Minas Metals Ltd.
Management Discussion and Analysis
For the Three Months Ended April 30, 2024 and 2023

This management's discussion and analysis ("MD&A") is management's interpretation of the financial condition and results of operations of Minas Metals Ltd. (the "Company" or "Minas Metals") for the three months ended April 30, 2024 and 2023.

This MD&A should be read in conjunction with the condensed consolidated interim financial statements for the three months ended April 30, 2024 and the audited financial statements for the year ended January 31, 2024, prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). This MD&A complements and supplements, but does not form part of, the Company's financial statements.

This MD&A contains forward-looking statements. Statements regarding the adequacy of cash resources to carry out the Company's exploration programs or the need for future financing are forward-looking statements. All forward-looking statements, including those not specifically identified herein, are made subject to cautionary language included in this MD&A. Readers are advised to refer to the cautionary language when reading any forward-looking statements.

All dollar amounts contained herein are expressed in Canadian dollars unless otherwise indicated. This MD&A has been prepared as of July 2, 2024.

BUSINESS OVERVIEW AND OPERATIONS

Minas Metals Ltd. is a junior mining company that is engaged in the acquisition and planned exploration of mineral properties. The Company's registered office is located at 885 West Georgia Street, Vancouver, BC, V6C 3E8. On October 16, 2023, the Company changed its name to "Minas Metals Ltd.", trading under the new symbol MINA.

The Company's ability to continue its operations is dependent on its success in raising equity through share issuances, suitable debt financing and/or other financing arrangements. While the Company has been successful in raising equity in the past, there can be no guarantee that it will be able to raise sufficient funds to fund its activities and general and administrative costs in the future. Many factors influence the Company's ability to raise funds, including the health of the capital market, the climate for mineral exploration investment and the Company's track record. Actual funding requirements may vary from those planned due to a number of factors, including the acquisition of new projects. There is no guarantee that the Company will be able to secure additional financings in the future at terms that are favourable, or at all.

EXPLORATION AND EVALUATION ASSET

	Butte Projects	Cracker Creek	Total
Acquisition Costs			
Balance, January 31, 2023	$ -	$ 766,414	$ 766,414
Additions	805,157	269,972	1,075,129
Impairment	(805,157)	-	(805,157)
Balance, January 31, 2024	-	1,036,386	1,036,386
Additions	-	-	-
Balance, April 30, 2024	$ -	$ 1,036,386	$ 1,036,386
Deferred Exploration Costs			
Balance, January 31, 2023	$ -	$ 2,043,143	$ 2,043,143
Consulting	-	146,977	146,977
Land maintenance	140,189	36,095	176,284
Geophysics	-	24,704	24,704
Other	-	24,531	24,531
Impairment	(140,189)	(2,089,581)	(2,229,770)
Balance, January 31, 2024	-	185,869	185,869
Consulting	-	2,653	2,653
Land maintenance	-	199	199
Geophysics	-	136	136
Other	-	503	503
Balance, April 30, 2024	$ -	$ 189,360	$ 189,360
Total			
Balance, January 31, 2024	$ -	$ 1,222,255	$ 1,222,255
Balance, April 30, 2024	$ -	$ 1,225,746	$ 1,225,746

Cracker Creek Gold Property, Oregon, USA

On November 9, 2020, 226 entered into an Exploration and Purchase Option Agreement (the "Option Agreement") with Cracker Creek Gold Corporation ("Cracker Creek"), whereby 226 has the option (the "Option") to acquire an undivided 100% legal and beneficial right, title and interest in and to the Cracker Creek Gold Property (the "Property") located in Bourne, Oregon, USA for a total purchase price of US$3,200,000 (the "Purchase Price"). The Option Agreement was amended on July 24, 2023, which included the assignment of the Option Agreement from 226 to Elkhorn.

To maintain the Option Agreement in good standing, 226 must:

i) Pay US$100,000 in cash upon signing (paid $131,503 during the period ended January 31, 2021);
ii) Make 5 cash payments of US$60,000 every six months after the effective date ($159,516 paid during the year ended January 31, 2023; $149,017 paid during the year ended January 31, 2022, $82,414 paid during the year ended January 31, 2024. This obligation has been satisfied);
iii) Pay US$100,000 on or before the earlier of: (i) the date which is 5 business days following completion of an equity financing for gross proceeds of at least US$2,000,000; or (ii) November 9, 2023 (included $133,970 in accrued liabilities at April 30, 2024);
iv) Issue shares with a value of US$100,000, issuable at the deemed price, upon or before the earlier of: (1) the successful completion of a drill program at the Property or at least 4,000 meters or (2) April 30, 2024;
v) Pay US$150,000 and shares with a value of US$50,000 issuable at the deemed price, on or before June 30, 2024;
vi) Pay US$175,000 and shares with a value of US$75,000 issuable at the deemed price, on or before June 30, 2025; and
vii) Pay US$190,000 and shares with a value of US$100,000 issuable at the deemed price, on or before June 30, 2026.

If the Option Agreement has been maintained in good standing, 226 may exercise its option to purchase the Property at any time after the signing date as follows:

i) On or before June 30, 2027, deliver notice to Cracker Creek of 226's decision to exercise the Option (the "Exercise Notice");
ii) Perform certain closing requirements including payment in full of the remaining balance of the Purchase Price.

The Property is subject to a 2.5% net smelter returns ("NSR") royalty held by Cracker Creek.

On November 21, 2020, 226 entered into a Services Agreement (the "Services Agreement") with Minefinders LLC ("Minefinders") for services provided by Minefinders related to the signing of the Option Agreement with Cracker Creek. As consideration for services rendered, 226 agreed to make certain payments to Minefinders and to grant to Minefinders a 0.5% NSR royalty (the "Minefinders NSR") at the commencement of commercial production at the Property. 226 shall have the option (the "Royalty Option") to purchase the Minefinders NSR at any time within two years of signing the Services Agreement for US$500,000.

The payments for services rendered shall be made by 226 as follows:

i) US$40,000 in cash upon signing (paid $68,797 during the period ended January 31, 2021);
ii) US$40,000 every six months after the signing date until the earlier of (i) the date that 226 exercises its Option as provided under the Option Agreement, (ii) the date that the Option Agreement is terminated according to its terms and (iii) May 1, 2024 (paid $53,288 during the period ended January 31, 2021, $98,703 during the year ended January 31, 2022, $105,590 paid during the year ended January 31, 2023 and $54,984 included in accrued liabilities at April 30, 2024);
iii) Unless the Royalty Option has been exercised by 226, US$500,000 on the date that commercial production is achieved; and
iv) Unless the Royalty Option has been exercised by 226, US$500,000 on the date that is 12 months from the date that commercial production is achieved.

During the year ended January 31, 2024, the Company determined that the current economic conditions surrounding the Cracker Creek property deemed it appropriate to carry out an impairment assessment as to whether the carrying amount of the property exceeded its recoverable amount. Indicators of impairment were identified, and the recoverable amount was determined to be $1,222,255, with an impairment expense of $2,089,581 being recognized related to the property. The recoverable amount was based on the estimated fair value less cost of disposal.

Iron Butte Project, Lander County, Nevada, USA

On May 10, 2023, the Company entered into a definitive assignment and assumption agreement (the "Definitive Agreement"), with Aero Energy Ltd. (formerly Angold Resources Ltd.) ("Aero") to obtain the legal rights and obligations of the Iron Butte Project ('Iron Butte"). In consideration for the assignment, the Company issued 5,000,000 common shares with a fair value of $65,393 to Aero, and assumed all obligations of the Iron Butte project with respect to the option agreement. Following completion of the assignment, Minas Metals will hold the rights to acquire the Iron Butte Project pursuant to the option agreement, in consideration for completing the following cash payments and share issuances:

i) US$150,000 in cash and US$45,000 in common shares on the date of or before December 21, 2023 ($268,047 included in accrued liabilities at April 30, 2024);
ii) US$200,000 in cash and US$63,000 in common shares on the date of or before December 21, 2024;
iii) US$300,000 in cash and US$90,000 in common shares on the date of or before December 21, 2025; and
iv) US$500,000 in cash on the date of or before December 21, 2026.

As part of the Agreement, the Company is obliged to pay US$30,000 in cash to Grandview Exploration LLC as part of the management fee relating to the period May 1 to December 31, 2022, payable on the date of or before December 26, 2023. On January 21, 2024, the Company received written notice of termination of the Iron Butte option agreement due to default for failure to fulfil the obligations to pay cash and issue shares. At April 30, 2024, included in accrued liabilities is $41,238 for this obligation.

As at April 30, 2024, the Company had deposits of $50,327 (January 31, 2024 - $49,049) for bond payments related to the Iron Butte property.

Hope Butte Project, Malheur County, Oregon

On May 10, 2023, the Company entered into a Definitive Agreement, with Aero to obtain the legal rights and obligations of the Hope Butte Project (‘Hope Butte”). In consideration for the assignment, the Company issued 5,000,000 common shares with a fair value of $65,394 to Aero, and to assume all obligations of the Hope Butte project with respect to the option agreement. Following completion of the assignment, Minas Metals will hold the rights to acquire the Hope Butte Project pursuant to the option agreement, in consideration for completing the following cash payments and share issuances:

i) US$75,000 in cash and US$50,000 in common shares on the date of or before October 12, 2023; (as at April 30, 2024, $171,825 is included in accrued liabilities;
ii) US$150,000 in cash and US$75,000 in common shares on the date of or before October 12, 2024;
iii) US$200,000 in cash on the date of or before October 12, 2025; and
iv) US$250,000 in cash on the date of or before October 12, 2026.

On January 21, 2024, the Company received written notice of termination of the Hope Butte option agreement due to default for failure to fulfil the obligations to pay cash and issue shares on the due dates noted above. During the year ended January 31, 2024, the Company began the process of terminating the Butte Properties agreements, after the Company was in default for obligations relating to the Definitive Agreement with Aero. As a result, the Company recognized an impairment loss of $945,346 for the properties in order to adjust their carrying values to their recoverable amounts of $Nil.

FINANCIAL REVIEW

Results of operations for the three months ended April 30, 2024 and 2023

The Company incurred a net and comprehensive loss of $196,295 for the three months ended April 30,2024 compared to $113,247 for the three months ended April 30, 2023. The increase in net loss and total comprehensive loss was primarily driven by increases in management fees incurred by directors and officers of the Company, an increase in stock-based compensation in the current period relating to increased vesting of stock options and RSU’s, as well as marketing fees incurred in the current period which were not incurred in the previous period.

	Three months ended April 30, 2024	Three months ended April 30, 2023
Foreign exchange loss (gain)	21,440	264
General and administrative costs	48,147	56,241
Management fees	63,000	18,000
Marketing fees	29,899	-
Professional fees	4,475	22,044
Stock-based compensation	24,952	13,931
Transfer agent, regulatory and listing fees	4,382	2,767
Net and comprehensive loss	$ 196,295	$ 113,247

The following table provides a summary of financial data for the Company for the previous eight quarters:

	Quarter ended	**Revenue**	**Loss before other income and expenses**	**Total comprehensive loss**	**Basic and diluted income (loss) per common share**
Q1/25	April 30, 2024	$ -	$ (196,295)	$ (196,295)	$ (0.00)
Q4/24	January 31, 2024	$ -	$ (3,346,798)	$ (3,346,798)	$ (0.05)
Q3/24	October 31, 2023	$ -	$ (460,705)	$ (460,705)	$ (0.01)
Q2/24	July 31, 2023	$ -	$ (292,304)	$ (292,304)	$ (0.01)
Q1/24	April 30, 2023	$ -	$ (113,247)	$ (113,247)	$ (0.00)
Q4/23	January 31, 2023	$ -	$ (62,736)	$ (62,736)	$ (0.00)
Q3/23	October 31, 2022	$ -	$ (137,933)	$ (137,933)	$ (0.00)
Q2/23	July 31, 2022	$ -	$ (155,984)	$ (155,984)	$ (0.00)

LIQUIDITY AND CAPITAL RESOURCES

These financial statements have been prepared on a going concern basis, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and settle its liabilities in the normal course of business. At April 30, 2024, the Company had cash of $2,166 and its current liabilities exceed its current assets by $1,392,650. The Company currently has no active business and is not generating any revenues. It has incurred losses since inception and had an accumulated deficit of $6,702,382 as at April 30, 2024. Whether and when the Company can obtain profitability and positive cash flows from operations is uncertain. These uncertainties may cast significant doubt on the ability of the Company to continue as a going concern.

On May 25, 2023, the Company entered into a promissory note loan agreement with TY & Sons Investments Inc. ("TY & Sons"), where an advance of $100,000 was made upon the execution of the promissory note. On July 21, 2023, a further $50,000 was advanced to the Company within the same promissory note agreement. Under the terms of the agreement, $2,342 of interest expense was incurred up the date of settlement. On August 9, 2023, the Company settled the outstanding indebtedness of $150,000 promissory note through the issuance of 1,500,000 units at a fair value of $0.10 per unit.

On August 9, 2023, the Company closed a non-brokered private placement which issued 3,950,000 units at a price of $0.10 per unit for gross proceeds of $395,000. Each unit consists of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to purchase an additional common share at a price of $0.16 until August 9, 2025.

On September 20, 2023, 100,000 stock options from the May 10, 2023 grant were exercised at a price of $0.06 each for gross proceeds of $6,000 resulting in the issuance of 100,000 common shares.

On September 21, 2023, the Company entered into another promissory note loan agreement with TY & Sons, where an advance of $50,000 was made upon the execution of the promissory note. Under the terms of the agreement, $3,041 of interest expense was incurred up to April 30, 2024. On the same date, the Company entered into a similar promissory note loan agreement with Carrera Capital International Ltd. ("Carrera Capital"), where an advance of $50,000 was made upon the execution of the promissory note. Under the terms of the agreement, $3,041 of interest expense was incurred up to April 30, 2024.

The Company's ability to continue its operations is dependent on its success in raising equity through share issuances, suitable debt financing and/or other financing arrangements. While the Company has been successful in raising equity in the past, there can be no guarantee that it will be able to raise sufficient funds to fund its activities and general and administrative costs in the next twelve months and in the future. These financial statements do not give effect to the required adjustments to the carrying amounts and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

CASH FLOWS

- Cash used in operating activities for the three months ended April 30, 2024 was $3,561 (April 30, 2023: $77,108).
- Cash used in investing activities for the three months ended April 30, 2024 was $3,491 (April 30, 2023: $22,944).

TRANSACTIONS WITH RELATED PARTIES

During the normal course of business, the Company enters into transactions with its related parties that are considered to be arm's length transactions and made at normal market prices and on normal commercial terms.

The Company's related parties consist of its key management personnel, including its directors and officers.

During the three months ended April 30, 2024, the Company paid or accrued total consulting fees of $Nil to the former COO and former CEO (2023 - $28,329). An amount of $Nil (2023 - $28,329) was capitalized in exploration and evaluation assets as it relates to project management on the property.

During the three months ended April 30, 2024, the Company incurred management fees of $54,000 to the CEO (2023 - $18,000) and $15,000 to the CFO (2023 - $12,000).

During the three months ended April 30, 2024, the Company recognized stock-based compensation expense related to RSU's granted to directors and officers of $24,952 (2023 - $7,630 related to options granted to directors and officers).

As at April 30, 2024, the Company had $87,510 (2023 - $14,963) payable to the former COO, $23,250 (2023 - $6,300) to the CFO, and $173,250 payable to the CEO, which have been included in accounts payable and accrued liabilities.

On March 14, 2023, the Company entered into a consulting agreement with the CEO, whereby the Company will pay the CEO annual management fees of $216,000. The Company or the CEO may terminate the agreement at any time with 30 days written notice. If the Company terminates the agreement by way of notice, the Company will pay the CEO $216,000 plus 50% of any bonus payable to the CEO up to the date of termination. If the termination date is within 12 months of a change of control of the Company, the Company will pay the CEO $324,000 plus 50% of any bonus payable to the CEO up to the date of termination

NEW ACCOUNTING STANDARDS AND ACCOUNTING STANDARDS NOT YET EFFECTIVE

None.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements which may affect the Company's current or future operations or conditions.

PROPOSED TRANSACTIONS

None.

FINANCIAL INSTRUMENTS AND RELATED RISKS

Classifications

The Company's financial assets and liabilities are classified as follows:

	April 30, 2024	January 31, 2024
Financial assets:		
Fair value through profit and loss		
Cash	$ 2,166	$ 9,218
Financial liabilities:		
Amortized cost		
Accounts payable	$ 406,317	$ 288,090
Loans payable	$ 108,425	$ 105,959

The fair values of the Company's accounts payable and loan payable approximate their carrying amounts due to the short-term nature of these instruments.

Financial instrument risk exposure

The Company's financial instruments expose the Company to certain financial risks, including credit risk, liquidity risk, interest rate risk and foreign currency risk.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. At April 30, 2024, the Company was exposed to credit risk on its cash.

The Company's cash is held with a high credit quality financial institution as at April 30, 2024, management considers its exposure to credit risk to be low.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. The Company manages liquidity risk by maintaining adequate cash and managing its capital and expenditures.

At April 30, 2024, the Company had cash of $2,166 (January 31, 2024 – $9,218) and current liabilities of $1,402,057 (January 31, 2024 – $1,249,385) with contractual maturities of less than one year. The Company did not have sufficient cash to meet its current liabilities at April 30, 2024, therefore the Company assessed its liquidity risk as high as at April 30, 2024.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's financial assets and financial liabilities are not exposed to interest rate risk due to their short-term nature and maturity. The Company is not exposed to interest rate risk at April 30, 2024.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that it has monetary assets and liabilities denominated in foreign currencies. As at April 30, 2024, management considers its exposure to foreign currency risk to be low.

RISKS AND UNCERTAINTIES

The Company's business remains mineral property acquisition, exploration and development business and as a result it may be exposed to a number of operational, financial, regulatory and other risks and uncertainties that are typical in the natural resource industry and common to other companies in the exploration and development stage. These risks may not be the only risks faced by the Company. Additional risks and uncertainties not presently known by the Company or which are presently considered immaterial could adversely impact the Company's business, results of operations, and financial performance in future periods.

OUTSTANDING SHARE CAPITAL DATA

At the date of this MD&A, the Company had 64,419,461 common shares issued and outstanding.

The Company has authorized an unlimited number of common shares without par value.

At the date of this MD&A, the Company has 4,927,500 stock options and 5,450,000 share purchase warrants outstanding.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A includes "forward-looking statements" and "forward-looking information" within the meaning of Canadian securities legislation. All statements included in this MD&A, other than statements of historical fact, are forward-looking statements. When used in this MD&A, words such as "may", "would", "could", "will", "intend", "expect", "believe", "plan", "anticipate", "estimate", "scheduled", "forecast", "predict", "foresee" and other similar terminology, or sentences/statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved are intended to identify forward-looking statements, which, by their very nature, are not guarantees of the Company's future operational or financial performance.

These statements reflect the Company's current expectations regarding future events, performance and results, and is accurate only at the time of this MD&A, and may be superseded by more current information. Forward-looking statements also involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Company or its mineral projects to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements or information.

In making such statements, the Company has made assumptions regarding, among other things: general business and economic conditions; the availability of additional; the supply and demand for, inventories of, and the level and volatility of the prices of metals;; the timing and receipt of governmental permits and approvals; changes in regulations; political factors; the accuracy of the Company's interpretation of the geology of the Company's properties and prospective properties; the availability of equipment, skilled labour and services needed for the exploration of mineral properties; and currency fluctuations.

Although the forward-looking statements or information contained in this MD&A are based upon what management of the Company believes are reasonable assumptions, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. They should not be read as guarantees of future performance or results. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to: the factors discussed below and under "Risks and Uncertainties"; unanticipated changes in general business and economic conditions or conditions in the financial markets; fluctuations in the price of metals; stock market volatility; the availability of exploration capital and financing generally; changes in national and local government legislation; changes to taxation; changes in interest or currency exchange rates; loss of key personnel; inaccurate geological assumptions; competition; unavailability of materials and equipment; government action or delays in the receipt of permits or government approvals; and unanticipated events related to health, safety and environmental matters, including the impact of epidemics.

Forward-looking information is designed to help readers understand management's current views of the Company's near and longer-term prospects, and it may not be appropriate for other purposes. The Company will not update any forward-looking statements or forward-looking information unless required to by applicable securities laws.