MANTARO PRECIOUS METALS CORP. (formerly Mantaro Silver Corp.)

Management's Discussion and Analysis
For the year ended February 28, 2022

Prepared as of June 28, 2022

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the year ended February 28, 2022, prepared as of June 28, 2022

The following management's discussion and analysis ("MD&A") has been prepared by management. The following discussion of performance, financial condition and future prospects should be read in conjunction with the audited consolidated financial statements for the year ended February 28, 2022, of Mantaro Precious Metals Corp. (formerly Mantaro Silver Corp.) ("Mantaro" or the "Company") and notes thereto. The information provided herein supplements but does not form part of the consolidated financial statements. This discussion covers the year ended February 28, 2022 and the subsequent period up to the date of issue of this MD&A. Unless otherwise noted, all dollar amounts are stated in Canadian dollars.

The Company's audited consolidated financial statements for the year ended February 28, 2022, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

This MD&A is intended to help the reader understand Mantaro, its operations, financial performance, current and future business environment and opportunities and risks facing the Company. Certain statements in this report incorporate forward looking information.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains "forward-looking statements". Forward-looking statements reflect the Company's current views with respect to future events, are based on information currently available to the Company and are subject to certain risks, uncertainties, and assumptions, including those discussed elsewhere in this MD&A. Forward-looking statements include, but are not limited to, statements with respect to the success of mining exploration work, title disputes or claims, environmental risks, unanticipated reclamation expenses, the estimation of mineral reserves and resources and capital expenditures. In certain cases, forward-looking statements can be identified by the use of words such as "intends", "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "anticipates" or "does not anticipate", or "believes", or various of such words and phrases or state certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors which may cause the actual results, performance or achievements expressed or implied by the forward-looking statements to differ. Such factors include, among others, risks related to actual results of current exploration activities, changes in project parameters as plans are refined over time, the future price of gold and other precious or base metals, possible variations in minerals resources, grade or recovery rates, accidents, labour disputes, title disputes and other risks of the mining industry, fluctuation of currency exchange rates, delays in obtaining, or inability to obtain, required governmental approvals or financing or in the completion of development or construction activities, claims limitations on insurance coverage, as well as other factors discussed under "Risk Factors". Although the Company has attempted to identify material factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained in this MD&A are made as of the date of this MD&A. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not assume the obligations to update forward-looking statements, except as required by applicable law.

For a description of material factors that could cause the Company's actual results to differ materially from the forward-looking statements in this MD&A, please see "Risks and Uncertainties."

DESCRIPTION OF BUSINESS AND OVERVIEW

Mantaro Precious Metals Corp. is an exploration stage company that holds a diversified portfolio of gold and silver focused mineral properties in Bolivia and Peru. The Company holds an option to acquire up to an 80% interest in the advanced Golden Hill Property ("Golden Hill"), located in the underexplored, orogenic Bolivia Shield, Bolivia. The Company also has a 100% interest in the high-grade Santas Gloria Silver Property as well as a 100% interest in the San Jose, La Purisima, Cerro Luque and Huaranay Properties (the "Silver Properties"). The Silver Properties are all located in Peru. The Company is listed on the TSX Venture Exchange under the symbol "MNTR". The Company's head and registered and records office is located at Suite 704, 595 Howe Street, Vancouver, BC V6C 2T5.

The Company has not commenced commercial operations. At present, the Company has no current operating income. Without additional financing, the Company may not be able to fund its ongoing operations and complete its exploration and development activities. The Company intends to finance its future requirements through a combination of debt and/or equity issuance. There is no assurance that the Company will be able to obtain such financings or obtain them on favourable terms. These uncertainties may cast significant doubt on the Company's ability to continue as a going concern. The Company will need to raise sufficient working capital to maintain operations.

In December 2019, a novel strain of coronavirus, which causes COVID-19, surfaced in Wuhan, China and has reached multiple other regions and countries, including Lima Region, Peru, where the Company's Silver Properties are located. The coronavirus pandemic is evolving, and to date has led to the implementation of various responses, including government-imposed quarantines, travel restrictions and other public health safety measures. The extent to which the coronavirus impacts the Company's ability to carry out exploration of its properties or those of its third-party partners, will depend on future developments, which are highly uncertain and cannot be predicted with confidence, including the duration of the outbreak, new information that will emerge concerning the severity of the coronavirus and the actions to contain the coronavirus or treat its impact, among others. The Company may be required to implement strict measures, or may be required to implement strict measures depending on the circumstances moving forward.

Operational Highlights

1. Option to acquire up to an 80% interest in the Golden, located in the underexplored, orogenic Bolivian Shield, Bolivia.

2. As part of the acquisition of Golden Hill, the Company collected 10 tonnes of mineralized quartz vein material from two production blasts on the -55 m level of the C2 vein at La Escarcha mine for the purpose of metallurgical testing. Highlights of the metallurgical study include:

- High average head grade of 5.53 g/t Au by fire assay and 5.96 g/t by cyanide bottle roll for bulk sample of primary sulphidic material taken from underground at La Escarcha.
- Gold recovery of 73.6% with single pass gravity separation of primary sulphidic material from La Escarcha underground.
- An average cyanide recovery of 94% was achieved for primary sulphidic mineralization taken from the underground bulk sample.

3. Commencement of a maiden 5,000 metre drill program at the Golden Hill Property in May 2022.

4. A sampling program was conducted at the San Jose Silver Property, including the discovery of seven new veins.

5. Silver assays at the Santas Gloria Silver Property of up to 10,000g/t silver at Tembladera level 3, 7,860g/t silver at Tembladera level 1 and up to 4,100 g/t silver at San Jorge was evaluated.

6. Metallurgical test work of sulphide samples taken from underground adits at Santas Gloria Silver Property support both bulk flotation flow-path and sequential flotation flow-path. The bulk flotation flow-path producing a single gold, silver, lead and zinc rougher concentrate (15 minutes of flotation and 8.6% mass pull) with 10,545 g/t silver, 5.38 g/t gold, 5.17% zinc and 13.8% lead and recovering 88.1% of the silver, 80.9% of the gold, 64.4% of the zinc and 79.3% of the lead.

During the year ended February 28, 2022, the Company incurred the following exploration and evaluation expenditures:

	Santas Gloria Silver Property $	San Jose Silver Property $	La Purisima, Cerro Luque and Huaranay Properties $	Golden Hill Property $	Total $
Acquisition costs	298,601	407,055	-	1,052,252	1,757,908
Administration	58,966	50,312	-	109,113	218,391
Assays	45,256	44,680	-	42,091	132,027
Field costs	407,783	338,346	-	-	746,129
Geological	118,359	36,227	-	355,211	509,797
Project management	218,395	221,255	-	73,416	513,066
	1,147,360	1,097,875	-	1,632,083	3,877,318

Golden Hill Property

The Company's holds an option to acquire up to an 80% interest in the advanced Golden Hill Property. It comprises of one mineral concession totaling 4,468 hectares and offers direct access through the historic mining town of San Ramon, Bolivia. The Golden Hill concession is centered on a broadly north-south trending regional structure that hosts the La Escarcha underground mine and Gabby, the Garrapatillia and Brownfields workings and gold-bearing vein occurrences in its western hanging wall. The same structure hosts numerous saprolite gold and hard rock gold deposits to the north and south of the Golden Hill concession over a strike length of at least 25 kilometers — underpinning the significant control the structure exerts on gold mineralization.

A northwest-trending splay of this structure hosts areas of alluvial and saprolitic/hard rock workings within the Golden Hill concession and immediately to the north. At least six strike kilometers of these structures are known within the concession — in addition to the four kilometers between La Escarcha and Brownfield which have been mapped in detail. Known mineralization and surface anomalism is open along strike on all structures. Mineralization between La Escarcha and Brownfields is characterized by a series of broadly parallel, north-south trending, very steeply dipping quartz veins that are between 1 to 5 meters wide. Mineralization is hosted in mafic metavolcanics, at the contact of metavolcanics and metasediments, and within metasediments.

In May 2022,the Company commenced its maiden 5,000 metre diamond drill program at Golden Hill. The Company will initially focus on drilling the numerous veins within the high-grade La Escarcha Gold Mine. Veins are up to 5 meters wide and contain significant visible gold. Golden Hill's staff have reported that gold grades increase downwards from surface to the 60 m level which was under limited development. Most gold appears to be free hosted in fractures within quartz and pyrite.

Under the terms of the Golden Hill Property Option Agreement, the Company may acquire up to an 80% interest in the Golden Hill Property by making the following cash payments, share issuances and incurring the following exploration expenditures.

1) The Company will earn an initial 51% interest in the Golden Hill Property by:
   a) Paying US $500,000 to the Optionor as follows:
      i. US $25,000 on the effective date, (***paid***)

    ii. US $75,000 six weeks after the effective date, (***paid***)
    iii. US $200,000 six months after the effective date, (***paid***)
    iv. US $200,000 twelve months after the effective date.

b) Issuing a total of 2,000,000 units of the Company (a "Unit") to the Optionor as follows:
    i. 500,000 Units three months after the effective date, (***completed***)
    ii. 500,000 Units six months after the effective date, (***completed***) and
    iii. 1,000,000 Units twelve months after the effective date. Each Unit consists of one common share of the Company and one-half of one share purchase warrant (a "Warrant"), with each Warrant exercisable at the Market Price (as defined by the rules of the TSX Venture Exchange) on the date of issue for a period of two years from the date of issue;

c) Incurring US $250,000 in exploration expenditures on or before the first anniversary of the effective date.

(the "First Option")

2) The Company will earn an additional 19% interest (for a total of 70% interest) in the Golden Hill Property by:

    a) Paying US $500,000 to the Optionor on or before the second anniversary of the effective date;
    b) Issuing 1,500,000 Units to the Optionor on or before the second anniversary of the effective date; and
    c) Incurring US $250,000 in exploration expenditures on or before the second anniversary of the effective date.

(the "Second Option")

3) The Company will earn an additional 10% interest (for a total of 80% interest) in the Golden Hill Property by:
    a) Paying US $500,000 to the Optionor on or before the third anniversary of the effective date;
    b) Issuing 500,000 units to the Optionor on or before the third anniversary of the effective date; and
    c) Incurring US $1,000,000 in exploration expenditures on or before the third anniversary of the effective date.

(the "Third Option")

In the event that the Company exercises the First Option or Second Option but fails to exercise the Third Option, the Company's interest will be reverted to a 2% Net Smelter Return Royalty, which may be repurchased at a price of US $1,000,000. If the Company acquires an 80% interest in the Golden Hill Property, the Company will grant a 2% Net Smelter Return Royalty to the Optionor, which may be repurchased at a price of US $1,000,000.

The Optionor will also be entitled to a discovery of bonus as follows: (i) US $2 for every ounce of gold or gold equivalent set out in an indicated or measured resource estimate up to a maximum of 250,000 ounces (US $500,000), (ii) an additional US $4 for every ounce of gold or gold equivalent set out in an indicated or measured resource estimate above 250,000 ounces to up 500,000 ounces (an additional payment of up to US $1,000,000), and (iii) an additional US $5 for every ounce of gold or gold equivalent set out in an indicated or measured resource estimate above 500,000 ounces and up to 1,000,000 ounces (an additional payment of up to US $2,500,000).

Santa Gloria Silver Property

The Santas Gloria Silver Property is 100% owned by the Company. It comprises of seven mineral concessions totaling 3,272 hectares and is located 55 kilometers directly east of Lima. Santas Gloria is a silver-base metal vein system otherwise known as Cordilleran silver-base metal type. These deposits have many similarities to intermediate sulphidation vein systems. Such deposits are attractive exploration targets due to their often-high-grade nature and the large vertical extent of precious and base metal endowment.

Silver is the main target commodity at Santas Gloria. Historic surface sampling reported grades of over 400 oz/t Ag from bonanza shoots. Combined lead and zinc values range from 2% to 20% in the high-grade silver zones. Information derived from report on Santas Gloria Mining Project by Dr. Alberto Rios Carranza (2020). There are over 10 kilometers of intermediate sulphidation veins arranged into three key target zones: Tembladera, Elaine and Santa Cruz. The system has never been drilled tested and exploitation of silver was limited to two areas of the San Jorge and Tembladera veins.

Historical production of silver has been carried out on Santas Gloria since colonial times. To date, an estimated 4 kilometers of underground workings have exploited 2 of the 22 veins at Santas Gloria. In 2005 and 2006, the San Jorge and Tembladera veins were worked on six levels. Santas Gloria is permitted for 30 tonne per day extraction. A small processing plant at site produced silver concentrates with reported silver recoveries of 85%-90%. Information derived from report on Santas Gloria Mining Project by Dr. Alberto Rios Carranza (2020).

An extensive mapping and channel sampling program at Santas Gloria was undertaken throughout 2021. Channel samples taken in oxidized outcrop defined a number of significantly silver and gold anomalous intermediate sulphidation veins which are up to 5 metres wide, multiphase, and have strike extensions in excess of 1 km. There are over 12 strike km of untested veins at Santas Gloria. Channel sampling of sulphide material in historical adits returned robust assays of up to >10,000 g/t Ag, 56.3 g/t Au, 10.3 % Pb and 9.07 % Zn (see news release dated June 2, 2021).

Metallurgical test work of sulphide samples taken from underground adits supports both bulk flotation flow-path and sequential flotation flow-path, with the bulk flotation flow-path producing a single gold, silver, lead and zinc rougher concentrate (15 minutes of flotation and 8.6% mass pull) with 10,545 g/t silver, 5.38 g/t gold, 5.17% zinc and 13.8% lead and recovering 88.1% of the silver, 80.9% of the gold, 64.4% of the zinc and 79.3% of the lead (see news release dated August 9, 2021).

The Company has undertaken extensive permitting and community work at Santas Gloria Silver Property. To date, it has received its three archaeological certificates (CIRA) following various archaeology surveys completed by Geades and a site inspection by the Peruvian Ministry of Culture (Ministerio de Cultura). A community access agreement is in place until 2028.

In June 2022, the Peruvian Ministry of Energy and Mines has approved the Ficha Tecnica Ambiental (environmental application) (“FTA”). The FTA is one of the final steps before receiving a permit to drill Santas Gloria. The Company can now apply for final permits (water use and initiation of activities) for drilling activities. Assuming the final permits are granted, the Company anticipates that it will be permitted to drill Santas Gloria in late July / early August 2022.

San Jose Silver Property

The San Jose Silver Property is a highly prospective silver property located within the prolific Miocene-Pilocene Epithermal belt. The San Jose Silver Property, which is 100% owned, is comprised of five mineral concessions totaling 3,300 hectares and is located 180 km north of Lima. Upon completion of the Transaction, Mantaro will focus on detailed geological mapping and geochemical sampling of all veins and inferred vein extensions. This work will provide a much better understanding of key controls on mineralization and allow for most effective drill targeting.

An access agreement with the UTCAS community has been granted, providing the Company access throughout much of the San Jose Silver Property as well as permitting the Company to conduct non-invasive surface exploration activities. This agreement also represents the desires of both parties to continue to develop an open dialog and mutually beneficial interests in the San Jose property.

Field work at San Jose was designed as a first pass sampling program of the Utcas East and Utcas West targets. Reconnaissance mapping resulted in the identification of seven new veins — the two larger named Ponderosa and Peguycuta. A total of 11 samples contained greater than 100 g/t silver, including 376 g/t silver, and 7 samples contained greater than 1 g/t gold, including 6.44 g/t gold. The Company is planning a more extensive field program for the first quarter 2022.

La Purisima, Cerro Luque and Huaranay Properties

The La Purisima Property covers 1,075 hectares and reported historical assays of up to 8 ounces per tonne Ag and 2.5 grams per tonne Au.

The Cerro Luque Property covers 1,650 hectares, contains multiple historic adits within its alterations system and reported historic assays of 11 ounces per tonne Ag.

The Huaranay Property covers 2,000 hectares and includes two gold prospects (Corrales and Chinchango). It also has a historic silver mine with reported grades of up to 37 ounces per tonne Ag.

Trends

There are significant uncertainties regarding the prices of precious and base metals and the availability of equity financing for the purposes of mineral exploration and development. For instance, the prices of gold, silver and other minerals have fluctuated widely in recent years and wide fluctuations may continue. Management is not aware of any trends, commitments, events or uncertainties that could reasonably be expected to have a material adverse effect on the Company's business, financial condition or results of operations.

SELECTED ANNUAL INFORMATION

The Company's fiscal year ends on February 28th of each year. The following is a summary of certain selected audited financial information for the last three completed fiscal years. As the Company was only incorporated on May 25, 2020, only two periods are disclosed. All amounts are in Canadian dollars and prepared under IFRS.

	February 28, 2022 ($)	February 28, 2021 ($)
Total Revenues	-	-
Loss	(4,789,383)	(175,735)
Loss per Share (basic and diluted)	(0.09)	(0.01)
Total Assets	10,267,685	10,368,476
Total Liabilities	325,948	8,360,514
Dividends Declared	-	-

The activity increased during fiscal 2022 as a result of the completion of the RTO in May 2021. The business activity increased significantly since the RTO was completed.

SUMMARY OF QUARTERLY RESULTS

The following is selected financial data from the Company's unaudited quarterly financial statements for the last eight quarters ending with the most recently completed quarter, being the three months ended February 28, 2022.

	Three Months Ended ($)			
	Feb 28, 2022	**Nov 30, 2021**	**Aug 31, 2021**	**May 31, 2021**
Total Revenues	-	-	-	-
Loss	(197,319)	(449,734)	(668,255)	(3,474,075)
Loss Per Share (basic and diluted)(1)	(0.00)	(0.01)	(0.02)	(0.12)

	Three Months Ended ($)			
	Feb 28, 2021	**Nov 30, 2020**	**Aug 31, 2020**	**May 31, 2020**
Total Revenues	-	-	-	-
Loss	(108,133)	(38,388)	(29,209)	(5)
Loss Per Share (basic and diluted)(1)	(0.00)	(0.00)	(0.01)	(0.00)

(1) The basic and diluted calculations result in the same values.

The Company was incorporated on May 25, 2020 and May 31, 2020 was the Company's first fiscal quarter reported. During the period from the date of incorporation to May 31, 2020, the Company recorded a net loss of $5 which can be attributed to bank charges.

During the quarter ended August 31, 2020, the Company recorded a net loss of $29,209 as compared to $5 for the previous quarter. The increase can be attributed to legal and professional fees related to advisory services related to the Company's listing process.

During the quarter ended November 30, 2020, the Company recorded a net loss of $38,388 as compared to $29,209 for the previous quarter. The increase can be mainly attributed to advertising costs for marketing materials.

During the quarter ended February 28, 2021, the Company recorded a net loss of $108,133 as compared to $38,388 for the previous quarter. The increase can be attributed to consulting fees of $99,750.

During the quarter ended May 31, 2021, the Company recorded a net loss of $3,474,075 as compared to $108,133 for the previous quarter. The increase can be attributed to an increase in consulting fees of $153,899, an increase in share-based payment expense of $1,413,294 as a result of stock options granted during the quarter, and listing expense of $2,081,180 as result of the reverse takeover.

During the quarter ended August 31, 2021, the Company recorded a net loss of $668,255 as compared to $3,474,075 for the previous quarter. The decrease can be attributed to the reverse takeover being completed in the previous quarter.

During the quarter ended November 30, 2021, the Company recorded a net loss of $449,734 as compared to $668,255 for the previous quarter. The decrease can be attributed to a decrease in professional fees related to capital markets and a decrease in property investigation costs.

During the quarter ended February 28, 2022, the Company recorded a net loss of $197,319 as compared to $449,734 for the previous quarter.

RESULTS OF OPERATIONS

Year ended February 28, 2022 and the period from May 25, 2020 (date of incorporation) to February 28, 2021

The Company incurred a net loss of $4,789,383 for the year ended February 28, 2022 compared to a net of loss of $175,735 for the comparable period from May 25, 2020 (date of incorporation) to February 28, 2021. The increase in net loss in 2022 can be attributed to the additional activity following completion of the RTO in May 2021. Details of certain line items are as follows:

Accounting and audit fees of $118,072 (2021 - $nil) are comprised of audit fees and fees paid for accounting services.

Advertising and promotion expenses of $26,663 (2021 - $24,780) are expenses to advertise the Company to current and potential shareholders.

Directors fees of $76,375 (2021 - $nil) are monthly fees since the Company completed the RTO in May 2021.

Legal fees of $146,843 (2021 - $55,242) increased due to additional activity during the year.

Management and consulting fees of $289,286 (2021 - $99,750) relate to fees to manage the Company and fees from consultants engaged during the year. Additional fees are included as mineral property costs.

Project investigation costs of $204,846 (2021 - $nil) are costs incurred on due diligence and other exploration work on properties that the Company does not yet have legal rights to.

Regulatory and transfer agent fees of $58,822 (2021 - $nil) increased since the Company completed the RTO in May 2021.

Shareholder communications of $276,331 (2021 - $nil) are fees to market the Company to current and potential shareholders.

Share-based payments of $1,426,814 (2021 - $nil) represents the fair value of share purchase options granted during the year to directors, officers and consultants.

Listing expense of $2,081,180 (2021 - $nil) is a non-cash expense and represents the fair value of shares deemed issued in excess of the book value of Yuntone net assets acquired.

Three months ended February 28, 2022 and 2021

The Company incurred a loss of $197,319 during the three months ended February 28, 2022 compared to a loss of $108,133 during the three months ended February 28, 2021. The increase in loss in the 2022 period was due primarily to the increase in activity since the Company completed the RTO in May 2021.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company’s objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements.

At February 28, 2022 the Company had working capital of $4,348,242 which included cash of $4,579,522 available to meet its anticipated maiden drill program at Golden Hill and ongoing operating expense for the next twelve months. The Company’s accounts payable and accrued liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company has no long-term debt.

At present, the Company has no current operating income. Without additional future financing, the Company may not be able to fund its ongoing operations and complete future development activities. The Company intends to finance its future requirements through a combination of debt and/or equity issuance. There is no assurance that the Company will be able to obtain such financings or obtain them on favourable terms. These uncertainties cast significant doubt on the Company’s ability to continue as a going concern. The Company will need to raise sufficient working capital to maintain operations. The capital raised from the private placement financings are being used for exploration programs on the Company’s mineral properties and for general working capital.

OUTSTANDING SHARE CAPITAL

Authorized: Unlimited number of common shares

Issued and outstanding: 61,486,333 common shares as at June 28, 2022.

Options and warrants outstanding as at June 28, 2022:

Security	Number	Exercise Price	Expiry Date
Stock Options	4,765,000	$0.35	June 1, 2026
Stock Options	250,000	$0.49	June 16, 2026
Stock Options	400,000	$0.25	September 15, 2026
Stock Options	250,000	$0.20	April 5, 2027
Stock Options	100,000	$0.35	May 3, 2027
TOTAL	5,765,000		

Security	Number	Exercise Price	Expiry Date
Share Purchase Warrants	125,000	$0.25	May 21, 2024
Share Purchase Warrants	125,000	$0.25	November 30, 2024
Share Purchase Warrants	250,000	$0.19	January 18, 2024
Share Purchase Warrants	250,000	$0.17	February 18, 2024
TOTAL	750,000		

OFF-BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

The Company's related parties consist of key management personnel and companies owned directly or indirectly by 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 Company has determined that key management personnel consist of executive and non-executive members of the Board of Directors and corporate officers.

During the years ended February 28, 2022 and the period ended February 28, 2021, the Company incurred the following expenditures charged by directors and officers of the Company, or former directors and officers of the Company, and/or companies they owned or were significant shareholders of:

	2022	2021
	$	$
Directors fees(3)	**76,375**	-
Legal fees and share issuance costs(4)	**161,696**	69,154
Management and consulting(1)(2)(3)	**168,500**	-
Mineral property expenditures(5)	**349,237**	106,302
Share-based payments - options	**735,747**	-
	1,491,555	175,456

(1) Includes fees earned by the former CFO, Kelvin Lee. The business purpose of the transactions was to compensate Mr. Lee for administration and management services provided.
(2) Includes fees earned by Don Anderson, the former CEO of the Company.
(3) Includes fees billed by Darren Hazelwood, Director, Donna-Belen Humphreys, Director, and Luis Fernando Kinn Cortez, Director.
(4) Includes fees billed by O'Neill Law LLP, a company related to Charles Hethey, a Director of the Company. The business purpose of the transactions was to compensate for legal services provided.
(5) Includes fees billed by Exploration Alliance S A and Penguin Resources, companies controlled by Christopher Wilson, the Company's Chairman and Chief Geologist. The business purpose of the transactions was to compensate Dr. Wilson for managing the mineral properties. The Company has a consulting contract with Dr. Wilson that includes a termination clause calling for three months notice and a change of control provision calling for twenty four months compensation.

At February 28, 2022, accounts payable and accrued liabilities included due to related parties of $92,728 (2021 - $74,598) included amounts owing to directors and officers of the Company and/or companies they control or of which they were significant shareholders. The amounts owing include amounts related to expenditures charged to the Company and for reimbursements of expenditures paid for on behalf of the Company. The amounts owing are unsecured, non-interest bearing and due on demand. The amounts have been recorded at their exchange amount, being the amount agreed to by the parties.

Financial Instruments

The Company's financial assets and financial liabilities are classified and measured as follows:

Financial Instrument	**Category**
Cash and restricted cash	Fair value through profit or loss
Accounts payable	Amortized cost
Subscriptions payable	Amortized cost
Share subscription receipts	Amortized cost

The carrying values of financial assets and liabilities approximate their fair values due to the short-term maturity of these financial instruments.

Discussions of risks associated with financial assets and liabilities are detailed below:

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk for the Company is associated with its cash. The Company is not exposed to significant credit risk as its cash is placed with a major Canadian financial institution.

Commodity Price Risk

The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in the market price of minerals under exploration.

Liquidity Risk

Liquidity risk is the risk that the Company will not have sufficient funds to meet its financial obligations when they are due. The Company manages liquidity risk by maintaining sufficient cash and cash equivalent balances to enable settlement of transactions on the due date. Management monitors the Company's contractual obligations and other expenses to ensure adequate liquidity is maintained. As at February 28, 2022 and 2021, the Company had working capital as follows:

	2022	2021
	$	$
Current assets	**4,674,190**	8,632,697
Current liabilities	**(325,948)**	(8,360,514)
Working capital (deficiency)	**4,348,242**	272,183

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and price risk.

a) Currency Risk

As at February 28, 2022 and 2021, most of the Company's cash was held in Canadian dollars, the Company's functional currency. The Company has operations in foreign jurisdictions outside of Canada and as such has currency risk associated with its operations. The Company mitigates this risk by holding a small amount of cash in foreign currencies.

b) Interest Rate Risk

Interest rate risk is the risk that the value of a financial instrument or cash flows associated with the instrument will fluctuate due to changes in market interest rates. As the Company has no interest bearing financial instruments, the Company is not exposed to interest rate risk.

c) Price Risk

Price risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market prices. The Company has no financial instruments subject to price risk.

DISCLOSURE CONTROLS AND PROCEDURES

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the consolidated financial statements for the year ended February 28, 2022 and this accompanying MD&A (together, the "Annual Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Annual Filings on SEDAR at www.sedar.com.

RISKS AND UNCERTAINTIES

The exploration and development of mineral deposits involves significant risks which even a combination of careful evaluation, experience and knowledge may not be successful in overcoming. Few mineral properties which are explored ultimately develop into producing mines. There has been no commercial production of minerals on properties held by the Company to date and there is a high degree of risk that commercial production of minerals will not be achieved.

Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. The mining industry is intensely competitive. The commercial viability of a mineral deposit depends on a number of factors including the particular attributes of the deposits (principally size and grade), proximity to infrastructure, the impact of mine development on the environment, environmental regulations imposed by various levels of government and the competitive nature of the industry which causes mineral prices to fluctuate substantially over short periods of time. There can be no assurance that the minerals can be marketed profitably or in such a manner as to provide an adequate return on invested capital.

The operations of the Company are subject to all of the risks normally associated with the operation and development of mineral properties and the development of a mine, including encountering unexpected formations or pressures, caving, flooding, fires and other hazards, all of which could result in personal injuries, loss of life and damage to property of the Company and others. In accordance with customary industry practice, the Company is not fully insured against all of these risks, nor are all such risks insurable.

The operations of the Company's properties will be subject to various laws and regulations relating to the environment, prospecting, development, production, waste disposal and other matters. Amendments to current laws and regulations governing activities related to the Company's mineral properties may have material adverse impact on operations.

The Company will need additional funding to complete its long term objectives. The ability of the Company to raise such financing in the future will depend on the prevailing market conditions, competition with other strategic metals exploration stage companies, as well as the business performance of the Company. There can be no assurances that the Company will be successful in its efforts to raise additional financing on terms satisfactory to the Company. If adequate funds are not available or not available on acceptable terms, the Company may not be able to take advantage of opportunities, to develop new projects or to otherwise respond to competitive pressures.

The Company's working capital and liquidity fluctuate in proportion to its ongoing equity financing activities. The Company requires a certain amount of liquid capital in order to sustain its operations and in order to meet various obligations as specified under its 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.

All industries, including the mining industry, are subject to legal claims, with and without merit. The Company may become involved in legal disputes in the future. Defense and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, there can be no assurance that the solution of any particular legal proceeding will not have a material adverse effect on the Company's financial position or results of operations.

All of the Company's mineral properties are in the exploration stage. Exploration and development of natural resources involve substantial expenditures and a high degree of risk. Few properties that are explored are ultimately developed into producing properties. Accordingly, the Company has no material revenue, writes off its mineral properties from time to time, and operates at a loss. Continued operations are dependent upon ongoing equity financing activities.

OTHER INFORMATION

Additional information related to the Company is available for viewing on SEDAR at www.sedar.com and at the Company's website at http://www.mantaropreciousmetals.com.

QUALIFIED PERSONS

Dr. Christopher Wilson, Ph. D., FAusIMM (CP), FSEG, the Chairman of the Company, is the Qualified Person for the Company for the purposes of National Instrument 43-101. Dr. Wilson has reviewed and approved the technical disclosure contained herein as applicable.