

HANNAN METALS LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED MAY 31, 2022

This discussion and analysis of financial position and results of operation is prepared as at September 28, 2022 and should be read in conjunction with the audited consolidated financial statements and the accompanying notes for the years ended May 31, 2022 and 2021 of Hannan Metals Ltd. ("Hannan" or the "Company"). The following disclosure and associated financial statements are presented in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis ("MD&A") are quoted in Canadian dollars.

Forward-looking Statements

This MD&A contains certain statements that may constitute "forward-looking statements". Forward-looking statements include but are not limited to, statements regarding future anticipated exploration programs and the timing thereof, and business and financing plans. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward looking statements as a result of various factors, including, but not limited to, the Company's ability to identify one or more economic deposits on its properties, to produce minerals from its properties successfully or profitably, to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies, that the political environment in which the Company operates will continue to support the development and operation of mining projects, the threat associated with outbreaks of viruses and infectious diseases, including the novel COVID-19 virus, measures taken by governments, the Company or others to attempt to mitigate the effects of or reduce the spread of COVID-19, may affect the Company, whether directly or through effects on employee health, workforce productivity and availability (including the ability to transport personnel to where the Company has operations), travel restrictions, risks related to negative publicity with respect to the Company or the mining industry in general, unexpected geological conditions, local community relations, dealings with non-governmental organizations, delays in operations due to permit grants, environmental and safety risks. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise.

Historical results of operations and trends that may be inferred from this MD&A may not necessarily indicate future results from operations. In particular, the current state of global securities markets may cause significant reductions in the price of the Company's securities and render it difficult or impossible for the Company to raise the funds necessary to continue operations.

All of the Company's public disclosure filings, including its most recent management information circular, material change reports, press releases and other information, may be accessed via www.sedar.com or the Company's website www.hannanmetals.com and readers are urged to review these materials.

COVID-19 Update

Following a peak in the number of COVID-19 cases and fatalities in April 2021 during the second wave of the outbreak in Peru, there has been a significant reduction in both categories during the subsequent months of 2021. However, during late August 2022 the Omicron variant has taken hold in Peru and case numbers are again on the rise. While COVID-19 has had some impact on the performance of the Company and its Peruvian operations, it is not possible to reliably estimate the impact of the COVID-19 pandemic on the financial results of the Company and its operations in future periods. Some COVID-19 restrictions in Peru are still in place. Mostly relating to the use of face mask. It is mandatory to wear a face mask in crowded places. However, restrictions are being removed and it is no longer mandatory to wear facemask for outside work in open space.

Company Overview

The Company currently is a reporting issuer in British Columbia and Alberta. The Company's common shares are listed on the TSX Venture Exchange ("TSXV") and trade under the symbol "HAN". The Company's principal, registered and records office is located at #1305 - 1090 West Georgia Street, Vancouver, British Columbia V6E 3V7.

With 2,119 sq km of mineral tenure, Hannan is a top 10 concession holder in Peru, a country that is dominated by some of the world's largest exploration and mining companies. Hannan is one of the few juniors to acquire such a significant land position. The Company is focussed on two new frontier areas in Peru. Both are in the sub-Andean zone which is characterized by highland jungle in the transition between the Cordillera and Amazon Basin.

In late 2018 at San Martin in Peru, Hannan recognized the significant potential for large copper-silver deposits and aggressively staked a commanding tenure position. In 2020 the Company signed a significant US \$35,000,000 earn-in and Joint Venture on one third of our ground holding at San Martin with the Japan Oil, Gas and Metals National Corporation ("JOGMEC"). JOGMEC is an independent administrative agency within the Japanese government which, among other things, seeks to secure stable resource supply for Japan.

The San Martin Project covers a new, basin-scale high-grade sediment-hosted copper-silver system that extends over 200 km x 100 km along the foreland region of the eastern Andes Mountains. Mineralization is geologically similar to the vast Kupferschiefer deposits in Eastern Europe. Sediment-hosted stratiform copper-silver deposits are among the two most important copper sources in the world, the other being copper porphyries.

Hannan's second major project in Peru is Valiente (*formerly Previsto Project*) located 300 km south of the San Martin Project. Here the Company is targeting Miocene age porphyry copper-gold in a back-arc setting in Central Eastern Peru. We consider the belt to be a potential new metallogenic province of Peru. Located far inboard of the conventional porphyry settings, the project shows regional similarities to deposits such as the large Bajo de Alumbrera copper-gold porphyry in Argentina.

The Company was a first mover in this district and controls 1,118 sq km of tenure. The first permits were granted in September 2021.

Hannan's exploration programs are fully funded in 2022 with a Peru-wide exploration project budget of US \$2,700,000, of which US \$1,600,000 will be funded by JOGMEC for the San Martin JV Project. At San Martin the focus is to continue to build a basin-scale project and work towards drilling in fiscal 2023. At Valiente, the Company is permitting more detailed work including soil sampling, mapping and trenching as well as completing a high resolution airborne magnetic survey.

In September 2022 the Company completed a \$2,570,400 private placement financing with Teck Resources Limited, as described in "Financial Conditions / Capital Resources".

Management believes Hannan is uniquely leveraged to make significant grassroots discoveries in two prospective, yet unexplored terrains in Peru. If successful, these will be compelling targets for the major gold and copper mining houses in the years to come.

Properties Update

Peru

San Martin JV Project (Copper-Silver, Peru, 105 mining concessions for 815 sq km)

The San Martin JV Project is in north-eastern Peru. Project access is excellent via a proximal paved highway, while the altitude ranges from 400 metres to 1,600 metres in a region of high rainfall and predominantly forest cover. Hannan has staked a total of 105 mineral concessions for a total of 815 sq km, covering multiple trends within a 120 km of combined strike for sedimentary-hosted copper-silver mineralization. A total of 64 granted mining concessions for 469 sq km have been granted, while the remainder remain under application.

On November 27, 2020 Hannan signed a binding letter agreement for an Option and Joint Venture Agreement (the "JOGMEC Agreement") with JOGMEC. Under the JOGMEC Agreement, JOGMEC has the option to earn up to a

75% beneficial interest in the San Martin JV Project by spending up to US \$35,000,000 to deliver to the joint venture (“JV”) a feasibility study. Details of the agreement are below - see “*JOGMEC Agreement*”.

The San Martin JV Project covers a new, basin-scale high-grade sediment-hosted copper-silver system situated along the foreland region of the eastern Andes Mountains. Geologically, analogues include the Spar Lake sediment hosted copper-silver deposit in Montana and the vast Kupferschiefer deposits in Eastern Europe where KGHM Polska Miedz (“KGHM”) operates the largest silver producing mine in the world, more than twice the production of any other operation, and also the sixth biggest copper miner on earth. Sediment-hosted stratiform copper-silver deposits are among the two most important copper sources in the world, the other being copper porphyries.

Hannan recognized the significant potential for large copper-silver deposits in this part of Peru and has aggressively staked a commanding position of prospective where mineralized outcrops and boulders have been discovered in context with a consistent mineralized horizon geology over 120 kilometres of combined strike.

Since 2021, the Company has focussed on the Tabalosos project in the northwest of the project area where high-grade copper and silver mineralization has been discovered over 15 kilometres of strike within at least 2 structural corridors. At San Martin outcrop is extremely poor with <1% exposed rock in the area. Individual outcrops were located with the aid of soil samples and LiDAR surveying. Nevertheless, Hannan’s detailed geological facies analysis across the project has identified the economic geological implications for high-grade stratabound sediment hosted copper mineralization that may have significant lateral continuity across the Huallaga basin.

Detailed mapping of outcrops with correlating stratigraphic columns demonstrates that copper mineralization is hosted by an organic rich shale facies within an approximately 10m thick bleached/ altered and copper anomalous package of shaly siltstones. This sequence represents a different depositional environment of lower energy that has facilitated the deposition of a consistent organic-rich, reduced shale facies located at the base of a transition between the Sarayaquillo Formation and the Cushabatay Formation. This transition has previously been recognized in the district in academic literature but is not well documented. The mineralized zone is located in the transition between fluvial-aolian sediments and the onset of marine sedimentation. Copper mineralization is hosted in well-sorted sediments with the main reductant consisting of carbonized plant fragments varying in size from silt to several decimetres, at the top of a red-bed unit. Furthermore, initial observations suggest that the mineralization is mineralogically very simple with the dominant hypogene copper minerals being chalcocite and minor cuprite. Overall, the mineralization is extremely sulfur poor and very little sulfides can be observed in hand specimens. Leaching of the copper mineralization by supergene processes has been observed by Hannan geologists in some zones of Tabalosos and it is possible that the mineralization will show higher grades at depth due to the absence of surface leaching.

Systematic surface channel sampling from 92 channels from the subcropping mineralized copper shale over a 9 km long and 1 km wide area at Tabalosos East returned averaged 0.9 metre @ 1.9% copper and 28 g/t silver using a lower cut of 0.5% copper and minimum width of 0.2 metres and range from 2.0 metres @ 4.9% copper and 62 g/t silver to 0.2 metres @ 0.8% copper and 18 g/t silver. The channel sampled area at Tabalosos East represents only 1% of Hannan’s 656 sq km of tenure at the San Martin JV area.

Sediment-hosted stratiform copper-silver deposits are among the two most important copper sources in the world, the other being copper porphyries. They are also a major producer of silver. KGHM Polska Miedz’s (“KGHM”) three copper-silver sediment-hosted mines in Poland (the “Kupferschiefer”) were the leading silver producer in the world and seventh largest global copper miner in 2020. Quoted resources in 2019 for KGHM were 1,518 Mt @ 1.86% copper and 55 g/t silver from a mineralized zone that averages 0.4 metres to 5.5 metres thickness.

To provide context, Hannan’s widths and grade (1.0 metre @ 1.9 % copper and 28 g/t silver) from 91 channel surface samples reported here at San Martin (lower cut 0.5% copper), within an area about 8 km long and 1 km wide, compare with those found during the initial modern-day drill discovery of the Kupferschiefer copper-silver deposits.

- In 1957 the discovery drillhole (Siersoszowice IG 1) intersected 2.0 metres @ 1.5% copper at the depth of 657 metres.
- In 1959 the Lubin-Siersoszowice deposit, based on the results from 24 drillholes contained 1,365 Mt @ 1.4% copper and 26 g/t silver in indicated resources, with a thickness ranging between 0.2–13.1 metres in an area about 28 kilometres long and 6 kilometres wide between 400 to 1000 metres depth.

Hannan’s sampling, to date, has been confined to surface channel sampling.

Additionally, a total of 90% of the 64,500 ha or 2,782-line kms of LiDAR have been acquired at the San Martin JV Project.

Hannan initiated baseline studies and permitting to undertake advanced exploration work, including diamond drilling, at Tabalosos in 2021. Hannan has received approval from two local hamlets at Tabalosos to initiate work for an Environmental Impact Statement (Declaración de Impacto Ambiental, or “DIA”) study. The DIA is the primary environmental certification required to allow low impact mineral exploration programs, that includes drilling programs, to proceed in Peru. Work for the DIA will include professional archaeological investigations, community workshops and liaison activities to collect appropriate information necessary to make submittals for approval to the General Directorate of Mining Environmental Affairs of the Ministry of Energy and Mines, Peru. Final DIA and other approvals are anticipated during early 2022. Detailed archaeological work has now been completed at Tabalosos East and the Certificate of the Inexistence of Archaeological Remains (Certificado de Inexistencia de Restos Arqueológicos, or “CIRA”) has been approved by the Ministry of Culture from San Martin.

Channel samples are considered representative of the in-situ mineralization samples and sample widths quoted approximate the true width of mineralization, while grab samples are selective by nature and are unlikely to represent average grades on the property.

JOGMEC JV Agreement

The JOGMEC JV Agreement grants JOGMEC the option to earn an initial 51% ownership interest by funding US \$8,000,000 in project expenditures at San Martin over a four-year period, subject to acceleration at JOGMEC’s discretion. JOGMEC, at its election, can then earn:

- an additional 16% interest for a total 67% ownership interest by achieving either a prefeasibility study or funding a further US \$12,000,000 in project expenditures in amounts of at least US \$1,000,000 per annum (for a US \$20,000,000 total expenditure); and
- subject to owning a 67% interest, a further 8% interest for a total 75% ownership interest by achieving either a feasibility study or funding a further US \$15,000,000 in project expenditures in amounts of at least US \$1,000,000 per annum (for a US \$35,000,000 total expenditure).

Should JOGMEC not proceed to a prefeasibility study or spend US \$20,000,000 in total, Hannan shall have the right to purchase from JOGMEC for the sum of US \$1, a two percent (2%) Participating Interest, whereby Hannan’s Participating Interest will be increased to fifty-one percent (51%) and JOGMEC’s Participating Interest will be reduced to forty-nine percent (49%). At the completion of a feasibility study, JOGMEC has the right to either:

- purchase up to an additional ten percent (10%) Participating Interest from Hannan Metals (for a total 85% maximum capped Participating Interest) at fair value as determined in accordance with internationally recognized professional standards by an agreed upon independent third-party valuator; or
- receive up to an additional ten percent (10%) Participating Interest from Hannan (for a total 85% maximum capped Participating Interest) in consideration of JOGMEC’s agreement to fund development of the project, by loan carrying Hannan until the San Martin Project generates positive cash flow.

After US \$35,000,000 has been spent by JOGMEC and before a feasibility study has been achieved, both parties will fund expenditures pro rata or dilute via a standard industry dilution formula. If the Participating Interest in the Joint Venture of any party is diluted to less than 5% then that party’s Participating Interest will be automatically converted to a 2.0% net smelter royalty (“NSR”), and the other party may at any time purchase 1.0% of the 2.0% NSR for a cash payment of US \$1,000,000. Hannan will manage exploration at least until JOGMEC earns a 51% interest, after which the majority participant interest holder will be entitled to act as the operator of the joint venture.

JOGMEC has confirmed a US \$1,600,000 budget from April 2022 through to March 2023 for the San Martin JV Project as part of the Second Base Earn-in Period.

San Martin Hannan Project (Copper-Silver, Peru, 9 mining concessions for 87 sq km, 100% Hannan)

As of the date of this MD&A the Company holds 9 mining concessions which have been granted or are under application for 87 sq km for copper-silver in the broader Huallaga Basin in its own right. The mining concessions demonstrate the Company’s strategy to open new search spaces and apply disruptive exploration models to previously unexplored terrain. The new areas were identified during a stereographic geological remote study using detailed

terrain corrected topographic elevation data and the Sentinel-2 super-spectral satellite data from the European Space Agency (“ESA”). The resultant geological and target map highlighted the new stratabound copper-silver target areas that were subsequently staked.

A boulder discovered during initial reconnaissance assayed 1.4% Cu and 21 g/t Ag at the Ochique prospect was made 20 kilometres north-west of the Tabalosos JOGMEC JV project during the period. This is the first indication of sediment-hosted copper mineralization in the north-western Huallaga Basin. The boulder source represents a small proportion of Hannan’s application in the area, which in total covers 55 kilometres of the prospective strike of the mineralized host unit. Field teams are currently actively carrying out stream sediment sampling.

Valiente Project (Copper-Gold, Peru, 122 mining concessions for 1,118 sq km, 100% Hannan)

Hannan increased its Peruvian mineral tenure holdings to 1,118 sq km prospective for back-arc porphyry copper-gold systems (the “Valiente Project”) in central eastern Peru. These new areas will be explored alongside Hannan’s existing projects in San Martin, located approximately 250 kilometres north of Valiente. A total of 48 granted mining concessions for 469 sq km have been granted, while the remainder remain under application.

The Valiente Project, located 300 kilometres south of the 100%-controlled San Martin Hannan Project, defines a previously unknown mineralized belt within a 140 kilometre by 50 kilometre area.

At Valiente, regional exploration has identified seven intrusion related porphyry/skarn targets defined by coincident Cu-Au-Mo-Ag anomalies with lesser Pb-Zn-Sn-W from multiple datasets, including stream sediment sampling, outcrop and boulder geochemical sampling, geological mapping and airborne magnetics. The nature of the targets is at an early stage. The entire area is under thin cover, and it is estimated that <1% of the bedrock outcrops. The most advanced of these targets is the Belen Zone which covers four different target areas:

1. Southern porphyry copper-gold - epithermal gold target

- A highly anomalous Cu-Au-Mo soil anomaly believed to represent the upper levels of a concealed copper-gold porphyry system, initially reported [here](#), over a 1,600m by 800m area above a mapped and radiometrically dated Miocene-age porphyry intrusion. Sampling shows:
 - 44 soil samples from the porphyry target range from 26 - 1,461 ppm Cu with an average of 331 ppm Cu. Au and Mo are also anomalous.
 - Where exposed the wall rock to the porphyry intrusion show hornfels alteration and a channel sample from hornblende-bearing feldspar porphyry with milky quartz iron oxide veinlets assayed 1m @ 0.3 g/t Au ([reported here](#)).
- A peripheral gold-antimony-tellurium soil anomaly up to 85 ppb gold extends 2 km by 0.4 km around the porphyry-style geochemical signature.
 - 16 soil samples from the epithermal gold anomaly range between 6 ppb and 85 ppb Au and show strong correlation with Te.
- Detailed grid soils to be followed up during May followed by hand trench sampling.

2. Central epithermal gold target

- A 1,500m long epithermal target area identified by large gold mineralized boulders of quartz-pyrite and iron oxides as well as strongly gold anomalous soil samples.
 - 43 rockchip samples from boulders have been collected with an average of 0.48 g/t Au, 6 g/t Te and range from <DL to 2.69 g/t Au and below detection limit (“<DL”) to 59 g/t Te. The boulders are interpreted to be locally sourced due their size and angular shape, however their source has not yet been located.
- 1 km north of the epithermal gold boulder occurrence, a plutonic diorite with a magnetite and iron oxide vein was sampled:
 - The 0.3m wide channel sample across the vein assayed 3.2 g/t Au, 0.6% Cu and 20 ppm Mo.
 - In the same area an iron gossanous boulder assayed 0.1 g/t Au and 0.12% Cu.
 - This area may represent a third porphyry target within the 10 km Belen trend.
- Soil sampling outlines a strongly gold anomalous topographic ridge that extends for 1,200m strike and is anomalous over its entire strike length. This ridge is believed to represent weathering resistant alteration related to underlying epithermal gold mineralization.

- 12 soil samples range from 5 ppb to 71 ppb Au
- 250m north of the ridge named above a large gossanous boulder with boxwork of jarosite, hematite and goethite with botryoidal chalcidony in cavities containing 42 ppb Au, 12 ppm Mo.

3. Central Skarn target

- Cretaceous limestone hosting a 400m long soil anomaly and open in all directions.
 - Six soil samples 100 - 200m apart with Zn values ranging from 200 - 2,577ppm, Pb 22 ppm – 127 ppm and gold from <DL to 24 ppb Au.

4. Northern porphyry copper-gold target

- A Cu soil target defined by boulders and soil samples, over a 2,300m by 800m area.
- Porphyry related alteration assemblages and veining common:
 - Potassic alteration in the form of pink potassic-feldspar veins .
 - Porphyry related veining with “A” type (quartz) and “M” type (magnetite) veins.
- 55 ridge-top soil samples at 100 - 200m point spacing and 400 - 600m line spacing range from 5 - 276 ppm Cu related to strong soil colour changes.

Another target is the Previsto Target. Many copper-bearing boulders with different stages of porphyry intrusions have been observed with strong hydrothermal alteration and B-style quartz-sulphide veins relating to porphyry mineralization. Values up to 25.6% Cu and 28 g/t Ag, (previously reported) have been assayed. Gold anomalous boulders are also present with 0.9 g/t Au and 0.12% Cu assayed from a strongly leached hydrothermal breccia with porphyritic clasts.

Control of the Valiente and San Martin Hannan Projects is held 100% through Hannan subsidiaries or in trust via other private companies.

Future Developments

An updated US \$1,600,000 annual budget is confirmed for the San Martin JV Project and from April 2022 to March 2023 that will focus on three different scales:

- (i) At the project scale, work will identify the most prospective zones within the large land position by completing the regional scale stream sediment sampling, combined with large-scale LiDAR airborne surveys to define geology, structure, outcrops and access in the densely forested terrain.
- (ii) At the prospect scale, targeted prospecting will then be undertaken in areas of interest with regional mapping along creeks, followed and detailed mapping in trenches and pits and extensive soil sampling, with real time portable XRF analysis. Trial IP electrical geophysics will be undertaken to determine if reduced horizons can be identified in the subsurface.
- (iii) At the drill scale, the Company plans to complete environmental permitting over three separate areas during the year to set the joint venture up with large scale and multiple drill targets for 2022.

Social work continues with successful engagement with all key stakeholders from local communities to provincial leadership, over the large area. Hannan aims to have a transparent approach prior to, during and after technical field work. Hannan speaks to all stakeholders to gain authorization to conduct surface exploration. The Company has a dedicated social team and has hired local representatives and used local radio to inform a wider audience on the Company’s plans.

Baseline studies for the DIA (Environmental Impact Statement for drilling) involving up to 12 specialist consultants undertaking socio-economic and environmental baseline studies, environmental monitoring, archaeological investigations, community workshops and liaison activities have been completed. Final DIA and other approvals are anticipated during early 2023.

Field crews are active on the Valiente Project conducting stream sediment and soil sampling, prospecting and detailed field mapping and will soon commence baseline studies for drill permitting.

Clare Zinc-Lead-Silver Project, Ireland

Hannan also has 100% ownership of the Clare zinc-silver-lead-copper property (the “Clare Project”) which consists of seven PLs granted and issued by the Exploration and Mining Division (“EMD”) of the Department of Communications, Climate Action and Environment in County Clare, Ireland. The western edge of the prospect area is 1.5km east of the town of Ennis. All prospecting licences of the Clare Project are 100% owned by Hannan Ireland.

The Irish base metal ore field is considered one of the world’s best mineralized zinc provinces and is considered highly prospective for new zinc discoveries. In 2015 Ireland was the world’s 10th largest zinc producing nation with 230,000 tonnes produced.

In 2008, Belmore, a private Irish company, drill tested the base of the Waulsortian Limestone beneath near-surface sulphidic and calcite veined shelf carbonates at the historic Kilbricken lead mine. The discovery drillhole at Kilbricken, DH04, intersected 10m @ 13.8% Zn, 5.5% Pb, 0.08% Cu, and 62.8g/t Ag from 448.1 metres at the targeted base of Waulsortian Limestone. Given the general flat lying and stratabound nature of mineralization and steep angles of all drillholes mentioned, the true thickness of the mineralized intervals quoted is interpreted to be approximately 95% of the sampled thickness.

After this initial discovery, Lundin joint ventured Kilbricken and the wider tenure package from Belmore. In 2011, Lundin purchased 100% of Belmore. Drilling by Lundin from 2009 to 2012 continued to intersect sulphide mineralization in the hanging wall of the Chimney fault.

Two styles of mineralization are evident at Kilbricken. The upper Chimney zone demonstrates the classic high-grade (>10% ZnEq) Irish stratabound mineralization targeted by Hannan. This body has been drilled within an area of 750 metres by 200 metres and averages 12 metres thickness. The lower Fort Zone was found later than the Chimney zone and has been tested with fewer drill holes. It is structurally hosted, lower grade, but thicker, averaging 40 metres, and drilled within a 400 metre by 200 metres area.

Lundin completed significant work on the property. A total of 278 drill holes for 134,000 m of diamond drilling was completed over the entire project. A total of 222 drill holes for 118,000 metres were drilled at the Kilbricken area. Lundin also undertook regional exploration in the remainder of the Clare Project, largely focussed on other Waulsortian-hosted zinc-lead prospects. Lundin carried out 616 metres of drilling at the Ballyvergin prospect with the objective of discovering additional zones of copper-silver mineralization. Lundin drilled a total of 2,370 metres on the Kilmurry Project, located within the Clare project area, 9 kilometres south-east of Kilbricken. In addition, significant surface geochemical and multiple geophysical surveys have been undertaken by Lundin and previous operators on the Clare Project area. Of note are a 3D seismic survey over the main Kilbricken mineralization in 2011, and 2D seismic survey conducted in 2012 that consisted of 8 traverses (each 3 - 3.5km long) over a total 10 kilometre strike length, spaced between 1-2 kilometres across the Kilbricken trend.

During 2017 Hannan quoted a maiden resource of 2.7 million tonnes at 8.8% zinc equivalent (“ZnEq”), including 1.4 million tonnes at 10.8% ZnEq indicated and inferred resources of 1.7 million tonnes at 8.2% ZnEq, including 0.6 million tonnes at 10.4% ZnEq. for Kilbricken.

Hannan subsequently drilled at Kilbricken from May 2017 and completed 16 holes for a total of 7,189.3 metres. Hannan’s drilling initially focused around Kilbricken with many holes intersecting significant mineralization and extending both the Fort and Chimney Zones. The true thickness of mineralized intervals at Kilbricken is interpreted to be greater than 95% of the sampled thickness.

During January 2018 the Company announced completion of a 40.6 line kilometre 2D seismic survey at the Clare Project. The regional seismic survey is a first for the area and has delivered a critical new set of subsurface data across the Company’s 35,444 ha PLs, which will form the basis for current and future drill targeting and prioritization. The survey traversed the most prospective parts of the Clare Basin within the Company’s PLs and was used to identify and map geological structures that may host and control base metal mineralization. The Company’s seismic survey propels understanding of the architecture and geological prospectivity of the Clare Basin, in a manner not previously possible.

The current focus in Ireland is the Kilmurry prospect which has the indicators of a significant drill target. The Kilmurry fault zone, mapped by seismic surveys, gravity and supported by historic drilling, has been traced over 10 kilometres of strike.

Kilmurry is a seismic and detailed gravity defined structural and stratigraphic target mapped by Hannan over greater than 15 kilometres strike and 1-2 kilometres width. The mineralized position of the hanging wall of the fault, that is an equivalent setting to all zinc mineralization in the Irish Midlands, has never been drill tested. Several geological factors make the fault zone a prospective target for zinc-lead-silver mineralization. Firstly, the entire fault zone was active during the formation of the Waulsortian limestone. The individual fault segments are closely spaced and have significant vertical offset, with the maximum mapped offset being one of the largest basin-scale displacements (>750 metres) mapped in Ireland. Closely spaced faults and significant fault offset along a relay fault system have a direct correlation with rock deformation and mineralizing fluid path ways in Irish-style zinc-lead-silver deposits.

Furthermore, historic drilling has identified significant alteration and mineralization immediately south in the footwall of the Kilmurry fault zone. Four historic drill holes that have tested the hanging wall of the fault zone never reached the target depth. The holes were drilled over 3.5 kilometre strike and all encountered geological evidence to support the seismic interpretation of the fault zone. Drill hole 11-3643-10 is the most significant and it intersected structurally hosted massive sulphides at 166m depth (0.3m @ 56% zinc + lead). The drill extension of 11-3643-10 being undertaken by Hannan is the first test of the fault zone. If the extension of 11-3643-10 is successful, shallower ramp zones linking the fault segments will be targeted at Kilmurry.

During 2019, existing drill hole (11-3643-10) was extended 65 metres by Hannan from 754 metres to 819 metres depth to test the mineralized target zone at the base of the Waulsortian limestone within the hanging wall of the Kilmurry fault. Hannan's extension of hole 11-3643-10 encountered intense hydrothermal hematite for 4 metres at the base of the potential mineralized position and calcite/dolomite breccia over more than 60 metres thickness, with sporadic gossanous patches after pyrite and calcite textures suggesting replacement of barite. The hydrothermal hematite alteration is highly significant as it lies proximal to mineralization at Irish-style deposits such as Lisheen, Tynagh and Silvermines and can be considered a near-miss indicator. Drilling confirmed seismic interpretations of the north-dipping Kilmurry syn-sedimentary relay fault system which exceeds 15 kilometres in length and is up to 2 kilometres wide and demonstrates one of the largest basin-scale displacements (>600 metres) mapped in Ireland.

Further drilling is recommended at Kilmurry, with four priority targets defined within the ramp-relay system over 6 kilometres. However, at this stage, the Company's focus remains exploring for copper in Peru.

Future Developments

The Company is reviewing opportunities with third parties for the Clare Project.

Qualified Person

The qualified person for the Company's projects, Mr. Michael Hudson, the Company's Chairman and CEO, a Fellow of the Australasian Institute of Mining and Metallurgy, has reviewed and verified the contents of this document.

Selected Financial Data

The following selected financial information is derived from the audited annual consolidated financial statements of the Company.

| | Years Ended May 31, | | |
|---|---------------------|-------------|-------------|
| | 2022 \$ | 2021 \$ | 2020 \$ |
| Operations: | | | |
| Revenues | Nil | Nil | Nil |
| Expenses | (898,195) | (1,527,679) | (1,159,406) |
| Other items | 17,129 | (66,130) | (4,728) |
| Net loss | (881,066) | (1,593,809) | (1,164,134) |
| Basic and diluted loss per share | (0.01) | (0.02) | (0.02) |
| Statement of Financial Position: | | | |
| Working capital | 2,156,671 | 1,650,346 | 1,316,484 |
| Total assets | 8,342,915 | 7,248,905 | 6,450,387 |
| Total long-term liabilities | Nil | Nil | Nil |

The following selected quarterly financial information is derived from the unaudited condensed consolidated interim financial statements of the Company and prepared using IFRS.

| Three Months Ended | Fiscal 2022 | | | | Fiscal 2021 | | | |
|---|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| | May 31/22 \$ | Feb 28/22 \$ | Nov 30/21 \$ | Aug 31/21 \$ | May 31/21 \$ | Feb 28/21 \$ | Nov 30/20 \$ | Aug 31/20 \$ |
| Operations: | | | | | | | | |
| Revenues | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Expenses | (179,044) | (183,868) | (225,427) | (309,856) | (453,520) | (279,666) | (390,385) | (404,108) |
| Other Items | 49,547 | (43,022) | (32,747) | 43,351 | (15,326) | (55,698) | 6,127 | (1,233) |
| Net loss | (129,497) | (226,890) | (258,174) | (266,505) | (468,846) | (335,364) | (384,258) | (405,341) |
| Basic and diluted loss per share | (0.01) | (0.00) | (0.00) | (0.00) | (0.01) | (0.00) | (0.00) | (0.01) |
| Statement of Financial Position: | | | | | | | | |
| Working capital | 2,156,671 | 2,854,497 | 2,819,854 | 2,958,830 | 1,650,346 | 1,649,757 | 1,485,817 | 2,249,253 |
| Total assets | 8,342,915 | 8,437,343 | 8,484,255 | 8,674,588 | 7,248,905 | 6,851,340 | 7,203,294 | 7,363,798 |
| Total long-term liabilities | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |

Results of Operations

Three Months Ended May 31, 2022 Compared to Three Months Ended February 28, 2022

During the three months ended May 31, 2022 (“Q4”) the Company reported a net loss of \$129,497 compared to a net loss of \$226,890 for the three months ended February 28, 2022 (“Q3”), a decrease in loss of \$97,393. The decrease is primarily attributed to a fluctuation in foreign exchange of \$91,011, from a loss of \$46,908 in Q3 to a gain of \$44,103 in Q4.

Three Months Ended May 31, 2022 Compared to Three Months Ended May 31, 2021

During the three months ended May 31, 2022 (“Q4/2022”) the Company reported a net loss of \$129,497 compared to a net loss of \$468,846 for the three months ended May 31, 2021 (“Q4/2021”) a decrease in loss of \$339,349. During Q4/2022 there was an overall decrease in general administration expenses of \$274,476, from \$453,520 during Q4/2021 to \$179,044 during Q4/2022.

Year Ended May 31, 2022 Compared to Year Ended May 31, 2021

During the year ended May 31, 2022 (“fiscal 2022”) the Company reported a net loss of \$881,066 compared to a net loss of \$1,593,809 for the year ended May 31, 2021 (“fiscal 2021”), a decrease in loss of \$712,743 primarily due to a \$629,484 decrease in expenses, from \$1,527,679 during fiscal 2021 to \$898,195 during fiscal 2022 and a \$74,843 fluctuation in foreign exchange from a loss of \$75,233 in fiscal 2021 compared to a loss of \$390 in fiscal 2022. Significant variances in expenses are as follows:

- (i) incurred \$83,647 in fiscal 2022 for corporate development, a decrease of \$47,369 from \$131,016 in fiscal 2021. During fiscal 2021 the Company engaged a number of independent consultants to provide shareholder awareness campaigns and business development services. These activities were curtailed in fiscal 2022;
- (ii) recognized share-based compensation of \$76,825 in fiscal 2022 compared to \$214,520 in fiscal 2021 on the granting and vesting of share options;
- (iii) commencing July 1, 2020 the Company engaged Swiss Resources Capital AG (“SRC”) to provide investor relations services. The Company paid \$87,486 in fiscal 2022 compared to \$233,123 paid in fiscal 2021. During fiscal 2021 the Company also engaged SRC to conduct a marketing campaign directed to European investors and paid \$231,234 compared to \$12,835 in fiscal 2022;
- (iv) incurred \$273,771 (2021 - \$188,140) for management compensation for services provided by officers and directors of the Company. See also “Transactions with Related Parties”;
- (v) during fiscal 2021 the Company recorded \$52,735 for general exploration of which \$50,000 was paid to access historical exploration data for Eastern Peru. During fiscal 2022 the Company incurred \$23,313 for general exploration;
- (vi) incurred \$35,000 (2021 - \$25,645) for audit fees. The increase was due to an increase in the scope of activities conducted by the Company; and

- (vii) incurred a total of \$74,277 (2021 - \$57,527) for accounting and administration services of which \$42,400 (2021 - \$38,050) was incurred by Chase Management Ltd. (“Chase”) a private corporation owned by Mr. Nick DeMare, a director of the Company, for services provided by Chase personnel, excluding Mr. DeMare. The Company was also billed \$31,877 (2021 - \$19,477) for accounting services provided by a third party accounting firms for ongoing accounting for its subsidiaries.

The Company holds its cash in interest bearing accounts in major financial institutions. Interest income is generated from the deposits and fluctuates primarily with the levels of cash on deposit. During fiscal 2022 the Company reported interest income of \$17,519 compared to \$10,911 during fiscal 2021.

Exploration and Evaluation Assets

| | Peru | | | Ireland | Other | Total \$ |
|--------------------------------|--------------------------------|----------------------------------|---------------------------|---------------------|-------|-------------|
| | San Martin JV Project \$ | San Martin 100% Project \$ | Valiente Project \$ | Clare Project \$ | \$ | |
| Balance at May 31, 2020 | 742,875 | - | - | 3,921,552 | - | 4,664,427 |
| Exploration costs | | | | | | |
| Community | 9,941 | - | - | - | - | 9,941 |
| Consulting | 618,202 | - | 38,066 | - | - | 656,268 |
| Exploration site | 14,940 | - | - | - | - | 14,940 |
| Geological | 62,060 | 10,684 | 31,310 | - | - | 104,054 |
| Insurance | 2,264 | - | 142 | - | - | 2,406 |
| Legal | 13,644 | - | - | - | - | 13,644 |
| Logistics | 94,434 | - | 19,953 | - | - | 114,387 |
| VAT incurred | 59,130 | - | 4,332 | - | - | 63,462 |
| | 874,615 | 10,684 | 93,803 | - | - | 979,102 |
| Acquisition costs | | | | | | |
| License applications and fees | 305,347 | 191,264 | 417,947 | - | 3,316 | 917,874 |
| Other | | | | | | |
| Cost recoveries | (1,251,886) | - | - | - | - | (1,251,886) |
| Management fees | (69,349) | - | - | - | - | (69,349) |
| | (1,321,235) | - | - | - | - | (1,321,235) |
| Balance at May 31, 2021 | 601,602 | 201,948 | 511,750 | 3,921,552 | 3,316 | 5,240,168 |
| Exploration costs | | | | | | |
| Assays | - | - | 61,418 | - | - | 61,418 |
| Community | 10,003 | - | 645 | - | - | 10,648 |
| Consulting | 1,250,321 | - | 356,491 | - | - | 1,606,812 |
| Field supplies | 109,758 | - | - | - | - | 109,758 |
| Insurance | 5,431 | - | 887 | - | - | 6,318 |
| Legal | 3,632 | 1,007 | 4,524 | - | - | 9,163 |
| Logistics | 247,512 | - | 112,437 | - | - | 359,949 |
| Salaries | 90,597 | - | 68,966 | - | - | 159,563 |
| VAT incurred | 145,680 | - | 66,153 | - | - | 211,833 |
| | 1,862,934 | 1,007 | 671,521 | - | - | 2,535,462 |
| Acquisition costs | | | | | | |
| License applications and fees | 438,031 | 67,244 | 75,199 | - | - | 580,474 |
| Other | | | | | | |
| Cost recoveries | (2,241,884) | - | - | - | - | (2,241,884) |
| Management fees | (233,059) | - | - | - | - | (233,059) |
| | (2,474,943) | - | - | - | - | (2,474,943) |
| Balance at May 31, 2022 | 427,624 | 270,199 | 1,258,470 | 3,921,552 | 3,316 | 5,881,161 |

During fiscal 2022 the Company incurred a total of \$3,115,936 (2021 - \$1,896,976) on the acquisition, exploration and evaluation of its unproven resource assets of which \$2,300,965 (2021 - \$1,179,962) was incurred on its San Martin JV Project, \$68,251 (2021 - \$201,948) on the San Martin 100% Project and \$746,720 (2021 - \$515,066) on the Valiente and other projects. In addition the Company recorded a cost recovery of \$2,241,884 (2021 - \$1,251,886) on

its San Martin JV Project as JOGMEC reimbursed the Company for all project related costs which had been incurred from April 1, 2020 and credited management fees billed to JOGMEC of \$233,059 (2021 - \$69,349). See also “Properties Update”.

Financings Activities

During fiscal 2022 the Company issued 7,746,465 common shares on the exercise of warrants and share options for total proceeds of \$1,852,691.

During fiscal 2021 the Company completed a private placement of 4,000,000 units at \$0.25 per unit for gross proceeds of \$1,000,000 and issued 6,411,433 common shares on the exercise of warrants and share options for total proceeds of \$1,429,650.

Financial Liquidity and Capital Resources

As at May 31, 2022 the Company had working capital of \$2,156,671. On September 23, 2022 (the “Closing Date”) the Company completed a private placement and issued 9,180,000 common shares of the Company at \$0.28 per share (the “Issue Price”), to Teck Resources Limited (“Teck”) for cash proceeds of \$2,570,400. In connection with the private placement, the Company has agreed to grant Teck an equity participation right to maintain its pro-rata ownership in the Company, for so long as Teck’s ownership in the Company remains greater than 5.0%. In addition, the Company has granted Teck a price protection right, pursuant to which, if within 90 days of the Closing Date the Company issues common shares under certain transactions, at a price per common share that is less than the Issue Price (the “Lower Price”), Teck shall be entitled to receive from the Company (for no additional consideration) additional common shares in an amount such that, when added to the number of common shares purchased on the Closing Date, will equal the number of common shares that the aggregate Issue Price paid by Teck on the Closing Date would have purchased at the Lower Price.

The Company intends to use the net proceeds from the private placement for exploration on the Company’s mineral exploration projects in Peru and Ireland, and for working capital and general corporate purposes.

The Company’s operations are funded from equity financings which are dependent upon many external factors and may be difficult to impossible to secure or raise when required. The Company has budgeted to incur up to US \$2,700,000 to conduct exploration campaigns in fiscal 2023, of which US \$1,600,000 will be funded by JOGMEC. Management considers that the Company has adequate resources to maintain its core operations, conduct planned exploration programs on its existing exploration and evaluation assets and discharge its obligations as they become due in the next twelve months. See also “Forward-Looking Statements” and “COVID-19 Update”.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

The Company has no proposed transactions.

Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenditures during the reporting period. Examples of significant estimates made by management include estimating the fair values of financial instruments, valuation allowances for deferred income tax assets and assumptions used for share-based compensation. Actual results may differ from those estimates.

A detailed summary of the Company’s critical accounting estimates and sources of estimation is included in Note 3 to the May 31, 2022 audited annual consolidated financial statements.

Changes in Accounting Policies

A detailed summary of all the Company's significant accounting policies and accounting standards and interpretations issued but not yet effective, is included in Note 3 to the May 31, 2022 audited annual consolidated financial statements.

Transactions with Related Parties

(a) *Transactions with Key Management Personnel*

The Company has determined that key management personnel consists of the executive members of the Company. During fiscal 2022 and 2021 the following amounts were incurred with respect to the Company's CEO (Mr. Hudson), President (Mr. Dahlenborg) and the CFO (Mr. Lim):

| | 2022 \$ | 2021 \$ |
|-------------------------------------|----------------|----------------|
| Professional fees - Mr. Hudson | 96,000 | 96,000 |
| Other compensation - Mr. Hudson | 40,000 | - |
| Professional fees - Mr. Dahlenborg | 167,093 | 151,034 |
| Other compensation - Mr. Dahlenborg | 20,000 | - |
| Professional fees - Mr. Lim | 11,000 | 9,000 |
| | <u>334,093</u> | <u>256,034</u> |

During fiscal 2022 the Company incurred a total of \$334,093 (2021 - \$256,034) to key management personnel for their services which have been allocated based on the nature of the services provided: expensed \$178,331 (2021 - \$120,640) to director and officer compensation; and capitalized \$155,762 (2021 - \$135,394) to exploration and evaluation assets. As at May 31, 2022 \$49,868 (2021 - \$51,132) remained unpaid

(b) *Transactions with Other Related Parties*

(i) During fiscal 2022 and 2021 the following amounts were incurred with respect to non-management directors (Nick DeMare, David Henstridge, Georgina Carnegie and Ciara Talbot) and the Corporate Secretary (Mariana Bermudez) of the Company:

| | 2022 \$ | 2021 \$ |
|------------------------------------|---------------|---------------|
| Professional fees - Mr. DeMare | 11,000 | 9,000 |
| Other compensation - Mr. DeMare | 10,000 | - |
| Professional fees - Mr. Henstridge | 11,000 | 9,000 |
| Professional fees - Ms. Carnegie | 11,000 | 9,000 |
| Professional fees - Ms. Talbot | 11,000 | 9,000 |
| Professional fees - Ms. Bermudez | 41,440 | 31,500 |
| | <u>95,440</u> | <u>67,500</u> |

As at May 31, 2022 \$120,500 (2021 - \$151,550) remained unpaid.

(ii) During fiscal 2022 the Company incurred a total of \$42,400 (2021 - \$38,050) to Chase, a private corporation owned by Mr. DeMare, for accounting and administration services provided by Chase personnel, excluding Mr. DeMare. As at May 31, 2022 \$4,200 (2021 - \$6,500) remained unpaid.

(iii) Promissory notes were issued to shareholders of the Company, including a family trust of the CEO of the Company, and bore interest at 7% per annum. During fiscal 2021 the Company recorded \$1,808 of interest expense and repaid the promissory notes and \$71,658 of accrued interest payable.

Risks and Uncertainties

An investment in the Company's common shares is highly speculative and subject to a number of risks and uncertainties. Only those persons who can bear the risk of the entire loss of their investment should consider investing in the Company's common shares.

The Company competes with other mining companies, some of which have greater financial resources and technical facilities, for the acquisition of mineral concessions, claims and other interests, as well as for the recruitment and retention of qualified employees.

Outstanding Share Data

The Company's authorized share capital is unlimited common shares with no par value. As at September 28, 2022, there were 102,002,109 issued and outstanding common shares and 4,770,000 share options outstanding at exercise prices ranging from \$0.13 to \$0.455 per share.