlights subsequent to March 31, 2023" section, in the future to carry out exploration and development work on any acquired properties. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and exploration success.

Operating activities

Cash used in operating activities comprises primarily of cash spent on administrative overhead costs to support exploration and evaluation activities. During the three months ended March 31, 2023, the Company used $26,191 of cash in operating activities compared to $181,400 in the prior year comparable period. The decrease was mainly due to the increase in accounts payable and accrued liabilities balances deferring the payment of cash with respect to administrative overhead costs.

Investing activities

During the three months ended March 31, 2023, the Company received $29,259 of cash due to the Transaction.

During the three months ended March 31, 2022, the Company used $59,140 of cash due to capitalized exploration and evaluation expenditures on Thane Property.

Financing activities

During the three months ended March 31, 2023, the Company received $2,890,861 due to proceeds from private placements and paid cash share issuance costs of $8,820.

During the three months ended March 31, 2022, the Company did not have financing activities.

Share capital

On May 2, 2022, the Company consolidated its issued and outstanding common shares on the basis of one post-consolidation common share for every nine pre-consolidation common shares with no fractional shares issued. Accordingly, the Company has restated comparative information retrospectively in the period reported for the Share Consolidation, and disclosed all share capital, warrant, and stock option information respectively on a post consolidated basis.

The Company's authorized share capital consists of an unlimited number of common shares without par value. As at March 31, 2023, the Company had 22,345,600 (December 31, 2022 - 8,643,424) common shares issued and outstanding.
The table below summarizes the numbers of outstanding equity instruments as at the Report Date:

	Report Date (Effected for Share Consolidation)
	#
Common shares	22,345,600
Warrants	3,249,607
Options	603,889

Capital commitments

The Company holds a 100% interest in the Thane Property through its wholly owned subsidiary and has no ongoing capital commitments related to the property.

The Company will acquire a 100% interest in the Chuck Creek Property upon completion of a $20,000 cash option payment, due at the earlier of (i) the Company's next equity financing, or (ii) 12 months from the Effective Date. The Company does not have expenditure commitments or other contractual obligations with respect to the property. On April 25, 2023 pursuant to the option agreement, the Company made $20,000 cash option payment to the Optionors for the Chuck Creek Property.

The Company will add or discontinue claims based on geological merit and as financial resources allow. If additional funds are required, the Company plans to raise additional capital primarily through the private placements of its equity securities. Under such circumstances, there is no assurance that the Company will be able to obtain the further funds required for the Company's continued working capital requirements.

Pursuant to the Transaction, the Company had commitments under 11 consulting agreements totaling $1,012,800 which were settled subsequent to the period end.

USE OF PROCEEDS AND MILESTONES

In connection with the Transaction, the Company issued 5,781,722 subscription receipts at a price of $0.50 per subscription receipt for gross proceeds of $2,890,861. On March 31, 2023, the subscription receipts automatically converted into units of the Company.

In connection with the Private Placement, the Company paid cash finder's fees of $91,640, issued 57,520 common shares and 240,800 warrants to the finders. Each warrant entitles the holders to purchase one common share at an exercise price of $0.75 per share for a period of thirty-six months from the date of issuance. The fair value of the common shares was based on the market close on the date of issuance, and the fair value of the warrants was determined using the Black-Scholes option pricing model.

Management's intended use of proceeds from the Private Placement is as follows:

	March 31, 2023
	$
Total proceeds	2,890,861
Allocation of proceeds:	
Cash share issuance costs	111,708
Exploration of Tres Marías	600,000
Commitments under marketing consulting agreements	1,012,800
General working capital expenses	1,166,353

Considering the current uncertainty as to the general market and competitive conditions, the Company continues to maintain its fiscally responsible approach to its mineral exploration activities. In particular, the Company continues to evaluate market conditions on an ongoing basis, with the goal of, among other things: (i) identifying the appropriate time to initiate certain business objectives, and (ii) exploring potential alternative, viable opportunities to further develop and expand the Company's business.

As such, the Company notes that there may be circumstances where, for sound business reasons, the Company may be required to reallocate funds, including due to demands for shifting focus or investment in mining exploration and/or development activities, requirements for accelerating, increasing, reducing, or eliminating initiatives in response to changes in market, regulations and/or developments in the mining sector generally and in the price of copper, unexpected setbacks, and strategic opportunities, such as partnerships, strategic partners, joint ventures, mergers, acquisitions, and other opportunities.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements as of March 31, 2023 and the Report Date.

TRANSACTIONS WITH RELATED PARTIES

A summary of the Company's related party transactions is as follows:

	Three months ended March 31,	
	2023	2022
	$	$
Consulting fees	**10,500**	-
Director fees	**6,863**	11,006
General and administrative	**-**	605
Management fees	**52,275**	42,951
Share-based payments	**77,970**	24,420
	147,608	78,982

During the three months ended March 31, 2023, $10,500 (2022 - $nil) was paid to non-executive directors of the Company for consulting fees in relation to the Transaction.

During the three months ended March 31, 2023, $6,863 (2022 - $11,006) was paid to non-executive directors of the Company for director fees.

During the three months ended March 31, 2023, $21,750 (2022 - $13,655) was paid as management fees to a company controlled by a director of the Company for Chief Executive Officer services.

During the three months ended March 31, 2023, $21,525 (2022 - $18,296) was paid as management fees to a company controlled by an officer of the Company for Chief Financial Officer services.

During the three months ended March 31, 2023, $nil (2022 - $2,000) was paid as management fees to a company controlled by a former officer of the Company for Chief Operating Officer services.

During the three months ended March 31, 2023, $9,000 (2022 - $9,000) was paid as management fees to a company controlled by an officer of the Company for corporate secretarial-related services.
During the three months ended March 31, 2023, $nil (2022 - $58,027) was paid for capitalized exploration expenditures and $nil (2022 - $605) was paid for general and administrative expenses to a company controlled by the former Chief Operating Officer of the Company.

As at March 31, 2023, $85,190 (December 31, 2022 - $nil) was included in accounts payable and accrued liabilities for amounts due to related parties. The amounts due are unsecured, due on demand and are non-interest bearing.

Key management includes directors and officers of the Company. Other than the amounts disclosed above, there was no other compensation paid or payable to key management for employee services for the reported periods.

RISK FACTORS AND UNCERTAINTIES

For a detailed listing of the risk factors faced by the Company, please refer to the Company's MD&A for the years ended December 31, 2022 and 2021 and the Company's most recently available Annual Information Filing on SEDAR (www.sedar.com)

PROPOSED TRANSACTIONS

The Company has no undisclosed proposed transactions as at March 31, 2023 or at the date of this MD&A.

ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards as they are not applicable to the financial statements of the Company.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company may be exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives. The main objectives of the Company's risk management processes are to ensure that risks are properly identified and that the capital base is adequate in relation to those risks. The principal risks to which the Company is exposed are described below.

a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty fails to meet an obligation under contract. The Company's cash and reclamation bond are exposed to credit risk. The Company reduces its credit risk on cash by placing these instruments with institutions of high creditworthiness.

b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. As the Company's operations do not generate cash, financial liabilities are discharged using funding through the issuance of common stock or debt as required. As at March 31, 2023, the Company had sufficient cash on hand to discharge its financial liabilities as they become due.

c) Foreign currency risk

The Company is exposed to foreign currency risk, as certain monetary financial instruments are denominated in USD and CLP. A summary of the Company's financial assets and liabilities that are denominated in USD and CLP is as follows:

	March 31, 2023	December 31, 2022
	$	$
Cash	**13,329**	-
Amounts receivable	**26,391**	-
Prepaid expenses and deposits	**8,065**	-
Accounts payable and accrued liabilities	**(69,737)**	-

The Company has not entered any foreign currency contracts to mitigate this risk. A 10% increase or decrease in the USD and the CLP exchange rates would result in a net impact of approximately $2,195 to the Company's loss and comprehensive loss. The Company is not exposed to significant foreign currency risk.

SIGNIFICANT ACCOUNTING POLICIES

These financial statements were prepared using accounting policies consistent with those in Note 3 to the Annual Financial Statements.

SIGNIFICANT ESTIMATES AND JUDGMENTS

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and judgments, in applying accounting policies. Management continually evaluates these estimates and judgments based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates and judgments which may cause a material adjustment to the carrying amounts of assets and liabilities. The Company's interim results are not necessarily indicative of its results for a full year. The significant estimates and judgments applied in the preparation of these financial statements are consistent with those applied and disclosed in Note 3 to the Annual Financial Statements, with exception of the following:

Assessment of the transactions as business combinations or asset acquisitions

At the time of acquisition, the Company considers whether each acquisition represents the acquisition of a business or the acquisition of an asset. The Company accounts for an acquisition as a business combination where an integrated set of activities and assets is acquired. More specifically, consideration is given to the extent to which significant processes are acquired.

When the acquisition does not represent a business combination, it is accounted for as an acquisition of a group of assets and liabilities. The cost of the acquisition is allocated to the assets and liabilities acquired based upon their relative fair values, and no goodwill or deferred tax is recognized. The Transaction between the Company and Alto Verde was accounted for as an asset acquisition.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

A summary of the Company's operating expenses is as follows:

		Three months ended March 31,
	2023	2022
	$	$
Advertising and marketing	**20,000**	46,750
Consulting fees	**6,000**	1,500
Director fees	**6,863**	11,006
Filing fees	**4,096**	17,330
General and administrative	**7,706**	2,425
Investor relations	**21,000**	11,649
Management fees	**52,275**	42,951
Professional fees	**21,672**	11,098
Share-based payments	**89,521**	35,496
	229,133	180,205

An analysis of material components of the Company's operating expenses is disclosed above in the "Results of operations" section of this MD&A. An analysis of the material components of the mineral property acquisition costs and mineral exploration costs are disclosed in the notes to the interim financial statements for the three months ended March 31, 2023 and 2022.

DIRECTORS AND OFFICERS

Christopher Buncic, President, Chief Executive Officer, and Director
David McAdam, Independent Director
Jason Nickel, Chief Operating Officer, and Director
Richard Gittleman, Independent Director
Scott Young, Independent Director
Thomas Hawkins, Vice President of Exploration, Qualified Person
Oliver Foeste, Chief Financial Officer

BOARD OF DIRECTORS APPROVAL

The Company's Board of Directors approved this MD&A.