Marimaca Copper Corp.

Consolidated Financial Statements
December 31, 2024 and 2023
(Expressed in thousands of U.S. dollars, except where indicated)

Independent auditor's report

To the Shareholders of Marimaca Copper Corp.

Our opinion

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of Marimaca Copper Corp. and its subsidiaries (together, the Company) as at December 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards.

What we have audited

The Company's consolidated financial statements comprise:

- the consolidated statements of financial position as at December 31, 2024 and 2023;
- the consolidated statements of loss and comprehensive loss for the years then ended;
- the consolidated statements of shareholders' equity for the years then ended;
- the consolidated statements of cash flows for the years then ended; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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Key audit matter	How our audit addressed the key audit matter
Assessment of impairment indicators of exploration and evaluation assets *Refer to Note 2 – Material accounting policy information, Note 3 – Significant judgments, estimates and assumptions, and Note 6 – Exploration and evaluation assets, to the consolidated financial statements.* The total book value of exploration and evaluation assets amounted to $84.2 million as at December 31, 2024. At each reporting period, management applies judgment in assessing whether there are any indicators of impairment relating to exploration and evaluation assets. If there are indicators of impairment, the recoverable amount of the asset is estimated in order to determine the extent of any impairment. Indicators of impairment may include (i) the period for which the Company has the right to explore has expired or will expire in the future and is not expected to be renewed, (ii) substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned, (iii) exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources, and (iv) sufficient data exists to indicate that the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale. No impairment indicators were identified by management as at December 31, 2024. We considered this a key audit matter due to (i) the significance of the exploration and evaluation assets balance and (ii) the judgments made by management in its assessment of indicators of impairment related to exploration and evaluation assets, which have resulted in a high degree of subjectivity in performing audit procedures related to these judgments applied by management.	Our approach to addressing the matter included the following procedures, among others: • Assessed the judgment made by management in determining the impairment indicators which included the following: – Obtained, for a sample of claims, by reference to government registries, evidence to support (i) the right to explore the area and (ii) claim expiration dates. – Read minutes of Board of Directors meetings and obtained budget approvals to evidence continued and planned exploration expenditure for 2025, which included evaluating results of work programs. – Assessed whether there is any evidence that extracting the resources will not be technically feasible or commercially viable, or if other facts and circumstances suggest that the carrying amount exceeds the recoverable amount, based on evidence obtained in other areas of the audit.

Other information

Management is responsible for the other information. The other information comprises the Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Company as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Manuel Pereyra.

PricewaterhouseCoopers LLP

Chartered Professional Accountants, Licensed Public Accountants

Toronto, Ontario
March 21, 2025

Marimaca Copper Corp.

Consolidated Statements of Financial Position

As at December 31, 2024 and 2023.

(Expressed in thousands of U.S. dollars, except where indicated)

			As at December 31, 2024		As at December 31, 2023
Assets					
Current assets					
Cash		**$**	**22,648**	$	16,692
Amounts receivable	(Note 5)		**2,308**		6,615
Prepaid expenses			**512**		359
			25,468		23,666
Non-current assets					
Amounts receivable	(Note 5)		**2,427**		237
Property, plant and equipment			**238**		172
Exploration and evaluation assets	(Note 6)		**84,249**		71,524
Total assets		**$**	**112,382**	$	95,599
Liabilities					
Current liabilities					
Accounts payable and accrued liabilities	(Note 7)	**$**	**2,760**	$	1,076
Lease liabilities			**45**		85
			2,805		1,161
Non-current liabilities					
Lease liabilities			**-**		43
Total liabilities			**2,805**		1,204
Shareholders' equity (Note 8)					
Common shares			**230,928**		206,306
Contributed surplus			**38,297**		34,338
Accumulated other comprehensive income ("AOCI")			**418**		65
Deficit			**(160,066)**		(146,314)
Total equity			**109,577**		94,395
Total liabilities and equity		**$**	**112,382**	$	95,599

Nature of Operations and Liquidity Risk (Note 1)

Approved and authorized on behalf of the board:

"Hayden Locke" — Director & CEO

"Mike Haworth" — Director

The accompanying notes are an integral part of these consolidated financial statements.

Marimaca Copper Corp.

Consolidated Statements of Loss and Comprehensive Loss

For the years ended December 31, 2024 and 2023

(Expressed in thousands of U.S. dollars, except where indicated)

		Year ended December 31, 2024		2023
Expenses				
Exploration expenditures	**$**	**1,419**	$	-
Depreciation and amortization		**173**		54
Legal and filing fees		**488**		259
Other corporate costs		**2,341**		1,317
Salaries and management fees		**2,128**		2,124
Share-based compensation		**4,767**		2,139
Operating loss		**(11,316)**		(5,893)
Finance income		**1,134**		597
Change in fair value of derivative		**-**		(2,068)
Foreign exchange (loss) gain		**(682)**		49
Other non-operating income		**209**		202
Expected credit loss (Note 5)		**(3,097)**		-
Net loss	**$**	**(13,752)**	$	(7,113)
Items that may be reclassified subsequently to net income:				
Foreign currency translation adjustment		**353**		(47)
Comprehensive loss	**$**	**(13,399)**	$	(7,160)
Loss per share				
Basic and diluted loss per share	**$**	**(0.14)**	$	(0.08)
Weighted average number of shares outstanding (000's)				
Basic		**96,542**		90,485
Diluted		**96,542**		90,485

Marimaca Copper Corp.

Consolidated Statements of Shareholders' Equity

For the years ended December 31, 2024 and 2023

(Expressed in thousands of U.S. dollars, except where indicated)

	Number of shares #000's		Amount		Contributed Surplus		AOCI		Deficit		Total
Balance - January 1, 2023	88,226	$	192,800	$	30,553	$	112	$	(139,201)	$	84,264
Private placement	4,640		15,019		-		-		-		15,019
Warrants	-		(2,002)		2,002		-		-		-
Options exercised	308		489		(356)		-		-		133
Share-based compensation	-				2,139		-		-		2,139
Net loss	-		-		-		-		(7,113)		(7,113)
Other comprehensive income	-		-		-		(47)		-		(47)
Balance - December 31, 2023	93,174	$	206,306	$	34,338	$	65	$	(146,314)	$	94,395
Balance - January 1, 2024	**93,174**	**$**	**206,306**	**$**	**34,338**	**$**	**65**	**$**	**(146,314)**	**$**	**94,395**
Shares issued under equity offering (Note 8 (b))	**1,000**		**2,657**		**-**		**-**		**-**		**2,657**
Shares issued under Private Placement (Note 8 (c))	**6,725**		**21,157**		**-**		**-**		**-**		**21,157**
Warrants (Note 8 (f))	**-**		**(162)**		**162**		**-**		**-**		**-**
Options exercised (Note 8 (d))	**65**		**771**		**(771)**		**-**		**-**		**-**
Restricted Stock Units redeemed	**53**		**199**		**(199)**		**-**		**-**		**-**
Share-based compensation	**-**		**-**		**4,767**		**-**		**-**		**4,767**
Net loss	**-**		**-**		**-**		**-**		**(13,752)**		**(13,752)**
Other comprehensive income	**-**		**-**		**-**		**353**		**-**		**353**
Balance - December 31, 2024	**101,017**	**$**	**230,928**	**$**	**38,297**	**$**	**418**	**$**	**(160,066)**	**$**	**109,577**

The accompanying notes are an integral part of these consolidated financial statements.

Marimaca Copper Corp.
Consolidated Statements of Cash Flows
For the years ended December 31, 2024 and 2023
(Expressed in thousands of U.S. dollars, except where indicated)

		Year ended December 31, 2024		2023
Cash flows from operating activities				
Net loss from continuing operations		**(13,752)**		(7,113)
Items not affecting cash				
Depreciation and amortization		**173**		54
Unrealized foreign exchange		**367**		23
Change in fair value of derivative		**-**		2,068
Expected credit losses (Note 5)		**3,097**		-
Share-based compensation (Notes 8 (d))		**4,767**		2,139
		(5,348)		**(2,829)**
Change in non-cash operating working capital				
Increase in amounts receivable and prepaid expenses		**(1,132)**		(513)
Increase in accounts payable and accruals		**743**		214
Cash used in operating actvities	**$**	**(5,737)**	$	(3,128)
Cash flows from financing activities				
Issuance of common shares under equity offering (Note 8 (b))		**2,657**		**15,014**
Issuance of common shares under Private Placement (Note 8 (c))		**21,157**		**-**
Cash received upon issuance of shares via stock options exercised		**-**		**133**
Lease payments		**(83)**		(52)
Cash provided (used) in financing activities	**$**	**23,731**	**$**	**15,095**
Cash flows from investing activities				
Property, plant and equipment		**(239)**		(31)
Exploration and evaluation assets - option property payments		**(300)**		(2,000)
Exploration and evaluation assets - capitalized expenditures		**(11,485)**		(7,815)
Cash used in investing activities	**$**	**(12,024)**	$	(9,846)
Effect of exchange rate changes on cash		**(14)**		(65)
Increase in cash		**5,956**		2,056
Cash: beginning of the period		**16,692**		14,636
Cash: end of the period	**$**	**22,648**	$	16,692

The accompanying notes are an integral part of these consolidated financial statements.

Note 1 - Nature of operations and liquidity risk

(a) Nature of operations
Marimaca Copper Corp. ("Marimaca Copper" or the "Company") was incorporated under *the Business Corporations* Act (British Columbia). Marimaca Copper is an exploration and development company focused on base metal projects in Chile.

The Company's principal asset is the Marimaca Copper Project (the "Marimaca Project"), located in the Antofagasta Region of northern Chile. The Marimaca Project comprises a set of concessions (the "1-23 Claims"), properties 100% owned by the Company, combined with the adjacent La Atómica and Atahualpa claims over which Marimaca Copper has the right to explore and exploit resources and this larger area is referred to as the "Marimaca District".

The Company's registered office is Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, Canada. The Company is listed on the Toronto Stock Exchange (the "Exchange" or "TSX") under the symbol "MARI".

(b) Liquidity risk
These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue in operation for at least the next twelve months.

The Company is an exploration and development company that currently does not generate operational revenue from its assets. At December 31, 2024, the Company had working capital of $22.7 million (December 31, 2023 – $22.5 million), which management believes is sufficient to meet its property option payments, its obligations and to continue to fund operations for at least the next twelve months.

Beyond the next 12 months, the Company's ability to continue as a going concern and to advance the Marimaca Project will be dependent upon its ability to obtain the necessary financing. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

Note 2 - Material accounting policy information

a) Statement of compliance
These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards. All amounts are expressed in thousands of U.S. dollars ($), unless otherwise noted. References to C$ are to Canadian dollars.

These consolidated financial statements were authorized for issue by the Board of Directors on March 21, 2025.

b) Principles of consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries: Minera Cielo Azul Ltda., Inversiones Cielo Azul Ltda. and Compañia Minera Newco Marimaca.

All intercompany transactions, balances, income and expenses have been eliminated on consolidation. Subsidiaries are all entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

These consolidated financial statements include the financial information of Marimaca Copper Corp. and the entities identified below where Marimaca has an ownership interest.

	Relationship	Country of Incorporation	Interest
Minera Cielo Azul Ltda	Subsidiary	Chile	100%
Inversiones Cielo Azul Ltda	Subsidiary	Chile	100%
Compania Minera Newco Marimaca	Subsidiary	Chile	100%
Rising Star Copper Ltd.	Associate	United Kingdom	25%

c) Investment in associate

An associate is an entity over which the Company has the ability to exercise significant influence. The Company has significant influence over an entity when it has the power to participate in the financial and operating policy decisions of the associate but does not have control or joint control. Investment in associates is accounted for using the equity method in which the Company's investment in common shares of an associate is initially recognized at cost and subsequently increased or decreased to recognize the Company's share of net income and losses of the associate.

At the end of each reporting period, the Company assesses whether there's evidence that an investment in an associate is impaired. An investment is impaired if the recoverable amount of an investment is less than its carrying amount, at which point the carrying amount is reduced to its recoverable amount and an impairment loss is recognized in the period.

If the Company's share of the associate's losses equals or exceeds the investment in the associate, recognition of further losses is discontinued. After the interest is reduced to zero, additional losses will be provided for and a liability recognized, only to the extent that the Company has incurred legal or constructive obligations or made payments on behalf of the associate. If the associate subsequently reports profits, we resume recognizing our share of those profits only after our share of the profits equals the share of losses not recognized.

As of June 30, 2020, the Company recognized its investment in Rising Star Copper Corp. ("RSC") at cost (2021 - $Nil) and recognizes its share of the associate's net income or loss using the equity method of accounting. Since June 30, 2020, RSC has not recognized net income and continues to incur losses. The carrying value of this associate is $Nil, as the company does not have the legal or constructive obligation to make payments or fund RSC.

d) Foreign currency translation

The functional currency of the parent company, Marimaca Copper Corp. is the Canadian dollar. The functional currency of the Company's Chilean subsidiaries is the U.S. dollar. The presentation currency of the group is the U.S. dollar.

The financial statements of the parent company are translated into U.S. dollars for presentation purposes as follows: monetary assets and liabilities are translated at the closing rate at the date of the consolidated statement of financial position; non-monetary items are translated at historic exchange rates at each transaction date; revenue and expenses are translated at the average exchange rate of the period (as this is considered a reasonable approximation to the actual rates). Gains and losses on translation are recognized in the statement of loss and comprehensive loss as cumulative translation adjustments.

Transactions in currencies other than the functional currency of an entity are recorded at the rate of exchange prevailing on the date of the transaction. Monetary assets and liabilities that are denominated in foreign currencies are translated at the rate prevailing at each reporting date. Foreign currency translation differences arising on translation of such monetary assets and liabilities into the functional currency of an entity are recognized in the statement of loss.

e) Cash

Cash includes cash at banks and cash on hand. Cash is classified as financial assets and measured at amortized cost.

f) Amounts receivable

Amounts receivable are classified as financial assets. Amounts receivable are initially measured at fair value, subsequently recorded at amortized cost less expected credit losses.

g) Accounts payable and accrued liabilities

Accounts payable and accrued liabilities are classified as financial liabilities and are measured at amortized cost using the effective interest rate method.

h) Exploration and evaluation expenditures

Exploration and evaluation expenditures include all the costs of acquiring licenses and costs associated with exploration and evaluation activity. Mineral property acquisition costs are capitalized. All exploration and evaluation costs are capitalized, except those relating to non-specific projects or properties or costs incurred before the Company has obtained legal rights to explore an area, which are expensed in the period incurred.

Once the technical feasibility and commercial viability of the extraction of mineral reserves or resources from a particular mineral property have been determined, capitalized exploration and evaluation expenditures are reclassified to mineral property development costs within mineral properties, plant and equipment and are carried at cost less accumulated amortization until the properties to which the expenditures relate are sold, abandoned or determined by management to be impaired.

The establishment of technical feasibility and commercial viability of a mineral property is assessed based on a combination of factors, such as but not limited to:
- The extent to which mineral reserves or resources have been identified through an economic study;
- The status of environmental permits; and
- The status of mining leases or permits.

Exploration and evaluation assets are tested for impairment immediately prior to reclassification to mineral property development costs within property, plant and equipment. Proceeds from the sale of exploration and evaluation properties or cash proceeds received from option payments are recorded as a reduction of the related mineral property interest.

i) Impairment of non-financial assets

The carrying amounts of assets included in exploration and evaluation assets and property, plant and equipment are reviewed for impairment at each reporting period. If there are indicators of impairment, then an impairment test is performed by management to estimate the recoverable amount of the asset in order to determine the extent of any impairment. Where the asset does not generate cash flows that are independent from other assets, the recoverable amount of the cash generating unit to which the asset belongs is determined.

The recoverable amount of an asset or cash generating unit is determined as the higher of its fair value less costs of disposal and its value in use. An impairment loss exists if the asset's carrying amount exceeds the recoverable amount, and the excess is recorded as an expense immediately.

Value in use is determined as the present value of the future pre-tax cash flows expected to be derived from continuing use of an asset or cash generating unit in its present form. These estimated future pre-tax cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash generating unit for which estimates of future cash flows have not been adjusted.

Fair value is the price that would be received from selling an asset in an orderly transaction between market participants at the measurement date. Costs of disposal are incremental costs directly attributable to the disposal of an asset. Estimated future cash flows are calculated using estimated future prices, mineral reserves and resources and operating and capital costs. All inputs used are those that an independent market participant would consider appropriate.

Tangible assets that have been impaired in prior periods are tested for possible reversal of impairment whenever events or changes in circumstances indicate that the impairment has reversed. If the impairment has reversed, the carrying amount of the asset is increased to its recoverable amount, but not beyond the carrying amount that would have been determined had no impairment loss been recognized for the asset in the prior periods. A reversal of an impairment loss is recognized into profit or loss immediately.

j) Decommissioning and restoration provision

An obligation to incur decommissioning and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral property. Such costs are estimated and discounted to their net present value and capitalized to the carrying amount of the related asset along with the recording of a corresponding liability, as soon as the obligation to incur such costs arises. Discount rates using a pre-tax rate that reflect risks specific to the liability are used to calculate the net present value. The liability is adjusted each year for the unwinding of the discount rate, changes to the current market-based discount rate, and for the amount or timing of the underlying cash flows needed to settle the obligation.

k) Share Capital

Common shares are classified as equity. Incremental costs directly attributable to the issuance of shares are recognized as a deduction from equity.

l) Loss per share

Loss per share is calculated dividing shareholders' net loss by the weighted average number of shares outstanding during the period. Diluted loss per share is calculated using the treasury stock method whereby all in the money options and warrants are assumed to have been exercised at the beginning of the year and the proceeds from the exercise are assumed to have been used to purchase common shares at the average market price during the period, unless the effect is anti-dilutive. In the event of a share consolidation or share split, the calculation of basic and diluted loss will be adjusted retrospectively for past periods presented.

m) Income taxes

Deferred income tax is recognized using the liability method on temporary differences arising between the tax and accounting bases of assets and liabilities as well as for the benefit of losses available to be carried forward to future years. Deferred income tax is determined using tax rates that have been enacted or substantively enacted at the statement of financial position date.

Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax assets are recognized only to the extent that it is probable that future profit will be available against which such assets can be utilized.

n) Share-based compensation

The Company applies the fair value method of accounting for stock options and other types of share-based compensation granted to employees and others providing similar services. The fair value of options is determined using a Black-Scholes option pricing model that takes into account, as of the grant date, the exercise price, the expected life of the option, the current price of the underlying stock and its expected volatility, expected dividends on the stock, and the risk-free interest rate over the expected life of the option.

The Company expenses the grant date fair value of stock options and RSUs granted over the vesting period with the corresponding credit to contributed surplus.

Cash consideration received from employees on exercise of options is credited to common shares along with the original grant date fair value of the options exercised.

o) Financial instruments

IFRS 9 "*Financial Instruments*" address the classification, measurement and recognition of non-derivative financial assets and financial liabilities and requires financial assets to be classified into three measurement categories: those measured at fair value through profit and loss ("FVPL"), at fair value through other comprehensive income ("FVOCI"), and at amortized cost. The determination is made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. Non-derivative financial liabilities are measured at amortized cost unless they are required to be measured at FVPL, as is the case for trading or derivative instruments, or the Company has opted to measure the financial liability at FVPL. The Company's financial liabilities include accounts payable and accrued liabilities measured at amortized cost.

Financial assets and financial liabilities are recognized on the Company's statement of financial position when the Company has become a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred, and the Company has transferred substantially all the risks and rewards of ownership. The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities. Financial instruments are recognized initially at fair value.

p) Accounting Pronouncements

New and Amended Standards and interpretations issued and Effective

On January 1, 2024, the Company adopted amendments to IAS 1 to clarify that the classification of liabilities as current or non-current should be based on rights that exist at the end of the reporting period and that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of liability. For liabilities with covenants, the amendments clarify that only covenants with which an entity is required to comply on or before the reporting date affect the classification as current or non-current. The amendments did not have a significant impact on the Company's financial statements.

New Accounting Standards Issued But Not Yet Effective

The IASB issued IFRS 18, Presentation and Disclosure in Financial Statements, which is mandatory for accounting periods after January 1, 2027. The Company is currently assessing the impact of this new IFRS Accounting Standard on its financial statements and will update the Company's accounting policies as applicable.

Note 3 - Significant judgments, estimates and assumptions

Estimates, judgements and assumptions
The preparation of financial statements in conformity with IFRS Accounting Standards requires management to make judgements, estimates, and assumptions that affect the application of policies and reported amounts of assets and liabilities and disclosures of contingent assets and contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The following discusses the most significant accounting judgments and estimates that the Company has made in the preparation of the financial statements.

i) Impairment of exploration and evaluation assets
The application of the Company's accounting policy for impairment of exploration and evaluation assets requires judgement to determine whether indicators of impairment exist, including factors such as: the period for which the Company has the right to explore has expired or will expire in the future, and is not expected to be renewed; substantive expenditures on exploration activities and evaluation of mineral resources in the specific area is neither budgeted or planned; exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources; and sufficient data exists to indicate that the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale. Management has assessed for impairment indicators on the Company's exploration and evaluation assets and has concluded that no impairment indicators exist as of December 31, 2024.

ii) Expected credit losses
Accounts receivables are recorded at fair value on initial recognition and amortised cost on subsequent remeasurement. The carrying amounts for accounts receivable are net of lifetime expected credit losses ("ECL"). Estimating the ECL allowance for receivables requires management to exercise judgment in selecting estimation techniques, choosing key inputs, and making significant assumptions about future economic conditions and customer credit behaviour, including the probability of customer defaults and potential losses.

Management uses historical data to calculate the ECL for accounts receivables. Adjustments are made based on current and future economic conditions and specific risks for individual debtors. Significant judgment is required for these adjustments. Additionally, large and aging receivable balances need careful assessment for impairment provisions at the reporting date. As at December 31, 2024, the Company's receivable related to an outstanding balance from the sale of Minera Rayrock Limitada in 2022 for which the Company has security over the exploration property rights held by the entity in the event of non-payment of the agreed upon sales consideration. Following non-payment of the receivable on the due date, a liquidator was appointed for Minera Rayrock Limitada. Further details on the ECL scenarios and key assumptions in the estimation of an expected credit loss are disclosed in note 5. Although the Company has made its best estimates. Such estimates are subject to inherent uncertainty and differences in what the Company may realize could be significant.

ii) Share-based compensation
The Company applies the fair value method of accounting for share-based payment awards. Share options are measured using the Black-Scholes model to determine the fair value of stock-options granted to employees, consultants and directors. The model includes significant assumptions as to the estimated life of the stock options, the forfeiture rate and the volatility of the stock. The Company uses historical data to estimate the expected future volatility of the stock, the estimated lives of the stock options and the forfeiture rate.

Stock options granted might include performance conditions related to the achievement of specified performance targets or a milestone and might pertain either to the performance of the Company as a whole or to some part of the enterprise, such as a subsidiary. The measurement of compensation costs for a stock-based award with a performance condition that will determine the number of options or shares to which all employees receiving the award will be entitled, is based on the best estimate of the outcome of the performance condition. Management assesses all the factors and uses its judgment to calculate these estimates.

iii) Fair value of derivative
The fair value of financial instruments that are not traded in an active market are determined using valuation techniques. Prior to settlement of the derivative in exchange for a receivable recorded at amortised cost less expected credit losses in 2023, management used its judgement to select a method of valuation and to make estimates of specific model inputs that were based on conditions existing at the end of the applicable reporting period. Refer to Note 5 for further details on the methods and assumptions associated with the measurement of the derivative in 2023 prior to settlement contained within the contract for the cash consideration of the Rayrock transaction.

Note 4 – Cash
As at December 31, 2024, cash comprised cash deposits held as follows: \$21.8 million held in Canada (2023 - \$14.9 million) and \$0.8 million held in Chile (2023 - \$1.8 million).

Note 5 – Sale of Minera Rayrock Ltda ("Rayrock")

By means of an agreement dated March 18, 2022, the Company sold and transferred 100% of the equity interest of its wholly-owned indirect subsidiary Minera Rayrock Limitada (currently Minera Cobre Verde SpA "MCV"), owner of the Ivan plant, to non-related parties 5Q SpA ("5Q") and Fondo de Inversiones Privado Neith ("FIP"), for an aggregate amount of $10.3 million, to be paid according to an agreed payment schedule. In December 2023, FIP transferred its stake in MCV to Cobres y Metales SpA ("CyM"). As a result, 5Q and CyM remained liable to the Company for payment of the US$10.3 million purchase price. As of the date hereof, the Company has received $0.5 million of the purchase price.

On December 29, 2023, the Company, 5Q and CyM signed a Memorandum of Understanding ("2023 MOU"), pursuant to which the Company agreed to accept a revised total payment of US$7.0 million, provided the buyers made payment of such revised amount in full on or before July 1, 2024. Under the terms of the 2023 MOU, failure to pay such revised amount before July 1, 2024, would result in the full outstanding total of US$9.8 million becoming payable once more. The buyers did not pay any of the US$7 million amount on or before 1 July 2024.

On July 23, 2024, notwithstanding the prior default of payment by the buyers, the Company and the buyers entered into a new memorandum of understanding whereby the Company provided an extension to the buyers for payment of the remaining US$7.0 million of the purchase price in three instalments, as follows:

- 1st Instalment – $2 million by August 15, 2024;
- 2nd Instalment – $2.5 million until September 30, 2024; and
- 3rd Instalment – $2.5 million not earlier than September 30, 2024, and not later than December 31, 2024.

Failure to pay the first instalment that was due on 15 August 2024 would result in the original US$9.8 million becoming due in full once again. Since the buyers failed to pay the debt before the requisite deadline, and since as of the date hereof the buyers have not made any additional payment to the Company, the original US$9.8 million remains owed and overdue to the Company by the buyers of Rayrock As a result of the liquidation process initiated by management described below, management has applied judgment to determine the current and non-current classification of the overdue amounts, based on the expected outcome and timeline of the liquidation process.

On September 6, 2024, the Company filed a petition for the liquidation of MCV in the Civil Court, in order to commence a liquidation process. The Company is the majority creditor in the liquidation process. On November 4, 2024, MCV opposed the bankruptcy proceeding through an objection based on a lack of jurisdiction, which was rejected by the Court. MCV filed an appeal against this ruling, which was dismissed by the Court of Appeals of Santiago. A new evidentiary hearing was held on February 25, 2025, where MCV submitted new procedural objections. The Court is expected to set the judgment hearing within April 2025.

The original payment of the US$9.8 million purchase price is secured, including pledge of MCV's shares, pledge of the Ivan plant and mortgage on MCV's mining tenements located in the Antofagasta region of Chile. Management estimated that the value of the collateral on this account receivable exceeds the current book value and estimated that the liquidation of such collateral should be sufficient to recover the current book value of the receivable.

As a result of these events, the company assessed the recoverability of the account receivable in the context of the liquidation process, and considering factors such as the collateral value, and the ability of the company of realizing the collateral, concluded that a net impairment of $2.4 million for the year ended at December 31, 2024 was required. As of December 31, 2024, the company has a net receivable of $4.7 million ($6.6 million as of December 31, 2023). Management estimated the recoverable amount of the account receivable using probability weighted scenarios, which incorporated expectations of the timing of completion of the liquidation process as well as the potential proceeds arising from realization from collateral of the underlying assets subject to liquidation, the associated costs and the ultimate recoverable amounts. Such estimates are subject to measurement uncertainty. The realized amounts may differ from estimates and such differences could be significant.

Note 6 - Exploration and evaluation assets

(In thousands of US dollars)		Marimaca Project		Marimaca District		Other		Total
January 1, 2023	$	58,202	$	2,206	$	994	$	61,402
Exploration and evaluation costs		7,655		467		-		8,122
Property acquisition costs		2,000		-		-		2,000
December 31, 2023	$	67,857	$	2,673	$	994	$	71,524
Exploration and evaluation costs		**6,958**		**5,467**		**-**		**12,425**
Property acquisition costs		**-**		**300**		**-**		**300**
December 31, 2024	**$**	**74,815**	**$**	**8,440**	**$**	**994**	**$**	**84,249**

The Company owns all the concessions that make up the Marimaca Project, and any historical option agreements relating to concessions have been exercised.

Certain concessions that make up the greater Marimaca District are under option agreements as follows:

Pampa Medina
Under the terms of an October 2024 option agreement, the Company may acquire the Pampa Medina property for a total consideration of $12 million payable as follows: $0.15 million upon signing (paid); $0.35 million on the 12-month anniversary; $0.5 million on the 24-month anniversary; $1.5 million on the 36-month anniversary; $2.5 million on the 48-month anniversary, and $7.0 million on the 60 month anniversary. These claims are subject to a 1.5% net smelter royalty ("NSR") with an option to buy back 1.0% of the NSR for $2 million, exercisable within a term of 24 months from the start of commercial production.

The Company may withdraw from the Agreement at any time, before completing all the installments agreed under the Agreement. Under the terms of the option, the Company has the right to perform exploration activities on the property.

Madrugador Project
Under the terms of a December 2024 option agreement, the Company may acquire the Madrugador Project property for a total consideration of $12 million payable as follows: $0.15 million upon signing (paid); $0.25 million on the 12-month anniversary; $0.4 million on the 24-month anniversary; $1.2 million on the 36-month anniversary; $3.0 million on the 48-month anniversary, and $7.0 million on the 60month anniversary. These claims are subject to a 1.5% NSR with an option to buy back 1.0% of the royalty for $1.5 million, at any time and a right of first refusal on any sale of the royalty to a third party.

The Company may withdraw from the Agreement at any time, before completing all the installments agreed under the Agreement. Under the terms of the option, the Company has the right to perform exploration activities on the property.

Note 7 - Accounts payable and accrued liabilities

(In thousands of US dollars)		**December 31, 2024**		December 31, 2023
Accounts payable	**$**	**1,560**	$	423
Accrued liabilities		**1,200**		653
	$	**2,760**	$	1,076

Note 8 – Shareholders' equity

a) Share capital

Authorized
The Company authorized capital includes an unlimited number of common shares having no par value. As at December 31, 2024, the Company had 101 million common shares issued and outstanding (December 31, 2023 – 93.2 million).

b) Equity offering

On May 22, 2024, the Company established an at-the-market equity program ("ATM program") that allowed Marimaca to issue up to C$20 million of common shares from treasury, at the Company's sole discretion and in accordance with the terms and conditions of the Distribution Agreement entered into with Canaccord Genuity. Any common shares sold under the ATM program will be sold through the TSX. The volume and timing of distributions under the ATM Program, if any, will be determined in the Company's sole discretion. Distributions of Marimaca's shares under the ATM Program will be made pursuant to the terms and conditions of the Distribution Agreement.

During the year ended December 31, 2024, the Company issued 1,000,000 common shares under the ATM program (2023 — nil shares) at a price of C$3.95 per common share, for gross proceeds of C$4 million ($2.9 million) and net proceeds of C$3.8 million ($2.7 million).

c) Private Placement

On August 7, 2024, the Company completed a non-brokered private placement with Assore International Holdings Limited ("AIH") (the "AIH Private Placement") via a non-brokered private placement (the "AIH Investment"), which it issued 5,725,000 units ("Units") at a price of C$4.50 per Unit for gross proceeds of C$25.8 million ($18.7 million). Each Unit comprised one common share of the Company (a "Common Share") and one half of one Common Share purchase warrant of the Company (each whole warrant, a "Warrant"). Each Warrant entitled the holder to purchase one additional Common Share at an exercise price of C$5.85 for a period of 18 months following the closing. Following the completion of the AIH Investment, AIH now owns approximately 15% of Marimaca's issued and outstanding common shares on a non-diluted basis. The functional currency of Marimaca Copper Corp. is the Canadian dollar.

In addition to the AIH Private Placement, another investor subscribed for 1,000,000 Units by way of private placement at a price of C$4.50 per common share (the "Additional Private Placement") (together with the AIH Private Placement the "Private Placements"), for gross proceeds of C$4.5 million ($3.3 million). Each Unit consists of one common share of the Company and one half of one common share purchase warrant (each whole Common Share purchase warrant a "Warrant"), following the conditions described in the previous paragraph.

d) Stock options

The Company's incentive plan (the "Omnibus Plan") allows for the issuance of stock options and restricted share units ("RSUs"). The maximum number of common shares of the Company available for issuance under the Omnibus Plan must not exceed 10% of the Company's issued and outstanding common shares, less the number of common shares subject to grants of stock options under the Company's previous plan.

During the year ended December 31, 2024, no stock options were granted by the Company (Q3 2023 and YTD 2023 – 0.5 million stock options, respectively). The stock options granted in 2023 have a weighted average exercise price of C$4.00 per stock option and a weighted average life of 5 years. The fair value of the stock options granted in 2023 was estimated to be C$0.8 million in aggregate.

Stock options granted in 2023 were valued using the Black-Scholes option pricing model using the following weighted average assumptions to estimate the fair value of options granted: risk-free rate – 3.29%; volatility – 56%; expected life – 5 years and dividend yield – 0%.

(Expressed in thousands of U.S. dollars, except where indicated)

	2024		2023	
	Number of options	**Weighed average exercise price (C$)**	Number of options	Weighed average exercise price (C$)
Outstanding - January 1	**7,660,000**	**4.00**	7,473,977	3.87
Granted	**-**	**-**	725,000	4.00
Exercised [(1)]	**(480,000)**	**3.20**	(445,644)	1.57
Forfeited	**(530,000)**	**4.40**	(93,333)	5.00
Outstanding - December 31,	**6,650,000**	**4.01**	7,660,000	4.00
Exercisable - December 31,	**6,428,333**	**4.02**	7,110,000	4.01

[(1)] In the year ended December 31, 2024, officers and directors of the Company exercised a total of 480,000 options (2023 – 445,644 options). The exercises were paid for with $nil in cash proceeds to the Company (2023 – 0.1 million) and $0.8 million via a cashless exercise using 415,219 fully vested stock options (2023 – $0.4 million via a cashless exercise using 137,346 fully vested stock options). As a result of the options exercised, the Company issued 64,781 common shares (308,298 common shares). The weighted average share price at the date of exercise of stock options during the year ended December 31, 2024, was C$3.20 (2023 – C$1.57).

As at December 31, 2024, the following stock options were outstanding:

Number of options outstanding	**Number of option vested and exercisable**	**Weighted average exercise price C$**	**Weighted average remaining life**
395,000	395,000	1.25	0.30
1,575,000	1,575,000	3.20	0.73
200,000	133,333	3.40	3.84
1,020,000	1,020,000	3.69	1.98
465,000	310,000	4.00	3.38
100,000	100,000	4.39	1.80
200,000	200,000	4.60	1.23
2,695,000	2,695,000	5.00	1.35
6,650,000	**6,428,333**	**4.01**	**1.46**

During the year ended December 31, 2024, the Company recorded $4.8 million in share-based compensation (2023 - $2.1 million) associated with the vesting of granted stock options and RSUs.

e) Restricted Share Units

The Company adopted the restricted share units plan to allow the Board of Directors to grant its officers, employees, and directors non-transferable share units based on the units' fair value at the grant date. RSUs vest over three years for officers and employees and immediately for directors upon resolution approval. During the year ended December 31, 2024, the Company awarded 2.2 million RSUs (2023 - 0.3 million) to its officers and employees. The fair value of these RSUs was determined using the closing trading price on the day prior to the issuance of these RSUs.

As at December 31, 2024 and 2023, the following RSUs were outstanding:

	2024	2023
	Number of RSUs	Number of RSUs
Outstanding - January 1	**702,254**	410,554
Granted	**2,240,000**	291,700
Redeemed	**(53,334)**	-
Forfeited	**(34,999)**	-
Outstanding - December 31,	**2,853,921**	702,254
Exercisable - December 31,	**1,761,699**	618,921

f) Warrants

In August 2024, the Company issued 3.4 million Warrants in connection with the completion of the non-brokered private placement with AIH Private Placement and the Additional Private Placement, in which it issued 6,725,000 units ("Units") at a price of C$4.50 per unit. Each unit comprised one half of one common share of the Company (a "Common Share") and one Common Share purchase warrant of the Company (each whole warrant, a "Warrant"). Each Warrant entitled the holder to purchase one additional Common Share at an exercise price of C$5.85 for a period of 18 months following the closing.

In July 2023, the Company issued 4.6 million Warrants in connection with the completion of the non-brokered private placement with Mitsubishi Corporation ("Mitsubishi"), in which it issued 4,640,371 units ("Units") at a price of C$4.31 per unit. Each unit comprised one common share of the Company (a "Common Share") and one Common Share purchase warrant of the Company (each whole warrant, a "Warrant"). Each Warrant entitled the holder to purchase one additional Common Share at an exercise price of C$5.60 for a period of 24 months following the closing.

	2024			2023		
	Number of Warrants	**Weighed average exercise price (C$)**	**Weighed average remaining life (years)**	Number of Warrants	Weighed average exercise price (C$)	Weighed average remaining life (years)
Outstanding - January 1	**4,640,371**	**5.60**	**1.52**	-	-	-
Issued	**3,362,500**	**5.85**	**1.50**	4,640,371	5.60	2.00
Exercised	**-**	**-**	**-**	-	-	-
Expired	**-**	**-**	**-**	-	-	-
Outstanding - December 31	**8,002,871**	**5.71**	**0.76**	4,640,371	5.60	1.52

Note 9 - Income tax

Major items causing the Company's income tax rate to differ from the Canadian statutory rate of 27% (2023 – 27%) were as follows:

(In thousands of US dollars)		**2024**		2023
Net loss	**$**	**(13,752)**	$	(7,113)
Income tax recovery at statutory rates		**(3,755)**		(1,921)
Difference in foreign tax rates		**48**		-
Non-deductible expenses		**1,387**		333
Foreign exchange on deferred taxes		**696**		-
Unrecognized temporary differences		**1,509**		1,587
Unrecognized tax losses		**115**		1
Income tax expense	**$**	**-**	$	-

Deferred tax assets have not been recognized in respect of the following items:

(In thousands of US dollars)		**2024**		2023
Operating losses carryforward	**$**	**7,871**	$	11,726
Mineral asset tax pools		**7,669**		6,510
Provisions		**52**		135
Share issuance costs		**247**		120
	$	**15,839**	$	18,491

As at December 31, 2024, Company has non-capital losses carried forward of $29.2 million (2023 - $43.4 million) which are available to offset future years' taxable income. The following losses will expire as follows:

(In thousands of US dollars)		**Canada**		**Chile**		**Total**
2028 - 2032	$	2,077	$	-	$	2,077
2033 - 2037		4,349		-		4,349
2038 - 2042		10,852		-		10,852
2043 - 2047		5,425		-		5,425
Indefinite		-		6,447		6,447
	$	22,703	$	6,447	$	29,150

Note 10 - Related party transactions

Key management personnel
The Company considers directors and officers of the Company to be key management personnel. Compensation was as follows:

(In thousands of US dollars)		Year ended December 31, 2024		2023
Short-term benefits[1]	**$**	**2,612**	$	2,095
Share-based payments[2]		**3,733**		1,678
Total	**$**	**6,345**	$	3,773

[1] Includes salary, severance, benefits and short-term accrued incentives/other bonuses earned in the period.
[2] Represents the expense of stock options and restricted share units during the period.

Note 11 - Segmented information

The chief operating decision-maker organizes and manages the business under one operating segment. The table below shows the geographical location of various assets and liabilities held by the Company as at December 31, 2024 and the net loss associated with each location for the year ended December 31, 2024.

(In thousands of US dollars)	**Chile**	**Canada**		**Total**
December 31, 2024				
Current assets	3,266	22,202	**$**	**25,468**
Non-current assets	86,894	20		**86,914**
Total assets	90,160	22,222		**112,382**
Current liabilities	2,200	605		**2,805**
Non-current liabilities	-	-		**-**
Total liabilities	2,200	605		**2,805**
Net loss	(4,715)	(9,037)		**(13,752)**
	Chile	Canada		Total
December 31, 2023				
Current assets	8,546	15,120	$	23,666
Non-current assets	71,912	21		71,933
Total assets	80,458	15,141		95,599
Current liabilities	714	447		1,161
Non-current liabilities	43	-		43
Total liabilities	757	447		1,204
Net income (loss)	(2,243)	(4,870)		(7,113)

Note 12 - Financial instruments

For year ended December 31, 2024, the Company's carrying values of cash and cash equivalents, amounts receivable net of estimated ECL allowances, accounts payable and accrued liabilities approximate their fair values due to their short term to maturity. The estimated fair value of amounts receivable net of estimated ECL allowances is an estimate that involves the use of scenarios, estimates of collateral value and realization costs.

Credit risk
Credit risk is a risk that a financial loss will be incurred if a counterparty to a transaction does not fulfill its financial obligations as agreed. Financial instruments that potentially subject the Company to credit risk consist of cash, and accounts receivable, which are the maximum amounts exposed to credit risk. The Company deposits its cash with high credit quality

financial institutions as determined by rating agencies. As per note 5, the Company has recorded an expected credit loss on the receivable.

Currency risk
Currency risk is the risk that the fair values or future cash flows of the Company's financial instruments will fluctuate because of changes in foreign currency rates in the market. The Company's financial instruments are exposed to currency risk where those instruments are denominated in currencies that are not the same as the functional currency of the entity that holds them; foreign exchange gains and losses in these situations impact earnings.

The Company's significant subsidiaries are located in Chile and although their functional currency is the U.S. dollar, they are subject to currency risk because they maintain certain cash, amounts receivable and accounts payables and accrued liabilities in Chilean pesos. The parent company is in Canada and its functional currency is the Canadian dollar and also maintains cash and accounts payables and accrued liabilities in Canadian and US dollars.

Total currency exposure from foreign currencies is equivalent to $1.5 million as at December 31, 2024 ($0.5 million as of December 31, 2023). Based on the net exposures as of December 31, 2024, and assuming that all other variables remain constant, a change of 10% in the Canadian dollar and/or Chilean peso against the US dollar would result in a change in the Company's net loss of approximately $0.1 million, respectively. The Company manages and monitors the currency risk on a regular basis.

As at December 31, 2024, the Company held its cash as follows: 86% in U.S. dollars, 10.6% in Canadian dollars and 3.4% in Chilean pesos, with 96.5% of cash held in Canadian banks and 3.5% held in Chilean banks, as at December 31, 2024.

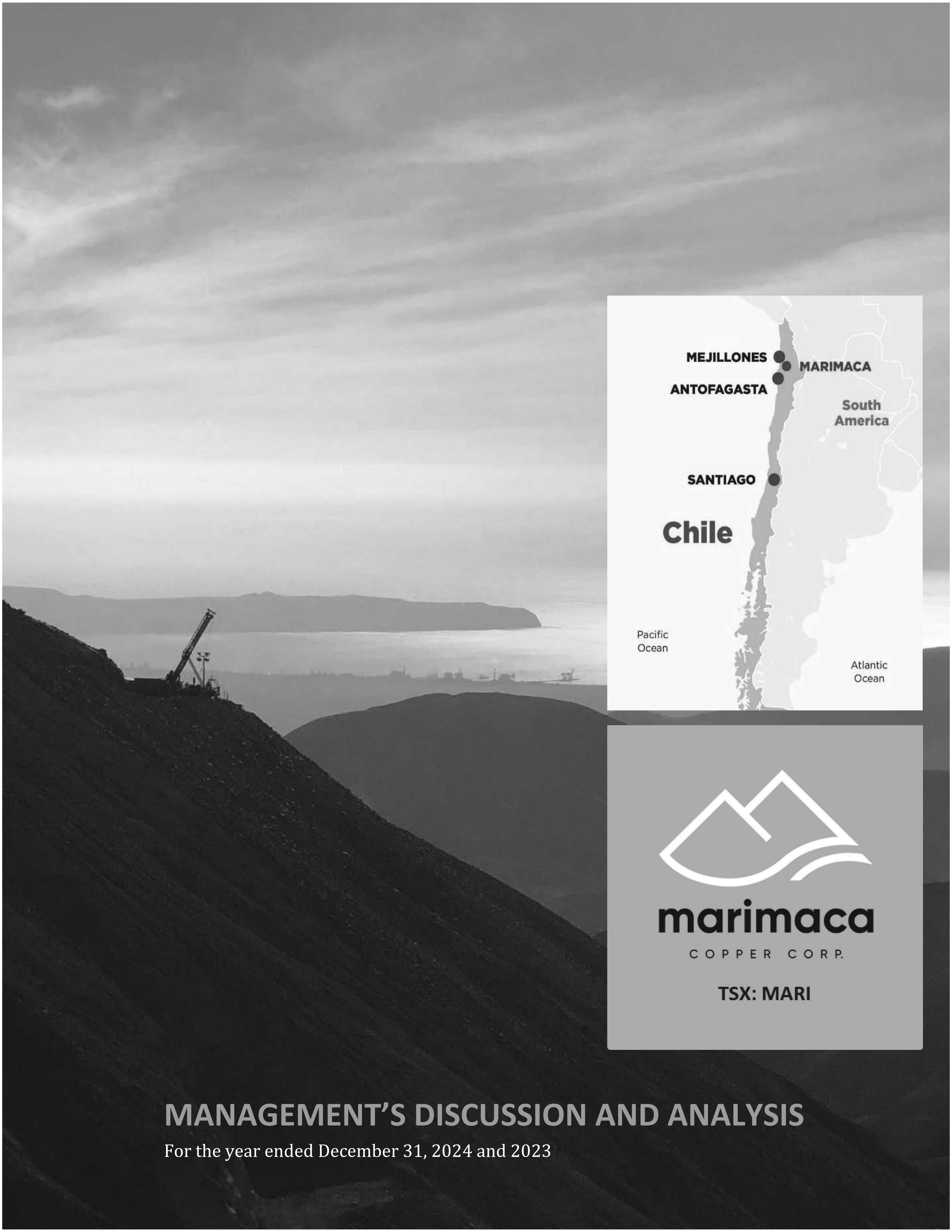
Interest rate risk
Interest rate risk is the risk that the fair values or future cash flows of our financial instruments will fluctuate because of changes in market interest rates. Cash and accounts receivable are the only financial instruments the Company holds that are impacted by interest. There is limited interest rate risk associated with the Company´s cash balance and accounts receivable.

Liquidity risk
Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with its financial liabilities. The Company is reliant upon equity issuances and/or loans as its sole source of cash. The Company manages liquidity risk by maintaining an adequate level of cash to meet its short-term ongoing obligations and reviews its actual expenditures and forecast cash flows on a regular basis and matches the maturity dates of its cash equivalents to capital and operating needs. The Company's accounts payable and accrued liabilities are all payable within normal trade terms which are typically up to a maximum of 30 days.

Note 13 – Capital management

The capital managed by the Company includes the components of shareholders' equity as described in the consolidated statements of shareholders' equity. The Company is not subject to externally imposed capital requirements.

The Company's objectives of capital management are to create long-term value and economic returns for its shareholders. It does this by seeking to maximize the availability of finance to fund the growth and development of its mining properties, and to support the working capital required to maintain its ability to continue as a going concern. The Company manages its capital structure and adjusts it for changes in economic conditions and the risk characteristics of its assets, seeking to limit shareholder dilution and optimize its cost of capital while maintaining an acceptable level of risk. To maintain or adjust its capital structure, the Company considers all sources of finance reasonably available to it, including but not limited to issuance of new capital, issuance of new debt and the sale of assets in whole or in part, including mineral property interests. The Company's overall strategy with respect to management of capital as December 31, 2024, remains fundamentally unchanged from the year ended December 31, 2024.



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MANAGEMENT'S DISCUSSION AND ANALYSIS

For the year ended December 31, 2024 and 2023

This Management's Discussion and Analysis ("MD&A") of the financial position and results of operations of Marimaca Copper Corp. ("Marimaca Copper" or the "Company") has been prepared based on information available to the Company as at March 21, 2025, and should be read in conjunction with the Company's consolidated annual audited financial statements for the years ended December 31, 2024, and 2023 (the "Financial Statements") and related notes thereto which have been prepared in accordance with IFRS Accounting Standards. The Financial Statements and MD&A are presented in U.S. dollars. Reference herein of $ is to the United States dollars and C$ is to the Canadian dollar.

Readers are cautioned that the MD&A contains forward-looking statements and that actual events may vary from management's expectations. Readers are encouraged to read the "Cautionary Statement on Forward-Looking Information" at the end of this MD&A and to consult Marimaca Copper's Financial Statements for the years ended December 31, 2024, and 2023 and the corresponding notes to the Financial Statements which are available on our website at www.marimaca.com and on SEDAR+ at www.sedarplus.ca.

Additional information related to Marimaca Copper, including our Annual Information Form ("AIF"), is available under the Company's profile on SEDAR+ at www.sedarplus.ca and the Company's website at www.marimaca.com.

Contents

1 Overview

Marimaca Copper is a Canadian publicly-listed exploration and development company focused on exploring for and developing new copper deposits in Chile. The Company's shares are traded on the Toronto Stock Exchange ("TSX") under the symbol "MARI".

The Company's principal asset is the Marimaca Project, a copper deposit located in the Antofagasta Region of northern Chile. The Company released an updated Mineral Resource Estimate ("MRE") for the Marimaca Project in May 2023. The Company's current technical report (the "2023 MRE") for the Marimaca Project is dated May 18, 2023, and is the technical report most recently filed on SEDAR+ at www.sedarplus.ca under the Company's profile.

The Company continues to focus on the development of the Marimaca Project while concurrently exploring its extensive land holding for additional copper mineralization. This larger area is referred to as the Marimaca District.

2 Highlights

The following are Q4 2024 highlights:

- On October 8, 2024, the Company announced the signing of a binding option agreement (the "**Option**") to acquire the Pampa Medina project ("**Pampa Medina**") from Sociedad Contractual Minera Elenita ("**SCM Elenita**"). Under the terms of the Option, Marimaca Copper has the option to pay the following installments over a 5-year option term to acquire 100% of Pampa Medina: i) $0.2 million on signing (paid), ii) $0.4 million on or before the first anniversary of signing, iii) $0.5 million on or before the second anniversary of signing, iv) $1.5 million on or before the third anniversary of signing, v) $2.5 million on or before the fourth anniversary of signing; vi) $7.0 million on or before the fifth anniversary of signing.

  Marimaca Copper may withdraw and relinquish property exploration rights back to SCM Elenita at any time, before completing all the installments agreed under the Option. Under the terms of the option the company has the right to perform exploration activities on the property.

  Following the acquisition of Pampa Medina, SCM Elenita will retain a 1.5% net smelter royalty ("**NSR**") on the Pampa Medina property. Marimaca Copper will have a right to buy back 1.0% of the NSR for $2 million, exercisable within a term of 24 months from the start of commercial production.
- On November 18, 2024, the Company announced its intention to pursue a dual listing on the Australian Securities Exchange ("**ASX**") as part of its growth strategy. The proposed ASX listing was aimed at supporting the development of the Marimaca Copper Project in the Antofagasta Region, Chile, as it progresses through the Definitive Feasibility Study ("**DFS**"), project permitting milestones, and towards development. The dual listing is expected to expand the Company's access to institutional investors in Australia, where there is strong demand for high-quality copper development and exploration projects.
- On November 26, 2024, the Company announced the results of reverse circulation ("**RC**") drilling at the Mercedes Target ("**Mercedes**"), which extended the surface oxide copper mineralization envelope to an area of interest measuring 700m along strike and 400m in width. A total of eight holes were completed, of which six intersected mineralization. Drill hole MER-25 intersected 68m at 0.64% CuT from 8m depth, including 42m at 0.90% CuT from 28m. The results complement previous drilling and confirm continuity of mineralization, particularly in the northwestern and western portions of the target area. A lower-grade halo to the east and southeast has further expanded the mineralized envelope. The Company noted that Mercedes shares geological characteristics with the MOD, including similar fracturing patterns and mineralization zonation.
- On December 17, 2024, the Company announced the signing of a binding option agreement (the "Agreement") to acquire the Madrugador project ("**Madrugador**"). The project consists of 10 mining concessions totaling 855 hectares and is located adjacent to the Pampa Medina project, consolidating Marimaca Copper's ownership of the southern extent of the broader 14,500-hectare Sierra de Medina ("**SdM**") property package. Under the terms of the agreement, Marimaca Copper may pay the following over a five-year option term to acquire 100% of Madrugador: i) $150,000 on signing, ii) $250,000 on or before the first anniversary, iii) $400,000 on or before the second anniversary, iv) $1.2 million on or before the third anniversary, v) $3.0 million on or before the fourth anniversary, and vi) $7.0 million on or before the fifth anniversary. Marimaca Copper may withdraw and

relinquish property exploration rights back to Sociedad Legal Minera Juanita Uno del Mineral El Desesperado and Sociedad Legal Minera Madrugador Uno del Mineral de Sierra Valenzuela at any time, before completing all the installments agreed under the Option. Under the terms of the option the company has the right to perform exploration activities on the property.

The sellers will retain a 1.5% NSR, of which Marimaca Copper has the right to buy back 1.0% for $1.5 million at any time. The company will also have a right of first refusal on any sale of the royalty to a third party.

- On December 30, 2024, the Company announced the discovery of the northern extension of the Pampa Medina deposit, located approximately 26km from the Marimaca Oxide Deposit ("**MOD**"). The Company also reported results from its maiden scout drilling program at the Pias target, situated northwest of Pampa Medina within the broader SdM Property Block. At Pampa Medina Norte, drill hole SMR-01, located 400m north of the previously known mineralized envelope, intersected significant copper oxide and chalcocite mineralization from 272m to 462m, transitioning to chalcopyrite-bornite mineralization at depth. SMR-01 returned 400m at 0.49% CuT from 250m, including 102m at 1.20% CuT, with a high-grade intercept of 18m at 5.11% CuT. In addition, scout drilling at the Pias target confirmed the presence of near-surface copper oxide mineralization, hosted primarily in andesitic volcanics.

Corporate

2023 Mineral Resource Estimate

On May 18, 2023, the Company released the 2023 MRE for the MOD. The 2023 MRE incorporated 28,374m of new drilling data completed since the 2022 Mineral Resource Estimate (the "**2022 MRE**") released in October 2022. The 2023 MRE database consists of 139,164m across 554 drill holes completed since discovery of the MOD in 2016. New drilling data captured in the 2023 MRE was largely targeted at conversion of Inferred Resources to the Measured and Indicated ("**M&I**") categories.

The 2023 MRE reflected a 44% increase in M&I Resource tonnes to 200Mt at 0.45% CuT for 900kt of contained copper, with an Inferred Resource of 37Mt at 0.38% CuT for 141kt of contained copper.

The 2023 MRE was prepared in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum ("**CIM**") Definition Standards and National Instrument 43-101 - Standards of Disclosure for Mineral Projects ("**NI 43-101**"). (See Marimaca section below).

AIH Private Placement and Additional Private Placement

On August 7, 2024, the Company completed a non-brokered private placement with Assore International Holdings Limited ("AIH") (the "AIH Private Placement") via a non-brokered private placement (the "AIH Investment"), which it issued 5,725,000 units ("Units") at a price of C$4.50 per Unit for gross proceeds of C$25.8 million ($18.7 million). Each Unit comprised one common share of the Company (a "Common Share") and one half of one Common Share purchase warrant of the Company (each whole warrant, a "Warrant"). Each Warrant entitled the holder to purchase one additional Common Share at an exercise price of C$5.85 for a period of 18 months following the closing. Following the completion of the AIH Investment, AIH now owns approximately 15% of Marimaca's issued and outstanding common shares on a non-diluted basis. No warrants have been exercised during the period.

In addition to the AIH Private Placement, another investor subscribed for 1,000,000 Units by way of private placement at a price of C$4.50 per common share (the "Additional Private Placement") (together with the AIH Private Placement the "Private Placements"), for gross proceeds of C$4.5 million ($3.3 million). Each Unit consists of one common share of the Company and one half of one common share purchase warrant (each whole Common Share purchase warrant a "Warrant"), following the conditions described in the previous paragraph.

Assore International Holdings, also announces the closing of the acquisition of 9,417,210 Common Shares by AIH from an affiliate of Tembo Capital Mining GP Limited, Ndovu Capital XIV B.V. (collectively, "Tembo Capital") (the "Tembo Acquisition"), at a price of C$4.50 per Common Share for gross proceeds to Tembo Capital of approximately C$42.4 million. As a result of the AIH Investment and the Tembo Acquisition, AIH now owns approximately 14.99% of Marimaca's issued and outstanding Common Shares on a non-diluted basis. On August 8, 2024, the Company announced the appointment of Kieran Daly to its Board of Directors.

Sale of Minera Rayrock Ltda ("Rayrock")

By means of an agreement dated March 18, 2022, the Company sold and transferred 100% of the equity interest of its wholly-owned indirect subsidiary Minera Rayrock Limitada (currently Minera Cobre Verde SpA "MCV"), owner of the Ivan plant, to non-related parties 5Q SpA ("5Q") and Fondo de Inversiones Privado Neith ("FIP"), for an aggregate amount of $10.3 million, to be paid according to an agreed payment schedule. In December 2023, FIP transferred its stake in MCV to Cobres y Metales SpA ("CyM"). As a result, 5Q and CyM remained liable to the Company for payment of the US$10.3 million purchase price. As of the date hereof, the Company has received $0.5 million of the purchase price.

On December 29, 2023, the Company, 5Q and CyM signed a Memorandum of Understanding ("2023 MOU"), pursuant to which the Company agreed to accept a revised total payment of US$7.0 million, provided the buyers made payment of such revised amount in full on or before July 1, 2024. Under the terms of the 2023 MOU, failure to pay such revised amount before July 1, 2024, would result in the full outstanding total of US$9.8 million becoming payable once more. The buyers did not pay any of the US$7 million amount on or before 1 July 2024.

On July 23, 2024, notwithstanding the prior default of payment by the buyers, the Company and the buyers entered into a new memorandum of understanding whereby the Company provided an extension to the buyers for payment of the remaining US$7.0 million of the purchase price in three instalments, as follows:

- 1st Instalment – $2 million by August 15, 2024;
- 2nd Instalment – $2.5 million until September 30, 2024; and
- 3rd Instalment – $2.5 million not earlier than September 30, 2024, and not later than December 31, 2024.

Failure to pay the first instalment that was due on 15 August 2024 would result in the original US$9.8 million becoming due in full once again. Since the buyers failed to pay the debt before the requisite deadline, and since as of the date hereof the buyers have not made any additional payment to the Company, the original US$9.8 million remains owed and overdue to the Company by the buyers of Rayrock As a result of the liquidation process initiated by management described below, management has applied judgment to determine the current and non-current classification of the overdue amounts, based on the expected outcome and timeline of the liquidation process.

On September 6, 2024, the Company filed a petition for the liquidation of MCV in the Civil Court, in order to commence a liquidation process. The Company is the majority creditor in the liquidation process. On November 4, 2024, MCV opposed the bankruptcy proceeding through an objection based on a lack of jurisdiction, which was rejected by the Court. MCV filed an appeal against this ruling, which was dismissed by the Court of Appeals of Santiago. A new evidentiary hearing was held on February 25, 2025, where MCV submitted new procedural objections. The Court is expected to set the judgment hearing within April 2025.

The original payment of the US$9.8 million purchase price is secured, including pledge of MCV's shares, pledge of the Ivan plant and mortgage on MCV's mining tenements located in the Antofagasta region of Chile. Management estimated that the value of the collateral on this account receivable exceeds the current book value.

As a result of these events, the company assessed the recoverability of the account receivable in the context of the liquidation process, and considering factors such as the collateral value, and the ability of the company of realizing the collateral, concluded that a net impairment of $2.4 million for the year ended at December 31, 2024 was required. As of December 31, 2024, the company has a net receivable of $4.7 million ($6.6 million as of December 31, 2023). Management estimated the recoverable amount of the account receivable using probability weighted scenarios, which incorporated expectations of the liquidation process as well as the valuation of the underlying assets subject to liquidation, the associated costs and the ultimate recoverable amounts.

3 Outlook

The company continues to advance the Definitive Feasibility Study (DFS) led by Ausenco Chile Limitada – on track for completion in Q2 2025. Marimaca's submission for the environmental permitting of the MOD was made on December 27th, 2024. The Company received it's Informe Consolidado de Solicitud de Aclaraciones, Rectificaciones y/o Ampliaciones (Consolidated Request for Clarifications, Rectifications and/or Extensions) ("**ICSARA**") on February 14th, 2025. The receipt of the ICSARA is the first milestone for Marimaca under its permitting process, and the Company will now compile and respond to the consolidated requests received. The Company remains optimistic in being positioned to receive its Resolución de Calificación Ambiental (Environmental Qualification Resolution, or "**RCA**") in late 2025.

As part of its two-pronged strategy, Marimaca is de-risking the MOD while expanding its exploration footprint. Near-mine exploration is targeting sulphide potential below oxides and oxide extensions, while district-scale efforts focus on a 'hub and spoke' resource model to support long-term growth.

Following the October 2024 acquisition of Pampa Medina, Marimaca has initiated a Preliminary Economic Assessment ("**PEA**") to evaluate its development potential leveraging future processing infrastructure envisioned at the MOD. The Mineral Resource Estimate ("**MRE**") for Pampa Medina is expected to be released in Q2 2025, providing validation of the project's historical resource. The company is also following up on exploration success at Pampa Medina Norte, which could further enhance resource growth and provide near-term catalysts for shareholders.

With a Final Investment Decision ("**FID**") targeted for the first half of 2026, Marimaca continues to expand its Owner's Team in preparation for construction.

4 Marimaca

Location & Mineral Resource Estimate

The Marimaca Project is the Company's flagship asset, which is located in the Antofagasta Region of northern Chile. The Marimaca Project is recognised for its location with access to key infrastructure points nearby. High voltage powerlines and national highways are within 14 kilometres of the Project area, and the Project is located 25 kilometres from the port of Mejillones and 45 kilometres from the regional capital of Antofagasta.

In May 2023, the Company released the 2023 MRE, which was based on 554 drill holes for a total of 139,164m drilled between 2016 and 2022. The 2023 MRE was completed by independent consultants NCL Ingeniería y Construcción SpA ("**NCL**") and verified by Mr. Luis Oviedo, a qualified person and independent of the Company (within the meaning of such terms under NI 43-101).

The 2023 MRE is summarized in the tables below:

Table 1: NI 43-101 2023 Mineral Resource Estimate (reported at a 0.15% CuT cutoff) (Effective Date: May 17,2023)[1]

Mineral Resource Category and Type	Quantity	CuT	CuS	CuT	CuS
	(kt)	(%)	(%)	(t)	(t)
Total Measured	96,954	0.49	0.28	473,912	268,628
Total Indicated	103,358	0.41	0.21	425,797	219,690
Total Measured and Indicated	**200,312**	**0.45**	**0.24**	**899,709**	**488,319**
Total Inferred	**37,289**	**0.38**	**0.15**	**141,252**	**55,802**

* Pit shell constrained resources with demonstrated reasonable prospects for eventual economic extraction (RPEEE) are generated using series of Lerchs-Grossmann pit shell optimizations completed by NCL
* CuT means total copper and CuS means acid soluble copper. Technical and economic parameters include: copper price US$4.00/lb; base mining cost of US$1.51/t with a mining cost adjustment factor of US$0.04/t-10m bench; Heap Leach "HL" processing cost US$5.94/t (incl. G&A); Run-of-Mine "ROM" processing cost US$1.65/t (incl. G&A); SX-EW processing cost and selling cost US$0.16/lb Cu; heap leach recovery 76% of CuT; ROM recovery 40% of CuT; and 42°-52° pit slope angle
* Mineral resources which are not mineral reserves do not have demonstrated economic viability. Due to the uncertainty which may attach to inferred mineral resources, it cannot be assumed that all or any part of an inferred mineral resource will be upgraded to an indicated or measured mineral resource as a result of continued exploration[1] Amounts in table may not foot due to rounding.

Table 2: 2023 Mineral Resource Estimate Sensitivity(1)

Cut-off grade (% CuT)	Measured			Indicated			Measured + Indicated			Inferred		
	Quantity kt	CuT [%]	CuS [%]	Quantity kt	CuT [%]	CuS [%]	Quantity kt	CuT [%]	CuS [%]	Quantity kt	CuT [%]	CuS [%]
0.40	44.00	0.77	0.44	37.50	0.69	0.38	81.60	0.73	0.41	12.10	0.64	0.24
0.30	60.20	0.65	0.38	55.50	0.58	0.31	115.70	0.62	0.35	18.80	0.54	0.21
0.22	77.80	0.56	0.32	77.00	0.49	0.26	154.90	0.53	0.29	27.20	0.45	0.18
0.20	83.00	0.54	0.31	83.80	0.47	0.25	166.80	0.5	0.28	30.20	0.43	0.17
0.18	88.30	0.52	0.3	91.30	0.44	0.23	179.60	0.48	0.26	33.00	0.41	0.16
0.15	97.00	0.49	0.28	103.40	0.41	0.21	200.30	0.45	0.24	37.30	0.38	0.15
0.10	113.30	0.44	0.24	127.60	0.36	0.18	241.00	0.39	0.21	46.60	0.33	0.13
0.00	146.10	0.35	0.19	178.20	0.27	0.14	324.30	0.31	0.16	72.00	0.24	0.09

* Pit shell constrained resources with demonstrated reasonable prospects for eventual economic extraction (RPEEE) are generated using series of Lerchs-Grossmann pit shell optimizations completed by NCL
* CuT means total copper and CuS means acid soluble copper. Technical and economic parameters include: copper price US$4.00/lb; base mining cost of US$1.51/t with a mining cost adjustment factor of US$0.04/t-10m bench; Heap Leach "HL" processing cost US$5.94/t (incl. G&A); Run-of-Mine "ROM" processing cost US$1.65/t (incl. G&A); SX-EW processing cost and selling cost US$0.16/lb Cu; heap leach recovery 76% of CuT; ROM recovery 40% of CuT; and 42°-52° pit slope angle
* Mineral resources which are not mineral reserves do not have demonstrated economic viability. Due to the uncertainty which may attach to inferred mineral resources, it cannot be assumed that all or any part of an inferred mineral resource will be upgraded to an indicated or measured mineral resource as a result of continued exploration
(1) Amounts in table may not foot due to rounding.

Mining Property

The Company owns all the concessions that make up the Marimaca Project and any historical option agreements relating to concessions have been exercised.

Certain concessions that make up the greater Marimaca District are under option agreements as follows:

Pampa Medina

Under the terms of an October 2024 option agreement, the Company may acquire the Pampa Medina property for a total consideration of $12 million payable as follows: $0.15 million upon signing (paid); $0.35 million on the 12-month anniversary; $0.5 million on the 24-month anniversary; $1.5 million on the 36-month anniversary; $2.5 million on the 48-month anniversary, and $7.0 million on the 60month anniversary. These claims are subject to a 1.5% NSR with a clause to buy a 1.0% NSR for $2 million, exercisable within a term of 24 months from the start of commercial production.

The Company may withdraw from the Agreement at any time, before completing all the installments agreed under the Agreement. Under the terms of the option, the Company has the right to perform exploration activities on the property.

Madrugador Project

Under the terms of a December 2024 option agreement, the Company may acquire the Madrugador Project property for a total consideration of $12 million payable as follows: $0.15 million upon signing (paid); $0.25 million on the 12-month anniversary; $0.4 million on the 24-month anniversary; $1.2 million on the 36-month anniversary; $3.0 million on the 48-month anniversary, and $7.0 million on the 60month anniversary. These claims are subject to a 1.5% NSR with a clause to buy back 1.0% of the royalty for $1.5 million at any time and a right of first refusal on any sale of the royalty to a third party.

The Company may withdraw from the Agreement at any time, before completing all the installments agreed under the Agreement. Under the terms of the option, the Company has the right to perform exploration activities on the property.

5 Financial Position Review

Selected Annual Financial Information ***(In thousands of US dollars)***	**2024**	2023	2022
Net (loss) income from continuing operations	**$ (13,752)**	$ (7,113)	$ (4,848)
(Loss) earnings per share from continuing operations	**(0.14)**	(0.08)	(0.06)
Income (loss) from discontinued operations	**-**	-	2,687
Earnings (loss) per share from discontinued operations	**-**	-	0.03
Net (loss) income	**(13,752)**	(7,113)	(2,161)
(Loss) earnings per share	**(0.14)**	(0.08)	(0.03)
Total assets	**112,382**	95,599	84,825
Total non-current liabilities	**2,805**	1,204	561
Total shareholders' equity	**109,577**	94,395	84,264

The Company is an exploration and development company that currently does not generate revenue. At December 31, 2024, the Company had cash on hand of $22.6 million (December 31, 2023 - $16.7 million), working capital of $22.7 million (December 31, 2023 – $22.5 million), total assets of $112.4 million (December 31, 2023 - $95.6 million), total liabilities of $2.8 million (December 31, 2023 - $1.2 million) and recorded a net loss of $13.8 million for 2023 (2023 – $7.1 million).

The Company recorded a net receivable of $4.7 million (December 31, 2023 - $6.9 million) associated with the sale of Rayrock, impairment of $2.4 million for the year ended at December 31, 2024 required due to the petition for liquidation of MCV, in order to commence a liquidation process, submitted by the Company on September 10, 2024. Management estimated the recoverable amount of the account receivable using probability weighted scenarios which incorporated expectations of the liquidation process as well as the valuation of the underlying assets subject to liquidation, the associated costs and the ultimate recoverable amounts.

During 2024, the Company capitalized $12.7 million (2023 - $10.1 million) to exploration and evaluation assets which was comprised of exploration activities, property acquisition costs and property option payments.

Total liabilities of $2.8 million (December 31, 2023 - $1.2 million) is mainly related to accounts payable and accrued liabilities

Liquidity

The Company is an exploration and development company that currently does not generate operational revenue. At December 31, 2024, the Company had working capital of $22.7 million (December 31, 2023 – $22.5 million), which management believes is sufficient to meet its property option payments, its obligations and to continue to fund operations for at least the next twelve months.

Beyond the next 12 months, the Company's ability to continue as a going concern and to advance the Marimaca Project will be dependent upon its ability to obtain the necessary financing. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

Capital Management

The capital managed by the Company includes the components of shareholders' equity as described in the consolidated statements of shareholders' equity. The Company is not subject to externally imposed capital requirements.

The Company's objectives of capital management are to create long-term value and economic returns for its shareholders. It does this by seeking to maximize the availability of finance to fund the growth and development of its mining properties, and to support the working capital required to maintain its ability to continue as a going concern. The Company manages its capital structure and adjusts it for changes in economic conditions and the risk characteristics of its assets, seeking to limit shareholder dilution and optimize its cost of capital while maintaining an acceptable level of risk. To maintain or adjust its capital structure, the Company considers all sources of finance reasonably available to it, including but not limited to issuance of new capital, issuance of new debt and the sale of assets in whole or in part, including mineral property interests. The Company's overall strategy with respect to management of capital as of December 31, 2024, remains fundamentally unchanged from the year ended December 31, 2023.

Financial Instruments

For year ended December 31, 2024, the Company's carrying values of cash and cash equivalents, amounts receivable net of estimated ECL allowances, accounts payable and accrued liabilities approximate their fair values due to their short term to maturity.

Credit risk

Interest rate risk is the risk that the fair values or future cash flows of our financial instruments will fluctuate because of changes in market interest rates. Cash and accounts receivable are the only financial instruments the Company holds that are impacted by interest. There is limited interest rate risk associated with the Company´s cash balance and accounts receivable.

Currency risk

Currency risk is the risk that the fair values or future cash flows of the Company's financial instruments will fluctuate because of changes in foreign currency rates in the market. The Company's financial instruments are exposed to currency risk where those instruments are denominated in currencies that are not the same as the functional currency of the entity that holds them; foreign exchange gains and losses in these situations impact earnings.

The Company's significant subsidiaries are located in Chile and although their functional currency is the U.S. dollar, they are subject to currency risk because they maintain certain cash, amounts receivable and accounts payables and accrued liabilities in Chilean pesos. The parent company is in Canada and its functional currency is the Canadian dollar and also maintains cash and accounts payables and accrued liabilities in Canadian and US dollars.

Total currency exposure from foreign currencies is equivalent to $1.5 million as at December 31, 2024 ($0.5 million as of December 31, 2023). Based on the net exposures as of December 31, 2024, and assuming that all other variables remain constant, a change of 10% in the Canadian dollar and/or Chilean peso against the US dollar would result in a change in the Company's net loss of approximately $0.1 million, respectively. The Company manages and monitors the currency risk on a regular basis.

As at December 31, 2024, the Company held its cash as follows: 86% in U.S. dollars, 10.6% in Canadian dollars and 3.4% in Chilean pesos, with 96.5% of cash held in Canadian banks and 3.5% held in Chilean banks, as at December 31, 2024.

Interest rate risk

Interest rate risk is the risk that the fair values or future cash flows of our financial instruments will fluctuate because of changes in market interest rates. Cash is the only financial instrument the Company holds that is impacted by interest. There is limited interest rate risk associated with the Company´s cash balance.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with its financial liabilities. The Company is reliant upon equity issuances and/or loans as its sole source of cash. The Company manages liquidity risk by maintaining an adequate level of cash to meet its short-term ongoing obligations and reviews its actual expenditures and forecast cash flows on a regular basis and matches the maturity dates of its cash equivalents to capital and operating needs.

Table 4: Contractual Obligation

(In thousands of US dollars)	Total	< 1 year	1 - 3 years	4 - 5 years	More than 5 years
Accounts payable and accrued liabilities	$ **2,760**	$ 2,760	$ -	$ -	$ -
Lease liabilities	**45**	45	-	-	-
Total	$ **2,805**	$ 2,805	$ -	$ -	$ -

6 Expenditure Review

	Three months ended December 31,		Twelve months ended December 31,	
(In thousands of US dollars)	**2024**	**2023**	**2024**	**2023**
Expenses				
Exploration Expenditures	$ **891**	$ -	$ **1,419**	$ -
Depreciation and amortization	**50**	24	**173**	54
Legal and filing fees	**231**	76	**488**	259
Salaries and corporate costs	**1,413**	355	**4,469**	3,441
Share-based compensation	**2,696**	318	**4,767**	2,139
Operating loss	$ **(5,281)**	$ (773)	$ **(11,316)**	$ (5,893)
Finance income	**386**	(96)	**1,134**	597
Foreign exchange (loss) gain	**(771)**	(148)	**(682)**	49
Other non-operating income	**42**	-	**209**	-
Change in fair value of derivative	**-**	(1,864)	**-**	(1,866)
Expected credit loss	**(761)**	-	**(3,097)**	-
Net loss	$ **(6,385)**	$ (2,881)	$ **(13,752)**	$ (7,113)
Items that may be subsequently reclassified to net income:				
Foreign currency translation adjustment	**398**	276	**353**	(47)
Total comprehensive loss for the period	$ **(5,987)**	$ (2,605)	$ **(13,399)**	$ (7,160)

Three months ended December 31, 2024 (“Q4 2024”) compared to three months ended December 31, 2023 (“Q4 2023”)

For Q4 2024, the Company recorded a net loss of $6.4 million compared to a net income of $2.9 million in Q4 2023. The loss for the three months ended December 31, 2024, was primarily due to a higher share-based compensation of $2.7 million due to the grant of 1.3 million RSUs to management and directors in Q4 2024 compared $0.3 million in Q4 2023 associated with the vesting of granted Stock Options and RSUs with nil RSUs granted in Q4 2023, combined with i) an increase in salaries and corporate costs, which increased to $1.4 million in Q4 2024 compared to $0.4 million in Q4 2023, due to headcount increase and bonus payment, and ii) $0.9 million on exploration expenditures during Q4 2024 at the Mercedes area ($nil Q4 2023).

Quarterly Financial Information

(in thousands except per share amount) [1]	Q4 2024	Q3 2024	Q2 2024	Q1 2024	Q4 2023	Q3 2023	Q2 2023	Q1 2023
Cash	**$ 22,648**	$ 28,314	$ 12,646	$ 12,685	$ 16,692	$ 18,938	$ 7,801	$ 12,206
Total assets	**112,382**	113,832	96,371	94,174	95,599	97,519	83,340	84,168
Total liabilities	**-**	919	1,546	1,009	1,204	832	1,129	758
Shareholder's equity	**109,577**	112,913	94,825	93,165	94,395	96,687	82,211	83,410
Net income (loss)	**(6,385)**	(3,348)	(1,294)	(2,725)	(2,883)	(451)	(2,520)	(1,259)
Basic and diluted (loss) income per share	**$ (0.07)**	$ (0.03)	$ (0.01)	$ (0.03)	$ (0.03)	$ -	$ (0.03)	$ (0.01)
Weighted Average Number Shares Outstanding	**96,305**	101,017	94,266	93,203	90,485	92,327	88,234	88,226
Cash used in operating activities	**(1,347)**	(2,193)	(731)	(1,466)	(501)	(1,005)	(1,161)	(461)
Cash provided by (used in) in financing activities	**(75)**	21,197	2,640	(31)	38	15,057	-	-
Cash provided by (used in) investing activities	**(4,195)**	(3,536)	(1,995)	(2,298)	(1,714)	(2,892)	(3,484)	(1,756)

[1] Sum of all quarters may not add up to yearly total due to rounding.

The Company does not generate operational revenues as it is an exploration and development company, focused on advancing its Marimaca Project. Historically, the Company has relied on equity financings and loan instruments to fund operations. Variances between the quarterly figures presented in Table 4 are generally due to (i) the availability of cash to fund operations; (ii) the completion of any debt or equity financings in the period; and (iii) the level of exploration/development and/or care & maintenance activities which are directly correlated to the availability of cash resources.

Related Party Disclosure

Key Management Personnel

In accordance with IAS 24 – Related party disclosures, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive or non-executive) of the Company.

	Three months ended December 31,		Twelve months ended December 31,	
(In thousands of US dollars)	2024	2023	2024	2023
Short-term employee benefits	$ 429	$ 427	$ 2,612	$ 2,095
Share-based payments	211	277	3,733	1,678
Total	**$ 640**	**$ 704**	**$ 6,345**	**$ 3,773**

[1] Includes salary, severance, benefits and short-term accrued incentives/other bonuses earned in the period.

[2] Represents the expense of stock options and restricted share units during the period

7 Outstanding Share Data Authorized and Issued

As at March 20, 2025, the number of common shares outstanding or issuable to other outstanding securities is as follows:

Common Shares	Number
Outstanding	101,167,684
Stock options [1]	6,180,001
Restricted Shares Units ("RSUs")	2,797,255
Warrants [2]	8,002,871
Total	**118,147,811**

[1] Stock Options have exercise prices ranging from C$1.25 to C$5.00 and expire between April 2025 and October 2028.

[2] On June 21, 2023, Marimaca announced an equity investment with Mitsubishi Corporation ("Mitsubishi"), closed on July 11, 2023. Pursuant to the Strategic Investment, Mitsubishi subscribed for an aggregate 4,640,371 units ("Units") consisting of one common share (a "Common Share") and one Common Share purchase warrant (a "Warrant") at a price of C$4.31 per Unit. Each Warrant entitles Mitsubishi to purchase one additional Common Share at an exercise price of C$5.60 for a period of 24 months following the closing.

[2] On July 16, 2024, The Company announced an equity investment with Assore International Holdings Limited ("AIH") and an investment by an additional investor (the "Additional Private Placement" and together with the AIH Investment, the "Private Placements"), which closed on August 7, 2024.Pursuant to the Private Placements, AIH acquired an aggregate 5,725,000 units ("Units") of the Company consisting of one common share of Marimaca (each, a "Common Share") and one half of one Common Share purchase warrant (each whole Common Share purchase warrant a "Warrant") at a price of C$4.50 per Unit. The additional investor acquired an aggregate 1,000,000 Units at a price of C$4.50 per Unit. Each Warrant will entitle AIH and the additional investor to purchase one additional Common Share at an exercise price of C$5.85 for a period of 18 months following the closing of the AIH Investment or the Additional Private Placement, as applicable.

8 Material Accounting Policy Information

Estimates, judgements and assumptions

The preparation of financial statements in conformity with IFRS Accounting Standards requires management to make judgements, estimates, and assumptions that affect the application of policies and reported amounts of assets and liabilities and disclosures of contingent assets and contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The following discusses the most significant accounting judgments and estimates that the Company has made in the preparation of the financial statements.

a) Impairment of exploration and evaluation assets

The application of the Company's accounting policy for impairment of exploration and evaluation assets requires judgement to determine whether indicators of impairment exist, including factors such as: the period for which the Company has the right to explore has expired or will expire in the future, and is not expected to be renewed; substantive expenditures on exploration activities and evaluation of mineral resources in the specific area is neither budgeted or planned; exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources; and sufficient data exists to indicate that the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale. Management has assessed for impairment indicators on the Company's exploration and evaluation assets and has concluded that no impairment indicators exist as of December 31, 2024.

b) Expected credit losses

Accounts receivables are recorded at fair value on initial recognition and amortised cost on subsequent remeasurement. The carrying amounts for accounts receivable are net of lifetime expected credit losses ("ECL"). Estimating the ECL allowance for receivables requires management to exercise judgment in selecting estimation techniques, choosing key inputs, and making significant assumptions about future economic conditions and customer credit behaviour, including the probability of customer defaults and potential losses.

Management uses historical data to calculate the ECL for accounts receivables. Adjustments are made based on current and future economic conditions and specific risks for individual debtors. Significant judgment is required for these adjustments. Additionally, large and aging receivable balances need careful assessment for impairment provisions at the reporting date.

As at December 31, 2024, the Company's receivable related to an outstanding balance from the sale of Minera Rayrock Limitada in 2022 for which the Company has security over the exploration property rights held by the entity in the event of non-payment of the agreed upon sales consideration. Following non-payment of the receivable on the due date, a liquidator was appointed for Minera Rayrock Limitada. Further details on the ECL scenarios and key assumptions in the estimation of an expected credit loss are disclosed in note 5. Although the Company has made its best estimates. Such estimates are subject to inherent uncertainty and differences in what the Company may realize could be significant.

c) Share-based compensation

The Company applies the fair value method of accounting for stock options and other types of share-based compensation granted to employees and others providing similar services. The fair value of options is determined using a Black-Scholes option pricing model that takes into account, as of the grant date, the exercise price, the expected life of the option, the current price of the underlying stock and its expected volatility, expected dividends on the stock, and the risk-free interest rate over the expected life of the option.

The Company expenses the grant date fair value of stock options and RSUs granted over the vesting period with the corresponding credit to contributed surplus.

Cash consideration received from employees on exercise of options is credited to common shares along with the original grant date fair value of the options exercised.

d) Fair value of derivative

The fair value of financial instruments that are not traded in an active market are determined using valuation techniques. Prior to settlement of the derivative in exchange for a receivable recorded at amortised cost less expected credit losses in 2023, management used its judgement to select a method of valuation and to make estimates of specific model inputs that were based on conditions existing at the end of the applicable reporting period. Refer to Note 5 for further details on the methods and assumptions associated with the measurement of the derivative in 2023 prior to settlement contained within the contract for the cash consideration of the Rayrock transaction.

Details on New and Amended Standards Adopted and Not Yet Adopted by the Company

New and Amended Standards and interpretations issued and Effective - Adopted

On January 1, 2024, the Company adopted amendments to IAS 1 to clarify that the classification of liabilities as current or non-current should be based on rights that exist at the end of the reporting period and that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of liability. For liabilities with covenants, the amendments clarify that only covenants with which an entity is required to comply on or before the reporting date affect the classification as current or non-current. The amendments did not have a significant impact on the Company's financial statements.

New Accounting Standards Issued But Not Yet Effective – Not yet Adopted

The IASB issued IFRS 18, Presentation and Disclosure in Financial Statements, which is mandatory for accounting periods after January 1, 2027. The Company is currently assessing the impact of this new IFRS Accounting Standard on its financial statements and will update the Company's accounting policies as applicable.

9 Risk Factors

The Company faces a number of challenges in the development of its project. The risks noted in this MD&A are not the only ones facing the Company. Additional risks not currently known to the Company, or that the Company currently deems immaterial, may also impair the Company's operations. The following is a description of the principal risk factors involving the Company:

Operational Risks

The Company's operations are subject to all the risks normally inherent to the exploration, development and, if any of the Company's properties are placed into commercial production, operation of mineral properties. The Company has implemented safety and environmental measures designed to ensure compliance with government regulations and provide safe, reliable and efficient operations in their phases. Mineral exploration and exploitation involve a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to avoid. Unusual or unexpected formations, formation pressures, fires, power outages, labor disruptions, flooding, cave-ins, landslides and the inability to obtain adequate machinery, equipment or labor are some of the risks involved in mineral exploration and exploitation activities.

Such risks could result in damage to facilities, personal injury or death, loss of key employees, environmental damage, delays in mining, monetary losses, and possible legal liability. Satisfying such liabilities may be very costly and could generate a significant adverse effect on the Company's future cash flow, results of operations and financial condition.

Exploration Risk

Part of the Company's business and its profitability is dependent on the cost and success of its exploration and development programs. Mineral exploration and development involve a high degree of risk and few properties that are explored are ultimately developed into production mines. There is no assurance that, even if commercial quantities of ore are discovered, the properties will be brought into commercial production, or the funds required to exploit mineral reserves and resources discovered by the Company will be obtained on a timely basis or at all. Discovery of mineral deposits is dependent upon several factors, including the technical skill of the exploration personnel involved. The commercial viability of a mineral deposit once discovered is also dependent on several factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices. Most of the above factors are beyond the control of the Company. There can be no assurance that the Company's mineral exploration activities will be successful. If such commercial viability is never achieved, the Company may seek to transfer its property interests, realize their value or even be required to abandon its business.

Apart from 2010, when the Company realized mark to market gains for trading securities held, the Company has no history of operating earnings. None of the Company's properties are currently in production and there is no certainty that the Company will succeed in placing any of its properties into production soon, if at all. It could be years, if ever, before the Company receives any revenues from any production of metals..

Estimates of Mineral Resources

There are numerous uncertainties inherent to estimating quantities of mineral resource and mineral reserve and grades of mineralization, including many factors beyond the Company's control. When making determinations about whether to advance a project to development, mineral resources and grades of mineralization must be considered as estimates only. These estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling which may prove to be unreliable.

The mineral resource estimates contained in this MD&A are estimates only and no assurance can be given that any particular level of recovery of minerals will in fact be realized or that an identified mineral resource will ever qualify as a commercially mineable (or viable) deposit which can be legally or commercially exploited. In addition, the grade of mineralization ultimately mined may differ from that indicated by drilling results and such differences could be significant. The estimates of mineral resources described in this MD&A should not be interpreted as assurances of mine life or of the profitability of future operations..

Foreign Political Risk

The Company's material properties are located in Chile and, as such, a substantial portion of the Company's business is exposed to various degrees of political and economic risk and uncertainties. The Company's operations and investments may be affected by local political and economic developments, including expropriation, nationalization, invalidation of government orders, permits or agreements pertaining to property rights, political unrest, labor disputes, limitations on repatriation of earnings, limitations on mineral exports, limitations on foreign ownership, inability to obtain or delays in obtaining necessary mining permits, opposition to mining from local, environmental or other non-governmental organizations, government participation, royalties, duties, exchange rates, inflation, currency fluctuations, taxation and changes in laws, regulations or policies, as well as Canadian laws and policies that affect foreign trade, investment and taxation.

Permits

The Company requires licenses and permits from various governmental authorities to carry out exploration and develop its projects. Obtaining permits can be a complex and time-consuming process. There can be no assurance that the Company will be able to obtain the necessary licenses and permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the Company from continuing or proceeding with its current activities or future operations or projects. Any failure to comply with permits and applicable laws and regulations, even if inadvertent, could result in the interruption or cease of the Company's activities or in material fines, penalties or other liabilities. In addition, the requirements applicable to retain existing permits and licenses may change or become more challenging over time and there is no guarantee that the Company will have the resources or expertise to meet its obligations under such licenses and permits.

The key regulations in Chile relating to environmental permitting are the *General Framework Law of Environment* (the Environmental Act) No. 19,300 and Supreme Decree No. 40/2012 issued by the Ministry of the Environment of Chile. According to those regulations, exploration and mining projects deemed to have a significant environmental impact are subject for consideration via *Sistema de Evaluación de Impacto Ambiental* (SEIA, Spanish abbreviation for Environmental Impact Assessment System) which manages the environmental impact of activities and projects in the private and public sectors. An *Estudio de Impacto Ambiental* (EIA, Spanish abbreviation for Environmental Impact Assessment) or *Declaracion de Impacto Ambiental* (DIA, Spanish abbreviation for Environmental Impact Statement, which is a simplified EIA) should be prepared based on the environmental and social baseline data and submitted to SEIA for approval. The approval is issued in form of Environmental Qualification Resolutions (RCA in Spanish abbreviation). As at of this MD&A, the Company has lodged a DIA with respect to the Marimaca Oxide Deposit and the outcome of the assessment of this DIA by the SEIA remains unknown.

Government Regulation

The Company's activities are subject to various laws on exploration, prospecting, development, production, taxes, labor standards, occupational health, mine safety, waste disposal, toxic substances and other matters. Mining and exploration activities are also subject to various laws and regulations relating to the protection of the environment, historical and archaeological sites and endangered and protected species of plants and animals. Although the Company's activities are generally carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will be enacted or that existing rules and regulations will not be applied in a manner which could limit or restrain the Company's present and future activities, including exploration, development and production. Amendments to current laws and regulations governing the Company's activities or a more demanding implementation thereof could have a substantial adverse effect on the Company.

Environmental Risks

The Company's activities are subject to extensive laws and regulations governing environmental protection and employee health and safety. These laws and regulations address many aspects of the exploration and development of mineral properties, including air and water quality, management of waste, the protection of different species of plant and animal life, the preservation of antiquities and lands and reclamation of lands disturbed by mining operations. Additionally, operators of mineral exploration and development projects may be required to carry out consultations or other similar processes with indigenous communities. These laws and regulations require the Company to acquire and maintain permits and other authorizations for certain activities. There can be no assurance that the Company will be able to acquire such necessary permits or authorizations on a timely basis, if at all.

Environmental legislation in many countries, including Chile, is evolving and the trend has been toward stricter standards and enforcement, higher fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and greater responsibility for companies and their officers, directors and employees. Compliance with environmental laws and regulations may require significant capital outlays on behalf of the Company and may cause material changes or delays in the Company's intended activities. There can be no assurance that the Company has been or will be always in complete compliance with current and future environmental, health and safety laws and the status of permits will not significantly adversely affect the Company's business, results of future operations or financial condition. It is possible that future changes in these laws or regulations could have a serious adverse impact on some portion of the Company's business, causing the Company to re-evaluate those activities at that time. The Company's compliance with environmental laws and regulations also entails uncertain costs, material fluctuations of which could unfavorably affect the Company's financial condition.

Exploration and mining operations involve a potential risk of releases to soil, surface water and groundwater of metals, chemicals, fuels, liquids with acidic properties and other contaminants. In recent years, regulatory requirements and improved technology have significantly reduced those risks. However, those risks have not been eliminated and the risk of environmental contamination from present and past exploration or mining activities exists for mining companies. The Company may be liable for environmental contamination and natural resource damages relating to the properties that it currently owns or operates or at which environmental contamination occurred while or before it owned or operated the properties.

Management

The success of the Company will largely depend upon the performance of its officers, consultants and employees. Locating and successfully developing mineral deposits depends on several factors, including the technical skill of the exploration personnel involved. The success of the Company is largely dependent on the performance of its key individuals. Failure to retain key individuals or to attract or retain additional key individuals with necessary skills could have an important adverse impact upon the Company's success.

Conflicts of Interest

Some directors and officers of the Company are or may become associated with other natural resource companies, which may give rise to conflicts of interest. In accordance with the Business Corporations Act (British Columbia), directors who have a material interest in any person who is a party to a material contract or a proposed material contract with the Company are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors and the officers are required to act honestly and in good faith with a view to the best interests of the Company. Some directors and officers of the Company are subject to either other full-time employment or other business or time restrictions and, accordingly, the Company will not be the only business enterprise of these directors and officers.

Infrastructure

Development and exploration activities depend on adequate infrastructure, including reliable roads and water and power sources. The Company's inability to secure adequate water and power resources, as well as other events outside of its control, such as unusual weather, sabotage and government or other interference in the maintenance or provision of such infrastructure, could negatively affect the Company's development, future operations and financial condition.

Insurance

The Company's activities are subject to the risks normally inherent to the mining industry, including, but not limited, to environmental hazards, floods, fire, periodic or seasonal hazardous climate and weather conditions, unexpected rock formations, industrial accidents and metallurgical and other processing problems. These risks could result in damage to, or destruction of, mineral properties, personal injury, environmental damage, delays in development and production, increased costs, monetary losses and possible legal liability. The Company may become subject to liability which it cannot insure or may choose not to insure because of high premium costs or other reasons. Where it is considered practical to do so, the Company maintains insurance against risks in the operation of its business in amounts which the Company believes to be reasonable. Such insurance, however, contains exclusions and limitations on coverage. The Company cannot provide any assurance that such insurance will continue to be available, be available at economically acceptable premiums or be adequate to cover any resulting liability. In some cases, coverage is not available or considered too expensive in relation to the perceived risk.

Competition

The Company's business of the acquisition, exploration and development of mineral properties is intensely competitive. The Company may be at a competitive disadvantage in acquiring additional mining properties because it competes with other mining companies, many of which may have greater financial resources, operational experience and technical capabilities than the Company. The Company may also encounter increasing competition from other mining companies in efforts to hire experienced mining professionals. Competition in exploration, development and construction resources at all levels has, in the past, been very intense and has particularly affected the availability of a skilled workforce and equipment.

The Company is Subject to Certain Risks as an Emerging-Market Issuer

The Company is also aware that emerging-market investment generally poses a greater degree of risk than investment in more mature market economies because the economies in the emerging markets are more susceptible to destabilization resulting from domestic and international developments. Economic instability in Latin American and emerging-market countries has been historically caused by many different factors, including but not limited to, the following: (i) high interest rates, (ii) changes in currency values, (iii) high levels of inflation, (iv) exchange controls, (v) wage and price controls, (vi) changes in economic or tax policies, (vii) the imposition of trade barriers, (viii) internal security issues, (ix) renegotiation, cancellation or forced modification of existing contracts and (x) political factors, including political instability and sudden or arbitrary changes to laws. As a result, (a) legal and regulatory framework in the foreign jurisdiction may increase the likelihood that laws will not be enforced and judgements will not be upheld; (b) legislation may be subject to conflicting interpretations; (c) application of and amendments to legislation could adversely affect a company's mining rights or make it more difficult or expensive to develop projects and continue mining; (d) corruption, bribery, civil unrest and economic uncertainty may negatively impact and disrupt business operations; (e) lack of certainty with respect to foreign legal systems, corruption and other factors may be inconsistent with the rule of law and (f) unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure, could adversely affect a company's business.

The Company's Operations Rely on the Availability of Local Labor and Equipment

The Company's operations rely on the availability of local labor, local and outside contractors and equipment when required to carry out exploration and development activities. The Company relies upon the performance of outside consultants and contractors for drilling, geological and technical expertise. The loss of access to existing consultants and contractors or an inability to hire suitably qualified consultants, contractors or personnel to address new areas of need, would significantly impact the Company’s ability to carry out the exploration and development activities.

Additional Funding and Dilution

The Company considers that it has sufficient funds to meet the exploration and development objectives of the Company on a pre-DFS basis. The Company notes that it does not have sufficient funding to finance development of the Marimaca Copper Project in the event of a positive DFS outcome and a final investment decision being made by the Company's Board.

Additional funding may be required sooner than anticipated by the Company in the event costs exceed the Company's estimates and will be required once those funds are depleted. To effectively implement its business and operations plans in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur, additional equity or other finance will be required. Further to this, if the Company makes a final investment decision to proceed with the development of the Marimaca Copper Project then further funding will be required for this development.

The Company may seek to raise further funds through equity or debt financing, joint ventures, production sharing arrangements or other means. Failure to obtain sufficient financing for the Company's activities may result in delay and indefinite postponement of exploration, development or production on the Company’s tenements or even loss of a tenement interest.

There can be no assurance that the Company will be able to obtain further financing on a timely basis, on favourable terms or that such further funding will be sufficient to enable the Company to implement its planned commercial strategy. These factors may adversely affect the financial performance of the Company.

If the Company raises additional funds by issuing equity securities, this may result in dilution for some or all of the shareholders. In addition, certain shareholders of the Company have pre-emptive rights pursuant to subscription agreements to participate in future equity financing of the Company.

Commodity Prices

The viability and profitability of the Company's business will be dependent upon the market price of mineral commodities. Mineral prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The level of interest rates, the rate of inflation, world supply of mineral commodities, consumption patterns, forward sales by producers, production, industrial demand, speculative activities and stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are, in turn, influenced by changes in international investment patterns, monetary systems and political developments. The prices of mineral commodities have fluctuated widely in recent years. Current and future price declines could cause commercial production from the Company's properties to be impracticable. The effects of these factors on the price of base and precious metals and, therefore, the viability of the Company's exploration projects, cannot be accurately predicted and, thus, the price of base and precious metals may have a significant influence on the market price of the Company's shares and the value of its projects. If the Company advances any of its projects to commercial production, the Company's future revenues and earnings, if any, could be affected by fluctuations in prices of mineral commodities and, to a lesser extent, other commodities such as fuel and other consumable items.

No History of Dividends

The Company has never paid a dividend on its common shares and does not expect to do so in the foreseeable future. Any future determination to pay dividends will be at the discretion of the Company's board of directors and will depend upon the capital requirements of the Company, results of future operations and such other factors as the Company's board of directors considers relevant. Accordingly, it is likely that investors will not receive any return on their investment in the common shares other than possible capital gains.

Currency Risk

The Company is exposed to foreign exchange risk as the Company's operating costs are primarily in US dollars, Canadian dollars and Chilean pesos. The Company's reporting currency is US dollars. Hence, any fluctuation of the US dollar in relation to these currencies may affect the value of the Company's assets and liabilities. Any strengthening of other currencies against the US dollar or any other currency in which the Group transacts and where the foreign exchange risk is not hedged could have an adverse effect on the Company's business, results of operations and financial condition..

The Company May be Involved in Legal Proceedings

The Company is currently involved in litigation as the petitioning party in a winding up application with respect to Minera Cobre Verde SpA. The Company may also be subject to further litigation arising in the normal course of business or otherwise and may be involved in disputes with other parties in the future which may result in litigation. The causes of potential future litigation cannot be known and may arise from, among other things, business activities, environmental laws, volatility in stock price or failure or alleged failure to comply with disclosure obligations.

The results of litigation cannot be predicted with certainty. If the Company is unable to resolve litigation favourably, either by judicial determination or settlement, it may have a material adverse effect on the Company's financial performance and results of operations. As at this MD&A date, there are no material legal proceedings affecting the Company and the Directors are not aware of any legal proceedings pending or threatened against or affecting the Company.

The Company may, for example in relation to cross-border disputes, be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdiction of courts in any particular jurisdiction, such as Canada or Chile. The Company's ability to enforce its rights could have a material adverse effect on its future cash flows, earnings, results of operations and financial condition..

Community Relations and Social License to Operate

The Company's relationship with the communities living in the regions where it operates are critical to ensure the future success of its existing operations and the construction and development of its projects. There is an increasing level of public concern relating to the perceived effect of mining activities on the environment and on communities impacted by such activities. Certain non-governmental organizations ("NGOs"), some of which oppose to globalization and resource development, are often vocal critics of the mining industry and its practices, including the use of cyanide and other hazardous substances in processing activities. Adverse publicity generated by such NGOs or others related to extractive industries generally or the Company's operations specifically, could have a negative effect on the Company's reputation or financial condition and may impact its relationship with the communities in which it operates. While the Company is committed to operating in a socially responsible manner, there is no guarantee that the Company's efforts in this respect will mitigate this potential risk. The Company has implemented community relations initiatives within its areas of influence in Chile, in order to anticipate and manage social issues that may arise in connection with its project.

Price Volatility of Publicly Traded Securities

In recent years, the securities market in Canada has experienced a high level of price and volume volatility and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Company's common shares will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings.

Climate Change, Natural and Other Disasters

The Company's financial and/or operating performance could be adversely affected by climate change and the impact of natural or other disasters, such as earthquakes, fires, floods, epidemics or pandemics. Those occurrences could lead to volatility and disruption to global supply chains, operations, mobility of people and the financial markets, which could affect interest rates, credit ratings, credit risk, inflation, business, financial conditions and other factors relevant to the Company.

Development of mining operations are energy-intensive and result in a carbon footprint either directly or through the purchase of fossil-fuel based electricity. As such, the Company is impacted by current and emerging policy and regulation relating to greenhouse gas emission levels, energy efficiency and reporting of climate-change related risks.

A number of governments have introduced or are moving to introduce climate change legislation and treaties at international, national, state/provincial and local levels. Regulation relating to emission levels (such as carbon taxes) and energy efficiency is becoming more stringent. These or future measures could require the Company to reduce its direct emissions or energy use or to incur significant costs for emissions permits or taxes or have these costs or taxes passed on by electricity utilities which supply the Company's operations. The cost of compliance with environmental regulation and changes in environmental regulation have the potential to result in increased cost of operations. The Company could also incur significant costs associated with capital equipment, emission monitoring and reporting and other obligations to comply with applicable requirements.

Global climate change could exacerbate several of the threats faced by the Company's business, including the frequency and severity of weather-related events, resource shortages, changes in rainfall and storm patterns and intensities, water shortages, rising water levels and changing temperatures which can disrupt operations, damage infrastructure or properties, create financial risk or otherwise have a major adverse effect on financial position or liquidity. These threats may result in substantial costs to respond during the event, to recover from the event and possibly to modify existing or future infrastructure requirements to prevent recurrence. Global climate change also results in regulatory risks, which creates economic and regulatory uncertainty.

During exploration, development and production of mineral properties, certain risks and, in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to insure such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the Company's common shares.

Evolving Corporate Governance and Public Disclosure Regulations

The Company is subject to changing rules and regulations promulgated by several Canadian governmental and self-regulated organizations, including the Canadian Securities Administrators, the TSX and the International Accounting Standards Board. These rules and regulations continue to evolve in scope and complexity making compliance more difficult and uncertain. The Company's efforts to comply with these and other new and existing rules and regulations have resulted in, and are likely to continue to result in, increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities.

10 Disclosure

Internal Control over Financial Reporting and Disclosure Controls

Disclosure controls and procedures

Disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in the securities legislation and include controls and procedures designed to ensure that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Management, including the Chief Executive Officer and the Chief Financial Officer, has evaluated the effectiveness of the design and operation of the Company´s disclosure controls and procedures. As of December 31, 2024, the Chief Executive Officer and the Chief Financial Officer have each concluded that the Company's disclosure controls and procedures, as defined in NI 52-109 – Certification of Disclosure in Issuer´s Annual and Interim Filings, are effective to achieve the purpose for which they have been designed.

Internal controls over financial reporting

Internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of the Company's financial reporting and the preparation of consolidated financial statements in compliance with IFRS Accounting Standards. The Company's internal control over financial reporting includes policies and procedures that:

- pertain to the maintenance of records that accurately and fairly reflect the transactions of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with IFRS Accounting Standards;
- ensure the Company's receipts and expenditures are made only in accordance with authorization of management and the Company's directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized transactions that could have a material effect on the consolidated financial statements.

Because of their inherent limitations, internal controls over financial reporting can provide only reasonable assurance and may not prevent or detect misstatements. Furthermore, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

There have been no changes in the Company's internal controls over financial reporting during the year ended December 31, 2024, that have materially affected or are reasonably likely to materially affect, our internal control over financial reporting.

Management, including the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of the Company's internal controls over financial reporting. As of December 31, 2024, the Chief Executive Officer and Chief Financial Officer have each concluded that the Company's internal controls over financial reporting, as defined in NI 52-109 - Certification of Disclosure in Issuer's Annual and Interim Filings, are effective to achieve the purpose for which they have been designed.

11 Cautionary Statement on Forward Looking Information

Certain information provided in this MD&A and any documents incorporated by reference herein may constitute "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information in this MD&A and any documents incorporated by reference herein includes but is not limited to information with respect to:

· expectations regarding the financial position of the Company, production targets, industry growth and other trend projections, future strategies, results and outlook of the Company and the opportunities available to the Company;.
· the future price of minerals, particularly copper;
· estimations of mineral reserves and mineral resources;
· conclusions of economic evaluation;
· the realization of mineral reserve estimates;
· the timing and amount of estimated future production;
· costs of production;
· capital expenditures;
· success of exploration activities;
· mining or processing issues;
· currency exchange rates;
· government regulation of mining operations; and
· environmental and permitting risks.

Often, but not always, forward-looking information can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “outlook”, “scheduled”, “target”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward-looking information is based on management’s expectations and reasonable assumptions and judgments at the time such statements are made. Estimates regarding the anticipated timing, amount and cost of exploration and development activities are based on assumptions underlying mineral reserve and mineral resource estimates and the realization of such estimates are set out herein. Capital and operating cost estimates are based on extensive research of the Corporation, purchase orders placed by the Corporation to date, recent estimates of construction and mining costs and other factors that are set out herein. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include:

· uncertainties of mineral resource estimates;
· risks and uncertainties inherent in and relating to estimates of future production and operations, cash and all-in sustaining costs;
· the nature of mineral exploration and mining;
· variations in ore grade and recovery rates; cost of operations;
· fluctuations in the sale prices of products;
· foreign currency fluctuations;
· volatility of mineral prices (including copper prices);
· exploration and development risks;
· liquidity concerns and future financings;
· risks associated with operations in foreign jurisdictions;
· potential revocation or change in permit requirements and project approvals, including uncertainties relating to regulatory procedure and timing for permitting reviews;
· mining operations including but not limited to environmental hazards, industrial accidents, ground control problems and flooding;
· geology including, but not limited to, unusual or unexpected geological formations and events (including but not limited to rock slides and falls of ground), estimation and modelling of grade, tonnes, metallurgy continuity of mineral deposits, dilution, and mineral resources and mineral reserves, and actual ore mined or metal recoveries varying from such estimates;
· mine life and life-of-mine plans and estimates;
· the possibility that future exploration, development or mining results will not be consistent with expectations;
· the potential for and effects of labour actions, disputes or shortages, community or other civil protests or demonstrations or other unanticipated difficulties with or interruptions to operations;
· potential for unexpected costs and expenses including, without limitation, for mine closure and reclamation at current and historical operations;
· uncertain political and economic environments;
· changes in laws or policies, foreign taxation, delays or the inability to obtain and maintain necessary governmental approvals and permits;
· regulatory investigations, enforcement, sanctions or related or other litigation;
· competition;
· no guarantee of titles to explore and operate;
· environmental liabilities and regulatory requirements;
· dependence on key individuals;
· conflicts of interests;

· insurance;
· fluctuation in market value of the Company’s common shares;
· rising production costs;
· availability of equipment material and skilled technical workers;
· volatile current global financial conditions;
· the potential impact of the COVID-19 pandemic on the Company and/or its operations, and the mining industry and currency fluctuations;
· the potential impact of future or existing global and regional conflicts, including developments or escalation in the Russia/Ukraine war and Israel/Hamas conflict on the Company’s and/or its operations, the mining industry and/or the currency and commodity fluctuations; and
· other risks pertaining to the mining industry, as well as those factors discussed in the section entitled “Risk Factors” in the MD&A.

Statements regarding the Company’s planned DFS on the Project are also forward-looking information and may not be realized. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking information in this MD&A are made as of the date of this MD&A or as of the date of the documents incorporated by reference, as the case may be, and the Company does not undertake to update any such forward-looking information, except in accordance with applicable securities laws. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers are cautioned not to place undue reliance on forward-looking information. The forward-looking information contained in this MD&A and each of the documents incorporated by reference herein is presented for the purpose of assisting persons in understanding the financial position, strategic priorities and objectives of the Company for the periods referenced and such information may not be appropriate for other purposes.