PANORO MINERALS LTD.

Management's Discussion and Analysis

As at and for the six months ended
June 30, 2024

Background & Date
This Management's Discussion and Analysis should be read in conjunction with the audited consolidated financial statements as at and for the year ended December 31, 2023 and the condensed consolidated interim financial statements for the six months ended June 30, 2024 of Panoro Minerals Ltd. ("Panoro" or the "Company"), as filed on the System for Electronic Document Analysis and Retrieval ("SEDAR+").

This report has been dated and approved by the Board of Directors as at August 21, 2024.

Effective January 1, 2023, the Company elected to change its presentation currency from the Canadian dollar ("C$" or "CAD") to United States dollar ("$" or "USD"). The Company applied the change to the United States dollar presentation currency retrospectively, with prior period comparative information translated from the Canadian dollar presentation currency to the new United States dollar presentation currency at the foreign exchange rate of 1.3544 Canadian dollars per United States dollar, being the rate of exchange prevailing on January 1, 2023. Also on January 1, 2023, the functional currency of the Company and its subsidiaries was reassessed as a result of a change in underlying transactions, events, and conditions. As a result, the functional currency of the Canadian parent company and subsidiaries changed from the Canadian dollar to the United States dollar, commencing on January 1, 2023. All dollar amounts included in the following MD&A are in United States dollars except as otherwise indicated. There are also references in this MD&A to Perúvian Nuevo Soles ("S/.") and to Canadian Dollars ("C$").

The common shares of the Company are listed under the trading symbol "PML" on the TSX Venture Exchange ("TSXV") and the Junior Board of the Bolsa de Valores de Lima – the Lima Stock Exchange), "POROF" on the OTCQB in the United States and "PZM" on the Frankfurt Exchange.

Additional Sources of Information
For a complete understanding of the Company's business environment, risks and uncertainties and the effect of accounting estimates on its results of operations and financial condition, this MD&A should be read together with the Company's Management Information Circular, Material Change Reports, press releases, and the Company's technical reports, all of which are available on the SEDAR+ website at www.sedarplus.com or on the Company's website www.panoro.com.

CAUTION REGARDING FORWARD LOOKING STATEMENTS:
Information and statements contained in this Management Discussion and Analysis Quarterly Update ("MD&A") that are not historical facts are "forward-looking information" within the meaning of applicable Canadian securities legislation and involve risks and uncertainties. Examples of forward-looking information and statements contained in this MD&A include information and statements with respect to:

- Acceleration of payments by Wheaton Precious Metals International Ltd. ("Wheaton Metals") to match third party financing by Panoro targeted for exploration at the Cotabambas Project;
- Payment by Wheaton Metals of $140 million in installments;
- Mineral resource estimates and assumptions;
- The Preliminary Economic Assessment on the Cotabambas Project, including, but not limited to, base-case parameters and assumptions, forecasts of net present value, internal rate of return and payback; and
- Copper concentrate grades from the Cotabambas Project.

Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information. In some instances, material assumptions and factors are presented or discussed in this MD&A in connection with the statements or disclosure containing the forward-looking information and statements. You are cautioned that the following list of material factors and assumptions is not exhaustive. The factors and assumptions include, but are not limited to, assumptions concerning: metal prices and by-product credits; cut-off grades; short and long term power prices; processing recovery rates; mine plans and production scheduling; process and infrastructure design and implementation; accuracy of the estimation of operating and capital costs; applicable tax and royalty rates; open-pit design; accuracy of mineral reserve and resource estimates and reserve and resource modeling; reliability of sampling and assay data; representativeness of mineralization; accuracy of metallurgical test work; and amenability of upgrading and blending mineralization.

Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors which could cause actual events or results to differ materially from those expressed or implied by the forward-looking statements and are included in all of the Company's documents filed on SEDAR+ and available on the Company's website. Items referred to in this MD&A may include forward-looking statements related to:

- risks relating to metal price fluctuations;
- risks relating to estimates of mineral resources, production, capital and operating costs, decommissioning or reclamation expenses, proving to be inaccurate;
- the inherent operational risks associated with mining and mineral exploration, development, mine construction and operating activities, many of which are beyond Panoro's control;
- risks relating to Panoro's ability to enforce Panoro's legal rights under permits or licenses or risk that Panoro's will become subject to litigation or arbitration that has an adverse outcome;
- risks relating to Panoro's projects being in Perú, including political, economic and regulatory instability;
- risks relating to the uncertainty of applications to obtain, extend or renew licenses and permits;
- risks relating to potential challenges to Panoro's right to explore and/or develop its projects;
- risks relating to mineral resource estimates being based on interpretations and assumptions which may result in less mineral production under actual circumstances;
- risks relating to Panoro's operations being subject to environmental and remediation requirements, which may increase the cost of doing business and restrict Panoro's operations;
- risks relating to being adversely affected by environmental, safety and regulatory risks, including increased regulatory burdens or delays and changes of law;
- risks relating to inadequate insurance or inability to obtain insurance;
- risks relating to the fact that Panoro's properties are not yet in commercial production;
- risks relating to fluctuations in foreign currency exchange rates, interest rates and tax rates; and
- risks relating to Panoro's ability to raise funding to continue its exploration, development and mining activities.

Qualified Person

The technical information in this MD&A has been reviewed and approved by Mr. Luis Vela, a Qualified Person as defined by National Instrument 43-101, *Standards of Disclosure for Mineral Projects* ("NI 43-101"). Mr. Vela is responsible for the preparation and/or verification of the technical disclosure in this document unless otherwise noted.

Description of Business

Panoro is a uniquely positioned Peru-focused copper development company. The Company is advancing its flagship Cotabambas Copper-Gold-Silver Project (the “Cotabambas Project”) located in the strategically important area of southern Peru. In addition to the Cotabambas Project, the company retains a minority equity interest in the Antilla Copper Project plus a 2% Net Smelter Return (NSR) royalty. The Company also owns a 2% NSR on the Kusiorcco Project operated by Hudbay Minerals as well as three early stage exploration projects in Peru.

Outlook and Summary of Performance

The Company has completed a number of transactions to position itself to advance the Cotabambas Project.

In March 2023, Panoro received $750,000 from Wheaton Precious Metals from the previously completed Precious Metals Purchase Agreement (the “Wheaton PMPA”). The principal use of these proceeds and any future proceeds from the agreements will be to advance the Cotabambas Project to first a prefeasibility study, which would be followed by a feasibility study and permitting.

In July 2023, the Company received $460,000 from the sale of the Cochasayuas Project to a privately owned Peruvian mining company.

In September 2023, Panoro received $250,000 from Wheaton Precious Metals bringing the total funding received pursuant to the Wheaton PMPA to date to $14.0 million.

On December 3, 2021, the Company completed the sale of 75% of the Antilla Project for $7.4 million in cash and $2.1 million receivable (the “Second Payment”) which was due to be paid in October 2022. On March 4, 2024, Calisto Cobre Resources Corp. (formerly Heeney Capital Acquisition Company paid a total of $1,978,259 (C$2,684,893) to Panoro consisting of $1,807,398 (C$2,453,000), the balance of the Second Payment and accrued interest of $170,861 (C$231,893). The next payment from Calisto of $5.7 million (C$ 7.0 million is due within 12 months of Calisto obtaining all permits to commence drilling at the Antilla Project.

The political environment in Peru was turbulent during Q4 2022 and Q1 2023. A number of changes to the cabinet together with the impeachment of the President had made it difficult for the government to advance a focused and disciplined agenda. The lack of such agenda by the government, together with high commodity prices, had turned the attention of local and regional entities towards the mining sector in Peru, seeking increased benefits from the development of mining projects. This social/political environment has prevailed periodically in Peru over the past three decades. In 2023, the new President and cabinet has focused on addressing the social issues identified during the protests in the area of Puno through large publicly funded infrastructure works. This approach, together with tighter controls on special interest groups infiltrating from the border area with Bolivia have significantly reduced or curtailed the protests. The mining access corridor in the south of the country, which often serves as a focal point for protests, has been fully reopened and mine operators in the region report no disruptions to normal operations. The political and social stability in the country, and specifically in the mining corridor in the vicinity of the Cotabambas Project, has improved considerably since Q4 2022 and Q1 2023.

Cotabambas Project

A Preliminary Economic Assessment (“PEA”) at the Cotabambas Project was completed in September 2015. Subsequent exploration and stepout drilling from 2017 to 2019 and in 2022 and 2023 identified potential for sulphide resource growth.

In February 2024, the Company filed an updated mineral resource estimate (the "Updated Mineral Resource Estimate") in compliance with NI 43-101 requirements and in accordance with CIM Best Practices for the Cotabambas Project. The Updated Mineral Resource Estimate was authored by AGP Mining Consultants Inc. ("AGP"). The Company's next objectives are to update the PEA and then complete a prefeasibility study ("PFS") at the Cotabambas Project.

The Updated Mineral Resource Estimate utilized all drill and assay results available to June 23, 2023, including 73,938 meters of drilling distributed through 148 drillholes and 9,923 meters of drilling from legacy campaigns distributed through 27 drillholes. The Updated Mineral Resource Estimate includes hypogene and supergene sulphides and mixed/oxide copper-gold and oxide gold mineralization contained within a single conceptual pit shell that has been modelled to include that portion of the mineral resource block model having a reasonable prospect for economic extraction.

The Updated Mineral Resource Estimate for the Cotabambas deposit is reported by copper equivalent cut-off grade of 0.15 %CuEq within an optimized pit constraint. The effective date of the Updated Mineral Resource Estimate is November 20, 2023.

The Updated Mineral Resource Estimate at a 0.15%CuEq cut-off grade includes:

- An Indicated mineral resource of 507.3 million tonnes at 0.34%Cu, 0.20 g/t Au, 2.42 g/t Ag, 0.0021%Mo, and 0.43%CuEq grade; and
- An Inferred mineral resource of 496.0 million tonnes at 0.27% Cu, 0.17 g/t Au, 2.53 g/t Ag, 0.0027%Mo, and 0.36%CuEq grade.

Highlights

- A Higher Grade Component of Indicated resource delineated:
  - 129.0 million tonnes at 0.70% Cu, 0.44 g/t Au, 4.12 g/t Ag and 0.0014%Mo, and 0.91%;
  - CuEq grade, at a cut-off of 0.5% CuEq; and
  - the higher grade component is present within the optimized pit constraint (tables 5 and 6 show the Mineral Resources at a 0.5% CuEq cut-off grade).

- Indicated mineral resources:
  - has increased by 333%;
  - increased from 117.1 million tonnes to 507.4 million tonnes; and
  - constitutes 51% of total resources.

- Inferred mineral resources:
  - has reduced by 18%;
  - decreased from 605.3 million tonnes to 496.0 million tonnes; and
  - constitutes 49% of total resources.

- Contained Metals have increased to:
  - 6.7 billion pounds Copper, 29% increase;
  - 6.0 million ounces Gold, 43% increase;
  - 79.8 million ounces Silver, 43% increase; and
  - 53.7 million pounds Molybdenum, 85% increase.

- Waste:Mineral ratio reduced from 2:1 to 0.65:1 for the Base Case
- Resource remains open to northeast and southwest and at depth
- Multiple new exploration targets identified into the Cotabambas property
- Strong Community relations demonstrated over more than a decade

- Current environmental permit allows an additional 450 drilling platforms

The Company is advancing with studies to update the PEA incorporating the Updated Mineral Resource Estimate. A new mining plan has been developed for the Cotabambas Project which will be incorporated into the updated PEA. The mine plan envisions start up of mining operations at a 40,000 tonnes per day mining rate which will be expanded to 80,000 tonnes per day after a number of years of operation. The 40,000 tonnes per day mining rate will reduce the initial capital cost from the 80,000 tonne per day mining rate at startup envisioned in the current PEA. In addition, the mine plan is targeting increased grades during the early part of the mine life. Certain metallurgical recovery improvements are also under assessment to improve recoveries during the proposed 33-year mine life. The reduced initial capital cost, increased recoveries and higher commodity prices, as compared to the existing PEA, should improve the economics of the project. Significant exploration potential exists at the project with a number of targets identified with limited drilling at the Guaclle and Chaupec Targets and no drilling at other targets.

Mineral Resource Estimate

The principal metals grades were estimated by the ordinary kriging interpolation method on capped composite copper, gold, silver and molybdenum grades. No recoveries have been applied to the interpolated in-situ estimated grades.

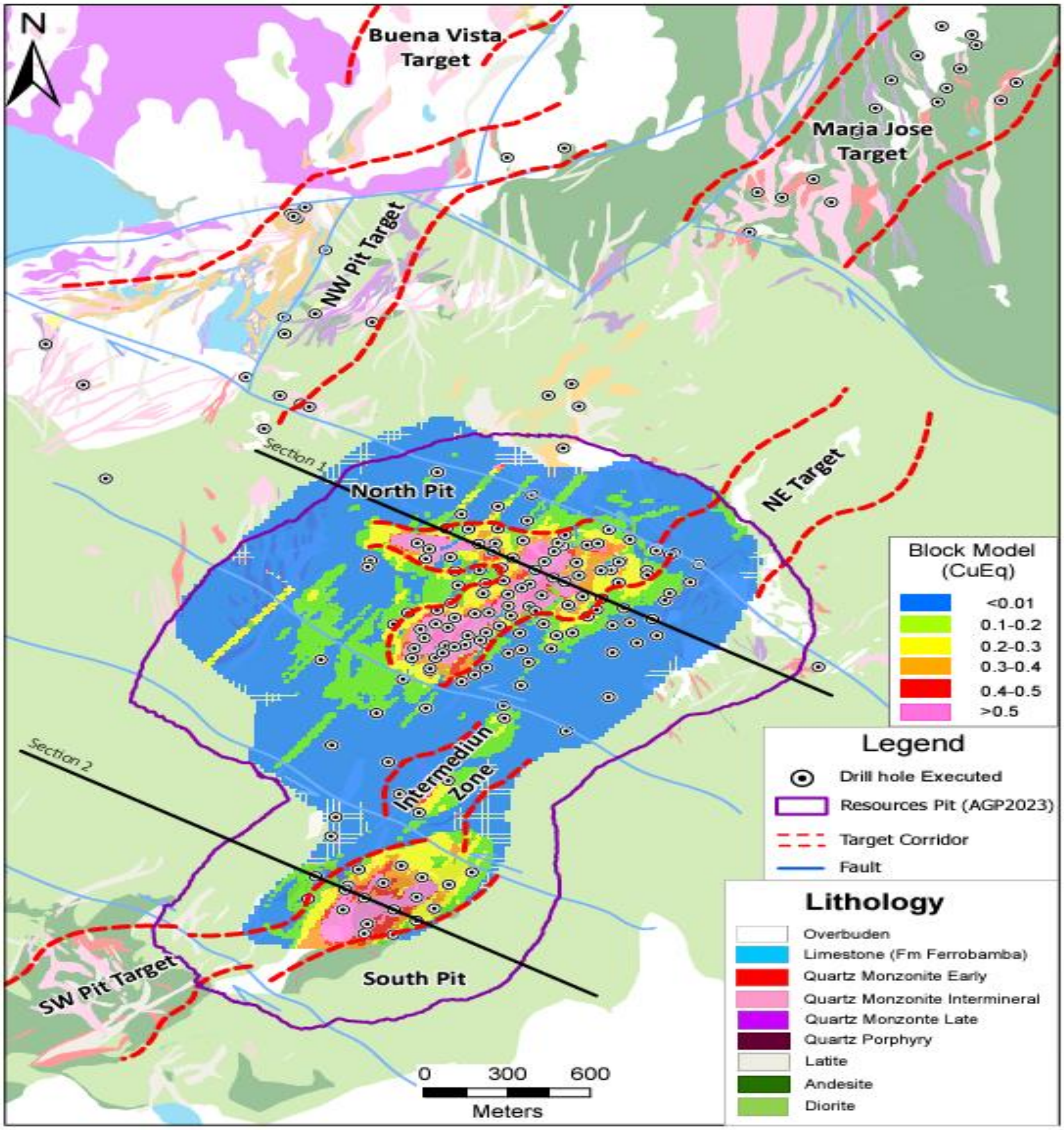


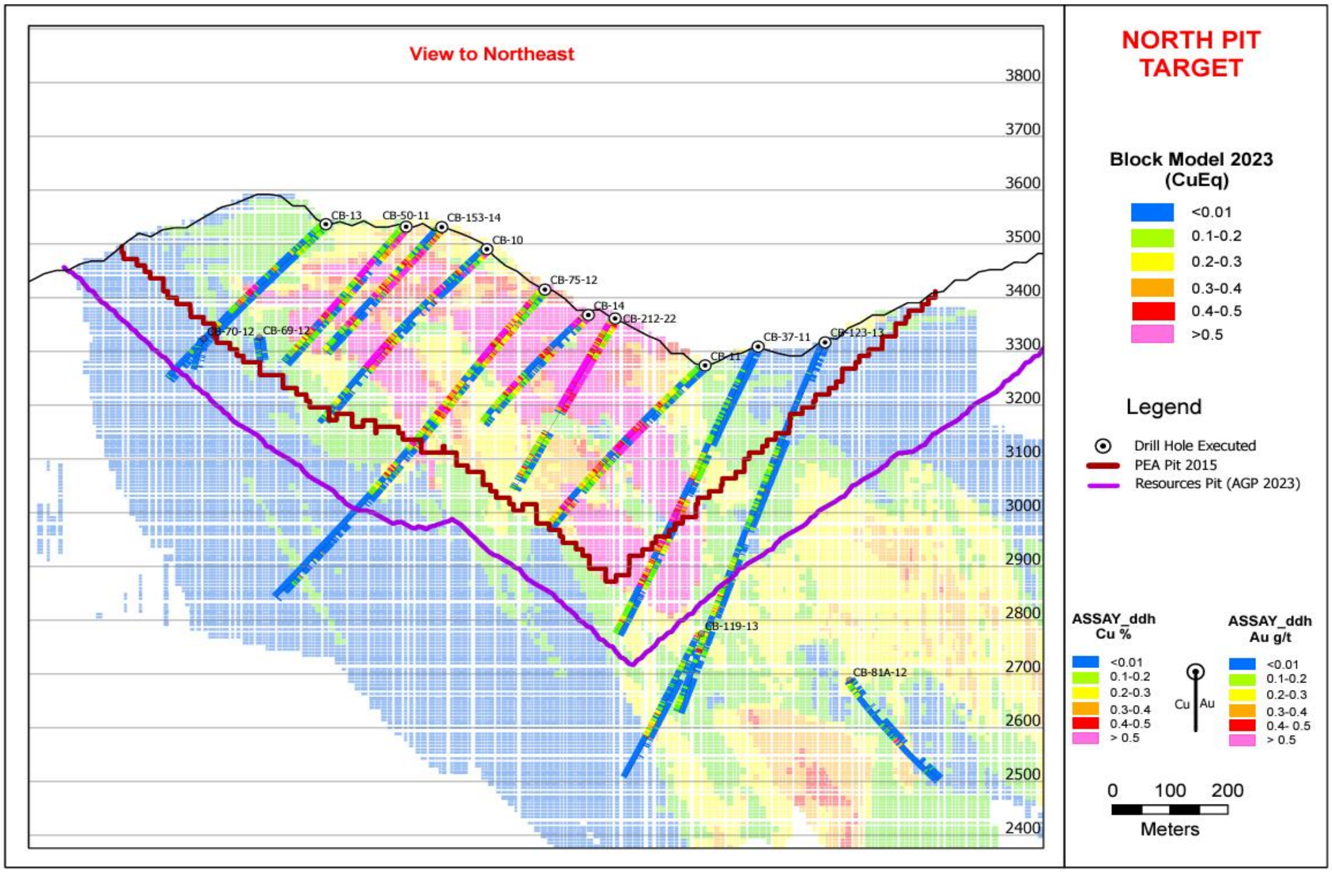
Figure 1: North Pit and South Pit and Expansion Targets Plan.

Tables 1 and 2 present the mineral resources by domain for Indicated and Inferred mineral resources, respectively, within the optimized pit constraint.

Table 1: Mineral Resource in Indicated Category Classified by Mineralization Type

Zone	Cut-Off Grade % CuEq	Million Tonnes	Cu (%)	Au (g/t)	Ag (g/t)	Mo (%)	CuEq (%)	Cu (Mlb)	Au (Moz)	Ag (Moz)	Mo (Mlb)
Leach	0.15	17.0	0.19	0.22	1.80	0.0017	0.28	71	0.12	0.98	0.64
Oxide Cu*	0.15	24.7	0.31	0.22	2.26	0.0014	0.41	169	0.17	1.79	0.76
Oxide Cu-Au*	0.15	17.3	0.43	0.15	1.79	0.0015	0.50	164	0.08	1.00	0.57
Mixed	0.15	32.3	0.46	0.22	2.29	0.0014	0.58	330	0.23	2.38	1.00
Supergene	0.15	3.6	1.36	0.34	3.51	0.0015	1.53	109	0.04	0.41	0.12
Hypogene	0.15	412.5	0.32	0.20	2.48	0.0023	0.42	2,910	2.65	32.89	20.92
Total	**0.15**	**507.3**	**0.33**	**0.20**	**2.42**	**0.0021**	**0.43**	**3,753**	**3.29**	**39.45**	**24.02**

*Note: Base case in bold. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. Summation errors may occur due to rounding. Open pit mineral resources are reported within optimized constraining shell. Reported open pit cut-off grade is 0.15%CuEq. Breakeven open pit cut-off grade is 0.07% CuEq. Mineral Resources have an effective date of November 20, 2023. The Qualified Person responsible for this resource statement is Paul Daigle, P.Geo. (APGO, 1592). . Copper equivalent (CuEq) is calculated using the equations: Oxide: CuEq = Cu + 0.4126*Au + 0.0038*Ag + 0.000*Mo; Mixed: CuEq = Cu + 0.5819*Au + 0.0063*Ag + 0.0003*Mo; Supergene: CuEq = Cu + 0.4498*Au + 0.0054*Ag + 0.0002*Mo; and Hypogene: CuEq = Cu + 0.4373*Au+0.0053*Ag+0.0002*Mo, based on the differentials of long range metal prices net of selling costs and metallurgical recoveries for gold and copper and silver. Metal prices for the CuEq formulas are: US$ 4.25/lb Cu, US$ 1,850 /Oz Au; US$ 23.00 /Oz Ag; and US$ 20.00 /lb Mo. Metal recoveries for the CuEq formulas are for Oxide: 0.0% Cu, 65% Au, 48% Ag, and 0.0% Mo; for Mixed: 60% Cu, 55% Au, 48% Ag, 40% Mo; for Supergene: 87.5% Cu, 62% Au, 60.4% Ag, 40% Mo; and for Hypogene: 90% Cu, 62% Au, 60.4% Ag and 40% Mo. Capping of grades varied between 0.50 %Cu and 3.7%Cu, 0.33 g/t Au and 2.3 g/t Au, and between 0.029%Mo and 0.060%Mo; on 6m composites by domain. The density varies between 2.20 g/cm3 and 2.66 g/cm3. Mineralization would be mined from open pit and treated using conventional flotation. Rounding in accordance with reporting guidelines may result in summation differences. *Oxide Cu - amenable to leaching; Oxide Cu-Au amenable to blending with sulphides (Au >0.25 g/t).*



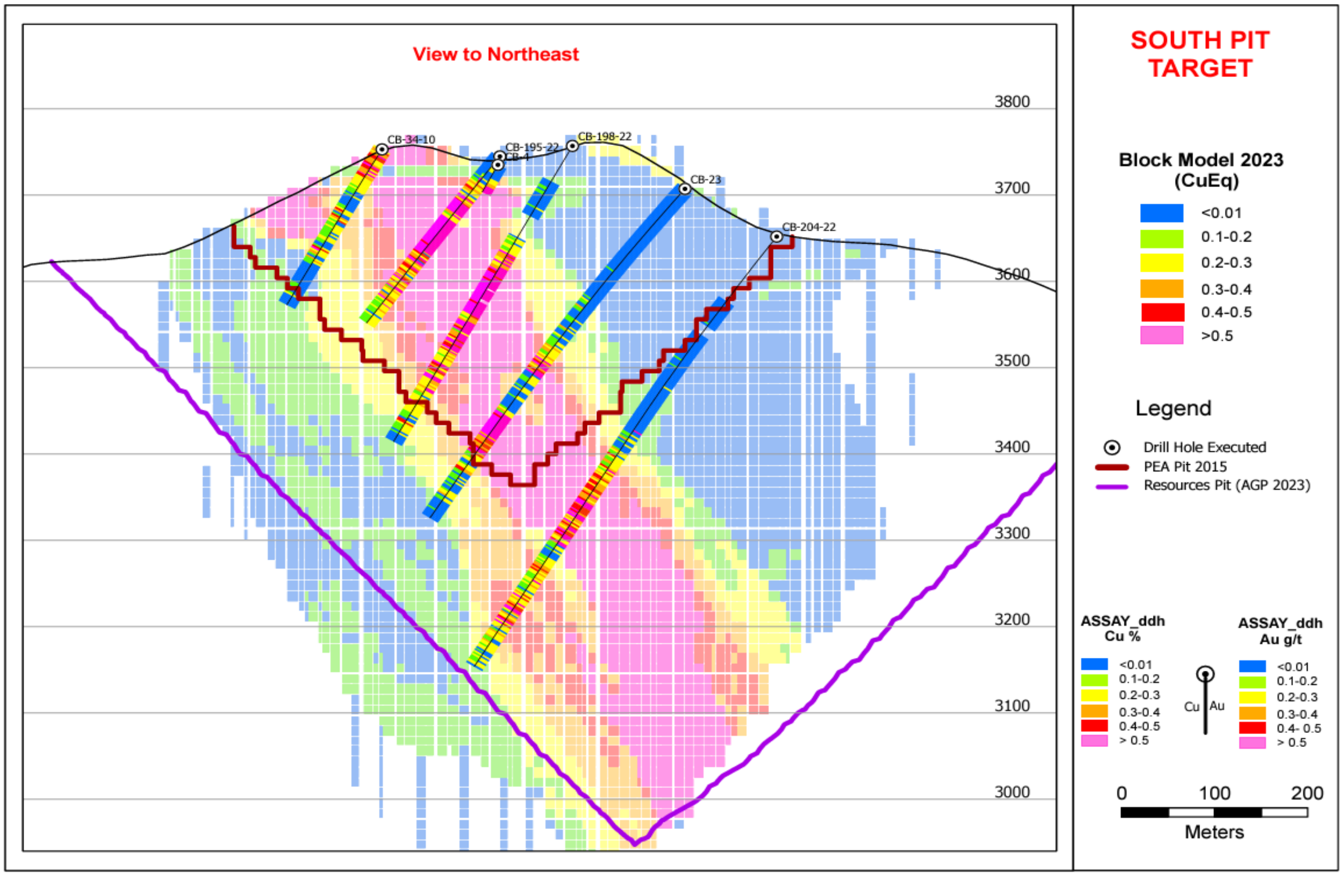
Section 1: North Pit Block Model. See location in Figure 1.

Table 2: Mineral Resource in Inferred Category Classified by Mineralization Type

Zone	Cut-Off Grade % Cu_{eq}	Million Tonnes	Cu (%)	Au (g/t)	Ag (g/t)	Mo (%)	CuEq (%)	Cu (Mlb)	Au (Moz)	Ag (Moz)	Mo (Mlb)
Leach	0.15	5.1	0.15	0.10	1.72	0.0016	0.19	17	0.02	0.28	0.18
Oxide Cu*	0.15	12.6	0.24	0.12	1.82	0.0015	0.30	67	0.05	0.74	0.42
Oxide Cu-Au*	0.15	8.7	0.37	0.10	1.59	0.0018	0.42	71	0.03	0.44	0.34
Mixed	0.15	7.1	0.18	0.15	4.57	0.0013	0.29	29	0.04	1.04	0.20
Supergene	0.15	1.90	0.82	0.46	3.95	0.0018	1.05	35	0.03	0.24	0.08
Hypogene	0.15	460.6	0.27	0.17	2.54	0.0028	0.36	2,742	2.52	37.61	28.43
Total	**0.15**	**496.0**	**0.27**	**0.17**	**2.53**	**0.0027**	**0.36**	**2,961**	**2.69**	**40.86**	**29.49**

*Note: Base case in bold. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. Summation errors may occur due to rounding. Open pit mineral resources are reported within optimized constraining shell. Reported open pit cut-off grade is 0.15%CuEq. Breakeven Open pit cut-off grade is 0.07% CuEq. Mineral Resources have an effective date of November 20, 2023. The Qualified Person responsible for this resource statement is Paul Daigle, P.Geo. (APGO, 1592). Copper equivalent (CuEq) is calculated using the equations: Oxide: CuEq = Cu + 0.4126*Au + 0.0038*Ag + 0.000*Mo; Mixed: CuEq = Cu + 0.5819*Au + 0.0063*Ag + 0.0003*Mo; Supergene: CuEq = Cu + 0.4498*Au + 0.0054*Ag + 0.0002*Mo; and Hypogene: CuEq = Cu + 0.4373*Au+0.0053*Ag+0.0002*Mo, based on the differentials of long range metal prices net of selling costs and metallurgical recoveries for gold and copper and silver. Metal prices for the CuEq formulas are: US$ 4.25/lb Cu, US$ 1,850 /Oz Au; US$ 23.00 /Oz Ag; and US$ 20.00 /lb Mo. Metal recoveries for the CuEq formulas are for Oxide: 0.0% Cu, 65% Au, 48% Ag, and 0.0% Mo; for Mixed: 60% Cu, 55% Au, 48% Ag, 40% Mo; for Supergene: 87.5% Cu, 62% Au, 60.4% Ag, 40% Mo;*

*and for Hypogene: 90% Cu, 62% Au, 60.4% Ag and 40% Mo. Capping of grades varied between 0.50 %Cu and 3.7%Cu, 0.33 g/t Au and 2.3 g/t Au, and between 0.029%Mo and 0.060%Mo; on 6m composites by domain. The density varies between 2.20 g/cm3 and 2.66 g/cm3. Mineralization would be mined from open pit and treated using conventional flotation. Rounding in accordance with reporting guidelines may result in summation differences. *Oxide Cu - amenable to leaching; Oxide Cu-Au amenable to blending with sulphides (Au >0.25 g/t).*



Section 2: South Pit Block Model. See location in Figure 1.

Grade Sensitivity

The Updated Mineral Resource Estimate of the Project also demonstrates sensitivity to various copper equivalent cut-off grades within the optimized pit constraint. The domains have not been separated and the following is for comparison only.

The mineral resources estimate was constrained by a break-even pit with a cut-off grade of 0.07%CuEq with a stripping ratio (waste: resources) of 1.02:1; however, the base case open pit is reported at a cut-off grade of 0.15%CuEq with a stripping ratio (waste: resources) of 0.65:1. This represents a significant improvement compared with the previous resource estimates where the stripping ratio was 2:1 (waste: resources).

Tables 3 and 4 present the mineral resources within the optimized pit constraint for Indicated and Inferred Mineral Resources, respectively.

Table 3: Sensitivity of Indicated Mineral Resource to Cut-off Grade

Cut-Off Grade % Cu_{eq}	Million Tonnes	Cu (%)	Au (g/t)	Ag (g/t)	Mo (%)	CuEq (%)	Cu (Mlb)	Au (Moz)	Ag (Moz)	Mo (Mlb)
0.07	648.3	0.28	0.16	2.18	0.0021	0.36	4,023	3.39	45.37	29.42
0.10	579.5	0.30	0.18	2.29	0.0022	0.39	3,882	3.41	42.62	27.47
0.15	**507.3**	**0.34**	**0.20**	**2.42**	**0.0021**	**0.43**	**3,753**	**3.29**	**39.45**	**24.02**
0.20	417.7	0.38	0.23	2.61	0.0020	0.49	3,468	3.09	35.00	18.13
0.30	254.0	0.49	0.32	3.14	0.0017	0.65	2,745	2.60	25.62	9.50
0.40	166.9	0.61	0.39	3.72	0.0014	0.81	2,250	2.10	19.97	5.15
0.50	129.0	0.70	0.44	4.12	0.0014	0.91	1,985	1.83	17.09	3.96

Note: Base case in bold. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. Summation errors may occur due to rounding.

The previous mineral resource estimate (Tetra Tech, 2014) contained 46.3 Million tonnes averaging 0.70%Cu, 0.38 Au g/t, 3.82 Ag g/t and 0.0002%Mo at 0.50%CuEq cut-off. At similar grades, the new resource demonstrates a 296% increase in high-grade resource, including higher gold and silver grades, reflecting the high precious metals content in the South pit.

Table 4: Sensitivity of Inferred Mineral Resource to Cut-off Grade

Cut-Off Grade % Cu_{eq}	Million Tonnes	Cu (%)	Au (g/t)	Ag (g/t)	Mo (%)	CuEq (%)	Cu (Mlb)	Au (Moz)	Ag (Moz)	Mo (Mlb)
0.07	1,101.2	0.16	0.10	1.87	0.0023	0.22	3,841	3.45	66.10	55.87
0.10	760.4	0.21	0.13	2.13	0.0026	0.28	3,492	3.12	52.15	43.54
0.15	**496.0**	**0.27**	**0.17**	**2.53**	**0.0027**	**0.36**	**2,961**	**2.69**	**40.35**	**29.65**
0.20	362.9	0.32	0.21	2.86	0.0028	0.42	2,569	2.40	33.33	22.47
0.30	202.1	0.42	0.28	3.68	0.0029	0.56	1,869	1.82	23.88	12.86
0.40	118.1	0.54	0.37	4.73	0.0026	0.72	1,403	1.39	17.95	6.83
0.50	93.1	0.59	0.41	5.31	0.0025	0.80	1,217	1.23	15.90	5.23

Note: Base case in bold. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. Summation errors may occur due to rounding.

Higher Grade Component of Mineral Resources

The Updated Mineral Resource Estimate demonstrates the presence of an increase in the higher grade component mineralization within the base case conceptual pit shell. Tables 5 and 6 show the Mineral Resources at a 0.5 %CuEq cut-off grade classified by mineralization type.

Table 5: Indicated Mineral Resources at a 0.5 %CuEq Cut-off Grade by Mineralization Domain within optimized pit constraint

Zone	Cut-Off Grade % CuEq	Million Tonnes	Cu (%)	Au (g/t)	Ag (g/t)	Mo (%)	CuEq (%)	Cu (Mlb)	Au (Moz)	Ag (Moz)	Mo (Mlb)
Leach	0.5	1.4	0.48	0.33	2.50	0.0014	0.62	15	0.02	0.11	0.04
Oxide Cu	0.5	6.1	0.62	0.32	3.36	0.0012	0.77	83	0.06	0.65	0.16
Oxide Cu-Au	0.5	6.4	0.66	0.15	1.80	0.0015	0.74	93	0.03	0.37	0.21
Mixed	0.5	16.8	0.66	0.30	2.79	0.0014	0.82	245	0.16	1.51	0.50
Supergene	0.5	3.6	1.36	0.34	3.51	0.0015	1.53	109	0.04	0.41	0.12
Hypogene	0.5	94.7	0.69	0.50	4.61	0.0014	0.93	1,440	1.52	14.03	2.92
Total	**0.5**	**129.0**	**0.70**	**0.44**	**4.12**	**0.0014**	**0.91**	**1,985**	**1.83**	**17.09**	**3.96**

Note: Summation errors may occur due to rounding. Higher Grade Mineral Resources are included within the Indicated Mineral Resources listed in Table 2.

Table 6: Inferred Mineral Resources at a 0.5 %CuEq Cut-off Grade by Mineralization Domain within optimized pit constraint

Zone	Cut-Off Grade % CuEq	Million Tonnes	Cu (%)	Au (g/t)	Ag (g/t)	Mo (%)	CuEq (%)	Cu (Mlb)	Au (Moz)	Ag (Moz)	Mo (Mlb)
Leach	0.5	0.06	0.44	0.30	2.58	0.0015	0.58	1	0.001	0.01	0.002
Cu	0.5	1.0	0.53	0.15	2.24	0.0016	0.60	12	0.005	0.07	0.04
Oxide Cu-Au	0.5	1.8	0.57	0.10	1.53	0.0018	0.61	23	0.01	0.09	0.07
Mixed	0.5	0.4	0.44	0.25	2.77	0.0011	0.57	4	0.003	0.04	0.01
Supergene	0.5	1.9	0.82	0.46	3.97	0.0018	1.05	35	0.03	0.24	0.08
Hypogene	0.5	87.8	0.59	0.42	5.47	0.0026	0.80	1,143	1.19	15.45	5.04
Total	**0.5**	**93.1**	**0.59**	**0.41**	**5.31**	**0.0025**	**0.80**	**1,217**	**1.23**	**15.90**	**5.23**

Note: Summation errors may occur due to rounding. Higher Grade Mineral Resources are included within the Inferred Mineral Resources listed in Table 4.

Reasonable Prospects for Eventual Economic Extraction

In order to satisfy reasonable prospects for eventual economic extraction, the Mineral Resources are reported within a constraining shell. The block model was imported into Datamine NPV Scheduler software where AGP generated the optimized pit constraint. Table 7 summarizes the parameters that were applied to develop the optimized pit constraint.

Table 7: Optimized Pit Parameters for the Cotabambas Deposit

Parameters	Units	Oxide, Leach Domain	Mix Domain	Supergene Domain	Hypogene Domains
Metal Prices					
Copper	$US/lb	4.25	4.25	4.25	4.25
Gold	$US/oz	1850	1850	1850	1850
Silver	$US/oz	23	23	23	23
Molybdenum	$US/lb	20	20	20	20
Metal Recoveries					
Copper	%	-	60	87.5	90
Gold	%	65	55	62	62
Silver	%	48	48	60.4	60.4
Molybdenum	%	-	40	40	40
Other Costs					
Mining Cost	$US/t	2.00	2.00	2.00	2.00
Processing Cost	$US/t	4.79	4.79	4.79	4.79
G&A Cost	$US/t	0.41	0.41	0.41	0.41
Pit Slope					
Overall Slope Angle	degrees	47	47	47	47
Parameters	Units	Oxide, Leach Domain	Mix Domain	Supergene Domain	Hypogene Domains
Dilution					
Mine Dilution	%	3	3	3	3
Ore Loss	%	3	3	3	3

Exploration at the Cotabambas Project

The property hosts a number of Copper-Gold porphyry/skarn type deposits aligned into 3 structural corridors crossing the property in the Southwest-Northeast direction as shown in Figure 2. The most studied corridor is located to the east part of the property. Along strike from the South pit to the North pit and including the Maria Jose targets, over 6 km of mineralization have been identified and drilled with the first two targets hosting the mineral resources.

The drilling results of 2022-2023 have delineated the existence of two individualized Cu-Au Porphyries into the mineral resources area. The porphyry stock in the North Pit is emplaced from depth to surface from east to west, developing in the cupula a quartz stockwork with Potassic alteration hosting >1.0 %CuEq which extends to 800 m depth along plunge, with 250m width and along 700m strike following the structural control in the Northeast direction. In the South pit, the porphyry demonstrates a feeder shape hosting a body of 0.80 %CuEq sizing some 600m at depth and 150m width and striking 400m along the structural corridor, where the stock is hope open to the east and at depth.

The average copper:gold ratio, in terms of contained metal value, in the South Pit is 1:1 demonstrating a higher gold content than in the North Pit, where the average ratio is 2.7:1. The silver:gold ratio in the South pit is 6:1 while in the North pit it is 14:1.

Exploration Potential

The Cotabambas Project has a number of areas with significant exploration potential:

- ***Local scale***. The stated Mineral Resources at 0.15% CuEq cut-off are a pit-constrained subset of the mineralization block model, where substantial mineralization with higher grades targets extends in different directions. See Figure 1:

  i) ***NE pit target*:** the high grades at the North Pit (>1.0 %CuEq) make up a corridor of 250m width by 800m length in the northeast direction, which is displaced by an east-west fault. To the north of this fault the area is covered by colluvium representing a promising potential for future drilling and its 2km continuity may connect with the Maria Jose target.

  ii) ***SW pit target*:** the high grades into the South pit (>1.0 %CuEq) make up a structural corridor of 150m width by 350m length, elongated in southwest direction and open for additional drilling. The geology at surface is composed of a mix of quartz monzonite and latite dikes in the same direction, outcropping along 1.5km.

  iii) ***Intermedium Zone target*:** located in the area between the North and South pits at the convergence of two main faulting systems in North-South and East-West direction. This structural complexity displaces the mineralization down to the north side and indicates a favorable direction to continue drilling the high-grade body.

  iv) ***Ccalla East target***: this is another porphyry located between 150m to 450m next to the East side of the mineral resources of the North pit, intersected by some drillholes hide some 150m below the diorite host rock outcroppings. The hole CB-68 intersected 194m of hypogene sulfides averaging 0.60%Cu, 0.24 Au g/t and 4.10 Ag g/t. The mineral of this target remains outside of the limits of the new mineral resources pit shell and may represent a split of the Intermedium zone target.

  v) ***NW pit target:*** located between 400m to 1.5km to the Northwest of the North Pit, grouping the areas of Petra/David drilled in 2017-2018 and the Guaclle Skarn drilled in 2023, accumulating 2,760m of drilling in this target. In Petra-David there are a swarm of quartzmonzonite porphyry dikes with drill intersections up to 79m of copper oxides averaging 0.32%Cu, 0.08 Au g/t, and in Guaclle Skarn two holes intersecting hypogene sulfides of 28m length grading 1.50%Cu, 5,79 Ag g/t and 70m length averaging 0.47%Cu, 2.46 Ag g/t.

vi) ***Deep Continuity***: under the conceptual pit shell constraining the new mineral resources the high grade blocks continue open at depth, following the contact between the porphyry stock and the diorite host rock, but mainly inside the porphyry domain; representing attractive potential to grow the current resources with additional drilling.

- ***District scale***. All the targets described in the “Local Scale” make up a cluster of 3km width by 6 km length, where two other targets are incorporated to the north, Buenavista and the Maria Jose Targets **(see Figure 1)**. The mineralization in both targets were identified at surface with mapping and sampling. At Maria Jose geophysics and 5,119m of drilling in 2017-2018 identified intersections in hypogene sulfides of 195m averaging 0.34%Cu, 0.06 Au g/t, 1.60 Ag g/t and 128m grading 0.41%Cu, 0.06 Au g/t, 2.0 Ag g/t, both related with porphyry feeders. Also identified were a swarm of porphyry dikes generating 5 mineral bodies varying from 11 to 19m width and grading between 0.41%Cu to 1.03%Cu. The Maria Jose target is located 1.5km to the North-Northeast side of the mineral resources pit shell and is conform by two mineralized porphyry feeders and a swarm of mineralized dikes intruding the andesite host rock.

- ***Property scale***. Elsewhere on the property, stream sediment geochemistry and surface mapping have identified six new exploration targets with anomalous levels of copper, gold, molybdenum, lead and/or zinc. The most important were identified over the ridges in the southern areas of the property, such as the porphyry/skarn-style mineralization of Jean Louis, Chaupec and Tamburo targets **(See Figure 2)**. Jean Louis Skarn prospect was mapped in 2014 over an area of 2.8km by 1.6km, based on surface mapping, 433 rock samples and 46 Km of IP/Mag/SP. The Chaupec Skarn was mapped in 2016-2018 over an area of 1km by 3km, based on mapping, 1,997 rock samples, 64km IP, 88km Mag, and 46 km SP. Tamburo target is a new high-grade Skarn body of 60mx30m size exposed in underground workings and remains open in different directions, requires detailed exploration.

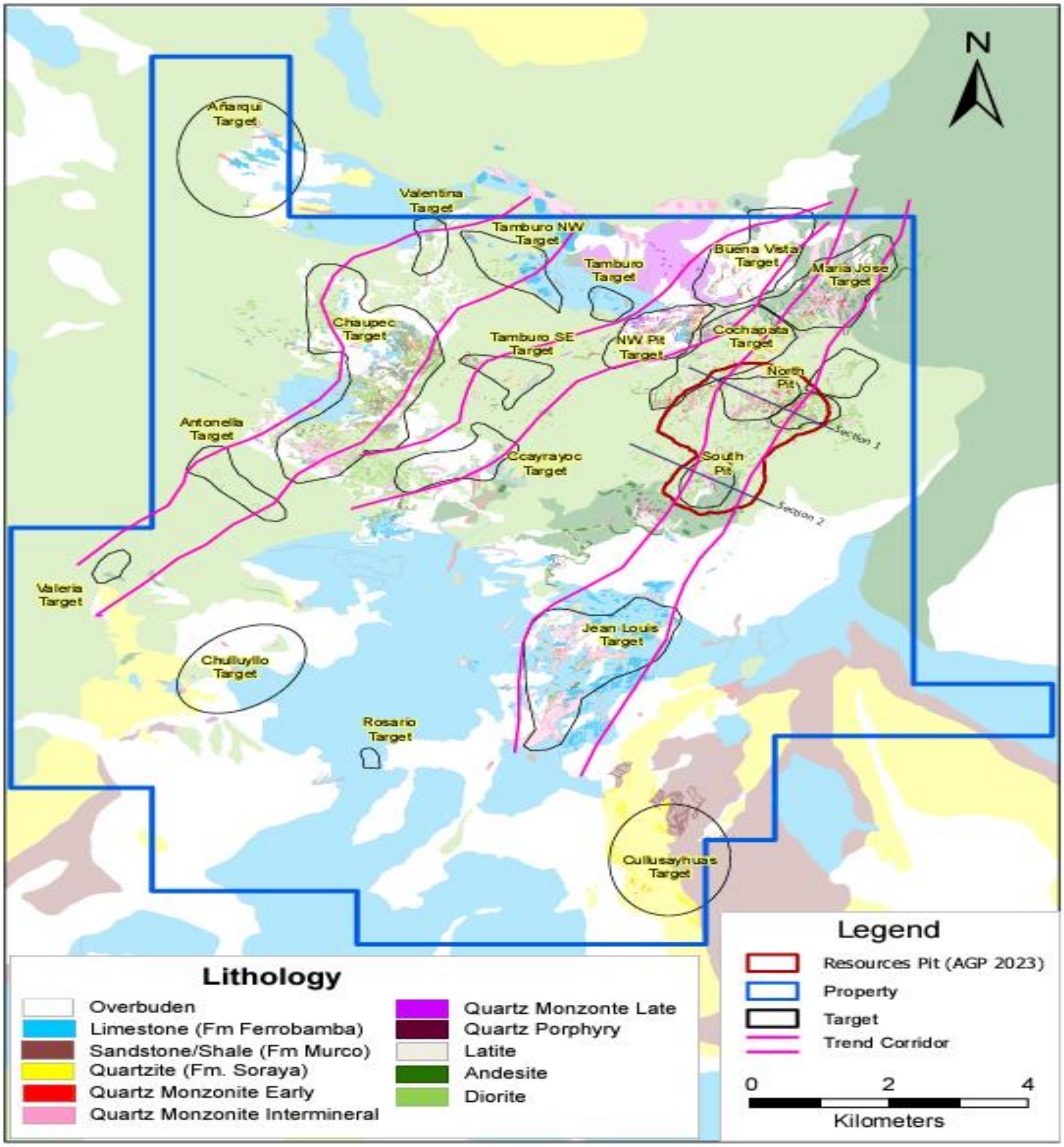


Figure 2: Property Geology map showing the "Property Scale" targets exploration.

Social Relationship

The exploration programs in the area of the mineral resources and at the other targets identified on the property, are always supported by constant collaboration with the local communities under a spirit of mutual respect. Over more than a decade, five drilling campaigns have been completed which continue to demonstrate a strong relationship between the local communities and the Company. For the 2022-

2023 drilling campaign the Company signed a mutual collaboration agreement with the Cochapata community and private local landowners. Although other parts of Peru were affected during this time by national strikes and blockades mostly due to political issues associated with the vacancy of the Presidency, the Company was able to complete its 2022-2023 drilling campaign with no interruptions. To date, the Company continues to have strong and friendly relationships with all the communities in the district.

Environmental Permits

Drilling at the Cotabambas Project was permitted under a second modification of the Company's EIA-sd environmental permit approved by the Mines & Energy Ministry of Peru ("MEM"), initially valid until August 2023. The Company was able to extend its environmental permit from August 2023 until August 2024 allowing Panoro to complete up to 672 drilling platforms. A third modification of the EIA-sd permit was submitted to the MEM in January 2024 to allow permit continuity for an additional 6 years. The modified EIA-sd environmental permit includes an application to work during wet and dry seasons and to include local communities in the process through a series of participatory workshops. Approval of the modified EIA-sd by the MEM is expected in September 2024.

Vigencias (Concessions)

In June 2024, the Company renewed vigencias for the 15,900 hectares comprising the mining concessions of the Cotabambas project allowing

Plan and Next steps

The Company's plan is to update the PEA and then complete a Prefeasibility Study for the Cotabambas Project. The updated resource estimate will be used to update the mine plan, prioritizing the mining of the high-grade component of the resource within a starter pit. The updated mine plan will illustrate if any additional infill drilling is required to upgrade additional high-grade resource to indicated category. The completed trade-off studies related to process, infrastructure and waste storage will be incorporated into an updated PEA which will serve as a snapshot of the Prefeasibility study targets and identify priority areas to optimize the prefeasibility study.

PEA studies advancement and Prefeasibility

In March 2024, the Company engaged Moose Mountain Technical Services (MMT), a mining engineering consulting company based in Vancouver, Canada, to update the PEA. Based on the New Mineral Resources Estimate authored by AGP,MMT's work on the PEA update includes pit optimization, phases of extraction, updating the mine plan, and updating Opex and Capex estimates to build an economic/financial model for the Cotabambas project. The mine plan will prioritize high grade extraction during the first years of operation. Panoro plans to complete the PEA update by Q4 2024.

The Updated Mineral Resource Estimate authored by AGP and the PEA update are expected to further enhance the project economics as part of the prefeasibility studies started in 2022 and planned for completion in 2025.

In addition to the pre-feasibility drilling program Panoro is scoping the engineering, environmental and social studies to support the PEA and pre-feasibility work programs. Metallurgical, tailings trade off, and open pit geotechnical studies were started in November 2022 in support of the pre-feasibility study and were completed in August 2023.

Metallurgical improvements focused on three key objectives:

1. Flotation recoveries from the transition material in the PEA mine plan. Low recoveries in the PEA were a result of a lack of sampling and geo-metallurgy characterization;
2. Optimize flotation recoveries with additional testing and reagents variability existing in the market, for copper and precious metals; and
3. Evaluate and design alternatives to treat the copper oxides and mixed materials, to recover both copper and precious metals.

Exploration and evaluation expenditures

For the six months ended June 30, 2024	Cotabambas	Other	Total
Exploration and evaluation expenditures:			
Camp and site	$ 75,899	-	$ 75,899
Community relations	154,878	-	154,878
Drilling	20,668	-	20,668
Engineering and studies	121,686	-	121,686
Environmental	123,209	-	123,209
Geology	129,468	-	129,468
Recording and concession fees	363,473	136,422	499,895
	$ 989,281	$ 136,422	$ 1,125,703
Salaries and benefits allocation included in above amounts:			
Camp and site	$ 42,601	$ -	$ 42,601
Community relations	137,005	-	137,005
Drilling	1,197		1,197
Engineering and studies	116,419	-	116,419
Environmental	1,600	-	1,600
Geology	125,677	-	125,677
	$ 424,499	$ -	$ 424,499

For the six months ended June 30, 2024, the Company's focus was on its Cotabambas Project including updating the PEA and planned completion of a PFS. Drilling work totaling $20,668 was completed in the period. PEA update and PFS related work at the Cotabambas Project including maintaining the site, camp costs, community relations, engineering, environmental, geological and geophysical work totaling $605,140 was completed in the period. The Company incurred $499,895 in recording and concession fees ("Vigencias") for Cotabambas during the period. The Company has paid all Vigencias on all its current projects and continues environmental monitoring. One of the requirements of receiving drilling permits from the Peruvian government is continual ongoing monitoring of the environment for air quality, noise, flora and fauna, along with water testing. Vigencias payments accrued at December 31, 2023 were paid in June 2024.

During the six months ended June 30, 2024, at the Cotabambas project, $424,499 in salaries and benefits were included in exploration costs capitalized during the year mainly in the categories of camp and site costs, community costs, engineering and studies and geology.

For the year ended December 31, 2023	Cotabambas	Other	Total
Exploration and evaluation expenditures:			
Assays and sampling	$ 107,568	$ -	$ 107,568
Camp and site	462,193	-	462,193
Community relations	708,079	-	708,079
Drilling	974,658	-	974,658
Engineering and studies	871,591	-	871,591
Environmental	282,401	642	283,043
Geology	451,475	-	451,475
Geophysics	2,838		2,838
Recording and concession fees	372,299	98,742	471,041
Disposition of mineral property	-	(75,126)	(75,126)
	$ 4,233,102	$ 24,258	$ 4,257,360
Salaries and benefits allocation included in above amounts:			
Camp and site	$ 133,118	$ -	$ 133,118
Community relations	369,645	-	369,645
Drilling	543,847		543,847
Engineering and studies	351,124	-	351,124
Environmental	36,678	-	36,678
Geology	425,768	-	425,768
	$ 1,860,180	$ -	$ 1,860,180

For the year ended December 31, 2023, the Company's focus was on its Cotabambas Project and planned Updated Mineral Resource Estimate released in early 2024. Drilling work totaling $974,658 and related assays and sampling expense of $107,568 were completed in the period. Other related work at the Cotabambas Project including maintaining the site, camp costs, community relations, engineering, environmental, geological and geophysical work totaling $2,778,577 was also completed in the period. The Company incurred $372,299 in Vigencias for Cotabambas during the year The Company has paid Vigencias on all its current projects and continues environmental monitoring. One of the requirements of receiving drilling permits from the Peruvian government is continual ongoing monitoring of the environment for air quality, noise, flora and fauna, along with water testing.

During the year ended December 31, 2023, at the Cotabambas project, $1,860,180 in salaries and benefits were included in exploration costs capitalized during the year mainly in the categories of camp and site costs, community costs, engineering and studies and geology.

<u>Summary of quarterly financial results</u>

A summary of the last eight quarterly financial results is as follows:

Three months ended	General and administrative expenses	Net income (loss)	Income (loss) per share
June 30, 2024	$ 438,722	$ (457,266)	$ (0.00)
March 31, 2024	$ 395,618	$ (391,955)	$ (0.00)
December 31, 2023	$ 258,205	$ 109,857	$ 0.00
September 30, 2023	$ 1,144,299	$ (1,003,770)	$ (0.00)
June 30, 2023	$ 386,876	$ (175,109)	$ (0.00)
March 31, 2023	$ 1,062,238	$ (1,025,011)	$ (0.01)
December 31, 2022	$ 739,823	$ 137,947	$ 0.00
September 30, 2022	$ 480,733	$ (782,185)	$ (0.00)

Income or loss per quarter fluctuates from period to period primarily as a result of timing of any or a combination of:

i) gains or losses resulting from the sale of mineral property interests;
ii) impairments and write-offs associated with mineral properties, and;
iii) the timing and the issuance and vesting of stock options, which impacts share-based compensation expense.

General and administrative expenses increased for the quarter ended December 31, 2022 mainly due to the Company's work assessing different targets for exploration in other parts of the world.

General and administrative expenses increased for the quarter ended March 31, 2023 mainly due to share-based expense associated with granting stock options.

General and administrative expenses increased for the quarter ended September 30, 2023 mainly due to a reclassification of certain salaries and benefits from exploration and evaluation assets.

The Company incurred net income for the quarter ended December 31, 2022 mainly due to income from airborne license fees.

Net loss for the quarter ended March 31, 2023 increased mainly due to share-based expense associated with the granting of stock options during the first quarter of 2023.

Net loss incurred for the quarter ended September 30, 2023 increased mainly due to an adjustment of certain salaries and benefits from exploration and evaluation assets.

The Company incurred net income for the quarter ended December 31, 2023 mainly due to a dilution gain from the Company's investment in Antilla Copper S.A.

Results of Operations

<u>Three months ended June 30, 2024</u>
The Company incurred a loss of $457,266 ($0.00 per common share) during the three months ended June 30, 2024 compared to a loss of $175,109 ($0.00 per common share) in the same period in 2023. The discussion below is based on a comparison of the three months ended June 30, 2024 and 2023.

Areas of significant changes in general and administrative expenses for the three months ended June 30, 2024, compared to the three months ended June 30, 2023 include the following:

- Administration expenses for the three months ended June 30, 2024 was $81,079 compared to $57,637 in 2023 as the Company incurred additional software licensing fees and computer expenses in 2024 compared to 2023;
- Audit and tax expenses for the three months ended June 30, 2024 was $36,028 compared to $25,351 in 2023 as the Company recorded additional 2023 audit fees in FY2024;
- Corporate development, conference, travel and shareholder relations expense expenses for the three months ended June 30, 2024 was $81,079 compared to $57,637 in 2023 due to increased shareholder relations expense;
- Directors' fees expenses for the three months ended June 30, 2024 was $33,320 compared to $16,756 in 2023 due to an accounting error made in 2023;
- Property evaluation expense for the three months ended June 30, 2024 was $9,965 compared to $45,020 in 2023 as the Company decreased exploration and assessment of potential projects in 2024 compared to 2023;

- The Company recorded salaries and benefits expense for the three months ended June 30, 2024 of $188,118 compared to an expense of $169,284 for the same period in 2023. The increase in 2024 was mainly due to an adjustment of certain salaries and benefits in Q2 vs Q1 in 2024;
- Interest income for the three months ended June 30, 2024 was $10,493 compared to $26,059 in 2023 due to the Company's lower cash balances in 2024 compared to 2023; and
- Other income for the three months ended June 30, 2024 was $nil compared to $18,995 in 2023 as the Company completed outsourcing certain services to Calisto in Q1 2024.

Six months ended June 30, 2024

The Company incurred a loss of $849,221 ($0.00 per common share) during the six months ended June 30, 2024 compared to a loss of $1,200,120 ($0.00 per common share) in the same period in 2023. The discussion below is based on a comparison of the six months ended June 30, 2024 and 2023.

Areas of significant changes in general and administrative expenses for the six months ended June 30, 2024, compared to the six months ended June 30, 2023 include the following:

- Amortization expense for the six months ended June 30, 2024 was $52,440 compared to $19,562 for the same period in 2023. The 2024 amount reflects a correction of an accounting error made in 2023;
- Administration expenses for the six months ended June 30, 2024 was $198,667 compared to $166,693 in 2023 as the Company incurred additional software licensing fees and computer expenses in 2024 compared to 2023;
- Directors' fees for the six months ended June 30, 2024 was $61,583 compared to $44,341 in 2023 due to an accounting error made in 2023;
- Property evaluation expense for the six months ended June 30, 2024 was $37,429 compared to $138,156 in 2023 as the Company decreased exploration and assessment of potential projects in 2024 compared to 2023;
- Share-based expense for the six months ended June 30, 2024 was $nil compared to $581,012 for the same period in 2023 as a result of options being granted in 2023 whereas none were granted in 2024;
- Interest income for the six months ended June 30, 2024 was $35,193 compared to $51,042 in 2023 due to the Company's lower cash balances in 2024 compared to 2023; and
- Other income for the six months ended June 30, 2024 was $6,214 compared to $38,011 in 2023 as the Company completed outsourcing certain services to Calisto in Q1 2024.

Liquidity and capital resources

Liquidity risk is the risk that the Company will not be able to operate in the normal course of business for the next 12 months. The Company is in the exploration and development stage and is currently exploring mineral properties in Perú. The Company has no history of revenues from operating activities and will have negative cash flow from operations in future periods until commercial production is achieved from its advanced exploration stage projects. .

The Company's consolidated financial statements as at and for the six months ended June 30, 2024, were prepared on a going concern basis which assumes that the Company will be able to realize its assets and settle its obligations in the normal course of business.

As at June 30, 2024, the Company had an accumulated deficit of $41,479,822 (December 31, 2023 – $40,630,601) and a working capital deficiency of $12,422,832 (December 31, 2023 – $10,482,892), being current assets of $554,651 (December 31, 2023 – $2,730,511) less current liabilities, of $12,977,483 (December 31, 2023 – $13,213,403). The Company's working capital deficiency as at June 30, 2024 includes the current portion of the Wheaton PMPA which is presented as a current liability under IFRS.

If the Company includes the current portion of the PMPA of $12,000,000 (December 31, 2023 – $12,000,000) as long-term, the Company would have a working capital deficiency as at June 30, 2024 of $422,832 (December 31, 2023 – working capital $1,517,108) which is not a measure in accordance with IFRS, and is provided for information purposes only, as the Company does not anticipate Wheaton Metals terminating the PMPA.

Wheaton Metals have the option to terminate the PMPA either 90 days following delivery of a Feasibility Study or at any time upon giving the Company three months' notice, other than the first two payments totaling $2,000,000. Wheaton Metals can elect to receive a portion of the early deposit either as cash or shares upon termination, with the Company having the right to defer cash payments under certain conditions for up to two years. If Wheaton Metals elects to terminate the PMPA, repayment with interest at 8% per annum, will be required within two years of notice of termination. This includes a repayment of one-third of the net proceeds of any form of financing.

Although the Company expects to have sufficient financial resources to cover its existing obligations and operating costs and undertake its currently planned programs, the Company will require further funding in the second half of 2024 to fund exploration and evaluation activities, and ultimately develop its properties within the next twelve months. While the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms that are acceptable to the Company. These conditions create a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern.

The ability of the Company to carry out its planned business objectives is dependent on its ability to raise adequate financing from lenders, shareholders, and other investors and/or achieve operating profitability and generate positive cash flows. The Company is in the business of exploring and developing mineral property interests, and as such, must continually seek sources of financing to further develop and explore its mineral exploration and evaluation assets and to support general and administrative expenses.

The Company will continue to seek additional financing through the sale of mineral property interests, debt financing and/or equity financing. However, it is not certain that such financing will be available. The Company may be adversely impacted by a lack of normal available financing, inability to maintain mining licenses, and continued uncertainty in the exchange and commodity markets.

If the Company is unable to obtain adequate financing, the Company may be required to continue to curtail operations, exploration, and development activities. The Company will continue to review planned investment expenditures, primarily at the Cotabambas Project, but also its overhead expenditures in order to meet changes in working capital estimates.

Off-balance sheet arrangements

The Company has no off-balance sheet arrangements.

Share capital

As at the date of this MD&A, the Company had issued and outstanding:

Description of security	Number of securities outstanding	Expiry date	Exercise price
Common shares issued and outstanding	264,375,058	n/a	$ n/a
Options outstanding	500,000	August 26, 2027	$ 0.09 (C$0.12)
Options outstanding	9,400,000	January 11, 2028	$ 0.11 (C$0.15)
Fully diluted	274,275,058		

Transactions with related parties

Employment contracts have been entered into with each of the President and Chief Executive Officer, the Vice-President Exploration, the Projects Vice-President, the Operations Vice-President, and the Chief Financial Officer.

For the six months ended June 30, 2024, key management personnel compensation included salaries, fees and benefits of $549,599 (2023 – $554,672).

During the six months ended June 30, 2024, the Company received other income of $6,214 (2023 – $38,011) from Calisto with respect to support services provided in relation to the Antilla project.

As at June 30, 2024, included in accounts payable and accrued liabilities was $25,705 (December 31, 2023 – $54,188) in directors' fees payable.

Commitments

In the normal course of business, the Company enters into contracts that result in commitments for future payments. The following table summarizes the remaining contractual maturities of the Company's operating and capital commitments as at June 30, 2024:

	2024	**2025**	**2026**	**Total**
Office lease (Vancouver)	$ 39,240	$ 79,867	$ 81,255	$ 200,362
Accrued vigencias	542,653	-	-	542,653
Accounts payable and accrued liabilities	306,059	-	-	306,059
Current tax liability	80,454	-	-	80,454
	$ 968,406	$ 79,867	$ 81,255	$ 1,129,528

Vigencias (or recording fees) of $3 per hectare are not commitments, but rather the annual payments required to maintain mineral concessions in good standing with the Perúvian government. The ultimate amount to be paid is based on a formula relating to exploration costs incurred, offset against the basic fee and penalty. After the 6th year, an annual penalty must be paid per hectare, starting at US$6 per hectare, until after 12 years, the additional fee increases to $20 per hectare. The penalties are reduced, based on exploration activity on the concessions, and the reduction is determined each year by the Perúvian government.

The Company entered into an office lease in Lima effective April 1, 2022. The Company has an office lease in Vancouver effective August 1, 2021 for a period of six years. The Company leases warehouses in Cusco, and the leases for the warehouses are renewed annually. The Company has commitments under community agreements with respect to ongoing operations at the Cotabambas project.

Proposed Transactions
There are no proposed transactions requiring disclosure under this section that have not already been discussed elsewhere in this MD&A.

Critical accounting estimates
The preparation of financial statements requires management to make estimates that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Significant areas requiring the use of estimates and assumptions relate to the review of asset carrying values and determination of impairment charges relating to non-current assets if an indicator of impairment is identified. Actual results could differ from those estimates. Key estimates made by management with respect to the areas noted previously have been disclosed in the notes to the Company's consolidated financial statements as appropriate.

Changes in Accounting Policies
There were no new IFRS standards issued effective January 1, 2024, that had a material impact on the financial statements of the Company. The Company has not early adopted any amendment, standard or interpretation that has been issued by the IASB but that is not yet effective, nor has it identified any such standard or interpretation that is expected to have a material impact on the Company's consolidated financial statements.

Financial Instruments
The carrying amounts of cash and cash equivalents, accounts and advances receivable, accounts payable and accrued liabilities, and liabilities under the PMPA with Wheaton Metals approximate their fair values due to their short-term nature. The Company's marketable securities are recorded at fair value based on a market approach reflecting the closing price of each particular security at the reporting date.

The Company's financial instruments are exposed to certain financial risks, including credit risk, liquidity risk, and certain market risks including foreign currency and interest rate risk.

Credit risk
The Company manages its credit risk through its counterparty ratings and credit limits. The Company is mainly exposed to credit risk on its bank accounts and accounts and advances receivable. Bank accounts and short-term investments are primarily with Canadian Schedule 1 banks and Banco de Credito in Perú. The Company has accounts and advances receivable primarily related to IGV receivable from the Perúvian government. The Company's receivable related to its sale of its Antilla project is secured by the return of equity in the event of default. At June 30, 2024, the total of cash and cash equivalents, and accounts and advances receivable of $350,335 (December 31, 2023 – $2,551,453) represents the maximum credit exposure. The Company has not identified any significant increase in credit risk with respect to its financial assets as at June 30, 2024 or December 31, 2023. The Company has not identified any allowances for credit losses at June 30, 2024 or December 31, 2023.

Liquidity risk
The Company manages its liquidity risk by ensuring, as far as possible, that there is sufficient liquidity to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash and cash equivalents are primarily invested in bank accounts, bankers' acceptances, and US government treasury bills, which are available on demand.

Contractual commitments that the Company is obligated to pay in future years are discussed above in "Commitments". Accounts payable and accrued liabilities require payment within one year. See also the discussion above under "Liquidity and Capital Resources".

Foreign currency risk
The Company maintains its financial statements in United States dollars. The Company is exposed to foreign currency fluctuations to the extent mineral interests, exploration expenditures and operating expenses incurred by the Company are not denominated in United States dollars.

The Company does not use derivatives or other instruments to manage foreign currency risk. The Company's operations in Perú make it subject to foreign currency fluctuations and such fluctuations may materially affect the Company's financial position and results. The Company's operating results, and cash flows are affected to varying degrees by changes in the United States dollar exchange rate vis-a-vis the Perúvian Nuevo Sol and the Canadian Dollar.

The Company purchases foreign currencies as the need arises to fund its exploration activities. Corporate expenditures are primarily incurred in Canadian and US dollars.

As at June 30, 2024, a 10% change in applicable foreign exchange rates would not have a significant impact on the Company's financial results.

Interest rate risk
The Company's cash and cash equivalents earn interest income at variable rates. The fair value of its portfolio is relatively unaffected by changes in short-term interest rates. The Company's future interest income is exposed to changes in short-term rates; however, based on the cash and cash equivalent balance at June 30, 2024 and December 31, 2023, a 1% change in interest rates would not have a significant impact on the Company's financial results.

Other MD&A Requirements
Additional information relating to the Company including its condensed consolidated interim financial statements for the six months ended June 30, 2024 and annual audited consolidated financial statements for the year ended December 31, 2023, are available on SEDAR+ at www.sedarplus.com and the Company's website at www.panoro.com.

Cautionary Note to US Investors
Information and disclosure concerning mineral properties in this MD&A has been prepared in accordance with Canadian disclosure standards under applicable Canadian securities laws, which are not comparable in all respects to United States disclosure standards. The terms "Mineral Resource", "Measured Mineral Resource", Indicated Mineral Resource" and "Inferred Mineral Resource" and other similar expressions or terms used in this MD&A are Canadian mining terms as defined in accordance with National Instrument 43-101 under guidelines set out in standards set out in the standards set by the Canadian Institute of Mining, Metallurgy and Petroleum.

While the terms “Mineral Resource”, “Measured Mineral Resource”, Indicated Mineral Resource” and “Inferred Mineral Resource” and other similar expressions or terms used in this MD&A are recognized and required by Canadian regulations, they are not defined terms under the standards of the U.S. Securities and Exchange Commission (“SEC”). As such, certain information contained or incorporated by reference in this MD&A concerning descriptions of mineralization and resources under Canadian standards is not comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements of the SEC. An “Inferred Mineral Resource” has a great amount of uncertainty as to its existence and as to its economic and legal feasibility. It cannot be assumed that all or any part of an “Inferred Mineral Resource” will ever be upgraded to a higher category. Under Canadian rules, estimates of “Inferred Mineral Resources” may not form the basis of feasibility or other economic studies. Investors are cautioned not to assume that all or any part of “Measured”, “Indicated” or “Inferred Mineral Resources” will ever be converted into “Mineral Reserves”. Investors are cautioned not to assume that all or any part of an “Inferred Mineral Resource” exists, or is economically or legally mineable.