Effective Date

This Management's Discussion and Analysis ("MD&A") provides relevant information on the operations and financial results of Norseman Silver Inc. (the "Company") for year ended September 30, 2023 and 2022. It should be read in conjunction with the Company's audited annual consolidated financial statements for the year ended September 30, 2023, and 2022 and related notes thereto. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and can be found on SEDAR at www.sedar.com and the Company's website www.norsemansilver.com.

All monetary amounts in this MD&A and in the Company's consolidated financial statements are expressed in Canadian dollars, unless otherwise stated.

The effective date of this MD&A is January 29, 2024.

Forward-Looking Information

Certain statements contained in the following MD&A constitute forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from actual future results and achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made. Readers are also advised to consider such forward-looking statements while considering the risks set forth below.

Caution Regarding Forward-Looking Statements

Except for statements of historical fact relating to the Company, certain information contained in this MD&A constitutes "forward-looking information" under Canadian securities legislation. Forward-looking information includes, but is not limited to, statements with respect to the potential of the Company's properties; the future price of gold; the success of exploration activities; cost and timing of future exploration and development; the estimation of mineral reserves and mineral resources; conclusions of economic evaluations; requirements for additional capital; and other statements relating to the financial and business prospects of the Company.

Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", "believes", or variations of such words and phrases. Forward-looking information may also be identified in statements where certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

Forward-looking information is based on the reasonable assumptions, estimates, analysis, and opinions of management made in light of its experience and its perception of trends, current conditions, and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made.
Forward-looking information is inherently subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance, or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to risks related to:

- The Company's goal of creating shareholder value by concentrating on the acquisition and development of properties that have the potential to contain economic resources.
- Management's economic outlook regarding future trends.
- The Company's ability to meet its working capital needs at the current level in the short term.
- Expectations with respect to raising capital; and
- Governmental regulation and environmental liability.

Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, other factors could also cause materially different results. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

Critical Accounting Policies and Estimates

Significant accounting judgments and estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant areas requiring the use of management estimates relate to the determination of carrying value of mining property and right acquisition costs, stock-based compensation, convertible promissory note bifurcation, warrant valuation, and deferred tax assets and liabilities. Financial results as determined by actual events could differ from those estimates.

Statement of Compliance

The consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The consolidated financial statements for the year ended September 30, 2023 were authorized for issue by the Board of Directors on January 29, 2023. The financial statements have been prepared on a going concern basis, under the historical cost convention, except fair value through profit and loss assets which are carried at fair value, and have been prepared using the accrual basis of accounting, as explained in the accounting policies set out in Note 3. The consolidated financial statements are presented in Canadian Dollars, which is the functional currency of the Company.

Risks and Uncertainties

The Company's principal activity is mineral exploration and development. Mineral exploration and mining involve considerable financial and technical risk. Substantial expenditures are usually required to establish ore reserves, to evaluate metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration programs planned by the Company will result in profitable commercial mining operations. Unusual or unexpected geological formations, unstable ground conditions that could result in cave-ins or landslides, floods, power outages or fuel shortages, labor disruptions, fire, explosions, and the inability to obtain suitable or adequate machinery, equipment or labor are risks associated with the conduct of exploration programs and the operation of mines. At this point, the Company has no experience in the development and operation of mines and in the construction of facilities required to bring mines into production, and may rely upon consultants for expertise with respect to the construction and operation of a mining facility.
The Company may be subject to risks which could not reasonably be predicted in advance. Events such as labour disputes, environmental issues, natural disasters or estimation errors are prime examples of industry related risks.

The Company is in the business of resource exploration and as such, its prospects are largely dependent on movements in the price of various commodities. Prices fluctuate on a daily basis and are affected by a number of factors well beyond the control of the Company. The mineral exploration industry in general is a competitive market and there is no assurance that, even if commercial quantities of proven and probable reserves are discovered, a profitable market may exist. Due to the current grassroots nature of its operations, the Company does not enter into price hedging programs.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters.

The Company expects that uncertainty remains with respect to global economy, available capital and exploration risk to the resource industry. The Company intends to manage its cash resources and review opportunities as circumstances demand.

Accounting Standards, Amendments and Interpretations

New Standards, Amendments and Interpretations Effective for the first time

Amendments to IAS 1 and IAS 8 Definition of Material

The amendments provide a new definition of material that states, "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. These amendments had no impact on the consolidated financial statements of, nor is there expected to be any future impact to the Company.

Conceptual Framework for Financial Reporting issued on March 29, 2018

The Conceptual Framework is not a standard, and none of the concepts contained therein override the concepts or requirements in any standard. The purpose of the Conceptual Framework is to assist the IASB in developing standards, to help preparers develop consistent accounting policies where there is no applicable standard in place and to assist all parties to understand and interpret the standards. This will affect those entities which developed their accounting policies based on the Conceptual Framework. The revised Conceptual Framework includes some new concepts, updated definitions and recognition criteria for assets and liabilities and clarifies some important concepts. These amendments had no impact on the consolidated financial statements of the Company.

There are no other IFRS or IFRIC Interpretations that are not yet effective that would be expected to have a material impact on the Company.

Financial Instruments and Other Instruments

All significant financial assets, financial liabilities and equity instruments of the Company are either recognized or disclosed in the financial statements together with other information relevant for making a reasonable assessment of future cash flows, interest rate risk and credit risk.

The Company's financial instruments comprise of cash, accounts payable and accrued liabilities and loans payable.

The fair value of cash is based on level 1 input of the fair value hierarchy.

Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest rate risk, currency risk and/or credit risk arising from these financial instruments.

Management's Responsibility for the Financial Statements

Information provided in this MD&A, including financial information extracted from the Financial Statements, is the responsibility of management. In the preparation of the Financial Statements, estimates are sometimes necessary to make a determination of future value for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying Financial Statements.

Description of Business and Overall Performance

The Company was incorporated on September 25, 1985, under the laws of British Columbia, Canada and is a junior natural resource company. The common shares of the Company are listed on the TSXV under the symbol NOC.H.

On August 20, 2020, the Company completed its reactivation from the NEX board of the TSX Venture Exchange ("TSXV") to Tier 2 of the TSXV and the trading of the Company's common shares commenced on the TSXV under the trading symbol "NOC" on August 24, 2020.

The address of the Company's registered office and principal place of business is 910 – 800 West Pender Street, Vancouver, British Columbia, V6C 2V6.

The Company is an exploration stage company with no revenues from mineral-producing operations. Activities include acquiring mineral exploration properties and conducting exploration programs. The mineral exploration business is considered risky and most exploration projects will not result in producing mines. The Company may offer an opportunity to other mining companies to acquire an interest in a property in return for funding all or part of the exploration and development of a particular property. For the funding of property acquisitions and exploration that the company conducts, the Company depends on the issuance of shares from the treasury to investors. These stock issuances depend on a number of factors including a positive mineral exploration environment, positive stock market conditions, a company's track record and the experience of management.

Activities

Most of the costs incurred have been incurred in reorganizing the capital of the Company, arranging the financing, and examining acquisitions of mining resources. During the year ended September 30, 2023, Norseman Silver sought opportunities to acquire mineral exploration properties and conduct exploration programs.

	Caribou	Silver Switchback	Silver Vista	New Moon	Taquetren	Total
Balance September 30, 2021	**582,020**	**461,817**	**1,529,903**	**1,390,000**	**114,344**	**4,078,084**
Option Payments - Cash	50,000	20,000	20,000	-	-	**90,000**
Option Payments - Shares	175,000	123,000	102,500	-	78,000	**478,500**
Exploration expenditures	32,489	380,563	43,965	10,093	349,254	**816,364**
Balance September 30, 2022	**839,509**	**985,380**	**1,696,368**	**1,400,093**	**541,598**	**5,462,948**
Option Payments - Cash	-	-	-	-	-	**-**
Option Payments - Shares	-	-	-	-	125,000	**125,000**
Exploration expenditures	-	48,563	1,293	-	389,181	**439,037**
Government mining credit	(51,117)	(17,062)	(104,747)	-	-	**(172,926)**
Impairment of mineral properties	-	(1,016,881)	(1,592,914)	(1,400,093)	-	**(4,009,888)**
Balance September 30, 2023	**788,392**	**-**	**-**	**-**	**1,055,779**	**1,844,171**

Caribou Property

On June 3, 2020, the Company entered into an option agreement with Cloudbreak Discovery (Canada) Ltd. ("Cloudbreak"), a company with a common officer, to acquire a 100% interest in certain mining claims located in the Skeena Mining Division area in British Columbia, known as the Caribou Property.

Pursuant to the Option Agreement, in order to fully exercise the option (the "Option"), the Company shall pay Cloudbreak an aggregate of $80,000 (paid) and issue 2,750,000 (issued) common shares of the Company in three instalments.

The option agreement was fully exercised on June 2, 2022. On June 16, 2022 the Company signed a Royalty Agreement with Cloudbreak, pursuant to the option agreement, the Company granted Cloudbreak a 2.0% net smelter return ("NSR") royalty. The Company has the right to acquire one-half of the NSR (1.0%) from Cloudbreak at a price of $1,000,000 at any time prior to the commencement of commercial production. If the Company purchases the first half of the NSR, the Company shall have the right to acquire the remaining half of the NSR (1.0%) at a price of $4,000,000, for an aggregate of $5,000,000.

Silver Switchback Property

On August 27, 2020, the Company entered into an option agreement with Cloudbreak to acquire a 100% interest in an underlying option agreement between Cloudbreak and 1975647 Alberta Ltd ("197 Alberta"). The underlying option agreement provides the Company with the option to acquire 100% in certain mining claims located in British Columbia, known as the Silver Switchback Property.

During the year ended September 30, 2023 the Company terminated its option to acquire a 100% interest in the Silver Switchback property, pursuant to an underlying option agreement between Cloudbreak and 197 Alberta.

Silver Vista Property

On September 21, 2020, the Company entered into an option agreement with Cloudbreak to acquire a 100% interest in an underlying option agreement between Cloudbreak and 197 Alberta. The underlying option agreement provides the Company with the option to acquire 100% in certain mining claims located in British Columbia, known as the Silver Vista Property.

During the year ended September 30, 2023 the Company terminated its option to acquire a 100% interest in the Silver Vista property, and impaired the property costs.

New Moon Property

On December 9, 2020, the Company entered into an asset purchase agreement (the "Agreement") with Cabox Gold Corp. ("Cabox"), 1269270 BC Ltd. ("9270 BC"), 1236686 BC Ltd. ("6686 BC") and Samuel Hardy to acquire certain mining claims located in British Columbia, known as the New Moon Claims.

In consideration for the acquisition of the New Moon Claims, the Company shall:

(i) Pay $10,000 (paid) to Cabox on the effective date of the Agreement;
(ii) Issue 2,500,000 (issued) common shares of the Company to Cabox on the closing date of the Agreement;
(iii) Issue 600,000 (issued) common shares of the Company to 9270 BC on the closing date of the Agreement; and
(iv) Issue 1,500,000 (issued) common shares of the Company to 6686 BC on the closing date of the Agreement.

During the year the Company decided to no longer pursue exploration on this property, and impaired the property costs.

Taquetren Property

On May 4, 2021, the company entered into an option agreement to acquire a 100% interest in the Taquetren Silver Project, located in the Navidad-Calcatreau mining district, Argentina.

Pursuant to the Option Agreement, in order to fully exercise the option, the Company shall:

(i) Make payment of $40,000 USD (paid March 3rd, 2021);
(ii) Issue 200,000 common shares (issued May 11th, 2021);
(iii) Issue 300,000 common shares (issued May 3rd, 2022) and incur $70,000 USD (incurred) of exploration expenditures on the Project;
(iv) Issue 500,000 common shares (issued, and issued an additional 500,000 common shares per the share adjustments provision of the option agreement May 3rd, 2023), and incur $200,000 USD (incurred) of additional exploration expenditures on the Project; and
(v) Issue 2,000,000 common shares and incur an additional $500,000 USD of exploration expenditures on the Project on or before May 3rd, 2024.

In addition, pursuant to the Agreement, the Company shall grant to the Optionors a 2.0% NSR royalty. The Company shall retain the right to purchase at any time from the Optionors one quarter of the NSR (0.5%) for $1,000,000 USD and a second quarter of the NSR (0.5%) for $2,000,000 USD and 5,000,000 Common Shares.

Financing Activities during the year ended September 30, 2023

On February 13, 2023, the Company completed a non-brokered private placement whereby the Company issued 7,800,000 units at a price of $0.10 per unit for gross proceeds of $780,000. Each unit is comprised of one common share and one-half of one common share purchase warrant. Each whole warrant will be exercisable into one common share at an exercise price of $0.25 expiring on August 13, 2024. Cash finder's fees of $55,200 and 268,000 finder warrants have been paid in connection with the Private Placement to qualified parties. The warrants issued to the finders have an exercise price of $0.25 for a period of 18 months from the date of issuance. The finder's warrants were ascribed a fair value of $20,237 based on the following variables: weighted average risk-free rate – 4.16%; volatility – 115.90%; and expected life (years) – 1.5.

On September 25, 2023, the Company granted 2,350,000 stock options to purchase common shares of the company at a price of $0.12 per share for a period of 5 years to certain consultants, directors, and employees of the company.

During the year ended September 30, 2023, no options were exercised.

Results of Operations

During the year ended September 30, 2023, the Company incurred a net loss of $5,066,732 as compared to a net loss of $1,216,366 for the year ending September 30, 2022. The larger loss was attributed to the following:

	For the year ended September 30, 2023	For the year ended September 30, 2022	Variance	Discussion
Marketing and promotion	81,426	306,432	(225,006)	Reduced marketing activity in 2023
Travel	86,939	55,608	31,331	Increased travel in 2023 due to optioning of the Taquetren property
Salary and wages	172,113	135,000	37,113	In the prior period, the VPX's time and wage was split between the Company and another company. This arrangement stopped in June 2022 and so the current year reflects the full wage of the VPX until his June 30, 2023 departure
Stock based compensation	89,369	123,620	(34,251)	Reduction in value of options issued this year.
Impairment of mineral properties	4,009,888	-	4,009,888	Impaired the Silver Switchback, Silver Vista and New Moon properties this year

Summary of Quarterly Results

The following table summarizes information derived from the Company's financial statements for each of the eight most recently completed quarters:

Three months ended		30-Sep-23		30-Jun-23		31-Mar-23		31-Dec-22
Loss before non-operating items	$	(152,956)	$	(212,228)	$	(4,408,192)	$	(293,356)
Loss before income taxes	$	(152,956)	$	(212,228)	$	(4,408,192)	$	(291,076)
Loss per common share, basic and diluted	$	(0.00)	$	(0.00)	$	(0.07)	$	(0.00)
Net and comprehensive loss	$	(152,956)	$	(212,228)	$	(4,408,192)	$	(291,076)
Net and comprehensive loss per common share, basic and diluted	$	(0.00)	$	(0.00)	$	(0.07)	$	(0.00)

Three months ended		30-Sep-22		30-Jun-22		31-Mar-22		31-Dec-21
Loss before income taxes	$	(154,999)	$	(356,909)	$	(417,608)	$	(286,850)
Loss per common share, basic and diluted	$	(0.00)	$	(0.01)	$	(0.01)	$	(0.01)
Net and comprehensive loss	$	(154,999)	$	(356,909)	$	(417,608)	$	(286,850)
Net and comprehensive loss per common share, basic and diluted	$	(0.00)	$	(0.01)	$	(0.01)	$	(0.01)

Significant variances in the Company's reported loss from quarter to quarter in 2023 was due to the property impairment charge recorded in the March 31, 2023 quarter.

Summary of Financial Results for the Most Recently Completed Period

The following summarizes the financial results of operations for the year ended September 30, 2023, and 2022:

	September 30, 2023	September 30, 2022
	$	$
Expenses	**(5,066,732)**	(1,216,366)
Net loss	**(5,066,732)**	(1,216,366)
Loss per share - basic & diluted	**(0.08)**	(0.02)

Liquidity and Capital Resources

On September 30, 2023, the Company had net working capital of $214,585 as compared to net working capital of $732,371 on September 30, 2022. The Company had cash on hand of $221,462 as compared to $980,579 as on September 30, 2022.

The Company has financed its operations through equity issuances. Although the Company has been successful in raising funds in the past, there can be no assurance that equity funding will be accessible to the Company at the times and in the amounts required to fund the Company's activities. The Company is dependent upon the equity markets to finance all of its activities and it is anticipated that it will continue to rely on this source of funding for its exploration expenditures and to meet its ongoing working capital requirements.

On February 13, 2023, the Company completed a non-brokered private placement whereby the Company issued 7,800,000 units at a price of $0.10 per unit for gross proceeds of $780,000. Each unit is comprised of one common share and one-half of one common share purchase warrant. Each whole warrant will be exercisable into one common share at an exercise price of $0.25 expiring on August 13, 2024. Cash finder's fees of $55,200 and 268,000 finder warrants have been paid in connection with the Private Placement to qualified parties. The warrants issued to the finders have an exercise price of $0.25 for a period of 18 months from the date of issuance. The finder's warrants were ascribed a fair value of $20,237 based on the following variables: weighted average risk-free rate – 4.16%; volatility – 115.90%; and expected life (years) – 1.5.

On March 31, 2022 the company closed a private placement whereby the company issued 7,500,000 units at a price of $0.20 per unit for gross proceeds of $1,500,000. Each Unit is comprised of one common share and one half of one warrant. Each whole warrant will be exercisable into a common share at an exercise price of CDN$0.30 expiring on March 31, 2023.

On December 31, 2021, the Company closed a private placement whereby the company issued 1,933,334 units at a price of $0.30 per unit for gross proceeds of $580,000. Each unit is comprised of one flow-through common share and one-half of one common share purchase warrant. Each whole warrant entitles the subscriber to purchase one additional common share of the Company at a price of $0.34 per share for a period of two years from the closing date. Finder's fees of $29,680 cash and 100,333 Warrants have been paid in connection with the Private Placement to qualified parties. The Warrants issued to the finders have an exercise price of $0.30 for a period of 2 years from the date of issuance.

Options Issued

On September 25, 2023, the Company granted 2,350,000 stock options to purchase common shares of the company at a price of $0.12 per share for a period of 5 years to certain consultants, directors, and employees of the company.

On April 5, 2022, the Company granted 900,000 stock options to purchase common shares of the company at a price of $0.20 per share for a period of 5 years to certain consultants, directors, and employees of the company.

Off-Balance Sheet Arrangement

The Company has no long-term debt, does not have any used lines of credit or other arrangements in place to borrow funds, and has no off-balance sheet arrangements. The Company has no current plans to use debt financing and does not use hedges or other derivatives.

Events After the Reporting Period

(a) On November 6, 2023, the Company granted stock options to a consultant to acquire 100,000 common shares of the Company, at an exercise price of $0.12 expiring on November 6, 2028.

(b) On November 23, 2023, the Company signed an option agreement to acquire 100% of the Caballos Copper Project, located in Valparaiso region of Chile. Under the option agreement, the Company acquired the right to purchase all the project concession upon completion of (i) Stage 1: investment of USD $1,000,000 in eligible expenses within 12 months from execution of option agreement and (ii) Stage 2: investment of USD $4,000,000 in eligible expenses with respect to exploration activities within a 36 months period starting at the end of Stage 1. Upon exercise of the option, the Company shall pay USD $2,000,000 to the optionor for registration of the project concessions. The Optionor shall be granted a 3% NSR Royalty on future production from the Project Concessions.

(c) On January 9, 2024, the Company completed a non-brokered private placement for 12,615,000 units of the Company (the "Units") priced at $0.10/unit, for gross proceeds of $1,261,500. Each unit consists of one common share in the capital of the company and one-half of common share purchase warrant, with each warrant entitling the holder thereof to acquire one common share for a period of two years at an exercise price of $0.15 per share. Cash finder's fees $79,600 and 796,000 finder warrants have been paid in connection with the private placement.

(d) On January 15, 2024, the Company granted stock options to certain consultants and directors to acquire 1,344,149 common shares of the Company, at an exercise price of $0.15 expiring on January 15, 2029.

Related Party Transactions

The following is a summary of related party transactions that occurred during the year ended September 30, 2023, and 2022 and amounts in accounts payable and accrued liabilities:

	For the year ended September 30, 2023	For the year ended September 30, 2022	Amount payable as at September 30, 2023	Amount payable as at September 30, 2022
Consulting Fees - Directors & Officers	320,000	330,000	-	-
Accounting and Management Services	132,000	146,000	- 10,365	-
VP Exploration Services	165,000	135,000	-	-
Stock based compensation	70,354	75,545	-	-

The above transactions with related parties, occurring in the normal course of operations, were measured at the fair value, are unsecured with no specific terms of repayment and are non-interest bearing; unless otherwise stated.

Management's Responsibility for the Financial Statements

Information provided in this MD&A, including financial information extracted from the Financial Statements, is the responsibility of management. In the preparation of the Financial Statements, estimates are sometimes necessary to make a determination of future value for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying Financial Statements.

Outstanding Share Data

As of the date of this MD&A, the Company had the following securities issued and outstanding:

(1) Common shares – 80,691,491
(2) Share purchase warrants – 10,475,500
(3) Stock options – 8,044,149

Additional Information

Additional information pertaining to the Company can be found on SEDAR at www.sedar.com and the Company's website www.norsemansilver.com.

Directors and Officers

Sean Hurd – CEO and Director
J. Campbell Smyth – Director
John Seaman – Director
Merlin Marr-Johnson - Director
David Robinson – CFO

Mr. Smyth is a resident of Australia.