



**PAMPA METALS CORPORATION**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
(Expressed in Canadian dollars unless otherwise indicated)

**FOR THE THREE MONTHS ENDED MARCH 31, 2024**

## **INTRODUCTION**

Pampa Metals Corporation (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 the Americas, with a primary focus on the Piuquenes Copper-Gold Porphyry Project in San Juan Province, Argentina. 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: FIR); and on the OTCQB (OTCQB: PMMCF). The Company is eligible for electronic clearing and settlement through the Depository Trust Company ("DTC") in the United States.

This discussion and analysis of financial position and results of operations is prepared as at May 30, 2024, and should be read in conjunction with the condensed consolidated interim financial statements of the Company for the three months ended March 31, 2024 and 2023, and the related notes thereto.

The Company prepares its financial statements 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. These documents and other information relevant to the Company's activities are available for viewing on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

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 over the reporting period are not necessarily indicative of the results that may be expected for any future period.

## **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.

## **DESCRIPTION OF BUSINESS**

Pampa is a reporting issuer in British Columbia, Alberta and Ontario, and trades on the CSE, the Frankfurt Stock Exchange, and the OTCQB. The Company has a vision to create value for shareholders and all other stakeholders by advancing the exploration and development of the Piuquenes Copper-Gold Porphyry Project in San Juan, Argentina. Pampa will also consider business development opportunities which management believe enhance the Company's ability to participate in an economic mineral discovery and capable of improving shareholder returns.

In an effort to facilitate greater flexibility in pursuing its plans, the Company completed a share consolidation on a basis of one (1) "new" common share for two-and-a-half (2.5) "old" common shares, with no fractional shares issued, on September 5, 2023 (the "Effective Date"). On the Effective Date, the Company had 29,117,310 common shares outstanding and all outstanding stock options and share purchase warrants have been adjusted accordingly to reflect the share consolidation. All references to share capital, common shares outstanding, and per share amounts in this MD&A for time periods prior to the share consolidation have been restated to reflect the share consolidation.

## COMPANY HIGHLIGHTS

During the three months ended March 31, 2024 and subsequently, the Company:

- initiated its maiden drill program at the Piuquenes Project in January 2024;
- reported assay results from the initial three diamond drill holes in March and May 2024; and
- closed a private placement offering of 8,427,500 units for gross proceeds of \$2,022,600 in May 2024.

## OUTLOOK

The Company's primary focus is the exploration and development of the Piuquenes Copper-Gold Porphyry Project in San Juan, Argentina. Since entering into an Option & Joint Venture Agreement for the development of the Piuquenes Copper-Gold Porphyry Project in November 2023, the Company has initiated the first of a multiple campaign exploration program and believes it is well placed to drive continuing shareholder value.

The Company also continues due diligence on possible acquisitions of porphyry copper, and associated metals, projects capable of complementing its existing portfolio.

## EXPLORATION REVIEW

### Piuquenes Project, Argentina

In November 2023, the Company entered into an option and joint venture agreement to acquire up to an 80% interest in the Piuquenes Project, Argentina. The Piuquenes Project consists of nine mining titles that cover an area of approx. 1,880 hectares ("ha") in the San Juan Province of Argentina, adjacent (to the north) with the Altar copper-gold porphyry Project (held by Aldebaran Resources Inc.) and approximately 190 km west of the city of San Juan. Other large porphyry copper projects in the San Juan Miocene porphyry belt include: El Pachón (held by Glencore) approximately 30 km to the south; the operating Los Pelambres copper mine (60% interest held by Antofagasta plc) in Chile; and Los Azules (held by McEwen Mining) 50 km to the northeast.

The Piuquenes porphyry copper-gold project was first drilled in the 1990's when Inmet Mining Corporation ("IMC", subsequently acquired by First Quantum in 2013) completed 8 diamond drill holes for a total of 1,894.2 meters. Significant intersections of copper and gold, included:

- 413.5 m @ 0.47% Cu and 0.52 g/t Au (167-580.5 m);
- 67.5 m @ 0.63% Cu and 0.51 g/t Au (207-274.5 m); and
- 158 m @ 0.32% Cu and 0.6 g/t Au (3-161 m).

In 2016, Anglo American Argentina ("AAA") drilled a single diamond borehole of 920.2 m total length, crossing the mineral intersections discovered by IMC. Climatic events prevented the assaying of the recovered drill core, with only visual observations of a 508 m (362-870 m) interval of copper mineralization described prior to AAA's withdrawal from the project.

As part of its due diligence, Pampa re-logged and assayed AAA's diamond drill hole. On December 5, 2023, the Company reported the assay results which included:

- 558.2 m @ 0.38% Cu, 0.42 g/t Au, 2.4 g/t Ag (362-920.2 m EOH)
  - including 130 m @ 0.81% Cu, 0.6 g/t Au, 4 g/t Ag (362-492 m)

In January 2024, the Company initiated its maiden drill program at the Piuquenes Project. To the date of this MD&A, the Company has reported (refer 18 March 2024, 6 May 2024 and 23 May 2024 News Release) assay results from the first, second, and third diamond drill hole including:

- 448 m @ 0.42% Cu, 0.46 g/t Au, 2.44 g/t Ag (from 214m)
  - including 188m @ 0.59% Cu, 0.63 g/t Au, 3.49 g/t Ag (450-638m)
  - including 126 m @ 0.66% Cu, 0.74 g/t Au, 3.94 g/t Ag (450-576 m)
- 422 m @ 0.48% Cu, 0.61 g/t Au & 2.9 g/t Ag (from 198 m);
  - including 132 m @ 0.71% Cu, 0.85 g/ Au, 4.3 g/t Ag (from 220m);
  - Including 80 m @ 0.6% Cu, 0.77 g/t Au & 3.2 g/t Ag (from 468m).
- 801 m @ 0.40% Cu, 0.51 g/t Au, 2.87 g/t Ag (from 54 to 855m (EOH))
  - including 518 m @ 0.53% Cu, 0.73 g/t Au, 3.45 g/t Ag (from 192 to 710)
  - including 176 m @ 0.71% Cu, 0.74 g/t Au, 4.86 g/t Ag (from 192 to 368)
  - including 64 m @ 0.75%, 1.2 g/t Au, 4.60 g/t Ag (554 to 618m)
  - including 32m @ 0.64% Cu, 0.71 g/t Au, 4.54 g/t Ag (642 to 674m)

## QUALIFIED PERSON

Technical information in this MD&A 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's 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's properties.*

## RESULTS OF OPERATIONS

### Three months ended March 31, 2024

For the three months ended March 31, 2024, the Company had a loss of \$180,901 or \$0.00 per share compared to \$334,128 or \$0.01 per share during the comparative period. The variance was primarily due to foreign exchange gain from the movement between Canadian dollar against the Argentine peso and Chilean peso.

## SUMMARY OF QUARTERLY RESULTS

As the Company generates no revenue, the 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. For further details, see "Risk and uncertainties" below. A summary of selected information for each of the eight most recent quarters is as follows:

	<b>March 31 2024</b>	<b>December 31 2023</b>	<b>September 30 2023</b>	<b>June 30 2023</b>
<b>For the quarter ended</b>				
Total assets	\$ 4,259,552	\$ 2,197,247	\$ 7,718,558	\$ 7,306,250
Loss for the period	(180,901)	(7,520,016)	(218,897)	(825,283)
Loss per share - basic and diluted	(0.00)	(0.14)	(0.01)	(0.03)
<b>For the quarter ended</b>				
	<b>March 31 2023</b>	<b>December 31 2022</b>	<b>September 30 2022</b>	<b>June 30 2022</b>
Total assets	\$ 7,443,475	\$ 5,456,915	\$ 6,679,208	\$ 6,954,520
Loss for the period	(334,128)	(1,841,110)	(421,637)	(1,140,092)
Loss per share - basic and diluted	(0.01)	(0.09)	(0.02)	(0.06)

## FINANCIAL CONDITION, LIQUIDITY, AND CAPITAL RESOURCES

The Company had working capital deficit of \$899,575 as at March 31, 2024 (December 31, 2024 - working capital of \$1,724,563). The change in working capital during the period was primarily due to \$1,135,634 of exploration expenditures spent during the period and \$1,847,142 of exploration expenditures accrued as at the reporting date.

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 subsequent twelve-month period. Management may increase or decrease budgeted expenditures depending on exploration results and ongoing volatility in the economic environment. Assuming that management is successful in discovering a substantial copper deposit in Argentina, 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 prevailing economic climate in general.

#### EVENTS AFTER REPORTING DATE

Subsequent to March 31, 2024, the Company:

- granted 800,000 stock options and 650,000 restricted share units ("RSUs") to key management personnel and consultants. The stock options are exercisable at \$0.40 until April 17, 2026 and the RSUs will vest upon the 10-day volume weighted average trading price of the common shares being equal to \$0.40; and
- closed a private placement offering of 8,427,500 units at a price of \$0.24 per unit for gross proceeds of \$2,022,600. Each unit is comprised of one common share and one-half warrant of the Company with an exercise price of \$0.40 per share for a period of 36 months from the closing. The Company paid \$375,852 as finder's fees and issued 316,050 finder's warrants with an exercisable into one common share of the Company at an exercise price of \$0.40 for a period of 36 months from issuance.

#### OUTSTANDING SHARE DATA

There are 69,060,287 common shares issued and outstanding. In addition, there are 2,985,000 fully vested stock options outstanding with exercise prices ranging from \$0.075 to \$0.40 per option with terms expiring between September 28, 2026 and April 17, 2027. The Company has 22,378,744 share purchase warrants outstanding with exercise prices ranging from \$0.075 to \$0.525 with terms expiring between November 10, 2025 and April 17, 2027. Pampa also has 2,117,138 restricted share units outstanding, subject to vesting conditions.

#### RELATED PARTY TRANSACTIONS

Payments for management compensation are made in the normal course of business. The amounts paid for these services are negotiated in good faith by both parties and fall within normal market ranges. The Compensation Committee reviews executive compensation annually. The Board of Directors considers any changes to executive compensation recommended by the Compensation Committee and approves these changes if appropriate. The consulting contracts with senior management are ongoing monthly commitments that can be terminated by either party with sufficient notice.

The aggregate value of transactions paid or accrued to key management personnel and directors was as follows:

<b>For the three months ended March 31, 2024</b>	<b>Amounts</b>
Director and management fees	\$ 53,500
Professional fees	37,500
Share-based compensation	44,632
	<b>\$ 135,633</b>

As at March 31, 2024, there was \$9,128 (December 31, 2023 - \$Nil) owed to key management personnel recorded in accounts payable and accrued liabilities.

#### FINANCIAL INSTRUMENTS

The Company classified its financial instruments as follows:

	<b>March 31 2024</b>	<b>December 31 2023</b>
<b>Financial assets - amortized costs:</b>		
Cash	\$ 885,464	\$ 1,637,510
<b>Financial liabilities - amortized costs:</b>		
Accounts payable and accrued liabilities	\$ 1,901,178	\$ 194,793

**OFF-BALANCE SHEET ARRANGEMENTS**

The Company has no off-balance sheet arrangements.

**RISKS AND UNCERTAINTIES**

The Company's ability to generate revenues and profits from its natural resource properties is subject to a number of risks and uncertainties. For a full discussion on the risk factors affecting the Company, please refer to the Company's most recent annual MD&A dated May 2, 2024 and Management Information Circular dated August 15, 2023, which are available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) under the Company's filer profile.