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**PANORO MINERALS LTD.**

Management's Discussion and Analysis

As at and for the Year Ended  
December 31, 2023

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## **Background & Date**

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the audited consolidated financial statements as at and for the year ended December 31, 2023 of Panoro Minerals Ltd. ("Panoro" or the "Company"), as filed on the System for Electronic Document Analysis and Retrieval ("SEDAR") website. This report has been dated and approved by the Board of Directors as at April 29, 2024.

Effective January 1, 2023, the Company elected to change its presentation currency from the Canadian dollar ("C\$" or "CAD") to United States dollar (" \$" or "USD"). The Company applied the change to the United States dollar presentation currency retrospectively, with prior period comparative information translated from the Canadian dollar presentation currency to the new United States dollar presentation currency at the foreign exchange rate of 1.3544 Canadian dollars per United States dollar, being the rate of exchange prevailing on January 1, 2023. Also on January 1, 2023, the functional currency of the Company and its subsidiaries was reassessed as a result of a change in underlying transactions, events, and conditions. As a result of this reassessment the functional currency of the Canadian parent company and subsidiaries changed from the Canadian dollar to the United States dollar, commencing on January 1, 2023. All dollar amounts included in the following MD&A are in United States dollars except as otherwise indicated. There are also references in this MD&A to Peruvian Nuevo Soles ("S/." ) and to Canadian Dollars ("C\$").

The common shares of the Company are listed under the trading symbol "PML" on the TSX Venture Exchange ("TSXV") and the Junior Board of the Bolsa de Valores de Lima – the Lima Stock Exchange), "POROF" on the OTCQB in the United States and "PZM" on the Frankfurt Exchange.

## **Additional Sources of Information**

For a complete understanding of the Company's business environment, risks and uncertainties and the effect of accounting estimates on its results of operations and financial condition, this MD&A should be read together with the Company's Management Information Circular, Material Change Reports, press releases, and the Company's technical reports, all of which are available on the SEDAR+ website at [www.sedarplus.com](http://www.sedarplus.com) or on the Company's website [www.panoro.com](http://www.panoro.com).

## **CAUTION REGARDING FORWARD LOOKING STATEMENTS:**

Information and statements contained in this Management Discussion and Analysis Quarterly Update ("MD&A") that are not historical facts are "forward-looking information" within the meaning of applicable Canadian securities legislation and involve risks and uncertainties. Examples of forward-looking information and statements contained in MD&A include information and statements with respect to:

- Acceleration of payments by Wheaton Precious Metals International Ltd. ("Wheaton Metals") to match third party financing by Panoro targeted for exploration at the Cotabambas Project;
- Payment by Wheaton Metals of \$140 million in installments;
- Mineral resource estimates and assumptions;
- The PEAs on the Cotabambas and Antilla Projects, including, but not limited to, base-case parameters and assumptions, forecasts of net present value, internal rate of return and payback; and
- Copper concentrate grades from Cotabambas Project and Cathodes grades from Antilla Project.

Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information. In some instances, material assumptions and factors are presented or discussed in this MD&A in connection with the statements or disclosure containing the forward-looking information and statements. You are cautioned that the following list of material factors and assumptions is not exhaustive. The factors and assumptions include, but are not limited to, assumptions concerning: metal prices and by-product credits; cut-off grades; short and long term power prices; processing recovery rates; mine plans and production scheduling; process and infrastructure design and implementation; accuracy of the estimation of operating and capital costs; applicable tax and royalty rates; open-pit design; accuracy of mineral reserve and resource estimates and reserve and resource modeling; reliability of sampling and assay data; representativeness of mineralization; accuracy of metallurgical test work; and amenability of upgrading and blending mineralization.

Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors which could cause actual events or results to differ materially from those expressed or implied by the forward-looking statements and are included in all of the Company's documents filed on SEDAR and available on the Company's website. Items referred to in this MD&A may include forward-looking statements related to:

- risks relating to metal price fluctuations;
- risks relating to estimates of mineral resources, production, capital and operating costs, decommissioning or reclamation expenses, proving to be inaccurate;
- the inherent operational risks associated with mining and mineral exploration, development, mine construction and operating activities, many of which are beyond Panoro's control;
- risks relating to Panoro's ability to enforce Panoro's legal rights under permits or licenses or risk that Panoro's will become subject to litigation or arbitration that has an adverse outcome;
- risks relating to Panoro's projects being in Perú, including political, economic and regulatory instability;
- risks relating to the uncertainty of applications to obtain, extend or renew licenses and permits;
- risks relating to potential challenges to Panoro's right to explore and/or develop its projects;
- risks relating to mineral resource estimates being based on interpretations and assumptions which may result in less mineral production under actual circumstances;
- risks relating to Panoro's operations being subject to environmental and remediation requirements, which may increase the cost of doing business and restrict Panoro's operations;
- risks relating to being adversely affected by environmental, safety and regulatory risks, including increased regulatory burdens or delays and changes of law;
- risks relating to inadequate insurance or inability to obtain insurance;
- risks relating to the fact that Panoro's properties are not yet in commercial production;
- risks relating to fluctuations in foreign currency exchange rates, interest rates and tax rates; and
- risks relating to Panoro's ability to raise funding to continue its exploration, development and mining activities.

### **Qualified Person**

The technical information in this MD&A has been reviewed and approved by Mr. Luis Vela, a Qualified Person as defined by National Instrument 43-101, *Standards of Disclosure for Mineral*

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*Projects* (“NI 43-101”). Mr. Vela is responsible for the preparation and/or verification of the technical disclosure in this document unless otherwise noted.

### **Description of Business**

Panoro is a uniquely positioned Peru-focused copper development company. The Company is advancing its flagship Cotabambas Copper-Gold-Silver Project (the “Cotabambas Project”) located in the strategically important area of southern Peru.

### **Outlook and Summary of Performance**

The Company has completed a number of transactions in 2022 and 2023 to position itself to advance the Cotabambas Project. On December 3, 2021, the Company completed the sale of 75% of the Antilla Project for \$7.4 million in cash and \$2.1 million receivable (the “Second Payment”) which was due to be paid in October 2022.

During the year ended December 31, 2023, the Company agreed to amend the Antilla Copper sale agreement with Calisto Cobre Resources Corp. (formerly Heeney Capital Acquisition Company, “HCAC”).

Upon signing the amended sale agreement, Calisto made a payment of \$222,630 (C \$300,000) towards the Second Payment. As a result, the outstanding balance of the Second Payment included in accounts and advances receivable at December 31, 2023 was \$1,854,713 (December 31, 2022 – \$2,032,540). On March 4, 2024, Calisto paid a total of \$1,978,259, composed of the outstanding balance plus accrued interest of \$170,861.

In addition to the funding from the sale of the Antilla Project, the Company received \$350,340 in 2022 in return for sharing certain of the Company’s regional exploration database with certain other mining companies focusing on the south of Peru for copper exploration. Also in 2022, Hudbay Minerals Ltd., made early payment of the outstanding \$1,500,000 of milestone payments for the previous sale of the Kusiorcco Project.

In March 2023, Panoro received \$750,000 from Wheaton Precious Metals from the previously completed Precious Metals Purchase Agreement (the “Wheaton PMPA”). The principal use of these proceeds and any future proceeds from the agreements will be to advance the Cotabambas Project to first a prefeasibility study, which would be followed by a feasibility study and permitting.

In July 2023, the Company received \$460,000 for the sale of the Cochasayuas Project to a privately owned Peruvian mining company.

In September 2023, Panoro received \$250,000 from Wheaton Precious Metals bringing the total funding received pursuant to the Wheaton PMPA to date to \$14.0 million.

Panoro Minerals has commenced the prefeasibility related works for the Cotabambas Project. The Company is currently reviewing proposals from consultants for engineering and permitting works for the many components of the project. The drilling program commenced in 2022 and completed in July 2023. An updated Mineral Resource Estimate incorporating the completed drilling was announced in January 2024. The Company is currently completing internal analyses of potential changes to the project resulting from the newly announced Mineral Resource Estimate.

The political environment in Peru was turbulent during Q4 2022 and Q1 2023. A number of changes to the cabinet together with the impeachment of the President had made it difficult for the government to advance a focused and disciplined agenda. The lack of such agenda by the government, together with high commodity prices, had turned the attention of local and regional entities towards the mining sector in Peru, seeking increased benefits from the development of mining projects. This social/political environment has prevailed periodically in Peru over the past three decades. In 2023, the new President and cabinet has focused on addressing the social issues identified during the protests in the area of Puno through large publicly funded infrastructure works. This approach, together with tighter controls on special interest groups infiltrating from the border area with Bolivia have significantly reduced or curtailed the protests. The mining access corridor in the south of the country, which often serves as a focal point for protests, has been fully reopened and mine operators in the region report no disruptions to normal operations. The political and social stability in the country, and specifically in the mining corridor in the vicinity of the Cotabambas Project, has improved considerably since Q1 2023.

### **Cotabambas Project**

A Preliminary Economic Assessment (“PEA”) at the Cotabambas Project was completed in September 2015. Subsequent exploration and stepout drilling from 2017 to 2019 and in 2022/2023 identified potential for sulphide resource growth.

The Company's main objective is to complete a Prefeasibility study (“PFS”) at its Cotabambas Project with work programs that commenced in 2022. As part of the PFS work program, the company completed an update to the project resource estimate in January 2024 and is currently working on an update to the PEA reflecting the increased resource from the Mineral Resource Estimate update.. The updated PEA is viewed as a “snapshot” of the PFS as the PFS will require more time to complete as additional infill drilling and parallel technical studies will be required.

At the Cotabambas Project, the Company is focused on advancing the PFS, incorporating the updated Mineral Resource Estimate of January 2024. Th updated Mineral Resource Estimate includes an increase in the indicated category resource. In addition to upgrading the resource classification, the Company is focusing on:

- Delineating additional indicated category resource growth potential;
- Delineating continuity of the higher-grade zones both outside ~~within~~ the current North and South Pit limits and along strike and between the two pits;
- Extending the EIAsd and social permits and relationships;
- Optimizing metallurgical recoveries from both the sulphide and mixed/oxide resources;
- Reducing wasterock production and mineral handling;
- Incorporating new concentrate trucking and shipping alternatives;
- Incorporating steeper pit wall slopes; and
- Optimizing the proposed tailings and wasterock transport and storage facilities.

In November 2022, Panoro started technical studies including an update to geologic modelling to support future geo-metallurgical modelling, metallurgical testing, geotechnical and hydrogeological studies. The company has completed tradeoff studies identifying alternative tailings and wasterock storage alternatives to reduce the storage of water in the facilities and reduce the combined footprint of the waste storage areas.

In addition to the pre-feasibility drilling program Panoro is scoping the engineering, environmental

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and social studies to support the pre-feasibility work program. Metallurgical, tailings trade off, and open pit geotechnical studies started in November 2022 in support of the pre-feasibility study planned for completion in 2024.

Metallurgical testing will focus on three key objectives in 2024:

1. Improve flotation recoveries from the transition material in the PEA mine plan. Low recoveries in the PEA were a result of a lack of sampling and geo-metallurgy characterization,
2. Optimize flotation recoveries with additional testing and reagents variability, for copper and precious metals, and
3. Evaluate and design alternatives to treat the copper oxides, to recover both copper and precious metals.

#### 2022/2023 Drilling Program Highlights

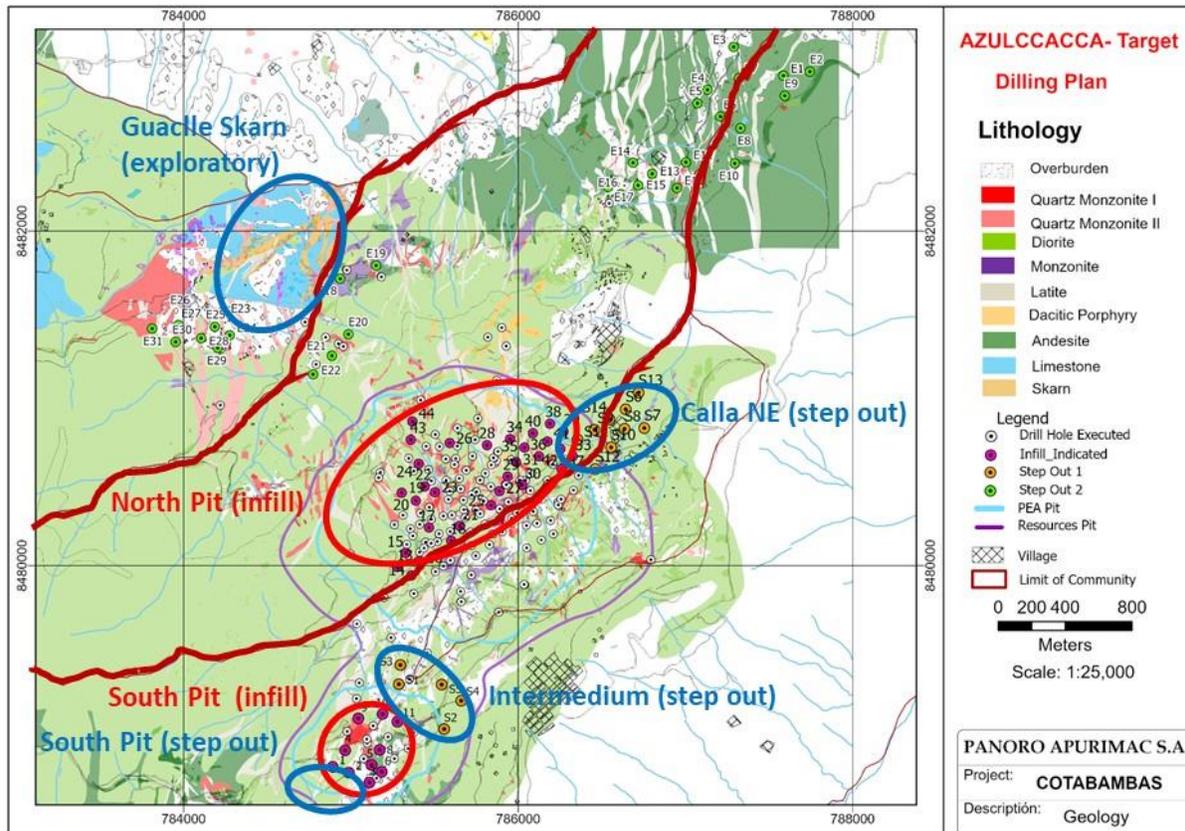
In the first quarter of 2022 Panoro commenced a drill program including infill, step-out and exploration drilling, the aim of which is to expand the total resource with emphasis on the high-grade component and upgrade the Inferred category resources to Indicated category at the Company's Cotabambas Cu/Au/Ag Project in southern Peru.

To date 34 drillholes for a total of 12,933 m have been completed. Drilling results are announced periodically as the assay results from the laboratory in Lima are received, analyzed and summarized.

The infill drilling program goal is to upgrade Inferred category resource included in the 2015 PEA mine plan to the Indicated category. The current mineral resources included in the mine plan of the 2015 PEA includes 127.3 million tonnes at Indicated category and 355.8 million tonnes at Inferred category.

Step-out drilling was targeted to the growth of the copper high-grade sulphide resource continuity to the south of the South pit for inclusion into the new mineral resources estimation as indicated category, in the new PEA 2024, and to be included in the mine plan for the pre-feasibility study. The future step-out drilling program will be distributed over an area in close proximity to the North and South Pits as well as over the exploration targets of the North and South extensions of the 2015 PEA pits and of the Guacile Skarn exploration target.

Both the infill and step out drilling programs are constrained within Cluster 1 where various targets of copper and gold mineralization are characterized by quartz monzonite porphyry centers intruding diorite and volcanic host rocks. The proposed exploration work is within the already approved exploration area of the Cotabambas Project. The permits allow for drilling from up to 500 drilling platforms.



## EXPLORATION MODEL

In the North and South pits the high-grades of Cu-Au intersections are typically centered by the quartz-monzonite porphyry in contact with the diorite host rock and following the local structural controls striking north-northeast to north-south, over an area of approximately 3 km by 1.8 km. The mineralization in the North pit area is composed of a swarm of porphyry dikes typically when the porphyry stock is nearby or below, as shown by some drillholes along the cross sections. However, the mineralization in the South pit is composed by a most homogeneous porphyry stock near the surface with higher gold contents.

The drilling at the South Pit is confirming the geophysics signatures delineating the north and south extensions of the mineralization. A preferential plunge of the hypogene mineralization is observed and controlled by staggered gravitational faulting.

The Company continues with the infill drilling program in the North Pit and the step out drilling program in the South Pit, to incorporate new high grade mineral resources and upgrade inferred resources to indicated category. In parallel, the re-logging of drillholes and updates of the geologic modelling are progressing towards a more robust revision of the exploration model. The drilling campaign started in April 2022 and to date has accumulated over 10,140 m of a plan of the planned 16,970 m, distributed in 4,840 m in the North Pit and 5,300 m in the South Pit.

Finally, Panoro is preparing a group of platforms for start the exploration drilling in a Cu-Au Skarn target located near to North Pit, and community permits to prepare additional platforms in the south extension of South pit and the Northeast extension of the North pit.

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### Exploration at the South Pit

A porphyry stock of quartz monzonite composition (QMP2) is emplaced along a structural control in an almost North-South direction into the diorite host rock, and subsequent intrusions of narrow dikes of QMP3, quarciferous/dacite, monzonite and latite compositions. A second faulting system in North 60-80 East direction intersects the porphyry stock at its north extreme, where other porphyry stages intrude (the QMP1) and enrich the quartz veinlets stockwork and high Cu-Au metal concentration. Finally, a lithocap of andesite volcanic hides the previous lithologies and mineralization under the surface, following an overthrust faulting in a west direction.

The alteration model is centered by the potassic assemblage in the QMP1, expanding to the QMP2 and the diorite host rocks, following mainly the North 60-80 East structural direction. The SCC alteration assemblage is proximal to the potassic, with the phyllic and propylitic alterations appearing outwards of the porphyry stock center.

The drilling results confirm the existence of a high-grade mineralization zone (HGMZ) centered by the QMP1, extending along the N60-80E structural control, and dipping to the south-southeast. The hypogene sulfide in this body is intimately associated with multiphase stockworks and unidirectional arrays of millimetric and centimetric veinlets of A, B, and M types, in potassically altered rock of the QMP1 and adjacent diorite. The copper-gold mineralization in the HGMZ is dominantly contained in a steeply inclined, tabular zone of intense quartz veining, typically carrying >30 veinlets per meter. The HGMZ widths vary from 50 m to 260 m and averaging grades from 0.51 to 1.21 % Cueq. The ore body outcrops at surface along 150 m strike length and shows a vertical continuity to over 450m depth and open to depth, where its lateral footprint is increased to 450m along strike. Good potential exists to grow the lateral continuity to 750 m along strike.

The average copper:gold ratio, in term of contained metal value, in the South pit is 1:1 and reflects the higher gold content than in the North pit where this ratio is averaging 2.7:1. The silver:gold ratio in the South Pit is 6:1 while in the North pit this increases up to 14:1. The South pit is interpreted as an early and different mineral pulse of Cu-Ag mineralization rich in gold, as suggested by geochronology studies. The secondary biotite of the potassic alteration in the South pit porphyry reports an Ar-Ar age of 35.3+0.7 Ma, while in its pair of the North pit reports an Ar-Ar age of 35.9+0.4 Ma (R. Rivera 2011). Another study confirmed with K-Ar methods an age of 35.7+0.9 Ma for the North pit porphyry and 43.2+1.1 Ma for the diorite host rock (K-Ar age by Perello et.al. 2003).

The geophysics signatures also build up an exploration model that may guide future drilling of the potential at depth. The HGMZ is open and deepening to join the west side of an isolated high resistivity signature, wrapped and surrounded by a high magnetic anomaly. The chargeability is split into two blocks and interpreted as an external pyrite halo following a structural over-thrusting, through which the HGMZ is deepening.

Finally, the bottom of the 2015 PEA South pit is located between 230 and 300 m below the surface and shows the high potential to incorporate new mineral resources at depth, along strike and at depth following the structurally controlled porphyry.

The Company continues drilling in the South pit targeting the addition of new mineral resources and upgrading to the Indicated category. In parallel, the re-logging and updates of the geologic modelling are progressing in parallel.

The South Pit target is located between 400m to 1200m to the south of the proposed North Pit as defined by the September 22, 2015, Preliminary Economic Assessment.

## Exploration and evaluation expenditures

For the year ended December 31, 2023	Cotabambas	Other	Total
<b>Exploration and evaluation expenditures:</b>			
Assays and sampling	\$ 107,568	\$ -	\$ 107,568
Camp and site	462,193	-	462,193
Community relations	708,079	-	708,079
Drilling	974,658	-	974,658
Engineering and studies	871,591	-	871,591
Environmental	282,401	642	283,043
Geology	451,475	-	451,475
Geophysics	2,838	-	2,838
Recording and concession fees	372,299	98,742	471,041
Disposition of mineral property	-	(75,126)	(75,126)
	<b>\$ 4,233,102</b>	<b>\$ 24,258</b>	<b>\$ 4,257,360</b>
<b>Salaries and benefits allocation included in above amounts:</b>			
Camp and site	\$ 133,118	\$ -	\$ 133,118
Community relations	369,645	-	369,645
Drilling	543,847	-	543,847
Engineering and studies	351,124	-	351,124
Environmental	36,678	-	36,678
Geology	425,768	-	425,768
	<b>\$ 1,860,180</b>	<b>\$ -</b>	<b>\$ 1,860,180</b>

For the year ended December 31, 2023, the Company's focus was on its Cotabambas Project and planned completion of a PFS in fiscal 2024. Drilling work totaling \$974,658 and related assays and sampling expense of \$107,568 were completed in the period. Other PFS related work at the Cotabambas Project including maintaining the site, camp costs, community relations, engineering, environmental, geological and geophysical work totaling \$2,778,577 was also completed in the period. The Company has incurred \$372,299 in vigencia for Cotabambas during the year presented above as recording and concession fees. The Company has paid the annual vigencia payments on all its current projects and continues environmental monitoring. One of the requirements of receiving drilling permits from the Peruvian government is continual ongoing monitoring of the environment for air quality, noise, flora and fauna, along with water testing. Vigencia payments accrued at December 31, 2023 will be paid in June 2023.

During the year ended December 31, 2023, at the Cotabambas project, \$1,860,180 in salaries and benefits were included in exploration costs capitalized during the year mainly in the categories of camp and site costs, community costs, engineering and studies and geology.

<b>For the year ended December 31, 2022</b>	<b>Cotabambas</b>	<b>Other</b>	<b>Total</b>
<b>Exploration and evaluation expenditures:</b>			
Assays and sampling	\$ 68,028	-	\$ 68,028
Camp and site	412,305	839	413,144
Community relations	758,394	506	758,900
Drilling	1,008,682	-	1,008,682
Engineering and studies	298,354	-	298,354
Environmental	52,466	18	52,484
Geology	761,546	35	761,581
Geophysics	9,421	-	9,421
Legal	21,950	1,813	23,763
Recording and concession fees	389,270	165,590	554,860
Transportation	25,692	63	25,755
Other	-	181	181
	<b>\$ 3,806,108</b>	<b>\$ 169,045</b>	<b>\$ 3,975,153</b>
<b>Salaries and benefits allocation included in above amounts:</b>			
Assays and sampling	\$ 125	\$ -	\$ 125
Camp and site	243,214	-	243,214
Community relations	503,366	-	503,366
Drilling	74,359	-	74,359
Engineering and studies	238,344	-	238,344
Environmental	16,432	-	16,432
Geology	690,360	-	690,360
	<b>\$ 1,766,200</b>	<b>\$ -</b>	<b>\$ 1,766,200</b>

For the year ended December 31, 2022, the Company's focus was on its Cotabambas Project and planned completion of a PFS in fiscal 2024, at Cotabambas, drilling work totaling \$1,008,682 and related assays and sampling expense of \$68,028 were completed in the year. Other PFS related work at the Cotabambas Project including maintaining the site, camp costs, community relations, engineering, geological and geophysical work and other costs totaling \$2,340,128 was also completed in the year. The Company incurred \$389,270 in vigencia payments for Cotabambas during the year presented above as recording and concession fees. The Company has paid the annual vigencia payments on all its current projects and continues environmental monitoring. One of the requirements of receiving drilling permits from the Peruvian government is continual ongoing monitoring of the environment for air quality, noise, flora and fauna, along with water testing. Vigencia payments accrued at December 31, 2022 were paid in June 2023.

During the twelve months ended December 31, 2022 at the Cotabambas project, \$1,766,200 in salaries and benefits were included in exploration costs capitalized during the year mainly in the categories of camp and site costs, community costs, engineering and studies and geology.

## Summary of annual financial information

The following table summarizes selected financial data reported for the Company for the periods indicated. The information set forth in the table should be read in conjunction with the Company's audited financial statements and notes for the year ended December 31, 2023, prepared in accordance with IFRS Accounting Standards ("IFRS") for the periods indicated.

	Year ended December 31, 2023	Year ended December 31, 2022	Year ended December 31, 2021
<b>Operations</b>			
Revenue	\$ nil	\$ nil	\$ nil
Net loss	\$ (2,094,033)	\$ (450,365)	\$ (6,076,146)
Net loss per share (basic and diluted)	\$ (0.01)	\$ (0.00)	\$ (0.03)
Cash used in operating activities	\$ (2,219,580)	\$ (1,848,734)	\$ (947,435)
Cash used in exploration and evaluation expenditures	(4,441,188)	(3,440,242)	(1,215,430)
<b>Statement of financial position</b>			
Cash and cash equivalents	\$ 256,533	\$ 5,549,992	\$ 7,754,544
Exploration and evaluation assets	\$ 47,407,914	\$ 43,150,554	\$ 39,175,401
Total assets	\$ 53,720,232	\$ 54,688,652	\$ 52,531,574
Liabilities under Early Deposit Precious Metals Agreement	\$ 14,000,000	\$ 13,000,000	\$ 10,764,192
Non-current liabilities	\$ 2,100,942	\$ 2,140,556	\$ 2,358,122

Net loss – the net loss for the year ended December 31, 2021 was mainly due to write-offs of mineral property interests and loss on the Cochasyhuas agreement.

Net loss – the net loss for the year ended December 31, 2022 was reduced by a gain realized on the Kusiorcco agreement.

Net loss – the net loss for the year ended December 31, 2023 was mainly due to general operating expenses partially offset by interest income, a dilution gain on the Antilla investment and a gain from the sale of Cochasyhuas .

Cash and cash equivalents – The increase in cash and cash equivalents for the year ended December 31, 2021 was mainly a result of proceeds of \$7.4 million (C\$10.0 million) received from the sale of 75% of the Company's interest in Antilla Copper, S.A., a subsidiary of the Company.

Cash and cash equivalents – The decrease in cash and cash equivalents for the years ended December 31, 2023 and 2022 was mainly a result of exploration and evaluation expenses at the Company's Cotabambas Project.

Liabilities under Early Deposit Precious Metals Agreement – During the year ended December 31, 2023, the final payments were received from Wheaton Precious Metals International Ltd.

(“Wheaton Metals”), pursuant to the Precious Metals Purchase Agreement (“PMPA”), bringing the total received under the Early Deposit to \$14,000,000.

### Summary of quarterly financial results

A summary of the last eight quarterly financial results is as follows:

Three months ended	General and administrative expenses	Net income (loss)	Income (loss) per share
December 31, 2023	\$ 258,205	\$ 109,857	\$ (0.00)
September 30, 2023	\$ 1,144,299	\$ (1,003,770)	\$ (0.00)
June 30, 2023	\$ 386,876	\$ (175,109)	\$ (0.00)
March 31, 2023	\$ 1,062,238	\$ (1,025,011)	\$ (0.01)
December 31, 2022	\$ 739,823	\$ 137,947	\$ 0.00
September 30, 2022	\$ 480,733	\$ (782,185)	\$ (0.00)
June 30, 2022	\$ 482,898	\$ (845,018)	\$ (0.01)
March 31, 2022	\$ 484,950	\$ 1,038,891	\$ 0.01

Income or loss per quarter fluctuates from period to period primarily as a result of timing of any or a combination of:

- i) gains or losses resulting from the sale of mineral property interests;
- ii) impairments and write-offs associated with mineral properties, and;
- iii) the timing and the issuance and vesting of stock options, which impacts share-based compensation expense.

General and administrative expenses increased for the quarter ended December 31, 2022 mainly due to the Company’s work assessing different targets for exploration.

General and administrative expenses increased for the quarter ended March 31, 2023 mainly due to share-based expense associated with granting stock options.

General and administrative expenses increased for the quarter ended September 30, 2023 mainly due to a reclassification of certain salaries and benefits from exploration and evaluation assets.

The Company incurred net income for the quarter ended March 31, 2022 mainly due to a gain realized from the Kusiorcco agreement and for the quarter ended December 31, 2022 mainly due to income from airborne license fees.

Net loss for the quarter ended March 31, 2023 increased mainly due to share-based expense associated with the granting of stock options during the first quarter of 2023.

Net loss incurred for the quarter ended September 30, 2023 increased mainly due to an adjustment of certain salaries and benefits from exploration and evaluation assets.

The Company incurred net income for the quarter ended December 31, 2023 mainly due to a dilution gain from the Company’s investment in Antilla Copper S.A.

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## Results of Operations

### Three Months Ended December 31, 2023

The Company realized net income of \$109,857 (\$0.00 per common share) during the three months ended December 31, 2023 compared to net income of \$137,947 (\$0.00 per common share) in the same period in 2022. The discussion below is based on a comparison of the three months ended December 31, 2023 and 2022.

Areas of significant changes in general and administrative expenses for the three months ended December 31, 2023, compared to the three months ended December 31, 2022 include the following:

- Amortization expense for the three months ended December 31, 2023 was \$41,526 compared to a recovery of \$3,977 for the same period in 2022. The increase in 2023 was mainly due to annual adjustments made to amortization in 2023 for which similar adjustments were not made in 2022;
- Audit and tax expenses for the three months ended December 31, 2023 were \$57,722 compared to \$15,236 for the same period in 2022. The increase in 2023 was mainly due to additional accruals for services incurred in 2023 not incurred 2022;
- Consulting fees for the three months ended December 31, 2023 were \$8,521 compared to \$133,196 for the same period in 2022. The Company incurred expenses related to the Company's upgrade of its accounting and management reporting systems in 2022 which were not incurred in 2023;
- Corporate development, conference, travel and shareholder relations expenses for the three months ended December 31, 2023 was \$112,134 compared to \$45,720 for the same period in 2022 as the Company incurred more travel and attended more conferences in 2023 compared to 2022;
- Director fees for the three months ended December 31, 2023 were \$32,839 compared to \$15,494 for the same period in 2022. The Company's directors were paid a reduced rate in 2022 relative to 2023;
- The Company recorded a salaries and benefits recovery for the three months ended December 31, 2023 of \$260,588 compared to an expense of \$286,795 for the same period in 2022. The recovery in 2023 was mainly due to an adjustment of certain salaries and benefits in relation to exploration and evaluation assets;
- The Company realized interest income of \$164,795 for the three months ended December 31, 2023 compared to \$26,713 for the same period in 2022. The Company accrued interest income of \$150,474 at December 31, 2023 from Calisto Cobre's second payment which was received in March 2024;
- The Company recorded a gain of \$193,351 for the three months ended December 31, 2023 compared to \$nil for the same period in 2022 as the result of the final determination of the gain arising from the sale of its Cochasayhuas property; and
- The Company recorded a dilution gain of \$206,245 and \$42,727 as its share of its net loss of its investment in Antilla Copper for the three months ended December 31, 2023 compared to \$nil in 2022.

### Year Ended December 31, 2023

The Company incurred a net loss of \$2,094,033 (\$0.01 per common share) during the year ended December 31, 2023 compared to a net loss of \$450,365 (\$0.00 per common share) in the same period in 2022. The discussion below is based on a comparison of the year ended December 31, 2023 and 2022.

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Areas of significant changes in general and administrative expenses for the year ended December 31, 2023, compared to the year ended December 31, 2022 include the following:

- Amortization expense for the year ended December 31, 2023 was \$92,848 compared to \$31,274 for the same period in 2022. Expense recorded in 2023 reflects a full year of amortization of certain of the Company's assets, of note the right-of-use asset associated with the Company's office lease entered into in 2022;
- Administration expenses for the year ended December 31, 2023 were \$452,048 compared to \$355,788 for the same period in 2022. The increase in 2023 was mainly due to increases in office costs and regulatory and filing fees;
- Audit and tax expense for the year ended December 31, 2023 was \$138,554 compared to \$94,632 for the same period in 2022. The Company incurred additional tax-related services from the sale of certain of its mineral properties;
- Consulting fees for the year ended December 31, 2023 were \$11,875 compared to \$235,375 for the same period in 2022. The Company incurred expenses related to the Company's upgrade of its accounting and management reporting systems in 2022 which were not incurred in 2023;
- Corporate development, conference, travel and shareholder relations expenses for the year ended December 31, 2023 was \$324,053 compared to \$262,333 for the same period in 2022 as the Company incurred more travel and attended more conferences in 2023 compared to 2022;
- Directors' fees for the year ended December 31, 2023 were \$117,014 compared to \$61,913 for the same period in 2022. The Company's directors were paid a reduced rate in 2022 relative to 2023;
- Property evaluation expense for the year ended December 31, 2023 was \$357,522 compared to \$173,278 in 2022 as the Company increased exploration and assessment of potential projects in 2023 compared to 2022;
- Salaries and benefits expense for the year ended December 31, 2023 was \$678,576 compared to \$839,009 for the same period in 2022. More expense was incurred in 2022 while the Company was transitioning the CFO position with both the current and ex-CFO on payroll;
- Share-based expense for the year ended December 31, 2023 was \$581,012 compared to \$26,324 for the same period in 2022 as a result of significantly more options being granted in 2023 than in 2022;
- The Company realized interest income of \$239,372 for the year ended December 31, 2023 compared to \$34,515 for the same period in 2022. The Company accrued interest income of \$150,474 at December 31, 2023 from Calisto Cobre's second payment which was received in March 2024;
- The Company recorded a gain of \$384,874 for the year ended December 31, 2023 compared to \$nil for the same period in 2022 from the sale of its Cochasayhuas property in July 2023. In the preceding year the Company recorded a gain of \$1,403,607 with respect to the sales agreement for Kusiorcco and \$350,340 in airborne license fee income which did not repeat in 2023; and
- The Company recorded a dilution gain of \$206,245 and \$42,727 as its share of its net loss of its investment in Antilla Copper for the year ended December 31, 2023 compared to \$nil in 2022.

#### Liquidity and capital resources

Liquidity risk is the risk that the Company will not be able to operate in the normal course of business for the next 12 months. The Company is in the exploration and development stage and

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is currently exploring mineral properties in Perú. The Company has no history of revenues from operating activities and will have negative cash flow from operations in future periods until commercial production is achieved from its advanced exploration stage projects. .

The Company's consolidated financial statements as at and for the year ended December 31, 2023, were prepared on a going concern basis which assumes that the Company will be able to realize its assets and settle its obligations in the normal course of business.

As at December 31, 2023, the Company had an accumulated deficit of \$40,630,601 (December 31, 2022 – \$38,536,568) and a working capital deficiency of \$10,482,892 (December 31, 2022 – \$4,582,996), being current assets of \$2,730,511 (December 31, 2022 – \$8,046,199) less current liabilities, of \$13,213,403 (December 31, 2022 – \$12,629,195). The Company's working capital deficiency as at December 31, 2023, includes the current portion of the Wheaton PMPA which is presented as a current liability under IFRS. If the Company includes the current portion of the PMPA of \$12,000,000 (December 31, 2022 – \$11,000,000) as long-term, the Company would have working capital as at December 31, 2023 of \$1,517,108 (December 31, 2022 – \$6,417,004) which is not a measure in accordance with IFRS, and is provided for information purposes only, as the Company does not anticipate Wheaton Metals terminating the PMPA.

Risks relating to the PMPA include the ability of the Company to maintain the working capital requirements of the PMPA. Wheaton Metals have the option to terminate the PMPA either 90 days following delivery of a Feasibility Study or at any time upon giving the Company three months' notice, other than the first two payments totaling \$2,000,000. Wheaton Metals can elect to receive a portion of the early deposit either as cash or shares upon termination, with the Company having the right to defer cash payments under certain conditions for up to two years. If Wheaton Metals elects to terminate the PMPA, repayment with interest at 8% per annum, will be required, within two years of notice of termination. This includes a repayment of one-third of the net proceeds of any form of financing.

Although the Company expects to have sufficient financial resources to cover its existing obligations and operating costs and undertake its currently planned programs for the next year, the Company will require further funding in the second half of 2024 to fund exploration and evaluation activities, and ultimately develop its properties within the next twelve months. While the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms that are acceptable to the Company. These conditions create a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern.

The ability of the Company to carry out its planned business objectives is dependent on its ability to raise adequate financing from lenders, shareholders and other investors and/or achieve operating profitability and generate positive cash flows. The Company is in the business of exploring and developing mineral property interests, and as such, must continually seek sources of financing to further develop and explore its mineral exploration and evaluation assets and to support general and administrative expenses.

The Company will continue to seek additional financing through the sale of mineral property interests, debt financing, and equity financing, and optioning its other mineral property interests. However, it is not certain that such financing will be available. The Company may be adversely impacted by a lack of normal available financing, inability to maintain exploration and mining licenses, and continued uncertainty in the exchange and commodity markets.

If the Company is unable to obtain adequate financing for additional exploration, the Company may be required to continue to curtail operations, exploration, and development activities.

Based on its financial position as at December 31, 2023, the Company believes that it has sufficient funds to meet operational expenditures over the ensuing twelve-month period and that planned financing is forthcoming. The Company will need to raise additional funds during the second half of 2024. The Company will continue to review planned investment expenditures, primarily at the Cotabambas Project, but also its overhead expenditures in order to meet changes in working capital estimates.

#### Off-balance sheet arrangements

The Company has no off-balance sheet arrangements.

#### Share capital

As at the date of this MD&A, the Company had issued and outstanding:

Description of security	Number of securities outstanding	Expiry date	Exercise price
Common shares issued and outstanding	264,375,058	n/a	\$ n/a
Options outstanding	4,000,000	August 16, 2024	\$ 0.11 (C\$0.15)
Options outstanding	500,000	August 26, 2027	\$ 0.09 (C\$0.12)
Options outstanding	9,700,000	January 11, 2028	\$ 0.11 (C\$0.15)
Fully diluted	278,575,058		

#### Transactions with related parties

Employment contracts have been entered into with each of the President and Chief Executive Officer, the Vice-President Exploration, the Projects Vice-President, the Operations Vice-President, and the Chief Financial Officer.

For the year ended December 31, 2023, key management personnel compensation included salaries, fees and benefits of \$1,120,926 (2022 – \$1,042,494).

During the year ended December 31, 2023 the Company received other income of \$77,295 (2022 – \$246,261) from Calisto with respect to support services provided in relation to the Antilla project.

As at December 31, 2023, included in accounts payable and accrued liabilities was \$54,188 (December 31, 2022 – \$1,846) in directors' fees payable.

### Commitments

In the normal course of business, the Company enters into contracts that result in commitments for future payments. The following table summarizes the remaining contractual maturities of the Company's operating and capital commitments as at March 31, 2023:

	2024	2025	2026	Total
Office lease (Vancouver)	\$ 81,179	\$ 82,615	\$ 84,050	\$ 247,844
Office lease (Perú)	5,226	-	-	5,226
Accrued vigencias	490,078	-	-	490,078
Accounts payable and accrued liabilities	568,221	-	-	568,221
Current tax liability	103,046	-	-	103,046
<b>1</b>	<b>\$ 1,247,750</b>	<b>\$ 82,615</b>	<b>\$ 84,050</b>	<b>\$ 1,414,415</b>

Vigencias (or recording fees) of \$3 per hectare are not commitments, but rather the annual payments required to maintain mineral concessions in good standing with the Peruvian government. The ultimate amount to be paid is based on a formula relating to exploration costs incurred, offset against the basic fee and penalty. After the 6th year, an annual penalty must be paid per hectare, starting at US\$6 per hectare, until after 12 years, the additional fee increases to \$20 per hectare. The penalties are reduced, based on exploration activity on the concessions, and the reduction is determined each year by the Peruvian government.

The Company entered into an office lease in Lima effective April 1, 2022. The Company has an office lease in Vancouver effective August 1, 2021 for a period of six years. The Company leases warehouses in Cusco, and the leases for the warehouses are renewed annually. The Company has commitments under community agreements with respect to ongoing operations at the Cotabambas project.

### **Proposed Transactions**

There are no proposed transactions requiring disclosure under this section that have not already been discussed elsewhere in this MD&A.

### **Critical accounting estimates**

The preparation of financial statements requires management to make estimates that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Significant areas requiring the use of estimates and assumptions relate to the review of asset carrying values and determination of impairment charges relating to non-current assets if an indicator of impairment is identified. Actual results could differ from those estimates. Key estimates made by management with respect to the areas noted previously have been disclosed in the notes to the Company's consolidated financial statements as appropriate.

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### **Changes in Accounting Policies**

There were no new IFRS standards issued effective January 1, 2023, that had a material impact on the financial statements of the Company. The Company has not early adopted any amendment, standard or interpretation that has been issued by the IASB but that is not yet effective, nor has it identified any such standard or interpretation that is expected to have a material impact on the Company's consolidated financial statements.

### **Financial Instruments**

The carrying amounts of cash and cash equivalents, accounts and advances receivable, accounts payable and accrued liabilities, and liabilities under the PMPA with Wheaton Metals approximate their fair values due to their short-term nature. The Company's marketable securities are recorded at fair value based on a market approach reflecting the closing price of each particular security at the reporting date.

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

#### *Credit risk*

The Company manages its credit risk through its counterparty ratings and credit limits. The Company is mainly exposed to credit risk on its bank accounts and accounts and advances receivable. Bank accounts and short-term investments are primarily with Canadian Schedule 1 banks and Banco de Credito in Perú. The Company has accounts and advances receivable primarily related to IGV receivable from the Peruvian government. The Company's receivable related to its sale of its Antilla project is secured by the return of equity in the event of default. The total of cash and cash equivalents, and accounts and advances receivable of \$2,551,453 (2022 – \$7,998,562) represents the maximum credit exposure. The Company has not identified any significant increase in credit risk with respect to its financial assets as at December 31, 2023 or December 31, 2022. The Company has not identified any allowances for credit losses at December 31, 2023 or December 31, 2022.

#### *Liquidity risk*

The Company manages its liquidity risk by ensuring, as far as possible, that there is sufficient liquidity to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash and cash equivalents are primarily invested in bank accounts, bankers' acceptances, and US government treasury bills, which are available on demand.

Contractual commitments that the Company is obligated to pay in future years are discussed above in "Commitments". Accounts payable and accrued liabilities require payment within one year. See also the discussion above under "Liquidity and Capital Resources".

#### *Foreign currency risk*

The Company maintains its financial statements in United States dollars. The Company is exposed to foreign currency fluctuations to the extent mineral interests, exploration expenditures and operating expenses incurred by the Company are not denominated in United States dollars.

The Company does not use derivatives or other instruments to manage foreign currency risk. The Company's operations in Perú make it subject to foreign currency fluctuations and such fluctuations may materially affect the Company's financial position and results. The Company's operating results, and cash flows are affected to varying degrees by changes in the United States dollar exchange rate vis-a-vis the Peruvian Nuevo Sol and the Canadian Dollar.

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The Company purchases foreign currencies as the need arises to fund its exploration activities. Corporate expenditures are primarily incurred in Canadian and US dollars.

As at December 31, 2023, a 10% change in applicable foreign exchange rates would not have a significant impact on the Company's financial results other than the effect from its receivable from Calisto (see note 5) where a 10% strengthening or weakening of the Canadian dollar compared to the US dollar would result in a foreign exchange loss or gain respectively of approximately \$0.2 million on the Company's financial results. Subsequent to December 31, 2023, the Company received the Second Payment from Calisto.

#### *Interest rate risk*

The Company's cash and cash equivalents earn interest income at variable rates. The fair value of its portfolio is relatively unaffected by changes in short-term interest rates. The Company's future interest income is exposed to changes in short-term rates; however, based on the cash and cash equivalent balance at December 31, 2023, a 1% change in interest rates would not have a significant impact on the Company's financial results.

#### **Other MD&A Requirements**

Additional information relating to the Company including its annual consolidated financial statements for the year ended December 31, 2023 and 2022, are available on SEDAR+ at [www.sedarplus.com](http://www.sedarplus.com) and the Company's website at [www.panoro.com](http://www.panoro.com).

#### **Cautionary Note to US Investors**

Information and disclosure concerning mineral properties in this MD&A has been prepared in accordance with Canadian disclosure standards under applicable Canadian securities laws, which are not comparable in all respects to United States disclosure standards. The terms "Mineral Resource", "Measured Mineral Resource", "Indicated Mineral Resource" and "Inferred Mineral Resource" and other similar expressions or terms used in this MD&A are Canadian mining terms as defined in accordance with National Instrument 43-101 under guidelines set out in standards set out in the standards set by the Canadian Institute of Mining, Metallurgy and Petroleum.

While the terms "Mineral Resource", "Measured Mineral Resource", "Indicated Mineral Resource" and "Inferred Mineral Resource" and other similar expressions or terms used in this MD&A are recognized and required by Canadian regulations, they are not defined terms under the standards of the U.S. Securities and Exchange Commission ("SEC"). As such, certain information contained or incorporated by reference in this MD&A concerning descriptions of mineralization and resources under Canadian standards is not comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements of the SEC. An "Inferred Mineral Resource" has a great amount of uncertainty as to its existence and as to its economic and legal feasibility. It cannot be assumed that all or any part of an "Inferred Mineral Resource" will ever be upgraded to a higher category. Under Canadian rules, estimates of "Inferred Mineral Resources" may not form the basis of feasibility or other economic studies. Investors are cautioned not to assume that all or any part of "Measured", "Indicated" or "Inferred Mineral Resources" will ever be converted into "Mineral Reserves". Investors are cautioned not to assume that all or any part of an "Inferred Mineral Resource" exists, or is economically or legally mineable.