

EMERITA RESOURCES CORP.
Management's Discussion and Analysis
For the years ended September 30, 2024 and 2023
(in Canadian dollars, unless otherwise noted)

Date: January 24, 2025

Introduction

This Management's Discussion and Analysis ("**MD&A**") provides a discussion and analysis of the financial condition and results of the operations of Emerita Resources Corp. (individually or collectively with its subsidiaries, as applicable, "**Emerita**" or the "**Company**"), to enable a reader to assess material changes in the financial condition and results of operations as at and for the years ended September 30, 2024 and 2023. The MD&A should be read in conjunction with the audited consolidated financial statements as at and for the years ended September 30, 2024 and 2023. All amounts included in the MD&A are expressed in Canadian dollars, unless otherwise specified.

The Company's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as published by the International Accounting Standards Board. Please refer to Note 3 of the annual audited consolidated financial statements as at and for the years ended September 30, 2024 and 2023 for disclosure of the Company's significant accounting policies.

The audit committee of the Company has reviewed this MD&A and the consolidated financial statements for the years ended September 30, 2024 and 2023 and the Company's Board of Directors approved these documents prior to their release.

This MD&A has been prepared with reference to the MD&A disclosure requirements established under National Instrument 51-102 Continuous Disclosure Obligations as implemented by the Ontario Securities Commission. Additional information about the Company may be found under the Company's profile on SEDAR+ at www.sedarplus.ca.

Scientific and Technical Information

The scientific and technical contents of this MD&A have been reviewed and approved by Mr. Joaquin Merino-Marquez, P.Geo., President of the Company and a Qualified Person under National Instrument 43-101 ("**NI 43-101**"). As the President of the Company, Mr. Merino-Marquez is not considered independent.

Description of Business and Company Strategy

Emerita is a publicly traded Canadian exploration and development company listed on the TSX Venture Exchange ("**TSXV**") and OTCQB Venture Market. The Company is engaged in the acquisition, exploration and development of mineral properties with a primary focus on exploring in Spain. Exploration is conducted through the Company's wholly owned Spanish subsidiary, Emerita Resources Espana S.L. ("**Emerita Espana**").

The Company currently has four exploration properties in Spain, which are described in detail below under the sections entitled, "Mineral Exploration Properties". Presently, the primary focus of the Company's activities is on its projects in the Iberian Pyrite Belt in southern Spain.

Mineral Exploration Properties

Mineral Exploration Properties – Spain

The Company has interests in four exploration properties; (i) Iberian Belt West Project ("**IBW**" or the "**Project**"), which comprises three polymetallic deposits from east to west: La Infanta, El Cura, and La Romanera located in Huelva Province in southwestern Spain; Infanta Sur- a contiguous tenement that was granted an exploration permit on March 9, 2023 by the Ministry of Industrial Policy and Energy of Huelva, Andalusia. This permit adds an additional 848.0 hectares to IBW for exploration and expires on March 9, 2026, resulting in a total area of 2,393.6 hectares; (ii) Nuevo Tintillo, located in Seville Province adjacent to

EMERITA RESOURCES CORP.
Management's Discussion and Analysis
For the years ended September 30, 2024 and 2023
(in Canadian dollars, unless otherwise noted)

the past producing Aznalcollar Mine property and presently producing Rio Tinto Mine; (iii) Sierra Alta, located in the Asturias region in northwestern Spain and (iv) Plaza Norte, located in Cantabria, Northern Spain. Each of the properties are comprised of exploration permits that were issued by the Andalusian, Asturian and Cantabrian authorities, respectively.

In addition, the Company has submitted applications to the authorities in Huelva province to secure an additional 307 claims in the area of the IBW Project, comprising approximately an additional 9,300 hectares. The applications are in process as of the date of this MD&A.

Iberian Belt West Project Description

The IBW Project is hosted within the renowned Iberian Pyrite Belt, one of the most productive volcanogenic massive sulphide terrains in the world (see Figure 1). The IBW Project encompasses three polymetallic deposits. From east to west: La Infanta, El Cura, and La Romanera. The area has a long history of mining activity that dates back as far as Roman times. Previous exploration of the deposits was conducted by major companies including Asturiana, RTZ and Phelps Dodge in the 1970's and 1980's. The IBW Project is located in the western part of the belt, adjacent to the border with Portugal, approximately 170km west of Seville and 50km from the port city of Huelva. The Project extends along a strike length of approximately 12km. Access to the IBW Project is excellent via paved and all-weather gravel roads.

On September 1, 2020, Emerita was officially notified through a resolution that it was the winning bidder of the IBW mineral rights in Huelva. The tender resolution was issued by the Provincial Secretary of the Regional Ministry of Industry in Huelva. The resolution declared that Emerita España was the winning bidder of the tender. Emerita España is registered on the Junta de Andalusia official website as the owner of the mineral rights to the IBW Project.

On September 8, 2023, prior to the exploration permit's expiry date, Emerita determined that IBW had sufficient potential to merit an application for an exploitation license. Subsequently, Emerita submitted an application to the "Delegación Territorial de Energía y Minas in Huelva province, Junta de Andalucía" for an exploitation licence (Concesión Derivada de Explotación). On December 1, 2023, the Company submitted all the required documentation to support its application for the exploitation licence. During the time that the application is being reviewed by the Junta, Emerita's rights under its current exploration permit for the IBW project are extended, allowing Emerita to continue with its ongoing exploration program at La Romanera, La Infanta and El Cura deposits at IBW.

In December 2023, the Company initiated the process of obtaining the environmental license (Autorización Ambiental Unificada- "AAU"). The AAU is required in order to obtain the exploitation license and is evaluated by the Environmental Department of Huelva province. The AAU is a document which determines, for the purposes of environmental protection, the viability of the execution and the conditions under which the actions indicated in the documentation provided must be carried out. It will also include the environmental authorisations and pronouncements that correspond to the competent environmental and water departments. The Company has engaged the services of experienced Spanish environmental consulting companies specializing in preparing the necessary documentation for obtaining the AAU.

On July 31, 2024, the documentation required to obtain the Unified Environmental Authorisation was submitted to the Territorial Delegation of Sustainability, Environment and Economy in Huelva.

In Spain, when an exploitation license is granted, it has a 30-year term and can be extended for two subsequent 30-year periods.

EMERITA RESOURCES CORP.
Management’s Discussion and Analysis
For the years ended September 30, 2024 and 2023
(in Canadian dollars, unless otherwise noted)

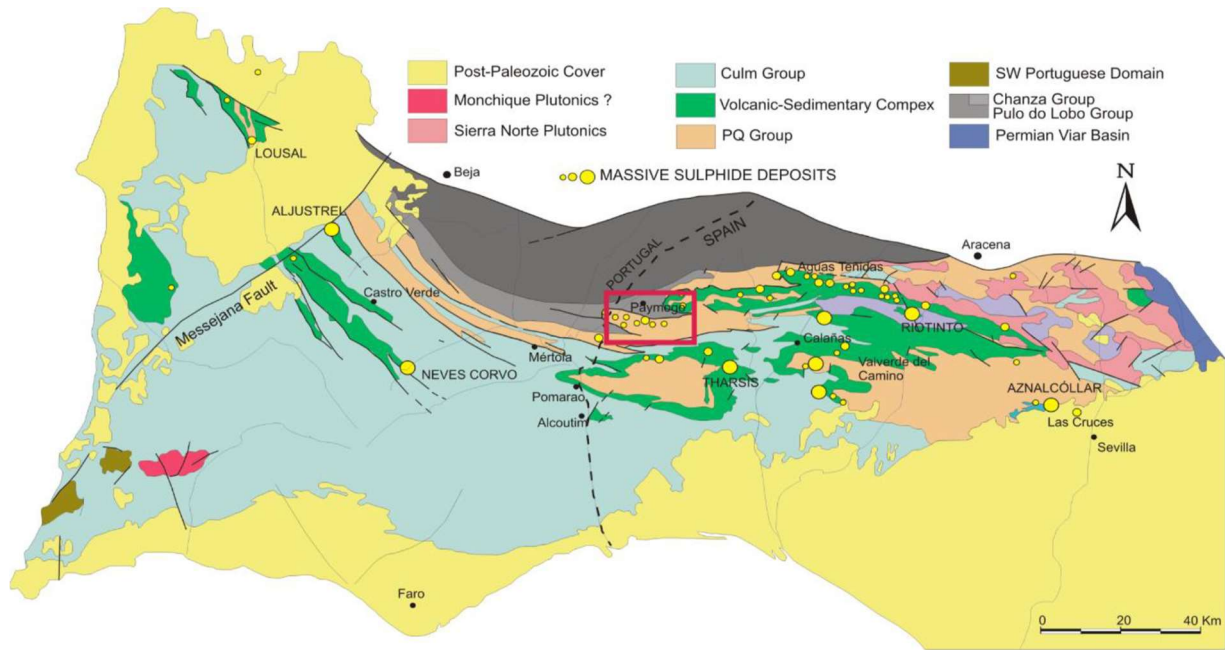


Figure 1: Geological map of the Iberian Pyrite Belt showing the location of Emerita’s IBW Project

Drilling by the Company continued in 2024. Throughout the year, the Company completed 5 drill holes at La Romanera and 30 holes at El Cura deposit. In addition, 7 holes were completed at the Company’s Nuevo Tintillo project in 2024. Reported IBW results are summarized in Table 2 of this MD&A. To date, the IBW deposits are open for expansion at depth and along strike. A total of approximately 110,000 meters have been drilled at IBW since the commencement of the project, comprised of 173 drill holes at La Romanera, 91 drill holes at La Infanta and 33 drill holes at El Cura as of the end of the reporting period of this MD&A.

The Company has completed Environmental Baseline Studies at the IBW project. The objectives of the studies are to gain an understanding of the current natural environment of the site and support further mine development decisions and management plans. The Company engaged the services of specialist Spanish companies with broad experience in Baseline Studies.

IBW Project Resources

On May 23, 2023, the Company announced the initial independent NI 43-101 compliant mineral resource estimate based on drill results from the 2022-23 resource delineation drilling program at La Romanera and La Infanta deposits. Mineral Resource estimation was completed by Wardell Armstrong International Limited (“WAI”) using drillhole databases and geological models developed by the Emerita geology team and subsequently verified and refined in collaboration with WAI. WAI has considerable experience working with deposits in the Iberian Belt and has completed similar studies for producing operations in the region. The results of this estimate are shown in Table 1.

EMERITA RESOURCES CORP.
Management's Discussion and Analysis
For the years ended September 30, 2024 and 2023
(in Canadian dollars, unless otherwise noted)

Table 1: NI43-101 Compliant Mineral Resource Estimate for the IBW Project La Romanera and La Infanta deposits, effective May 4, 2023

Deposit	Class	Tonnes Mt	Average Grade						Metal Content					
			Zn %	Pb %	Cu %	Ag g/t	Au g/t	ZnEq %	Zn Kt	Pb kt	Cu kt	Ag koz	Au koz	ZnEq kt
La Romanera	Indicated	13.00	2.98	1.45	0.42	74.1	1.48	7.08	387	188	54	30,979	617	920
	Inferred	3.14	4.85	1.96	0.45	71.3	1.16	9.16	153	62	14	7,205	117	288
La Infanta	Indicated	1.07	7.10	4.24	1.03	88.5	0.32	14.32	76	45	11	3,051	11	154
	Inferred	1.56	4.41	2.49	0.74	74.7	0.38	9.55	69	39	12	3,758	19	149
IBW Project	Indicated	14.07	3.29	1.66	0.46	75.2	1.39	7.63	463	233	65	34,030	629	1,074
	Inferred	4.71	4.70	2.14	0.54	72.4	0.90	9.29	222	101	26	10,963	137	438

Notes:

- Mineral Resources are classified according to definitions outlined in CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines (CIM, 2014).
- The effective date of the Mineral Resource Estimate for La Romanera is May 4, 2023 and the effective date of the Mineral Resource Estimate for La Infanta is April 30, 2023;
- Mineral Resources are reported at a cut-off grade of 3.0% zinc equivalent (ZnEq) where;
 - $ZnEq = [(Zn\ grade * Zn\ recovery * Zn\ price) + (Pb\ grade * Pb\ recovery * Pb\ price) + (Cu\ grade * Cu\ recovery * Cu\ price) + (Ag\ grade * Ag\ recovery * Ag\ price) + (Au\ grade * Au\ recovery * Au\ price)] / (Zn\ recovery * Zn\ price)$;
 - Long term price assumptions are US\$3000/t Zn, US\$2300/t Pb, US\$9500/t Cu, US\$25/oz Ag and US\$1800/oz Au;
 - Metallurgical recovery assumptions are 100% Zn, 80% Pb, 80% Cu, 80% Ag and 20% Au. 100% Zn recovery ensures ZnEq grade > Zn grade for all blocks;
- At La Infanta, blocks less than 3.0% ZnEq when diluted over a 3m minimum mining width were excluded from the Mineral Resource. Thickness at La Romanera typically exceeds 3m;
- Only primary sulphide mineralisation is included in the Mineral Resources;
- Metal grade and content represents contained metal in the ground and have not been adjusted for metallurgical recovery or mining dilution;
- Mineral Resources are not Reserves until they have demonstrated economic viability based on a pre-feasibility study or feasibility study;
- Numbers may not add due to rounding.
- The Qualified Person for the La Romanera and La Infanta Mineral Resource Estimates is Dr. Phil Newall, BSc (ARSM), PhD (ACSM), CEng, FIMMM of WAI, a Qualified Person as defined by NI 43-101.

On July 6, 2023, the Technical Report titled "NI 43-101 Technical Report on La Romanera and La Infanta Polymetallic Deposits, Spain" dated July 5, 2023, was filed on the SEDAR+ website at www.sedarplus.ca and on the Company website at www.emeritaresources.com.

La Romanera Mineralization

The Company has outlined the mineralization comprising La Romanera deposit for 650 meters along strike and to a depth of 600 meters and continues to expand the deposit at depth. The deepest drill hole drilled to date at La Romanera is 750 meters below surface and is approximately 300 meters below (down dip from) the deepest drill hole included in the NI 43-101 mineral resource estimate.

The 2023 Resource Estimate includes two lenses, showing a style of mineralization typical of VHMS deposits:

- Upper Lens. Massive to semi-massive sulphide mineralization.
- Lower Lens. Underlies the Upper Lens and consists of massive to semi-massive sulphide mineralization.

EMERITA RESOURCES CORP.
Management's Discussion and Analysis
For the years ended September 30, 2024 and 2023
(in Canadian dollars, unless otherwise noted)

No stockwork-style mineralization is recognized in the deposit.

La Infanta Mineralization

The La Infanta mineralized zone has been drilled from surface, where it outcrops to a depth of approximately 400 metres and along strike for 1,200 meters. Numerous high-grade intercepts occur within the zone, and it remains open for expansion at shallow depths. La Infanta is located approximately 8km to the east of La Romanera deposit.

The 2023 Resource Estimate includes three blocks, showing a style of mineralization mainly typical of VHMS deposits:

- North Block. Disseminated to massive sulphide mineralization.
- South Block. Underlies the North Block and consists of disseminated to massive sulphide mineralization.
- South Block 1. Underlies the South Block and consists of disseminated to massive sulphide mineralization.

No stockwork-style mineralization is recognized in the deposit.

IBW Metallurgical Testing Program

Emerita has completed two phases of metallurgical testing for the IBW project as of the date of this MD&A. Both Phases I and II were carried out by Wardell Armstrong International Laboratories in the U.K. Additionally, the Company commissioned SRK Consulting to provide metallurgical oversight for the Company to ensure the test program was completed to the highest standard.

The primary objective of this programme of metallurgical testing was to provide sufficient data pertaining to the processing characteristics of material from La Romanera and La Infanta deposits, to support the delivery of a future economic evaluation of IBW.

Sampling Methodology

Testing was undertaken on four composites of approximately 100kg each, three from La Romanera and one from La Infanta deposit. Samples submitted for testing were:

- La Romanera MET 1: High Gold – Lower Lens;
- La Romanera MET 2: High Copper/Low Zinc – Upper + Lower Lens; and
- La Romanera MET 3: Average Copper/Zinc – Upper + Lower Lens.
- La Infanta MET 4: Semi-Massive Sulphide

Each of the four samples were subjected to a preliminary characterization study involving chemical analysis and mineralogical investigation on four sized fractions.

Phase I Test Results

The goal of the Phase I Program was to demonstrate that commercial grade concentrates can be produced from the Project's La Romanera and La Infanta deposits which comprise the NI 43-101 mineral resource estimate to date, and at recoveries which are potentially economic and provide required data for planned mill plant design.

Phase I focused on the production of separate copper, lead and zinc concentrates through a sequential test methodology. As part of Phase I, the distribution of gold and silver within the various test products have been tracked however, specific gold and silver recovery testing was not the focus in this phase, still data

EMERITA RESOURCES CORP.
Management's Discussion and Analysis
For the years ended September 30, 2024 and 2023
(in Canadian dollars, unless otherwise noted)

from Phase I provides important insights with respect to optimizing the precious metals. In Phase I the precious metal recoveries were up to 48.6 % silver and 17.2 % gold in different products.

Phase I demonstrates that the IBW Project shows excellent averages, **85.6% Zinc recovery, 62% Copper recovery and 59% Lead recovery**, obtaining commercial grade concentrates from both deposits. These results, which have been normalised based upon resource head grades, are in line with, and in fact, exceed the metallurgical performance of polymetallic ores presently in production in the Iberian Belt. Copper recoveries improve in areas of the deposit with higher copper grades.

Phase I Metallurgical Test: La Infanta Deposit:

- Zinc concentrate: 52.7% Zn; 0.4 g/t Au; 113g/t Ag and 8.5% mass pull.
 - Zinc recoveries of 81.5% Zn, 9.6% Au, 12% Ag.
- Copper concentrate: 23.9% Cu, 7.4g/t Au and 1780 g/t Ag and 1.8% mass pull.
 - Copper recoveries of 47.5% Cu, 35.4% Au, 37.7% Ag.
- Lead concentrate: 41.6% Pb, 4.42%Cu 0.6g/Au and 510g/t silver and 6.5% mass pull.
 - Lead recoveries of 84.5% Pb; 33.5% Cu; 11% Au; 41.3% Ag.

It was noted that a recovery of 56% of gold and 91% of silver was possible in the La Infanta deposit. Gold is mainly associated with copper concentrate and silver associated with copper and lead concentrates.

Phase I Metallurgical Test: La Romanera Deposit:

- Zinc concentrate: 52.6% Zn; 2.4 g/t Au; 182g/t Ag and 5.5% mass pull.
 - Zinc recoveries 86.5% Zn; 9.3% Au; 13.6% Ag.
- Lead concentrate: 43.5% Pb; 13.8% Cu, 5.2 g/t Au; 1165 g/t Ag and 1.8% mass pull.
 - Lead recoveries 50.5% Pb; 57% Cu; 6.6% Au; 28.5% Ag.

Phase 2 Test Results

The Phase 2 program used the detailed data from Phase 1 and tested the bulk grades of each of the deposits (La Infanta and La Romanera), to represent the likely production domains for the future mining operations.

Phase II Metallurgical Test: La Infanta Deposit (Normalized Data)

- Copper Concentrate: 20.2%Cu Grade, 4.45 g/t Au, 1,503 g/t Ag and 1.8% mass pull.
 - Copper recoveries: 42.4%
- Lead Concentrate: 35.5% Pb and 8.82%Cu Grade, 0.85 g/t Au, 524 g/t Ag and 7.1% mass pull.
 - Lead recoveries: 78.3% Pb with 39.7% Cu recovery.
- Zinc Concentrate: 52.9% Zn Grade, 0.51 g/t Au, 84 g/t Ag and 8.1% mass pull.
 - Zinc recoveries: 78.0%
- Total Precious Metal Recoveries: 50.9% Au, 88.2% Ag.

Phase II Metallurgical Test: La Romera Deposit (Normalized Data)

- Copper Concentrate: 20.1%Cu Grade, 4.12 g/t Au, 1,642g/t Ag and 0.9% mass pull.
 - Copper recoveries: 40.3%
- Lead Concentrate: 34.3%Pb and 2.9%Cu Grade, 2.88 g/t Au, 494 g/t Ag and 2.6% mass pull.
 - Lead recoveries: 58.4% Pb with 17.7% Cu recovery.
- Zinc Concentrate: 52.6% Zn Grade, 1.25g/t Au, 138 g/t Ag and 5.0% mass pull.
 - Zinc recoveries: 79.5%
- Total Precious Metal Recoveries: 12.3% Au, 46.4% Ag.

EMERITA RESOURCES CORP.
Management’s Discussion and Analysis
For the years ended September 30, 2024 and 2023
(in Canadian dollars, unless otherwise noted)

Base metal recoveries are very positive, exceed published recoveries for the actively producing mines in the Iberian Pyrite Belt. Metallurgical test results of Phase 2 indicate that copper, lead and zinc concentrates can be produced at commercial grades from both deposits. This represents an improvement relative to Phase 1, where a zinc concentrate and a semi-bulk copper-lead concentrate was produced.

The flotation testing was followed up by a series of Post Flotation testing or a Stage 2 test. Stage 2 is a Post Flotation Process (“PFP”). A post-flotation process on the aforementioned “MET-1” sample from the La Romanera deposit led to improved recoveries. This testing involves a two-step process flowsheet involving thermal treatment followed by hydrometallurgical treatment. These results, from La Romanera after flotation ore high gold grade have yielded gold recoveries of 64.3%. These results are shown in Figure 1.

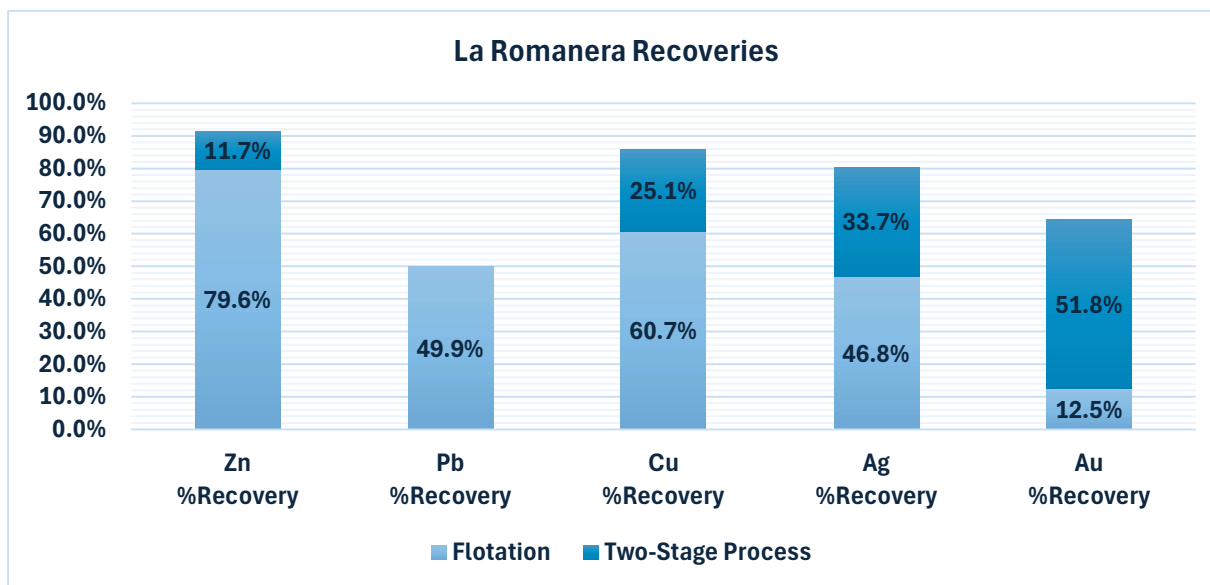


Figure 1. Stacked bar chart showing augmented results of MET-1 sample using Two-Stage metallurgical process for La Romanera deposit.

These results have a strong positive impact on the La Romanera deposit, unlocking an additional 51.8% of the gold which is expected to greatly enhance the future economic evaluation for the IBW Project.

As of the authoring of this MD&A, the El Cura deposit has no available metallurgical data. However, metallurgical sampling of El Cura is underway and the process will be streamlined by the work completed to date on La Infanta and La Romanera deposits.

IBW Project Exploration and Development Activities

On December 4, 2023, the Company announced that it submitted all the required documentation to support its application to the “Delegación Territorial de Energía y Minas in Huelva province, Junta de Andalucía” for an exploitation licence for the Project. The application was submitted through its wholly-owned Spanish subsidiary, Emerita Resources España S.L.U. The Supporting Documentation includes all (i) technical aspects for mining and processing at the IBW Project, as well as associated infrastructure, equipment and tailings storage facilities in order to build and operate a mine; and (ii) a restoration plan. Although the Exploitation Licence application and Supporting Documentation is thorough with all technical aspects of the Project necessary to receive the appropriate approvals from the Spanish authorities, it has not been prepared in compliance with NI 43-101 and, consequently, economics for the Project cannot be disclosed at this time. The Supporting Documentation, including the environmental parameters, basic engineering,

EMERITA RESOURCES CORP.
Management's Discussion and Analysis
For the years ended September 30, 2024 and 2023
(in Canadian dollars, unless otherwise noted)

along with a revised mineral resource estimate incorporating new drill results, will comprise the basis for a NI 43-101 compliant economic study expected in the first half of 2025. The Exploitation Licence in Spain, when granted, has a 30-year term and can be extended for two subsequent 30-year periods.

On December 21, 2023, the Company provided results from its continuing 2023 drilling program at La Romanera deposit from drillholes LR158 and LR159. LR159 cut a 44.1m mineralized interval from 748.05m to 792.15m, grading 0.6% Cu, 0.9% Pb, 0.7% Zn, 0.96 g/t Au and 17.7 g/t Ag in massive sulfide and minor mineralized accessory volcanics. This intercept includes 10.0 meters grading 1.2% Cu; 1.6% Pb; 0.12 g/t Au and 14.0 g/t and a second including of 10.4 meters grading 0.7% Cu; 0.8% Pb; 1.5% Zn, 1.87 g/t Au and 23.0 g/t. Of the 44.1m interval, 2.9m (6.6%) of the core was unrecovered in a faulted zone and a grade of 0 value has been applied to this interval. True thickness is approximately 80-75% of core width.

On January 31, 2024, the Company announced its initial drill results from its Phase 1 exploration drilling at El Cura deposit commenced in Q4-2023. Results from 7 drillholes were reported from drillholes EC002, EC003B, and EC004 to EC007. The Phase 1 program identified massive sulfides locally sheared at or near to the contact between volcanoclastic rocks and shales. This host environment is very similar to La Romanera deposit located to the west of El Cura. Intercepts spacing ranged between 175m and 250m. Although coarsely spaced, five holes of six cut significant mineralization over approximately 400m of strike. The westernmost hole of the campaign, EC007, was the highest grade in copper showing 2.2m at 2.9% Cu, 2.3% Pb, 4.6% Zn, 2.8 g/t Au, and 82.5 g/t Ag. Gold values ranged from 0.42 g/t Au to 2.8 g/t Au. Mineralization was encountered from at varying depths from surface ranging between 89.3 meters (EC007) to 387.9 meters (EC005).

On March 11, 2024, drilling results from La Romanera were released for diamond drill hole LR167. The hole was one of a pair designed to better define a zone of higher grade and copper enrichment evident in grade contouring of the deposit. Mineralization was intercepted from 555.0 meters (538.5 meters depth-to-surface) to 623.9 meters for a 68.9m interval with Au values ranged from 0.12 g/t to 2.36 g/t (average: 0.91 g/t), and Cu values ranged from 0.25% to 1.34% (average: 0.66%).

On March 19, 2024, the Company announced the appointment of Jorge A. Blanco Avilés as Director of Metallurgy. Mr. Blanco has had a distinguished career as a Metallurgist in both mine site operations and smelting operations, spanning more than 25 years.

On April 22, 2024, the Company provided an update on the metallurgical testing program and outlined preliminary test results. The results indicated that commercial grade concentrates can be produced from IBW using traditional methods at recoveries similar to other operations in the Iberian Pyrite Belt. Completed tests to that date returned zinc concentrates grading 52.4% Zn with Project average zinc recovery of 84%. Tests on La Romanera deposit returned Zn concentrate grade of 49.3% Zn at 85% recovery and tests of La Infanta deposit returned 60% Zn concentrate grade with 81% Zn recovery. Copper focused tests of La Romanera (0.67% Cu head grade) and La Infanta deposits (0.86% Cu head grade) showed that commercial grade copper concentrates of 22.26% Cu and 24.87% Cu with 69.4% and 51.69% copper recoveries, respectively, can be produced. On June 11, 2024, the Company finalized these results as Phase I metallurgical testing results on its wholly owned Iberian Belt West Project. Phase I demonstrates that the IBW Project shows excellent averages, 85.6% Zinc recovery, 62% Copper recovery and 59% Lead recovery, obtaining commercial grade concentrates from both deposits. These results, which have been normalised based upon resource head grades, are in line with, and in fact, exceed the metallurgical performance of polymetallic ores presently in production in the Iberian Belt. Copper recoveries improve in areas of the deposit with higher copper grades. Additional details on this work are provided under the heading "IBW Metallurgical Testing Program" in the "IBW Project Description" section of this MD&A.

On June 25, 2024, diamond drilling results were announced from the El Cura deposit area. Drill Hole EC013 intersected 10.6 meters grading 1.7% copper, 0.95 g/t gold and 35.46 g/7 silver at approximately 300 meters vertical depth. Hole EC012 intersected 3.4 meters grading 1.7% copper, 3.09 g/t gold and 49.3 g/t silver. Hole EC008 intersected 2.6 meters grading 1.8% copper, 1.51 g/t gold and 73 g/t silver Mineralization

EMERITA RESOURCES CORP.
Management's Discussion and Analysis
For the years ended September 30, 2024 and 2023
(in Canadian dollars, unless otherwise noted)

has been intersected from near-surface to approximately 300 meters vertical and appears to be getting thicker at depth. Intercepts are more than 600 meters west of the historic El Cura mine workings.

On July 3, 2024, additional diamond drilling update from the El Cura area was announced stating that massive sulphides were intercepted. This announcement was followed up with the release of assay results on August 4, 2024, where it was reported that drillhole EC014 intersected 11.4 m grading 4.3% copper, 48.31 g/t silver and 1.85 g/t gold. Drillhole EC015 intersected 4.6m grading 0.6% copper, 1.2% lead, 2.3% zinc, 33.02 g/t silver and 0.65 g/t gold, including 1.5m grading 0.9% copper, 3.3% lead, 6.4% zinc, 1.52 g/t gold and 67.00 g/t silver . Hole EC015 is located approximately 200 meters east and at shallower depth than EC014. It was noted that mineralization at El Cura occurs as bedded copper-zinc-lead-rich semi-massive to massive sulfides with local overprinting of copper-rich veining that can significantly enrich grade. These results defined a massive sulfide body plunging from near-surface in the vicinity of the historic mine workings downward to the west-southwest. Copper and gold grades are highest in the western extents of the currently defined mineralization, whereas zinc and lead are dominant in the east.

On July 31, 2024, the Company announced that the Junta of Andalusia (the Regional Government of the Autonomous Community of Andalusia) declared via a written resolution that the IBW Project is of strategic interest for Andalusia and granted the Project with the Declaration of Strategic Interest ("DSI") status (known in Spanish as "Declaración de Interés Estratégico"). The Declaration of Strategic Interest is designed to streamline the administrative procedures to support economic business initiatives, and thus promote investment and the generation and securing of jobs in the Andalusia region. Once it has been granted, the Junta of Andalusia assigns officials from different areas of government to deal with the documents submitted by the Company as a matter of priority. Once a project is screened into this designation, there are firm timelines established for completing documentation and with the assistance of the senior government officials assigned to the project the time required to complete the regulatory process is highly streamlined.

On October 4, 2024, the Company announced its sponsorship of the inaugural Sustainable International Mining Summit (SIM) on October 10, 2024, taking place in the Guadiana Eurocity of Ayamonte, in the province of Huelva, Spain. This landmark event, aims to foster dialogue and collaboration between industry leaders, policymakers, and local communities on sustainable mining practices, highlighting the essential role of mining in the energy transition. Emerita is dedicated to advancing sustainable mining practices while delivering value to its stakeholders.

On October 16, 2024, the Company released additional drilling results from the El Cura deposit area. Drillhole EC020 intersected 6.5 m grading 1.1% copper, 1.1% lead, 3.1% zinc, 73.35 g/t silver and 1.36 g/t gold. Drillhole EC018 intersected 4.1 m grading 0.3% copper, 0.4% lead, 0.6% zinc, 14.98 g/t silver and 0.36 g/t gold. Drillhole EC019 intersected 0.5 m grading 0.8% copper, 0.3% lead, 1.2% zinc, 21.00 g/t silver and 0.36 g/t gold. This drilling continued to define a lateral extension of a massive sulfide body plunging from near surface of the historic mine workings downward to the west-southwest.

On December 5, 2024, drill results from additional drilling at El Cura were released. Drillhole EC028 intersected 13.15m grading 1.1% Cu, 1.1% Pb, 3.3% Zn, 54.63 g/t Ag and 2.71 g/t Au including 4m grading 1.7% Cu, 0.5% Pb, 2.1% Zn, 60.25 g/t Ag and 3.91 g/t Au. Drillhole EC022 intersected 6.3m grading 0.7% Cu, 0.2% Pb, 0.1% Zn, 29.21 g/t Ag and 1.99 g/t Au, including 1.5m grading 1.3% Cu, 0.2% Pb, 0.2% Zn, 42.30 g/t Ag and 3.30 g/t Au. Drillhole EC021 intersected 1.7m grading 0.9% Cu, 2.1% Pb, 4.0% Zn, 68.35 g/t Ag and 2.01 g/t Au. Drillhole EC023 intersected 2.2m grading 0.9% Cu, 0.2% Pb, 0.1% Zn, 56.00 g/t Ag and 1.84 g/t Au. These results demonstrate continuity of El Cura deposit's mineralization down-plunge and to the west and continue to delineate a thicker, high grade copper-gold-silver zone which remains open at shallow depths below 300 meters vertical. EC028 and EC022 tested the lower depths of El Cura while EC021 and EC023 stepped outward to the west. These results validate the Company's hypothesis of this downward extension.

On December 20, 2024, the Company provided results from its ongoing metallurgical testing program.

EMERITA RESOURCES CORP.
Management’s Discussion and Analysis
For the years ended September 30, 2024 and 2023
(in Canadian dollars, unless otherwise noted)

La Romanera and El Cura deposits are unique in the Iberian pyrite belt in that they have significantly elevated gold values and it has been a key objective of the Emerita technical team to develop a process that will maximize the gold recoveries. A two-stage process was identified that provided excellent recoveries; Stage 1 is described as a conventional flotation process to produce 3 sellable concentrates (zinc, lead and copper); Stage 2 is a Post Flotation Process (“PFP”) - a pyrometallurgical process applied to the residual material after flotation, followed by a leaching process to recover the remaining gold, silver, copper and zinc. There are several common thermal technologies available, (roasting was used in this test) that break down the pyrite and arsenopyrite crystal structures and allow for leaching and recovery of the gold, silver and additional base metals. Stage 2 has demonstrated a particularly positive impact on total estimated gold recoveries for La Romanera mineralization.

All reported drill results for the IBW Project described in this section are tabulated in Table 2.

Table 2: 2024 Reported Drilling Results for the IBW Project

DDH	Easting	Northing	Elevation	azimuth	dip	Depth (m)	FROM	TO	Width (m)	Cu_%	Pb_%	Zn_%	Au_g/t	Ag_g/t	LENS
LR158	646226	4172839	144	149	-69	724.3	NO SIGNIFICANT INTERSECTS								LL
LR159	646751	4172871	154	225	-62	749.6	748.1	792.2	44.1	0.6	0.9	0.7	0.96	17.7	LL
incl							752.6	762.6	10	1.2	1.6	0	0.12	14	LL
incl							765.6	775.9	10.4	0.7	0.8	1.5	1.87	23	LL
LR167	646595	4172719	145	185	-76	637.7	555	623.9	68.9	0.7	0.3	0.5	0.91	36.2	LL
incl							590.8	600.2	9.4	0.9	0.3	1.4	1.59	37.8	LL
EC002	650268	4171630	135	121	-55	411.8	291.7	294.4	2.7	0.2	0.1	0.1	0.59	87.0	TL
EC003B	650110	4171554	140	165	-48	296.5	199.6	207.8	8.2	0.9	0.9	0.3	0.75	26.3	TL
EC004	650031	4171058	224	340	-35	417.1	400.5	403.5	3.0	0.6	1.2	2.0	1.12	38.1	TL
EC005	650110	4171554	140	205	-65	428.0	321.4	322.2	0.8	0.4	0.4	1.1	1.70	36.0	TL
EC006	650110	4171554	140	197	-53	327.0	246.0	248.8	2.8	0.9	0.5	0.7	0.52	65.7	TL
incl							314.5	317.3	2.8	0.1	0.9	1.9	0.46	37.9	BL
EC007	649685	4171500	127	159	-22	238.4	225.6	227.8	2.2	2.9	2.3	4.6	2.81	82.5	TL
EC008	649834	4171569	126	178	-48	300.5	283.8	286.4	2.6	1.8	1.2	1.9	1.51	74.00	TL
EC009	649834	4171569	126	145	-45	344.4	319.7	320.9	1.2	0.8	0.8	1.4	1.08	41.00	TL
EC010	649834	4171569	126	159	-55	455.3	Possible faulted Main Zone								BL
EC011	649685	4171500	127	159	-45	368.7	243.3	245.2	1.9	0.3	0.3	0.8	0.31	10.42	TL
EC012	649685	4171500	127	159	-58	437.2	262.8	266.2	3.4	1.7	0.8	2.8	3.09	49.03	TL
incl							264.3	266.2	1.9	3.1	1.5	5.0	5.47	86.95	TL
EC013	649685	4171500	127	159	-70	422	328.8	339.4	10.6	1.7	0.6	1.0	0.95	35.46	TL
incl							333	337.1	4.1	3.1	1.1	1.6	1.76	62.29	TL
EC014	649685	4171500	127	159	-75	455.4	359.0	370.4	11.4	4.3	0.1	0.1	1.85	48.31	TL
EC015	649834.0	4171569.0	126.0	159	-45	330.5	294.7	299.3	4.6	0.6	1.2	2.3	0.65	33.02	TL
incl							296.7	298.2	1.5	0.9	3.3	6.4	1.52	67.00	TL
EC016	NO SIGNIFICANT INTERSECTS														
EC017	NO SIGNIFICANT INTERSECTS														
EC018	649685.0	4171500.0	127.0	159	-64	365.4	285.1	289.25	4.1	0.3	0.4	0.6	0.36	14.98	TL
incl							285.1	285.6	0.5	0.9	2.3	4.3	1.32	75.00	TL
EC019	649685.0	4171500.0	127.0	178	-68	368.4	309.15	309.65	0.5	0.8	0.3	1.2	0.36	21.00	TL
EC020	649834.0	4171569.0	126.0	179	-57	361.9	324.9	331.4	6.5	1.1	1.1	3.1	1.36	73.35	TL
incl							327.85	329.85	2	2.3	2.0	7.0	2.32	158.00	TL
EC021	649685.0	4171500.0	127.0	182	-74	473	413.5	415.2	1.7	0.9	2.1	4.0	2.01	68.35	TL
EC022	649834.0	4171569.0	126.0	192	-61	404.2	357.9	364.2	6.3	0.7	0.2	0.1	1.99	29.21	TL
incl							358.9	360.4	1.5	1.3	0.2	0.2	3.28	42.33	TL
EC023	649685.0	4171500.0	127.0	200	-69	418.25	367.45	369.65	2.2	0.9	0.2	0.1	1.84	56.00	TL
EC028	649834.0	4171569.0	126.0	176	-64	422.3	354.95	368.1	13.15	1.1	1.1	3.3	2.71	54.63	TL
incl							354.95	358.95	4	1.7	0.5	2.1	3.91	60.25	TL

IBW Project Outlook

- Exploration drilling will continue during 2025 at a reduced pace from that of 2024 while permitting, engineering and economic evaluation activities ramp-up in relation to obtaining the exploitation license.
- The Company will continue drilling for the purposes of both expanding and defining resources on the IBW Project.
- Concurrent with drilling additional exploration activities will be conducted such as geophysics, geological mapping, as well as exploring other innovative methods to aid in the Company's understanding of the project's mineral deposits in terms of their continuity.
- Completion of an updated NI43-101 compliant Mineral Resource Estimate is expected in 2025. This updated MRE will include the El Cura deposit, which was not included in the 2023 MRE. It will also incorporate the results of the metallurgical work that was conducted in 2024.
- Initial metallurgical results are expected for El Cura deposit in 2025. Continued metallurgical testing will be conducted La Romanera, La Infanta, and El Cura in order to optimize the current results and better characterize the mineralization for each of the deposits.
- The Company continues to follow the procedures to obtain approval of the application for the exploitation (mining) licence for IBW for which on July 31 2024 the documentation required to obtain the Unified Environmental Authorisation (AAU) for the IBW project was submitted and meetings with the officials are already taking place. The AAU documents will soon be in the public exhibition period. Final approval of the application is expected in 2025.

Nuevo Tintillo Property – Description

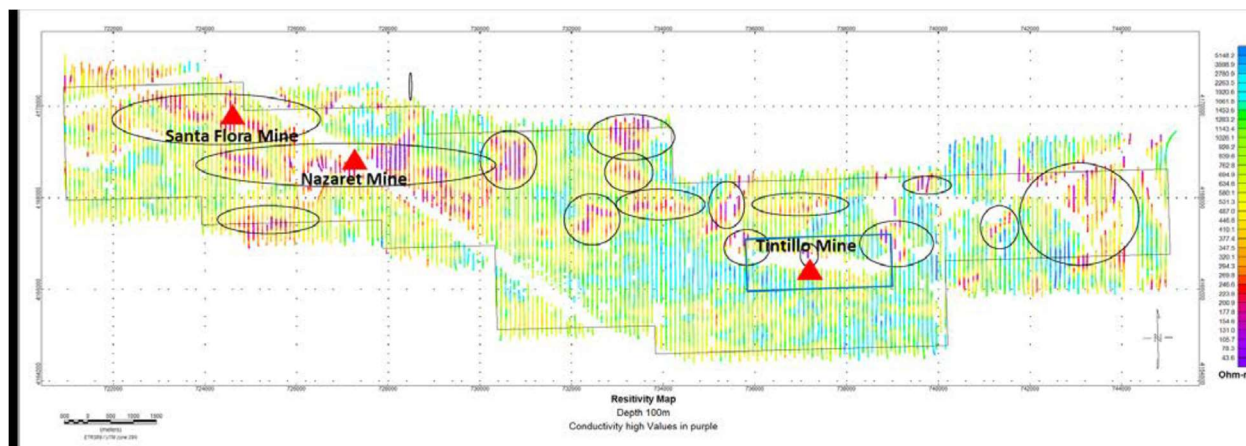
The Nuevo Tintillo project, located in Seville province, covers approximately 25km of important stratigraphy in the eastern part of the Iberian Pyrite Belt. The project is easily accessible by road and is approximately 40km from Seville. The Rio Tinto mine occurs along strike to the northwest, as does the Aguas Teñidas mine. The Aznacollar Project and the Cobre Las Cruces Mine of First Quantum occur to the southeast of the Nuevo Tintillo property. There are seven known mineral occurrences and small past producers within the Nuevo Tintillo project area, and the area has not been explored systematically in decades.

The Company applied for the group of concessions of Nuevo Tintillo on September 12, 2014. The definitive admission of the application was announced on June 8, 2021, which constituted the awarding of the concessions to the Company. The awarding was published in the BOJA, Regional Gazette of Andalusia Region, and in the BOE, the National Spanish Gazette, most recently on August 17, 2021. Emerita España is registered on the Junta de Andalusia official website as the owner of the mineral rights to the Nuevo Tintillo Project. On June 20, 2022, the Company received a final resolution, extending the exploration permit until June 20, 2025. Applications for extension and for additional land packages are in process.

In July 2022, the Company completed high-resolution airborne geophysical surveys, constituting the first mineral exploration activity in the area since the late 1980's.

In total, 15 target areas characterized by strong conductors have been prioritized within the Nuevo Tintillo property. On the west side of the project, the strongest conductors are coincident with the location of the past-producing Santa Flora and Nazaret mines areas. The mineralization appears characterised by strong conductors, and a dip to the North, very similar to what has been observed in the Tintillo deposit on the east side of the survey area.

EMERITA RESOURCES CORP.
Management's Discussion and Analysis
For the years ended September 30, 2024 and 2023
(in Canadian dollars, unless otherwise noted)



On the west side, the extensive, strong conductors occur in the area of the small, past producing Santa Flora and Nazaret mines. These mines date to the early part of the last century before any modern exploration technology existed, yet this underexplored area is within sight of the giant Rio Tinto deposit further west. Further details of the airborne survey can be found in the Company's press release dated July 20, 2022.

On February 16, 2023, the Company submitted applications to expand the highly prospective Nuevo Tintillo property package in the Andalusia Region of Spain. The applications have been accepted by local authorities and posted to the government web site. When the land application process is finalized, Emerita's Nuevo Tintillo holdings will be approximately 14,500 hectares, which is an increase from the current 6,875 hectares. Nuevo Tintillo has seen little modern exploration despite its location in one of the oldest known mining districts on earth. Evidence of small-scale artisanal workings exist throughout the Nuevo Tintillo property but there is no record of modern exploration.

Nuevo Tintillo Project Exploration and Development Activities

On August 30, 2023, the Company announced a planned initial diamond drilling program that focused on targets identified on the west side of the Project, nearest to the Rio Tinto mine. The program evaluated six priority targets and comprise approximately 3,000 meters in the initial evaluation phase.

In October 2023, the Company initiated its drilling campaign with one rig. Agreements with landowners are in place. There are no environmental restrictions in the target areas and therefore drilling can be permitted by the Mining Department.

In November 2023, the first hole at Nuevo Tintillo was completed. The Company kept a drilling rig at the project. Drilling continued as part of the 3,000 m of Phase 1 and has been completed. All of the platforms have been restored.

On August 20, 2024, the Company announced prospecting results for its Nuevo Tintillo project. Surface sampling on the northwest portion of the project identified two types of mineralized rocks; i) oxidized (i.e. gossanous) sulphide-rich material and ii) mineralized breccias. A mineralized grab-sample of gossan returned 1.63 g/t Au and 147 g/t Ag, with low base-metal values. A sampled breccia returned a high-gold value of 2.04 g/t Au and 165 g/t silver. Several detached breccia boulders were sampled and also contained gold and are believed to belong to the same trend of rocks. Results were also reported for a pilot drillhole in the area designed to determine the location of the mineralized contact at depth; the Company believes it intercepted two mineralized contact horizons, where 0.5 meters at 2.0% Zn and 1.5% Pb, 0.0% Cu from 141.0 to 141.5 meters (136.2 meters from surface) and 1.2 meters at 0.78% Cu (0.0% Pb, 0.0% Zn) from 500.1 meters to 501.3 meters (489.3 meters from surface).

Nuevo Tintillo Project Outlook

- During 2025, the Company will continue with detailed geological mapping, extending to the eastern areas. The Company is currently planning a geophysical campaign will be undertaken to gather new information to increase the geological knowledge of the project.
- Applications for additional land packages are in process. While the awarding of tenure for these applications is not fixed, the Company anticipates that some of these applications may be granted in 2025 and significantly expand the Company's land position for this project. The additional land package under application is on trend with many of the recently identified target areas on the existing Nuevo Tintillo property and more than doubles the size of Emerita's mineral rights in the eastern part of the Iberian Pyrite Belt.

Sierra Alta Project Description

The Sierra Alta property is comprised of one exploration permit which consists of 87 mining claims comprising approximately 2,700 hectares in the "Navelgas Gold Belt" in the Asturias region of northwestern Spain. Sierra Alta project presents potential for shear-hosted Au epithermal mineralization along a 9-kilometer corridor, where a documented ancient roman mining working occurred, and some modern exploration was carried out by Rio Narcea Gold Mines Corp in the 1990's. The Company applied for the permit on November 18, 2013 and received notice that the permit for the property had been awarded on June 26, 2015. The concessions were formally granted which allowed for exploration work from July 26, 2017 for a three-year period.

There are two main gold geochemical anomalies within the Sierra Alta property. The anomaly in the North is approximately 3.0 kilometres long by 300 metres wide, and the one in the South is approximately 1.5 kilometres long by 200 metres wide. Recent exploration has been focused on the Northern anomaly where there is a high concentration of ancient mining excavations.

The Company has signed a binding letter agreement with Western Metallica Corp. ("Western"), a publicly traded company, pursuant to which Western may earn a 55% interest in the Sierra Alta project (the "Sierra Transaction"). Sierra Alta is a legacy project of the Company, and not presently a focus.

To earn its 55% interest, Western shall:

1. Pay \$50,000 in cash to the Company (paid).
2. Issue 786,632 shares of Western to the Company (issued);
3. Spend \$500,000 on mineral exploration of the project prior to December 31, 2022 (completed), and
4. Enter into a binding joint venture agreement with the Company (in process).

Pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), entering into the letter agreement with Western is a "related party transaction" as Joaquin Merino, Emerita's President and a member of Emerita's board, is a significant shareholder of Western and a Director. Also, Gregory Duras, Emerita's Chief Financial Officer is Western's Chief Executive Officer and a Director. The Company is exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with the transactions contemplated by the PPA by virtue of sections 5.5(b) and 5.7(e), respectively, of MI 61-101. The letter agreement with Western was considered and unanimously approved by the board of directors of the Company. Mr. Merino abstained from voting on this matter. The alternative for the Company to not pursuing this transaction with Western would be to divest itself of the Sierra Alta project for no consideration.

EMERITA RESOURCES CORP.
Management's Discussion and Analysis
For the years ended September 30, 2024 and 2023
(in Canadian dollars, unless otherwise noted)

Sierra Alta Project Exploration and Development Activities

On December 10, 2021, the first extension of the Exploration Permit was granted to the company "Emerita Resources España SLU" until October 19, 2022.

On October 19, 2022, the second extension of the Exploration Permit was granted to the company "Emerita Resources España SLU" until October 19, 2023.

On October 19, 2023, The Ministry of Mining and Energy of Asturias, granted the extension exploration permit for an additional 2 years, expiring October 19, 2025.

Sierra Alta Project Outlook

- No significant developments are expected for the Sierra Alta Project in 2025 as the Company focuses its resources on the IBW Project.

Plaza Norte Project

To the Company's knowledge, the renewal of the Plaza Norte exploration permit is being adjudicated in the High Administrative Court of Cantabria and resolution is pending. The joint venture partners have agreed to dissolve the joint venture, and the project is expected to be sold or relinquished. Aldesa is currently leading a process to try and sell the project.

The Plaza Norte Project is not a material asset nor a priority to the Company.

Management Outlook 2025

In 2024, the Company set out to continue obtain approval of the application for the exploitation (mining) licence for IBW for which on July 31 2024, the documentation required to obtain the Unified Environmental Authorisation (AAU) for the IBW project was submitted and meetings with the officials are already taking place. The AAU documents will soon be on public exhibition period. Final approval of the application is expected in 2025.

The Company recognized that the absence of metallurgical data in its 2023 N I43-101 compliant Mineral Resource Estimate for the IBW Project represented a significant gap in our understanding of the two deposits that comprise the resource—La Romanera and La Infanta—and sought to remedy this in 2024. The Company appointed Jorge A. Blanco Avilés as Director of Metallurgy, who has over 25 years experience not only in his profession but working directly within the Iberian Pyrite Belt. Since his appointment the Company has successfully demonstrated strong recoveries for the IBW Project mineralization and seeks to build on these results going forward.

Drilling on the IBW Project continued in 2024, most significantly on El Cura deposit, which was not included in the 2023 MRE. Since Q3-2023, the Company has completed over 3,000 meters drilling on the El Cura deposit. As the Company looks towards updating its MRE, it fully anticipates that El Cura will be added to the already existing resources for the Project.

Emerita has been receiving legal counsel for many years on the Aznalcollar legal proceedings for which a court date is scheduled on March 3, 2025. The importance of these proceedings is detailed later in this section as it may represent a material event in the Company's future, however this is not a certainty.

The 2024-25 exploration and development efforts on the Project are fully funded, however there is no assurance that equity capital will be available to the Company in the future in the amounts or at the times desired or on terms that are acceptable to the Company, if at all. See "Risk Factors" below.

EMERITA RESOURCES CORP.
Management's Discussion and Analysis
For the years ended September 30, 2024 and 2023
(in Canadian dollars, unless otherwise noted)

Aznalcóllar Tender

On December 16, 2014, the Company submitted a detailed technical proposal, which was the final requirement for the final stage of the public tender process for the Aznalcóllar Project.

The Aznalcóllar Project is a past producing property within the Iberian Pyrite Belt that hosted the Aznalcóllar and Los Frailes open pit zinc-lead-silver mines. The focus of the project is the re-development of the Los Frailes deposit which was developed in the mid-1990s. The historical open pit mineral resource as calculated by the previous operator of the mine was estimated to be 71 million tonnes grading 3.86% zinc, 2.18% lead, 0.34% copper and 60 ppm silver. Reports by the operation's mine department and a review of the diamond drilling data for the mine indicate the existence of a higher-grade portion of the resource that was estimated by the previous mine operator to contain 20 million tonnes grading 6.66% zinc, 3.87% lead, 0.20% copper and 84 ppm silver.

On February 23, 2015, the panel evaluating the bids for the Aznalcóllar Project on behalf of the Junta of Andalusia (the "Panel") recommended that the tender be granted to one of the Company's competitors in the bidding process. On February 26, 2015, the Head of the Mine Department of the Junta Andalusia confirmed that the tender process had been concluded and formally granted the tender to the Company's competitor, Minera Los Frailes SL ("**Los Frailes**").

Given the strength of its proposal, the Company initiated an appeal to the tender process on February 27, 2015 and was accepted by a Seville court judge on March 2, 2015.

The Company has been engaged in a lengthy litigation process relating to corruption and prevarication charges against officials of the outgoing Junta in Andalusia related to the public tender for the Aznalcóllar Project. In October 2019, five judges of the Appellate Court of Seville unanimously ruled in favour of Emerita's appeal of a lower court's decision to dismiss a criminal case against the Andalusian government panel responsible for awarding the Aznalcóllar Project and the former Director of Mines of the Government of Andalusia. The criminal case was re-opened, and the scope of criminal charges expanded. All testimony relating to this phase of the proceedings has now been completed.

On November 25, 2022, the Company announced that the Third Section of the Provincial Court of Seville has set March 3, 2025 as the date for the criminal trial on the alleged crimes committed during the process of awarding the Aznalcóllar tender. The trial is an oral hearing that is expected to be completed by July 15, 2025.

The Court has reserved up to 40 sessions including days in March, April, May, June and July 2025. The oral trial has been scheduled at 10:00 AM (local Seville time) on the following days:

- 1) March 3 and 4, 2025 (pre-trial matters) and March 31, 2025.
- 2) On April 1, 2, 7, 8, 9, 21, 22 and 23, 2025.
- 3) On May 12, 13, 14, 19, 20, 21, 26, 27 and 28, 2025.
- 4) On June 2, 3, 4, 9, 10, 11, 16, 17, 18, 23, 24, 25 and 30, 2025.
- 5) On July 1, 2, 7, 8, 9, 14 and 15, 2025.

The 16 defendants face sentences totaling up to 348 years in prison for the alleged rigging of the Aznalcóllar mining tender, including accusations of influence peddling, fraud, embezzlement and bribery.

EMERITA RESOURCES CORP.
Management's Discussion and Analysis
For the years ended September 30, 2024 and 2023
(in Canadian dollars, unless otherwise noted)

Liquidity and Capital Resources

As at September 30, 2024, the Company had working capital of \$10,354,374 (September 30, 2023 – \$10,996,229), which included a cash and cash equivalents balance of \$10,943,786 (September 30, 2023 - \$9,759,722), amounts receivable of \$962,330 (September 30, 2023 - \$2,463,866), marketable securities of \$19,666 (September 30, 2023 - \$43,265) and prepaid expenses and advances of \$771,016 (September 30, 2023 - \$306,136), offset by accounts payable and accrued liabilities of \$2,342,424 (September 30, 2023 - \$1,576,780).

On May 2, 2024, the Company completed a private placement financing by issuing 12,500,000 units at a price of \$0.40 per unit for gross proceeds of \$5,000,000. Each unit is comprised of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to acquire one common share at a price of \$0.60 for a period of 36 months. In connection with the offering, the Company incurred a total of \$38,712 in legal and other fees.

The Company plans to use the aggregate net proceeds of the offering to continue the exploration and development work on its Spanish mineral properties as well as general corporate working capital purposes.

On August 14, 2024, the Company entered into a credit agreement with Nebari Natural Resources Credit Fund II, LP, pursuant to which the Company may borrow up to a maximum aggregate principal amount of USD\$15,000,000 issued in three tranches of: (i) USD\$6,000,000; (ii) USD\$4,500,000; and (iii) USD\$4,500,000. Proceeds from the first tranche were received on August 19, 2024. Drawing on the second and third tranches are at the discretion of the Company subject to satisfying the applicable conditions precedent. The Company confirms that it has satisfied the conditions subsequent to the first tranche in the credit agreement.

Interest will accrue on the outstanding principal amount on the Loan based on a floating rate per annum equal to the sum of: (i) the three-month term SOFR reference rate administered by CME Group Benchmark Administration Limited, as determined on the first date of each calendar month; and (ii) 11.50% per annum, provided that if the Term SOFR is less than 4.0%, it shall be deemed to be 4.0%. The maturity date of the Loans will be August 16, 2028. The Loan may be repaid prior to their maturity at any time subject to the additional payment of a make-whole threshold.

The Company will issue on the closing of each Tranche a number of common share purchase warrants (the "**Loan Bonus Warrants**") equal to:

- a) **Tranche 1:** the Canadian equivalent of USD\$6,000,000 *divided* by a Canadian dollar amount equal to a 25% premium to the lower of: (i) a 20-day VWAP of the Company's share price on the date which the Company issues its request for the advance in respect of such Tranche; and (ii) the Market Price (as such term is defined under the policies of the TSXV) as of the date which the Company issues its request for the advance in respect of such Tranche;
- b) **Tranche 2:** the Canadian equivalent of USD\$1,687,500 *divided* by a Canadian dollar amount equal to a 25% premium to the lower of: (i) a 20-day VWAP of the Company's share price on the date which the Company issues its request for the advance in respect of such Tranche; and (ii) the Market Price as of the date which the Company issues its request for the advance in respect of such Tranche;
- c) **Tranche 3:** the Canadian equivalent of USD\$1,687,500 *divided* by a Canadian dollar amount equal to a 25% premium to the lower of: (i) a 20-day VWAP of the Company's share price on the date which the Company issues its request for the advance in respect of such Tranche; and (ii) the Market Price as of the date which the Company issues its request for the advance in respect of such Tranche

EMERITA RESOURCES CORP.
Management's Discussion and Analysis
For the years ended September 30, 2024 and 2023
(in Canadian dollars, unless otherwise noted)

Each Loan Bonus Warrant will entitle the holder to purchase one common share of the Company at an exercise price equal to a 25% premium to the lower of: (i) the 20-day VWAP of the Company's share price on the date which the Company issues its request for the advance in respect of the Tranche under which such Loan Bonus Warrant is being issued; and (ii) the Market Price (as such term is defined under the policies of the TSXV) as of the date which the Company issues its request for the advance in respect of the Tranche under which such Loan Bonus Warrant is being issued until August 16, 2028.

On August 16, 2024, Tranche 1 was closed and the Company received proceeds of \$8,190,600 (USD\$6,000,000). In connection with the receipt of funding, the Company issued 9,963,636 non-transferable Loan Bonus Warrants to a nominated affiliate of the Lender, each entitling the holder to acquire one common share of the Company at an exercise price of \$0.825 per share until August 16, 2028.

The proceeds of the loan agreement are to be used by the Company for working capital requirements related to exploration and geological drilling, advancement of study work, environmental permitting at its IBW Project, and general and administrative costs.

During the year ended September 30, 2024, 35,000 of the Company's warrants and 250,000 of the Company's stock options were exercised, generating aggregate net proceeds of \$39,000 (year ended September 30, 2023 – 3,278,636 warrants generating \$610,490).

Results of Operations

Year ended September 30, 2024

During the year ended September 30, 2024, the Company recorded a loss of \$12,928,767, or \$0.05 per share, compared with a loss of \$21,493,816, or \$0.10 per share, during the year ended September 30, 2023. The decrease in exploration activity was primarily a result of the Company's planned exploration program at its IBW Project during the comparative period.

During the year ended September 30, 2024, project evaluation expenses of \$9,381,886 were incurred relating to the evaluation of mineral properties in Spain, which was a significant decrease from the corresponding period of the prior year, when the bulk of the Company's planned drilling program was completed. Expenses incurred during the year ended September 30, 2024 included \$2,916,121 in consulting and management fees; \$561,029 in shareholder communications, filing fees, and promotional expenses; \$185,614 in travel expenses related to the Company's exploration properties; \$137,520 in office expenses for office administration services; and \$335,216 in professional fees related to legal expenses and the preparation and audit of the Company's financial statements. The Company also incurred \$160,776 in interest expense and a deferred income tax recovery of \$589,293 in relation to the Company's debt facility agreement completed during the year ended September 30, 2024.

Year ended September 30, 2023

During the year ended September 30, 2023, project evaluation expenses of \$16,466,154 were incurred, relating to the evaluation of mineral properties in Spain. Expenses incurred during the year ended September 30, 2023, included \$2,025,577 in consulting and management fees; \$691,265 in shareholders communications, filing fees, and promotional expenses; \$244,827 in travel expenses related to the Company's exploration properties; \$141,593 in office expenses for office administration services; \$765,505 in professional fees related to legal expenses and the preparation and audit of the Company's financial statements; and \$1,595,508 in share-based compensation from the grant of stock options in January and August 2023.

EMERITA RESOURCES CORP.
Management's Discussion and Analysis
For the years ended September 30, 2024 and 2023
(in Canadian dollars, unless otherwise noted)

Cash flows

Year ended September 30, 2024

During the year ended September 30, 2024, the Company used cash of \$11,436,128 on operating activities. Cash used in operating activities consisted primarily of project evaluation expenses incurred on the Company's properties in Spain, transaction costs and interest expense related to the Company's debt facility agreement, and corporate general and administrative expenses.

During the year ended September 30, 2024, the Company used cash of \$129,649 on investing activities, primarily related to the purchase and disposal of some of the Company's property, plant and equipment.

During the year ended September 30, 2024, the Company generated \$12,724,430 in cash from the net proceeds from a private placement financing completed in May 2024, loan proceeds from the first tranche of the Company's debt facility agreement, and the exercise of some of the Company's outstanding warrants and stock options.

Year ended September 30, 2023

During the year ended September 30, 2023, the Company used cash of \$21,072,404 on operating activities. Cash used in operating activities consisted primarily of project evaluation expenses incurred on the Company's properties in Spain, and corporate general and administrative expenses, offset by \$1,595,508 in share-based compensation expenses.

During the year ended September 30, 2023, the Company used cash of \$61,977 on investing activities, related to reclamation deposits paid in connection with the Company's exploration properties and investments in property, plant and equipment.

During the year ended September 30, 2023, financing activities generated \$10,806,908 from the net proceeds of two private placement financings completed in June 2023, and the exercise of 3,278,636 warrants.

Select Annual Information

Select annual financial information for the years ended September 30, 2024, 2023 and 2022 is presented in the table below:

	2024	2023	2022
	\$	\$	\$
Revenues	\$ -	\$ -	\$ -
Loss and comprehensive loss	(12,928,767)	(21,493,816)	(20,705,766)
Loss per share, basic and diluted	(0.05)	(0.10)	(0.11)
Total assets	13,355,149	13,265,024	22,620,023
Working capital ('000s)	10,354	10,996	20,139

EMERITA RESOURCES CORP.
Management's Discussion and Analysis
For the years ended September 30, 2024 and 2023
(in Canadian dollars, unless otherwise noted)

Select Quarterly Information

Select quarterly financial information for the most recent eight quarters is presented in the table below:

Period	Revenue (1)	Operating costs	Gain/(loss)	Gain/(loss) per share	Total assets
	\$	\$	\$	\$	\$
Q4- September 2024	-	4,262,760	(3,666,444)	(0.01)	13,355,149
Q3- June 2024	-	3,039,251	(3,163,909)	(0.01)	8,333,810
Q2- March 2024	-	2,987,117	(2,894,289)	(0.01)	6,569,189
Q1- December 2023	-	3,228,258	(3,204,125)	(0.02)	8,937,797
Q4- September 2023	-	5,868,978	(5,614,541)	(0.02)	13,265,024
Q3- June 2023	-	5,351,650	(5,363,725)	(0.03)	17,138,673
Q2- March 2023	-	5,948,603	(5,900,809)	(0.03)	12,441,442
Q1- December 2022	-	4,761,198	(4,614,741)	(0.02)	17,411,452

Explanatory Notes:

- 1) The Company has no sales revenues.

Financial Instruments

Financial instruments recorded at fair value on the consolidated statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- a) Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
- b) Level 2 - Inputs other than quoted prices that are observable for assets or liabilities, either directly or indirectly; and
- c) Level 3 - Inputs for assets and liabilities that are not based on observable market data.

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value.

The Company's financial instruments include cash, amounts receivable, marketable securities, accounts payable and accrued liabilities, and long term loan payable. With the exception of long term loan payable, the carrying values of these financial instruments reported in the statement of financial position approximate their respective fair values due to the relatively short-term nature of these instruments. As at September 30, 2024, the Company's financial instruments that are carried at fair value, being marketable securities, are classified as Level 1 within the fair value hierarchy.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

(a) *Credit risk*

Counterparty credit risk is the risk that the financial benefits of contracts with a specific counterparty will be lost if a counterparty defaults on its obligations under the contract. This includes any cash amounts owed to the Company by those counterparties, less any amounts owed to the counterparty by the Company where a legal right of set-off exists and also includes the fair values of contracts with individual counterparties which are recorded in the financial statements.

EMERITA RESOURCES CORP.
Management's Discussion and Analysis
For the years ended September 30, 2024 and 2023
(in Canadian dollars, unless otherwise noted)

i. *Trade credit risk*

As at September 30, 2024, the Company has recorded \$936,092 in sales tax receivable and value added tax receivable from the Canadian and Spanish tax authorities (September 30, 2023: \$2,354,866). Any potential reassessment subsequent to the financial statement reporting date could have a material effect on the Company's financial condition and results of operations.

ii. *Cash and cash equivalents*

In order to manage credit and liquidity risk, the Company's policy is to invest only in highly rated, investment grade instruments. Limits are also established based on the type of investment, the counterparty and the credit rating.

(b) *Currency risk*

Currency risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will fluctuate because of changes in foreign exchange rates. The Company's foreign currency risk arises primarily with respect to the Euro from its property interests in Spain, and US dollars from operations. Fluctuations in the exchange rates between these currencies and the Canadian dollar could have a material effect on the Company's business, financial condition and results of operations. The Company does not engage in any hedging activity to mitigate this risk.

As at September 30, 2024 and 2023, the Company had the following financial instruments denominated in foreign currency (expressed in Canadian dollars):

September 30, 2024				
	Euro		US dollars	
Cash	\$	2,117,711	\$	8,752,334
Amounts receivable		858,872		-
Accounts payable and accrued liabilities		(885,887)		(105,607)
Long term loan payable		-		(5,744,644)
	\$	2,090,696	\$	2,902,083

September 30, 2023				
	Euro		US dollars	
Cash	\$	1,135,197	\$	12,599
Amounts receivable		2,094,382		-
Accounts payable and accrued liabilities		(1,016,316)		(53,244)
	\$	2,213,263	\$	(40,645)

A 10% strengthening (weakening) of the Canadian dollar against the Euro would decrease (increase) net loss by approximately \$233,000 (September 30, 2023 – \$221,300).

A 10% strengthening (weakening) of the Canadian dollar against the US dollar would decrease (increase) net loss by approximately \$256,000 (September 30, 2023 - \$(4,000)).

EMERITA RESOURCES CORP.
Management's Discussion and Analysis
For the years ended September 30, 2024 and 2023
(in Canadian dollars, unless otherwise noted)

(c) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. At September 30, 2024, the Company had a cash and cash equivalents balance of \$10,943,786 (September 30, 2023 - \$9,759,722) to settle current liabilities of \$2,342,424 (September 30, 2023 - \$1,576,780). The Company's trade payables have contractual maturities of less than 30 days and are subject to normal trade terms.

d) Commodity / Equity price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, as they relate to gold, individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company. Commodity price risk is remote as the Company is not a producing entity.

e) Price risk of marketable securities

The Company is exposed to market risk in trading its investments and unfavourable market conditions could result in dispositions of investments at less than favourable prices.

Material Accounting Policies

The Company's material accounting policies are described in Note 3 to the audited consolidated financial statements for the year ended September 30, 2024. The preparation of statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

The following is a list of the accounting policies that management believes are critical, due to the degree of uncertainty regarding the estimates and assumptions involved and the magnitude of the asset, liability or expense being reported:

- Foreign currencies
- Exploration and evaluation properties
- Valuation of long term loan

Foreign currencies

The Foreign currency translation presentation and functional currency of the Company and its subsidiary is the Canadian dollar.

Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on the dates of the transactions. At each financial position reporting date, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at the date of the statement of financial position. Exchange differences are recognized in operations in the period in which they arise.

The Company makes expenditures and incurs costs in Euros ("EUR"), and United States Dollars ("US\$"). At September 30, 2024, one Canadian dollar was worth US\$0.7408 (September 30, 2023– US\$0.7396); and EUR 0.6633 (September 30, 2023 – EUR 0.6991). During the year ended September 30, 2024, the

EMERITA RESOURCES CORP.
Management's Discussion and Analysis
For the years ended September 30, 2024 and 2023
(in Canadian dollars, unless otherwise noted)

average value of one Canadian dollar was US\$0.7349 (year ended September 30, 2023 – US\$0.7416); and EUR 0.6778 (year ended September 30, 2023 – EUR 0.6946).

Project evaluation expenses

	IBW Project	Nuevo Tintillo Project	Total
Land management fees, taxes and permits	\$ 196,220	\$ 46,027	\$ 242,247
Labour	2,292,882	312,666	2,605,548
Drilling	9,309,905	-	9,309,905
Geophysics	485,702	-	485,702
Professional fees (permitting, legal, third-party consulting)	712,383	178,096	890,479
Field supplies	493,880	-	493,880
Project overhead costs	2,436,664	1,729	2,438,393
Year ended September 30, 2023	\$ 15,927,636	\$ 538,518	\$ 16,466,154

	IBW Project	Nuevo Tintillo Project	Total
Land management fees, taxes and permits	\$ 525,579	\$ 96,595	\$ 622,174
Labour	1,104,190	\$ 688,994	1,793,184
Drilling	3,110,937	\$ 1,829,588	4,940,525
Geophysics	111,045	\$ 120,221	231,266
Professional fees (permitting, legal, third-party consulting)	903,694	\$ 197,955	1,101,649
Field supplies	203,755	\$ 103,837	307,592
Project overhead costs	219,769	\$ 165,727	385,496
Year ended September 30, 2024	\$ 6,178,969	\$ 3,202,917	\$ 9,381,886

Valuation of long term loan

The Company makes estimates and assumptions relating to the fair value measurement and disclosure of its long term debt. Judgments include considerations of a market rate of interest estimated using the Company's credit risk, economic environment, term of the loan, and the interest rate charged to comparable companies. Changes in the assumptions used may have a significant effect on the Company's consolidated financial statements.

Commitments and Contingencies

The Company's exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company expects to make expenditures to comply with such laws and regulations.

The Company is party to certain management contracts. These contracts contain minimum commitments of approximately \$719,500 (September 30, 2023 - \$719,500), all due within one year, and additional contingent payments of up to approximately \$2,500,000 (September 30, 2023 - \$2,500,000) subject to a triggering event occurring. As a triggering event has not taken place, the contingent payments have not been reflected in the consolidated financial statements.

EMERITA RESOURCES CORP.
Management's Discussion and Analysis
For the years ended September 30, 2024 and 2023
(in Canadian dollars, unless otherwise noted)

Certain officers of the Company will receive aggregate bonus payments totaling \$400,000 upon the award of the Aznalcóllar Project in Spain and the completion of a subsequent financing. As a triggering event has not yet taken place, these contingent payments have not been reflected in the consolidated financial statements.

The Company is subject to various claims, lawsuits and other complaints arising in the ordinary course of business. The Company records provisions for losses when claims become probable, and the amounts are estimable. Although the outcome of such matters cannot be determined, it is the opinion of management that the final resolution of these matters will not have a material adverse effect on the Company's financial condition, operations or liquidity.

Transactions with Related Parties

As at September 30, 2024, an amount of \$37,908, included in accounts payable and accrued liabilities, was owed to directors and officers of the Company (September 30, 2023 - \$48,927). The amounts outstanding on fees are unsecured, non-interest bearing, with no fixed terms of repayment. The amounts owing were paid in full subsequent to September 30, 2024.

On April 20, 2020, the Company signed a binding letter agreement with Western, pursuant to which Western would earn a 55% interest in the Sierra Alta project. A director and officer of Western is also a director and officer of the Company, and a director of Western is an officer of the Company.

In September 2024, bonuses totaling \$850,000 were awarded to directors and officers of the Company and were paid in full subsequent to September 30, 2024.

Compensation of key management personnel of the Company

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. During the years ended September 30, 2024 and 2023, the remuneration of directors and other key management personnel are as follows:

	Year ended September 30,	
	2024	2023
Management fees	\$ 2,100,000	\$ 1,505,237
Share-based compensation	-	1,161,262
Total	\$ 2,100,000	\$ 2,666,499

In connection with the June 16, 2023 private placement, directors and officers of the Company subscribed for 2,650,000 units of the offering, for gross proceeds of \$1,060,000.

During the year ended September 30, 2024, 250,000 of the Company's options were exercised by an officer of the Company at a weighted-average exercise price of \$0.10, generating proceeds of \$25,000.

Officers of the Company will receive aggregate bonus payments totaling \$400,000 upon the award of the Aznalcóllar Project in Spain and the completion of a subsequent financing. As a triggering event has not yet taken place, these contingent payments have not been reflected in the consolidated financial statements.

Risk Factors

Mining exploration inherently contains a high degree of risk and uncertainty, which even a combination of careful evaluation, experience and knowledge may not eliminate. The following are certain factors relating to the business of the Company, which investors should carefully consider when making an investment decision concerning the Company's shares. These risks and uncertainties are not the only ones facing the Company. Additional risks and uncertainties not presently known that the Company currently deems immaterial, may also impair the operations of the Company. If any such risks occur, the financial condition, liquidity and results of operations of the Company could be materially adversely affected and the ability of the Company to implement its growth plans could be adversely affected. An investment in the Company is speculative. An investment in the Company will be subject to certain material risks and investors should not invest in securities of the Company unless they can afford to lose their entire investment. The following is a description of certain risks and uncertainties that may affect the Company.

Exploration and Mining Risks

The Company is engaged in mineral exploration and development activities. Mineral exploration and development involves a high degree of risk and few properties, which are explored and ultimately developed into producing mines. The long-term profitability of the Company's operations will be in part directly related to the cost and success of the Company's exploration programs, which may be affected by a number of factors beyond the Company's control.

Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of mineral resources, any of which could result in work stoppages, damage to property, and possible environmental damage. Hazards such as unusual or unexpected formations and other conditions such as formation pressures, fire, power outages, labour disruptions, flooding, explosions, cave-ins, landslides and the inability to obtain suitable machinery, equipment or labour are involved in mineral exploration, development and operation. The Company may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material, adverse effect on the Company's financial position. The Company relies upon consultants and others for exploration and development expertise. Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining.

Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, allowable production, importing and exporting of minerals and environmental protection.

Substantial Capital Requirements and Liquidity

Substantial additional funds for the establishment of the Company's current and planned operations will be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities, should such funding not be fully generated from operations. Mineral prices, environmental rehabilitation or restitution, current financial conditions, revenues, taxes, capital expenditures, operating expenses and geological results are all factors which will have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Company may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no

EMERITA RESOURCES CORP.
Management's Discussion and Analysis
For the years ended September 30, 2024 and 2023
(in Canadian dollars, unless otherwise noted)

assurance that additional financing will be available on terms acceptable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and pursue only those projects that can be funded through cash flows generated from its existing operations, if any.

Financing Risks and Dilution to Shareholders

The Company will have limited financial resources, no operations and no revenues. Even if the Company's exploration program on one or more of the properties is successful, additional funds will be required for the purposes of further exploration and development. There can be no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be available on favourable terms or at all. It is likely such additional capital will be raised through the issuance of additional equity which would result in dilution to the Company's shareholders.

Stage of Development

The Company is in the business of exploring for mineral exploration, with the ultimate goal of producing mineral resources from, its properties. None of the Company's properties have commenced commercial production and it has no history of earnings or cash flow from its operations. As a result of the foregoing, there can be no assurance that the Company will be able to develop any of its properties profitably or that its activities will generate positive cash flow. The Company's operating expenses and capital expenditures may increase in subsequent years in relation to the engagement of consultants and personnel, and the purchase of equipment associated with advancing exploration, development and commercial production of the Company's properties. The Company expects to continue to incur losses for the foreseeable future. There can be no assurance that the Company will generate any revenues or achieve profitability. A prospective investor in the Company must be prepared to rely solely upon the ability, expertise, judgment, discretion, integrity and good faith of management in all aspects of the development and implementation of the Company's business activities.

No Mineral Reserves

Resource exploration is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital.

The Company's properties are in the exploration stage only and, to date, no mineral resources or mineral reserves have been identified other than the maiden resource estimate at the Company's IBW project. Development of the Company's properties will follow only if favourable exploration results are obtained. The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. There is no assurance that additional mineral resources or mineral reserves will be identified or developed. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors.

Substantial expenditures are required to establish mineral resources and mineral reserves and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that

EMERITA RESOURCES CORP.
Management's Discussion and Analysis
For the years ended September 30, 2024 and 2023
(in Canadian dollars, unless otherwise noted)

minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

Mineral Prices

The economics of mineral exploration are affected by many factors beyond the Company's control, including commodity prices, the cost of operations, variations in the grade of minerals explored and fluctuations in the market price of minerals. Depending on the price of minerals, the Company may determine that it is impractical to continue a mineral exploration operation.

Mineral prices are prone to fluctuations and the marketability of minerals is affected by government regulation relating to price, royalties, allowable production and the importing and exporting of minerals, the effect of which cannot be accurately predicted. There is no assurance that a profitable market will exist for the sale of any minerals that may be found on the Properties.

Regulatory, Permit and License Requirements

The current or future operations of the Company require permits from various governmental authorities, and such operations are and will be governed by laws and regulations that may concern, among other things, exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. Companies engaged in the exploration and development of mineral properties generally experience increased costs and delays in development and other schedules because of the need to comply with applicable laws, regulations and permits. There can be no assurance that all permits which the Company may require for facilities and the conduct of exploration and development operations on its properties will be obtainable on reasonable terms, or that such laws and regulations will not have an adverse effect on any exploration or development project which the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations. Amendments to current laws, regulations and permits governing operations and activities of mineral companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or exploration and development costs, or require abandonment or delays in the development of new or existing properties.

With respect to the Aznalcóllar tender appeal process, there can be no certainty with respect to further developments of the appeal or the results of any recourse initiated by the applicable governmental entities in Spain with respect to the tender processes. In addition, there can be no certainty with respect to the timing regarding any potential resolution of the tender review process, the ability of the Company to be successful with its appeal or the potential for the Company to be awarded the project.

Title to Properties

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. The Company cannot give an assurance that title to some or all the Company's interest in its properties will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that the Company does not have the interest it understands it has in its properties could cause the Company to lose any rights to explore, develop and mine any minerals on such properties without compensation for its prior expenditures relating thereto.

Competition

The mineral exploration and development industry is highly competitive. The Company will have to compete with other companies, many of which have greater financial, technical and other resources than the Company, for, among other things, the acquisition of minerals claims, leases and other mineral interests, as well as for the recruitment and retention of qualified employees and other personnel. Failure to compete successfully against other companies could have a material adverse effect on the Company and its prospects.

Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon the performance of its directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers, or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Environmental Risks

The Company's exploration and appraisal programs will, in general, be subject to approval by regulatory bodies. Additionally, all phases of the exploration, development and mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and national and local laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with exploration, development and mining operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs.

Local Resident Concerns

Apart from ordinary environmental issues, the exploration, development and mining of the Company's properties could be subject to resistance from local residents that could either prevent or delay exploration and development of the properties.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers may become subject to conflicts of interest. The *Business Corporations Act* (Ontario) ("OBCA") provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to a Company, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the OBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the OBCA.

Foreign Operations

The Company's properties are located in Spain. As such, the Company's proposed activities with respect to its properties will be subject to governmental, political, economic and other uncertainties, including but not limited to expropriation of property without fair compensation, repatriation of earnings, nationalization, currency fluctuations and devaluations, exchange controls and increases in government fees, renegotiation or nullification of existing concessions and contracts, changes in taxation policies, economic sanctions and the other risks arising out of foreign governmental sovereignty over the areas in which the Company's operations will be conducted, as well as risks including loss due to civil strife, acts of war, insurrections and the actions of national labour unions. Future government actions concerning the economy, taxation, or the operation and regulation of nationally important facilities such as mines, could have a significant effect on the Company. No assurances can be given that the Company's plans and operations will not be adversely affected by future developments in Spain. Any changes in regulations or shifts in political attitudes will be beyond the Company's control and may adversely affect the Company's business.

Current Global Financial Conditions

Financial markets have been subject to increased volatility and numerous financial institutions have either gone into bankruptcy or have had to be rescued by governmental authorities. Government debt and deficits are at an all-time high. Access to financing has been negatively impacted by liquidity crises and the state of government finances throughout the world. If these increased levels of volatility and market turmoil continue, the Company may not be able to secure appropriate debt or equity financing, and any of which could affect the trading price of the Company's securities in an adverse manner.

Uninsurable Risks

Exploration, development and production operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences, any of which could result in damage to, or destruction of, equipment and mines, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company. 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 other reasons. Should such liabilities arise, they could have an adverse impact on the Company's results of operations and financial condition and could cause a decline in the value of the Company securities.

Litigation

Legal proceedings may arise from time to time in the course of the Company's business. Defense and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. The process of defending such claims could take away from management time and effort and the resolution of any particular legal proceeding, to which the Company or one or more of its subsidiaries may become subject could have a material effect on the Company's financial position and results of operations.

Foreign Mining Tax Regimes

Mining tax regimes in foreign jurisdictions are subject to differing interpretations and are subject to constant change. The Company's interpretation of taxation law as applied to its transactions and activities may not coincide with that of the tax authorities. As a result, transactions may be challenged by tax authorities and the Company's operations may be assessed, which could result in significant additional taxes, penalties and interest. In addition, future changes to mining tax regimes in foreign jurisdictions could result in significant additional taxes payable by the Company, which would have a negative impact on the financial results of the Company.

EMERITA RESOURCES CORP.
Management's Discussion and Analysis
For the years ended September 30, 2024 and 2023
(in Canadian dollars, unless otherwise noted)

Outstanding Share Data

As at the date of this MD&A, the Company has:

- 1) 253,100,968 common shares outstanding;
- 2) 34,158,636 warrants outstanding, with expiry dates ranging from June 13, 2026 to August 16, 2028. If all of the warrants were exercised, 34,158,636 shares would be issued for gross proceeds of \$22,493,000.
- 3) 20,600,000 stock options outstanding with expiry dates ranging between May 27, 2025 and August 8, 2028. If all of the options are exercised, 20,600,000 shares would be issued for gross proceeds of \$26,201,000.

CAUTIONARY STATEMENT REGARDING FORWARD LOOKING INFORMATION

This MD&A contains forward-looking information under Canadian securities legislation. Forward-looking information includes, but is not limited to, dispositions and strategy, development potential and timetable of the Company's exploration properties; the Company's ability to raise required funds; future mineral prices; mineralization projections; conclusions of economic evaluation; the timing and amount of estimated future exploration and development; costs of development; capital expenditures; success of exploration activities; mining or processing issues; currency exchange rates; government regulation of mining operations; and environmental risks. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is based on the opinions and estimates of management as of the date such statements are made. Estimates regarding the anticipated timing, amount and cost of exploration are based on previous industry experience and regional political and economic stability. Capital and operating cost estimates are based on extensive research of the Company, recent estimates of costs and other factors that are set out herein. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to risks related to: unexpected events and delays during exploration and development; acquisition risks; regulatory risks; revocation of government approvals; timing and availability of external financing on acceptable terms; actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of minerals; accidents, labour disputes and other risks of the mining industry. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update its forward-looking information, except in accordance with applicable securities laws.