



(An exploration stage business)

Coppernico Metals Inc.

Management's Discussion & Analysis  
For the three and nine months ended September 30,  
2023

Dated: November 14, 2023

# Coppernico Metals Inc.

Management's Discussion and Analysis of Financial Condition and Results of Operations for the three and nine months ended September 30, 2023 (In Canadian dollars, unless otherwise noted)

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## 1. HIGHLIGHTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2023, AND THE PERIOD UP TO NOVEMBER 14, 2023

- On October 19, 2023, Coppernico Metals Inc. (the "Company") closed the first tranche of its non-brokered private placement for gross proceeds of \$786,643 in exchange for 5,244,284 Units at \$0.15 per Unit, comprised of one common share and one share purchase warrant exercisable at \$0.30 until the fifth anniversary of listing the common shares on a recognized stock exchange. This was placement originally announced September 28, 2023. At the date of this MD&A, this offering is still underway. The Company will use funds to complete the social access agreement process and drill permits required for its exploration efforts at its Sombrero project in southern Peru, as well as for general working capital.
- On September 28, 2023, the Company announced that it had made positive advancements at its Sombrero project as the stakeholder community has collected the 426 signatures necessary to complete a three-year social access agreement for the project which will allow the Company to conduct exploration work, including drilling. The key final step required is a customary notarial legal formalization process which is currently underway.
- On June 28, 2023, the Company reduced its land position at its Sombrero claims which resulted in a lower number of concessions claims held from approximately 133,000 to 103,000 hectares. This was due to lower technical interest in and the perceived challenges of claims that overlapped towns / cities and agricultural areas. The Company has maintained all its priority claims of interest based on their geological potential and accessibility.
- On May 5, 2023, the Company closed the second tranche of its non-brokered private placement (the "January 2023 Placement"). In total, between the two tranches, the Company issued 10,285,119 common shares at a price of \$0.30 per common share for gross proceeds of \$3,085,536. The January 2023 Placement included shares to settle the SAFE financial liability that was held as at December 31, 2022, thereby fully extinguished. Participation in the placement by insiders of the Company totalled 916,666 common shares for gross proceeds of \$275,000. The Company has used the funds for exploration activity at its Sombrero project and to fund general working capital.
- On January 27, 2023, the Company announced that it had received an effective two-year extension of its environmental approval, the Declaración de Impacto Ambiental ("DIA"), until February 4, 2025, from the Peruvian Ministry of Energy and Mines for its Sombrero project. The DIA covers an area of [972.92] hectares and allows the Company to drill up to 48 holes from 38 platforms on the Sombrero Main target area, where Coppernico has completed the majority of its work to date.
- On January 27, 2023, Coppernico announced it had expanded its business plan to become a multi-jurisdictional, international exploration company by evaluating additional exploration opportunities in South America in an effort to capitalize on highly underexplored regions of prospective, large-scale discovery opportunities ahead of the improving commodity markets. To that end, the Company began focusing its efforts on its Sombrero Project and other new exploration opportunities, while concurrently the Company relinquished the option agreement on its Takana district claims in Peru.
- On January 27, 2023, Coppernico announced the appointment of Christian Rios to Senior Vice President ("SVP") of Corporate Development from his former role as the SVP of Operations in Peru. Mr. Rios is a Peru resident professional geologist (P.Ge.) with over twenty years of experience in exploration, mining development, and operations, specializing in Peru. The Company also announced that Michael Henrichsen, Chief Geological Officer, resigned from his role and will remain a consultant to Coppernico.

< Refer to section 2.1 for cautionary wording concerning forward-looking statements >

## 2. DATE AND FORWARD-LOOKING STATEMENTS

This Management's Discussion and Analysis ("MD&A") of Coppernico has been prepared by management to assist the reader to assess material changes in the condensed interim consolidated financial statements and results of operations of the Company as at September 30, 2023, and for the three and nine months periods then ended.

This MD&A should be read in conjunction with the condensed interim consolidated financial statements of the Company and related notes thereto as at and for the three and nine months ended September 30, 2023 (the "financial

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statements"). All financial information has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and all dollar amounts presented are Canadian dollars unless otherwise stated.

The effective date of this MD&A is November 14, 2023.

### 2.1 Forward-looking statements and risk factors

Certain statements made in this MD&A contain forward-looking information within the meaning of applicable Canadian and United States securities laws ("forward-looking statements"). These forward-looking statements are presented for the purpose of assisting the Company's shareholders and prospective investors in understanding management's intentions and views regarding future outcomes and are inherently uncertain and should not be heavily relied upon. When used in this MD&A, the words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "seek", "propose", "estimate", "expect", and similar expressions, as they relate to the Company, identify such forward-looking statements. Specific forward-looking statements in this MD&A may include, but are not limited to: the Company's ability to execute on its exploration and financing plans, the likelihood of discovering resources; the potential for access to and exploration of the Company's projects, permitting timelines; government regulation of mining operations; environmental and climate-related risks; the possible impairment of mining interests; any objectives, expectations, intentions, plans, results, levels of activity, goals or achievements; the timing and amount of estimated exploration expenditures and capital raises for the Company; the liquidity of the common shares in the capital of the Company and other events or conditions that may occur in the future; the Company's intention to grow its business and its operations; the Company's competitive position; changes to government regulation, in particular Peruvian; and the impact of the COVID-19 pandemic on the Company's operations and the economy generally.

The forward-looking statements contained in this MD&A represent the Company's views as of the date hereof. The assumptions related to these plans, estimates, projections, beliefs and opinions may change without notice and in unanticipated ways. Many assumptions may prove to be incorrect, including the Company's budgeting plans, expected costs, assumptions regarding market conditions and other factors upon which the Company has based its expenditure and funding expectations; the Company's ability to obtain or renew the licenses and permits necessary for exploration; the Company's ability to complete and successfully integrate acquisitions; the possible effects of climate change, extreme weather events, water scarcity, and seismic events, and the effectiveness of strategies to deal with these issues; the Company's expectations regarding the future demand for, and supply and price of, precious metals; the Company's ability to recruit and retain qualified personnel; the Company's ability to comply with current and future environmental, safety and other regulatory requirements and to obtain and maintain required regulatory approvals.

Inherent in the forward-looking statements are known and unknown risks, uncertainties and other factors beyond the Company's ability to control or accurately predict, that may cause the actual results, performance or achievements of the Company, or developments in the Company's business or in its industry, to differ materially and adversely from the anticipated results, performance, achievements or developments expressed or implied by such forward-looking statements. Some of the risks and other factors which could cause results to differ materially from those expressed in the forward-looking statements and information contained in this MD&A include, but are not limited to: risks in investigating, optioning or otherwise acquiring interests in mineral projects of merit followed by the high risk of exploration failure, risks in our ability to secure governmental permits and a social license to explore the projects, risks that the financial markets will lose their appetite to finance junior resources issuers; fluctuations in the current and projected prices for precious and base metals; technical risks and hazards associated with mineral exploration including environmental hazards, potential unintended releases of contaminants, industrial accidents, unusual or unexpected geological or structural formations, pressures, cave-ins and flooding; the uncertainty in the process of estimation and valuation of any mineral resources that may be discovered, changes in tax, title and mining laws and regulations impacting exploration activities; the risk of the Company's mineral properties being subject to unknown prior unregistered agreements, transfers or claims and other defects in title; general opposition to mining activities and attendant legal and litigation risks; statutory and regulatory compliance; insurance and uninsurable risks; the Company's limited business history and history of losses and negative cash flow, which will continue into the foreseeable future; our inability to pay dividends, the continued involvement of our key management team and our ability to secure the specialized skill and knowledge necessary to operate in the mining industry; our ability to ultimately meet the listing criteria of an recognized stock exchange upon which may delay or negate any intention to application to list the Company's shares; relations with and potential demands and claims by local communities and non-governmental organizations, including indigenous populations and affected local communities with whom we are required to pursue local community surface access agreements in order to explore; the expenses and other requirements of being a public company; risks associated with the significant resources required to maintain regulatory compliance as a public company; the effectiveness of the Company's internal control over financial reporting;

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cybersecurity risks; risks relating to the Company's public perception; general business, economic, competitive, political and social uncertainties; and public health crises such as the COVID-19 pandemic and other uninsurable risks. While we have sought to provide a list of the principal risks, these are the known risks and hence cannot be. This is not an exhaustive list of the risks and other factors that may affect any of the Company's forward-looking statements as there are likely also unknown risks. Additional information relating to the Company and its operations is available on the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca) and on the Company's website at [www.coppernicometals.com](http://www.coppernicometals.com). These documents are for supplemental information purposes only and not incorporated by reference in this MD&A.

The Company's management periodically reviews information reflected in forward-looking statements. The Company has and continues to disclose in its MD&A and other publicly filed documents, changes to material factors or assumptions underlying the forward-looking statements and to the validity of the statements themselves, in the period the changes occur. Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

### 3. DESCRIPTION OF THE BUSINESS

Coppernico is assembling a world-class exploration portfolio in South America and is seeking to create significant value for its shareholders through exploration and potential discovery. The Company's primary asset is its Sombrero copper-gold district in southern Peru. The Sombrero district, which includes the Company's flagship Sombrero project as well as its ancillary concessions, covers approximately 103,000 hectares in which it holds a direct and an indirect interest through a combination of staking and option agreements. The Company's current focus is its Sombrero project and is also reviewing additional premium projects in South America to enhance its portfolio.

Coppernico is a public company and an unlisted reporting issuer in British Columbia, Alberta and Ontario. The Company plans to be listed on a recognized stock exchange in the near future once it qualifies.

As at the date of this MD&A, the corporate organization structure includes: one wholly owned subsidiary in Peru, Sombrero Minerales S.A.C; a 50% owned Peruvian service company, Universal Mineral Services Peru S.A.C. ("UMS Peru"); and a 25% owned Canadian service company, Universal Mineral Services Ltd. ("UMS Canada"). The arrangements that support the investment in UMS Canada and UMS Peru are described in Note 4 to the financial statements.

### 4. DISCUSSION OF OPERATIONS

#### 4.1 Three months ended September 30, 2023, and 2022 (Q3 2023 vs. Q3 2022)

During the three months ended September 30, 2023, the Company reported a loss of \$804,229 compared to a loss of \$979,944 for the same period in 2022. Significant variances within operating expenses resulted in a combined \$175,715 decrease in the current period's loss, and are discussed as follows:

- Exploration and evaluation in Q3 2023 decreased to \$251,692 from \$401,433 in Q3 2022 due to the Company reducing its land position on the Sombrero claims and thereby incurring lower concession holding fees.
- Project investigation costs in Q3 2023 decreased to \$144,426 from \$197,169 in Q3 2022 as the Company reduced the portfolio of projects under review and focussed the criteria for potential acquisition targets.

#### 4.2 Nine months ended September 30, 2023, and 2022 (YTD 2023 vs. YTD 2022)

During the nine months ended September 30, 2023, the Company reported a loss of \$2,524,210 compared to a loss of \$2,843,996 for the same period in 2022. Significant variances within operating expenses resulted in a combined \$319,786 decrease in the current period's loss, and are discussed as follows:

- Exploration and evaluation costs in YTD 2023 decreased to \$714,988 from \$1,137,423 in YTD 2022 due to the Company reducing its land position on the Sombrero claims. This resulted in a release of the accrual for validity fees of \$135,762 (US\$102,170) during the second quarter of the current year, in addition to lower concession holding fees for the reduced land position.
- Fees, salaries, and other employee benefits in YTD 2023 increased to \$698,615 from \$576,847 in YTD 2022, due to an increase in administrative support required for the active project investigation activities during the year to date.

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- Project investigation costs in YTD 2023 increased to \$465,151 from \$378,045 in YTD 2022 due to increased activity by the Company in evaluating additional premium projects in South America as the Company moves to diversify and enhance its portfolio. This cost primarily relates to the increased personnel cost relating to project reviews, including the recruitment of Tim Kingsley as Vice President of Exploration in March 2022, and the accrual of the 2022 bonus costs relating to project investigation staff which were awarded post year-end. These costs predominantly occurred in Q1 2023.

In addition to the operating loss noted above, during YTD 2022 the Company recorded a mineral impairment loss of \$100,320 related to the termination of the Soldaduyocc option; no mineral impairment losses were recognized in the current period in 2023.

### 4.3 Summary of quarterly results

Three months ended	Loss for the period	Comprehensive loss	Loss per share
<b>September 30, 2023</b>	<b>\$ 804,229</b>	<b>\$ 672,004</b>	<b>\$ 0.01</b>
June 30, 2023	681,248	803,360	0.01
March 31, 2023	1,038,733	1,042,480	0.01
December 31, 2022	1,008,508	1,081,427	0.01
September 30, 2022	979,944	605,225	0.01
June 30, 2022	1,108,862	945,203	0.01
March 31, 2022	755,190	837,088	0.01
December 31, 2021	866,703	902,732	0.01

During the last eight quarters, the Company has incurred losses and comprehensive losses. These losses result from: the Company's expenditure on its exploration and evaluation properties to keep them in good standing; project investigation costs as the Company looks to add additional projects to its portfolio; salaries and other employee benefits and professional fees all of which are required to be compliant as a public company; and to promote the Company's activities in the market. These expenses are controlled by management and fluctuate depending on the funding available to the Company to pursue opportunities in the market.

In addition to the above, the Company recognized impairment charges of \$238,425 in the quarter ended December 31, 2022, and \$100,320 in the quarter ended June 30, 2022, when it terminated its options in certain properties, causing unusual changes in the quarterly results.

### 4.4 Summary of project costs

During the nine months ended September 30, 2023, the Company made an option payment of \$166,338 towards its mineral property assets, relating to the scheduled annual payment on the Aceros option, and \$705 for public registry fees on certain concessions at the Sombrero project.

	Sombrero	Takana	Total
<b>Balance as at December 31, 2021</b>	<b>\$ 6,145,328</b>	<b>\$ 225,426</b>	<b>\$ 6,370,754</b>
Mineral property additions	205,527	-	205,527
Mineral property impairment	(100,320)	(238,425)	(338,745)
Currency translation adjustment	412,112	12,999	425,111
<b>Balance as at December 31, 2022</b>	<b>\$ 6,662,647</b>	<b>\$ -</b>	<b>\$ 6,662,647</b>
Mineral property additions	167,043	-	167,043
Currency translation adjustment	(11,485)	-	(11,485)
<b>Balance as at September 30, 2023</b>	<b>\$ 6,818,205</b>	<b>\$ -</b>	<b>\$ 6,818,205</b>

The comparative figures in the following table relate only to Sombrero; the costs incurred in 2022 for the Takana district, which was relinquished in December 2022, are not included:

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Exploration and evaluation costs - Sombrero	Nine months ended September 30,	
	2023	2022
Concession holding	\$ 174,246	427,742
Community and environmental	257,426	152,888
Project support	283,316	167,535
<b>Total for the nine month period ended September 30, 2023</b>	<b>\$ 714,988</b>	<b>748,165</b>

During the nine months ended September 30, 2023, the Company reversed an accrual for relinquished concession holding fees of \$135,762 (US\$ 102,170) and accrued penalties related to concessions of \$7,603 (US\$ 5,722); the total accrued cost of concessions that continue to be maintained at the project is \$302,405 (US\$ 224,078).

## 4.5 Future operations and community involvement

There have been recent positive advancements at the Company's Sombrero project as the stakeholder community has collected the 426 signatures necessary to complete a three-year social access agreement for the project which will allow the Company to conduct exploration work, including drilling. The key final step required is a customary notarial legal formalization process that is currently underway and being managed by local advisors, and the responsible community, which is expected to be completed in a matter of weeks.

Once this agreement is legally in place, the Company will commence exploration and advance its drill permitting efforts, which it has been advancing at the same time as its community liaison efforts and has well developed plans to complete field work that will prioritize drill targets. The Company continues to support the local communities through Agroideas, a government organization that sponsors agricultural programs within the local area.

In order to diversify and enhance the Company's portfolio, management is pursuing additional premium exploration projects in South America. The Company has been reviewing multiple opportunities with a focus on base and precious metal projects that are drill ready, from which it has recently selected certain key projects to focus on.

The Company plans to apply to list its shares on a recognized stock exchange in the near future once it qualifies. Should the Company experience delays at its Sombrero project which could impact its plans to apply to list, the Company will potentially look at alternative projects from its portfolio to list the Company sooner.

## 5. FINANCIAL POSITION, LIQUIDITY, AND CAPITAL RESOURCES

### 5.1 Financial position and liquidity

	September 30, 2023	December 31, 2022
Working capital (deficit)	\$ (868,613)	\$ (1,231,158)
Cash	3,632	300,862
Mineral property interests	6,818,205	6,662,647
Current liabilities	1,077,899	1,777,906

  

	Nine months ended September 30,	
	2023	2022
Cash used in operating activities	\$ (2,549,949)	\$ (2,655,476)
Cash used in investing activities	(144,463)	(190,401)
Cash provided by financing activities	2,398,271	-

The Company's primary source of liquidity is equity issuances. The funds are primarily used to finance working capital and to make certain annual payments to ensure that all the Company's mineral properties remain in good standing. The Company has a working capital deficit of \$868,613 as at September 30, 2023 (December 31, 2022 - working capital deficit of \$1,231,158), which includes cash of \$3,632 (December 31, 2022 - \$300,862), that is entirely unrestricted. There were no commitments held by the Company at the balance sheet date, other than that disclosed in Note 4 of the financial statements.

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During the nine months ended September 30, 2023, the Company used cash of \$2,549,949 in operating activities compared to \$2,655,476 during the nine months ended September 30, 2022. The cash outflow during 2023 decreased compared with the cash outflow in 2022 primarily due to the reduction in land position at the Sombrero project.

During the nine months ended September 30, 2023, the Company used cash in investing activities of \$144,463 whereas \$190,401 was used in the same period of 2022, relating to mineral property additions. The mineral property additions in the first quarter of both 2023 and 2022, were primarily the scheduled Aceros option holding payments, that were translated at the applicable exchange rates into Canadian dollars.

During the nine months ended September 30, 2023, the Company received cash from financing activities of \$2,398,271 whereas \$nil was received in the nine months ended September 30, 2022. The first \$1,953,100 of this cash was received during the first quarter of 2023 and is related to the first tranche of the equity financing that closed on February 22, 2023, and the remaining \$400,500 relates to the second tranche that closed on May 5, 2023, offset by share issuance costs of \$55,329. In addition, the Company received loan promissory notes for \$75,000 and deferred share issuance proceeds of \$25,000 during the third quarter of 2023.

The Company has incurred operating losses to date and does not generate operating revenue to support its activities. With no source of operating revenue, there is no assurance that sufficient funding will be available to conduct further acquisition and exploration of mineral properties. The ability to continue as a going concern remains dependent upon Coppertino's ability to obtain the financing necessary to continue to fund its mineral properties, the realization of future profitable production, proceeds from the disposition of its mineral interests, and/or other sources. These conditions create a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

### 5.2 Capital resources

The Company considers capital to include items within shareholders' equity. The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern such that it can provide returns for shareholders and benefits for other stakeholders. The management of the capital structure is based on the funds available to the Company in order to support the acquisition, exploration and evaluation of mineral properties and to maintain the Company in good standing with the various regulatory authorities. In order to maintain or adjust its capital structure, the Company may issue new shares. The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the underlying assets.

The properties in which the Company currently has an interest are in the exploration stage and are not positive cash-flow generating; as such, the Company has historically relied on the equity financings to fund its activities. Management reviews its capital management approach on an ongoing basis and believes this approach, given the relative size of the Company, is reasonable. The Company is not subject to any capital restrictions and the Company's approach to capital management has not changed from the prior year.

## 6. OFF-BALANCE SHEET ARRANGEMENTS

The Company does not utilize off-balance sheet arrangements. Earn-in arrangements are not viewed as off-balance sheet arrangements, and there are no other commitments held by the Company at the balance sheet date other than the commitment disclosed in Note 4 to the financial statements.

## 7. PROPOSED TRANSACTIONS

As at September 30, 2023, and as at the date of this MD&A, the Company had no proposed transactions.

## 8. RELATED PARTY TRANSACTIONS

Related party transactions are those with entities over which the Company has control or significant influence, or with key management personnel, being persons having the authority and responsibility for planning, directing, and controlling the Company. A summary of the Company's related party transactions for the three and nine months ended September 30, 2023, and 2022, is as follows:

### 8.1 UMS Canada and UMS Peru

All transactions with UMS Canada and UMS Peru have occurred in the normal course of operations. All amounts are unsecured, non-interest bearing and have no specific terms of settlement, unless otherwise noted.

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	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Exploration and evaluation	\$ 65,189	\$ 101,270	\$ 257,756	\$ 283,769
Project investigation	103,561	128,912	299,230	255,762
Marketing and investor relations	32,303	13,860	97,090	45,618
General and administration	177,180	176,741	612,029	540,543
<b>Total transactions for the periods</b>	<b>\$ 378,233</b>	<b>\$ 420,783</b>	<b>\$ 1,266,105</b>	<b>\$ 1,125,692</b>

As at September 30, 2023, \$250,213 (December 31, 2022 - \$92,014) was included in accounts payable and accrued liabilities and \$110,000 (December 31, 2022 - \$120,000) in prepaid expenses and deposits relating to transactions with UMS Canada. Including the original deposit of \$150,000 advanced to UMS Canada for working capital purposes, the Company has a net deposit balance of \$9,787 with UMS Canada as at September 30, 2023.

As at September 30, 2023, \$1,985 (December 31, 2022 - \$nil) was included in accounts payable and accrued liabilities, and \$15,829 (December 31, 2022 - \$nil) in prepaid expenses and deposits relating to transactions with UMS Peru.

## 8.2 Key management compensation

The Company provided the following compensation to key management and Board members, being its four executives, of which one is a director, and six non-executive directors:

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Fees, salaries and other employee benefits provided to executives	\$ 153,481	\$ 115,008	\$ 640,231	\$ 414,107
Fees, salaries and other employee benefits to non-executive directors	40,352	38,350	121,468	111,357
	<b>\$ 193,833</b>	<b>\$ 153,358</b>	<b>\$ 761,699</b>	<b>\$ 525,464</b>

As at September 30, 2023, the Company had an outstanding accounts payable balance with key management personnel of \$265,111 which primarily related to the approved 2022 bonus awarded by the Board in the first quarter of 2023 (December 31, 2022 - \$95,896).

During the three months ended September 30, 2023, five directors of the Company loaned a total of \$75,000 in cash to the Company under an unsecured promissory note arrangement at annualized interest rate of 12% and with the intention of being repaid by the Company on the earlier of 90 days from the date of loaning the funds or two days following a financing of at least \$1,000,000. These funds were advanced between August 30 and September 1. Subsequent to September 30, 2023, \$25,000 has been converted into shares of the Company, and the remaining \$50,000 remains outstanding and due for repayment by November 30, 2023.

## 9. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of the financial statements in conformity with IFRS requires management to select accounting policies and make estimates and judgments that may have a significant impact on the financial statements. Estimates are continuously evaluated and are based on management's experience and expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes may differ from these estimates.

In preparing the Company's financial statements, the Company applied the significant accounting estimates and judgements disclosed in Note 3 of its audited consolidated financial statements for the year ended December 31, 2022.

## 10. CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The Company has reviewed new and revised accounting pronouncements that are effective for periods after December 31, 2022, and noted that these did not have an impact on the financial statements of the Company.



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The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards as they are not applicable to the Company's financial statements.

### 11. FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

As at September 30, 2023, the Company's financial instruments consist of cash, amounts receivable, deposits, as well as accounts payable and accrued liabilities, which are classified as and measured at amortized cost. The fair values of these financial instruments approximate their carrying values due to their short-term nature.

The Company's financial instruments are exposed to certain financial risks including credit risk, liquidity risk and currency risk. Details of the primary risks that the Company is exposed to are laid out in Note 7 to the Company's financial statements.

### 12. OTHER REQUIRED DISCLOSURE

#### 12.1 Capital structure

The Company is authorized to issue an unlimited number of common shares without par value. As at the dates shown in the table, the Company had the following outstanding securities:

	September 30, 2023	Date of this MD&A
Common shares	122,625,553	127,869,837
Share purchase warrants	-	5,244,284

#### 12.2 Disclosure controls and procedures

As defined in National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings, disclosure controls and procedures require that controls and other procedures be designed to provide reasonable assurance that material information required to be disclosed is duly gathered and reported to senior management in order to permit timely decisions and timely and accurate public disclosure.

Management is responsible for the establishment and maintenance of a system of internal control over financial reporting. This system has been designed to provide reasonable assurance that assets are safeguarded and that the financial reporting is accurate and reliable. The financial statements have been prepared by management in accordance with IFRS and in accordance with accounting policies set out therein.

Management of the Company, with the participation of the Chief Executive Officer and the Chief Financial Officer, have evaluated the design of the Company's disclosure controls and procedures and the design of internal controls over financial reporting as required by Canadian securities laws, and have concluded that such procedures are adequate to ensure accurate and complete disclosures in public filings.

There are inherent limitations in all control systems and no disclosure controls and procedures can provide complete assurance that no future errors or fraud will occur. An economically feasible control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Additional disclosures pertaining to the Company's management information circulars, material change reports, press releases and other information are available on the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca) under Coppernico Metal Inc.'s profile.

On behalf of the Board of Directors

"Ivan Bebek"

**Ivan Bebek**

President, Chief Executive Officer, and Director  
November 14, 2023