

June 4, 2024

Ontario Securities Commission  
British Columbia Securities Commission  
Alberta Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
Manitoba Securities Commission  
Financial and Consumer Services Commission (New Brunswick)  
Nova Scotia Securities Commission  
Prince Edward Island Securities Office  
Government of Newfoundland and Labrador Financial Services Regulation Division.

**DELIVERED VIA SEDAR**

Dear Sirs/Mesdames:

We refer to the prospectus of Mogotes Metals Inc. dated June 4, 2024.

We consent to be named and to the use and inclusion in the above-mentioned prospectus, of our audit report dated June 4, 2024, to the shareholders of Mogotes Metals Inc. on the following financial statements:

- Consolidated statements of financial position as at November 30, 2023 and November 30, 2022
- Consolidated statements of loss and comprehensive loss, consolidated statements of cash flows and consolidated statements of changes in equity for the year ended November 30, 2023 and the period from August 12, 2022 (incorporation) to November 30, 2022
- Notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information as at and for the year ended November 30, 2023 and as at November 30, 2022 and for the period from August 12, 2022 (incorporation) to November 30, 2022

We report that we have read the prospectus and all information included therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the consolidated financial statements upon which we have reported or that are within our knowledge as a result of our audit of such consolidated financial statements. We have complied with Canadian generally accepted standards for an auditor's consent to the use of a report of the auditor included in an offering document, which does not constitute an audit or review of the prospectus as these terms are described in the *CPA Canada Handbook - Assurance*.

Yours very truly

*Jones & O'Connell LLP*

Jones & O'Connell LLP  
Chartered Professional Accountants  
Licensed Public Accountants  
St. Catharines, Ontario

cc: Board of Directors – Mogotes Metals Inc.