

LIBERO COPPER

LIBERO COPPER & GOLD CORPORATION

Management's Discussion and Analysis

For the three months ended March 31, 2021

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INTRODUCTION

This management's discussion and analysis ("MD&A") focuses on significant factors that affected Libero Copper & Gold Corporation ("Libero" or the "Company") during the three months ended March 31, 2021 and to the date of this report. This MD&A supplements but does not form part of the unaudited condensed interim consolidated financial statements of the Company and the notes thereto for the three months ended March 31, 2021. This MD&A should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three months ended March 31, 2021 and the audited consolidated financial statements for the year ended December 31, 2020 and the notes thereto, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts presented in this MD&A are in Canadian dollars unless otherwise indicated.

Additional information related to Libero is available on SEDAR at www.sedar.com and on the Company's website at www.liberocopper.com.

This MD&A contains information up to and including May 28, 2021.

FORWARD-LOOKING INFORMATION

Certain statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements. For more information on forward-looking information, please refer to page 12 of this MD&A.

COMPANY OVERVIEW

The Company was incorporated under the Business Corporations Act (British Columbia) on June 5, 2008. The Company is listed on the TSX Venture Exchange ("Exchange") as a Tier 2 Mining Company under the symbol "LBC" and on the OTCQB market under the symbol "LBCMF". The Company is engaged in the acquisition and exploration of mineral properties.

QUALIFIED PERSONS

The technical information contained in this MD&A has been reviewed and approved by Libero's Executive Vice President of Exploration, Thomas Mumford, Ph.D., P.Geo., who is a Qualified Person, as defined under NI 43-101.

COMPANY DEVELOPMENTS AND OUTLOOK

The Company holds a collection of porphyry copper deposits in the Americas in prolific but stable jurisdictions. The portfolio includes Big Red, a new greenfield porphyry copper discovery, and Big Bulk in the Golden Triangle, Canada, the Esperanza porphyry copper-gold discovery in San Juan, Argentina and the Mocoa porphyry copper-molybdenum deposit in Colombia. A pit constrained resource at Mocoa contains 636 million tonnes of 0.45% copper equivalent at a cut-off of 0.25% copper equivalent containing 4.6 billion pounds of copper and 511 million pounds of molybdenum. Mocoa is open in both directions along strike and at depth.

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COMPANY DEVELOPMENTS AND OUTLOOK (CONTINUED)

Both Big Red and Big Bulk are drill permitted for the 2021 field season. At Big Red porphyry copper mineralization was discovered at the Terry target late in the 2020 field season with four holes from one pad all mineralized from surface through the end of the holes. At Big Red a surficial mapping and sampling program and an IP survey are scheduled for June 2021 followed by 5,000 metres of diamond drilling. At Big Bulk a 2,000 metre diamond drill program is scheduled for August 2021.

Drill permitting is ongoing at Mocoa and Esperanza.

MINERAL PROPERTIES

Mocoa Porphyry Copper-Molybdenum Deposit

In June 2018, the Company acquired 100% of the Mocoa porphyry copper-molybdenum deposit ("Mocoa") in Colombia from B2 Gold Corp., in return for the issuance of 2,080,000 common shares of the Company and a 2% net smelter return royalty ("NSR royalty").

The Mocoa property is located 10 kilometres from the town of Mocoa, near the Ecuador border, in the Eastern Cordillera of Colombia. The Eastern Cordillera is a 30-kilometre-wide tectonic belt underlain by volcano-sedimentary, sedimentary and intrusive rocks that range in age from Triassic-Jurassic to Quaternary, and by remnants of Paleozoic metasediments and metamorphic rocks of Precambrian age. This belt hosts several other porphyry-copper deposits, such as Mirador, San Carlos, Panantza, and Warintza, located in Ecuador.

Copper-molybdenum mineralization is associated with a dacite porphyry intrusion of Middle Jurassic age emplaced into andesitic and dacitic volcanics. The Mocoa porphyry system exhibits a classical zonal pattern of hydrothermal alteration and mineralization, with a deeper central core of potassic alteration overlain by sericitization and surrounded by propylitization. Mineralization consists of disseminated chalcopyrite, molybdenite and local bornite associated with multiphase veins, stockworks and hydrothermal breccias. The Mocoa deposit forms a continuous zone of copper and molybdenum mineralization over an area measuring approximately 1,200 metres by 1,400 metres and extending to depths of more than 1,000 metres below surface.

Mocoa was discovered in 1973 by the predecessor of the El Servicio Geológico Colombiano. Between 1978 and 1983, 18,321 metres of diamond drilling in 31 holes and a prefeasibility study were completed. In 2008 and 2012, B2 Gold completed 6,891 metres in 12 holes. Drill intercepts included 634 metres of 0.67% copper equivalent*.

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MINERAL PROPERTIES (CONTINUED)

Mocoa Porphyry Copper-Molybdenum Deposit (continued)

The resource estimate for Mocoa consists of an Inferred mineral resource of 636 million tonnes at a grade of 0.45% copper equivalent* containing 4.6 billion pounds of copper and 511 million pounds of molybdenum. Table 1 shows the sensitivity of the resource, listed at a variety of cut-off grades for comparison purposes, contained inside a resource limiting pit shell that has been generated based on a copper price of US \$3/lb and a molybdenum price of US \$10/lb. The base case resource assumes a cut-off grade of 0.25% copper equivalent*.

Table 1: Sensitivity of Inferred Mineral Resource at Mocoa

Cut-off (CuEq%)*	Million Tonnes	CuEq* (%)	Copper (%)	Molybdenum (%)	Contained Metal		
					CuEq* (Blbs)	Copper (Blbs)	Molybdenum (Mlbs)
0.15	721	0.42	0.31	0.035	6.68	4.85	550
0.20	683	0.43	0.32	0.035	6.54	4.77	530
0.25	636	0.45	0.33	0.036	6.31	4.60	511
0.30	553	0.48	0.35	0.039	5.81	4.24	470
0.35	433	0.52	0.38	0.042	4.96	3.62	405
0.40	330	0.57	0.41	0.047	4.12	2.99	342
0.45	259	0.61	0.44	0.051	3.47	2.50	293
0.50	201	0.65	0.46	0.056	2.87	2.04	248
0.55	148	0.69	0.49	0.061	2.26	1.60	200
0.60	106	0.74	0.52	0.067	1.73	1.21	156

*CuEq% is based on US\$3/lb. Cu, US\$10/lb. Mo

For further details, refer to press release dated May 9, 2018 and technical report entitled "NI 43-101 Technical Report for the Mocoa Copper-Molybdenum Project, Colombia", dated effective October 6, 2016, and authored by Michel Rowland Brepsant, FAusIMM, Robert Sim, P.Geo., and Bruce Davis, FAusIMM, all independent "qualified persons" as defined by Canadian Securities Administrators *National Instrument 43-101 ("NI-43101")*, which are both available on www.sedar.com.

Tomichi Porphyry Copper-Molybdenum Deposit

In December 2016, the Company entered into an option agreement to purchase the Tomichi porphyry copper-molybdenum deposit ("Tomichi") in Colorado which was amended on July 27, 2020. The Company incurred a total of \$384,961 of acquisition costs to December 31, 2020. In January 2021, the Company closed a transaction with Zacapa Resources Ltd. ("Zacapa", a Canadian private company, and a related party with two common directors) to sell Libero Mining Limited, a company incorporated in Delaware, USA, which holds the option to acquire Tomichi, in return for the issuance of 2,000,000 Zacapa shares to the Company. Libero currently owns 6.5% of Zacapa.

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MINERAL PROPERTIES (CONTINUED)

Big Red Porphyry Copper Property

In February 2019, the Company closed an option agreement to acquire 100% of the Big Red porphyry copper property in the Golden Triangle in British Columbia, Canada ("Big Red"), and incurred a total of \$196,580 of acquisition costs as at March 31, 2021. The Company, at its option, may acquire 100% of Big Red in return for the issuance of 400,000 common shares of the Company and cash payments of \$440,000 over four years (the "Option") as follows:

- \$20,000 and 20,000 common shares on January 25, 2019 (*paid and issued, respectively*);
- \$30,000 and 40,000 common shares on January 25, 2020 (*paid and issued, respectively*);
- \$40,000 and 60,000 common shares on January 25, 2021 (*paid and issued, respectively*);
- \$50,000 and 80,000 common shares on January 25, 2022; and
- \$300,000 and 200,000 common shares on January 25, 2023.

The vendors have retained a 1% NSR royalty, 0.5% of which may be repurchased by the Company at any time for \$10 million.

Big Red comprises 20 contiguous claims totaling 26,000 hectares in northwestern British Columbia, 45 kilometres southwest of Telegraph Creek along the Barrington Road. Big Red lies within the Golden Triangle 70 kilometres north of Teck & Newmont's Galore Creek and 80 kilometres west of Newmont's Saddle deposit, and Newcrest's Red Chris mine.

At Big Red, the Terry porphyry copper target is peripheral to a distinct large magnetic-high feature over the Limpoke Pluton that coincides with a radiometric potassium anomaly, magnetic low, conductivity high, copper, gold, silver and molybdenum anomalies and a mapped Jurassic aged porphyry intrusion. The discovery hole drilled in Terry in October 2020 returned 120 metres of 0.41% copper equivalent** from surface to end of hole including 73 metres of 0.49% copper equivalent** from surface. The discovery is located just 8 km from road access. Mineralization is associated with a porphyritic dyke swarm hosted in intermediate volcanic rocks. Chalcopyrite mineralization occurs as fine disseminations within the porphyritic dykes and volcanic host rocks, with higher concentrations along the margins. Malachite mineralization is present locally along fractures surfaces.

Table 1: Select Intervals from Drill Holes at the Terry Target

Drill Hole		From (m)	To (m)	Interval (m)	Cu (%)	Ag (g/t)	Au (g/t)	CuEq*(%)
BR-20-22		0	24.38 (EOH)	24.38	0.38	2.22	0.06	0.45
	<i>including</i>	12.19	24.38	12.19	0.56	3.10	0.06	0.64
BR-20-23		0	120.4 (EOH)	120.4	0.34	2.47	0.06	0.41
	<i>including</i>	3.05	73.15	70.1	0.41	2.93	0.07	0.49
	<i>and including</i>	60.96	73.15	12.19	1.02	7.23	0.11	1.18
BR-20-24		0	182.88 (EOH)	182.88	0.16	1.21	0.03	0.19
	<i>including</i>	0	102.11	102.11	0.21	1.54	0.04	0.26
	<i>and including</i>	0	42.67	42.67	0.29	2.23	0.06	0.36
	<i>and including</i>	7.62	24.38	16.76	0.34	2.35	0.07	0.42
BR-20-25		1.52	173.74 (EOH)	172.22	0.24	1.52	0.04	0.29
	<i>including</i>	4.57	85.34	80.77	0.36	2.45	0.06	0.43
	<i>and including</i>	68.58	82.3	13.72	0.71	4.32	0.08	0.81
BR-20-26		0	7.32 (EOH)	7.32	0.35	2.73	0.08	0.44
BR-20-27		0	76.2 (EOH)	76.2	0.19	1.18	0.05	0.24
	<i>including</i>	0	19.81	19.81	0.31	2.09	0.07	0.39

**The prices used to calculate CuEq are: Cu: \$3.50/lb, Au: \$1,850/oz, Ag: \$25/oz. All values are reported in USD and do not consider metal recoveries.

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MINERAL PROPERTIES (CONTINUED)

Big Red Porphyry Copper Property (continued)

Big Red is drill permitted with detailed IP grids followed by a 5,000 metre diamond drill program commencing in June 2021.

Big Bulk Porphyry Copper-Gold Property

In January 2021, the Company acquired Big Bulk Resources Corporation, which has the option to acquire 100% of the Big Bulk porphyry copper-gold property in the Golden Triangle in British Columbia, Canada ("Big Bulk"), for \$100,000.

The Company, through its 100% owned subsidiary Big Bulk Resources Corporation, has a five year option until December 31, 2025 to acquire 100% of Big Bulk for \$1,000,000 in cash or the issuance of common shares of the Company. The Company must make the following cash payments of \$625,000 and incur \$750,000 of exploration expenditures over five years in order to maintain its rights under the option agreement as follows:

- \$50,000 on October 7, 2020 (*paid by Big Bulk Resources Corporation prior to acquisition by Libero*);
- \$75,000 and incur \$100,000 of exploration expenditures on or before December 31, 2021;
- \$100,000 and incur \$150,000 of exploration expenditures on or before December 31, 2022;
- \$150,000 and incur \$250,000 of exploration expenditures on or before December 31, 2023; and
- \$250,000 and incur \$250,000 of exploration expenditures on or before December 31, 2024.

The vendors have retained a 0.5% NSR, 50% of which may be repurchased by the Company for \$100,000. In addition, Sandstorm Gold Ltd. is entitled to a 1.5% NSR, 50% of which may be repurchased by the Company for \$1,000,000.

Big Bulk is located 50 km southeast of Stewart, BC in the Golden Triangle. Big Bulk is a multiphase late Triassic intrusion hosted in Hazelton and Stuhini volcanics and sediments analogous to Galore Creek and KSM. The project was initially explored by Teck and Canadian Empire from 2001 to 2003. Drilling in 2003 intercepted 21 metres of 0.86% Cu and 0.4 g/t Au from a depth of 12 metres and 53 metres of 0.31% Cu and 0.2 g/t Au from 143 metres depth to end of hole, which was not followed up on. New interpretations indicate that the target is a much larger calc-alkaline porphyry system tilted on its side with higher grade mineralization in a discreet mineralized phase that was not targeted by historic drilling.

Big Bulk is drill permitted and ready with a 2,000 metre initial diamond drill program scheduled for August 2021.

For further details, refer to the press release dated January 25, 2021.

Esperanza Porphyry Copper-Gold Project

In January 2021, the Company entered into an option agreement with Latin Metals Inc. to earn-in to 70% of the Esperanza porphyry copper-gold project ("Esperanza") in San Juan, Argentina which was amended on May 26, 2021. The Company has incurred a total of \$9,037 of acquisition costs as at March 31, 2021. The Company must make the following option payments to the original project vendors and incur US \$2,000,000 of exploration expenditures in order to maintain its rights under the option agreement:

- US \$220,000 on June 14, 2021 (*paid*);
- US \$250,000 on December 15, 2021;
- US \$200,000 30 days after a drill permit is issued;
- US \$250,000 6 months after a drill permit is issued;
- US \$600,000 12 months after a drill permit is issued;
- US \$433,000 18 months after a drill permit is issued; and
- US \$450,000 24 months after a drill permit is issued.

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MINERAL PROPERTIES (CONTINUED)

Esperanza Porphyry Copper-Gold Project (continued)

Drilling permitting is on-going. Upon the exercise of the option, the Company and Latin Metals will form a 70/30 joint venture for the continued exploration and development of the project.

Esperanza is located in the prolific precious and base metal endowed and mining friendly Huachi Mining district, San Juan Province, Argentina at an elevation of only 3,200 metres. San Juan also hosts McEwan Mining's Los Azules deposit, Glencore's El Pachon mine and the Lundin Group's Filo del Sol project. The advanced stage Esperanza project is road accessible, contains multiple copper-gold drill targets supported by numerous high-grade surface rock samples across a large alteration footprint and numerous drill intercepts including 387 metres of 0.78% copper equivalent** from surface through end of hole. This hole was not followed up on due to market conditions. Mineralization is open at depth and laterally, with priority targets located west and south. There are multiple drill-ready, untested targets.

Esperanza lies within the pre-cordillera tectonostratigraphic belt of northern Argentina, in a region dominated by Paleozoic to Lower Mesozoic sedimentary and volcanic rocks. At Esperanza, these rocks are cut by the Cretaceous or Tertiary sub-volcanic stocks and dykes known as the Huachi Intrusions. The miocene mineralization at Esperanza is centered on a large and intense porphyry-style alteration footprint exposed over a 2 km by 1.2 km area where copper and gold mineralization is associated with hypabyssal feldspar porphyry intrusions, an early phase of the Huachi Intrusions. At Esperanza epithermal gold mineralization and porphyry copper-gold mineralization occur together, which suggests overprinting of the two styles, and thus increases the potential for high-grades. Porphyry-style copper mineralization consists of dissemination and fracture fill chalcopyrite with subordinate magnetite and pyrite within a broad potassic alteration envelope. Historical exploration includes diamond drilling, rock and silt sampling, IP, and magnetic geophysics. Rock sampling at surface has defined copper and gold mineralization over much of the project.

For further details, refer to the press release dated January 26, 2021.

Exploration

The following is a summary of the Mocoa, Tomichi, Big Red, Big Bulk and Esperanza exploration expenses for the three months ended March 31, 2021 and 2020:

For the three months ended						
March 31, 2021	Mocoa	Tomichi	Big Red	Big Bulk	Esperanza	Total
Technical and geological consulting	\$ 87,293	\$ -	\$ 64,890	\$ 3,841	\$ 31,608	\$ 187,632
License and permits	7,234	392	2,263	-	-	9,889
Field and camp	7,147	31	-	-	-	7,178
Total exploration expenses	\$ 101,674	\$ 423	\$ 67,153	\$ 3,841	\$ 31,608	\$ 204,699

For the three months ended						
March 31, 2020	Mocoa	Tomichi	Big Red	Big Bulk	Esperanza	Total
Technical and geological consulting	\$ 94,566	\$ -	\$ 42,156	\$ -	\$ -	\$ 136,722
License and permits	17,332	2,780	43,000	-	-	63,112
Field and camp	11,802	6,155	4,500	-	-	22,457
Total exploration expenses	\$ 123,700	\$ 8,935	\$ 89,656	\$ -	\$ -	\$ 222,291

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RESULTS OF OPERATIONS

THREE MONTHS ENDED MARCH 31, 2021 COMPARED TO THE THREE MONTHS ENDED MARCH 31, 2020

The Company reported a net loss of \$270,735 for the three months ended March 31, 2021, compared to a net loss of \$875,351 for the three months ended March 31, 2020.

Following is an analysis of the significant items and variances between the three months ended March 31, 2021 and 2020:

For the three months ended	March 31, 2021	March 31, 2020	
Share-based compensation	236,069	62,986	Increase due to the grant of stock options in Q1 2021.
Investor relations	204,741	340,869	Decrease due to lower investor relations activity.
General and administration	88,506	129,451	Decrease due to cost saving initiatives.
Professional fees	38,485	7,545	Increase in legal, tax and audit fees including quarterly reviews as a result of a higher level of corporate activities.
Gain on sale of subsidiary	(609,697)	-	Increase due to sale of subsidiary which owns the Tomichi project

SUMMARY OF QUARTERLY RESULTS

Following is a summary of quarterly results for the eight most recently completed quarters. These results are taken from the interim consolidated financial statements of the Company, which are prepared in accordance with IFRS applicable to interim financial statements.

For the three months ended:	March 31, 2021	December 31, 2020	September 30, 2020	June 30, 2020
Net loss	\$ 270,735	\$ 1,191,285	\$ 2,696,383	\$ 726,602
Basic and diluted loss per share ⁽¹⁾	0.01	0.04	0.10	0.05

For the three months ended:	March 31, 2020	December 31, 2019	September 30, 2019	June 30, 2019
Net loss	\$ 875,321	\$ 1,158,618	\$ 1,322,859	\$ 670,607
Basic and diluted loss per share ⁽¹⁾	0.05	0.09	0.10	0.05

(1) Basic/Diluted (loss) per share has been adjusted to reflect a 5 for 1 common share consolidation that occurred on February 22, 2021.

The analysis provided in the Results of Operations section above provides information regarding the significant movements during the three months ended March 31, 2021, compared with the three months ended March 31, 2020. During the three months ended September 30, 2019, the Company started incurring exploration expenses on the Big Red property, including soil sampling, rock chip sampling, geological mapping, geophysics and surface drilling. During the three months ended March 31, 2020 and June 30, 2020, net loss decreased compared to the three months ended December 31, 2019 due to the seasonal nature of exploration at Big Red. During the three months ended September 30, 2020, the Company continued incurring exploration expenses on the Big Red property, including geochemical, mapping and drilling. During the three months ended December 31, 2020 and March 31, 2021, net loss decreased compared to the three months ended September 30, 2020 due to the seasonal nature of exploration at Big Red.

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LIQUIDITY AND CAPITAL RESOURCES

As at	March 31, 2021	December 31, 2020	December 31, 2019
Working capital	\$ 6,227,972	\$ 553,032	\$ 298,977
Total assets	9,541,117	2,795,530	2,180,692
Total liabilities	953,079	646,597	416,945
Share capital	18,723,023	13,633,487	9,406,458
Contributed surplus	5,276,160	3,655,856	2,008,078
Deficit	(15,411,145)	(15,140,410)	(9,650,789)

The Company had cash and cash equivalents of \$6,691,411 as at March 31, 2021 (December 31, 2020: \$891,798) and a working capital of \$6,227,972 (December 31, 2020: \$553,032).

At present, the Company has no operations that generate cash flow and its financial success is dependent on the Company's ability to successfully acquire mineral properties and develop economically viable mineral deposits, and to raise required funding through future equity issuances, asset sales, or a combination thereof.

The Company relies on equity financings and the exercise of options and warrants to fund its mineral property acquisitions, exploration activities, and its general and administrative expenses. In February 2021, the Company closed a non-brokered private placement for aggregate gross proceeds of \$7,000,000.

Many factors influence the Company's ability to raise funds, including the health of global commodity prices, the climate for mineral exploration investment, the Company's track record, and the experience and quality of its management team. Actual funding requirements may vary from those expected due to a number of factors, including the progress of exploration activities.

There is no guarantee that the Company will be able to secure additional financing in the future at terms that are favourable. To date, the Company has not used debt to further its exploration programs, and the Company has no plans to use debt financing at the present time.

OUTSTANDING SHARE DATA

Common shares

On February 22, 2021, the Company consolidated all of its outstanding common shares on the basis of five pre-consolidation common shares for one post-consolidation common share. All share, options and warrants information has been adjusted retroactively to reflect the consolidation.

As at March 31, 2021, the Company had 43,462,813 common shares issued and outstanding (December 31, 2020: 29,683,683). As at the date of this MD&A, the Company had 43,502,813 common shares issued and outstanding.

Warrants

As at March 31, 2021, the Company had 20,966,481 warrants outstanding. Subsequent to March 31, 2021, 340,000 warrants were expired resulting in 20,626,481 warrants outstanding at the date of this MD&A.

Options

As at March 31, 2021, the Company had 2,790,000 options outstanding. Subsequent to March 31, 2021, 40,000 options were exercised at an exercise price of \$0.50 per option for total proceeds of \$20,000, and 570,000 options were issued resulting in 3,320,000 options outstanding as at the date of this MD&A.

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TRANSACTIONS WITH RELATED PARTIES

Key management, directors, and officers received the following salaries and benefits during the three months ended March 31, 2021 and 2020:

For the three months ended	March 31, 2021		March 31, 2020	
Share-based compensation	\$	193,253	\$	42,432
Employee salaries and benefits		88,608		91,919
	\$	281,861	\$	134,351

The following table provides outstanding balances and the total amount of transactions, which have been entered into by the Company with related parties during the three months ended March 31, 2021 and 2020:

For the three months ended	March 31, 2021		March 31, 2020	
Purchases:				
Costs recharged from a company controlled by director Ian Slater	\$	45,000	\$	100,000
Legal fees to Farris, Vaughan, Wills & Murphy LLP in which director Jay Sujir is a partner	\$	25,792	\$	-
As at		March 31, 2021		December 31, 2020
Amounts owed to:				
Farris, Vaughan, Wills & Murphy LLP in which director Jay Sujir is a partner	\$	1,716	\$	2,243

Related party transactions are measured at the amounts agreed upon by the parties.

In January 2021, the Company closed a transaction with Zacapa Resources Ltd. ("Zacapa", a Canadian private company, and a related party with two common directors Ian Slater and Jay Sujir) to sell Libero Mining Limited, a company incorporated in Delaware, USA, which holds the option to acquire Tomichi, in return for the issuance of 2,000,000 Zacapa shares to the Company. Libero currently owns 6.5% of Zacapa.

During the three months ended March 31, 2020, the Company borrowed by way of interest free promissory notes the amount of \$152,468 from a company controlled by director Ian Slater. In May 2020, the Company repaid all the outstanding notes payable.

FINANCIAL INSTRUMENTS

Refer to note 12 of the Company's unaudited condensed interim consolidated financial statements for the three months ended March 31, 2021, for disclosure regarding the Company's financial instruments.

Fair value

The fair values of cash and cash equivalents, amounts receivable, and accounts payable and accrued liabilities approximate their carrying amounts, largely due to the short-term maturities of these instruments.

The fair value hierarchy establishes three levels to classify the inputs of valuation techniques used to measure fair value. As required by IFRS 13, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Level 3 financial instruments are those fair valued based on inputs that are unobservable (supported by little or no market activity). The Company's investment in Zacapa common shares is classified as a level 3 financial instrument. The fair value of Zacapa common shares at initial recognition and subsequent measurement was based on the most recent market activity of Zacapa.

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CONTRACTUAL OBLIGATIONS AND OFF-BALANCE SHEET ARRANGEMENTS

In addition to various operating commitments (note 14 – audited consolidated financial statements for the year ended December 31, 2020), the Company has to make cash payments in order to meet the terms of the option agreements entered into to purchase Big Red, Big Bulk and Esperanza as described in note 4 of the unaudited condensed interim consolidated financial statements for the three months ended March 31, 2021 and in the “Mineral Properties” section of this MD&A.

RISKS AND UNCERTAINTIES

The Company is in the business of acquiring, exploring, and developing mineral properties. It is exposed to a number of risks and uncertainties that are common to other mineral exploration companies in the same business. The industry is capital intensive at all stages and is subject to variations in commodity prices, market sentiment, exchange rates for currency, inflation, and other risks. The Company currently has no source of revenue. The Company will rely mainly on equity financing to fund acquisitions and its other activities. For further discussion related to risks and uncertainties, please refer to the Company's annual Management's Discussion and Analysis for the year ended December 31, 2020, available on SEDAR at www.sedar.com.

INTERNAL CONTROL OVER FINANCIAL REPORTING AND DISCLOSURE CONTROLS AND PROCEDURES

As permitted, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the financial statements and respective accompanying Management's Discussion and Analysis. In contrast to the certificates under National Instrument (“NI”) 52-109 (Certification of disclosure in an Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification 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.

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A on May 28, 2021. A copy of this MD&A is filed on SEDAR.

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FORWARD-LOOKING INFORMATION

This MD&A contains “forward-looking information” (also referred to as “forward-looking statements”) within the meaning of applicable Canadian securities legislation. Forward-looking statements are provided for the purpose of providing information about management’s current expectations and plans and allowing investors and others to get a better understanding of the Company’s operating environment. All statements, other than statements of historical fact, are forward-looking statements.

In this MD&A, forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company at this time, are inherently subject to significant business, economic, and competitive uncertainties and contingencies that may cause the Company’s actual financial results, performance, or achievements to be materially different from those expressed or implied herein. Some of the material factors or assumptions used to develop forward-looking statements include, without limitation, the uncertainties associated with: potential acquisitions, financing of the Company’s acquisitions and other activities, exploration, development and operation of mining properties, and the overall impact of misjudgments made in good faith in the course of preparing forward-looking information.

Forward-looking statements involve risks, uncertainties, assumptions, and other factors, including those set out below, that may never materialize, prove incorrect, or materialize other than as currently contemplated, which could cause the Company’s results to differ materially from those expressed or implied by such forward-looking statements. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, or future events or performance (often, but not always, identified by words or phrases such as “expects”, “is expected”, “anticipates”, “believes”, “plans”, “projects”, “estimates”, “assumes”, “intends”, “strategy”, “goals”, “objectives”, “potential”, “possible” or variations thereof or stating that certain actions, events, conditions or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of fact, and may be forward-looking statements.

Numerous factors could cause actual results to differ materially from those in the forward-looking statements, including without limitation:

- the ability of the Company to successfully acquire mining assets;
- access to funding to support the Company’s strategic plans and/or operating activities in the future;
- the volatility of currency exchange rates, metal prices, and metal production;
- the continued participation in the Company of certain key employees; and
- risks normally incident to the acquisition, exploration, development, and operation of mining properties.

This list is not exhaustive of the factors that may affect any of the Company’s forward-looking statements. Investors are cautioned not to put undue reliance on forward-looking statements, and investors should not infer that there has been no change in the Company’s affairs since the date of this report that would warrant any modification of any forward-looking statement made in this document, other documents periodically filed with or furnished to the relevant securities regulators or documents presented on the Company’s website. All subsequent written and forward-looking oral statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by this notice. The Company disclaims any intent or obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of assumptions or factors, whether as a result of new information, future events, or otherwise, subject to the Company’s disclosure obligations under applicable Canadian securities regulations. Investors are urged to read the Company’s filings with Canadian securities regulatory agencies, which can be viewed online at www.sedar.com.