



PORTOFINO
RESOURCES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE-MONTH PERIOD ENDED AUGUST 31, 2024

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The Management Discussion and Analysis ("MD&A"), prepared on October 29, 2024, should be read in conjunction with the unaudited consolidated financial statements for the three-month period ended August 31, 2024, together with the notes thereto of Portofino Resources Inc. ("Portofino") which were prepared in accordance with International Financial Reporting Standards.

This MD&A may contain forward-looking statements in respect of various matters including upcoming events. The results or events predicted in these forward-looking statements may differ materially from the actual results or events. The Company disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

DESCRIPTION OF BUSINESS

Portofino Resources Inc. ("the Company") was incorporated on June 14, 2011, under the laws of British Columbia. The address of the Company's corporate office and its principal place of business is Suite 520, 470 Granville Street, Vancouver, British Columbia, Canada. The Company's shares are listed for trading on the TSX Venture Exchange ("TSX-V") under the symbol "POR". On October 10, 2018, the Company incorporated under the laws of Argentina, Portofino Argentina which has been non-active with no transactions occurring during the three-month period ended August 31, 2024. The subsidiary is owned 95% by the Company and 5% by the Company's CEO.

The Company's principal business activities include the acquisition and exploration of mineral property assets. As at August 31, 2024, the Company had not yet determined whether the Company's mineral property asset contains ore reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the properties or realizing proceeds from their disposition. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

The disclosure of technical information in this MD&A has been approved by Michael Kilbourne, P. Geo. and a Qualified Person ("QP") for the purposes of Canadian National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101"). Readers are directed to the section entitled "Scientific and Technical Disclosure" included within this MD&A.

Corporate Summary

During the three-month period ended August 31, 2024, and up to the date of the MDA, the Company's management completed the following:

1. **Gold Creek Property:** June 27, 2024, the Company closed an option agreement with Delta Resources limited ("Delta") whereby Portofino has granted Delta the exclusive right to acquire a 100% interest in its Gold Creek property. Terms of the agreement are more fully described below in the Exploration Summary; however, the terms include \$300,000 paid in cash and 2,000,001 shares of Delta.
2. **Yergo Lithium Project:** In September, 2023, the Company executed a binding agreement resulting in the acquisition of 100% of the concession rights associated with the 2,932-hectare Project. Management has identified numerous international industry groups that have interest in securing lithium supply and have initiated project due diligence on a post-non-disclosure agreement basis. These groups are at various stages of due diligence and review of the Company's data room. The Company has been pursuing potential strategic financing structures to accelerate progress to the next stage(s) of development.
3. **Greenheart Lake Property:** On October 4, 2024, the Company mutually agreed with the property's optionor to terminate the Greenheart Lake, Ontario lithium property agreement, releasing the Company from any further financial obligations.
4. On September 10, 2024, the Company entered into a \$15,000 promissory note with a lender, bearing \$nil interest up to October 31, 2024 (the "**Due Date**"). Should the promissory note remain outstanding following the Due Date, an annual interest rate of 10% shall accrue and be payable on the outstanding amount from the original date of receipt of funds until the full amount is repaid.
5. On October 08, 2024, the Company announced that Mr. Kenneth Cawkell submitted his resignation as a director to pursue unrelated business opportunities.

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The following Exploration and Evaluation expenditures have been incurred by the Company as at August 31, 2024:

LITHIUM PROPERTIES	Canada			Argentina		Total
	Allison	Greenheart Lake	McNamara Lake	Salta (Due Diligence)	*Yergo	
	\$	\$	\$	\$	\$	\$
Balance, May 31, 2022	227,207	19,475	19,400	159,375	194,507	619,964
Assays	3,042	-	-	-	-	3,042
Field administration	-	-	-	11,708	-	11,708
Geological services	24,343	12,711	12,717	953,535	-	1,003,306
Property payment	20,000	20,000	-	-	91,000	131,000
Balance, May 31, 2023	274,592	52,186	32,117	1,124,618	285,507	1,769,020
Field administration	120	-	-	29,245	-	29,365
Property payment	30,000	20,000	-	-	720,506	770,506
Balance, August 31, 2024 and May 31, 2024	304,712	72,186	32,117	1,153,8633	1,006,013	2,568,891

GOLD PROPERTIES	Canada					Total
	Bruce Lake	Gold Creek	Melema	Sapawe	South of Otter	
	\$	\$	\$	\$	\$	\$
Balance, May 31, 2022	126,685	546,460	132,221	103,206	285,671	1,194,243
Consulting	-	1,000	-	-	-	1,000
Field administration	4,800	1,200	-	-	-	6,000
Geological services	2,800	-	-	4,105	-	6,905
Property payment	14,000	30,000	15,000	25,000	12,000	96,000
Balance, May 31, 2023	148,285	578,660	147,221	132,311	297,671	1,304,148
Field administration	-	2,520	-	-	8,650	11,170
Property payment	-	-	25,000	-	25,000	50,000
Balance, May 31, 2024	148,285	581,180	172,221	132,311	331,321	1,365,318
Field administration	-	-	600	-	-	600
Property payment	-	4,369	-	-	-	4,359
Balance, August 31, 2024	148,285	585,549	172,821	132,311	331,321	1,390,277

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Lithium & Critical Metal Properties Overview

Yergo Lithium Project, Catamarca, Argentina

On September 25, 2023, the Company executed a binding agreement (the "Binding Agreement") to acquire all rights and title to the Yergo Lithium Project concessions. Pursuant to the Binding Agreement, the Company paid consideration of \$600,000 USD. In accordance with the terms of the Binding Agreement, the Company has acquired 100% of the concession rights associated with the 2,932-hectare Yergo Lithium Project in Catamarca Province, Argentina.

Pursuant to the original option agreement dated February 15, 2019, and the revised agreement dated August 14, 2020, the Company paid a total of US\$30,000 to the Yergo optionor.

Canada, Ontario

Allison Lake North Property, Northwestern Ontario

On April 6, 2021, the Company entered into an option agreement with 1544230 Ontario Inc. and Gravel Ridge Resources Ltd. (the "Allison Vendors").

To acquire a 100% interest in the Allison Lake North Property, the Company is to make payments and issue common shares over a three-year period, as follows:

- a) \$12,000 on signing of the Option Agreement (paid),
- b) 400,000 shares (issued) following receipt of TSX-V approval of this transaction on April 21, 2021,
- c) \$16,000 (paid) and 400,000 shares (issued) due on or before one-year anniversary of TSXV Exchange approval,
- d) \$20,000 (paid) due on or before two-year anniversary of TSXV Exchange approval, and
- e) \$30,000* due on or before three-year anniversary of TSXV Exchange approval.

* Outstanding as at August 31, 2024 and included with accounts payable

The claims are subject to 1.5% NSR.

On September 15, 2021, the claims owned by the Allison Vendors were acquired by Solstice Gold Corp.

Allison Lake North, Birkett and Costello Lake Townships, Northwestern Ontario

On April 28, 2022, the Company entered into a mineral claims acquisition agreement with 1544230 Ontario Inc. and Gravel Ridge Resources Ltd. (the "ABC Agreement").

To acquire a 100% interest in the Allison Lake North Birkett and Costello Lake Property, the Company made the following payments:

- a) \$2,000 (paid) on signing of the ABC Agreement,
- b) 200,000 shares (issued) following receipt of TSX-V approval of this transaction on May 11, 2022.

The claims are subject to 1.5% NSR to be granted by the Company to the owners of the Allison Lake claims.

Greenheart Property, Northwestern Ontario

On December 3, 2021, the Company entered into an option agreement with 1544230 Ontario Inc. and Gravel Ridge Resources Ltd. for the Greenheart Lake and McNamara Lake Lithium Properties located in Northwestern, Ontario (the "Greenheart Property").

To acquire a 100% interest in the Greenheart Property, the Company is to make payments and issue common shares over a three-year period, as follows:

- a) \$5,800 (paid) on signing of the Option Agreement,

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- b) 300,000 shares (issued) following receipt of TSX-V approval of this transaction on December 14, 2021,
- c) \$12,000 (paid) and 200,000 (issued) shares due on or before one-year anniversary of TSXV approval,
- d) \$20,000* due on or before two-year anniversary of TSXV Exchange approval, and
- e) \$30,000 due on or before three-year anniversary of TSXV Exchange approval.

* *Outstanding as at August 31, 2024 and included with accounts payable*

The claims are subject to a 1.5% NSR.

South of Otter, Red Lake

Pursuant to an option agreement dated September 6, 2019, with 1544230 Ontario Inc. (the "SO Vendor"), the Company was granted an option to acquire a 100% undivided interest in the South of Otter property in the Red Lake area of Northern Ontario, Canada.

To acquire a 100% interest in the South of Otter property, the Company has issued 500,000 common shares and is to make payments over a 4-year period to the SO Vendor totaling \$70,000, as follows:

- a) \$15,000 (paid) on signing,
- b) 500,000 shares (issued) following receipt of TSX-V approval of this transaction on October 7, 2019,
- c) \$8,000 (paid) on the first anniversary of TSX-V approval,
- d) \$10,000 (paid) on the second anniversary of TSX-V approval,
- e) \$12,000 (paid) due on the third anniversary of TSX-V approval, and
- f) \$25,000 (paid) due on the fourth anniversary of TSX-V approval.

The SO Vendor will retain a 1.5% Net Smelter Return ("NSR"), but Portofino has the right to purchase one half of the NSR (.75%) at any time up to commencement of production for a payment of \$400,000. The transfer of the title to the claims is still in process and have not been transferred to the Company's name as at August 31, 2024.

On July 7, 2020, the claims owned by 1544230 Ontario Inc. were acquired by EMX Royalty Corp ("EMX").

During the fiscal year ended May 31, 2024, certain claims related to the South of Otter property were allowed to expire and subsequently re-acquired. A three-month extension of time request was granted by the Ontario Ministry of Mines related to certain other claims, there is no change to the rights and obligations of EMX.

Sapawe West Property, Atikokan

The Company entered into an option agreement with 1544230 Ontario Inc. (the "Sapawe Vendor"), dated May 22, 2020, to acquire a 100% interest in the Sapawe West Property claims located in Schwenger and McCaul Townships, Ontario.

To acquire a 100% interest in the Sapawe West Property, the Company has agreed to issue 700,000 common shares and make payments over a three-year period to the Sapawe Vendor totaling \$62,000, as set out below:

- a) \$12,000 (paid) on signing,
- b) 500,000 shares (issued) following receipt of TSX-V approval of this transaction on May 28, 2020,
- c) \$10,000 (paid) and 200,000 shares (issued) due on the first anniversary of TSX-V approval,
- d) \$15,000 (paid) due on the second anniversary of TSX-V approval, and
- e) \$25,000 (paid) due on the third anniversary of TSX-V approval.

The Sapawe Vendor retains 1.5% NSR on all mineral production, 0.75% of which can be purchased by the Company for \$500,000.

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Melema West Property, Atikokan

The Company entered into an option agreement with 1544230 Ontario Inc. (the "Melema Vendor"), dated May 22, 2020, the Company was granted an option to acquire a 100% interest in Melema West Property located in Hutchinson, Bellmore Lake and Ramsay Wrights Townships, Ontario.

To acquire a 100% interest in the Melema West Property, the Company is to issue 700,000 common shares and make payments over a three-year period to the Melema Vendor totaling \$62,000, as set out below:

- a) \$12,000 (paid) on signing,
- b) 500,000 shares (issued) following receipt of TSX-V approval of this transaction on June 16, 2020,
- c) \$10,000 (paid) and 200,000 (issued) shares due on the first anniversary of TSX-V approval,
- d) \$15,000 (paid) on the second anniversary of TSX-V approval, and
- e) \$25,000* due on the third anniversary of TSX-V approval.

* *Outstanding as at August 31, 2024 and included with accounts payable*

The Melema Vendor retains 1.5% NSR on all mineral production, 0.75% of which can be purchased by the Company for \$500,000.

Gold Creek Property, Shebandowan

On May 11, 2020, the Company signed an option agreement with Gravel Ridge Resources Ltd. ("Gravel Ridge"), that allows the Company to earn a 100% interest in mining exploration claims held by Gravel Ridge, and located primarily in Duckworth Township, Ontario (the "Gold Creek Property").

To acquire a 100% interest in the Gold Creek Property, the Company has agreed to issue 800,000 common shares of the Company to Gravel Ridge and make cash payments of \$70,600, as set out below:

- a) \$8,600 (paid) on signing,
- b) 400,000 shares (issued) following receipt of TSX-V approval of this transaction on May 21, 2020,
- c) \$12,000 (paid) and 400,000 shares (issued) due on the first anniversary of TSX-V approval,
- d) \$20,000 (paid) due on the second anniversary of TSX-V approval, and
- e) \$30,000 (paid) due on the third anniversary of TSX-V approval.

The Company has also granted the optionors a 1.5% NSR with a buyback of 0.75% NSR for \$500,000.

On August 10, 2020, the Company entered into an option agreement amendment with respect to the inclusion of additional mining claims (3 mining claims/50 mining cells) to the Gold Creek Property.

On August 21, 2020, the Company entered into an agreement with Mr. Philip Escher and Mr. Michael Tremblay to purchase 100% interest in 2 claims located in Duckworth Township, Ontario, contiguous to the Company's Gold Creek Property. In consideration, the Company paid \$10,000 and issued 125,000 common shares as approved by the TSXV on September 4, 2020. The Property is subject to a 1.5% NSR and Portofino has the right to purchase 0.5% of the NSR at any time up to commencement of production for a payment of \$300,000.

On September 15, 2021, the claims owned by Gravel Ridge Resources Ltd. were acquired by Solstice Gold Corp.

On June 27, 2024, the Company closed a claim purchase agreement with a private vendor that covers approximately 700 acres and is contiguous and to the north of the Gold Creek Property. To acquire 100%, Portofino paid \$2,200 in cash and 250,000 shares of Portofino. The Vendors retain a 1.25% NSR and Portofino has the right to buyback 0.75% for \$200,000.

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On June 27, 2024, the Company closed an option agreement with Delta Resources limited ("Delta") whereby Portofino has granted Delta the exclusive right to acquire a 100% interest in its Gold Creek property. Terms of the agreement \$300,000 paid in cash and 2,000,001 shares of Delta, paid as follows:

- a) \$100,000 (received) in cash and 666,667 shares of Delta on approval by the TSX-V*;
- b) \$100,000 in cash and 666,667 shares* of Delta on the 1st anniversary of Exchange approval; and
- c) \$100,000 in cash and 666,667 shares of Delta on the 2nd anniversary of Exchange approval.

*Note: *\$50,000 cash received on May 27, 2024, and remaining balance of \$50,000 on June 28, 2024; 666,667 shares received on July 2, 2024, wherein 50% of the Delta shares issued will be locked-up for a period of 12 months from effective date of the Agreement- May 27, 2024.*

Portofino will retain a 2% NSR on the Gold Creek property. Delta will have the option to buy back a 1.0% NSR at any time for \$1 million and will have a right of first refusal on the second 1.0% NSR, to a maximum of \$4 million.

Upon exercising the option, Delta will be assigned the three underlying agreements on the Gold Creek property and therefore will assume the underlying NSR as follows:

- a) 2% NSR with a buyback of 0.75% NSR for \$500,000;
- b) 1.5% NSR with a buyback of 0.5% NSR for \$500,000; and
- c) 1.25% NSR with a buyback of 0.75% NSR for \$200,000.

Bruce Lake Property, Red Lake

The Company entered into an Option Assignment Agreement with Falcon Gold Corp. ("Falcon"), dated June 20, 2020, to acquire a 100% interest in the 1,428 hectare Bruce lake Property in the Red Lake Mining District. Falcon assigned 100% of its interest in five mineral claims, known as Bruce Lake Property to the Company.

To acquire a 100% interest in the Bruce Lake Property, the Company has issued 650,000 common shares and is to make payments over a three-year period to the claim owner totaling \$52,000, as follows:

- a) \$650,000 shares (issued) within 15 days of effective date,
- b) \$8,000 (paid) on or before September 6, 2020,
- c) \$10,000 (paid) on or before September 6, 2021,
- d) \$14,000 (paid) on or before September 6, 2022, and
- e) \$20,000 on or before September 6, 2023.

EMX, as the underlying claim owner, retains 1.5% NSR on all mineral production, 0.75% of which can be purchased by the Company for \$500,000. In addition, the claims are subject to 0.5% NSR payable to Falcon. On July 7, 2020, the claims owned by 1544230 Ontario Inc. were acquired by EMX.

On May 5, 2023, the claims comprising the Bruce Lake Property expired and were re-staked the same day by the Company. There is no change to the rights and obligations of EMX as a result of the expiration and re-staking.

Effective January 11, 2024, the Company and EMX mutually agreed to terminate the Bruce Lake Option Agreement.

RESULTS OF OPERATION

The following financial data has been derived from the audited financial statements for the three-month period ended August 31, 2024, and 2023, respectively:

During the three-month period ended August 31, 2024, the Company had a net loss and comprehensive loss of \$29,712 versus \$817,244 in the comparative period, being a decrease of \$787,532 or 96%. The expenses and related costs that reflect changes in the Company's operations during the three-month period ended August 31, 2024, includes the following:

- Consulting fees (2024: \$23,100, 2023: \$279,616) decreased due to a decrease in exploration activity;

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- Interest expense (2024 \$6,123, 2023: \$Nil) is related to promissory notes loan;
- Investor communications (2024: \$7,422, 2023: \$60,787) decreased
- General exploration expenditures (2024: \$4,969, 2023: \$60,794) refers to Canadian property payment and maintenance;
- Management fees (2024: \$37,500, 2023: \$44,000) related to advisory and services fee accrued to a director of the Company;
- Office expense (2024: \$23,220, 2023: \$26,246) refers to the Canadian and Argentine office expense;
- Professional fees (2024: \$45,000, 2023: \$42,406) is related to CFO retainer accrual, audit and legal fees incurred;
- Rent expense (2024: \$4,405, 2023: \$10,763) decreased as the Company shared the office space;
- Share-based compensation (2024: \$Nil, 2023: \$261,148) relates to granting of equity incentives;
- Transfer agent and filing fees (2024: \$14,175, 2023: \$6,120) increased in the normal course of business;
- Travel and promotion (2024 \$465, 2023: \$25,364) decreased in the normal course of business,
- Marketable Securities (2024: \$136,667, 2023: \$Nil) is related to the 666,667 Common shares received from Delta (see Note 7); and
- Other income (2024: \$50,000, 2023 \$Nil) is also related to the Delta Resources agreement (refer to Note 7 for details).

SELECTED QUARTERLY FINANCIAL INFORMATION

The following information is derived from and should be read in conjunction with the audited financial statements for each of the past eight quarters which have been prepared in accordance with IFRS applicable to interim financial reporting including IAS 34.

Financial results	August 31, 2024	May 31, 2024	February 28, 2024	November 30, 2023
Net loss for the period	\$ (29,712)	\$ (553,295)	\$ (212,909)	\$ (1,123,189)
Comprehensive loss for the period	(29,712)	(553,295)	(212,909)	(1,123,189)
Basic and diluted loss per share	0.00	0.02	0.00	0.01
Balance sheet data				
Cash	\$ 509	\$ 6,775	\$ 1,101	\$ 20,969
Total assets	209,595	123,539	163,744	257,095
Shareholders' equity (deficiency)	(1,336,737)	(1,309,194)	(808,794)	(608,356)

Financial results	August 31, 2023	May 31, 2023	February 28, 2023	November 30, 2022
Net loss for the period	\$ (817,244)	\$ (1,245,132)	\$ (275,286)	\$ (652,759)
Comprehensive loss of the period	(817,244)	(1,245,132)	(275,286)	(652,759)
Basic and diluted loss per share	0.01	-	-	-
Balance sheet data				
Cash	\$ 50,980	\$ 65,139	\$ 125,246	\$ 188,071
Total assets	275,637	353,905	590,885	313,776
Shareholders' equity	(498,889)	(402,878)	389,107	59,442

The Company has declared no dividends for any period presented.

LIQUIDITY AND CAPITAL RESOURCES

During the three-month period ended August 31, 2024, Portofino had a working capital deficiency of \$1,336,737, which included a cash balance of \$509.

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The Company does not currently own or have an interest in any producing mineral properties and does not derive any revenues from operations. Historical exploration and administrative activities have been funded through equity financing and the Company expects that it will continue to be able to utilize this source of financing until the Company has cash flow from operations. There can be no assurance, however, that efforts will be successful. If such funds are not available or other sources of financing cannot be obtained, then we will be curtailed to a level for which funding is available or can be obtained.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

OUTSTANDING SHARE DATA

As of the date of this MD&A, Portofino has 175,443,899 Common shares issued and outstanding; 83,927,815 share purchase warrants; and 13,927,000 share options exercisable into common shares.

TRANSACTIONS WITH RELATED PARTIES

The following is a summary of the Company's related party transactions during the three-month period ended August 31, 2024:

Name	Relationship	Purpose	August 31, 2024	August 31, 2023
Pacific Capital Advisors Inc.	Company controlled by David Tafel, CEO and a Director of the Company	Advisory services related to CEO duties	\$37,500	\$37,500
Euro Sigma Mines Inc. and/or Stephen Wilkinson	Company controlled by Stephen Wilkinson, and Director of the Company	Advisory services	\$Nil	\$6,500
Seatrend Strategy Inc.	Company controlled by Jeremy Wright, the CFO and a Director of the Company	CFO services	\$30,000	\$20,000

The following related parties' amounts have been included in amounts receivable and accounts payable and accrued liabilities:

	2024	2023
	\$	\$
Amounts receivable	74,642	13,665
Accounts payable and accrued liabilities	242,240	3,049

The amounts are due from or to entities controlled by directors of the Company. The amounts receivable, accounts payable and accrued liabilities are non-interest bearing, unsecured and are due upon demand.

Allowance for doubtful amounts receivable related to amounts due from a public company having common directors with the Company relating to a cost-sharing arrangement whereby the Company is to be reimbursed for shared administrative and office expenses. During the year ended May 31, 2023, the Company recovered the amount of \$116,779 consisting of \$10,000 in cash, \$1,779 filing fee payment and 3,000,000 common shares with a fair value of \$150,000.

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NEW ACCOUNTING STANDARDS ADOPTED EFFECTIVE JUNE 1, 2021

The Company was not required to and has not adopted any new accounting standards effective June 1, 2021, which would have had a significant impact on the financial statements of the Company.

ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

A number of new standards, and amendments to standards and interpretations, are not yet effective during the three-month period ended August 31, 2024, and have not been early adopted in preparing these financial statements. These new standards, and amendments to standards and interpretations are either not applicable or are not expected to have a significant impact on the Company's financial statements.

FINANCIAL INSTRUMENTS AND FINANCIAL RISK

International Financial Reporting Standards 7, *Financial Instruments: Disclosures*, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair Value of Financial Instruments

The Company's financial assets include cash and marketable securities, which are classified as Level 1. Carrying value of these instruments approximates their fair values due to the relatively short periods of maturity of these instruments.

Assets measured at fair value on a recurring basis were presented on the Company's statements of financial position as at August 31, 2024 are as follows:

Fair Value Measurements Using				
	Quoted Prices in Active Markets For Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	\$	\$	\$	\$
Cash	509	-	-	509
Marketable securities	124,167	-	-	124,167

Fair value

The fair value of the Company's financial instruments approximates their carrying value as at August 31, 2024, because of the demand nature or short-term maturity of these instruments.

The following table summarizes the carrying value of the Company's financial instruments:

	2024	2023
	\$	\$
Cash (i)	509	50,980
Marketable securities (i)	124,167	75,000
Amounts receivable (i)	74,642	34,276
Accounts payable (ii)	996,003	523,257
Loan payable (ii)	239,266	-

i. FVTPL

ii. Amortized cost

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Financial risk management objectives and policies

The Company's financial instruments include cash, amounts receivable, promissory notes and accounts payable. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) Currency risk

The Company is exposed to foreign currency risk related to cash payments, exploration expenditures and its promissory notes that are denominated in US dollars and Argentine Pesos. The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada. Management does not hedge its exposure to foreign exchange risk and the Company's net exposure is limited.

The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

(ii) Interest rate risk

The Company is exposed to interest rate risk to the extent that the cash maintained at the financial institution. The fair value interest rate risk on cash is insignificant due to their short-term nature.

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

(iii) Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist of cash and promissory notes. To minimize the credit risk the Company places these instruments with a high quality financial institution. The Company is exposed to credit risk relating to amounts receivable from another publicly listed company. . As at August 31, 2024, the Company's maximum credit risk is the carrying value of cash and amounts receivable.

(iv) Liquidity risk

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

The following table summarizes the maturities of the Company's financial liabilities as at August 31, 2024 based on the undiscounted contractual cash flows:

	Carrying value	Principal amount	Less than 1	1-5 years
	\$	\$	\$	\$
Accounts and accrued liabilities	1,307,066	1,307,066	1,307,066	-
Loan payable	239,266	239,266	239,266	-

Scientific and Technical Disclosure

The Company's projects and those in which it has an interest, are early stage and do not contain any mineral resource estimates as defined by NI 43-101. Technical Information is based on information contained in news releases (collectively the "Disclosure Documents") available under Portofino's company profile on SEDAR at www.sedar.com. The Disclosure Documents are each intended to be read as a whole, and sections should not be read or relied upon out of context. The Technical Information is subject to the assumptions and qualifications contained in the Disclosure Documents.

**PORTOFINO RESOURCES INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE-MONTH PERIOD ENDED AUGUST 31, 2024**

The Disclosure Documents were in part prepared by or under the supervision of an independent Qualified Person ("QP"). Readers are encouraged to review the full text of the Disclosure Documents which qualifies the Technical Information. The disclosure in this MD&A has been made in accordance with NI 43-101. The NI 43-101 is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects.

Michael Kilbourne, P.Geo. is the Company's QP for the purposes of NI 43-101 and has reviewed and validated the scientific or technical information contained in this MD&A related to the properties. Mr. Kilbourne has consented to the inclusion of the Technical Information in the form and context in which it appears in this MD&A.

SUBSEQUENT EVENTS

Please refer to note 13 of the audited condensed interim consolidated financial statements.