The following Management's Discussion and Analysis ("MD&A") of Tocvan Ventures Corp. (the "Company" or "Tocvan") has been prepared by management, in accordance with the requirements of National Instrument 51-102 as of January 29, 2025, and should be read in conjunction with the condensed interim consolidated financial statements for the three months ended November 30, 2024 and 2023, and the related notes contained therein, which have been prepared under International Financial Reporting Standards ("IFRS"). The information contained herein is not a substitute for a detailed investigation or analysis of any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company. The Company is presently a "Venture Issuer" as defined in NI 51-102.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting currency of the Company, unless specifically noted. The Company's functional currency is Canadian Dollar, and the Company's wholly-owned subsidiary's functional currency is also Canadian Dollar.

Additional information related to the Company is available on the Company's website at https://tocvan.com, or on SEDAR+ at www.sedarplus.ca.

Forward Looking Statements

Certain information included in this discussion may constitute forward-looking statements. Readers are cautioned not to put undue reliance on forward-looking statements. These statements relate to future events or the Company's future performance, business prospects or opportunities. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These forward-looking statements include statements regarding the future price of metals, the timing and amount of estimated future production, costs of production, capital expenditures, the success of exploration activities, permitting timelines, currency fluctuations, the requirements of future capital, drill results and the estimation of mineral resources and reserves. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements contained in this report should not be unduly relied upon. These statements speak only as of the date of this report. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this report. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about general business and economic conditions; the supply and demand for, deliveries of, and the level and volatility of prices of gold ore and other commodities; the availability of financing for the Company's exploration programs; the ability to procure equipment and operating supplies in sufficient quantities and on a timely basis; and the ability to attract and retain skilled staff.

These forward-looking statements involve risks and uncertainties relating to, among other things, changes in commodity and, particularly, gold prices, access to skilled mining development personnel, results of exploration and development activities, uninsured risks, regulatory changes, defects in title, availability of materials and equipment, timeliness of government approvals, actual performance of facilities, equipment and processes relative to specifications and expectations and unanticipated environmental impacts on operations. Actual results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, the risk factors hereinabove. Additional risk factors are described in more detail hereinafter. Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based might not occur. The Company cautions that the foregoing list of important factors is not exhaustive. Investors and others who base themselves on the Company's forward-looking statements should carefully consider the above factors as well as the uncertainties they represent and the risk they entail. The forward-looking statements contained in this report are expressly qualified by this cautionary statement. The Company intends to discuss in its quarterly and annual reports referred to as the Company's management's discussion and analysis documents, any events and circumstances that occurred during the year to which such document relates

that are reasonably likely to cause actual events or circumstances to differ materially from those disclosed in this management discussion and analysis.

Qualified Person

Brodie Sutherland, P. Geo, a director and CEO of the Company, is a Qualified Person as defined in National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* and has reviewed and approved all technical information in this management's discussion and analysis.

Description of Business

Tocvan Ventures Corp. (the "Company") was incorporated on May 23, 2018, under the Alberta Business Corporations Act. The Company's shares trade on the Canadian Securities Exchange (the "CSE") under the symbol "TOC" and on OTC QB under the symbol "TCVNF".

The Company's head office address is Suite 820 – 1130 West Pender St., Vancouver, British Columbia V6E 4A4, Canada. The registered and records office address is Suite 1150, 707 - 7th Avenue S.W., Calgary, Alberta T2P 3H6, Canada.

On September 15, 2020, the Company incorporated, under the laws of Mexico, a wholly-owned subsidiary, Burgencio S.A. de C.V. ("Burgencio"). Burgencio's office address is Blvd. Morelos No, 639, Col. Bachoco, C.P. 83148, Hermosillo, Sonora, Mexico.

As of the date of this MD&A, the Company is focused on the exploration and development of its two projects; the Pilar Gold Project ("Pilar") and El Picacho Project ("El Picacho"). Pilar is located near the town of Suaqui Grande in Sonora, Mexico and El Picacho is located in the Region of Sonoran Desert, 140 kilometers north of Hermosillo, Sonora, Mexico.

The Pilar Project consists of two concessions, the Guadalupana concession and La Sonora concession, totaling 105 hectares. During the year ended August 31, 2024, the Company acquired additional land, expanding the Pilar Project area from 105 hectares to 2,278 hectares. The Pilar Project shows NW-SE trends of gold and silver mineralization with significant grades in several locations. The Company has not yet determined whether the Pilar Project contains ore reserves that are economically recoverable.

El Picacho Project consists of 12 mining concessions totaling 2,395 hectares north of Hermosillo, Sonora, Mexico and fully accessible by road. El Picacho Project is interpreted as an orogenic gold system within the regional Caborca Orogenic Gold Belt known for producing gold mines that include La Herradura and San Francisco. The Company has not yet determined if El Picacho Project contains ore reserves that are economically recoverable.

The recoverability of amounts shown for mineral properties and related deferred exploration costs is 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 the necessary financing to complete the development, and upon future profitable production from the mineral properties or proceeds from the disposition of the mineral properties.

OVERALL PERFORMANCE

During the three months ended November 30, 2024, the Company incurred a net loss of $501,205 (November 30, 2023 – $628,286, as restated). The Company had no revenue and its operating expenses were associated primarily with exploration- and evaluation-related expenses, consulting fees, advertising and promotion activities, regulatory, and management fees.

At November 30, 2024, the Company had cash of $60,575 (August 31, 2024 – $101,639) and a working capital deficit of $1,750,031 (August 31, 2024 –$1,374,683). The working capital deficit increased mainly due to a $211,369 decrease in current assets and a $163,978 increase in its current liabilities.

To date, the Company's main source of financing has been derived from the issuance of common shares and debt.

COMMITMENTS

Pilar Gold Project

Pilar Agreement with Colibri

On September 22, 2019, the Company signed an option agreement (the "Pilar Agreement") to acquire 51% of the Pilar Gold Project in the state of Sonora, Mexico (the "Pilar Project") from Colibri Resource Corp. ("Colibri"). The agreement was amended on August 31, 2021, and the updated conditions are as follows:

	Cash payment	Exploration work	Common shares
September 22, 2019	$125,000 (paid)	$Nil	2,000,000 (issued)
September 21, 2020	$125,000 (paid)	$175,000 (completed)	1,000,000 (issued)
September 21, 2021	$25,000 (paid)	$425,000 (completed)	1,000,000 (issued)
September 21, 2022	$75,000 (paid)	$400,000 (completed)	1,000,000 (issued)
September 21, 2023	$75,000 (paid)	$500,000 (completed)	
September 21, 2024		$500,000 (completed)	
TOTAL	**$425,000**	**$2,000,000**	**5,000,000**

On September 18, 2023, the Company submitted an exercise notice to Colibri to confirm its 51% ownership of the Pilar gold-silver project as the Company fulfilled its initial commitment under the covenants of the Pilar Agreement. The Company was granted an option to acquire the remaining 49% interest in the Pilar Project within six months after the Company acquired 51% ownership or to establish a joint venture agreement with Colibri. The option to acquire the additional interest required a $2,000,000 cash payment and granting Colibri a 2% net smelter return royalty ("NSR"), 1% of which can be repurchased for an additional cash payment of $1,000,000.

The Company elected to enter into a joint venture or to form a new corporate entity with Colibri for the development of the remaining optioned property under the Pilar Agreement. Since the optioned property represents only 4.6% of the total land area controlled and wholly-owned by Tocvan, the management of the Company decided that the funds required to acquire the remaining 49% interest in the Pilar Project would be better used for future exploration activities. As of the date of this MD&A, the Company is in the process of negotiating a definitive joint venture agreement with Colibri

On December 19, 2023, in accordance with the anti-dilution provision included in the Pilar Agreement, the Company issued to Colibri 525,000 common shares valued at $210,000, which is included in acquisition costs. The anti-dilution clause ended on September 22, 2024.

SV Agreement with SVP: Pilar Landholding Expansion

On October 17, 2023, the Company entered into a definitive agreement (the "SV Agreement") with Suaqui Verde Properties ("SVP"), a private owner, for an option to acquire 100% interest in a 2,173-hectare contiguous land immediately adjacent and north of the Pilar Project. Under the terms of the SV Agreement, the Company committed to the following:

	Cash payment	Exploration work	Shares
On closing	US$250,000 (paid)	US$Nil	Nil
Six months after closing	US$200,000 (accrued)	US$Nil	250,000(issued)
1st anniversary	US$Nil	US$100,000 (completed)	500,000(1)
2nd anniversary	US$1,050,000	US$150,000	500,000
3rd anniversary	US$1,150,000	US$250,000	750,000
4th anniversary	US$650,000	US$250,000	250,000
5th anniversary	US$700,000	US$250,000	250,000
TOTAL	**US$4,000,000**	**US$1,000,000**	**2,500,000**

(1) These shares were issued on December 27, 2024

SVP retains a 2% NSR. After the initial five-year period, the Company has the right to elect to extend the Agreement by another ten years by starting advance royalty payments or purchase full title ownership through an additional payment of US$500,000.

On December 1, 2023, and December 18, 2023, the Company paid a total of $341,175 (US$250,000) in cash to Cuprum Mining Corporation for SVP in relation to the cash commitments under the SV Agreement.

On August 8, 2024, the Company issued 250,000 common shares valued at $120,000, representing the six-month option payment according to the SV Agreement. The six-month cash option payment remained accrued but unpaid as at November 30, 2024, as the payment was extended to February 15, 2025.

As at November 30, 2024, the Company accrued an additional $18,423 for property surface taxes associated with the Pilar Project's expansion claims and recorded an obligation to issue 500,000 common shares valued at $260,000 pursuant to its first anniversary commitment. These shares were issued on December 27, 2024.

PILAR PROJECT UPDATE

The Pilar Gold-Silver property is interpreted as a structurally controlled low-sulphidation epithermal project hosted in andesite rocks. Three primary zones of mineralization have been identified in the northwest part of the property from historic surface work and drilling and are referred to as the Main Zone, North Hill and 4-T. The Main Zone and 4-T trends are open to the southeast and new parallel zones have been recently discovered. Structural features and zones of mineralization within the structures follow an overall NW-SE trend of mineralization. Mineralization extends along a 1.2 km trend, only half of that trend has been drill-tested so far.

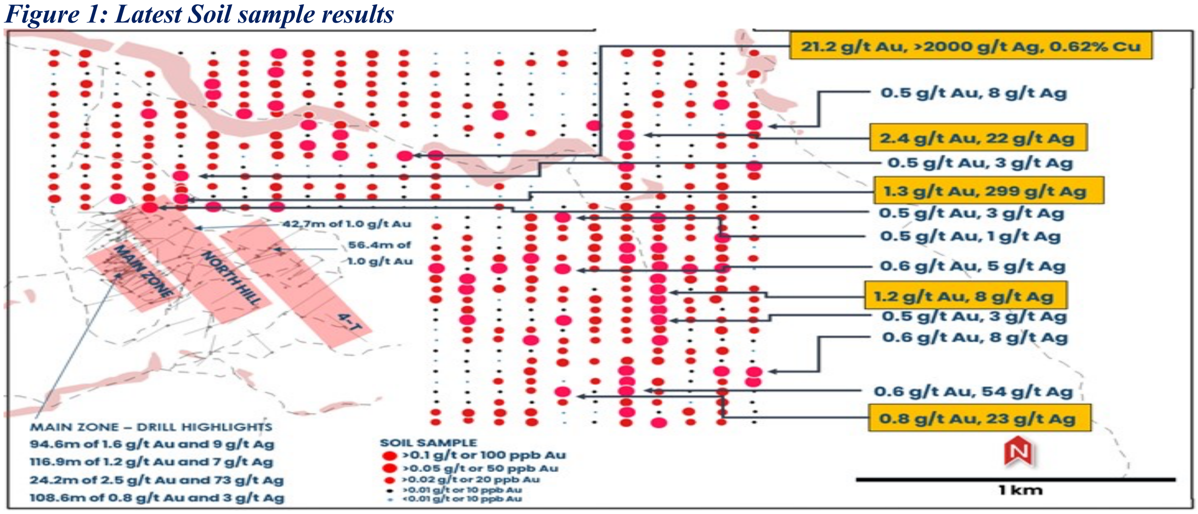
During the calendar 2024, the Pilar Project was expanded from 105 hectares to 2,278 hectares with the acquisition of adjacent claims. The expansion area hosts several prospective zones that have seen limited exploration to date.

To date, the following milestones have been achieved:

- Over 25,000 meters of drilling has been completed from 132 target drill holes.
- A total of 958 soil samples has been collected along the entire project area. Over 550 of these soil samples

and 469 rock samples corresponding to the extension area of the Pilar Project have been collected by the technical staff covering over 230 hectares or 2.3 square kilometers over the northern and eastern extensions of the Main Zone, North Hill and 4-T trends with results yielding high-grade gold and silver mineralization across the soil grid with the highest value returning 21.2 g/t Au, greater than 2,000 g/t Ag, 0.62$ Cu,12.7% Pb and 2.3 Zn. Geological map has been also generated along this area. See Figure 1 below:

Figure 1: Latest Soil sample results



- Preliminary geological modelling across the Pilar Project is ongoing; The main zone was mapped in detail in order to provide additional support to the geological model.

- Reverse circulation ("RC") drilling was completed in December of 2024 with four holes drilled at the northern extension of the Pilar area, competing four holes totaling 776.25 m; RC drilling is planned to be restarted late in January 2025. A diamond drill program still ongoing, with six holes totaling 674 m of drilling completed up to the day of this MD&A. This drilling will focus on improving the geological model along the main zone, and is planned to be completed by late January 2025. The Diamond Drilling Hole ("DDH") drilling has a target core drilling of 1,000 meters on the JV area (Tocvan and Colibri share a 51/49% interest in Pilar's Main Zone); core drilling will be used to build a geological model across Pilar, especially the Main Zone.

- Planning for the proposed pilot plant to evaluate the 50,000 tonnes of material on site is still ongoing. Permitting is expected to be completed in time for the commencement of pilot mining in Q1 of 2025. The Company will target surface materials expected to average 1.3 g/t Au and from 2023 bulk sample testing with an expected recovery of 62% and testing other methods like agitate leach and gravity to run comparative analysis.

Project Drill highlights included:

- 2019 and earlier: 15,000m of Historic Core & RC drilling. Highlights include:
  - 61.0m @ 0.8 g/t Au
  - 16.5m @ 53.5 g/t Au and 53 g/t Ag
  - 13.0m @ 9.6 g/t Au
  - 9.0m @ 10.2 g/t Au and 46 g/t Ag

- 2020 Phase I RC Drilling Highlights include (all lengths are drilled thicknesses):
  - 94.6m @ 1.6 g/t Au, including 9.2m @ 10.8 g/t Au and 38 g/t Ag
  - 41.2m @ 1.1 g/t Au, including 3.1m @ 6.0 g/t Au and 12 g/t Ag
  - 24.4m @ 2.5 g/t Au and 73 g/t Ag, including 1.5m @ 33.4 g/t Au and 1,090 g/t Ag

- 2021 Phase II RC Drilling Highlights include (all lengths are drilled thicknesses):
  - 39.7m @ 1.0 g/t Au, including 1.5m @ 14.6 g/t Au
  - 47.7m @ 0.7 g/t Au including 3m @ 5.6 g/t Au and 22 g/t Ag
  - 29m @ 0.7 g/t Au
  - 35.1m @ 0.7 g/t Au

- 2022 Phase III diamond Drilling Highlights include (all lengths are drilled thicknesses)
  - 116.9m @ 1.2 g/t Au, including 10.2m @ 12 g/t Au and 23 g/t Ag
  - 108.9m @ 0.8 g/t Au, including 9.4m @ 7.6 g/t Au and 5 g/t Ag
  - 63.4m @ 0.6 g/t Au and 11 g/t Ag, including 29.9m @ 0.9 g/t Au and 18 g/t Ag

Pilar Metallurgy Highlights

- 2021 Bottle Roll Results SGS (Durango) – Main Zone RC Drill Hole Composites (from JES-20-32, 94.6m at 1.6 g/t Au)
  - Sample 494801 – 1.15 g/t Au Head Grade, 91.6% Recovery of Au
  - Sample 494804 – 0.63 g/t Au Head Grade, 90.6% Recovery of Au

- 2022 Column Leach Study
  - Four (4) Column Leach Samples from Surface Trenches across Main Zone and 4T Trend
  - Head Grade Range: 0.4 g/t Au to 5.0 g/t Au*
  - Gold Recovery Range: 88.9% to 96.9%*

  **Important Note – Testing was completed by a local private producer and contractor based in Sonora, Mexico. The facility used to calculate head-grade and recovery is not a certified lab.*

- 2023 Diagnostic Leach Study
  - Five (5) composite samples were submitted to LTM (Hermosillo) for diagnostic leach study to determine the characteristics and mineral association of gold and silver
  - Diagnostic Leach Study Reports High-Percentage of Recoverable Gold and Silver (Au: 95 to 99%; Ag: 73 to 97%)
  - Head screen assays report high-grade gold and silver (2.7 to 24.9 g/t Au and 8.8 to 74.2 g/t Ag)
  - Gravity Concentrate Assays for Gold and Silver range from 35.6 to 290.3 g/t Au and 53 to 1,152 g/t Ag
  - Majority of Gold and Silver can be Recovered with Gravity Concentration and Agitated Cyanide Leach

- 2023 Bulk Sample

  - Over 1,400 tonnes of oxide-gold material were extracted from select areas exposed at surface across the project area, focusing on the Main Zone and 4-T Trends where preliminary column leach studies have returned promising head-grade and recovery results. Bulk Sample material was prepared for processing by heap-leach method at a private mining operation less than 25 kilometers to the west of Pilar. Information from the sample aims to provide a more detailed account of expected head-grade and recovery percentage of gold along with providing key information to optimize future production facilities.

  - Over 800 tonnes of material were processed through heap leach, an additional 350 tonnes of crushed material and 250 tonnes of raw-bulk sample are available for gravity recovery and later agitated leach testing.

- The leaching process was active for 44 days, extracting gold and silver from over 800 tonnes of bulk sample material. Sampling of the Bulk Sample material was completed in May, (News Release, May 16, 2023) results from ALS (Hermosillo) provided an average grade of 1.9 g/t Au and 12.7 g/t Ag. An onsite laboratory was used to sample the pregnant solution during the program with weekly duplicate samples sent to certified labs LTM (Hermosillo) and SGS (Durango).
- Final bulk tests report a 62% Recovery of gold achieved over 46-day leaching period.
- 62% recovery of gold; Head grade calculated at 1.9 g/t Au and 7 g/t Ag; extracted grade Calculated at 1.2 g/t Au and 3 g/t Ag
- In addition to the bulk sample an Agitated Bottle Roll Test returned rapid and high recovery returning 80% recovery of gold and 94% recovery of silver after rapid 24-hour retention time (News Release August 22, 2023).
- Dore bar Poured from first bulk sample material extracted from Pilar. The bar weighs 1.487 kilograms in total, with assays from local certified laboratory LTM returning 17.5% of gold and 69% of silver (News Release November 30, 2023).

Other Metallurgical Studies included gravity recovery with agitate leach results of five composite samples returned 95%-99% recovery of gold, 73% to 97% recovery of silver and recovery of 99% Au and 73% Ag from drill core composite at 120-meter depth.

El Picacho Project

Millrock Agreement

On June 7, 2021, the Company signed a letter of commitment (the "Millrock Agreement") to purchase El Picacho Project ("El Picacho Project") from Recursos Millrock S. de R.L. de C.V. ("Millrock"). On signing of the letter of commitment, the Company made an initial payment of $94,196 (US$78,000). On September 15, 2021, the Company entered into an assignment agreement (the "Suarez Assignment") with Millrock for an initial five-year option to acquire El Picacho property from the property owners, Suarez Brothers, within the Caborca Orogenic Gold Belt in Sonora, Mexico. El Picacho consists of 12 mining concessions totaling 2,395 hectares.

To acquire 100% interest in El Picacho Project, the Company is required to pay US$1,985,600 and an additional payment of US$60,000 is required to gain surface rights to use the Picacho Ranch. Both payments are to be made in a series of instalments ending on June 11, 2026. Millrock is to retain a 2% NSR with an option for the Company to purchase back 1% NSR for US$1,000,000. Upon full execution of the Option Agreement and completion of all cash payments, an Annual Advance Minimum Royalty ("AAMR") of US$25,000 will be paid to Millrock, doubling each year until the start of production. AAMR payments will be subtracted from royalty payments on commencement of production.

A summary of the commitments on El Picacho option agreement and surface rights is as follows:

	Option payment	**Surface rights payment**
Closing	US$5,000 (paid by Millrock)	US$6,000 (paid by Millrock)
Six months after closing	US$Nil	US$6,000 (paid)
1st anniversary	US$21,400 (paid)	US$6,000 (paid)
Six months after 1st anniversary	US$21,400 (paid)	US$6,000 (paid)
2nd anniversary	US$21,400 (paid)	US$6,000 (paid)
Six months after 2nd anniversary	US$21,400 (paid)	US$6,000 (paid)
3rd anniversary (1)	US$69,265 (paid)	US$6,000 (paid)
(*extended to February 15, 2025*)	US$180,735 (accrued)	
Six months after 3rd anniversary	US$Nil	US$6,000
4th anniversary	US$650,000	US$6,000
Six months after 4th anniversary	US$Nil	US$6,000
5th anniversary	US$1,000,000	US$6,000
TOTAL	**US$1,990,600**	**US$66,000**

(1) The Company paid US$69,265 towards the payment required on the third anniversary of the option agreement; the remaining US$180,735 under the third anniversary of the option agreement was extended until February 15, 2025.

As at November 30, 2024, the Company recorded $253,209 (US$180,735) payable to Suarez Brothers for the third anniversary of the option agreement to acquire 100% interest in El Picacho Project.

EL PICACHO PROJECT UPDATE

El Picacho Gold-Silver Project is interpreted as an orogenic gold system within the regional Caborca Orogenic Gold Belt known for producing gold mines that include La Herradura and San Francisco. The project is 140 kilometers north of Hermosillo and totals 2,395.33 hectares. Six primary zones of mineralization have been identified across El Picacho Property totaling over six kilometers of prospective trends. Surface sampling has identified high-grade gold and silver values. Surface geological and structural mapping has been completed by the Company in 2022 adding a new target area which was previously identified.

During the year ended August 31, 2023, the Company carried out a maiden drill program targeting the shallow targets defined at the San Ramon Prospect, an area approximately 500-meters by 500-meters in size where two extensive underground workings have returned high-grade gold with silver. San Ramon represents one prospect of currently seven prospect areas across the 24km^2 property that are defined by artisanal underground workings (adits and shafts) that coincide with high-grade gold and silver mineralization.

2023 - 2024 El Picacho Project Highlights

- Surface Sampling, Mapping and Data Compilation Defining Key Target Areas
- San Ramon Prospect – 500-meter trend, highlighted by two underground workings, up to 22 g/t Au
- Murcielago Prospect – 450-meter trend, highlighted by 7.2 g/t Au, 36 g/t Ag and 4.4% Pb in Silicified brecciated limestone
- Jabali Prospect – 500-meter trend, highlighted by average sample grade of 3.2 g/t Au, up to 32 g/t Au
- Initial Drill Targeting at San Ramon Prospect was completed in December of 2022, totaling 1,075.1- meters.
- Drill results are highlighted by hole SRA-22-003 which returned 27.5-meters of 0.5 g/t Au, including 12.2m of 1.1 g/t Au and hole SRA-22-010 which returned 44.2-meters of 0.6 g/t Au, including 12.2m of 2.0 g/t Au.

EXPLORATION AND EVALUATION ASSETS - SUMMARY

Total costs incurred on exploration and evaluation assets ("E&E assets") are summarized as follows:

Period ended November 30, 2024	Pilar	El Picacho	Total
Acquisition costs	**$**	**$**	**$**
Balance, August 31, 2024	**3,714,454**	**642,735**	**4,357,189**
Property taxes accrued	18,423	–	18,423
Shares to be issued	260,000	–	260,000
Balance, November 30, 2024	**3,992,877**	**642,735**	**4,635,612**
Deferred exploration expenditures			
Balance, August 31, 2024	**3,852,762**	**624,807**	**4,477,569**
Geologist fees and assays	161,573	916	162,489
Balance, November 30, 2024	4,014,335	625,723	4,640,058
Total E&E assets, November 30, 2024	**8,007,212**	**1,268,458**	**9,275,670**

Year ended August 31, 2024	Pilar	El Picacho	Total
Acquisition costs	**$**	**$**	**$**
Balance, August 31, 2023	**2,640,000**	**196,789**	**2,836,789**
Cash	468,574	106,362	574,936
Option payments accrued	275,880	339,584	615,464
Shares issued	330,000	–	330,000
Balance, August 31, 2024	3,714,454	642,735	4,357,189
Deferred exploration expenditures			
Balance, August 31, 2023	**2,965,862**	**523,494**	**3,489,356**
Geologist fees and assays	886,900	61,884	948,784
Other exploration expenses	–	39,429	39,429
Balance, August 31, 2024	3,852,762	624,807	4,477,569
Total E&E assets, August 31, 2024	**7,567,216**	**1,267,542**	**8,834,758**

RESULTS OF OPERATIONS

For the Three Months ended November 30, 2024 and 2023

During the three months ended November 30, 2024, the Company incurred a net loss of $501,205 (November 30, 2023 – $628,286 as restated). The net loss and comprehensive loss for the three months ended November 30, 2024 and 2023 were as follows:

	Three Month ended November 30, 2024	Three Month ended November 30, 2023 *As restated*
	$	**$**
Advertising and promotion	**31,615**	54,178
Audit and accounting	**21,616**	2,061
Consulting	**109,487**	112,500
Legal	**1,500**	16,821
Management fees	**12,000**	12,000
Meals and entertainment	–	959
Office and miscellaneous	**10,224**	14,524
Regulatory fees	**14,389**	15,367
Share-based compensation	**2,898**	254,635
Travel	**6,972**	3,521
Total operating expenses	**(210,701)**	(486,566)
Other gain (loss)	(290,504)	(141,720)
Net loss and comprehensive loss for the period	**(501,205)**	**(628,286)**

Other gains and losses for the three months ended November 30, 2024 and 2023 included the following:

Other gain (loss)	Three Month ended November 30, 2024	Three Month ended November 30, 2023 *As restated*
	$	**$**
Foreign exchange gain (loss)	**45,705**	(2,505)
Interest expense	**(3,563)**	(6,664)
Realized gain (loss) on financial assets	**62,960**	(221,532)
Unrealized loss on financial assets	**(299,720)**	(57,736)
Unrealized gain (loss) on debenture payable	**(95,886)**	466,967
Realized loss on debenture payable	–	(320,250)
Other loss	**(290,504)**	**(141,720)**

During the three-month period ended November 30, 2024, the Company recorded a net loss and comprehensive loss of $501,205 (November 30, 2023 – $628,286, as restated). The Company's operating expenses for the three-month period ended November 30, 2024, were $210,701 (November 30, 2023 – $486,566). The decrease in operating expenses was mainly due to a $251,737 decrease in share-based compensation to $2,898 (November 30, 2023 – $254,635), which resulted from the absence of options granted during the three months ended November 30, 2024, and the vesting schedule of stock options granted previously. As a result of reduced investor engagement activities during the three months ended November 30, 2024, the Company's advertising and promotion expenses decreased by $22,563 to $31,615 (November 30, 2023 – $54,178).

In addition, the Company's legal fees decreased by $15,321 to $1,500 (November 30, 2023 – $16,821), office-related expenses decreased by $4,300 to $10,224 (November 30, 2023 – $14,524), consulting fees decreased by $3,013 to $109,487 (November 30, 2023 – $112,500), regulatory fees decreased by $978 to $14,389 (November 30, 2023 – $15,367) and meals and entertainment expenses decreased by $959 to $Nil (November 30, 2023 – $959). These decreases were in part offset by increases in audit and accounting fees of $19,555 to $21,616 (November 30, 2023 – $2,061) and travel-related expenses of $6,972 (November 30, 2023 – $3,521).

In addition to the regular operating expenses, the Company recorded other losses of $290,504 (November 30, 2023 – $141,720, as restated), mostly from unrealized loss of $299,720 (November 30, 2023 – $57,736) from the revaluation of financial assets (Sorbie 3), unrealized loss of $95,886 (November 30, 2023 - $466,967) from the revaluation of debenture notes and interest expenses of $3,563 (November 30, 2023 - $6,664) on these debentures. These losses were in part offset by the realized gain of $62,960 (November 30, 2023 – $221,532 loss) from the settlement of financial assets and the $45,705 gain associated with foreign exchange fluctuation (November 30, 2023 – $2,505 loss).

SUMMARY OF QUARTERLY RESULTS

The following sets out a summary of the Company's quarterly results for the eight most recently completed quarters. All periods listed below were prepared in accordance with International Financial Reporting Standards and are expressed in Canadian dollars.

Period ended	Net and comprehensive (income) loss	(Income) Loss per share; basic and diluted
	$	$
November 30, 2024	501,205	0.01
August 31, 2024	(319,363)	(0.01)
May 31, 2024[1]	330,508	0.01
February 29, 2024[1]	532,032	0.01
November 30, 2024[1]	628,286	0.02
August 31, 2023[1]	561,646	0.01
May 31, 2023[1]	460,537	0.01
February 28, 2023[1]	779,961	0.02

(1) *The above quarterly results have been restated for adjustments required to correct the errors associated with the classification of warrants issued as part of Sorbie 1 Transaction and Sorbie 2 Transaction, which required a retrospective restatement. The detailed discussion has been provided in Note 15 to the annual consolidated financial statements for the year ended August 31, 2024.*

During the last eight quarters, the comprehensive loss ranged from a loss of $779,961 for the quarter ended February 28, 2023, to a gain of $319,363 for the quarter ended August 31, 2024, mostly from a combination of gains on revaluation of fair values on remaining financial assets and convertible debenture. In addition, certain operating expenses, like advertising, share-based compensation, accounting and audit expenses, have had substantial fluctuations. Advertising expenses depend on activities related to the financing activities of the Company. Changes in share-based compensation are due to timing differences in vesting periods and whether the new options are being granted. In general, operating expenses decreased mainly due to the reduced corporate activities and concentration of the efforts on exploration of the Company's Pilar Project.

LIQUIDITY AND CAPITAL RESOURCES

To date, the Company has not yet realized profitable operations and has relied on equity financings and trade credit to fund the losses. The Company does not have sufficient funds to satisfy its exploration expenditure plans for the current fiscal year and will be required to raise capital through the equity markets.

The Company has incurred losses since inception and the ability of the Company to continue as a going-concern depends upon its ability to develop profitable operations and to continue to raise adequate financing. Management is actively targeting sources of additional financing through alliances with financial, exploration and mining entities, or other business and financial transactions which would assure continuation of the Company's operations and exploration programs. In order for the Company to meet its liabilities as they come due and to continue its operations, the Company is solely dependent upon its ability to generate such financing.

	November 30, 2024	August 31, 2024
	$	$
Working capital deficit	(1,750,031)	(1,374,684)
Deficit	(8,939,789)	(8,438,584)

At November 30, 2024, the Company had cash of $60,575 (August 31, 2024 – $101,639) and a working capital deficit of $1,750,031 (August 31, 2024 –$1,374,684). The working capital deficit increased mainly due to a $211,369 decrease in current assets and a $163,978 increase in current liabilities. Financial assets decreased by $191,707 to $486,688 as at November 30, 2024, from $678,395 at August 31, 2024. Total cash decreased by 41,064 to $60,575 (August 31, 2024 – $101,639) and prepaid expenses decreased by $1,159 to $ 41,271 (August 31, 2024 – $42,430). The decreases were offset by the increase of receivables by $22,561 to $83,346 (August 31, 2024 – $60,785).

The working capital was also affected by a $163,978 increase in current liabilities to $2,421,911 (August 31, 2024 – $2,257,933) led by a $85,119 increase in debenture payable to $860,324 (August 31, 2024 – $775,205), associated with the revaluation of the remaining Sorbie Notes payable, a $62,748 increase in amounts due to related parties to $666,207 (August 31, 2024 – $603,459) and a $16,111 increase in accounts payable and accrued liabilities to $895,380 (August 31, 2024 – $879,269) mostly incurred from unpaid bills for deferred exploration expenditures within the three months ending November 30, 2024.

Cash Flows for the Three Months Ended November 30, 2024 and 2023

	Three Month ended November 30, 2024	Three Month ended November 30, 2023 *As restated*
	$	$
Net cash used in operating activities	(152,618)	(298,166)
Net cash provided by financing activities	227,133	725,667
Net cash used in investing activities	(115,042)	(85,371)
Change in cash during the period	**(40,527)**	**342,130**

Cash Flows Used in Operating Activities

During the three months ended November 30, 2024, the Company used $152,618 (November 30, 2023 – $298,166) to cover its operating activities. The cash was used to cover the Company's cash operating expenses of $144,628 (November 30, 2023 – $234,436 as restated), which was determined as the Company's net loss of $501,205 (November 30, 2023 – $628,286, as restated) adjusted for non-cash items of $356,577 (November 30, 2023 – $393,850), to decrease its accounts payable and accrued liabilities by $66,693 (November 30, 2023 - $53,437) and to increase its receivables by $5,204 (November 30, 2023 – $17,064 decrease). These uses of cash were in part offset by increases in due to related parties of $62,748 (November 30, 2023 – $61,022 decrease) and a decrease in prepaid expenses of $1,159 (November 30, 2023 – $33,665 decrease).

Cash Flows Provided by Financing Activities

Net cash provided by financing activities during the three months ended November 30, 2024, was $227,133 (November 30, 2023 – $725,667). Of this amount, $15,000 (November 30, 2023 – $329,100) was received on subscription to a non-brokered private placement offering, which closed on December 14, 2024, $27,758 was received on exercise of warrants (November 30, 2023 – $Nil) and $184,375 (November 30, 2023 – $396,567) received from Sorbie Monthly Settlements.

Cash Flows Used in Investing Activities

Net cash used in investing activities during the three months ended November 30, 2024, was $115,042 (November 30, 2023 – $85,371) and was associated with expenditures on drilling programs and other deferred exploration costs.

Management of Capital

There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. If adequate financing is not available when required, the Company may be unable to continue operating. The Company may seek such additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution of the ownership interests of the Company's shareholders and may result in dilution of the value of such interests.

The Company does not have sufficient funds to cover anticipated administrative expenses and exploration-related activities to be conducted throughout the current fiscal year and will continue to engage in fund sourcing and financing activities to ensure adequate funds to cover, aside from working capital and exploration expenditures, its financial commitments from property option agreements, financial obligations from its current financial liabilities, or unforeseen liquidity requirements.

Sensitivity Analysis on Sorbie Transactions

The following table illustrates the impact of a 10 % increase and a 10% decrease in the Company's share price on the fair value of the financial assets from Sorbie transactions:

Transaction	Fair Value at November 30, 2024	10% Share Price Increase	10% Share Price Decrease
	$	$	$
Sorbie 3 Settlements	**692,242**	**693,446**	**692,402**

RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. The remuneration of directors and key management personnel during the three-month periods ended November 30, 2024 and 2023 was as follows:

Description	November 30, 2024	November 30, 2023
	$	$
Consulting fees	3,000	3,000
Deferred exploration expenditures	96,576	58,442
Management fees	12,000	12,000
Share-based compensation	–	24,326
	111,576	**97,768**

Related party balances

During the three months ended November 30, 2024, the Company incurred $12,000 (November 30, 2023 – $12,000) in management fees and $3,000 (November 30, 2023 – $3,000) in deferred exploration expenditures to a company controlled by the CEO. As at November 30, 2024, $4,799 was due from the CEO (August 31, 2024 – $Nil); this amount was included in prepaid expenses.

During the three months ended November 30, 2024, the Company incurred $93,576 (November 30, 2023 – $55,442) in deferred exploration expenditures to a company controlled by a director. These fees included US$9,000 (November 30, 2023 – US$9,000) in geological and consulting fees. As at November 30, 2024, $666,207 (August 31, 2024 – $604,294) was owed to the related party.

During the three months ended November 30, 2024, the Company incurred $3,000 (November 30, 2023 – $3,000) in consulting fees to the Company's CFO. As at November 30, 2024, $Nil (August 31, 2024 – $Nil) was owed to the CFO.

All amounts due to related parties are unsecured, non-interest bearing, and with no fixed repayment terms

CHANGES IN ACCOUNTING POLICIES

The accounting policies set out below and in the Company's consolidated financial statements have been applied consistently to all periods presented in the consolidated financial statements.

Material Accounting Policies

The consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, the condensed consolidated interim financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The functional currency of the Company is the Canadian dollar. The functional currency of Burgencio is also the Canadian dollar, which is determined to be the currency of the primary economic environment in which Burgencio operates. All amounts in the consolidated financial statements are expressed in Canadian dollars, the Company's reporting currency.

All significant accounting policies adopted by the Company have been described in the notes to the consolidated financial statements for the year ended August 31, 2024.

RESTATEMENT

The 2023 comparative figures have been restated for the correction of errors as disclosed in Note 15 of the audited annual consolidated financial statements for the year ended August 31, 2024, and in Note 13 of the interim consolidated condensed financial statements for the three months ended November 30, 2024 and 2023.

FINANCIAL INSTRUMENTS

Fair Values

The Company's financial instruments consist of cash, GST, VAT and other receivable, accounts payable and accrued liabilities and amounts due to related parties. The fair values of these financial instruments approximate their carrying values because of their current nature. Financial assets at fair value through profit and loss are revalued at each reporting date based on the three levels of a fair value hierarchy.

The following table summarizes the carrying values of the Company's financial instruments:

	November 30, 2024	August 31, 2024
	$	$
Financial assets at amortized cost (i)	143,921	162,424
Financial assets at fair value through profit and loss (ii)	692,242	1,130,734
Financial liabilities at amortized cost (iii)	1,398,223	1,482,728
Financial liabilities at fair value through profit and loss (iv)	860,324	775,205

(i) Cash, amounts receivable, and due from related parties
(ii) Monthly Settlements resulting from Sorbie Transactions
(iii) Due to related parties and accounts payable
(iv) Debenture payable issued as a result of Sorbie Transactions

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash, which is held with a high credit quality financial institution and GST receivable from the Government of Canada and amounts due from a related party. As such the Company's credit risk exposure is minimal.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure and financial leverage as outlined above. The Company monitors its ability to meet its short-term exploration and administrative expenditures by raising additional funds through share issuances when required. The Sorbie Notes mature on June 28, 2025, however, Sorbie may convert to shares at any time. The warrants payable can only be settled in shares. The Company's other financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

Foreign Exchange Risk

Foreign exchange risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company has financial risk arising from fluctuations in foreign exchange rates as the Company, through its wholly owned subsidiary, does own foreign currency denominated financial assets and liabilities.

Interest Rate Risk

Interest rate risk is the risk that arises from fluctuating interest rates. The Company is not exposed to significant interest rate risk.

Equity Price risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors the commodity prices of precious metals and the stock market to determine the appropriate course of action to be taken by the Company. The Company has exposure to equity price risk since the settlement amounts from Sorbie transactions are affected by the movement of the Company's share price. Marketable securities (Cascade Shares) and dividends payable, however, will have no price risk impact as the securities have been distributed to its shareholders before the fiscal year-end.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements as at November 30, 2024.

ADDITIONAL DISCLOSURES FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Please refer to Note 3 in the condensed interim consolidated financial statements for the three months ended November 30, 2024 and 2023, for a description of the capitalized exploration and development costs on the Pilar and El Picacho properties. For a description of the general and administrative expenses, please refer to the statement of comprehensive loss contained in the condensed interim consolidated financial statements for the three months ended November 30, 2024 and 2023.

SHARES ISSUANCES

Shares issued during the three months ended November 30, 2024

On October 18, 2024, the Company issued 38,595 common shares on exercise of finders' warrants at $0.35 for gross proceeds of $13,508.

On October 21, 2024, the Company issued 28,500 common shares on exercise of subscribers' warrants at $0.50 for gross proceeds of $14,250.

Obligation to issue shares as at November 30, 2024

As at November 30, 2024, the Company had recorded an obligation to issue common shares to Sorbie on conversion of $14,329 in annual interest accrued on the Sorbie Notes as at June 28, 2024. These shares remain unissued as at the filing of this MD&A.

As at November 30, 2024, the Company had recorded an obligation to issue 500,000 common shares valued at $260,000 to SVP pursuant to the SV Agreement. These shares were issued on December 27, 2024.

As at November 30, 2024, the Company had recorded an obligation to issue 31,250 common shares for gross proceeds of $15,000 at $0.48 per unit as part of the non-brokered private placement offering, which closed on December 11, 2024.

Other share issuances subsequent to November 30, 2024

On December 10, 2024, the Company issued 4,012,500 units to Sorbie in relation to a private placement of $1,800,000. Each unit consisted of one common share and one share purchase warrant exercisable at $0.75 within 36 months from the closing date. The proceeds of the offering will be paid out to the Company over 24 monthly cash payments (the "Sorbie 4 Settlement") measured against a benchmark price of $0.66 per share (the "Sorbie 4 Benchmark") with a set number of shares totaling $1,800,000 at the Sorbie 4 Benchmark. The actual cash paid out under each Sorbie 4 Settlement is determined based on a VWAP for 20 trading days prior to the Sorbie 4 Settlements. If the measured share price is above the Sorbie 4 Benchmark, the Company receives more than 100% of the expected Sorbie 4 Settlements. However, if the share price is below the Sorbie 4 Benchmark, the Company receives less than 100% of the Sorbie 4 Settlements.

On December 10, 2024, the Company issued 636,083 units at a price of $0.48 per unit for gross proceeds of $305,320. Each unit consisted of one common share and one share purchase warrant exercisable at $0.75 within 36 months from the closing date. In relation to the private placement, the Company paid $24,696 on finders' fees and issued 51,450 finders' warrants exercisable at $0.48 per common share for a period of 36 months from the closing date.

OUTSTANDING SHARE DATA

The following table summarizes the outstanding share capital as of the date of the MD&A:

	Number of shares issued or issuable
Common shares	56,744,086
Stock options	3,212,500
Warrants	21,125,484
	81,082,070

BUSINESS RISKS

Natural resources exploration, development, production and processing involve a number of business risks, some of which are beyond the Company's control. These can be categorized as operational, financial and regulatory risks.

- Operational risks include finding and developing reserves economically, marketing production and services, product deliverability uncertainties, changing governmental law and regulation, hiring and retaining skilled employees and contractors and conducting operations in a cost effective and safe manner. The Company continuously monitors and responds to changes in these factors and adheres to all regulations governing its operations. Insurance may be maintained at levels consistent with prudent industry practices to minimize risks, but the Company is not fully insured against all risks, nor are all such risks insurable.

- Financial risks include commodity prices, interest rates and the Canada/United States/Mexico exchange rates, all of which are beyond the Company's control.

- Inflation and other economic factors beyond the Company's control may cause an increase in costs and expenses, resulting in the Company being unable to complete its objectives with its currently available funds, if at all, which may have an adverse impact on the Company's operations.

- Regulatory risks include the possible delays in getting regulatory approval to the transactions that the Board of Directors believe to be in the best interest of the Company, and include increased fees for filings, the introduction of ever more complex reporting requirements the cost of which the Company must meet in order to acquire and maintain its exchange listing.

- The Company currently does not have adequate cash for planned exploration expenditures and general and administrative expenses in the next fiscal year and will require financing in the future to continue in business. There can be no assurance that such financing will be available or, if available, that it will be on reasonable terms. If financing is obtained by issuing common shares from treasury, control of the Company may change and investors may suffer additional dilution. To the extent financing is not available, lease payments, work commitments, rental payments and option payments, if any, may not be satisfied and could result in a loss of property ownership or earning opportunities for the Company.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

Management has designed internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Lack of optimal segregation of duties has been observed due to the relatively small size of the Company, but management believes that these weaknesses have been adequately mitigated through management and director oversight.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the consolidated financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the interim condensed financial statements.

FURTHER INFORMATION

Additional information relating to the Company can be found on SEDAR+ at www.sedarplus.ca.