

# **Eloro Resources Ltd.**

## **Management's Discussion and Analysis**

This Management's Discussion and Analysis ("MD&A") provides discussion and analysis of the financial condition and results of operations of Eloro Resources Ltd. (the "Company") for the year ended March 31, 2022 and should be read in conjunction with the unaudited interim consolidated financial statements and the accompanying notes.

The MD&A is the responsibility of management and is dated as of July 29, 2022.

All dollar amounts in the MD&A are stated in Canadian dollars unless otherwise indicated.

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com) and the Company's website at [www.elororesources.com](http://www.elororesources.com).

### **Forward-Looking Statements**

This MD&A may contain, without limitation, statements concerning possible or assumed future operations, performance or results preceded by, followed by or that include words such as "believes", "expects", "potential", "anticipates", "estimates", "intends", "plans" and words of similar connotation, which would constitute forward-looking statements. Forward-looking statements are not guarantees. The reader should not place undue reliance on forward-looking statements and information because they involve risks and uncertainties that may cause actual operations, performance or results to be materially different from those indicated in these forward-looking statements. The Company is under no obligation to update any forward-looking statements contained herein should material facts change due to new information, future events or other factors. These cautionary statements expressly qualify all forward-looking statements in this MD&A.

See page 11 for *Material assumptions and risk factors for forward-looking statements*.

### **The Company**

The Company is a Canadian-based exploration and development company with a silver-tin polymetallic property in Bolivia, a gold-silver property in Peru and base metal properties and royalties in the province of Quebec.

The Company is a reporting issuer in Ontario, Alberta and British Columbia and its common shares are listed for trading on Tier 2 of the TSX Venture Exchange ("TSXV") under the symbol ELO, on the OTCQX under the symbol ELRRF, and on the Frankfurt Stock Exchange under the symbol WKN 909833.

### **Overall Performance**

#### **Appointment of independent advisor**

On June 6, 2022, the Company appointed Peter Marrone, a shareholder of the Company, as an independent advisor to provide support and strategic advice to management on matters of project advancement and business development in relation to its Iska Iska project. Mr. Marrone is Executive Chairman of Yamana Gold Inc., which he founded in 2003 and which recently announced that it is to be acquired by Gold Fields Limited, a combination that creates a world-class, globally diversified company with regional relevance across premier, rules-based mining jurisdictions that is underpinned by low-cost, long-life mines. Mr. Marrone has a long track record of successful mining start-ups and investments with more than 35 years of mining, business and capital markets experience. Mr. Marrone also currently sits on the board of directors, and is one of the founders, of Aris Gold Corporation which holds one of the best portfolios of producing and development stage assets in Colombia. Mr. Marrone has also been the head of investment banking at a major Canadian investment bank and before that practised law in Toronto with a strong focus on corporate law, securities law and international transactions.

#### **Grant of stock options and restricted share units**

On January 19, 2022, the Company granted 2,350,000 restricted share units to officers and consultants which cannot be settled until December 31, 2025 and are subject to performance related milestones at Iska Iska.

On March 3, 2022, the Company granted 1,525,000 stock options to officers, directors and consultants, entitling the holder to purchase one common share for \$4.65 until March 3, 2027.

On May 30, 2022, the Company granted to a consultant 100,000 stock options entitling the holder to purchase one common share for \$3.42 until May 30, 2027.

On June 6, 2022, the Company granted to a consultant:

- a. 750,000 stock options entitling the holder to purchase one common share for \$3.68 until February 18, 2027; and
- b. 750,000 restricted share units with a redemption date of June 6, 2025 and vest in 3 annual instalments.

### Option payment advance

On July 29, 2020, the Company granted a 2% interest in its wholly-owned Bolivian subsidiary, Minera Tupiza S.R.L. (“Minera Tupiza”) to an officer of Minera Tupiza. The Company has an option to increase its interest in Minera Tupiza to 99% by purchasing a 1% interest from the officer for US\$3,000,000. At March 31, 2022, the Company has made installment payments of US\$200,000 on account of the option. On May 24, 2022, the Company made a further instalment payment of US\$300,000.

### Bought deal financing

On May 19, 2022, the Company completed a bought deal financing of 3,007,710 units of at a price of \$3.25 per unit for gross proceeds of \$9,775,057. Each unit consisted of one common share one-half of one warrant, with each of the 1,503,855 whole warrants entitling the holder to purchase one common share for \$4.75 until May 19, 2024. In connection with the financing, the Company paid a cash commission of \$586,503 (representing 6% of the gross proceeds of the financing), issued 180,462 compensation warrants (representing 6% of the number of units issued pursuant to the financing) entitling the holder to purchase one common share for \$3.25 until May 19, 2024.

### Technical report

The Company filed an updated National Instrument 43-101 (“NI 43-101”) Technical Report on Iska Iska completed by Micon International Limited (“Micon”), dated May 1, 2022, titled “*Technical Report on the Exploration and Diamond Drilling of the Iska Iska Polymetallic Project, Sud Chichas Province, Department of Potosi, Bolivia*” (see page 4).

### Iska Iska option payment

As at March 31, 2022, the Company had made installment payments aggregating US\$3,000,000, including a US\$2,700,000 payment made on October 1, 2021, towards the US\$10,000,000 option payment required to acquire a 99% interest in Iska Iska (see Iska Iska section below). On June 24, 2022, the Company made a further installment payment of US\$400,000.

### Status of use of proceeds for January 2021, March 2021 and May 2022 bought deal financings

The status of the use of proceeds outlined in the Company’s December 2020 prospectus (relating to the Company’s financing completed in January 2021) is as follows (as of July 19, 2022):

	Proposed		Actual	
	Metres	Cost \$	Metres	Cost \$
<b>Drilling</b>				
Santa Barbara/Huayra Kasa	6,000	1,920,000	10,000	3,660,000
Central Breccia	4,000	1,280,000		
<b>Other</b>				
Expenses of the offering		350,000		350,000
Geophysics (ground magnetics)		60,000		60,000
General office, operating expenses and other corporate purposes		990,000		990,000
Other properties in Peru (La Victoria)		125,000		87,000
Other properties in Bolivia		125,000		
Contingencies		265,000		265,000
	10,000	5,115,000	10,000	5,412,000

The status of the use of proceeds outlined in the Company's March 2021 prospectus is as follows (as of July 19, 2022):

	Proposed		Actual	
	Metres	Cost \$	Metres	Cost \$
<b>Drilling</b>				
Santa Barbara	6,000	1,950,000	28,189	8,800,000
Central Breccia	15,000	4,875,000	5,015	1,551,000
Porco (South)	16,000	5,200,000	9,508	2,941,000
Huayra Kasa (see note)	2,000	650,000	1,427	442,000
Other targets (see note)	3,000	975,000	860	266,000
Pache (see note)	3,000	975,000	–	–
	45,000	14,675,000	44,999	14,000,000
<b>Other</b>				
Infrastructure improvements		754,000		202,000
Geophysics		325,000		335,000
Resource estimate, metallurgical studies, mineralogical studies		468,000		320,000
Other		473,000		460,000
Payment of US\$2,500,000 pursuant to an option to acquire a 99% interest in Iska Iska for US\$10,000,000 (paid US\$3,100,000)		3,250,000		3,939,000
		5,270,000		5,256,000
<b>Total</b>		19,895,000		19,256,000

Note: The meterage originally allocated for Huayra Kasa/Other Targets and Pache will be reallocated for resource definition at Santa Barbara Breccia Pipe as the mineralized zone has been expanded significantly since the March 2021 Prospectus.

The status of the use of proceeds outlined in the Company's May 2022 prospectus is as follows (as of July 19, 2022):

	Proposed Cost \$	Actual Cost \$
<b>Drilling</b>		
Complete phase I work program under the Technical Report	5,000,000	–
Commence phase II work program under the Technical Report	1,490,047	–
<b>Other</b>		
Expenses of the offering	760,003	760,000
Payment of US\$1,000,000 pursuant to an option to acquire 99% interest in Iska Iska for US\$10,000,000	1,250,000	–
	8,500,003	760,000

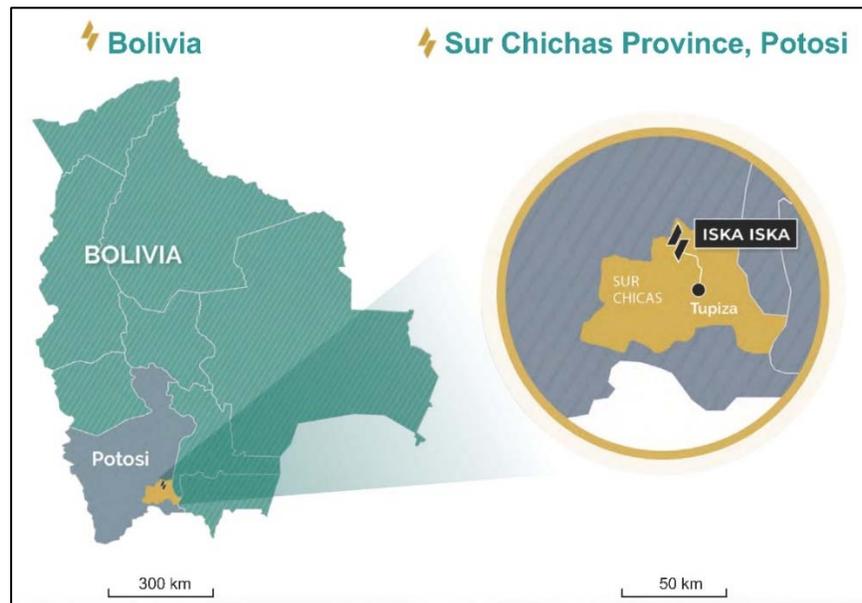
### **Iska Iska**

On January 6, 2020, the Company signed a Definitive Agreement, whereby its Bolivian subsidiary, Minera Tupiza was granted an option to acquire a 99% interest in Iska Iska, a silver-tin polymetallic property consisting of one mineral concession totaling 900 hectares ("ha") located in southern Bolivia. In order to acquire its interest in Iska Iska, the Company will conduct an exploration and development program in the 4 years ended January 6, 2024 and issue common shares and make an option payment, as follows:

	Common shares		Option payment
	Number	\$	US\$
February 5, 2020 (issued)	250,000	100,000	–
January 6, 2022 (issued)	250,000	–	–
January 6, 2024 (US\$3,400,000 paid)	–	–	10,000,000
	500,000	100,000	10,000,000

Iska Iska is located in the Sud Chichas Province of the Department of Potosi, southern Bolivia, approximately 48 kilometres (“km”) north of Tupiza city. The project is road accessible and royalty-free, wholly-controlled by the title holder, Empresa Minera Villegas S.R.L. and can be classified as a major silver-tin polymetallic porphyry-epithermal complex associated with a Miocene possibly collapsed/resurgent caldera, emplaced on Ordovician age rocks with major breccia pipes, dacitic domes and hydrothermal breccias. The caldera is 1.6km by 1.8km in dimension with a vertical extent of at least 1 km. Mineralization age is similar to Cerro Rico de Potosi and other major deposits such as San Vicente, Chorolque, Tasna and Tatasi located in the same geological trend.

**Figure 1: Location Map – Iska Iska Silver-Tin Polymetallic Property, Bolivia**



An updated NI 43-101 Technical Report on Iska Iska was completed by Micon, dated May 1, 2022, and is available on the Company’s website and under its filings on SEDAR. Following the completion of the NI 43-101 Technical Report, the next phase in the development is geared towards the preparation of a maiden NI 43-101 compliant mineral resource estimate. To ensure that the highest level of technical and commercial standards is upheld, the Company has retained Micon as Independent Engineer to review, on an on-going basis, all its exploration activities and data collection methods. Micon is also supervising the metallurgical test-work in progress.

The Company began underground diamond drilling from the Huayra Kasa underground workings at Iska Iska on September 13, 2020. On November 18, 2020, the Company announced the discovery of a significant breccia pipe with extensive silver polymetallic mineralization just east of the Huayra Kasa underground workings and a high-grade gold-bismuth zone in the underground workings. On November 24, 2020, the Company announced the discovery of the Santa Barbara Breccia Pipe (“SBBP”) approximately 150m southwest of the Huayra Kasa underground workings.

Subsequently, on January 26, 2021, the Company announced significant results from the first drilling at the SBBP including the discovery hole DHK-15 which returned 129.60 g Ag eq/t over 257.5m (29.53g Ag/t, 0.078g Au/t, 1.45%Zn, 0.59%Pb, 0.080%Cu, 0.056%Sn, 0.0022%In and 0.0064% Bi from 0.0m to 257.5m. Subsequent drilling has confirmed significant values of Ag-Sn polymetallic mineralization in the SBBP and the adjacent Central Breccia Pipe (“CBP”). A substantive mineralized envelope which is open along strike and down-dip extends around both major breccia pipes. Continuous channel sampling of the Santa Barbara Adit located to the east of SBBP returned 442 g Ag eq/t (164.96 g Ag/t, 0.46%Sn, 3.46% Pb and 0.14% Cu) over 166m including 1,092 g Ag eq/t (446 g Ag/t, 9.03% Pb and 1.16% Sn) over 56.19m. The west end of the adit intersects the end of the SBBP.

Since the initial discovery hole on the SBBP, the Company has released a number of significant drill results in the SBBP and the surrounding mineralized envelope, which along with geophysical data has defined a target zone 1400, along strike, 500m wide and that extends to a depth of 600m. This zone is open along strike to the northwest and southeast as well as to the southwest. The Company’s nearer term objective is to outline a maiden NI 43-101 compliant mineral resource within this large target area. This work is advancing well with the mineral resource targeted to be completed in Q4 2022. Exploration drilling is also planned on other major targets in the Iska Iska Caldera Complex, including the Porco and Mina 2 areas.

On June 13, 2022, the Company provided an update on its preliminary metallurgical testwork program for Iska Iska. The work program including testwork for development of a preliminary metallurgical flowsheet and preliminary mineralogical characterization, is being carried out by Blue Coast Research Ltd. (“Blue Coast”) based in Parksville, BC. The objective is to develop the preliminary flotation flowsheet to maximize lead, zinc and precious metals into saleable concentrates in the Santa Barbara polymetallic deposit and to develop a preliminary flowsheet for tin in both the Santa Barbara and the deeper tin-dominant mineralization.

Blue Coast has world-class metallurgical testing, analytical services, flowsheet development, consulting, and operational support. Their team has been augmented with the addition of Mr. Mike Hallewell, C.Eng., a senior independent mineral processing consultant based in Cornwall, England, who has extensive specialist knowledge in the recovery of tin at mining operations and exploration projects worldwide.

The metallurgical testing is being directed by Richard Gowans, P.Eng., Principal Metallurgist for Micon, who is an independent Qualified Person as defined under NI 43-101.

The metallurgical testing program at Blue Coast is progressing well. The initial focus of their work was on the Santa Barbara polymetallic mineralization for Ag, Zn and Pb recovery based on samples from discovery hole DHK15 and hole DHK-18. The tin-rich zone in hole DSB-06 was also selected for testing but at that time it was uncertain how this mineralization was connected to the Santa Barbara polymetallic deposit. However, with further drilling and solid work by the Company’s geological and geophysical team, it is now known that there is extensive tin mineralization at depth beneath the polymetallic mineralization. Once testing is completed on DSB-06, the Company will be adding additional samples from tin-rich holes to enable further development of an appropriate flow sheet for tin. While arsenic and other potentially deleterious elements are being tracked during the testwork program, these are not anticipated to be a material issue at the levels in current tests.

Significantly, on July 21, 2022, the Company released the highest grade, longest intersection thus far at Iska Iska, including the highest-grade Ag to date of 44.75 g Ag/t over 349.08m from drill hole DSBU-10.

In connection with the Company’s ongoing Environmental Social Governance (“ESG”) initiatives, the following studies have been or are currently being carried out by Minera Tupiza’s environmental staff of and environmental consultants at Iska Iska:

- Collection of existing environmental documentation on the Porvenir concession, where the Iska Iska project is under exploration, including the review of environmental legal documents.
- Environmental inspection and evaluation of the Porvenir concession.
- Implementation of warning and information signs.
- Preparation of detailed environmental studies required by the Bolivian environmental authority.
- Regular monitoring of soil, noise, air and water in accordance with current environmental regulations, in all the exploration work.
- Control of solid and liquid waste in exploration work.
- Construction of sedimentation and infiltration pits for the final disposal of sludge from the cutting of samples.
- Construction and implementation of sanitation stations.
- Evaluation of all existing underground workings on the property including Huayra Kasa, Santa Barbara, Porco and Mina 2 area.
- Preparation of a baseline environmental study for Iska Iska.

The Company has a very active program led by ESG Manager Ana Moran, Attorney at Law and Dr. Osvaldo Arce, P.Geo. Major ESG initiatives completed or ongoing include: community support for COVID-19 in Tupiza and surrounding communities, the building of sanitation stations in homes in the communities of Almona and La Torre, which are the closest communities to the Iska Iska property, 5km east and 5km southeast, respectively, working with the Women’s Association of Almona and La Torre to support training courses in baking and embroidery as well as other social activities, and support for school programs including providing classroom materials, snacks during breaks and support for teachers.

Additional ESG activities planned for 2022 include: i) continued implementation of courses, workshops, classes, materials, and other requirements of social projects focused on women, children, and youth groups in Almona, La Torre and additional surrounding communities, ii) construction of additional sanitation stations in the communities of Almona, La Torre and other surrounding communities, iii) delivery of equipment for community medical centers, iv) improving educational services of the community schools by delivering computer equipment, and v) support for local community strengthening and development, through specialized services in consultation with the communities.

Currently five diamond drill rigs are active at Iska Iska, four surface rigs and one underground drill. Drilling is continuing with the aim of outlining an initial NI 43-101 compliant mineral resource in Q4 2022. The target zone at Santa Barbara is 1400m along strike, 500m wide and extends to a depth of 600m. Geological mapping and diamond drilling suggest that the potential strike length of the entire Iska Iska system may be as much as 4km, the width up to 2km, with a depth extent of 1km or more.

Since the start of drilling on the Iska Iska project on September 13, 2020, the Company has, to July 21, 2022, completed 64,573 metres of diamond drilling in 102 holes including 4 in progress. The breakdown of drilling completed by target area is as follows:

Target Area	Date Commenced	Date Completed	No. of Holes	Total Metres
Huayra Kasa Breccia Pipe	September 13, 2020	November 11, 2020	13	2,895
Santa Barbara Breccia Resource Definition Drilling Zone	November 13, 2021	In Progress*	65	43,604
Central Breccia Pipe				
	March 1, 2021	August 8, 2021	11	8,875
Porco Breccia Pipe	April 16, 2021	May 5, 2022	12	9,508
Pache	Not started			
			<b>102</b>	<b>65,473</b>

\*The 6,000-metre drilling originally budgeted for Santa Barbara and the 45,000m program outlined in the March 31, 2021 prospectus was completed on July 19, 2022

Definition drilling is continuing in the Santa Barbara Target. A series of SW-NE sections at approximately 100m intervals have been completed with holes drilled on each section at -40 degrees and -65 degrees to provide coverage over the full target strike length of 1,400m. More recent drilling from both surface and underground has focussed on the higher grade feeder zone. Exploration drilling has also been completed on major magnetic targets in the Central-Porco target area.

#### **Grant of option for a 25% interest in La Victoria**

Burgundy Diamond Mines Limited ("BDM") owns an 18% interest in La Victoria and had an option to increase its interest to 25% ("Option"). In August 2021, BDM decided to maintain its interest at 18% and not to increase its interest to 25%, upon which, the Option expired and a joint venture, with the Company as operator, was formed to continue to explore and develop La Victoria.

If the Company or BDM does not fund its proportionate share of expenditures, its respective interest will be diluted and when its interest is diluted to less than 10%, the party's interest shall be reduced to a 2% net smelter royalty on all production. The other party will have the option to reduce the royalty from 2% to 1% by making a payment of \$3,000,000.

If either the Company or BDM acquires an interest in any property within 5 kilometres of La Victoria, the acquirer must offer the other party the opportunity to participate in the acquisition up to its participating interest.

In the event the Company or BDM proposes to sell any interest in La Victoria to a third party, the other party has a right of first refusal to match the terms and conditions of the proposed sale. In the event that the Company proposes to sell a majority of its interest in La Victoria to a third party, the Company must first consult with BDM about the identity of the third party and the proposed terms of sale and if the Company proceeds with the sale, BDM will be obliged to sell its interest to the third party on a pro rata basis in accordance with the terms of the sale to the third party.

#### **Exploration at La Victoria**

La Victoria is a gold-silver property covering 8,933 hectares, consisting of 9 concessions covering 3,533 hectares (Ccori Orcco 1, Roberto N°1, Rufina, Rufina N° 2, San Felipe 1, San Felipe 2, San Markito, Santa Ana 1 and Victoria-APB) and 7 claims covering 5,400 hectares (Romina 01, 02, 03, 04, 05, 06 and 07) in the Huandoval District, Pallasca Province, Ancash Department, in the North-Central Mineral Belt of Peru.

A National Instrument 43-101 Technical Report ("Technical Report") on La Victoria was filed on September 7, 2016, authored by Luc Pigeon, M.Sc., P.Geol. The Technical Report was filed as one of the terms precedent to the acquisition of La Victoria and is available under the Company's profile on SEDAR ([www.sedar.com](http://www.sedar.com)).

As outlined in the Technical Report, four principal mineralized zones are identified at La Victoria: San Markito, Rufina, Victoria and Victoria South. The Rufina and San Markito zones were the most advanced targets and were recommended for drilling whereas the Victoria and Victoria South zones are at an early exploration stage. In general, mineralization occurs within breccias and veins that contain significant gold and silver concentrations and trace element characteristics that are compatible with epithermal deposits especially the low sulphidation type.

La Victoria is located within a prolific epithermal gold deposit belt that extends from Cajamarca to Ancash and includes such gold deposits as Yanacocha, Lagunas Norte and La Arena. The La Arena mine is located 50km northwest of the property.

Work completed to date continues to confirm the presence of a major epithermal system with multiple stages of mineralization in the San Markito-Victoria area in the northern part of the La Victoria property. The intensity of alteration and the wide range of styles of mineralization is very encouraging.

As part of a continuing review of the surface geology of the La Victoria property and environs, a large tract of land bordering the Rufina 2 Concession to the south was seen to host geology similar to what is seen on the Ccori Orcco Concession, and mining rights were available to acquire by staking. This property acquisition makes the Company one of the largest holders of mining rights in the northern Ancash Department section of the North-Central Peru Mineralized Belt.

On June 6, 2018, the Company announced that, together with BDM, they were proceeding with a drilling program to test the Rufina and San Markito target areas. On August 13, 2018, the Company further announced it had completed three diamond drill holes totalling 1,242m testing the Rufina East target area. A complete summary of the drilling results was provided in the August 13, 2018 news release, available under the Company's profile on SEDAR and on its website.

The drilling by the Company at Rufina was the first diamond drilling ever carried out on the property. The first and second phases which comprised twelve drill holes totaling 4,281m (see press releases January 16, 2018 and June 6, 2018), were designed to provide complete sections across up to 500m strike length of the target zone to test the major NW and NE-SW striking mineralized structures identified in the surface geological mapping. All the reconnaissance drill holes intersected extensive zones of mineralization and alteration, including more than sixty anomalous gold intervals distributed in about 40 mineralized structures. Many of these structures correlated with zones mapped on surface. Gold mineralization and alteration at Rufina occurs over 600 m in width, over 700 m in vertical extent and about 600 m along strike.

#### ***Further Exploration***

Results at Rufina provide indications of a large-scale epithermal gold mineralized system at La Victoria, however further drilling needs to focus on the likely overall major core area which is believed to be San Markito. San Markito is the best target zone identified thus far on the property, where gold and silver mineralization are found in an extensive symmetric alteration zone within both the favourable Chimú Formation sediments and dioritic intrusives. This target will be the focus of further drilling at La Victoria going forward.

Further to the drilling program conducted at La Victoria in the summer of 2018, the Company continued its efforts to obtain required permitting in order to drill the San Markito target. On May 27, 2019, the Company provided an update on the ongoing process to obtain all of the necessary permits, including the local approval of the community of Pallasca, Pallasca District, Ancash Department, Peru, and the entering into of a local land rental contract. A further update was announced on December 19, 2019, whereby it was announced that community elections in Pallasca were completed, and a new President of the community was elected. The Company worked with the new community council in order to obtain the required permitting and a land rental agreement.

On July 24, 2021, an extraordinary community assembly took place, where a majority of community members voted in favour of the Company's land use proposal. Apart from the land rental payment, the Company also agreed to help the community avail itself to government infrastructure funds to enhance the community's agricultural practices and access to water.

With the land rental agreement in place, the Company obtained the required drill permitting from the Peruvian Ministry of Energy and Mines. Geades Consulting S.A.C was retained for this purpose.

Minor geological operations recommenced in September 2021, under the supervision of Chief Geologist (Peru), Marcelo Alvarez, who led the Company's 2017-2018 exploration activities at La Victoria. Mr. Alvarez brings 30 years of exploration experience in South American epithermal, mesothermal and porphyry deposit types. He also has extensive knowledge in the modeling and evaluation of mineral resources. A total of 284.70 m in two holes including one redrilled hole were completed in November 2021 with no further drilling completed since that date.

For additional technical information on the La Victoria Project, the reader is referred to the NI 43-101 Technical Report on the La Victoria Au-Ag Property, Ancash, Peru filed under the Company's profile on SEDAR ([www.sedar.com](http://www.sedar.com)).

Further exploration programs at La Victoria are contingent upon the Company allocating the required working capital to dedicate to this project.

## Risks and Uncertainties

### **Mineral exploration and development**

The Company is exposed to the inherent risks associated with mineral exploration and development, including the uncertainty of mineral resources and their development into mineable reserves; the uncertainty as to potential project delays from circumstances beyond the Company's control; and the timing of production; as well as title risks, risks associated with joint venture agreements and the possible failure to obtain exploration permits and mining licenses.

### **Commodity price risk**

The Company is exposed to commodity price risk. A significant decline in precious and base metal commodity prices may affect the Company's ability to obtain capital for the exploration and development of its mineral resource properties.

	3 months ended March 31		Years ended March 31,	
	2022	2021	2022	2021
	\$	\$	\$	\$
<b>Expenses</b>				
Professional fees	82,600	53,335	348,449	89,658
Consulting fees	96,000	81,000	339,000	243,000
Financing bonus	280,000	(30,000)	280,000	—
Stock-based compensation	4,754,000	3,041,000	4,754,000	3,397,000
Investor relations and marketing	245,623	266,949	855,495	545,255
General and office	86,476	127,471	315,177	214,907
Travel	16,059	4,137	111,955	30,621
Depreciation	11,088	10,659	43,064	42,636
Interest	3,310	619	4,110	3,496
Financing fee	—	—	—	30,000
Foreign exchange loss (gain)	40,686	23,746	19,824	72,832
Gain on sale of marketable securities	—	—	—	(5,805)
Unrealized loss (gain) on marketable securities	6,900	7,050	22,750	(12,750)
Impairment of exploration and evaluation	—	480	5,928	1,008
Refundable tax credit notices of assessment	15,000	10,000	60,000	14,000
Other income	16,563	(8)	(53,729)	(1,139)
	5,654,304	3,596,439	7,106,024	4,664,718
<b>Loss</b>	(5,654,304)	(3,596,439)	(7,106,024)	(4,664,718)

### **Years ended March 31**

The Company recorded a loss of \$7,106,024 compared to a loss of \$4,664,718 in the previous year. The increase in the loss reflects the following factors:

- an increase in professional fees to \$348,499 (2021 - \$89,658) which reflects an increase in legal fees.
- an increase in stock-based compensation to \$4,754,000 (2021 - \$3,397,000) for stock options granted in the current year.
- an increase in investor relations to \$855,495 (2021 - \$545,255) which reflects efforts to increase public awareness of the Company and Iska Iska.
- an increase in general and office to \$315,177 (2021 - \$214,907) which reflects an increase in activity.

### **3 months ended March 31**

The Company recorded a loss of \$630,821 which is comparable to a loss of \$226,230 in the comparative period of the previous year. The loss reflects the following factors:

- an increase in stock-based compensation to \$4,754,000 (2021 - \$3,041,000) for stock options granted in the current period.

## Summary of Quarterly Results

	Q1 2021 \$	Q2 2021 \$	Q3 2021 \$	Q4 2021 \$	Q1 2022 \$	Q2 2022 \$	Q3 2022 \$	Q4 2022 \$
Revenue	–	–	–	–	–	–	–	–
Loss								
- Total	548,518 (note 1)	293,531	226,230	3,596,439 (note 2)	528,049	292,850	630,821	5,654,304
- Per share	0.01	0.01	–	0.07	0.01	–	0.01	0.09

Note 1: Loss for Q1 2021 includes stock-based compensation of \$356,000.

Note 2: Loss for Q4 2021 includes stock-based compensation of \$3,041,000.

Note 3: Loss for Q4 2022 includes stock-based compensation of \$4,754,000.

## Liquidity and Capital Resources

As the Company is in the exploration stage and does not generate revenue, the Company has financed its operations with the proceeds of equity financings. The Company is dependent upon the Company's ability to secure equity financings to meet its existing obligations and to fund its working capital requirements and the acquisition, exploration and development of mineral resource properties.

### Estimated working capital requirements for 2023

	\$
Corporate and general	1,700,000
Accounts payable and accrued liabilities at March 31, 2022	1,025,000
	<u>2,725,000</u>

At March 31, 2022, the Company had cash and cash equivalents of \$9,437,277 which will be sufficient to cover the remaining estimated working capital requirements for 2023. On May 19, 2022, the Company completed a bought deal financing for gross proceeds of \$9,775,057 (see page 2, *Bought deal financing*). Thereafter, the Company expects that additional financing will be required to fund its operations and the acquisition, exploration and development of its mineral resource properties. Management is of the opinion that sufficient working capital will be obtained from equity financings and the exercise of warrants to meet the Company's liabilities and commitments as they become due.

At July 28, 2022, there are outstanding stock options and warrants (see *Stock options* and *Warrants* on page 12). Based on closing market price for the Company's common shares of \$4.05 on July 28, 2022, in-the-money stock options and warrants, if exercised, would provide the Company with proceeds of \$4,061,000 and \$3,557,896, respectively.

## Transactions with Related Parties

	Fees	Financing bonus	Stock-based compensation	Total
<b>Exploration and evaluation</b>				
Pearson Geological Limited, a company controlled by William Pearson, for his services as Executive Vice President, Exploration	120,000	50,000	623,475	793,475
<b>Consulting fees</b>				
Gambier Holdings Corp., a company controlled by Thomas G. Larsen, for his services as Chief Executive Officer	144,000	100,000	857,279	1,101,279
Marlborough Management Limited, a company controlled by Miles Nagamatsu, for his services as Chief Financial Officer	90,000	50,000	389,672	529,672
J. Estepa Consulting Inc., a company controlled by Jorge Estepa, for his services as Vice President, Corporate Secretary	90,000	50,000	389,672	529,672
Christopher Holden, for his services as Vice President, Corporate Development	102,000	20,000	311,738	433,738
<b>Director fees</b>				
Francis Sauve	–	–	155,869	155,869
Alexander Horvath	–	–	155,869	155,869
Dusan Burka	–	–	155,869	155,869
Richard Stone	–	–	155,869	155,869

## **Financial instruments and risk management**

The Company's activities expose it to a variety of financial risks that arise as a result of its exploration, development, production and financing activities, including credit risk, liquidity risk and market risk.

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout the consolidated financial statements.

The Board of Directors oversees management's establishment and execution of the Company's risk management framework. Management has implemented and monitors compliance with risk management policies. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities.

### ***Credit risk***

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the Company's cash balances. The maximum exposure to credit risk is equal to the balance of cash.

The Company's limits its exposure to credit risk on its cash by holding its cash in deposits with Canadian chartered banks.

### ***Liquidity risk***

Liquidity risk is the risk that the Company will encounter difficulty in meeting its financial liabilities that are settled in cash or other financial assets. The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities as they come due. The amounts for accounts payable and accrued liabilities are subject to normal trade terms.

The Company has no revenues and relies on financing primarily through the issuance of equity to finance its on-going and planned exploration activities and to cover administrative costs.

### ***Market risk***

Market risk is the risk that changes in market prices, such as equity prices, foreign exchange rates, and interest rates will affect the Company's income or the value of its financial instruments.

#### ***Equity price risk***

The Company is exposed to equity price risk with respect to marketable securities. The Company's approach to managing equity price risk is to optimize the return from its marketable securities within acceptable parameters for equity price risk. The Company estimates that if the fair value of its marketable securities as at March 31, 2022 had changed by 10%, with all other variables held constant, the unrealized gain (loss) would have decreased or increased by \$1,725.

#### ***Foreign currency risk***

The Company is exposed to foreign currency risk with respect to exploration and development expenditures in US dollars. The Company retains substantially all of its cash with its parent in Canadian dollars until US dollars are required by its foreign subsidiaries.

Expenses are incurred in Canadian dollars and US dollars. The Company is subject to gains and losses due to fluctuations in these currencies.

#### ***Interest rate risk***

The Company's exposure to interest rate risk is limited due to the short-term nature of its financial instruments and the Company has no interest-bearing debt.

### ***Capital management***

Capital of the Company consists of share capital, warrants, contributed surplus, foreign currency reserve and deficit. The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern so that it can acquire, explore and develop mineral resource properties for the benefit of its shareholders. The Company manages its capital structure and makes adjustments based on the funds available to the Company in light of changes in economic conditions. The Board of Directors has not established quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain the future development of the Company. In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that consider various factors, including successful capital deployment and general industry conditions. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company's principal source of capital is from the issue of common shares. In order to achieve its objectives, the Company intends to raise additional funds as required.

The Company is not subject to externally imposed capital requirements and there were no changes to the Company's approach to capital management during the year.

#### Material assumptions and risk factors for forward-looking statements.

The following table outlines certain forward-looking statements contained in this MD&A and provides material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Page	Forward-looking statement	Assumption	Risk factors
9	Liquidity and Capital Resources "Management is of the opinion that sufficient working capital will be obtained from equity financings to meet the Company's liabilities and commitments as they become due."	Equity financings will be obtained.	The Company is unable to obtain future financing to meet liabilities and commitments as they become due.
9	Based on closing market price for the Company's common shares of \$4.05 on July 28, 2022, in-the-money stock options and warrants, if exercised, would provide the Company with proceeds of \$4,061,000 and \$3,557,896, respectively.	Exercisable stock options and warrants remain in-the-money and stock option and warrant holders exercise exercisable stock options and warrant holders.	The common share price declines and exercisable stock options and warrants fall out-of-the-money.  Stock option and warrant holders do not exercise exercisable stock options and warrant holders.

#### Other Information

##### Additional Disclosure for Venture Corporations without Significant Revenue

The following table sets forth a breakdown of material components of the general and administration costs, capitalized or expensed exploration and development costs of the Company for the years indicated.

	Years ended March 31,	
	2022	2021
	\$	\$
<b>General and office expenses</b>		
Premises	7,325	7,330
Office	92,375	62,126
Insurance	40,948	30,151
Health plan	30,503	11,718
Public company costs	144,027	103,582
	315,178	214,907

#### Exploration and evaluation

	March 31, 2021	Acquisition cost	Exploration	Impairment	March 31, 2022
	\$	\$	\$	\$	\$
<b>Property</b>					
La Victoria	5,179,631	—	962,534	—	6,142,164
Iska Iska	3,950,513	4,291,580	12,753,999	—	20,996,092
Other	—	—	5,928	(5,928)	—
	9,130,143	4,291,580	13,722,462	(5,928)	27,138,256

#### Shares Outstanding as at July 29, 2022

##### Shares

###### Authorized:

An unlimited number of common shares without par value.

An unlimited number of redeemable, voting, non-participating special shares without par value.

*Outstanding:*  
69,863,165 common shares

**Warrants**

<b>Exercise price</b>	<b>Expiry date</b>	<b>Number of warrants</b>
\$2.00	January 5, 2023	984,270
\$1.55	January 5, 2023	62,548
\$5.25	March 26, 2023	3,335,000
\$3.75	March 26, 2023	397,975
\$4.75	May 19, 2024	1,503,855
\$3.25	May 19, 2024	180,462
		<hr/> 6,464,110

**Stock options**

The Company may grant stock options to directors, officers, employees and consultants for up to 10% of the issued and outstanding common shares. The exercise price for stock options will not be less than the market price of the common shares on the date of the grant, less any discount permissible under the rules of the TSXV. The maximum term for stock options is 5 years and stock options granted vest immediately.

*Authorized:*  
6,986,316 stock options.

*Outstanding:*

<b>Exercise price</b>	<b>Expiry date</b>	<b>Number of stock options outstanding and exercisable</b>
\$0.87	November 30, 2022	100,000
\$0.70	June 12, 2023	35,000
\$0.40	February 18, 2025	1,305,000
\$0.60	June 8, 2025	655,000
\$4.45	February 1, 2026	1,030,000
\$4.65	March 3, 2027	1,525,000
\$3.42	May 30, 2027	100,000
\$3.59	June 6, 2027	750,000
		<hr/> 5,500,000

**Restricted Share Unit Plan (“RSU Plan”)**

The Company adopted the RSU Plan, which was accepted by the TSXV on October 26, 2017, following the approval of the Company’s shareholders on September 30, 2017. The maximum number of common shares in the capital of the Company which may be reserved for issuance under the RSU Plan at any time is 3,200,000, and in combination with all share compensation arrangements, including the Company’s stock option plan, will not exceed 20% of the issued and outstanding common shares in the capital of the Company.

*Authorized:*  
3,200,000 restricted share units.

*Outstanding:*

<b>Redemption date</b>	<b>Number of RSUs outstanding</b>
June 6, 2025	750,000
December 31, 2025	2,350,000
	<hr/> 3,100,000