AZUCAR MINERALS LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

December 31, 2023

INTRODUCTION

This Management's Discussion and Analysis ("MD&A") for Azucar Minerals Ltd. ("Azucar" or the "Company") has been prepared based on information known to management as of April 11, 2024. This MD&A is intended to help the reader understand the consolidated financial statements of Azucar.

Management is responsible for the preparation and integrity of the consolidated financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management also ensures that information used internally or disclosed externally, including the consolidated financial statements and MD&A, is complete and reliable.

The Company's board of directors follows recommended corporate-governance guidelines for public companies to ensure transparency and accountability to shareholders. The board's audit committee meets with management regularly to review the consolidated financial statements, including the MD&A, and to discuss other financial, operating and internal-control matters.

All currency amounts are expressed in Canadian dollars unless otherwise noted.

FORWARD-LOOKING STATEMENTS

Information set forth in this MD&A may involve forward-looking statements under applicable securities laws. Forward-looking statements are statements that relate to future, not past, events. In this context, forward-looking statements often address expected future business and financial performance, and often contain words such as "anticipate", "believe", "consider", "attempt", "plan", "estimate", "expect", and "intend", statements that an action or event "may", "might", "could", "should", or "will" be taken or occur, or other similar expressions. All statements, other than statements of historical fact, included herein including, without limitation, statements about the size, timing, and likelihood of success of future exploration on and the development of the Company's properties, the Amparo lawsuit, legal steps the Company may take in connection with the Amparo lawsuit and the injunction, future operations on the El Cobre Project, the Decree and the legal responses employed by the Company or third parties to address it, statements about INAH clearance, detailed archeological investigations and any archeological salvage plan, statements about the completion of data compilation and targeting to assist future drill programs, statements about the impact of the Plan of Arrangement (as defined below) on Azucar, statements about the Company's belief that the Company's cash resources are sufficient to meet its working capital and mineral exploration requirements for its next fiscal years, and the Company's objectives and expectations regarding its capital resources are forward-looking statements. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Company's actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following risks: the need for additional financing; operational risks associated with mineral exploration; fluctuations in commodity prices; title matters; environmental liability claims and insurance; political and regulatory risk in Mexico; crime and violence in Mexico; corruption; mineral reserves and resources; reliance on key personnel; community relations; the volatility of the Company's common share price and volume and other factors beyond the Company's control. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date that statements are made and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable securities laws. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from management's expectations are disclosed in the Company's documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies the Company is bound. Investors are cautioned against attributing undue certainty to forward-looking statements.

The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents available under the Company's profile on SEDAR (www.sedar.com) and/or on the Company's website at www.azucarminerals.com.

HIGHLIGHTS

On September 29, 2023, Azucar reported that, further to its press release of June 2, 2023, it received notification from the First District Court of Veracruz ("First District Court") that its Mexican subsidiary, Minera Alondra ("Alondra"), was named in a lawsuit ("Amparo") relating to twenty-four mineral concessions in Veracruz, Mexico (the "Concessions"), some of which are held by Alondra. The concessions owned by Alondra that are named in the Amparo cover the El Cobre project.

The Amparo was filed in 2022 before the First District Court by thirty-three people from the municipalities of Actopan and Alto Lucero (the "Plaintiffs") who claim that the Concessions affect their right to water and a clean environment amongst other things, and that they should have been consulted prior to the Concessions being issued. The Amparo was brought against the Ministry of Economy ("Economia"), the mining authorities (the General Directorate of Mining and the Public Mining Registry) and both chambers of Congress and is seeking to cancel the Concessions.

The First District Court has notified Alondra that the Amparo has been admitted and that Alondra is an affected third party. The First District Court has also stated that, although the Plaintiffs have not presented any evidence of damage, the continuation of mining-related activities in the area could affect the Plaintiffs' right to health and to a healthy environment, and therefore it has granted a definitive injunction requiring the cessation of mining-related activities on the Concessions that may affect the Plaintiffs. At this time, the Company does not know if the claimed environmental rights of the Plaintiffs or their property may be related to the concessions owned by Alondra.

The Company filed arguments with the First District Court opposing this definitive injunction, but these arguments were dismissed by the First District Court. The Company has appealed this decision on the injunction before the Collegiate Court and is awaiting the outcome. In the meantime, the Company has presented additional arguments and expert evidence regarding the Amparo to the First District Court to protect its rights. The Company will provide material updates on the Amparo as they occur.

Azucar is not planning any fieldwork at El Cobre until this situation is clarified.

On May 8, 2023, the Mexican Government enacted a decree amending several provisions of the Mining Law, the Law on National Waters, the Law on Ecological Equilibrium and Environmental Protection and the General Law for the Prevention and Integral Management of Waste (the "Decree"), which became effective on May 9, 2023.

The Decree amends the mining and water laws, including: i) the duration of the mining concession titles, ii) the process to obtain new mining concessions (through a public tender), iii) imposing conditions on water use and availability for the mining concessions, iv) the elimination of "free land and first applicant" scheme; iv) new social and environmental requirements in order to obtain and keep mining concessions, v) the authorization by the Ministry of Economy of any mining concession's transfer, vi) new penalties and cancellation of mining concessions grounds due to non-compliance with the applicable laws, vii) the automatic dismissal of any application for new concessions, viii) new financial instruments or collaterals that should be provided to guarantee the preventive, mitigation and compensation plans resulting from the social impact assessments, among other amendments.

The process of enactment of the Decree came very quickly. Given that the Decree is substantial, and associated regulations have not yet been enacted to give effect to the more general provisions of the Decree for the purpose of interpretation and clarification on operating parameters, it is too early to assess how the Decree will be interpreted and applied. However, it is anticipated that the amendments will impact our current and future activities in Mexico but the extent of such impact is yet to be determined and could be material for the Company.

On June 7, 2023, the Senators of the opposition parties (PRI, PAN and PRD) filed a legal action against the Decree, which is pending to be decided by Plenary of the Supreme Court of Justice. Additionally, during the second quarter of 2023, the Company filed amparo lawsuits challenging the Decree, and these lawsuits remain before the Courts.

OVERALL PERFORMANCE

Background

The Company is a mineral exploration and development company listed on the TSX Venture Exchange under the symbol “AMZ” and quoted on the OTCQB market place under the symbol “AXDDF”. The Company was incorporated on April 10, 2015 under the laws of the Province of British Columbia.

On May 18, 2018, Azucar closed a statutory plan of arrangement (the “Plan of Arrangement”) under which its early stage exploration projects, royalty interests and certain other non-core assets (the “Spin-out Assets”) were transferred to Almadex Minerals Ltd. (formerly 1154229 B.C. Ltd.) (“Almadex”). Pursuant to the Plan of Arrangement, Azucar shareholders exchanged their existing Azucar common shares and received one “new” common share of Azucar and one common share of Almadex.

In conjunction with the Plan of Arrangement, the Company entered into a subscription agreement and an Investor Rights Agreement with Newcrest Canada Holdings Inc., a wholly owned subsidiary of Newcrest Mining Limited (“Newcrest”). Pursuant to the subscription agreement on May 18, 2018, Newcrest acquired 14,391,568 common shares of Azucar by way of a non-brokered private placement for aggregate gross proceeds of $19,074,425 (the “Newcrest Private Placement”) to own 19.9% of the Company. The Investor Rights Agreement provides, among other things, a standstill and lock-up on customary terms and conditions, participation and top-up rights in favour of Newcrest to maintain its pro-rata interest in Azucar, and the right of Newcrest to designate one nominee to the Board of Directors of Azucar.

On October 17, 2018 and April 12, 2019, Newcrest exercised its top-up rights to acquire a further 222,834 and 59,654 common shares of Azucar at a price of $0.5581 and $0.3274 per share respectively. Azucar has not issued any shares from treasury since mid-2019.

Azucar’s management team has been focused on exploration and discovery in Mexico, the United States and Canada for the past 35 years. Traditionally, management has managed risk by forming joint ventures in which partner companies explore and develop projects in return for the right to earn an interest in them. This approach has exposed shareholders to discovery and capital gains without as much funding and consequent share dilution as would be required through sole development of exploration properties. In some cases, projects were advanced further when they were considered of such merit that the risk/reward ratio favored that approach. In other cases, if a property was optioned out with unsatisfactory results and returned to management but considered by management to still have merit, the property rights were retained in order to demonstrate further potential. This is the fashion in which the El Cobre Project discovery was made by Azucar, as the underlying project was optioned to four different partners prior to Azucar drilling the higher grade areas at the Norte target in 2016.

Company Mission and Focus

Azucar is an exploration company that is focused on exploration of the El Cobre Project in Veracruz, Mexico, in which it holds a 100% interest, subject to net smelter returns ("NSR") royalty interests totalling 2.25% (assuming production from the property exceeds 10,001 tonnes per day of ore), which can be reduced to 2.0% through the payment of US$3.0 million.

Qualified Person

Morgan Poliquin, Ph.D., P.Eng., a qualified person under the meaning of National Instrument 43-101 ("NI 43-101"), and the President, Chief Executive Officer and a director of Azucar, has reviewed and approved the technical content in this MD&A. Much of the scientific and technical contents in this MD&A are derived from the mineral resource estimate ("MRE") on the Norte Zone. The independent Qualified Persons responsible for preparing the MRE are set out below under the heading, "QAQC and Reporting relating to the MRE and NI 43-101 Technical Report".

Use of the terms "Mineral Resources" and "Mineral Reserves"

All capitalized terms used in this section have the meaning given to them in NI 43-101.

Any reference in this MD&A to Mineral Resources does not mean Mineral Reserve.

A Mineral Reserve is the economically mineable part of a Measured or Indicated Mineral Resource demonstrated by at least a Preliminary Feasibility Study. This Study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A Mineral Reserve includes diluting materials and allowances for losses that may occur when the material is mined.

Mineral Resources are sub-divided, in order of increasing geological confidence, into Inferred, Indicated and Measured categories. An Inferred Mineral Resource has a lower level of confidence than that applied to an Indicated Mineral Resource. An Indicated Mineral Resource has a higher level of confidence than an Inferred Mineral Resource but has a lower level of confidence than a Measured Mineral Resource.

El COBRE PROPERTY

Property Description, Ownership, and Infrastructure

The El Cobre Property is located adjacent to the Gulf of Mexico approximately 75 km northwest of the city of Veracruz in the state of Veracruz, Mexico. Veracruz is a major port city and naval base with an international airport with numerous daily flights to and from Mexico City and other national and international destinations. The Property can be accessed easily from Veracruz via the Veracruz-Alamo Highway (HWY 180) and the Tinajitas-Palma Road. A network of secondary and dirt roads provide access to most of the Property.

The Property consists of nine (9) mineral concessions, covering a combined area of 11,864.4 hectares (ha) and Minera Alondra S.A. de C.V. ("Minera Alondra"), a wholly owned subsidiary of Azucar, holds rights to 100 percent (%) ownership of the Property. El Cobre is subject to Net Smelter Returns ("NSR") royalty interests, assuming production from the Property exceeds 10,001 tonnes per day of ore, totaling 2.25% which can be reduced to 2.0% through the payment of US $3.0 million.

Recent Updates

On September 29, 2020, the Company announced an initial mineral resource estimate ("MRE") for the Norte Zone. Azucar filed on SEDAR a NI 43-101 El Cobre Project Technical Report dated November 13, 2020, which contained details of the MRE.

The Norte Zone is one of five copper-gold porphyry zones identified to date within the El Cobre Project and has been the focus of the majority of exploration work conducted at the El Cobre Project since 2016. Highlights of the MRE are as follows:

- **Indicated Mineral Resource of 1.2Moz AuEq (million ounce gold equivalent) using the base case NSR (net smelter return) cutoff of US$12/tonne**, comprised of 47.2 million tonnes grading at 0.77 g/t AuEq (0.49 g/t Au, 0.21% Cu and 1.4 g/t Ag);
- **Inferred Mineral Resource of 1.4 Moz AuEq using the base case NSR cutoff of US$12/tonne,** comprised of 64.2 million tonnes grading at 0.66 g/t AuEq (0.42 g/t Au, 0.18% Cu and 1.3 g/t Ag);
- **Amenable to an open pit mining method;**
- **Potential for resource expansion at depth within the Norte Zone as well as at other significant porphyry bodies identified across 5km strike length at the Project.**

The MRE and NSR cut-off sensitivities are presented in Table 1 with the base case cutoff at $US12.00 NSR highlighted. The favorable infrastructure at the El Cobre Project suggests that the threshold for economic mineralization will be low relative to many other deposits. Copper and gold mineralization at the Norte Zone is associated with a multiphase variably potassic-phyllic altered porphyritic diorite intrusive complex that is cut by late mafic and intermediate dykes and post mineral feldspar porphyry. The Norte Zone is approximately 0.6 km x 0.4 km along an E-W strike. Sulphide mineralization, which extends up to 900 metres depth, consists of disseminated and vein-hosted chalcopyrite and trace bornite (Cu mineralization) exposed in surface outcrops and intersected in drill core.

Table 1. Indicated and Inferred Mineral Resource and Sensitivity Analysis

Classification	Cutoff	in situ	In situ Grades					In situ Metal Content			
	(NSR $US)	(ktonnes)	NSR	Au (gpt)	Cu (%)	Ag (gpt)	AuEqv (gpt)	Au (kOz)	Cu (Mlbs)	Ag (kOz)	AuEq (kOz)
Indicated	7.5	52,828	29.17	0.45	0.20	1.3	0.72	772	230	2,189	1,217
	9	51,134	29.86	0.47	0.20	1.3	0.73	766	228	2,150	1,207
	12	47,211	31.47	0.49	0.21	1.4	0.77	748	221	2,049	1,175
	20	42,923	33.26	0.52	0.22	1.4	0.82	723	211	1,924	1,131
	25	34,711	36.99	0.59	0.24	1.5	0.91	660	187	1,630	1,020
	30	19,092	47.07	0.78	0.29	1.6	1.17	482	123	982	718
	40	10,634	56.97	0.98	0.34	1.7	1.42	336	79	569	487
Classification	Cutoff	in situ	In situ Grades					In situ Metal Content			
	(NSR $US)	(ktonnes)	NSR	Au (gpt)	Cu (%)	Ag (gpt)	AuEqv (gpt)	Au (kOz)	Cu (Mlbs)	Ag (kOz)	AuEq (kOz)
Inferred	7.5	103,105	20.31	0.30	0.14	1.2	0.49	998	324	3,819	1,630
	9	86,821	22.57	0.34	0.16	1.2	0.55	949	298	3,414	1,531
	12	64,191	26.88	0.42	0.18	1.3	0.66	860	254	2,768	1,354
	20	51,617	30.16	0.48	0.20	1.4	0.74	792	224	2,338	1,226
	25	37,381	35.03	0.57	0.22	1.5	0.86	685	182	1,790	1,036
	30	20,314	43.84	0.74	0.26	1.6	1.09	485	116	1,067	709
	40	10,280	52.93	0.93	0.29	1.8	1.32	307	67	582	435

Notes for Mineral Resource Table:

1. *The Mineral Resource Estimate was prepared by Sue Bird M.Sc., P.Eng. of Moose Mountain Technical Services, the QP, in accordance with NI 43-101, and with an effective date of August 3, 2020.*
2. *Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability.*
3. *The NSR and AuEq values were calculated using US$1,500/oz gold, US$3.00/lb copper and US$18/oz silver, and using metallurgical recoveries of 88% for gold and copper, and 70% for silver. Smelter terms and offsite costs have been applied as follows: gold payable = 94%, copper payable = 96.5%, silver payable = 90%, gold refining costs = US$5.00/oz, silver refining costs = US$0.50/oz, copper treatment and offsite (transportation) costs = US$0.30/lb. NSR royalty = 2.5%. The final equations for NSR and AuEq are:*
   NSR = Au(US$44.04*88%) + Cu%*(US$2.53*88%) + Ag*(US$0.49*70%);*
   *AuEq = Au(g/t) +1.27*Cu(%) + 0.009*Ag(g/t).*
4. *The MRE has been confined by a "reasonable prospects of eventual economic extraction" pit using 45 degree slopes, with the pit size determined at a gold price of US$1,950/oz, a copper price of US$4.50/lb and a silver price of US$28.50/oz. The mining costs used are US$2.00/tonne. A process cost of US$12.00/tonne is used as the cutoff of processed material.*
5. *The specific gravity of the deposit is estimated to be 2.68*
6. *Numbers may not add due to rounding.*

The Norte Zone MRE is classified in accordance with guidelines established by the Canadian Institute of Mining (CIM) "Estimation of Mineral Resources and Mineral Reserves Best Practice Guidelines" dated November 29, 2019 and CIM "Definition Standards for Mineral Resources and Mineral Reserves" dated May 10, 2014.

There are no other known factors or issues known by the QP that materially affect the MRE other than normal risks faced by mining projects.

The El Cobre Project is subject to the same types of risks that large base metal projects experience at an early stage of development in Mexico. The nature of the risks relating to the Project will change as the Project evolves and more information becomes available. The Company has engaged experienced management and specialized consultants to identify, manage and mitigate those risks.

The El Cobre Project is located in a general region where Pre-Columbian archaeological sites are known. To date exploration programs on the project have been conducted in consultation with Mexico's Federal Agency for Archeology, INAH, which resulted in the identification of several small areas for further study and classification, including one area lying within the MRE pit outline. As is standard practice in Mexico, areas required for development and mining activity would require a clearance from INAH following the implementation of more detailed archaeological investigations and an archaeological salvage program, if necessary. The Company is committed to working with INAH as part of its future exploration and development plans.

Mineral Resource Estimate Details

The drillhole database used to calculate the MRE is comprised of 45 exploration diamond drillholes completed between 2008 and 2019 totalling 28,448 metres, containing a total of 27,173.12m of drill core analyzed for gold and copper by fire assay and Inductively Coupled Plasma – Atomic Emission Spectroscopy ("ICP-AES"), with four acid digestion. Sample intervals within the mineralized domains ranged from 0.45m to 3.81m in length, with 98% of the intervals having a length of 3.0 metres or less.

The Norte Zone 3D geological model created by Azucar integrates assay and geological data collected from diamond core drilling; surface geologic mapping; soil geochemical; and geophysical surveys. Based on these data, the Norte Zone is modelled as an east-west elongate 600 metre x 400 metre subvertical zone of porphyry copper-gold mineralization extending to a maximum depth of approximately 900 metres vertically below surface. Mineralization is constrained by 3D geological solids representing host diorite intrusive, and peripheral andesite and dacite tuff volcanic rocks.

Length-weighted averaged composites of 3 metre core length, restricted to each rock type, were calculated and used for exploratory data analysis and resource estimation. Assays were capped by zone and domain based on cumulative probability plots to remove outliers. The modelled variograms from each domain were used for resource estimation.

A block model with a regularized cell size of 20 m by 20 m by 10 m was used to estimate grade for each metal using Ordinary Kriging (OK). The percentage of each block below the overburden surface and within each domain is used for interpolation and the resource calculations. A total of 489 density measurements have been collected at site. Based on this data, the specific gravity (sg) within the sulphide material is consistent with a mean value of 2.68. The final grade estimates are validated visually by comparing each block's metal estimates to the raw downhole assay data and statistically by comparing the modelled grades to the de-clustered composite grades (NN model), by swath plots and by grade-tonnage curves.

About the El Cobre Project

To date, Azucar has discovered five copper-gold porphyry zones within the El Cobre Project along an approximately 4-5 km trend, stretching from Norte down to Encinal in the southeast (see Figure 1, Exploration Targets). These zones are defined by distinct Cu-Au soil anomalies, discrete, positive magnetic features, a large IP chargeability anomaly, and drilling. A summary of the various zones is provided below.

NORTE ZONE: All five holes drilled in the Norte Zone prior to 2016 intersected porphyry-style mineralisation. Hole 08-CBCN-022, one of the deepest holes drilled at Norte in 2008, returned values of 0.14% Cu with 0.19 g/t Au over 259 m and 08-CBCN-19 intersected 41.15 metres averaging 0.42 g/t gold and 0.27% copper to the end of the hole at 187.45 metres. Drilling at the Norte Zone in 2016 and 2017 resulted in intersections including 114.60 metres grading 1.33 g/t Au and 0.48% Cu (Hole EC-17-018, see press release of April 5, 2017), 80.50 metres grading 1.34 g/t Au and 0.46% Cu (Hole EC-16-012, see press release of October 24, 2016), and 70.45 metres grading 2.32 g/t Au and 0.59% Cu (Hole EC-17-026, see press release of July 25, 2017). Continued drilling through 2018 and 2019 has culminated in the MRE.

VILLA RICA ZONE: The Villa Rica Zone is located about 1.8 km south of the Norte zone and comprises a roughly 2.5 kilometre by 1 kilometre area of hydrothermal alteration defined also by a strong north-northwest trending magnetic-chargeability high and associated copper-gold soil geochemical anomalies. Past mapping and sampling defined several areas of exposed porphyry mineralisation within the Villa Rica zone, including the Raya Tembrillo target and the Naranjo target, both at the north end of the Villa Rica zone. Initial drilling in 2017 on the Raya Tembrillo target intersected two styles of mineralisation; hypogene copper-gold porphyry mineralisation (115.00 metres of 0.57 g/t gold and 0.27% copper, see press release of November 28, 2017) and near surface exotic enriched copper mineralisation with an apparent tabular distribution (94.00 metres of 1.36% copper; see press release of December 13, 2017).

The Primo target area, first announced on October 16, 2019, is also considered to be part of the Villa Rica zone and is located approximately 1km south of Raya Tembrillo. Primo has been the location of some of the highest copper grades intersected at the Project, such as 200 metres of 0.40 g/t gold and 0.24% copper from 718 metres downhole, which included 86.50 metres of 0.70 g/t gold and 0.42% copper from 831.50 metres (see press release of October 16, 2019).

EL PORVENIR ZONE: The El Porvenir zone is located about 2 km east of the Villa Rica zone. Significant copper and gold grades have been intersected at El Porvenir, such as 0.16% Cu and 0.39 g/t Au over 290 m in hole DDH04CB1. Results from minimal drilling in 2017 include hole EC-17-040 which intersected 108.00 metres grading 0.88 g/t Au and 0.29% Cu, (see press release of December 5, 2017) and hole EC-17-044 which intersected 40.25 metres grading 0.50 g/t Au and 0.25% Cu (see press release of February 8, 2018).

<u>SUEGRO ZONE</u>: Drilling in 2019 identified this new porphyry centre between the El Porvenir and Encinal Zones. The Suegro Zone is located approximately 250 metres south of the Porvenir Zone, within a large area of alteration associated with more subdued magnetics, and low zinc and manganese in soil. The Suegro mineralisation intersected in the drilling to date is associated with an altered (locally intense phyllic alteration overprinting potassic) intrusive. Intercepts to date include 28.20 m of 0.54 g/t Au and 0.17% Cu (hole EC-19-064; see press release of March 19, 2019).

<u>ENCINAL ZONE:</u> The Encinal zone is located approximately 1km south of the El Porvenir zone. Previous drilling at Encinal has intersected a highly altered breccia pipe containing fragments of stockwork veining and porphyry mineralisation across which 18.28 metres returned 1.42 g/t Au and 0.10% Cu (Hole CB5). The breccia pipe occurs in a large alteration zone, IP chargeability high and magnetics low which has not been tested to depth. On June 19, 2017 Azucar announced that a new area of exposed stockwork quartz veining and gold mineralisation had been identified in the Encinal Zone. On June 29, 2017 Azucar announced the results of initial drilling on this exposed stockwork (Hole EC-17-025) which returned results including 34.47 metres grading 0.73 g/t Au and 0.20% Cu.

QAQC and Reporting relating to the MRE and NI 43-101 Technical Report

The NI 43-101 Technical Report relating to the El Cobre property, titled “NI 43-101 Technical Report Mineral Resource Estimate on the El Cobre Copper-Gold-Silver Property Veracruz State, Mexico” is available under the Company's profile on SEDAR (www.sedar.com). The Technical Report was authored by Kris Raffle, P.Geo. of APEX Geoscience Ltd., and Sue Bird, M.Sc., P.Eng. of Moose Mountain Technical Services both of whom act as independent consultants to the Company and are Qualified Persons (QPs) as defined by National Instrument 43-101 ("NI 43-101").

The analyses which underpin the MRE were carried out at ALS Chemex Laboratories at Guadalajara, Zacatecas, Mexico; and North Vancouver, Canada using industry standard analytical techniques. For gold, samples were first analysed by fire assay and atomic absorption spectroscopy (“AAS”). Samples that returned values greater than 10 g/t gold using this technique were then re-analysed by fire assay but with a gravimetric finish. For copper, samples were first analysed by Inductively Coupled Plasma – Atomic Emission Spectroscopy (“ICP-AES”), with four acid digestion. Samples that returned values greater than 10000 g/t copper using this technique were then re-analysed by HF-HNO3-HCLO4 digestion with HCL leach and ICP-AES finish. Blanks, field duplicates and certified standards were inserted into the sample stream as part of Azucar’s quality assurance and control program. The QPs detected no significant QA/QC issues during review of the data. Azucar is not aware of any drilling, sampling, recovery or other factors that could materially affect the accuracy or reliability of the data referred to herein.

Other

During the year ended December 31, 2023, the Company recovered net of $236,473 of exploration costs from the refund of value-added tax at the El Cobre Project whereas the same time last year, the Company incurred $656,202 of exploration costs during the year ended December 31, 2022.

Upcoming / Outlook

The Company is not planning any fieldwork at El Cobre until the situation described in the section titled “Highlights” above is clarified.

RISK FACTORS

The Company is engaged in exploration for mineral deposits. These activities involve significant risks which, even with careful evaluation, experience and knowledge, may not, in some cases, be eliminated. The Company's success depends on a number of factors, many of which are beyond its control. The primary risk factors affecting the Company include inherent risks in the mining industry, metal price fluctuations and operating in foreign countries and currencies.

Inherent risks within the mining industry

The commercial viability of any mineral deposit depends on many factors, not all of which are within the control of management. Some of the factors that will affect the financial viability of a given mineral deposit include its size, grade and proximity to infrastructure. Government regulation, taxes, royalties, land tenure and use, environmental protection and reclamation and closure obligations could also have a profound impact on the economic viability of a mineral deposit.

Mining activities also involve risks such as unexpected or unusual geological operating conditions, floods, fires, earthquakes, other natural or environmental occurrences and political and social instability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or for other reasons. The Company does not currently maintain insurance against political or environmental risks. Should any uninsured liabilities arise, they could result in increased costs, reductions in profitability, and a decline in the value of the Company's securities.

There is no assurance at this time that the Company's current mineral properties will be economically viable for development and production.

Market volatility for marketable securities and investments

The Company's marketable securities consist of shares of exploration companies which are historically very volatile. The Company's investments consist of gold bullion with fluctuating market prices. There is no assurance that the Company will be able to recover the current fair market value of those shares. The Company also may hold a large number of shares which may be difficult to sell in illiquid markets from time to time.

Industry

The Company is engaged in the exploration and development of mineral properties which is an inherently risky business. There is no assurance that a mineral deposit will ever be discovered, developed and economically produced. Few exploration projects result in the discovery of commercially mineable ore deposits. If market conditions make financings difficult, it may be difficult for the Company to find joint venture partners. The Company may be unsuccessful in identifying and acquiring projects of merit.

Mineral resource estimates

The estimation of reserves and mineralization is a subjective process and the accuracy of any such estimates is a function of the quality of available data and of engineering and geological interpretation and judgment. No assurances can be given that the volume and grade of reserves recovered and rates of production will not be less than anticipated.

Prices of gold, copper and other metals

The value of the Company's property is affected by the price of gold and copper. Commodity prices fluctuate widely and are affected by numerous factors beyond the Company's control, such as the sale or purchase of metals by various central banks and financial institutions, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, and the political and economic conditions of major metals-producing and metals-consuming countries throughout the world.

The prices of these metals greatly affect the value of the Company, the price of the common shares of the Company and the potential value of its properties and investments. This, in turn, greatly affects its ability to raise capital or to form joint ventures, strategic relationships, option agreements and the structure of any joint ventures formed. This is due, at least in part, to the underlying value of the Company's assets at different metal prices. Commodity prices may be significantly affected by both demand and supply-side disruptions as a result of global pandemics and regional conflicts.

Cash flows and additional funding requirements

The Company currently has no revenue from operations. In order to continue to advance and develop its mineral properties, the Company will have to raise additional capital. The sources of funds currently available to the Company include equity capital, potential debt capital or the offering of an interest in its projects to another party. The Company currently has sufficient financial resources to undertake all of its currently planned exploration and development programs.

Exchange rate fluctuations

Fluctuations in currency exchange rates, principally the Canadian/U.S. Dollar and the Canadian/Mexican Peso exchange rates, can impact cash flows. The exchange rates have varied substantially over time. Fluctuations in exchange rates may give rise to foreign currency exposure, either favourable or unfavourable, which will impact financial results. The Company does not engage in currency hedging to offset any risk of exchange rates fluctuation.

Environmental, Climate Change, Health and Safety Regulation Compliance

The Company's exploration and development activities are subject to extensive laws and regulations governing environmental protection and employee health and safety promulgated by governments and government agencies.

Environmental (inclusive of climate change) and health and safety laws and regulations are complex and have become more stringent over time. Failure to comply with applicable environmental and health and safety laws may result in injunctions, damages, suspension or revocation of permits and imposition of penalties. Environmental regulation is evolving in a manner resulting in stricter standards and the enforcement of, and fines and penalties for, non-compliance are becoming more stringent.

The Company is also subject to various reclamation-related conditions. Reclamation requirements are designed to minimize long-term effects of mining exploitation and exploration disturbance by requiring the operating company to control possible deleterious effluents and to re-establish to some degree pre-disturbance land forms and vegetation. The Company is subject to such requirements in connection with its activities at El Cobre. Any significant environmental issues that may arise, however, could lead to increased reclamation expenditures and could have a material adverse impact on the Company's financial resources.

Climate change regulations may become more onerous over time as governments implement policies to further reduce carbon emissions, including the implementation of taxation regimes based on aggregate carbon emissions. Some of the costs associated with reducing emissions can be offset by increased energy efficiency and technological innovation. However, the cost of compliance with environmental regulation and changes in environmental regulation has the potential to result in increased costs of operations, reducing the potential profitability of the Company's possible future operations.

While the Company intends to fully comply with all applicable environmental and health and safety regulations there can be no assurance that the Company has been or will at all times be in complete compliance with such laws, regulations and permits, or that the costs of complying with current and future environmental and health and safety laws and permits will not materially and adversely affect the Company's future business, results of operations or financial condition.

Laws, Regulations, and Permits

The Company's exploration activities are subject to extensive federal, provincial, state and local laws and regulations governing prospecting, development, production, exports, taxes, labour standards, occupational health and safety, mine safety, waste disposal, protection of the environment, protection of historic and archeological sites, protection of endangered and protected species and other matters in all the jurisdictions in which it operates. The Company is required to have a wide variety of permits from governmental and regulatory authorities to carry out its activities. These permits relate to virtually every aspect of the Company's exploration and exploitation activities. Changes in these laws and regulations or changes in their enforcement or interpretation could result in changes in legal requirements or in the terms of the Company's permits that could have a significant adverse impact on the Company's existing or future operations or projects. Obtaining permits can be a complex, time-consuming process. There can be no assurance that the Company will be able to obtain the necessary permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the Company from continuing or proceeding with existing or future operations or projects. Any failure to comply with permits and applicable laws and regulations, even if inadvertent, could result in the interruption or closure of operations or material fines, penalties or other liabilities. The Company applies the expertise of its management, advisors, employees and contractors to ensure compliance with current laws and relies on its land men and legal counsel in Canada, Mexico and United States.

In Mexico, the Mining Law (Ley Minera) regulates all mining activities. Article 62 of this law requires full compliance with all the environmental laws and regulations.

Mining activities are regulated by the Ministry of Economy (Secretaría de Economía), through which the Undersecretary of Industry and Commerce (Subsecretaría de Industria y Comercio) coordinates the industrial and commercial sector. As part of the Undersecretary of Industry and Commerce, the General Mining Coordination (Coordinación General de Minería) and the General Mining Department (Dirección General de Minería) both regulate the mining sector in the country. These authorities require that all mining companies comply with all the Environmental and National Protection regulations. The country's federal government works toward sustainable development and environmental protection through the Ministry of Environment and Natural Resources 'Secretariat of Environment and Natural Resources (Spanish: Secretaría del Medio Ambiente y Recursos Naturales, SEMARNAT). Mining companies must obtain Environmental Impact Statement and Risk Assessment Permits (EIS) from SEMARNAT prior to any mining activities, and such activities are subsequently subject to several environmental permits from different offices with SEMARNAT and other governmental bodies, including permits for explosives, change of use of land applications, water usage and extraction, wastewater discharge and tailings disposal. Under the Mexican Mining Law, concessionaires must adhere to federal environmental regulations, and their activities are subject to an environmental review. All mining companies are required to prepare and file an EIS for all extractive operations as well as non-standard exploration work such as tunneling. It is also general practice to obtain an Archeological Release from the National Institute of Archeology and History ("INAH") at the time of the EIS application.

Surface exploration activities generally have a very low environmental impact. If an exploration project conforms to the NOM-120-SEMARNAT-1997 (Norma Oficial Mexicana NOM-120-SEMARNAT, 1997 [1998]), SEMARNAT does not require a permit to conduct low impact surface work such as drilling. In practice, although not required under the NOM-120, many companies submit an “Informe Preventivo”, a report that states the measures that will be used by the company to minimize environmental impacts.

To its knowledge the Company has complied with all regulations in order to conduct its exploration activities. Exploration activities on the El Cobre project are low impact however the Company has filed several Informe Preventivo reports which have all been approved by SEMARNAT in Veracruz State. The Company’s El Cobre project is located in a general region where Pre-Columbian archaeological sites are known. To date exploration programs on the project were conducted in consultation with the Federal Agency for Archeology, INAH, which resulted in the identification of several small areas for further study and classification. The outcome of this future work is unknown however these areas do not impact the Company’s ability to conduct its current exploration activities. The Company will continue to consult with INAH as the project progresses.

Political, economic and social environment

The Company’s mineral properties may be adversely affected by political, economic and social uncertainties which could have a material adverse effect on the Company’s results of operations and financial condition. Areas in which the Company holds or may acquire properties may experience local political unrest and disruption which could potentially affect the Company’s projects or interests. Changes in leadership, social or political disruption or unforeseen circumstances affecting political, economic and social structure could adversely affect the Company’s property interests or restrict its operations. The Company’s mineral exploration activities may be affected by changes in government regulations relating to the mining industry and may include regulations on mineral title, production, price controls, labour, export controls, income taxes, expropriation of property, environmental legislation and safety factors.

Any shifts in political attitudes or changes in laws that may result in, among other things, significant changes to mining laws or any other national legal body of regulations or policies are beyond the control of the Company and may adversely affect its business. The Company faces the risk that governments may adopt substantially different policies, which might extend to the expropriation of assets or increased government participation in the mining sector. In addition, changes in resource development or investment policies, increases in taxation rates, higher mining fees and royalty payments, revocation or cancellation of mining concession rights or shifts in political attitudes in countries where the Company holds mineral properties may adversely affect the Company’s business.

The Company’s relationship with communities in which it operates is critical to exploration at the El Cobre project. Local communities may be influenced by external entities, groups or organizations opposed to mining activities. In recent years, anti-mining NGO activity in Mexico has increased. These NGOs have taken such actions as road closures, work stoppages and law suits for damages. These actions relate not only to current activities but often in respect to the mining activities by prior owners of mining properties. Such actions by NGOs may have a material adverse effect on the Company’s operations at the El Cobre project and on its financial position, cash flow and results of operations.

Risks related to International Labour Organization (“ILO”) Convention 169 Compliance

The Company may, or may in the future, operate in areas presently or previously inhabited or used by indigenous peoples. As a result, the Company’s operations are subject to national and international laws, codes, resolutions, conventions, guidelines and other similar rules respecting the rights of indigenous peoples, including the provisions of ILO Convention 169. ILO Convention 169 mandates, among other things, that governments consult with indigenous peoples who may be impacted by mining projects prior to granting rights, permits or approvals in respect of such projects.

ILO Convention 169 has been ratified by Mexico. It is possible however that Mexico may not (i) have implemented procedures to ensure their compliance with ILO Convention 169 or (ii) have complied with the requirements of ILO Convention 169 despite implementing such procedures.

Government compliance with ILO Convention 169 can result in delays and significant additional expenses to the Company arising from the consultation process with indigenous peoples in relation to the Company's exploration, mining or development projects. Moreover, any actual or perceived past contraventions, or potential future actual or perceived contraventions, of ILO Convention 169 by ratifying governments in the countries in which the Company operates create a risk that the permits, rights, approvals, and other governmental authorizations that the Company has relied upon, or may in the future rely upon, to carry out its operations or plans in such countries could be challenged by or on behalf of indigenous peoples in such countries.

Such challenges may result in, without limitation, additional expenses with respect to the Company's operations, the suspension, revocation or amendment of the Company's rights or mining, environmental or export permits, a delay or stoppage of the Company's development, exploration or mining operations, the refusal by governmental authorities to grant new permits or approvals required for the Company's continuing operations until the settlement of such challenges, or the requirement for the responsible government to undertake the requisite consultation process in accordance with ILO Convention 169.

As a result of the inherent uncertainty in respect of such proceedings, the Company is unable to predict what the results of any such challenges would be; however, any ILO Convention 169 proceedings relating to the Company's operations in Mexico may have a material adverse effect on the business, operations, and financial condition of the Company.

As a result of social media and other web-based applications, companies today are at much greater risk of losing control over how they are perceived

Damage to the Company's reputation can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity, whether true or not. Although the Company places a great emphasis on protecting its image and reputation, it does not ultimately have direct control over how it is perceived by others. Reputation loss may lead to increased challenges in developing and maintaining community relations, decreased investor confidence and act as an impediment to the Company's overall ability to advance its projects, thereby having a material adverse impact on the Company's business, financial condition or results of operations.

The Company may be subject to legal proceedings that arise in the ordinary course of business

Due to the nature of its business, the Company may be subject to regulatory investigations, claims, lawsuits and other proceedings in the ordinary course of its business. The Company's operations are subject to the risk of legal claims by employees, unions, contractors, lenders, suppliers, joint venture partners, shareholders, governmental agencies or others through private actions, class actions, administrative proceedings, regulatory actions or other litigation. Plaintiffs may seek recovery of very large or indeterminate amounts, and the magnitude of the potential loss relating to such lawsuits may remain unknown for substantial periods of time. Defense and settlement costs can be substantial, even with respect to claims that have no merit. The results of these legal proceedings cannot be predicted with certainty due to the uncertainty inherent in litigation, including the effects of discovery of new evidence or advancement of new legal theories, the difficulty of predicting decisions of judges and juries and the possibility that decisions may be reversed on appeal. The litigation process could, as a result, take away from the time and effort of the Company's management and could force the Company to pay substantial legal fees or penalties. There can be no assurances that the resolutions of any such matters will not have a material adverse effect on the Company's business, financial condition and results of operations.

Title to mineral properties

While the Company has investigated title to its mineral properties, this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects.

There is a risk that title to the mining concessions, the surface rights and access rights comprising El Cobre, may be deficient or subject to dispute. The procurement or enforcement of such rights can be costly and time consuming. In areas where there are local populations or land owners, it may be necessary, as a practical matter, to negotiate surface access. Despite having the legal right to access the surface and carry on construction and mining activities, the Company may not be able to negotiate satisfactory agreements with existing landowners/occupiers for such access, and therefore it may be unable to carry out activities as planned. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdictions, which may delay or impact mining activities as planned.

There is also a risk that the Company's exploration, development and mining authorizations and surface rights may be challenged or impugned by third parties. In addition, there is a risk that the Company will not be able to renew some or all its licenses in the future. Inability to renew a license could result in the loss of any project located within that license.

Information Systems and Cyber Security

The Company's operations depend on information technology (IT) systems. These IT systems could be subject to network disruptions caused by a variety of sources, including computer viruses, security breaches and cyber-attacks, as well as disruptions resulting from incidents such as cable cuts, damage to physical plants, natural disasters, terrorism, fire, power loss, vandalism and theft.

The Company's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays and/or increase in capital expenses. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact the Company's reputation and results.

Although to date the Company has not experienced any material losses relating to cyber-attacks or other information security breaches, there can be no assurance that the Company will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Possible dilution to present and prospective shareholders

The Company's plan of operation, in part, contemplates the financing of its business by the issuance of securities and possibly incurring debt. Any transaction involving the issuance of previously authorized but unissued common shares, or securities convertible into common shares, would result in dilution, possibly substantial, to present and prospective shareholders. The Company has traditionally sought joint venture partners to fund in whole or in part exploration projects. Offering an interest in its projects to partners would dilute the Company's interest in the projects.

Material risk of dilution presented by large number of outstanding share purchase options and warrants

At April 11, 2024, there were 5,454,000 stock options and no warrants outstanding. Directors and officers hold 4,175,000 of the options and 1,279,000 options are held by employees and consultants of the Company.

Trading volume

The relatively low trading volume of the Company's shares reduces the liquidity of an investment in its shares.

Volatility of share price

Market prices for shares of early stage companies are often volatile. Factors such as announcements of mineral discoveries or discouraging exploration results, changes in financial results, and other factors could have a significant effect on share price.

Competition

There is competition from other mining exploration companies with operations similar to Azucar. Many of the companies with which it competes have operations and financial strength greater than the Company.

Dependence on management

The Company depends heavily on the business and technical expertise of its management.

Conflict of interest

Some of the Company's directors and officers are directors and officers of other natural resource or mining-related companies. These associations may give rise from time to time to conflicts of interest. If a conflict arises, the Company may miss the opportunity to participate in certain transactions.

Impairment of Exploration and Evaluation Assets

The Company assesses its exploration and evaluation assets quarterly to determine whether any indication of impairment exists. Common indications of impairment, which is often subjective, include, but are not limited to, that: the right to explore the assets has expired or will soon expire and is not expected to be renewed, that substantive expenditure of further exploration is not planned, or that results are not compelling enough to warrant further exploration by the Company.

At December 31, 2023, the Company concluded that impairment indicators existed with respect to exploration and evaluation assets and an impairment of exploration and evaluation assets of $22,771,185 was recognized.

Material Financial and Operations Information

The following table summarizes selected consolidated financial information for the Company's three most recently completed financial years. All amounts shown are stated in Canadian dollars, the Company's functional and reporting currency, in accordance with IFRS:

	Year ended December 31, 2023	Year ended December 31, 2022	Year ended December 31, 2021
	$	**$**	**$**
Total revenues	Nil	Nil	Nil
Other (loss) income	(22,635,562)	64,416	21,398
Net loss for the year	(23,150,374)	(431,805)	(979,435)
Net loss per share - basic	(0.31)	(0.01)	(0.01)
Net loss per share - diluted	(0.31)	(0.01)	(0.01)
Impairment of exploration and evaluation assets	22,771,185	-	-
Share-based payments	210,357	72,700	275,550
Working capital	1,127,256	1,033,214	2,030,632
Total assets	1,261,158	24,346,439	24,661,180
Cash dividends declared – per share	Nil	Nil	Nil

Annual variances in other income (loss) are dependent on the interest income earned from various levels of cash balances and impairment charges to exploration and evaluation assets and property and equipment. As a result, the changes in net income (loss) also includes share-based payments relating to the fair values of stock options granted and administrative services fee paid to Almaden Minerals Ltd. (“Almaden”) for geological and administrative services. Further details are discussed in Results of Operations and Financial Results.

Working capital fluctuates year over year due to the Company’s cash position from financing through share issuances and discretionary exploration spending at its El Cobre project. The Company’s impairment on its El Cobre project reduced total assets as a result.

Summary of Quarterly Results

The following is a summary of the Company’s financial results for the Company’s eight most recently completed fiscal quarters stated in Canadian dollars in accordance with IFRS:

	Q4 Dec 2023 Quarter	Q3 Sep 2023 Quarter	Q2 Jun 2023 Quarter	Q1 Mar 2023 Quarter
	$	$	$	$
Revenue	Nil	Nil	Nil	Nil
Other income (loss)	(22,739,569)	62,162	8,805	33,040
Net loss	(22,860,374)	(35,405)	(235,125)	(19,470)
Net loss per share – basic	(0.31)	(0.00)	(0.00)	(0.00)
Net loss per share – diluted	(0.31)	(0.00)	(0.00)	(0.00)
Total assets	1,261,158	24,190,817	24,195,409	24,278,472
Cash dividends declared	-	-	-	-

	Q4 Dec 2022 Quarter	Q3 Sep 2022 Quarter	Q2 Jun 2022 Quarter	Q1 Mar 2022 Quarter
	$	$	$	$
Revenue	Nil	Nil	Nil	Nil
Other income (loss)	28,627	25,880	10,666	(757)
Net loss	(149,704)	(46,842)	(124,329)	(110,930)
Net loss per share – basic	(0.01)	(0.00)	(0.00)	(0.00)
Net loss per share – diluted	(0.01)	(0.00)	(0.00)	(0.00)
Total assets	24,346,439	24,436,846	24,455,461	24,582,080
Cash dividends declared	-	-	-	-

Quarterly variances in other income (loss) are dependent on the interest income earned from various levels of cash balances and value-added tax recoveries from Mexico. The main causes of change in net loss from quarter to quarter include share-based payments relating to the fair values of stock options granted, and administrative expenses in the normal course of operations as discussed in Review of Operations and Financial Results section below.

Results of Operations and Financial Results

<u>Results of Operations for the three months ended December 31, 2023, compared to the three months ended December 31, 2022</u>

For the three months ended December 31, 2023, the Company recorded a net loss of $22,860,374 (2022 – $149,704) or a basic and diluted net loss of $0.31 per share (2022 – $0.01). The decrease in loss of $22,710,670 was primarily a result of a decrease in operating expenses of $57,526 during the three months ended December 31, 2023 and an increase in other loss of $22,768,196 during the three months ended December 31, 2023.

Because the Company is an exploration company, it has no revenues from mining operations. Other loss of $22,739,569 (2022 – other income of $28,627) during the three months ended December 31, 2023, consisted of the impairment of exploration and evaluation assets of $22,771,185 (2022 – $Nil) from the El Cobre property due to the Company's inability to perform exploration activities on the El Cobre property, interest income of $39,081 (2022 - $27,571) mainly from interest on value-added tax recoveries in Mexico and $4,029 of foreign exchange gain (2022 – $1,056) from the strength in foreign denominated cash balances against the Canadian dollar.

The Company incurred operation expenses of $120,805 during the three months ended December 31, 2023 (2022 - $178,331) relating to general and administrative expenses. A decrease in expenses of $57,526 were mainly related to share-based payments from grant of stock options offset by a reduction in administrative services fee of $19,499 paid in 2023 Q4 compared to $73,106 during same time last year. The decrease of $53,607 in administrative service fees was due to a decrease of services incurred at the El Cobre project during 2023 Q4. The administrative services fee was paid to Almaden for providing office space, executive management services, marketing support and technical oversight to Azucar.

Significant non-cash items during the three months ended December 31, 2023, included share-based payments of $19,123 (2022 - $15,200). The share-based payments relate to the grant of stock options thus the expense will vary period to period.

<u>Results of Operations for the year ended December 31, 2023, compared to the year ended December 31, 2022</u>

For the year ended December 31, 2023, the Company recorded a net loss of $23,150,374 (2022 – $431,805) or a basic and diluted net loss of $0.31 per share (2022 – $0.01). The decrease in loss of $22,718,569 was primarily a result of an increase in operating expenses of $18,591 during the year ended December 31, 2023 and a decrease in other income of $22,699,978 during the year ended December 31, 2023.

Because the Company is an exploration company, it has no revenues from mining operations. Other loss of $22,635,562 (2022 – other income of $64,416) during the year ended December 31, 2023, consisted of the impairment of exploration and evaluation assets of $22,771,185 (2022 – $Nil) from the El Cobre property due to the Company's inability to perform exploration activities on the El Cobre property, interest income of $126,661 (2022 - $39,040) mainly from interest on value-added tax recoveries in Mexico and $20,456 of foreign exchange gain (2022 – $25,376) from the strength in foreign denominated cash balances against the Canadian dollar.

The Company incurred operation expenses of $514,812 during the year ended December 31, 2023 (2022 - $496,221) relating to general and administrative expenses. An increase in expenses of $18,591 were mainly related to share-based payments from grant of stock options offset by a reduction in administrative services fee of $75,853 paid in during 2023 compared to $185,068 during same time last year. The decrease of $109,215 in administrative service fees was due to a decrease of services incurred at the El Cobre project during 2023. The administrative services fee was paid to Almaden for providing office space, executive management services, marketing support and technical oversight to Azucar.

Significant non-cash items during the year ended December 31, 2023, included share-based payments of $210,357 (2022 - $72,700). The share-based payments relate to the grant of stock options thus the expense will vary period to period.

Liquidity and Capital Resources

At December 31, 2023, the Company had working capital of $1,127,256, including cash of $1,127,401.

Management believes that the Company's cash resources are sufficient to meet its working capital and mineral exploration requirements for its next fiscal year, as these expenditures are considered discretionary by management. The Company has no material commitments for the next fiscal year however, any planned exploration programs will require further funding. Management has a proven track record to be able to raise money even in a very challenging financial marketplace.

Three months ended December 31, 2023

Net cash used in operations during the three months ended December 31, 2023 was $60,805 (2022 - $79,721), after adjusting for non-cash activities. The majority of the cash used in operations relate to general administration to operate a corporate head office.

Net cash from investing activities of $12,388 during the three months ended December 31, 2023 (2022 - $28,756) relates to value added tax recovery from expenditures on exploration and evaluation assets on the El Cobre Project.

Net cash from financing activities during the three months ended December 31, 2023 was $Nil (2022 - $Nil).

Year ended December 31, 2023

Net cash used in operations during the year ended December 31, 2023 was $209,732 (2022 - $266,568), after adjusting for non-cash activities. The majority of the cash used in operations relate to general administration to operate a corporate head office.

Net cash from investing activities of $142,881 during the year ended December 31, 2023 (Net cash used in investing activities of $655,701 during the year ended December 31, 2022) relates to value added tax recovery from expenditures on exploration and evaluation assets on the El Cobre Project.

Net cash from financing activities during the year ended December 31, 2023 was $Nil (2022 - $Nil).

Disclosure of Outstanding Share Data

The authorized share capital of the Company consists of an unlimited number of common shares without par value.

	Number of Common Shares Issued & Outstanding	Share Capital Amount
December 31, 2022	73,829,025	$24,043,321
December 31, 2023	73,829,025	$24,043,321
April 11, 2024	73,829,025	$24,043,321

Share issuances during fiscal 2023

The Company had no share issuances as at December 31, 2023.

The Company grants directors, officers, employees and contractors options to purchase common shares under its Stock Option Plan. This plan and its terms are detailed in Note 7(c) to the consolidated financial statements for the year ended December 31, 2023, which are available on SEDAR at www.sedar.com.

During the year ended December 31, 2023 and to the date of this MD&A, the Company granted the following stock options:

Number of Stock Options Granted	Price Per Share	Expiry Date
1,060,800	$0.05	July 10, 2028
3,188,200	$0.09	May 12, 2028

The following table summarizes information about stock options outstanding at April 11, 2024:

Expiry date	Exercise price	December 31, 2023	Granted	Exercised	Expired/ Cancelled	April 11, 2024
February 28, 2024	$ 0.09	400,000	-	-	(400,000)	-
March 10, 2027	$ 0.11	400,000	-	-	-	400,000
March 10, 2027	$ 0.09	425,000	-	-	-	425,000
December 17, 2027	$ 0.06	380,000	-	-	-	380,000
May 12, 2028	$ 0.09	3,188,200	-	-	-	3,188,200
July 10, 2028	$ 0.05	1,060,800	-	-	-	1,060,800
Options outstanding and exercisable		**5,854,000**	**-**	**-**	**(400,000)**	**5,454,000**
Weighted average exercise price		$ 0.08	-	-	$ 0.09	$ 0.08

As of date of this MD&A, there were 73,829,025 common shares issued and outstanding and 79,283,025 common shares outstanding on a diluted basis.

Environmental Provisions and Potential Environmental Contingency

The Company's mining and exploration activities are subject to various federal, provincial and state laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations. The Company estimates that future reclamation and site restoration costs based on the Company's exploration activities to date are not significant however the ultimate amount of reclamation and other future site restoration costs to be incurred in the future is uncertain.

Off-Balance Sheet Arrangements

None.

Contractual Commitments

None.

Proposed Transactions

None.

Transactions with Related Parties

(a) Compensation of key management personnel

Key management personnel include those persons having the authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The aggregate value of compensation to key management personnel was as follows:

Year ended December 31, 2023	Fees (1)	Share-based Payments	Total
	$	$	$
Chairman	7,200	37,675	44,875
President & CEO	17,250	62,150	79,400
CFO	12,500	30,030	42,530
EVP	12,500	26,950	39,450
Directors	-	-	-
	49,450	156,805	206,255

Year ended December 31, 2022	Fees (1)	Share-based Payments	Total
	$	$	$
Chairman	18,446	-	18,446
President & CEO	44,195	26,400	70,595
CFO	32,025	1,200	33,225
EVP	32,025	3,600	35,625
Directors	-	32,000	32,000
	126,691	63,200	189,891

(1) Fees are paid to Almaden for services provided by key management pursuant to the Administrative Services Agreement between Azucar and Almaden, as further described below.

(b) Other related party transactions

Administrative Services Agreement

The Company paid administrative services fees to Almaden for the period ended December 31, 2023 $75,853 (2022 - $185,068) pursuant to an Administrative Services Agreement dated May 15, 2015, under which Almaden provides the Company with office space, executive management, marketing support, technical oversight, and financial/corporate secretary duties, amongst other administrative services.

Almaden and the Company are considered related parties through common officers.

At December 31, 2023, included in trade and other payable is $7,005 (December 31, 2022 - $64,006) due to Almaden.

Other

At December 31, 2023, the Company accrued $Nil (December 31, 2022 - $90,999) payable to Almadex for drilling services in Mexico included in exploration and evaluation assets.

Almadex and the Company are considered related parties through common officers.

Amounts owing to related parties are unsecured, non-interest bearing and due on demand.

Financial Instruments

The fair values of the Company's cash, accounts receivable and trade and other payables approximate their carrying values because of the short-term nature of these instruments.

The Company does not carry any financial instruments at fair value.

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

(a) Currency risk

The Company's property interests in Mexico make it subject to foreign currency fluctuations and inflationary pressures which may adversely affect the Company's financial position, results of operations and cash flows. The Company is affected by changes in exchange rates between the Canadian Dollar and foreign currencies. The Company does not invest in foreign currency contracts to mitigate the risks.

As at December 31, 2023, the Company was exposed to foreign exchange risk through the following assets and liabilities denominated in currencies other than the functional currency of the applicable subsidiary:

All amounts in Canadian dollars	**US dollar**	**Mexican peso**
	$	**$**
Cash	160,993	492,277
Accounts receivable and prepaid expenses	-	1,631
Total assets	**160,993**	**493,908**
Trade and other payables	-	4,599
Total liabilities	**-**	**4,599**
Net assets	**160,993**	**489,309**

A 10% change in the US dollar exchange rate relative to the Canadian dollar would change the Company's profit or loss by $16,000.

A 10% change in the Mexican peso relative to the Canadian dollar would change the Company's profit or loss by $49,000.

(b) Credit risk

The Company's cash are held in large Canadian and Mexican financial institutions. The Company's accounts receivable consists primarily of sales tax due from the federal government of Canada. The Company is exposed to credit risks through its accounts receivable.

To mitigate exposure to credit risk on cash, the Company has established policies to limit the concentration of credit risk with any given banking institution where the funds are held, to ensure counterparties demonstrate minimum acceptable credit risk worthiness and ensure liquidity of available funds.

As at December 31, 2023, the Company's maximum exposure to credit risk is the carrying value of its cash and accounts receivable.

(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure.

Trade and other payables are due within twelve months of the statement of financial position date.

(d) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to varying interest rates on cash. The Company has no interest-bearing debt.

A 1% change in the interest rate does not have any significant impact on the Company's net loss.

(e) Commodity and equity price risk

The ability of the Company to explore its exploration and evaluation assets and the future profitability of the Company are directly related to the market price of gold and other precious metals. The Company monitors gold prices to determine the appropriate course of action to be taken by the Company. Equity price risk is defined as the potential adverse impact on the Company's operations due to movements in individual equity price or general movements in the level of the stock market. The Company closely monitors the individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

Management of Capital

The Company considers its capital to consist of components of equity. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration of its exploration and evaluation assets and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares and, acquire or dispose of assets.

In order to maximize ongoing exploration efforts, the Company does not pay out dividends. The Company's investment policy is to invest its short-term excess cash in highly liquid short-term interest-bearing investments with short-term maturities, selected with regards to the expected timing of expenditures from continuing operations.

The Company expects its current capital resources will be sufficient to carry its exploration plans and operations for the foreseeable future. There have been no changes to the Company`s capital management approach during the period. The Company is not subject to externally imposed capital requirements.

Information on the Board of Directors and Management

Directors:
Duane Poliquin, P.Eng
Morgan Poliquin, P.Eng, Ph.D.
Douglas McDonald, M.A.Sc, B.Com.
Grant Hendrickson, P.Geo.
Fuad Sillem, BA

Audit Committee members:
Fuad Sillem, BA
Grant Hendrickson, P.Geo.
Douglas McDonald, M.A.Sc, B.Com.

Compensation Committee members:
Grant Hendrickson, P.Geo.
Fuad Sillem, BA
Duane Poliquin, P.Eng

Nominating & Corporate Governance Committee members:
Grant Hendrickson, P.Geo.
Fuad Sillem, BA
Morgan Poliquin, P.Eng, Ph.D.

Management:
Duane Poliquin, P.Eng – Chairman
Morgan Poliquin, Ph.D., P.Eng – Chief Executive Officer, President
Korm Trieu, CPA, CA – Chief Financial Officer, Corporate Secretary
Douglas McDonald, M.A.Sc, B.Com. – Executive Vice President