



## **GUNPOINT EXPLORATION LTD.**

### **MANAGEMENT'S DISCUSSION AND ANALYSIS**

**FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2021**

(expressed in Canadian Dollars, unless otherwise noted)

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**29 October 2021**

*For further information on the Company, reference should be made to its public filings on SEDAR at [www.sedar.com](http://www.sedar.com). Information is also available on the Company's website at [www.gunpointexploration.com](http://www.gunpointexploration.com). This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited condensed interim consolidated financial statements for the nine months ended 30 September 2021 and audited annual consolidated financial statements for the year ended 31 December 2020, and related notes thereto which have been prepared in accordance with International Financial Reporting Standards. The MD&A contains certain forward looking statements, please review the disclaimers that are provided at the last page of this report.*

## OVERVIEW

Gunpoint Exploration Ltd. (the “Company” or “Gunpoint”) is focused on the acquisition and exploration of gold-silver deposits located in the United States, Mexico and Guatemala. Gunpoint’s primary property is the Talapoosa gold project (“Talapoosa”) in Nevada, USA.

The Company trades on the TSX Venture Exchange under the symbol “GUN”. The Company has its head office in Vancouver, B.C.

## HIGHLIGHTS – PERIOD ENDED 30 SEPTEMBER 2021

- The Company’s cash position as at 30 September 2021 was \$50,200.
- On 1 July 2021, the Company cancelled 50,000 stock options that were issued to an employee of the Company.

## EVENTS SUBSEQUENT TO 30 SEPTEMBER 2021

- Subsequent to the nine months ended 30 September 2021, the Company entered into a facility lease agreement which expires on 30 September 2022.

## TALAPOOSA (NEVADA, USA)

### Overview

The Company owns a 100% interest in Talapoosa located in Lyon County, Nevada. Talapoosa is a low-sulphidation gold-silver property located in the Walker Lane gold trend of western Nevada, approximately 45 kilometres east of Reno. Talapoosa consists of 509 unpatented lode mining claims owned by the Company, 26 unpatented lode mining claims leased from Sierra Denali Minerals, 4 additional fee land sections leased from Sario Land and Livestock, two additional fee land sections leased from Nevada Bighorns Unlimited Foundation and a portion of one additional fee land section owned by American Gold Nevada. The total land package for the property is contiguous and covers 14,870 acres. The unpatented lode mining claims are administered by the Bureau of Land Management.

Talapoosa has a National Instrument 43-101 compliant resource estimate hosting a measured and indicated resource of 632,000 ounces of gold (23.1 million tons at a grade of 0.035 oz/t AuEq) and an inferred resource of 326,000 ounces of gold (12.6 million tons at a grade of 0.033 oz/t AuEq) using a cut-off of 0.015 oz/t gold equivalent.

During 2011, the Company completed 15 core holes totaling 3,251 meters at Talapoosa. With the 2011 drill data, the Company re-modeled and re-interpreted the resource with independent consultants. In 2013, Tetra Tech WEI Inc. (“Tetra Tech”) provided an updated NI 43-101 resource estimate adding approximately 380,000 ounces of gold and 5.4 million ounces of silver compared to the previous NI 43-101 resource estimate. Set out in the table below is the updated Measured and Indicated Resource Estimate by Tetra Tech:

Cutoff Au g/t	Ore Type	Category	Tonnes	Grade Au g/t	Grade Ag g/t	Contained gold (ounces)	Contained silver (ounces)
0.45	Oxide	Measured	2,835,890	1.29	18.96	117,253	1,728,323
0.45	Sulphide	Measured	12,741,180	1.22	16.50	501,215	6,760,763
0.45	Oxide	Indicated	1,280,900	1.10	14.25	45,328	586,999
0.45	Sulphide	Indicated	11,504,500	0.94	12.36	349,005	4,573,274
0.45	Oxide	Total M&I	4,116,870	1.23	17.49	162,581	2,315,321
0.45	Sulphide	Total M&I	24,245,860	1.09	14.54	850,220	11,334,037
0.45	Oxide + Sulphide	Total M&I	28,362,500	1.11	14.97	1,012,802	13,649,358
0.45	Oxide - Sulphide	Inferred	10,159,000	0.72	6.65	233,532	2,172,766

(1) Prepared in accordance with NI 43-101 and the Canadian Institute of Mining, Metallurgy and Petroleum classification system

(2) The 2013 resource model used ordinary kriging grade estimate within a three-dimensional block model with mineralized zone defined by wireframed solids

(3) Resource estimate was completed in imperial units with the following conversions:

- 1 gram/tonne = 0.0291667 troy oz/short ton
- 1 tonnes = 1.10231 short ton

(4) A base cutoff grade of 0.45 g/t Au was used for reporting resources

(5) Capping was implemented for gold grades at 23.52 g/t and silver grades at 329.14 g/t

In March 2015, Gunpoint entered into an agreement with Timberline Resources Corporation (“Timberline”) granting Timberline an option to acquire Talapoosa. Under the option, Timberline could acquire a 100% interest in Talapoosa for US\$10.0 million in cash and share consideration over 3 years. Timberline did not make an option payment due 31 March 2018 to Gunpoint. Timberline’s option to acquire Talapoosa was terminated and a 100% ownership reverted back to the Company. Total consideration received by Gunpoint during the option term was US\$1.3 million and 3 million common shares of Timberline. As at 30 September 2021, the fair market value of the 3 million Timberline shares was \$540,000 (31 December 2020 – \$1,350,000).

## OTHER EXPLORATION PROJECTS

### Le Cecilia (Sonora State, Mexico)

The La Cecilia Project (“La Cecilia”) is located in Sonora state, Mexico and comprises three mineral concessions totaling 794 hectares. On 31 January 2017, the Company entered into an agreement (“Option Agreement”) with Riverside Resources Inc. (“Riverside”) whereby Riverside was granted an option to acquire a 100% interest in La Cecilia.

Pursuant to the Option Agreement, Riverside can acquire a La Cecilia by making \$250,000 in cash payments and issuing one million Riverside common shares to the Company over three years per following schedule:

- A payment of \$10,000 upon execution of the Option Agreement; (Received);
- A \$15,000 cash payment and issuance of 100,000 common shares of Riverside concurrent with the execution of registerable agreement in Mexico (“the Effective Date”) (Received);
- A \$25,000 cash payment and issuance of 200,000 common shares of Riverside on or before the first anniversary of the Effective Date; (Received);
- A \$75,000 cash payment and issuance of 300,000 common shares of Riverside on or before the second anniversary of the Effective Date; (Received), and
- A \$125,000 cash payment and issuance of 400,000 common shares of Riverside on or before the third anniversary of Effective Date; (Received)

Riverside completed the acquisition of La Cecilia in 2020. In total, Gunpoint received \$250,000 and 1 million common shares of Riverside. The Company has recorded La Cecilia at nil value due to a previous impairment. The consideration received from Riverside was recognised as income.

In September 2020, Riverside spun out their Penoles project in Mexico by way of a plan of arrangement issuing common shares of Capitan Mining Inc. (“Capitan”) to existing Riverside shareholders. Capitan is a new public company on the TSX Venture Exchange. Gunpoint received 259,399 Capitan shares. As at 30 September 2021, the fair market value of the 259,399 Capitan shares was \$54,474 (31 December 2020 – \$68,741).

### La Gitana (Oaxaca State, Mexico)

The La Gitana property is located in Oaxaca State, Mexico (“La Gitana”). La Gitana is a low sulphidation epithermal system hosting precious metals mineralization that is both structurally and lithologically controlled.

On 4 June 2019, the Company received a \$10,000 cash payment pursuant to a non-binding letter of intent (“LOI”) with Inomin Mines Inc. (“Inomin”) to sell its 100% interest in the La Gitana. Pursuant to the LOI, Inomin has an option to acquire a 100% interest in La Gitana in consideration for \$300,000 in cash payments and issuing 2 million common shares as follows:

- A payment of \$10,000 on signing the LOI; (Received)

- A payment of \$25,000 and 150,000 shares following execution of a definitive agreement;
- A payment of \$50,000 and 250,000 shares on first anniversary;
- A payment of \$65,000 and 450,000 shares on second anniversary;
- A payment of \$75,000 and 500,000 shares on third anniversary; and
- A payment of \$75,000 and 650,000 shares on fourth anniversary.

The definitive agreement was dependent on a surface agreement being finalized with the Santa Maria Lachixonace community (“Ejido”). The Company was unable to reach an agreement with the Ejido. On 4 August 2020, Gunpoint agreed to sell La Gitana and another exploration property Pena Blanca (“Pena Blanca”) in Oaxaca state to Inomin for \$25,000 and 1 million common shares of Inomin. The Company will retain a 1.5% NSR on Pena Blanca. Inomin has the option to purchase 0.5% of the 1.5% NSR from Gunpoint for \$1 million dollars.

In March 2021, the TSX Venture Exchange approved the transaction and the Company received the cash and share consideration for the two properties. As at 30 September 2021, the fair market value of the 1 million Inomin shares was \$80,000 (31 December 2020 – \$nil).

### **Cerro Minas (Oaxaca State, Mexico)**

The Cerro Minas Project (“Cerro Minas”) is located 130 kilometers southwest of Oaxaca City and comprises 899 hectares. The mineralization at Cerro Minas consists of skarn and polymetallic replacement zones with silver, copper, zinc, lead and locally gold. Previous exploration identified two mineralized zones, La Reyna and La Fe, associated to the contact of an intermediate intrusion within a sequence of Cretaceous limestones and shales converted to marble and hornfels.

On 16 October 2019, the Company entered into an agreement (“Option Agreement”) with Megastar Development Corp. (“Megastar”) whereby Megastar was granted an option to acquire a 100% in Cerro Minas. Pursuant to the Option Agreement, Megastar can acquire Cerro Minas by making US\$100,000 in cash payments and issuing 800,000 Megastar common shares to the Company over three years per the following schedule:

- A payment of US\$10,000 and 100,000 common shares of Megastar on the Effective Date (Received).
- A US\$20,000 cash payment and 150,000 common shares of Megastar on or before the first anniversary of the Effective Date (Received);
- A US\$30,000 cash payment and 250,000 common shares of Megastar on or before the second anniversary of the Effective Date; and
- A US\$40,000 cash payment and 300,000 common shares of Megastar on or before the third anniversary of the Effective Date.

Gunpoint retains a 1.5% net smelter return royalty on Cerro Minas. Megastar has the option to purchase a 0.5% net smelter royalty for US\$1.0 million dollars. Megastar is responsible for the property taxes and holding costs (including surface right agreement) to maintain Cerro Minas in good standing during the term of the Option Agreement. As at 30 September 2021, the fair market value of the 250,000 Megastar shares received was \$22,500 (31 December 2020 – \$37,500).

### **El Escorpion (Guatemala)**

The El Escorpion property (“El Escorpion”) is a 900 hectare concession located in eastern Guatemala. To earn a 100% interest in El Escorpion, Chesapeake agreed to pay US\$351,000 in option payments over 5 years. A 1% NSR can be purchased for US\$585,000.

El Escorpion is located 85 kilometers by paved road southeast of Guatemala City. El Escorpion is situated seven kilometers southwest and along trend of Pan American Silver’s Escobal deposit which has a NI 43-101 compliant indicated mineral resource of 367 million ounces of silver grading 422 g/t, plus 37 million ounces of silver grading 254 g/t in the inferred category. Mineralization at Escobal is associated with steeply dipping and northeast-southwest trending intermediate sulfidation epithermal silver rich quartz veins with significant values in gold, lead and zinc. The Escobal land package completely surrounds El Escorpion.

Gunpoint acquired a 100% interest in El Escorpion by issuing 500,000 common shares to Chesapeake and assuming the remaining property payments to the concession owner. To date, the vendor has received US\$331,000 of the US\$351,000 purchase price.

If Chesapeake elects to purchase the 1.0% NSR from the vendor, Chesapeake will be granted an additional 0.5% NSR royalty from Gunpoint. In addition, Gunpoint will issue 1.0 million common shares to Chesapeake in the event a NI 43-101 measured and indicated resource estimate of 1.0 million gold equivalent ounces is defined on El Escorpion.

On 19 August 2015, the Ministry of Energy and Mines granted title for the El Escorpion concessions. In late 2016, the Constitutional Court of Guatemala temporarily suspended permits for several mineral concessions in the country including El Escorpion. The Constitutional Court is seeking a review of the stakeholder engagement process. Gunpoint has initiated a follow up consultation with the local community to support the cancellation of the suspension. The vendor has agreed to an extension of the final payment of US\$20,000 to purchase El Escorpion until the exploration suspension is lifted.

## SUMMARY OF CONSOLIDATED LOSS

(in \$000s)	9 Months Ended 30 September 2021	9 Months Ended 30 September 2020	3 Months Ended 30 September 2021	3 Months Ended 30 September 2020
General and administration <sup>(1)</sup>	(136.9)	(99.3)	(51.0)	(22.5)
Exploration	(26.0)	(1.1)	(24.5)	(0.1)
Share based compensation	\$ (15.3)	\$ (31.3)	\$ (3.2)	\$ (7.6)
	<b>(178.2)</b>	(131.7)	<b>(78.7)</b>	(32.2)
Finance cost (net)	(27.6)	(27.4)	(9.1)	(9.2)
Other income (expense)	160.1	185.8	(2.6)	-
Foreign exchange gain (loss)	(3.9)	9.0	7.3	(14.0)
Unrealized gain (loss) on investment	(1,206.7)	1,090.2	(406.7)	860.8
<b>Total other income (loss)</b>	<b>(1,078.1)</b>	1,257.6	<b>(411.1)</b>	837.6
<b>Net income (loss) and comprehensive income (loss)</b>	<b>(1,256.3)</b>	1,125.9	<b>(489.8)</b>	805.4
Total assets	7,030.2	7,701.3	7,030.2	7,701.3
Non-current financial liabilities	1,032.0	1,038.1	1,032.0	1,038.1
Basic/Diluted earnings (loss) per share	(0.03)	0.03	(0.01)	0.02

<sup>1</sup> General and administration ("G&A") consists of general and administrative expenses and professional fees

The Company incurred a net loss of \$1,256,300 for the nine months ended 30 September 2021 compared to net income of \$1,125,900 in the same period in 2020. The Company had an unrealized loss on investments of \$1,206,700 in Q3 2021 compared to a gain of \$1,090,200 in Q3 2020. The investment loss is due to the decrease in market value from the Company's equity holdings in Timberline, South Atlantic Gold, Preciptate, Riverside, Megastar, Capitan and Inomin.

The Company incurred \$136,900 of general and administration expenses in the nine months ended 30 September 2021 compared to \$99,300 in the same period in 2020. The slightly higher G&A costs in 2021 are mostly due to the professional fees in re-negotiating the extended terms of the underlying land agreements for Talapoosa.

The Company recognized a share-based compensation expense of \$15,300 in the current quarter compared to an expense of \$31,300 in Q3 2020. The expense is lower in the current quarter as there are less stock options vested as time progressed.

A foreign exchange loss of \$3,900 was recognized for the nine months ended 30 September 2021, compared to an exchange gain of \$9,000 in Q3 2020. The change in foreign exchange gain or loss was due to the fluctuation of the foreign exchange rates during the past year.

Total assets in Q3 2021 decreased compared to Q3 2020 due various factors including decrease in market value of the Company's equity holdings. Non-current financial liabilities fluctuate dependent on intercompany loan transaction and foreign exchange revaluation with its parent company, Chesapeake Gold Corp.

### Consolidated quarterly loss – 8 quarters historic trend

In \$000s	3mths 30-Sept-21	3mths 30-Jun-21	3mths 31-Mar-21	3mths 31-Dec-20	3mths 30-Sep-20	3mths 30-Jun-20	3mths 31-Mar-20	3mths 31-Dec-19
Exploration	(24.5)	(0.9)	(0.6)	(1.8)	(0.1)	(0.4)	(0.6)	(19.0)
Net gain (loss) before taxes	(489.8)	(146.9)	(619.6)	382.3	805.4	288.8	31.7	(124.6)
Deferred income tax recovery	-	-	-	-	-	-	-	-
Net (loss) income after taxes	(489.8)	(146.9)	(619.6)	382.3	805.4	288.8	31.7	(124.6)
Total comprehensive (loss) income	(489.8)	(146.9)	(619.6)	382.3	805.4	288.8	31.7	(124.6)
Basic/Diluted (loss) income per share	(0.01)	(0.00)	(0.01)	0.01	0.02	0.01	0.00	(0.00)
Total assets	7,030.2	7,389.0	7,478.8	8,112.5	7,701.3	6,889.0	6,600.3	6,506.8

### Three months ended 30 September 2021 vs. all prior quarters historically.

The Company incurred a net loss of \$489,800 for the three months ended 30 September 2021 which was higher compared to all the historic quarters in 2019, 2020 and 2021, except Q1 2021. The loss was largely due to an unrealized loss on investments of \$1,206,700 in Q3 2021, the same with Q1 2021.

During the current quarter, the Company's corporate activities were focused on coordinating due diligence for third parties interested in Talapoosa and completing the sale of La Gitana and Pena Blanca. The Company continued to maintain its Rio Minas and El Escorpion properties in good standing for joint venture or divesture.

Total assets decreased slightly over the past fiscal years due to the decrease in market value from the Company's equity holdings in Timberline, South Atlantic Gold, Preciptate, Riverside, Megastar, Capitan and Inomin, and fees incurred to maintain its mineral properties in good standing.

## LIQUIDITY AND CAPITAL RESOURCES

(in \$'000s)	9 months ended 30 September 2021	9 months ended 30 September 2020	3 months ended 30 September 2021	3 months ended 30 September 2020
Cash inflow (outflow) from operating activities	\$ (23.4)	\$ 30.8	\$ 24.7	\$ (23.9)
Cash inflow (outflow) from investing activities	(106.5)	(264.6)	(204.1)	(204.7)
Foreign exchange impact on cash	(3.9)	11.8	10.3	(17.4)
Net cash flows	(331.1)	(233.8)	(179.4)	(228.6)
Cash balance	50.2	431.5	50.2	431.5

As at 30 September 2021, the Company has a net working capital deficiency of \$1,141,300 compared to a deficiency of \$664,200 at 31 December 2020. The decrease in net working capital is due to a declining cash balance from

operating expenses and property holding costs, offset by the \$25,000 cash payment and 1.0 million common shares received from Inomin.

Cash outflow from operating activities for the nine months ended 30 September 2021 was \$23,400 compared to a cash inflow of \$30,000 in Q3 2020. The final consideration received from Riverside for the sale of the La Cecilia was the major contributing factor of the cash inflow in Q3 2020.

Cash outflow from investing activities for the nine months ended 30 September 2021 was \$106,500 compared to an outflow of \$264,600 in Q3 2020. The cash outflow was largely related to Talapoosa's underlying property payments and maintaining the Company's properties in good standing.

The Company's ability to continue as a going concern is dependent on the corporate ability to raise funds. The Company has placed its mineral properties on care and maintenance until the Company can obtain additional financing.

The following table reflects the Company's aggregate contractual commitments as of 30 September 2021 (in \$000s):

Contractual Obligations	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Decommissioning obligation	\$ 211.5	\$ -	\$ -	\$ -	\$ 211.5
	<b>\$ 211.5</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 211.5</b>

The following table reflects the Company's aggregate contractual commitments as of 31 December 2020 (in \$000s):

Contractual Obligations	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Decommissioning obligation	\$ 211.4	\$ -	\$ -	\$ -	\$ 211.4
	<b>\$ 211.4</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 211.4</b>

## SHAREHOLDERS' EQUITY

As at 30 September 2021 and the date of this report the Company had 43,501,600 shares issued and outstanding; ; the fully diluted amount of 44,951,600 includes 1,450,000 options outstanding

As at 30 September 2021 and the date of this report, the Company did not have any share purchase warrants outstanding.

The following is a summary of the stock options outstanding as at 30 September 2021 and as at the date of this report:

Expiry Date	Exercise Price	Number of Options	Number of Options Vested
2 May 2023	\$ 0.25	1,450,000	1,087,500

## REGULATORY DISCLOSURES

### *Off-Balance Sheet Arrangements*

As at the date of this report, the Company does not have any off-balance sheet arrangements.

### *Related Party Transactions*

The Company's related parties include its subsidiaries, associates over which it exercises significant influence. Transactions with related parties for goods and services are made on normal commercial terms and are considered to be at arm's length.

For the period ended 30 September 2021, an amount of \$11,300 (30 September 2020 - \$12,700) was paid to the former Chief Financial Officer of the Company and fees of \$3,100 (30 September 2020 - \$nil) was owing to the current Chief Financial Officer of the Company.

As at 30 September 2021, the Company has a promissory note in the principal amount of \$700,000 plus related accrued interest of \$334,000 outstanding. The promissory note bears interest at 5% per annum and is due on demand. The promissory note and accrued interest is indebted to the President of the Company.

As of 30 September 2021, an amount of \$1,032,000 was due to Chesapeake, the parent of the Company (31 December 2020 - \$1,032,000). These amounts are unsecured and non-interest bearing.

### Financial Instruments

The following provides a comparison of carrying and fair values of each classification of financial instrument:

(in \$'000s)	30 September 2021		31 December 2020	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial assets</b>				
Cash	\$ 50.2	\$ 50.2	\$ 385.2	\$ 385.2
Long-term investment	954.7	954.7	2,026.4	2,026.4
<b>Financial liabilities</b>				
Accounts payable & accrued liabilities	513.3	513.3	354.7	354.7
Due to related party	1,032.0	1,032.0	1,032.0	1,032.0

The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices).

The following table sets forth the Company's assets and liabilities measured at fair value on a recurring basis by level within the fair value hierarchy. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

(in \$'000s)	Level 1	Level 2	Level 3	Total 30 September 2021
Long-term investment	\$ 954.7	\$ -	\$ -	\$ 954.7

  

(in \$'000s)	Level 1	Level 2	Level 3	Total 31 December 2020
Long-term investment	\$ 2,026.4	\$ -	\$ -	\$ 2,026.4

### Capital Management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to pursue the development of its resource properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

In the management of capital, the Company includes the components of shareholders' equity as well as cash and investments.

The Company manages the capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may attempt to issue new shares, issue new debts, acquire or dispose of assets or adjust the amount of cash and cash equivalents, and investments.

In order to maximize ongoing development efforts, the Company does not pay out dividends.

The Company's investment policy is to invest its cash in highly liquid short-term interest-bearing investments, such as Canadian Government treasury bills, banker's acceptances or Guaranteed Investments Certificates, with initial maturity terms less than one year from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations.

### ***Significant Accounting Policies***

Please refer to the audited annual financial statements for the year ended 31 December 2020 which was filed on SEDAR.

## **RISKS AND UNCERTAINTIES**

The Company is in the business of acquiring, exploring and developing gold and silver properties. The Company is exposed to a number of risks and uncertainties that are common to other resource exploration companies in the same business.

The risks and uncertainties described in this section are considered by management to be the most important in the context of the Company's business. The risks and uncertainties below are not inclusive of all the risks and uncertainties the Company may be subject to and other risks may apply.

### **COVID-19 Pandemic**

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business at this time.

### **Early Stage – Need for Additional Funds**

Gunpoint doesn't have a history of profitable operations and its present business is at an early stage for an exploration company. The Company anticipates that it may make substantial capital expenditures for the acquisition, exploration, development and production of its mineral properties in the future. The Company currently has no operating revenue and may have limited ability to expend the capital necessary to undertake or complete future exploration or development programs. As such, the Company is subject to many risks common to other companies in the same business, including under-capitalization, cash shortages, and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that Gunpoint will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

The Company expects to obtain financing in the future primarily through further equity and/or debt financing, as well as through joint venturing and/or optioning out the Company's properties to qualified mineral exploration companies. There can be no assurance that the Company will succeed in obtaining additional financing, now or in the future. Failure to raise additional financing on a timely basis could cause the Company to suspend its operation and eventually to forfeit or sell its interest in its properties.

### **Exploration and Development**

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits, but also from finding mineral deposits that, though present, are of insufficient size and/or grade to return a profit from production.

The Company does not have any operating mines at present. All the Company's properties are in the exploration stage. There is no assurance that a commercially viable mineral deposit exists on any of the Company's properties and substantial additional work will be required in order to determine the presence of any such deposit.

All of the mineral claims to which Gunpoint has a right to acquire an interest are in the exploration stages only, and are without a known body of commercial ore. Upon discovery of a mineralized occurrence, several stages of

exploration and assessment are required before its economic viability can be determined. Development of the subject mineral properties would follow only if favorable results are determined at each stage of assessment. Few precious and base metal deposits are ultimately developed into producing mines.

There is no assurance that Gunpoint's mineral exploration activities will result in any discoveries of commercial bodies of ore. The long-term profitability of Gunpoint's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors.

### **Operating Hazards and Risks**

Mining operations involve many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome.

In the course of exploration, development and production of mineral properties, certain risks, and in particular unexpected or unusual geological operating conditions, including rock bursts, cave-ins, fires, flooding and earthquakes, may occur. Operations in which Gunpoint has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of mineral deposits, any of which could result in damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damages.

Although Gunpoint maintains liability insurance in an amount which it considers adequate, the nature of these risks is such that liabilities could exceed policy limits, in which event Gunpoint could incur significant costs that could have a materially adverse effect upon its financial conditions.

### **Supplies, Infrastructure, Weather and Inflation**

Gunpoint's property interests are often located in remote, undeveloped areas and the availability of infrastructure such as surface access, skilled labour, fuel and power at an economic cost cannot be assured. These are integral requirements for exploration, production and development facilities on mineral properties. Power may need to be generated on site.

Due to the partial remoteness of its exploration projects, Gunpoint may be forced to rely on the accessibility of secondary roads and air transport for the supply of goods and services.

### **Metal Prices**

The mining industry, in general, is intensely competitive and there is no assurance that a profitable market will exist for the sale of metals produced even if commercial quantities of precious and/or base metals are discovered. Factors beyond the control of Gunpoint may affect the marketability of metals discovered. Pricing is affected by numerous factors beyond Gunpoint's control, such as international economic and political trends, global or regional consumption and demand patterns, increased production and smelter availability. There is no assurance that the price of metals recovered from any mineral deposit will be such that they can be mined at a profit.

### **Title Risks**

Although Gunpoint has exercised the usual due diligence with respect to determining title to properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. Gunpoint's mineral property interests may be subject to prior unregistered agreements, or transfers, or indigenous claims, and title may be affected by undetected defects.

### **Environmental Regulations, Permits and Licenses**

Gunpoint's operations are subject to various laws and regulations in the various jurisdictions in which the Company operates that govern the protection of the environment, exploration, development, production, taxes, labour standards, occupational health, waste disposal, safety and other matters.

Environmental legislation provides restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact statements. Environmental legislation is evolving in a direction of stricter standards and enforcement, and higher fines and penalties for non-compliance. Environmental assessments of proposed projects carry a heightened degree of

responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. Gunpoint intends to fully comply with all environmental regulations.

The current operations of Gunpoint require permits from various United States, Mexican, and Guatemalan domestic authorities and such operations are governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental, mine safety and other matters.

Gunpoint believes that it is in substantial compliance with all material laws and regulations which currently apply to its activities. There can be no assurance, however, that all permits which Gunpoint may require for its operations and exploration activities will be obtainable on reasonable terms or on a timely basis or that such laws and regulations would not have an adverse effect on any mining project which the Company might undertake.

#### **Competition and Agreements with Other Parties**

The mining industry is intensely competitive in all its phases, and Gunpoint competes with other companies that have greater financial resources and technical capacity. Competition could adversely affect Gunpoint's ability to acquire suitable properties or prospects in the future.

Gunpoint may, in the future, be unable to meet its share of costs incurred under such agreements to which it is a party and it may have its interest in the properties subject to such agreements reduced as a result. Also, if other parties to such agreements do not meet their share of such costs, Gunpoint may not be able to finance the expenditures required to complete recommended programs.

#### **Economic Conditions**

Unfavorable economic conditions may negatively impact Gunpoint's financial viability. Unfavorable economic conditions could also increase Gunpoint's financing costs, decrease net income or increase net loss, limit access to capital markets and negatively impact any of the availability of credit facilities to the Company.

#### **Dependence on Management**

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of Gunpoint could result and other persons would be required to manage and operate Gunpoint.

## **FORWARD LOOKING STATEMENTS**

This MD&A contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Such forward-looking statements and information herein include, but are not limited to, statements regarding prospective metal production, timing and expenditures to develop the properties, mineral resources, grades and recoveries, cash costs per ounce, capital and operating expenditures and sustaining capital and the ability to fund mine development. The Company does not intend to, and does not assume any obligation to update such forward-looking statements or information, other than as required by applicable law.

Forward-looking statements or information involve known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company and its operations to be materially different from those expressed or implied by such statements. Such factors include, among others: ability to finance mine development, fluctuations in the prices of metals, fluctuations in the currency markets (particularly the Mexican peso, Canadian dollar and U.S. dollar); changes in national and local governments, legislation, taxation, controls, regulations and political or economic developments in Canada, the United States and Mexico; operating or technical difficulties in mineral exploration, development and mining activities; risks and hazards of mineral exploration, development and mining (including environmental hazards, industrial accidents, unusual or unexpected geological conditions, pressures, cave-ins and flooding); inadequate insurance, or inability to obtain insurance; availability of and costs associated with mining inputs and labour; the speculative nature of mineral exploration and development, diminishing quantities or grades of mineral reserves as properties are mined; risks in obtaining necessary licenses and permits, and challenges to the Company's title to properties.

Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or information, there may be other factors that cause results to be materially different from those anticipated, described, estimated, assessed or intended. There can be no assurance that any forward-looking statements or information will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking statements or information.

***Other technical information***

Mr. Todd McCracken (P. Geo) of Tetra Tech is the Qualified Person as defined by NI 43-101 and is responsible for technical information in the updated Resource Estimate for Talapoosa.