



## **Management's Discussion and Analysis**

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**For The Year Ended February 29, 2024**

## CONDOR RESOURCES INC.

### MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

**Date** – The effective date of this MD&A is June 26, 2024.

**Introduction** - This management's discussion and analysis ("MD&A") focuses on significant factors that affected Condor Resources Inc. and its subsidiaries (collectively, "Condor" or the "Company") during the relevant reporting period and to the date of this report. The MD&A supplements, but does not form part of, the audited consolidated financial statements of the Company and the notes thereto for the year ended February 29, 2024. Consequently, the following discussion and analysis should be read in conjunction with the audited consolidated financial statements, and the notes thereto, for the year ended February 29, 2024. All amounts presented in this MD&A are in Canadian dollars unless otherwise indicated.

The results for the year ended February 29, 2024 are not necessarily indicative of the results that may be expected for any future period. Information contained herein is presented as at this date, unless otherwise indicated.

As of March 1, 2010, the Company adopted International Financial Reporting Standards ("IFRS"). The consolidated audited financial statements and the notes thereto for the year ended February 29, 2024 were prepared in accordance with IFRS, as issued by the International Accounting Standards Board. 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 the Company common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors.

**Company Overview** - Condor Resources Inc. was incorporated on November 26, 2003 under the *Company Act* (British Columbia), and the address of its registered office is 1600-925 West Georgia Street, Vancouver, BC, V6C 3L2. The Company was listed on the TSX Venture Exchange ("TSX-V") on March 3, 2006. At June 26, 2024, there were 141,154,808 shares issued and outstanding. The principal business objectives of the Company are to acquire and explore mineral properties located in Peru. The Company explores for minerals with a strong emphasis on gold and copper prospects and currently has no producing mines. The Company has no earnings and therefore finances these exploration activities by the sale of shares, and by payments from the sale or option of its mineral properties. The key determinants of the Company's operating results are the following:

- (a) the state of capital markets, which affects the ability of the Company to finance its exploration activities; and
- (b) the write-down and abandonment of mineral properties as exploration results provide further information relating to the underlying value of such properties;

Additional information on Condor Resources Inc. can be found at [www.sedarplus.ca](http://www.sedarplus.ca) or on the Company's website located at [www.condorresources.com](http://www.condorresources.com).

The Company's portfolio of mineral exploration projects is summarized below:

## PERU

### **Pucamayo**

Pucamayo encompasses 85 sq. km of contiguous concessions located in the Departments of Ica, Lima, and Huancavelica, approximately 185 km south-east of Lima. All the concessions are 100% owned, except for the 6 sq km Pucamayo 14 concession. The Pucamayo 14 concession was acquired by purchase agreement in 2007, as amended in February 2009; the Company owns an 85% interest in Pucamayo 14, with the seller holding a 1% NSR.

In February 2017 the Company reached agreement with Sandstorm Gold Ltd. ("Sandstorm") to sell a package of royalties, including the grant of a 0.5% NSR on the Pucamayo project, exclusive of the Pucamayo 14 concession, and the assignment of Condor's right to repurchase the existing 1% NSR on the Pucamayo 14 concession.

At Pucamayo East, a residual quartz-alunite lithocap has been mapped over an area of 3 x 2 kilometres with anomalous gold and silver mineralization hosted in large hydrothermal breccia bodies and residual quartz, locally with a vuggy texture. In addition, a separate stockwork veinlet zone with anomalous copper and gold has been defined which may be related to the top of a gold-copper porphyry system, not necessarily related to the outcropping lithocap. There are a series of at least seven precious metal enriched intermediate sulphidation quartz epithermal veins in the area.

The company retained Dr. Jeff Hedenquist, an independent consultant who specializes in this geological environment, to visit Pucamayo East in July 2017 and comment on the geological setting and exploration potential. Amongst his comments, Dr. Hedenquist recommended initial drill testing of the gold-bearing breccia body and related structural feeders of the lithocap, as well as drill testing the stockwork veinlet zone which may be the top of a porphyry gold-copper system. The full text of Dr. Hedenquist's report is available on the Company's website.

In August 2018, the Company completed a program of ground geophysical surveys, consisting of 23-line kilometers of IP and magnetics at Pucamayo East. The program achieved the primary objective of defining additional drill targets and expanding the target areas to the south and east of the original drill target. The area of the geophysics survey coincides with both a large high sulphidation epithermal target and a porphyry-type target. The 3 x 2 km high sulphidation epithermal target is evidenced with mapped areas of hydrothermal breccias, vuggy silica, residual silica, and clay assemblages. The results of the geophysics program confirm the conceptual model, and the exploration potential at Pucamayo East.

The Company has received its Declaración de Impacto Ambiental ("DIA") at Pucamayo from the Peruvian Ministry of Energy and Mines ("MEM"), and our the Inicio of Activities has been confirmed by the MEM. In May 2023 the Company concluded an access agreement with the local community that has an initial term of two years and will be in effect until April 10, 2025; being two years from the date that the agreement was approved at a general assembly of the local community.

The Company commenced its maiden drill program at Pucamayo East in early October 2023, and concluded the program in December 2023. The drill program included nine drill holes, and totalled 2,353m, testing a 600m by 900m (0.54 sq km) area of the four-square kilometer advanced argillic alteration zone exposed on the Pucamayo property. Encouraging assay results from the program were provided in a February 13, 2024 press release and are summarized as follows:

Highlights of mineralized intercepts include:

- 0.83 g/t AuEq over 72.5m including a sub-interval of 18.96 g/t AuEq over 2.0m in hole PUC-E005,
- 1.11 g/t AuEq over 11.8m and a second interval of 0.53 g/t AuEq over 52.2m in hole PUC-E-001,
- 0.63 g/t AuEq over 10.3m in hole PUC-E-004,

- 1.42 g/t AuEq over 2.0m and a second interval of 8.26 g/t AuEq over 2.0m in hole PUC-E-006,
- 1.62 g/t AuEq over 3.8m in hole PUC-E-007,
- 1.06 g/t AuEq over 20m in hole PUC-E-008, and
- 0.44 g/t AuEq over 32.8m in hole PUC-E-009.

Overall, the 2023 drilling program confirmed the Company's thesis of a hydro-magmatic center, with Au, Ag mineralization and base metals within an Epithermal-type mineralization of high to intermediate sulfidation type. It demonstrated encouraging values of Au-Ag, Cu, Pb, Zn, in ledges of hydrothermal breccias as well as distal assemblages of porphyry alteration are evident below a mineralized epithermal assemblage, collectively providing a strong motivation to continue exploration efforts on the property in search of a significant discovery. In April 2024 Condor completed a drone supported magnetic survey to encompass the interpreted hydro-magmatic centers. The Company applied for an extension of the DIA at Pucamayo, a precursor for exploration in the South East of the project area, and has plans to resume exploration in the East and South East areas following delivery of this permit. In June 2024, the Company was provided notice from the Ministry of Energy and Mines that a separate DIA is required for the South East area of the Pucamayo project, and has started the application process. A separate DIA for the South East will include the collar locations for an additional 40 drill holes for future exploration.

### ***Huiñac Punta***

Huiñac Punta is a 100% owned prospect of approximately 20 sq. km located within the polymetallic belt of the central Andes, about 65 km south-east of the Antamina mine, and about 90 km east of the Company's Soledad project. The original Huiñac Punta concession was acquired in 2016 at nominal cost. In February 2017 the Company reached agreement with Sandstorm Gold Ltd. to sell a package of royalties, including the grant of a 0.5% NSR on the Huiñac Punta project. Two additional concessions, acquired by staking in late 2017, are also subject to the Sandstorm 0.5% NSR.

This project hosts potential for the discovery of an intrusive related silver copper replacement system hosted in a carbonate dominated sedimentary sequence. Small scale underground mining of silver, copper, and lead occurred on the neighbouring concessions until around 1970. A small prospecting and sampling program was undertaken by Condor personnel in October 2017, and the results were summarized in a press release dated January 9, 2018. Results from the 26 rock chip samples included silver values up to 4,115 g/t, and anomalous copper and zinc values. In March of 2018, a further 145 rock chip samples, all 2m in length, were collected, and results issued in an April 19, 2018 press release. Over 24 of the 145 samples returned silver values greater than 100g/t, and up to 1,295 g/t. This sampling has confirmed the mineralized system hosts potential for discovery of a bulk tonnage, disseminated silver-base metal deposit, related to brecciation and silicification in a metasomatic carbonate replacement type model.

In August 2020 Condor completed a drone supported magnetic survey at Huiñac Punta. This survey covered the area of interest and vicinity using 100 m line spacing, and a total of 84 line kms were completed. In November 2020 a detailed ground geophysical survey was completed at Huiñac Punta. The Induced Polarization ("IP") survey consisted of approximately 16 line kilometers, comprised of 8 lines, each 2km in length, line spacing at 100m, with pole-dipole spacing of 50m. The IP survey was designed to assist in defining the geometry of a postulated carbonate replacement system ("CRD") system, and to compliment data obtained from the magnetic survey conducted on the project in August. The primary objective of the combined geophysics programs is to prioritize targets for a maiden diamond drill program. Interpretation of the IP geophysical studies highlighted large (~1km wide) vertical resistivity and chargeability anomalies coincident with grab and chip surface samples with strong Ag values, and provide a basis for the next stage of the Company's exploration efforts at Huiñac Punta.

The Company received its principal permit - the DIA - in 2020, and subsequently filed its 'Autorización de Inicio de Actividades de Exploración' with the MEM. In October 2022, we received notification from ANA ('Autoridad Nacional del Agua) that our water permit for this project has been approved. After review with the MEM, a series of meetings was organized by the MEM with the two nearby communities, as part of the 'consulta previa' process. Consulta previa is a regulated part of the initiation of activities, in areas where exploration may impact indigenous people, and typically comprises two meetings. These meetings have been concluded with one community, with confirmation

that this community is in agreement with our work proposal. The meeting with the second community, which has three small satellite communities, was delayed due to the election of new authorities at the local/municipal level. Timing of this meeting is determined by the MEM and the community, and recent discussions suggest it could be completed within the near future. We expect to receive approval to commence exploration activities in due course.

### **Cobreorco**

The 100% owned Cobreorco copper property is located in the Department of Apurimac, south central Peru, and has been acquired by both staking and sealed bid auction, commencing with the acquisition of 1.7 sq km in 2018. Following the acquisition of additional concessions, the current area of the project is approximately 50 sq km. An exposed copper porphyry and skarn and outcroppings of massive magnetite-iron oxide, and porphyry with intense stockwork and porphyry alteration assemblages with gold and copper mineralization, led to the interest in this area. There is also a skarn-gossan outcropping on the concessions that has been exploited on a small scale by artisanal miners. Cobreorco is not subject to a royalty.

A sampling program in 2019 (51 rock channel samples, typically over a 2m length), tested over 1% copper for 9 samples, and between 0.1% and 1.0% copper for 29 samples. Gold values were as high as 10.8 g/t, with 19 of the 51 samples testing over 1 g/t Au. Sampling to date suggests the mineralization within the porphyry type exposure is relatively homogeneous in gold and copper values.

A drone supported magnetic survey was completed in July 2020. The survey covered an area of approximately 5 sq km at a 100 m line spacing for a total of 68 line kms. Condor completed a geologic sampling program earlier in 2021 to follow up the drone based magnetic survey completed in 2020. The magnetic survey suggested the presence of two potential mineralized centers that correlate well with exposed surface gold/copper porphyry and skarn outcrops. The sampling results and analysis of the proprietary magnetic survey will assist in designing a diamond drill program, and to prepare a Declaración de Impacto Ambiental (“DIA”) application.

In June of 2023 the Company applied to the MEM for the primary environmental permit (“DIA”) required to initiate a drill program at Cobreorco. The DIA sought approval for up to forty drill platforms in a 4 sq km area.

In December 2023, the Company entered into an option and joint venture agreement (the “Teck Agreement”) on its Cobreorco copper-gold project located in the Apurimac Department, Peru with Teck Perú S.A. (“Teck”), a subsidiary of Teck Resources Limited.

Under the terms of the agreement, Teck has a first option to earn a 55% interest in the Cobreorco project over three years by completing US\$4 million in exploration expenditures and making cash payments totaling US\$500,000. An initial cash payment of US\$80,000 was received by the Company on signing the agreement. The start of the three-year term commences once the permits and approvals required to commence a drill program are in place. Additional requirements by the MEM resulted in withdrawal of the initial DIA application in January 2024, with the revised application expected to be submitted shortly by Teck.

On exercise of the first option, the parties will form a dedicated holding company which will own the Cobreorco concessions, and thereafter Teck has a second option to increase its interest in the Cobreorco project to 75% over the next three years by completion of a further US\$6 million in exploration expenditures and additional cash payments of US\$600,000.

## **Andrea**

The Company acquired a 100% interest in the 22 sq. km Andrea project by staking and by sealed bid auction conducted by the MEM. The Andrea property is not subject to any royalties. Andrea is located in the Department of Ayacucho, approximately 480 km south-east of Lima in the south-central Andes, approximately 15 km north of the Breapampa mine, and situated at elevations ranging from 4100 to 4600m. Condor acquired the Andrea project because our initial evaluation recognized a high sulphidation epithermal type gold and silver target within an approximate 800m diameter target area.

The initial reconnaissance mapping was completed in May 2017, with a total of 117 rock chip channel samples collected and analyzed. Exploration sampling and mapping was concentrated in the central part of the project, within a much larger advanced argillic alteration envelope. Gold and silver mineralization are hosted in hydrothermal breccia ledges, with the surface area exposure of the largest identified breccia being up to 200m in diameter. The breccia exhibits halos of advanced argillic, granular silica and vuggy silica. The sample results confirmed the anomalous presence of pathfinder elements typical of high sulphidation gold-bearing epithermal systems.

Gold assays range from negligible to 4.2 g/t Au, with 23 of the samples showing anomalous gold values exceeding 50 ppb, including 13 samples exceeding 500 ppb, and 7 samples greater than 1 g/t. Samples taken in the 800m diameter 'core target area' – 81 of the 117 samples – exhibited more consistent gold values, ranging from 5 ppb to 4180 ppb, and averaged 41 ppb.

In September 2018, the Company acquired historic sampling results from a former owner of a portion of the Andrea project, which identified anomalous areas previously unrecognized by the Company. The Company subsequently completed additional mapping and sampling in this area.

Discussions with the local community that are required to obtain the surface permits for a DIA application at Andrea were initially scheduled but subsequently postponed during the anti-mining protests at the nearby Apumayo and Breapampa mines. No further official discussions have been held with the local community, although the Company sees some potential to resume social efforts in the area with a view to begin advancing through the DIA process.

## **Soledad**

The Soledad Au-Ag-Cu property is located in the Yanacocha – Pierina epithermal precious metals Tertiary-aged volcanic belt of the Central Andes, approximately 34 km south of the Pierina gold mine. The Company owns 3 concessions with a net area of 10.55 sq. km. The property is currently subject to a farm-out and sale agreement to Chakana Resources S.A.C. ("Chakana").

The property comprises a cluster of nine mineralized hydrothermal quartz tourmaline-sulphide breccia bodies and quartz tourmaline veins in an extensively altered system exposed over an area of approximately 2 km by 2 km. The multiple quartz-tourmaline mineralized structures measure up to 500m long and 10m wide, and there are numerous polymetallic veins with Ag-Cu-Pb-Zn mineralization currently being mined by third parties located adjacent and to the south-east of the Soledad property. On the property, an advanced argillic cap is exposed at higher elevations, with observed quartz-alunite, granular silica, vuggy silica, anomalous gold/silver, and the presence of pathfinder elements.

In April 2017 the Company signed an agreement with Chakana, which allows Chakana to earn a 100% interest, over 4.5 years, by completing 12,500m of drilling (or work equivalent), make cash payments totalling US\$5.375m, issue 500,000 Chakana shares to Condor, and grant a 2% NSR to Condor. Chakana has the option to repurchase half of the NSR by payment of US\$2 million.

In March of 2019, the Company and Chakana amended the NSR terms of their April 2017 agreement. In exchange for 900,000 Chakana shares and US\$275,000 cash, on exercise of the purchase option, Condor will retain a 1% NSR on the concessions, and a 2 km area of influence around the Company's concessions. Chakana will have the right to buy down Condor's NSR to a 0.5% NSR by further payment of US\$1 million. In the event Chakana does not exercise

their option to acquire the Soledad concessions, Chakana will retain a 1% NSR royalty on the concessions, which royalty Condor will have the option to reduce to a 0.5% NSR by payment of US\$1 million.

In November 2020, the Company and Chakana further amended the terms of the April 2017 agreement. Under the original agreement, the final payment of US\$4.625m by Chakana to Condor was due December 23, 2021. As amended, US\$200,000 was due by December 23, 2021 (paid), with the balance of US\$4.425m due on or before April 23, 2022.

In April 2022, the Company and Chakana agreed to extend the expiry of Chakana's option, and on signing the agreement, Chakana paid US\$200,000 towards the amount of the final payment, and a further US\$800,000 was paid June 23, 2022, as well as a payment of 1,379,310 Chakana shares. The balance of US\$3.425 million cash will be satisfied in three payments over the next three years. The June 23, 2023 payment of US \$1,000,000 and 1,379,310 common shares has been received. The next payment was due on or before June 23, 2024 (US\$1 million cash and Cdn \$200,000 in Chakana shares). The final payment is due on or before June 23, 2025, and is comprised of US\$1,425,000 cash and the issue of Cdn\$400,000 of Chakana shares. If Chakana make any of the cash payments 90 or more days before the due date, no Chakana shares will be issued with that cash payment. Voluntary resale restrictions on the Chakana shares will be in place for eighteen months for each issuance of shares.

Chakana commenced their initial drill program in August 2017. By February 28, 2019, Chakana had completed 25,211 metres of drilling in 94 holes (SDH 017 to SDH-106) in breccia pipes #1, #3, #5 and #6. These holes were designed to provide detailed information on the geometry and mineralized grades of these tourmaline breccia pipes. Results from all 94 drill holes were published by Chakana in a series of press releases from October 2017 through April 2019.

Chakana commenced their 20,000m Phase 3 drill program in June 2019, with the first drill hole of Phase 3 on Breccia #7. Results from the first 4 drill holes on Breccia #7 were released on July 9, 2019; results from 12 additional drill holes on Breccia #5 and #6 were released on September 10, 2019; and results from 5 drill holes (Breccia #5E, Corral Breccia #1, and Breccia #1 SE) were released on November 10, 2019. In September 2019, Chakana suspended drilling due to permitting delays.

Chakana announced approval of the Initiation of Activities for an EIA modification in July 2020. The Phase 3 drill program restarted in mid-August 2020 with a goal of completing 15,000 metres focussed on testing several targets including the Paloma East and Paloma West breccia pipes, and the Huancarama breccia complex. The Huancarama and Paloma breccia pipes are south of Condor's concessions, but within our area of influence as per our agreement with Chakana.

Chakana's drill results from Phase 3, from September 17, 2020 until the press release of May 25, 2021 were from the Paloma and Huancarama breccias, which are not located on Condor's concessions. In the May 25, 2021 press release, Chakana estimated 47,700m of drilling had been completed on the overall project.

Further results from the Soledad project were released by Chakana on July 27th, September 7th, October 12th, October 14th, November 1st, November 18th, and January 4, 2022, and included results from Breccias #1, #5, and #7, which are located on Condor's concessions. Chakana has reported drilling over 60,000m in 259 drillholes on the overall project, and we are advised over 60% of the total drilling has been on Condor's concessions. Chakana concluded their most recent drilling program in September 2021.

On January 11, 2022 Chakana released their maiden inferred resource estimate for the Soledad project. The estimate included Breccias #1, #5, #6, and #7 on Condor's concessions, and from the Huancarama East, Paloma East, and Paloma West breccia pipes, which are not located on Condor's concessions. Approximately 70% of the tonnage in the inferred resource estimate is located on Condor's concessions.

Chakana resumed drilling in mid June of 2022, and by news release September 22, 2022, Chakana reported completion of 2,144m in 8 drillholes. Three of the eight drill holes (approximately 900m) were completed on Condor's concessions. Hole SDH22-276 in the Cima Blanca area reported no significant results; SDH22-278 and SDH22-280 were in the area of Bx4, and reported anomalous lead and zinc. Chakana has not released any exploration results on Condor's concessions subsequent to the September 22, 2022 press release.

### **Ocros**

The Ocros property is located in the Department of Ancash, Peru. Under an August 2007 agreement, as amended February 2009, Condor acquired an 85% interest in the Ocros porphyry copper project in northern Peru, subject to a 1% NSR to the Vendor. The project consists of 3 concessions covering 19.7 sq. km. In February 2017 the Company reached agreement with Sandstorm Gold Ltd. to sell a package of royalties, which package included the assignment of Condor's right to repurchase the 1% NSR on the Ocros concessions.

In May 2017, the Company signed a comprehensive agreement with Compañía Minera Virgen de la Merced S.A.C. ("Merced") on the Ocros project. Under the agreement, Merced earned a 51% in the project by completing 6,000m of diamond drilling and making cash payments of US\$250,000. Merced is the owner of the mineral concessions adjacent and south of Ocros and is operating a small mining operation on the Merced concessions.

A new company, Minera Eldorado Ocros S.A.C., ("Eldorado") was created to hold the Ocros project. Eldorado is owned by Merced to 51%, Condor as to 34%, and the property vendor as to 15%.

In October 2021, the Company entered into an agreement with Merced whereby Merced was granted the option to acquire Condor's remaining 34% net interest in the Ocros project. To exercise the option, Merced will pay installments of U\$100,000 every three months. Upon receipt of the ten payments of US\$100,000 (total US\$1,000,000), Condor will transfer its minority share holdings in Eldorado to Merced. Merced made the initial payment, but did not make any of the subsequent payments.

In June 2024, the Company relinquished its 34% ownership in Ocros to the property vendor for the cost of outstanding and ongoing concession fees.

### **Lucero**

The Lucero property is located in the Department of Arequipa, Peru approximately 130 km NW of Arequipa and 25 km SE of Buenaventura's Orcopampa mine, at elevations ranging between 5000m and 5500 m. Condor acquired via staking a 100% interest in 21 sq. km, 3 concessions, within the ex-Shila Au-Ag epithermal mining district. A further 9 concessions (approximately 46 sq km) were transferred to the Company on the termination of Compañía Minera Casapalca S.A.'s mining lease.

Buenaventura previously operated three underground mines on the Lucero property, and stopped mining in approximately 2005. Buenaventura's production records at the Shila mine are publicly available for the years 1998 through 2004, and during this period the average gold grade reported was 14 g/t, and the average silver grade reported was 375 g/t. Lucero is one of many areas of low to intermediate sulphidation epithermal Au-Ag vein deposits hosted in Tertiary volcanics of the Central Cordillera of southern Peru.

In February 2017 the Company reached agreement with Sandstorm Gold Ltd. To sell a package of royalties, including a 50% interest in the Lucero production royalty. On termination of the Casapalca production royalty agreement, Sandstorm's interest at Chavin converted to a 0.5% NSR.

In December 2020, Condor concluded an agreement with Calipuy Resources Inc. (“Calipuy”) whereby Calipuy purchased Condor’s wholly owned Peruvian subsidiary, Minas Lucero del Sur S.A.C. (“MLDS”). MLDS is a sole purpose company, and the owner of the Lucero project. Consideration is US\$3.5 million, payable over six years. Should the price of gold be over US\$2,500/ounce at the time of the final payment, total consideration will increase to US\$4.0 million; and should the price of gold be over \$3,000/ounce at the time of the final payment, the total consideration will increase to US\$6.0 million. Calipuy have the option to compress the payment schedule to three years, and in such event, the total consideration will be US\$3.0 million. Condor received the initial payment of US\$90,000, and the second payment of US\$75,000. Condor has maintained certain back in rights to participate in future Calipuy financings. Should Calipuy be conducting a financing, Condor has the option to participate in the financing at a 20% discount to the financing price, by converting part or all of any outstanding payment due from Calipuy.

In June 2022, Element79 Gold Corp (“Element79”) acquired Calipuy, and assumed the payment obligations of Calipuy. In December, the Company and Element79 agreed to reschedule a US\$300,000 payment due December 21 2022 into payments of US\$100,000 (received) and US\$200,000 (received), due January 31, 2023 and March 31, 2023, respectively. In consideration of the reschedule, Condor received 250,000 Element79 shares. All other terms of the sale of MLDS remain unchanged.

In January 2024, Condor and Element79 agreed to reschedule the US\$500,000 payment into two tranches, with twenty five percent of the payment (US\$125,000) satisfied by the issuance of common shares of Element79 and the balance of US\$375,000 is due on or before March 31, 2024. Element79 also issued a bonus of US\$12,500 to Condor, payable in Element79 shares. In May 2024, the balance of the rescheduled payment was satisfied and the next scheduled payment of US\$1,000,000 is due on or before December 21, 2024.

Sandstorm Gold Ltd. hold a 0.5% NSR on the Lucero project, and Sandstorm, Condor, Calipuy and MLDS have executed an NSR assignment agreement with respect to Sandstorm's NSR, with Calipuy assuming the NSR obligations to Sandstorm.

### ***Chavin***

The 100% owned Chavin property is located the Department of Ancash within the central Andes precious metals belt in northern Peru, some 45 km NW of the Pierina gold-silver mine and 10 km SW of the Pashpap Cu-Mo porphyry project. The original Chavin property was acquired by staking in 2010 and 2011, and currently comprises 14 sq km. The project hosts a polymetallic precious and base metals vein system, and also shows anomalous copper and molybdenum values, at a porphyry-type target.

In November 2015, the Company concluded a production royalty agreement with Casapalca on the Chavin project. Under the royalty agreement, Casapalca was obligated to pay Condor Peru a net smelter royalty of 3%, subject to an annual minimum of US\$25,000, payable in advance. Casapalca was obligated to complete a minimum of 1,000m of diamond drilling on the project within one year of obtaining the necessary permits. Casapalca completed 1,219m of drilling in 5 drill holes in late 2018. Casapalca did not make the annual minimum royalty payment in November 2018, and, as a result, terminated the production royalty agreement. Results from Casapalca’s drilling at Chavin were received in March 2019. Casapalca’s primary objective was to confirm the continuity to depth of a high-grade polymetallic vein, traced at surface for over 1km. Casapalca’s drill program was unsuccessful in confirming the vein continuity. However, their drilling did confirm anomalous molybdenum and copper values, and evidence of copper porphyry-type alteration and mineral assemblages.

The Company has not completed any work on the project since Casapalca terminated their lease. The Company is seeking a joint venture partner to continue to explore and advance the project.

In February 2017 the Company reached agreement with Sandstorm Gold Ltd. to sell a package of royalties, including a 50% interest in the Chavin production royalty. On termination of the Casapalca production royalty agreement, Sandstorm’s interest at Chavin converted to a 0.5% NSR.

### ***Quriurqu***

The Quriurqu property is located in the Department of Ancash, northern Peru approximately 10 km south of the Soledad project. In 2011, the Company acquired by staking a 100% interest in this 2.5 sq. km precious metals project. In 2016 and 2023 the Company acquired a further 6 sq. km and 2.6 sq. km. respectively by sealed bid auction conducted by the Peruvian Ministry of Energy and Mines, increasing the project area to 11.1 sq. km. Quriurqu's high to intermediate sulphidation epithermal system is hosted in Tertiary volcanics. Condor believes the property has potential to host a disseminated bulk tonnage gold-silver deposit at depth. No work was conducted at Quriurqu during fiscal 2023. The Company is seeking a joint venture partner to continue to explore and advance the project.

In February 2017 the Company reached agreement with Sandstorm Gold Ltd. to sell a package of royalties, including the grant of a 0.5% NSR on the Quriurqu project.

### ***San Martin***

The 100% owned San Martin property is 5.9 sq. km in size and located in the Department of Arequipa, southern Peru approximately 7 km southeast of the Orcopampa gold mine. An initial drill program completed by the Company in April 2012 consisted of 2,001m of diamond core drilling in 10 holes. Analysis of the drill results indicates mineralization is primarily disseminated low grade silver, with smaller intervals of high grade, with the potential to host high grade silver open to the southeast and at depth. Condor believes additional drilling is warranted at San Martin to evaluate the remaining surface target which has not been thoroughly tested, and to explore the mineralized system at depth. In early 2018, restoration work was completed on the access roads and drill pads from the 2012 drill program. The Company is seeking a joint venture partner to continue to explore and advance the San Martin project.

In February 2017 the Company reached agreement with Sandstorm Gold Ltd. to sell a package of royalties, including the grant of a 0.5% NSR on the San Martin project.

### ***Humaya***

The 100% owned Humaya property is 9 sq. km in size and located in the Department of Ayacucho, south central Peru approximately 190 km east of the city of Ica. The neighbouring concessions are held by majors. In August 2016 an initial sampling and mapping program was undertaken on the 1.1 km length of exposed outcrop along the creek in the north-east part of the concession. The outcropping is described as having intense alteration and stockwork, typical of a copper-gold porphyry system. The local geology is Cretaceous sedimentary rocks overlain by Tertiary volcanic post-mineral rocks and intruded by Tertiary feldspar-hornblende-porphyry (FHP). The potassic porphyry type alteration and mineralization center are hosted principally within the FHP, with halos of hydrothermal breccias hosted in sedimentary rocks. Also observed is secondary biotite-sericite-pyrite, minor chalcopyrite, within very strong multiphase stockwork of many types of multidirectional veinlets, including B type veins with quartz-pyrite-chalcopyrite. This stockwork is directly related to a copper-gold mineralizing system which has been weathered with the potassic alteration preserved in some zones as patches. This alteration zone has been exposed in an area that is more than 2 kms in diameter. The porphyry is covered in part by post mineral tuffs and glacial and fluvial material. The initial 31 chip samples were collected, and tested up to 0.4 g/t Au, 0.35% Cu and 37 g/t Ag, with anomalous molybdenum values. The Company is seeking a joint venture partner to continue to explore and advance the Humaya project.

In January 2022 the Company received notice from the Peru Ministerio Cultura, proposing three protected areas in the Sondondo River valley, with the nearest of the three areas approximately 2 kilometers from our Humaya project. The Pancoy river flows through the Humaya project, and this small river drains into the Sondondo river. Exploration is not restricted at this time.

In February 2017 the Company reached agreement with Sandstorm Gold Ltd. to sell a package of royalties, including the grant of a 0.5% NSR on the Humaya project.

No work was conducted at Humaya during 2023. The Company is seeking a joint venture partner to continue to explore and advance the project.

### ***Quilisane***

The 100% owned Quilisane gold/silver property is about 4 sq. km in size and located in the Department of Puno, approximately 75 km north-west of the city of Puno, and about 12 km south-east of the Arasi gold mine. Quilisane was acquired by staking in 2016 at nominal cost. In 2019 the Company reduced the concession areas from about 18.4 sq. km in size to approximately 4 sq. km. Quilisane is host to a large epithermal alteration system, with anomalous geochemical results for gold and pathfinder elements. There is evidence of several shallow drill holes at the eastern part of the property that were thought to have been completed in 2003. A small mapping and sampling program was completed by Condor geologists in October 2022. The Company is seeking a joint venture partner to continue to explore and advance the Quilisane project. Limited field work and prospecting was completed in September 2022, and confirmed our belief the project has potential to host a high sulphidation epithermal type gold and silver target.

In February 2017 the Company reached agreement with Sandstorm Gold Ltd. to sell a package of royalties, including the grant of a 0.5% NSR on the Quilisane project.

### ***Cantagallo***

The Company acquired one concession totaling 2 sq. km. by staking in 2019. Cantagallo is located in the Lima Department and is an early-stage copper prospect.

### ***Rio Bravo***

The Rio Bravo project consists of two concessions, acquired by staking and sealed bid auction in late 2021, and early 2022, with a total area of 20 sq km. It is situated approximately 140 km south-east of Lima. Rio Bravo is prospective for porphyry copper and molybdenum. To date, Condor has completed a limited sampling and mapping program.

### ***Property Summary***

Condor presently has a high-quality portfolio of 13 precious and base metals projects in Peru, of which three projects (Soledad, Lucero, and Cobreorco) are currently subject to farm-out or sale agreements.

The Company continues to evaluate the acquisition of new properties as opportunities arise.

### ***Financing Activity during the Year Ended February 29, 2024***

During the year ended February 29, 2024, 13,100,000 share purchase warrants were exercised for gross proceeds of \$1,965,000 and 1,172,500 incentive stock options were exercised for gross proceeds of \$129,125.

### **Incentive Stock Options**

At February 29, 2024, the Company had the following stock options outstanding enabling holders to acquire the following common shares of the Company:

Number of Options	Exercise Price	Expiry Date
2,090,000	\$0.10	June 19, 2025
4,362,500	\$0.11	December 5, 2027
6,452,500		

Subsequent to February 29, 2024, the Company granted 1,000,000 incentive stock options with an exercise price \$0.15 expiring on April 15, 2024.

### **Share Purchase Warrants**

At February 29, 2024, the Company had nil share purchase warrants outstanding.

### **Selected Annual Information**

The summary of historical financial information for the last three fiscal years is presented below:

<b>STATEMENT OF OPERATIONS AND DEFICIT DATA</b>	<b>Year Ended February 29, 2024</b>		<b>Year Ended February 28, 2023</b>		<b>Year Ended February 28, 2022</b>	
Revenues	\$	NIL	\$	NIL	\$	NIL
Total expenses	\$	441,659	\$	805,963	\$	366,878
Net income	\$	1,223,490	\$	439,405	\$	119,528
Basic and diluted net income per share	\$	0.01	\$	0.00	\$	0.00
Weighted average number of shares outstanding		136,899,432		126,882,308		125,870,993
<b>BALANCE SHEET DATA</b>	<b>Year Ended February 29, 2024</b>		<b>Year Ended February 28, 2023</b>		<b>Year Ended February 28, 2022</b>	
Cash	\$	1,695,569	\$	537,988	\$	269,815
Working capital surplus	\$	3,976,645	\$	1,451,920	\$	714,987
Total assets	\$	10,500,854	\$	7,193,513	\$	6,334,380
Shareholders' equity	\$	10,369,377	\$	7,051,762	\$	6,192,511

### **Summary of Quarterly Results (unaudited)**

The summary of historical financial information for the last eight quarters is presented below:

Three months ended:	29-Feb-24	30-Nov-23	31-Aug-23	31-May-23	28-Feb-23	30-Nov-22	31-Aug-22	31-May-22
Basis of preparation	IFRS							
Revenue	\$ Nil							
General and administrative expenses	(212,225)	(100,369)	(70,062)	(59,003)	(523,080)	(117,565)	(87,110)	(78,208)
Other income (expenses)	272,601	33,838	1,303,341	55,369	(346,105)	59,635	1,296,363	235,475
Income (loss) for the period	60,376	(66,531)	1,233,279	(3,634)	(869,185)	(57,930)	1,209,253	157,267
Basic and diluted income (loss) per share	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 0.01	\$ -

## Financial Results of Operations – For the year ended February 29, 2024

The financial results discussed herein have been prepared in accordance with IFRS standards. All references to 2023 in the following commentary of the Financial Results of Operations refer to the comparative results for the year ended February 28, 2023.

During the year ended February 29, 2024, the Company earned net income of \$1,223,490 comprised of general and administrative (“G&A”) expenses of \$441,659 and income from other items of \$1,665,149. (2023 – income of \$439,405 comprised of \$805,963 in G&A expenses and income from other items of \$1,245,368). The decrease in G&A was mainly due to a decrease in stock-based compensation, a non-cash expense, to \$Nil (2023 - \$419,846). Management fees increased to \$250,411 (2023 - \$189,210) due to increased rates paid to senior management. Project generation fees decreased to \$39,897 (2023 - \$53,944) as the Company focused most of its attention on the Pucamayo drill program.

Other items in the year ended February 29, 2024 consisted of other income of \$1,159,166 which was comprised of a portion of the option payment proceeds received from Chakana per the Soledad property option agreement. A gain on revaluation of \$263,798 due to accretion and foreign exchange was also recognized on the long-term receivable related to the sale of MLDS. In addition, the Company recognized a gain of \$234,598 on a payment received on the long-term receivable that was made in common shares of Element79. Interest income of \$44,542 was earned on cash balances that are invested in term deposits. There was also a gain of \$11,000 realized on the sale of marketable securities and a gain of \$10,000 realized on loan forgiveness. These gains were offset by an unrealized loss on marketable securities of \$27,486 and the write-off of exploration and evaluation expenditures of \$30,469.

Other items in the year ended February 28, 2023 consisted of other income of \$1,264,453 which was comprised of a portion of the option payment proceeds received from Chakana per the Soledad property option agreement. A gain on revaluation of \$511,988 due to accretion and foreign exchange was also recognized on the long-term receivable related to the sale of MLDS. There also a gain of \$4,000 on the sale of marketable securities. These gains were offset by an unrealized loss on marketable securities of \$145,465 and the write-off of exploration and evaluation expenditures of \$389,608.

During the year ended February 29, 2024, cash used in operating activities was \$413,843 (2023 – \$399,845). The increase was mainly due to an increase of \$49,862 (2023 - increase of \$7,434) in prepaid expenses which was partially offset by an increase of \$35,658 (2023 – decrease of \$5,264) in accounts payable and accrued liabilities.

Cash used in investing activities was \$492,701 (2023 – cash provided by - \$668,018) which consisted mainly of exploration and evaluation expenditures of \$2,235,294 (2023 - \$897,002) which were offset by \$1,458,000 (2023 - \$1,313,500) in property option payments received, \$269,001 (2023 - \$230,520) received from the sale of MLDS and \$19,000 (2023 - \$21,000) received from the sale of marketable securities. Exploration and evaluation expenditures increased significantly as the Company completed a drill program on the Pucamayo property during the year. Please refer to the mineral property section (note 7) in the audited consolidated financial statements for the year ended February 29, 2024 for a more detailed description of the costs incurred.

During the year ended February 29, 2024, cash provided by financing activities was \$2,064,125. 13,100,000 share purchase warrants were exercised for gross proceeds of \$1,965,000 and 1,172,500 incentive stock options were exercised for gross proceeds of \$129,125. These amounts were slightly offset by a loan repayment of \$30,000.

During the year ended February 28, 2023, there was no cash provided by or used by financing activities.

## **Financial Results of Operations – For the three months ended February 29, 2024**

The financial the results discussed herein have been prepared in accordance with IFRS standards. All references to 2023 in the following commentary of the Financial Results of Operations refer to the comparative results for the three months ended February 28, 2023.

During the three months ended February 29, 2024, the Company earned net income of \$60,376, comprised of G&A expenses of \$212,225 and income from other items of \$272,601. (2023 – loss of \$869,185 comprised of \$523,080 in G&A and a loss from other items of \$346,105). The decrease in G&A was mainly due to a decrease in stock-based compensation expense to \$Nil (2023 – \$382,151) and a decrease in the foreign exchange loss to \$30,978 (2023 – \$55,062). These decreases were partially offset by an increase in management and consulting fees to \$103,859 (2023 - \$52,286) due to increased rates paid to senior management. Professional fees also increased to \$37,632 (2023 – \$18,494) due to higher legal fees.

Other items in the three months ended February 29, 2024 was comprised of a gain of \$234,598 on a payment received on the long-term receivable that was made in common shares of Element79, a gain on revaluation of \$52,020 due to accretion and foreign exchange recognized on the long-term receivable related to the sale of MLDS and an unrealized gain on marketable securities of \$65,604. In addition, a gain of \$11,000 was realized on the sale of marketable securities and interest income of \$15,043 was earned on cash balances that are invested in term deposits. These gains were offset by the write-off of exploration and evaluation expenditures of \$30,469 and a loss of \$75,195 which was comprised of a portion of the option payment proceeds received from Chakana per the Soledad property option agreement that were reallocated to exploration and evaluation assets.

Other items in the three months ended February 28, 2023 included a gain on revaluation of \$94,669 due to accretion and foreign exchange recognized on the long-term receivable related to the sale of MLDS. The Company also recognized other income of \$40,000 for Element79 shares received as consideration for rescheduling the December 2022 payment due on the long-term receivable. In addition, there was a gain of \$4,000 on the sale of marketable securities. These gains were offset by the write-off of exploration and evaluation expenditures of \$389,608, an unrealized loss on marketable securities of \$41,190 and a loss of \$53,976 which was comprised of a portion of the option payment proceeds received from Chakana per the Soledad property option agreement that were reallocated to exploration and evaluation assets.

### ***Liquidity***

At February 29, 2024 the Company had a deficit of \$18,106,821. The Company expects to incur losses for at least the next 24 months. The Company's continuing operations, as intended, are dependent upon its ability to obtain financing and to generate profitable operations in the future. There can be no assurance that the Company will ever make a profit. To achieve profitability, the Company must advance one or more of its properties through further exploration in order to bring the properties to a stage where the Company can attract the participation of a major resource company, which has the expertise and financial capability to take such properties to commercial production.

At February 29, 2024, the Company had cash and cash equivalents of \$1,695,569 and working capital of \$3,976,645.

### ***Capital Resources***

The Company has no major commitments for capital expenditures, except as otherwise disclosed in this MD&A.

### ***Related Party Transactions***

During the year ended February 29, 2024, the Company completed the following transactions with related parties:

- a) Paid or accrued management fees of \$124,000 (2023 - \$84,000) to the President, Chief Executive Officer and director of the Company;
- b) Paid or accrued legal fees of \$37,948 (2023 - \$39,528) recorded as professional fees to a law firm in which a director is associate counsel;
- c) Paid or accrued management fees of \$36,000 (2023 - \$30,000) to a private company controlled by the Chief Financial Officer of the Company;
- d) Paid or accrued management supervision and oversight fees capitalized to mineral properties of \$76,954 (2023 - \$73,561) to the Vice-President, Exploration of the Company;
- e) Paid or accrued management fees and project generation fees of \$24,390 (2023 - \$23,656) and \$24,390 (2023 - \$23,656) respectively to the Vice-President, Exploration of the Company;
- f) Paid or accrued consulting fees capitalized to mineral properties of \$3,000 (2022 - \$56,000) to a former director and Vice President, Community and Social Relations of the Company; and
- g) Paid or accrued directors' fees totaling \$19,200 (2023 - \$22,400) to the independent directors of the Company;

These transactions were in the normal course of operations and were measured at the exchange value which represented the amount of consideration established and agreed to by the related parties.

### ***Off-Balance Sheet Transactions***

There are currently no off-balance sheet arrangements which could have a material effect on current or future results of operations, or the financial condition of the Company.

### ***Proposed Transactions***

There are currently no proposed transactions, except as otherwise disclosed in this MD&A. Confidentiality agreements may be entered into from time to time, with independent entities to allow for discussions of the potential acquisition and or development of certain properties.

### ***New accounting policies***

The Company has reviewed any new and revised accounting pronouncements that are issued and effective as of March 1, 2023 and has determined that these new and revised standards did not have a material impact on the Company's consolidated financial statements.

### **Summary of Share Data – as at June 26, 2024**

	Number	Weighted Average	
		Price	Life in Years
Issued shares	141,154,808		
Stock options	7,452,500	\$0.11	2.94
Fully Diluted	<u>148,607,308</u>		

### **Risks and Uncertainties**

The Company's principal activity is mineral exploration. As such, the Company is exposed to a number of risks, including the financial risks associated with the fact that it has no operating cash flow and must access the capital markets to finance its activities. There can be no assurances the Company will continue to be able to access the capital markets for the funding necessary to acquire and maintain exploration properties and to carry out its desired exploration programs.

Other risks include, but are not limited to, environmental, fluctuating metal prices, political and economic. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible and practicable.

The Company has a small management team and the loss of a key individual or the inability to attract suitably qualified personnel in the future could materially and adversely affect the Company's business.

Although the Company has taken steps to verify the title to its mineral property, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

The Company has no significant source of operating cash flow and no revenues from operations. The Company has limited financial resources. Substantial expenditures are required to be made by the Company to establish ore reserves. The Company's mineral properties are in the exploration stage only, and have no ongoing mining operations. Mineral exploration involves a high degree of risk and few properties which are explored are ultimately developed into producing mines. Exploration of the Company's mineral property may not result in any discoveries of commercial bodies of mineralization. If the Company's efforts do not result in any discovery of commercial mineralization, the Company will be forced to look for other exploration projects or cease operations.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company. The risks and uncertainties described in this section are not inclusive of all the risks and uncertainties the Company may be subject to.

The Company will be subject to normal market risks including fluctuations in foreign exchange rates. While the Company expects to manage its operations in order to minimize exposure to these risks, the Company has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure.

The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events, including relations between NATO and Russian Federation regarding the situation in Ukraine, the conflict in the Middle East and potential economic global challenges such as the risk of the higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

#### ***Officers Certification of Evaluation of Disclosure Controls***

In connection with Exemption Orders issued in November 2007 and revised in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management Discussion and Analysis.

In contrast to the certificate under National Instrument ("NI") 52-109 (Certification of Disclosure in an Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

The Company has been in the exploration stage and has not had common separation of duties and functions usually found in a larger or revenue generating company with comprehensive internal controls. While the Company's smaller staff size has not allowed for full separation of duties, its senior management believes that its close involvement with day-to-day business activities and related financial reporting provides a reasonable measure of internal control in lieu of the separation of duties.

#### ***Forward Looking Statements***

This document contains statements about expected or anticipated future events and financial results that are forward-looking in nature and, as a result, are subject to certain risks and uncertainties, such as general economic, market and business conditions, the regulatory process and actions, technical issues, new legislation, competitive and general economic factors and conditions, the uncertainties resulting from potential delays or changes in plans, the occurrence of unexpected events, and the Company's capability to execute and implement its future plans. Actual results may differ materially from those projected by management. Although the Company has attempted to identify important factors that could cause the actual events or results to differ materially from those described in forward-looking statements, readers are cautioned that the foregoing list of risks and factors is not exhaustive and there may be other factors that cause events or results not to be anticipated, estimated or intended. Forward-looking statements are based on management's estimates, beliefs and opinions on the date the statements are made. Although the Company believes that the expectations represented by such forward-looking statements and the assumptions of the Company upon which they are based are reasonable, there can be no assurance that such expectations will prove to be correct. The Company assumes no obligation except as outlined by regulatory requirements to update forward-looking statements if circumstances or management's estimates, beliefs, or opinions should change. Additional information on these and other potential factors that could affect the Company's financial results are detailed in documents filed from time to time with the British Columbia and Ontario Securities Commissions. Accordingly, readers should not place undue reliance on forward-looking statements. For such statements, we claim the safe harbour for forward-looking statements within the meaning of the Private Securities Legislation Reform Act of 1995.