

SOLIS MINERALS LTD.

(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Six Months Ended November 30, 2023

SOLIS MINERALS LTD. *(An Exploration Stage Company)*

Management's Discussion and Analysis – Quarterly Highlights

For the six months ended November 30, 2023

(Expressed in Canadian Dollars – Unaudited)

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Certain information contained or incorporated by reference in this MD&A, including any information as to our future financial or operating performance, constitutes “forward-looking statements”. All statements, other than statements of historical fact, are forward-looking statements. The words “believe”, “expect”, “anticipate”, “contemplate”, “target”, “plan”, “intends”, “continue”, “budget”, “estimate”, “may”, “will”, “schedule” and similar expressions identify forward-looking statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by us, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements. Such factors include, but are not limited to: fluctuations in the currency markets; fluctuations in the spot and forward price of gold or other commodities; changes in national and local government legislation, taxation, controls, regulations and political or economic developments in Canada and in other countries; business opportunities that may be presented to, or pursued by, us; operating or technical difficulties in connection with mining or development activities; employee relations; litigation; the speculative nature of exploration and development, including the risks of obtaining necessary licenses and permits; and contests over title to properties, particularly title to undeveloped properties. In addition, there are risks and hazards associated with the business of exploration, development and mining, including environmental hazards, industrial accidents, unusual or unexpected formations, pressures, cave-ins, flooding and the risk of inadequate insurance, or inability to obtain insurance, to cover these risks. Many of these uncertainties and contingencies can affect our actual results and could cause actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, us. Readers are cautioned that forward-looking statements are not guarantees of future performance. All of the forward-looking statements made in this MD&A are qualified by these cautionary statements.

We disclaim any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except to the extent required by applicable laws.

SOLIS MINERALS LTD. *(An Exploration Stage Company)*

Management's Discussion and Analysis – Quarterly Highlights

For the six months ended November 30, 2023

(Expressed in Canadian Dollars - Unaudited)

1.1 Date

The following management's discussion and analysis ("MD&A"), which is dated January 11, 2024, the Company had \$7,239,022 in cash (May 31, 2023 – \$113,036) and working capital of \$6,433,565 (May 31, 2023 – working capital deficit of \$348,543).

1.2 Outlook and Recent Exploration Activity

For the period ended November 30, 2023, the Company's focus has been continuing the development of its projects in Peru; drill testing of its lithium properties in Brazil; continuing its review of other mineral projects that may fit within the Company's portfolio (which led to the announcements on February 15, 2023 and May 31, 2023 of the acquisition in Brazil of greenfield lithium exploration assets, and the Jaguar Lithium project, respectively); and investigating the potential sourcing of other additional funding and/or pursuing industry partnerships. The following information presents details on the Company's properties and recent exploration and evaluation activities in Peru and Brazil and its former Chilean property. The WorldView-3 satellite imagery analyses discussed below was undertaken by Fathom Geophysics LLC, a geophysics consulting company from Newark, Ohio, USA.

Exploration Highlights

Ilo Norte (Peru)

The Ilo Norte Project in southern Peru is an Iron Oxide Copper Gold (IOCG) and porphyry copper exploration target with significant potential. Work to date has concentrated on a relatively small portion of the prospective part of the lease holding. Remote sensing and in-field mapping has demonstrated that a silica and potassic alteration halo exists at the known IOCG mineralisation, which is repeated with phyllic and jarosite alteration in the south-west of the property – an area with no previous drilling. Results of Worldview-3 satellite imagery received also outlined a new target area in the east of the property as well as confirming previous anomalies from regional remote sensing data. Field exploration initiated in April 2023 and aided the delineation of target areas. A drone magnetometry survey was completed in May 2023 over previously unsurveyed areas. Geochemical sampling was completed in target zones identified from the magnetic and remote sensing data. A compilation of the above data outlined an area in the southwest of the property, known as Chancho Al Palo, considered to be prospective for both IOCG and porphyry-style mineralisation. An induced polarisation survey (IP) was initiated that will be finish in December 2023. Results of the IP survey will be used as exploration guidance for drill programs if appropriate.

Ilo Este (Peru)

Ilo Este, also in southern Peru, is a copper-gold porphyry occurrence that has been eroded down to the mid-level of the system in the eastern part of the permit. WorldView-3 satellite imagery enabled an analysis of the alteration zones on a permit-wide scale with the identification of prospective areas in the west of the permit. Geochemical sampling is underway in the western area. Historical data from the previous drilling has been extensively re-assessed, and a magnetic vector inversion carried out on a previous ground magnetometry survey using modern techniques which showed an undrilled magnetic anomaly in the west of the permits. A subsequent IP survey in this area identified a significant chargeability anomaly with drill targets. The permitting process for drilling will be initiated in Q1 2024.

Cinto Copper (Peru)

The Cinto Copper Project is in the southern Peruvian Copper belt located near Toquepala mine and is situated on, or adjacent to, the regional-scale Incapuquio Fault system. Various prospective rocks are exposed north of the fault and are hidden by cover further south. WorldView-3 satellite analysis was commissioned by Solis and exploration targets were identified. Field visits confirmed the nature of the alteration and exploration mapping and regional rock geochemistry was carried out in late 2023. .

SOLIS MINERALS LTD. *(An Exploration Stage Company)*

Management's Discussion and Analysis – Quarterly Highlights

For the six months ended November 30, 2023

(Expressed in Canadian Dollars – Unaudited)

Southern Peru Regional Exploration

Based on a compilation of historic data and the recent remote sensing analyses (satellite platforms), the Company opted to expand its exploration in Southern Peru with the application for 10 more licenses on November 16, 2022. These applications augment the area of Ilo Norte and expand into prospective ground to the north. South of Ilo Este, but not contiguous to the existing permits, three applications were made to target specific remote sensing anomalies in prospective geology – one application was subsequently rejected due to a nature conservation area being present. Further analysis led to the staking of seven new concessions – five north of Ilo Norte and ten around the existing licence called Kelly. The entire regional exploration area around Ilo Norte was covered by Worldview-3 satellite imagery and the results were received showing alteration zones of exploration targets in July 2023. During the period ended November 30, 2023, results were received of an inversion of historic magnetic data and four more licence applications were made over magnetic anomaly targets which augment the Company's Southern Peru Regional Exploration portfolio.

Borborema (Brazil)

The Company announced on February 15, 2023 it had secured the acquisition of 22 licence areas in North-eastern Brazil. The tenements cover a total area of 24,800 hectares in predominantly greenfields terrain. The tenements have yet to be exposed to systematic modern exploration techniques targeting LCT-bearing pegmatite systems. Historically, the pegmatite Borborema province has been reported to host several mineralised pegmatite occurrences and artisanal works producing Be, Nb-Ta, Li, Sn, gems, quartz, feldspar and others. Historical mining in the region, and the presence of the Niobium-Tantalum, Lithium and feldspars, indicate the area is pregnant with LCT-bearing pegmatite systems.

The Company completed the initial compilation of available historical geological data and commenced follow up with a comprehensive field programme specifically aimed at generating near-term drill targets. Following transaction completion (which occurred during the period ended November 30, 2023), a systematic regional mapping and soil and rock chip geochemical sampling surveys commenced to generate drill targets and identify the most prospective terrain within the licence areas. A diamond drill programme comprising approximately 3,600m was underway at the end of the period.

Mina Vermelha (Borborema, Brazil)

Solis' geologists identified nine outcropping pegmatite bodies and commenced a maiden 1,420m, 8-diamond drillhole program during the period to November 30, 2023. The project possesses a series of drill targets with mineralised pegmatite outcrops and excellent access. Two drill holes were completed by the end of the period with minor quantities of fine grained visible spodumene and pollucite mineralisation logged in one drillhole.

Jaguar (Brazil)

On May 31, 2023, the Company announced it had entered into an option agreement to purchase the Jaguar hard rock Lithium project in Bahia State, Brazil. Drilling commenced on June 23, 2023 with the objective of testing strike and depth extent of the mineralisation exposed at the surface and within the Jaguar artisanal pit which contains considerable amounts of spodumene rich pegmatite. A total of 12 drillholes were completed of which 2 reported cutting spodumene bearing pegmatite bodies.

Relinquishment of the Jaguar Project

During the period ended November 30, 2023, negotiations regarding the additional extension to the due diligence period for the Jaguar Project to conduct sufficient exploration to justify the acquisition price have been concluded without reaching satisfactory terms with the vendor. The lack of conclusive positive exploration results from the initial drill holes did not give the Company confidence that the project contained sufficient potential for grade or scale to continue with the acquisition. All claims over the project have now been relinquished by Solis and Onça Mineração.

SOLIS MINERALS LTD. *(An Exploration Stage Company)*

Management's Discussion and Analysis – Quarterly Highlights

For the six months ended November 30, 2023

(Expressed in Canadian Dollars – Unaudited)

Qualified Person

Technical information in this MD&A has been reviewed and approved by Matthew Boyes, Fellow AUSIMM, an employee of the Company and a qualified person as defined in National Instrument 43-101.

1.3 Summary of Quarterly Results

The following table sets out certain unaudited financial information of the Company for each of the last eight quarters, beginning with the first quarter of fiscal 2022. This financial information has been prepared in accordance International Accounting Standard (“IAS”) 34 Interim Financial Reporting using accounting policies consistent with IFRS issued by the International Accounting Standards Board (“IASB”).

Quarterly results are highly variable for exploration companies depending, in particular, on whether the Company has any property write-downs, share-based payments expenses and gain or losses resulting from foreign exchange.

	Income (Loss) per quarter	Fully diluted Income (loss) per share
Dec. 1, 2021 – Feb. 28, 2022	\$ (538,336)	\$ (0.01)
Mar. 1, 2022 – May 31, 2022	\$ (1,418,937)	\$ (0.02)
Jun. 1, 2022 – Aug. 31, 2022	\$ (456,258)	\$ (0.01)
Jun. 1, 2022 – Nov. 30, 2022	\$ (362,553)	\$ (0.01)
Dec. 1, 2022 – Feb. 28, 2023	\$ (720,699)	\$ (0.01)
Mar 1, 2023 – May 31, 2023	\$ 78,077	\$ 0.00
Jun 1, 2023 – Aug 31, 2023	\$ (4,967,992)	\$ (0.07)
Sep 1, 2023 – Nov 30, 2023	\$ 1,950,531	\$ 0.02

During the three-month period ended November 30, 2023, the Company incurred an income of \$1,950,531 which was primarily attributable to gain on change in fair value of warrants of \$2,832,071, offset by write off of exploration and evaluation assets of \$379,715 and consulting fees of \$200,824.

During the three-month period ended August 31, 2023, the Company incurred a loss of \$4,967,992 which was primarily attributable to loss on change in fair value of warrants of \$2,774,406 and write off of exploration and evaluation assets of \$1,040,179.

During the three-month period ended May 31, 2023, the Company incurred an income of \$78,077 which was primarily attributable to gain on change in fair value of warrants of \$491,776.

During the three-month period ended February 28, 2023, the Company incurred a loss of \$720,699 which was primarily attributable to loss on change in fair value of warrants of \$374,110 and consulting fees of \$115,789.

During the three-month period ended November 30, 2022, the Company incurred a loss of \$362,553 which was primarily attributable to accounting, audit and legal of \$93,963 and consulting fees of \$206,803.

During the three-month period ended August 31, 2022, the Company incurred a loss of \$456,258 which was primarily attributable to consulting fees of \$126,838 and write-off of exploration and evaluation assets of \$199,442.

During the three-month period ended May 31, 2022, the Company incurred a loss of \$1,418,937 which was primarily attributable to write-off of exploration and evaluation assets of \$1,892,172.

SOLIS MINERALS LTD. *(An Exploration Stage Company)***Management's Discussion and Analysis – Quarterly Highlights**

For the six months ended November 30, 2023

(Expressed in Canadian Dollars – Unaudited)

During the three-month period ended February 28, 2022, the Company incurred a loss of \$538,336 which was primarily attributable to timing of legal bills related to the initial public offering (“IPO”), increased consulting fees related to monthly directors’ fees and increased marketing related to increase brand awareness during the quarter.

1.4 Results of Operations

During the six months ended November 30, 2023 and the year ended May 31, 2023 exploration expenditures were as follows:

	Balance as at May 31, 2022	Additions	Balance as at May 31, 2023	Additions	Balance as at November 30, 2023
Ilo Norte/Ilo Este/Cinto and Regional Project, Peru:					
Acquisition costs	\$ 3,369,445	\$ 723,301	\$ 4,092,746	\$ 17,623	\$ 4,110,369
Exploration expenditures					
Consulting and engineering	85,121	96,185	181,306	60,973	242,279
Fieldwork and miscellaneous	6,335	37,725	44,060	22,495	66,555
Write-down	(84,101)	-	(84,101)	-	(84,101)
	3,376,800	857,211	4,234,011	101,091	4,335,102
Mostazal, Chile:					
Acquisition costs	303,716	-	303,716	-	303,716
Exploration expenditures					
Assay and core logging	94,962	-	94,962	-	94,962
Consulting and engineering	450,881	74,118	524,999	-	524,999
Drilling	422,190	-	422,190	-	422,190
Fieldwork and miscellaneous	620,423	-	620,423	-	620,423
Write-down	(1,892,172)	(74,118)	(1,966,290)	-	(1,966,290)
	-	-	-	-	-
Jaguar Lithium, Brazil:					
Acquisition costs	-	-	-	416,850	416,850
Exploration expenditures					
Assay and core logging	-	-	-	11,465	11,465
Consulting and engineering	-	-	-	218,860	218,860
Drilling	-	-	-	561,478	561,478
Fieldwork and miscellaneous	-	-	-	211,241	211,241
Write-down	-	-	-	(1,419,894)	(1,419,894)
	-	-	-	-	-
Borborema, Brazil:					
Acquisition costs	-	-	-	83,370	83,370
Acquisition of Onca	-	-	-	450,000	450,000
Exploration expenditures					
Assay and core logging	-	-	-	15,211	15,211
Consulting and engineering	-	-	-	134,337	134,337
Drilling	-	-	-	572,809	572,809
Fieldwork and miscellaneous	-	-	-	136,532	136,532
	-	-	-	1,392,259	1,392,259
Mina Vermelha, Brazil:					
Acquisition costs	-	-	-	138,950	138,950
Exploration expenditures					
Assay and core logging	-	-	-	5,359	5,359
Consulting and engineering	-	-	-	16,138	16,138
Drilling	-	-	-	154,021	154,021
Fieldwork and miscellaneous	-	-	-	17,774	17,774
	-	-	-	332,242	332,242
	\$ 3,376,800	\$ 857,211	\$ 4,234,011	\$ 1,825,592	\$ 6,059,603

SOLIS MINERALS LTD. *(An Exploration Stage Company)*

Management's Discussion and Analysis – Quarterly Highlights

For the six months ended November 30, 2023

(Expressed in Canadian Dollars – Unaudited)

Ilo Norte and Ilo Este, Peru

The Company owns a 100% interest in a portfolio of concessions in southern Peru. During the year ended May 31, 2021, the Company settled \$135,263 (US\$100,000) accrued acquisition costs through the issuance of common shares.

Jaquar Lithium, Brazil

During the year ended May 31, 2023, Onça Mineração Ltda. ("Onça") entered into an option agreement to acquire 100% interest of the Jaguar lithium project in Bahia state, north-east Brazil upon completion of the following:

- i) Cash payment of 1,500,000 BRL (\$416,691 advanced by the Company);
- ii) Cash payment of 3,500,000 BRL on or before September 1, 2023 ("Option Exercise Fee"); and
- iii) Cash payment of 14,500,000 BRL on or before August 27, 2024 ("Deferred Consideration").

Simultaneously with payment of the Option Exercise Fee and subject to the exercise of the option will issue to the Vendor (or its nominees) 3,000,000 performance rights ("Performance Rights") which convert on a one-for-one basis into fully paid ordinary shares in the capital of the Company upon delineation of an inferred (or greater) mineral resource of 10Mt at 1.0% Li₂O or greater within 24 months from the issue of the Performance Rights.

During the period ended November 30, 2023, a lack of conclusive positive exploration results from initial drill holes did not give the Company confidence that the project contained sufficient potential for grade or scale to continue with the acquisition. The Company terminated the option agreement and wrote-off \$1,419,894 of exploration and evaluation assets to reduce the carrying value to \$Nil. All claims over the project have now been relinquished by Solis and Onça.

Borborema, Brazil

During the year ended May 31, 2023, Onça entered into an agreement to acquire licences in North-eastern Brazil as part of a share assignment agreement whereby the Company subsequently acquired 100% of Onça, a Brazilian company.

The Company paid US\$20,000 and issued 500,000 fully paid ordinary shares of the Company on completion.

Mina Vermelha Project, Brazil

During the period ended November 30, 2023, the Company entered into an option agreement to acquire 100% interest of the Mina Vermelha project in the Borborema province of Brazil upon completion of the following:

- i) Cash payment of 500,000 BRL (AUD\$155,000) upon signing of the option agreement which will grant the Company a 12-month due diligence period (paid);
- ii) Cash payment of 10,000,000 BRL (AUD\$3,100,000) on or before October 9, 2024;
- iii) Cash payment of 10,000,000 BRL (AUD\$3,100,000) on or before October 9, 2025; and
- iv) Cash payment of 5,000,000 BRL (AUD\$1,550,000) on or April 9, 2026.

The agreement is subject to a 1.5% net smelter royalty, which the Company has the right to purchase for an amount to be determined by an independent third-party evaluation of the Mina Vermelha Project.

Three Months Ended November 30, 2023

Total income and comprehensive income for the three months ended November 30, 2023 was \$1,940,057 compared to a total loss and comprehensive loss of \$362,553 for the three months ended November 30, 2022. During the period ended November 30, 2023:

- i) Foreign exchange gain decreased to \$22,061 (2022 – \$71,286) due to fluctuations in the currency exchange in the current period.

SOLIS MINERALS LTD. *(An Exploration Stage Company)*

Management's Discussion and Analysis – Quarterly Highlights

For the six months ended November 30, 2023

(Expressed in Canadian Dollars – Unaudited)

- ii) Gain on change in fair value of warrants increased to \$2,832,071 (2022 – \$44,603) due to revaluation of derivative liability associated with the unit warrants in the current period, driven by volatility in the Company's common stock prices.
- iii) Office costs increased to \$81,011 (2022 – \$16,552) due to an increase in general activities in the current period.
- iv) Property investigation decreased to \$11,858 (2022 – \$45,440) due to a decrease in investigating potential properties in the current period.
- v) Share-based compensation increased to \$53,266 (2022 – \$Nil) due to options granted during the current period.
- vi) Shareholder communications increased to \$80,087 (2022 – \$17,817) primarily as a result of the Company using more marketing and investor relations consultants during the current period.
- vii) Travel and entertainment increased to \$32,907 (2022 – \$1,000) due to an increase in the number of operational, business development and investor trips taken by management.
- viii) Write-off of exploration and evaluation assets increased to \$379,715 (2022 – \$15,219) due to the write-off of Jaguar lithium project in the current period.

Six Months Ended November 30, 2023

Total loss and comprehensive loss for the six months ended November 30, 2023 was \$3,043,767 compared to a total loss and comprehensive loss of \$818,811 for the six months ended November 30, 2022. During the period ended November 30, 2023:

- i) Accounting, audit and legal increased to \$310,853 (2022 – \$157,661) due to expenses relating to the acquisition of Onca in the current period.
- ii) Foreign exchange loss increased to \$139,904 (2022 – gain of \$94,183) due to fluctuations in the currency exchange in the current period.
- iii) Gain on change in fair value of warrants decreased to \$57,665 (2022 – \$206,818) due to revaluation of derivative liability associated with the unit warrants in the current period, driven by volatility in Company's common stock prices.
- iv) Office costs increased to \$196,215 (2022 – \$82,890) due to an increase in general activities in the current period.
- v) Property investigation decreased to \$23,083 (2022 – \$67,770) due to a decrease in investigating potential properties in the current period.
- vi) Regulatory and filing fees increased to \$176,351 (2022 – \$53,929) due to the acquisition of Onça Mineração Ltda. during the current period.
- vii) Share-based compensation increased to \$265,329 (2022 – \$Nil) due to options granted during the current period.
- viii) Shareholder communications increased to \$113,432 (2022 – \$65,699) primarily as a result of the Company using more marketing and investor relations consultants during the current period.
- ix) Travel and entertainment increased to \$84,997 (2022 – \$16,212) due to an increase in the number of operational, business development and investor trips taken by management.
- x) Write-off of exploration and evaluation assets increased to \$1,419,894 (2022 – \$214,661) due to the write-off of Jaguar lithium project in the current period.

SOLIS MINERALS LTD. *(An Exploration Stage Company)*

Management's Discussion and Analysis – Quarterly Highlights

For the six months ended November 30, 2023

(Expressed in Canadian Dollars – Unaudited)

1.5 Liquidity and Going Concern

The recovery of the Company's investment in exploration and evaluation properties and the attainment of profitable operations are dependent upon the discovery and development of economic precious and/or base metal or related reserves, and the ability of management to joint venture or profitably dispose of a development asset to a third party, or to arrange sufficient financing to bring a project into production. The ultimate outcome of these matters cannot presently be determined.

As the Company is in the exploration stage, no mineral producing revenue has been generated to date. The ability of the Company to meet its obligations and continue the exploration and development of its mineral properties is dependent upon its ability to continue to raise adequate financing. Historically, operating capital and exploration requirements have been funded primarily from equity financing, joint ventures, disposition of mineral properties and investments. There can be no assurance that such financing will be available to the Company in the amount required at any time or for any period or, if available, that it can be obtained on terms satisfactory to the Company. Based on the amount of funding raised, the Company's exploration program may be tailored accordingly.

Other than those obligations disclosed in the notes to its audited annual consolidated financial statements and discussed in this MD&A, the Company has no other long-term debt, capital lease obligations, operating leases, or any other long-term obligations. The Company has no outstanding debt facility upon which to draw.

The Company's cash position as at November 30, 2023 was \$7,239,022 (May 31, 2023 – \$113,036) and had working capital of \$6,433,565 (May 31, 2023 – working capital deficit of \$348,543).

During the period ended November 30, 2023, cash flow used in operating activities was \$1,402,677 (2022 – \$588,074) relating to general operating expenses detailed on the statement of loss and comprehensive loss.

During the period ended November 30, 2023, cash flow used in investing activities was \$1,642,837 (2022 – \$785,326). It consists primarily of exploration and evaluation assets.

During the period ended November 30, 2023, cash flow provided by financing activities was \$10,171,500 (2022 – \$Nil). It consists primarily of proceeds from a private placement, exercise of warrants and options.

Historically, the Company's primary source of funding has been the issuance of equity securities for cash. The Company has issued common share capital pursuant to private placement financings, and the exercise of warrants and options. The Company's access to exploration financing is always uncertain. There can be no assurance of continued access to significant equity funding.

The Company's ability to raise additional funds may be impacted by future exploration results and changes in metal prices or market conditions.

During the period ended November 30, 2023, the Company closed additional financing in a two tranche private placement of common shares to raise A\$8,287,000 (before costs), which was completed on August 21, 2023. A description of the Company's completed private placements is provided in the section that follows.

1.6 Capital Resources

During the period from June 1, 2023 to January 11, 2024, the Company:

- i) closed the first tranche of a private placement and issued 5,545,455 common shares at \$0.50 (A\$0.55) per share for gross proceeds of \$2,753,368 (A\$3,050,000). The Company incurred \$172,419 (A\$192,000) in finders' fees.
- ii) closed the second tranche of a private placement and issued 9,521,818 common shares at \$0.48 (A\$0.55) per share for gross proceeds of \$4,569,685 (A\$5,237,000). The Company incurred \$78,491 (A\$90,000) in brokers' fees.

SOLIS MINERALS LTD. *(An Exploration Stage Company)*

Management's Discussion and Analysis – Quarterly Highlights

For the six months ended November 30, 2023

(Expressed in Canadian Dollars – Unaudited)

- iii) issued 650,000 common shares pursuant to the exercise of options for gross proceeds of \$170,000 and allocated \$144,065 reserve to share capital.
- iv) issued 11,160,956 common shares pursuant to the exercise of warrants for gross proceeds of \$2,977,794.
- v) completed the acquisition of Onca Mineração Ltda. by issuing 500,000 common shares valued at \$450,000 of the Company.
- vi) granted 7,000,000 performance rights to the Company's directors. These performance rights vest over a period of 24 months, or pursuant to specific performance criteria associated with the Company's exploration & evaluation assets.
- vii) granted 600,000 options stock options to a consultant of the Company. The options are exercisable at AUD\$0.60 per option until August 11, 2026. The options were fully vested on the grant date.

1.7 Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

1.8 Transactions with Related Parties

Key management personnel are persons responsible for planning, directing and controlling the activities of the entity, and include all directors and officers. Key management compensation during the period ended November 30, 2023 and 2022 were as follows:

	Three months ended November 30, 2023	Three months ended November 30, 2022
Short-term benefits	\$ 340,350	\$ 212,954
Total	\$ 340,350	\$ 212,954

Included in short term benefits are the following:

- (i) \$30,000 (2022 - \$60,000) in management fees paid or accrued to a company controlled by Jason Cubitt, the Company's former Chief Executive Officer.
- (ii) \$9,000 (2022 - \$9,000) in consulting fees paid or accrued to Rachel Chae, the Company's Chief Financial Officer.
- (iii) \$34,986 (2022 - \$38,954) in director fees paid or accrued to Christopher Gale, a director of the Company.
- (iv) \$Nil (2022 - \$15,000) in consulting fees recorded under exploration and evaluation assets paid or accrued to Fred Tejada, a former director of the Company.
- (v) \$30,000 (2022 - \$30,000) in director fees paid or accrued to Kevin Wilson, a director of the Company.
- (vi) \$30,000 (2022 - \$30,000) in director fees paid or accrued to Chafika Eddine, a director of the Company.
- (vii) \$30,000 (2022 - \$30,000) in director fees paid or accrued to Michael Parker, a director of the Company.
- (viii) \$71,240 (2022 - \$Nil) capitalized in exploration and evaluation assets paid or accrued to a company controlled by Michael Parker, a director of the Company.
- (ix) \$105,124 (2022 - \$Nil) in director fees paid or accrued to Matthew Boyes, the Company's Chief Executive Officer.

SOLIS MINERALS LTD. *(An Exploration Stage Company)*

Management's Discussion and Analysis – Quarterly Highlights

For the six months ended November 30, 2023

(Expressed in Canadian Dollars – Unaudited)

Included in receivables is \$16,800 (May 31, 2023 - \$16,800) receivable from Volatus Capital Corp., a Company with a shared former director, for sublease office rent expenses.

Included in accounts payable and accrued liabilities is \$113,714 (May 31, 2023 - \$119,408) in key management compensation payable to directors, officers and a former officer.

Included in accounts payable and accrued liabilities is \$14,979 (May 31, 2023 - \$64,911) due to Latin Resources Limited, a company with a common director.

1.9 Recent Accounting Pronouncements and new standards and interpretations

Please refer to the condensed interim consolidated financial statements for the six months ended November 30, 2023 on www.sedarplus.ca.

1.10 Financial Instruments and Other Instruments

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The following table shows the classification under IFRS 9:

<u>Financial assets/liabilities</u>	<u>New Classification IFRS 9</u>
Cash	FVTPL
Receivables	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Derivative liability	FVTPL

The Company's risk exposure and the impact on the Company's financial instruments are summarized below.

a) Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfil its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash and receivables. To minimize the credit risk the Company places these instruments with a high-quality financial institution. The Company's receivables consist of amounts due from a former related party. Some amounts are settled past normal trade terms and in cases where amounts become uncollectible the Company recognizes bad debt expense to write off the uncollectible amounts.

b) Market Risk

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of financial instruments can be affected by changes in interest rates, foreign currency rates and other price risk.

(i) Interest rate risk

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

SOLIS MINERALS LTD. *(An Exploration Stage Company)***Management's Discussion and Analysis – Quarterly Highlights**

For the six months ended November 30, 2023

(Expressed in Canadian Dollars – Unaudited)

(ii) Currency risk

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

The Company does not have any significant foreign currency denominated monetary liabilities.

The Company is exposed to currency risk to the extent that expenditures incurred by the Company are denominated in currencies other than the Canadian dollar including Chilean peso and United States dollar. The Company does not manage currency risk through hedging or other currency management tools.

The Company's net exposure to foreign currency risk is as follows (denominated in each countries currency):

	November 30, 2023 US Dollars	May 31, 2023 US Dollars	November 30, 2023 Chilean Pesos	May 31, 2023 Chilean Pesos	November 30, 2023 AU Dollars	May 31, 2023 AU Dollars	November 30, 2023 Brazilian Real	May 31, 2023 Brazilian Real
Cash	\$ 10,079	\$ 24,949	1,361,791	1,297,092	\$ 7,564,078	\$ 32,347	1,323,068	-
Accounts payable	(20,996)	(44,083)	(15,223,651)	(16,151,422)	(170,448)	(68,956)	(1,493,431)	-
Net	\$ (10,917)	\$ (19,134)	(13,861,860)	(14,854,330)	\$ 7,393,630	\$ (36,609)	(170,363)	-

(iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or currency risk. The Company is not exposed to other price risk.

c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

The following is an analysis of the contractual maturities of the Company's non-derivative financial liabilities at November 30, 2023:

	Within 60 days	Between 61-90 days	More than 90 days
Accounts payable	\$ 798,699	\$ -	\$ -
Accrued liabilities	102,000	-	-
	\$ 900,699	\$ -	\$ -

The following is an analysis of the contractual maturities of the Company's non-derivative financial liabilities at May 31, 2023:

	Within 60 days	Between 61-90 days	More than 90 days
Accounts payable	\$ 325,590	\$ -	\$ -
Accrued liabilities	102,000	-	-
	\$ 427,590	\$ -	\$ -

SOLIS MINERALS LTD. *(An Exploration Stage Company)*

Management's Discussion and Analysis – Quarterly Highlights

For the six months ended November 30, 2023

(Expressed in Canadian Dollars – Unaudited)

1.11 Other MD&A Requirements

Disclosure of Outstanding Share Data

As at January 11, 2024, the Company had the following securities issued and outstanding:

	Number	Exercise Price	Expiry Date
Common Shares	<u>87,844,883</u>		
Options	1,450,000	\$0.175	October 27, 2025
	275,000	\$0.30	June 18, 2026
	<u>600,000</u>	AUD \$0.60	August 11, 2026
	<u>2,325,000</u>		
Warrants		AUD\$0.28 (approximately CAD\$0.243)	December 23, 2024
	<u>3,666,667</u>		
Performance rights	<u>7,000,000</u>		June 19, 2026
Total diluted at January 11, 2024	<u>100,836,550</u>		

Risks and uncertainties

The Company is in the business of acquiring and exploring mineral properties, which is a highly speculative endeavour, and the Company's future performance may be affected by events, risks or uncertainties that are outside of the Company's control.

The Company's management consider the risks disclosed to be the most significant to potential investors of the Company, but not all risks associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the directors are currently unaware or which they consider not be material in relation to the Company's business, actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects, are likely to be materially and adversely affected.

In such circumstances, the price of the Company's securities could decline, and investors may lose all or part of their investment.

Further Information

Additional information about the Company is available at the Company's website at www.solisminerals.com.

Commitments

The Company is committed to certain cash payments, and exploration expenditures in connection with its mineral property claims.

The Company is party to certain consulting agreements. These agreements contain clauses requiring additional payments to be made upon the occurrence of certain events such as change of control. As the likelihood of these events taking place is not determinable, the contingent payments have not been provided for in the consolidated financial statements.

SOLIS MINERALS LTD. *(An Exploration Stage Company)*

Management's Discussion and Analysis – Quarterly Highlights

For the six months ended November 30, 2023

(Expressed in Canadian Dollars – Unaudited)

On May 30, 2023, the Company entered into an investor awareness services contract whereby the Company agreed to issue 2,500,000 common shares. The agreement is subject to regulatory approvals and accordingly, no commitment to issue shares has been recorded.

Changes in Management

On July 18, 2023, Jason Cubitt resigned as a director of the Company.