

**VIVA GOLD CORP.**  
**MANAGEMENT DISCUSSION & ANALYSIS**  
**October 31, 2023**

**INTRODUCTION**

This Management Discussion and Analysis ("MD&A") is intended to supplement Viva Gold Corp.'s ("Viva" or the "Company") consolidated financial statements for the period ended October 31, 2023. All financial information, unless otherwise indicated, have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS").

The following discussion of the Company's financial condition and results of operations should be read in conjunction with its consolidated financial statements and the related notes for the period ended October 31, 2023.

All monetary amounts are in Canadian dollars unless otherwise specified. The effective date of this MD&A is February 9, 2024.

Viva's current business is the acquisition, exploration, and development of precious metal properties. The Company is advancing its 100% owned Tonopah Project, located in the Walker Lane Trend in Western Nevada.

James Hesketh, MMSA QP, is a Qualified Person as defined by NI 43-101 and is the Qualified Person responsible for review of technical information in this Management Discussion. Mr. Hesketh is President and CEO of Viva Gold and is an insider of the Company with overall project responsibility.

Additional information regarding the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).

**FORWARD-LOOKING INFORMATION**

This MD&A contains certain statements that may be deemed "forward-looking statements" within the meaning of Canadian securities legislation and the United States Private Securities Litigation Reform Act of 1995. This information and these statements, referred to herein as "forward-looking statements" are made as of the date of this MD&A or as of the date of the effective date of information described in this MD&A, as applicable. Forward looking statements in this document are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "continue", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could", or "should" occur. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management, are inherently subject to significant business, economic, and competitive uncertainties, and contingencies. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. The Company disclaims any obligation or intention to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

## CURRENT CORPORATE HIGHLIGHTS

On January 25, 2024, Viva announced its plans to commence reverse circulation drilling operations at its Tonopah Gold Project (“Tonopah”) by mid-February 2024. All drilling contracts are signed, and the Company has been granted approval by the US Bureau of Land Management for its Work Plan #42, allowing up to 23 new drill locations. The focus of this program is to further delineate the new, near-surface, high-grade (>1.0 gram per tonne) gold zones discovered in our 2022/23 drill programs.

On December 21, 2023, the Company announced that it had completed its non-brokered private placement of 11,663,061 Units at a price of \$0.12 per Unit for gross proceeds of \$1,399,567. Each unit consisted of one common share and one whole common share purchase warrant. Each whole warrant is exercisable to acquire one common share of the Company at an exercise price of \$0.18 per share until December 20, 2026.

On December 11, 2023, the Company announces that it had appointed Adrian Goldstone to the Board of Directors. Mr. Goldstone has over 35 years of experience in the mining industry. From 2006 – 2014 Mr. Goldstone was Vice President of Dundee Precious Metals and was responsible for Sustainable Business Development, Environmental Management, Corporate Social responsibility and Executive project Management.

### 2023 RC Program Highlights

- TG2318 intercepted 55 meters (“m”) at 1.0 grams per tonnes gold (“gpt Au”) starting at 38m, including 14m at 1.6 gpt Au and 4.6m at 4.2 gpt Au. TG2318 was drilled perpendicular, in a near westerly direction, from the collar of drillhole TG2211, which intercepted 57.9m at 5.0 g/t Au from 40m (see January 2023 release), demonstrating the potential width of this shallow, high-grade zone of gold mineralization. This zone remains largely open in the western dimension where the next hole on the south side of the main deposit is over 180 meters to the west.
- TG2311 intercepted three zones of shallow, high-grade gold mineralization starting at 24 meters with a cumulative total of 59m at 1.9 gpt Au. The zones included 9m at 2.4 gpt Au; 9m at 3.0 gpt Au; and 41m at 1.5 gpt Au. TG2311 was drilled as an infill hole in a 50-to-100m waste gap in the original Discovery Zone structure.
- TG2310 intercepted four zones of gold mineralization starting at 72m with a cumulative total of 48m at 1.9 g/t Au, including 23m at 3.5 gpt Au. TG2310 tested the northern extent of the same structural splay where TG2211 intercepted 57.9m at 5.0 g/t Au from 40m.
- TG2309 intercepted 46 meters at 1.2 gpt Au in three zones starting at 58m. TG2309 tested the northern extent of a same structural splay where TG2209 intercepted 86.9 meters at 1.3 gpt Au starting at 87m depth (see January 2023 release).

Better definition of deposit boundaries was gained in the following drill holes:

- TG2308 tested a poorly drilled zone to the west of the TG2209 structural splay resulting in several low-grade intercepts and one vein of 1.5m at 4.2 gpt Au.
- TG2316 & TG2317 confirmed the southern limit of the TG2211 structural splay. Approximately 100 meters of strike length containing near-surface high-grade gold mineralization was added to this zone as a result of the 2022 and 2023 drilling programs.

- TG2315 tested the southern limits of the TG2209 structural splay with one 4.6m intersection grading 2.5 gpt Au starting at 85m, indicating the possible southern limit of that structural splay.
- TG2314 tested the southern extent of a north-south structural splay in the west end of the main pit and intersected only a narrow low-grade interval, indicating the potential southern limit to mineralization in that area.

Drill Results 2023 Reverse Circulation Drilling Program									
Hole	Azimuth	Dip	From	To	Length	Gold Grade	Silver Grade	Rock Type	Comment
			Meter	Meter	Meter	Gram/Tonne	Gram/Tonne		
<b>TG2318</b>	<b>250</b>	<b>-75</b>			<b>110</b>				
			<b>38</b>	<b>93</b>	<b>54.9</b>	<b>1.0</b>	<b>6.1</b>	Tvl/Opa	Drilled perpendicular from TG2211 collar provide width of splay
		<i>including</i>	44	58	<b>13.7</b>	<b>1.6</b>	<b>12.4</b>	Tvl/Opa	
		<i>including</i>	58	62	<b>4.6</b>	<b>4.2</b>	<b>8.1</b>	Opa	
<b>TG2311</b>	<b>90</b>	<b>-75</b>			<b>122</b>				
			<b>24</b>	<b>34</b>	<b>9.1</b>	<b>2.4</b>	<b>7.2</b>	Tvl/Opa	Infill in Discovery Zone 50-100M gap carried as waste in 2022 resource model
		<i>including</i>	26	27	<b>1.5</b>	<b>9.5</b>	<b>1.5</b>	Tvl/Opa	
			<b>49</b>	<b>58</b>	<b>9.1</b>	<b>3.0</b>	<b>4.2</b>	Opa	
		<i>including</i>	49	50	<b>1.5</b>	<b>15.7</b>	<b>12.4</b>	Opa	
		<i>including</i>	<b>70</b>	<b>111</b>	<b>41.1</b>	<b>1.5</b>	<b>3.1</b>	Opa	
			107	110	<b>3.0</b>	<b>10.4</b>	<b>4.0</b>	Opa	
<b>TG2310</b>	<b>210</b>	<b>-70</b>			<b>198</b>				
			<b>72</b>	<b>94</b>	<b>22.9</b>	<b>3.5</b>	<b>3.6</b>	Tvl	Infill hole on north central pit zone carried as waste in 2022 resource model
		<i>including</i>	73	75	<b>1.5</b>	<b>6.9</b>	<b>3.9</b>	Tvl	
		<i>including</i>	78	84	<b>6.1</b>	<b>6.8</b>	<b>6.4</b>	Tvl	
			<b>98</b>	<b>113</b>	<b>15.2</b>	<b>0.5</b>	<b>0.6</b>	Tvl	
			<b>117</b>	<b>126</b>	<b>9.1</b>	<b>0.7</b>	<b>1.7</b>	Tvl	
			<b>133</b>	<b>134</b>	<b>1.5</b>	<b>1.0</b>	<b>2.1</b>	Tvl	
<b>TG2309</b>	<b>190</b>	<b>-70</b>			<b>198</b>				
			<b>58</b>	<b>62</b>	<b>4.6</b>	<b>0.7</b>	<b>8.1</b>	Tvl	Step-out on North Extension TG 2209 splay
			<b>94</b>	<b>122</b>	<b>27.4</b>	<b>1.6</b>	<b>3.1</b>	Tvl	
		<i>including</i>	94	98	<b>3.0</b>	<b>10.7</b>	<b>9.5</b>	Tvl	
			<b>146</b>	<b>160</b>	<b>13.7</b>	<b>0.7</b>	<b>1.5</b>	Tvl	
<b>TG2308</b>	<b>0</b>	<b>-90</b>			<b>152</b>				
			<b>114</b>	<b>117</b>	<b>3.0</b>	<b>0.4</b>	<b>1.1</b>	Tvl	Infill West of TG 2209 splay in zone carried as waste in model
			<b>133</b>	<b>136</b>	<b>3.0</b>	<b>0.3</b>	<b>2.5</b>	Opa	
			<b>146</b>	<b>148</b>	<b>1.5</b>	<b>4.2</b>	<b>3.3</b>	Opa	
<b>TG2312</b>	<b>350</b>	<b>-80</b>			<b>250</b>				
			<b>104</b>	<b>107</b>	<b>3.0</b>	<b>0.7</b>	<b>3.5</b>	Tvl	North Step-Out West Main Pit Waste Conversion
			<b>146</b>	<b>155</b>	<b>9.1</b>	<b>0.3</b>	<b>2.4</b>	Tvl	
			<b>169</b>	<b>172</b>	<b>3.0</b>	<b>0.3</b>	<b>3.0</b>	Tvl	
			<b>183</b>	<b>186</b>	<b>3.0</b>	<b>0.4</b>	<b>3.1</b>	Tvl/Opa	
<b>TG2313</b>	<b>0</b>	<b>-90</b>			<b>171</b>				
			<b>116</b>	<b>117</b>	<b>1.5</b>	<b>0.4</b>	<b>1.4</b>		North Step-Out West Main Pit
<b>TG2314</b>	<b>0</b>	<b>-90</b>			<b>201</b>				
			<b>149</b>	<b>152</b>	<b>3.0</b>	<b>0.3</b>	<b>3.5</b>	Tvl/Opa	Test South extension west end main pit
<b>TG2315</b>	<b>140</b>	<b>-75</b>			<b>91</b>				
			<b>47</b>	<b>49</b>	<b>1.5</b>	<b>0.3</b>	<b>6.5</b>		Test SE extent of TG2209 structural splay
			<b>85</b>	<b>90</b>	<b>4.6</b>	<b>2.6</b>	<b>3.9</b>		

Drill Results 2023 Reverse Circulation Drilling Program									
Hole	Azimuth Dip		From	To	Length	Gold Grade	Silver Grade	Rock Type	Comment
			Meter	Meter	Meter	Gram/Tonne	Gram/Tonne		
TG2316	210	-75			114				
			87	90	3.0	0.3	5.3	Opa	Step-Out south west end TG2211 structural splay
TG2317	170	-75			91				
			62	67	5	0.3	2.4	Opa	Step-out south-east end TG2211 structural splay
<i>Announced June 6, 2023</i>									
TG2307	55	-60			152				
			79	90	10.7	0.5	2.7	Tvl & Opa	47m Offset TG2209 East Main Pit
			93	143	50.3	0.9	3.6	Tvl & Opa	
		<i>including</i>	116	119	3.0	2.8	5.1	Opa	
		<i>including</i>	125	130	4.6	3.2	3.8	Opa	
		<i>including</i>	140	143	3.0	3.1	3.6	Opa	
			149	151	1.5	1.1	2.0	Opa	
TG2306	0	-90			117				
			35	38	3.0	0.5	16.4	Opa	47m Offset TG2209
			59	70	10.7	0.5	6.8	Opa	East Main Pit
TG2305	0	-90			122				
			35	37	1.5	0.4	1.5	Opa	North Step-Out Infill East Main Pit
			47	52	4.6	0.3	2.5	Opa	
			88	90	1.5	0.4	1.4	Opa	
			107	108	1.5	0.8	1.5	Opa	
TG2304	340	-75			140				
			52	58	6.1	0.8	3.8	Opa	Infill South-East
			122	123	1.5	0.8	3.2	Opa	East Main Pit
			139	140	1.5	0.3	4.0	Opa	
TG2303	120	-80			53.0				
						NSS	NSS		Hole lost @ 53m 40m offset TG2211
TG2302	340	-75			125				
			44	59	15.2	0.5	3.1	Tvl/Opa	40 meter step-out south from TG2211
			72	105	33.5	1.4	4.0	Opa	East Main Pit
		<i>including</i>	85	94	9.1	3.9	5.9	Opa	
TG2301	60	-60			165.0				
			110	116	6.1	0.8	2.2	Tvl/Opa Contact	North side TG2211 Trend East Main Pit

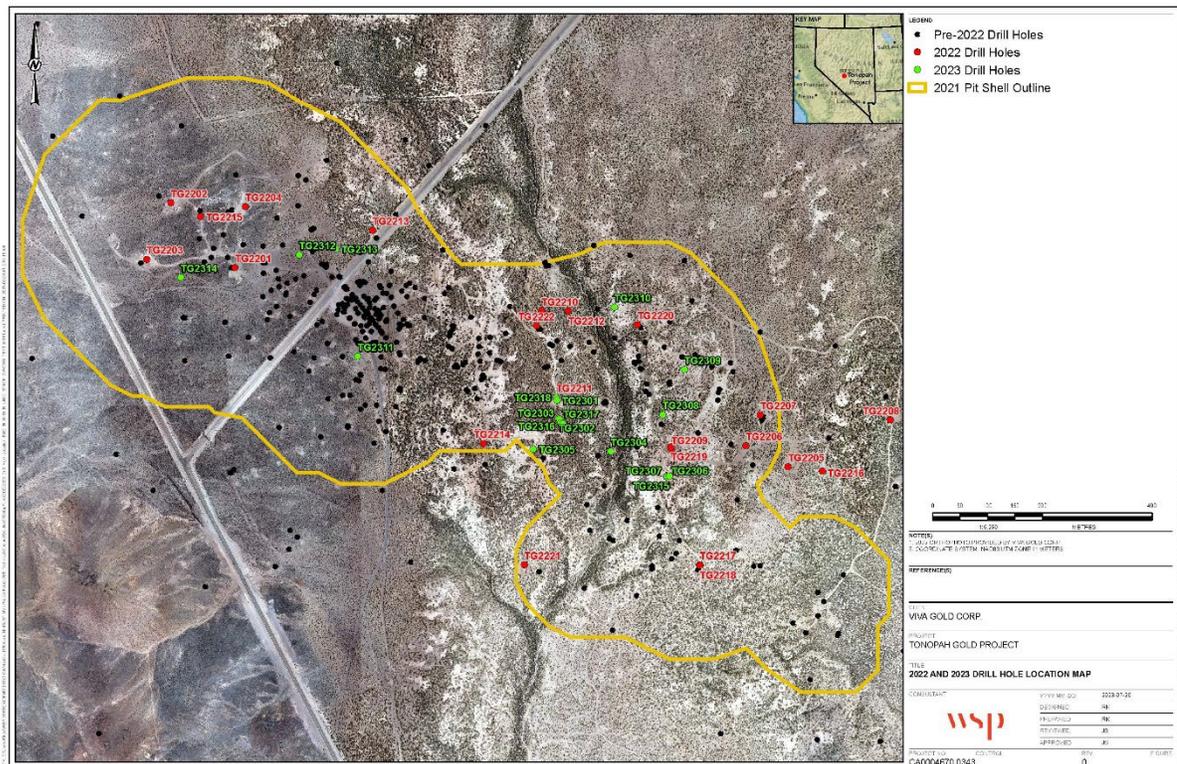
Tvu = Upper Tertiary Volcanic

Tvl = Lower Tertiary Volcanic

Opa = Ordovician Palmetto Argillite

NSS = No significant sample

Cutoff Grade: 0.25 Au Eq g/t



On June 6, the Company provided initial assay results from the first seven holes of its 2023 reverse circulation (“RC”) drilling program at its 100%-owned Tonopah gold project (“Tonopah”).

On May 18, 2023, the Company announced that it has retained WSP Canada Inc. (“WSP”) of Calgary, Alberta in association with Kappes Cassidy Associates (“KCA”) of Reno, Nevada to initiate an updated NI43-101 resource estimate and Preliminary Economic Assessment (“PEA”) for its Tonopah Gold Project. The updated study will include results from the Company’s 2023 and 2022 drilling programs, as well as new information from metallurgical testing program and baseline environmental and technical study.

On April 6, 2023, the Company announced that it has commenced work on a 3,000-meter 21-hole work plan on its Tonopah Gold Project. The focus of this program is to follow up on the drill results from the 2022 RC drilling program and to perform both infill and step-out drilling in our current resource area with the goal of increasing the contained gold mineral resource at Tonopah. The program is also expected to upgrade existing inferred mineral resource to measured and indicated category and to partially convert undrilled waste material in the resource pit area into gold mineralization.

On March 24, 2023, the Company completed a brokered private placement of 14,925,731 units (“Unit”) for proceeds of \$2,089,602. Each Unit consists of one common share and one purchase warrant. Each warrant is exercisable to acquire one common share at a price of \$0.23 per share until March 24, 2026. In connection with the private placement, the Company paid the agents (“Agents”) involved in the brokering of the deal, a cash commission. Total cash financing cost incurred in conjunction of the private placement amounted to \$57,680. In addition to cash commission, the Agents also received a total of 135,590 finders warrants, whereas each warrant is exercisable to acquire one common share at a price of \$0.14 per warrant until March 24, 2026.

On January 17, 2023, the Company provided final assay results from its 16-hole 2,457-meter drilling program and provided an update on the status of work programs at the project. 2022 reverse circulation drill program highlights are:

- **TG2221** intercepted **1.5 meters (“m”) at 3.0 grams per tonne gold (“g/t Au”)** in a zone of lower grade at a depth of 155 m as a step-out to the west of the south pits and south of the main pit area, indicating the potential presence of a new high-grade zone and extension to the south pit trend.
- **TG2219** intercepted **18.3 m grading 4.1 g/t Au** starting at a depth of 73 m.
- **TG2218**, encountered **1.5 m at 9.2 g/t Au** at 30 m depth.
- **TG2217; 5.0 g/t Au over 18.2 m, including 4.6 m at 14.7 g/t Au** starting at 76 m depth.
- **TG2214** hit a zone of **4.6 m averaging 21.4 g/t Au** starting at a depth of 111 m.
- **TG2212** intercepted **21.3 m at 0.5 g/t Au**, including **7.6 m at 1.3 g/t Au**.
- **TG2211** intercepted a zone of **57.9 m at 5.0 g/t Au from 40 meters depth**, including **11m at 24.0 g/t Au** which included **3 m at 53.6 g/t Au**.
- **TG 2010** intercepted three zones totaling **38 m at 0.8 g/t Au** starting at 18m depth.
- **TG2209; 86.9 m at 1.3 g/t Au** starting at 87m depth, including **3.0 m at 13.5 g/t Au, and 1.5 m at 9.2 g/t Au**.

## TONOPAH PROJECT

The Tonopah gold project (Tonopah Project), located near the town of Tonopah in Western Nevada, consists of 508 unpatented mineral claims, 184 of which are subject to a 2% Net Smelter Royalty (“NSR”), with the option to acquire 1% of the 2% NSR for US\$1.0 million. The property position totals 508 unpatented lode mining claims totalling approximately 10,500 acres of land.

The Tonopah Project contains a near-surface low-sulfidation epithermal gold system which includes near vertical quartz-adularia-gold veins hosted by the Palmetto Formation argillite (Opa) and the overlying Tertiary rhyolitic volcanics (Tv) all contained within a low-angle zone of mineralization which includes and often parallels an erosion surface unconformity at the top of the Opa. It is interpreted that ascending fluids entered the contact zone depositing precious metals in a favorable chemical and textural horizon in the base of the tertiary volcanics and in the top of the Opa, as well as in veins and breccia’s along structures and structural junctions.

Mineralization has been identified in an east-south-east trending zone of over three kilometers in length associated with an extensional/compressional break in the regional Rye Patch fault system and along the limbs of the Rye Patch Fault itself. Alteration and mineralization at the Tonopah Project are typical of low-sulfidation, volcanic-hosted epithermal gold deposits found elsewhere in Nevada and around the world. The deposit type is characterized by overall low original sulfide content, and quartz-adularia and clay-sericite alteration assemblages, among others. Higher grade gold mineralization appears to project along some of the veins/related structures in the Opa and Tv. Visible gold is commonly observed in and along the edges of veins, is frequently associated with hematite, and occurs locally in coarse form. Dendritic gold has been observed in core. Gold contained in the overall system is predominantly micron-sized in nature and is not visible to the naked eye.

The Tonopah Project is well situated and can be easily accessed by paved road 20 miles from the town of Tonopah, Nevada. Both water and power are available near the site. Water may be purchased commercially from Tonopah Public Utility, whose pipeline crosses the Company’s claims, or water rights can be leased or acquired. A 15 KV Nevada Energy powerline, which can be upgraded to 25KV, also crosses the property.

Tonopah is located within four hours' drive of Las Vegas, Nevada and is close to Round Mountain, Nevada, where equipment supply depots, machine shops and skilled labor can be found.

In early 2023, the Company retained WSP to update and audit the geologic model for the Tonopah project including adding all 2022 drilling data to the existing Leapfrog GEO™ Project geological model. Drill hole data for approximately 581 drillholes in the immediate project area were subject to validation checks to evaluate common drill hole data errors including, but not limited to, data gaps and omission, overlapping lithology or sample intervals, miscorrelated units, unit conversion checks, and other indicators of data corruption including transcription and keying errors. The updated database and Leapfrog Model resulting from this work is being utilized in preparing the previously announced PEA study due October 2023.

Baseline environmental and technical studies for Tonopah are now well advanced. Wildlife and plant studies were completed and submitted to the BLM for review and have been accepted. Quarterly baseline water sampling and analysis have been consistently performed at the project over the last three years. Four quarters of baseline study have now been completed on water samples from natural seeps and springs within a 10-mile radius of the project. In December 2022, a seven-day aquifer pump test was completed to test hydraulic flow rates in the valley floor alluvial formation over the deposit. Geochemical studies of potential ore and waste materials are now substantially complete, pending completion of a final report.

### **Technical Report and Resource Estimate**

On February 25, 2022, the Company filed a report titled "NI43-101 Technical Report on Mineral Resources, Tonopah Project" (Technical Report) with an effective date of January 1, 2022, and a report date of February 25, 2022, on SEDAR for the Tonopah Project. The report was completed by Gustavson Associates, a subsidiary of WSP, of Lakewood Colorado. The results of the Technical Report, previously announced on January 25, 2022, increased the measured indicated resource by 21% and provides strong justification for ongoing work at Tonopah, located on the world class mining friendly Walker Lane gold trend of western Nevada.

The updated pit-constrained mineral resource estimate announced on January 25, 2022, for the Tonopah Project follows:

	<b>Tonnes (x1,000)</b>	<b>Gold Grade Grams/Tonne</b>	<b>Contained Ounces</b>
Measured	4,764	0.830	127,000
Indicated	11,440	0.727	267,000
Measured and Indicated	16,204	0.756	394,000
Inferred	7,352	0.872	206,000

*Donald E. Hulse, P.E., SME-RM, Senior Mining Consultant for WSP USA of Lakewood, Colorado, is the independent Qualified Person responsible for the preparation of the resource estimate. Resources are not reserves, and do not include modifying factors which need to be considered to determine whether they are economically viable.*

Mineral resources are tabulated at a cutoff grade of 0.15 g/t gold for argillite and 0.20 g/t for volcanic hosted mineralization, which constitutes a reasonable prospect for eventual economic extraction based on a comparison with similar gold deposits in Nevada and constrained within a US\$1,650 gold price pit shell using a 45-degree average pit slope in all rock types and a 35-degree pit slope for overburden gravels.

Following is a sensitivity table showing the impact of changing cutoff grade on resource by category:

Classification	Cutoff Grade	Tonnes	Gold Grade	Contained
	Grams/Tonne	(x 1,000)	Grams/Tonne	Ounces
<b>Measured</b>	1.00	951	2.214	67,700
	0.70	1,608	1.645	85,000
	0.40	3,194	1.082	111,000
	0.20	4,764	0.83	127,000
	0.15	4,895	0.813	128,000
<b>Indicated</b>	1.00	2,157	1.521	105,000
	0.70	4,339	1.171	163,000
	0.40	8,773	0.853	241,000
	0.20	11,397	0.729	267,000
	0.15	11,655	0.717	269,000
<b>Inferred</b>	1.00	2,483	1.461	117,000
	0.70	3,929	1.235	156,000
	0.40	6,034	0.995	193,000
	0.20	7,322	0.875	206,000
	0.15	7,479	0.86	207,000

With additional drilling in 2020, it became apparent that the mineral continuity at Tonopah is controlled by multiple factors, which are different in the Tv than in the underlying Opa. The Opa exhibits local north-north-west continuity, along a regional east-south-east trend, while mineralization in the lower volcanics exhibit the dominant east-south-east trend with limited expression on the north-north-west trend. Previously, all mineralization had been modelled along the north-north-west trend. Based on drill results, it can also be observed that the primary mineralized trend follows the Opa/Tv contact in a zone ranging between 30- and 60-meters width. A zone of +/- 10 meters around the Opa/Tv contact was treated as a separate domain in the model. These modifications to the mineral trends and the addition of lithologic domains developed clean variography and resulted in a well-supported resource model.

Step-out holes were drilled in 2021 to test these observations and were highly successful in intercepting high-grade mineralization. These holes contributed to an increase in inferred mineralization and helped to extend the pit shell to the east-south-east along the principal (110 azimuth) trend of the deposit. The pit also extended to the west along trend based on new drill intercepts from the 2020 drill program. The new model also developed a small pit in the Midway Hills area of the project, located approximately 1.0 kilometers west from the main pit on trend, indicating that the revised geologic model appears to be doing a better job of correlating and connecting existing assay intercepts in that area. In addition, the new model also indicates the possibility of two additional parallel trends to the south of this main zone. The previously modelled south zone currently develops three small interconnected pit bottoms along the east-south-east trend and the third most southerly zone is potentially identified by three drillholes.

Gustavson recommended work plan, including completion of ongoing drilling, metallurgical, environmental baseline study, and Pre-Feasibility Study.

- A proposed drilling program is recommended to be performed in two programs each of approximately 2,500 meters of reverse circulation drilling. The focus of the exploration will be the eastern and western extension of the Main zone, the southern extent of the Dauntless zone and the western extent of the South Pit trend.
- Metallurgical test work should be completed with the objective of providing information for cost and recovery assumptions to be incorporated into future studies, as well as to refine process design criteria.
- A part of the specific work plan includes long-lead baseline work for environmental monitoring, and biological studies, in support of the development efforts.
- Complete a Pre-Feasibility Study (PFS) with the intention to clarify the economic potential of the project and to potentially declare Mineral Reserves, while also developing a plan of operations for use in permitting efforts.

Of the work plan recommended, all but the completion of the Pre-Feasibility Study has been completed. The PFS work is ongoing.

The technical report incorporates by reference the 12 June 2020 NI43-101 Technical Report Preliminary Economic Assessment (PEA) for the Tonopah Project. Please note that a PEA is preliminary in nature and includes inferred mineral resources that are considered too speculative geologically to have the economic consideration applied to them that would enable them to be categorized as mineral reserves, and that there is no certainty that the preliminary economic assessment will be realized.

PEA economic results estimated at a gold price of US\$1,400 per ounce are shown in both pre- and post-tax U.S. Dollars as highlighted below.

<b>PEA Conceptual Economic Results</b>	
<b>(USD million)</b>	<b>Base Case</b>
<b>Gold Price</b>	<b>\$1,400</b>
<b><u>Pre-Tax Economics</u></b>	
IRR	25%
Cash Flow (Undiscounted)	\$69.7
NPV 5% Discount Rate	\$43.6
NPV 10% Discount Rate	\$25.9
Payback (Years)	2.9
<b><u>After Tax Results</u> <sup>(1)</sup></b>	
IRR	22%
Cash Flow (Undiscounted)	\$60.1
NPV 5% Discount Rate	\$36.3
NPV 10% Discount Rate	\$20.3

(1) Includes Nevada State Net Proceeds Tax and 21% US Federal Tax

<b>Price Sensitivity Table</b>					
<b>Base Case - Pre-Tax (US\$MM)</b>					
<b>Gold Price</b>	<b>IRR%</b>	<b>Undiscounted Cash Flow</b>	<b>NPV 5%</b>	<b>NPV 10%</b>	<b>Payback</b>
\$1,100	1%	\$2.6	(\$8.7)	(\$15.6)	n/a
\$1,200	9%	\$25.0	\$8.7	(\$1.7)	5.1
\$1,300	17%	\$47.3	\$26.1	\$12.1	4.1
<b>\$1,400</b>	<b>25%</b>	<b>\$69.7</b>	<b>\$43.6</b>	<b>\$25.9</b>	<b>2.9</b>
\$1,500	32%	\$92.1	\$61.1	\$39.8	2.5
\$1,600	39%	\$114.4	\$78.5	\$53.6	2.2
\$1,700	47%	\$136.8	\$96.0	\$67.4	2.0

Pit shells were designed using a 45-degree slope angle in rock and 35 degrees in gravels. Gold recovery was based on column leach test results of 83% for gold mineralization in argillite material and 58% for gold mineralization in Tertiary volcanic material, averaging around 71.8% of gold recovered with the mix of materials in the Base Case pit. Haulage ramps are 30 meters wide and have a maximum gradient of 10%. Processing rates are based on a daily crushing rate of approximately 6,800 tonnes per day utilizing three stage crushing.

Capital and operating costs were based on available vendor quotes, information available from nearby operations, and estimates by Gustavson Associates. Capital costs include the cost to relocate public roads and include \$1.0 million to exercise the purchase option to acquire 1.0% of the outstanding 2% Net Smelter Royalty on the project. Purchase of mobile equipment using conventional five-year capitalized lease purchase agreements and self-mining is assumed using 100-ton truck units. A 10% contingency factor was applied to operating cost estimates and a 20% contingency factor was applied to estimated capital components.

<b>Tonopah Project PEA Project Details</b>	
<b>(USD million)</b>	<b>Base Case</b>
<b>Gold Price</b>	<b>\$1,400</b>
Gold Ounces Sold	226,000
Initial Capital <sup>(1)</sup>	\$58
Sustaining Capital <sup>(2)</sup>	\$16
Avg. Cash Cost of Production	\$754
All In Sustaining Cost (AISC)	\$1,075
Project Life (Years)	6
Total Process Tonnes (M)	12.5
Average Grade (grams/Tonne)	0.78
Total Waste Tonnes (M)	57.8
Strip Ratio	4.6
Personnel Employed	137
<b><u>Average Operating Costs</u></b>	
Mining Costs (\$/T Mined)	\$1.28
Process Costs (\$/T Crushed)	\$4.52
Gen & Admin Cost (\$/T Crushed)	\$0.66
Offsite marketing and refining cost <sup>(3)</sup> (\$/oz)	\$1.50

(1) \$1.0 million is included in capital cost to exercise Viva's Option to acquire 1% of the 2% NSR on the project

(2) Includes capital lease purchase of mobile equipment

(3) Net of silver credits

### **Project Strategy**

Tonopah project PEA economics justify continued investment in project development. Viva's forward-looking goals for the Tonopah project include:

- continue to develop the gold resource base of the Tonopah gold project through both infill and step-out drilling;
- de-risk the project through continued technical study; and
- initiate and complete pre-feasibility/feasibility study and permitting activities required to make a production decision.

The Tonopah gold project is unique in that some of the highest-grade gold resources are near surface and can be accessed in an initial starter-pit. This will drive early project cash flow and is likely to accelerate project capital payback. We believe that the project also contains significant exploration potential, although this is complicated as the site is covered by valley floor gravels. This cover makes it difficult to clearly define geologic

structure and increases the cost of exploration. To manage this cost while increasing the odds of exploration success, our plan is to initiate production based on the known gold resource plus any additions that can be added through the project permitting phase. Once in production exploration drilling would continue using cash flow generated from production with the benefit of geologic knowledge gained from mining in the mineral system. This plan has the potential to reduce both exploration cost and equity dilution.

### **Metallurgy**

Historic metallurgical testwork has been completed at Tonopah by predecessor companies including shake flask tests, bottle roll leaching, gravity recovery and flotation testwork. Viva has added to the database by completing bottle roll, column leach, and carbon-in-leach (CIL) testwork. These test all demonstrate positive gold recovery through both cyanide gold leach, gold flotation and gravity gold recovery. In addition, other work has included the completion of bulk density, work index, and compact permeability testwork for leach pad stability analysis. A substantial body of metallurgical testwork exists to support gold recovery at Tonopah.

Sixty-day column leach tests for gold recovery were completed in July 2019, using bulk samples, segregated by major rock type, created by compositing drill-hole samples collected from the Company's 2018-2019 drilling programs. Samples were sized to 80% minus 10 mesh and agglomerated using cement. Estimated blended gold recovery utilizing a three-stage crusher product is 71% with a range on individual columns of 60% to 83%.

On October 24, 2022, Viva announced the results of an initial metallurgical optimization program for Tonopah. The work is reported in a study titled "Tonopah Gold Project, Pulp Agglomeration, Report on Metallurgical Testwork", dated October 2022, prepared by Kappes, Cassiday & Associates ("KCA"), Reno, Nevada.

- Pulp agglomeration/heap leach testing produced a calculated gold leach recovery of over 91% for high-grade (+ 1.0 gpt gold) composite samples; the 91% indicated recovery is significantly higher than the 71% average gold recovery estimate utilized in the 2022 PEA Technical Report.
- The high grade (+ 1.0 gpt gold) mineralization at Tonopah contains approximately 50% of all gold ounces in approximately 20% of disclosed resource tonnes. This higher-grade material is in large zones within the deposit and is believed to be amenable to selective mining. These resource dynamics combined with initial test results demonstrate the potential for substantially increased average gold recovery at Tonopah and justifies additional testwork.
- Gold recoveries on the low-grade (<1.0 gpt gold) composite sample was 68%; this recovery estimate compares well to the overall 71% heap leach recovery for the composited high- and low-grade recoveries utilized in the 2022 PEA Technical Report.

Phase 2 pulp agglomeration testwork, completed in 2023, confirms prior gold recovery results, but this work also demonstrated high cement consumption required in pulp agglomeration, which may make the pulp-agglomeration process uneconomic for Tonopah. These result point instead to an alternative case, where crushed low-grade gold mineralization would go to heap leach for gold recovery and high-grade gold mineralization would be processed for a longer period in a small CIL circuit to achieve 91-94% gold recovery. Tailings from this circuit would be dewatered and dry stacked on a portion of the leach pad to eliminate the need for a tailings dam. This work indicated the potential that revenue from higher gold recovery in the CIL circuit will offset both capital and operating costs for that circuit. This alternative process route will be considered in updated PEA study.

## **RESULTS OF OPERATIONS**

### **For the year ended October 31, 2023, as compared to the year ended October 31, 2022**

For the year ended October 31, 2023, the Company incurred a loss of \$3,769,518 (2022 - \$3,833,242). The Company's loss per share was \$0.04 (2022 - \$0.05). The decrease in the loss of \$63,724 was primarily due to decreased exploration expenditure, offset by increase in share-based payments and investor related costs. In the year ended October 31, 2023, exploration costs were \$2,789,592 compared to the year ended October 31, 2022, costs of \$3,149,695. In both the current year and the comparative year, the exploration costs incurred are primarily related to current drilling programs, preparation of the technical reports and metallurgical test work on the Tonopah project. During the current year, the Company's expenditure reduced by \$420,434 on the drilling program, reduced by \$192,676 on the metallurgical testworks, and increased by \$244,595 on the samples when compared to the comparative year. In addition, the Company incurred higher investor relations costs of \$273,862 in the current year compared to \$179,351 in the comparative year, the increase is a result of increased spending on conferences and promotion during the current year when compared to the comparative year. Share based payments costs for the year ended October 31, 2023, of \$347,914 (2022 - \$118,530) also increased due to additional stock options grant.

The following is a summary of exploration expenditures incurred by the Company on the Tonopah Project:

	<b>For the year ended October 31, 2023</b>	For the year ended October 31, 2022
	<b>\$</b>	<b>\$</b>
Bond premium	<b>4,645</b>	4,838
Claim fees	<b>190,043</b>	117,572
Consulting	<b>213,551</b>	188,385
Drilling	<b>1,199,185</b>	1,619,619
Environmental	<b>89,382</b>	178,998
Field work	<b>31,188</b>	30,897
Metallurgical testwork	<b>134,294</b>	326,970
Monitoring and evaluation	<b>6,253</b>	4,799
Permits	<b>1,038</b>	1,429
Salaries	<b>80,924</b>	102,989
Samples	<b>347,635</b>	103,040
Supplies	<b>53,745</b>	28,267
Surveys	<b>-</b>	57,544
Technical reports	<b>364,327</b>	314,422
Travel	<b>73,382</b>	69,926
	<b>2,789,592</b>	3,149,695

### **For the three months ended October 31, 2023, as compared to the three months ended October 31, 2022**

For the three months ended October 31, 2023, the Company incurred a loss of \$798,969 (2022 - \$1,356,266). The Company's loss per share was \$0.01 (2022 - \$0.01). The decrease in the loss of \$557,297 was primarily due to the decrease in exploration cost of \$640,071 offset by the increase in investor relations costs of

\$51,775. In the current period, the exploration costs incurred are primarily related to drilling programs, preparation of the technical reports and sampling on the Tonopah project. Share based payments increased from \$(12,943) in 2022 to \$23,780 in 2023 due to higher number of options being granted in the current period and reduced share-based payments reversal due to forfeitures.

### **SUMMARY OF QUARTERLY RESULTS**

The following table sets out selected unaudited quarterly financial information of the Company and is derived from consolidated financial statements prepared by management.

<b>Period</b>	<b>Revenues</b>	<b>Loss for the period</b>	<b>Basic and fully diluted loss per share</b>
		<b>\$</b>	<b>\$</b>
4th Quarter 2023	Nil	(798,969)	(0.01)
3rd Quarter 2023	Nil	(1,052,679)	(0.01)
2nd Quarter 2023	Nil	(622,948)	(0.01)
1st Quarter 2023	Nil	(1,294,922)	(0.02)
4th Quarter 2022	Nil	(1,356,266)	(0.02)
3rd Quarter 2022	Nil	(1,491,764)	(0.02)
2nd Quarter 2022	Nil	(348,617)	(0.01)
1st Quarter 2022	Nil	(636,595)	(0.01)

The Company's quarterly losses are expected to vary as a result of its exploration activity on the Tonopah Project.

### **SELECTED ANNUAL INFORMATION**

The following table sets out selected annual financial information of the Company and is derived from the Company's audited consolidated financial statements for the years ended October 31, 2023, 2022 and 2021.

	<b>2023</b>	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
Revenues	Nil	Nil	Nil
Loss for the year	(3,769,518)	(3,833,242)	(2,601,195)
Loss per share (basic and diluted)	(0.04)	(0.05)	(0.06)
Total assets	1,394,098	3,475,363	2,065,792
Total non-current financial	Nil	Nil	Nil
Dividends declared	Nil	Nil	Nil

The Company's annual losses are expected to vary as a result of its exploration activity on the Tonopah Project.

### **LIQUIDITY AND CAPITAL RESOURCES**

The Company's principal source of liquidity as at October 31, 2023, was cash and cash equivalents totaling \$222,650 (October 31, 2022 - \$2,131,651).

During the year ended October 31, 2023, the Company's cash used in operating activities amounted to \$3,963,665. The Company received gross proceeds from private placements in the year ended October 31, 2023, of \$2,089,602 and paid issuance cost of \$58,251. The Company also received proceeds from options exercised of \$17,813 during the year.

On July 7, 2023, the Company entered into a lease agreement with TOWERCO 2013 LLC ("Towerco") to lease approximately 10,000 hectares of Company's land in Tonopah to Towerco. As per the agreement the term of the lease will be five years with an option of renewal for further fifteen five-year terms. Towerco intends to construct telecommunication towers at the leased premises and intends to pay a total of US\$ 1,000 per month for the duration of the first year of the lease term and thereafter monthly rent will increase at a rate of 2% every year. The initial five-year lease term will start when Towerco begins commercial operation on the leased premises or the third anniversary of the lease agreement date, whichever comes first. As at October 31, 2023, Towerco had not commenced commercial operations and the Company has not earned any revenues from this lease agreement.

On December 21, 2023, The Company announced that it closed a private placement of \$1.4 million by issuing an aggregate of 11,663,061 units at a price of \$0.12 per unit. Each Unit consists of one common share in the capital of the Company and one whole non-transferable warrant. Each whole warrant is exercisable to acquire one share at an exercise price of \$0.18 per share until December 20, 2026.

With the exception of interest earned on cash holdings, the Company does not generate any income and relies upon current cash resources and future financings to fund its ongoing business and exploration activities. The Company will require further financing in its 2023 fiscal year to continue as a going concern. The Company will explore appropriate financing routes which may include: additional issuance of share capital; funding through project debt; convertible securities; or other financial instruments. The consolidated financial statements of the Company and this MD&A have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of business. Viva is an exploration stage company and as at October 31, 2023, had an accumulated deficit of \$17,779,580. Management of the Company does not expect that its current cash position will be sufficient to meet all of its operating requirements, financial commitments, and business development priorities during the next twelve months. Accordingly, the Company will need to obtain financing in the form of debt, equity, or a combination to continue to operate. There can be no assurance that additional funding will be available to the Company, or, if available, that this funding will be on acceptable terms. These conditions indicate the existence of material uncertainty that may give rise to significant doubt about Viva's ability to continue as a going concern.

### **OFF-BALANCE SHEET ARRANGEMENTS**

The Company has not entered into any material off-balance sheet arrangements such as guarantee contracts, contingent interests in assets transferred to unconsolidated entities, derivative instrument obligations, or with respect to any obligations under a variable interest entity arrangement.

### **RELATED PARTY TRANSACTIONS**

- a) The Company is party to a consulting service agreement, dated August 25, 2021, and subsequently amended, with Kalex LLC ("Kalex"), an entity owned by James Hesketh, the Company's president and CEO and a member of the board of directors of the Company. In August 2021, the monthly management fee payable under this agreement was reduced to US\$10,000 (Previously US\$12,500). During the year ended October 31, 2023, the Company incurred \$161,844 (2022 - \$205,984) in management fees/salaries. The Compensation of Mr. Hesketh is divided between management fees

in the statement of loss and as salaries within exploration expenditures. As at October 31, 2023, \$14,583 (October 31, 2022 - \$1,653), included in accounts payable and accrued liabilities, was balance due to Kalex.

- b) Avisar Everyday Solutions and Avisar Chartered Professional Accountants, firms where the CFO is a founder and principal, provided bookkeeping, treasury, taxation, and financial reporting services to the Company. During the year ended October 31, 2023, the Company incurred accounting fees of \$72,100 (2022 - \$72,950) to Avisar Everyday Solutions. As at October 31, 2023, \$6,615 (October 31, 2022 - \$12,180) included in accounts payable and accrued liabilities, was due to Avisar.
- c) During the year ended October 31, 2023, share based payments related to the incentive stock options granted to related parties amounted to \$285,258 (2022 - \$102,907).

## **CAPITAL MANAGEMENT**

The Company manages its common shares, stock options, and warrants as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages its capital structure and makes adjustments in light of operating results, changes in economic conditions, and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, warrants or options, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents.

In order to maximize ongoing development efforts, the Company does not pay out dividends. The Company's investment policy is to invest its short-term excess cash in highly liquid short-term interest-bearing investments with maturities 90 days or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations.

## **FINANCIAL INSTRUMENTS**

The Company's financial instruments as at October 31, 2023, consist of cash and cash equivalents, receivables, restricted cash, and its accounts payable and accrued liabilities. The fair value of these instruments approximates their carrying value. There were no off-balance sheet financial instruments.

Cash and cash equivalents consist solely of cash deposits with major banks in the United States and Canada.

The Company does not use derivative or hedging instruments to reduce its exposure to fluctuations in foreign currency exchange rates involving the US dollar.

## **OUTSTANDING SHARES**

As at the date of this MD&A, the Company had 118,384,183 common shares outstanding. The Company also has 6,712,500 incentive stock options outstanding, exercisable at a weighted average exercisable price of \$0.15 per share, and 44,078,094 share purchase warrants outstanding, exercisable at weighted average price of \$0.22 per share.

**MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCING REPORTING**

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the consolidated financial statements for the period ended October 31, 2023, and this accompanying MD&A (together, the "Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information, the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Filings on SEDAR at [www.sedar.com](http://www.sedar.com).

**Approval**

The Audit Committee of Viva has approved the disclosure contained in this MD&A.