



LIBERO

COPPER

LIBERO COPPER CORPORATION
Management's Discussion and Analysis
For the three months ended March 31, 2019

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INTRODUCTION

This management's discussion and analysis ("MD&A") focuses on significant factors that affected Libero Copper Corporation ("Libero" or the "Company") during the three months ended March 31, 2019 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, 2019. This MD&A should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three months ended March 31, 2019 and the audited consolidated financial statements for the year ended December 31, 2018 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 30, 2019.

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 Copper's Executive Vice President of Exploration, Leo Hathaway P.Geol., who is a Qualified Person, as defined under NI 43-101.

COMPANY DEVELOPMENTS AND OUTLOOK

The Company has acquired high-quality copper deposits in the Americas with significant resources but without any fatal flaws or significant holding costs. These assets will be advanced and de-risked by a seasoned team to minimize dilution and maximize shareholder value. The portfolio currently includes the Big Red exploration project in Canada, as well as the Tomichi deposit in the United States and the Mocoa deposit in Colombia, which both contain large inferred mineral resources. In total, the properties contain 7.9 billion pounds of copper and 1.1 billion pounds of molybdenum.

The Company expects drill permits for all of its properties during 2019. A soil sampling and geological mapping program is planned for the upcoming field season at Big Red with a focus on the new Ridge target. Followed by an initial drill program, subject to financing.

LIBERO COPPER CORPORATION
Management's Discussion and Analysis
For the three months ended March 31, 2019

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 B2Gold Corp. ("B2Gold") in return for issuance of 10,400,000 common shares, which comprised a 19% stake in the Company, and a 2% net smelter return royalty on the project. The Company has retained a right of first refusal on any sale of the royalty. B2Gold has been granted a right to participate in future equity financings to maintain its ownership interest in the Company.

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 were completed. In 2008 and 2012, B2 Gold completed 5,123 metres in 9 holes, and 1,768 metres in 3 holes, respectively.

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

LIBERO COPPER CORPORATION
Management's Discussion and Analysis
For the three months ended March 31, 2019

MINERAL PROPERTIES (CONTINUED)

Mocoa Porphyry Copper-Molybdenum Deposit (continued)

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.Geol., 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 and incurred a total of \$288,457 of acquisition costs as at March 31, 2019. The Company has a five-year option until December 16, 2021 to acquire 100% of Tomichi for an exercise price of US \$4 million (the "Exercise Price"). The Company must make the following option payments in order to maintain rights under the Option Agreement:

- US \$7,500 on December 16, 2016 (*paid*);
- US \$40,000 on January 16, 2017 (*paid*);
- US \$60,000 on December 16, 2017 (*paid*);
- US \$80,000 on December 16, 2018 (*paid*);
- US \$125,000 on December 16, 2019; and
- US \$150,000 on December 16, 2020.

Option payments made to maintain the option are not credited against the Exercise Price, however, at any time the option may be exercised early by paying the Exercise Price with no further option payments required.

Tomichi is located on the southern edge of the Sawatch Range in the Tomichi Mining District, Gunnison County, Southwestern Colorado and consists of 49 unpatented lode mining claims with a total area of 409 hectares located on US Department of Agriculture Forest Service land.

Mineralization at Tomichi is a typical porphyry deposit characterized by disseminated and fracture controlled molybdenite and chalcopyrite hosted by a mid-Tertiary, potassic altered, intrusive system dominated by a porphyritic quartz monzonite. The mineralized porphyry is exposed at surface on top of Copper Hill. Diamond drilling has intersected copper-molybdenum mineralization over a surface area in excess of 1,500 metres by 800 metres, to a depth of at least 600 metres and remains open to the north, east and at depth.

Tomichi was initially worked on in the 1950's by Climax Molybdenum Co. and in the 1980's by Molycorp Inc. The only drilling that has been carried out since then were five diamond holes in 2012. In total 52 diamond core drill holes were completed comprising 16,612 metres of drilling.

The resource estimate for Tomichi consists of an Inferred mineral resource of 711 million tonnes at a grade of 0.33% copper equivalent containing 3.3 billion pounds of copper, 555 million pounds of molybdenum, 393 thousand ounces of gold, 46 million ounces of silver and 339 thousand pounds of rhenium. 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. The copper equivalent number only includes molybdenum and excludes gold, silver and rhenium as older drill holes were not assayed for those minerals.

LIBERO COPPER CORPORATION
Management's Discussion and Analysis
For the three months ended March 31, 2019

MINERAL PROPERTIES (CONTINUED)

Tomichi Porphyry Copper-Molybdenum Deposit (continued)

Table 1: Sensitivity of Inferred Mineral Resources to Cut-off Grade

Cut-off CuEq%*	Million tonnes	Average Grade						Contained Metal				
		CuEq* (%)	Cu (%)	Mo (%)	Au (g/t)	Ag (g/t)	Re (g/t)	Cu (Blbs)	Mo (Mlbs)	Au (koz)	Ag (Moz)	Re (klbs)
0.1	1,002	0.29	0.19	0.031	0.015	1.8	0.193	4.17	689	493	57.2	426
0.15	990	0.30	0.19	0.032	0.015	1.8	0.194	4.15	687	490	56.9	423
0.2	906	0.31	0.20	0.033	0.016	1.8	0.202	3.93	655	460	53.7	402
0.25	711	0.33	0.21	0.035	0.017	2.0	0.216	3.31	555	393	45.6	339
0.3	480	0.36	0.23	0.039	0.019	2.1	0.231	2.42	412	287	33.2	244
0.35	264	0.39	0.25	0.043	0.020	2.3	0.247	1.43	249	168	19.8	144

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

For further details, refer to press release dated June 1, 2017, and technical report entitled "NI 43-101 Updated Technical Report for the Tomichi Copper-Molybdenum Project Gunnison County, Colorado", dated effective March 1, 2017, and authored by Paul D. Gray and Robert C. Sim, both of Gault Group, LLC, who are both independent "qualified persons" as defined by NI 43-101, which are both available on www.sedar.com.

Big Red Porphyry Gold-Copper Property

In February 2019, the Company closed an option agreement to acquire 100% of the Big Red porphyry gold-copper property in the Golden Triangle in British Columbia, Canada ("Big Red"), and incurred a total of \$60,976 of acquisition costs as at March 31, 2019. The Company, at its option, may acquire 100% of Big Red in return for the issuance of 2,000,000 common shares of the Company and cash payments of \$440,000 over four years (the "Option") as follows:

- \$20,000 and 100,000 common shares on January 25, 2019 (*paid and issued, respectively*);
- \$30,000 and 200,000 common shares on January 25, 2020;
- \$40,000 and 300,000 common shares on January 25, 2021;
- \$50,000 and 400,000 common shares on January 25, 2022; and
- \$300,000 and 1,000,000 common shares on January 25, 2023.

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

Big Red comprises 15 contiguous claims totalling 20,579 hectares in northwestern British Columbia, 45 kilometres southwest of Telegraph Creek. Big Red lies within the Golden Triangle 70 kilometres north of Galore Creek and 80 kilometres west of GT Gold's Saddle discovery. Big Red is located 18 kilometres from paved highway with dirt roads extending to the claim block. This is the first time that the entire project has been consolidated under one operator.

LIBERO COPPER CORPORATION
Management's Discussion and Analysis
For the three months ended March 31, 2019

MINERAL PROPERTIES (CONTINUED)

Big Red Porphyry Gold-Copper Property (continued)

The Golden Triangle is a geological province of prodigious copper and gold mineralisation and host to some of Canada's most famous mines, including Premier, Red Chris, Snip, Brucejack and Eskay Creek. Within the Golden Triangle porphyry copper and gold, epithermal gold and silver and volcanogenic massive sulfide styles of mineralisation have all been recognised. At Big Red all three of these styles exist, indicating that a large mineralised system has been preserved from erosion. The primary porphyry copper target is centred on a distinct magnetic-high feature that coincides with a radiometric potassium anomaly, copper, gold and molybdenum anomalies and a mapped Jurassic aged porphyry intrusion.

Location, description, and assay data for 1,714 rock chip and 1,957 soil samples were digitized from 35 assessment reports for the area dating back to 1963. The compilation provided a geochemical coverage of the property never attained by previous operators. Of particular note is the new Ridge target located to the south of the primary porphyry target, where a coincident gold and copper soil anomaly extends three kilometres from east to west and two kilometers north to south at a 300 ppb gold and 300 ppm copper threshold and is open to both the east and west. Within this zone individual soil samples range as high as 25 grams per tonne gold and historical rock chip samples grade up to 29 grams per tonne gold. Descriptions of outcrop in this area include a quartz-feldspar porphyry intrusion with disseminated pyrite and pyrrhotite and quartz-sulphide stockworks and veins.

For further details, refer to press release dated February 11, 2019.

Exploration expenses

The following is a summary of the Mocoa, Tomichi, and Big Red exploration expenses for the three months ended March 31, 2019 and 2018.

For the three months ended March 31, 2019	Mocoa	Tomichi	Big Red	Total
Technical and geological consulting	\$ 58,942	\$ 2,338	\$ 17,960	\$ 79,240
License and permits	19,697	2,498	-	22,195
Field and camp	6,972	7,894	-	14,866
Legal and office administration	6,854	-	-	6,854
Travel and transportation	1,201	-	-	1,201
Total exploration expenses	\$ 93,666	\$ 12,730	\$ 17,960	\$ 124,356

For the three months ended March 31, 2018	Mocoa	Tomichi	Big Red	Total
Technical and geological consulting	\$ -	\$ 625	\$ -	\$ 625
License and permits	-	1,488	-	1,488
Field and camp	-	3,608	-	3,608
Total exploration expenses	\$ -	\$ 5,721	\$ -	\$ 5,721

LIBERO COPPER CORPORATION
Management's Discussion and Analysis
For the three months ended March 31, 2019

RESULTS OF OPERATIONS

THREE MONTHS ENDED MARCH 31, 2019 COMPARED TO THE THREE MONTHS ENDED MARCH 31, 2018

The Company reported a net loss of \$466,790 for the three months ended March 31, 2019, compared to a net loss of \$40,909 for the three months ended March 31, 2018.

Following is an analysis of the significant items and variances between the three months ended March 31, 2019 and 2018:

For the three months ended	March 31, 2019	March 31, 2018	
Exploration expenses	124,356	5,721	Increase in exploration activities on Mocoa and Big Red.
General and administration	87,318	6,705	Increase due to a higher level of activity.
Share-based payments	77,922	2,528	Increase due to an increase in non-cash share-based payment expense as a result of the grant of additional stock options.
Salaries and benefits	69,825	-	Increase due to the payment of salaries to new employees as a result of a higher level of activity.
Investor relations and business development	52,330	4,256	Increase due to expanded investor relations activity.
Professional fees	26,613	5,391	Increase in legal fees as a result of a higher level of corporate activities.
Project evaluations	10,602	-	Increase due to the evaluation of a potential new project.

LIBERO COPPER CORPORATION
Management's Discussion and Analysis
For the three months ended March 31, 2019

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 Libero Copper Corporation, which are prepared in accordance with IFRS applicable to interim financial statements.

For the three months ended:	March 31, 2019	December 31, 2018	September 30, 2018	June 30, 2018
Net loss	\$ 466,790	\$ 173,437	\$ 84,591	\$ 51,362
Basic and diluted loss per share	0.01	0.006	0.002	0.001

For the three months ended:	March 31, 2018	December 31, 2017	September 30, 2017	June 30, 2017
Net loss	\$ 40,909	\$ 79,606	\$ 68,276	\$ 212,356
Basic and diluted loss per share	0.001	0.000	0.002	0.005

The analysis provided in the Results of Operations section above provides information regarding the movements during the three months ended March 31, 2019, compared with the three months ended March 31, 2018. During the three months ended September 30, 2018, net loss increased compared to the three months ended June 30, 2018 as well as September 30, 2017 due to increased exploration activities at Tomichi and Mocoa. Net loss for the three months ended March 31, 2018, decreased due to reduced exploration activities at Tomichi. Net loss for the three months ended December 31, 2017, increased due to the grant of stock options in that quarter. During the three months ended June 30, 2017, the Company incurred costs related to set-up and organization of the storage of historical drill core samples.

LIQUIDITY AND CAPITAL RESOURCES

As at	March 31, 2019	December 31, 2018	December 31, 2017
Working capital	\$ 5,463	\$ 516,930	\$ 524,373
Total assets	1,842,880	1,858,683	738,819
Total liabilities	470,796	106,031	31,813
Share capital	7,361,300	7,353,000	6,030,804
Deficit	(6,498,705)	(6,031,915)	(5,681,616)

The Company had cash and cash equivalents of \$51,599 as at March 31, 2019 (December 31, 2018: \$416,844) and working capital of \$5,463 (December 31, 2018: \$516,930).

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.

LIBERO COPPER CORPORATION
Management's Discussion and Analysis
For the three months ended March 31, 2019

LIQUIDITY AND CAPITAL RESOURCES (CONTINUED)

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. Refer to note 1 – Nature of Operations and Going Concern of the Company's unaudited condensed interim consolidated financial statement for the three months ended March 31, 2019. To date, the Company has not used debt or other means of financing to further its exploration programs, and the Company has no plans to use debt financing at the present time.

OUTSTANDING SHARE DATA

Common shares

As at March 31, 2019 and the date of this MD&A, the Company had 61,356,631 common shares issued and outstanding (December 31, 2018: 61,256,631).

Warrants

As at March 31, 2019, and as at the date of this MD&A, the Company had 4,250,000 warrants outstanding.

Options

As at March 31, 2019, the Company had 5,087,500 share purchase options outstanding. As at the date of this MD&A, the Company had 5,050,000 share purchase options outstanding.

TRANSACTIONS WITH RELATED PARTIES

Key management, directors, and officers received the following salaries and benefits during the three months ended March 31, 2019 and 2018:

For the three months ended	March 31, 2019		March 31, 2018	
Share-based payments	\$	69,842	\$	689
Employee salaries and benefits		85,985		-
	\$	155,827	\$	689

The following table provides the total amount of transactions, which have been entered into by the Company with related parties during the three months ended March 31, 2019 and 2018:

For the three months ended	March 31, 2019		March 31, 2018	
Purchases:				
Costs recharged from a company controlled by director Ian Slater	\$	75,000	\$	3,000
Legal fees to Farris, Vaughan, Wills & Murphy LLP in which director Jay Sujir is a partner	\$	17,228	\$	-

LIBERO COPPER CORPORATION
Management’s Discussion and Analysis
For the three months ended March 31, 2019

TRANSACTIONS WITH RELATED PARTIES (CONTINUED)

The following table provides the total amount of transactions, which have been entered into by the Company with related parties during the three months ended March 31, 2019 and 2018 (continued):

As at	March 31, 2019	December 31, 2018
Amounts owed to:		
Farris, Vaughan, Wills & Murphy LLP in which director Jay Sujir is a partner	\$ 26,859	\$ 11,900

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

FINANCIAL INSTRUMENTS

Refer to note 8 of the Company’s unaudited condensed interim consolidated financial statements for the three months ended March 31, 2019, for disclosure regarding the Company’s financial instruments.

Fair value

Management assessed that 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 Company currently has no financial instruments measured at fair value.

Financial risk management

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company’s operations to date have been financed by issuing common shares. There is no guarantee that the Company will be able to secure additional financing in the future at terms that are favourable. Refer to note 1 – Nature of Operations and Going Concern of the Company’s unaudited condensed interim consolidated financial statements for the three months ended March 31, 2019.

CONTRACTUAL OBLIGATIONS AND OFF-BALANCE SHEET ARRANGEMENTS

In addition to various operating commitments (note 12 – audited consolidated financial statements for the year ended December 31, 2018), the Company has to make cash payments in order to meet the terms of the option agreements entered into to purchase Tomichi and Big Red as described in note 4 of the unaudited condensed interim consolidated financial statements for the three months year ended March 31, 2019 and in the “Mineral Properties” section of this MD&A.

LIBERO COPPER CORPORATION
Management's Discussion and Analysis
For the three months ended March 31, 2019

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The Company has adopted the requirements of IFRS 16 Leases ("IFRS 16") as of January 1, 2019. IFRS 16 introduces a single lessee accounting model and requires a lessee to recognize right of use assets and liabilities for leases. The Company elected to apply IFRS 16 using a modified retrospective approach; therefore, the comparative information has not been restated and continues to be reported under IAS 17, Leases. The details of the new accounting policy and the impact of the policy change are described in note 2 of the unaudited condensed interim consolidated financial statements.

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, 2018, 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 30, 2019. A copy of this MD&A is filed on SEDAR.

LIBERO COPPER CORPORATION
Management's Discussion and Analysis
For the three months ended March 31, 2019

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.