



MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and nine months ended
September 30, 2024 and 2023

PRIME MINING CORP.

Management's Discussion and Analysis

For the three and nine months ended September 30, 2024 and 2023

(In Canadian dollars, except where noted)

The following is management's discussion and analysis ("MD&A") of Prime Mining Corp. together with its wholly owned subsidiaries (the "Company" or "Prime"), is prepared as of November 13, 2024, and relates to the financial condition and results of operations for the three and nine months ended September 30, 2024 and 2023. Past performance may not be indicative of future performance. This MD&A should be read in conjunction with the condensed interim consolidated financial statements ("interim financial statements") and related notes for the three and nine months ended September 30, 2024 and 2023, which have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). As such, these interim financial statements do not contain all the disclosures required by IFRS for annual financial statements and should be read in conjunction with the Company's audited consolidated financial statements for the years ended December 31, 2023 and 2022 ("annual financial statements").

The first, second, third, and fourth quarters of the Company's fiscal years are referred to as "Q1", "Q2", "Q3" and "Q4", respectively. The nine months ended September 30, 2024 and 2023, are also referred to as "YTD 2024" and "YTD 2023", respectively. All amounts are presented in Canadian dollars, the Company's presentation currency, unless otherwise stated. References to "US\$" and "MXN" are to United States dollars and Mexican pesos, respectively.

Certain information contained in this MD&A may constitute forward-looking statements. Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements. Refer to the "Risks and Uncertainties" and "Cautionary Note Regarding Forward-Looking Statements" sections of this document.

OVERVIEW OF THE BUSINESS

The Company was incorporated on May 14, 1981 in British Columbia. Prime is a reporting issuer in British Columbia and Alberta, and an issuer on the TSX Exchange ("TSX"). The Company's head office and principal place of business is located at Suite 710 - 1030 West Georgia Street, Vancouver, BC, V6E 2Y3. The Company has wholly owned subsidiaries in Suriname and Mexico although only the Mexican subsidiaries are active. The Company is focused on advancing gold exploration properties in Mexico with the potential to be brought to near-term production.

The Company's common shares are traded on the TSX under the symbol "PRYM", on the Frankfurt Stock Exchange under the symbol "O4V3" and on the OTCQB market under the symbol "PRMNF".

As Prime works to advance the Los Reyes Gold and Silver Project ("Los Reyes" or the "Los Reyes Project"), the Company's focus is on three areas:

- 1) health and safety of our team and the communities in which we work;
- 2) use of resources to create maximum value at Los Reyes; and
- 3) corporate responsibility and governance.

During the nine months ended September 30, 2024, the Company has seen progress in all three areas with continued emphasis on operating under appropriate health guidelines, strengthened exploration team performance and advances in our corporate administration.

PRIME MINING CORP.

Management's Discussion and Analysis

For the three and nine months ended September 30, 2024 and 2023

(In Canadian dollars, except where noted)

Los Reyes Gold and Silver Project

Los Reyes is a low-sulphidation epithermal gold-silver project located in Sinaloa State, Mexico. Since acquiring Los Reyes in 2019, Prime has spent \$58,839,993 on direct exploration activities and has completed over 208,850 metres of drilling. On October 15, 2024, Prime announced an updated multi-million-ounce high-grade open pit constrained resource based on exploration drilling up to July 17, 2024 (refer to the October 15, 2024 news release for more details).

October 15, 2024 Resource Statement

(based on a \$1950/oz gold price, \$25.24/oz silver price, economic-constrained estimate)

Mining Method and Process	Class	Tonnage (kt)	Gold Grade (g/t)	Gold Contained (koz)	Silver Grade (g/t)	Silver Contained (koz)	Gold Equiv. (g/t)	Gold Equiv. (koz)	Silver Equiv. (g/t)	Silver Equiv. (koz)
Open Pit - Mill	Indicated	24,657	1.13	899	35.7	28,261	1.60	1,265	123.3	97,723
	Inferred	7,211	0.89	207	42.8	9,916	1.45	335	111.8	25,911
Underground	Indicated	4,132	3.02	402	152.4	20,243	5.00	664	386.1	51,290
	Inferred	4,055	2.10	273	78.6	10,247	3.12	406	240.7	31,380
Total Mill	Indicated	28,789	1.41	1,301	52.4	48,504	2.08	1,928	161.0	149,012
	Inferred	11,266	1.33	480	55.7	20,163	2.05	741	158.2	57,291
Open Pit - Heap Leach	Indicated	20,254	0.29	190	8.4	5,492	0.40	261	31.0	20,201
	Inferred	5,944	0.30	58	7.3	1,398	0.40	76	30.6	5,856
Total	Indicated	49,042	0.95	1,491	34.2	53,995	1.39	2,190	107.3	169,213
	Inferred	17,210	0.97	538	39.0	21,561	1.48	817	114.1	63,147

⁽¹⁾ Refer to the *Additional Technical Notes* section for the gold equivalent ("AuEq") grade calculation method.

Drilling is ongoing and suggests that the three known main deposit areas (Guadalupe, Central and Z-T) are larger than previously reported. Potential also exists for new discoveries where mineralized trends have been identified outside of the currently defined resource areas. Historic operating results indicate that an estimated 1 million ounces of gold and 60 million ounces of silver were recovered from five separate operations at Los Reyes between 1770 and 1990. Prior to Prime's acquisition, recent operators of Los Reyes had spent approximately US\$20 million on exploration, engineering, and prefeasibility studies.

HIGHLIGHTS AND KEY DEVELOPMENTS

Los Reyes Project

The 2024 drill program commenced January 1, 2024. Currently, five core drills are in operation targeting resource expansions along strike and down dip, as well as testing new, generative drill targets outside of the current resource footprint.

Refer to the *2024 Outlook* section below for details pertaining to the planned objectives of the 2024 drill program.

Summary of Exploration activities during Q3 2024

In Q3 2024, the Company focused drilling activities on the following areas:

- Tahonitas and Zapote at the Z-T Trend,
- Guadalupe East,
- Fresnillo,
- San Miguel East, and
- Noche Buena at the Central Trend.

PRIME MINING CORP.

Management's Discussion and Analysis

For the three and nine months ended September 30, 2024 and 2023

(In Canadian dollars, except where noted)

During the quarter, the Company highlighted certain drill results in the following news release:

***Prime Intersects 9.4 gpt Gold Equivalent over 10.5 metres at Tahonitas in the Z-T Trend
September 3, 2024***

Expansion Drilling Highlights in the Z-T Trend

The Company is reporting 11 core holes at Tahonitas in the Z-T Trend with the following highlights:

- 9.39 grams per tonne ("gpt") AuEq (2.63 gpt Au and 522.1 gpt Ag) over 10.5 metres ("m") estimated true width ("etw") in hole 24TA-139, including:
 - 10.29 gpt AuEq (2.89 gpt Au and 572.0 gpt Ag) over 8.0 m etw,
- 4.55 gpt AuEq (2.87 gpt Au and 130.0 gpt Ag) over 4.1 m etw in hole 24TA-138, including:
 - 8.06 gpt AuEq (5.23 gpt Au and 218.3 gpt Ag) over 2.1 m etw, and,
- 3.56 gpt AuEq (2.92 gpt Au and 49.2 gpt Ag) over 4.6 m etw in hole 24TA-138, including:
 - 5.57 gpt AuEq (4.84 gpt Au and 56.8 gpt Ag) over 2.7 m etw,
- 2.95 gpt AuEq (2.88 gpt Au and 5.5 gpt Ag) over 4.1 m etw in hole 24TA-135, including:
 - 13.21 gpt AuEq (12.95 gpt Au and 20.3 gpt Ag) over 0.7 m etw, and,
- 4.24 gpt AuEq (4.08 gpt Au and 12.2 gpt Ag) over 2.3 m etw in hole 24TA-135, including:
 - 13.92 gpt AuEq (13.40 gpt Au and 40.4 gpt Ag) over 0.6 m etw.

Drilling Summary

	Q3 2024	Q2 2024	Q1 2024	Q4 2023
Drill holes completed	30	34	42	53
Drilling metres	10,331	11,867	17,335	17,215
	Q3 2023	Q2 2023	Q1 2023	Q4 2022
Drill holes completed	35	44	52	58
Drilling metres	11,768	14,201	15,712	14,895

Project Expenditures

Project expenditures during the three and nine months ended September 30, 2024 and 2023, are summarized as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
Drilling	\$ 1,473,364	\$ 1,758,478	\$ 5,664,508	\$ 5,905,759
Salaries and personnel	731,857	777,409	2,355,872	2,437,622
Resource assaying, estimation and technical services	410,619	683,029	1,464,035	1,602,763
Equipment and field supplies	245,587	317,193	924,905	1,097,202
Land payments and maintenance	150,569	154,270	342,420	416,128
General and administrative	96,775	152,759	339,298	410,621
	\$ 3,108,771	\$ 3,843,138	\$ 11,091,038	\$ 11,870,095

PRIME MINING CORP.

Management's Discussion and Analysis

For the three and nine months ended September 30, 2024 and 2023

(In Canadian dollars, except where noted)

Review of expenditures for Q3 2024 compared to Q3 2023

Drilling decreased to \$1,473,364 compared to \$1,758,478 during Q3 2023. The Q3 2024 exploration program has drilled fewer metres than Q3 2023 exploration program decreasing expenditures.

Salaries and personnel decreased to \$731,857 compared to \$777,409 during Q3 2023. Staffing levels are consistent with Q3 2023 leading to similar personnel expenditures.

Resource and estimation and technical services decreased to \$410,619 compared to \$683,029 during Q3 2023. As a result of fewer metres drilled during Q3 2024, assaying expenditures have decreased. Furthermore, the cost per sample for assaying has decreased due to improved contracted rates.

Equipment and field supplies decreased to \$245,587 compared to \$317,193 during Q3 2023. Fewer field supplies, such as core boxes, were required as a result of decreased metres drilled.

Land payments and maintenance decreased to \$150,569 compared to \$154,270 during Q3 2023. Mining concession payments were similar during Q3 2024 and Q3 2023. Additionally, road works and land payments to the Ejido were similar in both periods.

General and administrative expenditures relate primarily to local consulting, accounting, and legal support. The expenditures decreased to \$96,775 compared to \$152,759 during Q3 2023. There has been decreased legal and consulting expenses as a result of a reduction in review of mining law changes in Mexico and work with the Ejido as this work was substantially completed during fiscal 2023.

Review of expenditures for YTD 2024 compared to YTD 2023

Drilling decreased to \$5,664,508 compared to \$5,905,759 during YTD 2023. The fiscal 2024 exploration program has drilled comparable metres to the fiscal 2023 program leading to comparable expenditures.

Salaries and personnel decreased to \$2,355,872 compared to \$2,437,622 during YTD 2023. Staffing levels are consistent with YTD 2023 leading to similar personnel expenditures.

Resource and estimation and technical services decreased to \$1,464,035 compared to \$1,602,763 during YTD 2023. As a result of similar metres drilled, assaying expenditures have been comparable. Furthermore, the cost per sample for assaying has decreased due to improved contracted rates. This decrease was offset by increased spending on project and technical studies.

Equipment and field supplies decreased to \$924,905 compared to \$1,097,202 during YTD 2023. A comparable amount of field supplies, such as core boxes, were required as a result of comparable metres drilled.

Land payments and maintenance decreased to \$342,420 compared to \$416,128 during YTD 2023. Property concession payments have remained consistent with YTD 2023. Road works and additional land access payments to Ejido members decreased during YTD 2024.

General and administrative expenditures relate primarily to local consulting, accounting, and legal support. The expenditures decreased to \$339,298 compared to \$410,621 during YTD 2023. There has been decreased legal and consulting expenses as a result of a reduction in review of mining law changes in Mexico and work with the Ejido as this work was substantially completed during fiscal 2023.

PRIME MINING CORP.

Management's Discussion and Analysis

For the three and nine months ended September 30, 2024 and 2023

(In Canadian dollars, except where noted)

Aggregate Los Reyes Project expenditures

Project expenditures since acquisition, are summarized as follows:

	Total
Drilling	\$ 28,841,795
Salaries and personnel	12,878,321
Resource assaying, estimation, and technical services	8,853,485
Equipment and field supplies	5,048,933
Land payments and maintenance	1,538,673
General and administrative	1,678,786
	\$ 58,839,993

Resource estimate

On October 15, 2024, the Company reported significant open pit expansion and new underground resources in its 2024 Mineral Resource Estimate ("MRE") based on the addition of Prime's drilling up to July 17, 2024 of 86,650 metres drilled by Prime since the cutoff of the May 2023 MRE. In total, the 2024 MRE is based on 240,172 metres of drilling, of which Prime has drilled 191,451 metres. Prime's discovery cost is just over US\$20 per Resource ounce added since acquisition. The new 2024 MRE (contained within economically constrained pits or underground stope shapes) comprised 49.0 million tonnes Indicated resources (1,491,000 ounces contained Au at 0.95 g/t and 54.00 million ounces contained Ag at 34.2 g/t) and an additional 17.2 million tonnes (538,000 ounces contained Au at 0.97 g/t and 21.56 million ounces contained Ag at 39.0 g/t) of Inferred material.

Indicated Resources have increased 49% to 2.2 million AuEq ounces and Inferred Resources have increased 11% to 0.8 million AuEq ounces compared to the May 2023 MRE. Open-Pit Milled Indicated and Inferred Resources have grown to 1.27 million ounces AuEq (24.7 million tonnes at 1.60 g/t AuEq) and 335,000 ounces AuEq (7.2 million tonnes at 1.45 g/t AuEq), respectively. New Underground Milled Indicated and Inferred Resources of 664,000 ounces AuEq (4.1 million tonnes at 5.00 g/t AuEq) and 406,000 ounces AuEq (4.1 million tonnes at 3.12 g/t AuEq), respectively. Open Pit Heap Leach Indicated and Inferred Resources have grown to 261,000 ounces AuEq (20.3 million tonnes at 0.40 g/t AuEq) and 76,000 ounces AuEq (5.9 million tonnes at 0.40 g/t AuEq), respectively.

This MRE was completed under the supervision of John Sims, a member of the American Institute of Professional Geologists since 2004, an 'Independent Qualified Person' as defined by NI 43-101 guidelines, with over 35 years of related experience. In support of this resource update, Prime will be filing an updated Technical Report within 45 days of the news release in accordance with NI 43-101.

Corporate**Board of Directors appointment**

During September 2024, Sunny Lowe was appointed to the Board of Directors.

DSU grant

During September 2024, 88,415 DSUs were granted.

PRIME MINING CORP.

Management's Discussion and Analysis

For the three and nine months ended September 30, 2024 and 2023

(In Canadian dollars, except where noted)

2024 OUTLOOK

Given the results from Prime's success-based drilling program at mid-year, the Company approved the expansion of its fiscal 2024 program to 50,000 metres from 40,000 metres. The drill program will continue to be evaluated according to this success-based approach. This evaluation will also include prioritization of targets based on probability of resource development and generative area discovery potential.

Five drill rigs are active on site at Los Reyes, with fiscal 2024 exploration focused on:

- Extending the high-grade Z-T Area shoots that remain open at depth, as well as along strike, both northwest and southeast.
- Expanding the known high-grade mineralization at Guadalupe East.
- Increasing the Central Area resource through additions at Noche Buena and its connection to San Miguel East.
- Generative target drilling of high-grade intercepts at Las Primas, Mariposa, Fresnillo, and others to further develop the resource potential at Los Reyes.

Project activities are also planned to include:

- Technical: Continue preliminary investigations of metallurgical, geotechnical and mine planning parameters, including process flowsheet optimization, assessment of open pit versus underground opportunities and evaluation of permitting requirements.
- Community Engagement: Continue to engage with local ejidos (communities) through educational and community programming, access (road) improvements and water.

QUARTERLY RESULTS

	Q3 2024	Q2 2024	Q1 2024	Q4 2023
Loss for the period	\$ (4,309,953)	\$ (5,485,836)	\$ (6,450,142)	\$ (7,444,384)
Loss per share – basic and diluted	(0.03)	(0.04)	(0.04)	(0.05)
Total assets	35,248,369	38,580,058	41,969,945	47,908,403
Total non-current liabilities	807,590	829,302	832,584	825,152
Cash balance	21,239,893	24,524,731	27,897,697	33,811,215
Working capital	\$ 20,528,812	\$ 23,765,176	\$ 26,684,339	\$ 31,532,347

	Q3 2023	Q2 2023	Q1 2023	Q4 2022
Loss for the period	\$ (5,235,461)	\$ (5,714,118)	\$ (5,995,467)	\$ (6,378,755)
Loss per share – basic and diluted	(0.04)	(0.04)	(0.05)	(0.06)
Total assets	53,352,971	57,756,010	33,829,051	38,105,206
Total non-current liabilities	851,979	846,486	872,751	883,021
Cash balance	39,231,792	43,669,878	19,240,951	23,811,434
Working capital	\$ 38,434,520	\$ 43,109,164	\$ 18,692,657	\$ 22,853,882

PRIME MINING CORP.

Management's Discussion and Analysis

For the three and nine months ended September 30, 2024 and 2023

(In Canadian dollars, except where noted)

Review of Consolidated Financial Information for Q3 2024 compared to Q3 2023

Loss for the Company was \$4,309,953 (\$0.03 per share) compared to \$5,235,461 (\$0.04 per share) during Q3 2023, as a result of the following factors:

Corporate and administrative expense

Corporate and administrative expenses decreased to \$1,197,646 compared to \$1,445,023 during Q3 2023. The significant cash components of these expenses include salaries and personnel, consulting and professional fees and investor relations.

Salaries and personnel decreased to \$350,997 compared to \$414,567 during Q3 2023, as a result of adjustments to senior management salaries, offset by, reductions to the senior management group.

Consulting and professional fees include legal, accounting, capital and strategic advisors, decreased to \$109,479 compared to \$214,558 during Q3 2023, as a result of reduced financial advisory firm fees.

Investor relations expenses includes news releases, communications programs, and participation at conferences. The expense decreased to \$141,477 compared to \$163,767 during Q3 2023. During Q3 2024, similar investor relations efforts were undertaken.

The significant non-cash component of these expenses includes share-based compensation, which was \$543,388 compared to \$537,301 during Q3 2023. This increase is primarily due to the increase in vesting of DSUs totalling \$169,974, which is attributed to the updated DSU plan which allows for immediate vesting of units. Additionally, vesting of RSUs increased the expense to \$167,350. These increases were offset by a decrease in vesting value of granted options.

Exploration and evaluation

Exploration and evaluation expense was \$3,108,771 compared to \$3,843,138 during Q3 2023. The Company decreased exploration activities at the Los Reyes Project. Refer to the *Highlights and Key Developments* section above.

Value added tax provision

Value added tax provision decreased to a recovery of \$423,262 compared to an expense of \$465,999 as a result of reduced project expenditures, VAT refunds, and foreign exchange adjustments.

Foreign exchange

Foreign exchange represents changes in the value of monetary assets and liabilities denominated in foreign currencies. During the current quarter, the Company incurred unrealized foreign exchange loss related to the VAT receivable.

Interest income

Interest income decreased to \$311,921 compared to \$567,519 during Q3 2023. This decline is primarily due to a reduced cash balance compared to Q3 2024, resulting in lower interest earnings.

PRIME MINING CORP.

Management's Discussion and Analysis

For the three and nine months ended September 30, 2024 and 2023

(In Canadian dollars, except where noted)

Review of Consolidated Financial Information for YTD 2024 compared to YTD 2023

Loss for the Company was \$16,245,931 (\$0.11 per share) compared to \$16,945,046 (\$0.12 per share) during YTD 2023, as a result of the following factors:

Corporate and administrative expense

Corporate and administrative expenses increased to \$5,356,750 compared to \$4,547,620 during YTD 2023. The significant cash components of these expenses include salaries and personnel, consulting and professional fees and investor relations.

Salaries and personnel increased to \$1,364,697 compared to \$1,194,472 during YTD 2023, as a result of adjustments to senior management salaries. Additionally, a severance amount was paid to a member of the senior management group.

Consulting and professional fees include legal, accounting, capital and strategic advisors, increased to \$573,770 compared to \$540,085 during YTD 2023, as a result of additional financial advisory firm fees. Additionally, legal and accounting expenses increased due to TSX regulatory compliance.

Investor relations expenses includes news releases, communications programs, and participation at conferences. The expense decreased to \$439,952 compared to \$494,456 during YTD 2023. During YTD 2024, similar investor relations efforts were undertaken.

The significant non-cash component of these expenses includes share-based compensation, which was \$2,678,046 compared to \$1,971,021 during YTD 2023. This increase is primarily due to the increase in vesting of DSUs totalling \$1,472,056, which is attributed to the updated DSU plan which allows for immediate vesting of units. Additionally, vesting of RSUs increased the expense to \$501,370. These increases were offset by a decrease in vesting value of granted options.

Exploration and evaluation

Exploration and evaluation expense was \$11,091,038 compared to \$11,870,095 during YTD 2023, as the Company drilled marginally fewer meters at the Los Reyes Project. Refer to the *Highlights and Key Developments* section above.

Value added tax provision

Value added tax provision decreased to a recovery of \$302,619 compared to an expense of \$2,093,929 as a result of reduced project expenditures, VAT refunds, and foreign exchange adjustments.

Foreign exchange

Foreign exchange represents changes in the value of monetary assets and liabilities denominated in foreign currencies. During the current quarter, the Company incurred unrealized foreign exchange gains related to the VAT receivable.

Interest income

Interest income increased to \$1,159,204 compared to \$1,152,378 during YTD 2023. The Company maintained significant cash balances that earned interest during YTD 2024 and YTD 2023.

PRIME MINING CORP.

Management's Discussion and Analysis

For the three and nine months ended September 30, 2024 and 2023

(In Canadian dollars, except where noted)

Significant Quarterly Variations

- Q4 2022 - The Company incurred additional salaries and personnel expense of \$815,494 which included senior management bonuses. There was share-based compensation expense of \$675,100. Additionally, exploration and evaluation expenses of \$3,988,322 were incurred at the Los Reyes Project.
- Q1 2023 - The Company incurred additional salaries and personnel expense of \$380,301 related to normal operations. There was share-based compensation expense of \$752,057. Additionally, exploration and evaluation expenses of \$3,987,651 were incurred at the Los Reyes Project. A value added tax provision of \$920,008 further increased the loss for the period.
- Q2 2023 - The Company incurred additional salaries and personnel expense of \$399,604 related to normal operations. There was share-based compensation expense of \$681,663. Additionally, exploration and evaluation expenses of \$4,039,306 were incurred at the Los Reyes Project. A value added tax provision of \$707,922 further increased the loss for the period.
- Q3 2023 - The Company incurred additional salaries and personnel expense of \$414,567 related to normal operations. There was share-based compensation expense of \$537,301. Additionally, exploration and evaluation expenses of \$3,848,138 were incurred at the Los Reyes Project. A value added tax provision of \$465,999 further increased the loss for the period.
- Q4 2023 - The Company incurred additional salaries and personnel expense of \$1,167,603 related to normal operations and bonus awarded to senior management. There was share-based compensation expense of \$420,261. Additionally, exploration and evaluation expenses of \$5,245,821 were incurred at the Los Reyes Project. A value added tax provision of \$481,737 further increased the loss for the period.
- Q1 2024 - The Company incurred additional salaries and personnel expense of \$646,029 related to normal operations and a severance payment to a senior management member. There was share-based compensation expense of \$737,896. Additionally, exploration and evaluation expenses of \$4,507,283 were incurred at the Los Reyes Project. A value added tax provision of \$733,219 further increased the loss for the period.
- Q2 2024 - The Company incurred additional salaries and personnel expense of \$367,671 related to normal operations. There was share-based compensation expense of \$1,396,762. Additionally, exploration and evaluation expenses of \$3,474,984 were incurred at the Los Reyes Project. A value added tax recovery of \$612,576 offset the loss for the period.
- Q3 2024 - The Company incurred additional salaries and personnel expense of \$350,997 related to normal operations. There was share-based compensation expense of \$543,388. Additionally, exploration and evaluation expenses of \$3,108,771 were incurred at the Los Reyes Project. A value added tax recovery of \$423,262 offset the loss for the period.

PRIME MINING CORP.

Management's Discussion and Analysis

For the three and nine months ended September 30, 2024 and 2023

(In Canadian dollars, except where noted)

Cash flows

	September 30, 2024	Nine months ended September 30, 2023
Cash used in operating activities	\$ (16,049,788)	\$ (15,946,581)
Cash provided by financing activities	2,333,216	30,221,513
Cash provided by investing activities	1,145,250	1,145,426
(Decrease) increase in cash	(12,571,322)	15,420,358
Cash, beginning of period	33,811,215	23,811,434
Cash, end of period	\$ 21,239,893	\$ 39,231,792

Operating activities

During YTD 2024, salaries and personnel expenditures of \$1,364,697 were incurred by the Company which is a significant portion of the operating expenditures. There were office rent and administrative expenditures of \$300,285. Investor relations expenditures of \$439,952 were also incurred. Additional expenditures of \$11,091,038 were incurred relating to Los Reyes Project.

During YTD 2023, salaries and personnel expenditures of \$1,194,472 were incurred by the Company which is a significant portion of the operating expenditures. There were office rent and administrative expenditures of \$347,586. Investor relations expenditures of \$494,456 were also incurred. Additional expenditures of \$11,870,095 were incurred relating to Los Reyes Project. The Company incurred VAT expenditures of \$2,093,929.

Financing activities

During YTD 2024, the Company had the following significant financing activities:

- Issued 806,181 common shares for gross proceeds of \$886,800 upon exercise of warrants.
- Issued 2,600,000 common shares for gross proceeds of \$1,483,500 upon exercise of options.

During YTD 2023, the Company accelerated the exercise of the \$2.00 warrants and issued 14,025,410 common shares for gross proceeds of \$28,050,820, 4,590 warrants expired without being exercised.

Additionally, the Company issued 1,836,319 common shares for gross proceeds of \$2,019,951 upon exercise of warrants.

Investing activities

During YTD 2024, the Company received interest of \$1,159,204.

During YTD 2023, the Company received interest of \$1,152,378.

PRIME MINING CORP.

Management's Discussion and Analysis

For the three and nine months ended September 30, 2024 and 2023

(In Canadian dollars, except where noted)

LIQUIDITY AND CAPITAL RESOURCES

Liquidity risk is the risk that the Company will encounter difficulties in meeting obligations associated with its financial liabilities and other contractual obligations.

The Company is a mineral exploration company and currently has no operating income or positive operating cash flows. The Company depends upon share issuances and property option agreements to fund its exploration activities and administrative expenses.

Factors that may affect the Company's liquidity are continuously monitored. These factors include the market price of gold, operating costs, exploration expenditures, the timing of VAT recoveries, foreign currency fluctuations, health and safety risks, and risks and uncertainties (refer to *Risks and Uncertainties* section).

The Company will need to raise additional funds to fully develop its mineral properties. There can be no assurance that the Company will succeed in obtaining additional financing, now or in the future. Consequently, the Company is subject to liquidity risk.

At September 30, 2024, the Company had working capital of \$20,528,812 including cash of \$21,239,893, compared to a working capital of \$31,532,347 at December 31, 2023. Accounts payable and accruals decreased to \$849,456 compared to \$2,430,553, at December 31, 2023, due to prior year bonuses being paid to senior management. The long-term payable of \$754,082 requires payment when the value added tax receivable of \$837,869 is refunded.

At September 30, 2024, the Company has the following capital resource commitments:

- The Company must undertake exploration and make cash progress payments to maintain its exploration property rights.
- The Company is committed to make payments under property and equipment leases totalling \$107,630 through 2027.

RELATED PARTY TRANSACTIONS

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company and includes both executive and non-executive directors, officers, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

Key management compensation includes:

	YTD 2024	YTD 2023
Salaries, personnel and benefits	\$ 1,253,804	\$ 1,061,138
Directors fees	249,106	206,403
Consulting fees	56,904	51,423
Share-based compensation	2,549,590	1,672,995
	\$ 4,109,404	\$ 2,991,959

Trade payables and accruals include \$52,921 (December 31, 2023 - \$875,993) owed to directors and officers of the Company.

PRIME MINING CORP.

Management's Discussion and Analysis

For the three and nine months ended September 30, 2024 and 2023

(In Canadian dollars, except where noted)

OUTSTANDING SHARE DATA

At November 13, 2024, the Company had the following equity securities outstanding:

	Authorized	Outstanding
Equity securities – voting	Unlimited common shares	148,293,707 common shares
Stock options - convertible to voting common shares	Stock options to acquire up to 10% of the outstanding common shares	Stock options to acquire 8,756,626 common shares
Restricted share units – convertible to voting common shares	Restricted share units to acquire up to 10% of the outstanding common shares less any common shares reserved for issuance under any other share-based compensation arrangements.	Restricted share units to acquire 722,513 common shares
Deferred share units – convertible to voting common shares	Deferred share units to acquire up to 10% of the outstanding common shares less any common shares reserved for issuance under any other share-based compensation arrangements.	Deferred share units to acquire 1,004,536 common shares
Warrants convertible to voting common shares		Warrants to acquire 16,554,044 common shares

MATERIAL ACCOUNTING POLICY INFORMATION

The condensed interim consolidated financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, effective as of September 30, 2024. The Company's material accounting policy information are described in note 3 of the Company's consolidated financial statements for the years ended December 31, 2023 and 2022.

CRITICAL ACCOUNTING ESTIMATES

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in total comprehensive loss in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Information about such judgements and estimates is contained in the description of accounting policies (note 3) and other notes to the Company's annual financial statements. Management has made the following critical accounting judgements and estimates:

PRIME MINING CORP.

Management's Discussion and Analysis

For the three and nine months ended September 30, 2024 and 2023

(In Canadian dollars, except where noted)

Critical judgments in applying accounting policies**Exploration and evaluation assets**

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after the expenditure is capitalized, information becomes available suggesting that the recovery of the expenditure is unlikely, the amount capitalized is written off to profit or loss in the period the new information becomes available.

Key sources of estimation uncertainty**Share-based payment transactions**

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 8 of the Company's interim financial statements.

VAT receivable

The Company pays VAT on expenditures incurred in Mexico. Such VAT payments are considered to be refundable, however, it involves a complex application process, and the timing and success of collection is uncertain.

CHANGES IN ACCOUNTING POLICIES

The accounting policies applied in the preparation of the Company's condensed interim consolidated financial statements for the three and nine months ended September 30, 2024 and 2023, are consistent with those applied and disclosed in the Company's annual consolidated financial statements.

FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

The Company's financial instruments consist of cash, trade payables and accruals, and lease liabilities. The carrying value of all the Company's financial instruments approximates their fair value except for cash. The fair value of cash is measured using Level 1 inputs. It is management's opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments.

The Company's activities expose it to a variety of financial risks, of which the primary ones are liquidity risk and foreign exchange risk. The Company does not have a practice of trading derivatives.

The Company manages liquidity risk by attempting to maintain adequate cash balances. If necessary, the Company may raise funds through the issuance of debt, equity or sale of non-core assets. The Company ensures that there is sufficient capital to meet its obligations by continuously monitoring and reviewing actual and forecasted cash flows and matching the maturity profile of financial assets to development, capital and operating needs.

The Company is exposed to foreign exchange fluctuations, primarily on value added tax receivable balances denominated in Mexican pesos and the long-term payable balance denominated in US dollars.

The Company's financial risks are described in note 12 of the interim financial statements.

PRIME MINING CORP.

Management's Discussion and Analysis

For the three and nine months ended September 30, 2024 and 2023

(In Canadian dollars, except where noted)

MANAGEMENT'S REPORT ON INTERNAL CONTROLS OVER FINANCIAL REPORTING

In compliance with the Canadian Securities Administrators' Regulation we have filed certificates signed by the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") that, among other things, report on the design of disclosure controls and procedures and the design of internal controls over financial reporting.

Disclosure Controls and Procedures

The CEO and the CFO have designed disclosure controls and procedures, or have caused them to be designed under their supervision, in order to provide reasonable assurance that:

- i. material information relating to the Corporation has been made known to them; and
- ii. information required to be disclosed in the Corporation's filings is recorded, processed, summarized and reported within the time periods specified in securities legislation.

There were no changes made to the Company's disclosure controls and procedures in Q3 2024.

Internal Control over Financial Reporting

The CEO and the CFO have also designed internal controls over financial reporting ("ICFR") or have caused them to be designed under their supervision, in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Management has undertaken to put into place or caused to be put in place under its supervision, a system of internal controls appropriate for its size, and reflective of its level of operations.

Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable, not absolute, assurance with respect to financial statement preparation and presentation. There have been no significant changes in our internal controls during the three and nine months ended September 30, 2024 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that any design will not succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

OFF-BALANCE SHEET ARRANGEMENTS

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

PROPOSED TRANSACTIONS

At September 30, 2024, and the date hereof, the Company had no proposed transaction.

RISKS AND UNCERTAINTIES

For a detailed listing of the risk factors faced by the Company, please refer to the Company's Annual Information Form for the year ended December 31, 2023, dated March 25, 2024.

PRIME MINING CORP.

Management's Discussion and Analysis

For the three and nine months ended September 30, 2024 and 2023

(In Canadian dollars, except where noted)

ADDITIONAL TECHNICAL NOTES

Metres is represented by "m"; "etw" is Estimated True Width and is based on drill hole geometry or comparisons with other on-section drill holes; "Au" refers to gold, and "Ag" refers to silver; "gpt" or "g/t" is grams per metric tonne; "mt" refers to millions of metric tonnes; "kt" refers to thousands of metric tonnes; "oz" or "ozs" refers to troy ounces and "koz" refers to thousands of troy ounces; some figures may not sum due to rounding; Composite assay grades presented in summary tables are calculated using a Au grade minimum average of 0.20 gpt or 1.0 gpt as indicated in "Au Cut-off" column of Summary Tables. Maximum internal waste included in any reported composite interval is 3.00 m. The 1.00 gpt Au cut-off is used to define higher-grade "cores" within the lower-grade halo.

Gold equivalent grades are calculated based on an assumed gold price of US\$1,950 per ounce and silver price of \$25.24 per ounce, based on the formula AuEq grade (gpt) = Au grade + (Ag grade x \$25.24 / \$1,950). Metallurgical recoveries are not considered in the in-situ grade estimate but are estimated to be 95.6% and 81% for gold and silver, respectively, when processed in a mill, and 73% and 25% respectively when heap-leached. Additional details will be available in the forthcoming associated Los Reyes Technical Report.

NEWS RELEASES WITH SUPPORTING TECHNICAL DATA

Refer to the following news releases, published on SEDAR, for additional technical data:

- *Prime Intersects 9.4 gpt Gold Equivalent over 10.5 metres at Tahonitas in the Z-T Trend* dated September 3, 2024.
- *Prime Reports Significantly Expanded Gold and Silver Mineral Resource with Exceptional Upside Potential at its Los Reyes Property* dated October 15, 2024.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This MD&A includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results could differ materially from any estimates, forecasts, predictions, projections, assumptions, or other future performance suggested herein.

Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. These statements do not take into account the effect of transactions or other items announced or occurring after the statements are made. Forward-looking statements are based upon a number of expectations and assumptions and are subject to certain risks and uncertainties, many of which are beyond our control, that could cause actual results to differ materially from those that are disclosed in or implied by such statements.

PRIME MINING CORP.

Management's Discussion and Analysis

For the three and nine months ended September 30, 2024 and 2023

(In Canadian dollars, except where noted)

These forward-looking statements may include but are not limited to statements concerning:

- The Company's success at completing future financings;
- The Company's strategies and objectives;
- The completion of further exploration and development activity at the Los Reyes Project;
- General business and economic conditions;
- General political climate; and
- The Company's ability to meet its financial obligations as they become due.

Although the Company believes that the assumptions and expectations reflected in such forward-looking statements are reasonable, we can give no assurance that these assumptions and expectations will prove to be correct, and since forward-looking statements inherently involve risks and uncertainties, undue reliance should not be placed on such statements. Events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied, by these forward-looking statements. Due to the risks, uncertainties and assumptions inherent in forward-looking statements, investors in securities of the Company should not place undue reliance on these forward-looking statements.

QUALIFIED PERSON

Scientific and technical information contained in this MD&A was reviewed and approved by the Company's EVP, Exploration, Scott Smith, P. Geo, a "qualified person" as defined by National Instrument 43-101 - Standards of Disclosure for Mineral Projects.