

**PANTERA SILVER CORP.**  
**Management Discussion and Analysis**  
**For the three months ended August 31, 2022**

**1.1 DATE OF REPORT** October 31, 2022

**1.2 OVERALL PERFORMANCE**

*General*

The following discussion and analysis, prepared as of October 31, 2022, should be read in conjunction with the audited consolidated financial statements for the year ended May 31, 2022 and 2021 and related notes attached thereto, which are prepared in accordance with Canadian generally accepted accounting principles. All amounts are stated in Canadian dollars unless otherwise indicated.

Pantera Silver Corp. (“The Company”) is incorporated in the Province of British Columbia (extra-provincially registered in the Province of Alberta). The Company’s registered and record office is located at Miller Thomson LLP, Pacific Centre 400-725 Granville St., Vancouver BC, V7Y 1G5.

Previously, the Company was involved in the development and acquisition of geophysical data for the oil & gas and resource exploration industry, using unmanned airborne vehicle (“UAV”) technology through its wholly owned subsidiary Universal Wing Geophysics Corp., (“UWG”). On March 31, 2012, the Company closed the sale of 1,075,000 common shares (86%) of the Company’s interest in UWG, the subsidiary that has operated the Company’s Unmanned Air Vehicle Systems development business, to a private company. The Company has now returned to its Resource Exploration focus.

**On March 11, 2021**, Red Oak Mining Corp. changed its name to Pantera Silver Corp. to better reflect the Company’s focus on its newly acquired Nuevo Taxco Silver property.

**On June 25, 2019**, David Thornley-Hall resigned as interim Chief Financial Officer and Lucy Zhang was appointed interim CFO.

**On January 10, 2019**, Mr. James Ferreira resigned as a Director of the Company.

**On December 14, 2018**, Mr. Binny Jassal resigned as a Chief Financial Officer and Director of the Company and David Thornley-Hall was appointed interim CFO.

**Forward Looking Information**

Certain statements in this Management Discussion and Analysis constitute forward-looking statements under applicable securities legislation. Forward-looking statements or information typically containing statements with words such as “anticipate”, “believe”, “expect”, “plan”, “intend”, “estimate”, “propose” or similar words suggesting future outcomes or statements regarding, and outlook. Forward-looking statements or information in this Management Discussion and Analysis include, but are not limited to, statements regarding:

- Business objectives, plans and strategies;
- Exploration objectives, plans and strategies; and,
- Certain geological interpretations and expectations.

Such forward-looking statements or information are based on a number of assumptions which may prove to be incorrect. In addition to other assumptions identified in this Management Discussion and Analysis, assumptions have been made regarding, among other things:

- The ability of the Company to continue to fund its operations through financings, options and joint ventures;
- The ability of the Company to obtain equipment, services and supplies in a timely manner to carry out its activities;
- The level of exploration activities and opportunities;
- The ability of the Company to retain access and develop its mineral claims; and
- Current and future mineral commodity prices.

Although the Company believes that the expectations reflected in such forward-looking statements or information are reasonable, undue reliance should not be placed on forward-looking statements because the Company can give no assurance that such expectations will prove correct. Forward-looking statements or information are based on current expectations, estimates and projections that involve a number of risks and uncertainties which could cause actual results to differ materially from those anticipated by the Company and described in the forward-looking statements or information. These risks and uncertainties include but are not limited to:

- The ability of management to execute objectives, plans and strategies;
- Exploration, development and operational risks inherent in the mining industry;
- Market conditions;
- Risks and uncertainties inherent in geology and exploration for deposits;
- Potential delays and changes in plans;
- The Company's ability to retain land tenure;
- Uncertainties regarding financings and funding;
- General economic and business conditions;
- Possibility of governmental policy changes;
- Changes in First Nations policies;
- Other risks and uncertainties described within this document.

The forward-looking statements or information contained in this Management Discussion and Analysis are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities law.

All financial results presented in this MD&A are expressed in Canadian dollars unless otherwise indicated.

## **Significant Acquisitions and Dispositions**

### **Oil and Gas Properties**

#### **Provost Project, Alberta**

In February 2003, the Company acquired a 100% interest in an oil well (16-28) and an 18% interest in a shut-in gas well (02/13-17) located in the Provost area of Alberta. The property encompasses 1,220 acres in the Provost area and the well initially produced 12 barrels of oil and associated liquids per day when acquired. This property was abandoned in 2007. During the year ended May 31, 2009, the Company recognized reclamation costs of \$34,400 associated with environmental remediation for this property which amount has been added to the capitalized cost of the mineral property and recognized as a site restoration liability.

During the year ended May 31, 2010, the Company abandoned the oil well and determined that it would be required to perform additional reclamation work. Management's best estimate of the cost for the associated reclamation work is \$16,000. This estimate has been updated during the quarter ended November 30, 2022 to \$32,000 based on quotations obtained by third party consultants and an additional reclamation obligation amount was recorded. The Company previously deposited \$16,000 with the Alberta Energy Resources Conservation Board ("AECB"), which amount is shown as restricted cash on the statement of financial position. The \$16,000 deposit plus interest will be refunded once the AECB is satisfied that the Company has performed all necessary decommissioning activities.

During the three months ended August 31, 2022, the Company has not incurred any reclamation work and has spent \$nil (May 31, 2022 - \$nil).

***Provost 16-28 Oil Well:***                    ***This well was abandoned in October 2009.***

***Provost 02/13-17 Gas Well:***        This gas well was acquired in 2003. A 62.5 hr flow test was completed in August 2007. The well began producing in December 2007. It produced until the end of February 2009 at which point the well was shut-in by the operator due to low gas rates, low gas prices and increasing operating costs. In October 2019, the Company signed a Notice of Assignment with Tamarack Acquisition Corp (the "Assignee) to transfer 100% working interest in the shut-in gas well (02/13-17) located in the Provost area of Alberta for a total proceeds of \$27,000.

## **Mineral Exploration Properties**

### **Nuevo Taxco Silver-Gold Project, Mexico**

On November 12, 2020, the Company entered into a property acquisition agreement with Impact Silver Corp. ("Impact Silver") whereby the Company may earn a 100% interest in the Nuevo Taxco Silver-Gold Project (the "Property") located approximately 80 km south west of Mexico City and west of the municipality of Tetipac within the Pregones Silver- Gold District (the "Transaction").

On October 28, 2021, the Company entered into an amending agreement to amend the payment and exploration expenditures.

Under the Agreement, the Company may earn a 100% interest in the Property by making certain staged cash payments, issuing common shares in the capital of the Company to Impact Silver and making exploration expenditures over a 3-year period as follows:

- i. \$1,000 in cash was paid upon execution of the Letter of Intent in respect of the Transaction (paid);
- ii. \$49,000 in cash (paid) and 500,000 common shares upon TSXV approval of the Transaction and closing of the Financing (the "Closing Date") (issued);
- iii. \$100,000 in cash (paid) and 1,000,000 common shares on or before March 20, 2022 (issued);
- iv. \$150,000 in cash and 2,000,000 common shares on or before March 20, 2023;
- v. \$200,000 in exploration expenditures on or before March 20, 2022 (completed);
- vi. \$400,000 in exploration expenditures on or before March 20, 2023; and
- vii. \$800,000 in exploration expenditures on or before March 20, 2024.

The Company paid a finder’s fee with regards to the property acquisition equal to 10% of the value consideration for year one of the Agreement satisfied in common shares of the Company at the same price per share as the Transaction, being 100,000 common shares with a value of \$10,000.

Impact Silver will retain a 1% net smelter return royalty with the Company retaining the right to acquire 100% of the royalty for a cash payment of \$1,000,000.

### 1.3 SELECTED CONSOLIDATED FINANCIAL INFORMATION

	May 31, 2022	May 31, 2021	May 31, 2020
Total revenues	\$ -	\$ -	\$ -
Loss before other items	699,964	347,766	297,928
Net loss	700,456	347,674	270,365
Loss per share basic and diluted	\$ 0.02	\$ 0.02	\$ 0.02
Total assets	\$ 1,077,318	\$ 1,079,955	\$ 229,283

### 1.4 RESULTS OF OPERATIONS

These interim condensed consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board and Interpretations issued by the International Financial Reporting Interpretations Committee.

The Company has recorded a net loss of \$89,520 or \$0.00 per basic and diluted share (2021- \$37,696 or 0.00 per basic and diluted share) and had a cumulative deficit of \$35,708,800 as at August 31, 2022 as compared to a cumulative deficit of \$35,619,280 as at May 31, 2022.

#### *For the three months ended August 31, 2022 and 2021*

The Company recorded a net loss for the three months ended August 31, 2022 of \$89,520 or \$0.00 per basic and diluted share as compared to \$37,696 or \$0.00 per basic and diluted share for the three months ended August 31, 2021.

Total expenses were \$89,603 for the three months ended August 31, 2022, an increase of \$51,837 as compared to \$37,766 for the three months ended August 31, 2021.

Accounting and audit fees were decreased by \$1,780,

Consulting fees were increased by \$1,500,

The filing and share transfer agent fees were increased by \$767,

Office expenses were decreased by \$1,483

Shareholders’ information expenses were increased by \$370,

Travel expenses were increased by \$2,010,

Stock-based compensation were increased by \$50,626 due to new stock options granted during the period.

## 1.5 SUMMARY OF QUARTERLY RESULTS

The following table presents certain selected financial information on a quarterly basis:

Periods ended	Revenue \$	Net loss \$	Net loss per share \$
August 31, 2022	-	(89,603)	(0.00)
May 31, 2022	-	(40,276)	(0.00)
February 28, 2022	-	(76,499)	(0.00)
November 30, 2021	-	(546,008)	(0.02)
August 31, 2021	-	(37,696)	(0.00)
May 31, 2021	-	(131,423)	(0.00)
February 28, 2021	-	(51,444)	(0.00)
November 30, 2020	-	(147,425)	(0.01)
August 31, 2020	-	(17,383)	(0.00)

Net loss for the period ended November 30, 2021 was \$546,008, mainly due to stock based-compensation.

Due to the increased corporate activities to support the recent property acquisition efforts, the net loss for the period ended May 31, 2021 was \$131,423 and for the period ended November 30, 2020 was \$147,425.

## 1.6 LIQUIDITY

At August 31, 2022, the Company had a working capital of \$147,562 (May 31, 2022 - \$120,910) and had not yet achieved profitable operations, has accumulated losses of \$35,708,800 (May 31, 2022 - \$35,619,280) since its inception and expects to incur further losses in the development of its business, all of which casts substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing including support from related parties to meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. The Company is also depending on the continued patience of its related and third-party creditors with respect to outstanding amounts. At this time, the Company is managing its financial resources to minimize expenditures while it determines its future direction. These consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge liabilities in the normal course of business.

Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. Accordingly, these consolidated financial statements do not give effect to adjustments, if any that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities in other than the normal course of business and at amounts which may differ from those shown in these consolidated financial statements. These adjustments could be material.

### *Cash Flow from Operations*

During the three months ended August 31, 2022, the Company had \$54,957 cash out flow from operations compared to \$29,833 in the same period last year. During the current period accounts receivable increased by \$1,001, accounts payable decreased by \$17,807, due to related parties decreased by \$4,755 and prepaid decreased by \$7,500.

### ***Investing Activities***

During the three months ended August 31, 2022, the Company spend \$9,454 in investing activities compared to \$27,730 in the same period last year.

### ***Financing Activities***

During the three months ended August 31, 2022, the Company received \$75,000 share subscriptions compared to \$nil in the same period last year.

Since incorporation, the Company's capital resources have been limited. In addition to having to rely upon cash generated from operations, the Company has had to rely upon the sale of equity and debt securities for cash required for administration and development programs, among other things. While there are presently no known specific trends, events or uncertainties that are likely to result in the Company's liquidity decreasing in any material way over the next year, it is unlikely that significant cash will be generated from operations over this period. Since the Company is unlikely to have significant cash flow, the Company will have to continue to rely upon equity and debt financing during such period. There can be no assurance that financing, whether debt or equity, will always be available to the Company in the amount required at any particular time or for any particular period or, if available, that it can be obtained on terms satisfactory to the Company. The Company does not have any commitments for material capital expenditures over either the near or long term and none are presently contemplated over normal operating requirements.

The Company's working capital and liquidity fluctuate in proportion to its ongoing equity financing activities, as the Company does not generate significant cash flow from its operations. The Company requires a certain amount of liquid capital in order to sustain its operations, to meet various obligations as specified under the Company's resource property acquisition agreements. Should the Company fail to obtain future equity financing due to reasons as described above, it will not be able to meet these obligations and may lose its interests in the properties covered by the agreements. Further, should the Company be unable to obtain sufficient equity financing for working capital, it may be unable to meet its ongoing operational commitments. Continued operations are therefore dependent upon ongoing equity financing activities.

### **Dividend Record and Policy**

The Company has not declared any dividends since incorporation and does not intend to declare dividends in the foreseeable future. If the Company generates earnings in future, it expects that they will be retained to finance future growth and, where appropriate, retire debt.

## **1.7 CAPITAL RESOURCES**

The Company does not have significant revenue from its business and has relied on equity financings to meet its cash requirements. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future.

On March 15, 2022, the Company issued 1,000,000 common shares at price \$0.24 per shares, totaling \$240,000 pursuant to the Nuevo Taxco Silver Property.

On December 22, 2021, the Company issued 125,000 common shares upon the exercise of share purchase warrants with exercise prices at \$0.20 for gross proceeds of \$25,000.

## **1.8 OFF-BALANCE SHEET ARRANGEMENTS**

The Company does not have any off-balance sheet arrangements.

## **1.9 RELATED PARTY TRANSACTIONS**

### **Key Management Compensation**

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director members.

During the three months ended August 31, 2022, the Company entered into the following transactions with the related parties:

- (a) Incurred accounting fees of \$4,320 (August 31, 2021- \$3,850) with Jin Passage Consulting Inc. (a company controlled by the CFO of the Company).
- (b) Incurred consulting fees of \$22,500 (August 31, 2021- \$21,000) with Tehama Venture and Tehama Capital Corp. (companies controlled by the director, President and CEO of the Company).
- (c) Incurred consulting fees of \$nil (August 31, 2021- \$2,000) with nKwazi Resource Management. (a company controlled by a director of the Company).
- (d) As at August 31, 2022, \$39,173 (May 31, 2021- \$43,928) was owing to companies controlled by directors and officers of the Company.

On June 2, 2022, 200,000 stock options were granted to a director of the Company, with a term of 5 years and exercisable at \$0.20. All options were vested immediately upon issuance. As of August 31, 2022, the Company recognized share-based compensation of \$33,751.

On May 9, 2022, 200,000 stock options were cancelled in relation to a late director of the Company.

On November 3, 2021, 1,750,000 stock options were granted to directors and officers of the Company. All options have a term of 4.35 years and exercisable at \$0.20. As of May 31, 2022, the Company recognized share-based compensation of \$325,995.

## **1.10 CRITICAL ACCOUNTING ESTIMATES**

Critical Accounting estimates represent estimates that are highly uncertain and for which changes in those estimates could materially impact the Company's consolidated financial statements. The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual experience may differ from these estimates and assumptions. The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the period of change, if the change affects that period only, or in the period of the change and future periods, if the change affects both. Information about critical accounting estimates and judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the consolidated financial statements are discussed below:

### Going concern assumption

The continued use of the going concern assumption is based on the Company's judgments regarding the availability, timing, and costs of obtaining financing. The use of the going concern assumption is also based on the Company's judgments regarding the continued support and patience of related parties and third party creditors. In applying the going concern assumption, the Company has not taken into account the uncertainty surrounding the timing of receipt of the restricted cash and the uncertainty surrounding the timing of payments of accounts and loans payable in determining the fair values of its financial instruments.

### Provision for environmental rehabilitation

Provisions for environmental rehabilitation are based on the Company's best estimate of the probable outflow to complete reclamation work. The final costs of the currently recognized environmental rehabilitation provision may be higher or lower than currently provided for.

### Impairment of evaluation and exploration assets

The assessment of exploration and evaluation assets requires judgment to determine whether indicators of impairment exist including factors such as the period for which the Company has the right to explore, expected renewals of exploration rights, whether substantive expenditures on further exploration and evaluation of resource properties are budgeted and evaluation of the results of exploration and evaluation activities up to the reporting date. Management assessed impairment indicators for the Company's exploration and evaluation assets and has concluded that no impairment indicators exist as of August 31, 2022.

## **1.11 FINANCIAL INSTRUMENTS, RISK MANAGEMENT AND CAPITAL DISCLOSURES**

### **(a) Fair value of financial instruments**

IFRS requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. IFRS establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value.

A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. IFRS prioritizes the inputs into three levels that may be used to measure fair value

Level 1: Valuations based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

	Level 1	Level 2	Level 3	Total
<b>August 31, 2022</b>				
<b>Cash</b>	\$ 281,131	\$ -	\$ -	\$ 281,131
<b>Restricted cash</b>	18,498	-	-	18,498
	<b>\$ 299,629</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 299,629</b>
<b>May 31, 2022</b>				
Cash	\$ 270,542	\$ -	\$ -	\$ 270,542
Restricted cash	18,456	-	-	18,456
	<b>\$ 288,998</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 288,998</b>

The fair value of cash and restricted cash are determined based on Level 1 inputs which consist of quoted prices in active markets for identical assets. As at August 31, 2022, the Company believes that the carrying values of accounts receivable, accounts payable and accrued liabilities and due to related parties approximate the fair values because of their short term to maturity.

**(b) Risk management**

*Credit Risk*

The Company is exposed to credit risk with respect to its cash. To minimize this risk, cash is placed with major Canadian financial institutions.

*Interest Rate Risk*

The Company is not exposed to significant interest rate risk due to the relatively short-term maturity of its monetary assets and liabilities.

*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 does not have operating cash flow and therefore has relied primarily on equity financings and loans from related parties to meet its capital requirements. As at August 31, 2022, the Company has a working capital of \$147,562 (May 31, 2022 - \$120,910). The Company will need to obtain additional financing to meet the obligations as they come due.

*Commodity Price Risk*

The Company's ability to raise capital to fund exploration or development activities is subject to risk associated with fluctuations in the market prices of resource commodities.

**(c) Capital management**

The Company manages its capital, consisting of share and working capital, in a manner consistent with the risk characteristic of the assets it holds. All sources of financing are analyzed by management and approved by the board of directors.

The Company's objectives when managing capital is to safeguard the Company's ability to continue as a going concern. The Company is meeting its objective of managing capital through

preparing short-term and long-term cash flow analysis to ensure an adequate amount of liquidity. The Company is not subject to any externally imposed capital restrictions.

There were no changes in the Company's approach to capital management during the year. The Company is not subject to any external restrictions on its capital

### **1.13 FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS**

It is management's opinion that the fair value of the Company's cash, accounts receivable, due to related parties, and accounts payable, and accrued liabilities approximate their carrying value because they are due on demand. The maximum credit risks exposure for all financial assets is the carrying value of those assets.

The Company does not use derivative instruments or foreign exchange contracts to hedge against gains or losses arising from foreign exchange fluctuations.

### **1.14 OTHER MD&A REQUIRMENTS**

#### **Financial And Disclosure Controls and Procedures**

During the period ended August 31, 2022, there has been no significant change in the Company's internal control over financial reporting since last year.

The Chief Executive Officer and Chief Financial Officer of the Company are responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. They are also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the Company's interim condensed consolidated financial statements for the period ended August 31, 2022 (together the "Interim Filings"). The Chief Executive Officer and Chief Financial Officer of the Company have filed the Venture Issuer Basic Certificate with the Annual Filings on SEDAR at [www.sedar.com](http://www.sedar.com).

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the venture issuer basic certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.

#### **Outstanding Share Data**

The Company's authorized share capital consists of unlimited common shares without par value. The Company has only one kind and class of shares and there are no unusual rights or restrictions attached to that class.

**Additional Disclosure for Venture Issuers without Significant Revenue**

Schedule of General and Administrative costs for the three months ended August 31, 2022 and 2021.

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<b>For the three months ended August 31,</b>	<b>2022</b>	<b>2021</b>
<b>Expenses</b>		
Accounting and Audit	\$ 8,570	\$ 10,350
Bank charges	142	315
Consulting fees	22,500	21,000
Filing and share transfer fees	821	54
Office and administration	3,030	4,513
Shareholders' information	370	-
Travel	3,544	1,534
Stock-based compensation	50,626	-
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	\$ 89,603	\$ 37,766

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**SUBSEQUENT EVENTS**

In October 2022, the Company announced a non-brokered private placement of up to 3,400,000 units at a price of \$0.15 per unit (“Unit”) for gross proceeds of up to \$510,000 (“Private Placement”). Each Unit will consist of one common share and one share purchase warrant at a price of \$0.25, exercisable for a period of two years from the date of issuance. Proceeds from the Private Placement for general corporate purposes and working capital. The Company has received an initial commitment from a strategic investor for \$420,000.