INTERRA COPPER CORP.

MANAGEMENT'S DISCUSSION & ANALYSIS

For the Nine Months Ended September 30, 2023

Contents

INTRODUCTION

This Management Discussion and Analysis (the "MD&A") of Interra Copper Corp.'s ("Interra" or the "Company") financial position and results of operations for the nine months ended September 30, 2023 is prepared as at November 20, 2023. This MD&A should be read in conjunction with the unaudited condensed consolidated interim financial statements of the Company and the notes relating thereto, for the nine months ended September 30, 2023. The unaudited condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All financial amounts are stated in Canadian currency unless stated otherwise. Additional information relating to the Company is filed on SEDAR at www.sedar.com.

FORWARD-LOOKING INFORMATION

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

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

DESCRIPTION OF BUSINESS

Interra was incorporated under the laws of British Columbia on August 30, 2018, for the purposes of a plan of arrangement with Chemesis International Inc., a publicly traded company.

The Company is a junior mineral exploration company engaged in the acquisition, exploration, and evaluation of natural resource properties in British Columbia, Canada and Chile. The Company currently has the Tres Marías and Zenaida mineral exploration copper projects located in Antofagasta Region of Chile, the Pitbull Copper Property located in the Tarapaca region of Chile, the Chuck Creek Property located in central British Columbia, Canada and the Thane Property located in north-central British Columbia, Canada, the details of which are set out below.

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

On March 31, 2023, the Company completed the acquisition of Alto Verde Copper Inc. ("Alto Verde") to which the Company acquired all of the issued and outstanding shares in the capital of Alto Verde. *[See Section: Acquisition of Alto Verde Copper Inc. for details.]*

The Company's principal objective is to explore and develop its properties and to identify other properties worthy of investment and exploration.

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

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

ACQUISITION OF ALTO VERDE COPPER INC.

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

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

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

As a result, the Company issued to the shareholders of Alto Verde 7,441,763 common shares (the "Consideration Shares") with a fair value of $0.80 per share on the Date of Acquisition, for an aggregate fair value of $5,953,410.

The common shares issued pursuant to the Transaction are subject to a voluntary hold period from the date of issuance pursuant to which:

i. 20% of the Consideration Shares will be released 120 days after the Date of Acquisition;
ii. 20% of the Consideration Shares will be released 240 days after the Date of Acquisition;
iii. 20% of the Consideration Shares will be released 365 days after the Date of Acquisition;
iv. 20% of the Consideration Shares will be released 456 days after the Date of Acquisition; and
v. 20% of the Consideration Shares will be released 547 days after the Date of Acquisition.

Additionally, 11,729 compensation options of Alto Verde were exchanged for 2,946 replacement warrants of the Company with fair value of $518. Each replacement warrant entitles the holder to purchase one common share of the Company at an exercise price of $1.79 per share and has an expiry date of October 23, 2023.

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

In connection with the Transaction, the Company incurred additional transaction costs of $123,457.

In addition, the Company had commitments under 11 marketing consulting agreements totaling $1,012,800 which were settled subsequent to the Date of Acquisition.

YEAR-TO-DATE CORPORATE HIGHLIGHTS

- On March 31, 2023, the Company completed the Transaction. The Company issued to the shareholders of Alto Verde 7,441,763 common shares.

- On March 31, 2023, the Company issued 5,781,722 subscription receipts at a price of $0.50 per subscription receipt for gross proceeds of $2,890,861 (the "Private Placement"). On March 31, 2023, the subscription receipts automatically converted into units of the Company. *[See Section: Outstanding Share Data for details.]*

- On September 19, 2023, the Company entered into a non-binding letter of intent ("LOI") with ArcWest Exploration Inc. (TSXV: AWX) ("ArcWest") to earn up to an 80% ownership interest in the Rip Project, a copper-molybdenum project located in central British Columbia. *[See Section: Proposed Transactions for details.]*

- On September 29, 2023, the Company completed a non-brokered private placement of 1,985,000 units at a price of $0.20 for gross proceeds of $397,000. *[See Section: Outstanding Share Data for details.]*

CHANGE IN MANAGEMENT

- On March 31, 2023, on completion of the Transaction, Christopher Buncic was appointed President, Chief Executive Officer, and Director of the Company. Jason Nickel moved from his previous role as Chief Executive Officer to Chief Operating Officer, Richard Gittleman was appointed as an Independent Director.

- On June 27, 2023, the Company appointed Mike Ciricillo, Dr. Mark Cruise, and Rich Levielle to the Board of Directors; Paul Robertson was appointed as the Company's Chief Financial Officer.

- On September 7, 2023, the Company appointed Rick Gittleman as Interim Chief Executive Officer. Christopher Buncic resigned effective September 4, 2023.

MINERAL PROPERTIES

The Company currently has the Tres Marías and Zenaida mineral exploration copper projects located in the Antofagasta Region of Chile, the Pitbull Copper Property located in the Tarapaca Region of Chile, the Chuck Creek Property located in central British Columbia, Canada and the Thane Property located in north-central British Columbia, Canada.

- **Tres Marías Copper Project**

Overview

The Tres Marías Copper Project is a prospective mid-stage exploration group of concessions covering an area of 16,050 ha and is located within the Paleocene-Lower Eocene Central Metallogenic Belt, Region of Antofagasta, at 1,600 m elevation, and with year-round access (the "Property").

Alto Verde, Minera Tres Marías Spa ("MTM") and Minera Freeport-McMoRan South America Limitada ("MFMSA") entered into a mining concession purchase and sale agreement dated September 23, 2021 (the "Tres Marías Agreement") for an aggregate purchase price of US$250,000. The Tres Marías Copper Project consists of 58 mining concessions located in the Region of Antofagasta, Commune of María Elena, Province of Tocopilla, Chile.
Pursuant to the amended terms and conditions of the Tres Marías Agreement, the Company has an obligation to spend US$5,000,000 in qualifying exploration expenditures no later than October 20, 2026, including a minimum of US$400,000 of drilling and ancillary expenditures by December 31, 2023 (the "Tres Marías Exploration Commitment"). Upon satisfying the Tres Marías Exploration Commitment, MFMSA will have a Repurchase Right and option to:

(i) acquire a 51% interest in MTM's share capital for US$12.5 million, or [(1)]
(ii) acquire a 49% interest in MTM's share capital for US$250, or [(1)]
(iii) not acquire any interest in MTM.

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(1) collectively the "TM Purchase Option".

If MFMSA exercises the TM Purchase Option to acquire a 51% interest in MTM's share capital, the Company will be granted a 0.5% Net Smelter Return ("NSR") over the Tres Marías Property.

If MFMSA exercises the Purchase Option to acquire a 49% interest in MTM's share capital, MFMSA will be granted a 1.0% NSR royalty over the Tres Marías Property.

IF MFMSA elects not acquire any interest in MTM, MFMSA will be granted a 1.0% NSR royalty over the Tres Marías Property.

On May 29, 2023, the Company signed an amendment to the agreement with MFMSA for the purchase and sale of the Tres Marías mining claims that provided for an extension of the Exploration Period by an additional two years to September 23, 2026 as well as other terms and conditions.

Historical Exploration

There is visible hydrothermal alteration in the outcrops that, based on geological mapping, corresponds to continental clastic sedimentary rocks of the Jurassic Quehuita Formation. FCX completed 2,800 m of drilling in 2015 and 2018, performed in the eastern portion of the Property, including 6 diamond drill holes (DDH) and 1,000 metres in 2 reverse circulation ("RC") drill holes, and there remains much to be followed up on. Highlights from these historical drill holes include TMD-15-02 with 2.4 metres of 3.10% Cu and 19 ppm Ag, and TMRC-18-01 with 4.0 metres of 4.50% Cu and 121.5 ppm Ag. Drilling indicated anomalous polymetallic zinc, silver, and lead. The central and western-most part of the Property have not been fully assessed despite hosting second priority geophysical targets, suggesting good potential for copper porphyry discovery. Reprocessing and 3D inversion of historical ZTEM airborne geophysical survey, recent completion of a UAV (Drone) MAG survey, and surface IP survey has highlighted three notable targets across the Property. The data from these studies has formed the basis for the upcoming drilling campaign.

2023 Exploration Activities

On April 17, 2023, the Company announced its 2023 exploration plans at the Tres Marías Copper Project. The planned exploration program consists of 10,500 metres of reverse circulation drilling across three target areas within the 16,080 ha of contiguous concessions.

The planned exploration program will be completed in a phased approach, with the first phase of the program comprising of approximately 2,100 metres of RC drilling in Tres Marías East. The initial planned drill holes are aimed at testing different geophysical combinations from the ZTEM reprocessing, UAV MAG survey, and IP/Resistivity survey, as well as the geological model due to their proximity to the Guacate Fault, which has likely imparted some structural control on mineralization.

The Company completed Phase 1 of its drilling program at Tres Marías, which included six (6) RC holes totalling 1,896 metres drilled during the third quarter. Samples were sent to ALS Global in Santiago, Chile for analysis. The initial phase of drilling did not intersect substantial economic copper mineralization; however, the assays highlighted several important anomalies in the six-hole program. Two of the six drill holes returned some localized anomalous concentrations and three of the drill holes did not return any significant value but were elevated in zinc over the entire length of each hole (refer to the Company's news release dated September 8, 2023 for further details).

Outlook

The Company still believes that the Tres Marías Copper Project has technical merit and warrants further technical investigation once it has secured sufficient funding to continue with up to 8,000 metres of additional drilling as per the initial exploration plan. Given that the Company has satisfied the minimum exploration expenditures requirement of US$400,000 in 2023, it has until October 2026 to spend the remaining exploration expenditure commitment (minimum of US$5 million) under the Tres Marías acquisition terms.

- **Pitbull Copper Project**

Overview

The Company entered into a mining concession purchase and sale agreement dated September 23, 2021 (the "Pitbull/Zenaida Agreement") for an aggregate purchase price of US$266,667. The Pitbull Copper Property consists of seven mining concessions located in the Tarapaca Region, El Tamarugal Province, District of Pica, Chile. The Zenaida Copper Property consist of six mining concession located in the Antofagasta Region, El Loa Province, District of Calama, Chile.

Pursuant to the terms of the Pitbull/Zenaida Agreement, the parties entered into an NSR royalty agreement granting a 1.0% NSR in favour of MMFSA from any minerals derived from each of the Pitbull Property and Zenaida Property.

Historical Exploration

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

Outlook

The Company believes that the Pitbull Copper Project has technical merit and warrant technical investigation and plans to conduct an early-stage exploration program in early 2024, subject to funding.

- **Zenaida**

Overview

The Company entered into a mining concession purchase and sale agreement dated September 23, 2021 (the "Pitbull/Zenaida Agreement") for an aggregate purchase price of US$266,667. The Pitbull Copper Property consists of seven mining concessions located in the Tarapaca Region, El Tamarugal Province, District of Pica, Chile. The Zenaida Copper Property consist of six mining concession located in the Antofagasta Region, El Loa Province, District of Calama, Chile.

Pursuant to the terms of the Pitbull/Zenaida Agreement, the parties entered into an NSR royalty agreement granting a 1.0% NSR in favour of MMFSA from any minerals derived from each of the Pitbull Property and Zenaida Property.

Historical Exploration

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

Outlook

The Company believes that the Zenaida Copper Project has technical merit and warrant technical investigation and plans to conduct an early-stage exploration program in early 2024, subject to funding.

- **Chuck Creek Copper-Gold Property**

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

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

- Within 5 days of the CCP Effective Date	$10,000 cash (paid) 35,000 common shares (issued).
- The Earliest of: the Company's next equity financing, or 12 months from the CPP Effective Date	$20,000 cash (paid)

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

- **Thane Copper-Gold Property**

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

Historical Exploration

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

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

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

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

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

Outlook

The Company believes that this project has technical merit and warrants further technical investigation but has no immediate plans to do so.

QUALIFIED PERSON

The scientific and technical information contained in this MD&A has been reviewed and approved by Dr. Scott Jobin-Bevans (P.Geo., PhD, PMP), Principal Geoscientist and Managing Director at Caracle Creek Chile SpA and an independent consultant and Qualified Person as defined in National Instrument 43-101 *Standards of Disclosure for Mineral Projects*.

SUMMARY OF QUARTERLY INFORMATION

	Three months ended			
	September 30, 2023 $	**June 30, 2023 $**	**March 31, 2023 $**	**December 31, 2022 $**
Interest income	-	-	13,275	-
Net loss	(539,574)	(608,633)	(215,858)	(74,136)
Comprehensive loss	(676,574)	(634,328)	(215,858)	(74,136)
Basic and diluted loss per share	(0.02)	(0.04)	(0.02)	(0.01)

	Three months ended			
	September 30, 2022 $	**June 30, 2022 $**	**March 31, 2022 $**	**December 31, 2021 $**
Interest income	-	-	-	-
Net loss	(68,786)	(37,848)	(180,205)	93,476
Comprehensive income (loss)	(68,786)	(37,848)	(180,205)	93,476
Basic and diluted earnings (loss) per share	(0.01)	(0.00)	(0.02)	0.01

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

SELECTED INFORMATION

	For the nine months ended		
	September 30, 2023 $	**September 30, 2022 $**	**September 30, 2021 $**
Operating expenses	1,396,705	286,839	1,429,874
Interest and miscellaneous income	13,285	-	-
Net loss for the period	(1,364,065)	(286,839)	(1,747,488)
Comprehensive loss for the period	(1,526,760)	(286,839)	(1,747,488)
Basic and diluted loss per share:	(0.08)	(0.03)	(0.23)

As at	**September 30, 2023 $**	**December 31, 2022 $**	**December 31, 2023 $**
Working capital	498,512	50,192	581,693
Total assets	14,684,847	6,082,805	6,524,768
Total liabilities	483,479	41,066	100,810
Share capital	16,023,638	7,616,158	7,487,958
Accumulated deficit	(7,146,305)	(5,782,240)	(5,421,265)

The fluctuation in operating expenses and corporate costs is attributable to variations in various expense items, such consulting fees, management and directors' fees, marketing expenses, professional fees, shareholder information and investor relations and transfer agent, regulatory and filing fees, which occur due to the administrative, exploration and fund-raising activities occurring during a particular period and to the availability of funds in those periods to pay for those activities. There is no seasonality to these variations, nor are they indicative of any trend. As the Company became more active and undertook acquisitions during the nine months ended September 30, 2023, the related expenditures and total assets increased compared to prior periods.

RESULTS OF OPERATIONS

For the three months ended September 30, 2023 compared with the three months ended September 30, 2022

During the three months ended September 30, 2023, the Company incurred a net loss of $539,574 representing an increase of $470,788 compared to $68,786 during the three months ended September 30, 2022.

The increase in net loss during the three months ended September 30, 2023, is primarily due to the increase in marketing expenses, share-based payments, management and professional fees.

Marketing expenses were $279,807 during the three months ended September 30, 2023 versus $nil during the three months ended September 30, 2022. In connection with the Transaction, the Company had commitments under various marketing consulting agreements, which are aimed to increase the market awareness of the new Chilean mineral properties acquired, totaling $1,012,800. These amounts are amortized throughout the service period. During the three months ended September 30, 2023, the Company amortized and recognized $275,844 as marketing expenses.

Share-based payments were $85,334 during the three months ended September 30, 2023 compared to a recovery of $35,143 during the three months ended September 30, 2022. Share-based payments are mainly related to recognizing the fair value of the options granted during the vesting period. Previous recognized share-based payments of the forfeited options are reversed as a recovery at the date of forfeiture. During the three months ended September 30, 2023, the Company granted 2,4000,000 options to certain directors, officers, and consultants. No stock options were granted during the three months ended September 30, 2022.

Management and directors' fees were $92,398 during the three months ended September 30, 2023, an increase of $47,951, compared to $44,447 during the three months ended September 30, 2022. Management and directors' fees were primarily related to management fees paid to the Company's CEO, CFO and directors' fees paid to the Company's directors. In connection with the Transaction and subsequently, as discussed in the section "Change in Management", the Company appointed Mr. Buncic as the new CEO, Mr. Robertson as the new CFO, and Mr. Nickel as COO. As a result of the change, the Company incurred additional management fees. *[See Section: Related Party Transactions and Balances for details.]*

Professional fees were $57,257 during the three months ended September 30, 2023, an increase of $40,908, compared to $16,349 during the three months ended September 30, 2022. Professional fees were primarily associated with the expenses incurred by the Company's corporate secretary and legal counsel for general corporate matters. The increase in professional fees is mainly due to the increase in business activities during the three months ended September 30, 2023. *[See Section: Related Party Transactions and Balances for details of the fees incurred by the Company's Corporate Secretary.]*

For the nine months ended September 30, 2023 compared with the nine months ended September 30, 2022

During the nine months ended September 30, 2023, the Company incurred a net loss of $1,364,065 an increase of $1,077,226 compared to $286,839 during the nine months ended September 30, 2022.

The increase in net loss during the nine months ended September 30, 2023, is primarily due to the increase in marketing expenses, share-based payments, management and professional fees.

Marketing expenses were $641,136 during the three months ended September 30, 2023, an increase of $572,220, compared to $68,916 during the nine months ended September 30, 2022. In connection with the Transaction, the Company had commitments under various marketing consulting agreements, which are aimed to increase the market awareness of the new Chilean mineral properties acquired, totaling $1,012,800. These amounts are amortized throughout the service period. During the nine months ended September 30, 2023, the Company amortized and recognized $637,613 as marketing expenses.

Share-based payments were $219,371 during the nine months ended September 30, 2023 compared to a recovery of $149,444 during the nine months ended September 30, 2022. Share-based payments are mainly related to recognizing the fair value of the options granted during the vesting period. Previous recognized share-based payments of the forfeited options are reversed as a recovery at the date of forfeiture. During the nine months ended September 30, 2023, the Company granted 2,865,000 options to certain directors, officers, and consultants. No stock options were granted during the three months ended September 30, 2022; however, 597,222 stock options were forfeited.

Management and directors' fees were $253,024 during the nine months ended September 30, 2023, an increase of $98,694, compared to $154,330 during the nine months ended September 30, 2022. Management and directors' fees were primarily related to management fees paid to the Company's CEO, CFO and directors' fees paid to the Company's directors. In connection with the Transaction and subsequently, as discussed in the section "Change in Management", the Company appointed Mr. Buncic as the new CEO, Mr. Robertson as the new CFO, and Mr. Nickel as COO. As a result of the change, the Company incurred additional management fees. *[See Section: Related Party Transactions and Balances for details.]*

LIQUIDITY AND CAPITAL RESOURCES

Working capital and cashflow

As at September 30, 2023, the Company had a working capital of $498,512 (December 31, 2022 - $50,192), which included cash of $525,577 (December 31, 2022 - $58,252).

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

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

Operating activities

Cash used in operating activities comprises primarily of cash spent on administrative overhead costs to support exploration and evaluation activities. During the nine months ended September 30, 2023, the Company used $1,756,188 of cash in operating activities compared to $345,281 in the prior year comparable period. The increase was mainly due to increase in net loss and decrease in non-cash working capital for the nine months ended September 30, 2023

Investing activities

During the nine months ended September 30, 2023, the Company used $952,003 of cash due to the exploration and evaluation expenditures incurred primarily on the Tres Marías Copper project in Chile. The Company also paid $94,198 in connection with the Transaction.

Financing activities

During the nine months ended September 30, 2023, the Company received $3,176,153 due to proceeds from private placements.

OUTSTANDING SHARE DATA

As of September 30, 2023, the Company had 24,330,600 common shares issued and outstanding (December 31, 2022 – 8,643,424) with a value of $16,023,638 (December 31, 2022 – $7,616,158).

During the nine months ended September 30, 2023

- The Company issued 7,441,763 Consideration Shares with fair value of $5,953,410 for the Transaction. In connection with the Transaction, the Company issued 427,171 common shares with a fair value of $336,937 pursuant to the finder's fee agreement. In addition, the Company incurred $20,068 share issuance costs.

- In connection with the Transaction, prior to closing, the Company issued 5,781,722 subscription receipts at a price of $0.50 per subscription receipt for gross proceeds of $2,890,861 (the "Private Placement"). On March 31, 2023, the subscription receipts automatically converted into units of the Company. Each unit comprised one common share and one-half share purchase warrant. Each whole warrant entitles its holder to purchase one additional common share at an exercise price of $0.75 at any time prior to March 31, 2026. The warrants are subject to an acceleration provision allowing the Company to accelerate the expiration date with a thirty-day notice period to warrant-holders in the event the common shares trade on the CSE for ten consecutive days at $1.25 or higher.

- In connection with the Private Placement, the Company paid finder's fees of $91,640 and issued 57,520 common shares with fair value of $46,016 and 240,800 finder's warrants (the "Finder's Warrants") with fair value of $136,923 (collectively the "Finder's Fees"). The Finders' Fees of $274,579 were recorded as share issuance costs. Each Finder's Warrant entitles its holder to purchase one additional common share at an exercise price of $0.75 at any time prior to March 31, 2026.

- On March 31, 2023, the Company granted 465,000 stock options with an exercise price of $0.80 to certain directors, officers, and consultants of the Company. The options are exercisable for a period of five years. One-fourth vest on date of grant and one-fourth will vest every six months thereafter.

- On September 25, 2023, the Company granted 2,400,000 stock options with an exercise price of $0.25 to certain directors, officers, and consultants of the Company. The options are exercisable for a period of five years. One-fourth vest on date of grant and one-fourth will vest every anniversary thereafter.

- On September 29, 2023, the Company completed a non-brokered private placement of 1,985,000 units at a price of $0.20 for gross proceeds of $397,000. Each unit consists of one common share and one common share purchase warrant. Each whole warrant entitles its holder to purchase one additional common share at an exercise price of $0.25 at any time prior to September 29, 2026.

- 1,734,061 warrants expired unexercised.

Subsequent to September 30, 2023

- 117,946 warrants expired unexercised.

As at the date of this MD&A, the Company had the following common shares, options and warrants issued and outstanding:

- 24,330,600 common shares;
- 5,116,661 warrants with exercise prices ranging from $0.25 to $0.75; and
- 2,683,333 stock options with exercise prices ranging from $0.80 to $2.70.

RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel include persons having the 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 executive and non-executive members of the Company's Board of Directors and corporate officers.

The following table discloses the total compensation incurred to the Company's key management personnel during the nine months ended September 30, 2023 and 2022:

	For the nine months ended	
	September 30, 2023	**September 30, 2022**
	$	**$**
Rick Gittleman, President and Interim CEO (1)		
Management fees	12,500	-
Share-based payments	17,965	-
	30,465	**-**
Paul Robertson, CFO (2)		
Management fees	29,900	-
Share-based payments	4,491	-
	34,391	**-**
Jason Nickel, COO, Director and Former CEO (3)		
Management fees	56,125	45,905
Share-based payments (recovery)	56,416	(19,553)
	112,541	**26,352**
Dr. Thomas Hawkins, Former VP of Exploration and Director		
Director fees	1,933	2,258
Consulting fees	2,000	-
Share-based payments	14,325	-
	18,258	**2,258**
Mike Ciricillo, Director		
Share-based payments	10,105	-
	10,105	**-**
Dr. Mark Cruise, Director		
Share-based payments	10,105	-
	10,105	**-**
Rick Leveille, Director		
Share-based payments	10,105	-
	10,105	**-**
Chris Buncic, CEO, President and Director		
Management fees	83,333	-
	83,333	**-**

	For the nine months ended	
	September 30, 2023	September 30, 2022
	$	$
Oliver Foeste, Former CFO (4)		
Management fees	60,325	51,327
Share-based payments (recovery)	7,207	(19,553)
	67,532	**31,774**
David McAdam, Former Director (5)		
Director fees	5,042	8,840
Consulting fees	8,500	-
Share-based payments (recovery)	28,824	(19,553)
	42,366	**(10,713)**
Scott Young, Former Director		
Director fees	3,866	2,258
Share-based payments	27,384	-
	31,250	**2,258**
Janet Francis, Former Corporate Secretary (6)		
Professional fees	14,710	-
Management fees	-	27,000
	14,710	**27,000**
Christopher Naas, Former COO (7)		
Management fees	-	2,000
Exploration expenditures	-	58,027
General and administrative expenses	-	1,122
Share-based payments (recovery)	-	(16,013)
	-	**45,136**
David McMillan, Former Director		
Director fees	-	768
Share-based payments (recovery)	-	(17,006)
	-	**(16,238)**
Gordon Neal, Former Director		
Director fees	-	3,872
Share-based payments (recovery)	-	(16,188)
	-	**(12,316)**
Greg Hawkins, Former Director		
Director fees	-	5,051
	-	**5,051**
Samir Patel, Former Director		
Director fees	-	5,051
	-	**5,051**
TOTAL	**465,161**	**105,613**

1) Paid and/or payable to RMG Minerals LLC which is controlled by Mr. Rick Gittleman.
2) Paid and/or payable to Quantum Advisory Partners LLP, an accounting firm in which Mr. Paul Robertson is an incorporated partner.
3) Paid and/or payable to JWolf Capital Corp. which is controlled by Mr. Jason Nickel.
4) Paid and/or payable to Invictus Accounting Group LLP which is controlled by Mr. Oliver Foeste.
5) Paid and/or payable to First Line Consultants Ltd. which is controlled by Mr. David McAdam.
6) Paid and/or payable to Keystone Corporate Services Inc. which is controlled by Ms. Janet Francis.
7) Paid and/or payable to CSN Enterprises Ltd. which is controlled by Christopher Naas.

As at September 30, 2023, $50,907 (December 31, 2022 – $nil) was included in accounts payable and accrued liabilities for amounts due to related parties. The amounts due are unsecured, due on demand and are non-interest bearing.

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

OFF-BALANCE SHEET ARRANGEMENTS

As of September 30, 2023, and the date of this MD&A, the Company did not have any off-balance sheet financing arrangements.

PROPOSED TRANSACTIONS

On September 19, 2023, the Company entered into a non-binding LOI with ArcWest to earn up to an 80% ownership interest in the Rip Project, a copper-molybdenum project located in central British Columbia.

Under the terms of the LOI, the Company has a two-stage option to earn up to an 80% ownership interest in the Rip Project.

During the first stage (the "First Tier Earn-In"), the Company may earn up to a 60% ownership interest in the Rip Project by:

- Incur exploration expenditures of $2,000,000 (the "First Tier Earn-in Expenditures") as follows:

	First Tier Earn-in Expenditures ($)
By December 31, 2024	300,000 (1)(2)
By December 31, 2025	500,000
By December 31, 2026	500,000
By December 31, 2027	700,000

(1) A minimum of $25,000 is required to be incurred by December 31, 2023.
(2) The $300,000 is a mandatory expenditure.

- Make a total cash payment of $100,000 and issue 1,050,000 common shares of the Company (collectively the "First Tier Payments") as follows:

	Cash ($)	**Common Shares (#)**
By December 31, 2024	25,000	125,000
By December 31, 2025	25,000	175,000
By December 31, 2026	25,000	250,000
By December 31, 2027	25,000	300,000

During the second stage (the "Second Tier Earn-In"), the Company may acquire an additional 20% ownership interest in the Rip Project by incurring $2,00,000 exploration expenditures (the "Second Tier Earn-In Expenditures") from January 1, 2028, to December 31, 2031 (the "Second Tier Earn-In Period").

During the Second Tier Earn-In Period, the Company is required to make an annual payment of $250,000 (the "Second Tier Cash Payments") to ArcWest.

The Company has the option to extend the Second Tier Earn-In Period for three years (the "Extended Second Tier Earn-In Period"). In any event, if the Company exercises this option, the Company is required to pay ArcWest an additional $100,000 per year during the Extended Second Tier Earn-In Period.

The proposed transaction is subject to receipt of all necessary regulatory approvals including approval of the TSX Venture Exchange.

CRITICAL ACCOUNTING ESTIMATES

The financial statements, including comparatives, have been prepared using accounting policies consistent with IFRS issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, the financial statements have been prepared using the accrual basis of accounting except for cash flow information.

NEW ACCOUNTING STANDARDS

There were no new or amended IFRS pronouncements effective January 1, 2023 that impacted the Company's unaudited condensed consolidated interim financial statements for the nine months ended September 30, 2023.

COMMITMENTS

The Company does not have any significant commitments except for the mineral property commitments noted above under Mineral Properties.

CONTINGENCIES

The Company's exploration activities are subject to various federal, provincial and international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

The Company is, from time to time, involved in various claims, legal proceedings and complaints arising in the ordinary course of business. The Company does not believe that adverse decisions in any pending or threatened proceedings related to any matter, or any amount which it may be required to pay damages in any form by reason thereof, will have a material effect on the financial condition or future results of operations of the Company.

FINANCIAL INSTRUMENTS

In the normal course of business, the Company is inherently exposed to certain financial risks, including market risk, credit risk and liquidity risk, through the use of financial instruments. The timeframe and manner in which the Company manages these risks varies based upon management's assessment of the risk and available alternatives for mitigating the risk. The Company does not acquire or issue derivative financial instruments for trading or speculative purposes. All transactions undertaken are to support the Company's operations. These financial risks and the Company's exposure to these risks are provided in various tables in note 11 of our unaudited financial statements for the nine months ended September 30, 2023. For a discussion on the significant assumptions made in determining the fair value of financial instruments, refer also to note 3 of the consolidated financial statements for the year ended December 31, 2022.

RISKS AND UNCERTAINTIES

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic; the Company has not been significantly impacted by the spread of COVID-19. However, the ongoing COVID-19 pandemic, inflationary pressures, rising interest rates, the global financial climate and the conflict in Ukraine are affecting current economic conditions and increasing economic uncertainty, which may impact the Company's operating performance, financial position and the Company's ability to raise funds at this time.

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

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

ADDITONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning the Company exploration and evaluation assets and costs is provided in the Company's unaudited condensed consolidated interim financial statements for the nine months ended September 30, 2023 (note 5) and annual consolidated financial statements for the year ended December 31, 2022 (note 5), which are available on SEDAR at www.sedar.com.