MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Three Months Ended November 30, 2023

(In Canadian Dollars)

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, 2024, and should be read in conjunction with the condensed interim consolidated financial statements for the three months ended November 30, 2023 and 2022, 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 detailed investigation or analysis on 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 was incorporated on May 23, 2018, under the Alberta Business Corporations Act. The Company's shares are traded on the Canadian Securities Exchange (the "CSE") under the symbol "TOC". 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 7 Avenue SW, 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, locales 13 y 14, 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 properties; the Pilar Gold Project ("Pilar") and the El Picacho Property ("El Picacho").

On September 18, 2023, the Company submitted an exercise notice to Colibri Resources Corporation ("Colibri") for the immediate transfer of 51% ownership, interest, rights, and title for Pilar to the Company upon completion of its commitments on cash payments, share issuances and exploration expenditures pursuant to the option and purchase agreement signed with Colibri on September 22, 2019 and amended on August 31, 2020. Pilar is located near the town of Suaqui Grande in Sonora, Mexico, and consists of two concessions, the Guadalupana concession and the La Sonora concession, totaling 105 hectares.

On October 17, 2023, the Company signed an option agreement with Suaqui Verde Properties, S.A. de C.V. ('SVP") to acquire additional properties at Pilar project and expand its land area from 105 hectares to 2,277.72 hectares with acquisition and commitment details described in *Commitments* section of this MDA.

The Pilar property shows NW-SE trends of gold and silver mineralization with significant grades in several locations. The Company has not yet determined whether the Pilar property 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 necessary financing to complete the development, and upon future profitable production from the mineral properties or proceeds from the disposition of the mineral properties.

El Picacho is located 140 kilometers north of Hermosillo in Sonora, Mexico and is fully accessible by road. El Picacho consists of 12 mining concessions totaling 2,395.33 hectares.

The El Picacho property 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 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 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-month period ended November 30, 2023, the Company incurred a net and comprehensive loss of $143,536 (2023 – $345,788).

The Company had no revenues and the operating expenses were associated primarily with exploration- and evaluation-related expenses, share-based payments, advertising and promotion activities, management and consulting fees.

At November 30, 2023, the Company had cash of $362,955 (2023 – $20,825) and working capital deficit of $1,397,051 (2022 – $2,046,018). The working capital deficit decreased as a result of decreased fair value of convertible debenture from $1,958,304 at August 31, 2023, to $1,115,337 at November 30, 2023, and decreased fair value of warrants payable from $777,435 to $292,685. These decreases were offset by the increase in accounts payable and accrued liabilities of $305,673 from $366,304 at August 31, 2023, to $671,977 at November 30, 2023, thus decreasing total current liabilities. The Company's current assets decreased by $366,734, and were mostly affected by decreased fair value of financial assets associated with the financing transactions the Company completed with Sorbie Bornholm LP ("Sorbie") in June of 2022 and April of 2023, which decreased by $658,135, from $1,355,240 at August 31, 2023, to $697,105 at November 30, 2023; this decrease was in part offset by increased cash balance of $362,955 at November 30, 2023, as compared to $20,825 at August 31, 2023.

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

During the period ended November 30, 2023, and up to the date of this MD&A, the Company issued the following shares:

Non-brokered private placement

On November 29, 2023, the Company closed the first tranche of a non-brokered private placement of 820,000 units at $0.45 per unit for gross proceeds of $369,000. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to acquire one additional common share at a price of $0.60 exercisable within 24 months from the closing of the first tranche, subject to accelerated expiry provisions.

In relation to the first tranche of the private placement, the Company incurred a total of $32,399 in cash finders' fees and $7,500 in legal fees and issued 72,000 finders' warrants exercisable within 24 months to acquire common shares at $0.45 per share. The finders' warrants were valued at $12,347 using Black Scholes option pricing model.

On December 11, 2023, the Company closed the second and final tranche of the non-brokered private placement issuing 680,333 units at $0.45 per unit for gross proceeds of $306,150. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to acquire one additional common share at a price of $0.60 exercisable within 24 months from the closing of the second tranche, subject to accelerated expiry provisions.

In relation to the second tranche of the private placement, the Company paid cash commissions of approximately $15,165 and issued a total of 33,700 finders' warrants. Each finders' warrant is exercisable at a price of $0.45 per common share and expires on December 11, 2025.

Other share issuances

On November 1, 2023, the Company issued 854,000 common shares for a total consideration of $700,280 to Sorbie pursuant to the exercise of 700 Sorbie Notes with each note convertible into 1,220 common shares. The total interest of $2,397 accrued on the 700 Sorbie Notes up to November 1, 2023, was converted into 5,387 common shares at a deemed price of $0.445. These shares were issued on December 12, 2023.

On December 19, 2023, the Company issued 525,000 common shares to Colibri Resources Corporation pursuant to the anti-dilution clause included in the Property Option Agreement to acquire the Pilar Property dated September 22, 2019.

Commitments

Pilar Gold Project

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

To acquire 51% of the Pilar Project the Company was required to pay a cash deposit to Colibri of $25,000, which the Company paid on September 18, 2019. After satisfactory due diligence was completed, the Company decided to proceed with the fulfillment of its initial commitment pursuant to the Pilar Agreement, which included the following:

	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 Pilar Agreement also gives the Company an option to acquire the remaining 49% interest in the Pilar Project within a six-month period after it acquired 51% ownership, or establish a joint venture agreement with Colibri. The option to acquire the additional interest requires 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 intends to exercise its option to acquire the remining 49%.

Pilar Landholding Expansion

On October 18, 2023, the Company signed a definitive agreement (the "SV Agreement") with Suaqui Verde Properties ("SVP"), a private title owner, for the acquisition of 100% ownership of 2,172.72 hectares adjacent and north of its Pilar Gold-Silver project in Sonora, Mexico. The additional area acquired expanded the Company's holdings for the Pilar Project from 105 hectares to a total of 2,277.72 hectares.

Under the terms of the SV Agreement, the Company will be required to a pay a total of US$4,000,000 in cash, issue 2,500,000 Common Shares and spend US$1,000,000 in exploration work on the property within a 5-year period. SVP will retain a 2% NSR on the property acquired. After the 5-year period, the Company can elect to extend the Agreement by another 10 years by starting advance royalty payments or purchase full title ownership through additional payment of US$500,000. On December 1, 2023, the Company paid $204,705 (US$150,000) as a partial payment of the first cash payment which was due on execution of the SV Agreement. On December 18, 2023, the Company paid the remaining balance of $136,470 (US$100,000).

A summary of the commitments to be fulfilled on the acquisition is as follows:

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

(1) The $341,175 (US$250,000) cash payment required on signing of the SV Agreement was made subsequent to November 30, 2023.

El Picacho Project

On June 7, 2021, the Company signed a letter of commitment to purchase the El Picacho Project from Recursos Millrock S. de R.L. de C.V. ("Millrock") a Mexican corporation. 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 of option agreement with Millrock, which transferred to the Company the initial 5-year option to acquire El Picacho within the Caborca Orogenic Gold Belt in Sonora, Mexico.

To acquire 100% interest in the El Picacho Project, the Company is required to pay US$1,985,600 and an additional payment of US$60,000 will be required to gain surface rights to use the Picacho Ranch. Both payments are to be paid in series of instalments ending on April 1, 2026. Millrock is to retain a 2% NSR with 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 [(1)]	US$6,000
3rd anniversary	US$250,000	US$6,000
Six months after 3rd anniversary	US$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 $28,259 (US$21,400) subsequent to November 30, 2023.

Exploration Projects

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

Period ended November 30, 2023	**Pilar**	**El Picacho**	**Total**
Acquisition costs			
Balance, August 31, 2023	**$2,640,000**	**$196,789**	**$2,836,789**
Cash(1)	419,374	–	419,374
Balance, November 30, 2023	3,059,374	196,789	3,256,163
Deferred exploration expenditures			
Balance, August 31, 2023	**2,965,862**	**523,494**	**3,489,356**
Geologist fees and assays	70,996	2,351	73,347
Other exploration expenses	1,190	–	1,190
Balance, November 30, 2023	3,038,048	525,845	3,563,893
Total E&E assets, November 30, 2023	**$6,097,422**	**$722,634**	**$6,820,056**

(1) The cash payment for an option to acquire additional land holdings totaling $341,175 (US$250,000) was made subsequent to November 30, 2023.

Year ended August 31, 2023	**Pilar**	**El Picacho**	**Total**
Acquisition costs			
Balance, August 31, 2022	**$ 1,915,000**	**$ 135,687**	**$ 2,050,687**
Cash	75,000	61,102	136,102
Shares issued	650,000	–	650,000
Balance, August 31, 2023	2,640,000	196,789	2,836,789
Deferred exploration expenditures			
Balance, August 31, 2022	**2,116,564**	**153,177**	**2,269,741**
Geologist fees and assays	835,480	295,628	1,131,108
Other exploration expenses	13,818	74,689	88,507
Balance, August 31, 2023	2,965,862	523,494	3,489,356
Total E&E assets, August 31, 2023	**$ 5,605,862**	**$ 720,283**	**$ 6,326,145**

Project Update

Pilar Gold Project

Located in the State of Sonora, Mexico, 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 north-west 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.

To date, over 23,000 meters of drilling has been completed**.** In 2023, a pilot heap leach test was completed with bulk sample extracted from surface**.** In October of 2023, the project was expanded from 105 hectares to 2,277.7 hectares with the acquisition of adjacent claims. The expansion area hosts several prospective zones that have seen limited exploration to date.

Project highlights include:

- 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 and barren solution during the program with weekly duplicate samples sent to certified labs LTM (Hermosillo) and SGS (Durango).
- Final bulk tests reported 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).

El Picacho

The El Picacho Gold-Silver property 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 the 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 Tocvan in 2022 adding a new target area which was previously identified.

During the period ended November 30, 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 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 (see news release September 13, 2022)
  - Murcielago Prospect – 450-meter trend, highlighted by 7.2 g/t Au, 36 g/t Ag and 4.4% Pb in silicified brecciated limestone (see news release July 6, 2022)
  - 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. (See news releases January 10, 2023 and January 17, 2023)
  - 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.
  - Ongoing surface sampling returning values of gold up to 15.9 g/t Au and up to 31.7 g/t Ag along a well-defined mineralized trend, which extend for 1.6 km, in NW-SE direction along El Exito area.

Selected Annual Information

The Company is providing the following selected information with respect to the Company's audited consolidated financial statements for the last three fiscal years ended August 31, 2023, 2022 and 2021. The audited consolidated financial statements for these fiscal periods were prepared in accordance with International Financial Reporting Standards and are expressed in Canadian dollars.

Statement of Comprehensive Loss Data	Year ended August 31, 2023	Year ended August 31, 2022	Year ended August 31, 2021
	$	$	$
Total revenue	–	–	–
Operating expenses	(2,244,886)	(1,325,893)	(1,440,071)
Other gain/(loss)	484,398	(873,290)	–
Net loss and comprehensive loss	(1,760,488)	(2,199,183)	(1,440,071)
Basic and diluted loss per share	(0.05)	(0.07)	(0.05)

Balance Sheet Data	As at August 31, 2023	As at August 31, 2022	As at August 31, 2021
	$	$	$
Total assets	7,901,256	7,639,985	2,836,618
Total liabilities	3,621,129	4,052,562	82,388
Total equity	4,280,127	3,587,423	2,754,230

Results of Operations

During the three-month period ended November 30, 2023, the Company incurred a net and comprehensive loss of $143,536 (2023 – $345,788). The operating expenses for the periods ended November 30, 2023 and 2022 were as follows:

	Three months ended November 30, 2023	Three months ended November 30, 2022
	$	$
Advertising and promotion	54,178	204,532
Audit and accounting	2,061	1,556
Consulting	112,500	27,966
Financing fees	–	3,675
Legal	16,821	11,951
Management fees	12,000	17,000
Meals and entertainment	959	9,781
Office and miscellaneous	14,524	5,988
Regulatory fees	15,367	10,556
Share-based compensation	254,635	316,003
Travel	3,521	15,049
Total operating expenses	**486,566**	**624,057**

Other items for the three-month periods ended November 30, 2023 and 2022 included the following:

Other gain (loss)	**Three months ended November 30, 2023**	**Three months ended November 30, 2022**
	$	$
Foreign exchange loss	(2,505)	(7,011)
Interest expense	(6,664)	(7,004)
Realized loss on financial asset	(221,532)	(158,870)
Unrealized loss on financial asset	(57,736)	(263,395)
Unrealized gain on debenture payable	466,967	394,103
Realized loss on debenture payable	(320,250)	–
Unrealized gain on warrants payable	484,750	320,446
Other items	**343,030**	**278,269**

During the period ended November 30, 2023, the Company recorded a net loss of $143,536 (2023 – $345,788). The Company's operating expenses for the period were $486,566 (2023 – $624,057). The decrease in operating expenses was mainly due to a decrease in advertising and promotion expenses of $150,354 from $204,532 the Company incurred during the three months ended November 30, 2022, to $54,178 the Company incurred during the three months ended November 30, 2023; a decrease in share-based compensation of $61,368 from $316,003 to $254,635, a decrease in travel expenses of $11,528, from $15,049 for the three months ended November 30, 2022, to $3,521 for the three months ended November 30, 2023, and the decrease in management fees of $5,000 from $17,000 for the three months ended November 30, 2022, to $12,000 for the three months ended November 30, 2023. These decreases were in part offset by increases in consulting fees of $84,534 from $27,966 to $112,500, in regulatory fees which increased by $4,811, from $10,556 to $15,367, and legal fees, which increased from $11,951 for the three months ended November 30, 2022, to $16,821 for the three months ended November 30, 2023.

Decreased advertising and promotion expenses were due to decreased corporate activities; consulting fees increased as a result of more consultants being contracted for the period; decreased share-based compensation resulted from timing of vesting periods for stock options granted to the Company's directors, officers, and consultants in previous year, and less stock options granted during the three months ended November 30, 2023.

In addition to the regular operating expenses, the Company recorded other gain of $343,030 (2023 – $278,269), which included unrealized gain from the fair value valuation of warrants payable totaling $484,750 (2023 – $320,446) and $466,967 unrealized gain (2023 – $394,103) from the revaluation of convertible notes. These gains were offset by $221,532 realized loss on Monthly Settlements the Company received from Sorbie during the three-month period ended November 30, 2023 (2023 – $158,870), unrealized loss of $57,736 (2023 – $263,395) from the revaluation of the future Monthly Settlements receivable from Sorbie, and realized loss of $320,250 (2023 – $Nil) from the conversion of 700 Sorbie Loan Notes to common shares.

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.

Three months ended	**November 30, 2023**	**August 31, 2023**	**May 31, 2023**	**February 28, 2023**
	$	$	$	$
Total assets	8,028,433	7,901,256	8,447,220	7,680,935
Working capital	(1,397,051)	(2,046,018)	(1,561,921)	(1,340,727)
Shareholders' equity	5,423,005	4,280,127	4,394,911	4,475,085
Comprehensive loss	143,536	285,664	538,093	590,943
Loss per share	0.00	0.01	0.01	0.02

Three months ended	November 30, 2022	August 31, 2022	May 31, 2022	February 28, 2022
	$	$	$	$
Total assets	7,586,863	7,639,985	4,554,009	4,600,323
Working capital	1,484,068	(1,756,511)	391,205	46,916
Shareholders' equity	4,213,398	3,587,423	4,321,522	4,381,504
Comprehensive loss	345,788	837,237	706,615	380,690
Loss per share	0.01	0.02	0.00	0.01

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, 2023	August 31, 2023
Working capital deficit	$ (1,397,051)	$ (2,046,018)
Deficit	$ 6,913,182	$ 6,769,646

At November 30, 2023, the Company had cash of $362,955 (2023 – $20,825) and working capital deficit of $1,397,051 (2023 – $2,046,018). The working capital deficit decreased as a result of decreased valuation of financial asset, which at November 30, 2023, were determined to be $697,105 (2023 – $1,355,240), convertible notes of $1,115,337 (2023 – $1,958,304) and warrants payable of $292,685 (2023 – $777,435). These decreases were in part offset by increased accounts payable of $671,977 (2023 – $366,304), and increased amounts due to related parties of $525,429 (2023 – $519,086), which were mostly related to outstanding exploration expenditures.

During the period ended November 30, 2023, the Company used $298,166 (2023 – $222,304) to cover its operating activities. The cash was used to cover the Company's cash operating expenses of $234,436 (2023 – $315,065), which was determined as the Company's net loss of $143,536 (2023 – $345,788) adjusted for non-cash items of $90,900 (2023 – $30,723), to decrease its amounts due to related parties by $61,022 (2023 – $98,059 increase), and to decrease accounts payables and accrued liabilities by $53,437 (2023 – $75,543). These uses of cash were in part offset by decrease in the prepaid expenses of $33,665 (2023 – $75,111), and amounts receivables of $17,064 (2023 – $4,866 increase).

Net cash provided by financing activities during the period ended November 30, 2023, was $725,667 (2023 – $333,276). Of this amount $329,100 (2023 – $Nil),was generated on issuance of shares on closing of the first tranche of the non-brokered private placement financing, and $396,567 (2023 – $327,516) were received from the Monthly Settlements with Sorbie. During the comparative period ended November 30, 2022, the Company received an additional $5,760 on exercise of options and warrants; the Company did not have similar sources of cash inflow during the three-month period ended November 30, 2023.

Net cash used in investing activities during the period ended November 30, 2023, was $85,371 (2023 – $156,687) of this amount $75,000 (2023 – $75,000) was paid to Colibri as the last cash option payment to acquire 51% of the Pilar Project, $3,199 was paid to Colibri as part of an annual payment required to gain surface and mining rights to the Pilar Project and the balance was used for exploration–related expenditures.

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 to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

The Company has sufficient funds to cover anticipated administrative expenses and continue to conduct exploration activities throughout the current fiscal year. It will continue to focus on actively exploring its mineral properties.

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 and financial liabilities from Sorbie transactions:

Transactions	Fair Market Value As at November 30, 2023	10% Share Price Increase	10% Share Price Decrease
Monthly Settlements	$ 548,901	$ 603,268	$ 495,873
April Sorbie Settlements	148,204	162,942	133,514
Warrants @$1.20	(114,621)	(150,105)	(84,170)
Warrants @$1.30	(52,641)	(69,468)	(38,323)
Warrants @$1.40	(45,400)	(60,347)	(32,784)
Warrants @$0.68	(80,023)	(95,286)	(65,644)
	$ 404,420	**$ 391,004**	**$ 408,466**

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 year ended November 30, 2023 and 2022 was as follows:

Description	November 30, 2023	November 30, 2022
Consulting fees	3,000	–
Deferred exploration expenditures	58,442	84,574
Management fees	12,000	17,000
Share-based compensation	24,326	170,155
	$97,768	**$271,729**

Related party balances

At November 30, 2023, $40,431 (2023 – $46,143) was owed to the Company's CEO and a company controlled by the CEO, including $16,574 owed for reimbursable expenditures covering office and miscellaneous travel-related expenses. During the three-month period ended November 30, 2023, the Company incurred $12,000 in management fees to the CEO (2023 - $12,000) and $3,000 in deferred exploration expenditures with a company controlled by the CEO of the company (2023 - $3,000).

At November 30, 2023, $484,998 was owed to a company controlled by a director of the Company (2023 – $160,838). During the three-month period ended November 30, 2023, the Company incurred $55,442 in deferred exploration expenditures with the company controlled by the director of the Company (2023 – $81,574).

At November 30, 2023, $Nil (2022 – $Nil) was owed to CFO of the Company. During the three-month period ended November 30, 2023, the Company incurred $3,000 in consulting fees to CFO (2023 – $3,000, which were recorded as part of management fees).

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.

Significant 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 Note 2 to the consolidated financial statements for the year ended August 31, 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, 2023		**August 31, 2023**
Financial assets at amortized cost (i)	$	480,750	$	155,684
Financial assets at fair value through profit and loss (ii)	$	697,105	$	1,355,240
Financial liabilities at amortized cost (iii)	$	1,197,406	$	885,390
Financial liabilities at fair value through profit and loss (iv)	$	1,408,022	$	2,735,739

(i) Cash and amounts receivable
(ii) Monthly Settlements resulting from Sorbie Transactions
(iii) Due to related parties, accounts payable and accrued liabilities
(iv) Sorbie Notes, and warrants payable issued to Sorbie 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, 2023.

Additional Disclosure 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, 2023 and 2022, 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, 2023 and 2022.

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	42,869,828
Stock options	3,362,500
Warrants	10,262,630
	56,494,958

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.