



**PAMPA METALS CORP.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**("MD&A")**

**FOR THE YEAR ENDED**

**DECEMBER 31, 2022**

(All amounts expressed in Canadian dollars unless otherwise indicated)

## Introduction

Pampa Metals Corp. (the "Company" or "Pampa") is a Vancouver-based mineral exploration company engaged in the acquisition and exploration of base metals and precious metals projects in Chile, with a primary focus on copper. The Company is a reporting issuer in British Columbia, Alberta and Ontario, and trades on the Canadian Securities Exchange ("CSE") under the symbol PM; the Frankfurt Stock Exchange (FSE: FIRA); and on the OTCQB® Best Market (OTCQB: PMMCF). The Company is eligible for electronic clearing and settlement through the Depository Trust Company ("DTC") in the United States.

Pampa was created through a business combination between West Pacific Ventures Corp. ("WestPac"), Fireswirl Technologies Inc. ("Fireswirl"), and 1263621 B.C. Ltd. WestPac had previously acquired eight (8) exploration projects from Revelo Resources Corp. ("Revelo" / TSX-V: RVL) for a combination of cash and shares in the resulting issuer that became Pampa (the "Transaction"). Concurrent with the closing of the Transaction, WestPac completed a private placement of a total of 10,061,250 subscription receipts of WestPac at a price of \$0.40 per receipt for gross proceeds of \$4,024,500. At the close of the Transaction on November 27, 2020, Revelo owned 19.9% of the issued and outstanding shares of Pampa that totaled 39,189,682 shares (fully diluted 45,041,958 shares). The resultant issuer, Pampa Metals Corp., initiated trading on the CSE under the ticker symbol "PM" on December 14, 2020 (see news release of same date).

Subsequent to the closing of the Transaction, on February 4, 2021, Austral Gold Ltd. ("Austral" – TSX-V: AGLD / ASX: AGD) and Revelo completed a business combination, which resulted in Austral indirectly acquiring the 7,798,747 common shares of Pampa owned by Revelo, and consequently becoming the beneficial owner of a 19.9% holding in the Company.

As part of an exploration option and joint venture agreement between Pampa and Austral signed in July 2021, Austral returned 2,963,132 shares of Pampa Metals held by Austral's wholly owned subsidiary, Revelo, to treasury, and those shares were subsequently cancelled.

The following MD&A of the Company's financial condition and results of operations has been prepared by management in accordance with the requirements of National Instrument 51-102. The following information is prepared as of April 27, 2023 unless otherwise stated, and supplements, but does not form part of, the audited consolidated financial statements of the Company for the year ended December 31, 2022. This MD&A should be read in conjunction with the audited consolidated financial statements and related notes for the year ended December 31, 2022.

The Company reports its financial position, results of operations and cash flows in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). All dollar amounts included therein and in the following Management's Discussion and Analysis ("MD&A") are in Canadian dollars except where noted.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Pampa's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity. The results for the year ended December 31, 2022 are not necessarily indicative of the results that may be expected for any future period. Additional information relevant to the Company's activities can be found on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.pampametals.com](http://www.pampametals.com).

### **Caution Regarding Forward-Looking Statements**

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

Inherent in forward-looking statements are risks, uncertainties, and other factors beyond Pampa's ability to predict or control. Please also refer to those risk factors referenced in the "Risks and Uncertainties"

section below. 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 MD&A. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether because of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be made that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

### **COVID-19**

The Company continues to review local COVID-19 guidelines and applicable laws relevant to its domestic and foreign operations to ensure compliance, and to ensure the health and safety of its employees. As of the date of this MD&A, the outbreak of COVID-19 has not caused significant disruptions to the Company's business, with field activities being conducted by Chile-based specialists and consultants, and international travel to Chile for management opening up during 2022. Important business communications since inception of the Company in late 2020 has largely been conducted through digital media, resulting in reduced travel costs and enhanced efficiencies. However, there can be no assurance that COVID-19 will not cause disruptions to the Company's business and operations for the future duration of the pandemic.

### **Description of Business**

Pampa is a reporting issuer in British Columbia, Alberta and Ontario, and trades on the CSE; the Frankfurt Stock Exchange, and on the OTCQX®. The Company has a vision to create value for shareholders and all other stakeholders by making a major copper or gold discovery along the prime mineral belts of Chile.

As of December 31, 2022, Pampa owned 100% of a highly prospective portfolio of seven (7) projects for copper and gold totalling more than 47,000-hectares, all located along proven mineral belts in northern Chile, one of the world's top mining jurisdictions. The Company has actively progressed exploration for porphyry copper style deposits at five of its projects including initial drill tests at two projects, with one other project subject to third party expenditures under an Option and Joint Venture Agreement. As of the date of this MD&A, Pampa is planning to initiate the maiden drill test of its Block 4 project.

In addition to exploring its wholly owned portfolio of projects, Pampa will consider business development opportunities which management believes enhance the Company's ability to participate in an economic mineral discovery and capable of improving shareholder returns.

**Overall Performance to December 31, 2022, and Summary of News Releases for the Reporting Period**

The Company has no revenues, so its ability to ensure continuing operations is dependent on it discovering economically recoverable reserves within its portfolio of properties in northern Chile, and its ability to obtain necessary financing to continue and complete exploration activities to that end, as well as its ability to pursue business development opportunities that support its prime objective of discovery.

As of December 31, 2022, the Company had a net working capital of \$287,043 (2021 – \$1,389,074). The Company had cash and cash equivalents of \$404,633 (2021 – \$1,333,960). Working capital and cash decreased during the year ended December 31, 2022 as a result of exploration and evaluation expenditures, and general and administrative expenses.

The Company may be required to raise additional capital to meet its ongoing operating and exploration expenses on its current projects for twelve-month period subsequent to December 31, 2022. Management may increase or decrease budgeted expenditures depending on exploration results and ongoing volatility in the business environment. See “Liquidity and Financial Position” below.

During the year ended December 31, 2022, the Company announced the following material technical, corporate, and commercial developments:

- Pampa announced in a news release dated January 11, 2022 that its partner, Austral Gold Limited (“Austral”) had commenced the first phase of a drilling program at Pampa Metals’ Morros Blancos project located in the Paleocene Mineral Belt in northern Chile
- Pampa announced that effective January 18, 2022, Paul Gill, previously a Director of Pampa Metals, had assumed the role of President and Chief Executive Officer (CEO) of the Company. Julian Bavin, Pampa Metals’ previous President and CEO, continued as a non-executive director (see news release dated January 18, 2022).
- Pampa announced in a news release dated February 1, 2022, that it had signed a definitive agreement with VerAI Discoveries Inc. (“VerAI”), a Boston-based private corporation, allowing Pampa Metals to evaluate, explore, and earn into a series of copper and precious metals targets generated by VerAI using proprietary Artificial Intelligence methodologies.
- Pampa provided a general exploration update for its projects, including information related to Austral’s drilling at the Rosario del Alto target at the Morros Blancos property (see news release dated February 8, 2022).

- On March 7, 2022, the Company announced the issuance of 315,401 common shares in consideration for two separate agreements i) 75,333 common shares for an online marketing agreement dated January 28, 2022 and ii) 240,068 common shares for an advertising agreement dated February 26, 2022.
- The Company announced highly encouraging results from limited trenching at its Block 4 property, supporting the definition of the Buenavista porphyry copper style target (see news release dated March 15, 2022).
- On March 21, 2022, the Company announced the completion of the first tranche of a private placement offering of 3,786,700 units ("Units") at a price of \$0.30 per Unit for gross proceeds to the Company of \$1,136,010.
- The Company announced positive results from an induced polarisation ("IP") survey at the Cerro Chiquitin target at its Cerro Buenos Aires property (see news release dated April 6, 2022).
- Pampa provided an exploration updated related to Austral's work at its Morros Blancos project, and more specifically the Rosario del Alto target, in a news release date April 28, 2022.
- Pampa announced the initiation of a large-scale soil sampling program at its Block 4 project, and provided indications for a first pass drill program at the Buenavista Target on May 3, 2022.
- On May 9, 2022 the company announced the closing of a second tranche of a private placement offering of 1,660,666 units ("Units") at a price of \$0.30 per Unit for gross proceeds of \$498,199. Together with the first tranche of the private placement, the company issued a total of 5,447,366 Units for gross proceeds of \$1,634,209.
- Pampa announced the start of an IP geophysical program at its Block 4 Project to help refine drill hole locations at Buenavista and to explore post-mineral cover on the property for further drill targets on May 24, 2022.
- Pampa reported strong chargeability responses from its IP geophysical program at its Block 4 project on June 23, 2022, which confirmed the priority drill target at Buenavista, as well as confirming and enhancing other, post-mineral covered targets on the property.
- Pampa reported a radiometric age date of 60.3 +/- 1.0 Ma (U-Pb; zircon) corresponding to the host rock of the porphyry-type quartz-veinlet stockwork with molybdenum anomalies found at

the Buenavista target in Block 4 (see news release dated August 8, 2022).

- On October 5, 2022, Pampa announced Board and Management changes, together with the launch of a private placement financing of 4,444,443 Units at a price of \$0.135 per unit for gross proceeds to the Company of \$600,000. Upon closing of the financing, Mr. Joseph van den Elsen joined the board of directors of the Company and agreed to serve as the Company's President and CEO. Concurrently, Mr. A. Paul Gill stepped down as a director, President and CEO of the Company and Mr. Timothy Beale transitioned from serving as a director and COO of the Company to the role of Vice President of Exploration. The Company also announced that it had entered into debt settlement agreements with former and current directors and officers to settle outstanding indebtedness with them in the aggregate amount of \$261,800, of which a portion would be settled through the issuance of an aggregate of 999,444 common shares at prices ranging from \$0.135 to \$0.15 per share.
- Pampa announced on November 10, 2022, that it had closed the private placement offering of 4,444,443 Units at a price of \$0.135 per unit for gross proceeds to the Company of \$600,000. Each unit consisted of one common share and one share purchase warrant of the Company. Each warrant may be exercised to acquire a common share of the Company at an exercise price of \$0.19 per share for a period of three years from the date of issuance. The Company also issued a further 194,444 shares in partial settlement of outstanding director's fees.
- Pampa advised that Ioannis (Yannis) Tsitos had resigned as a Director of the Company on November 22, 2022. Additionally, the Company advised that Gurdeep Bains had resigned as CFO and Corporate Secretary. President & CEO Joseph van den Elsen assumed the role of Corporate Secretary and the Company welcomed Mr. William ("Bill") Tsang as the incoming CFO.
  - Additionally, the Company advised that it had reduced the mineral property footprint at its Arrieros project, and abandoned its Block 2 project, based on technical results. The total 10,500 ha reduction in the Company's land holding represented a meaningful cost saving, and better positioned the Company to pursue other opportunities.
- The Company advised that it had engaged the services of PI Financial Corp. to provide market making services in accordance with the Canadian Securities Exchange ("CSE") policy on December 28, 2022.

### Subsequent Events

Subsequent to the end of the reporting period, and through to the date of this MD&A, the Company has made further material corporate and commercial progress, as follows:

- Pampa advised on January 3, 2023, that the exploration partnership agreement between Pampa and VerAI Discoveries Inc detailed in the February 1, 2022 news release, had been discontinued in order to allow the Company to focus on the drill testing of its priority Block 4 target.
- The Company announced the launch of a non-brokered private placement offering of up to 20,000,000 units ("Units") at a price of \$0.15 per Unit for gross proceeds of up to \$3,000,000. Each Unit will consist of one fully paid common share one purchase warrant (a "Warrant"). Each Warrant shall entitle the holder to acquire an additional common share at a price of \$0.21 for a period of 3 years after the closing of the Offering.
  - Additionally, the company summarised the key technical findings and targets at its Block 4 project, including the priority Buenavista Target. Proceeds from the private placement offering will be used primarily to drill test the Buenavista target and the Block 4 Project more broadly, where an initial ~2,100m diamond drill program has been designed to test coincident geological, geochemical, and geophysical anomalies.
- On 3 March 2023, the Company completed the previously announced non-brokered private placement offering through the issuance of 14,644,334 units at a price of \$0.15 per Unit for gross proceeds to the Company of \$2,196,650. Each unit comprised one common share and one common share purchase warrant of the Company entitling the holder to acquire one additional common share of the Company at a price of \$0.21 for a period of 36 months from the closing date. In connection with the private placement offering, the Company paid total cash commissions of \$94,724 and issued 1,041,023 finder's warrants and 344,143 finder's shares. Each finder's warrant is exercisable into one common share of the Company at an exercise price of \$0.21 for a period of 36 months from the closing date.
- Subsequently, on 22 March 2023 the Company announced the launch of a non-brokered private placement offering of up to 5,333,334 units at a price of \$0.15 per Unit for gross proceeds of up to \$800,000. Each Unit will consist of one fully paid common share one purchase warrant. Each Warrant shall entitle the holder to acquire an additional common share at a price of \$0.21 for a



period of 3 years after the closing of the Offering.

- On 31 March, 2023 the Company advised that the diamond drill testing of the Buenavista target commenced on March 31, 2023. It also advised that the ~2,100m diamond drill program is expected to be completed within 2 months, with assay results available during June.
- On 31 March, 2023 the Company announced that it had issued 2,399,999 units at a price of \$0.15 per Unit under the Non-Brokered Placement offering detailed in a 21 March, 2023 news release for gross proceeds of \$360,000. Each unit comprised one common share and one common share purchase warrant of the Company entitling the holder to acquire one additional common share of the Company at a price of \$0.21 for a period of 36 months from the closing date. In connection with the private placement offering, the Company paid total cash commissions of \$1,750 and issued 324,333 finder's warrants and 156,333 finder's shares. Each finder's warrant is exercisable into one common share of the Company at an exercise price of \$0.21 for a period of 36 months from the closing date.
- In March 2023, the Company entered into debt settlement agreements to settle \$25,500 in debts owing to consultants through the issuance of 166,667 units. Each unit is comprised of one common share and one common share purchase warrant with an exercise price of \$0.21, expiring 3 years from issuance;
- In March 2023, the Company entered into a debt settlement agreement to settle \$63,000 in debts owing to consultants through the issuance of 364,954 common shares of the Company;
- On 5 April 2023 the Company advised that the Option granted to Austral Gold Limited whereby Austral could acquire up to an 80% interest in the Cerro Blanco and Morros Blancos properties held by Pampa, as detailed in a July 28, 2021 news release, had been varied to now exclude the Cerro Blanco property.
- On 6 April 2023 the Company announced that it had granted a total of 4.25 million incentive stock options to directors and management. The options have an exercise price of \$0.21 and a 5 year term.
- On 19 April, 2023 the Company advised that it had completed ~550m of the planned ~2,100m diamond drill program at its Buenavista target, and its Block 4 project. The company also advised that completion by the end of May remains on schedule, with assay results expected in June.

- On 21 April, 2023 the Company advised that it had cancelled 600,000 stock options held by directors and management and granted 750,000 incentive stock options to a consultant. The granted options have an exercise price of \$0.21 and a 5-year term.

### Outlook

The company believes it is well placed to achieve success, with rapid advancement of its exploration portfolio to date since the Company's inception in late 2020. During 2022, multiple technical results focused on detailed geological and hydrothermal alteration mapping, combined with the results from detailed geophysical surveying to prospect through extensive post-mineral cover, were evaluated in order to prioritise the best opportunities for follow-up work.

As a result of this body of technical work, the Buenavista target at Block 4 has now assumed the highest priority for drill testing in the near future. This is the Company's main focus during the first half of 2023. Additional geophysical anomalies provide a pipeline of potential drill targets at Block 4 to follow on from the planned drilling at Buenavista.

The company has a portfolio approach to exploration, with seven wholly owned projects totalling more than 47,000 hectares located in the heart of the world's most important copper producing region in northern Chile, each of which has the potential to host more than one target of interest, and which are collectively providing a pipeline of drill ready targets based on Pampa's technical work. One of Pampa's projects is currently subject to third-party exploration expenditures (Austral) and can be advanced without recourse to Pampa's treasury.

The Company also continues due diligence on possible acquisitions of large porphyry copper-molybdenum targets capable of complementing its existing portfolio.

### Qualified Person

Technical information in this Year End report has been approved by Mario Orrego G, Geologist and a Registered Member of the Chilean Mining Commission and a Qualified Person as defined by National Instrument 43-101. Mr. Orrego is a consultant to the Company.

*Note: The reader is cautioned that Pampa Metals' projects are early-stage exploration projects, and reference to existing mines and deposits, or mineralization hosted on adjacent or nearby properties, is not necessarily indicative of any mineralization on Pampa Metals' properties.*

**Pampa Metals – Exploration Projects & Summary Highlights to Date**

See Pampa's website ([www.pampametals.com](http://www.pampametals.com)) for further information in news releases and project fact sheets in relation to the Company's progress and results. As indicated in the previous section, Pampa's Block 4 project, and in particular the Buenavista Target, has become Pampa's number one priority and is slated for drill testing during the first half of 2023.

**Block 4 / Buenavista**

Block 4 is a large property (6,600 hectares) hosting the undrilled, priority, sub-cropping, Buenavista porphyry Cu-Mo (-Au) target. The project is located along the world's most important copper producing mineral belt, the preeminent Domeyko Cordillera copper belt of northern Chile, approximately midway between the giant Escondida and El Salvador copper-molybdenum (-gold) mining districts. The Domeyko Cordillera is host to 3 of the world's top 5 copper mining districts, and supplies more than 15% of the world's annual copper production.

Buenavista comprises sub-cropping quartz-veinlet stockwork hosted in an age-dated Tertiary dacite porphyry with phreatomagmatic breccia, flanked by a quartz-sulphide breccia with Cu-oxides to the west and a skarn with coarse disseminated chalcopyrite to the east. The target is coincident with an isolated magnetic anomaly, and two pole-dipole IP lines show a chargeability anomaly at relatively shallow depths.

Petrographic studies of the central age-dated rock sample show that it corresponds to a magmatic-phreatomagmatic breccia with dacite porphyry clasts, which is highly leached with a "vuggy silica" texture and evidence of silica, illite-sericite, quartz, alunite, and pyrophyllite hydrothermal alteration assemblages. Relicts of leached pyrite mineralization were also determined, together with rare native gold flakes. At least three types of quartz veinlets were identified from the petrographic analysis, including porphyry-style "A" veinlets.

Soil and trench geochemical anomalies at Buenavista (including Mo, Cu, Au and other common porphyry copper pathfinders) are coincident with the central quartz-veinlet stockwork at Buenavista (Mo up to ) and flanking quartz-sulphide breccia areas (including 24m @ 0.14% Cu and – separately – 24m @ 0.25 g/t Au). The trenching program at Buenavista revealed green and black copper oxide mineralization from in-situ oxidation of chalcopyrite-pyrite mineralisation in a quartz-sulfide breccia on the west flank of the stockwork zone, together with relicts of coarse chalcopyrite disseminations from a skarn-type system on the eastern edge of the stockwork zone. Gold anomalies are also associated with the quartz-sulphide breccia. The Buenavista Target footprint is ~1.5 km E-W by 1 km N-S along a significant geological

structure.

Geophysical anomalies (coincident magnetics and IP chargeability) in post-mineral covered alluvial “pampas” to the east, southeast, and south of Buenavista represent additional possible drill targets at Block 4. Further geophysical anomalies occur in the north of the property.

The combination of several geological, geochemical, and geophysical anomalies on the Block 4 property is suggestive of a potential “cluster” of porphyry copper–molybdenum systems, a characteristic typical of some major porphyry copper districts in Chile and worldwide.

A diamond drilling program to test Buenavista, and likely an additional covered target under cover to the east, is well supported by the various surface datasets, where three to four diamond drill holes totaling around 2,250m have initially been programmed, with drilling expected to start in early April 2023.

#### Other Projects – “Domeyko” Projects

The Block 4, Block 3, Redondo-Veronica, and Arrieros projects all lie along the mid-Tertiary porphyry copper belt of northern Chile and the related Domeyko Cordillera fault system. The four projects are located along a 400 km long segment of the belt, which includes the Chuquicamata (Codelco), Centinela (Antofagasta Minerals, Marubeni, and partners), Gabriela Mistral or Gaby (Codelco), La Escondida (BHP, Rio Tinto, and partners), and El Salvador (Codelco) porphyry Cu-Mo-Au deposits, mines, and clusters. The Domeyko Cordillera copper mines are responsible for producing more than 15% of world copper production, and around 60% of Chilean copper production, and include the world’s largest single copper mine at La Escondida.

All Pampa’s projects are characterized by variable, but generally extensive, post-mineral gravel and caliche covered basins, typically called “pampas,” which obscure the underlying geology. Mapping of the geology and hydrothermal alteration of peripheral outcrops, structural corridors, together with geophysical surveying, followed by drill testing, are the main tools available for exploration of concealed porphyry copper systems.

The projects all lie directly along north-south blocks of thick-skinned tectonically inverted Paleozoic and Mesozoic rocks, where early to mid-Tertiary pre-mineral intrusions and porphyry-type hydrothermal alteration zones are recognized. Although historic drilling has been carried out on some of the projects by third parties, large areas and targets with indicative data and potential to conceal porphyry deposits remain untested.

Detailed geological mapping and extensive geophysical surveying of the Pampa projects portfolio, focused on Block 4, Block 3, Redondo-Veronica and Arrieros, to date, have been advanced since inception of the Company in December 2020, and continues to advance through to the date of this MD&A. The Buenavista target at Block 4 has emerged as a new priority drilling objective for H1 2023. Other significant advances or changes in the portfolio include:

- **Redondo-Veronica** is located along the Eocene-Oligocene (Domeyko) porphyry copper belt of northern Chile, to the south of Arrieros, and approximately midway between the Gaby and giant Escondida porphyry copper mining districts. Geological mapping at the project was completed and identified five separate areas of hydrothermal alteration with characteristics of porphyry copper systems, with intervening areas of post-mineral, gravel filled “pampas.” One of the five areas was subject to significant historic exploration, including drill testing, but the historic results are not available to Pampa. Geophysical surveying comprising 3D-Vector-IP, MagnetoTellurics and drone magnetics surveying was completed, and an initial drill test of three of the five identified areas of interest totalling 1,956m in 7 holes was completed in 2021, with encouraging results for deep porphyry systems at two of these target areas.
- **Block 2** was abandoned by the Company during the reporting period as a result of negative results, and the **Arrieros** project was reduced in size in order to focus on the principal geophysical anomaly discovered by Pampa.

Since inception of the Company, limited available additional ground has been staked around both the Redondo-Veronica and Block 4 projects in order to further protect encouraging results and targets to date.

<b>Wholly Owned Domeyko Projects</b>	<b>Ownership</b>	<b>Ownership %</b>	<b>Area Hectares</b>
Arrieros	Pampa Metals Chile SpA	100	900
Redondo Veronica	Pampa Metals Chile SpA	100	6,600
Block 3	Pampa Metals Chile SpA	100	10,100
Block 4	Pampa Metals Chile SpA	100	6,800
<b>Pampa Targets – Total:</b>			<b>24,400</b>

*Other Projects – “Paleocene” Projects*

The Cerro Blanco, Cerro Buenos Aires and Morros Blancos projects all lie along the early-Tertiary aged mineral belt of northern Chile often referred to as the Paleocene or Central Belt. This mineral belt extends from at least southern Peru to central Chile – more than 1,500 kilometers – and is host to important porphyry copper deposits and mines such as Cerro Colorado and Spence (BHP and partners), Sierra Gorda (KGHM and South32), Lomas Bayas (Glencore) and Relincho (Teck and partners), in northern Chile. Further giant deposits and mines occur in southern Peru. The segment south of Antofagasta is also characterized by historically important and currently producing gold and silver mines of both high-sulphidation and low-sulphidation type, such as the El Peñon- Fortuna district (Yamana Gold), Amancaya (Austral Gold), Guanaco (Austral Gold), and the historic Inca de Oro district.

The three Paleocene projects all occur within a 100 km long segment of the belt dominated by gold and silver deposits and mines between El Peñon and Amancaya. Their geology is characterized by high-level, advanced argillic hydrothermal alteration zones commonly called “lithocaps,” which may be related to concealed high-sulphidation gold-silver and porphyry copper or copper-gold systems. Cerro Buenos Aires and Morros Blancos have extensive hydrothermal alteration zones with zoned geochemical patterns at surface, but also have significant post-mineral gravel-filled pampas. Cerro Blanco is a small, 1 x 2 km hydrothermally altered outcrop surrounded by extensive post-mineral gravel-filled pampas.

Minor and peripheral historic drilling support the currently understood exploration upside for these lithocap projects. All the projects require (further) geophysical surveying as well as detailed geological mapping, amongst other exploration activities in order to fully understand the best targets, some of which has already been advanced by Pampa, or its partner, Austral.

- **Cerro Buenos Aires** is located along the western margins of the Paleocene metallogenic belt of northern Chile, some 35Km southwest of the Au-Ag El Peñón epithermal deposits (Yamana Gold). The project has substantial historical information including magnetometry, resistivity, soil and rock geochemistry, rock and soil spectrometry, and nine RC drill holes (2739m) available to Pampa. Updated detailed geological mapping was completed in April 2021, and confirmed the presence of rocks and hydrothermal alteration of an appropriate age to host Paleocene porphyry systems. The work also indicated that the project is located along a north-northeast structural corridor along the highly prospective western margins of the Paleocene Belt. The identification of quartz veinlets together with the improved understanding of a tourmaline breccia in the project

area has enhanced the potential for finding a porphyry copper related system. Both gradient array IP and pole-dipole IP surveys have been completed by Pampa in the Cerro Chiquitin area, together with an initial drill test of 9 wide-spaced holes totalling 2,739 metres that was completed in September 2021, with highly encouraging results for the presence of a porphyry system.

- Austral has also advanced exploration at **Morros Blancos** and **Cerro Blanco** with geological mapping, geochemical sampling and geophysical surveys completed. Austral completed an initial drill test of the Rosario del Alto target at Morros Blancos in early 2022. As a subsequent event, on 5 April 2023, Pampa advised that the Austral option agreement had been varied to exclude the Cerro Blanco property.

<b>Wholly Owned Paleocene Projects</b>	<b>Ownership</b>	<b>Ownership %</b>	<b>Area Hectares</b>
Cerro Blanco	Pampa Metals Chile SpA	100	7,200
Cerro Buenos Aires	Pampa Metals Chile SpA	100	7,600
Morros Blancos *	Pampa Metals Chile SpA	100	9,000
<b>Lithocap Targets – Total:</b>			<b>23,800</b>

\* Subject to Option Agreement with Austral Gold Ltd.

**Disclaimer Note:** The reader is cautioned that the Company’s Domeyko and Paleocene Projects are early-stage exploration properties and that reference to existing mines and deposits, or mineralization hosted on adjacent and nearby properties, is not necessarily indicative of any mineralization hosted on the Company’s Projects.

**Pampa Exploration Expenditures**

During the year ended December 31, 2022 the company had spent approximately \$1,056,168 (2021 – \$2,555,751) on exploration of the Company's properties as follows:

Deferred Exploration Costs	Year-Ended December 31, 2022	Year-Ended December 31, 2021
Geophysics	391,516	1,093,306
Drilling	-	869,465
Professional fees	-	29,002
Geochemistry	247,622	121,622
Land fees	286,575	387,948
Other exploration costs	130,455	54,408
<b>Total</b>	<b>\$1,056,168</b>	<b>\$2,555,751</b>

- \$317,000 (approximate) – Geophysics work on 2 properties: Cerro B. Aires and Block 4
- \$227,000 (approximate) – Geochemistry fees incurred primarily on Block 4

**Note:** These exploration costs are capitalized and included as mineral property interests on the Company's consolidated statement of financial position.

**Trends and Economic Conditions**

Although there can be no assurance that additional funding will be available to the Company, management is of the opinion that copper and gold prices will continue to be favourable and hence it may be possible to obtain additional funding for its projects. Copper is a vital commodity for the ever-increasing renewable energy field, as well as being a bedrock mainstay of any industrialised society, and gold continues to be a vital investment commodity as well as having a variety of practical uses. However, the Company remains cautious in case economic factors that impact the mining sector deteriorate.

Although the COVID-19 pandemic has not caused significant disruptions to the Company's business, there can be no assurance the COVID-19 will not cause disruptions to the Company's business and operations for the future duration of the pandemic.



Apart from these and the risk factors noted under the heading "Risks and Uncertainties," the Company is not aware of any other trends, commitments, events, or uncertainties that would have a material effect on the Company's business, financial condition, or results of operations.

### Off-Balance-Sheet Arrangements

As of the date of this filing, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

### Possible Transactions

The Company routinely evaluates various business development opportunities that could entail optioning properties, direct acquisitions, trades and/or divestitures. The Company will only announce such developments when there is a reasonable degree of certainty to a transaction and when the transaction could be material to the Company. There can be no assurances that any such transactions will be concluded in the future. The Company entered into an option agreement with Austral Gold Ltd. in relation to Pampa's Morros Blancos and Cerro Blanco projects in July 2021. The Company advised that the Austral Gold Ltd option agreement had been varied and the Cerro Blanco property excluded on April 5, 2023.

### Environmental Contingency

The Company's exploration activities are subject to various government laws and regulations relating to the protection of the environment. These environmental regulations are subject to change and may become more restrictive. As of December 31, 2022, the Company does not believe that there are any significant environmental obligations requiring material capital outlays in the immediate future.

### Selected Annual Financial Information

	As at and for the period of		
	Year-Ended December 31, 2022 (\$)	Year-Ended December 31, 2021 (\$)	Six months ended December 31, 2020 (\$)
Net loss for the year	4,052,349	2,325,651	2,539,875
Basic and diluted loss per share	0.08	0.05	0.12
Total assets	5,456,915	6,627,840	6,565,459

**Selected Quarterly Financial Information**

As Pampa has no revenue, the Company's ability to fund its operations is dependent upon its ability to secure financing through equity issues or the sale of assets. The value of any resource property assets is dependent upon the existence of economically recoverable mineral reserves, the ability to obtain the necessary financing to complete exploration and development, and the future profitable production or proceeds from disposition of such properties. See "Trends" above and "Risk Factors" below. A summary of selected information for each of the eight most recent quarters is as follows:

For the three months ended	December 31, 2022 (\$)	September 30, 2022 (\$)	June 30, 2022 (\$)	March 31, 2022 (\$)
Net loss for the period	1,841,110	421,637	1,140,092	649,510
Basic and diluted loss per share	0.04	0.01	0.02	0.01
Total assets	5,456,915	6,679,208	6,954,520	7,343,364

For the three months ended	December 31, 2021 (\$)	September 30, 2021 (\$)	June 30, 2021 (\$)	March 31, 2021 (\$)
Net loss for the period	217,953	726,262	539,146	842,290
Basic and diluted loss per share	0.00	0.01	0.01	0.02
Total assets	6,627,840	6,746,758	8,663,204	8,841,999

### Discussion of Operations

#### For the three months ended December 31, 2022:

For the three months ended December 31, 2022, the Company incurred a net loss of \$1,841,110 (2021 - \$217,953). Some items to note include the following:

- Investor relations and communications of \$180,824 (2021 - \$52,800), where the increase over the comparative period was related to increased activities related to marketing, corporate visibility, and social media marketing efforts on a global scale;
- The Company recorded an impairment charge of \$1,348,005 (2021 - \$Nil) as a result of abandoning its Block 2 project, and concurrently reducing the footprint of its Arrieros project.

#### For the year ended December 31, 2022:

For the year ended December 31, 2022, the Company incurred a net loss of \$4,052,349 (2021 - \$2,325,651). Some items to note include the following:

- Consulting fees of \$260,875 (2021 - \$138,750), where the increase related to the Company's efforts towards business development opportunities;
- Investor relations and communications of \$1,120,763 (2021 - \$586,324), where the increase over the comparative period was related to increased activities related to marketing, corporate visibility, and social media marketing efforts on a global scale; and
- Share-based compensation of \$160,141 (2021 - \$613,449), where the decrease related to stock option cancellations, and no stock options being issued during the year-ended December 31, 2022; and
- Impairment of mineral property interest of \$1,348,005 (2021 - \$Nil), where the increase related to the Company's portfolio rationalization resulting in abandonment of its Block 2 project and concurrently reducing the footprint of its Arrieros project.

### Liquidity and Financial Position

The activities of the Company, principally the acquisition and exploration of mineral properties, are financed through the completion of equity transactions such as equity offerings and the exercise of stock options and warrants. There is no assurance that equity capital will be available to the Company in the amounts or at the times desired or on terms that are acceptable to the Company, if at all.

As at December 31, 2022, the company had a cash and working capital balance of \$404,633 (2021 - \$1,333,960) and \$287,043 (2021 - \$1,389,074), respectively.

Cash used in operating activities for the year-ended December 31, 2022 was \$2,080,302 (2021 - \$1,949,382).

Cash provided by financing activities for the year ended December 31, 2022 was \$2,205,473 (2021 - \$2,538,039) which includes the net proceeds from the issuance of shares in the Company's March, May, and November 2022 private placements.

Cash used by investing activities was \$1,056,168 (2021 - \$2,545,319) which consisted of exploration expenditures on the Company's mineral properties.

The Company has no operating revenues and therefore must utilize the funds it obtains from equity financing and other financing transactions to maintain its capacity to meet ongoing exploration and operating activities. The Company may be required to raise additional capital to meet its ongoing operating expenses and to continue to meet its obligations on its current projects for the twelve-month period subsequent to December 31, 2022. Management may increase or decrease budgeted expenditures depending on exploration results and ongoing volatility in the economic environment.

As of December 31, 2022, and to the date of this MD&A, the cash resources of Pampa are held with the Bank of Montreal in Canada and Scotia Bank in Chile.

The Company's use of cash is principally directed towards two areas, namely:

- i) Funding of its general, administrative, and mineral property maintenance expenditures;
- ii) Exploration expenditures and funding of its investment activities.

For fiscal 2023, the Company's expected general and administrative expenses are estimated to average \$100,000 per month for recurring operating costs. Management may reassess its planned expenditures based on the Company's working capital resources, the scope of work required to advance the exploration of its projects, and the overall condition of the financial markets.

Assuming that management is successful in discovering a substantial copper deposit in Chile, future work plans to advance the deposit will depend upon the Company's assessment of prior results, the financial condition of the Company, and the then prevailing economic climate in general.

### Recent Accounting Pronouncements

#### IAS 1 - Presentation of Financial Statements

In January 2020, the IASB issued an amendment to IAS 1, Presentation of Financial Statements, to clarify one of the requirements under the standard for classifying a liability as non-current in nature. The amendment includes:

- a) Specifying that an entity's right to defer settlement must exist at the end of the reporting period;
- b) Clarifying that classification is unaffected by management's intentions or expectations about whether the entity will exercise its right to defer settlement;
- c) Clarifying how lending conditions affect classification; and
- d) Clarifying if the settlement of a liability refers to the transfer of cash, equity instruments, other assets, or services.

The Company will perform an assessment of the amendment on its financial statements prior to the effective date of January 1, 2024. Based on the currently available information, the Company does not anticipate any material impact from this amendment on its financial statements.

### Critical Accounting Estimates

The preparation of the consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The consolidated financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions, and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### Critical accounting estimates and judgments

Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, if actual results differ from assumptions

made, relate to, but are not limited to, the following:

- Going concern - management must make an assessment as to the going concern basis of accounting and uncertainties associated with the Company's ability to raise additional capital and/or obtain financing to advance its exploration properties;
- Impairment of Exploration and Evaluation (E&E) assets - The application of the Company's accounting policy for impairment of E&E assets requires judgment in determining if the facts and circumstances suggests that the carrying amount exceeds the recoverable amount; and
- Share-based compensation – management prepares fair value estimates in determining the amount of share-based compensation expense to record in the Company's consolidated statement of loss and comprehensive loss associated with the Company's share compensation plan. Estimating fair value requires determining the most appropriate valuation model for a grant of equity instruments, which is dependent on the terms and conditions of the grant. Option-pricing models require the use of highly subjective estimates and assumptions including an expected stock price volatility. Changes in the underlying assumptions can materially affect the fair value estimates and, therefore, existing models do not necessarily provide reliable measurement of the fair value of the Company's stock options.

### **Capital Risk Management**

The Company manages its capital with the following objectives:

- To ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- To maximize shareholder returns by increasing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

The Company considers its capital to be equity, which comprises share capital, reserves, commitment to issue shares and accumulated deficit, which as at December 31, 2022 totalled \$5,176,721 (2021 - \$6,580,548).

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on activities related to its mineral properties. Selected information is provided to the Board of Directors of the Company. The Company's capital management objectives, policies and processes have remained unchanged during the year ended December 31, 2022.

### **Financial Risk Management**

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign currency risk and commodity and equity price risk).

Risk management is carried out by the Company's management team under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management. There were no changes to credit risk, liquidity risk or market risk for the year ended December 31, 2022.

i) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents. Cash is held with select major Canadian and American chartered banks, from which management believes the risk of loss to be minimal.

ii) Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. All accounts payable and accrued liabilities are due in the next twelve months. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered, whether because of a downturn in stock market conditions generally or matters specific to the Company. The Company generates cash flow primarily from its financing activities.

iii) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and commodity and equity prices:

iv) Interest rate risk

The Company currently does not have any short-term or long-term debt that is interest bearing and, as such, the Company's current exposure to interest rate risk is minimal.

v) Foreign currency risk

The consolidated financial statements are presented in Canadian dollars, which is the Company's presentation currency. The Company holds cash balances in Canadian dollars, US dollars and Chilean Pesos, which could give rise to exposure to foreign exchange risk. It is not the Company's policy to hedge its foreign currency related to the US dollar.

vi) Commodity and 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 commodity prices, as they relate to copper and gold, and the stock market to determine the appropriate course of action to be taken by the Company.

Commodity price risk could adversely affect the Company. In particular, the Company's future profitability and viability of development depends upon the world market price of copper and gold. There is no assurance that, even if commercial quantities of copper or gold are produced in the future, a profitable market will exist for them. As of December 31, 2022, the Company was not a copper or gold producer. Additionally, commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

vii) Related parties risk

Related parties include the Board of Directors, close family members, other key management individuals, and enterprises that are controlled by these individuals as well as certain persons performing similar functions. The Company defines key management personnel as its CEO, CFO and Board of Directors.

Related party transactions conducted in the normal course of operations are measured at the fair value and approved by the Board of Directors in strict adherence to conflict-of-interest law and regulations.



Compensation awarded to key directors and management personnel for the years ended December 31, 2022 and 2021 are as follows:

For the year-ended	December 31, 2022 (\$)	December 31, 2021 (\$)
Directors and Management compensation	600,249	639,376
Share-based payments	160,141	613,449
<b>TOTAL</b>	<b>760,390</b>	<b>1,252,825</b>

viii) Insider shareholdings

None of the Company's major shareholders have different voting rights than those rights of other holders of the Company's common shares.

As of December 31, 2022, directors, and officers of the Company, had collective control of approximately 5.3% of the total fully diluted common shares outstanding, equivalent to 3,848,981 common shares (2021 – 4,942,500). To the knowledge of the directors and officers of the Company, Revelo Resources Corp. (owned 100% by Austral Gold Ltd.) owned 3,800,000 common shares of the Company, equivalent to 5.2% of the outstanding shares of the Company, with the remaining common shares of the Company being widely held.

### Share Capital

As of the date of this MD&A, the Company had 72,793,275 issued and outstanding common shares.

Stock options outstanding for the Company at the date of this MD&A were as follows:

Options	Expiry Date	Exercise Price
1,200,000	December 2025	\$0.45
400,000	November 2023	\$0.45
400,000	December 2023	\$0.45
5,000,000	April 2028	\$0.21

Warrants outstanding for the Company at the date of this MD&A were as follows :

Warrants	Expiry Date	Exercise Price
1,893,350	March 21, 2024	\$0.50
830,333	May 6, 2024	\$0.50
31,500	May 6, 2024	\$0.50
4,444,443	November 10, 2025	\$0.19
15,685,537	March 3, 2026	\$0.21
2,724,332	March 31, 2026	\$0.21

### Disclosure of Internal Controls

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that:

- i) The consolidated financial statements do not contain any untrue statement of material fact, or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of, and for the periods represented by, the consolidated financial statements; and
- ii) The consolidated financial statements present in all material respects the financial condition, results of operations, and cash flows of the Company, as of the date of and for the periods represented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P"), and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

1. Controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings, or

other reports filed or submitted under securities legislation is recorded, processed, summarized, and reported within the time periods specified in securities legislation; and

2. A process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP (IFRS).

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

### **Risks and Uncertainties**

The Company's financial condition, results of operation and business are subject to certain risks, certain of which are described below (and elsewhere in this MD&A):

#### **Additional Funding Requirements**

The Company is reliant upon additional equity financing in order to continue its business and operations because it is in the business of mineral exploration and at present does not derive any income from its mineral assets. There is no guarantee that future sources of funding will be available to the Company. If the Company is not able to raise additional equity funding in the future, it will be unable to carry out its business.

#### **Commodity Price Volatility**

The prices of copper and gold can fluctuate drastically and are beyond the Company's control. While the Company would benefit from an increase in the value of copper or gold, a decrease in the value of copper or gold could also adversely affect it.

#### **Title to Mineral Properties**

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, or the geographic area of, mineral properties may be disputed or impugned. Although the Company has investigated its title to the mineral properties, leases, or licences for which it holds rights, there can be no

assurance that the Company has valid title to such mineral properties or that its title thereto will not be challenged or impugned. For example, mineral properties sometimes contain claims or transfer histories that examiners cannot verify; and transfers under foreign law are often complex. The Company does not carry title insurance with respect to its mineral properties. A successful claim that the Company does not have title to a mineral property could cause the Company to lose its rights to mine that property, without compensation for its prior expenditures relating to the property.

#### Mineral Exploration

Mineral exploration involves a high degree of risk. Few properties that are explored are developed into producing mines. Geological uncertainty, other technical uncertainties, unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, tailings impoundment failures, cave-ins, landslides, and the inability to obtain adequate machinery, equipment, or labour are some of the risks involved in mineral exploration and exploitation activities. The Company has relied on, and may continue to rely on, consultants and others for mineral exploration and exploitation expertise. Substantial expenditures are required to establish mineral reserves and resources through drilling, to develop metallurgical processes to extract the metal from the ore, and, in the case of some properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining, or to upgrade existing infrastructure. There can be no assurance that the funds required to exploit any mineral reserves and resources discovered by the Company will be obtained on a timely basis or at all. The economics of exploiting mineral reserves and resources discovered by the Company are affected by many factors, many outside the control of the Company, including metals prices, the cost of development, the cost of operations, variations in the grade of ore mined and metals recovered, price fluctuations in the metal markets, costs of processing equipment, and other factors such as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental and social protection. There can be no assurance that the Company's mineral exploration and exploitation activities will be successful.

#### Country Risk

The Company could be at risk regarding any political developments in the country in which it operates. At present the Company only has exploration activities in Chile, with its headquarters and management located in Canada.

*Uninsurable Risks*

Mineral exploration activities involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences, and political and social instability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Should such liabilities arise, they could negatively affect the Company's profitability and financial position and the value of its common shares. The Company does not maintain insurance against environmental risks.

*Environmental Regulation and Liability*

The Company's activities are subject to laws and regulations controlling not only mineral exploration and exploitation activities themselves but also the possible effects of such activities upon the environment. Environmental legislation may change and make the exploration, development, mining, and processing of ore uneconomic, or result in significant environmental or reclamation costs. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mineral exploration and exploitation activities, such as seepage from tailings disposal areas that could result in environmental pollution. A breach of environmental legislation may result in the imposition of fines and penalties or the suspension or closure of operations. In addition, certain types of exploration, development, mining, and processing operations require the submission of environmental impact statements and approval thereof by government authorities. Environmental legislation is evolving in a manner that may mean stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their directors, officers, and employees. Permits from a variety of regulatory authorities are required for many aspects of mineral exploration and exploitation activities, including closure and reclamation. Future environmental legislation could cause additional expense, capital expenditures, restrictions, liabilities, and delays in the development of the Company's properties, the extent of which cannot be predicted. In the context of environmental permits, including the approval of closure and reclamation plans, the Company must comply with standards, laws, and regulations that may entail costs and delays, depending on the nature of the activity to be permitted, and how stringently the permitting authority implements the regulations. The Company does not maintain environmental liability insurance.

Regulations and Permits

The Company's activities are subject to a wide variety of laws and regulations governing health and worker safety, employment standards, waste disposal, protection of the environment, protection of historic and archaeological sites, mine development and protection of endangered and protected species, aboriginal title and access, and other matters. The Company is required to have a wide variety of permits from governmental and regulatory authorities to carry out its activities. These permits relate to virtually every aspect of the Company's exploration activities. Changes in these laws and regulations or changes in their enforcement or interpretation could result in changes in legal requirements or in the terms of the Company's permits that could have a significant adverse impact on the Company's existing or future operations or projects. Obtaining permits can be a complex, time-consuming process. There can be no assurance that the Company will be able to obtain the necessary permits on acceptable terms, or in a timely manner or at all. The costs and delays associated with obtaining permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the Company from continuing or proceeding with existing or future operations or projects. Any failure to comply with permits and applicable laws and regulations, even if inadvertent, could result in the interruption or closure of operations or material fines, penalties, or other liabilities.

Potential Dilution

The issue of common shares of the Company upon the exercise of the options and warrants will dilute the ownership interest of the Company's current shareholders. The Company may also issue additional options and warrants or additional common shares from time to time in the future. If it does so, the ownership interest of the Company's then current shareholders could also be diluted.

Competition

Competition in the mineral exploration business is intense and could adversely affect the ability of the Company to suitably develop its properties. The Company will be competing with many other exploration companies possessing greater financial resources and technical facilities. Accordingly, there is a high degree of competition for desirable mineral leases, suitable prospects for drilling operations, and necessary mining equipment, as well as for access to funds. There can be no assurance that the necessary funds can be raised or that any projected work will be completed.

*Conflicts of Interest*

Certain of the directors of the Company are also directors, officers, or shareholders of other companies. Such associations may give rise to conflicts of interest from time to time. The directors of the Company will be required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project or opportunity of the Company. If a conflict arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether the Company will participate in any project or opportunity, the director will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

*Covid-19 Risks*

The worldwide emergency measures taken to combat the COVID-19 pandemic may continue, could be expanded, and could also be reintroduced in the future following relaxation. As governments implement monetary and fiscal policy changes aimed to help stabilize economies and capital markets, the Company cannot predict legal and regulatory responses to concerns about the COVID-19 pandemic and related public health issues and how these responses may impact our business. The COVID-19 pandemic, actions taken globally in response to it, and the ensuing economic downturn, have caused significant disruption to business activities and economies. The depth, breadth and duration of these disruptions remain highly uncertain currently. Furthermore, governments are developing frameworks for the staged resumption of business activities. As a result, it is difficult to predict how significant the impact of the COVID-19 pandemic, including any responses to it, will be on the global economy and the Company's business. The Company has outlined these risks in more detail below.

*Strategic & Operational Risks*

The ongoing COVID-19 pandemic could adversely impact our financial condition in future periods because of reduced business opportunities via acquisitions and dispositions of exploration and development properties. The uncertainty around the expected duration of the pandemic and the measures put in place by governments to respond to it could further depress business activity and financial markets. The company's strategic initiatives to advance our business may be delayed or cancelled as a result.

To date, the company's operations have remained stable under the pandemic but there can be no assurance that the company's ability to continue to operate the business will not be adversely impacted, to the extent that aspects of our operations which rely on services provided by third parties fail to operate

as expected. The successful execution of business continuity strategies by third parties is outside the company's control. If one or more of the third parties to whom the company outsource critical business activities fails to perform because of the impacts from the spread of COVID-19, it could have a material adverse effect on the company's business and operations.

*Liquidity risk and capital management*

Extreme market volatility and stressed conditions resulting from COVID-19 and the measures implemented to control its spread could limit our access to capital markets and our ability to generate funds to meet our capital requirements. Sustained global economic uncertainty could result in more costly or limited access to funding sources. In addition, while the company currently has sources of liquidity, such as cash balances, there can be no assurance that these sources will provide the company with sufficient liquidity on commercially reasonable terms in the future. Extreme market volatility may leave the company unable to react in a manner consistent with our historical practices.

*Market Risk*

The pandemic and resulting economic downturn have created significant volatility and declines in financial and commodity markets. The pandemic could result in a global recessionary environment with continued market volatility, which may continue to impact our financial condition.

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Additional Disclosure for Venture Issuers without Significant Revenue

	For the year-ended	
	December 31, 2022	December 31, 2021
	(\$)	(\$)
Consulting fees	260,875	138,750
Depreciation	9,959	4,176
Director and management fees	588,737	639,376
General and administration	148,930	57,855
Investor relations and communication	1,120,763	586,324
Professional fees	259,768	277,684
Share-based compensation	160,141	613,449
Shareholder information	70,408	72,451
Impairment of mineral property interests	1,348,005	-
Gain on debt settlement	(78,792)	-
Interest income	(738)	(5,020)
Foreign exchange loss (gain)	164,293	(59,394)
<b>LOSS AND COMPREHENSIVE LOSS</b>	<b>4,052,349</b>	<b>2,325,651</b>

See also "Pampa Exploration Expenditures".