Three Valley Copper Corp.

Management's Discussion and Analysis
of Financial Position and Results of Operations
Third Quarter Ended September 30, 2022

MANAGEMENT'S DISCUSSION AND ANALYSIS

*The following is management's discussion and analysis ("**MD&A**") of the financial condition, cash flows and future prospects of Three Valley Copper Corp. ("**TVC**" or the "**Company**"). This document is prepared as at November 25, 2022 (unless otherwise stated) and should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2022, including the notes thereon (the "**Financial Statements**"), the Company's audited consolidated financial statements for the year ended December 31, 2021, including the notes thereon and the Company's MD&A for the year ended December 31, 2021. The Company prepares its Financial Statements in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**"). All amounts are expressed in United States dollars ("**USD**") unless otherwise indicated. Additional information on the Company and its operations, including a consolidated National Instrument 43-101 Standards of Disclosure for Mineral Projects ("**NI 43-101**") compliant technical report on the Minera Tres Valles project (the "**Technical Report**"), can be accessed at www.sedar.com, and may also be found on the Company's website at www.threevalleycopper.com*

Forward-looking statements and information are used throughout this document. See the Forward-Looking Information section at the end of this document highlighting the caution that a reader should place on all forward-looking information.

BUSINESS OVERVIEW

Three Valley Copper Corp. (formerly SRHI Inc.) headquartered in Toronto, Ontario, Canada is listed on the TSX Venture Exchange ("**TSXV**") and OTCQB Venture Market ("**OTC**") and is focused on its primary asset, Minera Tres Valles SpA ("**MTV**"). Located in Salamanca, in the Province of Choapa, Chile, MTV is 95.1% owned by the Company and MTV's main assets are the Minera Tres Valles mining complex and its 46,000 hectares of exploratory lands.

MTV was acquired in October 2017 and includes a fully integrated processing operation and two mines the Don Gabriel open pit mine ("**Don Gabriel**") and the Papomono underground mine ("**Papomono**"). Both mines are located approximately 10 kilometers north of the town of Salamanca, 300 kilometers north of Santiago, Chile.

In December 2020, MTV restarted mining operations after being idled since February 2020 as it went through a Judicial Reorganization Agreement ("**JRA**") with its key creditors. The senior secured prepayment facility (the "**Facility**") previously entered into with the MTV senior secured lenders (the "**Lenders**"), was later amended as part of the JRA (the "**Amended Facility**").

MTV's intended objective is to carry out mining activities associated with exploiting and processing minerals for which it has a crushing and processing plant with nameplate capacity of 7,000 tonnes per day. MTV's heap leach pads and solvent-extraction and electrowinning processing ("**SX-EW**") plant (production capacity of 18,500 tonnes per year of copper cathodes) are located near Salamanca. In addition to the two mines, MTV owns a large regional land package which has not been extensively explored for minerals, primarily copper. Effective June 13, 2022, MTV ceased mining operations and placed its operations into care and maintenance as it filed for a Judicial Restructuring Procedure ("**JRP**") in Chile to assist MTV in restructuring its long-term debt and source new capital but which to date has not been granted.

Additional information on the Company and its operations, including its Technical Report, can be found on the Company's website at www.threevalleycopper.com and on SEDAR at www.sedar.com.

THIRD QUARTER HIGHLIGHTS

Since the JRP was filed in Chile on June 13, 2022, the Chilean courts have neither confirmed nor denied the application for creditors protection. If granted, it will be similar to being granted creditor protection under the *Companies' Creditors Arrangement Act* in Canada. The initial court order sought is expected to provide a stay of creditor claims and the exercise of contractual rights providing the necessary protection to allow MTV to continue its focus on sourcing a long-term financial partner that will encourage its creditors to restructure their debts leading to a secure financial foundation to grow MTV's business. The Company has doubts that the Chilean courts will grant the application for creditors protection and is preparing its alternatives, including the liquidation of MTV.

Since filing for the JRP, MTV has progressed with the termination of over half of its work force and the underground contractor for the Papomono mine has demobilized. Further planned terminations are expected in the near term. The infrastructure of Papomono built to date is expected to remain stable for the next 9 months with minimal maintenance. MTV expects to continue producing limited copper cathodes from the existing material on the heap leach until the end of December 2022, with MTV's cash resources expected to be exhausted in early 2023 unless new capital to support MTV is sourced.

Concessions from certain important suppliers, together with unexpected benefits in the heap leach generated by above-average precipitation, have provided MTV the ability to generate additional copper cathodes from its current inventory. It is MTV's expectation that copper cathodes can be harvested for the remainder of 2022 at or around break-even but cautions that certain assumptions are subject to change which could change this expectation. The performance of the heap leach is critical and monitored closely in the event that circumstances change that would affect the copper cathode production projection.

The Company and MTV maintained dialogue with the Lenders during the third quarter to source a long-term investor. To date, a solution to support MTV has not been identified. The Company is doubtful whether a solution to support MTV can be achieved and is cautious in attributing any probability that a fulsome financial support solution from the Lenders or a new investor will be available.

If MTV is successful in sourcing a longer-term capital support solution and restructuring its existing debt, there will likely be a material dilution to the Company's ownership interest in MTV, including the likelihood that the Company would no longer hold majority control of MTV. If a longer-term capital support solution and/or restructuring is unsuccessful, MTV will be forced to liquidate or be sold, which could adversely impact the Company's ability to recover any or all of the Company's investment in MTV. The public company, TVC, is expected to continue as a going concern even if a liquidation/sale event occurs at MTV.

Filing for a JRP is an event of default under the Amended Facility. MTV has not paid amounts due to the Lenders since March 31, 2022, as required pursuant to the terms of the Amended Facility. As a result of the current financial situation of MTV, certain defaults of the Amended Facility have occurred and are continuing. While the Lenders have not provided a notice of default to MTV, they have expressly reserved their rights. Consequently, the total outstanding balance of the Amended Facility remains classified as current liabilities. In addition, the amounts owing to the unsecured creditors (the "**Unsecured Creditors**") of the JRA are also classified as current liabilities. The amounts due to the Unsecured Creditors of the JRA on March 31, 2022 were postponed until June 30, 2022 and further postponed until September 30, 2022 with the approval of the Creditors' Committee representing the Unsecured Creditors of the JRA. The Creditors' Committee has not further postponed amounts due to the Unsecured Creditors of the JRA beyond September 30, 2022.

Copper cathode production in the third quarter of 2022 was 1.0 million pounds coming from the drawdown of current inventory on the leach pads. Copper cathode production at MTV was negatively impacted by the suspension of Papomono block caving operations and the halting of all deliveries of ore from third-party miners, both effective June 13, 2022, when MTV initiated a full care and maintenance program. Copper cathode production for the nine months ended September 30, 2022 was 5.0 million pounds.

Revenue for the third quarter of 2022 was $5.7 million from the sale of 1.6 million pounds of copper cathodes at an average realized copper price (see Non-IFRS Performance Measures elsewhere in this MD&A) of $3.53 per pound; bringing total revenue for the nine months ended September 30, 2022 to $24.7 million from the sale of 5.9 million pounds of copper cathodes at an average realized copper price of $4.15 per pound.

Net loss for the third quarter of 2022 was $4.7 million or $0.04 on a per-share basis, and for the for the nine months ended September 30, 2022 was $17.2 million, or $0.15 on a per-share basis.

Cash and cash equivalents and restricted cash at the end of the period was $6.5 million with the majority of this amount held directly by TVC which is separate from MTV.

OUTLOOK

Outlook

Going Concern Assumption

The Company is subject to numerous risk factors that may impact MTV's ability to economically produce copper cathodes, such as, but not limited to, current volatile market conditions and extended and potential startup issues with Papomono and the impact of the fixed portion of the offtake arrangement (the "**Offtake**") with MTV's principal buyer of copper cathodes. MTV has incurred significant operating losses and negative cash flows from operations in recent years. MTV will require further financing to meet its financial obligations, sustain its operations and ongoing capital projects in the normal course and expand its inventory of reserves and resources.

MTV currently operates in a high-cost environment and additional sources of capital will be required to execute MTV's planned operations. Such capital investments will depend on a number of unpredictable factors, which are often beyond the control of the Company and MTV. MTV's ability to meet its long-term business strategy depends on its ability to obtain additional financing in the immediate term and to generate operational cash flow from its commercial revenues. A key milestone for MTV's future success is the restart and ramp-up of production from the Papomono mine, the initial construction of which was completed in January 2022. Management estimates that additional sustaining capital requirements and working capital will be required in 2022/2023 prior to a restart of mining operations. The Papomono mine ramp-up and its future production of copper ore depends on several factors some of which may be out of MTV's and/or the Company's control.

There is no assurance that additional financing will be available on a timely basis or on terms acceptable to MTV. MTV has suspended mining operations at the Don Gabriel open pit mine and Papomono underground mine, and is in negotiations with the Lenders to amend the terms of the Amended Facility and source external investment for MTV. There is no assurance that the negotiations with the Lenders will be successful. If MTV is successful in sourcing additional financing, this will likely cause a material dilution to TVC's ownership interest in MTV, including the possibility that TVC would no longer hold majority control of MTV. MTV has not paid amounts due to the Lenders since March 31, 2022, and consequently effective March 31, 2022, MTV is in default with the terms of the Amended Facility. In addition, TVC did not invest the remaining net proceeds of the November 2021 financing (approximately $2.5 million) into MTV pursuant to the terms of the undertaking agreement (the "**Undertaking**") with the Lenders, and consequently the terms of the undertaking agreement are now no longer binding. Due to certain ongoing events of default, the Lenders may exercise their security rights and/or remedies pursuant to the terms of the Amended Facility that could force a liquidation or sale of MTV that could adversely impact the TVC's ability to recover any or all of TVC's investment in MTV. The public company, TVC, is expected to continue as a going concern even if a liquidation event occurs at MTV.

As a result of MTV's current financial situation and the interruption in its operations, certain defaults of the Amended Facility have occurred and are continuing, consequently the total outstanding amounts due under the Amended Facility are classified as current liabilities. In addition, the amounts due to the Unsecured Creditors under the terms of the JRA are classified as current liabilities. On June 13, 2022, MTV determined that it was in its best interests to file for an application for creditor protection under the JRP. To date, the Chilean courts have neither confirmed nor denied MTV's application under the JRP and it is possible that MTV may need to voluntarily apply for liquidation if the JRP is not approved and/or a restructuring of its long-term debt and sourcing of new investment capital is not achieved. Currently, MTV is processing ore that was on its leach pads prior to suspension of mining activities. It is now expected that the current inventory ores will be exhausted in December 2022 and long-term inventory will not be processed until further capital investment is obtained by MTV to facilitate the purchase of third-party ore and the processing of the existing long-term inventory on its leach pads.

These circumstances result in material uncertainties that cast significant doubt upon MTV's ability to continue as a going concern, and the ultimate appropriateness of the use of accounting principles applicable to a going concern. The Financial Statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported revenues and expenses, and the balance sheet classifications used, that would be necessary if MTV were unable to achieve profitable operations or to obtain adequate financing or successfully renegotiate the terms of the Amended Facility. These adjustments would likely be material.

Future Expansion Projects and Production

Limited copper cathode production is expected to continue until the end of December 2022, absent any interim capital support for MTV, and is to come from the existing current inventory on the leach pad. A large component of future ore production growth, subject to longer-term capital support, is expected to come from the higher-grade Papomono deposit.

In January 2022, construction and development of the initial phase of Papomono was completed and it was ready to commence the block caving operation. However, MTV decided to temporarily halt the start of the block caving operation at that time. On March 7, 2022, the Company, with the support of the Lenders and the underground mining contractor, decided to start the operations of the Papomono block caving mine while discussions with the Lenders to find a comprehensive solution to MTV's cash flow shortfall continued. As part of the decision process to start the block caving operation and at the request of the Lenders, MTV engaged consultants to undertake a technical optimization study in respect of Papomono. Phase one of this study was completed and it supported the decision to start the operations of the Papomono block caving mine, which is expected to ultimately generate underground production in excess of 2,000 tonnes per day while significantly reducing unit-mining costs. On June 13, 2022, Papomono was placed on care and maintenance following MTV's decision to commence the reorganization proceedings by filing a JRP in Chile.

The expansion of Don Gabriel began in the second half of 2018 supported by the Company's working capital and MTV's operational cash flows. In the first quarter of 2020, the expansion of Don Gabriel was halted. Mining restarted in December 2020 and was initially expected to continue until early 2023. However, the continuing underperformance of Don Gabriel in 2021 prompted MTV to temporarily suspend operations at Don Gabriel on January 24, 2022. Continued expansion of Don Gabriel remains part of the longer life of mine plan assuming further technical work and review conclude Don Gabriel is economically viable. Earlier this year, a preliminary technical assessment of Don Gabriel was initiated by an independent external consulting group but has now been suspended pending future capital support of MTV. Subject to the results of the assessment, MTV expects that additional drilling and technical work will be needed that may result in a new resource model, new reserve estimate and an updated mine plan for Don Gabriel prior to re-starting mining operations in 2024/2025 as is currently planned. The Company cannot at this time confirm if the existing Technical Report can still be relied upon with respect to Don Gabriel and will provide further guidance on this when more information is available. For planning purposes, MTV has reduced its expected recoverable ore from Don Gabriel until additional analysis of Don Gabriel is complete.

Under the Offtake with Anglo American Marketing Limited ("**AAML**"), MTV has contracted to sell a fixed amount of copper cathode representing 40% of its expected copper cathode production at $2.89 per pound from August 2020 to July 2022 (the "**Fixed Price**"). The volume of monthly copper cathode contracted to sell at $2.89 per pound was set in July 2020 based on expected production from August 2020 to July 2022 with 3,382 tonnes remaining as at September 30, 2022. In the event that monthly copper cathode production is in excess of the expected volume, less than 40% of copper produced in that month will be sold at $2.89 per pound. In the event that monthly copper cathode production is below the expected volume, greater than 40% of copper produced in that month will be sold at $2.89 per pound.

Effective August 1, 2021, MTV executed an amendment to the Offtake specific to the Fixed Price sales component with AAML. Under the terms of the amendment, the remaining monthly deliveries of copper cathode due under the Fixed Price portion of the Offtake were deferred until May 1, 2022 and all sales of copper cathode commencing August 1, 2021 until April 30, 2022 were sold at the prevailing spot price for copper cathode, less a nominal amount. The remaining 12 months of contracted delivery amounts of the Fixed Price portion of the contract were expected to resume on May 1, 2022 at the previous agreed Fixed Price of $2.89 per pound when copper cathode production was expected to include contributions from Papomono. To date, the Fixed Price portion of the Offtake has not restarted and is being reconsidered as part of the current negotiations underway with the Lenders.

During the nine months ended September 30, 2022, 100% of copper cathodes produced by MTV was sold at the prevailing spot price for copper cathode, less a nominal amount, as a result of the amendment to the Offtake and the ongoing negotiations with the Lenders.

In 2022, third-party small miner ore supplied was higher than expected until all deliveries of ore from third-party miners were halted on June 13, 2022 when MTV initiated a full care and maintenance program. The higher than expected supply of third-party small miners ore was mainly due to the amendment to the Offtake specific to the Fixed Price sales component as it allowed MTV to purchase ore from third-party miners at more competitive rates.

COVID-19

At the onset of the COVID-19 outbreak, the virus created near-term copper price uncertainty and volatility, and significant losses across the world's financial marketplace and social dislocation. Since March 23, 2020 when the copper price reached a low of $2.10 per pound, it rallied considerably to a high monthly average of $4.64 per pound in March 2022. Copper prices averaged $3.46 per pound in October 2022. MTV remains confident in the long-term outlook for copper, however global economic uncertainty and the unknown effects of COVID-19 could lead to volatility of copper prices in the coming quarters. The extent and duration of impacts that the pandemic may still have on the copper price, suppliers and employees and on global financial markets is not known at this time, and could be material.

COVID-19 restrictions continued to ease in Chile since the second half of 2021 as cases trended downward, resulting in little impact on the MTV's operations during 2022. Should these restrictions reappear in the future, the effect of the COVID-19 pandemic on the MTV's business activities will create elevated uncertainty and may further impact copper cathode production. MTV continues its preventative, mitigating and containment measures to actively minimize the spread of COVID-19.

Geopolitical Uncertainties

In October 2019, social unrest in Chile erupted throughout the country. Deaths, vandalism and looting were reported in Santiago and other regions of the country. During 2021, the social unrest retreated as COVID-19 became the focus of the country but its impacts on Chile's economy continue. As a result, Chile started a process to replace its Constitution by means of a Constitutional Assembly tasked with drafting the new text. The more controversial constitutional reforms included the nationalization of Chile's natural resources, limiting the amount of mining that can take place near Indigenous lands and increased mining operational costs related to addressing environmental concerns. On September 4, 2022, nearly 62% of Chileans voters rejected the new Constitution. Gabriel Boric, a left-wing legislator who rose to prominence during the anti-government protests in 2019 was elected Chile's president and took office in March 2022. These geopolitical uncertainties and the current global economic uncertainties may reduce the attractiveness of Chile as an investment destination for capital providers.

Chile's Drought

The drought experienced during the first quarter of 2020 in the province of Coquimbo, where the MTV mine is located, was the most severe drought in 60 years, which affected water access to the heaps and impacted copper production. During the peak of the drought the flow of water from various sources including the Choapa River, was not sufficient to fulfill MTV's water rights necessitating production curtailment.

Since that time, MTV has been able to secure water sources that currently yield the required water flows to maintain its revised planned operations. There is currently no water supply issues affecting MTV's operations and earlier this year the region experienced significant rainfall not seen in over a decade. MTV's management is actively monitoring the water situation and developing contingencies in the event a future water shortage does occur. However, should drought conditions or water supply challenges become acute further adjustments to the operations at MTV may be required.

FINANCIAL AND OPERATIONAL SUMMARY

	Three months ended		Nine months ended	
Financial information (in thousands)	**Sept. 30, 2022**	Sept. 30, 2021	**Sept. 30, 2022**	Sept. 30, 2021
Revenue	**$ 5,670**	$ 8,362	**$ 24,702**	$ 22,873
Gross loss	**$ 621**	$ 881	**$ 7,009**	$ 3,070
Net loss for the period	**$ 4,674**	$ 1,474	**$ 17,247**	$ 9,407
Net loss per share attributable to owners of the Company	**$ 0.04**	$ 0.02	**$ 0.14**	$ 0.16
EBITDA from continuing operations [1]	**$ (1,045)**	$ 2,254	**$ (7,271)**	$ 1,347
Adjusted EBITDA from continuing operations [2]	**$ (1,982)**	$ (392)	**$ (4,300)**	$ 440
Write-down of inventory	**$ 109**	$ —	**$ 5,587**	$ 2,474
Gain on portfolio investments	**$ —**	$ —	**$ —**	$ (107)
Cash (used in) provided by operating activities before working capital changes	**$ (2,031)**	$ (1,229)	**$ (6,825)**	$ (103)

1 EBITDA represents earnings before interest, income taxes and depreciation. It is a non-IFRS performance measure. Refer to Non-IFRS Performance Measures section of the MD&A for discussion.

2 Adjusted EBITDA is earnings before interest, income taxes, depreciation and amortization and further adjusted to remove the Company's gains and losses on portfolio investments, write-downs and reversals of previous write-downs of inventory, gains and losses on modification of debt, unrealized foreign exchange gains and losses, stock-based compensation and impairment of non-current assets. It is a non-IFRS performance measure. Refer to Non-IFRS Performance Measures section of the MD&A for discussion.

	As at	
(in thousands)	**Sept. 30, 2022**	Dec. 31, 2021
Cash and cash equivalents	**$ 6,449**	$ 13,656
Net debt [1]	**$ 72,355**	$ 60,813
Working capital deficiency[1]	**$ (86,925)**	$ (59,113)
Total equity attributable to owners of the Company	**$ (8,972)**	$ 7,754
Non-controlling interest	**$ (2,524)**	$ (1,576)

1 Net debt and working capital (deficiency) are non-IFRS performance measures. Refer to Non-IFRS Performance Measures section of the MD&A for discussion.

The following operating metrics are specific to MTV's operations:

Operating information	Three months ended Sept. 30, 2022	Three months ended Sept. 30, 2021	Nine months ended Sept. 30, 2022	Nine months ended Sept. 30, 2021
Copper (MTV Operations)				
Total ore mined (thousands of tonnes)	**—**	178	**35**	550
Grade of ore mined (% Cu)	**— %**	0.52 %	**0.67 %**	0.54 %
Total waste mined (thousands of tonnes)	**—**	739	**78**	1,358
Ore Processed (thousands of tonnes)	**—**	231	**176**	680
Cu Production (tonnes)	**458**	1,138	**2,270**	3,073
Cu Production (thousands of pounds)	**1,010**	2,509	**5,005**	6,775
Change in inventory ($000s)	**$ (3,109)**	3,563	**$ (10,228)**	10,427
Cash cost of copper produced [1] (USD per pound)	**$ 4.00**	$ 3.40	**$ 5.37**	$ 3.49
Realized copper price [2] (USD per pound)	**$ 3.53**	$ 3.58	**$ 4.15**	$ 3.48

[1] *Cash cost per pound of copper produced includes all costs absorbed into inventory including inventory write-downs less non-cash items such as depreciation and non-site charges such as transportation costs of copper cathodes. It is a non-IFRS performance measure. Refer to Non-IFRS Performance Measures section of the MD&A for discussion.*

[2] *Realized copper price is a non-IFRS performance measures. Refer to Non-IFRS Performance Measure section of the MD&A for discussion.*

The initial construction and development phase of Papomono was completed in January 2022. Following a temporary delay in the start of block caving operations while attempting to secure the necessary interim financing to fund an orderly ramp-up of production, MTV, with the support of the Lenders and the underground mine contractor, commenced block caving operations in March 2022. On June 13, 2022, Papomono was placed on care and maintenance as MTV commenced reorganization proceedings by filing a JRP in Chile.

Papomono was previously expected to ramp up mine production during 2022 and 2023 to ultimately generate underground production in excess of 2,000 tonnes per day while significantly reducing unit-mining costs. Approximately $15 million has been incurred in the initial construction and development phase of Papomono completed in January 2022, in line with the forecasted construction and development costs. MTV does not expect to resume mining activities at Papomono, subject to a successful restructuring of MTV and capital support being arranged.

Cash cost per pound produced (see *Non-IFRS Performance Measures* elsewhere in this MD&A) increased to $4.00 for the three months ended September 30, 2022 compared to $3.40 for the three months ended September 30, 2021. The increase in cash cost per pound across the comparative periods was largely driven by (i) MTV operating at only 10% of its copper cathode production capacity from June 13, 2022, when Papomono was placed on care and maintenance and third-party ore purchases were halted, (ii) similar fixed plant costs being allocated to fewer copper cathode tonnes produced, and (iii) a 146% increase in the price of sulfuric acid. Also contributing to the higher cash cost per pound produced for three months ended September 30, 2022 was a $0.1 million write-down of mine site inventory, or $0.11 per pound, compared to no write-down of mine site inventory for the three months ended September 30, 2021, primarily due to increased operating costs during 2022 and lower expected realized copper prices for the remaining ores on the leach pad.

Cash cost per pound produced increased to $5.37 for the nine months ended September 30, 2022 compared to $3.49 for the nine months ended September 30, 2021. The increase in cash cost per pound across the comparative periods was largely driven by significantly higher operating costs primarily due to (i) the suspension of Don Gabriel in January 2022 and minimal production from the ramp-up of the Papomono block caving operations which ceased on June 13, 2022, (ii) halting all deliveries of ore from third-party miners effective June 13, 2022, (iii) similar fixed mining costs being allocated to fewer ore tonnes produced in the first half of 2022, resulting in a higher unit cost per ore tonne (iv) an increase in ore purchased from third party miners at higher prices in of 2022, and (v) a 146% increase in the price of sulfuric acid. Also contributing to the higher cash cost per pound produced for nine months ended September 30, 2022 was a $5.6 million write-down of mine site inventory, or $1.12 per pound, compared to a $3.6 million write-down of mine site inventory, or $0.53 per pound, for the nine months ended September 30, 2021, primarily due to increased operating costs during 2022 and lower expected realized copper prices for the remaining ores on the leach pad.

For the three months ended September 30, 2022, MTV operated, on average, at 10% of cathode capacity of 4,625 tonnes (18,500 tonnes annually), significantly below expectations, mainly due to the cessations in MTV mining operations and third-party ore purchases.

Cash Position

Cash and cash equivalents decreased to $6.4 million at September 30, 2022 from $13.7 million at December 31, 2021 mainly due to $4.2 million used in operating activities, $4.5 million of disbursed capital expenditures mainly related to the construction and development of Papomono, and $0.4 million of loans and borrowings repayments, all partially offset by $1.4 million in proceeds from a portfolio investment, $0.4 million in proceeds from the sale of mining equipment and the release of $0.5 million of restricted cash.

Capital Expenditures

Capital expenditures for the three months ended September 30, 2022 were $nil as Papomono was placed in care and maintenance. Total capital expenditures for the nine months ended September 30, 2022 were $6.8 million and mostly consisted of Papomono expenditures (nine months ended September 30, 2021: $10.0 million).

OPERATIONAL UPDATE

Three Months Ended September 30, 2022

	Three months ended	
	Sept. 30, 2022	Sept. 30, 2021
Tonnes mined - underground operations	**—**	12,279
Tonnes mined - open pit operations	**—**	165,222
Total ore mined (tonnes)	**—**	177,501
Waste mined - open pit operations (tonnes)	**—**	739,026
Waste to ore mined ratio - open pit operations	**—**	4.47:1
MTV mine processed ore (tonnes)	**—**	179,730
Third-party processed ore (tonnes)	**—**	37,858
ENAMI tolling processed ore (tonnes)	**—**	13,685
Total processed ore (tonnes)	**—**	231,273
Metallurgical recovery - underground material (%)	**— %**	69.8 %
Metallurgical recovery - open pit material (%)	**— %**	71.9 %
Underground average ore grade (Cu%)	**— %**	1.18 %
Open pit average ore grade (Cu%)	**— %**	0.47 %
Copper cathode production (tonnes)	**458**	1,138
Copper cathode sales (tonnes)	**729**	1,060

On June 13, 2022, MTV initiated a full care and maintenance program following its decision to commence the reorganization proceedings by filing a JRP in Chile. This resulted in the suspension of all mining, construction and development activities at Papomono and the immediate demobilization of the underground mining contractor. All the deliveries of ore from third-party miners were also halted when MTV initiated its full care and maintenance program and has not restarted ever since. As a result of the suspension of mining and crushing activities, copper cathode production came entirely from the existing current inventory on the leach pad.

Production for the three months ended September 30, 2022 of 458 tonnes of copper cathodes was lower than the three months ended September 30, 2021 of 1,138 tonnes due to suspension of all MTV mining activities and deliveries of ore from third party miners on June 13, 2022, as explained above.

	Three months ended			
	Dec. 31, 2021	Mar. 31, 2022	Jun. 30, 2022	Sept. 30, 2022
Total ore mined (tonnes)	80,721	29,864	5,335	**—**
Waste mined - open pit mine (tonnes)	622,845	78,228	—	**—**
Copper cathode production (tonnes)	1,136	1,042	770	**458**
Mining operations capacity	38 %	26 %	16 %	**— %**

MTV, on average, operated at approximately 10% of cathode capacity of 4,625 tonnes (18,500 tonnes annually) in the third quarter of 2022, below expectations due to the cessations of MTV mining operations and third-party ore purchases.

OPERATIONAL SUMMARY

Nine Months Ended September 30, 2022

	Nine months ended	
	Sept. 30, 2022	Sept. 30, 2021
Tonnes mined - underground operations	**19,123**	39,758
Tonnes mined - open pit operations	**16,076**	510,617
Total ore mined (tonnes)	**35,199**	550,375
Waste mined - open pit operations (tonnes)	**78,228**	1,357,715
Waste to ore mined ratio - open pit operations	**4.87:1**	2.66:1
MTV mine processed ore (tonnes)	**35,455**	531,803
Third-party processed ore (tonnes)	**140,475**	116,359
ENAMI processed ore (tonnes)	**—**	32,054
Total processed ore (tonnes)	**175,930**	680,216
Metallurgical recovery - underground material (%)	**72.3 %**	72.1 %
Metallurgical recovery - open pit material (%)	**74.7 %**	71.4 %
Underground average ore grade (Cu%)	**0.82 %**	0.91 %
Open pit average ore grade (Cu%)	**0.50 %**	0.51 %
Copper cathode production (tonnes)	**2,270**	3,073
Copper cathode sales (tonnes)	**2,698**	2,975
Toll processed and copper cathodes returned to ENAMI (tonnes)	**—**	84

During the nine months ended September 30, 2022, mining operations were negatively affected by the suspension of Don Gabriel in January 2022 and the minimal production from the ramp-up of the Papomono block caving operations which ceased on June 13, 2022. During the nine months ended September 30, 2022, 80% of processed ore was supplied by third-party small miners.

Ore mined and total waste tonnes mined in the nine months ended September 30, 2022 decreased significantly compared to the same period in the prior year (35 thousand and 78 thousand tonnes, respectively, compared to 550 thousand and 1,358 thousand tonnes in the nine months ended September 30, 2021). The decrease in ore and waste mined in the nine months ended September 30, 2022, compared to nine months ended September 30, 2021, was primarily due to the suspension of Don Gabriel in January 2022 and minimal production from the ramp-up of the Papomono block caving operations which ceased on June 13, 2022.

Production for the nine months ended September 30, 2022 of 2,270 tonnes of copper cathodes was lower than the nine months ended September 30, 2021 of 3,073 tonnes, mainly due to the significant decrease in ore provided by the MTV mines as a result of the operational issues explained previously, partially offset by a 21% increase in ore purchased from third-party small miners in 2022.

LIQUIDITY AND CAPITAL RESOURCES

Cash

At September 30, 2022, the Company held consolidated cash and cash equivalents of $6.4 million and consolidated cash and cash equivalents of approximately $5.0 million as at the date hereof, the majority of which is held in TVC, separate from MTV. Cash and cash equivalents are primarily comprised of cash in deposit accounts held with reputable financial institutions. The funds are not exposed to liquidity risk and there are no restrictions on the ability of the Company to use these funds to meet its obligations.

Cash and cash equivalents decreased by $7.2 million in the nine months ended September 30, 2022, primarily as a result of $4.2 million used in operating activities, $4.5 million of disbursed capital expenditures, mainly related to the construction and development of Papomono, and $0.4 million of loans and borrowings repayments, all partially offset by $1.4 million in proceeds from a portfolio investment, $0.4 million in proceeds from the sale of mining equipment and the release of $0.5 million of restricted cash.

Working Capital

At September 30, 2022, the Company had a consolidated working capital deficiency of $86.9 million. Included in this working capital deficiency is cash of $6.4 million, trade and other receivables of $0.4 million, current inventories of $2.3 million, prepaids and other current assets of $1.0 million, and portfolio investments of $0.7 million. Liabilities included in the working capital deficiency include accounts payable and accrued liabilities of $19.2 million and MTV's current portion of loans and borrowings of $78.6 million. Excluding MTV, TVC had working capital of $5.2 million as at September 30, 2022.

Commodity price variability will impact MTV if it undertakes to re-start the mining operations at Papomono and increase throughput of the plant from its current sub-optimal utilization. The commodity price and exchange rate environment is volatile and accordingly will have an impact on MTV's cash flows.

Capital Resources and Going Concern

TVC's primary sources of capital resources are comprised of cash and cash equivalents, divestment of its remaining portfolio investments and MTV's loans and borrowings.

In order to facilitate the management of its capital requirements, the Company prepares annual operating budgets that are approved by the Board. The Company continuously monitors its capital structure and, based on changes in operations and economic conditions, may adjust such structure by issuing new common shares or new debt as necessary.

The Company's capital structure is represented by its issued equity and the long-term debt at MTV. At September 30, 2022, the Company's consolidated long-term debt was $0.2 million, however, the total outstanding amount of the Amended Facility and the amounts due to the Unsecured Creditors under the JRA have been classified as current liabilities as at September 30, 2022 (see Notes 2 and 7 of the Financial Statements and elsewhere in this MD&A). The Company's consolidated book value at September 30, 2022 was negative $11.5 million. The Company is substantially leveraged through the debt at MTV.

The Amended Facility contains various operating and financial covenants. Failure to meet those covenants beyond applicable grace periods could result in accelerated due dates and/or termination of the Amended Facility. Given the financial position of MTV and the occurrence of events of default after December 31, 2021, the total outstanding amount of the Amended Facility and the amounts due to the Unsecured Creditors under the JRA have been classified as current liabilities since December 31, 2021 (see Notes 2 and 7 of the Financial Statements).

On November 22, 2021, the Company and its subsidiaries executed the Undertaking with the Lenders to execute a binding agreement to amend the loan repayment terms of the Amended Facility on or prior to September 30, 2022. Under the terms of the Undertaking the Lenders agreed not to accelerate or enforce their rights or remedies under the Amended Facility should MTV fail to (i) make scheduled loan repayments on March 31, 2022, June 30, 2022 and September 30, 2022 and/or (ii) replenish the operating reserve account to reestablish the minimum reserve as required under the Amended Facility. The forbearance period per the Undertaking was from November 22, 2021 to October 1, 2022. The Undertaking also required the Company to invest CAD$16.0 million, net of all fees and costs associated with the November 2021 financing, into MTV prior to April 30, 2022. As at the date hereof, the Company did not remit the approximate remaining $2.5

million requirement, and as a result, the Lenders are no longer bound by the terms of the Undertaking. The Company also agreed to not use any of the net proceeds of the November 2021 financing to repay loans under the Amended Facility.

MTV has incurred significant consolidated operating losses and negative cash flows from operations in recent years. The Company has a consolidated accumulated deficit of $304.9 million and a consolidated working capital deficit of $86.9 million at September 30, 2022. The Company's consolidated working capital deficit is approximately $90 million as at the date hereof. The Company will require further financing to meet MTV's financial obligations, sustain MTV's operations and ongoing capital projects in the normal course, potentially secure the remaining non-controlling interest of MTV and expand MTV's inventory of reserves and resources.

The Lenders have not reached agreement between themselves to further support MTV in the future nor has longer-term capital been sourced. The Company remains in dialogue with the Lenders and discussions continue on how to best support MTV with the goal of sourcing additional longer-term capital. If additional funding is not obtained, it is expected that MTV will not have sufficient funds to operate past early 2023. If sufficient funding is not obtained prior to December 31, 2022, this would likely force a liquidation or sale of MTV that could adversely impact the Company's ability to recover any or all of TVC's investment in MTV. The public company, TVC, is expected to continue as a going concern even if a liquidation event occurs at MTV. If MTV is successful in sourcing additional financing, this will likely cause a material dilution to TVC's ownership interest in MTV, including the possibility that TVC would no longer hold majority control of MTV.

This MD&A and the accompanying Financial Statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported revenues and expenses, and the balance sheet classifications used, that would be necessary if MTV were unable to achieve profitable operations or to obtain adequate financing and continue as a going concern. These adjustments would likely be material.

MTV currently operates in a high-cost environment and working capital stresses at MTV are expected to continue. Additional sources of capital will be required to execute MTV's planned operations. Such financing will depend on a number of unpredictable factors, which are often beyond the control of the Company and MTV. Raising capital may be adversely impacted by, amongst other factors: (i) a lack of normally available financing, (ii) volatile market conditions, (iii) extended and unforeseen issues resulting from the current COVID-19 pandemic, (iv) uncertain water supply in Chile, (v) geopolitical issues in Chile and (vi) engineering, production, geological and environmental risks. To address its financing requirements, the Company may seek financing through joint venture agreements, debt and equity financings, asset sales, rights offerings to existing shareholders or restructuring MTV's debt and payment terms with critical suppliers. The outcome of these matters cannot be predicted at this time and there can be no assurance that capital will be available to the Company or MTV in the amount required at any particular time or for any particular period, or, if available, that such financing can be obtained on satisfactory terms. The Company and MTV are exposed to liquidity risk.

The Company and MTV continue to review MTV's near-term operating plans and take steps to reduce costs and maximize cash flow from operations where it can.

Certain loan agreements contain operating and financial covenants that restrict the ability of MTV to, among other things, incur additional indebtedness needed to fund its operations, pay dividends or make other distributions, make investments, create liens, sell or transfer assets or enter into transactions with affiliates.

OPERATING SEGMENTS

The Company has two reportable segments. MTV is the Company's principal operating business. Corporate includes the Canadian publicly traded corporation which holds cash, two legacy portfolio investments which are in the process of being dissolved, and its 95.1% indirect ownership of MTV.

Significant information relating to reportable operating segments is summarized below:

As at September 30, 2022	**MTV**	**Corporate**	**Total**
Total assets	$ 86,414	$ 5,398	**$ 91,812**
Total liabilities	$ 103,132	$ 176	**$ 103,308**

As at December 31, 2021		MTV		Corporate		Total
Total assets	$	99,798	$	8,174	**$**	**107,972**
Total liabilities	$	100,954	$	840	**$**	**101,794**

Nine Months Ended September 30, 2022		**MTV**		**Corporate**		**Total**
Revenue	$	24,702	$	—	**$**	**24,702**
Cost of sales		(31,711)		—		**(31,711)**
Gross loss		7,009		—		**7,009**
Expenses						
General and administrative expenses		2,253		1,483		**3,736**
Severance expense		1,969		—		**1,969**
General exploration and evaluation expense		231		—		**231**
Finance expenses, net		8,955		—		**8,955**
Other income, net		(4,587)		(66)		**(4,653)**
Net loss for the period	$	15,830	$	1,417	**$**	**17,247**

Nine Months Ended September 30, 2021		**MTV**		**Corporate**		**Total**
Revenue	$	22,873	$	—	**$**	**22,873**
Cost of sales		(25,943)		—		**(25,943)**
Gross loss		3,070		—		**3,070**
Expenses						
General and administrative expenses		1,920		1,270		**3,190**
Gain on portfolio investments		—		(107)		**(107)**
Finance expenses, net		6,827		—		**6,827**
Other (income) expense, net		(3,586)		13		**(3,573)**
Net loss for the period	$	8,231	$	1,176	**$**	**9,407**

Three Months Ended September 30, 2022		MTV		Corporate		Total
Revenue	$	5,670	$	—	**$**	**5,670**
Cost of sales		(6,291)		—		**(6,291)**
Gross loss		621		—		**621**
Expenses						
General and administrative expenses		1,154		418		**1,572**
Severances expense						
General exploration and evaluation expense						
Finance expenses, net		3,493		—		**3,493**
Other income, net		(960)		(52)		**(1,012)**
Net loss for the period	$	4,308	$	366	**$**	**4,674**

Three Months Ended September 30, 2021		MTV		Corporate		Total
Revenue	$	8,362	$	—	**$**	**8,362**
Cost of sales		(9,243)		—		**(9,243)**
Gross loss		881		—		**881**
Expenses						
General and administrative expenses		775		548		**1,323**
Finance expenses, net		2,387		—		**2,387**
Other (income) expense, net		(3,114)		(3)		**(3,117)**
Net loss for the period	$	929	$	545	**$**	**1,474**

For the three and nine months ended September 30, 2022, 100% of the revenues was from one customer. For the three and nine months ended September 30, 2021, 100% and 99% of the revenues, respectively, was from one customer.

FINANCIAL UPDATE

Three Months Ended September 30, 2022

	Three months ended			
(in thousands)		**Sept. 30, 2022**		Sept. 30, 2021
Revenue	**$**	**5,670**	$	8,362
Cost of sales		**(6,291)**		(9,243)
Gross loss	**$**	**621**	$	881

Revenue

During the three months ended September 30, 2022, the Company recognized revenues of $5.7 million (three months ended September 30, 2021: $8.4 million) from the sale of 729 tonnes of copper cathodes (three months ended September 30, 2021: 1,060 tonnes of copper cathodes). Revenues were based on an average realized copper price of $3.53 per pound for the three months ended September 30, 2022 (three months ended September 30, 2021: $3.58 per pound).

During the three months ended September 30, 2022, 100% of copper cathodes produced by MTV was sold at the prevailing spot price for copper cathode, less a nominal amount, as a result of the amendment to the Offtake.

Cost of sales

Cost of sales represent direct mining and plant costs (which include operating, non-capitalized waste stripping costs, maintenance and repair costs, mine site general and administrative costs, operating supplies and external services), employee compensation and benefits, depreciation and transportation costs. Cost of sales decreased in the three months ended September 30, 2022, compared to the same quarter of 2021, mainly due to fewer tonnes of copper cathodes sold, which was partially offset by higher unit cost per tonne of copper cathode sold. The increase in the unit cost per tonne was largely driven by higher operating costs primarily due to (i) MTV operating at only 10% of its copper cathode production capacity from June 13, 2022, when Papomono was placed on care and maintenance and third-party ore purchases were halted, (ii) similar fixed plant costs being allocated to fewer copper cathode tonnes produced, and (iii) a 146% increase in the price of sulfuric acid.

General and administrative expenses

	Three months ended	
	Sept. 30, 2022	Sept. 30, 2021
General and administrative expenses	**$ 1,572**	$ 1,323

General & Administrative expenses ("**G&A**") include salaries and contracted services, public company reporting costs and other office expenses.

Higher strategic financial advisory fees and legal fees are the main reason for the increase in G&A for the three months ended September 30, 2022 compared to the three months ended September 30, 2021.

Finance expenses, net

	Three months ended	
	Sept. 30, 2022	Sept. 30, 2021
Finance expenses, net	**$ 3,493**	$ 2,387

Finance expenses primarily consist of interest on loans and the interest accretion on the decommissioning liability. The increase in finance expense is largely due to the higher average outstanding balance of the long-term debt for the three months ended September 30, 2022 ($77.9 million) compared to the three months ended September 30, 2021 ($70.4 million).

Other income, net

	Three months ended	
	Sept. 30, 2022	Sept. 30, 2021
Interest and other income (loss)	**$ (99)**	$ 93
Foreign currency translation gain	**1,111**	3,024
Other income, net	**$ 1,012**	$ 3,117

Foreign currency translation gain

During the three months ended September 30, 2022, the $1.1 million foreign currency gain was generated by the strengthening of the US dollar of approximately 5% compared to the Chilean peso and approximately 6% compared to the Canadian dollar.

During the three months ended September 30, 2021, the $3.0 million foreign currency gain was generated by the strengthening of the US dollar of approximately 9% compared to the Chilean peso and 3% compared to the Canadian dollar.

FINANCIAL UPDATE

Nine Months Ended September 30, 2022

(in thousands)	Nine months ended	
	Sept. 30, 2022	Sept. 30, 2021
Revenue	**$ 24,702**	$ 22,873
Cost of sales	**(31,711)**	(25,943)
Gross loss	**$ 7,009**	$ 3,070

Revenue

During the nine months ended September 30, 2022, the Company recognized revenues of $24.7 million (nine months ended September 30, 2021: $22.9 million) from the sale of 2,698 tonnes of copper cathodes (nine months ended September 30, 2021: 2,975 tonnes of copper cathodes). Revenues were based on an average realized copper price of $4.15 per pound for the nine months ended September 30, 2022 (nine months ended September 30, 2021: $3.48 per pound).

Effective August 1, 2021, MTV executed an amendment to the Offtake specific to the fixed price sales component with its principal buyer of copper cathode. Under the terms of the amendment, the remaining monthly deliveries of copper cathodes due under the fixed price portion of the Offtake were deferred until May 1, 2022 and all sales of copper cathodes commencing August 1, 2021 until April 30, 2022 were sold at the prevailing spot price for copper cathode, less a nominal amount. The remaining 12 months of contracted delivery amounts of the fixed price portion of the contract were expected to resume on May 1, 2022 at the previous agreed fixed price of $2.89 per pound. Currently, the fixed price portion of the Offtake has not restarted effective May 1, 2022 and the Company is in negotiations with the Lenders to modify the terms of the fixed price portion of the Offtake. During the nine months ended September 30, 2022, 100% of copper cathodes produced by MTV was sold at the prevailing spot price for copper cathode, less a nominal amount, as a result of the amendment of the Offtake.

Cost of sales

Cost of sales represent direct mining and plant costs (which include operating, non-capitalized waste stripping costs, maintenance and repair costs, mine site general and administrative costs, operating supplies and external services), employee compensation and benefits, depreciation and transportation costs. Cost of sales increased in the nine months ended September 30, 2022 compared to the same period of 2021, mainly due to higher operating costs and fewer copper cathodes produced, resulting in significantly higher cost per tonne of copper cathode sold. The increase in cost per tonne was largely driven by (i) the suspension of Don Gabriel in January 2022 and minimal production from the ramp-up of the Papomono block caving operations which ceased on June 13, 2022, (ii) halting all deliveries of ore from third-party miners effective June 13, 2022, (iii) similar fixed mining costs being allocated to fewer ore tonnes produced, resulting in a higher unit cost per ore tonne, (iv) an increase in ore purchased from third party miners at higher prices in 2022, and (v) a 146% increase in the price of sulfuric acid. Also contributing to the higher cost of sales for the nine months ended September 30, 2022 was a $5.6 million write-down of inventory recognized as an increase to cost of sales (nine months ended September 30, 2021: $2.5 million recognized as an increase to cost of sales).

General and administrative expenses

	Nine months ended	
	Sept. 30, 2022	Sept. 30, 2021
General and administrative expenses	**$ 3,736**	$ 3,190

General and administrative expenses ("**G&A**") include salaries and contracted services, public company reporting costs and other office expenses.

Higher strategic financial advisory fees and legal fees are the main reason for the increase in G&A for the nine months ended September 30, 2022 compared to the nine months ended September 30, 2021. The Company's recognition of retroactive tax credits from the Government of Canada in June 2021, recognized as a decrease to G&A, also contributed to the comparative increase in the nine months ended September 30, 2022.

Severance expenses

	Nine months ended	
	Sept. 30, 2022	Sept. 30, 2021
Severance expense	**$ 1,969**	$ —

During the nine months ended September 30, 2022, MTV accrued $2.0 million in severances expense representing expected severances owing due to its decision to put its operations in care and maintenance and reduce the number of employees.

Finance expenses, net

	Nine months ended	
	Sept. 30, 2022	Sept. 30, 2021
Finance expenses, net	**$ 8,955**	$ 6,827

Finance expenses primarily consist of interest on loans and the interest accretion on the decommissioning liability. The increase in finance expense is largely due to the higher average outstanding balance of loans and borrowings for the nine months ended September 30, 2022 ($76.6 million) compared to the nine months ended September 30, 2021 ($70.0 million).

Other income, net

	Nine months ended	
(in thousands)	**Sept. 30, 2022**	Sept. 30, 2021
Interest and other income	**$ 181**	$ 16
Foreign currency translation gain	**4,472**	3,557
Other income, net	**$ 4,653**	$ 3,573

Foreign currency translation gain

During the nine months ended September 30, 2022, the $4.5 million foreign currency gain was generated by the strengthening of the US dollar of approximately 14% compared to the Chilean peso and approximately 8% compared to the Canadian dollar.

During the nine months ended September 30, 2021, the $3.6 million foreign currency gain was generated by the strengthening of the US dollar of approximately 13% compared to the Chilean peso and approximately 0.1% compared to the Canadian dollar.

IMPAIRMENT OF MTV CASH GENERATING UNIT ("CGU")

In the fourth quarter of 2021, the Company began its budgeting process that was completed in 2022. Management observed changes to MTV's future cash flows reflecting adjustments to key mine planning, cost and working capital assumptions, near-term capital requirements and its future outlook on copper prices. In addition, the mining operations at Don Gabriel were suspended in January 2022 due to continuing underperformance of the mine. Together, these impairment indicators to the MTV CGU mine plan resulted in a review event to determine the recoverability of the carrying value of the MTV CGU.

Management engaged an independent third-party to assist management in preparing a valuation for impairment analyses that concluded that the recoverable amount of the MTV CGU was lower than its carrying value as at December 31, 2021. The valuation was prepared using the fair value less cost of disposal approach (Level 3 of the fair value hierarchy). From these analyses, management concluded that an impairment charge of $9.4 million was warranted and this amount was recorded as a reduction in the carrying value of MTV's mineral properties, plant and equipment assets on a proportional basis.

During the third quarter of 2022, with the suspension of all mining activities at MTV and MTV's application under the JRP, there were indicators of further impairment of the MTV CGU. The Company updated its analysis from December 31, 2021 and concluded that the recoverable amount of the MTV CGU was not lower than its carrying value as at September 30, 2022 and that no impairment occurred.

SUMMARY OF QUARTERLY RESULTS

The following table contains selected quarterly financial information derived from the Company's financial statements and should be read in conjunction with the consolidated condensed quarterly financial statements reported under IFRS applicable to interim financial reporting.

	2022			2021				2020
(in thousands, except per share amounts)	**Sep**	Jun	Mar	Dec	Sept	Jun	Mar	Dec
Revenue	**$ 5,670**	$ 8,154	$ 10,878	$ 10,042	$ 8,362	$ 7,511	$ 7,000	$ 6,003
Gross loss (profit)	**$ 621**	$ 4,957	$ 1,431	$ 18,329	$ 881	$ 4,330	$ (2,141)	$ 1,204
(Gain) loss on portfolio investments	**$ —**	$ —	$ —	$ —	$ —	$ —	$ (107)	$ 380
Net loss from continuing operations	**$ 4,674**	$ 5,350	$ 7,223	$ 31,385	$ 1,474	$ 7,278	$ 655	$ 6,920
Net loss for the period	**$ 4,674**	$ 5,350	$ 7,223	$ 31,385	$ 1,474	$ 7,278	$ 655	$ 6,920
Other comprehensive (income) loss	**$ 348**	$ 207	$ (103)	$ 99	$ 131	$ (372)	$ (62)	$ (606)
Basic and fully diluted loss per share from continuing operations	**$ 0.04**	$ 0.05	$ 0.06	$ 0.40	$ 0.03	$ 0.14	$ 0.02	$ 0.21
Basic and fully diluted net loss per share	**$ 0.04**	$ 0.05	$ 0.06	$ 0.40	$ 0.03	$ 0.14	$ 0.02	$ 0.21

The Company is not impacted materially by seasonality.

FINANCING ACTIVITIES BY THE COMPANY

It has been the Company's policy to have the capital available and/or continue to obtain the necessary capital to support its long-term business strategy. This will depend on its ability to obtain additional equity financing and to generate operational cash flow from its commercial copper production revenues. In certain circumstances, the Company may provide loans or guarantees to its operating businesses in which it has significant ownership to further their respective business plans.

See the sections *Liquidity and Capital Resources, Contingencies and Commitments* and *Off-Balance Sheet Arrangements* elsewhere in this MD&A for additional details.

EQUITY DATA

Authorized capital:

Common shares, no par value, unlimited shares.

Issued and outstanding:

The Company had 112,463,854 common shares issued and outstanding as at November 25, 2022.

	Common shares (#)	Amount
Balance - December 31, 2021	**112,452,942**	**$ 321,787**
Exercise of warrants	10,912	—
Balance - September 30, 2022 and November 25, 2022	**112,463,854**	**$ 321,787**

Outstanding warrants:

The Company had 60,900,860 common share purchase warrants outstanding as at November 25, 2022 as follows:

	Warrants(#)	Amount
Balance - December 31, 2021	**283,446,320**	**$ 10,301**
Expiry of warrants	(201,117,320)	(6,026)
Exercise of warrants	(11,140)	—
Balance - September 30, 2022	**82,317,860**	**$ 4,275**
Expiry of warrants	(21,417,000)	(716)
Balance - November 25, 2022	**60,900,860**	**$ 3,559**

Common share purchase warrants totaling 201,117,560 entitling the holders thereof to purchase one common share at an exchange ratio of 20 warrants per 1 common share, with an equivalent exercise price of CAD$6.66 per common share. 240 of these common share purchase warrants were exercised prior to February 9, 2022, the date on which these common share purchase warrants expired. The remaining warrants expired and were delisted from the TSXV.

Common share purchase warrants totaling 20,369,100 entitling the holders thereof to purchase one common share at an exercise price of CAD$0.70 per common share until October 16, 2022. 10,900 of these common share purchase warrants were exercised during the quarter ended September 30, 2022 . On October 16, 2022, the remaining common share purchase warrants expired.

Common share purchase warrants totaling 1,047,900 entitling the holders thereof to purchase one common share at an exercise price of CAD$0.55 per common share until October 16, 2022 expired unexercised.

Outstanding stock options:

The number of stock options outstanding as at September 30, 2022 and November 25, 2022 was 2.5 million (December 31, 2021: 2.5 million) at a weighted average exercise price of CAD$0.32 (December 31, 2021: CAD0.32). The number of stock options vested as at September 30, 2022 was 2.4 million (December 31, 2021: 2.4 million). 2.4 million stock options expire on August 12, 2030 and 0.1 million stock options expire on March 3, 2031.

Outstanding Deferred stock units ("DSU") and Restricted stock units ("RSU"):

The number of DSUs outstanding as at September 30, 2022 and November 25, 2022 was 556 thousand (December 31, 2021: 411 thousand). The number of RSUs outstanding as at September 30, 2022 and November 25, 2022 was 481 thousand (December 31, 2021: 155 thousand). The DSUs vested immediately upon grant, the RSUs granted in 2021 will vest on January 1, 2023 and the RSUs granted in 2022 will vest on January 1, 2024. During the nine months ended September 30, 2022, the total fair value of DSUs and RSUs granted was $40 thousand (nine months ended September 30, 2021 - $nil) and had a weighted average grant-date fair value of CAD$0.06.

CONTINGENCIES AND COMMITMENTS

In the normal course of business, the Company is aware of certain claims and potential claims. The outcome of these claims and potential claims is not determinable at this time, although the Company does not believe these claims and potential claims will have a material adverse effect on the Company's results of operations or financial position. During the three months ended September 30, 2022, MTV was named in a multi-million dollar lawsuit filed by the underground contractor of Papomono. MTV and its legal counsel believe the claims are without merit and MTV and its principals have acted appropriately in all respects. As MTV is confident in its legal position, the Company has not provided for a possible settlement provision in its financial statements.

Contractual obligations of the Company as at September 30, 2022 are as follows:

		1 year	1 - 3 years	More than 3 years	Total
Accounts payable and accrued liabilities	$	17,442 $	— $	— $	17,442
Amended Facility		59,220	—	—	59,220
Unsecured debt under the JRA		22,211	—	—	22,211
Leases		79	88	233	400
Other liabilities		1,613	568	691	2,872
Reclamation and other closure provisions		—	—	4,822	4,822
As at September 30, 2022	**$**	**100,565 $**	**656 $**	**5,746 $**	**106,967**

On October 4, 2021, the Company delivered to the minority shareholder of MTV (the "**Minority Shareholder**") the required written notice of its intention to acquire the remaining interest in MTV held by the Minority Shareholder as per the call option notice requirements of the MTV shareholders' agreement (the "**SHA**"). The Minority Shareholder has refused to recognize the established process under the SHA and the Company is pursuing the options available to it, including the ICC arbitration, to complete the purchase of the Minority Position.

Subsequent to TVC's equity contribution to MTV on June 3, 2021, the Minority Shareholder**,** who did not participate in the contribution of funding to MTV, commenced an arbitration proceeding against the Company and its subsidiaries claiming the funding to MTV was not completed in accordance with the terms of the SHA. The Minority Shareholder has filed a request for arbitration under the SHA pursuant to the rules of the International Court of Arbitration of the International Chamber of Commerce (the "**ICC**") alleging that the equity contribution of TVC did not comply with the SHA and claiming damages of $16 million that was later amended to $11.8 million. The Company and its legal counsel believe the claims of the Minority Shareholder are without merit and the Company has acted appropriately and in accordance with the SHA, and Chilean law in all respects. As the Company is confident in its legal position it has not provided for a possible settlement provision in its Financial Statements. Currently, it is expected that the ICC arbitration will be completed in early 2023 and the Company continues to participate in and monitor the arbitration proceedings.

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates and judgments by management represent an integral component of the Financial Statements prepared in conformity with IFRS. The estimates made in the Financial Statements reflect management's judgments based on past experiences, present conditions and expectations of future events. Where estimates were made, the reported amounts for assets, liabilities, revenues and expenses may differ from the amounts that would otherwise be reflected if the ultimate outcome of all uncertainties and future events were known at the time the Financial Statements were prepared.

In preparing these Financial Statements, the significant judgments made by management in applying the Company’s accounting policies and the key sources of estimation uncertainty were the same as those that applied to the Company's audited consolidated financial statements for the year ended December 31, 2021.

NON-IFRS PERFORMANCE MEASURES

This document includes certain non-IFRS performance measures that do not have a standardized meaning prescribed by IFRS. These measures may differ from those used by, and may not be comparable to such measures as reported by, other issuers. The Company believes that these measures are commonly used by certain investors, in conjunction with conventional IFRS measures, to enhance their understanding of the Company’s performance. These measures have been derived from the Financial Statements and applied on a consistent basis. The following tables provide a reconciliation of these non-IFRS measures to the most directly comparable IFRS measure.

The following non-IFRS performance measures are for the three and nine months ended September 30, 2022 and 2021.

C1 Cash costs per pound produced

C1 Cash costs of production include all costs absorbed into inventory less non-cash items such as depreciation and non-site charges such as transportation costs of copper cathodes. The Company believes that, in addition to conventional measures prepared in accordance with

IFRS, such as costs of sales, certain investors use this information to evaluate the Company's performance and ability to generate operating income and cash flow from its mining operations. Management uses this metric as an important tool to monitor site operating costs. Site cash costs per pound produced are calculated by dividing the aggregate cash costs of production by copper pounds produced. These measures are calculated on a consistent basis for the periods presented.

	Three months ended		Nine months ended	
	Sept. 30, 2022	Sept. 30, 2021	**Sept. 30, 2022**	Sept. 30, 2021
Cost of Sales[1]	**$ 6,291**	$ 9,243	**$ 31,711**	$ 25,943
Depreciation	**(136)**	(1,341)	**(1,021)**	(3,927)
Non-site inventory reversal	**—**	—	**—**	1,128
Net change in copper cathodes inventory	**(2,012)**	745	**(3,476)**	750
Transportation costs	**(105)**	(107)	**(360)**	(283)
C1 Cash costs of production	**4,038**	8,540	**26,854**	23,611
Pounds of copper produced (thousands)	**1,010**	2,509	**5,005**	6,775
Cash cost of copper produced (USD per pound)	**$ 4.00**	**$ 3.40**	**$ 5.37**	**$ 3.49**

[1] Includes a write-down of inventory of $0.1 million and $5.6 million for the three and nine months ended September 30, 2022, respectively. (three and nine months ended September 30, 2021: $nil and $2.5 million, respectively)

Realized copper price

Realized copper price is calculated as total revenue from sale of copper cathodes divided by pounds of copper cathodes sold. The Company believes that measuring realized copper price enables investors to better understand performance in the current and prior periods.

	Three months ended		Nine months ended	
	Sept. 30, 2022	Sept. 30, 2021	**Sept. 30, 2022**	Sept. 30, 2021
Revenue from copper cathodes	**$ 5,670**	$ 8,362	**$ 24,702**	$ 22,815
Pounds of copper sold (thousands)	**1,607**	2,337	**5,949**	6,561
Average realized copper price (USD per pound)	**$ 3.53**	$ 3.58	**$ 4.15**	$ 3.48

MTV previously contracted to sell a fixed amount of copper cathode representing 40% of its expected copper cathode production at $2.89 per pound from August 2020 to July 2022. The volume of monthly copper cathode contracted to sell at $2.89 per pound was set in July 2020 based on expected production from August 2020 to July 2022 with 3,382 tonnes remaining as at September 30, 2022. In the event that monthly copper cathode production is in excess of the expected volume, less than 40% of copper produced in that month will be sold at $2.89 per pound. In the event that monthly copper cathode production is below the expected volume, greater than 40% of copper produced in that month will be sold at $2.89 per pound.

Effective August 1, 2021, the remaining 40% fixed price component of the Offtake was deferred for nine months until May 1, 2022 (see *Outlook* elsewhere in this MD&A). Under the terms of the amendment, the remaining monthly deliveries of copper cathode due under the fixed price portion of the Offtake were deferred until May 1, 2022 and all sales of copper cathode commencing August 1, 2021 until April 30, 2022 were sold at the prevailing spot price for copper cathode, less a nominal amount. The remaining 12 months of contracted delivery amounts of the fixed price portion of the contract were expected to resume on May 1, 2022 at the previous agreed fixed price of $2.89 per pound. Currently, the fixed price portion of the Offtake has not restarted effective May 1, 2022 and the Company is in negotiations with the Lenders to modify the terms of the fixed price portion of the Offtake. During the three and nine months ended September 30, 2022, 100% of copper cathodes produced by MTV was sold at the prevailing spot price for copper cathode, less a nominal amount.

Net Debt

Net debt is determined based on cash and cash equivalents and loans and borrowings as presented in the Company's Financial Statements. The Company uses net debt as a measure of the Company's ability to pay down its debt and believes that in addition to conventional performance measures prepared in accordance with IFRS, net debt is a useful indicator to some investors to evaluate the Company's financial position. The following table provides a calculation of net debt based on amounts presented in the Financial Statements as at September 30, 2022 and December 31, 2021.

	As at	
	Sept. 30, 2022	Dec. 31, 2021
Current portion of loans and borrowings	**$ 78,618**	$ 74,251
Loans and borrowings	**186**	218
Less: cash and cash equivalents	**(6,449)**	(13,656)
Net debt	**$ 72,355**	$ 60,813

Working Capital (Deficiency)

Working capital is determined based on current assets and current liabilities as reported in the Financial Statements. The Company uses working capital as a measure of the Company's short-term financial health and operating efficiency. The Company believes that, in addition to conventional performance measures prepared in accordance with IFRS, working capital is a useful indicator to some investors to evaluate the Company's financial position. The following table provides a calculation of working capital based on amounts presented in the Financial Statements as at September 30, 2022 and December 31, 2021.

	As at	
	Sept. 30, 2022	Dec. 31, 2021
Cash and cash equivalents	**$ 6,449**	$ 13,656
Restricted cash	**35**	556
Trade and other receivables	**374**	1,705
Inventories	**2,328**	16,739
Prepaids and other current assets	**962**	1,528
Portfolio investments	**696**	2,101
Current assets	**10,844**	36,285
Current liabilities	**97,769**	95,398
Working capital deficit[1]	**$ (86,925)**	$ (59,113)

1 *Working capital for the Corporate segment is $5.2 million and for the MTV segment there is a working capital deficit of $92.1 million.*

EBITDA and Adjusted EBITDA

EBITDA represents earnings before interest, income taxes and depreciation. Adjusted EBITDA includes further adjustments for non-recurring items and items not indicative to the operating performance of the Company. The Company uses adjusted EBITDA as a more appropriate supplemental measure of debt service capacity and performance of its operations. Adjusted EBITDA is calculated by removing the write-downs and reversals of previous write-downs of inventory, one-time material severance charges, gains and losses on portfolio investments, impairment of non-current assets, gains on modification of debt, stock-based compensation and unrealized foreign exchange gains and losses. The Company believes that, in addition to conventional measures prepared in accordance with IFRS, certain investors use these measures to evaluate the operating performance of the Company. Presenting these measures from period to period helps identify and evaluate earnings trends more readily in comparison with results from prior periods.

	Three months ended		Nine months ended	
	Sept. 30, 2022	Sept. 30, 2021	**Sept. 30, 2022**	Sept. 30, 2021
Net loss from continuing operations	**$ 4,674**	$ 1,474	**$ 17,247**	$ 9,407
Add:				
Finance expense	**3,493**	2,387	**8,955**	6,827
Depreciation	**136**	1,341	**1,021**	3,927
EBITDA from continuing operations	**(1,045)**	2,254	**(7,271)**	1,347
Write-down of inventory	**109**	—	**5,587**	2,474
Severance expense	**—**	—	**1,969**	—
Gain on portfolio investments	**—**	—	**—**	(107)
Unrealized foreign exchange gain	**(1,048)**	(2,666)	**(4,604)**	(3,353)
Stock-based compensation	**2**	20	**19**	79
Adjusted EBITDA from continuing operations	**$ (1,982)**	$ (392)	**$ (4,300)**	$ 440

TRANSACTIONS WITH RELATED PARTIES

The Company entered into the following transactions with related parties during the three and nine months ended September 30, 2022.

(i) Key Management Compensation

Compensation for services paid or payable to executive officers and independent directors of the Company is shown below:

	Three months ended		Nine months ended	
	Sept. 30, 2022	Sept. 30, 2021	**Sept. 30, 2022**	Sept. 30, 2021
Compensation paid by and on behalf of TVC for executive management services provided to the Company (including stock-based compensation)[1]	**$ 113**	$ 88	**$ 346**	$ 247
Directors fees and stock-based compensation[2]	**54**	81	**226**	258
	$ 167	$ 169	**$ 572**	$ 505

(1) During the three and nine months ended September 30, 2022, the Company issued nil and 325,203 RSUs, respectively; and for the three and nine months ended September 30, 2022 $nil and $16 thousand was recognized as compensation expense for executive management services (three and nine months ended September 30, 2021: nil). The RSUs vest on January 1, 2024.

(2) During the three and nine months ended September 30, 2022, the Company issued nil and 508,130 DSUs, respectively; and for the nine months ended September 30, 2022 $25 thousand was recognized as stock-based compensation (three and nine months ended September 30, 2021: nil). All DSUs have vested.

(ii) Mine Contracting Services

As at September 30, 2022, a balance of $7.5 million payable to Porto San Giorgio SpA remained outstanding as Unsecured Debt as a result of the JRA (December 31, 2021: $7.7 million) (see Note 7 of the Financial Statements). Porto San Giorgio SpA is the minority shareholder of MTV. No transactions occurred during the three and nine months ended September 30, 2022.

(iii) MTV Management Loan

In 2018 and 2019, certain executives of MTV entered into loan agreements with MTV. All principal and interest is subordinated to the JRA and the Amended Facility.

As of September 30, 2022, $0.9 million of principal and interest was outstanding. (December 31, 2021: $0.8 million).

FINANCIAL RISK MANAGEMENT

The Company thoroughly examines the various financial instruments and risks to which it is exposed, most of which are beyond the control of the Company, and assesses the impact and likelihood of those risks. These risks may include market risk, interest rate risk, foreign currency risk, commodity price risk, credit risk and liquidity risk. Where material, these risks are reviewed and monitored by experienced managers, advisors and consultants, by maintaining adequate liquidity, and by cost control initiatives.

The Company's activities expose it to certain financial risks during or at the end of the reporting period as described below.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and commodity prices. The purpose of market risk management is to manage and control exposures to market risks, within acceptable parameters, while optimizing return. The sensitivities to market risks included below are based on a change in one factor while holding all other factors constant. In practice, this is unlikely to occur, and changes in some of the factors may be correlated - for example, changes in interest rates and changes in foreign currency rates.

Interest Rate Risk

The Company's consolidated interest rate risk arises primarily from the interest received on cash and cash equivalents and any interest paid on floating rate borrowings.

Cash and cash equivalents are invested on a short-term basis to ensure minimal interest rate risk and to adequately provide liquidity for payment of operational and capital expenditures. To date, no interest-rate management products, such as swaps, are used in relation to cash and cash equivalents or the Amended Facility.

MTV has additional exposure to interest rate risk on the Amended Facility, which is subject to a floating interest rate. Floating interest rates are based on USD LIBOR plus a fixed margin. MTV does not enter into derivative contracts to manage this risk.

Foreign Currency Risk

The individual financial statements of each group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). The functional currency for results and financial position of Canadian entities is CAD while for Chilean entities is USD. The presentation currency for the Financial Statements is USD.

The Company incurs expenditures in CAD other than through its subsidiary, MTV, whose expenditures are in USD and CLP. The Company's exposure to foreign currency risk at September 30, 2022 arises primarily from those transactions carried out at MTV in CLP rather than USD and that have a direct effect on the operating results, such as wages. Cash held in foreign currencies is also subject to foreign currency risk.

Commodity Price Risk

Commodity price risk is the risk that the fair values or cash flows associated with the Company's consolidated revenues and portfolio investments will vary due to changes in the prices of a particular commodity, e.g. copper. The Company does not engage in programs to mitigate its copper commodity exposure.

The Company is exposed to commodity price risk in respect of its consolidated revenues as all of its revenues are generated from the sale of copper cathodes. The price of this commodity is volatile and subject to fluctuations that may have a significant effect on the ability of the Company and MTV to meet its obligations, capital spending targets or commitments, and expected operational results which in turn impacts the cash flows of the Company and MTV.

Under the Offtake with Anglo American Marketing Limited, MTV has contracted to sell a fixed amount of copper cathode representing 40% of its expected copper cathode production at $2.89 per pound from August 2020 to July 2022. The volume of monthly copper cathode contracted to sell at $2.89 per pound was set in July 2020 based on expected production from August 2020 to July 2022. In the event that monthly copper cathode production is in excess of the expected volume, less than 40% of copper produced in that month will be sold at $2.89 per pound. In the event that monthly copper cathode production is below the expected volume, greater than 40% of copper produced in that month will be sold at $2.89 per pound.

Effective August 1, 2021, MTV executed an amendment to the Offtake specific to the fixed price sales component with its principal buyer of copper cathode. Under the terms of the amendment, the remaining monthly deliveries of copper cathode due under the fixed price portion of the Offtake were deferred until May 1, 2022 and all sales of copper cathode commencing August 1, 2021 until April 30, 2022 were sold at the prevailing spot price for copper cathode, less a nominal amount. The remaining 12 months of contracted delivery amounts of the fixed price portion of the contract were expected to resume on May 1, 2022 at the previous agreed fixed price of $2.89 per pound. Currently, the fixed price portion of the Offtake has not restarted effective May 1, 2022 and the Company is in negotiations with the Lenders to modify the terms of the fixed price portion of the Offtake. During the nine months ended September 30, 2022, 100% of copper cathodes produced by MTV was sold at the prevailing spot price for copper cathode, less a nominal amount.

Credit Risk

Credit risk is the risk that a third party will fail to meet its contractual obligations, which could result in the Company and/or MTV incurring a loss and arises primarily from the Company's consolidated receivables from customers and its cash and cash equivalents deposited with financial institutions.

The Company invests cash and cash equivalents with financial institutions that are financially sound based on their credit rating with the majority of the Company's cash held through large Canadian and US financial institutions with credit ratings of AA or higher. The Company's consolidated exposure to credit risk associated with accounts receivable is influenced mainly by the individual characteristics of each customer. The Company through MTV had one customer that represented 100% of revenue for the nine months ended September 30, 2022 and which is considered low risk as it is a large public company with operations throughout the world. The Company and MTV have not incurred any credit losses during the three and nine months ended September 30, 2022 nor does it have an allowance for expected credit losses.

The carrying value of financial assets recorded in the Financial Statements, net of any allowances for losses, represents the Company's maximum exposure to credit risk.

Liquidity Risk

Liquidity risk is the risk associated with the difficulties that the Company and/or MTV may have meeting the obligations associated with financial liabilities that are settled with cash payments or with another financial asset. The Company and MTV manage liquidity risk by utilizing budgets and cash flow forecasts to assist the Company and MTV with maintaining sufficient cash to meet operating and capital obligations.

The Company monitors the expected settlement of financial assets and liabilities on an ongoing basis. A maturity analysis was performed for all financial liabilities (see *Contingencies and Commitments* elsewhere in this MD&A).

The Company currently has investments in securities of private companies. In some cases, the Company may be restricted by contract or by applicable securities laws or for other reasons from selling such securities for a period of time. The inability to sell such securities may impair the Company's ability to exit these portfolio investments when the Company considers it appropriate.

MTV will need to raise additional capital in order to further support its operations including development of its mineral properties and general working capital purposes. MTV currently operates in a high-cost environment. Working capital stresses exist at MTV and additional sources of capital will be required to execute MTV's planned operations. Additional financings will depend on a number of unpredictable factors, which are often beyond the control of the Company and MTV. Raising capital may be adversely impacted by, amongst other factors: (i) a lack of normally available financing, (ii) volatile market conditions, (iii) extended and unforeseen issues resulting from the current COVID-19 pandemic, (iv) uncertain water supply in Chile (v) geopolitical issues in Chile and (vi) engineering, production, geological and environmental risks. To address its financing requirements, the Company and/or MTV may seek financing through joint venture agreements, debt and equity financings, asset sales, rights offerings to existing shareholders or restructuring MTV's debt and payment terms with critical suppliers. The outcome of these matters cannot be predicted at this time and there can be no assurance that capital will be available to the Company or MTV in the amount required at any particular time or for any particular period, or, if available, that such financing can be obtained on satisfactory terms. The Company and MTV are exposed to liquidity risk.

SCIENTIFIC AND TECHNICAL INFORMATION

Unless otherwise noted or indicated, scientific and technical content contained in this MD&A related to MTV is based on information contained in the Technical Report, which was prepared by Dr Antonio Luraschi, RM CMC, Manager of Metallurgic Development and Senior Financial Analyst, Wood, Mr Alfonso Ovalle, RM CMC, Mining Engineer, Wood, Mr Michael G. Hester, FAusIMM, Vice President and Principal Mining Engineer, Independent Mining Consultants, Inc., Mr Enrique Quiroga, RM CMC, Mining Engineer, Q&Q Ltda, Mr Gabriel Vera, RM CMC, Metallurgical Process Consultant, GVMetallurgy, and Mr Sergio Alvarado, RM CMC, Consultant Geologist, General Manager and Partner, Geoinvestment Sergio Alvarado Casas E.I.R.L. all of whom were independent qualified persons as defined by NI 43-101 at the time the Technical Report was prepared. The Technical Report was filed by TVC on SEDAR (www.sedar.com) on December 14, 2018 and subsequently amended and restated on May 27, 2021.

OFF-BALANCE SHEET ARRANGEMENTS

In order to ensure that the Company has appropriate control and direction over MTV, the Company entered into the SHA with the Minority Shareholder on October 2, 2017. Under the SHA, the Company had the right of first refusal to purchase the remaining ownership percentage (the "**Minority Position**") of MTV from the Minority Shareholder. The Company also had the option to purchase (the "**Call Option**") the Minority Position by delivering a written notice within 30 days after October 2, 2021. Should the Company not have exercised its Call Option within the stipulated time period, the Minority Shareholder would have had the right to initiate a sale process for up to 100% of MTV. On October 4, 2021, the Company delivered to the Minority Shareholder the required written notice of its intention to acquire the Minority Position held by the Minority Shareholder as per the Call Option notice requirements of the SHA. The Minority Shareholder has refused to recognize the established process under the SHA and the Company is pursuing the options available to it, including the ICC arbitration, to complete the purchase of the Minority Position.

ADVISORY

Forward-Looking Information

Certain statements in this MD&A, and in particular the "Outlook" and "Liquidity and Capital Resources" sections, contain forward-looking information (collectively referred to herein as the "**Forward-Looking Statements**") within the meaning of applicable securities laws. The use of any of the words "expect", "anticipate", "continue", "estimate", "may", "will", "project", "should", "believe", "plans", "intends" and similar expressions are intended to identify Forward-Looking Statements. In particular, but without limiting the forgoing, this MD&A contains Forward-Looking Statements pertaining to: (i) expectations related to the JRP application and the grant of creditor protection for MTV; (ii) the impact of COVID-19 on the Company's operations, demand and price of copper and ability to obtain funding; (iii) expectations and requirements for additional capital required to fund the Company; (iv) expectations regarding the costs, timing and benefits of constructing and restarting mining at Papomono; (v) ongoing and possible future events of default under the Amended Facility and JRA; (vi) the possibility of the liquidation or sale of MTV or materially diluted ownership interest in MTV; (vii) expectations regarding negotiations with the Lenders and obtaining financial support for MTV; (viii) expectations regarding sufficiency of MTV's cash resources; (ix) planned work force terminations by MTV; (x) the possibility of the Company expanding its inventory of reserves and resources; (xi) expectations for the future of Don Gabriel; (xii) expectations regarding MTV production and the effect of the $2.89 per pound fixed price contract portion on such production; (xiii) expectations regarding the MTV mine expansion and processing capacity, including the anticipated expansion methods, costs, timing and the benefits derived from the expansion; (xiv) uncertainty whether the 2021 mine plan will require updating; (xv) expectations detailed in the "Liquidity and Capital Resources" section, including statements that the Company will require further financing to meet its financial obligations, sustain its operations and ongoing capital projects in the normal course, secure the remaining non-controlling interest of MTV and expand its inventory of reserves and resources; additional sources of capital may be required to execute MTV's planned operations; the Company may issue new common shares or new debt as necessary; the capital resources of the Company and MTV could be negatively or positively impacted depending on market conditions; expected repayment of the Amended Facility and the timing thereof, compliance with debt covenants; the Company and MTV's ability to continue as a going concern; (xvi) the economic and technical study parameters of MTV; (xvii) mineral resource and mineral reserve estimates; (xviii) the cost and timing of development of MTV ore bodies; (xix) the proposed mine plan and mining methods; (xx) dilution and extraction recoveries; (xxi) processing method and rates and production rates; (xxii) projected metallurgical recovery rates; (xxiii) additional infrastructure requirements or infrastructure modifications; (xxiv) capital, operating and sustaining cost estimates; (xxv) the projected life of mine and other expected attributes of MTV; (xxvi) the NPV and IRR and payback period of capital; (xxvii) future foreign exchange rates; (xxviii) changes to MTV's configuration that may be requested or required as a result of stakeholder or government input; (xxix) government regulations and permitting timelines; (xxx) estimates of reclamation obligations and expectations regarding future obligations for mine closure activities; (xxxi) environmental risks; (xxxii) future purchasing of mineralized material; (xxxiii) expectations regarding the copper market, including supply, demand, pricing and value drivers; (xxxiv) expectations regarding imposed tariffs on economic growth; (xxxv) Chilean elections and the effect thereof; (xxxvi) potential unrest in Chile; (xxxvii) sales under the Offtake; (xxxviii) anticipated divestitures of the remaining Investment Portfolio and timing thereof; (xil) MTV's labour and health and safety initiatives and expectations; (xl) general business and economic conditions; (xli) outcomes of litigation, including litigation initiated by the underground contractor; and (xlii) expectations regarding negotiations regarding the Fixed Price portion of the Offtake with the Lenders.

Although TVC believes that the Forward-Looking Statements are reasonable, they are not guarantees of future results, performance or achievements. A number of factors or assumptions have been used to develop the Forward-Looking Statements, including the possibility that the Lenders and the Company are able to negotiate additional funding for MTV to continue its operations and avoid liquidation, and assuming MTV is able to continue operations (i) there being no additional significant disruptions affecting the development and operation of MTV; (ii) the availability of certain consumables and services and the prices for power and other key supplies being approximately consistent with assumptions in the Technical Report; (iii) labour and materials costs being approximately consistent with assumptions in the Technical Report; (iv) fixed operating costs being approximately consistent with assumptions in the Technical Report; (v) permitting and arrangements with stakeholders being consistent with current expectations as outlined in the Technical Report; (vi) certain tax rates, including the allocation of certain tax attributes, being applicable to MTV; (vii) the availability of financing for MTV's planned development activities; (viii) assumptions made in mineral resource and mineral reserve estimates and the financial analysis based on these estimates, including (as applicable), but not limited to, geological interpretation, grades, commodity price assumptions, extraction and mining recovery rates, hydrological and hydrogeological assumptions, capital and operating cost estimates; (ix) natural resource markets and the price of copper in the future; (x) the continued availability of quality management at MTV; (xi) existing water supply will continue (xii) supplemental water availability will continue; (xiii) the Company will have access to capital in order to fund the exercise of the Call Option; (xiv) the geopolitical risk of Chile will remain stable, including risks related to labour disputes; and (xv) expected timelines for repayment of indebtedness of MTV.

Factors or assumptions that have been used to develop the Forward-Looking Statements irrespective of the possibility of MTV being placed into liquidation, include, but are not limited to: (i) the regulation and tax laws of governmental agencies will not materially change; (ii) commodity prices variability; (iii) foreign exchange variability; (iv) critical accounting estimates; (v) general marketing, political, business and economic conditions; (vi) quality management remaining available to the Company; (vii) the ability of the Company to continue as a going concern; and (viii) the Company's current cash resources will not be materially impacted by MTV.

Actual results, performance or achievements could vary materially from those expressed or implied by the Forward-Looking Statements should assumptions underlying the Forward-Looking Statements prove incorrect or should one or more risks or other factors materialize, including: (i) MTV being unable to fund operations with available cash resources and being placed into liquidation; (ii) the delay or failure of MTV to be granted creditor protection under the JRP; (iii) possible variations in grade or recovery rates; (iv) commodity price fluctuations and uncertainties, including for copper; (v) delays in obtaining governmental approvals or financing; (vi) risks associated with the mining industry in general (e.g., operational risks in development, exploration and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of estimates and projections relating to mineral reserves, production, costs and expenses; and labour, health, safety and environmental risks); (vii) performance of the counterparty to the ENAMI Contract; (viii) risks associated with investments in emerging markets; (ix) general economic, market and business conditions; (x) market volatility that would affect the ability to enter or exit investments; (xi) failure to secure additional financing for MTV or the Company in the future on acceptable terms to the Company, if at all; (xii) failure to successfully acquire the Minority Position; (xiii) risks associated with catastrophic events, manmade disasters, terrorist attacks, wars and other conflicts, or an outbreak of a public health pandemic or other public health crises, including COVID-19; (xiv) political developments in Chile being inconsistent with current expectations including, without limitation, the impact of any political tensions or uncertainty in Chile or actions taken by any local or national government, including but not limited to amendments to mining laws and regulatory actions, (xv) the impact and probability of operational, geological and environmental risks at MTV being different than expectations; (xvi) unfavourable results related to arbitration with the Company's minority shareholder; (xvii) unfavourable outcomes related to litigation initiated by the underground contractor; and (xviii) those risks disclosed herein under the heading "Financial Risk Management". The Forward-Looking Statements speak only as of the date hereof, unless otherwise specifically noted, and TVC does not assume any obligation to publicly update any Forward-Looking Statements, whether as a result of new information, future events or otherwise, except as may be expressly required by applicable Canadian securities laws.

Cautionary Note to United States Investors Concerning Estimates of measured, indicated and inferred mineral resources

Disclosure regarding the Company's mineral properties, including with respect to mineral reserve and mineral resource estimates included in this MD&A, was prepared in accordance with NI 43-101. NI 43-101 is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. NI 43-101 differs significantly from the disclosure requirements of the Securities and Exchange Commission (the "**SEC**") generally applicable to U.S. companies. Accordingly, information contained in this MD&A is not comparable to similar information made public by U.S. companies reporting pursuant to SEC disclosure requirements.

ADDITIONAL INFORMATION

Additional information related to the Company and its business activities is available for viewing on SEDAR at www.SEDAR.com and on the Company's website at www.threevalleycopper.com.