

# **Capitan Mining Inc.**

**Management's Discussion and Analysis**

**For the Nine Months Ended June 30, 2022**

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Management Discussion and Analysis  
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### **INTRODUCTION**

This Management's Discussion and Analysis ("MD&A") is an overview of the activities of Capitan Mining Inc. (the "Company" or "Capitan") for the period ended June 30, 2022. The MD&A is intended to help the reader understand the Company's operations, financial performance and present and future business environment. The MD&A should be read in conjunction with the condensed interim consolidated financial statements and related notes thereto of the Company for the nine months ended June 30, 2022, the audited consolidated financial statements and related notes thereto of the Company for the years ended September 30, 2021, which were prepared in accordance with International Financial Reporting Standards ("IFRS"), and the annual Management Discussion and Analysis ("MD&A") for the years ended September 30, 2021 of the Company. All amounts are stated Canadian dollars. The date of this MD&A is August 26, 2022.

The Company's shares trade on the TSX Venture Exchange ("TSX-V") under the symbol CAPT.

#### ***Forward-Looking Statements***

Information set forth in this MD&A may involve forward-looking statements under applicable securities laws. Forward-looking statements are statements that relate to future, not past, events. In this context, forward-looking statements often address expected future business and financial performance, and often contain words such as "anticipate", "believe", "plan", "estimate", "expect", and "intend", statements that an action or event "may", "might", "could", "should", or "will" be taken or occur, or other similar expressions. All statements, other than statements of historical fact, included herein including, without limitation; statements about the size and timing of future exploration on and the development of the Company's properties are forward-looking statements. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Company's actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following risks: the need for additional financing; operational risks associated with mineral exploration; fluctuations in commodity prices; title matters; environmental liability claims and insurance; reliance on key personnel; the volatility of our common share price and volume and other reports and filings with the TSX Venture Exchange and applicable Canadian securities regulations. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date that statements are made and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable securities laws. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company's documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies the Company is bound. Investors are cautioned against attributing undue certainty to forward-looking statements.

The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents provided including but not limited to all documents filed on SEDAR ([www.SEDAR.com](http://www.SEDAR.com)).

### **DESCRIPTION OF BUSINESS AND OVERVIEW**

Capitan Mining Inc. was incorporated on October 30, 2019 to focus on the exploration and development of gold-silver projects with an emphasis on projects throughout Mexico. The head office and principal address of the Company is 550-800 West Pender Street, Vancouver, British Columbia, Canada V6C 2V6.

Capitan was as part of a plan of arrangement (the "Arrangement") to reorganize Riverside Resources Inc ("Riverside"). On April 1, 2020, Riverside received shareholder approval for a strategic reorganization of its exploration business. In connection with the reorganization, the Company completed the acquisition of its interest in the Peñoles Property for \$3,500,000 to be paid by issuing 17,500,000 common shares to Riverside. Riverside would then complete a share capital reorganization whereby it will spin-out the Company's shares to Riverside's shareholders.

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On August 14, 2020, Riverside completed the Arrangement to spin out the shares of Capitan to the shareholders of Riverside. Capitan and its shareholders hold 100% interest of the gold-silver resource at the Peñoles Project. Pursuant to the Arrangement, holders of common shares of Riverside received one new common share of Riverside (each, a "Riverside Share") and 0.2594 of a Capitan share (each, a "Capitan Share") for each common share held. The fair value of consideration paid pursuant to the Plan of Arrangement consisted of 17,500,000 Capitan's common shares with a value of \$3,500,000 and was allocated to the Peñoles Project.

On August 21, 2020, the Company was listed on the TSX Venture Exchange under the symbol CAPT.

With respect to the exploration property, management of Capitan considers the Peñoles property to be material for the purposes of National Instrument 43-101 – Standards for Disclosure of Mineral Projects. Further information about the Peñoles property can be found in the 43-101 Technical Report for the Peñoles property, which is available under Capitan Mining Inc. on [www.sedar.com](http://www.sedar.com).

### HIGHLIGHTS OF EVENTS OCCURRING DURING AND SUBSEQUENT TO JUNE 30, 2022

On January 11, 2022, the Company entered into a purchase agreement to acquire all outstanding net smelter royalties (NSR's) on mining claims in the Peñoles project from Exploraciones del Altiplano ("Altiplano"), a private Mexican exploration company. The royalties covered several targets including the current gold-silver resource areas of Capitan and Jesús María. This included a 2% NSR on the Capitan Hill claims, 0.75% on claims covering the Jesús María, San Rafael, Pinchazo and Capitan 2 targets and 0.5% on third-party claims surrounding these targets. The total consideration for the transaction is US\$1,000,000, which would be paid 50% in cash and 50% in Capitan shares over a staged 2-year payment schedule. The Company would also retain a right of first refusal ("ROFR") on any shares distributed to Altiplano as consideration for the royalty purchase; allowing the company the opportunity to place Altiplano's shares, upon written notice from Altiplano of their intentions to sell.

On March 1, 2022, the Company amended the purchase agreement for a total purchase price of US\$1,000,000, payable as to US\$550,000 in cash and as to \$450,000 in common shares of the Company.

The transaction details as below:

Due date	Cash	Common shares in value
Upon the closing date (January 11, 2022)	US\$100,000 (paid)	-
On or before the first anniversary of the closing date (January 11, 2023)	US\$150,000	US\$150,000
On or before the second anniversary of the closing date (January 11, 2024)	US\$300,000	US\$300,000

In addition to the royalties held by Altiplano, the Peñoles project has a 1% royalty owned by Riverside Resources Inc. which was created as part of the asset spinout in 2020. Capitan has the contractual option to purchase and retire the Riverside royalty for C\$250,000 at any time.

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### OPERATIONS

#### Peñoles Project, Durango

##### Capitan Hill Drill Program

The Peñoles Project, 100% owned by the Company, comprises a land package of approximately 2,300 hectares located in north-central Durango State within the globally important Central Mexico Silver Belt. Peñoles is an advanced project having an NI43-101-compliant inferred gold and silver resource based on 81 drill-holes (approx. 10,470 metres total) completed by previous operators. The resource included the Capitan gold deposit and the Jesus María, polymetallic silver deposit. Drilling by previous operators within the Peñoles project also targeted the historical San Rafael zone, where five diamond holes were completed (approx. 1,021.6 metres total). While said holes intersected mineralization, they are not part of the current inferred resource. The reader is referred to the Company's website and SEDAR filings for detailed information on the resource estimates and on the various previous pre-Capitan exploration programs that were completed on the Project.

Upon completing the plan of arrangement and public listing, the Company signed a contract with Layne Christensen to start a program of Reverse Circulation (RC) drilling at the Penoles project, with an initial 6,000-metre drilling campaign that commenced in September 2020. This program was focused exclusively on the Capitan gold deposit with the objective of expanding the inferred gold-silver resource through on-strike and step-out drilling, as well as strategic infill holes that targeted high-grade mineralization, nested in the main Capitan gold zone. The Phase 1 program was completed in March 2021, with 6,172m of drilling completed in 28 RC drill holes. Results for 20 drill holes were presented in five press releases issued by Capitan between November 20, 2020 and March 08, 2021. Overall, the program led to the expansion of the Capitan Gold zone along strike to the west, south-east and down-dip from the previously defined mineralized envelope, with the majority of drillholes returning Au-Ag tenors in-line with historical results. The drill program was also successful in delineating and establishing the continuity of what is now referred to as the "Hanging wall" zone, located immediately above the main Capitan Zone

A Phase-II, 6,000m RC drill program, was started soon after completing Phase I, with the purpose of continuing to expand the Capitan gold and silver mineralization on-strike and down-dip. Subsequent to the year ended September 31, 2021, the Company has released the initial drill results from Phase-II drilling.

- On October 14, 2021, Capitan announced five drill holes from Phase-II drilling consisting of holes 21-CARC-34 through 21-CARC-38. The holes targeted either the down-dip and on-strike extensions of the Capitan main and Hanging Wall zones, or planned as strategic infill to define high grade shoots. Down-dip extensions were successful, extending total down-dip length in some cross sections to a total of about 500 metres from surface. Hole 21-CARC-34, aiming to expand to the north-west, encountered a post-mineral fault with no significant gold-silver values returned.
- On November 18, 2021, the Company announced the results of five drill holes from 21-CARC-39 through 21-CARC-43 with all drill holes successful intersecting both the main Capitan zone and the Hanging Wall zone. The holes targeted both down-dip extensions and strategic infills for defining higher grade shoots. The holes also targeted the on-strike extension of the to the south-east with holes 21-CARC-42 and 43 in an area where drill density remained light.
- On January 13, 2022, the Company announced the results of drillholes 21-CARC-44 to 21-CARC-49. These drillholes targeted the central and southeastern portion of the Capitan Deposit and were mainly step-out holes designed to extend the mineralized zone down-dip. In general, the holes returned weaker results compared to portions located up-dip and along strike. Additionally, the company announced the royalty agreement with Explorations Altiplano described in the "Highlights of Events" section above.
- On January 24, 2022, the Company released the results for the final drillhole of the Phase 2, 6000m drill program at the Capitan Hill zone (21-CARC-29) and presented the results of surface exploration that was performed along the Gully Fault and Jesus Maria North targets consisting of grab and chip samples from prospecting trenching. Additionally, the company announced its Phase 1 exploration plans at Jesus Maria, which will comprise 5000m of RC drilling, as well as property-wide soil sampling, and trenching of the Jesus Maria North target.

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### **Jesus Maria Drill Program**

On January 24, 2022, the company announced a 5,000m drill program at the Jesus Maria Silver deposit, the purpose of this drill program is to two-fold:

1. To confirm the continuity of high-grade mineralization that outcrops at surface, and has an apparent plunge to the southwest where the Jesus Maria structures intersect the Gully Fault
2. To test the continuity of the Jesus Maria zone down-dip to the south and along strike to the east and west of the current drill defined limits

During the period, the company issued three press releases to provide updates and results of the drill program as summarized below:

- On February 16, 2022, the Company released the results for the first 3 drill holes of the Phase 1, 5000m drill program at the Jesus Maria polymetallic silver deposit. Holes 21-JMRC-01, 02, and 04 were presented, which are comprised of step-out and strategic infill holes. The drilling returned intervals of polymetallic silver mineralization, with high-grade silver returned in high-grades shoots that coincide with the Gully Fault and Jesus Maria Fault intersection.
- On March 8, 2022, the Company released the results for drillholes 21-JMRC-03, which returned high-grade mineralization with the high-grade shoot at the intersection of the Jesus Maria structure and Gully Fault. In addition, the company announced the discovery of a new zone of mineralization to the north of the Jesus Maria deposit, and announced a name change for the project (Penoles was changed to Cruz de Plata) to avoid any confusion with the Penoles Mining Company of Mexico.
- On May 2, 2022, the Company released the results of five drillholes, 21-JMRC-05, 06, 08, 09, and 10. This batch of holes comprised both step-out and strategic infill holes that continued to confirm the presence and continuity of high-grade mineralization at the high-grade shoot (Jesus Maria/Gully Fault intersection) as well as expanded the zone of silver mineralization along strike and down-dip. Of particular significance was the result from hole 21-JMRC-10, which returned the highest-grade intersection of polymetallic silver mineralization to date at the project; 1.5m of 2406.29 g/t Ageq.
- On June 29, 2022, the Company released results for three drill holes, 21-JMRC-07, 22-JMRC-11 and 22-JMRC-12 with all holes intersecting the Jesus Maria vein, but with hole 21-JMRC-12 also intersecting the Gully Fault zone on its top part. A first, inclined long section was released along the Jesus Maria vein, showing that mineralization had been identified along this vein over a strike length of 800m and a down-dip length of about 200m. The long section also showed the location of an additional eight holes with assays remaining, which tested the down-dip extension along the vein.
- In August 2022, the Company released results for five drill holes testing the Jesus María vein down-dip on its East end. These holes are 22-JMRC-13, 22-JMRC -16, 22-JMRC-17, 22-JMRC-18 and 22-JMRC-19. All holes intersected mineralization and extended the down-dip component of Jesus Maria by as much as 60m. Of particular interest was hole 22-JMRC-19 which opened a new zone of favorable mineralization with a wide intercept of 21.3m of 132.86g/t AgEq, including a couple of higher-grade intervals of 1.5m of 307.53g/t AgEq and 1.5m of 344.77g/t AgEq.

In addition, the exploration team maintains the evaluation of results and update of 3D geological model including gold and silver mineralization models, lithologies, alterations and oxidation boundaries on a continuing basis.

The company has continued evaluating historical exploration information and additional targets within the property, such as the Pinchazo and Capitan 2 targets to the south of the resource area. Capitan has also been conducting field work for surface evaluation at these targets to define drill targets in these zones.

Additionally, community relations activities, and efforts to maintain long-term access agreements continue to be progressed. Other community efforts include helping with local social programs and hiring local people for work and special projects in the community.

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### SELECTED ANNUAL INFORMATION

The following table sets forth selected consolidated information of the Company at September 30, 2021 and 2020 prepared in accordance with IFRS. The selected consolidated financial information should be read in conjunction with the audited consolidated financial statements of the Company.

Canadian Dollars	2021	2020
Net loss for the year ended September 30, 2021 and from the date of incorporation to September 30, 2020	\$ (918,758)	\$ (1,116,479)
Comprehensive loss for the year ended September 30, 2021 and from the date of incorporation to September 30, 2020	(1,028,245)	(1,137,057)
Net loss per share, basic and fully diluted	(0.02)	(0.24)
Cash	2,710,583	2,403,630
Total assets	8,787,916	6,124,604

### REVIEW OF OPERATIONS AND FINANCIAL RESULTS

#### Three-month period ended June 30, 2022 and 2021

During the three months ended June 30, 2022, the Company had a net loss of \$127,826 and a net loss of \$360,937 during the same period last year, a decrease in net loss of \$233,111. The decrease in net loss was primarily due to the decreases in investor relations of \$176,964, filing fee of \$12,246 and share-based compensation of \$22,262 compared to the period ending June 30, 2021. These expenses decreased were mainly related to the Company reduced the marketing promotion activities and undertook a marketing program for cost saving initiatives.

#### Nine-month period ended June 30, 2022 and 2021

During the nine months ended June 30, 2022, the Company had a net loss of \$416,155 and a net loss of \$750,911 during the same period last year, a decrease in net loss of \$334,756. The decrease in net loss was primarily due to the decreases in investor relations of \$280,548 and share-based compensation of \$66,785 partially offset by the increases in filing fee of \$8,935 and professional fee of \$5,814 compared to the period ending June 30, 2021. These expenses decreased were mainly related to the Company reduced the marketing promotion activities and undertook a marketing program for cost saving initiatives but partially increased from the Company had annual general meeting (“AGM”) held in January 2022 resulting in increasing in transfer agent and filing fees whereas there was no AGM held during the same period last year and the additional legal fee in connection with the purchase royalty agreement with Altiplano.

#### ***Exploration and evaluation assets***

##### Peñoles, Durango, Mexico

On August 14, 2020, the Company completed the acquisition of 100% interest in the Peñoles Property for \$3,500,000 by issuing 17,500,000 common shares to Riverside in connection with the reorganization as previously mentioned.

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The breakdown of exploration and evaluation assets is as follows:

	June 30, 2022	September 30, 2021
Acquisition costs	\$ 149,759	\$ 48,219
Exploration costs:		
Assaying	322,902	328,321
Data Acquisition	18,744	-
Field & camp costs	43,573	48,214
Geological consulting	486,414	526,544
Drilling	495,842	1,092,209
Transport & support	68,053	43,338
Total current exploration costs	1,435,528	2,038,626
Professional & other fees:		
Legal fees	19,502	18,486
Others	3,376	-
Total current professional & other fees	22,878	18,486
Total costs incurred during the period	1,608,165	2,105,331
Balance, Opening	5,655,126	3,573,242
Foreign exchange movements	126,272	(23,447)
	\$ 7,389,563	\$ 5,655,126
Cumulative costs:		
Acquisition	\$ 3,701,177	\$ 3,551,418
Exploration	3,548,421	2,112,893
Professional & other fees	41,469	18,591
Foreign exchange movements	98,496	(27,776)
	\$ 7,389,563	\$ 5,655,126

## RISKS AND UNCERTAINTIES

In conducting its business, the Company faces a number of risks and uncertainties related to the mineral exploration industry. Some of these risk factors include risks associated with land titles, exploration and development, government and environmental regulations, permits and licenses, competition, dependence on key personnel, fluctuating mineral and metal prices, the requirement and ability to raise additional capital through future financings and price volatility of publicly traded securities.

### *Property Risks*

Title to exploration and evaluation asset interests involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history of many mineral claims. Upon completion to the Arrangement, the Company intends to investigate title to all of its exploration and evaluation asset interests. The exploration and evaluation asset interests in which the Company has committed to earn an interest are located in Mexico.

### *Title Risks*

Although the Company will exercise due diligence with respect to determining title to the properties in which will earn a material interest, there is no guarantee that title to such properties will not be challenged or impugned. Third parties may have valid claims underlying portions of the Company's interests, and the permits or tenures may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects.

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### ***Exploration and Development***

Resource exploration and development is a highly speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. Substantial expenses are required to establish reserves by drilling, sampling and other techniques and to design and construct mining and processing facilities. Whether a mineral deposit will be commercially viable depends on a number of factors, including the particular attributes of the deposit (i.e., size, grade, access and proximity to infrastructure), financing costs, the cyclical nature of commodity prices and government regulations (including those relating to prices, taxes, currency controls, royalties, land tenure, land use, importing and exporting of minerals, and environmental protection). The effect of these factors or a combination thereof cannot be accurately predicted but could have an adverse impact on the Company after the Company acquires the Peñoles property.

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

The Company's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas that would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that means standards are stricter, and enforcement, fines and penalties for noncompliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. We intend to comply fully with all environmental regulations.

The future operations of the Company, including development activities and commencement of production on our properties, require permits from various federal, state or territorial and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labor standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. The Company intends to conduct exploration activities which are subject to substantial regulation under applicable laws by governmental agencies that may require that we obtain permits from various governmental agencies. There can be no assurance, however, that all permits that the Company may require for exploration activities will be obtainable on reasonable terms or on a timely basis or that such laws and regulations will not have an adverse effect on any mining project which the Company might undertake.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

### ***Competition***

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

### ***Dependence on Key Personnel***

The success of the Company will largely be dependent on the performance of the directors and officers. There is no assurance that the Company will be able to maintain the services of the directors and officers or other qualified personnel required to operate its business. The loss of the services of these persons could have a material adverse effect on the Company and the prospects.

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### *Fluctuating Mineral and Metal Prices*

Factors beyond our control may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years. The effect of these factors on the exploration activities cannot be predicted. For example, gold prices are affected by numerous factors beyond the Company's control, including central bank sales, producer hedging activities, the relative exchange rate of the U.S. dollar with other major currencies, global and regional demand and political and economic conditions. Worldwide gold production levels also affect gold prices. In addition, the price of gold has on occasion been subject to rapid short-term changes due to speculative activities.

### *Future Financings*

The Company's continued operation will be dependent upon the ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained on acceptable terms. Failure to obtain additional financing on a timely basis may cause the Company to postpone development plans, forfeit rights in some or all of the properties or joint ventures or reduce or terminate some or all of the operations.

### *Price Volatility of Publicly Traded Securities*

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends and conditions generally, notwithstanding any potential success of the Corporation in creating revenues, cash flows or earnings. The value of securities distributed hereunder will be affected by market volatility.

### *Risks Related to COVID-19*

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

The Company continues to closely monitor developments in the novel coronavirus ("COVID-19") pandemic, including the potential impact on the Company's operations.

## SUMMARY OF QUARTERLY RESULTS

The following table sets forth selected quarterly consolidated financial information for each of the last eight quarters from incorporation on October 30, 2019 with the figures for each quarter in Canadian dollars.

Quarter end	Professional fee	Investor relations	Net loss	(Loss) per share (basic & fully diluted)
Jun-30-2022	23,354	40,318	(127,826)	(0.00)
Mar-31-2022	22,215	47,099	(140,405)	(0.03)
Dec-31-2021	17,476	32,298	(147,924)	(0.00)
Sep-30-2021	41,952	35,293	(167,847)	(0.00)
Jun-30- 2021	31,641	67,282	(360,937)	(0.07)
Mar-31-2021	16,441	35,772	(249,025)	(0.05)
Dec-31-2020	9,149	47,209	(140,949)	(0.03)
Sep-30-2020	123,882	161,636	(676,254)	(0.24)

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### LIQUIDITY AND CAPITAL RESOURCES

The Company will rely on equity financings and exploration alliances for its working capital requirements and to fund its planned exploration and development activities. Management ensures the Company has sufficient cash in its treasury to maintain underlying option payments and keep claims in good standing. Decrease in cash and cash equivalents from the year ended September 30, 2021 to the period ended June 30, 2022 was \$2,286,472. Working capital as at June 30, 2022 was \$872,680.

### OFF-BALANCE SHEET ARRANGEMENTS

The Company has no undisclosed off-balance sheet arrangements or off-balance sheet financing structures in place.

### RELATED PARTY TRANSACTIONS

Related party transactions are in the normal course of operations and are recorded at their exchange amount which is the price agreed to between the Company and the directors and officers.

(a) Transactions:

Key management personnel include those persons having 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 Company's Board of Directors and corporate officers. The remuneration of directors and key management personnel during the period ended June 30, 2022 is as follows:

	June 30, 2022	June 30, 2021
Management and consulting fees (i)	\$ 186,500	\$ 202,500
Share-based payments	43,908	101,162
	<u>\$ 230,408</u>	<u>\$ 303,662</u>

(i) Management and consulting fees of the key management personnel for the period were allocated as follows: \$74,000 (2021- \$90,000) expensed to consulting fees and \$112,500 (2021- \$112,500) capitalized to exploration and evaluation assets.

(b) Due to related parties:

	June 30, 2022	June 30, 2021
Consulting and management fees	\$ 6,300	\$ -
	<u>\$ 6,300</u>	<u>\$ -</u>

Amounts due to related parties are unsecured, have no fixed repayments, and are non-interest bearing.

### CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's accounting policies are described in Note 5 to the condensed interim consolidated financial statements for the period ended June 30, 2022. Management considers the following to be the most critical in understanding the judgments that are involved in preparing the Company's financial statements and the uncertainties that could impact its results of operations, financial condition and future cash flow.

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### ***Exploration and Evaluation Assets***

Pre-exploration costs are expensed as incurred. The Company records exploration and evaluation asset interests, which consist of the right to explore for mineral deposits, at cost. The Company records deferred exploration costs, which consist of costs attributable to the exploration of exploration and evaluation asset interests, at cost. All direct and indirect costs relating to the acquisition and exploration of these exploration and evaluation asset interests are capitalized on the basis of specific claim blocks until the exploration and evaluation asset interests to which they relate are placed into production, disposed of through sale, or where management has determined there to be an impairment. If an exploration and evaluation asset interest is abandoned, the exploration and evaluation asset interests and deferred exploration costs will be written off to operations in the period of abandonment.

On an on-going basis, the capitalized costs are reviewed on a property-by-property basis to consider if there is any impairment on the subject property. Management's determination for impairment is based on: 1) whether the Company's exploration programs have significantly changed, such that previously identified resource targets are no longer being pursued; 2) whether exploration results to date are promising and whether additional exploration work is being planned in the foreseeable future; or 3) whether remaining lease terms are insufficient to conduct necessary studies or exploration work.

The recorded cost of exploration and evaluation asset interests is based on cash paid and the assigned value of share consideration issued (where shares are issued) for exploration and evaluation asset interest acquisitions and exploration costs incurred. The recorded amount may not reflect the recoverable value, as this will be dependent on future development programs, the nature of the mineral deposit, commodity prices, adequate funding and the ability of the Company to bring its projects into production.

Property option payments received from its farm-out partners are recorded as a reduction to the capitalized cost of exploration and evaluation assets. Once the capitalized cost is recovered, they are recorded as property income. Management fees received pursuant to exploration alliance arrangements are recorded as a reduction in consulting fees.

### ***Impairment of Long-Lived Assets***

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

### ***Critical Accounting Estimates, Judgments, and Assumptions***

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amount of expenses during the reporting period. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

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Information about significant areas of estimation uncertainty in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are noted below with further details of the assumptions contained in the relevant note.

### Critical accounting judgments

- the measurement of income taxes payable and deferred tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. Deferred tax assets require management to assess the likelihood that the Company will generate taxable income in future periods in order to utilize recognized deferred tax assets;
- going concern presentation of the consolidated financial statements as discussed in Note 1, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due; and
- management's determination of the functional currency of the Company and each of its subsidiaries requires judgment based on the factors outline in IAS 21, *The Effects of Changes in Foreign Exchange Rates*.

### *Exploration and evaluation assets*

Exploration and evaluation costs are initially capitalized as intangible exploration assets with the intent to establish commercially viable reserves. The Company is required to make estimates and judgments about the future events and circumstances regarding whether the carrying amount of intangible exploration assets exceeds its recoverable amount.

Recoverability is dependent on various factors, including the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development and upon future profitable production or proceeds from the disposition of the exploration and evaluation assets themselves. Additionally, there are numerous geological, economic, environmental and regulatory factors and uncertainties that could impact management's assessment as to the overall viability of its properties or the ability to generate future cash flows necessary to cover or exceed the carrying value of the Company's exploration and evaluation assets properties.

### *Share-based payments*

Charges for share-based payments are based on the fair value on the date the awards are granted. Stock options are valued using the Black-Scholes option pricing model, and inputs to the model include assumptions on share price volatility, discount rates and expected life outstanding.

### Functional currencies

The functional currency of an entity is the currency of the primary economic environment in which the entity operates. That of the Company and its subsidiaries was determined by conducting an analysis of the consideration factors identified in IAS 21, *The Effects of Changes in Foreign Exchange Rates*.

### Fair value of stock options and warrants

Determining the fair value of warrants and stock options requires judgments related to the choice of a pricing model, the estimation of stock price volatility, the expected forfeiture rate and the expected term of the underlying instruments. Any changes in the estimates or inputs utilized to determine fair value could result in a significant impact on the Company's future operating results or on other components of shareholders' equity.

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### Income taxes

The estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income, which in turn is dependent upon the successful discovery, extraction, development and commercialization of mineral reserves. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets, and future income tax provisions or recoveries could be affected.

### *Share-based payments*

The stock option plan allows Company employees, directors and consultants to acquire shares of the Company. The fair value of options granted is recognized as a share-based payments expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. Consideration paid on the exercise of stock options is credited to share capital and the fair value of the options is reclassified from contributed reserves to share capital.

The fair value is measured at grant date and each tranche is recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes Option Pricing Model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the number of stock options that are expected to vest.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

### *Financial instruments*

#### **Financial assets**

The Company classifies its financial assets in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") or at amortized cost. The determination of the classification of financial assets is made at initial recognition. Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL; for other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI.

The Company's accounting policy for each of the categories is as follows:

**Financial assets at FVTPL:** Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed as incurred. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets held at FVTPL are recognized in profit or loss.

**Financial assets at FVTOCI:** Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income (loss).

**Financial assets at amortized cost:** A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity date and are initially recognized at fair value and subsequently carried at amortized cost less any impairment.

**Impairment of financial assets at amortized cost:** The Company assesses all information available, including on a forward-looking basis, the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase

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in credit risk, the Company compares the risk of a default occurring on the asset as the reporting date, with the risk of default as at the date of initial recognition, based on all information available, and reasonable and supportive forward-looking information.

The following table shows the classification of the Company's financial assets and liabilities under IFRS 9:

Financial asset or liability	IFRS 9 Classification
Cash	Amortized cost
Restricted cash	Amortized cost
Accounts payable and accrued liabilities	Amortized cost

### Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was acquired. The Company's accounting policy for each category is as follows:

*Fair value through profit or loss* - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in profit or loss.

*Other financial liabilities* - This category comprises liabilities initially recognized at fair value less directly attributable transaction costs. Subsequently, they are measured at amortized cost using the effective interest method.

The Company has classified its cash as FVTPL. The Company's receivables and accounts payable and accrued liabilities are classified as amortized cost. Refer to the audited financial statement September 30, 2021, Note 12 for additional details.

### Financial instruments

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or 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.

The fair value of the Company's cash, receivables, accounts payable and accrued liabilities approximate carrying value, which is the amount recorded on the statements of financial position. The fair value of the Company's cash under the fair value hierarchy are based on level 1 quoted prices in active markets for identical assets and liabilities.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

#### *Liquidity risk*

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2022, the Company had cash of \$424,111 (September 30, 2021 \$2,710,5823) to settle current liabilities of \$170,737 (September 30, 2021 \$200,123). The Company believes it has sufficient funds to meet its current liabilities as they become due.

#### *Price risk*

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on profit or loss and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold, silver and copper, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

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### *Foreign currency risk*

The Company is exposed to foreign currency risk on fluctuations related to accounts payable and accrued liabilities that are denominated in Mexican pesos.

### *Sensitivity analysis*

The Company operates in Mexico and is exposed to risk from changes in the Mexican peso. A 10% fluctuation in the Mexico peso against the Canadian dollar would affect loss for the period by \$53,798 (September 30, 2021- \$19,622)

## **OUTSTANDING SHARE DATA**

The authorized capital of the Company consists of an unlimited number of common shares and an unlimited number of preferred shares. No preferred shares have been issued to date. An aggregate of 53,785,797 common shares were issued and outstanding as of the date of this MD&A.

The Company has nil share purchase warrants outstanding as of the date of this MD&A.

The following summarizes information about the stock options outstanding as of the date of this MD&A:

<b>Expiry date (mm/dd/yyyy)</b>	<b>Number of options outstanding</b>	<b>Weighted average remaining life in years</b>	<b>Exercise price</b>	<b>Number of options exercisable</b>
11/03/2022	66,147	0.19	\$ 0.270	66,147
01/08/2024	54,474	1.37	\$ 0.155	54,474
11/15/2024	124,512	2.22	\$ 0.116	124,512
03/27/2025	12,970	2.59	\$ 0.155	12,970
09/08/2025	2,085,000	3.04	\$ 0.250	1,139,998
07/16/2026	50,000	3.89	\$ 0.260	-
	2,393,103	2.90		1,398,101