



SAN MARCO

— R E S O U R C E S —

Management Discussion and Analysis
For the Six Months Ended May 31, 2018

GENERAL

This Management Discussion and Analysis (“MD&A”) provides a detailed analysis of the business of San Marco Resources Inc. (“San Marco” or the “Company”) for the six months ended May 31, 2018 (the “Current Quarter”), in comparison to the six months ended May 31, 2017. This MD&A contains information up to and including July 30, 2018 and should be read in conjunction with the Company’s interim condensed consolidated financial statements and related notes for the Current Quarter, which have been prepared in accordance with International Accounting Standards (“IAS”) 34 Interim Financial Reporting, as issued by the International Accounting Standards Board (“IASB”) and do not include all of the information required for full annual financial statements. The following should also be read in conjunction with the Company’s audited consolidated financial statements and related notes for the year ended November 30, 2017, which have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and the related annual MD&A for the year ended November 30, 2017, and all other disclosure documents of the Company. All amounts are stated in Canadian dollars, the reporting and functional currency of the Company, unless otherwise indicated.

Additional information relevant to the Company’s activities is available on SEDAR at www.sedar.com and the Company’s web site at www.sanmarcocorp.com.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A that are not historical facts may be forward-looking statements and prospective. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from actual future results. Readers are cautioned not to place undue reliance on these forward-looking statements. See also the **Caution Regarding Forward-Looking Statements** at the end of this MD&A.

OVERVIEW

The Company was incorporated on September 27, 2005 under the *Business Corporations Act* of British Columbia. The Company is engaged in the acquisition, exploration and advancement of mineral properties, currently active in Mexico. The Company has no operations from which to derive revenues and relies on its cash, raised through the issuance of common shares, in order to fund its exploration and general and administrative expenses.

Significant technical and corporate events that occurred during and subsequent to the six months ended May 31, 2018 include:

- The Company issued 1,270,250 common shares for gross proceeds of \$190,538 pursuant to the exercise of share purchase warrants and 300,000 common shares for gross proceeds of \$30,000 pursuant to the exercise of stock options.

The Company's exploration portfolio includes but is not limited to the Chunibas, 1068 and Mariana projects in Mexico and the Alwin copper project in British Columbia, Canada. These projects are discussed further under **Mineral Projects – Exploration and Acquisition Activities** below.

The business of mining and exploration involves a high degree of risk. As San Marco has no operations and is without revenues, it is entirely reliant on its current cash and upon future financings in order to fund its exploration and administration expenses. The Company's ability to secure future financing necessary to advance its projects, is dependent on numerous factors, many of which are outside of its control, including fluctuations in the Company's share price, investor perceptions and expectations, and global financial and metals markets. While these factors are dynamic and likely to change over time, at present, equity financing for mineral exploration companies is difficult and there can be no assurance that future financing will be available or secured. Furthermore, given the Company's recent share price and the current state of equity markets, such financing, if available, may be very dilutive to the Company's shares and shareholders. As it has in the past, the Company would likely seek additional financing through, but not limited to, the issuance of additional equity.

Title to mining properties involves certain inherent risks as well, particularly in foreign jurisdictions, including the difficulties of determining the validity of title and the potential for problems arising from numerous transfers of historical mining properties. The Company has diligently investigated the rights of ownership to all of the mineral concessions in which it has an interest and, to the best of its knowledge, such ownership rights are valid and in good standing. However, this should not be construed as a guarantee of title. The concessions may be subject to prior claims, agreements or transfers, and rights of ownership may be affected by undetected defects.

EXPLORATION AND ACQUISITION ACTIVITIES, Sonora, Mexico

Current exploration activities are located in Sonora State, Mexico. Regional exploration is focused in the Sierra Madre mountains, and consists of various concessions which total 93,595 hectares. A table outlining these properties is provided below. For additional details please refer to the Company's news releases of May 14, 2014, December 16, 2014, February 10, 2015, February 25, 2015, November 29, 2017, January 10, 2018, February 27, 2018 and March 26 2018.

In May, 2018 the Company announced the acquisition of two properties through Mexican government lottery system. Both properties are located in Sonora State and within prolific mining districts. The Company is preparing to do a first-pass ground validation and prospecting works on both properties.

Concession Group ⁽ⁱ⁾	Acquired	Size (hectares)	Terms
Chunibas	January 2015; from Argonaut Gold Inc.	530	Owned 100% subject to a 1% net smelter return royalty
Mariana	February 2015; from Argonaut Gold Inc.	72,820	Purchased for a 1% net smelter return royalty (one half of which can be purchased back by the Company for US\$2.0 million) and a one-time bonus payment of US\$6 per ounce of any gold contained in the Proven and Probable Reserve categories located on the Concession Group.
Suzanne	October 2017	2159	Owned 100% subject to a 2% net smelter return royalty
1068	September 29, 2017	1,795	Owned 100% subject to a 2% net smelter return royalty
La Caridad Este	May 31, 2017	7,758	Owned 100% subject to a 2% net smelter return royalty
Agua Zarca	September 29, 2017	4,096	Owned 100% subject to a 2% net smelter return royalty
Chapis	May 18, 2018	64	Owned 100%
Ceja Colorada	September 29, 2017	4337	Owned 100% subject to a 2% net smelter return royalty
San Martin	November 15, 2016	30	Owned 100%
La Gloria	August 13, 1993	6	Owned 100%
Total		93,595	

(i) With respect to titles to the various concessions acquired by the Company, some have been transferred to it (in the case of purchased concessions) or remain with the underlying optionor (in the case of optioned concessions) with the exception of the Mariana I concession (one of the Mariana Concession Group), for which title was applied by Argonaut Gold and which is currently awaiting issuance by the Registration Direction de Minas (the Mexican mining registry department). Pursuant to the Mariana

purchase agreement, title to Mariana I concession will be transferred to the Company by Argonaut when such title is granted to Argonaut.

Property maps of San Marco's concessions are available on its website.

Geology and Mineralization:

With the exception of certain anomalous targets identified by the Company's exploration alliance with GlobeTrotters Resources Group Inc., greenfield exploration has been focused in the Sierra Madre Occidental area of Northern Mexico. The area is more specifically located in the Sahuaripa District, which regionally consists of Cretaceous to Tertiary sedimentary and volcanic sequences. This region is known to host numerous mineral targets representing a wide variety of mineralization types, including epithermal gold and silver, porphyry copper and molybdenum, strata-bound gold in volcanoclastics, mesothermal silver and CRD type targets (in mantos and skarns). Many of these known targets are related to NNW-trending regional structures and to multi-phase felsic plutonic rocks that intrude the older volcano-sedimentary sequences. Historic, as well as recent artisanal mineral workings are noted across most of the Chunibas property.

Known Targets and Work to Date:

The Company has currently prioritized four known showings in the Sahuaripa District, including:

- Chunibas – a 1.0 – 1.5 m wide vein system on the Chunibas concessions containing gold in association with iron oxides.
- At Chunibas, a recently discovered showing represented by high grade copper and silver volcanic hosted stratiform prospect. High copper and silver values from rock chip sampling results had aided in the definition of mineralized “corridor” of at least 1.7 kilometres long by 300m in width.
- Oregano – a low sulphidation, epithermal gold-bearing target in the Mariana concessions that has been traced over a 3 to 5 km strike length.
- 1068 on Victoria 1 concessions is a Laramide-age porphyry copper and molybdenum prospect which was recently investigated by a geophysical survey. San Marco geological staff would evaluate the various identified induced polarization chargeabilities targets and would prepare and propose a drilling campaign.

San Marco's geologists made several field visits to the two properties since the first concessions were acquired in May 2014, to confirm the location of certain previously identified mineral showings and conduct preliminary mapping and sampling. In March and April 2015, a three-week regional exploration program, consisting of field verifying and sampling a number of new and known targets was undertaken. Additional field work in May and June, 2015, has confirmed numerous mineralized targets which are expected to warrant further detailed exploration. Significant areas of the Mariana concession property remain to be evaluated.

Readers are referred to the Company's MD&A for the year ended November 30, 2014 and to any news releases noted above for a description of previous exploration and sampling results from the Chunibas and 1068 projects...

Other Projects

Aqua Zarca:

An initial field evaluation included geological mapping, limited rock chip sampling and stream sediment sampling have been completed on the concessions. Results are currently being evaluated.

La Caridad Este:

An initial field evaluation included geological mapping, limited rock chip sampling and stream sediment sampling have been completed on the concessions. Preliminary results warrant further exploration works over the areas with prospective alteration zones. .

Suzanne:

This mining concession was staked after a target was identified by the Company's exploration alliance with GlobeTrotters Resources Group Inc. San Marco is planning to conduct first-pass prospecting works.

Suanse Property:

This property has been recently acquired through the government mineral concession lottery. Suanse property covers 1,115 hectares and is located 62 kilometres southeast of the world class Buenavista copper mine (formerly named Cananea) and 42 kilometres to the north-west of La Caridad mine (both operated by Southern Copper Corporation). San Marco is preparing to do a first-pass ground validation and prospecting work.

Espiritu SMR:

This property has been recently acquired through the government mineral concession lottery. This new land acquisition covers approximately 2,712 hectares and is located less than 30 km SE of the Company's Chunibas and 1068 projects. San Marco is preparing to do a first-pass ground validation and prospecting work.

Alwin Property, British Columbia:

The Alwin project is located in south-central British Columbia, Canada, approximately 4 km west of and contiguous to Teck's Highland Valley Copper Mine. This copper-focused property

has been reduced in size, and the pending reduction in ownership is not yet complete. The property hosts a small past-producing copper mine, most recently active in the 1980's.

A brief description of the Alwin project history, geology and mineralization is provided on the Company's website. No exploration work was carried out on the Alwin property during the current period.

SELECTED FINANCIAL INFORMATION

The following table sets out selected quarterly financial information derived from the Company's unaudited interim condensed consolidated financial statements for each of the eight quarters ended on the dates indicated below. The data should be read in conjunction with the Company's consolidated financial statements for the year ended November 30, 2017 and the notes thereto.

Period	Revenue	Net Loss	Basic and Diluted Loss per share
	\$	\$	\$
2 nd quarter ended May 31, 2018	Nil	404,335	0.01
1 st quarter ended February 28, 2018	Nil	381,612	0.01
4 th quarter ended November 30, 2017	Nil	551,795	0.01
3 rd quarter ended August 31, 2017	Nil	239,008	0.00
2 nd quarter ended May 31, 2017	Nil	334,744	0.01
1 st quarter ended February 28, 2017	Nil	289,678	0.01
4 th quarter ended November 30, 2016	Nil	348,741	0.01
3 rd quarter ended August 31, 2016	Nil	337,636	0.01

The Company's quarterly will vary primarily in accordance with the Company's exploration activities. To finance its operations, the Company also grants incentive stock options to its directors, officers, and consultants, which will also cause variation in the Company's results from period to period.

RESULTS OF OPERATIONS

The Company currently has no properties in production and, consequently, has no operating income or cash inflows with the exception of investment and other income. All expenses directly related to the acquisition of the Company's mineral properties have been capitalized as mineral properties. All other costs relating to exploration, evaluation and property maintenance are expensed as incurred.

OPERATIONS DURING THE SIX MONTHS ENDED MAY 31, 2018 COMPARED TO THE SIX MONTHS ENDED MAY 31, 2017

The Company incurred a total loss of \$785,947 during the current six-month period compared to \$622,972 during the six-month period ended May 31, 2017, resulting in a total increase in loss of \$162,975.

Some of the significant changes are as follows:

- Investor relations: \$68,247 (2017 - \$30,654) – The increase in the Company's exploration and evaluation expenses resulted in greater corporate development and investor relation activity during the current quarter in order to generate interest in the Company's properties.
- Share-based payments: \$146,469 (2017 – \$30,498) – This increase in expense in the current year resulted from the recognition of value of incentive stock options granted to directors, officers, and consultants during the 2017 fiscal year and the current year and their related vesting in the current six-month period.

Other costs incurred for the Company's operations during the current six-month period remained consistent with those incurred during the comparative period.

**OPERATIONS DURING THE QUARTER ENDED MAY 31, 2018
COMPARED TO THE QUARTER ENDED MAY 31, 2017**

The Company incurred a total loss of \$396,757 during the current quarter compared to \$325,446 during the quarter ended May 31, 2017, resulting in a total increase in loss of \$71,311.

Some of the significant changes are as follows:

- Investor relations: \$35,110 (2017 - \$11,110) – The increase in the Company's exploration and evaluation expenses resulted in greater corporate development and investor relation activity during the current quarter in order to generate interest in the Company's properties.
- Office and administration expenses: \$4,954 (2017 - \$14,653) – The decrease in office and administration expenses is related to greater focus on the Company's exploration and evaluation expenses and lesser administrative activities during the current quarter.
- Share-based payments: \$66,949 (2017 – \$5,149) – This increase in expense in the current year resulted from the recognition of value of incentive stock options granted to directors, officers, and consultants during the 2017 fiscal year and the current year and their related vesting in the current quarter.

Other costs incurred for the Company's operations during the current six-month period remained consistent with those incurred during the comparative period.

LIQUIDITY AND CAPITAL RESOURCES

At May 31, 2017 and November 30, 2017 the Company's liquidity and capital resources were as follows:

	<u>May 31, 2018</u>	<u>November 30, 2017</u>
	\$	\$
Cash and receivables	1,136,679	1,601,892
Payables and accrued liabilities	(24,697)	(39,638)
Working capital	1,181,547	1,603,341

As at May 31, 2018 the Company had \$1,136,679 (November 30, 2017 - \$1,579,424) in cash. The Company's plan is to continue to conserve its cash resources while focusing on further evaluating the Chunibas property and staking other claims of merit utilizing its license pursuant to the Exploration Alliance Agreement with GlobeTrotters and through generative work which includes the evaluation of any mineral property that might be available from the Mexican government.

During the current period, the Company raised net proceeds of \$220,538 from the issuance of common shares pursuant to exercises of warrants and options (2017 - \$749,575). A total of \$377,611 was spent on exploration and evaluation activities and property investigation (2017 - \$375,760).

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off balance sheet arrangements.

RELATED PARTY TRANSACTIONS

Compensation of key management personnel

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole.

The remuneration of the directors, chief executive officer and the chief financial officer were as follows:

	2018	2017
	\$	\$
Management fees	113,800	63,000
Share based payments	96,932	13,871
Total	210,732	76,871

Certain of the Company's officers render services to the Company through companies in which they are an officer, director, or partner.

The Company incurred the following fees and expenses with related these parties as follows:

	2018	2017
	\$	\$
Accounting fees	30,000	49,950
Legal fees	16,969	18,186
Total	46,969	68,136

At May 31, 2018, there was \$17,325 (November 30, 2017 - \$7,750) included in accounts payable and accrued liabilities that was owing to related parties for accounting and legal fees.

FINANCIAL INSTRUMENTS RISK EXPOSURE AND MANAGEMENT

As at May 31, 2018 the carrying values of the reclamation deposit, receivables, and accounts payable approximate their fair values due to the short-term nature of these instruments. Cash and marketable securities are measured at fair value.

ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

The consolidated financial statements have been prepared on a historical cost basis except for certain financial instruments classified as financial instruments at fair value through profit and loss, which are stated at fair value. In addition, the financial statements have been prepared using the accrual basis of accounting except for cash flow information. All dollar amounts presented are in Canadian dollars unless otherwise specified.

Exploration and evaluation expenditures

Costs directly related to the acquisition of mineral properties are capitalized. Option payments are considered acquisition costs if the Company has the intention of exercising the underlying option.

Exploration, evaluation and property maintenance costs incurred on sites without an existing mine and on areas outside the boundary of a known mineral deposit which contains proven and probable reserves are expensed as incurred up to the date of establishing that property costs are economically recoverable and that the project is technically feasible.

If no economically viable ore body is discovered, previously capitalized acquisition costs are expensed in the period that the property is determined to be uneconomical or abandoned.

Significant accounting estimates and judgments

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Recent accounting pronouncements

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or International Financial Reporting Interpretations Committee. During the six months ended May 31, 2018, the Company did not adopt any new standards or amendments which had a significant impact on the Company's financial statements.

CAPITAL MANAGEMENT

The objective when managing capital is to safeguard the Company's ability to continue as a going concern, so that it can continue to provide adequate returns to shareholders, benefits to other stakeholders and to have sufficient funds on hand to meet the Company's exploration plans to ensure the on-going growth of the business.

The Company considers the items in the shareholders' equity as capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its underlying assets. In order to maintain or adjust capital structure, the Company may issue new shares through private placements, sell assets, incur debt, or return capital to shareholders. The Company is not subject to externally imposed capital requirements.

DISCLOSURE OF OUTSTANDING SHARE DATA

Authorized share capital consists of an unlimited number of common shares without par value. As at the date of this MD&A, the Company had 66,286,082 common shares issued and outstanding and options and warrants outstanding to purchase common shares as follows:

Number of Shares issuable under Options		
Outstanding	Exercise Price	Expiry Date
	\$	
380,000	0.50	December 8, 2018
1,250,000	0.10	June 6, 2021
250,000	0.20	August 15, 2021
400,000	0.185	February 1, 2022
1,600,000	0.19	June 2, 2022
200,000	0.18	October 2, 2022
2,100,000	0.185	June 25, 2023
6,180,000		

Number of Shares issuable under Warrants Outstanding		
	Exercise Price	Expiry Date
	\$	
1,430,000	0.05	October 16, 2018
2,500,000	0.15	April 22, 2019
4,222,000	0.35	April 30, 2019
8,152,000		

EFFECTIVENESS OF DISCLOSURE CONTROLS

The Company has internal controls over financial reporting to provide reasonable assurance as to the reliability of financial reporting and the preparation of financial statements prepared for external purposes are in accordance with IFRS. There is an inability to totally segregate duties due to the small size of the Company, but management believes these weaknesses have been mitigated through management and directors' involvement.

FUTURE PLANS AND OUTLOOK

Exploration

Initial investigations by the Company in the Sahuaripa District, have already resulted in the identification of a number of targets. The majority of the properties are known to comprise numerous mineral showings. As a result of the significant mineral potential in current greenfields exploration areas, the Company's success in its early exploration initiatives, the low opportunity cost of the various acquisitions, and the location of the properties in a highly mineral endowed belt and in the vicinity of several operating gold mines, San Marco's management and Board of Directors strongly believe that the Company's properties provide significant opportunity for increasing shareholder value.

While the Company does not intend to conduct any significant work at the Angeles or Alwin properties in the foreseeable future, it is continuing to seek opportunities to realize value from them by way of joint venture or sale and is currently entertaining business proposals for these non-core assets.

Corporate

Based on the completion of the recent private placement and common share issuances through the exercise of previously granted warrants, the Company expects to have sufficient financial resources to meet its administrative overhead expenses for the next twelve months. The Company bases its decisions regarding where to direct its exploration expenditures on a number of factors including the priority of targets, the type of exploration program required to add meaningful technical understanding, and the level of financial resources available to it and is therefore able to increase or decrease these expenditures as necessary depending on its level of funding. Nonetheless, as the Company has no revenues or sources of income at this time, it will be reliant on future financing to meet its ongoing working capital and exploration expenses. While San Marco has been successful in raising capital in the past, there can be no assurance that additional capital will be available to it in the future. Such financing, if available, it may be very dilutive to the Company's shares and shareholders. As it has in the past, the Company would likely continue to seek additional financing through, but not limited to, the issuance of additional equity.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Statements contained in this document that are not historical facts may be forward-looking statements and prospective. These statements appear in a number of different places in this MD&A and can be identified by words such as "estimates", "projects", "expects", "intends", "continues" "plans", "may", "will", "could" or their negatives or other comparable words.

Forward-looking statements include statements regarding the outlook for our future operations, plans and timing for the commencement or advancement of exploration activities on our

properties, statements about future market conditions, forecasts of future costs and expenditures, the outcome of any legal proceedings, and other expectations, intention and plans that are not historical fact. Forward-looking statements are based on certain factors and assumptions including expected economic conditions, precious metal prices, results of operations, performance, and business prospects and opportunities.

The Company considers the factors and assumptions on which these forward-looking statements are based to be reasonable at the time they were prepared, but cautions readers that these assumptions may ultimately prove to be incorrect. Forward-looking statements by their nature necessarily involve risks, uncertainties and other factors including, without limitation, the risk that precious metal prices fluctuations could adversely affect the Company, that the Company's exploration activities may not result in profitable commercial mining operations, that competition in the precious metal industry could adversely affect the Company, that failure to obtain additional financing on a timely basis could cause the Company to reduce its interest in its properties, that compliance with and changes to environmental and other regulatory laws could adversely affect the Company, as well as other unanticipated and unusual events. These and other factors could cause actual results to differ materially from future results expressed or implied by such forward-looking statements. Consequently, all forward-looking statements made in this MD&A are qualified by this cautionary statement and there can be no assurance that actual results or developments anticipated by the Company will be realized.

For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Except as required by applicable securities laws (and the Company's disclosure policy), the Company disclaims any intention or obligation to update or revise any forward looking statements whether as a result of new information, future events or otherwise.

NI 43-101 DISCLOSURE

The technical information contained in this document has been verified, and the disclosure of such technical information has been approved, by San Marco's CEO, Robert D. Willis, P. Eng. a "Qualified Person" as defined in National Instrument 43-101 *Standards of Disclosure for Mineral Projects* of the Canadian Securities Administrators.

All technical information for the Company's exploration programs is obtained and reported under a formal quality assurance and quality control (QA/QC) program. San Marco's sample collection, integrity, and quality control and assurance procedures are in line with industry best practices.

Blanks and certified standards are routinely inserted into the drill core sample stream as part of San Marco's quality assurance and control program. Core samples are split using a hydraulic splitter, with one half retained in secure storage for logging and the other half sent to ALS Chemex Lab in Hermosillo, Sonora, Mexico or Bureau Veritas Minerals (Acme/Inspectorate) Lab in Hermosillo, Sonora, Mexico.

At ALS Chemex all samples are prepared using the PREP -31 method. Pulps weighing 125 grams are sent to ALS Chemex Lab in Vancouver, B.C. A 30 gram portion is analyzed for gold, using the Au-AA23 method. Sample results greater than 10 parts per million (“ppm”) are re-assayed, using AA23 fire assay and gravimetric finish. For silver, copper, lead and zinc, a multi-element, four acid digestion (ME -- ICP 61 is used. For initial assays of silver greater than 100 ppm, copper, lead and zinc greater than 10,000 ppm (over limits), the OG62 method is used for re-analysis.

At Bureau Veritas Minerals (Acme/Inspectorate) Lab in Mexico samples are crushed, pulverized and pulps are sent for analysis to Bureau Veritas Minerals in Vancouver. A 15 gram portion is analyzed for 36 elements using ICP-ES/MS method (AQ201). Sample results greater than 1000 ppm copper, lead, zinc, molybdenum and silver over 10 ppm, and antimony, arsenic and mercury over the detection limit are re-assayed, using hot multi-acid digestion using ICP-ES method (MA370). Samples that report gold greater than 100 parts per billion in AQ201 are analyzed by fire assay, AA finish (FA430) using a 30 gram sample. Over limit gold from FA430 and/or silver from MA370 analysis is automatically assayed (30 grams) via fire three assay fusion and gravimetric finish (FA530).

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning San Marco’s operating expenses and exploration costs is provided in the Company’s consolidated statements of net and comprehensive loss and in Note 5 of the consolidated financial statements for the year ended November 30, 2017 available on San Marco’s website at www.sanmarcocorp.com or on its SEDAR company page accessed through www.sedar.com.

APPROVAL

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