

ARIZONA SONORAN
C O P P E R C O M P A N Y

ARIZONA SONORAN COPPER COMPANY INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE QUARTER ENDED SEPTEMBER 30, 2024

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INTRODUCTION

The following Arizona Sonoran Copper Company Inc. (“ASCU” or the “Company”) Management Discussion and Analysis (“MD&A”) was prepared as of November 7, 2024 and should be read in conjunction with the unaudited interim condensed consolidated financial statements (“Financial Statements”) of the Company as at and for the three and nine-months ended September 30, 2024 and 2023, which have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS Accounting Standards”) applicable to the preparation of interim financial statements, including International Accounting Standard (“IAS”) 34, Interim Financial Reporting. All dollar amounts are expressed in United States dollars unless otherwise noted. Additional information relating to the Company is available on the Company’s website (www.arizonasonoran.com) and System for Electronic Data Analysis and Retrieval+ (“SEDAR+”) – (www.sedarplus.ca). The Company trades on the Toronto Stock Exchange (“TSX”) under symbol “ASCU” and the OTCQX under the symbol “ASCUF.”

This MD&A should be read in conjunction with the Financial Statements dated November 7, 2024 and annual financial statements dated March 12, 2024 and the Annual Information Form (“AIF”) dated April 1, 2024 filed with the Canadian Securities Administrators (“CSA”) under the Company’s profile on SEDAR+ at www.sedarplus.ca and also available on its website at www.arizonasonoran.com.

ASCU is an emerging U.S. copper advanced stage exploration company intending to build a scalable, multi-phase, multi-billion-pound copper porphyry project on private land in the infrastructure-rich State of Arizona. The Company holds 100% ownership comprised of private land and a state land lease which is referred to as Cactus East and Cactus West (the “Cactus Project”) and the Parks/Salyer Property (collectively with Cactus Project and Stockpile Project, the “Project”) in Pinal County, Arizona.

ASCU’s exploration programs and pertinent disclosure of a technical or scientific nature are reviewed and supported by Qualified Persons as defined by National Instrument 43-101– Standards of Disclosure for Mineral Projects noted in *“The Project – Preliminary Economic Assessment - Quality Assurance and Quality Control Procedures.”*

Certain statements made may constitute forward-looking statements. Such statements involve a number of known and unknown risks, uncertainties and other factors. Actual results, performance and achievements may be materially different from those expressed or implied by these forward-looking statements. Refer to the Cautionary Statements on Forward-Looking Statements and Other Matters at the end of this MD&A.

DEFINITIONS

“Cactus East” herein means the mineral rights representing the Cactus East development as referred to in the context of the Cactus Project, previously known as the Sacaton East deposit.

“Cactus West” herein means the mineral rights representing the Cactus West development as referred to in the context of the Cactus Project, previously known as the Sacaton West deposit.

“Parks/Salyer Property” herein means the mineral rights representing the porphyry copper deposit, located immediately southwest of the Cactus Project on contiguous private land in Arizona, USA. The Parks/Salyer Property is located 1.3 mi (2 km) SW from the Cactus open pit along the mine trend and demonstrates the same geological characteristics.

“MainSpring Property” herein means the mineral rights representing the southern portion of land immediately south of the original Parks/Salyer Property and now considered part of the Parks/Salyer Property following the release of the 2024 PEA as defined herein.

“**Stockpile Project**” herein means the historic waste dump created through dumping of defined waste material from the mining of the old Sacaton open pit deposit. All oxide copper mineralization, and sulfide copper mineralization below the working grade cut-off of 0.3% copper (Cu) was deposited to the waste dump.

COMPANY HIGHLIGHTS – YEAR-TO-DATE 2024

Corporate Updates

- The Company continues to progress its corporate initiatives and strategic relationship with Nuton LLC (“Nuton”), a Rio Tinto Venture under the Option to Joint Venture Agreement between the parties dated December 14, 2023 (the “Nuton OTJV”) as follows:
 - Drilling of MainSpring (phase 1 complete) and Cactus West (completed in Q2/2024)
 - Secured the rights on closing to the Mainspring Property (now considered part of the Parks/Salyer Property) on the Closing Date of February 28, 2024.
 - Preliminary Economic Assessment (“2024 PEA”) – A PEA considering the effects of the Nuton technology as applied to the Project – see below.
 - Integrated Nuton Pre-feasibility Study – Under the Nuton OTJV, the Company and Nuton initially agreed to work towards release of a pre-feasibility study on the Project incorporating Nuton technology (the “Integrated Nuton PFS”) by the H1/2025, unless extended mutually by both the parties. Assuming the parties agree to an extension of such Integrated Nuton PFS, completion is expected in H1/2026.
- On September 17, 2024, the Company announced that Shareholders voted in favour of the business of the annual general meeting (“AGM”).
- On September 26, 2024, the Company announced that it continued to build the senior management team. The Company appointed Nicholas (Nick) Hayduk as VP Corporate Development, General Counsel and Corporate Secretary, replacing Rita Adiani.
- On October 9, 2024, the Company announced that it had closed its bought deal financing of 23,805,000 common shares in the capital of the Company at a price of C\$1.45 per Common Share, for gross proceeds to the Company of C\$34,517,250 (\$25,570,227) (the “October 2024 Offering”) initially announced on September 23, 2024. The Offering was underwritten on a “bought deal” basis by a syndicate of underwriters.
 - The net proceeds from the Offering will be used for exploration and development at the Company’s Cactus Project located in Arizona, and for general working capital and corporate purposes, as described in the short form prospectus dated October 7, 2024, filed in all provinces of Canada, except Québec (the “Prospectus”).
 - The Common Shares were offered to U.S. buyers on a private placement basis pursuant to available exemptions from the registration requirements of the United States Securities Act of 1933, as amended, and other jurisdictions outside of Canada provided that no prospectus filing, or comparable obligation arises.
- On October 15, 2024, the Company announced that following a request for proposal, ASCU has appointed M3 Engineering, Tucson, to lead the Cactus Project Pre-Feasibility Study (the “2025 PFS”) and to act as metallurgical program lead. The consultants will include AGP (mining), Clear Creek (hydrology), ALS Geotechnical (geology), and Partners in Performance (real-time modeling and optimization), all of whom have contributed to ASCU’s prior studies. The Company anticipates the 2025 PFS to be completed in the second half of 2025.

Exploration Updates

- On January 10, 2024, the Company announced additional drill assay results from the Cactus West and Cactus East deposits within the Project, Arizona. A total of 9 drill holes were completed for a total of 18,215 ft (5,552 m) supporting the 125 ft (38 m) infill-to-measured and geotechnical drilling programs.
 - Thick and high-grade total copper (“CuT”) and soluble copper (“Cu TSol”) intervals within Cactus East measured drilling program (125 ft | 38 m drill centres) were encountered. The infill to measured drilling supports the updated Mineral Resource Estimate that the Company released in October 2023.
 - At Cactus West, infill and geotechnical drilling returned wide intervals of primary copper mineralization both below and at the extents of the Cactus West mineral resource shell. The encouraging results support the need for an expanded Cactus West infill and exploration drill program.
- On January 16, 2024, the Company announced additional drill results for 11 holes of the infill drilling to measured program at Parks/Salyer. Additionally, infill and exploration drilling to the south of Parks/Salyer was resumed at MainSpring with three drills, building on the 11- hole program undertaken in late 2023.
- On January 25, 2024, the Company announced the release of drill assay results from an exploration program at the MainSpring property. A total of 7 of 11 ASCU drilled holes completed in 2023 and 22 legacy holes from the previous option holder are reported here and indicate potential mineralization from the Parks/Salyer deposit nears surface as it extends south.
- On February 21, 2024, the Company announced it had completed its NI 43-101 2024 PFS for the Project (see “*The Project – Pre-feasibility Study*”) with highlights as follows:
 - A post-tax net present value (“NPV”) of \$509 million (CA\$687 million) / Pre-tax NPV of \$733 million (CA\$990 million) using an 8% discount rate and an internal rate of return (“IRR”) of 15.3% and using a \$3.90/lb flat long-term copper price
 - Total initial capital cost of \$515 million, including \$75 million of contingencies over a 24-month construction period
 - Total revenues of \$9.0 billion over 21 years
 - Post-tax unlevered Free Cash Flow of \$2.4 billion
 - C1 Cash Costs of \$1.84/lb and All in Sustaining Cost (“AISC”) of \$2.34/lb
 - Average annual production of approximately 55 ktons or 110 million pounds (“lbs”) of copper (“Cu”), with a peak of 74 ktons or 149 million pounds of copper
 - Initial Life of Mine (“LOM”) 21 years, recovering 1,153 ktons or 2.31 billion pounds of Copper LME Grade A cathode onsite via heap leach facility and SXEW
 - Maiden Proven & Probable (“P&P”) Reserves of 276.3 million tons at 0.48% Soluble Copper (“Cu TSol”) or 3.0 Billion lbs Copper

The information outlined above is supported by the news release disseminated by ASCU on February 21, 2024 (entitled “*Arizona Sonoran Announces a Positive Pre-Feasibility Study for the Cactus Mine Project with a US\$509M Post-Tax NPV and 55 kstpa Copper Cathode over 21 Years*”). The NI 43-101 technical report in respect of the 2024 PFS were filed on SEDAR+ at www.sedarplus.ca under the Company’s issue profile within 45 days from the date of the news release.

- On March 5, 2024, the Company announced an update on land developments, including MainSpring zoning finalization for industrial use, and a new special land use permit (“SLUP”) to the southeast east corner of the Project to accommodate future mine infrastructure.

- On March 19, 2024, the Company announced drilling at MainSpring. A total of 17,650 ft (5,380 m) of drilling or 16 holes were reported, with 10 holes pending. The 2024 MainSpring inferred drill program (500 ft | 152 m drill spacing) is now complete and drilling continues to define indicated drill spacings (250 ft | 76 m drill spacing) with 3 drill rigs. Drilling highlights include:
 - ECM-198: Potentially extends Parks/Salyer High Grade Mine Trend by 650 ft (198 m) to the southwest.
 - 882 ft (269 m) @ 0.44% CuT of continuous mineralization
 - Incl 83 ft (25 m) @ 1.41% CuT, 1.30% Cu TSol, 0.023% Mo (enriched)
 - ECM-209: 256 ft (78 m) @ 0.51% CuT, 0.44% Cu TSol, 0.003% Mo (oxide)
 - Incl 98 ft (30 m) @ 0.95% CuT, 0.87% Cu TSol, 0.004% Mo
 - ECM-197: 367 ft (112 m) @ 0.31% CuT, 0.26% Cu TSol, 0.002% Mo (oxide)
 - 125 ft (38m) @ 0.56% CuT, 0.47% Cu TSol, 0.003% Mo (enriched)
- On April 29, 2024, the Company announced completion of its inferred drilling program on MainSpring. The inferred drilling program confirms a continuation of the thick enrichment blanket extending south and up dip from the Parks/Salyer deposit onto MainSpring, as well as the presence of enriched mineralization in MainSpring. With the final receipt of assays, a MainSpring mineral resource model was generated for its inclusion to the 2024 PEA noted below.
- On May 21, 2024, the Company announced additional drilling at MainSpring. The first 16 drill holes (19,219 ft | 5,858 m) from an infill drilling program at MainSpring. Drilling is infilling the shallow mineralization to the southern end of the area, in support of a potential open pit design. An open pit design using the inferred category of mineral resources is being evaluated for inclusion within the 2024 PEA. The MainSpring infill drill program is reducing drill spacings from 500 ft (152 m) to 250 ft (76 m) to upgrade the pending MainSpring mineral resource classification from inferred to an indicated category, funded by the Company.
- On June 10, 2024, the Company announced results of the work program sponsored by Nuton LLC, a Rio Tinto venture, as announced January 30, 2024. Drilling results targeting below the leachable oxides and enriched sulphides, into the untested extents of primary copper mineralization around the Cactus West Pit. Further, drilling appears to confirm a thick zone of primary sulphide mineralization beneath the Cactus West open pit mine plan and at least 750 ft (229 m) south, 500 ft (152 m) southwest and up to an additional 700 ft (213 m) below the Cactus West mineral resource shell.
- On July 16, 2024, the Company announced its updated Mineral Resource Estimate (“MRE News Release”) for the Project. The updated and expanded Mineral Resource Estimate (“2024 MRE”) is inclusive of a seven-month drilling program targeting the MainSpring property, which was completed in April 2024 as noted above. Highlights and key changes from the updated 2024 MRE are listed below.
 - Updated 2024 MRE for the Project including Primary Mineral Resources:
 - Measured and Indicated (“M&I”) 632.6 million short tons @ 0.58% Total Copper (“CuT”) for 7.3 billion pounds (“lbs”) of copper
 - Inferred 474.0 million short tons @ 0.41% CuT for 3.8 billion lbs of copper
 - Key Changes:
 - The 2024 MRE appears to confirm Parks/Salyer and MainSpring as one deposit, renamed to “Parks/Salyer”
 - Parks/Salyer mineral resource contains 339.0 million short tons @ 0.71% CuT for 4.8 billion lbs of copper in the M&I category and 299.3 million short tons @ 0.43% CuT for 2.6 billion lbs of copper in the Inferred category.

- Parks/Salyer also appears to be amenable as an open pit within the 2024 PEA
 - New Parks/Salyer mineral resource dimensions are 6,400 feet (“ft”)(1,950 meters (“m”) by 3,000 ft (915 m) to a maximum depth of 2,350 ft (716 m) below surface.
- The 2024 MRE represents a 1,904% increase to the Measured Category with inclusion of initial Measured mineral resources at Parks/Salyer, 26% increase to the total M&I and a 60% increase in total Inferred resource, with no change to cut-off grade criteria or underlying price and cost assumptions
 - A 42% increase of M&I mineral resources at Parks/Salyer is attributed to success of measured infill drilling program, reporting of open pit resources, and reporting based on total copper pounds.
 - The Parks/Salyer infill drilling (56,907 ft | 17,345 m) converted 55.9 M short tons @ 1.03% CuT for 1.2 billion lbs of copper reported to the measured category.
 - A 60% increase to the Inferred mineral resources is attributed to expansion of Parks/Salyer mineral resource onto the MainSpring property and reporting based on total copper pounds.
 - A 7-month drilling program at MainSpring (49,193 ft | 14,994 m) delivered 244.9 M short tons @ 0.39% CuT for 1.9 Billion lbs of copper reported to the Inferred mineral resource.
- On August 7, 2024, the Company announced it had completed its NI 43-101 2024 PEA for the Project (see “*The Project – Preliminary Economic Assessment*”) with highlights as follows:
 - A post-tax net present value (“NPV”) of \$2.03 billion (C\$2.77 billion) using an 8% discount rate and an internal rate of return (“IRR”) of 24% and using a \$3.90/lb flat long-term copper price
 - Total initial capital cost of \$668 million over a 24-month construction period
 - Post-tax unlevered Free Cash Flow of \$7.3 billion
 - C1 Cash Costs of \$1.82/lb and All in Sustaining Cost (“AISC”) of \$2.00/lb

The information outlined above is supported by the news release disseminated by ASCU on August 7, 2024 (entitled “Arizona Sonoran Standalone PEA for Cactus Open Pit Project Reports Post-Tax NPV8 of US\$2.03 Billion (C\$2.77 Billion) and IRR of 24% and LOM EBITDA US\$11.29 Billion (C\$15.36 Billion)”). The NI 43-101 technical report in respect of the 2024 PEA was filed on SEDAR+ at www.sedarplus.ca under the Company’s issue profile on August 27, 2024.

- On September 16, 2024, the Company announced drill assay results from its infill and step-out drilling program below the previously untested extents of primary copper mineralization around the Cactus West pit. Drilling builds upon the Company’s 2024 PEA drill database, extending the primary sulphide zones by upwards of 500 ft (152 m) below known mineralization. A total of 17 drill holes were completed for a total of 30,601 ft (9,387 m) of drilling, targeting the primary sulphides below the oxide and enriched zones at Cactus West. Step-out drilling continues with two drill rigs at Cactus West. Drilling Highlights include:
 - **ECW-256: 2,119* ft (646 m) @ 0.40% CuT of continuous mineralization**
 - 1,896.6 ft (578 m) @ 0.41% CuT, 0.005% Mo (primary)
 - **ECW-258: 2,108 ft (643 m) @ 0.31% CuT of continuous mineralization**
 - 2,001 ft (610 m) @ 0.31% CuT, 0.005% Mo (primary)
 - **ECW-260: 1,901 ft (579 m) @ 0.33% CuT of continuous mineralization**
 - 1,696 ft (517 m) @ 0.33% CuT, 0.009% Mo (primary)
 - **ECW-266: 1,571 ft (479 m) @ 0.33% CuT of near continuous mineralization**
 - 1,309 ft (399 m) @ 0.36% CuT, 0.009% Mo (primary)
 - **ECW-252: 1,002 ft (305 m) @ 0.40% CuT of continuous mineralization**

- 352 ft (107 m) @ 0.44% CuT, 0.41% Cu TSol, 0.014% Mo (enriched)
- 650 ft (198 m) @ 0.37% CuT, 0.017% Mo (primary)

NOTE: True widths are not known, * includes 1.9 ft of core loss

OUTLOOK

As of November 7, 2024 the Company had cash of approximately \$29 million, which includes funding for the Nuton Phase 2 work that will need to be repaid if not spent. The Company will require further financing to achieve all of its planned operational and strategic activities in the form of debt, equity, or a combination thereof. See “*Liquidity and Capital Resources*” below.

The Company continues to progress its planned work programs with key milestones expected for the continued advancement of the Project, through Feasibility studies while concurrently completing Nuton-related work programs.

2024 ASCU Work Plan Highlights

- Technical Studies:
 - Released the results of the 2024 PEA incorporating MainSpring (now combined with Parks/Salyer) on August 7, 2024 with Technical Report filed on August 27, 2024.
 - The 2025 PFS including MainSpring is estimated for completion by H2/2025.
 - A standalone Definitive Feasibility Study is estimated to be completed in 2026.
- Drilling Programs:
 - Infill to inferred and indicated mineral resource definition programs totaling 180,000 ft (54,860 m) at MainSpring and Cactus West required for future technical studies. Drilling will target oxide, enriched and primary mineralization. Phase 1 of this work at MainSpring is completed with Cactus West ongoing with initial results noted above.
- Metallurgy:
 - Begin evaluating MainSpring and Parks/Salyer heap leach amenability in 20 ft (6m) columns in a commercial laboratory.
- Permitting will include amending permits (SWPP, Aquifer Protection Permit and Industrial Air) following the 2024 PFS.

2024 Nuton Work Plan Highlights

- Drilling of MainSpring and Cactus West (as above)
 - Infill to indicated programs to assess the primary sulfide potential along with core drilling to support the Phase 2 Nuton metallurgical test program.
- Technical Studies:
 - PEA - A Preliminary Economic Assessment considering the effects of the Nuton technology as applied to the Cactus/Parks Salyer and MainSpring is highlighted above and further detailed in “*The Project – Preliminary Economic Assessment*”.
 - Integrated Nuton PFS – Under the Nuton OTJV, the parties initially agreed to work towards the Integrated Nuton PFS release by H1/2025, unless extended mutually by both the parties. Assuming the parties agree to an extension of such Integrated Nuton PFS, completion is expected in H1/2026.
- Metallurgy:
 - Primary material from both MainSpring and Cactus West, will be tested in small columns to evaluate

- optimum Nuton operating conditions for the material.
- Full height, 30 feet (10m) tall column will be operated to confirm scale-up considerations under Nuton leach conditions.

THE PROJECT

The Company released its 2024 PEA that ascertains initial project economics of all leachable ores including the Stockpile Project, Cactus West, MainSpring (now part of Parks/Salyer), Parks/Salyer and Cactus East. The scientific and technical information in this section relating to the Project and the 2024 PEA, including information outlined under the heading “*Preliminary Economic Assessment*” below, is supported by the news release dated August 7, 2024 (entitled “Arizona Sonoran Standalone PEA for Cactus Open Pit Project Reports Post-Tax NPV8 of US\$2.03 Billion (C\$2.77 Billion) and IRR of 24% and LOM EBITDA US\$11.29 Billion (C\$15.36 Billion)”). The key assumptions, parameters, qualifications, procedures and methods underlying the 2024 PEA, certain of which are described in the above-noted news release, is further described in the full technical report being prepared for the 2024 PEA in accordance with NI 43-101, filed on August 27, 2024 on SEDAR+ (www.sedarplus.ca) under the Company’s issuer profile.

The Company has selected its consultants for its standalone 2025 PFS (see press release dated October 15, 2024 summarized above) while completing some standalone work towards a DFS. Additionally, the Company continues to develop the base case scenario while working closely with its partners at Nuton Technologies to develop an integrated Pre-Feasibility Study. See “*The Project – Preliminary Economic Assessment*” below for details of the 2024 PEA.

Parks/Salyer Property

The Parks/Salyer Property is an exploration stage asset included in the 2024 MRE as noted below. The 2024 PEA includes both the Cactus Project and Parks/Salyer (now combined with the MainSpring Property) Property, based on the expanded leachable inventory, using a heap leaching and SX/EW process methodology of the oxides and enriched material. The leachability of the primary sulphides is currently being tested (based on the Nuton technology) and may form the basis of further project upside.

Management estimates that the high-grade nature of the Parks/Salyer Property’s mineral resources to offer significant potential to increase the scale within an integrated operation at conservative copper price estimates. The Company will continue advancing work study programs, specifically, engineering, metallurgical and geotechnical test work, hydrology, permitting, infill drilling and associated projects to advance the combined Project through the technical study phases.

Preliminary Economic Assessment

The results from the 2024 PEA on the Project supersedes the previously released 2024 PFS, and rescopes the Parks/Salyer Property as an open pit operation due to the inclusion of the MainSpring Property. The inclusion materially improves the economics and operations of the project, producing a potential total of 5.3 billion lbs or 2.7 million short tons of LME Grade A Copper Cathodes over an estimated 31-year operating life of Mine via heap leaching and solvent extraction and electrowinning (“SXEW”), an established and industry standard hydrometallurgical extraction technology.

2024 PEA Highlights

- Key Performance Indicators:
 - US\$2.03B Net Present Value (“NPV”) (8% discount, after-tax)
 - 24% Internal rate of return (“IRR”)
 - 4.9 years Payback Period
- Life of Mine (“LoM”) Gross Revenue of \$20.8 billion

- LoM Free Cash Flow (“FCF”) of \$7.3 billion (unlevered)
- Cash costs (C1) of \$1.82 and All in Sustaining Costs (“AISC”) of \$2.00 per pound of copper
- Financial and operational executability now through transition to Open Pit operation
 - 94% material from open pit mining (Cactus West and Parks/Salyer), 6% from the Stockpile and Cactus East underground
- 232 million pounds (“lbs”) (116,052 short tons (“st”)) average annual copper cathode production over the first 20 years of operation and a total of 5,339 million lbs (2,669,342 st) of copper cathode produced over the 31-year operating mine life

TABLE 1: SUMMARY OF KEY METRICS

Valuation Metrics (Unlevered)	Unit	2024 PEA \$3.90/lb Cu
Net Present Value @ 8% (pre-tax)	\$ millions	2,769
Net Present Value @ 8% (after-tax)	\$ millions	2,032
Internal Rate of Return (after-tax)	%	24.0
Payback Period (after-tax)	# years	4.9
Project Metrics (Imperial)	Unit	2024 PEA \$3.90/lb Cu
Construction Period – SXEW plant	# years	1.5 - 2
Life of Mine (“LoM”)	# years	31
Strip Ratio	Waste : Ore	2.02
LoM Mineralized Material Mined	ktons	889,004
LoM Copper Grade	% CuTSol	0.41
LoM Avg Annual Contained Copper Production	000 tons millions lbs	86 172
LoM Annual Crusher Throughput	millions tons	29
Annual Copper Production (years 1-20)	000 tons millions lbs	116 232
Recovery (years 1-20)	%CuTSol	83
LoM Recoveries (LOM)	% CuTSol	73
LoM Oxide	% CuTSol	92
LoM Enriched	% CuTSol	85
LoM Primary (conventional leaching)	% CuT	25
LoM Recovered Copper Cathodes	K pounds	5,338,683
Initial Capital (including contingency)	\$ millions	668
Sustaining Capital	\$ millions	1,169
Cash Cost (C1)*	\$/lb Cu	1.82
All in Sustaining Cost (AISC)*	\$/lb Cu	2.00
LoM Revenues	\$ millions	20,821
LoM EBITDA	\$ millions	11,292
LoM FCF (unlevered) after tax	\$ millions	7,295

Notes:

*Project operating costs include mine operating, process plant operating, and general and administrative costs (“G&A”). Total production costs include royalty expense. The AISC additionally includes initial Capex, sustaining Capex, reclamation & closure.

Key Impacts on the NPV:

- **Mine plan execution rescopes to 94% open pit**
 - Parks/Salyer and Cactus West are open pit operations; changes positively impact annual throughput, mining costs, operating costs and processing costs.
- **Mineralized material impacts**
 - LoM tonnage processed of 889 million st, including:
 - 659 million st of oxides and enriched material
 - Parks/Salyer: 69%
 - Including: new MainSpring inferred mineral resources of 245 Mst @ 0.39% CuT (PR dated July 16, 2024)
 - Cactus West: 23%
 - Cactus East: 6%
 - Stockpile 2%
 - 230 million st of primary sulphides to the leach pads with current recoveries reported at an average of 25% from year 15
 - Parks/Salyer 34%
 - Cactus West: 66%
- **Processing cost impacts**
 - Processing initial capital expenditure (“capex”) of \$511 million excluding contingency (SXEW plant and owner’s costs)
 - Processing sustaining capital of \$553 million (process plant - average of \$18 million per year)
 - Processing operating costs (“opex”) of \$2.29/st
- **Other cost impacts**
 - Updated salvage cost, land sales, closure and royalties
- **Mining cost impacts**
 - Mining opex and capex impacted by Parks/Salyer rescope to an open pit mining operation
 - Parks/Salyer cut-off grade of 0.1% cut off grade
 - Initial Capex of \$157 million (pre-production stripping)
 - Mining sustaining capital of \$544 million, optimizing the per ton mining costs (average of \$18 million per year)
 - Operating expenditures of \$8.16/t processed

The 2024 PEA supersedes the 2024 PFS titled “Cactus Mine Project NI 43-101 Technical Report and Pre-Feasibility Study, Arizona, United States of America”, dated March 28, 2024 (with an effective date of February 21, 2024) (“2024 PFS”) in its entirety. The 2024 PEA integrates the new Parks/Salyer additions from the MainSpring property as inferred mineral resources, re-scoped as an open pit. By applying open pit mining costs to the Parks/Salyer mineral resource estimate, it now contributes 531 M tons of feed material grading 0.530% CuT to the total 889 million tons of feed material at 0.46% CuT over the LoM. **FIGURE 1** illustrates the cumulative stacked production in the 2024 PEA. Overall, the 2024 PEA envisages a 31-year mine life with annual average throughput of 29 million tons, for an average of 86 kstpa of copper cathodes produced annually. The result is a lower risk brownfield open pit mining operation with a long life and a streamlined permitting process on private land in Arizona with water rights and access to water from in-situ water wells.

A total of 2,872 million tons will be mined and a total of 889 million tons processed, recovering 5.34 billion pounds of copper cathodes over the LoM or 2,669,000 tons. Copper cathodes will be produced directly onsite via heap leach and SXEW, including a four year ramp up period. Total Copper recoveries are

planned at an average of 73%, extracting copper from the oxides, enriched and primary sulphides. Gross acid usage is calculated at 22 lbs per ton at a cost of \$160 per ton. See annual production, revenue and EBITDA in **FIGURE 2** as well as **TABLE 2** for economic sensitivities to copper pricing.

FIGURE 1: Cumulative Stacked Recoverable Copper

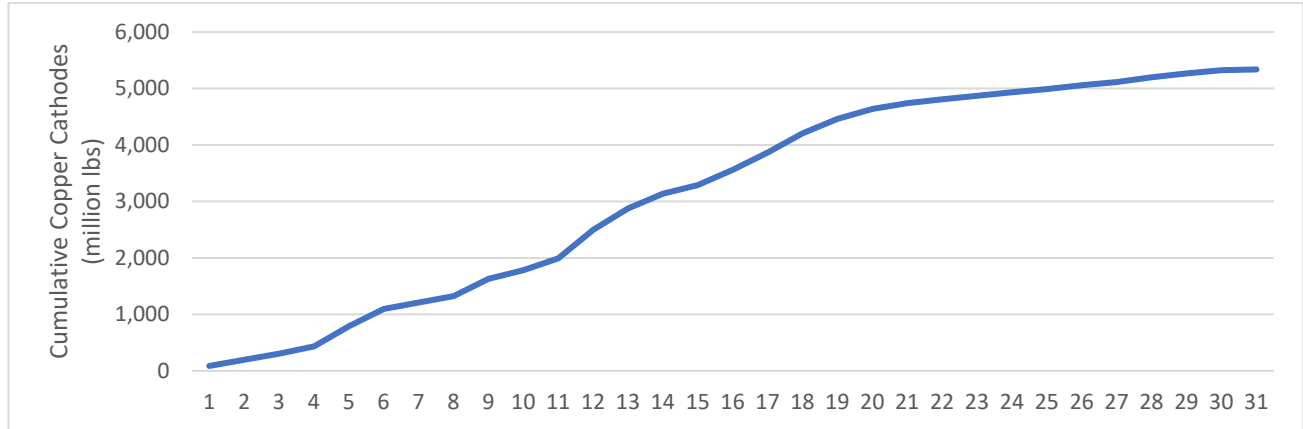
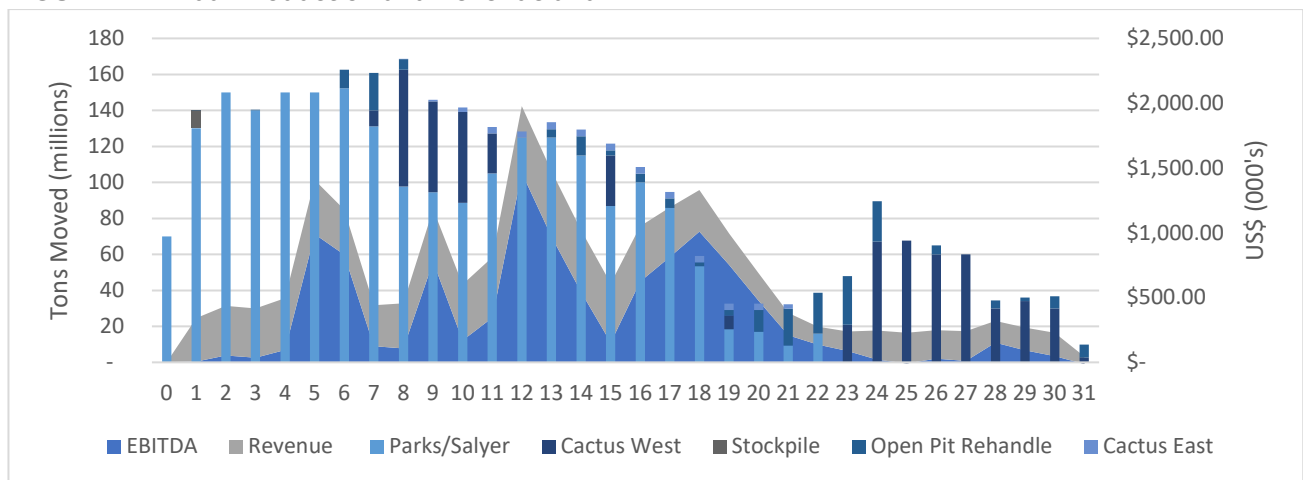


FIGURE 2: Annual Production and Revenue and EBITDA



Onsite facilities at the mine site will consist of two open pits, one underground mining operation, a fine crushing plant incorporating all crushing, classification, agglomeration and conveying systems, heap leach pad, water supply and distribution systems, technical and operational support offices, additional electrical substation, warehousing and an SXEW process plant. Onsite supporting infrastructure will include site power distribution, access roads, mine operations infrastructure, and heap leach facilities, of which the power and roads are already in use.

Current onsite and nearby infrastructure includes:

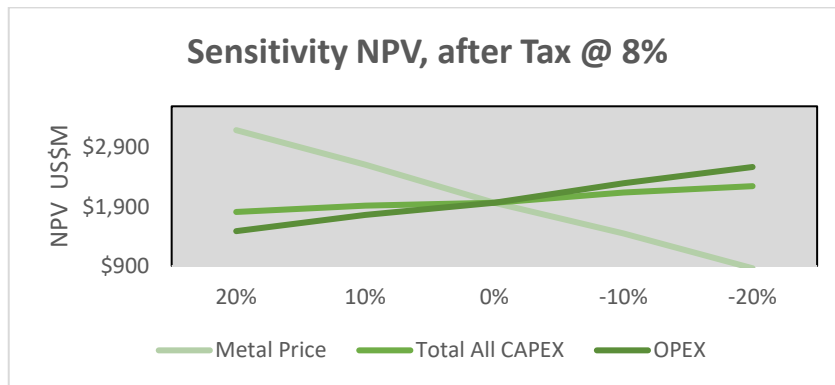
- Onsite administration buildings, geology, core storage, completed earthworks, substation, parking lot and access roads
- Clean power via onsite substation for \$0.07/kWh
- Paved access roads and easy access to interstate highways I-8 and I-10
- Union Pacific railroad line adjacent to the property
- Casa Grande, Maricopa and Phoenix are all located nearby to supply materials/consumables in addition to a skilled labour pool

- Permitted water available onsite, and additional water may be available through the city
- Flat land and low altitude
- Located within the City of Casa Grande industrial park

TABLE 2: Report Sensitivities to the Copper Price

Revenue, NPV and IRR Sensitivity Based on Copper Price					
Metal Price	Copper Price	Revenue (US\$000)	NPV, before tax @ 8% (US\$000)	NPV, after tax @ 8% (US\$000)	IRR after Tax
Base Case	\$3.90	\$20,820,863	\$2,769,280	\$2,031,671	24%
20%	\$4.68	\$24,985,035	\$4,237,162	\$3,196,838	32%
10%	\$4.29	\$22,902,949	\$3,503,221	\$2,612,817	28%
-10%	\$3.51	\$18,738,777	\$2,035,338	\$1,450,505	20%
-20%	\$3.12	\$16,656,690	\$1,301,397	\$861,488	16%

FIGURE 3: NPV Sensitivity to the Metal Price, CAPEX and OPEX



Mining and Processing Operations

Mineralized material will be sourced mainly from the two open pits with an overall LoM strip ratio of 2.3:1. The Cactus West pit (1.0:1 strip ratio) and new Parks/Salyer pit (3.2:1 strip ratio) comprise 94% of the total material to the leach pads. The remaining 5% of material will be sourced from the Cactus East underground deposit utilizing sub-level cave from the 1,200 ft (366 m) level, and 1% from the Stockpile.

Both Parks/Salyer and Cactus West will be mined using 40 ft (12.1 m) single benches, with ramps sized to allow 320-ton class haul trucks. At Parks/Salyer, all walls have been designed with 45-degree inter-ramp slopes, while geotechnical step-outs are employed to reduce the overall slope to approximately 40 degrees. At Cactus West, inter-ramp slopes range from 45–50 degrees depending on material type, with typical overall slope angles of 41-43 degrees. Gila conglomerate and alluvium constitute the large majority of the waste in the pits.

The mine schedule for open pit mining at Parks/Salyer consists of 531 million tons of feed material grading

0.530% CuT, including 453 million tons of oxide and enriched leach feed material grading 0.55% CuT and 78 million tons of primary sulphide leach feed material grading 0.41% CuT. Open pit mining will initiate in Parks/Salyer in Year -1 and operate continuously for 23 years over seven pit phases. Total waste mined in Parks/Salyer is 1,680 million tons.

The mine schedule for open pit mining at Cactus West consists of 306 million tons of feed material grading 0.29% CuT, including 154 million tons of oxide/enriched leach feed material grading 0.26% CuT and 152 million tons of primary leach feed material grading 0.32% CuT. Open pit mining will take place at Cactus West in the years of 7-11, 15, 19, and 23-31. Phase 1 Cactus West is used to smooth stripping requirements of Parks/Salyer in the middle-years of the mine plan, while Phase 2-3 are mined in the later years and predominantly supply primary feed material. Total waste mined from Cactus West is 299 million tons. The Stockpile project contributes 9.8 million tons of conventional leach feed material grading 0.24% CuT which will be used for project commissioning in Year 1 of processing.

After a comprehensive review of Cactus East, sub-level caving (“**SLC**”) was selected as the preferred underground mining method. A sublevel cave underground mine is planned for Cactus East with development beginning in Year 8 and mining completed in Year 22, peaking at 3.9 million tons per year. Total Cactus East feed material mined is projected to be 42 million tons grading 0.83% CuT. The initial Cactus East SLC level will begin at 1,325 ft (404 m) below the surface over 7 sublevels, to a final depth of 1,845 ft (562 m). Access will be via a single decline with a portal located within the existing Cactus West pit. Haulage of mineralized material to surface will be via a vertical conveyor which can be supplemented with truck haulage to surface via the open pit if necessary.

The Project heap leaching process design includes crushing of all material types for leaching to a minus ¾” P80 size. All material types, oxides, enriched and primary are to be leached in on a single pad with an initial leaching cycle of 180 days. A maximum 3-year leaching cycle has been assumed (3 lifts) as the practical limit for effective recovery based on experience and hydrodynamic analysis of the materials by HydroGeoScience Inc. (HGS). The copper leaching metallurgical test data has been extrapolated from the testing data at one year based on the rates prevailing after one year using a logarithmic curve fit projection that considers the decaying rate of copper extraction.

Average annual water consumption is planned at approximately 1,200 gallons per minute, the equivalent of 1,935 acre feet per year, well within ASCU’s permitted 3,600 acre feet per year industrial use allocation, using in place onsite wells.

The 2024 PEA envisages that overall tonnage will comprise approximately 25% oxide material, 50% enriched (secondary sulphides) and 25% primary sulphides within the LoM. From year 15 to 22 placed tons will consist of approximately 25% primary, whereas from year 23, will comprise 100% of the operation. Overall copper extraction is impacted by the lower rates from primary sulphides. In the 2024 PEA, ASCU includes a conservative 25% extraction rate.

The total LoM costs, operating costs per ton (\$/st) of processed material, and dollars per pound (\$/lb) of cathode produced are summarized in the three tables below. Project operating costs include mine operating, process plant operating, and general and administrative costs (“**G&A**”). Total production costs include royalty expense. The **AISC** additionally includes initial Capex, sustaining Capex, reclamation & closure.

Mining operating cost estimates, prepared by AGP Mining Consultants Inc., are based on a small owner’s

team managing mining activities using an owner-operator model. Process operating cost estimates were prepared by Samuel Engineering and G&A cost estimates were prepared by M3 Engineering with input from ASCU, as summarized in **TABLES 3-5** below (note numbers may not add due to rounding).

TABLE 3: LoM OPERATING AND PRODUCTION COSTS			
Cost Elements	LoM (US\$)		
	Total Cost (\$M)	\$ / st Processed	\$ / lb Copper
Mine Operating Cost	\$7,252	\$8.16	\$1.36
Process Plant Operating Cost	\$2,039	\$2.29	\$0.38
G & A	\$50	\$0.06	\$0.01
Operating Costs	\$9,341	\$10.51	\$1.75
Royalties	\$388	\$0.44	\$0.07
Total Production Costs	\$9,729	\$10.94	\$1.82
Sustaining Capex	\$1,169	\$1.31	\$0.22
Reclamation & Closure	\$25	\$0.03	\$0.00
Salvage	-\$225	-\$0.25	-\$0.04
All-In Sustaining Costs	\$10,697	\$12.03	\$2.00
Property & Severance Taxes	\$562	\$0.63	\$0.11
Initial Capex (non-sustaining)	\$668	\$0.75	\$0.13
All-In Costs	\$11,927	\$13.42	\$2.23

TABLE 4: LoM OPERATING COST AND CASH FLOW		
ACTIVITY (LOM)	US\$M	US\$ / SHORT TON
LOM REVENUE	20,821	
Mining (OP and UG)	7,252	8.16
Process Plant	2,039	2.29
General & Administration	50	0.06
Total Cash Operating Cost	9,341	10.51
Royalties	388	0.44
Salvage Value	-\$225	-0.25
Reclamation & Closure	\$25	0.03
Total Production Cost	9,529	10.72
EBITDA	11,292	-
Total CAPEX	1,836	2.07
Net Income Before Taxes	9,456	-
Taxes and Depreciation	2,161	2.43
Free Cash Flow (unlevered)	7,295	-

The capital cost estimates for the 2024 PEA were developed with a -25% to +30% accuracy. The Company uses an estimated overall mining contingency of approximately 18% after applying March 2024 cost assumptions used within the PFS and according to the Association of the Advancement of Cost Engineering International (AACE) Class 5 estimate requirements.

TABLE 5 :CAPITAL COST ESTIMATES				
AREA	DETAIL	INITIAL CAPEX (\$000's)	SUSTAINING CAPEX (\$000's)	TOTAL CAPEX (\$000's)
Direct Costs	Mine Costs	156,856	543,609	700,465
	Processing Plant	259,320	408,240	667,560
	Infrastructure	95,740	17,211	112,951
Indirect Costs		45,470	16,944	62,414
Owner's Costs, First Fills, & Light Vehicles		22,921	72,030	94,951
Total CAPEX without Contingency		580,307	1,058,034	1,638,341
Contingency		87,558	110,599	198,157
Total CAPEX with Contingency		667,865	1,168,633	1,836,498

The 2024 PEA is based on the updated 2024 MRE, as published in the MRE News Release on July 16, 2024, showing a 41% increase of Measured and Indicated (“M&I”) pounds and an 89% increase of the inferred pounds. The Mineral Resources for the Project are shown in **TABLE 6** and illustrated in **FIGURE 4** below. For more details relating to the 2024 MRE, please refer to the MRE News Release, a copy of which is available on SEDAR+ (www.sedarplus.ca) under the Company’s issuer profile and the Company’s website (www.arizonasonoran.com).

TABLE 6: Project Mineral Resource Estimate (2024 MRE)

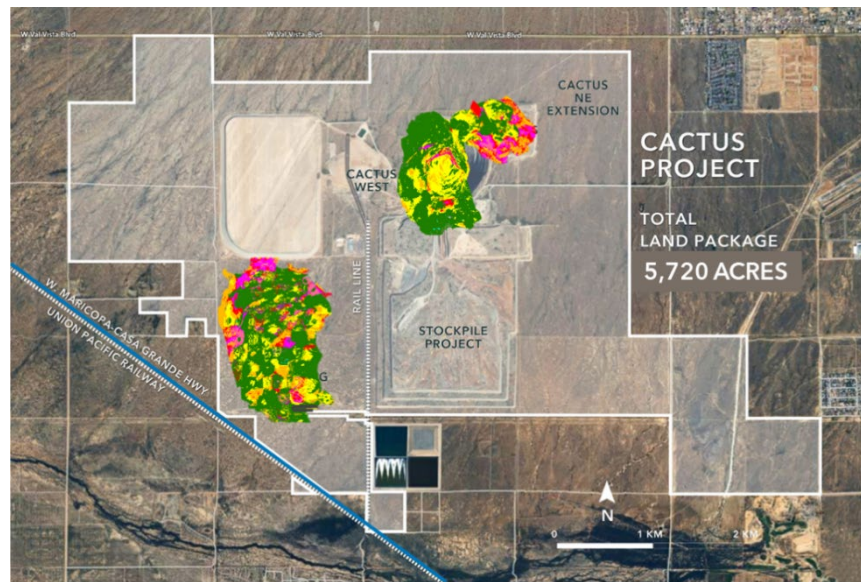
Material Type	Tons kt	Grade CuT %	Grade Cu Tsol %	Contained Total Cu (k lbs)	Contained Cu Tsol (k lbs)
Measured					
Total Leachable	55,200	0.94	0.79	1,032,200	873,800
Total Primary	12,300	0.51	0.05	124,400	13,400
Total Measured	67,500	0.86	0.66	1,156,500	887,200
Indicated					
Total Leachable	414,800	0.60	0.53	4,965,000	4,365,700
Total Primary	150,400	0.39	0.04	1,173,300	126,000
Total Indicated	565,200	0.54	0.40	6,138,200	4,491,700
M&I					
Total Leachable	470,000	0.64	0.56	5,997,200	5,239,500
Total Primary	162,700	0.40	0.04	1,297,600	139,400
Total M&I	632,600	0.58	0.43	7,294,800	5,378,900
Inferred					
Total Leachable	299,600	0.43	0.38	2,572,400	2,262,800
Total Primary	174,500	0.36	0.04	1,267,500	124,700

Material Type	Tons kt	Grade CuT %	Grade Cu TsoI %	Contained Total Cu (k lbs)	Contained Cu TsoI (k lbs)
Total Inferred	474,000	0.41	0.25	3,839,900	2,387,500

NOTES:

1. Total soluble copper grades (Cu TsoI) are reported using sequential assaying to calculate the soluble copper grade. Tons are reported as short tons.
2. Stockpile resource estimates have an effective date of 1st March, 2022, Project mineral resource estimates have an effective date of 29th April, 2022, Parks/Salyer-MainSpring mineral resource estimates have an effective date of 11th July, 2024. All mineral resources use a copper price of US\$3.75/lb.
3. Technical and economic parameters defining mineral resource pit shells: mining cost US\$2.43/t; G&A US\$0.55/t, 10% dilution, and 44°-46° pit slope angle.
4. Technical and economic parameters defining underground mineral resource: mining cost US\$27.62/t, G&A US\$0.55/t, and 5% dilution. Underground mineral resources are only reported for material located outside of the open pit mineral resource shells. Designation as open pit or underground mineral resources are not confirmatory of the mining method that may be employed at the mine design stage.
5. Technical and economic parameters defining processing: Oxide heap leach (“HL”) processing cost of US\$2.24/t assuming 86.3% recoveries, enriched HL processing cost of US\$2.13/t assuming 90.5% recoveries, sulphide mill processing cost of US\$8.50/t assuming 92% recoveries. HL selling cost of US\$0.27/lb; Mill selling cost of US\$0.62/lb.
6. Royalties of 3.18% and 2.5% apply to the ASCU properties and state land respectively. No royalties apply to the MainSpring property.
7. Variable cut-off grades were reported depending on material type, potential mining method, potential processing method, and applicable royalties. For ASCU properties - Oxide open pit or underground material = 0.099% or 0.549% Cu TsoI respectively; enriched open pit or underground material = 0.092% or 0.522% Cu TsoI respectively; primary open pit or underground material = 0.226% or 0.691% CuT respectively. For state land property – Oxide open pit or underground material = 0.098 % or 0.545% Cu TsoI respectively; enriched open pit or underground material = 0.092% or 0.518% Cu TsoI respectively; primary open pit or underground material = 0.225% or 0.686% CuT respectively. For MainSpring properties – Oxide open pit or underground material = 0.096% or 0.532% Cu TsoI respectively; enriched open pit or underground material = 0.089% or 0.505% Cu TsoI respectively; primary open pit or underground material = 0.219% or 0.669% CuT respectively. Stockpile cutoff = 0.095% Cu TsoI.
8. Mineral resources, which are not mineral reserves, do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, sociopolitical, marketing, or other relevant factors.
9. The quantity and grade of reported inferred mineral resources in this estimation are uncertain in nature and there is insufficient exploration to define these inferred mineral resources as an indicated or measured mineral resource; it is uncertain if further exploration will result in upgrading them to an indicated or measured classification.
10. Totals may not add up due to rounding

FIGURE 4: 2024 Mineral Resources



Metallurgical Testwork

Metallurgical testwork used for the 2024 PEA shows good metallurgical recoveries from all deposits with no deleterious elements. Testing in the 2024 PEA shows an average of 73% of total copper extracted overall. A column leach testing program for oxides and enriched sulphides, from Parks/Salyer and the Stockpile, is ongoing at BaseMet and McClelland labs (Tucson, AZ and Reno, NV, respectively). Primary sulphide column leaching is expected to begin in the fourth quarter.

Project Overview

The Project is a brownfield project located approximately 6 mi (10 km) northwest of the city of Casa Grande and 40 road miles south-southwest of the Greater Phoenix metropolitan area in Arizona. The Greater Phoenix area is a major population centre (approximately 4.8 million persons) with a major airport and transportation hub and well-developed infrastructure and services that support the mining industry. The Cactus Mine Project is accessible on North Bianco Road off of West Maricopa-Casa Grande Highway with direct access to interstate highway 10. During historic ASARCO operations (1974-1984), a rail spur was connected directly with the United Pacific Railroad to ship concentrates to its El Paso refinery in Texas; while the spur has been removed, the onsite rail line is still in existence. Current onsite infrastructure includes power lines and substation, water wells and a water pond, geological buildings, core sheds and administrative offices, keeping the capital intensity low and demonstrating robust economics.

The Project is host to a large porphyry copper system that has been dismembered and displaced by Tertiary extensional faulting. The major host rocks are Precambrian Oracle Granite and Laramide monzonite porphyry and quartz monzonite porphyry. The mine trend features the formation of horst and graben blocks of mineralization where the Cactus deposits are situated, extending from the Cactus East deposit, southwest to the Parks/Salyer deposit. Drilling to the northeast and southwest along the trend indicates that mineralization continues in both directions and at depth at the Cactus West deposit.

Ownership, Social License and Permitting

The Project is 100% controlled by ASCU through its wholly owned subsidiary Cactus 110 LLC and encompasses an area of approximately 5,720 acres. The Project includes exploration and mining on private

land and on two Arizona State Land Department ("ASLD") leases. There is no federal nexus for permitting the project and all permitting is limited to State of Arizona-required permits including the Aquifer Protection Permit, Industrial Air permits and the Mined Land Reclamation Permit, each of which ASCU has received from State regulators. Modifications will be required to address changes in the mine plan presented in the 2024 PEA.

Of the 5,720 acres, 4,732 acres are considered fee simple and private land. The remaining acreage is State land where ASCU owns either the surface or mineral rights and is in the process of acquiring the surface rights from the State.

ASCU has a well-developed community engagement plan that it has implemented through numerous public meetings and outreach. With the presence of legacy mining in the Casa Grande area and the determination of Cactus as a "brownfield" and disturbed site, the local community is supportive of the Project. The Company anticipates the Project to create multiple decades of high paying jobs that will benefit the local communities and the state. There is no significant opposition to the Project.

Royalties

The Project is subject to three net smelter return ("NSR") royalties based on potential mining production. The MainSpring property does not contain any royalties. The Tembo/Elemental Altus NSR royalty applied to the originally acquired land package including, Cactus and Parks/Salyer may be reduced to 2.54% from 3.18%, with a total payment of \$8.9 million. On a portion of the Parks/Salyer deposit, BCE holds a 1.5% NSR royalty, with an option to reduce it to 0.5% for payment of \$0.5 million, and ASLD owns a sliding net return royalty (2.0% to 8.0% and estimated at 2%), payable to ASLD and the State Trust. ASCU will formalize the royalty percentages with ASLD once the Company submits a Mineral Development Report to ASLD, thus converting the existing Mineral Exploration Permit, to a Mineral Lease.

Opportunities and Next Steps, including Nuton Technologies

Technical Studies

Following the issuance of the 2024 PEA, the anticipated next steps for the Project include the 2025 PFS (which is expected to be completed in 1H2025), followed by an early works program, and expects to initiate a DFS in 2H2025. The Company is planning Project financing for the Project in conjunction with a potential construction decision.

It is expected that the 2025 PFS will include the major economic and operational rescope; specifically, rescoping Parks/Salyer to an open pit. Infill drilling programs are planned for Parks/Salyer composing the first 10 years of operations, and into Cactus West for the expansion of primary mineralization suitable for leaching via the Nuton Technologies. Pursuant to the Nuton OTJV, the Integrated Nuton PFS which includes the application of the Nuton Technologies was initially contemplated to be completed no later than December 31, 2024, unless mutually extended by written agreement of both parties. Assuming both ASCU and Nuton agree to an extension of such Integrated Nuton PFS, completion is expected in H1/2026. Completion of the 2025 PFS will require the completion of infill drilling targeting definition of existing mineral resources to the indicated category and updated metallurgical studies.

Parks/Salyer's grade, scale and scope secures it as the main contributor from day one to the Project. Cactus West, drilling and finding more primary material. Any future work on the project is not expected to change the mine plan within the first 10 to 15 years of the operation. It provides further optionality on a robust standalone plan.

An early works program is in the early phases of being defined and planned for mid-2025, dependent upon funding. The program includes executing the permitting and bonding requirements and optimizing a pre-stripping program for the Parks/Salyer pit. Due to the brownfield nature of the project, roads, power and onsite administration buildings are currently in place.

Nuton Opportunity

The 2024 PEA proposes a robust standalone project incorporating conventional leaching technology. In order to capitalize on the primary sulphides, initial test work has validated the application of Nuton proprietary technology. As per the strategy outlined in the OTJV news release, dated December 14, 2023, Phase 2 metallurgical testing and Cactus West pit expansion drilling targeting the primary sulphides will be included to the 2025 PFS.

Nuton LLC, a Rio Tinto Venture, is developing a copper heap leaching technology. Nuton™ became a shareholder in 2022, and a potential joint venture partner in late 2023. Its Nuton™ suite of proprietary technologies provide opportunities to leach both primary and secondary copper sulfides, providing significant opportunity to optimize the mine plan and the overall mining and processing operations.

Other Future Opportunities

The Project has several other opportunities available to continue the optimization of the operation.

- The addition of an In-Pit-Crush-Convey (IPCC) for waste handling instead of truck haulage will be evaluated for improvement in the economics of the Project.
- There is a potential to access the high-grade Parks/Salyer material earlier, by moving the Parks/Salyer open pit centroid further northward

Quality Assurance and Quality Control Procedures

Skyline Labs is accredited in accordance with the recognized International Standard ISO/IEC 17025:2005. Their quality management system has been certified as conforming to the requirements defined in the International Standard ISO 9001:2015. The standard operating procedure (SOP) used while processing the ASCU samples was to process samples in groups of 20. Each tray consisted of 18 samples with samples No. 1 and No. 10 repeated as duplicates. The results from each tray were analyzed and any variance in the duplicates of more than 3% would result in the entire tray being re-assayed.

The results of these analyses, including the QA/QC checks, were transmitted to a select set of individuals at ASCU and the qualified persons.

Qualified Persons

Each of the persons listed below are authors preparing the 2024 PEA and have reviewed and verified the contents of this MD&A as it relates to their area of responsibilities. By virtue of their education, experience and professional association membership, each of the below listed persons are considered "qualified person" as defined by NI 43-101.

Scientific and technical aspects of this MD&A have been reviewed and verified by these Qualified Person's listed below and Dan Johnson, ASCU Director of Projects, as defined by National Instrument 43-101.

Project Management, M3 Engineering, John Woodson, PE, SME-RM

Metallurgy, M3 Engineering, Laurie Tahija, QP-MMSA

Mineral Resources, Allan L. Schappert, CPG, SME-RM, ALS Geo Resources LLC

Water and Environmental, R. Douglas Bartlett, CPG, PG. Clear Creek Associates, a subsidiary of Geo-Logic Associates

Mine Planning, Gordon Zurowski, P.Eng., AGP Mining Consultants Inc.

Permitting

The Project is situated on private land and will require the following major permits and certifications:

1. Arizona Department of Water Resources (“ADWR”)’s Withdrawal of Ground Water for Mineral Extraction & Mineral Processing Permit: This permit is required for ground water withdrawal for mining operations. This permit was obtained in April 2021 and extends for 50 years, which is beyond the life of the Project.
2. The ADEQ’s Aquifer Protection Permit (“APP”): This permit is required for owners or operators of facilities that could discharge a pollutant directly to an aquifer or to a land surface or vadose zone where there is a reasonable probability that the pollutant will reach an aquifer. The permit is valid for the life of the facility. This permit was obtained by ASCU for the Stockpile Project in July 2021 and becomes effective upon demonstration of financial capability submitted along with an amendment application in respect of the full Project. The Company will require a second amendment based on the re-scoped operations under the 2024 PFS.
3. Pinal County’s Air Quality Control Permit: This permit is required for operations that have the potential to generate fugitive dust. This permit was obtained by the Company in January 2020 and is renewed yearly based on operational need.
4. ADEQ’s Arizona Pollutant Discharge Elimination System (“AZPDES”) Permits (construction and Multi-Sector General Permit): This permit is for stormwater discharges that enter Arizona surface waters or a Municipal Separate Storm Sewer System. This permit was obtained for both the mine facility and the nearby TruStone facility which is situated on Company property.
5. Pinal County’s Industrial Air Quality Control Permit: This permit is required for operations that have the potential to generate particulate matter PM10 and/or PM2.5 that can affect air quality. This permit is renewed yearly and was received in May 2023. Pending the 2024 PFS mine plan, an amendment will be required. See “Company Highlights – Year to date 2024 – Exploration Updates” and news release dated May 15, 2023, for details on the permit received.
6. Arizona State Mine Inspector, Mined Lands Reclamation Permit: This permit relates to all metalliferous mining units and exploration operations with surface disturbances on private lands greater than five acres and has been received by the Company. Based on the pending 2024 PFS mine plan, an amendment may be required. The Company received this permit in March 2023. See “Company Highlights – Year to date 2024 – Exploration Updates” and news release dated April 3, 2023, for details on the MLRP permit received.

In addition, the United State Army Corp. Of Engineers (“USACE”) Jurisdictional Determination 404 was received in February 2022. This is a determination as to whether Waters of the U.S. (“WOTUS”) are onsite or if the water on site contributes to a WOTUS waterway. ASCU received a determination that the Project does not impact WOTUS, and therefore no Federal Permitting will be required. The Company continues to make good progress in relation to the permitting process and will continue to advance required applications as required as per the development plans.

RESULTS OF OPERATIONS

	Three months ended		Nine months ended	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
Expenses				
Salaries and wages	\$ 246	\$ 276	\$ 731	\$ 746
Share based compensation	560	380	1,402	1,608
Professional fees	183	102	474	295
Directors fees	143	155	450	487
Marketing and administration	362	157	862	657
Loss before other items	1,494	1,070	3,919	3,793
Other expenses/(income)				
Accretion	313	212	912	212
Finance expenses and FX	(27)	326	206	28
Depreciation, depletion and amortization	16	16	49	47
Loss on marketable securities	-	12	-	30
Interest income	(102)	(243)	(409)	(722)
Other expense/(income)	-	-	-	-
Loss on transaction	-	35	-	2,361
(Gain)/loss on incentive plan	147	-	(100)	(1,143)
Loss/(Income) from other expenses	347	358	658	813
Loss and comprehensive loss for the period	\$ 1,841	\$ 1,428	\$ 4,577	\$ 4,606

For the three and nine-months ended September 30, 2024, as compared to the three and nine-months ended September 30, 2023

During the three months ended September 30, 2024, the Company had a loss of \$1.8 million compared to a loss of \$1.4 million for the three months ended September 30, 2023, increasing primarily due to higher share-based compensation costs, investor relations expenses, less interest income and higher accretion on provisions for MainSpring. The Company had a loss of \$4.6 million in the nine-months ended September 30, 2024 compared to \$4.6 million for the same period in 2023 decreasing slightly, but for the for the same items noted above as well as a lower gain on incentive plans, partially offset by lower share based compensation costs on a year-to-date basis.

During the three and nine-months ended September 30, 2024, the total loss from operational expenses was \$1.5 million and \$3.9 million, respectively. The increase in the three and nine-month periods is due to higher marketing and administration costs due to investor relations and marketing as well as higher professional fees, higher share-based compensation in the quarter, offset by lower share-based compensation year-to-date.

The Company's loss from other expenses totaled \$0.4 million and \$0.7 million during the three and nine-month periods, respectively, ended September 30, 2024. This compares to \$0.4 million and \$0.8 million during the three and nine-months ended September 30, 2023, a decrease of \$Nil million and \$0.1 million, respectively. A significant portion of the decrease in the nine-month period is due to a transaction loss in 2023 due to a cyber security incident, higher foreign exchange losses and lower gains on incentive plan accruals than in nine-months ended September 30, 2023.

Summary of Quarterly Results

The following table sets out selected unaudited quarterly financial information of the Company and is derived from, and should be read in conjunction with, the respective unaudited interim condensed financial statements.

Period	Revenues \$ (000's)	Loss for the period \$ (000's)	Loss per share (basic and diluted) \$
3rd Quarter 2024	Nil	1,841	0.02
2nd Quarter 2024	Nil	1,323	0.01
1st Quarter 2024	Nil	1,413	0.01
4th Quarter 2023	Nil	2,383	0.02
3rd Quarter 2023	Nil	1,428	0.01
2nd Quarter 2023	Nil	2,778	0.03
1st Quarter 2023	Nil	400	0.00
4th Quarter 2022	Nil	1,125	0.01

The Company is at an advanced exploration stage of the Project and advancing technical studies and improving mineral resources and reserves, and its quarterly information is expected to vary based on the overall general and administrative expenditures, and to a lesser extent, exploration activities such as expenditures on mineral properties which are generally capitalized. The principal cause of fluctuations in the Company's quarterly results is the expenditure level on exploration and development projects, which directly impacts the Company's general and administrative costs. Factors generally causing significant variations in results between quarters include salary and wages costs, share-based compensation, accounting gains and foreign exchange gains/losses. See operating results, above, for discussion of movement in net income (loss) and comprehensive income (loss) for the quarter ended September 30, 2024, as compared to the same period in 2023.

RISKS AND UNCERTAINTIES

Like all mineral exploration and development companies, Arizona Sonoran also continues to be subject to ongoing risks and uncertainties and other factors, which among others, include: dependence on the success of the Project as the principal operation of the Company; changes in exploration, development or mining plans due to exploration results and/or changing budget priorities of ASCU or its joint venture partners; risks relating to the implementation and cost relating to the Nuton™ technologies; reliance on the availability of funding from third parties or partners; climate change; impact of obtaining access to water; estimates of capital cost and operating costs may be lower than actual costs; errors in geological modelling or changes in any of the assumptions underlying the 2024 PFS and 2024 PEA; obtaining further financing to fund anticipated exploration and development work; international conflict in the Ukraine and the Middle East and their effects on global financial markets and supply chains; and other liquidity risks (see also "*Financial Accounting and Reporting Processes*") and "*Risk Factors*" in the Company's AIF.

The following *Risks and Uncertainties* pertain to the outlook and conditions currently known to Arizona Sonoran that could have a material impact on the financial condition of the Company. A discussion of these and other factors that may affect the Company's actual results, performance, achievements, or financial position is contained under the heading "*Risk Factors*" and elsewhere in the Company's AIF. Such factors include, but are not limited to political risks, title risks, commodity prices, exchange rate risks, permitting risks, operating and environmental hazards encountered in the exploration, development and mining business and changing laws and public policies.

Current and prospective security holders of Arizona Sonoran should carefully consider these risk factors. Should the development of the Project not be possible or practicable for any reason, the business and financial position of the Company would be materially adversely affected.

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2024, the Company's cash balance was \$8.5 million which includes \$1.0 million of cash for the Nuton Phase 2 work (December 31, 2023 - \$10.5 million) and working capital of \$0.2 million (December 31, 2023 - \$12.3 million). As of November 7, 2024, the Company had cash of approximately \$29 million, which includes funding for the Nuton Phase 2 work that will need to be repaid if not spent.

The business of mining and exploration involves a high degree of risk and there can be no assurance that current exploration and development programs will result in profitable mining operations in the future. The Company currently has no source of revenue and has significant cash requirements to fund its development project capital requirements, exploration programs, administrative overhead, and to maintain its mineral properties in good standing.

The Financial Statements are prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for at least the next twelve months. They do not reflect the adjustments to carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary if the going concern assumption was deemed inappropriate. These adjustments could be material.

The Company has incurred significant operating losses and negative cash flows from operations and has limited working capital due to its commitments falling due within the next twelve months. The Company can adjust its discretionary expenditures to ensure it will continue as a going concern while pursuing additional financing alternatives. As outlined herein, the Company has, in the past, financed the majority of its activities by raising capital through equity issuances.

The Company closed the October 2024 Offering noted below in the "Financing Activities", however, the Company will need to obtain financing in the form of debt, equity, or a combination thereof to continue with its development and operation plans. There can be no assurance that additional funding will be available to the Company, or, if available, that this funding will be on acceptable terms. While management believes that the Company will be able to meet its funding requirements in the ordinary course, there is no guarantee that the Company will be able to maintain sufficient working capital in the future or continue its operations and development of its properties as currently contemplated due to market, economic and commodity price fluctuations.

The Company's capital consists of debt and equity, which includes share capital, reserves and deficit. The Company's objectives are to maximize shareholder returns and share value by ensuring sufficient financial flexibility to achieve its ongoing business objectives including funding of future growth opportunities and future potential accretive opportunities.

The Company manages its capital through its budgeting and forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investment and financing activities.

To achieve its objectives, the Company may issue new shares, adjust capital and operating expenditures and acquire additional property. There is no assurance that these initiatives will be successful.

Operating Activities

During the nine months ended September 30, 2024, the cash used in operating activities was \$8.6 million (September 30, 2023 - \$9.6 million).

Investing Activities

The Company's cash used in investing activities for the nine months ended September 30, 2024 was \$15.7 million (September 30, 2023 - \$23.1 million) primarily spent in connection with exploration and evaluation expenditures on mineral properties and property option and land payments.

Financing Activities

In the nine months ended September 30, 2024, the Company's cash provided by financing activities was \$22.3 million (September 30, 2023 - \$24.9 million) primarily consisting of deposits received from Nuton for phase 2 work and preliminary economic assessment ("PEA") work under the Nuton OTJV.

On October 9, 2024, the Company closed the October 2024 Offering for 23,805,000 common shares in the capital of the Company at a price of C\$1.45 per Common Share, for gross proceeds to the Company of C\$34,517,250 (\$25.6 million). The Offering was underwritten on a "bought deal" basis by a syndicate of underwriters.

RELATED PARTY TRANSACTIONS

As at September 30, 2024, no material amounts were owed to or from the Company by key management personnel (September 30, 2023 – Nil).

The remuneration of the key executive management and directors was as follows:

	September 30, September 30,	
	2024	2023
Salaries and wages	\$ 1,119	\$ 1,019
Salaries and wages capitalized as exploration	456	528
Share-based compensation*	623	1,146
Directors' fees	450	487
	\$ 2,647	\$ 3,180

*Share-based compensation includes shares issued for services, stock options and restricted share units ("RSUs").

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of the consolidated financial statements in accordance with IFRS Accounting Standards requires management to make estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results could differ from these estimates.

In preparing the interim condensed consolidated financial statements, the significant judgments made by management in applying the Company's accounting policies and key sources of estimation uncertainty were the same as those applied to the annual audited consolidated financial statements for the year ended December 31, 2023.

FINANCIAL INSTRUMENTS

Fair Value

The Company's financial instruments as at September 30, 2024 consist of cash, marketable securities, accounts payable, accruals, other short and long term liabilities. The carrying values of all other financial assets and financial liabilities approximate their fair value with the exception of the MainSpring PSA provisions at amortized cost.

Management of Financial Risk

Currency risk

The Company is exposed to financial risk due to changes in foreign exchange rates. The Company operates in the United States and Canada, and a portion of its expenses are incurred in Canadian dollars. A significant change in the exchange rates between the Canadian dollar relative to the US dollar could have an effect on the Company's results of operations, financial position and cash flows. The Company has not hedged its exposure to currency fluctuations. As at September 30, 2024, the Company is exposed to currency risk through its cash and cash equivalents denominated in Canadian dollars totaling \$4.1 million.

Based on the exposure as at September 30, 2024, and assuming that all other variables remain constant, a 10% depreciation or appreciation of the US dollar against the Canadian dollar would result in an increase/decrease of approximately \$0.3 million in the Company's loss for the quarter.

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The maximum credit risk the Company is exposed to is 100% of cash and cash equivalents and receivables.

The Company's cash is held in large Canadian and U.S. financial institutions. The Company does not deem that it has significant credit risk exposure.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements by taking into account anticipated cash expenditures for its exploration and operational activities. The Company will pursue additional equity or debt financing as required to meet its long-term commitments. There is no assurance that such financing will be available or that it will be available on favorable terms. See Description of the Business and Going Concern (Note 1).

As at September 30, 2024, the contractual undiscounted future cash flows of the Company's significant financial liabilities are as follows:

	< 6 months	6 – 12 months	1 - 2 years	Total cash flows at September 30, 2024
Financial liabilities at fair value:				
Current portion of Nuton deposit	-	1,032	-	1,032
DSU liability	-	-	865	865
Financial liabilities at amortized cost:				
Accounts payable	894	-	-	894
Accruals	454	-	-	454
Nuton deposit	-	-	5,325	5,325
Lease liabilities	29	-	-	29
Other current liabilities	155	6,092	-	6,247
	1,532	7,124	6,190	14,846

As at September 30, 2024, the carrying values of all financial assets and financial liabilities approximate their fair value with the exception of the current Mainspring PSA promissory note detailed in Note 5 of the Financial Statements at amortized cost, which has a fair value at September 30, 2024 of \$5,327. In the event that change of control occurs, such that the Nuton OTJV is terminated, the Company will have to repay the \$10 million Option Exclusivity Payment.

The Option Exclusivity Payment is considered a level 3 instrument in the fair value hierarchy as one or more of the significant inputs is not based on observable market data. This is the case for unlisted instruments where risk could give rise to a significant unobservable adjustment. See Note 6 of the Financial Statements for details.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

There were no material amendments that are effective for reporting periods beginning on or after January 1, 2024 affecting the Financial Statements.

COMMITMENTS AND CONTINGENCIES

The Company has future exploration and evaluation expenditure obligations which are at the option of the Company with respect to its land agreements:

Trust Lands

- Based on the achievement of certain development milestones, the Company is obligated to make future payments to TAGC Ventures LLC of up to \$750 in connection with the purchase of Trust lands.

LKY

- The final \$5.0 million is due for the LKY Purchase on the fifth anniversary of the closing date on February 10, 2027.

Nuton

- As at September 30, 2024, an amount of \$1.0 million remains for Phase 2 work that will have to be repaid if not spent on Nuton Phase 2 test work.
- In the event that change of control occurs, such that the Nuton OTJV is terminated, the Company will have to repay the \$10 million Option Exclusivity Payment.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

AUTHORIZED AND ISSUED SHARE CAPITAL

As at November 7, 2024, the Company had 133,372,693 outstanding common shares. The Company also had 7,201,739 share purchase options, 894,054 restricted share units and 768,321 deferred share units outstanding.

NON-IFRS PERFORMANCE MEASURES

This MD&A contains certain non-IFRS measures, including sustaining capital, sustaining costs, C1 cash costs and AISC. This performance measure has no standardized meaning within generally accepted accounting principles under IFRS Accounting Standards and, therefore, amounts presented may not be comparable to similar data presented by other companies. This data is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS Accounting Standards.

Management believes working capital is a valuable indicator of liquidity. Working capital is calculated by deducting current liabilities from current assets. Current Liabilities and current assets are the two most directly comparable measures prepared in accordance with IFRS Accounting Standards.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There have been no changes in the Company's internal control over financial reporting during the three and nine-months ended September 30, 2024 that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

CAUTIONARY STATEMENTS ON FORWARD-LOOKING STATEMENTS AND OTHER MATTERS

All statements, other than statements of historical fact, contained or incorporated by reference in this MD&A constitute "forward-looking information" and "forward-looking statements" within the meaning of the Canadian United States securities legislation. This information and these statements, referred to herein as "forward-looking statements" are made as of the date of this MD&A or as of the date of the effective date of information described in this MD&A, as applicable. Forward-looking statements includes statements that use forward-looking terminology such as "accrue", "anticipate", "believe", "budget", "continue", "could", "define", "demonstrating", "emerging", "estimate", "evaluate", "expand", "expect", "exploration", "feasibility", "forecast", "foreseeable", "further", "growth", "if", "indicate", "initial", "initiative", "intend", "in the event", "liabilities", "liquidity", "may", "metrics", "milestone", "next", "ongoing", "opportunity", "optimize", "optionality", "outlook", "phase", "plan", "potential", "preliminary", "probability", "procedures", "resource", "retirement",

“rights”, “risk”, “scalable”, “schedule”, “sensitivities”, “strategy”, “study”, “sustaining”, “testing”, “trend”, “uncertainties”, “undertake”, “upgrade”, “will”, “would”, or the negative or grammatical variation thereof or other variations thereof or comparable terminology, expressions or statements that certain actions, events or results can, could, may, should, will (or not) be achieved, occur, provide, result or support in the future, or which, by their nature, refer to future events. In some cases, forward-looking statements may be in the present tense, such as in respect of current matters that may be continuing, or that may have a future impact or effect. Such forward-looking statements includes those with respect to mineral resource and mineral reserves of the Project (including the assumptions underlying such estimates) and any further definition, expansion or upgrade thereof; exploration work (including drilling) and the completion and results thereof; the 2024 PFS, the 2024 PEA, the Integrated Nuton PFS, the 2025 PFS and/or any future such or similar study, analyses or testing (including contemplated workstreams or plans, opportunities) and the conclusions or other results thereof (including economic analyses, net present value (or NPV), and other valuations, internal rate of return (or IRR) and other returns, free cash flow (or FCF), life of mine (or LOM), mine plans, costs (including capital costs, C1 cash costs and all in sustaining costs or AISC), returns, or other conclusions or results, implications, completion and implementation thereof); the Company’s objectives, expectations, strategies and plans for the Project or otherwise, the results thereof; the 2024 work plan at the Project, including the Parks/Salyer Project and MainSpring Property; bringing the MainSpring Property into the mine plan and impact thereof; the economics and opportunity represented by the Project; the impact of the Nuton™ technologies (including availability of such technologies, increased recoveries and leaching, and environmental performance) and the Company’s relationship with Nuton; the costs and timing of future exploration and development, including the timing for completion and commencement of production; the timing and amount of future production at the Company’s projects; the timing, receipt and maintenance of approvals, licenses and permits from the federal and state government agencies and from any other applicable government, regulator or administrative body; the acquisition of the landholdings; future financial or operating performance and condition of the Company and its business, operations and properties; the intended use of the net proceeds for any equity offerings; the adequacy of funds from any equity offerings to support completion of the continued development of the Company’s projects and commence commercial production; the Company’s plans to remediate the material weakness in its internal control over financial reporting; and any other statement that may predict, forecast, indicate or imply future plans, intentions, levels of activity, results, performance or achievements; and any future plans or prospects of the Company. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct, and any forward-looking statements by the Company are not guarantees of future actions, results or performance.

Forward-looking Statements are based upon a number of estimates, assumptions, expectations and opinions, which are considered reasonable and represent best judgment based on experience and perception of trends, current conditions and expected developments, as well as available facts, and other factors, as of the date such statements are made, that are believed to be relevant and reasonable in the circumstances. If such assumptions, estimates, expectations and opinions prove to be incorrect, actual and future results may be materially different than expressed or implied in the forward-looking statements. The assumptions, estimates, expectations and opinions referenced, contained or incorporated by reference which may prove to be incorrect include those related to: favorable equity and debt capital markets; the ability to raise any necessary additional capital on reasonable terms to advance the development of the Company’s projects and pursue planned exploration; future prices of copper and other metal prices; the timing and results of exploration and drilling programs; the compliance by partners to abide by the terms of agreements; the accuracy of any mineral resource and reserve estimates; the geology of the Company’s projects being as described in relevant technical documents; the ability to successfully apply the Nuton™ technologies on ASCU’s properties and the impact on same; the metallurgical characteristics of the Company’s projects being suitable for processing; the successful operation of the processing facility; production costs; the accuracy of budgeted exploration and development costs and expenditures, including to complete development of the infrastructure at the Company’s projects; the acquisition of land for project advancement; the price of other commodities such as fuel; future currency exchange rates and interest

rates; operating conditions being favorable, including whereby the Company is able to operate in a safe, efficient and effective manner; political and regulatory stability; the ability to receive and maintain governmental and third party approvals, licenses and permits on favorable terms; obtaining required renewals for existing approvals, licenses and permits and obtaining all other required approvals, licenses and permits on favorable terms; sustained labor stability; stability in financial and capital goods markets; availability of equipment; and the ability of the Company to remediate material weaknesses in its internal control over financial reporting, as well as those stated in the Company's news releases referenced in this MD&A, the 2024 PFS and related technical report (the "2024 PFS Technical Report"), the 2024 PEA and related technical report (the "2024 PEA Technical Report"), the Company's Annual Information Form dated April 1, 2024 (the "AIF"), Management's Discussion and Analysis (together with the accompanying financial statements) for the year ended December 31, 2023 and the prior quarters already ended in 2024 (including this MD&A and related financial statements, collectively, the "2023-24 Financial Disclosure") and the Company's other applicable public disclosure (collectively, "Company Disclosure"), all available on the Company's website at www.arizonasonoran.com and under its issuer profile at www.sedarplus.ca. Whilst the Company considers these assumptions, estimates, expectations and opinions to be reasonable, they are inherently subject to significant known and unknown business, social, economic, political, regulatory, competitive and other risks, uncertainties, contingencies and other factors that could cause actual actions, events, conditions, results, performance or achievements to be materially different from those projected, expressed or implied in the forward-looking statements. Many assumptions are based on factors and events that are not within the control of the Company and there is no assurance they will prove to be correct.

Furthermore, such forward-looking statements involves a variety of known and unknown risks, uncertainties, contingencies and other factors which may cause the actual plans, intentions, activities, results, performance or achievements of the Company to be materially different from any future plans, intentions, activities, results, performance or achievements expressed or implied by such forward-looking statements. Such risks, uncertainties, contingencies and other factors include, among others, the "Risk Factors" in the AIF, and the risks, uncertainties, contingencies and other factors identified in the 2024 PFS and related technical report, the 2024 PEA Technical Report and the 2023-24 Financial Disclosure, as well as: copper prices are volatile and may be lower than expected; product alternatives may reduce demand for the Company's products; estimating mineral reserves and mineral resources is risky and no assurance can be given that such estimates will be achieved; nature of mineral exploration, development and mining involves significant financial risks; dependence on the success of the Project as the principal operation of the Company; the Company may not be able to obtain further financing on acceptable terms and continue as a going concern; changes in exploration, development or mining plans due to exploration results and/or changing budget priorities of ASCU or its joint venture partners; risks relating to the implementation and cost relating to the Nuton™ technologies; the Company's reliance on the availability of funding from third parties or partners; the Company is reliant on appropriate governmental authorities to obtain, renew and maintain the necessary permits for Company operations; estimates of capital cost and operating costs may be lower than actual costs; errors in geological modelling or changes in any of the assumptions underlying 2024 PFS or 2024 PEA (including the assumptions, estimates and expectations underlying such studies as more particularly described in the 2024 PFS Technical Report and the 2024 PEA Technical Report, as applicable); geological hydrological and climatic events could suspend future mining operations or increase costs; title to mineral properties may be challenged or impugned; social and environmental activism can negatively impact exploration, development and mining activities; operations during mining cycle peaks are more expensive; mining operations are very risky and project parameters may continue to change as plans continue to be refined; inadequate infrastructure may constrain mining operations; risks from unknown hazards; changes in climate conditions may affect the Company's future operations; substantial government regulation and changes to regulation or more stringent implementation of regulations could have a material adverse effect on the Company's operations and financial condition; regulation of greenhouse gas emissions and climate change issues may adversely affect the Company's operations and markets; risks associated with changing environmental legislation and regulations; the mining industry is

intensely competitive; the Company may incur losses and experience negative operating cash flow for the foreseeable future; the Company's insurance coverage may be inadequate and result in losses; currency fluctuations can result in unanticipated losses; reduction in share prices due to global financial conditions; outbreaks of diseases and public health crisis; and international conflict, geopolitical tensions or war. The foregoing list of risks, uncertainties, contingencies and other factors is not exhaustive; readers should consult the more complete discussion of the Company's business, financial condition and prospects that is provided in the AIF, the 2023-24 Financial Disclosure and other Company Disclosure. Although the Company has attempted to identify important factors that could cause actual actions, events, conditions, results, performance or achievements to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events, conditions, results, performance or achievements to differ from those anticipated, estimated or intended.

There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from forward-looking statements. The forward-looking statements referenced or contained in this news release are expressly qualified by these Cautionary Statements as well as the Cautionary Statements in the AIF, the 2024 PEA Technical Report, the 2023-24 Financial Disclosure and other Company Disclosure. Forward-looking statements contained herein are made as of the date of this news release (or as otherwise expressly specified) and ASCU disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as required by applicable securities laws. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from forward-looking statements. Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements referenced or contained in this news release are expressly qualified by these Cautionary Statements as well as the Cautionary Statements in the AIF, the 2024 PFS Technical Report, the 2024 PEA Technical Report, the 2023-24 Financial Disclosure and other Company Disclosure.

Preliminary Economic Assessments

The 2024 PEA referenced in this news release and summarized in the 2024 PEA Technical Report is only a conceptual study of the potential viability of the Project and the economic and technical viability of the Project has not been demonstrated. The 2024 PEA is preliminary in nature and provides only an initial, high-level review of the Project's potential and design options; there is no certainty that the 2024 PEA will be realized. For further detail on the Project and the 2024 PEA, including applicable technical notes and cautionary statements, please refer to the Company's news release dated August 7, 2024 and the 2024 PEA Technical Report, both available on the Company's website at www.arizonasonoran.com and under its issuer profile at www.sedarplus.ca.

Mineral Resource Estimates

Until mineral deposits are actually mined and processed, mineral resources must be considered as estimates only. Mineral resource estimates that are not classified as mineral reserves do not have demonstrated economic viability. The estimation of mineral resources is inherently uncertain, involves subjective judgement about many relevant factors and may be materially affected by, among other things, environmental, permitting, legal, title, taxation, socio-political, marketing, or other known and unknown risks, uncertainties, contingencies and other factors described in the foregoing Cautionary Statements on Forward-Looking Statements. The quantity and grade of reported "inferred" mineral resource estimates are uncertain in nature and there has been insufficient exploration to define "inferred" mineral resource estimates as an "indicated" or "measured" mineral resource and it is uncertain if further exploration will result in upgrading "inferred" mineral resource estimates to an "indicated" or "measured" mineral resource category. Inferred mineral resource estimates may not form the basis of feasibility or pre-feasibility studies or economic studies except for preliminary economic assessments. The accuracy of any mineral resource estimate is a function of the quantity and quality of available data, and of the assumptions made and judgments used in engineering and geological interpretation, which may prove to be unreliable and depend,

to a certain extent, upon the analysis of drilling results and statistical inferences that may ultimately prove to be inaccurate. It cannot be assumed that all or any part of a “inferred”, “indicated” or “measured” mineral resource estimate will ever be upgraded to a higher category including a mineral reserve. The mineral resource estimates declared by the Company were estimated, categorized and reported using standards and definitions in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum Definition Standards for Mineral Resources and Mineral Reserves (the “CIM Standards”) in accordance with National Instrument 43-101 of the Canadian Securities Administrators (“NI 43-101”), which governs the public disclosure of scientific and technical information concerning mineral projects.

U.S. Readers

The terms “mineral resource”, “measured mineral resource”, “indicated mineral resource” and “inferred mineral resource” as disclosed by the Company are Canadian mining terms defined in the CIM Standards (collectively, the “CIM Definitions”) in accordance with NI 43-101. NI 43-101 establishes standards for all public disclosure that a Canadian issuer makes of scientific and technical information concerning mineral projects. These Canadian standards differ from the requirements of the United States Securities and Exchange Commission (the “SEC”) applicable to United States domestic and certain foreign reporting companies under Subpart 1300 of Regulation S-K (“S-K 1300”). Accordingly, information describing mineral resource estimates for the Cactus Copper Project may not be comparable to similar information publicly reported in accordance with the applicable requirements of the SEC, and so there can be no assurance that any mineral resource estimate for the Project would be the same had the estimates been prepared per the SEC’s reporting and disclosure requirements under applicable United States federal securities laws, and the rules and regulations thereunder, including but not limited to S-K 1300. Further, there is no assurance that any mineral resource or mineral reserve estimate that the Company may report under NI 43-101 would be the same had the Company prepared such estimates under S-K 1300.

APPROVAL

The Audit Committee on behalf of the Board of Directors of Arizona Sonoran Copper Company Inc has approved the disclosure contained in this MD&A.