



Plata Latina Minerals Corporation

Management's Discussion & Analysis
For the Three Months ended March 31, 2022

PLATA LATINA MINERALS CORPORATION

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INTRODUCTION

This management's discussion and analysis ("MD&A") of Plata Latina Minerals Corporation ("Plata" or the "Company") for the three months ended March 31, 2022, takes into account information up to and including May 24, 2022, the date of this report. This MD&A should be read in conjunction with the condensed consolidated interim financial statements (the "financial statements") for the three months ended March 31, 2022 and the audited consolidated financial statements for the year ended December 31, 2021, prepared in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board ("IASB"). The financial statements referred to above are available on the Company's website at www.plminerals.com and on the SEDAR website at www.sedar.com. The information provided herein supplements, but does not form part of, the consolidated condensed interim financial statements for the three months ended March 31, 2022.

The financial information disclosed in this MD&A have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and comply with International Accounting Standard, IAS 34, *Interim Financial Reporting*.

FORWARD-LOOKING STATEMENTS

This MD&A contains forward-looking information which deals with intentions, beliefs, expectations and future results as they pertain to the Company and the Company's industry. This forward-looking information also includes information regarding the financial condition and business of the Company, as they exist at the date of this MD&A. Forward-looking information is often, but not always, identified by the use of words such as "seeks", "believes", "plans", "expects", "intends", "estimates", "anticipates", "objective", "strategy" and statements that an event or result "may", "will", "should", "could" or "might" occur or be achieved and other similar expressions. This forward-looking information includes, without limitation, information about the Company's opportunities, strategies, competition, expected activities and expenditures as the Company pursues its business plan, the adequacy of the Company's available cash resources and other statements about future events or results. In particular, and without limiting the generality of the foregoing, this MD&A contains forward-looking information concerning the future advance royalty proceeds of up to US \$1,000,000 from Fresnillo PLC in accordance to the terms with respect to its acquisition of the Company's Naranjillo Property and the Company's ability to raise further capital to sustain its operations.

Forward-looking information is information about the future and is inherently uncertain, and actual achievements of the Company or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, such as business and economic risks and uncertainties, including, without limitation, those referred to under the heading "Risks and Uncertainties." The forward-looking information is based on a number of assumptions, including assumptions regarding general market conditions, the availability of financing for proposed transactions and programs on reasonable terms, the ability of outside service providers to deliver services in a satisfactory and timely manner, prevailing commodity prices and exchange rates and prevailing regulatory, tax and environmental laws and regulations. The Company's forward-looking information is based on the beliefs, expectations and opinions of management of the Company on the date the information is provided. For the reasons set forth above, investors should not place undue reliance on forward-looking information.

The Company undertakes no obligation to reissue or update any forward-looking statements or information as a result of new information or events after the date hereof except as may be required by law. All forward-looking statements and information herein are qualified by this cautionary statement.

This MD&A includes many cautionary statements, including those stated under the heading "Risks and Uncertainties". You should read these cautionary statements as being applicable to all related forward-looking information wherever it appears in this MD&A.

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DESCRIPTION OF BUSINESS

Plata is a Canadian based resources exploration company and has five wholly owned subsidiaries: Plaminco S.A. de C.V. ("Plaminco"), Minera Central Vaquerias S.A. de C.V. ("MCV"), Minera Exploradora del Centro S.A. de C.V. ("MEC"), Servicio PLMC ("Servicio") and Plata Latina US Ltd. ("Plata US"). On April 11, 2012, Plata began trading on the TSX Venture Exchange under the symbol "PLA".

Plata and its subsidiaries were engaged in mineral exploration, principally in the Mexican Silver Belt in the states of Guanajuato, Jalisco, Aguas Calientes and Hidalgo, Mexico. Through its wholly owned subsidiary, Plaminco, the Company held interests in four Mexican mineral properties – Naranjillo, Vaquerias, Palo Alto and La Joya. In February 2020, the Company sold the Naranjillo Property to a wholly owned subsidiary of Fresnillo PLC ("Fresnillo") and retains a 3% net smelter return royalty in Naranjillo. The Company is in the process of terminating the remaining three properties. Management continues to consider a variety of longer-term strategic alternatives for the Company.

QUARTER IN REVIEW

Advance Royalty Payments on the Naranjillo Property

In February 2017, the Company entered into an option agreement with respect to its Naranjillo Property with Fresnillo. During the three-year option period, Fresnillo fulfilled its commitments under the option agreement in cash payments of US \$1,650,000 and in exploration expenditures of US \$3,000,000. In February 2020, Fresnillo exercised the option to purchase Naranjillo for US \$500,000 and granted the Company a 3% net smelter return royalty.

Under the terms of the option agreement, in February 2021, Fresnillo started making an annual advance royalty payment of US \$100,000 until the earlier of (i) US \$1,000,000 of advance royalty payments have been paid, or (ii) Naranjillo commences commercial production of minerals.

In February 2022, the Company received the second advance royalty payment of \$126,110 (US \$100,000) from Fresnillo (February 2021 - \$129,198 (US \$100,000)).

Going Concern with respect to the economic impacts of COVID-19

As of the date of this report, COVID-19 continues to spread as new variants in many countries. The prolonged pandemic has impeded global recoveries in the financial and commodity markets. The pandemic has not had a significant adverse impact on the Company as its mineral properties are on care and maintenance.

However, there are uncertainties to whether financing would be available to the Company if the need for capital arose. These market circumstances might cast significant doubt on the Company's liquidity and ability to continue as a going concern. The Company has implemented cost control measures to mitigate its going concern and liquidity risks.

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EXPLORATION AND EVALUATION ASSETS

Naranjillo Property – Acquired by Fresnillo

The Naranjillo Property (“Naranjillo”) is situated in Guanajuato, Mexico and consists of three mineral exploration licenses: La Sibila, La Sibila I and La Sibila II, issued by the Mexican General Directorate of Mines (“GDM”) in 2011. The three licenses cover 11,482 hectares and are valid for 50 years until 2061.

In February 2017, the Company entered into an option agreement with Metalúrgica Reyna S.A. de C.V., a wholly owned subsidiary of Fresnillo PLC (“Fresnillo”). Under the option agreement, Fresnillo was granted the right to explore Naranjillo over a three-year period for a total cash payment of US \$1,650,000 and by spending US \$3,000,000 in exploration expenditures within three years. At December 31, 2019, Fresnillo fulfilled both of its commitments in cash payments and in exploration expenditures.

At the end of the three-year option period, Fresnillo had the option to acquire Naranjillo for an additional US \$500,000 and to grant the Company a 3% NSR royalty. Fresnillo would be required to pay advance royalty payments of US \$100,000 annually until the earlier of (a) a maximum of US \$1,000,000 in advance royalty payments have been paid, or (b) Naranjillo commences commercial production of minerals. Fresnillo has the option to reduce the Royalty by 1% by paying an additional US \$1,000,000, and, thereafter, may reduce the remaining 2% Royalty to nil by paying an additional US \$5,000,000.

In February 2020, Fresnillo executed its option to acquire Naranjillo for \$663,950 (US \$500,000) and granted the Company a 3% NSR royalty.

In February 2021, Fresnillo started making the first advance royalty payment of US \$100,000 (CAD \$129,198) and in February 2022, made the second payment of US \$100,000 (CAD \$126,110) to the Company.

Vaquerías, Palo Alto and La Joya (the “Three Properties”) – Under the Termination Process

The Company holds three other mineral properties in Mexico, *Vaquerías, Palo Alto and La Joya*.

The Three Properties together comprise six mineral concession licenses which are valid until 2060 and 2062. To maintain the licenses in good standing, annual concession fees and land taxes were submitted to the Mexican authority until mid-2020.

In mid-2020, the Company elected not to continue with the required payments of land taxes and concession fees for the Three Properties and submitted applications to terminate the mineral licenses. As at the date of this MD&A, the Company is still in the process of cancelling the mineral rights, which has been delayed by the impacts of the prolonged COVID-19 on the operations of the Mexican mining authorities.

OUTLOOK

In February 2020, the Company completed the sale of the Naranjillo Property to Fresnillo for a proceed of \$663,950 (US \$500,000). With the acquisition of Naranjillo, starting February 2021, Fresnillo is required to make advance royalty payments of US \$100,000 annually until the earlier of either a total sum of US \$1,000,000 have been paid or Naranjillo commences commercial production of minerals. As of the report date of the MD&A, Fresnillo has made two advance royalty payment totalling \$255,308 (US \$200,000) to the Company. As such, the Company expects that its operating requirements will be met from the cash resources of the sale proceed and future annual advance royalty payments on the Naranjillo Property.

The Company recognizes the challenge of maintaining and funding its grass-roots exploration program in Mexico in the current environment as a result of the global COVID-19 pandemic. While the Company has taken steps to reduce expenses and maintain liquidity in response to the current environment, it has also decided to relinquish its remaining three Mexican properties. Following the strategic transaction with Fresnillo in February 2020, the Company focuses on conserving its cash resources and seeking new

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opportunities which could include a transaction that capitalizes on the value of the Company as a clean listed shell.

SUMMARY OF QUARTERLY RESULTS

The following summarizes the Company's quarterly results for the last eight quarters:

	2022	2021				2020		
	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30
	\$	\$	\$	\$	\$	\$	\$	\$
Revenue	126,110	-	-	-	129,198	-	-	-
Income (loss) for the period	78,282	(57,021)	(18,343)	(55,148)	76,561	(79,768)	(71,303)	(283,231)
Comprehensive income (loss) for the period	81,152	(57,157)	(18,550)	(53,287)	72,192	(84,961)	(77,903)	(149,309)
Basic and diluted income (loss) per share	0.00	(0.00)	(0.00)	(0.00)	0.00	(0.00)	(0.00)	(0.00)

In the first quarter of 2022 and 2021, the Company had income of \$78,282 and \$76,561, respectively. After the acquisition of Naranjillo in February 2020, Fresnillo started to make annual advance royalty payment of US \$100,000 to the Company commencing February 2021.

Changes in comprehensive income (loss) are mainly related to foreign currency fluctuations on inter-company advances and loans as discussed below under *other comprehensive income (loss)*.

RESULTS OF OPERATIONS

For the three months ended March 31, 2022 and 2021 ("Q1")

For the three months ended March 31, 2022, the Company has an income of \$78,282 comparing to an income of \$76,561 for the same quarter of 2021.

The operating expenses incurred during the first quarter of 2022 were \$38,874 comparing to \$47,687 for 2021 Q1. The lower loss in 2022 versus 2021 was the result of the Company's continued cost monitoring measures in all administrative expenses to conserve its cash resources for new business opportunities.

Key comparative variances are as follows:

- *Filing fee and transfer agent for 2022-Q1 \$6,181 (2021 - \$8,974)*
In 2022 Q1, the filing fees for the audited financial statements of 2021 were made in the Q2 of 2022 whereas the same regulatory filing fees for 2021 were made in the first quarter of 2021.
- *Investor relations for 2022-Q1 \$nil (2021 - \$1,233)*
In 2021 Q1, the investor relations expenses were related to the costs of the 2021 Annual General Meeting.
- *Salaries and benefits for 2022-Q1 \$5,696 (2021 - \$9,478)*
The lower salary expenses in the first quarter of 2022 versus the same period in 2021 was due to reducing staff.

Other Comprehensive Income (Loss) ("OCI")

OCI is in respect with foreign currency revaluations at each reporting date the fluctuations among the Canadian Dollar, Mexican Peso and U.S. Dollar. This foreign currency translation adjustments include the impact of foreign exchange on intercompany loans whose retranslation is treated as equity (until the foreign

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operation is disposed of) and the translation of the foreign operation from its functional currency to Canadian Dollars. For the three months ended March 31, 2022, the impact of the foreign currency translation differences was comprehensive income of \$2,870 (2021 – comprehensive loss of \$4,369).

EXPLORATION AND EVALUATION ASSETS

In February 2020, Plata completed the sale of the Naranjillo Property to Fresnillo. In July 2020, the Company submitted paperwork to the Mexican authority to terminate the mineral licenses of its Three Properties in Mexico and wrote off their remaining carrying values for the year ended December 31, 2020.

As at March 31, 2022, the Company did not hold any exploration and evaluation assets (December 31, 2021 - \$nil).

LIQUIDITY, CAPITAL RESOURCES AND GOING CONCERN

As at March 31, 2022, the Company had cash of \$455,426 (December 31, 2021 - \$367,000). In February 2022, the Company received the second annual advance royalty payment from Fresnillo of \$126,110 (US\$100,000) on the Naranjillo Property which Fresnillo acquired in February 2020. As at the report date of the MD&A, total royalty payments received were \$255,308 (US \$200,00).

The Company had working capital of \$441,123 as at March 31, 2022 (December 31, 2021 - \$359,968). Plata manages liquidity risk and cash resources by maintaining a prudent budget with regular monitoring of the actual and budgeted cash flows. Based on its 2022 annual budget approved by the board of directors, the Company has evaluated that it currently has sufficient liquidity for the next twelve months from the cash flows generated from the sale proceeds and future advance royalty payments from the Naranjillo Property.

As at March 31, 2022, the Company had a deficit of \$11,715,612 (December 31, 2021 - \$11,793,894). The Company has incurred ongoing loss and will continue to incur further losses in the course of operating its business. As of the report date, the COVID-19 variants continue to spread globally, impeding recoveries in the economy and the financial market. There are uncertainties to whether financing would be available to the Company if the need for funding was to arise. These circumstances might cast significant doubt on the Company's ability to continue as a going concern.

Cash Flows

Under operating activities, for the three months ended March 31, 2022, \$85,553 were provided by the operations (2021 - \$78,390). In 2021-Q1, cash inflow of \$126,110 (2021 - \$129,198) was generated from Fresnillo's advance royalty payment on the Naranjillo Property to fund the operations.

There were no investing and financing activities for the three months ended March 31, 2022 and 2021.

OUTSTANDING SHARE DATA

As at May 24, 2022, the Company's issued and outstanding common shares were 79,034,671. Stock options outstanding were 75,000 with an exercise price at \$0.06 per share expiring in June 2022.

PROPOSED TRANSACTIONS

There are no undisclosed proposed transactions that will materially affect the Company.

OFF-BALANCE SHEET ARRANGEMENTS

The Company did not have off balance sheet arrangements as at the report date of this MD&A.

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RELATED PARTY TRANSACTIONS

Compensation of key management personnel

Key management in 2022 includes the Company's directors and officers and previously in 2021, VP Exploration. Their compensation paid for the three months ended March 31, 2022 and 2021 is as follows:

	Nature of compensation	For the three months ended		Balance outstanding	
		March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
		\$	\$	\$	\$
Executive Chairman and CEO	Salaries and benefits	5,696	4,301	-	1,886
VP Exploration	Salaries and benefits	-	5,177	-	-
CFO and Corporate Secretary	Professional fees	10,500	10,500	-	-
Total		16,196	19,978	-	1,886

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Financial Statements requires management to make certain judgments, estimates and assumptions that impact the Company's reported financial position. Judgment and estimates are based on historical experience and expectation of future events within reasonable circumstances. Actual outcomes could differ from these estimates. Revisions to these estimates are recognized in the period in which the estimates are revised and in future periods affected.

The significant judgments and estimates that will affect the Financial Statements is described below.

a) Exploration and evaluation expenditures

The carrying values and assessment of impairment of exploration and evaluation assets are based on costs incurred and management's estimate of net recoverable value. Estimates may not necessarily reflect actual recoverable value as this will be dependent on the development program, the nature of the mineral deposit, commodity prices, adequate funding and the ability of the Company to achieve commercial production.

In February 2020, the Company completed the sale of the Naranjillo Property to Fresnillo for \$663,950 (US \$500,000). Fresnillo granted the Company a 3% net smelter return royalty. Starting February 2021, Fresnillo is required to make advance royalty payments of US \$100,000 annually until the earlier of the payments totalling US \$1,000,000 have been reached, or Naranjillo commences commercial mineral production. As at the report date of the MD&A, the Company received two advance royalty payments in a total of \$255,308 (US \$200,000).

b) Going concern

The Company uses judgment in assessing its ability to continue as a going concern for the next twelve months. In considering the factors with respect to the prolonged pandemic and slow global economic recovery adversely affecting the Company's operational development, the Company concludes that there is a material uncertainty that might cast significant doubt about its ability to continue as a going concern.

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FINANCIAL INSTRUMENT AND RISK MANAGEMENT

Fair value

At March 31, 2022, the carrying values of cash, amounts receivable, accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of these financial instruments.

The Company classifies its financial instruments into three levels of the fair value hierarchy according to the relative reliability of the inputs used to measure the fair values. The fair value hierarchy is as follows:

Level 1 – unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – quoted prices in inactive markets or inputs are observable directly or indirectly for the asset or liability; and

Level 3 – inputs that are unobservable as there are little or no market activities

Risk management

The Company is exposed to financial instrument related risks arising from its normal operations. The Company manages and mitigates these risk exposures as follows:

Foreign currency risk

The Company operates in Canada, United States and Mexico. It maintains Mexican Peso and US Dollar bank accounts in Mexico and USA and is subject to currency gains or losses from these two currencies against the Canadian Dollar. The Company has no hedging against its foreign currency risk exposure.

At March 31, 2022 and December 31, 2021, the Company was exposed to currency risk through the following assets and liabilities denominated in US dollars ("US\$"):

	March 31, 2022		December 31, 2021	
Cash	US\$	359,614	US\$	282,722
Accounts payable and accrued liabilities		-		-
	US\$	359,614	US\$	282,722

At March 31, 2022 and December 31, 2021, the Company was exposed to currency risk through the following assets and liabilities denominated in Mexican Pesos ("MXN"):

	March 31, 2022		December 31, 2021	
Cash	MXN	55,179	MXN	23,494
Accounts payable and accrued liabilities		(41,385)		(4,034)
	MXN	13,794	MXN	19,460

A 10% change of the Canadian dollar against the US dollar at March 31, 2022 would have increased or decreased net loss by \$43,754 (December 31, 2021 – \$34,691) and would have increased or decreased the comprehensive loss by \$11,834 (December 31, 2021 – \$1,000). A 10% change of the Canadian dollar against the MXN at March 31, 2022 would have increased or decreased the comprehensive loss by \$346 (December 31, 2021 – \$146). This analysis assumes that all other variables, in particular interest rates, remain consistent.

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Liquidity risk

Liquidity risk is the risk that the Company's financial assets are insufficient to meet its financial liabilities. The Company manages liquidity risk with budgets and cash forecasts to ensure there is sufficient cash to meet its obligations. At March 31, 2022, the Company had cash of \$455,426 (December 31, 2021 - \$367,000) to settle current liabilities of \$20,813 (December 31, 2021 - \$18,561).

In February 2020, the Company sold the Naranjillo property ("Naranjillo") to Fresnillo for \$663,950 (US \$500,000). Under the terms of the Naranjillo Option Agreement entered in February 2017, after the acquisition of Naranjillo, effective February 2021, Fresnillo is required to make an annual advance royalty payment of US \$100,000 until the earlier of (a) a maximum of US \$1,000,000 have been paid or (b) Naranjillo commences commercial mineral production. As of March 31, 2022, the Company has received two advance royalty payments of \$255,308 (US \$200,000).

The Company continues to monitor the development of COVID-19 variants and the increasing global inflation. The Company manages liquidity risk and cash resources by maintaining a prudent budget with regular monitoring of the actual and budgeted cash flows. Based on its 2022 annual budget approved by the board of directors, the Company has evaluated that it currently has sufficient liquidity for the next twelve months from the cash flows generated from the sale proceed and future advance royalty payments on the Naranjillo Property.

Commodity Price risk

The Company currently does not hold any mineral properties and is seeking new business transactions in the resource industry. The COVID-19 has impacted the global economy and supply chains, resulting in volatile fluctuations of commodity prices. This presents challenges to the Company's outlook in searching for business opportunities.

Credit risk

Credit risk arises from cash held with banks and financial institutions, as well as credit exposure on amounts receivable. Credit risk exposure on cash is limited through maintaining the Company's balances with high-credit quality financial institutions and assessing institutional exposure. The Company's maximum exposure to credit risk as at March 31, 2022 was the carrying value of its cash.

Capital Management

The Company's objectives when managing capital are to conserve cash, safeguard the Company's ability to continue as a going concern and maintain flexible capital which optimizes the costs of capital at an acceptable risk level.

In assessing the capital structure of the Company, management includes in its assessment the components of shareholders' equity and cash. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash. No changes were made in the objectives, policies or procedures for the three months ended March 31, 2022.

RISKS AND UNCERTAINTIES

An investment in the Company's common shares is highly speculative and subject to a number of risks and uncertainties. Only those persons who can bear the risk of the entire loss of their investment should participate. An investor should carefully consider the risks described below and the other information filed with the Canadian securities regulators before investing in the Company's common shares. The risks described below are not the only ones faced. Additional risks that the Company currently believes are immaterial may become important factors that affect the Company's business. If any of the following risks

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occur, or if other occur, the Company's business, operating results and financial condition could be seriously harmed, and investors may lose part or all of their investment.

The Company's cash resources and future royalty payments are uncertain.

While the Company is focused on conserving its cash resources, there is no guarantee that there will be sufficient cash funding for the Company to continue to operate or that Fresnillo will continue to pay the royalty payments which is providing the main funding for the Company's operations.

Uncertainty and challenges in identifying viable successful business opportunities

The Company may not identify opportunities that are viable or that are successful in a competitive environment for opportunities. In addition, there is no assurance that even if a new transaction is identified that the Company's shareholders will approve the transaction or that the transaction itself will be successful in generating operating revenue.

The Company's liquidity is uncertain impacting its continuance as a going concern.

The Company has not generated revenue from operations. As at March 31, 2022, the Company had an accumulated deficit of over \$11 million and will continue to incur further losses in the course of maintaining its business. To continue its business and move forward to new development, the Company may be required to raise additional capital by way of equity securities and/or debt financing. There is no assurance that the Company will be able to obtain the required funding or on acceptable terms. If the Company is unable to obtain the required capital, it could impact its ability to continue as a going concern.

Economic, political instability and global pandemic may affect the Company's operation

The volatile global economic environment has created market uncertainty and volatility affecting the Company's operations. From 2008 to 2009 there was a negative trend with regard to the market for metal commodities and related products as a result of global economic uncertainty, reduced confidence in financial markets, bank failures and credit availability concerns. Similar instability in the market for metal commodities has been experienced since April 2013. In March 2020, the World Health Organization announced COVID-19 a global pandemic which continues to spread and resurge as variants to current year 2021. These macro-economic crises have negatively affected the mining and minerals sectors in general and the Company in the mineral resources sector. All these global economic conditions could impact the Company's ability to obtain equity or debt financing in the future on terms favorable to the Company or at all. In such an event, the Company's operations and sustainability could be adversely impacted.

The Company's mineral properties are in Mexico and may be subject to various levels of political, economic, legal and health risks.

Mexico has historically been subject to political instability, changes, and uncertainties, which have resulted in changes to existing governmental regulations affecting mineral exploration and mining activities. Mexico's status as a developing country may make it more difficult for Plata to do business or obtain any required financing.

The Company holds three mineral properties in Mexico which are in the termination process of their mineral licenses. In July 2020, the Company decided not to continue paying the necessary land taxes to keep the mineral rights. As at the date of this management report, the termination process is still ongoing, being stalled by the limited opening hours of government agencies impacted by the COVID-19.

The pandemic has added a severe health risk in Mexico as well. As of the date of this MD&A, Mexico has over two million coronavirus cases. The Company's geological personnel and its supporting legal and administrative consultants in Mexico taking care of the Company's mineral properties could be at health risk with the continual spread of the pandemic. This might result in disruption of the Company's operations.

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The Company's activities are subject to environmental laws and regulations that may increase the Company's costs of doing business or restrict its operations.

The Company's operations are subject to environmental regulations in the jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors, and employees. Any future changes in environmental regulations will likely impact the Company's operations.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or to be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Commodity metal price volatility and their price fluctuations may severely reduce the value of the Company.

The market prices of precious and base metals are intrinsically volatile and cannot be controlled. There is no assurance that if commercial quantities of commodity metals are discovered, a profitable market may exist or continue to exist for a production decision to be made or for the ultimate sale of metals. As the Company is not in production, no sensitivity analysis for price changes have been provided or carried out.

The Company's future profitability will depend upon the world market prices of the metals for which it is exploring. Prices fluctuate widely and are affected by numerous factors beyond the Company's control. The prices of metals are influenced by factors including:

- industrial and retail supply and demand;
- exchange rates;
- expectations with respect to inflation rates;
- interest rates;
- changes in global economies;
- confidence in the global monetary system;
- forward sales of metals by producers and speculators; and
- other global or regional political, social or economic events.

The supply of metals consists of a combination of new mine production and existing stocks held by governments, producers, speculators and consumers.

Currency fluctuations may affect negatively the Company's operating costs.

The Company has two active subsidiaries – one in U.S. and the other in Mexico. The operating costs are denominated in U.S. dollar and Mexican Peso, respectively. A depreciation of the Canadian dollar against the U.S. dollar and Mexican Peso could increase the Company's costs of operating businesses in those countries. The Company does not utilize hedging programs to mitigate the effect of currency fluctuation.

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Margaret Brodie – Audit Committee Chair
Letitia Wong

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