

# ZINCORE METALS INC.

## Management's Discussion and Analysis

### Nine months ended – September 30, 2022

(Expressed in Canadian dollars, unless otherwise noted)

November 29, 2022

*This Management's Discussion and Analysis ("MD&A") relates to the financial condition and results of operations of Zincore Metals Inc. ("Zincore" or the "Company") together with its subsidiaries as of the date of this report, and is intended to supplement and complement the Company's unaudited condensed interim consolidated financial statements for the nine months ended September 30, 2022. Readers are cautioned that this MD&A contains forward-looking statements and that actual events may vary from management's expectations. Zincore's public disclosure documents are available on SEDAR at [www.sedar.com](http://www.sedar.com). The condensed interim consolidated financial statements and MD&A are presented in Canadian Dollars, except where noted, and have been prepared in accordance with International Financial Reporting Standards ("IFRS"). This discussion addresses matters we consider important for an understanding of our financial condition and results of operations as of and for the period ended September 30, 2022.*

*The first, second, third and fourth quarters of the Company's fiscal years are referred to as "Q1", "Q2", "Q3" and "Q4", respectively. The years ended December 31, 2021 and 2020 are also referred to as "fiscal 2021" and "fiscal 2020", respectively. All amounts are presented in Canadian dollars, the Company's reporting and presentation currency, unless otherwise stated. Statements are subject to the risks and uncertainties identified in the "Risks and Uncertainties" and "Cautionary Note Regarding Forward-Looking Statements" sections of this document. The Company has included the non-IFRS performance measure of earnings "Earnings Before Interest, Taxes, Depreciation and Amortization" ("EBITDA"). The Company has also included measures of recurring revenue and customer retention such as Monthly Recurring Revenue ("MRR"), and Customer Retention Rate. For further information and detailed calculations of these measures, see the "Non-IFRS and additional IFRS Measures" section of this document.*

## CORPORATE OVERVIEW

The following Management's Discussion and Analysis ("MD&A") of Zincore Metals Inc. and its subsidiaries ("Zincore" or the "Company"), for the nine months ended September 30, 2022 and 2021 is prepared at date of this report and should be read in conjunction with the Company's unaudited consolidated financial statements for the nine months ended September 30, 2022 and the audited financial statements for the year ended December 31, 2021 which were prepared in accordance with International Financial Standards ("IFRS") as issued by the International Accounting Standards Board. All of these statements are available on the Company's website at [www.zincoremotals.com](http://www.zincoremotals.com) or on the SEDAR website at [www.sedar.com](http://www.sedar.com). Additional information relating to the Company is also available on SEDAR at [www.sedar.com](http://www.sedar.com).

All financial information in this MD&A is presented in Canadian dollars unless otherwise noted.

The Company was incorporated as Peru Zinc Corporation on September 21, 2005 in the Province of British Columbia. The Company subsequently changed its name to Southern Zinc Corporation on April 26, 2006 and to Zincore Metals Inc. on June 5, 2006. In November 2006, Zincore completed an initial public offering and commenced trading on the Toronto Stock Exchange ("TSX"). In May 2010, the Company's shares were approved for trading on the Lima Stock Exchange, or Bolsa de Valores de Lima ("BVL"). The address of the Company's registered office is 1166 Alberni Street, Vancouver, BC, Canada V6E 3Z3. On March 20, 2015, the Company announced that it had applied for voluntary delisting of its shares from the TSX and concurrently applied for a listing on the NEX, a separate board of the TSX-V. At market close on March 30, 2015, the Company's shares ceased to trade on the TSX and commenced trading on the NEX at market open on March 31, 2015 under the symbol "ZNC.H". Given that the Company's listing on the BVL was conditional in part on a TSX or TSX-V listing, the Company's shares ceased to trade on the BVL during the first quarter of 2015. Zincore shares are not differentiated based on the exchange they are bought or sold on. Accordingly, shareholders who purchased shares on the BVL are still able to complete transactions on the NEX, subject to the capabilities of their broker/dealer. On July 26, 2016, the Company's shares commenced trading on the NEX, a separate board of TSX Venture Exchange, on a consolidated basis at the open of the market. The Company's name and trading symbol (ZNC.H) remain the same.

The Company currently holds no operating assets and is currently looking for other ventures to build value for its shareholders.

## **COVID-19**

In March 2020, there was a global outbreak of COVID-19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by almost all levels of government in Canada and around the World regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence, however, it has gotten demonstrably more difficult to conduct normal business tasks and source potential financing. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus.

## **HIGHLIGHT – Q2 2022**

### **Strengthening of management and board of directors**

On July 14, 2022, the company appointed the following members of senior management and directors:

#### **Maggie Wong – Chief Financial Officer**

Ms. Wong is currently the director of finance of Samina Capital Ltd., a public company management firm. Prior to joining Samina Capital, Ms. Wong was a project cost analyst of Secure Energy for 14 years, a public company specializing in waste management, project and environmental services, and landfills. During her tenure at Secure Energy, she was responsible to oversee and financially manage all soil remediation projects, demolition projects, water technology projects and soil facilities for the entire B.C. region, with duties, including, but not limited to, internal and external reporting, budget management, change order management and analysis, and financial control.

#### **Ramon Perez – Director**

Mr. Perez is a mining executive with over 15 years of international mining experience. He is the Co-Founder, former Interim-CEO and now President of Candelaria Mining Corp. He also served ten years as Vice President of the Carrelton Horizon Natural Resource Fund where he covered the metals and mining sector with a focus on publicly listed junior mining companies throughout Latin America. Mr Perez is the founding member of Sociedad Minera Reliquias S.A., a private Peruvian mining company advancing a former 2,000 tpd silver mine in the Castrovirreyrna district. He is also the former consultant for Core Gold, a Canadian publicly listed junior gold company with projects in Ecuador.

#### **Matthew Roma – Director**

Mr. Roma is a Chartered Professional Accountant (CPA) and is a Principal of Roma Capital Corp., a private company providing corporate finance, accounting and capital advisory services to private and public companies. In this role, Mr. Roma serves as a director and/or officer to a number of junior public companies in the natural resource sector. Mr. Roma articulated at Deloitte LLP where he specialized in assurance and advisory services for publicly listed mining companies based both in Canada and the United States

### **Resumption of trades**

The Company previously halted its trade due to a potential transaction in 2019 (which was mutually terminated in 2020). The Company resumed trading on July 12, 2022.

## OUTLOOK

Management continues to pursue its efforts to maximize shareholder value, including but not limited to seeking investment or sale of the Company, or joint venture. Although Zincore has been successful in raising funds in the past, there can be no assurance Zincore will be able to raise sufficient funds in the future to maintain its assets, in which case Zincore may be unable to meet its obligations as they come due in the normal course of business. It is not possible to predict whether financing efforts will be successful or if Zincore will attain a profitable level of operations.

The Company currently holds no operating assets and is currently looking for other ventures to build value for its shareholders.

## SUMMARY OF CONSOLIDATED INCOME (LOSS)

	Three months ended September 30,		Nine months ended September 30,	
	2022	2021	2022	2021
General and administrative expenses (1)	(19,658)	(29,038)	(61,622)	(86,296)
Consulting and management fee	(18,000)	(9,000)	(72,000)	(27,000)
Foreign exchange gain (loss)	-	(15,585)	(6,634)	(3,452)
Gain on debt settlement	-	16,019	12,330	48,447
Shareholder information	(1,820)	-	(11,839)	-
Net loss	(39,478)	(37,604)	(139,765)	(68,301)
Total assets	15,365	25,584	15,365	25,584
Total non-current financial liabilities	-	-	-	-
Total dividend declared	-	-	-	-

(1) General and administrative expenses include office expenses, legal and accounting expense, interest, and travel expenses

During the nine months ended September 30, 2022, the Company incurred a net loss of \$139,765, which is a higher loss comparing to a net income of \$68,301 in 2021. The differences were mainly driven by more corporate activity as the Company was trying to resume trading (resumption of trade happened on July 2022).

Consulting and management fee accrued (unpaid) was higher due to more consultants were used for corporate development. Total assets were lower when compared with comparative period in 2021 due to cash expenditures.

### Consolidated quarterly loss – 8 quarters historic trend

	Q3 2022	Q2 2022	Q1 2022	Q4 2021	Q3 2021	Q2 2021	Q1 2021	Q4 2020
Other income	\$ -	\$ -	\$ -	\$ 1,011	\$ -	\$ -	\$ -	\$ 43
Net income (loss)	\$ (39,478)	\$ (79,774)	\$ (20,514)	\$ (25,131)	\$ (37,604)	\$ (35,936)	\$ 5,239	\$ (306,297)
Gain(loss) per share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ 0.01	\$ (0.00)
Total assets	\$ 15,365	\$ 25,922	\$ 21,834	\$ 14,643	\$ 25,584	\$ 28,996	\$ 54,461	\$ 110,097
Total liabilities	\$ 1,884,707	\$ 1,855,786	\$ 1,771,926	\$ 1,744,221	\$ 1,738,688	\$ 1,679,163	\$ 1,681,828	\$ 1,754,009

### Nine months ended September 30, 2022 vs. all historic quarters in 2022, 2021, 2020

Net loss was lower than Q4 2020 due to a non-routine reinstatement of payables in Q4 2020. Net loss was also lower than the previous quarter (Q2 2022) as the Company was spending resources to resume trading. Net loss was higher than all other historic quarters due to higher corporate activities since the resumption of trade.

***Change in total assets***

As at September 30, 2022, the total assets is \$15,365. Since Q3 2020, the assets had remained low as cash was its only assets.

**LIQUIDITY AND CAPITAL RESOURCES**

	Nine months ended September 30,	
	2022	2021
Cash inflow (outflow) from operating activities	\$ (74,200)	(88,116)
Cash inflow (outflow) from financing activities	71,000	-
Net cash flows	(3,200)	(88,116)
Cash balance	\$ 7,310	18,928

As at September 30, 2022, the Company's net working capital deficit was \$1,869,343 (December 31, 2021 deficit - \$1,729,578), which was higher than December 31, 2021 due to general corporate expenditures.

Cash outflow from operating activities was a lower outflow in the current quarter end when compared to 2021's comparative period due to cash conservation.

Cash inflow from financing was \$71,000 from proceeds from new promissory note. There was no financing activities in 2021.

The Company's future financial condition is still dependent on finding sources of financing in order to continue as a going concern.

## SHAREHOLDERS' EQUITY

As at September 30, 2022 and the date of this report, there were the following stock options and common shares outstanding:

	Stock options	Common shares
As at date of report	688,000	19,106,338
Stock options expired	(688,000)	-
As at date of the report	-	19,106,338

## REGULATORY DISCLOSURES

### *Off-Balance Sheet Arrangements*

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

### *Proposed Transactions*

The Company does not have any proposed transactions as at September 30, 2022 and the date of the report, other than as disclosed elsewhere in this document.

### *Related Party Transactions*

The Company's related parties include its subsidiaries and key management. Transactions with related parties for goods and services are made on normal commercial terms and are considered to be at arm's length.

Short-term employee benefits include salaries payable within twelve months of the statement of financial position date and other annual employee benefits.

The Company incurred the following expenses with related parties during the nine months ended September 30, 2022 and 2021:

1. As of September 30, 2022, the Company had \$nil (December 31, 2021 - \$546,060) of shareholder loans outstanding and \$nil (December 31, 2021 - \$144,185) of unpaid CEO consulting fees outstanding which are included in accounts payable and accrued liabilities.
2. For the nine months ended September 30, 2022, the Company recorded \$27,000 (2021 - \$18,000) of consulting fees for the services provided by the CFO.
3. For the nine months ended September 30, 2022, the Company recorded \$27,000 (2021 - \$6,000) of director's fees.
4. As of September 30, 2022, related party accounts payable was \$74,250 (December 31, 2021 - \$199,500), which includes unpaid consulting fees with related parties.

The Company's related parties include its subsidiaries, associates over which it exercises significant influence, and key management personnel. Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include officers, directors or companies with common directors of the Company

**Financial Instruments**

The fair values of the Company's cash, accounts payable and accrued liabilities, other liabilities, promissory notes, and shareholder loan approximate their carrying values due to their short term nature. The Company's financial instruments are exposed to certain financial risks, including credit risk, liquidity risk and market risk with respect to currency risk and interest risk. The following table summarize the Company's financial instruments as of September 30, 2022 and December 31, 2021:

	September 30, 2022	December 31, 2021
	\$	\$
<b>Financial Assets</b>		
Amortized cost:		
Cash	7,311	10,510
<b>Financial Liabilities</b>		
Amortized cost:		
Accounts payable and accrued liabilities	116,562	760,647
Shareholder Loan	-	546,060
Promissory note	1,768,145	437,514

Financial instruments disclosure requires a statement of the inputs to fair value measurements, including their classification within a hierarchy that prioritizes the inputs to fair value measurement. The three levels of fair value are:

Level 1 Unadjusted quoted prices in active markets for identical assets and liabilities

Level 2 Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, and;

Level 3 Inputs that are not based on observable market data Fair values of financial instruments

The Company has classified all of its financial assets at Level 1.

**A) 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 has in place a planning and budgeting process to help determine the funds required to support the Company's operating requirements as well as its planned capital expenditures. The Company manages its financial resources to ensure that there is sufficient working capital to fund near term planned exploration work and operating expenditures. The Company has considerable discretion to reduce or increase exploration plans or budgets depending on current or projected liquidity. When appropriate, the Company will seek joint venture partners in order to fund or share in the funding of its exploration properties to minimize shareholder risk. The Company's cash assets are held in demand accounts in Canada and Peru.

The Company is continuously evaluating alternatives in order to raise additional capital to increase liquidity and to cut costs where possible, but there's no certainty that additional capital will be raised. As of September 30, 2022, cash was \$7,311 (December 31, 2021 - \$10,510).

**B) CURRENCY RISK**

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company holds its cash resources principally in Canadian dollars with a secondary amount held in U.S. dollars and incurs expenses principally in U.S. dollars with smaller exposures mainly to Peruvian soles and Canadian dollars. A weakening Canadian dollar relative to these currencies increases the

Company's reported expenses and increases its deferred mineral property investments. However, a weakening Canadian dollar results in a foreign exchange gain on the Company's non-Canadian monetary assets.

As of September 30, 2022, a 10% weakening in the U.S. dollar relative to the Canadian dollar would increase the net gain by \$nil (2021 - \$145,551) with a 10% strengthening having the opposite effect.

#### C) INTEREST RATE RISK

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to short term interest rates through the interest earned on cash, as at September 30, 2022 and 2021, there's no material impact if there is a 1% increase or decrease in short term rates.

#### D) CREDIT RISK

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to significant concentrations of credit risk consist primarily of cash. The carrying amount of the financial assets represents the maximum credit exposure. The Company's cash is held through large Canadian financial institutions.

### Management of Capital

The capital structure of the Company consists of equity attributable to common shareholders, comprising share capital, reserves and deficit. Its capital resources consist of cash and cash equivalents. The Company manages its capital to fund its exploration and development expenditures and corporate costs with the primary objective of maintaining adequate liquidity within the Company to safeguard its ability to continue as a going concern while minimizing dilution to current equity holders.

The capital of the Company consists of items included in shareholders' equity, net of cash and cash equivalents as follows:

	<b>September 30, 2022</b>	<b>December 31, 2021</b>
Total equity for owners	\$ (1,869,343)	\$ (1,729,578)
Less: cash and cash equivalent	(7,311)	(10,510)
	<u>(1,876,654)</u>	<u>(1,740,088)</u>

To effectively manage its resources and minimize risk the Company maintains the majority of its capital at the parent company level and funds activities in its operating subsidiaries through a monthly cash call process. The Company prepares annual expenditure budgets that are updated as necessary depending on factors including success of programs and general industry conditions. The budget and any revisions to it are approved by the Board of Directors (the "Board").

The Company maintains an investment policy that specifies the investment products and credit exposures permitted relating to the short-term investments of the Company's cash (the "Cash Investment Policy").

The Company is not subject to any externally imposed capital requirements, and it does not have exposure to asset-backed commercial paper or similar products.

### *Significant Accounting Policies*

Please refer to audited consolidated financial statements for the year ended December 31, 2021, and unaudited condensed interim consolidated financial statements for the period ended September 30, 2022, which were filed on SEDAR.

***Risk and uncertainties***

In making and providing the forward-looking information included in this MD&A, the Company has made numerous assumptions. These assumptions include among other things:

- (i) assumptions about the price of zinc, lead, copper and other base metals;
- (ii) that there are no material delays in the exploration and drill programs on its properties;
- (iii) assumptions about operating costs and expenditures;
- (iv) assumptions about future production and recovery;
- (v) that the supply and demand for zinc, lead, and copper develops as expected;
- (vi) that there is no unanticipated fluctuation in foreign exchange rates; and
- (vii) that there is no material deterioration in general economic conditions.

Although management believes that the assumptions made and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information will prove to be accurate. By its nature, forward-looking information is based on assumptions and involves known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or results, to be materially different from future results, performance or achievements expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include among other things the following:

- (i) decreases in the price of zinc, lead, and copper;
- (ii) the risk that the Company will continue to have negative operating cash flow;
- (iii) the risk that additional financing will not be obtained as and when required;
- (iv) material increases in operating costs;
- (v) adverse fluctuations in foreign exchange rates;
- (vi) environmental and political risks and changes in environmental and mining legislation;
- (vii) community relations risks associated with operating in Peru; and
- (viii) the risk that the Company will not be able to meet its continued listing requirements by the NEX.

**Cautionary note regarding forward-looking information**

Certain information in this MD&A, including all statements that are not historical facts, constitutes forward-looking information within the meaning of applicable Canadian securities laws. Such forward-looking information includes, but is not limited to, information which reflect management's expectations regarding the Company's future growth, results of operations (including, without limitation, future production and capital expenditures), performance (both operational and financial) and business prospects (including the timing, execution, and success of exploration activities) and opportunities. In this MD&A this specifically includes statements regarding the Prefeasibility Study ("PFS") on the Accha Zinc Oxide District ("AZOD") Project, future exploration on the AZOD Project, a potential joint venture with First Quantum Minerals Ltd. ("First Quantum") relating to the Reconnaissance Properties (as defined herein), and timing of various stages of the Dolores drilling program. Often, this information includes words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate" or "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

This MD&A contains information on risks, uncertainties and other factors relating to the forward-looking information. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company's control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to reissue or update forward looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward-looking information disclosed in this document is qualified by this cautionary statement.