

# HANNAN METALS LTD.

## MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE THREE MONTHS ENDED AUGUST 31, 2021

This discussion and analysis of financial position and results of operation is prepared as at October 26, 2021 and should be read in conjunction with the unaudited consolidated interim financial statements and the accompanying notes for the three months ended August 31, 2021 of Hannan Metals Ltd. ("Hannan" or the "Company"). The following disclosure and associated financial statements are presented in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis ("MD&A") are quoted in Canadian dollars.

### Forward-looking Statements

This MD&A contains certain statements that may constitute "forward-looking statements". Forward-looking statements include but are not limited to, statements regarding future anticipated exploration programs and the timing thereof, and business and financing plans. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward looking statements as a result of various factors, including, but not limited to, the Company's ability to identify one or more economic deposits on its properties, to produce minerals from its properties successfully or profitably, to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies, that the political environment in which the Company operates will continue to support the development and operation of mining projects, the threat associated with outbreaks of viruses and infectious diseases, including the novel COVID-19 virus, measures taken by governments, the Company or others to attempt to mitigate the effects of or reduce the spread of COVID-19, may affect the Company, whether directly or through effects on employee health, workforce productivity and availability (including the ability to transport personnel to where the Company has operations), travel restrictions, risks related to negative publicity with respect to the Company or the mining industry in general, unexpected geological conditions, local community relations, dealings with non-governmental organizations, delays in operations due to permit grants, environmental and safety risks. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise.

Historical results of operations and trends that may be inferred from this MD&A may not necessarily indicate future results from operations. In particular, the current state of global securities markets may cause significant reductions in the price of the Company's securities and render it difficult or impossible for the Company to raise the funds necessary to continue operations.

All of the Company's public disclosure filings, including its most recent management information circular, material change reports, press releases and other information, may be accessed via [www.sedar.com](http://www.sedar.com) or the Company's website [www.hannanmetals.com](http://www.hannanmetals.com) and readers are urged to review these materials.

### Company Overview

The Company currently is a reporting issuer in British Columbia and Alberta. The Company's common shares are listed on the TSX Venture Exchange ("TSXV") and trade under the symbol "HAN". The Company's principal, registered and records office is located at #1305 - 1090 West Georgia Street, Vancouver, British Columbia V6E 3V7.

With 2,190 sq km of mineral tenure, Hannan is a top 10 concession holder in Peru, a country that is dominated by some of the world's largest exploration and mining companies. Hannan is one of the few juniors to acquire such a significant land position. The Company is focussed on two new frontier areas in Peru. Both are in the sub-Andean zone which is characterized by highland jungle in the transition between the Cordillera and Amazon Basin.

Only a couple of years ago at San Martin in Peru, Hannan recognized the significant potential for large copper-silver deposits and aggressively staked a commanding tenure position. Over the last year the Company signed a significant US \$35,000,000 earn-in and Joint Venture on one third of our ground holding at San Martin with the Japan Oil, Gas and Metals National Corporation (“JOGMEC”). JOGMEC is an independent administrative agency within the Japanese government which, among other things, seeks to secure stable resource supply for Japan.

The San Martin Project covers a new, basin-scale high-grade sediment-hosted copper-silver system that extends over 200 km x 100 km along the foreland region of the eastern Andes Mountains. Mineralization is geologically similar to the vast Kupferschiefer deposits in Eastern Europe. Sediment-hosted stratiform copper-silver deposits are among the two most important copper sources in the world, the other being copper porphyries.

Hannan’s second major project in Peru is Previsto, located 300 km south of the San Martin project. Here the Company is targeting Miocene age porphyry copper-gold in a back-arc setting in Central Eastern Peru. We consider the belt to be a potential new metallogenic province of Peru. Located far inboard of the conventional porphyry settings, the project shows regional similarities to deposits such as the large Bajo de Alumbrera copper-gold porphyry in Argentina. The Company was a first mover in this district and controls 1,132 sq km of tenure. The first permits were granted in September 2021.

Hannan’s exploration programs are fully funded in 2021-22 with a Peru-wide exploration project budget of US \$2,700,000, of which US \$2,000,000 will be funded by JOGMEC for the San Martin JV Project. At San Martin the focus is to continue to build a basin-scale project and work towards drilling in early 2022. At Previsto, the Company is permitting more detailed work including soil sampling, mapping and trenching as well as preparing for a high resolution airborne magnetic survey in 2022.

We believe Hannan is uniquely leveraged to make significant grassroots discoveries in two prospective, yet unexplored terrains in Peru. If successful, these will be compelling targets for the major gold and copper mining houses in the years to come.

## **Properties Update**

### ***Peru***

#### *San Martin JV Project (Copper-Silver, Peru, 103 mining concessions for 791 sq km)*

The San Martin JV Project is in north-eastern Peru. Project access is excellent via a proximal paved highway, while the altitude ranges from 400 metres to 1,600 metres in a region of high rainfall and predominantly forest cover. Hannan has staked a total of 103 mineral concessions for a total of 79,100 ha (791 sq km), covering multiple trends within a 120 km of combined strike for sedimentary-hosted copper-silver mineralization. A total of 49 granted mining concessions for 361 sq km have been granted, while the remainder remain under application.

On November 27, 2020 Hannan signed a binding letter agreement for an Option and Joint Venture Agreement (the “Agreement”) with JOGMEC. Under the Agreement, JOGMEC has the option to earn up to a 75% beneficial interest in the San Martin JV Project by spending up to US \$35,000,000 to deliver to the joint venture (“JV”) a feasibility study.

The Agreement grants JOGMEC the option to earn an initial 51% ownership interest by funding US \$8,000,000 in project expenditures at San Martin over a four-year period, subject to acceleration at JOGMEC’s discretion. JOGMEC, at its election, can then earn:

- an additional 16% interest for a total 67% ownership interest by achieving either a prefeasibility study or funding a further US \$12,000,000 in project expenditures in amounts of at least US \$1,000,000 per annum (for a US \$20,000,000 total expenditure); and
- subject to owning a 67% interest, a further 8% interest for a total 75% ownership interest by achieving either a feasibility study or funding a further US \$15,000,000 in project expenditures in amounts of at least US \$1,000,000 per annum (for a US \$35,000,000 total expenditure).

Should JOGMEC not proceed to a prefeasibility study or spend US \$20,000,000 in total, Hannan shall have the right to purchase from JOGMEC for the sum of US \$1, a two percent (2%) Participating Interest, whereby Hannan’s

Participating Interest will be increased to fifty-one percent (51%) and JOGMEC's Participating Interest will be reduced to forty-nine percent (49%). At the completion of a feasibility study, JOGMEC has the right to either:

- purchase up to an additional ten percent (10%) Participating Interest from Hannan Metals (for a total 85% maximum capped Participating Interest) at fair value as determined in accordance with internationally recognized professional standards by an agreed upon independent third-party valuator; or
- receive up to an additional ten percent (10%) Participating Interest from Hannan (for a total 85% maximum capped Participating Interest) in consideration of JOGMEC's agreement to fund development of the project, by loan carrying Hannan until the San Martin Project generates positive cash flow.

After US \$35,000,000 has been spent by JOGMEC and before a feasibility study has been achieved, both parties will fund expenditures pro rata or dilute via a standard industry dilution formula. If the Participating Interest in the Joint Venture of any party is diluted to less than 5% then that party's Participating Interest will be automatically converted to a 2.0% net smelter royalty ("NSR"), and the other party may at any time purchase 1.0% of the 2.0% NSR for a cash payment of US \$1,000,000. Hannan will manage exploration at least until JOGMEC earns a 51% interest, after which the majority participant interest holder will be entitled to act as the operator of the joint venture.

JOGMEC has confirmed a US \$2,000,000 budget from April 2021 through to March 2022 for the San Martin JV Project as part of the Second Base Earn-in Period.

The San Martin JV Project covers a new, basin-scale high-grade sediment-hosted copper-silver system situated along the foreland region of the eastern Andes Mountains. Geologically, analogues include the Spar Lake sediment hosted copper-silver deposit in Montana and the vast Kupferschiefer deposits in Eastern Europe where KGHM Polska Miedz ("KGHM") operates the largest silver producing mine in the world, more than twice the production of any other operation, and also the sixth biggest copper miner on earth. Sediment-hosted stratiform copper-silver deposits are among the two most important copper sources in the world, the other being copper porphyries.

Hannan recognized the significant potential for large copper-silver deposits in this part of Peru and has aggressively staked a commanding position of prospective where mineralized outcrops and boulders have been discovered in context with a consistent mineralized horizon geology over 120 kilometres of combined strike.

Results from outcrop channel sampling, located 20 kilometres apart, from the southern Sacanche area include 3 metres @ 2.5% copper and 22g/t silver and 2 metres @ 5.9% copper and 66g/t silver.

The Company has been focussed in 2021, 80 kilometres north of Sacanche, at the Tabalosos project where high-grade copper and silver mineralization has been discovered over 15 kilometres of strike within at least 2 structural corridors. At Tabalosos highlights have included 2.0 metres @ 4.9% copper and 62 g/t silver and 1.2 metres @ 5.4%.

Detailed mapping of outcrops with correlating stratigraphic columns demonstrates that copper mineralization in the new zone mentioned above is hosted by an organic rich shale facies within an approximately 10m thick bleached/ altered and copper anomalous package of shaly siltstones. This sequence represents a different depositional environment of lower energy that has facilitated the deposition of a consistent organic-rich, reduced shale facies. The impact on the exploration model is fundamental, as it supports the assumption of a widespread reduced facies across the Huallaga basin.

Additionally, a total of 90% of the 64,500 hectares or 2,782-line kms of LiDAR have been acquired at the San Martin JV Project.

Hannan initiated baseline studies and permitting to undertake advanced exploration work, including diamond drilling, at Tabalosos during the period. Hannan has received approval from two local hamlets at Tabalosos to initiate work for an Environmental Impact Statement (Declaración de Impacto Ambiental, or "DIA") study. The DIA is the primary environmental certification required to allow low impact mineral exploration programs, that includes drilling programs, to proceed in Peru. Work for the DIA will include professional archaeological investigations, community workshops and liaison activities to collect appropriate information necessary to make submittals for approval to the General Directorate of Mining Environmental Affairs of the Ministry of Energy and Mines, Peru. Final DIA and other approvals are anticipated during early 2022. Hannan continues to explore, derisk and develop drill targets within the large area at Tabalosos. Eight geologists and additional team members are on site performing Bulk Leach Extractable Gold ("BLEG") stream sediment sampling, prospecting, mapping, rock chip sampling, trenching and detailed soil sampling. The area for the DIA allows for 40 drill platforms and covers an area approximately 9 kilometres long and

3 kilometres wide (2,700 hectares), including the main target areas across both hamlets of Cunchiyacu and Pucayoc at Tabalosos East.

Channel samples are considered representative of the in-situ mineralization samples and sample widths quoted approximate the true width of mineralization, while grab samples are selective by nature and are unlikely to represent average grades on the property.

#### *San Martin Hannan Project (Copper-Silver, Peru, 27 mining concessions for 267 sq km, 100% Hannan)*

The Company has staked 27 mining concession applications for 267 sq km for copper-silver in the broader Huallaga Basin in its own right. A total of 3 mining concessions have been granted for 3,000 ha (30 sq km). The additional mining concessions demonstrate the Company's strategy to open new search spaces and apply disruptive exploration models to previously unexplored terrain. The new areas were identified during a stereographic geological remote study using detailed terrain corrected topographic elevation data and the Sentinel-2 super-spectral satellite data from the European Space Agency ("ESA"). The resultant geological and target map highlighted the new stratabound copper-silver target areas that were subsequently staked.

A boulder discovered during initial reconnaissance assayed 1.4% Cu and 21 g/t Ag at the Ochique prospect was made 20 kilometres north-west of the [Tabalosos JOGMEC JV project](#) during the period. This is the first indication of sediment-hosted copper mineralization in the north-western Huallaga Basin. The boulder source represents a small proportion of Hannan's application in the area, which in total covers 55 kilometres of the prospective strike of the mineralized host unit. Field teams are currently actively carrying out stream sediment sampling.

#### *Previsto Project (Copper-Gold, Peru, 116 mining concessions for 1,132 sq km, 100% Hannan)*

Hannan increased its Peruvian mineral tenure holdings to 1,132 square kilometres (113,200 hectares) prospective for back-arc porphyry copper-gold systems (the "Previsto Project") in central eastern Peru. These new areas will be explored alongside Hannan's existing projects in San Martin, located approximately 250 kilometres north of Previsto. A total of 14 granted mining concessions for 135 sq km have been granted, while the remainder remain under application.

The Previsto Project, located 300 kilometres south of the 100%-controlled San Martin Hannan Project, defines a previously unknown mineralized belt within a 140 kilometre by 50 kilometre area.

At Previsto, regional exploration has identified seven intrusion related porphyry/skarn targets defined by coincident Cu-Au-Mo-Ag anomalies with lesser Pb-Zn-Sn-W from multiple datasets, including stream sediment sampling, outcrop and boulder geochemical sampling, geological mapping and airborne magnetics. The nature of the targets is at an early stage. The entire area is under thin cover, and it is estimated that <1% of the bedrock outcrops.

The most advanced of these is in the northern part of the project area (Previsto Norte Target). Many copper-bearing boulders with different stages of porphyry intrusions have been observed with strong hydrothermal alteration and B-style quartz-sulphide veins relating to porphyry mineralization. Values up to 25.6% Cu and 28 g/t Ag, ([previously report](#)) have been assayed. Gold anomalous boulders are also present with 0.9 g/t Au and 0.12% Cu assayed from a strongly leached hydrothermal breccia with porphyritic clasts.

The time to grant mining concession applications in Peru takes up to one year. Control of the Previsto and San Martin Hannan Projects is held 100% through Hannan subsidiaries or in trust via other private companies.

#### *Future Developments*

A US \$2,000,000 annual budget has been confirmed for the San Martin JV Project and will focus on three different scales:

- (i) At the project scale, work will identify the most prospective zones within the large land position by completing the regional scale stream sediment sampling, combined with large-scale LiDAR airborne surveys to define geology, structure, outcrops and access in the densely forested terrain.
- (ii) At the prospect scale, targeted prospecting will then be undertaken in areas of interest with regional mapping along creeks, followed and detailed mapping in trenches and pits and extensive soil sampling, with real time

portable XRF analysis. Trial electrical geophysics will be undertaken to determine if reduced horizons can be identified in the subsurface.

- (iii) At the drill scale, the Company plans to complete environmental permitting over three separate areas during the year to set the joint venture up with large scale and multiple drill targets for 2022.

Social work continues with successful engagement with all key stakeholders from local communities to provincial leadership, over the large area. Hannan aims to have a transparent approach prior to, during and after technical field work. Hannan speaks to all stakeholders to gain authorization to conduct surface exploration. The Company has a dedicated social team and has hired local representatives and used local radio to inform a wider audience on the Company's plans.

Baseline studies for the DIA involving up to 12 specialist consultants undertaking socio-economic and environmental baseline studies, environmental monitoring, archaeological investigations, community workshops and liaison activities are ongoing. Final DIA and other approvals are anticipated during early 2022.

Five geologists and associated field assistants, two social consultants plus two local social support, two archaeologists and other external environmental consultants related to the DIA program have been engaged at Tabalosos East.

Field crews are active on the Previsto Project conducting stream sediment sampling, prospecting and reconnaissance mapping.

### ***Clare Zinc-Lead-Silver Project, Ireland***

Hannan also has 100% ownership of the Clare zinc-silver-lead-copper property (the "Clare Project") which consists of seven PLs granted and issued by the Exploration and Mining Division ("EMD") of the Department of Communications, Climate Action and Environment in County Clare, Ireland. The western edge of the prospect area is 1.5km east of the town of Ennis. All prospecting licences of the Clare Project are 100% owned by Hannan Ireland.

The Irish base metal ore field is considered one of the world's best mineralized zinc provinces and is considered highly prospective for new zinc discoveries. In 2015 Ireland was the world's 10<sup>th</sup> largest zinc producing nation with 230,000 tonnes produced.

In 2008, Belmore, a private Irish company, drill tested the base of the Waulsortian Limestone beneath near-surface sulphidic and calcite veined shelf carbonates at the historic Kilbricken lead mine. The discovery drillhole at Kilbricken, DH04, intersected 10m @ 13.8% Zn, 5.5% Pb, 0.08% Cu, and 62.8g/t Ag from 448.1 metres at the targeted base of Waulsortian Limestone. Given the general flat lying and stratabound nature of mineralization and steep angles of all drillholes mentioned, the true thickness of the mineralized intervals quoted is interpreted to be approximately 95% of the sampled thickness.

After this initial discovery, Lundin joint ventured Kilbricken and the wider tenure package from Belmore. In 2011, Lundin purchased 100% of Belmore. Drilling by Lundin from 2009 to 2012 continued to intersect sulphide mineralization in the hanging wall of the Chimney fault.

Two styles of mineralization are evident at Kilbricken. The upper Chimney zone demonstrates the classic high-grade (>10% ZnEq) Irish stratabound mineralization targeted by Hannan. This body has been drilled within an area of 750 metres by 200 metres and averages 12 metres thickness. The lower Fort Zone was found later than the Chimney zone and has been tested with fewer drill holes. It is structurally hosted, lower grade, but thicker, averaging 40 metres, and drilled within a 400 metre by 200 metres area.

Lundin completed significant work on the property. A total of 278 drill holes for 134,000 m of diamond drilling was completed over the entire project. A total of 222 drill holes for 118,000 metres were drilled at the Kilbricken area. Lundin also undertook regional exploration in the remainder of the Clare Project, largely focussed on other Waulsortian-hosted zinc-lead prospects. Lundin carried out 616 metres of drilling at the Ballyvergin prospect with the objective of discovering additional zones of copper-silver mineralization. Lundin drilled a total of 2,370 metres on the Kilmurry Project, located within the Clare project area, 9 kilometres south-east of Kilbricken. In addition, significant surface geochemical and multiple geophysical surveys have been undertaken by Lundin and previous operators on the Clare Project area. Of note are a 3D seismic survey over the main Kilbricken mineralization in 2011,

and 2D seismic survey conducted in 2012 that consisted of 8 traverses (each 3 - 3.5km long) over a total 10 kilometre strike length, spaced between 1-2 kilometres across the Kilbricken trend.

During 2017 Hannan quoted a [maiden resource](#) of 2.7 million tonnes at 8.8% zinc equivalent (“ZnEq”), including 1.4 million tonnes at 10.8% ZnEq indicated and inferred resources of 1.7 million tonnes at 8.2% ZnEq, including 0.6 million tonnes at 10.4% ZnEq. for Kilbricken.

Hannan subsequently drilled at Kilbricken from May 2017 and completed 16 holes for a total of 7,189.3 metres. Hannan’s drilling initially focused around Kilbricken with many holes intersecting significant mineralization and extending both the Fort and Chimney Zones. The true thickness of mineralized intervals at Kilbricken is interpreted to be greater than 95% of the sampled thickness.

During January 2018 the Company announced completion of a 40.6 line kilometre 2D seismic survey at the Clare Project. The regional seismic survey is a first for the area and has delivered a critical new set of subsurface data across the Company’s 35,444 hectare PLs, which will form the basis for current and future drill targeting and prioritization. The survey traversed the most prospective parts of the Clare Basin within the Company’s PLs and was used to identify and map geological structures that may host and control base metal mineralization. The Company’s seismic survey propels understanding of the architecture and geological prospectivity of the Clare Basin, in a manner not previously possible.

The current focus in Ireland is the Kilmurry prospect which has the indicators of a significant drill target. The Kilmurry fault zone, mapped by seismic surveys, gravity and supported by historic drilling, has been traced over 10 kilometres of strike.

Kilmurry is a seismic and detailed gravity defined structural and stratigraphic target mapped by Hannan over greater than 15 kilometres strike and 1-2 kilometres width. The mineralized position of the hanging wall of the fault, that is an equivalent setting to all zinc mineralization in the Irish Midlands, has never been drill tested. Several geological factors make the fault zone a prospective target for zinc-lead-silver mineralization. Firstly, the entire fault zone was active during the formation of the Waulsortian limestone. The individual fault segments are closely spaced and have significant vertical offset, with the maximum mapped offset being one of the largest basin-scale displacements (>750 metres) mapped in Ireland. Closely spaced faults and significant fault offset along a relay fault system have a direct correlation with rock deformation and mineralizing fluid path ways in Irish-style zinc-lead-silver deposits.

Furthermore, historic drilling has identified significant alteration and mineralization immediately south in the footwall of the Kilmurry fault zone. Four historic drill holes that have tested the hanging wall of the fault zone never reached the target depth. The holes were drilled over 3.5 kilometre strike and all encountered geological evidence to support the seismic interpretation of the fault zone. Drill hole 11-3643-10 is the most significant and it intersected structurally hosted massive sulphides at 166m depth (0.3m @ 56% zinc + lead). The drill extension of 11-3643-10 being undertaken by Hannan is the first test of the fault zone (Figure 2). If the extension of 11-3643-10 is successful, shallower ramp zones linking the fault segments will be targeted at Kilmurry.

During 2019, existing drill hole (11-3643-10) was extended 65 metres by Hannan from 754 metres to 819 metres depth to test the mineralized target zone at the base of the Waulsortian limestone (Figure 3) within the hanging wall of the Kilmurry fault. Hannan’s extension of hole 11-3643-10 encountered intense hydrothermal hematite for 4 metres at the base of the potential mineralized position and calcite/dolomite breccia over more than 60 metres thickness, with sporadic gossanous patches after pyrite and calcite textures suggesting replacement of barite. The hydrothermal hematite alteration is highly significant as it lies proximal to mineralization at Irish-style deposits such as Lisheen, Tynagh and Silvermines and can be considered a near-miss indicator. Drilling confirmed seismic interpretations of the north-dipping Kilmurry syn-sedimentary relay fault system which exceeds 15 kilometres in length and is up to 2 kilometres wide and demonstrates one of the largest basin-scale displacements (>600 metres) mapped in Ireland.

Further drilling is recommended at Kilmurry, with four priority targets defined within the ramp-relay system over 6 kilometres. However, at this stage, the Company’s focus remains exploring for copper in Peru.

#### *Future Developments*

The Company is reviewing opportunities with third parties for the Clare Project.

## Qualified Person

The qualified person for the Company's projects, Mr. Michael Hudson, the Company's Chairman and CEO, a Fellow of the Australasian Institute of Mining and Metallurgy, has reviewed and verified the contents of this document.

## Selected Financial Data

The following selected quarterly financial information is derived from the unaudited condensed consolidated interim financial statements of the Company and prepared using IFRS.

Three Months Ended	Fiscal 2022	Fiscal 2021				Fiscal 2020		
	Aug 31/21 \$	May 31/21 \$	Feb 28/21 \$	Nov 30/20 \$	Aug 31/20 \$	May 31/20 \$	Feb 29/20 \$	Nov 30/19 \$
<b>Operations:</b>								
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Expenses	(309,856)	(453,520)	(279,666)	(390,385)	(404,108)	(120,019)	(800,160)	(95,558)
Other Items	43,351	(15,326)	(55,698)	6,127	(1,233)	7,666	1,205	(5,189)
Net loss	(266,505)	(468,846)	(335,364)	(384,258)	(405,341)	(112,353)	(798,955)	(100,747)
Basic and diluted loss per share	(0.00)	(0.01)	(0.00)	(0.00)	(0.01)	(0.01)	(0.01)	(0.00)
<b>Statement of Financial Position:</b>								
Working capital	2,958,830	1,650,346	1,649,757	1,485,817	2,249,253	1,316,484	1,579,002	44,967
Total assets	8,674,588	7,248,905	6,851,340	7,203,294	7,363,798	6,450,387	6,605,422	4,689,734
Total long-term liabilities	Nil	Nil	Nil	Nil	Nil	Nil	Nil	(352,570)

## Results of Operations

### *Three Months Ended August 31, 2021 Compared to Three Months Ended May 31, 2021*

During the three months ended August 31, 2021 ("Q1/2022") the Company reported a net loss of \$266,505 compared to a net loss of \$468,846 for the three months ended May 31, 2021 ("Q4/2021"), a decrease in loss of \$202,341. The decrease in loss is mainly attributed to a \$143,664 decrease in expenses, from \$453,520 in Q4/2021 to \$309,856 in Q1/2022 due to a significant decrease in corporate development activities and professional services provided. In Q4/2021 the Company incurred a total of \$361,180 compared to \$61,540 in Q1/2022, a decrease of \$299,640. The decrease was partially offset by increases of \$45,578 in share-based compensation expenses and \$85,869 in management compensation (in which \$70,000 of bonuses were awarded). See also "Transaction with Related Parties".

In addition the Company recorded a fluctuation in foreign exchange of \$56,879, from a loss of \$17,422 in Q4/2021 to a gain of \$39,457 in Q1/2022.

### *Three Months Ended August 31, 2021 Compared to Three Months Ended August 31, 2020*

During the three months ended August 31, 2021 (the "2021 period") the Company reported a net loss of \$266,505 compared to a net loss of \$405,341 for the three months ended August 31, 2020 (the "2020 period"), a decrease in loss of \$138,836, primarily due to an overall decrease in general administration expenses of \$94,252 from \$404,108 during the 2020 period to \$309,856 during the 2021 period. Significant variances in expenses are as follows:

- (i) during the 2020 period the Company engaged a number of independent consultants to provide strategic consulting and media services, shareholder awareness campaigns and business development services to which the Company incurred \$36,221 for corporate development expenses and \$112,469 for professional fees. These services were significantly curtailed in the 2021 period and, as a result, the Company incurred \$8,465 for corporate development and \$40,240 for professional fees;
- (ii) recognized share-based compensation of \$54,625 in the 2021 period compared to \$102,508 in the 2020 period on the granting and vesting of share options;
- (iii) commencing July 1, 2020 the Company engaged Swiss Resources Capital AG ("SRC") to provide investor relations services. In the 2020 period the Company also engaged SRC to commence a marketing campaign directed to European investors. During the 2021 period the Company incurred \$35,299 for services provided by SRC compared to \$41,404 during the 2020 period;

- (iv) incurred \$116,260 (2020 - \$64,451) for management compensation for services provided by current and former officers and directors of the Company. During the 2021 period the Company awarded bonuses totalling \$70,000 to certain directors and officers. See also “Transactions with Related Parties”;

In addition the Company recorded a foreign exchange gain of \$39,457 during the 2021 period compared to a foreign exchange loss of \$3,160 during the 2020 period.

The Company holds its cash in interest bearing accounts in major financial institutions. Interest income is generated from the deposits and fluctuates primarily with the levels of cash on deposit. During the 2021 period the Company reported interest income of \$3,894 compared to \$3,735 during the 2020 period.

### Exploration and Evaluation Assets

	Peru			Ireland	Other	Total \$
	San Martin JV Project \$	San Martin 100% Project \$	Previsto \$	Clare Project \$	\$	
<b>Balance at May 31, 2020</b>	742,875	-	-	3,921,552	-	4,664,427
<b>Exploration costs</b>						
Community	9,941	-	-	-	-	9,941
Consulting	618,202	-	38,066	-	-	656,268
Exploration site	14,940	-	-	-	-	14,940
Geological	62,060	10,684	31,310	-	-	104,054
Insurance	2,264	-	142	-	-	2,406
Legal	13,644	-	-	-	-	13,644
Logistics	94,434	-	19,953	-	-	114,387
VAT incurred	59,130	-	4,332	-	-	63,462
	874,615	10,684	93,803	-	-	979,102
<b>Acquisition costs</b>						
License applications and fees	305,347	191,264	417,947	-	3,316	917,874
<b>Other</b>						
Cost recoveries	(1,251,886)	-	-	-	-	(1,251,886)
Management fees	(69,349)	-	-	-	-	(69,349)
	(1,321,235)	-	-	-	-	(1,321,235)
<b>Balance at May 31, 2021</b>	601,602	201,948	511,750	3,921,552	3,316	5,240,168
<b>Exploration costs</b>						
Community	2,938	-	-	-	-	2,938
Consulting	135,959	-	28,546	-	-	164,505
Exploration site	-	-	952	-	-	952
Insurance	1,541	-	-	-	-	1,541
Legal	558	-	-	-	-	558
Logistics	43,048	-	18,684	-	-	61,732
Salaries	102,771	-	-	-	-	102,771
VAT incurred	20,330	-	5,284	-	-	25,614
	307,145	-	53,466	-	-	360,611
<b>Acquisition costs</b>						
License applications and fees	164,130	-	56,849	-	-	220,979
<b>Other</b>						
Cost recoveries	(556,035)	-	-	-	-	(556,035)
Management fees	(11,978)	-	-	-	-	(11,978)
	(568,013)	-	-	-	-	(568,013)
<b>Balance at August 31, 2021</b>	504,864	201,948	622,065	3,921,552	3,316	5,253,745

During the 2021 period the Company incurred a total of \$581,590 (2020 - \$214,604) on the acquisition, exploration and evaluation of its unproven resource assets of which \$471,275 (2020 - \$214,604) was incurred on its San Martin JV Project and \$110,315 (2020 - \$nil) on the Previsto and other projects. In addition the Company recorded a cost



recovery of \$556,035 (2020 - \$nil) on its San Martin JV Project as JOGMEC reimbursed the Company for all project related costs which had been incurred from April 1, 2020. See also “Properties Update”.

### **Financings Activities**

During the 2021 period the Company did not complete any equity financings. The Company did receive \$1,532,742 on the exercise of warrants and issued 6,130,967 common shares.

During the 2020 period the Company completed a private placement of 4,000,000 units at \$0.25 per unit for gross proceeds of \$1,000,000. The Company intends to use the net proceeds from the private placement for exploration on the Company’s Peruvian exploration properties, general corporate purposes and provide working capital.

In addition during the 2020 period the Company issued 2,013,774 common shares on the exercise of warrants and share options for total proceeds of \$470,552.

### **Financial Condition / Capital Resources**

As at August 31, 2021 the Company had working capital of \$2,958,830. The Company’s operations are funded from equity financings which are dependent upon many external factors and may be difficult to impossible to secure or raise when required. The Company has budgeted to incur up to US \$2,700,000 to conduct exploration campaigns in Peru, of which US \$2,000,000 will be funded by JOGMEC. As at August 31, 2021 management considers that the Company has adequate resources to maintain its core operations, conduct planned exploration programs on its existing exploration and evaluation assets and discharge its obligations as they become due in the next twelve months. See also “COVID-19”.

### **Off-Balance Sheet Arrangements**

The Company has no off-balance sheet arrangements.

### **Proposed Transactions**

The Company has no proposed transactions.

### **Critical Accounting Estimates**

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenditures during the reporting period. Examples of significant estimates made by management include estimating the fair values of financial instruments, valuation allowances for deferred income tax assets and assumptions used for share-based compensation. Actual results may differ from those estimates.

A detailed summary of the Company’s critical accounting estimates and sources of estimation is included in Note 3 to the May 31, 2021 audited annual consolidated financial statements.

### **Changes in Accounting Policies**

A detailed summary of all the Company’s significant accounting policies and accounting standards and interpretations issued but not yet effective, is included in Note 3 to the May 31, 2021 audited annual consolidated financial statements.

### **Transactions with Related Parties**

#### **(a) *Transactions with Key Management Personnel***

The Company has determined that key management personnel consists of the executive members of the Company. During the 2021 and 2020 the following amounts were incurred with respect to the Company’s CEO (Mr. Hudson), President (Mr. Dahlenborg) and the CFO (Mr. Lim):

	2021 \$	2020 \$
Professional fees - Mr. Hudson	24,000	24,000
Bonus - Mr. Hudson	40,000	-
Professional fees - Mr. Dahlenborg	37,950	25,227
Bonus - Mr. Dahlenborg	20,000	-
Professional fees - Mr. Lim	2,250	2,250
	<u>124,200</u>	<u>51,477</u>

During the 2021 period the Company incurred a total of \$124,200 (2020 - \$51,477) to key management personnel for their services which have been allocated based on the nature of the services provided: expensed \$87,320 (2020 - \$45,791) to director and officer compensation; and capitalized \$36,880 (2020 - \$5,686) to exploration and evaluation assets. As at August 31, 2021 \$107,613 (May 31, 2021 - \$51,132) remained unpaid.

(b) *Transactions with Other Related Parties*

(i) During the 2021 and 2020 periods the following amounts were incurred with respect to non-management directors (Nick DeMare, David Henstridge, Georgina Carnegie and Ciara Talbot) and the Corporate Secretary (Mariana Bermudez) of the Company:

	2021 \$	2020 \$
Professional fees - Mr. DeMare	2,250	2,250
Bonus - Mr. DeMare	10,000	-
Professional fees - Mr. Henstridge	2,250	2,250
Professional fees - Ms. Carnegie	2,250	2,250
Professional fees - Ms. Talbot	2,250	2,250
Professional fees - Ms. Bermudez	9,940	9,660
	<u>28,940</u>	<u>18,660</u>

As at August 31, 2021 \$154,450 (May 31, 2021 - \$151,550) remained unpaid.

(ii) During the 2021 period the Company incurred a total of \$6,000 (2020 - \$3,650) to Chase, a private corporation owned by Mr. DeMare, for accounting and administration services provided by Chase personnel, excluding Mr. DeMare. As at August 31, 2021 \$3,000 (May 31, 2021 - \$6,500) remained unpaid.

**Risks and Uncertainties**

An investment in the Company's common shares is highly speculative and subject to a number of risks and uncertainties. Only those persons who can bear the risk of the entire loss of their investment should consider investing in the Company's common shares.

The Company competes with other mining companies, some of which have greater financial resources and technical facilities, for the acquisition of mineral concessions, claims and other interests, as well as for the recruitment and retention of qualified employees.

**Outstanding Share Data**

The Company's authorized share capital is unlimited common shares with no par value. As at October 26, 2021, there were 91,206,611 issued and outstanding common shares, 14,517,429 warrants outstanding at exercise prices ranging from \$0.30 to \$0.35 per share and 5,661,000 share options outstanding at exercise prices ranging from \$0.10 to \$0.455 per share.