



LUMINEX RESOURCES CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2023

TSX-V: LR



www.luminexresources.com

INTRODUCTION

Luminex Resources Corp. ("Luminex" or the "Company") is a resource exploration company with a focus on the exploration and development of mining projects in Ecuador. Luminex's head office is in Vancouver, Canada. The Company was incorporated under the *Business Corporations Act* (British Columbia) on March 16, 2018, in connection with a strategic reorganization of Lumina Gold Corp. ("Lumina") effected by a plan of arrangement (the "Arrangement"), which was completed on August 31, 2018. The Company's common shares are listed on the TSX Venture Exchange ("TSXV") under the symbol "LR".

This management's discussion and analysis ("MD&A") focuses on significant factors that affected Luminex and its subsidiaries during the relevant reporting period and to the date of this report. The MD&A supplements, but does not form part of, the unaudited condensed consolidated interim financial statements of the Company and the notes thereto for the three and nine months ended September 30, 2023 and 2022, and, consequently, should be read in conjunction with the aforementioned financial statements and notes thereto. This MD&A should also be read in conjunction with our audited consolidated financial statements for the year ended December 31, 2022.

ADDITIONAL INFORMATION

Additional information about the Company is available under the Company's profile on SEDAR+ at www.sedarplus.ca and on the Company's website at www.luminexresources.com.

The Company reports its financial information in United States dollars and all monetary amounts set forth herein are expressed in U.S. dollars unless specifically stated otherwise. The financial information presented in this MD&A has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board (the "IASB"). The Company's unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2023 and 2022 were prepared in accordance with IAS 34 *Interim Financial Reporting*.

Leo Hathaway, P.Geo., is a qualified person as defined by National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101") and has reviewed and approved for inclusion the scientific and technical disclosure in this MD&A. Mr. Hathaway is the Senior Vice President, Exploration of the Company.

FORWARD-LOOKING INFORMATION

Information and statements contained in this MD&A that are not historical facts are forward-looking information or forward-looking statements within the meaning of Canadian securities legislation and the *U.S. Private Securities Litigation Reform Act of 1995* (hereinafter collectively referred to as "forward-looking statements") that involve risks and uncertainties. This MD&A contains forward-looking statements such as estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Examples of forward-looking statements in this MD&A include, but are not limited to, statements with respect to:

- the Company's proposed acquisition by Adventus Mining Corporation ("Adventus") by way of a plan of arrangement and the concurrent equity financings proposed as part of such transaction;
- the Company's strategic objectives and going-forward plans, including the timing and plans for drilling and other exploration work, as well as metallurgical programs, updating of mineral resource estimates and related studies, and other development work and expenditures on both the Condor and other projects;
- the results of the Company's Preliminary Economic Assessment ("PEA") on the Condor Project and any related follow up activities;
- the Company's acquisition of concessions and projects, and the regulatory reporting and amount of human and financial resources invested to maintain the concessions in good regulatory and social standing, including those concessions subject to earn-in by other companies;
- the Company's and its earn-in partners' plans and activities to continue or initiate exploration and drilling programs at the Company's projects and the Company's ability to enter into revised terms for existing earn-in agreement terms;
- the advancement of the Orquideas concession to the "Advanced Exploration" mineral exploration phase;
- estimates of mineral resources and potential economic recoveries at the Company's projects;
- estimates and / or forecasts of future metals prices;
- possible discoveries or extensions of new mineralization, increases or upgrades to reported mineral resource estimates at the Company's projects, or general expected results of the Company's exploration activities;
- the Company's ability to define and drill targets on its projects;
- the Company's ongoing case by case evaluation whether to advance projects internally, seek strategic partners for concessions acquired by tender process in Ecuador or to initiate further exploration, project engineering and development studies on its individual assets;
- the Company's ability to execute strategic initiatives, including but not limited to entering into agreements with strategic partners for further development of its concessions;
- the Company's ability to comply with auction, permitting and regulatory requirements related to exploration and development and related operations, as well as any associated costs and timing;
- the Company's plans, actions and timing to renounce any non-core concessions or parts of concessions;

Management's Discussion and Analysis
For the Three and Nine Months Ended September 30, 2023

November 22, 2023

- the Company's ability to manage relations with economic, political and social stakeholders;
- the Company's ability to secure and maintain access to surface lands needed for its operations;
- the Company's expectation that global geopolitical and macroeconomic developments will continue to drive sustained improvements in copper and gold markets in the medium to long term;
- the Company's expectation that the Government of Ecuador will maintain the national policy of making Ecuador an attractive destination for long-term formal mining investment, continuing to build on recent mining, legal and regulatory reforms;
- the Government of Ecuador's actions, including efforts to improve and enforce the legal and regulatory framework for mining, uphold the rule of law, combat illegal mining and other criminal activity, respond adequately to legal and social strategies of anti-mining activists, and implement another mining concession tender process or otherwise reopen the mining cadastre;
- the Company's ability to identify and, with or without government support, prevent, control and terminate incursions by informal / illegal miners into and in the vicinity of its concessions;
- the Company's ability to negotiate agreements with long-established informal miners on or next to its concessions to secure their peaceful departure from areas deemed important for the future development of the Condor Project, as well develop and maintain constructive relations with these groups;
- legislative and regulatory reform processes, including those related to the fiscal and permitting regimes, and their potential effects on Luminex;
- the adequacy of the Company's working capital and the impact to the Company's working capital forecasts due to withdrawal or revisions to earn-in arrangements;
- the Company's ability to use the proceeds of its financing activities for their stated purposes;
- the Company's ability to raise additional financing or find alternative ways to advance its corporate objectives;
- the Company's efforts to monitor, interpret and adapt to market, economic, political, regulatory and social conditions (globally and in Ecuador);
- the effects of the public consultations, that took place August 20, 2023, in six parishes of Quito canton, in Pichincha province;
- the continued efforts of activist groups and the impacts they have on processes for issuance and maintenance of environmental and social licenses and permits;
- the mining assets and properties acquired by the Company being and remaining attractive investment opportunities;
- the Government of Ecuador's acceptance of filings submitted for mineral concessions subject to four-year spending requirements in Ecuador;
- the effects of the COVID-19 virus and its variants on Ecuador and the Company's areas of operation, as well as the Company's plans and activities;
- the Company's ability to continue as a going concern;
- the impact of current and future accounting standards on the Company; and,
- other risks and uncertainties related to the Company's business.

In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "goal", "objective", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or information that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Any such forward-looking statements are based, in part, on assumptions and factors that may change, thus causing actual results or achievements to differ materially from those expressed or implied by the forward-looking statements. Such factors and assumptions may include, but are not limited to: assumptions concerning gold, copper and other base and precious metal prices; cut-off grades; accuracy of mineral resource estimates and mineral resource modeling; timing and reliability of sampling and assay data; representativeness of mineralization; timing and accuracy of metallurgical test work; anticipated advancement in exploration areas; anticipated political and social conditions and events; expected environmental conditions; expected Ecuador national, provincial and local government policies, including legal and regulatory reforms; anticipated outcomes of public consultations in relation to environmental permits and social licenses; and, ability to successfully raise or otherwise access additional capital.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, and without limitation:

- risks that the proposed acquisition of the Company by Adventus will be successfully completed;
- risks relating to price fluctuations for gold, copper, and other precious and base metals;
- risks inherent in mineral resource estimation;
- risks relating to government expropriation of the Company's mineral property interests;
- risks relating to all the Company's mineral concessions and projects being located in Ecuador, including political, social, economic, security, legal and regulatory instability;
- risks relating to changes in Ecuador's national (including the executive and legislative assembly), provincial and local political leadership, through elections or otherwise, as well as the impacts these (and the processes leading up to them) may have on general, environmental, and mining specific public policies, laws and regulations, ministries, administrative agencies and other governmental institutions, such as the Ombudsman and the judiciary,

and legal, political, and social stability, as well as Ecuador's reputation as an attractive jurisdiction for mining investment;

- risks relating to changes in the leadership of local municipalities, parishes and communities and local, regional and national indigenous organizations, and the impacts these may have on local attitudes and actions towards legal and illegal mining in general, as well as the Company and its activities and plans;
- risks relating to the impact of potentially negative public perception as a result of continued efforts by groups of activists and illegal miners to impact the Company's ability to operate on its concessions;
- risks relating to governmental policies, administrative and social investment initiatives and measures, including: austerity and efficiency programs; government reorganization and restructuring, such as consolidation or decentralization of ministries and agencies and leadership changes at government bodies, such as the Ministry of Energy and Mines, Ministry of Environment, Water and Ecological Transition, and the Agency for Regulation and Control of Non-Renewable Natural Resources ("ARCERNNR", formerly "ARCOM"); modifications to agency competencies; reforms to administrative processes and procedures; staffing changes and reductions; industry-wide audits or performance reviews; the government's political will and actual ability to enforce the law with regards to illegal miners and other bad actors; and, proposals for public-private partnerships to invest in social programs or infrastructure in local communities and municipalities;
- risks relating to changes in mining policies, legislation and regulations under new governmental administrations and possible effects on permitting, oversight, enforcement and any other governmental legal and regulatory responsibilities;
- risks relating to lack of technical preparedness or fitness, professional or ethical, of national, provincial and local authorities across the different branches of government (executive, legislative and judiciary) that may be involved in oversight of the mining sector at any level, as well as other sectors (e.g., lands and environment) that can directly and indirectly impact formal mining activity, from policy to execution, and the impacts that uninformed, unethical or otherwise questionable decisions could have on the mining industry as well as Company operations;
- risks relating to national, provincial and local political and social and legal activism or unrest, in some cases generated in the course of political election campaigns, including opposition to the government's economic programs and mining industry development policies, as well as for specific mining and infrastructure projects, concerns about the environment and water, pressure for economic benefits such as employment, social donations or investment programs, changes to the land use, regulatory, taxation and labour regimes, access to land for agricultural or artisanal or illegal mining or other illegal purposes, permission to conduct artisanal hard rock or alluvial mining on Company concessions, or other local political and/or social pressures;
- risks relating to political or economic instability derived from corrupt practices or occasional antagonism or power struggles between Ecuador's executive, legislative and judicial branches, between political parties, between different parts of the country, and between indigenous or other minority groups and the central government or other political authorities, as well as the effects these may have on investment across the economy, including mining, country risk ratings, public safety, administrative and judicial decisions and processes, and other aspects of doing business in Ecuador;
- risks relating to violent and non-violent crime and physical security risks to Company facilities, on public roads, as well as in rural and urban areas, as well as domestic and international concerns about Ecuador's security situation;
- risks relating to the development of other mining projects in Ecuador, including their negotiations with the government and permitting processes, and the precedents that these might set for the Company's projects;
- risks relating to required consultations of indigenous and local communities, including the current absence of a law on free, prior and informed consultation;
- risks relating to the social, environmental and geological conditions in areas in proximity to the concessions under development and surface lands owned by the Company;
- risks relating to Luminex's rights or activities being impacted by litigation or administrative or judicial processes;
- risks relating to Luminex's ability to secure and maintain social licenses from local communities, as well as access to concession surface areas and other properties needed to advance its exploration and development programs;
- risks relating to Luminex's ability to prevent illegal mining on its concessions or surface properties, with or without the involvement of national, provincial and local authorities;
- risks relating to Luminex's operations being subject to environmental and water use requirements, including remediation or fines for impacts caused by the Company or third parties;
- risks relating to Luminex's ability to source and keep qualified human resources, including managers, employees, consultants, attorneys, and sub-contractors, as well as the performances of all such resources (including human error and actions outside of the control of Luminex, such as wilful negligence of its counterparties or agents);
- risks of title disputes or claims affecting mining concessions or surface ownership rights;
- risks relating to adverse changes to laws, regulations or other national, provincial or local norms placing increased regulatory burdens, limiting operational options, or extending timelines for regulatory approval processes, including environmental, water, safety, social, taxation, labour and other matters;
- risks relating to delays in obtaining governmental approvals or permits necessary for the execution of exploration, development or construction and related activities;
- risks relating to failure of plant, equipment, personnel or processes to perform as anticipated;
- risks relating to performance of human resources, such as accidents, crime, and labour or social disputes;
- risks relating to competition inherent in the mining exploration industry, in Ecuador and elsewhere;
- risks of impacts from unpredictable social and / or natural occurrences, such as epidemics and pandemics, crime, adverse weather conditions, rainstorms, flooding, fire, natural erosion, landslides, and geological activity, including earthquakes and volcanism, and popular social protests;

- risks relating to the operational challenges presented by the locations and climatological conditions of the Company's projects, including remote siting with no existing road access, insufficient supply of qualified personnel available for hire, limited communications networks, steep topography, intense rainy seasons, densely forested habitats, and venomous snakes;
- risks relating to inadequate insurance or inability to obtain insurance;
- risks relating to the fact that Luminex's properties are not yet in commercial production;
- risks relating to the Company's ability to obtain necessary funding for its operations, at all or on terms acceptable to the Company;
- risks relating to the Company's concessions that are subject to earn-in arrangements, including the provision of ongoing funding to progress the mineral concessions and meet required spending commitments in Ecuador, as well as any reputational effects that developments at those projects could have on the Company;
- risks relating to the Company's working capital and requirements for additional capital;
- risks relating to changes in national and international economic or geopolitical conditions and the policy implications these may have for mining, including permitting and tax regimes;
- risks relating to currency exchange fluctuations or a change in national currency;
- risks relating to fluctuations in interest and inflation rates;
- risks relating to restrictions on access to and movement of capital;
- risks relating to the value of the Company's common shares fluctuating based on market factors, including volatility;
- risks relating to the Company's dependence on key personnel;
- risks relating to inflation for key inputs, including labour, fuel, food, services and equipment;
- risks relating to the impacts of epidemics, pandemics and other health issues, including COVID-19 and its variants, internationally, nationally across Ecuador, and in the locations where the Company operates;
- risks relating to the Company's dependence on information technology, including hardware, software and cloud services, for storage and transmission of data; and,
- other risks common to the mining industry in general and the mining industry in Ecuador in particular,

as well as those factors discussed in the sections entitled "Risks and Uncertainties" in this MD&A.

Although the Company has attempted to identify important factors and risks that could affect the Company and might cause actual actions, events or results to differ, perhaps materially, from those described in forward-looking statements, there may be other factors and risks that cause actions, events or results not to occur as projected, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements in this MD&A speak only as of the date hereof. The Company does not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by law.

Forward-looking statements and other information contained herein, including general expectations concerning the mining industry, are based on estimates and forecasts prepared by the Company employing data from publicly available industry sources, as well as from market research and industry analysis, and on assumptions based on data and knowledge of this industry and the operating environment in Ecuador which the Company believes to be reasonable. Although generally indicative of relative market positions, market shares and performance characteristics, this data is inherently imprecise. While the Company is not aware of any misstatements regarding any of the data presented herein, the mining industry involves risks and uncertainties, and the data is subject to change based on various factors.

OVERVIEW OF SIGNIFICANT EVENTS AND REVIEW OF ACTIVITIES

In order to better understand the Company's financial results, it is important to gain an appreciation of the significant events, transactions and activities involving mineral property interests that occurred during the three and nine months ended September 30, 2023 and to the date of this MD&A. This overview should be read in conjunction with the remainder of this MD&A to appreciate more fully the Company's results and activities for the three and nine months ended September 30, 2023.

Described in more detail below are the following:

- a summary of the proposed transaction with Adventus;
- an update on the Company's Condor Project;
- an update on the Anglo American plc ("Anglo American") earn-in on the Pegasus Project;
- an update on the Japan Organization for Metals and Energy Security (formerly Japan Oil, Gas and Metals National Corporation) ("JOGMEC") earn-in on the Orquideas Project;
- an update on the Company's Tarqui concessions; and
- a summary of the Company's other early-stage projects.

Adventus Transaction

On November 21, 2023, Adventus and Luminex entered into an arrangement agreement (the "Arrangement Agreement"), pursuant to which Adventus will acquire all of the issued and outstanding common shares of Luminex (the "Luminex Shares"), in exchange for common shares of Adventus, by way of a plan of arrangement (the "Transaction"). Pursuant to the terms and conditions of the Arrangement Agreement, holders of the issued and outstanding Luminex Shares will receive 0.67 common shares of Adventus for each one (1) Luminex Share held (the "Exchange Ratio"). Luminex stock options that are outstanding at the time of the completion of the Transaction shall be exchanged in accordance with the Exchange Ratio for similar securities to purchase Adventus shares on substantially the same terms and conditions, and outstanding warrants of Luminex will become exercisable, based on the Exchange Ratio, to purchase Adventus shares on substantially the same terms and conditions. The Transaction will be carried out by way of a court-approved plan of arrangement under the *Business Corporations Act* (British Columbia). Concurrent with the Transaction, Adventus and Luminex plan to raise gross proceeds of approximately \$17.1 million in equity financings.

The completion of the Transaction is subject to a number of terms and conditions, including without limitation the following: (a) approval of Luminex's securityholders; (b) approval of the TSXV; (c) approval of the British Columbia Supreme Court; (d) there being no material adverse changes in respect of either Adventus or Luminex; (e) a minimum of \$13.5 million in gross proceeds from the Concurrent Financing, and other standard conditions of closing for a transaction of this nature. There can be no assurance that all of the necessary approvals will be obtained or that all conditions of closing will be satisfied. The Transaction is subject to the approval at a special meeting of Luminex securityholders by (i) 66^{2/3}% of the votes cast by Luminex shareholders, (ii) 66^{2/3}% of the votes cast by Luminex shareholders and optionholders, voting together as a single class, and (iii) if required, a simple majority of the votes cast by the Luminex shareholders, excluding the votes cast by certain persons as required by Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*. Adventus and Luminex are arm's length parties and, accordingly, the Transaction is not a related party transaction.

Condor Project

The Company holds title to nine contiguous mineral concessions, totalling an area of 9,897 hectares, collectively known as the "Condor Project", located in the Zamora Chinchipe province in southeastern Ecuador. The Condor Project includes the Escondida and Santa Elena concession areas acquired through the Government of Ecuador's auction tender process in 2016. A reduction of 204 hectares to Escondida was made with effect on January 2, 2023. The Company owns land / surface rights over an area of approximately 614 hectares that overlie concessions of the Condor Project. In addition, the Company holds approximately 167 hectares of land access rights obtained by way of easements.

The Condor Project includes several known deposits, as well as areas yet to be explored. In the northern part of the project, the Chinapintza, Los Cuyes, Enma, Soledad, Camp and Prometedor deposits are hosted in a sub-volcanic system consisting primarily of epithermal high-grade gold/silver veins and mineralized breccias. South and southwest of this sub-volcanic system are the El Hito porphyry copper and molybdenum deposit and the Santa Barbara gold and copper porphyry/skarn deposit. In addition to these mineral deposits, there are several exploration targets within the Condor Project consisting of gold and iron-rich skarns, epithermal gold and other undeveloped and under-explored soil, stream sediment and bedrock gold/silver and copper anomalies, such as Nayumbi, which is discussed in more detail below.

The province of Zamora-Chinchipe is serviced by air from the city of Loja, which is a three-hour drive from the Condor Project. Access is by paved highways via the provincial capital of Zamora and then 50 kilometres ("km") east to the village of Paquisha. From Paquisha there are approximately 35 km of gravel roads passing through several villages to the Condor Project. Lundin Gold Inc.'s Fruta del Norte gold project is located approximately 30 km north of the Condor Project.

The Company announced the results of a PEA, prepared in accordance with NI 43-101, on July 28, 2021 by news release titled "Luminex Resources Announces Positive Condor North Preliminary Economic Assessment; US\$387 Million NPV, 12 Year Mine Life and Production of 187Koz Gold Per Year." The full news release can be found on the Company's website (www.luminexresources.com) or on SEDAR under the Company's profile (www.sedar.com). The PEA is on a portion of the 98.7%-owned Condor Project comprised of the Los Cuyes, Soledad, Enma and Camp deposits (collectively known as "Condor North"). A summary of the PEA is presented below. Base case economics were calculated using a gold price of \$1,600 per ounce and a silver price of \$21 per ounce. All figures are displayed on a 100% ownership basis. The effective date of the PEA is July 28, 2021, and a technical report for the Project including the PEA, titled "Condor Project NI 43-101 Technical Report on Preliminary Economic Assessment," was filed on SEDAR on September 13, 2021.

The PEA's highlights include the following estimates:

- life of mine ("LOM") average annual payable production of 187 thousand ounces ("koz") gold and 758 koz silver;
- 12-year mine life with a 25,000 tonnes per day processing operation;
- after-tax Net Present Value ("NPV") (5%) and Internal Rate of Return ("IRR") of \$387 million and 16.0%;
- after-tax NPV (5%) and IRR of \$562 million and 20.3% using \$1,760 per ounce gold;
- average cash operating costs of \$748/oz and all-in sustaining costs of \$839/oz, net of by-product credits;
- LOM processed grades of 0.72 grams per tonne ("g/t") gold and 5.9 g/t silver;
- LOM revenue mix of 95% gold and 5% silver; and
- initial capital costs including working capital of \$607 million, not including refundable value added tax.

Management's Discussion and Analysis For the Three and Nine Months Ended September 30, 2023

November 22, 2023

The PEA is preliminary in nature and includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves. Mineral resources are not mineral reserves and do not have demonstrated economic viability. There is no certainty that the PEA will be realized.

During the year ended December 31, 2022, twenty-eight holes totalling 10,212 metres were drilled at the Condor Project. In 2023 the Company drilled a further twenty-one holes totalling 8,225 metres, primarily at Los Cuyes (7,150 metres), but also at the Prometedor Gold prospect (825 metres in five holes) as well as a newly recognized Camp – Cuyes lookalike precious-metal target named Esperanza located a few hundred metres south of the Prometedor gold showings (250 metres in two holes). The Company announced results of drilling in news releases dated January 10, January 24, March 3, April 11, May 18, June 21, and August 14, 2023, providing updates on drilling at the Camp deposit and Los Cuyes. Copies of the news releases are available on the Company's website and SEDAR+. In addition, the Company announced the results of its metallurgical test program from the Los Cuyes deposit on September 27, 2023, with positive results of 95% gold recoveries using whole ore cyanidation and 96% gold recoveries using flotation on the Cuyes West high-grade composites. Overall activities on the Condor Project were limited during the three months ended September 30, 2023 as the Company has sought to preserve cash in light of current market conditions.

On August 21, 2023, the Company announced it had reached a mediated agreement (the "Agreement") with Minera La Pangui S.A.S., an association of informal miners with operations at, or in proximity to, the Condor Project, with the purpose of resolving outstanding issues impacting both the Company and the informal miners concerned. The Agreement enables the Company to secure areas in strategic proximity to the Condor North portion of its Condor Project and, at the same time, satisfies the decades-long desire of these informal artisanal miners to gain legal mineral concession rights over informal mining properties in the Company's Chinapintza area, in which a 53-hectare area will be transferred to Minera La Pangui S.A.S. Further details concerning the Agreement can be reviewed in the Company's news release of August 21, 2023, which is available on the Company's website and SEDAR+.

A further mediated agreement was announced by the Company on September 8, 2023, with an additional seventeen artisanal miners in a recently constituted local entity, Minera Nupers S.A.S., which primarily incorporated members of Asoproper, a neighbouring association of informal miner, most of whom hold historical operating permits within the Condor Project's mineral concessions. This Agreement contemplates the creation of 63 hectares of formalized concessions which will be transferred to Minera Nupers S.A.S. Further details concerning the Agreement can be reviewed in the Company's news release of September 8, 2023, which is available on the Company's website and SEDAR+.

Anglo American Earn-In and Joint Venture on the Pegasus A, B and Luz Concessions

On August 22, 2023, the Company received a withdrawal notice from Anglo American with respect to its option to increase its ownership in the Pegasus Project from 25% to 51%. The Company is continuing to evaluate the ramifications of this notice and has engaged in further discussions with Anglo American to realign the terms of the earn-in and joint venture agreement of September 21, 2018 (the "Anglo Agreement") given Anglo American's investment to date, 25% ownership position and in-country team. Further to these discussions, Luminex and Anglo American agreed to suspend the effect of the withdrawal notice for a period of 45 days, which was subsequently further extended to November 24, 2023. As a result of the withdrawal notice and current discussions, Luminex did not receive the scheduled payment of \$1.4 million originally due by September 21, 2023.

Under the Anglo Agreement, Luminex currently holds 30 Class A common shares in Central Ecuador Holdings Ltd. ("Central") and Anglo American holds 70 Class B common shares in Central. Central is the vehicle through which Anglo American earns its interest in the Pegasus Project and which will form the joint venture company to operate the Pegasus Project, should all spending commitments be met. Anglo American has the following spending commitments pursuant to the Anglo Agreement in its original form:

- (i) To earn a 25% interest in the Pegasus Project, which has been achieved, Anglo American was required to make option payments to Luminex totaling \$1.1 million by September 21, 2021 (such payments to be made in installments of (i) \$300,000 by September 21, 2019; (ii) \$300,000 by September 21, 2020; and (iii) \$500,000 by September 21, 2021) and spend at least \$10 million in exploration expenditures by September 21, 2022, of which at least \$2.2 million was to be funded prior to September 21, 2019 (the "Initial Contribution");
- (ii) Anglo American could earn an additional 26% interest in the Pegasus Project (for a total of 51%) by making payments to Luminex totaling \$2.4 million by September 21, 2023 (with \$1,000,000 due by September 21, 2022, and \$1,400,000 by September 21, 2023) and funding exploration expenditures of \$25 million no later than September 21, 2024 (the "First Option");
- (iii) Following completion of the First Option, Anglo American could earn an additional 9% interest in the Pegasus Project (for a total of 60%) by making a payment to Luminex of \$2.5 million by September 21, 2024, and funding exploration expenditures of \$15 million by September 21, 2025 (the "Second Option"); and,
- (iv) Anglo American could earn an additional 10% interest in the Pegasus Project following completion of the Second Option if it solely funded all the required work up to a decision to construct a mine at the Pegasus Project, for a total retained interest of 70%.

Management's Discussion and Analysis
For the Three and Nine Months Ended September 30, 2023

November 22, 2023

At September 30, 2023, Anglo American had incurred approximately \$22.9 million towards its earn-in. The first earn-in ownership threshold of 25% occurred once \$10 million had been spent across the concessions and \$2.4 million of cash payments had been paid. Anglo American has fulfilled its obligations to satisfy the 25% threshold, and in February 2022, the Company received notice from Anglo American that it was exercising the first of its options under the Anglo Agreement to continue to earn the right to 51% in the Pegasus Project.

The tables below illustrate the cash payments and the spending commitments and milestones pursuant to the Anglo Agreement in order for Anglo American to earn up to a 60% interest.

Cash Payment Schedule:

Due Date	Payment Amount
Signing of Agreement (received) ⁽¹⁾	\$ 1,300,000
September 21, 2019 (received)	300,000
September 21, 2020 (received)	300,000
September 21, 2021 (received)	500,000
25% Interest Cash Payment Milestone (achieved)	\$ 2,400,000
September 21, 2022 (received)	1,000,000
September 21, 2023	1,400,000
51% Interest Cumulative Cash Payment Milestone	\$ 4,800,000
September 21, 2024	2,500,000
60% Interest Cumulative Cash Payment Milestone	\$ 7,300,000

⁽¹⁾ Received by Lumina pursuant to the Anglo Agreement.

Spend Commitment Schedule:

Due Date	Spend Commitment	Estimated Spend Incurred To September 30, 2023
By September 21, 2019	\$ 2,200,000	\$ 2,200,000
By September 21, 2022	7,800,000	7,800,000
25% Interest Spending Milestone	\$ 10,000,000	\$ 10,000,000
By September 21, 2024	25,000,000	12,903,000
51% Interest Cumulative Spending Milestone	\$ 35,000,000	\$ 22,903,000
By September 21, 2025	15,000,000	-
60% Interest Cumulative Spending Milestone	\$ 50,000,000	\$ 22,903,000

Should Anglo American decide to only earn an interest up to the Initial Contribution, First Option or Second Option, the number of Class B common shares held by Anglo will be adjusted in accordance with the Anglo Agreement to result in a total retained interest in the Pegasus Project of 25%, 51% or 60% respectively.

As noted in Note 6(b) to the unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2023, Luminex acquired Mineral Concession Rights on the Pegasus Project by way of payment of \$2.2 million to Lumina prior to the Arrangement. In accordance with the Anglo Agreement, Luminex has treated this Mineral Concession Right as its initial contribution in the Pegasus Project to Central Ecuador EC-CT S.A. ("Central Ecuador"), a wholly owned Ecuadorean subsidiary of Central. In accordance with the terms of the Anglo Agreement, Anglo American will control and manage Central and Central Ecuador and all expenditures and operations related to the Pegasus Project. Should Anglo American withdraw from the Anglo Agreement it will cause all its appointed directors to resign from Central and Central Ecuador.

Anglo American commenced its maiden drill program in January 2023, such program contemplating an initial 3,200 metres in five drill holes. Drilling was temporarily suspended during a period of local elections and heavy rainfall in the area but did resume for a total of three holes (1,813 metres). Anglo American has renewed all the concession licenses pertaining to Pegasus for 2023.

JOGMEC Earn-in and Joint Venture Agreement on the Orquideas Concession

On December 29, 2021, the Company entered into a binding interim agreement (the "IA") for an earn-in and joint venture with JOGMEC on the Orquideas mineral concession. JOGMEC has the right to earn a 70% ownership interest in Orquideas by investing an aggregate \$7 million by March 31, 2026. The Company is managing and operating the exploration programs for Orquideas and receives a management fee based on expenses up to a maximum of 10%. Under the terms of the IA, JOGMEC had a minimum commitment of \$750,000 to March 31, 2022, after which time it is able to terminate the IA at any time with the provision of thirty days notice. In order to earn a 70% interest, JOGMEC is required to incur further exploration expenditures from April 1, 2022, as follows: (i) \$1,250,000 by March 31, 2023; (ii) \$1,500,000 by March 31, 2024; (iii) \$1,500,000 by March 31, 2025; and (iv) \$2,000,000 by March 31, 2026. There are no partial earn-in amounts prior to the 70% threshold being reached and the expenditures may be accelerated at JOGMEC's sole discretion.

Management's Discussion and Analysis For the Three and Nine Months Ended September 30, 2023

November 22, 2023

In September 2022, the Company submitted the four-year investment report for Orquideas (see below under "Other Concessions" for further information on this requirement) but is yet to receive a response from the Government of Ecuador on the filing. The size of the Orquideas concession was reduced from 4,743 to 4,219 hectares in March 2023 as part of the process to advance the concession to the next mineral exploration phase which under Ecuadorean Mining Law regulations is known as "Advanced Exploration" and which lasts for four years with two further two-year extensions possible. To September 30, 2023, JOGMEC has provided total funding of \$3,358,962. No active work programs were carried out during the January to May 2023 period, with the annual concession fees for Orquideas paid in March 2023. Exploration activity resumed in June 2023 with drilling at Orquideas recommencing on June 27, 2023 and ending September 7, 2023. Four holes were completed for a total of 1,639 metres drilled.

Tarqui Concessions

The Company's Tarqui and Tarqui 2 mineral concessions ("Tarqui") were subject to an earn-in and joint venture agreement with BHP Group plc ("BHP"). On December 6, 2022, BHP and the Company signed a termination agreement whereby sole control and ownership of the joint venture company through which the earn-in was being operated, and Tarqui, would revert to Luminex and by which BHP would pay \$100,000 to the Company as reimbursement for costs related to the termination. Prior to closing the termination agreement, BHP continued to solely manage the joint venture company. The termination agreement closed in January 2023. During the three and nine months ended September 30, 2023, other than paying the annual concession fees and required environmental reporting matters for Tarqui, the Company carried out only minimal activity while it evaluated future plans. The Company's expenditures on Tarqui totalled \$12,812 and \$179,879 for the three and nine months ended September 30, 2023, respectively.

Other Concessions

Lumina participated in the Government of Ecuador's mineral concession auction process in 2016 / 2017. Under the terms of the auction, a company awarded a concession is obligated to complete the investments proposed in the related application by the end of a four-year period. Should a company determine that it no longer wishes to retain a concession it can cease active spending and the rights will be forfeited back to the Government of Ecuador, provided that the Company is responsible for payment of annual concession fees to the point in time at which the relinquishment of the concession is completed.

Lumina was granted the following areas, which were subsequently transferred to Luminex pursuant to the Arrangement:

Concession Name	Original Area (Ha)	Current Area (Ha)	General Location
Part of Condor Project			Southern Ecuador
Escondida	1,204	1,000	Adjacent to the Condor Project.
Santa Elena	628	628	Adjacent to the Condor Project.
Other Concessions			Southern Ecuador
Cascas 1 / Cascas 2 ("Cascas")	9,998	9,998	On trend with the Condor Project. Two concessions.
La Canela	3,187	2,783	On trend with the Condor Project.
Orquideas	4,743	4,219	On trend with the Condor Project.
Quimi / Quimi 2 ("Quimi")	2,732	2,732	On trend with the Condor Project. Two concessions.
Tarqui / Tarqui 2	4,817	4,817	On trend with the Condor Project. Two concessions.
Tres Picachos	4,828	3,674	On trend with the Condor Project.
			Northern Ecuador
Pegasus A / Pegasus B / Luz	67,360	64,430	Fifteen adjacent concessions located approximately 150km southwest of Quito in Cotopaxi Province.
TOTAL	99,497	94,281	

Further details on the commitments associated with the concessions are provided later in this MD&A in the section "Liquidity and Capital Resources." Exploration areas in Ecuador are generally reduced in size as exploration is advanced to new "phases" which accounts for the reduction in certain areas with other concessions still pending completion of this process or not yet at the point in time where this advancement is required.

In addition, on April 18, 2022, the Company announced that it had signed a binding agreement with Corporación Nacional del Cobre de Chile ("Codelco") to acquire its 100% owned Chalapo concessions (together, "Chalapo") in the Loja province of Ecuador for \$60,000 plus a 1% NSR. 0.5% of the NSR can be purchased by Luminex for \$5 million prior to 2030. The Chalapo concessions are comprised of two contiguous claims totalling 8,087 hectares located approximately 45 km southwest of Loja and seven km from the town of Vilcabamba. These concessions are not subject to the Government of Ecuador's four-year investment conditions

Management's Discussion and Analysis For the Three and Nine Months Ended September 30, 2023

November 22, 2023

for concessions granted pursuant to the 2016 / 2017 auction process. Accordingly, there is no minimum investment requirement related thereto.

During the nine months ended September 30, 2023, the Company determined that it was not likely to continue further exploration activities on the Tres Picachos and La Canela concessions. Accordingly, an impairment charge of \$360,000 was recorded in the condensed consolidated interim statement of loss for the nine months ended September 30, 2023.

Summary of activity

The Company's expenditures on its other concession areas, which include Cascas, Chalapo, La Canela, Quimi and Tres Picachos, during the three and nine months ended September 30, 2023, continued to be limited in nature and primarily related to annual concession fees paid in March 2023 for the current year. Total expenses for these projects during the three and nine months ended September 30, 2023, were \$72,651 and \$596,867, respectively. Of the total spend for the nine months ended September 30, 2023, \$403,271 related to annual concession and related property fees. Programs in these areas are being limited while the Company focussed efforts on the Condor Project.

In June 2021, the Company submitted its four-year investment report for Tres Picachos to the Government of Ecuador to ensure compliance with the requirements when originally tendering for the concession. To date, the Company has received some comments for clarification of the investment items for which an explanatory note was submitted but no official notification beyond these communications.

In January 2022, the Company submitted four-year investment reports for the Escondida and Santa Elena concessions (which are considered part of the Condor Project). Similar to the submission for Tres Picachos, only initial comments regarding the investment items have been received to date. The Company has submitted explanatory notes and continues to await an official status update.

In August 2022, the Company submitted the four-year investment reports for Quimi. To date, there has not been any reply from the Government of Ecuador on these filings.

Ecuador Political Update

Ecuador has been experiencing a fluid political environment. After approximately two years in office, on May 17, 2023, President Guillermo Lasso invoked a constitutional mechanism whereby the National Assembly was dissolved. This resulted in Presidential and legislative elections being held on August 20, 2023. The presidential contest went to a run-off, with Daniel Noboa of the centre-right Alianza Democrática Nacional party being elected on October 15, 2023. Mr. Noboa is a 35-year-old former legislator with an entrepreneurial streak; he is a scion of one of Ecuador's wealthiest families and possesses pertinent degrees from several prestigious American universities. The voting also appears to have yielded a more conservative legislative body than its predecessor, however, it is not clear that this will result in material changes, given the short duration of their tenure as the new authorities will remain in office until May of 2025, with presidential and legislative elections to take place in February of that year. The timing for the new president and legislators to take office has yet to be fixed, but inaugurations should be completed by late November or early December of 2023; in the meantime, President Lasso remains as president.

FINANCING ACTIVITY

On April 28, 2022, the Company closed a non-brokered private placement of 23,690,000 units at a price of CAD\$0.38 per unit for total proceeds of \$6,855,306, net of issue costs of \$161,765, which included finder's fees of up to 4% for a total of \$88,882. Each unit was comprised of one common share of the Company and one-half of one common share purchase warrant. Each whole common share purchase warrant entitles the holder thereof to acquire one common share of the Company at a price of CAD\$0.55 per common share at any time to April 28, 2024. The proceeds of the financing were to be used for drilling work at the Condor Project and for general corporate purposes. All of the funds raised from this financing activity had been expended as at March 31, 2023.

On February 16, 2023, the Company closed brokered and non-brokered private placements of 41,666,667 units at a price of CAD\$0.30 per unit for total proceeds of \$8,771,739, net of issue costs of \$529,548, which included finder's fees of up to 6% for a total of \$310,763. Each unit was comprised of one common share of the Company and one-half of one common share purchase warrant. Each whole common share purchase warrant entitles the holder thereof to acquire one common share of the Company at a price of CAD\$0.44 per common share at any time to February 16, 2025. The proceeds of the financing are intended to be used for (i) Condor Project exploration (\$6,921,000), (ii) land holding costs and project payments (\$703,000), (iii) other Ecuadorian project work programs (\$433,000) and (iv) working capital purposes (\$953,000). Approximately \$7 million of the net proceeds were utilized through to September 30, 2023.

OUTLOOK

Outside of the proposed Transaction with Adventus, the Company is applying a three-pronged strategy for the projects it is directly operating, which consists of: (i) advancing exploration (geologic mapping, sampling, drill target definition, drilling and metallurgical testing) at the Condor Project and advancing exploration (geologic mapping, sampling and target definition) at its other projects; (ii) continuing its evaluation of its other early exploration concessions to ensure that resources are focused on advancing projects with the greatest merit; and (iii) seeking partners or other opportunities for the concessions, similar to the earn-in agreements previously announced by the Company, or eventually returning such projects to the Government of Ecuador if they do not meet the Company's evaluation thresholds. The Company is seeking partners to advance the portfolio of early-stage exploration projects including Tarqui, Quimi, Cascas, La Canela and Tres Picachos as well as conducting internal evaluations to determine the future of these projects.

To date, the Company has completed a 33 drillhole program totalling 13,521 metres at the Condor Project's Cuyes West structure. Based on the positive results of this drilling program the structure remains open at depth and along strike. The Company is currently evaluating these results and developing a drilling plan to test these prospective areas in 2024, subject to the availability of funding. Once this program is completed the Company anticipates conducting an initial resource estimate for Cuyes West. Based on the results of this work, the Company anticipates updating the 2021 Condor North PEA to incorporate Cuyes West. The future PEA work will evaluate scoping a starter project to include underground mines at the Camp Zone and Cuyes West versus the 2021 PEA mine plan.

REVIEW OF FINANCIAL RESULTS

This review of the results of operations should be read in conjunction with the unaudited condensed consolidated interim financial statements of the Company for the three and nine months ended September 30, 2023 and 2022 along with other public disclosure documents of the Company. For the three and nine months ended September 30, 2023 the Company reported net losses of \$709,337 and \$7,196,261, respectively, compared to net losses of \$2,176,891 and \$6,509,833 for the three and nine months ended September 30, 2022. Further details of items impacting the Company's net loss are noted in the commentary that follows.

Exploration and Evaluation ("E&E") Assets (Mineral Properties)

The Company capitalizes costs incurred acquiring E&E assets and any required licenses related thereto with a term of more than one year. The Company's E&E assets at September 30, 2023 consisted of the Condor Project, Chalapo and various mineral concession rights that were transferred as part of the Arrangement on August 31, 2018. At September 30, 2023, the carrying value of the Condor Project was \$29,715,626 (December 31, 2022 - \$29,715,626).

In April 2022, the Company acquired Chalapo for \$60,000. At September 30, 2023, the Company also has certain mineral concession rights with a net book value totalling \$2,245,000 (December 31, 2022 - \$2,605,000) relating to concession areas transferred to Luminex from Lumina. These are detailed in Notes 6(a) and (b) to the unaudited condensed consolidated interim financial statements for the nine months ended September 30, 2023. As noted earlier in this MD&A, an impairment charge of \$360,000 was recorded in the nine months ended September 30, 2023, related to the Company's decision to curtail exploration on the La Canela and Tres Picachos concessions. E&E expenditures are expensed to profit and loss as incurred. These expenditures are discussed below and are disclosed in Note 6(c) of the unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2023.

Expenses

Exploration and evaluation expenditures

Total E&E expenses for the three and nine months ended September 30, 2023, were \$1,219,134 and \$6,662,783, respectively, compared to \$3,015,896 and \$6,799,038 for the three and nine months ended September 30, 2022. Further details on expenses as they relate to specific projects and concession areas are noted below.

Management's Discussion and Analysis
For the Three and Nine Months Ended September 30, 2023

November 22, 2023

Condor Project

The majority of the Company's E&E expenditures were on the Condor Project where E&E expenditures for the three and nine months ended September 30, 2023 and 2022 were as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Assays / Sampling	\$ 31,278	\$ 111,436	\$ 400,609	\$ 224,403
Camp	266,644	521,109	1,101,431	1,352,804
Camp access and improvements	21,646	41,144	86,415	77,303
Drilling	113,336	1,151,879	1,980,468	1,877,411
Engineering	-	-	421	16,724
Environmental, Health & Safety	108,571	143,801	377,603	476,774
Field office	81,686	107,140	264,626	232,187
Geological consulting and field staff	187,734	218,379	636,661	578,131
Legal fees	40,098	36,125	118,442	94,402
Mineral rights and property fees	62,310	84,749	276,257	219,758
Project management	49,334	60,914	179,075	166,108
Reports	23,055	3,440	28,689	11,100
Social and community	52,529	68,135	170,874	161,561
Transportation and accommodation	72,051	117,875	228,958	310,716
	\$ 1,110,272	\$ 2,666,126	\$ 5,850,529	\$ 5,799,382

Expenditures on the Condor Project for the nine months ended September 30, 2023, reflect the Company's drilling activity as noted earlier in this MD&A. This drilling activity was curtailed in the three months ended September 30, 2023 with the drill rigs demobilized, as the Company determined that a pause in activity to preserve cash was merited. Drilling activity in the three and nine months ended September 30, 2022, consisted of one rig focussing on the Los Cuyes and Camp deposits, a second rig operating at El Hito and the rock sampling programs at Wanwintza Alto and Prometedor.

Other Projects.

The Company's E&E expenditures on its other projects for the three and nine months ended September 30, 2023 and 2022 were as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Assays / Sampling	\$ -	\$ 1,337	\$ -	\$ 9,206
Camp	22,493	56,539	72,065	175,545
Camp access and improvements	-	64	-	789
Environmental, Health & Safety	12,352	16,559	54,438	43,049
Field office	6,791	992	8,622	3,894
Geological consulting and field staff	7,519	28,194	11,049	89,511
Legal fees	180	37,750	4,178	49,993
Mineral rights and property fees	13,446	97,264	529,969	329,551
Project management	10,558	18,746	27,079	65,550
Reports	-	-	-	24,336
Social and community	27,230	51,768	87,003	135,854
Transportation and accommodation	8,293	40,557	17,851	72,378
	\$ 108,862	\$ 349,770	\$ 812,254	\$ 999,656

Details of expenses incurred on the Company's other projects can be reviewed in Note 6(c) to the unaudited condensed consolidated interim financial statements of the Company for the three and nine months ended September 30, 2023. Excluding mineral rights and property fees, E&E expenses for the three and nine months ended September 30, 2023 were \$95,416 and \$282,285, respectively, compared to \$252,506 and \$670,105 for the three and nine months ended September 30, 2022. The decrease in expenses was primarily as a result of the Company focussing efforts on the Condor Project in 2023. The increase in mineral rights and property fees in the nine months ended September 30, 2023 compared to the 2022 period related primarily to (i) the return of Tarqui to the Company following termination of the earn-in with BHP, (ii) the acquisition of Chalapo in 2022 and payment of concession fees and (iii) an increase in annual concession fees for Tres Picachos due to the increased cost per hectare for the concession following its advance in phase under Ecuadorian mining legislation.

Management's Discussion and Analysis
For the Three and Nine Months Ended September 30, 2023

November 22, 2023

Other operating expenses

The Company's other operating expenses were as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Fees, salaries and other employee benefits	\$ 196,999	\$ 208,988	\$ 587,892	\$ 635,106
General and administration ("G&A")	136,801	131,401	483,989	441,204
Professional fees	59,468	19,204	271,583	205,127
	\$ 393,268	\$ 359,593	\$ 1,343,464	\$ 1,281,437

Fees, salaries and other employee benefits for the three and nine months ended September 30, 2023 include \$37,523 and \$112,900, respectively, of share-based payment expense (three and nine months ended September 30, 2022 - \$50,152 and \$151,206). Accordingly, fees, salaries and other benefits paid in the three and nine months ended September 30, 2023 (excluding share-based payment expense) were \$159,476 and \$474,992, respectively, compared to \$158,836 and \$483,900 for the three and nine months ended September 30, 2022, being broadly consistent from period to period. G&A costs were also broadly consistent for the three and nine months ended September 30, 2023 and 2022. Professional fees vary from period to period as external advisors are consulted.

Other income / expenses

The Company's other income / expenses were as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Impairment of E&E assets	\$ -	\$ -	\$ (360,000)	\$ -
Change in fair value of derivative liability	736,567	260,202	835,886	432,325
Interest income and other	178,091	1,033,837	366,909	1,233,616
Interest expense and other	(716)	(939)	(2,622)	(3,276)
Foreign exchange gain (loss)	(10,877)	(94,502)	(30,187)	(92,023)
Total other income	\$ 903,065	\$ 1,198,598	\$ 809,986	\$ 1,570,642

The Company's impairment expense on the La Canela and Tres Picachos concessions is discussed earlier in this MD&A.

Gains from the change in fair value of derivative liability arose as a result of the change in value of the Company's warrant derivative liability during the three- and nine-month periods ended September 30, 2023 and 2022. See Note 9 in the unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2023, for additional details on the derivative liability and change in market valuation.

The Company's interest and other income for the nine months ended September 30, 2023, includes \$100,000 from BHP pursuant to the termination agreement on their earn-in on Tarqui (nine months ended September 30, 2022 - \$Nil). Other income for the three and nine months ended September 30, 2023, also includes \$159,815 and \$182,187, respectively, received from JOGMEC pertaining to operator fees due to the Company (three and nine months ended September 30, 2022 - \$13,200 and \$200,753). During the three and nine months ended September 30, 2023, the Company earned interest income from cash on deposit totaling \$18,276 and \$84,597 compared to \$20,637 and \$32,863 for the three and nine months ended September 30, 2022). A breakdown of interest and other income can be reviewed in Note 18 to the unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2023.

Interest expense arises from the implied interest on the Company's lease obligations as required under IFRS 16 *Leases*. Foreign exchange gains and losses primarily arise on Canadian dollars held to fund Canadian G&A expenditures, which funds are subject to changes in the exchange rate between as the Canadian and U.S. dollar.

Management's Discussion and Analysis
For the Three and Nine Months Ended September 30, 2023

November 22, 2023

Related Party Transactions

The Company incurred the following expenses with related parties:

Related company	Nature of transactions	Three months ended September 30,	
		2023	2022
Hathaway Consulting Ltd.	Fees	\$ 25,984	\$ 25,823
Into the Blue Management Inc.	Fees	20,945	20,814
Koval Management, Inc.	Fees	28,342	35,746
La Mar Consulting Inc.	E&E (social and community)	28,341	34,395
Lumina	E&E (field office/project management/travel)	-	575
Lumina	Fees	7,467	-
Lumina	G&A	18,451	9,310
Lyle E Braaten Law Corp.	Fees	18,444	18,329
Miedzi Copper Corp. ("Miedzi")	E&E (geological)	17,418	7,809
Miedzi	G&A	12,812	8,511
Miedzi	Fees	44,622	45,163
		\$ 222,826	\$ 206,475

Related company	Nature of transactions	Nine months ended September 30,	
		2023	2022
Hathaway Consulting Ltd.	Fees	\$ 77,612	\$ 78,990
Into the Blue Management Inc.	Fees	62,561	62,767
Koval Management, Inc.	Fees	107,436	109,345
La Mar Consulting Inc.	E&E (social and community)	85,025	103,185
Lumina	E&E (field office/project management/travel)	-	6,636
Lumina	Fees	7,467	-
Lumina	G&A	34,402	16,561
Lyle E Braaten Law Corp.	Fees	56,381	56,084
Miedzi	E&E (geological)	63,361	12,159
Miedzi	G&A	36,763	30,809
Miedzi	Fees	138,016	144,880
		\$ 669,024	\$ 621,416

Miedzi and Lumina are considered companies related by way of directors and shareholders in common. Hathaway Consulting Ltd., Into the Blue Management Inc., Koval Management Inc., La Mar Consulting Inc. and Lyle E Braaten Law Corp. are related by way of being owned by directors or officers of the Company. Related party transactions are recognized at the amounts agreed between the parties. Outstanding balances are unsecured and settlement occurs in cash.

The following amounts owing to related parties were included in accounts payable and accrued liabilities:

Related company	September 30, 2023	December 31, 2022
Hathaway Consulting Ltd.	\$ -	\$ 29,533
Into the Blue Management Inc.	-	22,150
Koval Management Inc.	-	29,533
La Mar Consulting Inc.	10,367	18,458
Lyle E Braaten Law Corp.	-	18,458
Miedzi	-	38,763
	\$ 10,367	\$ 156,895

Management's Discussion and Analysis
For the Three and Nine Months Ended September 30, 2023

November 22, 2023

SUMMARY OF QUARTERLY RESULTS (UNAUDITED)

The information presented below highlights the Company's unaudited quarterly results for the past eight quarters.

Three months ended:	September 30, 2023	June 30, 2023	March 31, 2023	December 31, 2022
Revenue	\$ -	\$ -	\$ -	\$ -
Expenses	(1,612,402)	(2,914,009)	(3,479,836)	(3,176,006)
Other income (expenses)	903,065	42,979	(136,058)	(159,998)
Net loss for the period	(709,337)	(2,871,030)	(3,615,894)	(3,336,004)
Net loss for the period attributable to owners of the Company	\$ (697,497)	\$ (2,844,188)	\$ (3,587,383)	\$ (3,308,346)
Basic and diluted loss per share attributable to owners of the Company	\$ (0.01)	\$ (0.02)	\$ (0.02)	\$ (0.03)

Three months ended:	September 30, 2022	June 30, 2022	March 31, 2022	December 31, 2021
Revenue	\$ -	\$ -	\$ -	\$ -
Expenses	(3,375,489)	(2,510,803)	(2,194,183)	(3,449,412)
Other income	1,198,598	260,623	111,421	34,888
Net loss for the period	(2,176,891)	(2,250,180)	(2,082,762)	(3,414,524)
Net loss for the period attributable to owners of the Company	\$ (2,145,670)	\$ (2,229,821)	\$ (2,038,979)	\$ (3,306,786)
Basic and diluted loss per share attributable to owners of the Company	\$ (0.02)	\$ (0.02)	\$ (0.02)	\$ (0.03)

Expenses for the three months ended December 31, 2021 were \$3,449,412, which included ongoing exploration programs (primarily at the Condor and Cascas Projects) as well as additional expenses primarily as a result of (i) stock options granted in November 2021 (along with the related Black-Scholes calculated share-based payment expense) and (ii) annual bonuses paid to Company personnel. Expenses for the three months ended March 31, 2022 totalled \$2,194,183, a significant reduction from the three months ended December 31, 2021. Outside the share-based payment expense and annual bonuses during the three months ended December 31, 2021, the decrease in expenses can be attributed to the following factors: (i) lower drilling metres at the Condor Project; (ii) reduction in activities at Cascas; and (iii) focus on the Orquideas Project with funding being provided by JOGMEC pursuant to their earn-in on that project.

Expenses for the three months ended June 30, 2022, totalled \$2,510,803, an increase of \$316,620 compared to the three months ended March 31, 2022. This was primarily driven by the increased level of drilling activity at the Condor Project with more metres being drilled and a second rig being added to the program.

Expenses for the three months ended September 30, 2022, totalled \$3,375,489, an increase of \$864,686 compared to the three months ended June 30, 2022. The main driver for this increase was the level of drilling activity with two rigs operating during the quarter. This resulted in an increase of approximately \$631,000 related to drilling alone, period on period.

Expenses for the three months ended December 31, 2022 were \$3,176,006, a decrease of \$199,483 compared to the three months ended September 30, 2022 which reflects the slight slow-down in exploration activity, notably with a pause over the Christmas and New Year periods. This was offset with additional expenses incurred in the three months ended December 31, 2022 as a result of (i) stock options granted in November 2022 (along with the related Black-Scholes calculated share-based payment expense) and (ii) annual bonuses for Company personnel.

Expenses for the three months ended March 31, 2023 were \$3,479,836, an increase of \$303,830 compared to the three months ended December 31, 2022. The increase in expenses arose primarily as a result of the ongoing drilling campaign at the Condor Project and the payment of 2023 annual concession and property fees which totalled \$596,029 across the Company's various projects.

Expenses for the three months ended June 30, 2023 were \$2,914,009, a decrease of \$565,827 compared to the three months ended March 31, 2023, primarily relating to the payment of annual concession fees, as noted above, in the three months ended March 31, 2023. Expenses for the three months ended September 30, 2023 were \$1,612,402, a further decrease of \$1,301,607, primarily due to the Company's decision to curtail drilling activity at the Condor Project during this time.

Management's Discussion and Analysis
For the Three and Nine Months Ended September 30, 2023

November 22, 2023

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning the Company's expenses and mineral property costs is provided earlier in this MD&A and in Note 6 of the Company's unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2023.

LIQUIDITY AND CAPITAL RESOURCES

At September 30, 2023, the Company had cash of \$1,726,481 compared to cash of \$1,281,749 at December 31, 2022. The Company's working capital balance at September 30, 2023 was \$1,482,682 compared to \$232,153 at December 31, 2022. The Company's cash at September 30, 2023, was sufficient to meet the Company's current accounts payable and accrued liabilities at that date.

Working capital is defined as current assets minus current liabilities. Working capital calculations or changes are not measures of financial performance, nor do they have standardized meanings, under IFRS. Readers are cautioned that this calculation may differ among companies and analysts and therefore may not be directly comparable. Management believes that disclosure of the Company's working capital is of value to assess the available capital resources of the Company at a reporting period end.

At September 30, 2023, approximately \$1,633,000 of the Company's cash and cash equivalents were held at Scotiabank, a major chartered bank in Canada, and approximately \$93,000 was held at one bank in Ecuador. Management is not aware of any liquidity issues associated with any of the banks in which funds have been deposited.

As discussed earlier in this MD&A in the section "Overview of Significant Events and Review of Activities," on August 22, 2023, the Company received a withdrawal notice from Anglo American with regard to the earn-in agreement on the Pegasus Project. The Company was scheduled to receive a \$1.4 million cash payment from Anglo American by September 21, 2023. This shortfall in expected funding was a primary driver behind the decision to curtail drilling activity at the Condor Project to preserve cash while the Company explores its options and determines additional funding availability and the impact this will have on future operations. The proposed Transaction with Adventus, along with the Concurrent Financing for gross proceeds of approximately \$17.1 million will aid the Company to secure additional funding for both its short- and long-term operations.

The Company had no long-term debt obligations or off-balance sheet arrangements at September 30, 2023.

In order to keep its mineral concessions in Ecuador in good standing, the Company is required to meet certain spending commitments each year. Further details on the nature of the commitments are provided in Note 19 of the unaudited condensed consolidated interim financial statements of the Company for the three and nine months ended September 30, 2023. Those disclosures, and the commitment amounts below, exclude amounts for the Pegasus Project (managed by Anglo American at September 30, 2023) and the Orquideas Project which is being earned-in on by JOGMEC. Based upon expenditures reported by Anglo American, the Company believes that the four-year commitments (see below) for the Pegasus Project concessions have been achieved.

For 2023, the Company has, as part of its annual reporting process on exploration activities, made a commitment to ARCERNR to spend a total of approximately \$609,000 on its projects. At September 30, 2023, the Company has met this obligation on its concessions.

For mineral concessions that were received via tender process, the Company has four years from the concession registration date to satisfy the full amount that was committed in the tender process or the concession will be forfeited. In December 2020, the Ecuadorian Ministry of Energy and Mines issued a Ministerial Decree that, among other items, had the effect of extending the timeframe of the four-year commitment period, on a case-by-case basis. For the concessions held by the Company, the resulting time extensions ranged from three months to three and a half years. The dates for the Company's four-year reporting periods now range from May 11, 2021 to July 15, 2024. The process for reporting and classification of allowable costs is yet to be tested in Ecuador. The Company has submitted filings for the four-year anniversary reports for the Tres Picachos, Escondida, Santa Elena and Quimi concessions but has yet to receive official confirmation from the Government of Ecuador apart from some initial queries. The Company has sought guidance from its external legal advisors in Ecuador to determine the reporting status and its allowable costs, which include amounts incurred by the Company, Lumina and earn-in partners, as the case may be. The Company's estimated commitments are based upon this guidance.

At September 30, 2023, the Company estimates that it has met the four-year reporting spend on all its concessions. As noted above, the Company believes that Anglo American have spent in excess of the required four-year amounts for the Pegasus Project. Following the earn-in arrangement with JOGMEC on the Orquideas Project, and the infusion of approximately \$3.4 million in funding to date, the Company notes that the spending requirement for Orquideas has been satisfied.

As noted in Note 2(b) to the unaudited condensed consolidated interim financial statements of the Company for the three and nine months ended September 30, 2023, the Company has incurred cumulative losses of \$66,703,479 and will continue to incur losses and cash expenditures in the development of its business. The Company's ability to continue as a going concern is dependent upon obtaining additional financing, entering into a joint venture, a merger or other business combination transaction involving a third party, sale of all or a portion of the Company's assets, the outright sale of the Company, the successful development of the Company's mineral property interests, or a combination thereof.

Management's Discussion and Analysis For the Three and Nine Months Ended September 30, 2023

November 22, 2023

The impact of global events continues to present challenges to the Company, and the ultimate duration and magnitude of their impact on the economy, capital markets and the Company's financial position cannot be reasonably predicted at this time. The Company continues to monitor developments and adapt its business plans accordingly.

On April 28, 2022, the Company closed a non-brokered private placement of 23,690,000 units at a price of CAD\$0.38 per unit for net proceeds of \$6,855,306. Each unit comprised of one common share of the Company and one-half of one common share purchase warrant. Each whole warrant entitles the holder thereof to acquire one common share of the Company at a price of CAD\$0.55 per common share for a two-year period to April 28, 2024.

On February 16, 2023, the Company closed brokered and non-brokered private placements whereby 41,666,667 units were issued at a price of CAD\$0.30 per unit, for net proceeds of \$8,771,739. Each unit comprised of one common share of the Company and one-half of one common share purchase warrant. Each whole warrant entitles the holder thereof to acquire one common share at a price of CAD\$0.44 per common share at any time during the 24-month period following the closing date.

While the Company closed brokered and non-brokered private placements of units, as noted in the preceding paragraphs, the ability to raise additional financing for future activities may be impaired, or such financing may not be available on favourable terms, due to conditions beyond the control of the Company, such as uncertainty in the capital markets, depressed commodity prices or country risk factors. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. This exposure is discussed in more detail in the "Risks and Uncertainties" section of this MD&A.

FINANCIAL INSTRUMENTS

At September 30, 2023, the Company's financial instruments consist of cash, other receivables, accounts payable and accrued liabilities, lease obligations and derivative liability (re warrants). Fair value estimates are made at the statement of financial position date based on generally accepted pricing models, discounted cash flow analysis or using prices from observable current market transactions. These estimates are subjective in nature and may involve significant uncertainties in matters of judgment and, therefore, cannot be determined with precision.

The fair values of the Company's cash, other receivables and accounts payable and accrued liabilities financial instruments approximate their carrying values due to their short terms to maturity or capacity for prompt liquidation and the interest rates being charged or earned on these amounts. Lease obligations are initially measured at their fair value with subsequent measurement at amortized cost using the effective interest rate method. Derivative liability financial instruments are measured at fair value with changes in fair value recognized in the condensed consolidated interim statements of loss and comprehensive loss.

The Company's financial instruments have been classified as follows under IFRS:

- Cash: amortized cost.
- Other receivables: amortized cost.
- Accounts payable and accrued liabilities: amortized cost.
- Lease obligations: amortized cost.
- Derivative liability: fair value through profit and loss.

The types of financial risk exposure and the way in which such exposure is managed by the Company is as follows:

Credit Risk

It is management's opinion that the Company is not exposed to significant credit risk arising from the above-noted financial instrument assets, as disclosed in Note 15(a) to the unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2023. The Company's exposure to credit risk on its cash is limited by maintaining that asset with high-credit quality financial institutions. The Company may be exposed to the credit risk of its banks in Ecuador which hold cash for the Company's Ecuadorian operations. The Company limits its exposure to this risk by maintaining minimal cash balances in Ecuador, normally sufficient to fund the next month's operations.

Liquidity Risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they become due. The Company manages liquidity risk by ensuring that it has sufficient cash and other financial resources available to meet its obligations. The Company typically forecasts cash flows for a period of twelve months to identify financial requirements. These requirements are met through a combination of cash on hand, disposition of assets, accessing capital markets and/or loan advances. At September 30, 2023, the Company's current liabilities consisted of accounts payable and accrued liabilities and lease obligations totaling \$295,261 which are due primarily within the next quarter. The Company's cash of \$1,726,481 on September 30, 2023 was sufficient to pay the accounts payable and accrued liabilities at that date.

Market Risks

The primary market risks to which the Company is exposed are interest rate risk and currency risk.

Interest rate risk

Interest rate risk is the risk that the future cash flows of the Company will fluctuate because of changes in market interest rates. Included in net loss for the three and nine months ended September 30, 2023 is interest income earned on the Company's cash. Based on the Company's cash on September 30, 2023, and assuming that all other variables remain constant, a 1% increase or decrease in interest rates would result in an increase or decrease to the Company's interest income of approximately \$17,000 (on an annualized basis).

Currency Risk

The functional currency of the Company and its subsidiaries is the U.S. dollar. The carrying amounts of monetary assets and liabilities denominated in currencies other than the U.S. dollar are subject to fluctuations in the underlying foreign currency exchange rates. Gains and losses on such items are included as a component of net loss for the period.

The Company is exposed to foreign exchange and currency risks arising from fluctuations in foreign exchange rates among the U.S. dollar and Canadian dollar and the degree of volatility of these rates. The Company usually keeps the majority of its cash in U.S. dollars, but this can be affected by the timing of financings as private placements are carried out Canadian dollars such as the financings in April 2022 and February 2023. Canadian G&A expenses are primarily paid in Canadian dollars. The Company does not use derivative instruments to reduce its exposure to foreign exchange and currency risks.

At September 30, 2023, approximately \$370,000 of the Company's cash was held in Canadian dollars as disclosed in Note 3 of the unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2023. The Company estimates that a 1% fluctuation in foreign currency exchange rates of the Canadian dollar compared to the U.S. dollar would have an impact of approximately \$500 to the results of operations based upon the foreign currency financial instruments (including cash, accounts payable and accrued liabilities and derivative liability) held at September 30, 2023.

SHARE CAPITAL

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

Common shares:	173,930,019	
Common share purchase options:	5,644,500	exercisable between CAD\$0.25 - CAD\$0.68 per option.
Common share purchase warrants:	32,678,333	exercisable between CAD\$0.44 - CAD\$0.55 per warrant.

CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of financial statements in conformity with IFRS requires management of the Company ("Management") to make certain judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. The Company evaluates its estimates on an ongoing basis and bases them on various assumptions that are believed to be reasonable under the circumstances. The Company's estimates are used for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results are likely to differ from these estimates. Should the Company be unable to meet its ongoing obligations, the realizable value of its assets may decline materially from current estimates.

The accounting policy estimates and judgments described below are considered by Management to be essential to the understanding and reasoning used in the preparation of the Company's condensed consolidated interim financial statements and the uncertainties that could have a bearing on its financial results.

Determination of functional currency

The determination of functional currency by Luminex for itself and each subsidiary company requires an analysis of various indicators which IFRS splits between primary and additional indicators. The primary factors include analyzing (a) the currency that mainly influences sales prices for goods and services, (b) the currency of the country whose competitive forces and regulations mainly determine the sales price of its goods and services and (c) the currency that mainly influences labour, material and other costs of providing goods or services. Management further reviewed the additional factors for consideration under IFRS which included examining (a) the currency of financing activities, (b) the currency in which receipts from operating activities are usually retained, (c) whether the activities of foreign operations are carried out as an extension of the Company or operate with a large degree of autonomy, (d) whether transactions between entities is a high or low proportion of the foreign operation's activities, (e) whether cash flows from activities of a foreign operation directly affect the cash flows of the Company and (f) whether cash flows from the activities of the foreign operation are sufficient to service existing and normally expected debt obligations. Management determined that the functional currency for Luminex and each subsidiary company is the U.S. dollar.

Going concern

The assessment of the Company's ability to continue as a going concern requires significant judgment. As disclosed in Note 2(b) of the unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2023, the Company has incurred cumulative losses of \$66,703,479, has reported a net loss attributable to owners of the Company of \$7,129,068 and incurred operating expenditures of \$8,326,074 for the nine months ended September 30, 2023. The Group expects to continue to incur losses in the development of its mineral exploration projects and will require additional financing in the future. The ability of the Company to continue as a going concern is dependent upon obtaining additional financing, entering into a joint venture, a merger or other business combination transaction involving a third party, sale of all or a portion of the Company's assets, the outright sale of the Company, the successful development of the Company's mineral property interests or a combination thereof. Factors that the Company evaluates include forecasts, the ability to reduce expenditures if required, and indications of shareholder support.

Exploration and evaluation assets

The application of the Company's accounting policy for exploration and evaluation assets requires judgment in determining whether it is likely that costs incurred will be recovered through successful exploration and development or sale of the asset under review. Furthermore, the assessment as to whether economically recoverable mineral resources exist is itself an estimation process. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off to profit or loss in the period when the new information becomes available.

Share-based payments

The Company utilizes the Black-Scholes Option Pricing Model ("Black-Scholes") to estimate the fair value of stock options granted to directors, officers and employees. The use of Black-Scholes requires management to make various estimates and assumptions that impact the value assigned to the stock options including the forecast future volatility of the stock price, the risk-free interest rate, dividend yield and the expected life of the stock options. Any changes in these assumptions could have a material impact on the share-based payment calculation value.

Valuation of derivative liabilities

The valuation of the Company's derivative financial instruments requires the use of option pricing models such as Black-Scholes or other valuation techniques. Measurement of warrants with exercise prices denominated in Canadian dollars that are not listed for trading is based on an option pricing model that uses assumptions with respect to share price, expected life, share price volatility and discount rates. Changes in these assumptions and estimates could result in changes in the fair value of these instruments and a corresponding change in the amount recognized in net income (loss). See Note 9 to the unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2023 for additional details relating to the valuation of the Company's warrant liability derivative.

CHANGES IN ACCOUNTING STANDARDS

The Company has not early adopted any amendment, standard or interpretation that has been issued by the IASB but that is not yet effective.

RISKS AND UNCERTAINTIES

The Company's principal activity is mineral exploration and project development. Companies in this industry are subject to many kinds of risks, including, but not limited to, operational, technical, environmental, labour, social, political, regulatory, security, financial, economic, and metals pricing. Additionally, often due to factors that cannot be predicted or foreseen, few exploration projects successfully achieve development. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage risks to the extent possible and practicable.

The risks and uncertainties described in this section are considered by management to be the most important in the context of the Company's business. The risks and uncertainties below are not listed in order of importance, nor are they inclusive of all the risks and uncertainties the Company may be subject to, and therefore other risks may apply.

- *The proposed Transaction with Adventus is subject to numerous terms and conditions and may not be successfully concluded on a timely basis.*

The Transaction whereby Adventus will acquire all of the outstanding common shares of the Company is subject to risks and uncertainties which include, but are not limited to, failure to receive the required shareholder, court, regulatory and other approvals necessary to effect the Transaction; the potential for a third party to make a superior proposal to the Transaction; and that the special meeting of Luminex securityholders to vote on the Transaction will not occur at the anticipated timeframe. The Company has devoted resources to negotiating the Transaction, which were accordingly diverted from its ongoing operations. In addition, the Company may have to take certain actions or refrain from taking certain actions in order to comply with the terms of the Arrangement, which, if the Transaction does not complete, may impact Luminex's ongoing standalone operations.

Management's Discussion and Analysis
For the Three and Nine Months Ended September 30, 2023**November 22, 2023**

- *Mineral exploration inherently involves a high degree of risk. All of the mineral property interests of the Company are in the exploration stage and, consequently, may not result in any commercial discoveries.*

Mineral exploration involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. The property interests owned by the Company are in the exploration stage only, are without known bodies of commercial mineralization, and the Company has no ongoing mining production at any of them. The Company's mineral exploration activities may not result in any discoveries of commercial bodies of mineralization. If the Company's efforts do not result in any discovery of commercial mineralization, the Company will be forced to look for other exploration projects or cease operations. As well, the exploration and development activities of the Company may be disrupted by a variety of risks and hazards, which may be beyond the control of the Company. These risks include, but are not limited to, social and/or political opposition or strife, crime, legal and regulatory reform, bureaucratic ineffectiveness, incompetence or corruption, litigation, labour stoppages, and the inability to obtain adequate power, water, trained professionals and labour, including consultants or other experts, as well as suitable machinery and equipment. In addition, the Company may be unable to acquire or obtain such necessities as personnel, water rights and surface access, which may be critical for the continued advancement of exploration and development activities on its mineral property interests.

- *Government expropriation may result in the total loss of the Company's mineral property interests.*

Even if the Company's mineral property interests are proven to host economic mineral resources, governmental expropriation may result in the total loss of the Company's mineral property interests without any compensation. Similarly, expropriation or shutdown of financial institutions or other entities the Company does business with could impact project feasibility and operations. Further, expropriation of or legal uncertainty affecting other businesses, in mining or other industries, could impact the Company's ability to operate and obtain financing, as well as its strategic options. Finally, expropriation need not be outright; there are many forms of creeping expropriation, through taxation and other mechanisms, that if applied could negatively impact the company's operations and prospects.

- *Governmental regulation may have negative impacts on the Company.*

The Company's assets and activities are subject to extensive and evolving Canadian and Ecuadorian federal, state, provincial, territorial and local policies, laws, and regulations governing various matters, as well as related judicial rulings and precedents, including, but not limited to:

- land access, use and ownership;
- water use;
- environmental performance, management and protection;
- health and industrial safety;
- corporate social responsibility;
- management and use of toxic substances and explosives;
- land use designations and restrictions;
- social consultation and public referendums;
- indigenous rights, including over ancestral lands;
- archaeology and historic and cultural preservation;
- artisanal mining;
- judicial or regulatory rulings and precedents regarding petitions, laws, regulations, and other norms;
- waste management;
- rights over and management of natural resources, including minerals and water;
- prospection, exploration, development and construction of mines, production and related operations, and closure and reclamation;
- exports and imports, including duties;
- securities and finance regulations;
- taxation;
- mining royalties;
- escalated fees or other financial contributions that may become payable in response to public emergencies;
- restrictions on the movement of capital into and out of Ecuador (which could impact the Company's ability to repatriate funds and therefore, pay dividends);
- restrictions on the movement of people into and out of Ecuador, as well as their permanence in-country;
- transportation;
- hiring practices and labour standards by the mining companies and contractors, as well as occupational health and safety, including mine safety;
- reporting requirements related to work activity, investment, social and environmental impacts, health and safety, and other matters;
- processes for preventing, controlling or halting artisanal or illegal mining activities; and,
- requirements and restrictions related to the COVID-19 virus and other public emergencies.

The costs associated with legal and regulatory compliance with laws and regulations are already substantial and future laws and regulations, changes to existing laws and regulations, or more stringent or modified application and enforcement of current laws and regulations by governmental or judicial authorities, could generate additional expenses, capital expenditures, delays in the

Management's Discussion and Analysis For the Three and Nine Months Ended September 30, 2023

November 22, 2023

development of the Company's properties, and even restrictions on or suspensions of Company operations. Moreover, laws, regulations and rulings could allow governmental authorities, non-governmental and social organizations and private parties to bring complaints or lawsuits against the Company based upon alleged damage or risks to property and/or injury to persons resulting from the environmental, health and safety impacts of the Company's past, current and future operations, or possibly even actions or inaction by third parties, including contractors and those from whom the Company acquired its properties or easements, and could lead to the imposition of substantial financial judgments, fines, penalties or other civil or criminal sanctions.

- *Failure to comply fully with applicable mining laws, regulations and local practices may have a material adverse impact on the Company's operations or business.*

While the Company seeks to fully comply with applicable laws, regulations and local practices, failure of the Company or government officials to comply strictly with applicable laws, regulations and local practices, including those relating to mineral rights applications and tenure, could result in processes that threaten loss, reduction, cancellation or expropriation of entitlements, or the imposition of local or foreign parties as joint venture partners with carried or other interests. Any such loss, reduction or imposition of partners could have a material adverse impact on the Company's operations or business. Furthermore, unreasonableness, increasing complexity or novel judicial or regulatory interpretations of mining laws and regulations on the part of the Company and / or its legal advisors or of Government of Ecuador or other regional or local officials or judicial authorities may render the Company incapable of strict compliance.

It is a challenge to keep track of and comply strictly with all of the norms that apply to the Company. The Company retains competent and well-trained management, staff, professionals, attorneys, advisors and consultants in the different jurisdictions in which it does business; however, there is no certainty that both it and its contractors will continuously be compliant with all applicable laws and regulations. Failure to comply with all applicable norms could lead to financial restatements, fines, penalties and other material negative impacts on the Company.

- *The exploration and development of the Company's mineral property interests are subject to extensive laws and regulations governing health, safety, environment and communities.*

The Company's exploration and mine development activities are subject to extensive laws and regulations, which typically include extensive reporting requirements, governing the protection of the environment and water, waste management and disposal, worker and community safety, employee health, mine development, and preservation of archaeological remains and ancestral lands, protection of biodiversity, as well as extensive community engagement requirements, and more. The Company's ability to obtain permits and other approvals and to successfully operate in particular locations may be adversely impacted by real, perceived or misrepresented detrimental events associated with the Company's rights or activities or those of other mining companies or associations, or even artisanal or illegal miners, affecting the environment, human health, and safety of nearby communities, both within and outside of Ecuador. Delays in obtaining or failure to attain government permits and approvals, or to secure evictions of illegal miners or other trespassers, may adversely affect the Company's ability to access, explore or develop its properties. The Company has made, and expects to make in the future, significant expenditures to comply with laws and regulations and, to the extent reasonably possible, generate social and economic benefit in nearby communities. Persistently, areas of the Company's mineral properties are occupied by illegal miners, and these incidents are reported to authorities and dealt with by the Company using procedures available to it under Ecuadorian law. It is possible, however, that in spite of its best efforts, the Company may be required to remediate areas on its concessions affected by the activities of third parties. Future changes to environmental laws, regulations and permitting processes or changes in their enforcement or regulatory interpretation could also have an adverse impact on the Company's operating and financial condition.

- *The Company's ability to operate on its concessions depends on its success obtaining and maintaining social licenses.*

The Company's concessions are in close proximity to, or in some cases are overlapped by, lands owned or possessed by local communities. As a result, it often requires individual or community approvals to access and operate in areas of interest. As a general rule, the Company enters into agreements with local communities, groups or individuals that address surface access, road or trail usage, installation of temporary camps and drilling platforms, local employment, social investment, contracting of goods and services, and/or other needs. The ethnic composition, social organization and landownership structure of the communities differ on a case by case basis, as do the Company's exploration requirements and impacts. Similarly, local concerns regarding environmental and social impacts, both current and historic, including pressures and worries related to the activities of illegal miners and other formal miners in the vicinity of a project, in addition to the Company, as well as expectations related to Company employment, social investment programs and other benefits, and concerns over land and water use and impacts, typically vary from place to place.

Every local stakeholder relationship requires ongoing dialogue and relationship management. For these purposes, the Company has assembled a Community Relations team, led by experienced professionals and, when necessary, supported by expert consultants, who develop and execute social communications strategies and implementation plans aimed at resolving significant issues and creating sustainable and enduring relationships based on collaboration, shared interests and trust. Events do not always unfold as intended or according to plan, however, and the status of relations can deteriorate for any number of reasons, including, but not limited to: influences of local or external political, social or criminal actors or organizations, shifts in the agendas or interests of individuals or the community as a whole, the personal agendas of individual actors, events like the COVID-19 virus, the Company's inability to deliver on community or individual demands, expectations or its commitments, or concerns stemming from communities' or their individual members' historic or recent experiences with mining companies and / or illegal miners. The

Community Relations team is prepared to manage such situations and issues are usually resolved through dialogue within a reasonable timeframe. However, if under extreme circumstances the Company were to lose its social license with influential local stakeholders and be unable to recover it, this could impact the viability of the related project. Likewise, if the Company as part of its efforts to access exploration properties were unable to obtain surface access or social licenses from some individuals or communities, some of its plans and activities could be affected.

Additionally, in recent years, local political and social groups and organizations, including indigenous confederations, have increased their activities in opposition to extractive industries in many countries, including Ecuador. Activists have taken such actions as violently attacking mining camps, road closures and work stoppages, as well as succeeded in attracting the attention of different local, national and international media outlets, at times negatively impacting the political and credit risk ratings of Ecuador, as well as the reputations of the mining sector and/or specific companies. In 2019, anti-mining activists in Ecuador succeeded in bringing about a public vote on mining activity in a canton in the highlands of Azuay province near a significant mining project. Subsequent efforts to promote similar votes in Azuay and Imbabura Provinces were denied by the Constitutional Court. However, on September 8, 2020, a petition for a public consultation vote on metallic mining activities filed by the Mayor of Cuenca in Azuay province covering the water charge zones of five local rivers was approved by the Constitutional Court and implemented by the National Electoral Council on February 7, 2021, with the anti-mining option earning a majority vote. The Court subsequently made clear that such votes can not affect pre-existing rights and therefore apply solely to future mining concessions. A similar public consultation vote covering six parishes was held in metropolitan Quito, in Pichincha province, on August 20, 2023; over two-thirds of voters agreed with banning metallic mining.

Activists have also brought claims, with mixed results, before the courts requesting they suspend environmental permits or otherwise constitutionally enjoin mining companies from advancing projects until the Government of Ecuador complies with its commitments under article 57 of the Constitution of the Republic of Ecuador and the ILO convention, which requires free, prior and informed consultation to aboriginal or indigenous communities. Such initiatives may have a material adverse effect on the Company's operations and on its financial position, cash flows and results of operations. The National Assembly in Ecuador is obligated to enact a law to regulate the free, prior and informed consultation to aboriginal or indigenous communities in accordance with Article 57 of the Ecuadorean Constitution. However, drafts of this law are still being discussed and input would have to be provided by stakeholders with no certain timelines as to when such a law may be enacted.

In January 2022, the Constitutional Court declared the Hydric Resources Law unconstitutional. This decision was in response to a petition presented by activists in 2015, who claimed that the legislation was enacted without conducting the requisite pre-legislative consultation with affected indigenous communities. The law remains in effect until a new norm has been approved. The Lasso administration was given a year to present a draft law for approval by the Assembly, which in turn must carry out a pre-legislative consultation process with indigenous communities across Ecuador before it can be passed. A draft has yet to be presented to the Assembly, so it is likely this matter will carryover into 2024.

In February 2022, the membership of the Constitutional Court changed, when one-third of the nine judges were randomly selected for replacement; one-third replacements will continue to occur every third year going forward. Two of the outgoing judges were considered to have an anti-extractives ideology and their rulings, supported by a majority of their peers, often reflected this philosophy. While the Company was informed that the new members of the Court could be expected to take a more objective and legalistic approach, it has made numerous controversial rulings in 2023, including allowing the political trial of President Guillermo Lasso to proceed, which eventually resulted in his decision on May 17, 2023, to invoke a constitutional procedure to close down the National Assembly and call for national elections for president and legislators on August 20, 2023.

In the interim, the Constitutional Court has created further polemics by striking down a number of urgent economic decrees issued by the government, and, on July 31, 2023, suspending the application of an Executive Decree governing the Ministry of Environment, Water and Ecological Transition's (MAATE) application of the participative consultation component of the EIA; while this suspension effectively impacts all Ecuadorean industries and even government infrastructure investments, domestic and international media have positioned it as being directed at halting the progress of two medium-sized largely foreign owned mining investments. Although the absence of such a norm at this time does not impact the Company's ability to advance the project through exploration and development, it would be necessary to permit a mine if and when that becomes necessary. On November 17, 2023, the Constitutional Court, in a 6-3 vote, ruled that the Executive Decree is unconstitutional. However, that Decree will remain in effect until the National Assembly complies with the Constitutional Court's instruction to pass legislation on the environmental consultation process within twelve months following the decision. The Constitutional Court made clear in its ruling, however, that any processes involving indigenous communities will require the enactment of a law on Free, Prior and Informed Consultation.

- *The Company's properties are subject to pressure from artisanal and illegal miners.*

Several of the Company's mineral interests are located close to, or may even encompass, communities with a longstanding or recent history of small scale, often illegal, mining, in some cases on concessions belonging to the Company. It was in response to this dynamic that the Company entered into a mediated negotiation with the mining operator members of Minera La Pangui S.A.S. at Condor North, as disclosed earlier in this MD&A.

Limited economic opportunities in some areas contribute to making gold mining an attractive field of work for local individuals and small associations and companies, who at times view areas located in the Company's concessions as attractive targets for alluvial or hard rock mining; the extent and intensity of the activity varies with the rise and fall of the market price for gold. In some cases,

local operators (often financed by outsiders), having exhausted development opportunities at their current location, may seek to expand or relocate their activities into areas controlled by the Company or to areas in the vicinity; in other instances, illegal miners may relocate in response to government or private company pressure that has shut down their operations in a different part of the country or they may simply enter a new area to try to profit from high gold prices. Some of these operations may be driven by money laundering or other agendas of criminal elements. Local and national political and regulatory authorities may come under pressure to support or not impede the ambitions of illegal mining actors, or even be involved in some manner in backing such operations, especially during political transitions. The Company patrols its concessions, monitors illegal mining activities and is in regular contact with law enforcement, regulatory, and political authorities to anticipate and manage issues as they arise, however not every incursion can be readily identified, let alone promptly terminated. In addition, as the Company's activities expand it may come into contact with or force out illegal miners, with accompanying safety and social risks, including the possibility of provoking social or political mobilization, or even physical violence. Furthermore, there is a risk that in the future, due to political, social or other factors, regulators may make decisions to grant rights to artisanal or illegal miners that impact the viability of Company projects.

- *The Company may not be able to obtain or renew permits that are necessary for its operations.*

In the ordinary course of business, the Company is required to obtain, as well as renew, government permits required to conduct exploration and development activities and any ultimate development, construction and commencement of new mining operations. The Company employs a dedicated permitting team that is often supported by outside experts, including legal counsel and environmental consultants. Nonetheless, obtaining or renewing necessary permits can be a complex and time-consuming process, which at times may involve several political jurisdictions and different government agencies that may not be fully aligned or have the necessary expertise, resources or ethical or political disposition needed for efficient and timely processing and may require public hearings and costly undertakings on the Company's part. The duration and success of the Company's efforts to obtain and renew permits are contingent upon many variables not within its control, including changes in leadership, personnel and policies and processes at regulatory entities, the interpretation of applicable requirements implemented by permitting authorities, the expertise or diligence of civil servants, challenges presented by social and political actors, political stability, legal and regulatory reform, and the timeframes for agency decisions. Government restructuring, such as the 2020 merger of the Ministry of Environment and National Water Secretariat (SENAGUA), renamed Ministry of Environment, Water and Ecological Transition, may also impact bureaucratic efficiency and timing of permits. The Company may not be able to obtain or renew permits that are necessary to its operations, or the costs to obtain or renew permits may exceed what the Company believes it can recover from a given property once in production. Any unexpected delays or costs associated with permitting processes could slow exploration and/or development or impede the eventual mining operations, which could adversely impact the Company's operations and profitability.

- *The Company has no significant source of operating cash flow and failure to generate revenues in the future could cause it to go out of business.*

The Company has no revenues from ongoing operations and has recorded significant accumulated losses. Based upon current plans, the Company expects to incur operating losses in future periods due to ongoing expenses associated with the holding, exploration and development of the Company's mineral property interests. The Company will likely continue to have limited financial resources and its ability to achieve and maintain profitability and positive cash flow will remain dependent upon the Company being able to:

- develop and/or locate a profitable mineral property;
- generate revenues in excess of expenditures; and,
- minimize exploration and administrative costs in the event that revenues and/or financing availability are insufficient, in order to preserve available cash.

In order to stay in business, in the absence of positive cash flow from operations, the Company will have to raise funding through financing activities. However, in the event it needs to do so, there is no certainty the Company will be able to raise funds at all or on terms acceptable to the Company. Furthermore, additional funds raised by the Company through the issuance of equity or convertible debt securities would cause the Company's current shareholders to experience dilution. Such securities also may grant rights, preferences or privileges senior to those of the Company's common shareholders.

The Company does not have any contractual restrictions on its ability to incur debt and, accordingly, could incur significant amounts of indebtedness to finance its operations. Any such indebtedness could contain restrictive covenants, which likely would restrict the Company's operations.

- *The mineral exploration industry is intensely competitive.*

The mineral exploration industry is intensely competitive in all its phases. The Company competes with many companies, some of which possess greater financial resources and technical capabilities, for the acquisition of mineral concessions, claims, leases, other mineral interests, and equipment required to conduct its activities, as well as for the recruitment and retention of qualified employees, and contracting of attorneys, consultants and technical experts. Ecuador is an emerging mining country with two large mines that commenced production in November 2019 and three medium-sized mines projected to go into construction in the medium term. As a result, mining equipment and expertise is limited and competition for contractors and qualified nationals is particularly intense.

**Management's Discussion and Analysis
For the Three and Nine Months Ended September 30, 2023****November 22, 2023**

- *Even if the Company makes a discovery of commercial quantities of minerals, there is no assurance that there will be market demand for the mineral resource and that the investment will earn an adequate return.*

There is no assurance that even if commercial quantities of minerals are discovered, a ready market will exist for their sale. Factors beyond the control of the Company may affect the marketability of any minerals discovered. These factors include: fluctuations in supply, demand and market prices; domestic and international economic trends and political events; inflation or deflation; currency exchange fluctuations (specifically, the U.S. dollar relative to other currencies); interest rates and global or regional consumption patterns; speculative activities; and, government laws and regulations, including those relating to prices, taxes, royalties, land tenure, land use, labour, importing of equipment, importing and exporting of minerals, and environmental protection. The exact effect of any of these factors cannot be accurately predicted, but a combination of them may result in the Company not receiving an adequate return on invested capital or losing its invested capital.

- *Substantial expenditures are required to be made by the Company to establish mineral reserves and the Company may either not discover minerals in sufficient quantities or grades or not be able to obtain the required funds to develop a project on a timely basis.*

Substantial expenditures are required to establish mineral reserves through drilling and the estimation of mineral reserves or mineral resources in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum (CIM) Guidance for Mineral Resources and Mineral Reserves. Although significant benefits may be derived from the discovery of a major mineralized deposit, the Company may not discover minerals in sufficient quantities or grades to justify a commercial mining operation and the funds required for development may not be obtained on a timely basis or may not be obtainable on terms acceptable to the Company. Estimates of mineral reserves and mineral resources can also be affected by environmental factors, unforeseen technical difficulties and unusual or unexpected geological formations. In addition, the grades of minerals ultimately mined may differ from those indicated by drilling results. Material changes in mineral reserve or mineral resource estimates, grades, stripping ratios or recovery rates may affect the economic viability of any project.

- *Risks relating to inaccurate estimates of mineral resources, production, purchases, costs, decommissioning or reclamation expenses.*

Unless otherwise indicated, mineralization figures presented by the Company, in filings with securities regulatory authorities, press releases and other public statements that may be made from time to time, are based upon estimates made by Company personnel and independent geologists. These estimates are inherently imprecise, as they depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis, which may prove to be unreliable. As a result, there can be no assurance that mineral resource or other mineralization figures or estimates of costs (including initial capital costs and initial capital intensity) and expenses will be accurate, nor that the mineral resource could be mined or processed profitably.

The Company has not commenced production at any of its properties, nor defined or delineated any proven or probable mineral reserves. Therefore, the mineralization estimates for the Company's properties may require adjustments or downward revisions based upon further exploration or development work or actual production experience. In addition, the grade of ore ultimately mined, if any, may differ from that indicated by and inferred from drilling results. Furthermore, there can be no assurance that minerals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or at production scale. As a result, the mineral resource and mineral reserve estimates that may be contained in the Company's filings with securities regulatory authorities, press releases and other public statements that may be made from time to time have been determined and valued based on assumed future metals prices, cut-off grades and operating costs that may prove to be inaccurate. In addition, extended declines in market prices for gold or other metals may render portions of the Company's mineralization uneconomic and result in reduced reported mineralization.

The estimated parameters for the Company's projects may be changed as development and mining plans are generated and refined. These parameters would include estimates of how plants, equipment and processes may operate in the future at the Company's projects, for which cost and productivity estimates may prove to be incorrect.

Any material alteration in the above noted estimates, or of the Company's ability to extract mineralization from its projects, could have a material adverse effect on the Company's results or financial condition.

- *The inherent operational risks associated with mining, exploration and development, many of which are beyond the Company's control.*

The Company's activities are subject to a high degree of risk due to factors that, in some cases, cannot be foreseen or anticipated, or managed. These risks include, but are not limited to: inflation of prices for labour, goods and services; health emergencies, tectonic or weather activity that may provoke landslides, harm personnel, damage infrastructure or other impacts; labour disruptions; health emergencies; fires; national and local political or social pressure; negative local or national reactions to the activities of the Company or other mining actors, legal or illegal, in Ecuador or abroad; legislative and regulatory changes; non-violent and violent crime; corruption and general insecurity; the inability to obtain adequate sources of power, water, labour, suitable or adequate machinery and equipment, and service providers, including drilling, engineering and environmental contractors, as well as expert attorneys and consultants. In addition, the Company may be unable to acquire or obtain necessary water rights or easements and other surface rights, which may be critical for the continued advancement of exploration, development and operational activities on its mineral concessions. Furthermore, the Company is regularly involved in a number

Management's Discussion and Analysis
For the Three and Nine Months Ended September 30, 2023

November 22, 2023

of administrative and legal processes where, in spite of its best efforts and those of its legal advisors and consultants, results are uncertain. These processes could generate delays and adverse decisions, which could negatively impact project development and the Company's prospects.

- *Inadequate infrastructure may adversely affect the Company's operations and profitability.*

Mining, exploration, development and production activities depend, to differing degrees, on adequate infrastructure. Reliable roads, bridges, ports, power and fuel sources, as well as water supplies are important determinants that affect capital, as well as operating costs and safety. If adequate infrastructure is not accessible, there can be no assurance that the development of the Company's projects will commence or be completed on a timely basis, if at all. In addition, unusual or infrequent weather phenomena, tectonic activity, sabotage, government, social or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations and profitability.

- *The Company currently has limited insurance covering its assets and operations and, as a consequence, could incur considerable costs.*

Mineral exploration involves risks, which, even with a combination of experience, knowledge and careful evaluation, mining exploration companies may not be able to overcome. Operations in which the Company has a direct or indirect interest are exposed to numerous hazards and risks that normally attach to exploration and development of precious and non-precious metals deposits, any of which could result in work stoppages, harm to personnel or contractors, damage to property, and possible environmental damage and liability. The Company presently has very limited commercial liability insurance and does not intend to increase its liability insurance. As a result of having limited liability insurance, the Company could incur significant costs that may have a materially adverse effect upon its financial condition and even cause the Company to cease operations.

- *The Company's mineral or surface property interests may be subject to prior unregistered agreements or transfers and therefore title to some of the Company's property interests may be affected.*

Although the Company has sought and received such representations as it has been able to secure from vendors in connection with the acquisition of, or options to acquire, an interest in their mining properties and surface rights, and has conducted reasonable investigations of legal title to each such property, the rights the Company has obtained may be subject to prior unregistered agreements or transfers or native land claims, or it is possible that title may be affected by undetected defects. Similarly, access agreements with landowners or possessors may also be subject to conflicting claims, which could impact the Company's operations. Additionally, through administrative error or malfeasance, third parties could possibly obtain conflicting, yet legally invalid, claims that could take time and consume Company resources to rectify.

- *The prices of gold, copper, and other base and precious metals can fluctuate significantly over time, as well as experience periods of major volatility, which may adversely affect the economic viability of the Company's mineral assets.*

The Company's revenues, if any, are expected to be almost entirely derived from the mining and sale of gold, copper and other metals. The prices of those commodities have fluctuated widely, particularly in recent years (even months), and are affected by numerous factors beyond the Company's control, including: international economic and political events and trends; expectations about economic growth and inflation; currency exchange fluctuations; interest rates; consumption patterns; speculative activities; and, increased production due to new mine developments and improved mining and production methods. The effects of these factors on the prices of gold and copper, other precious and base metals, and oil and other commodities and, therefore, on the economic viability of any of the Company's mineral projects, cannot be accurately predicted, but nonetheless may adversely impact the Company's ability to raise capital and execute its planned operations.

- *All of the Company's subsidiaries and its mineral properties are in a foreign country and, therefore, a large portion of the Company's business may be exposed to political, economic, social, security, and other risks and uncertainties.*

The Company's mineral properties, and related subsidiaries, are located entirely in Ecuador and may be exposed to various types and degrees of security, economic, labour, political, social, criminal, legal, regulatory and other risks and uncertainties. These risks and uncertainties include, but are not limited to: illness; terrorism; hostage taking; public protests, including violent demonstrations and roadblocks and any results thereof, including social or political commitments made by national, provincial and local authorities; common and violent crime, including extortion and intimidation; military repression; high rates of inflation; labour unrest; social pressure; war or civil unrest; creeping or outright expropriation and nationalization; renegotiation or nullification of existing concessions, licenses, permits and contracts, including by way of invalidation of governmental acts; artisanal and illegal mining operations and government enforcement of norms restricting these activities; changes in taxation and mining-related laws and regulations; trade protectionism, including restrictions or tariffs on imports; changes to the foreign exchange regime; changes to the currency regime; currency controls; restrictions on repatriation of funds; changing political conditions, including coup d'état, presidential impeachment, and national and more localized electoral results and political appointments; government austerity, restructuring and other measures impacting the political will and operational capabilities of ministries, regulatory agencies and other government entities; challenges to the validity of governmental acts; litigation and judicial decisions, including approval of processes for popular votes to ban mining in different jurisdictions, that run counter to the Government of Ecuador's pro-mining policies; local, municipal and provincial environmental and water protection and social investment initiatives; corrupt or unethical behaviour by government officials or agents, judges, media interests, and even Company employees or contractors; and,

Management's Discussion and Analysis
For the Three and Nine Months Ended September 30, 2023**November 22, 2023**

governmental regulations that may favour or require the awarding of contracts to local contractors or require foreign contractors to employ residents of, or purchase supplies from, a particular jurisdiction. In addition to the foregoing, the reputation of Ecuador as a developing nation, perceived by many as having a track record of economic and political instability, as well as measures contrary to attracting investment in the mining sector and other areas of the economy, may impact the country's sovereign risk ratings and make it more challenging for the Company to obtain required exploration and development financing or strategic investment for its projects.

Changes in mining or investment policies or shifts in political and public attitudes towards mining and / or foreign investment in Ecuador, its provinces, or local political jurisdictions, may adversely affect the Company's operations or potential profitability. Operations may be affected by modifications to governmental legislation, regulations and pronouncements, as well as provincial and local norms, with respect to, but not limited to: restrictions on production; price controls; export controls; currency remittances; taxes, including income taxes, property taxes, value added taxes, capital gains taxes, windfall taxes, and the sovereign adjustment tax; royalties; expropriation of property; foreign investment; maintenance of claims; the environment; land use, including territorial bans on different types of mining activities or outright cancellation of mining rights; water use; land claims or other demands by local people; indigenous rights; social consultation and other permitting requirements; corporate social responsibility; archaeological remains; large mining activity, including exploration and open pit mining; artisanal mining; illegal mining; labour; health; transportation; water use; imports and exports; and, mine safety. Failure to comply strictly with applicable laws, regulations and local norms and practices relating to mineral rights applications and tenure, could result in cancellation, loss, suspension, reduction or expropriation of entitlements, or the imposition of additional local or foreign parties as joint venture partners with carried or other interests.

The impact of one or more of these various factors and uncertainties, none of which can be accurately predicted, could have an adverse effect on the Company's operations or potential profitability.

- *The Company's foreign subsidiary operations may impact its ability to fund operations efficiently, as well as the Company's valuation and stock price.*

The Company conducts operations through foreign subsidiaries and substantially all of its assets are held in such entities. Accordingly, any limitation on the transfer of cash or other assets between the parent corporation and such entities, or among such entities, could restrict the Company's ability to fund its operations efficiently. Any such limitations, or the perception that such limitations may exist now or in the future, could have an adverse impact on the Company's valuation and stock price.

- *The value of the Company's common shares, as well as its ability to raise equity capital, may be impacted by future issuances of shares.*

The Company is authorized to issue an unlimited number of common shares without par value. The Company may issue more common shares in the future. Sales of substantial amounts of common shares (including shares issuable upon the exercise of stock options), or the perception that such sales could occur, could materially adversely affect prevailing market prices for the common shares and the ability of the Company to raise equity capital in the future.

- *The Company's future performance is dependent on key personnel.*

The Company's performance is substantially dependent on the performance and continued efforts of the Company's executives and its board of directors. The loss of the services of any of the Company's executives or directors could have a material adverse effect on the Company business, results of operations and financial condition. The Company currently does not carry any key person insurance on any of its executives or directors. The Company has limited resources and is currently unable to compete with larger organizations with respect to compensation and perquisites.

- *The impact and risks arising from epidemic diseases, such as COVID-19 may have a significant impact on the Company.*

The impacts of the still ongoing COVID-19 pandemic, as well as its variants, on the Company are unpredictable. While restrictions have been reduced, the Company continues to adapt work to the mandates of the governmental authorities of Ecuador and to employee and local concerns. Health and safety rules in all jurisdictions are constantly evolving and the Company will continue to evaluate and adapt its work protocols to announcements and norms. Government and local restrictions on the movement of people and goods may cause work and analysis performed by the Company and its contractors to slow or even cease, as well as impact operating costs. While it appears that Ecuador's national vaccination campaign has been a success and the virulence of the virus's variants is waning, future aggressive measures to counter contagion from variants, including the imposition of localized restrictions, cannot be ruled out. A significant deterioration of conditions could force the Company, or its partners, to suspend some or all activities and possibly even invoke force majeure under its agreements or other contracts. Likewise, other jurisdictions, including Canadian provinces and states in the United States of America, have at times instituted work and/or mobility restrictions; such disruptions may sideline Company personnel temporarily, as well as cause the Company to miss actual or self-imposed deadlines, push out forecasts for activity, and increase fiscal losses. In addition, COVID-19 and its related variants, continues to cause considerable disruption to the world economy and financial and metals markets, and could have a materially adverse impact on the ability of the Company to execute its strategy or raise additional funding and might negatively impact, among other factors, the Company's share price. While the Company has taken measures to protect its operations, the implementation of remote working practices for the Company as a result of COVID-19 increases the risk of exposure and susceptibility to information technology challenges including attempted actions by malicious third parties.

Management's Discussion and Analysis
For the Three and Nine Months Ended September 30, 2023

November 22, 2023

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- *The Company is exposed to financial risk arising from fluctuations in the exchange rates between the U.S. dollar and Canadian dollar.*

While the Company and its subsidiaries incur the majority of their expenditures in U.S. dollars, corporate G&A expenses are primarily paid in Canadian dollars. Thus, the Company is exposed to financial risk arising from fluctuations in the exchange rates between the U.S. dollar and Canadian dollar, and the degree of volatility of these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risks.