MANAGEMENT'S DISCUSSION & ANALYSIS

FOR THE YEAR ENDED DECEMBER 31, 2023

TABLE OF CONTENTS

This Management's Discussion and Analysis ("MD&A") of Adventus Mining Corporation ("Adventus" or the "Corporation") has been prepared as of April 29, 2024 and should be read in conjunction with the Corporation's audited annual consolidated financial statements for the years ended December 31, 2023 and 2022 and related notes, prepared in accordance with International Financial Reporting Standards ("IFRS").

This MD&A supplements, but does not form part of, the annual financial statements. This MD&A covers the year ended December 31, 2023 and the subsequent period up to the date of this MD&A. All dollar amounts referred to in this MD&A are expressed in United States dollars except where indicated otherwise. Tabular amounts are presented in thousands of United States dollars with the exception of per share amounts. References to "C$" mean Canadian dollars.

Cautionary Statement Regarding Forward-Looking Information

This MD&A contains certain statements and information that are "forward-looking information" within the meaning of applicable Canadian securities laws. All statements other than statements of historical facts included in this document constitute forward-looking information, including but not limited to statements regarding the Corporation's plans, prospects and business strategies; the Corporation's guidance on the timing, progress, and results of future exploration, project development, and operations; expected costs; permitting requirements and timelines; timing and possible outcome of legal processes; the results of any technical reports and estimates as defined by any preliminary economic assessment, feasibility study, or Mineral Resource and Mineral Reserve calculations, life of mine estimates, and mine and mine closure plans; anticipated market prices of metals, currency exchange rates, and interest rates; the Corporation's ability to comply with contractual and permitting or other regulatory requirements; and the Corporation's integration of partnerships and corporate transactions and any anticipated benefits thereof. Words such as "believe", "expect", "anticipate", "contemplate", "target", "plan", "outlook", "guidance", "goal", "aim", "intend", "continue", "budget", "estimate", "forecast", "may", "will", "can", "could", "should", "schedule" and similar expressions identify forward-looking statements.

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events including, but not limited to, statements and information related to the results of the Feasibility Study and updated Mineral Reserves for El Domo, including the forecasted economics of the Curipamba project, expected gold, silver, copper and zinc production (and the grade of such gold, silver, copper and zinc production) from the Curipamba project and projected operating and capital costs associated with the Corporation's planned operations at the Curipamba project, the Proven and Probable reserves of gold, silver, copper and zinc, the capacity of tailings facility with regard to significant reserve additions, process optimization resulting from the addition of a lead concentrate circuit providing a third saleable product and allowing for the production of clean copper and zinc concentrates with minimal Pb penalties, and the self-sufficiency of water requirements through the use of rainfall/surface water on site; statements and information related to the results of the Preliminary Economic Assessment ("PEA"), including the forecasted economics of the Underground PEA, the commencement of the Underground PEA upon the exhaustion of the open-pit reserves in year 10, the development capital being deployed with respect to the Underground PEA in year 9, the additional indicated and inferred gold, silver, copper and zinc resources, the plan to upgrade underground resources to a reserve by means of additional drilling and test-work supporting a separate feasibility study costing approximately $8 million over 2.5 years; statements and information relating to the mining process; the projected taxes and life-of-mine ("LOM") royalties to the Ecuadorian government; the 2% net smelter return ("NSR") royalty payable to a subsidiary of Altius Minerals Corporation; statements and information relating to the Environmental and Social Impact Assessment ("ESIA"), which was approved in the first quarter of 2024, and the permitting and approval process for the main access road and power lines having been initiated and the community consultations for the El Domo project; statements and information relating to the various workstreams which are anticipated to cost $25 million to complete; the receipt of any necessary approvals and consents in connection with the development of the Curipamba project in a timely manner, including but not limited to the ESIA; the estimated mine life of the Curipamba project; gold, silver, copper, zinc and lead price assumptions; exchange rate assumptions; the merits of the Curipamba project; the ability to access required financing, appropriate equipment and sufficient labour; future price of copper, gold, silver, zinc and other metals; anticipated costs; ability to achieve goals; ability of Adventus and its subsidiaries to satisfy the conditions precedent to receive funding under the PMPA and the OFA (such terms defined elsewhere in this MD&A); the prompt and effective integration of partnerships and corporate transactions, if any; the existence of political environments in which the Corporation operates will continue to support the exploration, development and operation of mining projects; the results of any change in government causing delays to any permitting timeline, and other statements regarding future plans, expectations, guidance, projections, objectives, estimates and forecasts, as well as statements as to management's expectations with respect to such matters; the ability of the Corporation to identify and manage the activities of informal or illegal miners in or around its concessions; ability to operate in areas where indengous people historically or presently inhabit or use; and statements and information related to the results of the PEA in respect of the Condor project.

While these factors and assumptions are considered reasonable by Corporation as at the date of this document in light of management's experience and perception of current conditions and expected developments, these statements are inherently subject to significant business, economic, socio-political, and competitive uncertainties and contingencies. Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements and undue reliance should not be placed on such statements and information. Such factors include, but are not limited to: risks inherent in and/or associated with operating in different countries; uncertain political and economic environments; community activism, shareholder activism and risks related to negative publicity with respect to the

Corporation or the mining industry in general; changes in laws, regulations or policies including but not limited to those related to permitting and approvals, environmental and tailings management, labour, trade relations, and transportation; delays or the inability to obtain necessary governmental approvals and/or permits; regulatory investigations, enforcement, sanctions and/or related or other litigation; risks associated with business arrangements and partners over which the Corporation does not have full control; risks associated with corporate transactions and related integration efforts, including the ability to achieve anticipated benefits, unanticipated difficulties or expenditures relating to extraordinary situations, such as epidemics or natural disasters; competition; exploration, project development or operation results not being consistent with the Corporation's expectations; estimates of future production and operations; operating, cash and all-in sustaining cost estimates; allocation of resources and capital; litigation; uninsurable risks; volatility and fluctuations in metal and commodity prices; the estimation of asset carrying values; funding requirements and availability of financing; indebtedness; foreign currency fluctuations; interest rate volatility; changes in the Corporation's share price, and equity markets, in general; changing taxation regimes; counterparty and credit risks; health and safety risks; risks related to the environmental impact of the Corporation's activities and management thereof; unavailable or inaccessible infrastructure and risks related to ageing infrastructure; risks inherent in mineral exploration and mining including but not limited to risks to the environment, industrial accidents, catastrophic equipment failures, unusual or unexpected geological formations or unstable ground conditions; risks relating to attracting and retaining of highly skilled employees; ability to retain key personnel; the potential for and effects of labour disputes or other unanticipated difficulties with or shortages of labour or interruptions in work activities; price escalation and availability of energy and key operating supplies or services due to, among other reasons, inflationary pressure or supply chain disruption; the inherent uncertainty of exploration and development, and the potential for unexpected costs and expenses including, without limitation, risks associated with the estimation of Mineral Resources and Mineral Reserves and the geology, grade and continuity of mineral deposits including but not limited to models relating thereto; future actual ore mined and/or metal recoveries varying from Mineral Resource and Mineral Reserve estimates; mine plans, and life of mine estimates; the possibility that future exploration, development or mining results will not be consistent with expectations; natural phenomena such as earthquakes, flooding, and unusually severe weather; potential for the allegation of fraud and corruption involving the Corporation, its customers, suppliers or employees, or the allegation of improper or discriminatory employment practices, or human rights violations; security at the Corporation's projects and operations; breach or compromise of key information technology systems; materially increased or unanticipated reclamation obligations; risks related to mine closure activities; risks related to closed and historical sites; title risk and the potential of undetected encumbrances; risks associated with the structural stability of waste rock dumps or tailings storage facilities; risks related to political and economic instability in Ecuador, including unexpected changes to mining code, royalties and taxes; risks related to pandemic and other natural disasters, terrorist acts, anti-mining protests, health crises, war and hostilities, and other disruptions; risks related to the closing of announced transactions and financing; and other risks and uncertainties. All of the forward-looking statements made in this document are qualified by these cautionary statements. Although the Corporation has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated, forecast or intended and readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions which may have been used. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking information. Accordingly, there can be no assurance that forward-looking information will prove to be accurate and forward-looking information is not a guarantee of future performance.

Any financial outlook or future-oriented financial information in this MD&A, as defined by applicable securities legislation, has been approved by management of the Corporation as of the date of this MD&A. Such financial outlook or future-oriented financial information is included for the purpose of providing information about management's current expectations and plans relating to the future. Readers are cautioned that such outlook or information should not be used for purposes other than for which it is disclosed in this MD&A.

The Corporation disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable law.

Additional information regarding the Corporation, including the Corporation's continuous disclosure materials, is available on the Corporation's website at www.adventusmining.com or through the SEDAR+ website at www.sedarplus.com.

BUSINESS OVERVIEW

The Corporation is a mineral exploration and development company that is based in Toronto, Ontario, Canada. It is listed on the TSX Venture Exchange under the symbol ADZN and trades on the OTCQX under the symbol ADVZF.

The Corporation was formed on October 24, 2016 as a strategic initiative to acquire and focus efforts on zinc-related base metal properties, specifically with the goal of acquiring significant zinc-related exploration and development projects held by major mining companies. In 2017, The Corporation entered into an earn-in agreement for the Curipamba property in Ecuador ("Curipamba") with Salazar Resources Ltd. ("Salazar Resources") and an exploration alliance (the "Exploration Alliance") in Ecuador, with the Pijilí and the Santiago projects being included in the Exploration Alliance pursuant to the Pijilí Agreement and the Santiago Agreement respectively (collectively, the "Pijilí and Santiago Agreements") and Adventus owning an 80% interest in the Exploration Alliance projects and Salazar Resources owning the remaining 20% interest. The Corporation has since focused on the discovery and definition of economic copper and gold deposits in Ecuador. In January 2024, by way of a plan of arrangement with Luminex Resources Corp. (TSX-V: LR, "Luminex"), the Corporation completed the acquisition of Luminex (the "Luminex Transaction"), previously announced on November 21, 2023. Luminex has a large portfolio of mineral concessions in Ecuador. The Corporation has not earned any revenue to date and is considered to be in the exploration stage.

Having completed the earn-in of 75% of Curipamba in December 2021, the Corporation has been focused on work on the El Domo deposit ("El Domo") in Curipamba. With the feasibility study completed on the El Domo deposit in Curipamba in December 2021, an Investment Protection Agreement entered into with the Government of Ecuador in 2022, and the receipt of the environmental permit in January 2024, Adventus continued to derisk Curipamba in preparation of a construction decision and to evaluate new properties and projects or strategic alliances in Ecuador.

Focusing on Ecuador, the original portfolio in Ireland ("Irish Properties") and Newfoundland and Labrador, Canada ("Newfoundland Properties"), acquired in 2016 from Altius Resources Inc. ("Altius Resources"), a subsidiary of Altius Minerals Corporation ("Altius"), became non-core holdings. Seeking partners, the Corporation sold Newfoundland Properties to Canstar Resources Inc. ("Canstar") in 2018 for shares, eventually disposing of all Canstar shares in 2021. Part of the Irish Properties went to BMEx Limited (BMEx). The rest are under an earn-in agreement with South32 Limited ("South 32").

2023 HIGHLIGHTS

Corporate

- On November 21, 2023, the Corporation announced the entering into an arrangement agreement (the "Arrangement Agreement") with Luminex whereby former Luminex shareholders received 0.67 ("Exchange Ratio") of a common share in Adventus ("Adventus Share") in exchange for each common share they held in Luminex ("Luminex Share"). The Luminex Transaction closed on January 25, 2024.
- On April 25, 2024, the Corporation entered into an arrangement agreement (the "Silvercorp Arrangement Agreement") with Silvercorp (TSX: SVM) pursuant to which Silvercorp has agreed to acquire all of the issued and outstanding common shares of Adventus (the "Silvercorp Transaction") by way of a court-approved plan of arrangement under the Canada Business Corporations Act.

  Under the terms of the Silvercorp Arrangement Agreement, each holder of a common share in Adventus ("Adventus Share") will receive 0.1015 (the "Exchange Ratio") of one Silvercorp common share ("Silvercorp Share").

  The Silvercorp Transaction is subject to Adventus shareholder and security holders approval at a special meeting, requiring approval by (i) 66 2/3% of votes cast by Adventus shareholders and holders of options and restricted share units, and a (ii) simple majority that excludes those not entitled to vote in accordance with Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions. Each of the directors and senior officers of Adventus, Mr. Ross Beaty and Wheaton Precious Metals, representing in aggregate approximately 17.3% of the issued and outstanding Adventus Shares, have entered into voting support agreements with Silvercorp and have agreed to vote in favour of the Transaction at the Special Meeting in accordance with those agreements. In addition, Salazar Resources has entered into an agreement with Silvercorp whereby they have indicated they will support the Transaction.

  The Transaction is also subject to approval of the TSXV on behalf of Adventus and TSX on behalf of Silvercorp, and is expected to be completed in the third quarter of 2024.

  The Exchange Ratio implies consideration of C$0.50 per Adventus Share based on the closing price of Silvercorp Shares on the Toronto Stock Exchange (the "TSX") on April 25, 2024. This represents a premium of 31% to Adventus' closing price based on the 20-day volume-weighted average prices ("VWAP") of Silvercorp on the TSX and Adventus on the TSX Venture Exchange (the "TSXV"), both as at April 25, 2024. The implied equity value of the Transaction is approximately C$199 million on a fully-diluted in-the-money basis. At closing, existing Silvercorp and Adventus shareholders will own approximately 81.6% and 18.4% respectively, of Silvercorp Shares on a fully-diluted in-the-money basis.

Concurrent with the Silvercorp Transaction, Silvercorp and Adventus entered into an investment agreement pursuant to which Silvercorp will subscribe for 67,441,217 Adventus Shares at C$0.38 per Adventus Share for gross proceeds of C$25,627,662 (the "Concurrent Silvercorp Placement"). On completion of the Concurrent Silvercorp Financing, Silvercorp will own approximately 15% of the total issued and outstanding common shares of Adventus with the proceeds to be used to repay in full the credit facility with Trafigura Debt Facility and the Altius Convertible Loan, to fund normal course activities at El Domo and general working capital expenditure. The Concurrent Silvercorp Financing is not conditional on the closing of the Silvercorp Transaction.

Project Financing

- In July 2023, the Corporation received $5,000,000 from Trafigura Pte Ltd. ("Trafigura") being the First Tranche under the credit agreement (the "Credit Agreement") which is part of the definitive agreements (the "Trafigura Agreements") for the offtake financing arrangement (the "OFA") with Trafigura. Concurrent with the drawdown, the Credit Agreement was amended to provide for early repayment of the First Tranche should the Second Tranche not be drawn, and to reprice the exercise price of the warrants. (See details in "Exploration and Evaluation Assets" below).

Equity Financing

- In January 2023, the Corporation closed a bought deal prospectus financing ("January 2023 Offering") for 13,269,230 common shares at a price of C$0.52 per unit for aggregate gross proceeds of approximately $5,100,000 (C$6,900,000). Raymond James Ltd. and National Bank Financial Inc. co-led a syndicate of underwriters and the common shares were offered by way of prospectus supplement to supplement the Corporation's short form base shelf prospectus dated August 25, 2022.
- In December 8, 2023, concurrent with the Luminex Transaction, Adventus completed private placements on December 8, 2023 (the "Luminex Concurrent Offering"), generating gross proceeds of approximately $18,000,000. (See "Luminex Transaction and Concurrent Offering" below). As of December 31, 2023, certain of the proceeds of the Luminex Concurrent Offering amounting to approximately $1,756,000 less fees and commissions, were deposited with the Corporation, while the remaining funds less the remainder of fees and commissions, amounting to approximately $16,153,000, were held in escrow. Subsequent to year end, on January 24, 2024 the funds held in escrow were released.

Convertible Debt Financing

- In July 2023, the Corporation closed a $4,000,000 unsecured convertible loan agreement (the "Convertible Loan Agreement") with a subsidiary of Altius. Pursuant to the Convertible Loan Agreement, interest will accrue at an interest rate of 10% per annum until the earlier of December 31, 2023 and the date on which there is an event of default under the Convertible Loan Agreement (the "Maturity Date"), and 15% per annum after the Maturity Date. Altius has the right to convert all or any of the outstanding principal amount and interest into common shares of the Corporation at a price of C$0.31 per common share in respect of the principal amount and, under certain circumstances, has the option to convert all outstanding indebtedness into a 0.63% net smelter return royalty in the Curipamba project, subject to any necessary TSXV approval. In November 2023, an amendment was made to the Convertible Loan Agreement to extend the Maturity Date to December 31, 2024 and to amend the conversion price for the outstanding principal. (See details in the "Financial Conditions, Liquidity and Capital Resources" below).

Team and Board changes

- As the Corporation continues to advance El Domo project development work, it continues to build its management and construction team in 2023, with the addition of Vice Presidents in charge of Curimining and Human Resources and expanded the team to include senior managers in charge of various functions in construction, site management and information technology.
- The Board was refreshed in 2023, with appointment of new board members and advisors with background in mining construction and operations as well as experience in Ecuadorian infrastructure and banking experience. With the acquisition of Luminex in January 2024, the Board expanded from seven to eight, with five directors coming from the original Adventus Board and three from the former Luminex Board. At the end of March 2024, Maryse Bélanger joined the Board and succeeded Mark Wellings, who retired after over seven years of service to the Corporation, as Chair of the Board. Ms Bélanger brings over 35 years of experience with global mining companies at different stages of operation, both in development and production and had provided oversight and project management support through various key strategic acquisitions in the mining sector.

El Domo Project Development progress

- On July 26, 2023, the Corporation announced that it has completed the information phase, the first of two phases of environmental and social impact assessment ("ESIA") consultation activities for the El Domo project. This followed the technical approval of the El Domo ESIA in May 2022 and was in compliance with the Regulation of the Environmental Organic Code as modified by

Presidential Decree 754 ("Decree 754") issued on May 31, 2023 to regulate environmental consultation for all public and private industries and sectors in Ecuador.

- In October 2023, the Corporation received a favourable Certificate of No Affect of Water from the Ministry of Water, Environment and Ecological Transition of the Government of Ecuador ("MAATE"). This is a major milestone and allows the Corporation to construct the planned project infrastructure in an area with surface and ground water surfaces.
- In December 2023, environmental consultation ("Consultation"), carried out pursuant to the Decree 754, was completed. The Consultation was overwhelmingly supported by communities in the direct area of influence of the project, with 98% voting in favour of issuing the Environmental License.
- On January 22, 2024, the Corporation announced that MAATE has granted the Environmental License for the construction and operation of El Domo.
- On January 30, 2024, the Corporation announced that the Ministry of Energy and Mines ("MEM") in conjunction with the Agency of Regulation and Control for Non-renewable Natural Resources ("ARCERNNR") has issued a permit which grants approval for the design, construction, operation, and maintenance of the tailings storage facility ("TSF") for El Domo.
- The Environmental License and the TSF permit allow the Corporation to further advance El Domo towards a construction decision expected in the first half of 2024.

Development in Luminex portfolio of exploration projects

- Condor is Luminex's most advanced project, with a preliminary economic assessment ("**Condor PEA**") issued in July 2021. On March 5, 2024, the Corporation announced it had entered into an investment agreement (the "**Condor IA**") with the Government of Ecuador for the development of the Condor project. The Condor IA provides a foundation for the continuing advancement of the Condor project towards development and for the negotiation of the Investment Protection Agreement (the "**IPA**") that would be required for future mining construction and operations if the Condor project reaches that stage of advancement.
- On January 25, 2024, the Corporation also announced that the Japan Organization for Metals and Energy Security ("JOGMEC") had notified Luminex of its plan to withdraw from the Orquideas earn-in arrangement on February 18, 2024. Adventus is evaluating options for the Orquideas project and is considering potential partnerships on other greenfield Luminex properties.
- On March 4, 2024, the Corporation announced that it had entered into a binding interim agreement (the "**Tres Picachos IA**") for an earn-in and joint venture with JOGMEC, for the Tres Picachos mineral concession in Ecuador owned by a subsidiary of Adventus ("**Tres Picachos**"). Under the terms of the Tres Picachos IA, JOGMEC has the right to earn a 75% ownership interest in Tres Picachos by investing an aggregate $5 million between now and March 31, 2028. The Corporation and JOGMEC will work to conclude a definitive agreement in due course. Adventus will manage and operate the exploration programs in Ecuador for Tres Picachos and will receive a management fee based on expenses.

Global geo-political and economical developments

- The continuing global conflicts and extreme weather disasters in 2023 and the disruption of trade exacerbated the already high global supply-chain challenges, labour shortages and inflationary pressures that had been previously brought on by the pandemic disruptions. These may introduce volatility in input prices, including the prices of equipment, reagents, and energy, among other items.
- The concerted effort of some central banks to control inflation resulted in keeping interest rates elevated, dampening consumer and business confidence and stalling the economic revival and the prices of commodities.

Exploration Alliance – Santiago - Impairment

- During the 4th quarter of 2023, an impairment indicator was identified for the Santiago Project CGU whereby we do not have current plans to continue exploration of the Santiago property. The drilling program, started in the first quarter of 2023, was paused after several months due to political uncertainties and social unrest in Ecuador as it awaits its presidential elections. With the Luminex Transaction being announced, the Corporation re-examined its exploration priorities, taking into consideration the entire portfolio of exploration properties for the combined company, and the Corporation decided to put the Santiago project into care and maintenance during the year ended December 31, 2023. The carrying value of the Santiago Project CGU exceeded its recoverable amount and an impairment loss of $6,465,000 was recognized in 2023.

LUMINEX TRANSACTION AND CONCURRENT FINANCING

Pursuant to the Arrangement Agreement with Luminex announced on November 21, 2023, Adventus acquired all the issued and outstanding common shares of Luminex in exchange for common shares in Adventus, by way of a court-approved plan of arrangement under the Business

Corporations Act (British Columbia), with Adventus being the resulting issuer. Pursuant to the terms and conditions of the Arrangement Agreement, holders of the issued and outstanding Luminex shares received 0.67 Adventus share for each Luminex share outstanding held (the "Exchange Ratio"). Luminex is listed on the TSXV and after the Transaction, the combined company currently own a large and prospective gold-copper development and exploration portfolio in Ecuador totalling over 135,000 hectares including the PEA stage Condor Project. The Transaction was subject to certain terms and conditions, including the approval of the Luminex securityholders, approval of the TSXV, approval of the British Columbia Supreme Court, and a minimum of $13,500,000 in gross proceeds from a concurrent financing (the "Luminex Concurrent Financing").

On January 25, 2024, the conditions having been met, the Luminex Transaction closed, whereby Adventus issued an aggregate of 117,432,403 Adventus Shares to former Luminex shareholders. Options to acquire Luminex Shares that were outstanding at the time of completion of the Arrangement were 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 have become exercisable, based on the Exchange Ratio, to purchase Adventus Shares on substantially the same terms and conditions.

The Luminex Concurrent Offering comprises of the following:

- $13,500,000 of non-brokered private placement (the "Non-Brokered Private Placement") with the issuance of 63,769,486 subscription receipts (the "Subscription Receipts") at a price of $0.2117 (C$0.29) per Subscription Receipt;
- C$5,720,000 of brokered "bought deal" private placement (the "Brokered Private Placement") with the issuance of 1,972,392 units (the "Units") at a price of C$2.90 per Unit; and
- $211,000 of non-brokered private placement (the "Unit Non-Brokered Private Placement") with the issuance of 100,000 Units at a price of $2.117 per Unit.

Each Unit consists of four common shares of the Corporation (each, a "Unit Share") and six Subscription Receipts, with 40% of the price per Unit allocated to the Unit Shares and 60% to the Subscription Receipts. Upon completion of the Luminex Transaction, and subject to customary conditions (collectively, "Escrow Release Conditions"), each Subscription Receipt would convert automatically into one common share of the Corporation (each, an "Underlying Share") without additional consideration.

Certain shareholders of both Adventus and Luminex have committed to participating in the Non-Brokered Private Placement. The Brokered Private Placement was underwritten by a consortium of brokers (the "Underwriters"), co-led by Raymond James Ltd. and National Bank Financial Inc. with a commission equal to 6% of the gross proceeds, 50% of which was paid to the Underwriters upon closing and 50% placed in escrow (the "Escrowed Commission").

Proceeds from the Unit Shares were released on December 8, 2023, while the remainder of the proceeds, and the Escrowed Commission, were held in escrow pending Escrow Release Conditions, and were released on January 25, 2024 when the Escrow Release Conditions were satisfied.

The proceeds of $16,153,000 from the sale of the subscription receipts were deposited and were held in escrow by TSX Trust Corporation, as subscription receipt agent, pending the satisfaction or waiver of the escrow release conditions. These escrowed amounts, including interest and foreign exchange difference, amounted to $16,258,000 as at December 31, 2023. The net proceeds of the Concurrent Financing will be used to advance the El Domo project, select exploration programs across the combined exploration portfolio of Adventus and Luminex, costs related to the proposed Transaction and for working capital and general corporate purposes.

MINING OUTLOOK IN ECUADOR

The Corporation's strategy is to conduct mineral exploration and development, as well as project generation activities. All properties that are capitalized meet the criteria associated with exploration and evaluation assets in which licences are held. Properties that yield potential are staked or acquired and initial exploration work is performed. The Corporation then determines whether the initial exploration results are favourable enough to warrant further exploration work with a goal of eventual mine development. In the event the property has unfavourable results and no further work is warranted, the property is divested or abandoned and written down. The Corporation may divest or joint venture its properties and may consider other project-level financing offers.

The Corporation's main focus continued to be the advancement of the El Domo deposit in Curipamba, social and community outreach at its Exploration Alliance projects of Pijili and outside of El Domo in Curipamba, and the integration of the Luminex operation acquired as part of the Luminex Transaction.

In addition to exploration and development work at Curipamba and the Exploration Alliance properties, the Corporation continues to evaluate other opportunities to add to its portfolio. Ecuador is located in the same Andean region as Peru and Colombia, and shares much of the same geology as these resource-rich mining districts. Ecuador is rich in natural resources but has been under-explored for minerals. As Ecuador recognizes modern mining as an engine of long-term economic growth, it continues to introduce measures to improve the mining investment environment. Ecuador's private and public sectors continue to make significant investments in its infrastructure, and the country continues to benefit from one of the lowest energy costs in the Americas. Its proximity to the Panama Canal, the dollarization since 2000, and access to modern port and highway logistics provide significant global and regional advantages.

Ecuador offers potential investment opportunities despite its current political and economic challenges. The country has shown resilience and determination towards economic reforms and has taken steps to improve its investment climate. In terms of politics, Ecuador has experienced some instability in recent years, but the current government has shown a commitment to anticorruption measures and governance improvements. This includes efforts to enhance transparency, streamline regulations, and create a favourable environment for foreign investment. The government has also expressed a willingness to engage with the private sector and promote public-private partnerships (PPPs) to drive economic growth.

After being sworn in as President on November 22, 2023, Daniel Noboa initiated a series of urgent economic reforms and made several strategic political decisions regarding security and the justice system that have had major positive impacts on the country and sustained his popularity rating between 60% and 80%.

President Noboa was able to consolidate support within Ecuador's National Assembly and pass four (4) urgent economic laws:

1. Tax Reform (December 2023).
2. Energy Efficiency (January 2024).
3. Urgent Economic Law to deal with the Armed Internal Conflict and social and economic crisis (February 2024) – among other things, this law raises the value added tax from 12 to 13% and gives the President power to raise it temporarily to 15%.
4. Property Forfeiture (February 2024) – this law simplifies the process for the government to seize property related to illegal activity or in the possession of criminals.

On January 9, 2024, President Noboa declared Armed Internal Conflict and State of Exception which allowed the government wide reaching powers to deploy police and military throughout the country to fight drug gangs and crime.

During the past few months, police and military have arrested over 10,000 criminals and seized more than $2.5 billion worth of drugs. Violent crime has dropped 80% in the country.

Since December 2023, the Attorney General of Ecuador has initiated a number of large national level investigation cases, including the "Metastesis", "Purge", and the "Plague" cases. These investigations have resulted in the arrest of dozens of politicians, judges, former judges, police, lawyers, public servants, former public servants with links to criminal organizations and drug gangs.

In March 2024, President Noboa participated in the 92nd annual Prospectors and Developers Association of Canada ("PDAC") metals and mining convention in Toronto, Canada together with four ministers of state where he publicly expressed his support for responsible mining development in Ecuador and signed close to $5 billion of investment agreements with mining companies for exploration and development of mining projects.

On April 21, 2024, the government held a Public Referendum and Consultation that included eleven questions mainly focused on reforms to strengthen the fight against organized crime, including the allowance of extradition of criminals to face charges in other countries, greater participation of the military in the fight against domestic crime, and increased sentences for criminal convictions among others. Two questions dealt with labour reforms and international arbitration.

All nine security questions were approved by a wide margin and the remaining two questions were not. This result strengthens the President's mandate and gives the government additional tools needed to continue the fight against the drug trade and organized crime. This political capital is expected to allow the President to continue to push his agenda which includes bolstering mining development in the country.

EXPLORATION AND EVALUATION ASSETS`

The following is a financial summary of exploration and evaluation assets of the Corporation, as at December 31, 2023 and 2022:

Project		As at December 31, 2022		Additions		Effect of foreign currency exchange movements		Abandoned or Impaired		As at December 31, 2023
Ireland										
Rathkeale Limerick	$	1,384	$	-	$	53	$	-	$	1,437
Fermoy		21		-		1		-		22
Ecuador										
Curipamba		94,407		22,134		-		-		116,541
Pijilí		11,116		359		-		-		11,475
Santiago		5,522		943		-		(6,465)		-
Total mineral properties	$	106,928	$	23,436	$	54		(6,465)	$	129,475

Project		As at January 1, 2022		Additions		Effect of foreign currency exchange movements	Abandoned or impaired		As at December 31, 2022
Ireland									
Rathkeale Limerick	$	1,472	$	-	$	(88)	-	$	1,384
Kingscourt		115		-		(13)	(102)		-
Fermoy		22		-		(1)	-		21
Ecuador							-		
Curipamba		72,554		21,853		-	-		94,407
Pijilí		10,394		722		-	-		11,116
Santiago		3,992		1,530		-	-		5,522
Total mineral properties	$	88,549	$	24,105	$	(102)	(102)		112,450

The Corporation acquires exploration and evaluation assets through staking and from third party vendors. In addition, the Corporation may sell some or a portion of its exploration and evaluation assets to third parties in exchange for exploration expenditures, royalty interests, cash, and share-based payments.

During the year ended December 31, 2023, the Corporation incurred $23,436,000 (2022: $24,105,000) in exploration and evaluation assets.

In 2022, it became known to the Corporation that a third party is in dispute with the Ministry of Energy and Mines on the title of two of the five Pijili concessions. Management believes this is without merit and is confident that this will be resolved in due course. At each reporting date, the Corporation reviews the carrying amounts of its mineral property interest to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. To the extent the estimation of the recoverable amount is required, management considers several inputs including geological information, and estimated market values of resource. During the 4th quarter of 2023, an impairment indicator was identified for the Santiago Project CGU whereby we do not have current plans to continue exploration of the Santiago property. The drilling program, started in the first quarter of 2023, was paused after several months due to political uncertainties and social unrest in Ecuador as it awaits its presidential elections. With the Luminex Transaction being announced, the Corporation re-examined its exploration priorities, taking into consideration the entire portfolio of exploration properties for the combined company, and the Corporation decided to put the Santiago project into care and maintenance during the year ended December 31, 2023. The carrying value of the Santiago Project CGU exceeded its recoverable amount and an impairment loss of $6,465,000 was recognized in 2023. Management performed a similar impairment test on the other Ecuadorian exploration asset CGU and determined no impairment loss was present at December 31, 2023.

On January 13, 2020, the Corporation entered into the South32 Agreement to advance the Rathkeale, Kingscourt and Fermoy projects (the "Irish Projects") in the Limerick Basin in the Republic of Ireland. The Irish Projects are owned by Adventus Ireland. The South32 Agreement grants South32 Ireland the right to acquire a 70% interest in the Irish Projects by funding €3,500,000 in exploration on the Irish Projects over a four-year period. Adventus Ireland operated the exploration activities during the earn-in period. Having spent the initial €3,500,000, South32 intended to exercise the option into Rathkeale and Fermoy and work commenced on the transaction documents associated with the joint venture that will be formed after the option is exercised. In June 2023, South32 and the Corporation signed an amendment to the South32 Agreement (the "South32 Amendments") to extend the Earn-In beyond the initial €3,500,000 and for South 32 to continue to fully fund Rathkeale and Fermoy until the transaction documents are completed. Pursuant to the South32 Amendments, the participating interests of South32 and Adventus will be adjusted by the additional funding that South32 will have invested above the initial €3,500,000 until the joint venture is formed.

As of December 31, 2023, the Corporation has included in its accounts payable and accrued liabilities an amount of $4,929,000 attributable to mineral expenditures in Ecuador (2022: $4,300,000) and $589,000 (2022: $228,000) attributable to South32. Most of these are settled subsequent to the closing of the Luminex Transaction.

The Precious Metals Purchase Agreement (the "PMPA") with a subsidiary of Wheaton Precious Metals Ltd. ("Wheaton") provides the Corporation with access to an upfront cash consideration of $175,500,000 and a $5,000,000 equity commitment. Of this, $13,000,000 was made available as an early deposit (the "Early Deposit") for pre-construction activities, and $500,000 for local community development initiatives (the "ESG Deposit") prior to production. The remainder will be available in four instalments during construction, subject to certain customary conditions precedent being satisfied. Under the PMPA, Wheaton will purchase 50% of the payable gold production until 145,000 ounces have been delivered, thereafter dropping to 33% for the life of mine; and 75% of the payable silver production until 4,600,000 ounces have been delivered, thereafter dropping to 50% for the life of mine. Wheaton will make ongoing payments for the gold and silver ounces delivered equal to 18% of the spot prices ("Production Payment") until the value of gold and silver delivered less the Production Payment is equal to the upfront consideration of $175,500,000, at which point the Production Payment will increase to 22% of the spot prices. The Corporation and its subsidiaries have provided securities and guarantees in favour of Wheaton in respect of their obligations under the PMPA, such securities and guarantees ranking pari passu with Trafigura.

The PMPA transaction is fully committed, and as at December 31, 2023 amounts totalling $13,150,000 have been drawn, being $13,000,000 as Early Deposit and $150,000 as ESG Deposit, being Wheaton's contribution to the environmental, social and governance initiatives of El Domo. These are recorded as deposit liability on the consolidated statements of financial position. Subsequent to the year end, another $100,000 was drawn from the ESG Deposit.

In January 2022, the Corporation entered into a binding agreement for the OFA with Trafigura. The Trafigura Agreements closed on July 31, 2022 and the Credit Agreement provided the Corporation with a credit facility of $45,000,000 and a $10,000,000 equity commitment. $5,000,000 of the facility can be paid on an early deposit basis for pre-construction activities and the remainder in two instalments during construction, subject to certain customary conditions precedent being satisfied. The facility has a 5-year term with an 8% interest margin and a credit adjustment spread of 0.1%, subject to a 0.5% Secured Overnight Financing Rate ("SOFR") floor. It includes an offtake agreement which provides certain concentrate offtake rights to Trafigura for future production over the life of mine, based on terms in the Feasibility Study. Pursuant to the Credit Agreement, the Corporation and its subsidiaries have provided securities and guarantees in favour of Trafigura in respect of their obligations under the Credit Agreement, such securities and guarantees ranking pari passu with Wheaton. In July 2023, the Corporation drew on the first tranche (the "First Tranche") of the debt facility and received $5,000,000. Subject to an amendment to the Trafigura Agreements, should the Corporation not draw on the remainder of the facility, the First Tranche will be due on June 30, 2024. The Corporation has recorded this as a current liability which, together with a 2% arrangement fee (the "Arrangement Fee"), will be reclassified as non-current liability when the second tranche is drawn before June 30, 2024.

Upon closing of the Trafigura Agreements on July 31, 2022, 13,500,000 common share purchase warrants ("Lender's Warrants") were issued to Trafigura, priced at C$0.513 per common share, on the basis of 25% premium to the 10-day volume weighted average price ("VWAP") at the closing date subject to approval of the TSX Venture Exchange. In July 2023, concurrent with the drawdown of the First Tranche, the Corporation repriced the Lender's Warrants to C$0.448, representing the mean between the C$0.513 original exercise price and C$0.384, a 25% premium to the 10-day VWAP of the common shares of the Corporation on the TSXV immediately prior to July 10, the data of the amendment to the Warrant Agreement. The Lender's Warrants expires August 3, 2026, subject to accelerator provisions based on Adventus' share price. If exercised, the Lender's Warrants will bring approximately C$6,048,000 into the Corporation's treasury. In addition, Trafigura has agreed to invest US$10,000,000 in equity of the Corporation not to exceed 19.99% ownership on a partially diluted basis. Such investment is at the option of the Corporation for a period of thirty months after the July 31, 2022 closing date and is subject to certain conditions precedent as those for the construction instalments under the Credit Agreement.

The following is a breakdown of the Curipamba exploration and evaluation asset costs for the years ended December 31, 2023 and 2022 after having satisfied all conditions of the earn-in in December 31, 2021 and the result of Salazar Holdings being consolidated into the financial statements of Adventus:

	Curipamba Exploration and Evaluation Asset	
Year ended December 31,	**2023**	**2022**
Balance, beginning of year	$ 94,407	$ 72,554
Concession related costs and land access	325	559
Drilling and geological interpretation	2,342	2,855
Engineering studies	8,285	6,836
Camp, environment, and community relations	11,183	11,603
	$ 116,541	$ 94,407

The table below shows a breakdown of material components of the exploration and evaluation assets other than Curipamba as at December 31, 2023 and December 31, 2022:

As at December 31, 2023	Irish Properties		Ecuadorian Properties		Early stage Exploration and Evaluation Assets
	Rathkeale	Fermoy	Pijilí	Santiago	
Acquisitions	$ 150	$ 6	$ 3,283	$ -	$ 3,439
Analytical charges	164	-	751	-	915
Drilling	-	-	1,325	-	1,325
Camp cost	2	-	2,895	-	2,897
Geophysics	63	-	1,065	-	1,128
Technical and professional support	995	16	1,301	-	2,312
Travel and accommodation	63	-	441	-	504
Patents and permitting	-	-	221	-	221
Others	-	-	193	-	193
Total	$ 1,437	$ 22	$ 11,475	$ -	$ 12,934

As at December 31, 2022	Irish Properties		Ecuadorian Properties		Early stage Exploration and Evaluation Assets
	Rathkeale	Fermoy	Pijilí	Santiago	
Acquisitions	$ 137	$ 6	$ 3,263	$ 982	$ 4,388
Analytical charges	160	-	751	89	1,000
Drilling	-	-	1,325	158	1,483
Camp cost	50	11	2,767	1,794	4,622
Geophysics	62	-	1,065	558	1,685
Technical and professional support	915	4	1,194	1,141	3,254
Travel and accommodation	60	-	424	547	1,031
Patents and permitting	-	-	180	238	418
Others	-	-	147	15	162
Total	$ 1,384	$ 21	$ 11,116	$ 5,522	$ 18,043

ECUADOR PROJECTS

Curipamba Earn-in

On December 10, 2021, the Corporation filed the feasibility study report titled "NI 43-101 Technical Report Feasibility Study – Curipamba El Domo Report" ("Feasibility Study") prepared by DRA Global Limited ("DRA"). Having completed the feasibility study and the requisite amount of expenditure commitment, the Corporation in 2021 exercised its option to earn into 75% of Salazar Holdings whose wholly owned subsidiary Curimining S.A. ("Curimining") is the owner of Curipamba.

Pursuant to the option agreement and the shareholders' agreement with Salazar Resources, the Corporation has priority repayment of its investment in Curipamba according to an agreed distribution formula. Based on this formula, the percentage of non-controlling interest of the net assets on the date of acquisition was 15.33% or an amount of $11,895,000. In subsequent periods, the percentage share of non-controlling interest will change as a function of advances made by the Corporation and the earnings or loss recorded by Salazar Holdings and its subsidiaries over the period. After the Corporation has received priority repayment of its investment, the non-controlling interest will revert to 25%. As at December 31, 2023, based on the same formula and on the net assets as at December 31, 2023, the percentage of non-controlling interest of the net assets was 14.44% or an amount of $15,415,000 (2022: $12,891,000).

Curipamba – El Domo

Highlights of the results of the Feasibility Study are discussed in the Corporation's AIF for the year ended December 31, 2022 dated April 28, 2023.

Mineral Resource estimate update

As part of the Feasibility Study, an update to the mineral resource estimate was completed, with an effective date of October 26, 2021 and is disclosed in accordance with National Instrument 43-101 ("NI 43-101") Standards of Disclosure for Mineral Projects and prepared by SLR Consulting (Canada) Ltd. ("SLR"), formerly Roscoe Postle Associates. The updated Mineral Resource estimate (Tables 1a to 1c below) is supported by information provided from 391 core boreholes, totalling 74,992 metres, completed between 2007 and 2021 and possesses a similar footprint to the previous Mineral Resource estimate (see May 2, 2019 news release). The infill drilling in 2020 and 2021 resulted in the upgrading of portions of the Mineral Resource from previously classified Indicated to Measured and Inferred to Indicated categories. Other highlights include copper grades increasing by 9%.

Table 1a. Total Mineral Resource for El Domo, Curipamba Project – October 26, 2021 (sum of tables 1b and 1c)

Resource Category	Tonnes (Mt)	Grade					Contained Metal				
		Cu (%)	Pb (%)	Zn (%)	Au (g/t)	Ag (g/t)	Cu (kt)	Pb (kt)	Zn (kt)	Au (koz)	Ag (koz)
Measured	3.2	2.61	0.24	2.50	3.03	45	84.9	7.7	81.1	316	4,704
Indicated	5.7	1.83	0.24	2.64	1.98	45	104.5	13.9	150.6	364	8,265
M+I	**9.0**	**2.11**	**0.24**	**2.59**	**2.36**	**45**	**189.4**	**21.6**	**231.7**	**680**	**12,969**
Inferred	1.1	1.72	0.14	2.18	1.62	32	18.5	1.5	23.6	57	1,118

Table 1b. Pit Constrained Mineral Resource for El Domo, Curipamba Project – October 26, 2021

Resource Category	Tonnes (Mt)	Grade					Contained Metal				
		Cu (%)	Pb (%)	Zn (%)	Au (g/t)	Ag (g/t)	Cu (kt)	Pb (kt)	Zn (kt)	Au (koz)	Ag (koz)
Measured	3.2	2.61	0.24	2.50	3.03	45	84.9	7.7	81.1	316	4,704
Indicated	3.8	1.38	0.30	2.77	2.29	52	52.6	11.3	105.2	280	6,370
M+I	**7.1**	**1.95**	**0.27**	**2.64**	**2.63**	**49**	**137.5**	**19.0**	**186.3**	**596**	**11,074**
Inferred	0.3	0.34	0.20	1.01	1.34	39	1.2	0.7	3.5	15	430

Table 1c. Underground Mineral Resource for El Domo, Curipamba Project – October 26, 2021

Resource Category	Tonnes (Mt)	Grade					Contained Metal				
		Cu (%)	Pb (%)	Zn (%)	Au (g/t)	Ag (g/t)	Cu (kt)	Pb (kt)	Zn (kt)	Au (koz)	Ag (koz)
Indicated	1.9	2.72	0.14	2.38	1.37	31	51.9	2.6	45.4	84	1,895
Inferred	0.8	2.31	0.11	2.68	1.74	29	17.3	0.8	20.1	42	688

Notes:

1. *CIM Definition Standards (2014) definitions were followed for Mineral Resources.*
2. *Mineral Resources are reported above a cut-off Net Smelter Return ("NSR") value of $29/t for Mineral Resources amenable to open-pit mining and the underground portion of the 2021 Mineral Resources are reported with mining shapes which were generated using a $105/t NSR cut-off value.*
3. *The NSR value is based on estimated metallurgical recoveries, assumed metal prices, and smelter terms, which include payable factors treatment charges, penalties, and refining charges.*
4. *Mineral Resources are estimated using the metal price assumptions: $4.00/lb Cu, $1.05/lb Pb, $1.30/lb Zn, $1,800/oz Au, and $24/oz Ag.*
5. *Metallurgical recovery assumptions were based on three mineral types defined by the metal ratio Cu/(Pb+Zn):*
   a. *Zinc Mineral (Cu/(Pb+Zn) <0.33): 86% Cu, 90% Pb, 97% Zn, 68% Au and 78% Ag*
   b. *Mixed Cu/Zn Mineral (0.33≤ Cu/(Pb+Zn) ≤3.0): 86% Cu, 82% Pb, 95% Zn, 55% Au and 67% Ag*
   c. *Copper Mineral (Cu/(Pb+Zn) >3.0): 80% Cu, 37% Pb, 36% Zn, 14% Au and 29% Ag*
6. *NSR factors were also based on the metal ratio Cu/(Pb+Zn):*
   a. *Zinc Mineral (Cu/(Pb+Zn) <0.33): 53.41 $/% Cu, 7.99 $/% Pb, 13.47 $/% Zn, 30.91 $/g Au and 0.39 $/g Ag*
   b. *Mixed Cu/Zn Mineral (0.33≤ Cu/(Pb+Zn) ≤3.0): 58.99 $/% Cu, 7.05 $/% Pb ,13.41 $/% Zn, 25.12 $/g Au and 0.34 $/g Ag*
   c. *Copper Mineral (Cu/(Pb+Zn) >3.0): 57.83 $/% Cu, 6.84 $/g Au and 0.19 $/g Ag*
7. *Bulk density interpolated on a block per block basis using assayed value, the correlation between measured density values and iron content, and base metal grade. The bulk densities range between 2.1 t/m^3 and 4.6 t/m^3*
8. *Mineral Resources are inclusive of Mineral Reserves.*
9. *Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.*
10. *The underground portion of the Mineral Resources are reported within underground reporting shapes and include low grade blocks falling within the shapes.*
11. *Qualified Person ("QP") is not aware of any environmental, permitting, legal, title, taxation, socio-economic, marketing, political, or other relevant factors that could materially affect the Mineral Resource estimate.*
12. *Numbers may not add due to rounding.*

Feasibility Study Mineral Reserves

The basis of the Curipamba Feasibility Study is on the maiden open-pit Mineral Reserves that were estimated from the updated open-pit Mineral Resources and on the mine design by DRA (Table 2).

Table 2: Open-Pit Mineral Reserves Statement

Classification	Tonnes (kt)	Grade					Contained Metal				
		Cu (%)	Pb (%)	Zn (%)	Au (g/t)	Ag (g/t)	Cu (kt)	Pb (kt)	Zn (kt)	Au (koz)	Ag (koz)
Proven Reserves	3,136	2.50	0.2	2.30	2.83	41	78.4	6.7	72.0	285	**4,175**
Probable Reserves	3,343	1.39	0.3	2.67	2.23	50	46.4	9.4	89.4	240	**5,342**
Proven + Probable	**6,478**	**1.93**	**0.2**	**2.49**	**2.52**	**46**	**124.9**	**16.2**	**161.4**	**525**	**9,517**

Notes:

1. *Waste: Ore Strip Ratio 6.02 : 1 not including pre-strip waste and 8.59 : 1 including pre-strip waste*
2. *The effective date of the Mineral Reserve Estimate is October 26, 2021.*
3. *Mineral Reserves are reported in accordance with CIM Definition Standards (2014) and best practice guidelines (2019).*
4. *An NSR cut-off grade of $32.99 was used for all material.*
5. *Mineral reserves were estimated at a gold price of $1,630/oz, a silver price of $21.00/oz, a lead price of $0.92/lb, a zinc price of $1.16/lb, and a copper price of $3.31/lb; they include modifying factors related to mining cost, dilution, mine recovery, process recoveries and costs, G&A, royalties, and rehabilitation costs.*
6. *Figures have been rounded to an appropriate level of precision for the reporting of Mineral Reserves.*
7. *Due to rounding, some columns or rows may not compute exactly as shown.*
8. *The Mineral Reserves are stated as dry tonnes processed at the crusher.*
9. *Tonnages are presented in metric tonnes*

Underground Mine Deposit

In December 2021, the Corporation provided an update to the PEA for the underground mine expansion. This assumed the same metallurgy, treatment charges, refining charges, penalty assumptions, transport charges, tax structure, royalties, and surface infrastructure as the open-pit Feasibility Study. In particular, the process plant will be used for the underground operation, and the tailings storage facility has sufficient excess capacity to support the underground operation. The preliminary economic assessment 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. There is no certainty that the preliminary economic assessment will be realized. Mineral resources that are not mineral reserves do not have demonstrated economic viability. For reference, the last Mineral Resource estimate completed in accordance with NI 43-101 for El Domo was published as part of the Feasibility Study report titled: "NI 43-101 Technical Report, *Feasibility Study, Curipamba El Domo Project, Central Ecuador*", with an effective date of October 26, 2021 on SEDAR+.

The underground mine plan consists of 2.0 million tonnes at 2.48% Cu, 2.18% Zn, 1.25 g/t Au, 28.1 g/t Ag, 0.13% Pb of diluted Indicated Resources, and 0.8 million tonnes at 2.13% Cu, 2.46% Zn, 1.60 g/t Au, 26.4 g/t Ag, 0.09% Pb, of diluted Inferred Resources.

On August 29, 2022, the Corporation announced plans for a 12,000 metre infill drill program using two diamond drill rigs to provide additional information for the planned upgrade of mineral resource categories of the underground component for engineering studies.

Drilling results and drill collar location map can be found in the press releases of October 17, 2022, November 15, 2022, December 7, 2022, February 27, 2023 and March 20, 2023.

Technical Information and Quality Control & Quality Assurance ("QAQC")

The engineering and technical content of the Feasibility Study and Underground PEA has been reviewed and approved by Mr. Jason Dunning, P.Eng., Vice President of Projects for Adventus, a non-Independent Qualified Person, as defined by NI 43-101.

The Curipamba project resource-related work program was managed and reviewed by Jason Dunning, who was then the Vice-President of Exploration and a non-Independent Qualified Person within the meaning of NI 43-101 when the Feasibility Study and Underground PEA were completed. Curimining staff collected and processed samples that were securely sealed and shipped to Bureau Veritas ("BV") in Quito for sample preparation that includes crushing and milling to prepare pulps that are then split for shipment to their facility in Lima, Peru for analysis. All assay data have undergone internal validation of QAQC; noting there is an established sampling control program with blind insertion of assay blanks, certified industry standards and sample duplicates for the Curipamba project. A QAQC program is also in place at BV and includes insertion of blanks, standards, and duplicate reanalysis of selected samples. BV's quality system complies with the requirements for the International Standards ISO 9001:2000 and ISO 17025: 1999. At BV, gold is analyzed by classical fire assay techniques with an ICP-AES finish, and both silver and base metals are analyzed by a 44-element aqua regia ICP-AES technique. Overlimit protocols are in place for gold, silver, copper, lead, and zinc.

Curipamba – El Domo Environmental and Social Impact Assessment

On November 18, 2021, the Corporation announced that the ESIA for the Curipamba project has been completed and the environmental licensing process has been initiated with the MAATE. The completed ESIA is the culmination of over two years of environmental, community, and engineering activities led by the Corporation, with the assistance of several internationally recognized and Ecuador-experienced consulting firms. Importantly, the ESIA and the environmental management plan ("EMP") included all technical design and project scope parameters detailed in the Curipamba Feasibility Study. (See October 26, 2021 news release).

The 7,000-page ESIA and EMP comply with Ecuadorian legislation and international best practices which include physical, biotic, socioeconomic, and cultural baselines, determination of areas of influence, analyses of environmental risks and social and environmental impacts as well as a plan that comprises the prevention and mitigation of impacts, contingencies, training, waste management, community relations, rehabilitation of affected areas, wildlife rescue, environmental monitoring, and mine closure.

Technical approval was issued by MAATE in May 2022 and the final phase of the permitting process, the Consultation, took place between July and December 2023, pursuant to the Regulation of the Environmental Organic Code as modified by Presidential Decree 754 (the "Decree 754") and in accordance with guidelines issued by the Constitutional Court of Ecuador, which incorporate Escazú principles and other international standards related to community participation in development projects. The Consultation was overwhelmingly supported by the communities in the direct area of influence of the project, with 98% voting in favour of issuing the Environmental License. (See December 27, 2023, news release).

The Environmental License for Construction and Operation of the Curipamba – El Domo project was granted by the Ecuadorian authority on January 19, 2024 (See January 22, 2024, news release).

Curipamba – Tailings Storage Facility ("TSF")

In June 2023, the application for permit for the TSF was submitted, in compliance with the requirements established in the MEM instructive for approval of TSF for medium and large-scale mining projects. In January 30, 2024, the Corporation announced that MEM, in conjunction with ARCERNNR, has granted approval for the design, construction, operation and maintenance of the TSF for El Domo.

In addition to the detailed design and the risk management plan, the 1,300-page permit application contained 12 specific technical studies covering all aspects of the TSF design, construction, operations and maintenance. The application also includes certification of the stability analysis by a qualified third-party expert.

Apart from complying with Ecuadorian regulations, the El Domo TSF design meets requirements of the Canadian Dam Association guidelines. The construction method will be downstream, using rock-fill which is the safest tailings dam configuration method. This is consistent with the commitment of the Corporation in compliance to international best practices and to the highest technical standards of modern responsible mining.

With the granting of the Environmental License and the TSF approval, the Corporation is progressing well towards advancing El Domo to a construction decision expected in the first half of 2024. The start of TSF construction is a key condition precedent to draw down from the project financing arrangement with Wheaton. The main outstanding permits are (a) Water Usage Permit (surface water capture during construction), (b) Permit to Build on Waterways and (c) Explosives Permit. These, together with the conversion of the exploration licence to exploitation licence, will allow the Corporation to commence construction.

Curipamba – Environmental Social and Governance ("ESG") initiatives

The following are some of the initiatives the Corporation has undertaken in Curipamba:

Training and Development Partnership with ESPOL University

In 2022, pursuant to a 2019 agreement with Escuela Superior Politécnica del Litoral ("ESPOL"), a public university in Guayaquil, Ecuador, and the Nobis Foundation, Curimining commenced a training program that focused on technical trades in support of local businesses. The 2022-2023 program provided training to over 180 individuals from the local project communities in courses such as electrical installations, telecommunications, civil works, health and safety, and food preparation.

Mine Operator Training Supported by Stracon-Ripconciv

A mine operator training program was executed in partnership with the Stracon-Ripconciv Joint Venture (see November 17, 2022 news release) and the Universidad Técnica Particular de Loja ("UTPL"), which took place in the town of Las Naves through an agreement with the University of Bolivar. The 2022 program started with equipment maintenance training, of which 25% of the participants are female. The equipment operator and mine truck driver training were concluded by the third quarter of 2023 and included more than 50 people from the Las Naves area.

Promotion of Local Suppliers and Service Providers

The promotion of local suppliers and service providers is a key component of El Domo's contribution to sustainable economic development in the region. Curimining is already a major purchaser of local goods and services, and directly and indirectly employs many local residents. One example of our commitment to development of local service providers is the continued development of community catering services, which has shown benefit to women in the local communities in the direct and indirect area of influence.

Community Sports and Cultural Initiatives

For the past decade, Curimining has supported arts, culture and sports in the community through a variety of youth and adult programs and has resumed these after the temporary suspension due to pandemic measures. Some of these are executed in conjunction with the Salazar Foundation. These programs provide opportunities in particular to underprivileged youth and women in communities where support is otherwise limited. They include:

- Elementary school art competition and a bursary program which provides economic support to local children.
- Grupo de Danza, which actively promotes and supports local culture through performance arts. Youth teams have resumed their representation of project communities in dance competitions across Ecuador.
- Partnership with local professional football club: Mineros Sporting Club S.A. and the Salazar Foundation to establish a youth football program which includes several communities in the El Domo and Curipamba region. The community program includes both a competitive program for adults and a skills development program for youth, which involves more than 200 local boys and girls.

Community Roundtables for El Domo Engagement

Over the past few years, Curimining has encouraged a participatory dialogue process through community round tables for the El Domo project. These are led by an impartial third party – INSUCO International, with the purpose of engaging local and regional stakeholders in a territorial approach that addresses key community issues and concerns. In 2021, a pilot program was rolled out in two key communities of interest, and based on the success, the program was expanded in 2022-23 to be open to all regional communities. Five themes have been identified from community feedback, including: local and regional governance, community security, sustainable economic development, employment and local business development, and environmental sustainability. Participation in the dialogue tables is typically between 40 to 70 individuals from local and regional government, community, civil society, businesses, and academia. The roundtables will continue in 2024 and are expected to enhance community support for the El Domo project.

Carbon and Climate Change Strategies

In 2022, Adventus worked with Invert Inc. to complete an initial evaluation of carbon and greenhouse gas emissions for El Domo, covering Scope 1 and 2 emissions. Key deliverables included:

- Emissions inventory and forecast, including life-of-mine model that will categorize scopes and activity type;
- Identification and quantification of emissions reduction strategies, by review of relevant technologies, target setting, including carbon risk management; and
- Incorporate recommended GHG reduction initiatives that are in alignment with corporate and project objectives.

The study confirmed that El Domo's future carbon footprint is expected to directly benefit from the planned connection to the national power grid, which is already over 80% supplied by renewable sources, proximity to deep water ports, and solar factor for energy generation and plant-life growth. In addition, unique carbon reduction and electrification opportunities could be secured as part of the future underground mine studies and expansion. As one of the highest grade and lowest capital intensity copper-gold projects globally, El Domo also has the opportunity to become one of the lowest-quartile greenhouse gas emissions intensity operations.

In2024, Adventus plans to further expand and explore these findings commercially. For example, El Domo's advantageous location and the greater 215 km^2 Curipamba district area could provide unique carbon sinking and credit opportunities – beyond the purchase of carbon offsets from third parties. Although Ecuador has yet to enact a national level emissions trading scheme, other jurisdictions in Latin America have done so and various Ecuadorian stakeholder groups and government agencies continue to build momentum through dialogue.

Curipamba – Regional Exploration

Curipamba project is comprised of seven concessions representing about 21,500 hectares and includes the El Domo deposit. Since completion of the MobileMT geophysical survey in 2019, the Corporation has made significant progress generating targets through the processing and integration of all geoscience data collected from surficial geochemistry, geological mapping, prospecting, drilling, and ground geophysical surveys. The various data sets were compiled in order to produce a matrix that will drive exploration logistics and planning on priority ranked targets. Targets were classified as either VMS-related, such as the El Domo deposit, or porphyry-related. In total, 15 targets were defined and ranked in priority during the TGI process. Drilling commenced on the highest-ranking La Vaquera target approximately 8 km southwest of the El Domo deposit in March 2020 just before all field work was suspended due to COVID-19 health protocols.

In 2021, the Corporation identified a new VMS system at the Agua Santa target, located 4.5 kilometres to the southwest of El Domo. (see August 9, 2021 and December 7, 2021 news releases for maps and detailed drilling results). Since then, the Corporation successfully completed a total of 2,818 metres in 11 drill holes in that area. Drilling results from the Agua Santa target are detailed in the press release dated October 17, 2022.

Other high priority targets defined during the 2020 target generation initiative process remain untested (see January 21, 2020 news release). Of key importance is that most of these targets are new and have not seen significant exploration or drilling historically.

Exploration Alliance – Pijilí

The Pijilí project consists of five (5) concessions totalling 3,254 hectares, three from the government tender in 2017 and two from the purchase of an artisanal mine. Pijilí is located in the province of Azuay, approximately 150 km from the major port city of Guayaquil. The Pijilí project is an untested epithermal gold-silver target, although there are opinions that there is a broader, larger scale porphyry target present. Between July 2020 and March 2021, a total of twelve drill holes has been completed on the Mercy concession totalling 7,031 metres, all of which hit porphyry-style copper-gold-molybdenum mineralization. Ten of the twelve drill holes intersected greater than 100 metres of porphyry mineralization ranging between 100 to 424 metres. One of the drill holes also intersected a high-grade, near-surface silver-tungsten zone. The wide-spaced exploration drilling has traced porphyry-style mineralization approximately 2 km from the artisanal mine site (see June 8, 2020 and October 26, 2020 news releases) northwest to the northern Mercy concession boundary. (See April 20, 2021 news release for maps and detailed drilling results). In 2022, it became known to the Corporation that a third party is in dispute with the Ministry of Energy and Mines of Ecuador on the title of two of the five concessions related to Piliji. On November 6, 2023, the Ministry of Energy and Mines issued a resolution accepting the appeal that Llaktawayku S.A. ("Llaktawakyu"), the Corporation's entity that holds the Pijili concessions, made against the 2022 ruling and ordered the restitution of the concessions to Llaktawayku.

Exploration Alliance – Santiago

The Santiago Project consists of a single concession that encompasses 2,350 hectares. It is in a geological setting similar to the nearby Loma Larga deposit owned by Dundee Precious Metals Inc. and is considered prospective for epithermal gold and silver and porphyry copper gold deposits. It features three large, surficial geochemistry anomalies for gold, copper, and zinc.

A 2,500-metre drilling program was designed to twin the Newmont drill hole, but was delayed to accommodate additional community relations and social work with stakeholders that includes but is not limited to the Ecuadorian government and Indigenous leadership. (see June 15, 2020 news release for maps and historical drilling summary).

Drilling was paused by the second quarter of 2023, and management regrouped to strategize on a socialization plan. In the meantime, there was considerable unrest in the country, spurred by uncertainties with the Lasso government and high levels of crime, and the pending election. Management considered it prudent to adopt a lower profile until the election is over. By the last quarter of the year, when the company was considering entering into a transaction with Luminex, with its large portfolio of concessions in Ecuador, management re-prioritize exploration plans to reflect better allocation of exploration funding.

As a result, it was decided to place the Santiago project into care and maintenance for 2024 and conserve cash for other exploration projects, and management decided to record an impairment charge of $6,465,000 in the year ended Dec 31, 2023.

Luminex Projects – Condor

The Condor Project consists of nine contiguous mineral concession that encompasses 9,897 hectares, 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 Corporation also indirectly owns land / surface rights over an area of approximately 614 hectares that overlie concessions of the Condor project. In addition, the Corporation indirectly holds approximately 167 hectares of land access rights obtained by way of easements. The ownership of the assets mentioned above was completed upon Luminex acquisition, closed on January 25, 2024.

The Condor project includes several known deposits, as well as areas yet to be explored. In the northern part of the project, Los Cuyes, Enma, Soledad, and Camp deposits are hosted in a sub-volcanic system consisting primarily of epithermal high-grade gold/silver veins and mineralized breccias and are part of the Preliminary Economic Analysis of July 2021. The Chinapintza and Prometedor are also part of the sub-volcanic complex. 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.

On March 5, 2024, the Corporation announced it had entered into the Condor IA with the Government of Ecuador for the development of the Condor project. The Condor IA provides a foundation for the negotiation of the terms and conditions for a future IPA that is expected to outline Condor project´s scope, investment commitments, timelines and responsibilities and to work together towards obtaining all necessary approvals, licenses and permits under Ecuadorian law and international standards. The Condor IA explicitly covers an investment commitment by the Corporation, totaling a minimum of $100,000,000, which includes $52,000,000 of historical spending made on the Condor project from 2010 to 2023 and the future investment commitment of $48,000,000 for the period between 2024 and 2038. The Condor IA also extends to include any additional investments made by Adventus during the period, which would be included for investment protection in the future IPA.

Luminex Projects – Pegasus

The Pegasus project is located in the Western Cordillera of Ecuador, encompassing a 66,250 ha portion of the Macuchi Formation; a well demonstrated host of Volcanic Massive Sulphide (VMS) deposits among other styles of base and precious metal mineralization. Anglo American plc ("Anglo American") has been the operator of the project since 2018.

On August 22, 2023, Luminex received a withdrawal notice from Anglo American with respect to its option to increase its ownership in the Pegasus project from 25% to 51%. Adventus and Luminex are continuing to evaluate the ramifications of this notice and have 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 $1,400,000 originally due by September 21, 2023.

On December 20, 2023, Luminex announced that it has successfully reached an agreement with a subsidiary of Anglo American to amend and restate the Pegasus earn-in and joint venture agreement ("Amended Earn-In Agreement"). Under the Amended Earn-In Agreement, Luminex has agreed to Anglo American having a right to earn-in and retain the original 60% earn-in ownership threshold by spending $15,000,000 more than expenditures to date, of which $10,000,000 must be allocated to direct drilling costs. Luminex will also be owed $3,900,000 by way of cash payments to complete the earn-in to 60% ownership. In addition, the parties have agreed to exit a portion of the exploration tenure (Pegasus B) which cannot be meaningfully progressed in the short to medium term. Anglo American will also apply to reduce the concession size at Pegasus A based on field work completed since 2018. The ownership of the assets mentioned above was completed upon Luminex acquisition, closed on January 25, 2024.

Luminex Projects – Earn-In Agreements with the Japan Organization for Metals and Energy Security ("JOGMEC")

Orquideas encompasses 4,219 hectares of land in southern part of Ecuador, subject to an earn-in agreement with JOGMEC. On January 25, 2024, the Corporation announced that JOGMEC had notified Luminex of its plan to withdraw from the Orquideas earn-in arrangement on February 18, 2024. Adventus is evaluating options for the Orquideas project and is considering potential partnerships on other greenfield Luminex properties.

Tres Picachos is on 3,674 hectare of land in the southern part of Ecuador. On March 4, 2024, the Corporation announced that it had entered into the binding Tres Picachos IA for an earn-in and joint venture with JOGMEC, in respect of the Tres Picachos property. Under the terms of the Tres Picachos IA, JOGMEC has the right to earn a 75% ownership interest in Tres Picachos by investing an aggregate \$5,000,000 between now and March 31, 2028. The Corporation and JOGMEC will work to conclude a definitive agreement in due course. Adventus will manage and operate the exploration programs in Ecuador for Tres Picachos and will receive a management fee based on expenses.

Luminex Projects – Other properties

Other properties owned by Luminex are Cascas 1 and Cascas 2, La Canela, Quimi and Quimi 2, Tarqui and Tarqui 2, and Chalapo and Chalapo 2 with an aggregate size of approximately 28,000 hectares. These are early stage exploration properties and the Corporation is considering potential partnerships and joint ventures to fund the exploration properties.

IRISH PROJECTS

The Corporation currently holds thirty-five (35) exploration prospecting licences in the Republic of Ireland, comprising three separate blocks across the principal prospective areas of the North Midlands and Southwest Ireland. The licences are issued by the Exploration and Mining Division (EMD) of the DCCAE of the Republic of Ireland and the Corporation has been granted the right to explore for base metals, barytes (barite), silver and gold across the licensed areas.

The Corporation's exploration activity from its acquisition of these properties have been focused on the Rathkeale blocks, in particular the interpretation of the seismic survey. Subsequent to the signing of the South32 Agreement, exploration activities commenced in 2020 and included further geochemical studies. The South32 Earn-In Projects are prospective for zinc-lead-silver mineralization.

Rathkeale

The Rathkeale project comprises eight (8) prospecting licences covering 255 km^2 of prospective ground for carbonate-hosted Irish-Type zinc-lead-silver mineralization within the targeted Waulsortian limestone.

Historical drilling at Rathkeale has intersected significant alteration as well as mineralization. In 2021, a total of 5,000 metres of drilling was planned to target the prospective base of Waulsortian equivalent limestone ("WRF") for zinc-lead mineralization in specific areas with limited historical drilling in a favourable structural-stratigraphic setting for Irish-type zinc-lead deposits.

Fermoy

The Fermoy project in north County Cork consists of twenty-seven (27) prospecting licences covering 909.78 km^2 and is located in the southern sector of the Irish zinc-lead-silver orefield. Based on historic data and maps, the Corporation identified the area as poorly resolved geologically, with some key unrecognized structural characteristics yet to be interpreted by modern exploration models.

QUALIFIED PERSON

The technical information contained in this MD&A for the Corporation's properties at Ecuador and the Republic of Ireland has been reviewed and approved by Senior Geologist, Christian Paramo, P.Geo., as a non-Independent Qualified Person in accordance with National Instrument 43-101.

RESULTS OF OPERATIONS

The Corporation does not have any revenue. The following net expense information is derived from the Corporation's consolidated financial statements for the three and twelve months ended December 31, 2023.

(Expressed in thousands of United States dollars, except per share amounts)	For the three months ended December 31, 2023	For the three months ended December 31, 2022	For the twelve months ended December 31, 2023	For the twelve months ended December 31, 2022
Expenses and Other				
Employee benefits	$ 449	$ 558	$ 1,430	$ 1,778
Professional and consulting fees	351	307	1,555	1,647
Other expenses	233	302	1,067	1,270
Share-based compensation	286	274	1,141	998
Exploration and evaluation assets abandoned or impaired	6,465	-	6,465	102
Depreciation	8	10	31	27
Foreign exchange (gain) loss	(128)	(167)	(127)	781
Interest income	(61)	(41)	(216)	(154)
Property, plant and equipment written off	-	-	16	-
Fair value (gain) loss on other investments	11	5	35	(59)
Fair value (gain) loss on derivative liabilities	(133)	7	(187)	(1,407)
Finance costs	203	227	855	377
Interest expense on convertible loan	213	-	366	-
Net expenses	$ 7,897	$ 1,482	$ 12,431	$ 5,360

In 2023, the Corporation reduces spending on non-project development related staffing and expenditures. Overall total expenses and other income for the twelve months ended December 31, 2023 are lower than that of the same period in 2022 except for the effect of the fair value gain/loss items, foreign exchange differences and finance costs. In 2022, $102,000 was recorded as impairment to Kingscourt properties in Ireland while $6,465,000 was recorded as impairment to Santiago in 2023.

During the twelve months ended December 31, 2023, the employee benefits were $347,000 lower than that of the same period in 2022 and $109,000 lower for the three months due to a lower headcount. Professional and consulting fees were lower by $92,000 for the twelve months and higher by $45,000 for the three months ended December 31, 2023 compared with the same period in 2022, due in part to the first six months of 2022 saw an exceptionally higher spending on legal and professional expenses while closing on the various project financing initiatives and in the last three months of 2023, expenditures in relation to amendment to the various loan agreements. Other expenses were lower by $203,000 for the twelve months ended December 31, 2023 than that of the same period in 2022, and $69,000 lower for the three months. This is due mainly to the reduction in lower marketing and other software licenses and implementation costs in the twelve months ended December 31, 2023.

Pursuant to the Trafigura Agreements signed in July 2022, an availability fee ("Availability Fee") calculated at the rate of 2% per annum on the aggregate amount of the commitments which have not been advanced at any time during the period was to be paid quarterly, in arrears. These are not fees incurred for future economic benefit and are expensed as finance costs. In the twelve months ended December 31, 2023, $855,000 finance costs were recorded. As the Trafigura Agreements were signed on July 31, 2022, the corresponding effect on 2022 was lower at $377,000. In the twelve months ended December 31,2023, an amount of $366,000 was recorded as interest expenses in respect of the Altius convertible loan.

Share-based compensation for the three months ended December 31, 2023 was moderately increased over the same period in 2022 by $12,000 while for the twelve months ended December 31, 2023 was $144,000 over the same period in 2022. This was mainly due to the competitiveness of the market for talent that we were looking for, as well as the increase in independent directors and advisors in 2023.

In January 2022, the Corporation closed a bought deal prospectus financing with warrants being issued. As the warrants (the "Warrants") were denominated in a currency that is different from that of its functional currency, the warrants were classified as a derivative liability. The warrants, as well as the RSUs, and accounted for as a financial liability, and these liabilities are measured at fair value with changes in value being recorded in profit or loss. In the year ended December 31, 2022, the Corporation recorded a fair value gain of $1,407,000 on these liabilities with a carrying value of the warrant liabilities at $5,000. These Warrants expired in 2023 unexercised.

The Corporation recorded a foreign exchange gain of $128,000 for the three months ended December 31, 2023 and a gain of $128,000 for the twelve months, compared with a gain of $167,000 and a loss of $781,000 for the same respective periods in 2022. This is due to the relative strength of the Canadian dollar against the United States dollar during the respective periods.

Financial Conditions, Liquidity and Capital Resources

As at December 31, 2023, the Corporation had 187,919,680 common shares issued and outstanding (2022: 166,360,882). As at December 31, 2023, the Corporation had current liabilities exceeding current assets by of $14,764,000 (2022: current assets exceeding current liabilities of $7,797,000). This included cash and cash equivalents of $1,854,000 (2022: $12,092,000) and restricted cash – subscription receipts of $16,258,000 (2022: $NIL).

The main source of cash provided by operating activities during the year ended December 31, 2023 was the receipt of precious metals stream deposit of $150,000 in January 2023, the main source of cash provided by financing activities was the net proceeds of $24,887,000 from the issuance of Units and Warrants in the January 2022. The main use of cash during the twelve months ended December 31, 2023 was the expenditures used in the investing activities with $20,979,000 (2022: $22,715,000) expended in exploration and evaluation assets, primarily in Curipamba.

The consolidated statements of cash flows are presented as follows:

(Expressed in thousands of United States dollars)		2023	2022
Operating activities			
Net loss		$ (12,431)	$ (5,360)
Adjustments for non-cash and non-operating activities:			
Depreciation		31	27
Share-based compensation		1,141	998
Exploration and evaluation assets abandoned or impaired		6,465	102
Interest expense on convertible loan		542	-
Property, plant and equipment written off		16	-
Fair value loss on other investments	13	35	(59)
Fair value gain on derivative liabilities		(187)	(1,407)
Finance costs		855	377
Foreign exchange loss		(117)	574
Changes in non-cash operating working capital		1,467	1,063
Receipt of precious metals stream deposit		150	13,000
Cash provided by (used in) operating activities		$ (2,033)	$ 9,315
Investing activities			
Exploration and evaluation assets		(20,979)	(22,715)
Restricted cash – subscription receipts	24	(16,258)	-
Acquisition of property, plant and equipment		(1,219)	(1,490)
Deferred acquisition cost		(1,022)	-
Cash used in investing activities		$ (38,478)	$ (24,205)
Financing activities			
Net proceeds from issuance of shares and warrants		6,329	24,887
Proceeds from debt facility		5,000	-
Net proceeds from issuance of convertible loan		3,845	-
Subscription receipts	24	16,153	-
Deferred share issuance cost		(377)	-
Finance costs		(488)	(227)
Interest paid		(280)	(24)
Payment of lease obligations		(15)	(8)
Cash provided by financing activities		$ 30,167	$ 24,628
Net (decrease) increase in cash and cash equivalents		(10,344)	9,738
Effect of foreign exchange on cash and cash equivalents		106	(575)
Cash and cash equivalents, beginning of year		12,092	2,929
Cash and cash equivalents, end of year		$ 1,854	$ 12,092

The recoverability of the amount capitalized to exploration and evaluation assets and to the options to acquire mineral interests is dependent upon the existence of economically recoverable reserves, the ability of the Corporation to obtain financing on favourable terms to continue to perform exploration activities or complete the development of the properties where necessary, or alternatively, upon the Corporation's ability to recover its incurred costs through a disposition of its interests, all of which are uncertain.

In January 2023, the Corporation closed a bought deal prospectus financing ("January 2023 Offering") for 13,269,230 common shares at a price of C$0.52 per unit for aggregate gross proceeds of approximately $5,134,000 (C$6,900,000). Proceeds net of issuance costs was $4,646,000. The funds are intended to be used for Santiago exploration, Corporate and General and Administrative expenses, and transaction costs, and were expected to be used for a minimum of four months. Work on Santiago commenced in January 2023 but was on hold at the request of the Government of Ecuador. Funds were reallocated to support corporate purposes until such time when work can resume. As at the date of this MD&A, these funds had been spent after more than six months from the financing.

On July 20, 2023, the Corporation closed the $4,000,000 Convertible Loan Agreement with a subsidiary of Altius. Pursuant to the Convertible Loan Agreement, interest will accrue at an interest rate of 10% per annum until the earlier of December 31, 2023 and the date on which there is an event of default under the Convertible Loan Agreement (the "Maturity Date"), and 15% per annum after the Maturity Date. Altius has the right to convert all or any of the outstanding principal amount and interest into common shares of the Corporation at a price of C$0.31 per common share in respect of the principal amount and, subject to TSXV approval, at the then current-market price in respect of interest amount being converted. Should the share conversion option not be exercised and all outstanding principal and interest not yet paid on or prior to the Maturity Date, Altius has the option to convert all outstanding indebtedness into a 0.63% net smelter return royalty in the Curipamba project, subject to any necessary TSXV approval. Altius held 9.70% of the common shares of Adventus immediately prior to this transaction, and following the closing of the Convertible Loan Agreement, should Altius exercise the option to convert the entire $4,000,000 principal on July 20, 2023, and assuming an exchange rate of US$1.3170 (based on the Bank of Canada rate on July 19, 2023), Altius would own approximately 17.51% of the outstanding Common Shares on a partially-diluted basis and hence they became a related party of the Corporation as from July 20, 2023.

On July 20, 2023, the Corporation drew down the First Tranche of the Credit Agreement from Trafigura.

On November 21, 2023, the Corporation entered into an amendment agreement with Altius to extend the Maturity Date of the Convertible Loan Agreement to December 31, 2024, and to replace the conversion price to the lowest price permitted by TSXV as of the date the Luminex Concurrent Offering closed, at which time it was determined that the amended conversion price was C$0.30.

On December 8, 2023, the Corporation closed the Luminex Concurrent Offering (see "Luminex Transaction and Concurrent Financing"), and $1,769,000 of gross proceeds was released and $16,153,000 were held by the escrow agent and released together with interest on January 25, 2024 when the Luminex Transaction closed.

With the various financing initiatives in 2022 and 2023, the Corporation had secured project and equity financing that will advance the Curipamba project towards pre-construction, environmental and social impact assessment, and community development activities, paving the way for a construction decision. The Corporation has been successful in raising equity financing as required and at December 31, 2023 had $1,854,000 in cash and cash equivalents and restricted cash – subscription receipts of $16,258,000. However, events or circumstances could arise in the future that may limit the ability of the Corporation to raise funds in a timely manner. As such, management believes that material uncertainties continue to remain, which may cast significant doubt upon the Corporation's ability to continue as a going concern. Management continues to explore all available options to secure funding, including equity financing and strategic partnerships. Should the Corporation not be able to secure financing in a timely manner, the Corporation will curtail exploration spending and defer discretionary expenditures to conserve cash.

SUMMARY OF QUARTERLY FINANCIAL INFORMATION

The table below outlines selected financial information related to each of the most recent eight quarters, all presented under IFRS.

Quarter Ended	Net earnings (loss)	Attributable to common shareholders Net earnings (loss) per common share (basic and diluted)
December 31, 2023	$ (7,851)	$ (0.05)
September 30, 2023	(1,718)	(0.01)
June 30, 2023	(1,301)	-
March 31, 2023	(1,368)	(0.01)
December 31, 2022	(1,418)	(0.01)
September 30, 2022	(2,191)	(0.01)
June 30, 2022	(1,252)	(0.01)
March 31, 2022	(308)	-

As at	Total assets	Total liabilities
December 31, 2023	$ 158,679	$ 48,301
September 30, 2023	148,436	31,145
June 30, 2023	140,069	21,647
March 31, 2023	139,311	19,840
December 31, 2022	135,704	19,718
September 30, 2022	123,390	6,176
June 30, 2022	121,575	3,729
March 31, 2022	122,199	3,301

For the quarters ended June 30, 2022 and September 30, 2022, the Corporation recorded higher than normal professional and consulting fees, resulting from the closing of the stream and offtake agreements. In the first two quarters of 2022, amounts of $781,000 and $614,000 respectively were recorded as fair value gain on warrants issued in the January 2022 financing which reduced the losses for those two quarters.

From the three months ended September 30, 2022, finance costs were recorded to account for availability fees to Trafigura, calculated at 2% per annum on the amounts not drawn down for the Trafigura loan as well as interest on arrangement fees, leading to higher losses for the quarters thereafter. Subsequent to the drawdown of the $5,000,000 loan from Trafigura and the $4,000,000 Altius convertible debt in July 2023, higher amounts of interest were recorded with resulting higher losses for the last two quarters of 2023.

Total assets rose from $122,199,000 from March 31, 2022 to $158,679,000 as at December 31, 2023 reflecting two equity financings in January 2022 and 2023, the Luminex Concurrent Financing in 2023, the drawdown of the First Tranche from Trafigura under the Credit Agreement, and the Altius convertible loan, which in aggregate generated approximately $65,000,000 to advance the Curipamba project and some exploration work as well as working capital for the Corporation.

Over the same period from March 31, 2022 to December 31, 2023, liabilities also grew correspondingly from $19,718,000 to $48,438,000, particularly from the quarter ended September 30, 2022 when the 2% arrangement fee on the Trafigura credit agreement was incurred on the closing of the definitive agreements with Trafigura and from December 31, 2022 when $13,150,000 of deposit liability was recorded on receipt of funding under the PMPA, from July 2023 when the First Tranche of $5,000,000 was drawn from Trafigura, gross proceeds of $4,000,000 from the convertible loan was received, and the subscription receipts totaling $16,153,000 related to the Luminex Concurrent Offering in December 2023. From the third quarter of 2022, many of the engineering studies for Curipamba were started, and the mining contract started in the last quarter of the year. Liabilities therefore increased sharply from the last quarter of 2022 and remained high to the end of December 2023.

Related Party Transactions

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Corporation as a whole. The Corporation has determined that key management personnel consists of members of the Corporation's Board of Directors and senior officers. Compensation for key management personnel and directors for the years ended December 31, 2023 and 2022 is as follows:

		2023		2022
Employee benefits	$	2,226	$	2,488
Share-based compensation		1,077		941
	$	3,303	$	3,429

For the year ended December 31, 2023, an amount of $692,000 (2022: $672,000) of employee benefits of key management personnel were charged to exploration and evaluation assets.

In 2023, the Corporation charged Altius an amount of $9,300 for its share of office rental since it became a related party. As at December 31, 2023 the amounts included in accounts receivable from Altius are $NIL (December 31, 2022: NIL).

On July 20, 2023, the Corporation received a convertible loan from Altius. The face value of the loan is $4,000,000. Fees of $155,000 were deducted from the proceeds, while another $21,777 was incurred by the Corporation as legal fees.

These transactions are in the normal course of operations and are measured at the fair value amount, which is the amount of consideration established and agreed to by the related parties.

Off-Balance Sheet Arrangements

At December 31, 2023, except where otherwise disclosed, the Corporation had no off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Corporation.

Share Capital

As at the date of this MD&A, the Corporation has 382,166,895 common shares, 19,581,505 stock options, of which 6,842,833 are exercisable for common shares outstanding, 35,394,483 warrants, all of which are exercisable, and 4,383,000 restricted stock units.

Future Accounting Pronouncements

Amendment to IAS 1 – Presentation of Financial Statements: In October 2022, the IASB issued an amendment for Non-Current Liabilities with covenants with the objective to improve the information that an entity provides when its right to defer settlement of a liability is subject to compliance with covenants within 12 months after the reporting period. This amendment incorporates the previous amendment issued in January 2020 that affected the presentation of liabilities in the statement of financial position, clarifying that one of the requirements for the classification of a liability as non-current under the standard is the right of the entity to defer settlement of the liability for at least 12 months after the reporting period and that such right should exist at the end of the reporting period. This amendment is effective for annual periods beginning on or after January 1, 2024, with earlier application allowed. The Corporation evaluated the amendments and did not identify any material impact to the financial statements.

Risk Factors and Uncertainties

The ability to continue operations in the normal course of business is dependent on several factors, including the Corporation's ability to secure funding. The Corporation anticipates further exploration, development and acquisition of future prospective properties and has positive net working capital to fund currently planned work programs on existing properties. Please see the Corporation's AIF for the year ended December 31, 2022 dated April 28, 2023 for additional risks.

Political and Social Risks

Due to the economic challenges in recent years as well as increasing presence of organized criminal activities related to drug cartels, Ecuador has faced a number of political and social incidents that have disrupted normal business and social activities nationally. These incidents have posed serious social and security challenges for the government at different levels. In response, the Corporation has increased safety and security protocols in project work areas as well as in cities where personnel and contractors operate. Also, the Corporation's management teams at project locations have increased levels of community engagement, including with local residents, political leaders, and government security representatives. The Corporation will continue to mitigate disruptions to project activities from political and social incidents when they occur.

Permitting and Licensing Risks

Various permits and licences granted by the Government of Ecuador are required for the Corporation to conduct business and advance its portfolio of projects. In particular, the Corporation is focused on the advancement of the El Domo-Curipamba project to construction and operations phase, which requires the official approval of various permits. In January 2024, the ESIA was approved and work is ongoing to advance the remaining permits required to start construction. As approval delays risk the planned timeline and execution of the project and operations that would adversely impact investment economics and economic development, the Corporation continues its transparent engagement with the Government of Ecuador to seek this approval in a timely manner. Although Adventus has investigated the right to explore in its mineral properties and has received government records for its mineral claims, licences and other rights, and fulfilled all obligations for expenditures, payment of concession patente fees and reporting, there is no guarantee of title. Other parties may dispute the title to a property or a property may be subject to prior unregistered agreements and transfers.

Instability in Ecuador

The Corporation is subject to certain risks and possible political and economic instability specific to Ecuador, arising from political unrest, labour disputes, invalidation of government orders, permits or property rights, risk of corruption, military repression, war, civil disturbances, criminal and terrorist acts, arbitrary changes in laws, expropriation, nationalization, renegotiation or nullification of existing agreements and changes to monetary or taxation policies. The occurrence of any of these risks may adversely affect the mining industry, mineral exploration and mining activities generally or the Corporation and, among impacts, could result in the impairment or loss of mineral concessions or other mineral rights.

Exploration, development or production may also be affected to varying degrees by government regulations with respect to, but not limited to, restrictions on future exploitation and production, price controls, export controls, income taxes, labour and immigration, and by delays in obtaining or the inability to obtain necessary permits, opposition to mining from indigenous and community groups and environmental and other non-governmental organizations (“NGOs”), limitations on foreign ownership, expropriation of property, ownership of assets, environmental legislation, labour relations, limitations on repatriation of income and return of capital, high rates of inflation, increased financing costs and site safety. These factors may affect both Adventus’ ability to undertake exploration and development activities in respect of future properties in the manner contemplated, as well as its ability to continue to explore, develop and operate those properties in which it has an interest or in respect of which it has obtained exploration and development rights to date.

In addition, recent decisions of the Constitutional Court of Ecuador have created significant uncertainty regarding ability to permit exploration activity near protected forests and the need to carry out consultation activities prior to the start of any activities. Any shifts in political attitudes or changes in laws that may result in, among other things, significant changes to mining laws or any other national legal body of regulations or policies are beyond the control of Adventus and may adversely affect its business. The Corporation faces the risk that governments may adopt substantially different policies, which might extend to the expropriation of assets, the prohibition or restriction of certain mining activities or increased government participation in the mining sector. In addition, changes in resource development or investment policies, lack of government resources, increases in taxation rates, higher mining fees and royalty payments, revocation or cancellation of mining concession rights or shifts in political attitudes in Ecuador may adversely affect Adventus’ business.

Community Relations

The Corporation’s relationship with the communities in which it operates and with other stakeholder’s is critical to the construction and operation of the Curipamba Project. The Curipamba Project is located near rural communities, some of which contain groups that have been opposed to mining activities from time to time in the past, which may affect Adventus’ ability to develop the Curipamba Project in the short and long term. Furthermore, local communities may be influenced by external entities, groups or organizations opposed to mining activities. In recent years, anti-mining NGOs and indigenous group activities in Ecuador have increased. These communities, NGOs and indigenous groups have taken such actions as road closures and work stoppages around the country. Such actions by communities and NGOs may have a material adverse effect on Adventus’ operations at the Curipamba Project and on its financial position, cash flow and results of operations.

Measures to Protect Endangered Species and Critical Habitats

Ecuador is a country with a diverse and fragile ecosystem and the federal government, regional governments, indigenous groups and NGOs are vigilant in their protection of endangered species and critical habitats. The existence or discovery of endangered species or critical habitats at the Curipamba Project could have a number of adverse consequences to the Corporation’s plans and operations, such as temporary delays in construction activities. The existence or discovery of an endangered species or critical habitat at the Curipamba Project could also result in negative social media for the Curipamba Project, which would pose further challenges to development of the Curipamba Project and could impact the Corporation’s reputation.

Negative Publicity

The global mining industry faces consistent exposure to negative publicity in public media and the growing mining industry in Ecuador is no different. The Corporation may face general or targeted negative public portrayals, attacks or campaigns that could directly or indirectly damage the Corporation's reputation and ability to conduct its operations. While nothing specifically directed or affecting the Corporation's projects, there is an active anti-mining movement in Ecuador, and specific anti-mining and development NGOs. As Curipamba advances towards construction, there will be higher publicity of the project, and therefore will likely become more of a target by these types of groups.

Security

The Corporation and its joint venture partner have entered into a security contract with an Ecuadorian security provider to enhance safeguards and procedures to further protect the project's personnel and facilities as the level of project activities continues to increase. Nevertheless, the Corporation is exposed to various levels of safety and security risks which could result in injury or death, theft, sabotage or damage to property, work stoppages, or blockades of its mining operations. Risks and uncertainties include, but are not limited to, terrorism, hostage taking, gang activities, military repression, labour unrest, protests and war or civil unrest. Opposition to mining could arise and such opposition may be violent. Resistance or unrest in Ecuador could have a material adverse effect on our operations and profitability.

Investment Contract

The Government of Ecuador has entered into the Investment Contract with Adventus, Salazar Resources and Salazar Holdings in support of the development of the El Domo project. In the case of expropriation or lack of receipt of permits in a timely manner, there is a risk of non payment from the Government of Ecuador, arbitration, and the length of time and cost to recoup funds.

Financial Instruments

Classification

The Corporation has classified its financial instruments as follows:

As at December 31, 2023	FVTPL	Amortized cost	Total
Financial Assets			
Cash and cash equivalents	$ -	$ 1,854	$ 1,854
Restricted cash	-	16,258	16,258
Other assets	24	-	24
Total Financial Assets	$ 24	$ 18,112	$ 18,136
Financial Liabilities			
Accounts payable and accrued liabilities	-	8,149	8,149
Convertible loan	-	4,184	4,184
Current portion of debt facilities	-	6,429	6,429
Subscription receipts	-	16,153	16,153
Other liabilities	347	-	347
Total Financial Liabilities	$ 347	$ 32,670	$ 33,017

As at December 31, 2022	FVTPL	Amortized cost	Total
Financial Assets			
Cash and cash equivalents	$ -	$ 12,092	$ 12,092
Other receivables	-	337	337
Other assets	59	-	59
Total Financial Assets	$ 59	$ 12,429	$ 12,488
Financial Liabilities			
Accounts payable and accrued liabilities	-	5,527	5,527
Other liabilities	250	900	1,150
Total Financial Liabilities	$ 250	$ 6,427	$ 6,677

Fair value measurements and hierarchy

Financial instruments recorded at fair value on the consolidated statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 – valuation based on quoted prices (unadjusted) observed in active markets for identical assets or liabilities;

Level 2 – valuation techniques based on inputs that are quoted prices of similar instruments in active markets; inputs other than quoted prices used in a valuation model that are observable for that instrument; inputs that are derived principally from or corroborated by observable market data by correlation or other means; and estimates of expected volatility, expected life and expected risk-free rate of return, and;

Level 3 – valuation techniques with significant unobservable market inputs.

Management assessed that the fair values of cash and cash equivalents, restricted cash, other receivables and prepaid expenses, accounts payables, subscription receipts and accrued liabilities approximate their carrying amounts, largely due to the short-term maturities of these instruments.

Other investments are investments in quoted securities. Other liabilities consist of RSU. With the availability of quoted prices in an active market, other investments and RSU liabilities are classified as Level 1 in the fair value hierarchy.

The Corporation's financial assets and liabilities as measured in accordance with the fair value hierarchy described above are:

As at December 31, 2023	Level 1	Level 2	Level 3	Total
Financial Assets				
Other investments	$ 24	$ -	$ -	$ 24
Total Financial Assets	$ 24	$ -	$ -	$ 24
Financial Liabilities				
Other liabilities	$ 347	$ -	$ -	$ 347
Total Financial Liabilities	$ 347	$ -	$ -	$ 347

Risk Management

The Corporation's financial assets and financial liabilities are exposed to various risk factors that may affect the fair value presentation or the amount ultimately received or paid on settlement of its assets and liabilities. The Corporation manages these risks through prudent investment and business decisions and, where the exposure is deemed too high, the Corporation may enter into derivative contracts to reduce this exposure.

Credit Risk

Credit risk is the risk that a third party might fail to fulfill its performance obligations under the terms of a financial instrument. Credit risk arises from receivables. The Corporation closely monitors its financial assets. All receivables are current and the allowance for doubtful account for the years ended December 31, 2023 and 2022 is $NIL and $NIL respectively. The Corporation's cash and cash equivalents are held in fully segregated accounts and include only Euro, Canadian and United States dollar instruments. The Corporation does not expect any liquidity issues or credit losses on these instruments.

Liquidity Risk

As at December 31, 2023, the Corporation had cash and cash equivalents and restricted cash of $18.1 million. The Corporation believes that its ability to raise capital and improve net working capital position will enable it to meet current and future obligations at the current level of activity. This conclusion could change with a significant change in operations, the inability to obtain capital or financing from other developments. We expect to fund the operating costs and the operating and strategic objectives of the Corporation over the next twelve months with existing cash and cash equivalent and through financing initiatives.

Foreign currency risk

The Corporation is exposed to the financial risks related to the fluctuation of foreign exchange rates of the Canadian dollar relative to the United States dollar. As at December 31, 2023, the Corporation is exposed to currency risk through the following assets and liabilities denominated in the Canadian dollar:

		December 31, 2023		December 31, 2022
Cash and cash equivalents	$	251	$	1,332
Restricted cash - subscription receipts		2,600		-
Other receivables and prepaid expenses		137		125
Accounts payable and accrued liabilities		(1,623)		(660)
Other liabilities		(347)		(250)
Net asset exposure	$	1,018	$	547

The Corporation is exposed to the financial risks related to the fluctuation of foreign exchange rates of the Euro relative to the United States dollar. As at December 31, 2023, the Corporation is exposed to currency risk through the following assets and liabilities denominated in the Euro:

		December 31, 2023		December 31, 2022
Cash and cash equivalents	$	204	$	226
Other receivables and prepaid expenses		394		30
Accounts payable and accrued liabilities		(402)		(228)
Net asset exposure	$	196	$	28

Internal Control over Financial Reporting

Management is responsible for the establishment and maintenance of a system of internal control over financial reporting. This system has been designed to provide reasonable assurance that assets are safeguarded and that the financial reporting is accurate and reliable. The consolidated financial statements have been prepared by management in accordance with IFRS and in accordance with accounting policies set out in the notes to the consolidated financial statements for the year ended December 31, 2023. In 2022, the Corporation completed its replacement of the accounting and payroll modules of their accounting system with a single enterprise system. The use of security roles and workflows and review of audit trails and reports introduced during the year ended December 31, 2022 enhanced the internal control over financial reporting and there are no changes that has adversely affected in a material way, or is reasonably likely to materially affect, the Corporation's internal control over financial reporting for the fiscal year ended December 31, 2023. There are inherent limitations in all control systems and no disclosure controls and procedures can provide complete assurance that no future errors or fraud will occur. An economically feasible control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Critical Accounting Estimates

In preparing the consolidated financial statements in conformity with IFRS, the Corporation has to exercise significant judgement and make assumptions and estimates that affect the reported amounts of assets and liabilities and disclosure of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ materially from those estimates. These consolidated financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements and may require accounting adjustments based on future occurrences.

Estimates and assumptions are continually evaluated and are based on historical experience, current and future economic conditions and other factors, including expectations of events that are believed to be reasonable under the circumstances.

(a) Significant judgements

In preparing the consolidated financial statements, the significant judgements made by management in applying the Corporation's accounting policies and the basis of consolidation include but are not limited to the following:

Determination of fair value measurements: The Corporation's options to acquire shares of entities which directly or indirectly holds an underlying mineral property interest are financial instruments which are measured at fair value through profit or loss. Each option derivative is measured at fair value at each reporting period. Measurement of the fair value requires management's use of estimates and assumptions which includes among other things commodity prices, foreign exchange, country and liquidity risks, discount rates, mine plan, capital and operating expenditures, forecast of future cash flow, impact of climate changes, and stability of tax laws.

Economic recoverability and probability of future economic benefits of exploration and evaluation costs: the Corporation has determined that exploration drilling, evaluation, development and related costs incurred which have been capitalized as well as expenditures incurred on the options to acquire mineral interests are economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geological and metallurgical information, scoping and feasibility studies, accessible facilities, and existing permits.

Impairment of Exploration and Evaluation Assets and Property, Plant and Equipment: At the end of each reporting period, the Corporation assesses each cash generating unit to determine whether any indication of impairment exists. Indicators of impairment include (a) the period covered by the right to explore in specific area, expiry and intent (b) the occurrence and commitment to substantive expenditures in the specific area, (c) any changes in the status of commercially viable quantities of mineral resources (d) prolonged market capitalization deficiency and any other indicators that the carrying amount of the asset is unlikely to be recovered in full from successful development or by sale. Where an indicator of impairment exists, a formal estimate of the recoverable amount is made, which is considered to be the higher of the fair value less costs to sell and value in use. The impairment analysis requires consideration of market indicators, transactions, comparable, in situ resources and reserve multiples, use of estimates and assumptions such as general and specific assessments of mineral reserves, long-term commodity prices, discount rates, future capital requirements, anticipated costs of developing and operating a producing mine, the expiration date of mineral property leases and exploration potential. Fair value of exploration and evaluation properties is generally determined as the present value of estimated future cash flows arising from the continued use of the asset, which includes estimates such as the cost of future expansion plans and eventual disposal, using assumptions that an independent market participant may take into account.

Consolidation of Salazar Holdings: The determination of when control is acquired in the acquisition of Salazar Holdings rely on judgement as to the timing of when it has the ability to use its power to affect the amount of its returns, the identification of relevant activities, the consideration of how decisions regarding the relevant activities are made and whether the investor's rights provide it current liability to direct the relevant activities.

(b) Critical estimates

In preparing these consolidated financial statements, the key sources of estimation uncertainly include but are not limited to the following:

Income taxes: The Corporation has available unused operating losses. The recognition or not of deferred tax assets requires judgement in determining if it is more likely than not that sufficient taxable profits will be available in the future against which the reversal of temporary difference can be deducted.

Share based compensation: The fair value of certain share-based compensation units require judgement in the determination of fair value using assumptions on expected volatility, expected lives and other factors that could affect the value reported as an expense and as an obligation.

Fair value measurements: The fair value of financial assets require judgement based on assumptions of discount rates, commodity pricing, foreign exchange rates, production rates, mine plan and timing of cash flows. The Corporation's significant fair value estimates made during the period included the determination of the fair value of its investment and warrants, as well as the fair value of subscription receipts and convertible debenture recognized during the year.

COMMITMENTS AND CONTRACTUAL OBLIGATIONS

As at December 31, 2023, the Corporation has the following obligations for mineral property exploration expenditures and other significant contractual obligations:

		Less than 1 year		1-3 years		Total
Exploration expenditure commitments	$	841	$	332	$	1,173
Purchase and other commitments		102		-		102
Balance as at December 31, 2023	$	943	$	332	$	1,275

The Corporation has obtained various mineral rights licenses by staking claims and paying refundable security deposits. Certain expenditures are required on an annual basis, from the date of license issuance, to maintain the licenses in good standing and for refund of security deposits. As part of the Luminex acquisition, which took place on January 25, 2024, the Condor Investment Agreement (IA) outlines a binding commitment by the Corporation, amounting to at least $100,000,000. This commitment encompasses $52,000,000 of historical expenditures incurred on the Condor project from 2010 to 2023, along with an additional investment obligation of $48,000,000 scheduled for the period spanning 2024 to 2038.

Ireland

In Ireland, on or before the anniversary date of license issuance, and if the required expenditures are not met, the Corporation has the option of reducing claims on a property, posting a refundable security bond for the deficient amount or elect to allow title of the license be cancelled.

Ecuador

In Ecuador, for concessions applied through the public tender process, an investment offer is presented for each concession, the offer of which represents the total amounts required to be spent in order to maintain possession of the concession area at the end of the four-year investment period. For concessions not acquired through the public tender process or for concessions acquired through the public tender process and have fulfilled the initial investment conditions, the Corporation is required to submit an annual expenditure plan specifying its minimum amount of committed expenditures for the upcoming year. All of the Corporation's concessions fall into the latter category and are subject to annual expenditure plan.

Royalty obligations

The Corporation has the following royalty obligations on its properties:

Projects	Country	Royalty
Rathkeale	Ireland	2.0% NSR
Fermoy	Ireland	2.0% NSR
Curipamba (1)	Ecuador	2.0% NSR
Santiago (2)	Ecuador	1.5% NSR
Santiago	Ecuador	4.0% net profits interest
Chalapo(3)	Ecuador	1.0% NSR

Note

1: The NSR royalty on Curipamba can be increased to 2.63% should Altius opt to convert the Convertible Debt to royalty pursuant to the Convertible Debt Agreement.

2: The NSR royalty on Santiago can be bought out for $1,000,000, subject to certain conditions.

3: 0.5% of the 1.0% NSR royalty on Chalapo, a concession acquired in the Luminex Transaction, can be bought out for $5,000,000 before 2030.