(An exploration stage business)

MANAGEMENT'S DISCUSSION AND ANALYSIS
TIER ONE SILVER INC.
For the year ended December 31, 2023 and 2022

Dated: April 9, 2024

1. HIGHLIGHTS FOR THE YEAR ENDED DECEMBER 31, 2023 AND THE PERIOD UP TO APRIL 9, 2024

1.1 Operational highlights

- On October 23, 2023, Tier One Silver Inc. ("Tier One" or the "Company") announced the renewal of its notarized social agreement with the local community at its 100% owned Curibaya project in southern Peru. The renewed agreement is effective until May 18, 2024, and allows for an extension by an additional year through assembly approval. The area covered by the agreement encompasses six distinct mineralized corridors which have been the focus of exploration to date. These corridors, particularly the Cambaya I and Cambaya II Corridors, represent the primary targets for the next phase of epithermal vein drilling. Having surface access in place will allow Tier One to advance its exploration efforts, and most importantly, to proceed with a second phase of drilling once the required funding is in place.

- On October 23, 2023, the Company also announced that it had relinquished the option on its Hurricane project due to the complexity and expected time horizon of receiving permits for a drill campaign.

- On September 11, 2023, the Company announced the discovery of an additional zone returning high-grade silver including samples up to 1,360 grams per tonne (g/t) silver (Ag), 42.20 g/t gold (Au), and 6.12% copper (Cu), at its Curibaya project. The newly identified target lies to the west of the primary Cambaya I and Cambaya II targets and is the result of extensive reconnaissance efforts carried out as the first phase of the broader regional exploration program spanning three distinct zones of sediment geochemical anomalies ("BLEG") that had seen little exploration to date and represent the potential for additional porphyry targets that would complement the high-grade precious metals epithermal system.

- On June 7, 2023, the Company provided an update for its second phase of drilling at it's Curibaya project, reporting that 20 drill pad locations had been identified to test several new targets as well as expand on intercepts from the inaugural drill program in 2021, which included 1.5 metres (m) of 1,129 g/t Ag and 1.04 g/t Au in a larger interval of 7 m of 272 g/t Ag and 0.33 g/t Au and 1 m of 1,431 g/t Ag and 0.39 g/t Au within a broader interval of 1.5 m of 965 g/t Ag and 0.26 g/t Au. The Company reported that it would be resuming exploration work on additional adjacent potential porphyry targets within the project area and continuing its preparations for a second phase of drilling, expected to consist of 2,000 m of drilling from five of the 20 drill pads focusing on the preferred precious metal zonation at the Cambaya target area.

- On January 30, 2023, the Company announced that recent geophysical survey results, combined with existing exploration data sets, have led to the identification of a porphyry copper target underlying the silver-gold epithermal mineralization defined on surface at its Curibaya project. New data sets, from a 42.7-line km Controlled-Source-Audio-Frequency Magnetotelluric (CSAMT) geophysical survey over the central portion of the Curibaya project completed in late 2022, were integrated into the exploration model, building on previous geophysical, geochemical and geological data sets, to generate targets for the Company's next planned drill program at the project.

1.2 Corporate Highlights

- On April 9, 2024, the Company announced that it is undertaking a private placement of up to 7,142,858 million units of the Company at an offering price of $0.14 per unit for gross proceeds to the Company of up to $1,000,000. Each offered unit consists of one common share of the Company and one full common share purchase warrant of the Company. Each warrant will entitle the holder thereof to purchase one common share of the Company at a price of C$0.25 at any time on or before the date which is 12 months after the closing date of the offering. The warrants are subject to an accelerated expiry if, anytime following the date that is four months after the closing date, the closing price of the Company's shares on the TSX Venture, or such other market as the shares may trade from time to time, is or exceeds CDN$0.375 for any ten consecutive trading days, in which event the holder of the warrant may, at the Company's election, be given notice and the Company will issue a press release announcing that the warrants will expire 30 days following the date of such press release. The proposed use of proceeds from the offering is to fund general working capital.

- On December 15, 2023, the Company closed a non-brokered private placement (the "December 2023 Placement") by issuing a total of 9,851,000 units at a price of $0.10 per unit for gross proceeds of $981,500, of which Insiders of the Company acquired an aggregate of 547,000 units for a total of $54,700. Each unit consisted of a common share and a share purchase warrant, exercisable at $0.25 for a two-year period from the date of issuance. In connection with the December 2023 Placement, the Company paid cash finders' fees of $19,824 and issued 198,240 non-transferable finders' warrants, each having the same terms as the unit warrants. The proposed use of proceeds from the December 2023 Placement is to fund general working capital.

- On September 15, 2023, the Company announced the approval of the grant of incentive stock options, subject to customary stock exchange approvals, for the purchase of 3,350,000 common shares, of which 2,485,000 were granted to directors and officers of the Company. The options are exercisable at $0.30 and expire five years from the date of grant.

- On June 5, 2023, the Company announced that it closed on a second and final tranche of a non-brokered private placement (the "June 2023 Private Placement"). The Company issued a total of 10,564,000 equity units at $0.25 per unit for total gross proceeds from the June 2023 Private Placement of $2.6 million. Each unit consisted of one common share and one common share purchase warrant (exercisable for one common share at $0.35 for a two-year period from April 21, 2023). In connection with the offering, the Company paid certain securities dealers total cash finder's fees of $69,210 and issued 276,840 non-transferable finder's warrants, with the finder's warrants having the same terms as the unit warrants.

- On January 30, 2023, the Company announced that Michael Henrichsen had retired as Chief Geologist of Tier One Silver to focus his efforts as Chief Geological Officer of Torq Resources Inc. and that Christian Rios, SVP of Exploration, would be leading exploration operations at the Company going forward.

2. DATE AND FORWARD-LOOKING STATEMENTS

This Management's Discussion and Analysis ("MD&A") of Tier One has been prepared by management to assist the reader in assessing material changes in the consolidated financial statements and results of operations of the Company as at December 31, 2023 (the "financial statements") and for the year then ended.

This MD&A should be read in conjunction with the financial statements of the Company. All financial information has been prepared in accordance with IFRS accounting standards and all dollar amounts presented are Canadian dollars unless otherwise stated. United States readers should be aware that the Company uses mineral terminology based on the Canadian Institute of Mining and Metallurgy ("CIM"). Applicable CIM standards may not be the same as those accepted by the US Securities Exchange Commission for US domestic mining company disclosure. Further details of these differences can be found in our Annual Information Form filings.

The effective date of this MD&A is April 9, 2024.

2.1 Forward-looking statements and risk factors

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

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

Inherent in the forward-looking statements are known and unknown risks, uncertainties and other factors beyond the Company's ability to control or accurately predict, that may cause the actual results, performance or achievements of the

Company, or developments in the Company's business or in its industry, to differ materially and adversely from the anticipated results, performance, achievements or developments expressed or implied by such forward-looking statements. Some of the risks and other factors which could cause results to differ materially from those expressed in the forward-looking statements and information contained in this MD&A include, but are not limited to: risks in investigating, optioning or otherwise acquiring interests in mineral projects of merit followed by the high risk of exploration failure, risks in our ability to secure governmental permits and a social license to explore the projects, risks that the financial markets will lose their appetite to finance junior resources issuers; fluctuations in the current and projected prices for precious and base metals; technical risks and hazards associated with the mineral exploration including environmental hazards, potential unintended releases of contaminants, industrial accidents, unusual or unexpected geological or structural formations, pressures, cave-ins and flooding; the uncertainty in the process of estimation and valuation of any mineral resources that may be discovered, changes in tax, title and mining laws and regulations impacting exploration activities; the risk of the Company's mineral properties being subject to unknown prior unregistered agreements, transfers or claims and other defects in title; general opposition to mining activities and attendant legal and litigation risks; statutory and regulatory compliance; insurance and uninsurable risks; the Company's limited business history and history of losses and negative cash flow, which will continue into the foreseeable future; our inability to pay dividends, the continued involvement of our key management team and our ability to secure the specialized skill and knowledge necessary to operate in the mining industry; relations with and potential demands and claims by local communities and non-governmental organizations, including indigenous populations and affected local communities with whom we are required to pursue local community surface access agreements in order to explore; the expenses and other requirements of being a public company; risks associated with the significant resources required to maintain regulatory compliance as a public company; the effectiveness of the Company's internal control over financial reporting; cybersecurity risks; risks relating to the Company's public perception; general business, economic, competitive, political and social uncertainties; and public health crises such as the COVID-19 pandemic and other uninsurable risks. While we have sought to provide a list of the principal risks, these are the known risks and hence cannot be an exhaustive list of the risks and other factors that may affect any of the Company's forward-looking statements as there are likely also unknown risks. Additional information relating to the Company and its operations, including its Annual Information Form, is available on SEDAR+ at www.sedarplus.ca and on the Company's website at www.tieronesilver.com. These documents are for supplemental information purposes only and not incorporated by reference in this MD&A.

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

3. DESCRIPTION OF THE BUSINESS

The Company is a junior resource exploration issuer seeking to create significant value for shareholders through the exploration for silver, gold and base-metal deposits in Peru. The primary focus of the Company is on its 100% owned Curibaya project, which consists of approximately 17,000 hectares (ha) located approximately 48 km north-northeast of the provincial capital, Tacna, accessible by road. On October 20, 2023, the Company terminated the option on its Hurricane project due to the complexity and expected time horizon of receiving permits for a drill campaign.

In addition to its Curibaya project, the Company holds the Corisur claims which consist of the Tacora, Tacora Sur and Andamarca concessions covering 1,300 ha. The Corisur claims are considered non-core and as of the date of this MD&A, the Company has made the decision to abandon these concessions. In June 2023, given the early stage nature of the claims and the Company's plans to focus its resources elsewhere, the Company decided to relinquish the Coastal Batholith concessions, however, the Company is now reconsidering its plans and has retained concessions covering approximately 3,700 ha.

Figure 1 – Locations of Tier One's properties within Peru.

Beyond having title to its mineral properties, the Company must secure environmental permits and local community access agreements in order to conduct its exploration activities. Therefore, building and maintaining relationships with its key stakeholders, namely governmental bodies and local communities, among others, is crucial to the Company's continued success. In this regard, the Company believes that it conducts itself to the highest standards around environmental and social responsibility and corporate governance.

As a normal part of the exploration process, Tier One enters into access and use agreements with the local communities. The process requires achieving local community consensus though positive dialogue with the communities. As at the date hereof, the Company has agreements with communities covering a portion of the Curibaya and Corisur projects which provide surface access and are in place until May 2024 and September 2024, respectively. Management believes that the community agreements will continue to be maintained in good standing for a reasonable cost, although there can be no certainty about the financial or other requirements to keep extending them.

3.1 Peruvian projects

3.1.1 Curibaya Project

The Curibaya property is comprised of approximately 17,000 ha and is situated in a copper porphyry belt that hosts some of Peru's largest porphyry deposits. Tier One has a 100% interest in the Curibaya project, which is comprised of numerous concessions acquired through staking efforts, mostly by the Company's corporate predecessor, and the Sambalay and Salvador concessions, which were acquired in 2019. The Sambalay concessions are subject to a 1.5% net smelter return ("NSR") royalty in favor of each of Teck Peru, S.A.C. ("Teck") and Compañia de Exploraciones Orion S.A. One third or 0.5% of the Teck NSR royalty is buyable for US$1.0 million. The Salvador concessions are subject to a 2.0% NSR royalty and a US$2.0 million production payment, payable at the time a production decision is made, and to secure payment of such consideration, a legal mortgage in favor of Teck is recorded in the registry files of the Salvador concessions.

<u>2023 Activity and Plans</u>

On June 11, 2023, the Company renewed its surface rights access agreement with the local community at the Curibaya project for a one-year term and during Q3 2023, the Company commenced reconnaissance regional exploration in areas of the project that had not yet been sampled in detail. Two phases of the work were completed with a total of 97 channel samples and 45 rock samples being collected and on September 11, 2023, the Company announced results returned high-grade silver including samples up to 1,360 g/t Ag, 42.20 g/t Au, and 6.12% Cu in one of the new zones. The newly identified target lies to the west of the primary Cambaya I and Cambaya II targets and is the result of extensive reconnaissance efforts carried out as the first phase of the broader regional exploration program spanning three distinct zones of sediment geochemical anomalies ("BLEG") that had seen little exploration to date and represent the potential for additional porphyry targets that would complement the high-grade precious metals epithermal system.

Despite having a drill plan in place, the Company will not be in a position to execute its second phase of drilling at the Curibaya project until it raises sufficient capital at which point it will commence work to implement the required infrastructure and mobilize equipment to site, before resuming drilling activities. The Company has identified 20 drill pad locations and anticipates that the next phase of drilling will comprise of between 2,000 – 5,000 metres, from 5 of the identified drill pads, to follow-up on the high-grade silver-gold epithermal mineralization defined at surface.

As previously disclosed, as part of the community agreement renewal and in exchange for the community's support to leave open most of the project's access roads that were built for the 2021 drill program, the Company has committed to help fund the construction of certain community roads, a portion of which will be constructed when the Company recommences drilling. The Company plans to use the equipment that would be onsite for construction of the drill platforms and access roads, once financing permits, and the estimated costs of the community roads have been accrued for as part of the provision for reclamation and closure at Curibaya.

During the year ended December 31, 2023, the Company incurred $1,588,899 of exploration and evaluation costs on Curibaya ($2,650,844 for the year ended December 31, 2022).

3.1.2 Hurricane Project

The Company's option over the Hurricane project, which covers approximately 32,000 ha and is located 66 km north of the city of Cusco, was structured as a share purchase option agreement (the "Hurricane Option") with Pembrook Copper Corp. ("Pembrook") to purchase its Peruvian subsidiary (Compañia Minera Tororume S.A.C.). The Company elected to terminate the Hurricane Option by giving notice to Pembrook on October 20, 2023. From the signing of the Hurricane Option in April 2021, the Company made continued efforts to progress the project including achieving community access agreements with two of the local communities and completing several surface exploration programs at the Hurricane project. Despite these efforts, the Company determined that the complexity and expected time horizon of receiving permits for a drill campaign were prohibitive and decided to relinquish the option and continue to prioritize its flagship project, Curibaya.

The Company has written off all capitalized acquisition costs related to the Hurricane project and recorded an impairment charge in the amount of $368,643 for the year ended December 31, 2023. The Company has also recorded a non-material provision in relation to certain procedures to wind-up the option structure which are in-process as of the date hereof and require the cooperation of the optionor.

During the year ended December 31, 2023, the Company incurred $263,445 of exploration and evaluation costs on the Hurricane project ($661,402 for the year ended December 31, 2022).

3.1.3 Other Non-Material Projects

Corisur claims

In 2017, the Company acquired the rights, subject to certain NSR royalties, to the Tacora, Tacora Sur and Andamarca concessions covering 1,300 ha through two acquisition agreements. This group of concessions makes up the Corisur claims, which are located in the border zone and therefore unconditional ownership can only be achieved by any non-Peruvian controlled entity by obtaining a Supreme Decree from the government, although the concessions can be sold to a Peruvian national at any time. No Supreme Decree is currently being sought by the Company. The Company maintains surface rights, expiring in 2024, over a portion of the claims still held. During the year ended December 31, 2022, the Company made the decision to abandon approximately 11,500 hectares of non-core claims within the Corisur land package and wrote off $4,186 of capitalized cost associated with these claims. No further impairment has been recorded for the year ended December 31, 2023, however, subsequent to year end the Company has made the decision to relinquish the remaining claims.

Coastal Batholith

The Coastal Batholith project was staked primarily during the last quarter of 2020. Tier One originally screened 11,000 square km using a stream sediment survey which identified five target areas, located within the northern half of the Cretaceous porphyry and IOCG belt. Given the early stage of the project and the Company's plans to focus resources on its other projects, the Company made the decision to relinquish all remaining Coastal Batholith claims in June 2023 to reduce costs and at that time the Company wrote off all previously capitalized costs related to the project and recognized an impairment charge of $62,104 for the year ended December 31, 2023 ($98,166 during the year ended December 31, 2022). The Company is now reconsidering its plans to fully abandon the concessions and has retained a portion of the claims covering 3,700 ha for which fees had been prepaid.

Exploration and evaluation costs

On its properties that are grouped as other, which for 2023 reporting included the Coastal Batholith and Corisur claims, the Company recorded exploration and evaluation cost of $58,411 during the year ended December 31, 2023 ($30,523 during the year ended December 31, 2022). In both periods, the Company recorded a reversal of the prior year's validity fees that had been accrued for the claims that were relinquished in the respective period.

3.2 Qualified persons and technical disclosures

Christian Rios, P.Geo., SVP of Exploration of the Company, is the Qualified Person with respect to the technical disclosures in this MD&A.

2023 Curibaya Channel and Rock Sampling

Analytical samples were taken from each 0.5-1.0-metre interval of channel floor resulting in approximately 2-5 kg of rock chips material per sample. Collected samples were sent to ALS Lab in Arequipa, Peru for preparation and then to Lima, Peru for analysis. All samples are assayed using 30 g nominal weight fire assay with atomic absorption finish (Au-AA25) and multi-element four acid digestion ICP-AES/ICP-MS method (ME-MS61). Where MS61 results were greater or near 10,000 ppm Cu, 10,000 ppm Pb or 100 ppm Ag the assay was repeated with ore grade four acid digestion method (Cu, Pb, Ag-OG62). Where OG62 results were greater or near 1500 ppm Ag the assay was repeated with 30 g nominal weight fire assay with gravimetric finish (Ag-GRA21). QA/QC programs channel samples using internal standard and blank samples; field and lab duplicates indicate good overall accuracy and precision.

2021 Curibaya Drilling

Analytical samples were taken by sawing HQ or NQ diameter core into equal halves on site and sent one of the halves to ALS Lab in Arequipa, Peru for preparation and then to Lima, Peru for analysis. All samples are assayed using 30 g nominal weight fire assay with atomic absorption finish (Au-AA25) and multi-element four acid digest ICP-AES/ICP-MS method (ME-MS61). Where MS61 results were greater or near 10,000 ppm Cu, 10,000 ppm Pb or 100 ppm Ag the assay were repeated with ore grade four acid digest method (Cu, Pb, Ag-OG62). Where OG62 results were greater or near 1,500 ppm Ag the assay were repeated with 30 g nominal weight fire assay with gravimetric finish (Ag-GRA21).

QA/QC programs for 2021 core samples using company and lab duplicates, standards and blanks indicate good accuracy and precision in a large majority of standards assayed.

Intercepts were calculated with no less than 5 m of >= 25 g/t AgEq with maximum allowed consecutive dilution of 6 m. True widths of mineralization are unknown based on current geometric understanding of the mineralized intervals.

4. DISCUSSION OF OPERATIONS

4.1 Three months ended December 31, 2023 and 2022 (Q4 2023 vs. Q4 2022)

During the three months ended December 31, 2023, the Company reported a loss of $1,041,762 compared to a loss of $1,592,730 for the comparable period in 2022. Significant variances within operating expenses and other expenses, which in combination resulted in the $550,968 decrease in the current period's loss, are discussed as follows:

- Exploration and evaluation costs in Q4 2023 decreased to $431,818 from $757,818 in Q4 2022. The costs incurred in Q4 2022 were higher than the current period as the Company completed its surface programs at both Curibaya and Hurricane, which included the completion of the CSAMT survey at Curibaya, while in the current period there was no ongoing field work and the camp at Curibaya had been removed to achieve additional cost savings until the next program commences.

- Fees, salaries, and other employee benefits, legal and professional fees and office and administration costs were all lower in Q4 2023 compared to Q4 2022 which reflects the lower level of activities and thus less need for administrative and legal support services.

- Marketing and investor relations cost in Q4 2023 decreased to $54,184 from $235,618 in Q4 2022. The lower costs in the current period are a reflection of the Company's efforts to reduce such expenditures. Further to this, the Company's Vice President of Communications, the only dedicated marketing employee, stepped down during Q3 2023 and was replaced by part-time contractors at a lower cost.

For the year ended December 31, 2023 (In Canadian dollars, unless otherwise noted)

- One area where costs increased in the current period, was in relation to project investigation which increased to $49,112 in Q4 2023, from $26,599 in Q4 2022. The increase reflects the Company's efforts to economize and diversify its land holdings through the identification and potential acquisition of exploration projects that could be accretive to the Company's portfolio of projects.

- During Q4 2023, the Company recorded an impairment charge of $104,402 which consisted of $41,976 to write off the Company's investment in UMS Peru and $62,426 to write off its related working capital deposit after the decision was made to wind up the Peruvian service company. No such impairment was recorded in Q4 2022.

4.2 Year ended December 31, 2023 and 2022 (YTD 2023 vs. YTD 2022)

During the year ended December 31, 2023, the Company reported a loss of $5,479,356 compared to a loss of $7,739,386 for the comparable period in 2022, reflecting a decrease of $2,260,030. Significant variances for the comparable year are generally driven by the same factors discussed above for the three-month period, being the lower level of activity and the Company's concentrated efforts to reduce expenditures. In summary, the trend for the current year has been lower costs, the exception being those related to project investigation which have increased as the technical team has, while exploration activity is minimal, redirected their time to desktop reviews of other potentially accretive projects.

During the year ended December 31, 2023, the Company recorded mineral property impairment charges totalling $430,747 upon making the decision to relinquish its Coastal Batholith claims and the Hurricane Option, $31,070 in costs related to the option termination and an impairment charge of $104,402 which consisted of $41,976 to write off the Company's investment in UMS Peru and $62,426 to write off its related working capital deposit after the decision was made to wind up the Peruvian service company. In 2022, the Company recorded an impairment charge of $102,352 when the Company decided to relinquish a portion of each of the Coastal Batholith and Corisur claims.

4.3 Summary of Quarterly Results

Quarter ended	Interest income	Loss for the period	Comprehensive loss for the period	Net loss per share
December 31, 2023	**$ 5,196**	**$ 1,041,762**	**$ 1,035,521**	**$0.01**
September 30, 2023	11,238	1,601,030	1,598,427	0.01
June 30, 2023	11,271	1,364,128	1,389,882	0.01
March 31, 2023	14,695	1,472,436	1,473,366	0.01
December 31, 2022	23,465	1,592,730	1,610,414	0.01
September 30, 2022	15,822	2,175,146	2,094,360	0.02
June 30, 2022	4	1,891,955	1,859,790	0.01
March 31, 2022	-	2,079,555	2,098,818	0.02

During the last eight quarters, the Company's net loss has ranged between $1,041,762 and $2,175,146. Quarterly losses are closely correlated to the level of exploration activity in any given quarter, which can fluctuate significantly since the Company substantially reduces activities during the rainy season and pending financings. Additionally, the Company incurs expenditures on administrative activities, professional fees, corporate outreach and communications, and regulatory compliance, to support its public listings and to promote the Company's activities in the market. These expenses fluctuate to a significant degree depending on the funding opportunities available to the Company to pursue exploration.

In addition to the quarterly loss trends discussed above, the Company also recognized impairment charges in Q3 2022 upon relinquishing a portion of the Coastal Batholith and Corisur projects, in Q2 2023 upon dropping additional Coastal Batholith claims, in Q3 2023 as related to the termination of the Hurricane Option and again in Q4 2023 in relation to its investment in UMS Peru. Beyond the fluctuations driven by activity levels, the impairment charges resulted in increased losses during those periods.

4.4 Summary of Project Costs

During the year ended December 31, 2023, the Company incurred $1,671 of mineral property additions, $1,910,755 in exploration and evaluation costs on its projects and recorded an impairment charge of $62,104 after making the decision to relinquish the Coastal Batholith concessions and a further impairment charge of $368,643 to write off all capitalized mineral property costs pertaining to the terminated Hurricane Option.

For the year ended December 31, 2023 (In Canadian dollars, unless otherwise noted)

Mineral property interests	**Curibaya**	**Hurricane**	**Other**	**Total**
Balance as at December 31, 2021	$ 1,322,051	$ 235,616	$ 988,764	$ 2,546,431
Mineral property additions	213	129,128	797	130,138
Mineral property impairments	-	-	(102,352)	(102,352)
Recognition of provision for site reclamation and closure	21,524	-	-	21,524
Currency translation adjustment	54,902	3,939	58,011	116,852
Balance as at December 31, 2022	$ 1,398,690	$ 368,683	$ 945,220	$ 2,712,593
Mineral property addition	1,671	-	-	1,671
Mineral property impairments	-	(368,643)	(62,104)	(430,747)
Recognition of provision for site reclamation and closure	(3,453)	-	-	(3,453)
Currency translation adjustment	(20,746)	(40)	(21,905)	(42,691)
Balance as at December 31, 2023	**$ 1,376,162**	**$ -**	**$ 861,211**	**$ 2,237,373**

Exploration and evaluation costs	**Curibaya**	**Hurricane**	**Other**	**Total**
Surface exploration	$ 548,158	$ 50,202	$ 11,234	$ 609,594
Camp and project support	357,908	2,745	-	360,653
Concession holding	292,358	102,382	5,609	400,349
Permitting, environmental and community	354,455	102,554	41,280	498,289
Share-based payments	36,020	5,562	288	41,870
Total for the year ended December 31, 2023	**$ 1,588,899**	**$ 263,445**	**$ 58,411**	**$ 1,910,755**

4.5 2023 Summary and Future Operations

Throughout 2023 the Company's focus has been on further progressing exploration at its only material project, Curibaya. With continued challenges in raising funds in the junior resource sector, the Company has taken action to reduce expenditures by relinquishing non-core projects and reducing marketing and other corporate support costs.

With the funds from the June 2023 Private Placement, the Company completed two phases of regional surface work covering unexplored areas of the Curibaya property. The results from this regional program returned high-grade silver, gold and copper in one of the new zones which the Company believes may represent additional porphyry targets.

Resources have been and will continue to be primarily directed at continuing progress at Curibaya, and while in between programs the Company has taken further steps to reduce project level costs by demobilizing the camp and reducing its headcount. The project remains drill ready and once sufficient capital has been raised to initiate drilling activity, the construction of access roads and platforms will begin. The Company's second drill program is expected to consist of between 2,000 - 5,000 m to test the Cambaya target area. The Company estimates that this work would cost between $2.5 million and $5.0 million. While the Company believes there are multiple opportunities at the much unexplored Curibaya project, having terminated the Hurricane Option, the Company is also reviewing other projects in order to selectively rebuild a pipeline of prospects for future exploration.

Despite having completed the December 2023 Placement leaving the Company with $825,589 of cash at December 31, 2023 to fund working capital and the monthly project related costs to keep its Curibaya project, permits and community relationships in good standing, the ability of the Company to fund Curibaya drilling and other work programs, including potential future project acquisitions, will be subject to raising additional funds through the sale of common shares. While the Company has been successful at raising capital in the past, there can be no assurance that the Company will be able to raise sufficient funds to finance its future plans.

5. SELECTED ANNUAL INFORMATION

	December 31, 2023	**December 31, 2022**	December 31, 2021
Loss for the year	**$ 5,479,356**	**$ 7,739,386**	$ 17,485,202
Comprehensive loss for the year	**5,499,800**	**7,663,382**	17,554,433
Basic and diluted loss per share	**0.04**	**0.06**	0.14
Total assets	**3,664,104**	**5,231,917**	6,081,156
Total non-current liabilities	**(249,025)**	**(265,888)**	(197,490)

For the year ended December 31, 2023 (In Canadian dollars, unless otherwise noted)

The Company is an expenditure-based business and generated no revenues from operations during the years presented above and does not anticipate revenues in the foreseeable future. See Discussion of Operations for factors that have caused the year-to-year variation between YTD 2023 and YTD 2022 in the loss and loss per share data.

6. FINANCIAL POSITION, LIQUIDITY, AND CAPITAL RESOURCES

6.1 Financial position and liquidity

	December 31, 2023	December 31, 2022
Cash	**$ 825,589**	$ 1,553,349
Amounts receivable	**48,535**	18,100
Current other assets	**393,021**	736,876
Non-current other assets	**159,586**	210,999
Mineral property interests	**2,237,373**	2,712,593
Current liabilities	**(1,030,294)**	(808,653)
Non-current liabilities	**(249,025)**	(265,888)

As at December 31, 2023, the Company had cash of $825,589 and working capital of $236,851 ($1,553,349 and $1,499,672, respectively, as at December 31, 2022). None of the Company's cash is restricted.

As at December 31, 2023, the Company had current liabilities which include accounts payable and accrued liabilities totalling $546,311 (December 31, 2022 - $539,806) and the Company's current provision of $483,983 (December 31, 2022 - $268,847) recorded in relation to constructive obligations it has at its projects for reclamation and closure activities. Additionally, the Company has non-current accrued liabilities related to 2023 concession penalty fees associated with its Curibaya project totaling $98,741 which are due by June 30, 2025, and the non-current portion of its reclamation and closure provision of $150,284. The Company also has certain commitments related to the premises it occupies on a shared basis under the UMS Canada lease obligation disclosed in Note 7 of the financial statements.

During the year ended December 31, 2023, the Company used cash of $4,253,417 in operating activities compared to $6,976,994 during the comparative period in 2022. The lower cash outflow during the year 2023 was primarily the result of the lower activity level, specifically exploration and related support costs, as discussed above.

During the year ended December 31, 2023, the Company generated cash from investing activities of $40,729 compared to using $92,015 during the comparative period in 2022. The 2023 cash inflow related to interest earned on cash balances while in 2022, the Company had mineral property acquisitions which more than offset the interest earned.

During the year ended December 31, 2023, and 2022, cash provided by financing activities was $3,485,937 and $6,004,015. The decrease was a result of the smaller size of the 2023 private placements compared to the 2022 Private Placement as access to capital remained limited.

The limited cash reserve at December 31, 2023, is a reflection of the difficult capital markets for junior exploration companies. As of the date of this MD&A, the Company currently projects to require $2.4 million annually to cover corporate compliance and overhead costs ($1.5 million), and project related costs to keep its Curibaya project, permits and community relationships in good standing ($0.9 million). This number has decreased from the $3.3 million reported at December 31, 2022, after the Company has made significant efforts to reduce expenditures and continues to consider further areas where reductions may be achieved. Additional funds would be required in order to undertake exploration activities, the amount of which is dependent on the size and extent of the planned program. In the time that the Company has operated, spending has fluctuated substantially based on levels of activity and the Company has the ability to reduce its overhead costs in periods of lower activity by reducing its use of UMS Canada services.

Despite having some ability to limit its expenditures, the Company has incurred operating losses to date and does not generate operating revenue to support its activities. With no source of operating revenue, there can be no assurance that sufficient funding will be available to conduct further exploration of its mineral properties. The ability to continue as a going concern remains dependent upon the Company's ability to obtain the financing necessary to continue to fund its mineral properties, the realization of future profitable production, proceeds from the disposition of its mineral interests, and/or other sources. These conditions create a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern and expose the Company to liquidity risk being the risk that it will have difficulty in meeting obligations associated with its financial liabilities. While the Company has been successful in completing financings in the past, as at December 31, 2023, the Company did not have sufficient cash on hand to discharge its financial liabilities as they become due and will require additional funding to continue operations for the upcoming year.

For the year ended December 31, 2023 (In Canadian dollars, unless otherwise noted)

6.2 Capital Resources

On December 15, 2023, the Company closed the December 2023 Private Placement for total gross proceeds of $985,100 through the issuance of 9,851,000 equity units (each unit consisting of a common share at the price of $0.10 per unit and a share purchase warrant exercisable at $0.35 for a two-year period from the date of issuance). The Company's intended use of net proceeds was for general working capital purposes. A reconciliation of the net proceeds and a summary of how the funds have been used as of December 31, 2023, is as follows:

	Number of common shares		Proceeds
Units issued at $0.10 per unit	9,851,000	$	985,100
Share issuance costs			(40,165)
Net proceeds		$	944,935
Actual use of proceeds			
Surface exploration at the Curibaya project			(26,872)
General working capital			(83,802)
Expenditures on other projects and project investigation			(8,672)
Funds remaining at December 31, 2023		$	825,589

On June 5, 2023, the Company announced the closing of the June 2023 Private Placement for total gross proceeds from the offering of $2,641,000 through the issuance of 10,564,000 equity units (each unit consisting of a common share at the price of $0.25 per unit and a share purchase warrant exercisable at $0.35 and expiring on April 21, 2025). The Company's intended use of the net proceeds from the offering was to resume exploration and prepare for drilling at the Curibaya project and for general working capital purposes. A reconciliation of the net proceeds and a summary of how the funds have been used as of December 31, 2023, is as follows:

	Number of common shares		Proceeds
Units issued at $0.25 per unit	10,564,000	$	2,641,000
Share issuance costs			(112,966)
Net proceeds		$	2,528,034
Actual use of proceeds			
Surface exploration at the Curibaya project			(809,279)
General working capital			(1,459,013)
Expenditures on other projects and project investigation			(259,742)
Funds remaining at December 31, 2023		$	-

During the comparative period, on August 26, 2022, the Company announced that it had obtained the receipt for its final shelf prospectus (the "Shelf Prospectus") filed with the securities commissions in each of the provinces and territories of Canada. The Shelf Prospectus is intended to provide the Company with financing flexibility as it allows the Company to qualify the distribution of up to $100,000,000 of common shares, warrants, subscription receipts, units, debt securities, or any combination thereof, from time to time over the 25-month period that the Shelf Prospectus remains effective. The specific terms of any future prospectus offerings of securities will be set forth in one or more shelf prospectus supplements, each of which will be filed with the applicable Canadian securities regulatory authorities in connection with any such offering. The Shelf Prospectus can be found under the Company's SEDAR+ profile at www.sedarplus.ca.

On June 16, 2022, the Company closed a non-brokered private placement (the "2022 Private Placement") for gross proceeds of $6.2 million through the issuance of 13,736,026 units (each a share and a share purchase warrant). The Company's intended use of the net proceeds from the 2022 Private Placement was to fund continued exploration at the Company's portfolio of mineral projects in Peru, primarily Curibaya, and for general working capital.

For the year ended December 31, 2023 (In Canadian dollars, unless otherwise noted)

A reconciliation of the net proceeds and a summary of how the funds were used is as follows:

	Number of common shares		Proceeds
Units issued at $0.45 per unit	13,736,026	$	6,181,212
Share issuance costs			(177,197)
Net proceeds		$	6,004,015
Actual use of proceeds in 2022			
Surface exploration at the Curibaya project			(1,949,015)
Exploration activities at other projects			(564,810)
Project investigation			(45,850)
General working capital			(1,890,991)
Funds remaining at December 31, 2022		$	1,553,349
Actual use of proceeds in 2023			
Surface exploration at the Curibaya project			(505,552)
Exploration activities at other projects			(163,056)
Project investigation			(13,607)
General working capital			(871,134)
Funds remaining at December 31, 2023		$	-

7. OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have off-balance sheet arrangements. Earn-in arrangements are not viewed as off-balance sheet arrangements, and there are no other commitments held by the Company at the balance sheet date other than as disclosed in Note 7 to the financial statements in respect of future lease payments on the UMS Canada shared office.

8. RELATED PARTY TRANSACTIONS

8.1 Universal Mineral Services Canada and Universal Mineral Services Peru

Universal Mineral Services Ltd. ("UMS Canada") is a shared service provider company in which the Company holds a 25% equity interest which it acquired for nominal consideration, with the remaining 75% balance being shared equally by three other junior resource explorers certain of which have some directors in common. UMS Canada provides head office premises, administrative, geological, accounting, and other advisory services to the Company on a cost recovery basis.

Universal Mineral Services Peru S.A.C. ("UMS Peru") is a company incorporated under Peruvian law, which provides administrative and geological services to Corisur S.A.C and Magma Minerals S.A.C. and to the Peruvian subsidiary of Coppernico Metals Inc, which is one of the three other companies that shares the services of UMS Canada. In order to comply with Peruvian transfer pricing rules, UMS Peru charges its services at cost plus a markup of 5% for administrative services and 7% for geological services. As at December 31, 2023, the Company is no longer using the services of UMS Peru, which is in the process of being wound up. As a result, the Company has written off the amount of its investment in UMS Peru, being $41,976, and the $62,426 deposit held by UMS Peru as it is not expected to be recovered. A total impairment of $104,402 was recorded through the statement of loss for the year ended December 31, 2023.

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

	Years ended December 31,			
		2023		2022
Exploration and evaluation	**$**	**504,113**	$	945,223
General and administration		**944,450**		1,097,526
Marketing and investor relations		**46,692**		71,937
Project investigation		**78,700**		37,096
Total transactions for the year	**$**	**1,573,955**	$	2,151,782

For the year ended December 31, 2023 (In Canadian dollars, unless otherwise noted)

As at December 31, 2023, $86,215 (December 31, 2022 - $58,068) was included in accounts payable and accrued liabilities and $60,486 (December 31, 2022 - $220,000) in prepaid expenses, deposits and other relating to transactions with UMS Canada.

As at December 31, 2023 the Company had a working capital deposit with UMS Peru in the amount of $62,426 (December 31, 2022 - $nil) which the Company does not expect to recover and therefore an impairment charge for the full amount has been recorded through the statement of loss for the year ended December 31, 2023.

8.2 Key management compensation

In addition to the transactions disclosed above, the Company provided the following compensation to key management members, being its three executives, of which one is a Board Director, and six non-executive directors:

		Years ended December 31,		
		2023		2022
Salary and benefits provided to executives	**$**	**783,029**	$	718,303
Non-executive directors' fees		**185,154**		206,788
Share-based payments		**172,329**		575,179
	$	**1,140,512**	$	1,500,270

The Company's Chief Financial Officer provides services, on a less than full-time basis, under a secondment employment arrangement between the Company and UMS Canada. As at December 31, 2023, the Company had an accounts payable balance with key management personnel of $122,058 ($nil as at December 31, 2022) which primarily related to deferred 2022 bonuses approved by the Company's Board of Directors.

The Company issues options to certain UMS employees, including key management personnel of the Company. The Company recognized share-based payments of $96,467 for the year ended December 31, 2023 ($494,964 for the year ended December 31, 2022).

9. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

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

Critical accounting judgments exercised in applying accounting policies, apart from those involving estimates, that have the most significant effect on the amounts recognized in the consolidated financial statements are as follows:

i) Functional currency

The functional currency for each of the Company's subsidiaries is the currency of the primary economic environment in which the entity operates. The Company has determined the functional currency to be the Canadian dollar, while the functional currency of its Peruvian subsidiaries is the United States dollar. Determination of functional currency may involve certain judgments to determine the primary economic environment and the Company reconsiders the functional currency of its entities if there is a change in events and conditions that determined the primary economic environment.

ii) Economic recoverability and probability of future economic benefits of mineral property interests

Management has determined that the acquisition of mineral properties and related costs incurred, which have been recognized on the consolidated statements of financial position, are economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefit including geological data, scoping studies, accessible facilities, and existing and future permits.

iii) Indications of impairment of assets

Impairment testing is done at the cash generating unit level and judgment is involved in assessing whether there is any indication that an asset or a cash generating unit may be impaired. The assessment of the impairment indicators involves the application of a number of significant judgments and estimates to certain variables, including metal price trends, exploration plans for properties and the results of exploration and evaluation to date.

iv) Income taxes

The provision for income taxes and composition of income tax assets and liabilities require management's judgment. The application of income tax legislation also requires judgment in order to interpret legislation and to apply those findings to the Company's transactions.

Key sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are:

i. Provisions

Provisions recognized in the financial statements involve judgments on the occurrence of future events, which could result in a material outlay for the Company. In determining whether an outlay will be material, the Company considers the expected future cash flows based on facts, historical experience and probabilities associated with such future events. Uncertainties exist with respect to estimates made by management and as a result, the actual expenditure may differ from amounts currently reported.

ii. Reclamation obligations

Management assesses its reclamation obligations annually and when circumstances suggest that a material change to the obligations may have occurred. Significant estimates and assumptions are made in determining the provision for site reclamation and closure, as there are numerous factors that will affect the ultimate liability that becomes payable. These factors include estimates of the extent, the timing and the cost of reclamation activities, regulatory change, cost increases, and changes in discount rates. Those uncertainties may result in actual expenditures differing from the amounts currently provided. The provision at the reporting date represents management's best estimate of the present value of the future reclamation costs required. Changes to estimated future costs are recognized in the statement of financial position by adjusting the reclamation asset and liability.

iii. Share-based compensation

The Company determines the fair value of share options granted using the Black-Scholes option pricing model. This option pricing model requires the development of market-based subjective inputs, including the risk-free interest rate, expected price volatility and expected life of the option. Changes in these inputs and the underlying assumption used to develop them can materially affect the fair value estimate.

iv. Deferred tax assets and liabilities

Management judgment and estimates are required in assessing whether deferred tax assets and deferred tax liabilities are recognized in the consolidated statements of financial position. Judgments are made as to whether future taxable profits will be available in order to recognize deferred tax assets. Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. These depend on estimates of future production and sales volumes, commodity prices, reserves, operating costs, and other capital management transactions. These judgments and assumptions are subject to risk and uncertainty and changes in circumstances may alter expectations, which may impact the amount of deferred tax assets and deferred tax liabilities recognized on the consolidated statements of financial position and the benefit of other tax losses and temporary differences not yet recognized.

10. CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The Company has reviewed new and revised accounting pronouncements that have been issued and applied those that are effective as of January 1, 2023. Those that are not yet effective have not been early adopted. The Company discusses new and revised accounting pronouncements in Note 3 to the Company's financial statements.

11. FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

As at December 31, 2023, the Company's financial instruments consist of cash, amounts receivable, deposits, as well as accounts payable and accrued liabilities, which are classified as and measured at amortized cost. The fair values of these financial instruments approximate their carrying values due to their short-term nature.

For the year ended December 31, 2023 (In Canadian dollars, unless otherwise noted)

The Company's financial instruments are exposed to certain financial risks including credit risk, liquidity risk and currency risk. Details of the primary risks that the Company is exposed to are laid out in Note 14 to the Company's financial statements.

12. OTHER REQUIRED DISCLOSURES

12.1 Proposed transactions

As at December 31, 2023 and as at the date of this MD&A, the Company had no proposed and pending transactions.

12.2 Capital structure

The capital structure of the Company is as follows:

Authorized: Unlimited number of common shares

The following common shares, share options and share purchase warrants were outstanding as at December 31, 2023 and April 9, 2024:

	As at April 9, 2024	As at December 31, 2023
Common shares	159,945,923	159,945,923
Share options	11,147,500	10,343,750
Share purchase warrants	34,626,106	34,626,106

12.3 Disclosure controls and procedures

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

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

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

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

Additional disclosures pertaining to the Company's management information circulars, material change reports, press releases and other information are available on the SEDAR+ website at www.sedarplus.ca under Tier One Silver Inc.'s profile.

On behalf of the Board of Directors,

"Peter Dembicki"
Peter Dembicki
President, Chief Executive Officer and Director
April 9, 2024