



PAMPA METALS CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

("MD&A")

FOR THE THREE AND NINE MONTHS ENDED

SEPTEMBER 30, 2023

(All amounts expressed in Canadian dollars unless otherwise indicated)

Introduction

Pampa Metals Corp. (the "Company" or "Pampa") is a Vancouver-based mineral exploration company engaged in the acquisition and exploration of base metals and precious metals projects in The Americas, with a primary focus on copper. The Company is a reporting issuer in British Columbia, Alberta and Ontario, and trades on the Canadian Securities Exchange ("CSE") under the symbol PM; the Frankfurt Stock Exchange (FSE: FIR); and on the OTCQB® (OTCQB: PMMCF). The Company is eligible for electronic clearing and settlement through the Depository Trust Company ("DTC") in the United States.

The following MD&A of the Company's financial condition and results of operations has been prepared by management in accordance with the requirements of National Instrument 51-102. The following information is prepared as of November 29, 2023 unless otherwise stated, and supplements, but does not form part of, the unaudited condensed consolidated interim financial statements of the Company as at September 30, 2023 and for the three and nine months ended September 30, 2023 and 2022. This MD&A should be read in conjunction with the unaudited condensed consolidated interim financial statements and related notes as at September 30, 2023 and for the three and nine months ended September 30, 2023 and 2022.

The Company reports its financial position, results of operations and cash flows in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). All dollar amounts included therein and in the following Management's Discussion and Analysis ("MD&A") are in Canadian dollars except where noted.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Pampa's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity. The results for the three and nine months ended September 30, 2023 are not necessarily indicative of the results that may be expected for any future period. Additional information relevant to the Company's activities can be found on SEDAR+ at www.sedarplus.ca and on the Company's website at www.pampametals.com.

Caution Regarding Forward-Looking Statements

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as “forward-looking statements”). These statements relate to future events or the Company’s future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “continues”, “forecasts”, “projects”, “predicts”, “intends”, “anticipates” or “believes”, or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

Inherent in forward-looking statements are risks, uncertainties, and other factors beyond Pampa’s ability to predict or control. Please also refer to those risk factors referenced in the “Risks and Uncertainties” section below. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether because of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be made that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

Pampa is a reporting issuer in British Columbia, Alberta and Ontario, and trades on the CSE; the Frankfurt Stock Exchange, and on the OTCQB®. The Company has a vision to create value for shareholders and all other stakeholders by making a major copper or gold discovery along the prime mineral belts of Chile, or alternatively through the acquisition of a new project in The Americas.

As of September 30, 2023, Pampa owned 100% of a highly prospective portfolio of three (3) projects for copper and gold totalling approximately 20,000-hectares, all located along proven mineral belts in northern Chile, one of the world's top mining jurisdictions. The Company has actively progressed

exploration for porphyry copper style deposits at two of its projects, including initial drill tests, with the other project, previously subject to third party expenditures under an Option and Joint Venture Agreement, drill tested for gold.

In addition to exploring its wholly owned portfolio of projects, Pampa will consider business development opportunities in the Americas which management believe enhance the Company's ability to participate in an economic mineral discovery and capable of improving shareholder returns.

In an effort to facilitate greater flexibility in pursuing its plans, the Company completed a share consolidation on a basis of one (1) "new" common share for two-and-a-half (2.5) "old" common shares, with no fractional shares issued, on September 5, 2023 (the "Effective Date"). On the Effective Date, the Company had 29,117,310 common shares outstanding and all outstanding stock options and share purchase warrants have been adjusted accordingly to reflect the share consolidation. All references to share capital, common shares outstanding, and per share amounts in this MD&A for time periods prior to the share consolidation have been restated to reflect the share consolidation.

Overall Performance to September 30, 2023, and Summary of News Releases for the Reporting Period

The Company has no revenues, so its ability to ensure continuing operations is dependent on it discovering economically recoverable reserves within its portfolio of properties in northern Chile, and its ability to obtain necessary financing to continue and complete exploration activities to that end, as well as its ability to pursue business development opportunities that support its prime objective of discovery.

As at September 30, 2023, the Company had a net working capital of \$440,004 (December 31, 2022 - \$287,043). The Company had cash of \$519,425 (December 31, 2022 - \$404,633). Working capital and cash increased during the nine months ended September 30, 2023 as a result of private placement financing of \$3,166,650, net of significant exploration expenditures undertaken on the Company's mineral properties totaling \$2,132,613.

The Company may be required to raise additional capital to meet its ongoing operating and exploration expenses on its current projects for the twelve-month period subsequent to September 30, 2023. Management may increase or decrease budgeted expenditures depending on exploration results and ongoing volatility in the business environment. See "Liquidity and Financial Position" below.

During the nine months ended September 30, 2023, the Company announced the following material technical, corporate, and commercial developments:

- In January 2023, Pampa advised the exploration partnership agreement between Pampa and VerAI Discoveries Inc. had been discontinued in order to allow the Company to focus on the drill testing of its priority Block 4 (now Buenavista) target.
- In January 2023, the Company summarised the key technical findings and targets at its Block 4 (now Buenavista) project, including the priority Buenavista Target. Proceeds from the previously announced private placement offering will be used primarily to drill test the Buenavista target and the Block 4 Project more broadly, where an initial ~2,100m diamond drill program has been designed to test coincident geological, geochemical, and geophysical anomalies.
- In March 2023, the Company closed a private placement offering of 5,857,733 units at a price of \$0.375 per unit for gross proceeds of \$2,196,650. Each unit is comprised of one common share and one warrant of the Company, where each warrant is exercisable into one common share of the Company at an exercise price of \$0.525 per share for a period of 36 months from the closing date of the offering. The Company paid \$94,724, issued 137,657 units, and issued 390,254 warrants as finders' fees.
- In March 2023, the Company closed a private placement offering of 960,000 units at a price of \$0.375 per unit for gross proceeds of \$360,000. Each unit is comprised of one common share and one purchase warrant of the Company with an exercise price of \$0.525 per share for a period of 36 months from the closing date of the offering. The Company paid \$1,750, issued 62,533 common shares, and issued 127,733 warrants as finder's fees.
- In April 2023, the Company announced that the option granted to Austral Gold Limited ("Austral"), whereby Austral could acquire up to 80% interest in the Cerro Blanco and Morros Blancos properties held by Pampa, as detailed in a July 28, 2021 news release, had been amended to exclude the Cerro Blanco property.
- In April 2023, the Company granted 1,700,000 incentive stock options to directors and management. The stock options have an exercise price of \$0.53 and a 5-year term.
- In June 2023, the Company reported assay results from a three-hole diamond drilling program completed on its 100% owned Buenavista target located in northern Chile.

- In July 2023, the Company advised that the option granted to Austral (please see above) had expired. During the term of the option agreement, Austral completed exploration activities to the value of approximately US\$1,600,000 across both the Morros Blancos and Cerro Blanco properties.
- As announced on 9 August 2023, following recent drilling of the Buenavista Target in June 2023, Pampa Metals intends to further evaluate the Block 4 Project via joint venture partnership and has shifted its focus to the acquisition, exploration, and development of a more advanced stage copper project(s) with significant scale potential.
- In September 2023 a decision was made to relinquish the Block 3, Redondo Veronica, Arrieros, and Cerro Blanco Projects. This reduction in land holdings provides a meaningful cost saving and ensures Pampa Metals' resources are better focused on its highest priority targets and new business development initiatives. Following this rationalization, the Company retains 100% ownership of the Block 4, Cerro Buenos Aires and Morros Blancos projects.
- In September 2023, the Company completed a consolidation of its issued and outstanding common shares on a 1-for2.5 basis on the Effective Date.
- In September 2023, the Company closed a private placement offering of 9,000,000 units at a price of \$0.05 per unit for gross proceeds of \$450,000. Each unit is comprised of one common share and one purchase warrant of the Company with an exercise price of \$0.075 per share for a period of 36 months from the closing date of the offering. The Company paid \$5,950, issued 285,600 common shares, and issued 404,600 warrants, as finder's fees.
- In September 2023, the Company obtained CSE approval of a reduction in the exercise price of a total of 1,708,588 warrants, on a post consolidated basis, issued in connection with its November 2022 private placement. As detailed in an August 10, 2023 news release, these warrants had a pre-consolidation exercise price of \$0.19 which has now been reduced to \$0.095, on a post-consolidated basis.
- In September 2023, the Company closed a private placement offering of 3,200,000 units at a price of \$0.05 per unit for gross proceeds of \$160,000. Each unit is comprised of one common share and one purchase warrant of the Company with an exercise price of \$0.075 per share for a period of 36 months from the closing date of the offering. The Company paid \$8,680 and issued

173,600 warrants, as finder's fees.

Subsequent Events

Subsequent to the end of the reporting period, and through to the date of this MD&A, the Company has made further material corporate and commercial progress, as follows:

- In November 2023, the Company granted 735,000 stock options to directors, officers, and consultants of the Company that are exercisable at \$0.075 per share for three years.
- In November 2023, the Company issued 605,291 bonus shares to a director of the Company, subject to regulatory approval, and subject to vesting upon the 10-day volume weighted average trading price of the common shares of the Company being equal to \$0.10.

Outlook

The company believes it is well placed to achieve success, with rapid advancement of its exploration portfolio to date since the Company's inception in late 2020. During 2022, multiple technical results focused on detailed geological and hydrothermal alteration mapping, combined with the results from detailed geophysical surveying to prospect through extensive post-mineral cover, were evaluated in order to prioritise the best opportunities for follow-up work.

As a result of this body of technical work, the Buenavista target at Block 4 (now renamed Buenavista Project) assumed the highest priority for drill testing, with the maiden scout drill testing program completed during June 2023. Additional geophysical anomalies provide a pipeline of potential drill targets to follow on from the recently completed drill testing at Buenavista.

The company has a portfolio approach to exploration, with three wholly owned projects totalling approximately 20,000 hectares located in the heart of the world's most important copper producing region in northern Chile, each of which has the potential to host more than one target of interest, and which are collectively providing a pipeline of drill ready targets based on Pampa's technical work.

The Company also continues due diligence on possible acquisitions of large porphyry copper-molybdenum targets in The Americas capable of complementing its existing portfolio.

Qualified Person

Technical information in this quarter end report has been approved by Mario Orrego G, Geologist and a Registered Member of the Chilean Mining Commission and a Qualified Person as defined by National Instrument 43-101. Mr. Orrego is a consultant to the Company.

Note: The reader is cautioned that Pampa Metals' projects are early-stage exploration projects, and reference to existing mines and deposits, or mineralization hosted on adjacent or nearby properties, is not necessarily indicative of any mineralization on Pampa Metals' properties.

Pampa Metals – Exploration Projects & Summary Highlights to Date

See Pampa's website (www.pampametals.com) for further information in news releases and project fact sheets in relation to the Company's progress and results.

Buenavista (previously Block 4)

Buenavista is a large property (6,600 hectares) hosting the priority, sub-cropping, Buenavista porphyry Cu-Mo (-Au) target. The project is located along the world's most important copper producing mineral belt, the preeminent Domeyko Cordillera copper belt of northern Chile, approximately midway between the giant Escondida and El Salvador copper-molybdenum (-gold) mining districts. The Domeyko Cordillera is host to 3 of the world's top 5 copper mining districts, and supplies more than 15% of the world's annual copper production.

Buenavista comprises sub-cropping quartz-veinlet stockwork hosted in an age-dated Tertiary dacite porphyry with phreatomagmatic breccia, flanked by a quartz-sulphide breccia with Cu-oxides to the west and a skarn with coarse disseminated chalcopyrite to the east. The target is coincident with an isolated magnetic anomaly, and two pole-dipole IP lines show a chargeability anomaly at relatively shallow depths.

Petrographic studies of the central age-dated rock sample show that it corresponds to a magmatic-phreatomagmatic breccia with dacite porphyry clasts, which is highly leached with a "vuggy silica" texture and evidence of silica, illite-sericite, quartz, alunite, and pyrophyllite hydrothermal alteration assemblages. Relicts of leached pyrite mineralization were also determined, together with rare native gold flakes. At least three types of quartz veinlets were identified from the petrographic analysis, including porphyry-style "A" veinlets.

Soil and trench geochemical anomalies at Buenavista (including Mo, Cu, Au and other common porphyry copper pathfinders) are coincident with the central quartz-veinlet stockwork at Buenavista (Mo up to 45ppm) and flanking quartz-sulphide breccia areas (including 24m @ 0.14% Cu and – separately – 24m @ 0.25 g/t Au). The trenching program at Buenavista revealed green and black copper oxide mineralization from in-situ oxidation of chalcopyrite-pyrite mineralisation in a quartz-sulfide breccia on the west flank of the stockwork zone, together with relicts of coarse chalcopyrite disseminations from a skarn-type system on the eastern edge of the stockwork zone. Gold anomalies are also associated with the quartz-sulphide breccia. The Buenavista Target footprint is ~1.5 km E–W by 1 km N–S along a significant structure.

Geophysical anomalies (coincident magnetics and IP chargeability) in post-mineral covered alluvial “pampas” to the east, southeast, and south of Buenavista represent additional possible drill targets. Further geophysical anomalies occur in the north of the property.

The combination of several geological, geochemical, and geophysical anomalies at Buenavista is suggestive of a potential “cluster” of porphyry copper–molybdenum systems, a characteristic typical of some major porphyry copper districts in Chile and worldwide.

A diamond drilling program to test Buenavista, consisting of a scout three-hole diamond drill program totalling 1,957m was completed in June 2023.

As announced on 9 August 2023, following recent drilling of the Buenavista Target in June 2023, Pampa Metals intends to further evaluate the Block 4 Project via joint venture partnership and has shifted its focus to the acquisition, exploration, and development of a more advanced stage copper project(s) with significant scale potential.

Other Projects – “Paleocene” Projects

The Cerro Buenos Aires and Morros Blancos projects all lie along the early-Tertiary aged mineral belt of northern Chile often referred to as the Paleocene or Central Belt. This mineral belt extends from at least southern Peru to central Chile – more than 1,500 kilometers – and is host to important porphyry copper deposits and mines such as Cerro Colorado and Spence (BHP and partners), Sierra Gorda (KGHM and South32), Lomas Bayas (Glencore) and Relincho (Teck and partners), in northern Chile. Further giant deposits and mines occur in southern Peru. The segment south of Antofagasta is also characterized by historically important and currently producing gold and silver mines of both high-sulphidation and low-sulphidation type, such as the El Peñon- Fortuna district (Pan American Silver), Amancaya (Austral Gold), Guanaco (Austral Gold), and the historic Inca de Oro district.

The two Paleocene projects all occur within a 100 km long segment of the belt dominated by gold and silver deposits and mines between El Peñon and Amancaya. Their geology is characterized by high-level, advanced argillic hydrothermal alteration zones commonly called "lithocaps," which may be related to concealed high-sulphidation gold-silver and porphyry copper or copper-gold systems. Cerro Buenos Aires and Morros Blancos have extensive hydrothermal alteration zones with zoned geochemical patterns at surface, but also have significant post-mineral gravel-filled pampas. Cerro Blanco is a small, 1 x 2 km hydrothermally altered outcrop surrounded by extensive post-mineral gravel-filled pampas.

Minor and peripheral historic drilling support the currently understood exploration upside for these lithocap projects. All the projects require (further) geophysical surveying as well as detailed geological mapping, amongst other exploration activities, including scout drilling at Cerro Buenos Aires (2021) and the Rosario del Alto target at Morros Blancos (2022), in order to fully understand the best targets, some of which have been advanced by Pampa, or its former JV partner, Austral.

- **Cerro Buenos Aires** is located along the western margins of the Paleocene metallogenic belt of northern Chile, some 35Km southwest of the Au-Ag El Peñón epithermal deposits (Pan American Silver). The project has substantial historical information including magnetometry, resistivity, soil and rock geochemistry, rock and soil spectrometry, and nine RC drill holes (2,739m) available to Pampa. Updated detailed geological mapping was completed in April 2021, and confirmed the presence of rocks and hydrothermal alteration of an appropriate age to host Paleocene porphyry systems. The work also indicated that the project is located along a north-northeast structural corridor along the highly prospective western margins of the Paleocene Belt. The identification of quartz veinlets together with the improved understanding of a tourmaline breccia in the project area has enhanced the potential for finding a porphyry copper related system. Both gradient array IP and pole-dipole IP surveys have been completed by Pampa in the Cerro Chiquitin area, together with an initial scout drill test of 9 wide-spaced holes totalling 2,739 metres that was completed by Pampa in September 2021, with highly encouraging results for the presence of a porphyry system.

- Austral has also advanced exploration at **Morros Blancos** and **Cerro Blanco** with geological mapping, geochemical sampling and geophysical surveys completed. Austral completed an initial scout drill test of the Rosario del Alto target at Morros Blancos in early 2022. On 5 April 2023, Pampa advised that the Austral option agreement had been varied to exclude Cerro Blanco and on 27 July 2023 the Austral Option agreement expired.

Disclaimer Note: *The reader is cautioned that the Company's Domeyko and Paleocene Projects are early-stage exploration properties and that reference to existing mines and deposits, or mineralization hosted on adjacent and nearby properties, is not necessarily indicative of any mineralization hosted on the Company's Projects.*

Pampa Exploration Expenditures

During the nine months ended September 30, 2023 the company had spent \$2,133,315 (2022 - \$660,164) on exploration of the Company's properties as follows:

Deferred Exploration Costs	Nine months ended September 30, 2023	Nine months ended September 30, 2022
Geochemistry and geophysics	132,456	568,882
Drilling	1,571,680	-
Professional fees	-	169,404
Land fees	336,135	281,445
Other exploration costs	93,044	95,664
Total	\$2,133,315	\$1,115,395

Note: These exploration costs are capitalized and included as mineral property interests on the Company's consolidated statement of financial position.

Trends and Economic Conditions

Although there can be no assurance that additional funding will be available to the Company, management is of the opinion that copper and gold prices will continue to be favourable and hence it may be possible to obtain additional funding for its projects. Copper is a vital commodity for the ever-increasing renewable energy field, as well as being a bedrock mainstay of any industrialised society, and gold continues to be a vital investment commodity as well as having a variety of practical uses. However, the Company remains cautious in case economic factors that impact the mining sector deteriorate.

Apart from these and the risk factors noted under the heading "Risks and Uncertainties," the Company is not aware of any other trends, commitments, events, or uncertainties that would have a material effect on the Company's business, financial condition, or results of operations.

Off-Balance-Sheet Arrangements

As of the date of this filing, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

Possible Transactions

The Company routinely evaluates various business development opportunities that could entail optioning properties, direct acquisitions, trades and/or divestitures. The Company will only announce such developments when there is a reasonable degree of certainty to a transaction and when the transaction could be material to the Company. There can be no assurances that any such transactions will be concluded in the future.

Environmental Contingency

The Company's exploration activities are subject to various government laws and regulations relating to the protection of the environment. These environmental regulations are subject to change and may become more restrictive. As of September 30, 2023, the Company does not believe that there are any significant environmental obligations requiring material capital outlays in the immediate future.

Selected Quarterly Financial Information

As Pampa has no revenue, the Company's ability to fund its operations is dependent upon its ability to secure financing through equity issues or the sale of assets. The value of any resource property assets is dependent upon the existence of economically recoverable mineral reserves, the ability to obtain the necessary financing to complete exploration and development, and the future profitable production or proceeds from disposition of such properties. See "Trends" above and "Risk Factors" below.

A summary of selected information for each of the eight most recent quarters is as follows:

For the three months ended	September 30, 2023 (\$)	June 30, 2023 (\$)	March 31, 2023 (\$)	December 31, 2022 (\$)
Net loss for the period	218,897	825,283	334,128	1,841,110
Basic and diluted loss per share	0.01	0.02	0.02	0.10
Total assets	7,718,558	7,306,250	7,443,475	5,456,915

For the three months ended	September 30, 2022 (\$)	June 30, 2022 (\$)	March 31, 2022 (\$)	December 31, 2021 (\$)
Net loss for the period	421,637	1,140,092	649,510	217,953
Basic and diluted loss per share	0.02	0.05	0.03	0.01
Total assets	6,679,208	6,954,520	7,343,364	6,627,840

Discussion of Operations

For the three months ended September 30, 2023:

For the three months ended September 30, 2023, the Company incurred a net loss of \$211,435 (2022 - \$432,528). Some items to note include the following:

- Consulting fees of \$403 (2022 - \$60,417) and investor relations and communications of \$25,765 (2022 - \$110,850), where the decreases were on account of the discontinuation of a number of marketing, corporate visibility, and social media marketing campaigns;
- Director and Management fees of \$30,000 (2022 - \$76,866), where the decrease was due to a focus on cost-cutting and the streamlining of the Company's operations;
- Share-based compensation of \$28,162 (2022 - \$94,548), where the decrease was as a result of the vesting of stock options granted in past fiscal years 2021 and 2020.

For the nine months ended September 30, 2023:

For the nine months ended September 30, 2023, the Company incurred a net loss of \$1,370,877 (2022 - \$2,211,239). Some items to note include the following:

- Consulting fees of \$4,578 (2022 - \$287,542) and Investor relations and communications of \$126,292 (2022 - \$869,939), where the decreases were on account of the discontinuation of a number of marketing, corporate visibility, and social media marketing campaigns;
- Director and Management fees of \$210,000 (2022 - \$406,702), where the decrease was due to a focus on cost-cutting and the streamlining of the Company's operations;
- Share-based compensation of \$559,945 (2022 - \$280,560), where the increase was as a result of the vesting of stock options granted in April and September 2023 that vested immediately on the grant date.

Liquidity and Financial Position

The activities of the Company, principally the acquisition and exploration of mineral properties, are financed through the completion of equity transactions such as equity offerings and the exercise of stock options and warrants. There is no assurance that equity capital will be available to the Company in the amounts or at the times desired or on terms that are acceptable to the Company, if at all.

As at September 30, 2023, the company had a cash and working capital balance of \$519,425 (December 31, 2022 - \$404,633) and \$299,817 (December 31, 2022 - \$287,043), respectively.

Cash used in operating activities for the nine months ended September 30, 2023 was \$771,094 (2022 - \$1,702,931) and related to consulting, director and management fees, general and administration, investor relations and communications, professional fees and shareholder information expenses.

Cash provided by financing activities for the nine months ended September 30, 2023 was \$3,018,531 (2022 - \$1,615,240) which includes the proceeds from the issuance of shares in the Company's March and September 2023 private placements, net of share issuance costs.

Cash used by investing activities was \$2,132,613 (2022 - \$1,115,395) which consisted of exploration expenditures on the Company's mineral properties, including significant drilling activities on the Company's Block 4 project.

The Company has no operating revenues and therefore must utilize the funds it obtains from equity financing and other financing transactions to maintain its capacity to meet ongoing exploration and operating activities. The Company may be required to raise additional capital to meet its ongoing operating expenses and to continue to meet its obligations on its current projects for the twelve-month period subsequent to September 30, 2023. Management may increase or decrease budgeted expenditures depending on exploration results and ongoing volatility in the economic environment.

As of September 30, 2023, and to the date of this MD&A, the cash resources of Pampa are held with the Bank of Montreal in Canada and Scotia Bank in Chile.

The Company's use of cash is principally directed towards two areas, namely:

- i) Funding of its general, administrative, and mineral property maintenance expenditures;
- ii) Exploration expenditures and funding of its investment activities.

For the remainder of fiscal 2023, the Company's expected general and administrative expenses are estimated to average \$60,000 per month for recurring operating costs. Management may reassess its planned expenditures based on the Company's working capital resources, the scope of work required to advance the exploration of its projects, and the overall condition of the financial markets.

Assuming that management is successful in discovering a substantial copper deposit in Chile, future work plans to advance the deposit will depend upon the Company's assessment of prior results, the financial condition of the Company, and the then prevailing economic climate in general.

Recent Accounting Pronouncements

IAS 1 - Presentation of Financial Statements

In January 2020, the IASB issued an amendment to IAS 1, Presentation of Financial Statements, to clarify one of the requirements under the standard for classifying a liability as non-current in nature. The amendment includes:

- a) Specifying that an entity's right to defer settlement must exist at the end of the reporting period;
- b) Clarifying that classification is unaffected by management's intentions or expectations about whether the entity will exercise its right to defer settlement;
- c) Clarifying how lending conditions affect classification; and
- d) Clarifying if the settlement of a liability refers to the transfer of cash, equity instruments, other assets, or services.

The Company will perform an assessment of the amendment on its financial statements prior to the effective date of January 1, 2024. Based on the currently available information, the Company does not anticipate any material impact from this amendment on its financial statements.

Newly adopted accounting standards

Amendments to IAS 1 and IFRS Practice Statement 2

In February 2021, the IASB issued an amendment to IAS 1, Presentation of Financial Statements and IFRS Practice Statement 2. The key amendments to IAS 1 include:

- a) requiring companies to disclose their material accounting policies rather than their significant accounting policies;
- b) clarifying that accounting policies related to immaterial transactions, other events or conditions are themselves immaterial and as such need not be disclosed; and
- c) clarifying that not all accounting policies that relate to material transactions, other events or conditions are themselves material to a company's financial statements.

The amendments are effective from January 1, 2023. The amendments did not have a significant impact to the Company's condensed consolidated interim financial statements.

Critical Accounting Estimates

The preparation of the consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The consolidated financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions, and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical accounting estimates and judgments

Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, if actual results differ from assumptions made, relate to, but are not limited to, the following:

- Going concern - management must make an assessment as to the going concern basis of accounting and uncertainties associated with the Company's ability to raise additional capital and/or obtain financing to advance its exploration properties;
- Impairment of Exploration and Evaluation (E&E) assets - The application of the Company's accounting policy for impairment of E&E assets requires judgment in determining if the facts and circumstances suggests that the carrying amount exceeds the recoverable amount; and
- Share-based compensation – management prepares fair value estimates in determining the amount of share-based compensation expense to record in the Company's consolidated statement of loss and comprehensive loss associated with the Company's share compensation plan. Estimating fair value requires determining the most appropriate valuation model for a grant of equity instruments, which is dependent on the terms and conditions of the grant. Option-pricing models require the use of highly subjective estimates and assumptions including an

expected stock price volatility. Changes in the underlying assumptions can materially affect the fair value estimates and, therefore, existing models do not necessarily provide reliable measurement of the fair value of the Company's stock options.

Capital Risk Management

The Company manages its capital with the following objectives:

- To ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- To maximize shareholder returns by increasing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

The Company considers its capital to be equity, which comprises share capital, commitment to issue shares, warrant reserve, contributed surplus and accumulated deficit, which as at September 30, 2023 totalled \$10,324,793 (December 31, 2022 - \$5,176,721).

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on activities related to its mineral properties. Selected information is provided to the Board of Directors of the Company. The Company's capital management objectives, policies and processes have remained unchanged during the three and nine months ended September 30, 2023.

Financial Risk Management

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign currency risk and commodity and equity price risk).

Risk management is carried out by the Company's management team under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management. There were no changes to credit risk, liquidity risk or market risk for the three and nine months ended September 30, 2023.

i) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents. Cash is held with select major Canadian and American chartered banks, from which management believes the risk of loss to be minimal.

ii) Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. All accounts payable and accrued liabilities are due in the next twelve months. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered, whether because of a downturn in stock market conditions generally or matters specific to the Company. The Company generates cash flow primarily from its financing activities.

iii) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and commodity and equity prices:

iv) Interest rate risk

The Company currently does not have any short-term or long-term debt that is interest bearing and, as such, the Company's current exposure to interest rate risk is minimal.

v) Foreign currency risk

The consolidated financial statements are presented in Canadian dollars, which is the Company's presentation currency. The Company holds cash balances in Canadian dollars, US dollars and Chilean Pesos, which could give rise to exposure to foreign exchange risk. It is not the Company's policy to hedge its foreign currency related to the US dollar.

vi) Commodity and equity price risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, as they relate to copper and gold, and the stock market to determine the appropriate course of action to be taken by the Company.

Commodity price risk could adversely affect the Company. In particular, the Company's future profitability and viability of development depends upon the world market price of copper and gold. There is no assurance that, even if commercial quantities of copper or gold are produced in the future, a profitable market will exist for them. As of September 30, 2023, the Company was not a copper or gold producer. Additionally, commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

vii) Related parties risk

Related parties include the Board of Directors, close family members, other key management individuals, and enterprises that are controlled by these individuals as well as certain persons performing similar functions. The Company defines key management personnel as its CEO, CFO and Board of Directors.

Related party transactions conducted in the normal course of operations are measured at the fair value and approved by the Board of Directors in strict adherence to conflict-of-interest law and regulations.

Compensation awarded to key directors and management personnel for the nine months ended September 30, 2023 and 2022 are as follows:

For the nine months ended	September 30, 2023 (\$)	September 30, 2022 (\$)
Directors and Management compensation	210,000	406,702
Share-based payments	320,823	280,560
TOTAL	530,823	687,262

viii) Insider shareholdings

None of the Company's major shareholders have different voting rights than those rights of other holders of the Company's common shares.

Share Capitals

The Company's authorized share capital consists of an unlimited number of common shares and preferred shares without par value. As at the date of this MD&A, the Company has 42,208,202 common shares issued and outstanding. There are also 3,555,000 stock options and 23,200,094 warrants with expiry dates ranging from March 21, 2024 to April 18, 2028.

Disclosure of Internal Controls

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that:

- i) The consolidated financial statements do not contain any untrue statement of material fact, or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of, and for the periods represented by, the consolidated financial statements; and
- ii) The consolidated financial statements present in all material respects the financial condition, results of operations, and cash flows of the Company, as of the date of and for the periods represented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P"), and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

1. Controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings, or other reports filed or submitted under securities legislation is recorded, processed, summarized, and reported within the time periods specified in securities legislation; and
2. A process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP (IFRS).

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Risks and Uncertainties

The Company's financial condition, results of operation and business are subject to certain risks, certain of which are described below (and elsewhere in this MD&A):

Additional Funding Requirements

The Company is reliant upon additional equity financing in order to continue its business and operations because it is in the business of mineral exploration and at present does not derive any income from its mineral assets. There is no guarantee that future sources of funding will be available to the Company. If the Company is not able to raise additional equity funding in the future, it will be unable to carry out its business.

Commodity Price Volatility

The prices of copper and gold can fluctuate drastically and are beyond the Company's control. While the Company would benefit from an increase in the value of copper or gold, a decrease in the value of copper or gold could also adversely affect it.

Title to Mineral Properties

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, or the geographic area of, mineral properties may be disputed or impugned. Although the Company has investigated its title to the mineral properties, leases, or licences for which it holds rights, there can be no assurance that the Company has valid title to such mineral properties or that its title thereto will not be challenged or impugned. For example, mineral properties sometimes contain claims or transfer histories that examiners cannot verify; and transfers under foreign law are often complex. The Company does not carry title insurance with respect to its mineral properties. A successful claim that the Company does not have title to a mineral property could cause the Company to lose its rights to mine that property, without compensation for its prior expenditures relating to the property.

Mineral Exploration

Mineral exploration involves a high degree of risk. Few properties that are explored are developed into producing mines. Geological uncertainty, other technical uncertainties, unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, tailings impoundment failures, cave-ins, landslides, and the inability to obtain adequate machinery, equipment, or labour are some of the risks involved in mineral exploration and exploitation activities. The Company has relied on, and may continue to rely on, consultants and others for mineral exploration and exploitation expertise. Substantial expenditures are required to establish mineral reserves and resources through drilling, to develop metallurgical processes to extract the metal from the ore, and, in the case of some properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining, or to upgrade existing infrastructure. There can be no assurance that the funds required to exploit any mineral reserves and resources discovered by the Company will be obtained on a timely basis or at all. The economics of exploiting mineral reserves and resources discovered by the Company are affected by many factors, many outside the control of the Company, including metals prices, the cost of development, the cost of operations, variations in the grade of ore mined and metals recovered, price fluctuations in the metal markets, costs of processing equipment, and other factors such as government regulations,

including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental and social protection. There can be no assurance that the Company's mineral exploration and exploitation activities will be successful.

Country Risk

The Company could be at risk regarding any political developments in the country in which it operates. At present the Company only has exploration activities in Chile, with its headquarters and management located in Canada.

Uninsurable Risks

Mineral exploration activities involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences, and political and social instability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Should such liabilities arise, they could negatively affect the Company's profitability and financial position and the value of its common shares. The Company does not maintain insurance against environmental risks.

Environmental Regulation and Liability

The Company's activities are subject to laws and regulations controlling not only mineral exploration and exploitation activities themselves but also the possible effects of such activities upon the environment. Environmental legislation may change and make the exploration, development, mining, and processing of ore uneconomic, or result in significant environmental or reclamation costs. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mineral exploration and exploitation activities, such as seepage from tailings disposal areas that could result in environmental pollution. A breach of environmental legislation may result in the imposition of fines and penalties or the suspension or closure of operations. In addition, certain types of exploration, development, mining, and processing operations require the submission of environmental impact statements and approval thereof by government authorities. Environmental legislation is evolving in a manner that may mean stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their directors, officers, and employees. Permits from a variety of regulatory authorities are required for many aspects of mineral exploration and

exploitation activities, including closure and reclamation. Future environmental legislation could cause additional expense, capital expenditures, restrictions, liabilities, and delays in the development of the Company's properties, the extent of which cannot be predicted. In the context of environmental permits, including the approval of closure and reclamation plans, the Company must comply with standards, laws, and regulations that may entail costs and delays, depending on the nature of the activity to be permitted, and how stringently the permitting authority implements the regulations. The Company does not maintain environmental liability insurance.

Regulations and Permits

The Company's activities are subject to a wide variety of laws and regulations governing health and worker safety, employment standards, waste disposal, protection of the environment, protection of historic and archaeological sites, mine development and protection of endangered and protected species, aboriginal title and access, and other matters. The Company is required to have a wide variety of permits from governmental and regulatory authorities to carry out its activities. These permits relate to virtually every aspect of the Company's exploration activities. Changes in these laws and regulations or changes in their enforcement or interpretation could result in changes in legal requirements or in the terms of the Company's permits that could have a significant adverse impact on the Company's existing or future operations or projects. Obtaining permits can be a complex, time-consuming process. There can be no assurance that the Company will be able to obtain the necessary permits on acceptable terms, or 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 existing 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 closure of operations or material fines, penalties, or other liabilities.

Potential Dilution

The issue of common shares of the Company upon the exercise of the options and warrants will dilute the ownership interest of the Company's current shareholders. The Company may also issue additional options and warrants or additional common shares from time to time in the future. If it does so, the ownership interest of the Company's then current shareholders could also be diluted.

Competition

Competition in the mineral exploration business is intense and could adversely affect the ability of the Company to suitably develop its properties. The Company will be competing with many other exploration companies possessing greater financial resources and technical facilities. Accordingly, there is a high degree of competition for desirable mineral leases, suitable prospects for drilling operations, and necessary mining equipment, as well as for access to funds. There can be no assurance that the necessary funds can be raised or that any projected work will be completed.

Conflicts of Interest

Certain of the directors of the Company are also directors, officers, or shareholders of other companies. Such associations may give rise to conflicts of interest from time to time. The directors of the Company will be required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project or opportunity of the Company. If a conflict arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether the Company will participate in any project or opportunity, the director will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Covid-19 Risks

The worldwide emergency measures taken to combat the COVID-19 pandemic may continue, could be expanded, and could also be reintroduced in the future following relaxation. As governments implement monetary and fiscal policy changes aimed to help stabilize economies and capital markets, the Company cannot predict legal and regulatory responses to concerns about the COVID-19 pandemic and related public health issues and how these responses may impact our business. The COVID-19 pandemic, actions taken globally in response to it, and the ensuing economic downturn, have caused significant disruption to business activities and economies. The depth, breadth and duration of these disruptions remain highly uncertain currently. Furthermore, governments are developing frameworks for the staged resumption of business activities. As a result, it is difficult to predict how significant the impact of the COVID-19 pandemic, including any responses to it, will be on the global economy and the Company's business. The Company has outlined these risks in more detail below.

Strategic & Operational Risks

The ongoing COVID-19 pandemic could adversely impact our financial condition in future periods because of reduced business opportunities via acquisitions and dispositions of exploration and development properties. The uncertainty around the expected duration of the pandemic and the measures put in place by governments to respond to it could further depress business activity and financial markets. The company's strategic initiatives to advance our business may be delayed or cancelled as a result.

To date, the company's operations have remained stable under the pandemic but there can be no assurance that the company's ability to continue to operate the business will not be adversely impacted, to the extent that aspects of our operations which rely on services provided by third parties fail to operate as expected. The successful execution of business continuity strategies by third parties is outside the company's control. If one or more of the third parties to whom the company outsource critical business activities fails to perform because of the impacts from the spread of COVID-19, it could have a material adverse effect on the company's business and operations.

Liquidity risk and capital management

Extreme market volatility and stressed conditions resulting from COVID-19 and the measures implemented to control its spread could limit our access to capital markets and our ability to generate funds to meet our capital requirements. Sustained global economic uncertainty could result in more costly or limited access to funding sources. In addition, while the company currently has sources of liquidity, such as cash balances, there can be no assurance that these sources will provide the company with sufficient liquidity on commercially reasonable terms in the future. Extreme market volatility may leave the company unable to react in a manner consistent with our historical practices.

Market Risk

The pandemic and resulting economic downturn have created significant volatility and declines in financial and commodity markets. The pandemic could result in a global recessionary environment with continued market volatility, which may continue to impact our financial condition.