



cordoba
M I N E R A L S

MANAGEMENT'S DISCUSSION AND ANALYSIS
For the three and nine months ended September 30, 2023

GENERAL

The purpose of this Management's Discussion and Analysis ("MD&A") is to provide readers with management's overview of the past performance of, and outlook for, Cordoba Minerals Corp., (the "Company" or "Cordoba"). The report also provides information to enhance readers' understanding of the Company's financial statements and highlights important business trends and risks affecting the Company's financial performance. It should be read in conjunction with the Company's condensed interim consolidated financial statements and notes thereto for the three and nine months ended September 30, 2023 (the "financial statements"), the audited consolidated financial statements and notes thereto for the year ended December 31, 2022 and the MD&A for the year ended December 31, 2022.

All information contained in this MD&A is current as of November 6, 2023, unless otherwise stated.

The Company reports its financial position, results of operations and cash flows in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All amounts are expressed in Canadian dollars unless otherwise indicated.

Additional information relevant to the Company's activities can be found on SEDAR+ at www.sedarplus.ca and on the Company's website, www.cordobaminerals.com.

FORWARD LOOKING INFORMATION

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regarding future events, performance and results, and is accurate only at the time of this MD&A, and may be superseded by more current information.

In this MD&A, forward-looking information relates, but is not limited to: the development, operational and economic results of the PFS, including cash flows, capital expenditures, development costs, extraction rates, life of mine cost estimates; Mineral Resources; magnitude or quality of mineral deposits; completion of future financings; anticipated advancement of the Company's projects; future operations; future exploration prospects; commencement, completion and results of a feasibility study; the completion and timing of other future development studies, including the EIA and PTO; results of metallurgical test work and potential metals recoveries; potential project optimizations; future growth potential of the Company's projects and development plans; results of ongoing exploration and development programs and expenditures, including timing and results of the exploration program at the Perseverance Project; proposed exploration plans and expected results of exploration and drilling from the Company's projects; submission of, and anticipated results of, permitting applications; planned environmental studies; the Company's ability to obtain licenses, permits and regulatory approvals required to implement expected future exploration plans, and timing thereof; timing of payments to acquire mineral properties; changes in commodity prices and exchange rates; currency and interest rate fluctuations; legal disputes or anticipated outcomes of legal proceedings; and relationships with local communities.

Forward-looking information also involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of Cordoba or its mineral projects to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information.

In making such statements, Cordoba has made assumptions regarding, among other things: the status of community relations and the security situation on site and in Colombia; general business and economic conditions; the availability of additional exploration and mineral project financing; the supply and demand for, inventories of, and the level and volatility of the prices of metals; relationships with strategic partners and significant shareholders; the timing and receipt of governmental permits and approvals; the timing and receipt of community and landowner approvals; changes in regulations; political factors; the accuracy of the Company's interpretation of drill results; the geology, grade and continuity of the Company's mineral deposits; the availability of equipment, skilled labour and services needed for the exploration and development of mineral properties; and currency fluctuations.

This MD&A also contains references to estimates of Mineral Resources. The estimation of Mineral Resources is inherently uncertain and involves subjective judgements about many relevant factors. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. The accuracy of any such estimates is a function of the quantity and quality of available data, and of the assumptions made and judgements used in engineering and geological interpretation, which may prove to be unreliable and depend, to a certain extent, upon the analysis of drilling results and statistical inferences that ultimately may prove to be inaccurate. Mineral Resource estimates may have to be re-estimated based on: (i) fluctuations in mineral prices; (ii) results of drilling; (iii) metallurgical testing and other studies; (iv) proposed and completed mining exploration programs; (v) the evaluation of exploration and drilling plans subsequent to the date of any estimates; (vi) operating and capital costs; and (vii) the possible failure to receive required permits, approvals and licenses.

Although the forward looking information contained in this MD&A is based upon what management of Cordoba believes is reasonable assumptions, Cordoba cannot assure investors that actual results will be consistent with the forward-looking information. Investors are cautioned not to put undue reliance on forward looking information. Such information should not be read as guarantees of future performance or results. A number of factors could cause actual results to differ materially from the results discussed in the forward looking information, including, but not limited to: the factors discussed below and under "Risks and

Uncertainties”; unanticipated changes in general business and economic conditions or conditions in the financial markets; fluctuations in the price of metals; stock market volatility; the availability of exploration capital and financing generally; changes in national and local government legislation; changes to taxation; changes in interest or currency exchange rates; loss of key personnel; inaccurate geological assumptions; actual exploration results; interpretation of metallurgical characteristics of the mineralization; changes in project parameters as plans continue to be refined; future metal prices; legal disputes or unanticipated outcomes of legal proceedings; social unrest; a deterioration of security on site in Colombia or actions by the local community that inhibits access and/or ability to productively work on site; competition; unavailability of materials and equipment; government action or delays in the receipt of permits or government approvals; community member disturbances; industrial disturbances or other job action; and unanticipated events related to health, safety and environmental matters.

Forward looking information is designed to help readers understand management’s current views of the Company’s near and longer-term prospects, and it may not be appropriate for other purposes. Cordoba disclaims any responsibility to update any forward looking information unless required to by applicable securities laws. The forward looking information contained herein are based on information available and are made as of the date hereof.

OVERVIEW OF THE BUSINESS

Cordoba is a publicly listed mineral exploration, evaluation and development company incorporated under the laws of British Columbia, Canada. The Company’s shares are listed on the TSX Venture Exchange under the symbol “CDB”. The Company’s head office and registered office are located at Suite 606 – 999 Canada Place, Vancouver, British Columbia, Canada, V6C 3E1.

Cordoba’s principal business is the acquisition, exploration, evaluation and development of base and precious metals properties. Its projects are located in Colombia and the United States. To date, Cordoba has not generated any revenues from its operations and is considered to be in the exploration, evaluation and development stages.

OUTLOOK

Cordoba’s near-term focus is on the exploration, evaluation and development of the San Matias copper-gold-silver project (the “San Matias Project” or “San Matias”) in Colombia and the Perseverance porphyry copper project (“Perseverance Project” or “Perseverance”) in the United States. At San Matias, Cordoba has completed a pre-feasibility study (“PFS”) on the Alacran deposit (the “Alacran Deposit” or “Alacran”) and is now transitioning to the next phase of development of the Alacran Deposit through preparation of a feasibility study (“FS”) and Environmental Impact Assessment (“EIA”) required to secure the necessary Colombian mining approvals, while also working to update the Mineral Resource estimate at the Alacran Deposit. Cordoba plans to continue further exploration throughout the San Matias district, including advancing the search for the porphyry sources of the Alacran and Montiel West deposits.

The Company continues to seek additional project opportunities, primarily in the Americas, the entry costs to which are as-yet undetermined. As such, management will continue to assess the costs of exploration and development programs at San Matias and Perseverance and may revise the scope of planned programs. Cordoba’s current treasury is insufficient to finance all currently planned exploration, evaluation and development programs and the Company plans to seek additional financing in order to further evaluate its mineral properties.

CORPORATE ACTIVITIES

Strategic Arrangement with JCHX to Jointly Develop the Alacran Project in Colombia

On May 8, 2023, Cordoba announced that Cordoba and JCHX Mining Management Co., Ltd. (“JCHX”) had satisfied all necessary conditions to close the US\$100 million strategic arrangement for the joint-development of the Alacran Project in Colombia. As a result of the closing, JCHX has funded the initial installment of US\$40 million towards its 50% ownership interest in CMH Colombia S.A.S. (“CMH”), a company existing under the laws of Colombia, which owns 100% of the Alacran Project and is the joint venture vehicle for Cordoba and JCHX in this strategic project level partnership.

For its 50% interest, JCHX will pay the US\$100 million purchase price in three installments. At the closing of the transaction US\$40 million was paid as a first installment. A second installment of US\$40 million is payable in cash upon the board of directors of Cordoba approving the FS of the Alacran Project, and the filing of the EIA to the relevant Colombian Government authority, but in no event shall such second installment be paid later than the second anniversary of the closing of the transaction. A third and final installment of US\$20 million is payable in cash once the approval of the EIA is obtained, which must be within two years of the transaction’s closing date. Should the EIA not be approved by the second anniversary of the closing date, JCHX will have the option to elect not to complete this final installment, which will result in JCHX being diluted to 40% and Cordoba increasing to a majority 60% shareholding in CMH.

In December 2022, JCHX advanced a bridge loan of US\$10 million to Cordoba. The bridge loan was for an 18-month term and included interest at 12% per annum during the first 12 months of the term and 14% per annum during the remaining six months, calculated on the basis of a 365-day year. Upon closing of the transaction, the entire balance owing under the bridge loan and accrued interest was applied towards the first installment as a payment in kind.

A Joint Venture Shareholders’ Agreement (“JV SHA”), entered into at closing, governs the strategic relationship between Cordoba and JCHX, and sets forth the general responsibility and authority of the CMH board of directors (“CMH board”), in addition to the entitlements of each shareholder. The JV SHA provides that (1) the CMH board will comprise of four individuals, of which two directors will be nominated by Cordoba and the other two directors will be nominated by JCHX; and for so long as the shareholdings in CMH remain 50%-50%, a Cordoba representative will serve as the Chairperson of the Board of Directors, and will possess a casting vote on all matters subject to a list of reserved matters; (2) Cordoba will be appointed as the operator and manager of the Alacran Project pursuant to a management services agreement and will be responsible for setting the annual programs and budgets for the CMH board’s approval; (3) JCHX (or its affiliate) has right of first offer to bid on the Engineering, Procurement and Construction and Detailed Design Agreement contracts, provided that Cordoba has the right to open the process out to competitive tender; with JCHX having the right to match any competitive bid; and (4) JCHX (or its affiliate) shall be entitled to up to 100% of the offtake from the production under the current FS of the Alacran Project, provided that they are paying fair market value and they are the most competitive offer (including a matching right for other third-party proposals).

Short-Term Loans with Ivanhoe Electric

In 2022, Ivanhoe Electric provided the Company with a series of short-term loans totaling US\$14.5 million in the form of grid promissory notes bearing interest at 12% per annum, compounding only at maturity. The interest rate of each loan increased to 14% per annum upon each of their respective maturity dates. In January 2023, US\$2.5 million of the outstanding principal of the loans was repaid using a portion of the proceeds from the US\$10 million JCHX bridge loan.

In March 2023, Ivanhoe Electric provided the Company with a short-term loan of US\$4.0 million in the form of a grid promissory note bearing interest at 12% per annum, compounding only at maturity. The interest rate would have increased to 14% per annum if the Company did not repay the amount owing upon the maturity date, which was the earlier of May 15, 2023 and the closing of any equity or debt financing by Cordoba.

A portion of the initial US\$40 million installment was received from JCHX, following the closing of the US\$100 million project financing transaction described above, and was used in part to settle all the principal and interest outstanding on the series of short-term loans.

Bridge Financing to Support Development of the Alacran Project in Colombia

On October 4, 2023, Cordoba announced that the Company arranged US\$8 million in funding to support the development of its Alacran Project in Colombia.

US\$4 million of the US\$8 million was funded through a short-term convertible debenture to Cordoba (the “Debenture”) provided by Ivanhoe Electric. Cordoba used the proceeds from the Debenture for the Alacran Project, via a credit facility to CMH, the 50/50 joint venture company that owns the project in Colombia. The Debenture bears interest at 12% per annum payable on its maturity date, which is the earlier of (i) December 31, 2023, and (ii) the date the second installment of US\$40 million becomes payable by JCHX under the US\$100 million strategic arrangement described above. Ivanhoe Electric has the right, at any time and from time to time, to convert the whole or any portion of the outstanding principal amount into common shares of the Company at a conversion price of \$0.32 per common share, with the outstanding principal amount being converted expressed in Canadian dollars using an exchange rate of US\$1.00 to \$1.3520.

The remaining US\$4 million of the US\$8 million has been advanced to CMH by the joint venture partner, JCHX. Pursuant to the terms of the JCHX loan agreement, the loan bears simple interest at 12% per annum and is payable on its maturity date, which is the earlier of (i) 12 months after the date of the loan agreement, and (ii) the date the second installment of US\$40 million becomes payable by JCHX under the US\$100 million strategic arrangement (see above). If the maturity date occurs as the date of the second installment, the outstanding amount under the loan may be deducted from the second installment.

Changes to Officers

On August 10, 2023, Gustavo Zulliger was appointed as Vice President of Exploration of the Company. Charles Forster, the outgoing Vice President of Exploration, remains the qualified person for the Perseverance Project.

Changes to Board of Directors

At the Company’s Annual General Meeting of Shareholders held on September 13, 2023, Quentin Markin was elected as a Director of the Company. Govind Friedland did not stand for re-election.

EXPLORATION AND DEVELOPMENT ACTIVITIES

San Matias Copper-Gold-Silver Project, Colombia

The Company’s San Matias Project is in the Municipality of Puerto Libertador, Department of Córdoba, Colombia, and is approximately 200 kilometres north of Medellín. The site is road-accessible from the town of Puerto Libertador, approximately 20 kilometres away. Cordoba holds mining titles covering 146.62 square kilometres and has an additional 893.91 square kilometres of mining titles under application. San Matias contains several known areas of porphyry copper-gold, carbonate replacement, and gold vein mineralization.

In January 2020, Cordoba commenced its work program at San Matias which included the studies for Alacran Deposit required to secure the necessary Colombian mining approvals¹. Cordoba engaged Nordmin Engineering Ltd. to manage the work required to complete the EIA and the Mining Technical Work Plan (“Programa de Trabajo y Obras” or “PTO”), which are required to secure the necessary Colombian mining approvals for the Alacran Deposit. Subsequently, Cordoba submitted the PTO application on November 17, 2021. Since filing the PTO, the Company has continued to conduct the ongoing compliance studies for the EIA.

FS, Updated Mineral Resource and Drilling Results

On May 31, 2022, the Company announced the commencement of a FS at San Matias project. The FS is focused on updating the mine plan and Mineral Resource estimate at the Alacran Deposit. Numerous trade-off studies are underway to confirm the mine, mill, waste management facility, power and infrastructure designs. The in-fill drilling campaign surpassed its original target of 40,000 metres and completed a total of 44,889.75 metres in 233 diamond drill holes. The additional drilling was intended to fill gaps between the existing and new drill pads that were not planned in the original in-fill drilling program, and to complete the assay data required for the development of the mine. An initial 25,000-metre program focused on the central area of the Alacran Deposit, an area shown to host multiple high-grade mineralized zones, was completed during the fourth quarter of 2022.

A total of 44,889.75 metres in 233 diamond drill holes have been completed. The drill assays confirm not only the wide higher-grade domains of chalcopyrite-pyrrhotite copper-gold carbonate replacement mineralization within the Mineral Resource block model, but also the presence of multiple north-south trending structural zones which host higher grade mineralization as well as late-mineral Carbonate Base Metal (“CBM”) veins which have historically given the highest-grade results. Zones of shallow massive sulfide replacement of the host ‘Unit 2’ stratigraphy are seen in the core of the deposit. Table 1 shows assay results received to date in 2023. These shallow high-grade intercepts lie within the core of the Alacran Deposit and the Company anticipates these will be included in an updated Mineral Resource estimate that is currently underway.

The Company continues to advance San Matias Project and the Alacran Deposit, including exploring commercial and financing opportunities for the further exploration and development of the projects.

| Hole | From (m) | To (m) | Interval ² (m) | Copper (%) | Gold (g/t) | Silver (g/t) | CuEq ³ (%) |
|---------------------------|----------|--------|---------------------------|------------|------------|--------------|-----------------------|
| ACD138⁴ | 0 | 93.75 | 93.75 | 0.15 | 0.18 | 1.96 | 0.26 |
| ACD152⁴ | 11.6 | 117.59 | 105.99 | 0.23 | 0.15 | 3.93 | 0.33 |
| Including ⁴ | 75.25 | 117.59 | 42.34 | 0.49 | 0.3 | 8.18 | 0.69 |
| ACD155 | 42.3 | 161.45 | 119.15 | 0.42 | 0.17 | 1.79 | 0.5 |
| Including | 77.3 | 121.95 | 44.65 | 0.82 | 0.19 | 3.23 | 0.9 |
| ACD156⁴ | 56.5 | 148.2 | 91.70 | 1.05 | 0.86 | 9.5 | 1.55 |
| Including ⁴ | 65.5 | 112.4 | 46.9 | 1.72 | 0.55 | 16.23 | 2.02 |
| ACD157⁴ | 32.9 | 128.3 | 95.40 | 1.31 | 0.38 | 7.59 | 1.49 |
| Including ⁴ | 32.9 | 61 | 28.1 | 1.42 | 0.23 | 5.9 | 1.49 |
| Including ⁴ | 84.3 | 128.3 | 44 | 1.79 | 0.62 | 11.96 | 2.11 |
| ACD158 | 26 | 109.8 | 83.8 | 0.3 | 0.16 | 1.76 | 0.38 |

¹ Work performed prior to the COVID-19 lockdown was confined to titles adjacent to Alacran where mine infrastructure would be located as the Alacran title itself remained under force majeure (refer to Cordoba’s news release dated August 9, 2019) during this time.

| Hole | From (m) | To (m) | Interval ² (m) | Copper (%) | Gold (g/t) | Silver (g/t) | CuEq ³ (%) |
|---------------------------|----------|--------|---------------------------|------------|------------|--------------|-----------------------|
| Including | 65.5 | 82 | 16.5 | 0.76 | 0.53 | 5.47 | 1.06 |
| ACD159 | 42.1 | 133.92 | 91.82 | 0.68 | 0.26 | 3.76 | 0.81 |
| Including | 81.2 | 112 | 30.8 | 1.32 | 0.56 | 7.06 | 1.6 |
| ACD160 | 18.00 | 104.80 | 86.80 | 0.28 | 0.08 | 2.02 | 0.32 |
| Including | 86.60 | 104.80 | 18.20 | 0.73 | 0.12 | 5.31 | 0.78 |
| ACD161⁵ | 3.80 | 94.85 | 91.05 | 0.42 | 0.12 | 2.42 | 0.48 |
| Including | 29.66 | 54.35 | 24.69 | 0.73 | 0.17 | 3.24 | 0.80 |
| Including | 84.00 | 94.85 | 10.85 | 0.80 | 0.20 | 7.18 | 0.90 |
| ACD162⁵ | 4.80 | 155.50 | 150.70 | 0.59 | 0.28 | 4.19 | 0.74 |
| Including ⁵ | 4.80 | 57.16 | 52.36 | 1.09 | 0.63 | 7.44 | 1.44 |
| Including | 85.70 | 134.00 | 48.30 | 0.58 | 0.23 | 4.11 | 0.70 |
| ACD163 | 27.80 | 67.80 | 40.00 | 0.64 | 0.20 | 2.76 | 0.73 |
| Including | 36.80 | 50.00 | 13.20 | 1.08 | 0.37 | 4.39 | 1.25 |
| ACD164 | 21.10 | 104.60 | 83.50 | 0.40 | 0.15 | 2.06 | 0.47 |
| Including | 21.10 | 48.20 | 27.10 | 0.40 | 0.13 | 1.86 | 0.46 |
| Including | 93.43 | 104.60 | 11.17 | 1.30 | 0.47 | 6.34 | 1.53 |
| ACD165⁵ | 16.40 | 88.10 | 71.70 | 0.29 | 0.18 | 1.26 | 0.39 |
| Including ⁵ | 16.40 | 40.70 | 24.30 | 0.42 | 0.19 | 1.24 | 0.51 |
| Including | 58.80 | 70.00 | 11.20 | 0.58 | 0.59 | 3.25 | 0.91 |
| ACD166 | 61.00 | 145.70 | 84.7 | 0.86 | 0.36 | 4.58 | 1.04 |
| ACD167⁵ | 24.40 | 73.30 | 48.90 | 0.29 | 0.08 | 0.95 | 0.32 |
| ACD168 | 12.15 | 119.10 | 106.95 | 0.65 | 0.22 | 4.71 | 0.76 |
| Including | 12.15 | 51.40 | 39.25 | 0.74 | 0.26 | 4.48 | 0.87 |
| Including | 56.18 | 67.68 | 11.50 | 0.96 | 0.17 | 6.54 | 1.04 |
| Including | 79.50 | 97.45 | 17.95 | 0.64 | 0.07 | 5.36 | 0.67 |
| Including | 108.30 | 119.10 | 10.80 | 1.56 | 0.92 | 13.88 | 2.08 |
| ACD169 | 18.00 | 58.20 | 40.20 | 0.25 | 0.16 | 1.50 | 0.34 |
| ACD170 | 6.60 | 84.08 | 77.48 | 1.24 | 0.82 | 6.78 | 1.68 |
| Including | 6.60 | 25.91 | 19.31 | 1.20 | 1.18 | 6.45 | 1.85 |
| Including | 58.70 | 84.08 | 25.38 | 2.72 | 1.04 | 14.84 | 3.24 |
| ACD171 | 30.00 | 63.70 | 33.70 | 0.40 | 0.40 | 2.04 | 0.62 |
| ACD172 | 27.40 | 60.00 | 32.60 | 0.52 | 0.17 | 1.41 | 0.59 |
| ACD173 | 105.15 | 134.64 | 29.49 | 0.30 | 0.33 | 1.26 | 0.48 |
| ACD174 | 15.6 | 156.5 | 140.9 | 0.42 | 0.50 | 2.71 | 0.70 |
| Including | 15.6 | 33.3 | 17.7 | 0.33 | 0.24 | 1.01 | 0.46 |
| Including | 59 | 72.8 | 13.8 | 1.34 | 4.05 | 7.95 | 3.74 |
| Including | 119.7 | 156.5 | 36.8 | 0.74 | 0.22 | 5.57 | 0.85 |
| ACD175⁵ | 4.61 | 77.75 | 73.14 | 0.81 | 0.58 | 7.34 | 1.14 |
| Including ⁵ | 4.61 | 29.7 | 25.09 | 0.33 | 0.65 | 8.45 | 0.75 |
| Including | 43.3 | 77.75 | 34.45 | 1.43 | 0.69 | 9.30 | 1.80 |

| Hole | From (m) | To (m) | Interval ² (m) | Copper (%) | Gold (g/t) | Silver (g/t) | CuEq ³ (%) |
|---------------------------|----------|--------|---------------------------|------------|------------|--------------|-----------------------|
| ACD176 | 40.69 | 68.6 | 27.91 | 1.05 | 0.11 | 4.08 | 1.06 |
| ACD177⁵ | 27 | 250 | 223 | 0.47 | 0.25 | 3.85 | 0.60 |
| Including | 79.25 | 169.5 | 90.25 | 0.80 | 0.33 | 6.84 | 0.98 |
| Including | 222.5 | 250 | 27.5 | 0.36 | 0.28 | 2.01 | 0.52 |
| ACD178⁵ | 12.1 | 77.5 | 65.4 | 0.74 | 0.40 | 3.69 | 0.95 |
| Including ⁵ | 12.1 | 28.3 | 16.2 | 1.81 | 0.49 | 6.86 | 2.01 |
| Including | 55.95 | 69.4 | 13.45 | 1.19 | 0.64 | 7.09 | 1.54 |
| ACD179 | 37.6 | 171.7 | 134.1 | 0.53 | 0.13 | 2.87 | 0.58 |
| Including | 37.6 | 79 | 41.4 | 0.64 | 0.16 | 1.96 | 0.70 |
| Including | 103.7 | 136.1 | 32.4 | 0.90 | 0.30 | 5.73 | 1.05 |
| Including | 161.6 | 171.7 | 10.1 | 0.64 | 0.01 | 5.59 | 0.63 |
| ACD180 | 93.8 | 126 | 32.2 | 0.28 | 0.17 | 1.27 | 0.37 |
| ACD181 | 61.55 | 166 | 104.45 | 0.58 | 0.23 | 2.40 | 0.69 |
| Including | 101.54 | 145.65 | 44.11 | 0.86 | 0.42 | 3.61 | 1.08 |
| ACD182⁵ | 10.9 | 200.8 | 189.9 | 0.29 | 0.15 | 2.07 | 0.37 |
| Including | 68.1 | 83.65 | 15.55 | 0.75 | 0.57 | 4.21 | 1.06 |
| Including ⁵ | 90.45 | 134.7 | 44.25 | 0.47 | 0.18 | 3.47 | 0.57 |
| Including | 180.5 | 200.8 | 20.3 | 0.35 | 0.11 | 2.99 | 0.41 |
| ACD183⁵ | 6.9 | 78.1 | 71.2 | 0.78 | 0.49 | 3.81 | 1.04 |
| Including ⁵ | 6.9 | 27.4 | 20.5 | 1.88 | 0.38 | 6.84 | 2.01 |
| Including | 57.71 | 78.1 | 20.39 | 1.19 | 0.65 | 6.28 | 1.54 |
| ACD184⁵ | 11.75 | 73.85 | 62.1 | 0.36 | 0.14 | 0.82 | 0.42 |
| ACD185⁵ | 40.9 | 148 | 107.1 | 0.34 | 0.29 | 1.62 | 0.50 |
| Including | 103.6 | 130 | 26.4 | 0.82 | 0.48 | 4.15 | 1.08 |
| ACD186⁵ | 18.1 | 95.6 | 77.5 | 0.36 | 0.07 | 2.61 | 0.39 |
| Including ⁵ | 18.1 | 49.9 | 31.8 | 0.66 | 0.11 | 4.93 | 0.71 |
| Including | 86 | 95.6 | 9.6 | 0.73 | 0.16 | 5.21 | 0.81 |
| ACD187 | 63.5 | 152.4 | 88.9 | 0.59 | 0.27 | 3.05 | 0.73 |
| Including | 63.5 | 82.45 | 18.95 | 1.18 | 0.55 | 4.17 | 1.45 |
| Including | 105.17 | 141.15 | 35.98 | 0.69 | 0.27 | 4.42 | 0.83 |
| ACD188 | 107.85 | 139 | 31.15 | 0.27 | 0.16 | 1.47 | 0.35 |
| ACD189 | 61 | 127 | 66 | 0.52 | 0.20 | 3.53 | 0.63 |
| Including | 61 | 84 | 23 | 0.97 | 0.33 | 6.33 | 1.13 |
| Including | 109 | 127 | 18 | 0.64 | 0.17 | 4.41 | 0.72 |
| ACD190 | 78.8 | 161.4 | 82.6 | 0.23 | 0.13 | 1.68 | 0.30 |
| Including | 118.5 | 161.4 | 42.9 | 0.36 | 0.09 | 2.85 | 0.41 |
| ACD191⁵ | 7 | 81.65 | 74.65 | 0.34 | 0.07 | 1.17 | 0.37 |
| ACD192 | 19 | 68.7 | 49.7 | 0.46 | 0.22 | 1.27 | 0.57 |
| ACD193 | 62.4 | 146.38 | 83.98 | 0.26 | 0.14 | 1.51 | 0.34 |
| Including | 86.9 | 104.29 | 17.39 | 0.57 | 0.32 | 3.14 | 0.74 |

Table 1: Assay results of additional drill holes from the 2022 Alacran Deposit infill drill program.

² Intervals are reported as core length only. True widths are estimated to be between 75% and 100% of the core length.

³ Copper equivalent ("CuEq") is calculated using the formula $CuEq = ((Copper\% * Copper\ recovery) + 100 * ((gold\ grade * gold\ recovery) / 31.10305) / ((copper\% * copper\ price) * 2204.62) + 100 * ((silver\ grade * silver\ recovery) / 31.10305) / ((copper\% * copper\ price) * 2204.62)$ using the following assumptions: Metal prices of US\$3.25/lb copper, US\$1,600.00/oz gold, and US\$20.00/oz silver, copper recovery of 92.5% (fresh and transition zone only), gold recovery of 78.1% and silver recovery of 62.9%.

⁴ ACD138, ACD152, ACD156 and ACD157 were drilled sub-parallel to dip and these lengths do not represent true thickness.

⁵ Drill holes had partial core recovery, which is why the from-to lengths do not equate to the sampled intervals.

Net Smelter Royalty

The Alacran Deposit is subject to a 2% net smelter royalty, with an advanced royalty payment of US\$500,000 commencing at the earlier of three years after the receipt of approvals to commence construction at Alacran, or six years after filing for approval to commence construction at Alacran. Ivanhoe Electric holds the right to 62.5% of this 2% net smelter royalty.

Mining Technical Work Plan

On November 17, 2021, Cordoba submitted the PTO for the Alacran Deposit, located within the San Matias Project in Colombia, for approval by the Colombian National Mining Agency.

This is the first of two required permits in Colombia to license the project for building and construction of the mine.

Community Relations

The area around the San Matias Project is sparsely inhabited, including five small communities within 5 kilometres of the project, and the Alacrán community is located within the footprint of the contemplated Alacran mine. The Alacrán community is the largest local population center (1,200 persons) and the population within a 5 kilometre radius is approximately 3,800. The local population subsists on mining, small-scale agriculture, ranching and small businesses that support the local community. Most of the original forest has been cleared for grazing and agriculture.

The Project's Social Management Plan ("PGS") is designed to build and maintain the Company's relationship with the communities and other stakeholders, based on international best practices and national guidelines. Social outreach by the Company has focused on the development of a participatory PGS to monitor the well-being and development of communities; address social risk to the San Matias Project; and establish good community relations practices within the framework of current regulations.

Social investment continues to benefit all of the communities within the area of interest and includes the following:

- Community support projects including health care, road, school and athletic facility improvements, material for community sewers, capital for pig farming, a playground, support for community sports, community plots and others.
- Partnering with SENA (the governmental national training center) to provide training and education for over 500 community members thus far in order for them to be able to work with the Company.
- Workshops to strengthen the Community Action Boards for the local government and leadership bodies.

- Salary replacement for miners from the Alacrán community for basic living expenses when exploration operations were carried out in their operating area.
- Support for training in first aid, environmental management, dressmaking and food handling for the community, as well as cacao farming.
- Formalization of two small scale mines in Piritá and Buenos Aires, which will allow 23 families to mine legally, safely and without affecting the environment.

A consultation process is being developed with the Indigenous communities of the Cabildo Indígena San Pedro de la etnia Zenú, Cabildo de la Parcialidad Indígena El Porvenir La Rica and Cabildo Indígena San Matías to guarantee their rights of participation in accordance with Law 21 of 1991. Currently, the negotiations have produced full agreement on the impacts and management measures with the community.

The social, political and legal strategy for the resettlement and relocation of the communities within the mine operating area is underway and will be implemented in accordance with international and national guidelines. The Company is outlining its social responsibilities for the development of the project as well as the competent entities to lead this process with the communities that subsist on illegal mining activities in the area. A retraining program will be implemented for illegal miners. For those who wish to continue small-scale mining, the Company will provide support for the formalization of their activities in accordance with Decree 933 (2013).

The relocation program will also include the identification of economic alternatives, training, and opportunities for entrepreneurship, and formal businesses for the people who must be relocated. This resettlement and relocation process is identified as a social risk for the project.

The PGS for the construction and mining phases stage will be refined when the socioeconomic characterization of all the communities and villages in the area of influence is complete. This will include the identification of potential socioeconomic and cultural impacts, management measures for the impacts, and additional information that will be generated during the EIA. As required by the national mining authority's terms of reference for the preparation of a PGS, the PGS is a component of the environmental license and the two must align.

The contemplated Alacrán mine will create up to 680 jobs during its construction phase and approximately 475 jobs during operations. Of these, 200 to 300 will be jobs that can be filled by members of the local communities (haulage, grading, support, site services, camp/community support and maintenance).

Legal Actions in Colombia

The Company is currently involved in two legal proceedings. The first is a criminal lawsuit filed by the Company in late 2018 and in January 2019 with the Colombian prosecutors against nine members of former Colombian management of Minerales Córdoba S.A.S., a wholly-owned subsidiary of the Company, alleging breach of fiduciary obligations, abuse of trust, theft and fraud. This proceeding is ongoing. In the second proceeding, the Company (along with the National Mining Agency, Ministry of Mines and Energy, the local environmental authority, the Municipality of Puerto Libertador and the State of Córdoba) were served with a class action claim by individuals purporting to represent the Alacrán Community — “Asociación de Mineros de El Alacrán” (“Alacrán Community”). This class action seeks (i) an injunction against the Company's operations in the Alacrán area and (ii) an injunction against the prior declaration by the authorities that the Alacrán Community's mining activities were illegal. The claim was initially filed with the Administrative Court of Medellín, which remanded the case to the Administrative Court of Montería, which contested it and submitted the case to the Council of State. The Council of State determined the Administrative Court of Montería as the competent tribunal, where the process is currently being conducted. The Administrative

Court of Montería admitted the commencement of the class action on September 2021. The decision was challenged by the Company and other defendants and confirmed by the Court. The Company timely filed its: (i) response to the lawsuit and statement of defense; and (ii) opposition to the injunction requested by plaintiffs. The Court now should: (i) issue a decision on the injunction; and (ii) schedule date and time for the initial hearing. All of the Company's mining titles, applications and operations in Colombia remain in good standing.

Exploration Update

On May 27, 2022, the Company announced the results of the Company's exploration campaign targeting the source of the porphyry clasts seen in several historical drill holes. A total of 2,152.7 metres of diamond drilling within four holes focused on the suspected buried Alacran porphyry target below the proposed open pit and two holes within the Alacran northern extension target.

Mineralization within drill holes ACD094, ACD096 and ACD096A within the Alacran proposed open pit was consistent with the Mineral Resource block model. ACD094 intersected 1.11% copper, 0.19 g/t gold and 12.35 g/t silver over 27.35 metres (1.21% copper equivalent ("CuEq")). These drill holes did confirm the continuation and down dip edge of the Alacran mineralization, which provided additional support for the Mineral Resource; however, the deeper source of the porphyry clasts seen in the previous drilling could not be located.

The Alacran northern extension target, drill holes ACD093A and ACD095, continued to intersect the barren Unit 2, sterilizing this northern area of possible mineralization. The origin of the northern extension target's geochemical anomaly remains unexplained.

Exploration is currently suspended outside of the San Matias project to allow the geological team to focus on the FS program.

Technical Information and Qualified Person

The technical information in this MD&A pertaining to the San Matias Project has been reviewed, verified and approved by Mark Gibson, P.Geo, a qualified person for the purpose of NI 43-101. Mr. Gibson is the Chief Operating Officer of Cordoba and the Chief Geophysics Officer of Ivanhoe Electric and is not considered independent under NI 43-101.

Cordoba uses ALS Minerals Laboratory in Medellin, Colombia, ALS Minerals Laboratory in Lima, Peru, and SGS Colombia S.A.S in Medellin, Colombia. These labs operate in accordance with ISO/IEC 17025.

Cordoba employs a comprehensive industry standard Quality Assurance/Quality Control (QA/QC) program. PQ and HQ diamond drill core is cut lengthwise into 3 fractions, 1/4 is sent to geochemistry, half is sent to metallurgy, and 1/4 is left behind in a secure facility for future assay verification.

Some sample shipments are delivered to ALS Minerals Laboratory in Medellin, Colombia, where the samples are prepared; analysis occurs, at the ALS Minerals Laboratory in Lima, Peru.

Alternate sample shipments are delivered to SGS Colombia S.A.S in Medellin, Colombia where the samples are prepared and analyzed.

Both analytical labs determine the gold by a 50 g fire assay with an AAS finish. An initial multi-element suite comprising copper, molybdenum, silver, and additional elements is analyzed by four-acid digestion with an ICP-MS finish. All samples with copper values over 10,000 ppm and gold greater than 10 ppm are subjected to an overlimit method for higher grades, which also uses a four-acid digest with an ICP-ES finish; and fire test with a gravimetric finish. Certified reference materials, blanks, and duplicates are randomly inserted at the geologist's discretion and QAQC geologist's approval into the sample stream to control laboratory

performance (15%). Mr. Gibson has supervised the data verification and QA/QC programs in respect of the exploration results reported in this MD&A.

Perseverance Joint Venture, Arizona

On August 27, 2018, the Company, through its wholly-owned subsidiary Cordoba Minerals USA Corp., entered into a joint venture and earn-in agreement (the “Joint Venture Agreement”) with Bell Copper Corporation (TSXV: BCU) (“Bell Copper”) and certain of its wholly-owned subsidiaries, to explore the Perseverance porphyry copper project located in northwestern Arizona, USA.

Cordoba has the option to earn up to an 80% interest in Perseverance through the acquisition of an equity interest in the joint venture company MMDEX LLC (“MMDEX”), which was a wholly-owned indirect subsidiary of Bell Copper, by completing certain phased project expenditures over a 7.5-year period as follows:

- Phase 1 - \$1.0 million by April 24, 2020 to earn a 25% interest (completed).
- Phase 2 - An additional \$3.0 million by April 24, 2022 for a total 51% interest (completed).
- Phase 3 - An additional \$3.0 million by April 24, 2024 for a total 70% interest (in progress).
- Phase 4 - An additional \$10.0 million by April 24, 2026 for a total 80% interest.

On March 31, 2019, Cordoba’s Phase 1 project expenditures surpassed \$1.0 million and the Company acquired 25% of MMDEX in May 2019.

In March, 2022, the Company achieved the minimum project expenditure requirement for the Phase 2 earn-in and has vested a 51% interest in the project. With the completion of the Phase 2 stage, Cordoba is now in the Phase 3 of the Joint Venture Agreement with the option to earn its interest up to 70% in the project by April 24, 2024. Cordoba could earn up to an 80% interest in the project by completing the Phase 4 earn-in requirement by April 24, 2026.

Exploration Update

The initial drill hole K-22 was completed in 2022. It tested the northern anomaly defined by a Spartan Magneto-telluric survey and shows evidence of a nearby porphyry system including Intermediate Argillic Alteration in brecciated and faulted Precambrian Hualapai Granite as well as quartz stringers and veins carrying pyrite, chalcopyrite with varying degrees of phyllic and potassic alteration noted as vein selvages and pervasive replacement of the porphyry dykes. Assays show weakly anomalous copper intervals sporadically down hole.

Subject to obtaining additional funding for the Perseverance exploration program and Typhoon™ system availability, a down hole, radial Typhoon™ IP-resistivity survey is intended to be carried out on K-22 using one of Ivanhoe Electric’s proprietary deep-penetration Typhoon™ high-power transmitter systems. Additionally, a broader Typhoon IP-resistivity survey is planned to encompass the Eastern MT anomaly and expand the IP coverage carried out by Quantec for a previous operator in 2017. Further exploration diamond drilling is expected to be planned upon completion of this survey.

Technical information and qualified person

The technical information in this MD&A pertaining to Perseverance has been reviewed, verified and approved by Charles N. Forster, P.Geo., a qualified person for the purpose of NI 43-101. Mr. Forster is the Vice President, Exploration of Cordoba and is not considered independent under NI 43-101.

SELECTED QUARTERLY INFORMATION

(Tabular amounts are expressed in thousands of Canadian dollars, except for per share amounts)

The following table provides information for the eight fiscal quarters ended September 30, 2023:

| | 30-Sep-2023 | 30-Jun-2023 | 31-Mar-2023 | 31-Dec-2022 |
|---|-------------|-------------|-------------|-------------|
| Revenue | \$ - | \$ - | \$ - | \$ - |
| Exploration and evaluation expenditures | 9,320 | 11,920 | 5,791 | 8,601 |
| Other operating expenses | 881 | 970 | 993 | 2,042 |
| Net loss | 8,959 | 10,384 | 7,820 | 11,337 |
| Net loss attributable to owners of Cordoba Minerals Corp. | 5,407 | 5,799 | 7,820 | 11,337 |
| Loss per share attributable to owners of Cordoba Minerals Corp. - basic and fully diluted | 0.08 | 0.08 | 0.09 | 0.12 |
| | 30-Sep-2022 | 30-Jun-2022 | 31-Mar-2022 | 31-Dec-2021 |
| Revenue | \$ - | \$ - | \$ - | \$ - |
| Exploration and evaluation expenditures | 7,428 | 4,498 | 4,522 | 4,811 |
| Other operating expenses | 868 | 704 | 722 | 766 |
| Net loss | 9,647 | 5,579 | 5,048 | 5,841 |
| Net loss attributable to owners of Cordoba Minerals Corp. (i) | 9,647 | 5,579 | 5,048 | 5,841 |
| Loss per share attributable to owners of Cordoba Minerals Corp. - basic and fully diluted (i) | 0.11 | 0.06 | 0.06 | 0.06 |

(i) Effective June 30, 2022, the Company voluntarily changed its accounting policy for non-controlling interest in situations where the Company funds a disproportionate share of costs. This change in accounting policy was applied retrospectively.

The changes in the Company's financial results on a quarter-by-quarter basis are due primarily to fluctuations in the level of activity of the Company's exploration and evaluation programs, project acquisitions and administration. The Company is a mineral exploration, evaluation and development company operating in three geographically based segments: Canada, Colombia and the United States. The Company does not currently generate operating revenue.

In the quarter ended December 31, 2021, fieldwork expenditures at the Alacran Deposit continued to support the PFS, including geotechnical, hydrological, metallurgical and condemnation drilling, with the Company submitting the PTO on November 17, 2021, and announcing the PFS results on January 11, 2022.

Exploration and evaluation ("E&E") expenditures in the quarters ended December 31, 2021 and March 31, 2022 included costs relating to the 2,300 metre exploration diamond drilling program at Alacran. In October 2021, the Perseverance project's drill program commenced, and the project's Phase 2 earn-in expenditure requirement was met in the quarter ended March 31, 2022.

In the quarter ended June 30, 2022, the FS commenced at Alacran, with E&E expenditures including the start of the 25,000-metre initial drilling program, which was completed in the fourth quarter of 2022. In the quarters ended March 31, 2023, and June 30, 2023, E&E expenditures included completing Alacran's second-phase in-fill drilling program in June and advancing the FS and EIA. In the quarter ended September 30, 2023, work continued to focus on advancing the FS and EIA.

Other operating expenses primarily fluctuate based on corporate activity, including non-cash share-based payments. In the quarter ended December 31, 2022, professional fees increased significantly in connection with negotiating and signing the milestone agreements with JCHX to jointly develop the Alacran Project.

RESULTS OF OPERATIONS

(Tabular amounts are expressed in thousands of Canadian dollars)

| | Three months ended September 30, 2023 | | Nine months ended September 30, 2023 | |
|---|---------------------------------------|-----------------|--------------------------------------|------------------|
| | 2023 | 2022 | 2023 | 2022 |
| Exploration and evaluation expenditures | \$ 9,320 | \$ 7,428 | \$ 27,031 | \$ 16,448 |
| Corporate administration | 733 | 782 | 2,392 | 2,046 |
| Depreciation | 148 | 86 | 452 | 248 |
| Interest expense | 37 | 294 | 1,842 | 403 |
| Interest income | (1,025) | - | (1,607) | - |
| Foreign exchange (gain) loss | (254) | 1,057 | (2,947) | 1,129 |
| Net loss for the period | \$ 8,959 | \$ 9,647 | \$ 27,163 | \$ 20,274 |

Third Quarter Results – Three months ended September 30, 2023 (“Q3 2023”) compared to the three months ended September 30, 2022 (“Q3 2022”)

Exploration and evaluation expenditures

Overall E&E expenditures in Q3 2023 increased by \$1.89 million compared to Q3 2022.

E&E expenditures in Colombia increased by \$1.87 million in Q3 2023 compared to Q3 2022 as work continued to advance the FS and EIA. Q3 2022 included continuing the 25,000-metre initial drilling program, which was completed in the fourth quarter of 2022.

In Q3 2023 and Q3 2022, no significant E&E expenditures were incurred on the Perseverance project as the exploration program is on hold.

Corporate administration

Corporate administration expenditures remained consistent with Q3 2022, decreasing by \$49,000.

Interest expense

Interest expense decreased by \$257,000 in Q3 2023 compared to Q3 2022. In Q3 2023, interest expense solely related to lease liabilities as there was no interest-bearing debt outstanding. In Q3 2022, interest expense included \$279,000 incurred on the series of short-term loans from Ivanhoe Electric.

Interest income

The US\$40 million second installment of the US\$100 million project financing transaction with JCHX is recognized as a receivable measured at amortized cost. In Q3 2023, interest income of \$1.03 million was recognized under the effective interest method.

Foreign exchange

Foreign exchange gain of \$254,000 in Q3 2023 fluctuated from a \$1.06 million loss in Q3 2022, primarily due to differences in the movements of foreign exchange rates during the comparative periods.

Year-To-Date Results – Nine months ended September 30, 2023 (“YTD 2023”) compared to the nine months ended September 30, 2022 (“YTD 2022”)

Exploration and evaluation expenditures

E&E expenditures in YTD 2023 increased by approximately \$10.58 million compared to YTD 2022.

E&E expenditures in Colombia increased by \$12.46 million in YTD 2023 compared to YTD 2022 as work continued to advance the FS and EIA, with FS activities in YTD 2023 including completing the second-phase infill drilling program, comprising a total of 44,889.75 metres in 233 diamond drill holes. In YTD 2022, activity decreased in Colombia after substantially completing the PFS in Q4 2021 and did not ramp up again until Q2 2022 with the commencement of the FS.

In YTD 2023, no significant E&E expenditures were incurred on the Perseverance project as the exploration program is on hold, whereas \$2.18 million was incurred in YTD 2022 to continue exploration drilling.

Corporate administration

Corporate administration expenditures increased by \$346,000 in YTD 2023 compared to YTD 2022, primarily due to higher professional fees and travel connected with working to close the Alacran Project financing transaction with JCHX.

Interest expense

Interest expense increased by \$1.44 million in YTD 2023 compared to YTD 2022. In YTD 2023, interest expense on the series of short-term loans from Ivanhoe Electric was \$661,000 higher than YTD 2022 and \$724,000 was recognized on the JCHX bridge loan, which was not outstanding in YTD 2022.

Interest income

The US\$40 million second installment of the US\$100 million project financing transaction with JCHX is recognized as a receivable measured at amortized cost. In YTD 2023, interest income of \$1.61 million was recognized under the effective interest method.

Foreign exchange

Foreign exchange gain of \$2.95 million in YTD 2023 fluctuated from a \$1.13 million loss in YTD 2022, primarily due to realized gains on the settlement of intercompany balances upon repatriating funds and differences in the movements of foreign exchange rates during the comparative periods.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

At September 30, 2023, the Company had consolidated cash of \$217,000 (December 31, 2022 - \$10.98 million) to apply against current liabilities of \$12.94 million (December 31, 2022 - \$26.60 million).

Uses of cash during the nine months ended September 30, 2023, included funding operating activities of \$28.59 million (September 30, 2022 - \$15.51 million), mainly associated with operations in Colombia, and settling the series of short-term loans with Ivanhoe Electric described under the heading "Corporate Activities." Sources of cash during the nine months ended September 30, 2023, comprised the proceeds from closing the strategic arrangement with JCHX to jointly develop the Alacran Project and the US\$4 million short-term loan provided by Ivanhoe Electric.

The Company believes that it has adequate resources to maintain its minimum near-term obligations, including general corporate activities, based on the strategic arrangement with JCHX for the joint-development of the Alacran Project, the US\$4 million Debenture from Ivanhoe Electric, the US\$4 million advanced to CMH by JCHX and the Company's ability to pursue additional sources of financing, including equity placements.

The Company currently has no source of operating cash flow, and it has no assurance that additional funding will be available to it for additional exploration, evaluation and development programs at its properties or to enable the Company to fulfill its obligations under any applicable agreements. The Company's ability to continue as a going concern is dependent on its ability to obtain additional sources of financing to successfully

explore and evaluate its mineral properties and, ultimately, to achieve profitable operations. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration or other work programs and the possible loss of title to mineral properties. Significant reliance is placed on the funds to be received from JCHX to advance the Alacran Project. The failure or inability of JCHX to provide such funding would result in the need for Cordoba to find a replacement funding source. As such, there is a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

OFF-BALANCE SHEET ARRANGEMENTS

During the nine months ended September 30, 2023, the Company was not a party to any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations, financial condition, capital expenditures, liquidity or capital resources of the Company.

PROPOSED TRANSACTIONS

There are no proposed transactions that have not been disclosed herein.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

(Tabular amounts are expressed in thousands of Canadian dollars)

The Company is exposed to risks that arise from its use of financial instruments. The Company's exposures to financial risk and how the Company manages each of those risks is described in the Company's MD&A for the year ended December 31, 2022. There were no significant changes to the Company's exposure to those risks or to the Company's management of its risk exposures during the nine months ended September 30, 2023.

Determination of Fair Value

Financial assets and liabilities have been classified into categories that determine their basis of measurement and, for items measured at fair value on a recurring basis, whether changes in fair value are recognized at fair value through profit or loss or fair value through other comprehensive income ("FVTOCI").

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

| | September 30, 2023 | December 31, 2022 |
|--|-------------------------------|----------------------|
| Financial assets | | |
| Financial assets measured at amortized cost | | |
| Cash | \$ 217 | \$ 10,981 |
| Other receivables | 440 | 7 |
| Due from related parties | 52,934 | - |
| Deposits | 682 | 943 |
| Financial assets measured at FVTOCI | | |
| Financial assets | 429 | 371 |
| Total financial assets | \$ 54,702 | \$ 12,302 |
| Financial liabilities measured at amortized cost | | |
| Accounts payable and accrued liabilities | \$ 7,253 | \$ 4,712 |
| Due to related parties | 1,261 | 35,205 |
| Lease liability | 1,219 | 422 |
| Total financial liabilities | \$ 9,733 | \$ 40,339 |

The carrying amounts for cash; other receivables; deposits; accounts payable and accrued liabilities; and amounts due from or to related parties approximate fair values due to their short-term nature.

Financial instruments measured at fair value are classified into one of the three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values.

The three levels of the fair value hierarchy are:

- Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3 Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Investments in traded equity securities are classified as financial assets and valued using level one inputs.

RELATED PARTY TRANSACTIONS

(Tabular amounts are expressed in thousands of Canadian dollars)

Transactions between the Company and its subsidiaries have been eliminated on consolidation and are not disclosed in this section of the MD&A. Details of transactions between the Company and other related parties are disclosed below, with the exception of the strategic arrangement with JCHX for the joint development of the Alacran Project; JCHX bridge loan; short-term loans from Ivanhoe Electric; and bridge financing from Ivanhoe Electric and JCHX to support development of the Alacran Project, all of which are described under the heading "Corporate Activities."

Transactions and balances with related parties

The Company incurred the following expenses with related parties:

| | Three months ended September 30, | | Nine months ended September 30, | |
|-------------------------------------|----------------------------------|---------------|---------------------------------|-----------------|
| | 2023 | 2022 | 2023 | 2022 |
| Salaries and benefits | \$ 210 | \$ 198 | \$ 646 | \$ 595 |
| Corporate administration | 40 | 46 | 147 | 187 |
| Exploration and evaluation | 211 | 129 | 422 | 928 |
| Interest expense | - | 279 | 1,559 | 366 |
| Total related party expenses | \$ 461 | \$ 652 | \$ 2,774 | \$ 2,076 |

The breakdown of expenses by related party is as follows:

| | Three months ended September | | Nine months ended September 30, | |
|-------------------------------------|------------------------------|---------------|---------------------------------|-----------------|
| | 2023 | 2022 | 2023 | 2022 |
| GMM (i) | \$ 359 | \$ 310 | \$ 998 | \$ 1,088 |
| Ivanhoe Electric (ii) | 40 | 292 | 1,073 | 791 |
| JCHX (iii) | - | - | 532 | - |
| Vagon Capital S.A.S. (iv) | 62 | 50 | 171 | 157 |
| Computational Geosciences Inc. (v) | - | - | - | 40 |
| Total related party expenses | \$ 461 | \$ 652 | \$ 2,774 | \$ 2,076 |

The breakdown of amounts due from or to related parties is as follows:

| | September 30, 2023 | December 31, 2022 |
|--|-----------------------|----------------------|
| Due from related parties | | |
| Due from JCHX (iii) | \$ 52,934 | \$ - |
| Total due from related parties | \$ 52,934 | \$ - |
| Due to related parties | | |
| Due to GMM (i) | \$ 471 | \$ 254 |
| Due to Ivanhoe Electric (ii) | 767 | 21,271 |
| Due to JCHX (iii) | - | 13,558 |
| Due to directors and officers of the Company | - | 38 |
| Due to Vagon Capital SAS (iv) | 23 | 84 |
| Total due to related parties | \$ 1,261 | \$ 35,205 |

- i. Global Mining Management Corporation (“GMM”), a private company based in Vancouver, provides administration, accounting and other office services to the Company on a cost-recovery basis. The Company held 7.1% of GMM’s common shares at September 30, 2023 (December 31, 2022 – 7.1%). The investment in GMM is held at \$Nil on the consolidated statement of financial position.

At September 30, 2023, prepaid expenses and deposits included a deposit of \$200,000 (December 31, 2022 – \$200,000) held by GMM.

- ii. Ivanhoe Electric held 62.8% of the Company’s issued and outstanding common shares as at September 30, 2023 (December 31, 2022 – 63.2%). Costs incurred by Ivanhoe Electric on behalf of the Company are reimbursed on a cost-recovery basis.
- iii. JCHX held 19.8% of the Company’s issued and outstanding common shares at September 30, 2023 (December 31, 2022 – 19.9%).

- iv. Vagon Capital S.A.S., a company controlled by a close family member of one of the Company's directors, provides professional consulting services to the Company.
- v. Computational Geosciences Inc. is a subsidiary of Ivanhoe Electric that provides technical consulting services in relation to the Perseverance Project.

Compensation of key management personnel

Key management personnel are persons responsible for planning, directing and controlling the activities of the Company, including directors and officers.

| | Three months ended September 30, | | Nine months ended September 30, | |
|--|----------------------------------|---------------|---------------------------------|---------------|
| | 2023 | 2022 | 2023 | 2022 |
| Salaries and benefits | \$ 211 | \$ 196 | \$ 628 | \$ 609 |
| Share-based payments | 45 | 79 | 193 | 120 |
| Total key management compensation | \$ 256 | \$ 275 | \$ 821 | \$ 729 |

OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of common shares without par value.

At November 6, 2023, the Company had the following issued and outstanding:

- 89,729,319 common shares.
- 1,465,234 share purchase warrants exercisable into common shares of the Company at an exercise price of \$0.77 per share.
- 2,151,318 stock options with a weighted average exercise price of 1.45. Each stock option is exercisable to purchase one common share of the Company at prices ranging from \$0.53 to \$14.45.
- 965,144 restricted share units.
- 407,245 deferred share units.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS

For the disclosure required under Section 5.3 of National Instrument 51-102 – *Continuous Disclosure Obligations*, please see “Exploration Update”, “Selected Quarterly Information”, “Results of Operations” and the financial statements.

OTHER DATA

Additional information related to the Company is available for viewing under the Company's profile at www.sedarplus.ca.

CHANGES IN ACCOUNTING POLICIES

In January 2020, the IASB issued amendments to IAS 1, *Presentation of Financial Statements* that clarified the classification of liabilities as current or non-current is based on contractual rights that are in existence at the end of the reporting period. In October 2022, the IASB issued amendments to IAS 1 that specified how an entity assesses whether it has the right to defer settlement of a liability when that right is subject to compliance with covenants within twelve months after the reporting period. These amendments are effective January 1, 2024, with early adoption permitted. Retrospective application is required on adoption. These amendments are not expected to have a material effect on the Company's consolidated financial statements.

In February 2021, the IASB issued amendments to IAS 1 and IFRS Practice Statement 2, *Making Materiality Judgements* to disclose material accounting policy information rather than significant accounting policies. The amendments provide guidance on how to apply materiality to accounting policy disclosures. The amendments are effective January 1, 2023, with early adoption permitted. Prospective application is required on adoption. These amendments are not expected to have a material effect on the Company's consolidated financial statements.

In May 2021, the IASB issued amendments to IAS 12, *Income Taxes* that clarify the initial recognition exemption does not apply to transactions that give rise to equal and offsetting temporary differences. The amendments are effective January 1, 2023, with early adoption permitted. These amendments are not expected to have a material impact on the Company's consolidated financial statements.

Several other new accounting standards, and amendments to standards and interpretations, have been issued but are not yet effective for the year ended December 31, 2023. None of these changes have been early adopted nor are they considered by management to likely have a material impact on the Company's consolidated financial statements.

RISKS AND UNCERTAINTIES

The Company is engaged in mineral exploration, evaluation and development activities which, by nature, are speculative. Due to the high-risk nature of the Company's business and the present stage of the Company's various projects, an investment in the Company's common shares should be considered a highly speculative investment that involves significant financial risks, and prospective investors should carefully consider all of the information disclosed in this MD&A and the Company's other public disclosures, including the risks disclosed in the "Risks and Uncertainties" section of the Company's MD&A for the year ended December 31, 2022, prior to making any investment in the Company's common shares.

The risks disclosed in the "Risks and Uncertainties" section of the Company's MD&A for the year ended December 31, 2022, do not necessarily comprise all of the risks faced by the Company. Additional risks not currently known to the Company, or that the Company currently considers immaterial, may also adversely affect the Company's business, result of operations, financial results, prospects and price of common shares.