



**FORM 51-102-f1**  
**MANAGEMENT'S DISCUSSION & ANALYSIS**  
**YEAR ENDED DECEMBER 31, 2015.**

The following discussion and analysis is management's assessment of the results and financial condition of Minera Alamos Inc. (*formerly Virgin Metals Inc.*) ("**Minera Alamos**" or the "**Company**") and should be read in conjunction with the audited consolidated financial statements for the years ended December 31, 2015 and 2014 and the notes thereto, that have been prepared by management in accordance with International Financial Reporting Standards ("IFRS"). The Company's most recent filings are available on the SEDAR website. The date of this management's discussion and analysis is April 22, 2016.

**FORWARD LOOKING STATEMENTS**

Certain information included in this discussion may constitute forward-looking statements. Forward-looking statements are based on current expectations and various risks and uncertainties. These risks and uncertainties could cause or contribute to actual results that are materially different than those expressed or implied. The Company disclaims any obligation or intention to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

**BUSINESS OF MINERA ALAMOS**

Minera Alamos is a base and precious metals enterprise currently dedicated to acquiring, exploring and developing mining projects in Mexico.

The Company was incorporated pursuant to the laws of the Province of Ontario in January, 1934. Through various actions at the end of the 1990's up to 2006, the Company reorganized itself and amalgamated various subsidiaries to establish its current form. Subsequently four subsidiaries were formed – Minera Alamos de Sonora S.A. de C.V.; Molibdeno Los Verdes S.A. de C.V.; Cobre 4H S.A. de C.V.; and Virgin Metals USA, Inc. On May 7, 2014, the Company changed its name from Virgin Metals Inc. to Minera Alamos Inc. as approved by the shareholders on April 16, 2014.

In 2008, Minera Alamos issued a resource calculation and a Pre-Feasibility Report for its Los Verdes project under NI 43-101, the Canadian guidance for technical resources reporting. In 2012, the company completed and issued a Preliminary Economic Assessment (the "**PEA**"), updating the plans for the project. The Company's current focus is to revise and update that report once more based on current industry/market expectations and a resizing of the planned operation in order to reach a production decision.

Please refer to the Los Verdes Project and the Proposed Transactions sections below for the Company's plans for 2016 plans.

## SUBSEQUENT EVENTS

On January 18, 2016, the Company announced that it has entered into a binding Letter of Intent (Binding LOI) with Argonaut Gold Inc. and its wholly owned subsidiary Durango Fern Mines, S.A. de C.V. to acquire 100% of the mineral claims known as “La Fortuna” gold project located in the State of Durango, Mexico.

Pursuant to the terms of the binding LOI, the Company will pay the vendor USD\$750,000 on closing. An additional USD \$250,000 will be paid 9 months after the closing and USD \$1,000,000 will be paid upon the announcement of a construction decision. The Vendor is also entitled to a 2.5% net smelter returns royalty, subject to a maximum amount of USD \$4,500,000. The transaction is expected to close on or prior to April 30, 2016.

On February 16, 2016, the Company announced a proposed brokered private placement of up to 30,000,000 units (the “Units”) of the Company at a price of \$0.10 per Unit for aggregate proceeds of up to \$3,000,000. Each unit will consist of one common share and one half (1/2) of a common share purchase warrant, with each warrant exercisable at a price of \$0.15 per share and exercisable for a period of up to three years from the date of closing of the offering.

On April 19, 2016, the Company completed a first tranche closing of the previously announced brokered private placement for gross proceeds of \$1,520,000. The Company issued 15,200,000 units at a price of \$0.10 per unit. Each unit consists of one common share and one half (1/2) of a common share purchase warrant at a price of \$0.15 per warrant and is exercisable for a period of 36 months from the date of the issuance.

In connection with the first tranche closing of the private placement, the Company paid IBK Capital Corp., the agent of the Company in connection with the private placement, and its sub-agents agent’s fees consisting of \$89,600 (plus applicable taxes and disbursements) in cash and issued 896,000 non-transferable agent’s compensation warrants. Each compensation warrant entitles its holder to purchase one Unit of the Company at an exercise price of \$0.10 per Unit for a period of 36 months after the date of issuance.

Concurrent with the first tranche closing on April 19, 2016 of the private placement, the Company has received subscriptions from Norvista Capital Corporation and Norvista Capital I Limited Partnership, in aggregate, 5,000,000 Units for \$500,000 (the “**Norvista Subscription Funds**”). The Norvista Subscription Funds are held in escrow pending satisfaction of certain escrow release conditions, including, among other things, the closing of the La Fortuna Acquisition.

## SELECTED QUARTERLY INFORMATION

The following selected information is derived from the audited year end consolidated financial statements:

|                                            | Quarter<br>Ended<br>Dec 31,<br>2015 | Quarter<br>Ended<br>Sep 30,<br>2015 | Quarter<br>Ended<br>Jun 30,<br>2015 | Quarter<br>Ended<br>Mar 31,<br>2015 | Quarter<br>Ended<br>Dec 31,<br>2014 | Quarter<br>Ended<br>Sep 30,<br>2014 | Quarter<br>Ended<br>Jun 30,<br>2014 | Quarter<br>ended<br>Mar 31,<br>2014 |
|--------------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
|                                            | \$                                  | \$                                  | \$                                  | \$                                  | \$                                  | \$                                  | \$                                  | \$                                  |
| Net (loss) gain (000's)                    | (350)                               | (375)                               | (612)                               | (229)                               | (210)                               | (342)                               | (279)                               | (308)                               |
| Basic and diluted (loss) gain<br>per share | (0.01)                              | (0.01)                              | (0.03)                              | (0.01)                              | (0.03)                              | (0.05)                              | (0.05)                              | (0.06) <sup>1</sup>                 |
| Total assets (000's)                       | 957                                 | 1,302                               | 1,578                               | 68                                  | 120                                 | 302                                 | 330                                 | 453                                 |
| Total liabilities (000's)                  | 424                                 | 420                                 | 482                                 | 1,921                               | 1,744                               | 1,711                               | 1,593                               | 1,446                               |
| Shareholders' Equity (000's)               | 533                                 | 882                                 | 1,096                               | (1,853)                             | (1,624)                             | (1,409)                             | (1,264)                             | (993)                               |

(1) Restated to reflect share consolidation

## LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2015, the Company held working capital of \$511,556 in comparison to a December 31, 2014 working capital deficiency of (\$980,558). The December 31, 2015 cash and cash equivalents balance of \$847,398 will be used for the acquisition of property, the exploration and development of the Company's mineral properties and for general corporate purposes. All cash balances are maintained in interest bearing accounts at the Company's bank in Canada.

The Company's net cash flows used in operations, after the inclusion of changes to non-cash operating accounts were \$1,778,962 and \$1,118,797 for the year ended December 31, 2015 and December 31, 2014, respectively.

Subsequent to December 31, 2015, The Company closed a first tranche of a brokered private placement for gross proceeds of \$1,520,000.

The activities of the Company, which are primarily the acquisition, exploration and development of mineral properties, are financed through the completion of equity transactions such as equity offerings and the exercise of stock options and warrants as well as the issuance of debt. In light of current market conditions, the Company continues to explore various alternate methods to continue the advancement of its projects. There is no assurance that equity capital will be available to the Company in the required amounts, with acceptable terms or at the time required. Please refer to the "Risk Factors" section below.

## RESULTS OF OPERATIONS

The Company's operations during the three and twelve month periods ended December 31, 2015 produced a net loss of approximately \$350,000 and \$1,566,000, respectively as compared to a loss of approximately \$210,000 and \$1,139,000, respectively in the comparable prior year periods. The primary operational activity continues to be the exploration and development of the Company's major projects.

The expenditures and levels of activity relating to the Company's projects (rounded to the nearest thousand) are described in greater detail below followed by a brief discussion of significant line items in expenses.

| Expenses                         | Three months ended December 31, 2015 | Three months ended December 31, 2014 | Twelve months ended December 31, 2015 | Twelve months ended December 31, 2014 |
|----------------------------------|--------------------------------------|--------------------------------------|---------------------------------------|---------------------------------------|
|                                  | \$                                   | \$                                   | \$                                    | \$                                    |
| Exploration and evaluation       | 204,000                              | 74,000                               | 430,000                               | 274,000                               |
| Insurance                        | 10,000                               | 6,000                                | 22,000                                | 39,000                                |
| Interest expense                 | 0                                    | 16,000                               | 27,000                                | 76,000                                |
| Investor relations               | 21,000                               | 0                                    | 79,000                                | 5,000                                 |
| Professional fees                | 59,000                               | 69,000                               | 134,000                               | 282,000                               |
| Salaries and compensation        | 33,000                               | 79,000                               | 168,000                               | 330,000                               |
| Share-based compensation         | 0                                    | 0                                    | 338,000                               | 5,000                                 |
| Transfer agent & regulatory fees | 7,000                                | (1,000)                              | 29,000                                | 50,000                                |

**Overview** – Over the past year, management has expended considerable time and effort on the recapitalization of the company and the development of the Los Verdes Project. These activities are evident in the shift of various expense patterns of the current year.

**Exploration and evaluation** – These expenditures reflect the ongoing costs related to the maintenance of the properties located in Mexico as well as the re-initiation of development activities.

**Insurance** – Due to the inactivity at the project site in Mexico, the Company was able to reduce its insurance costs during the current year. The reinstatement of these insurance policies will result in costs moving back to normal levels in the future.

**Interest expense** – The early repayment of the Company's debentures resulted in the elimination of interest costs in the second half of 2015.

**Investor relations** – The increase in these expenses during the three and twelve months ended December 31, 2015 were primarily a result of increased investor communications and disclosures following the Company’s recent financing.

**Professional fees** – Professional fees for the three and twelve months ended December 31, 2015 reflect a significant decrease relative to the same figures last year. Specifically, additional legal fees were incurred in 2014 as a result of the restructuring of the Company’s debt. Those expense levels were not repeated in 2015.

**Salaries and compensation** – The salaries and compensation expenditures for the three and twelve months ended December 31, 2015 reflects the Company’s ongoing cost reduction efforts.

**Share-based compensation** – The share-based compensation expense for the twelve month period ended December 31, 2015 reflects the recognition of the fair value and vesting expense of stock option awards granted in during the 2015 year. This represents a significant increase over past periods as no stock options had been granted by the Company since April 2012.

**Transfer agent & regulatory fees** – Transfer agent & regulatory fees were higher in the 2014 in relation to those incurred during the 2015 year. The increased expenditures in 2014 reflect the cost of changing transfer agents during that period as well as a special shareholder meeting held during the second quarter of 2014.

## EXPLORATION AND DEVELOPMENT ACTIVITIES AND EXPENDITURES

|                                          | Three months ended<br>December 31, |           | Twelve months ended<br>31, |            | December |
|------------------------------------------|------------------------------------|-----------|----------------------------|------------|----------|
|                                          | 2015                               | 2014      | 2015                       | 2014       | 2014     |
| Acquisition and holding costs            | \$ 24,898                          | \$ -      | \$ 115,418                 | \$ 75,429  |          |
| Office, camp and support costs           | \$ 45,591                          | 3,690     | 128,941                    | 31,865     |          |
| Geology, drilling, engineering, assaying | \$ 133,451                         | 70,000    | 185,162                    | 166,500    |          |
| Total                                    | \$ 203,939                         | \$ 73,690 | \$ 429,521                 | \$ 273,794 |          |

### Los Verdes

The Los Verdes property is located in the community of Santa Ana, municipality of Yecora, in the state of Sonora Mexico. It is situated approximately 200 kilometres east-southeast of Hermosillo, the capital of Sonora and 190 kilometres northeast of Ciudad Obregon.

The project is made up of 15 mining concessions totaling 7,038 hectares including the North Deposit property (2 mining concessions totaling 1,070 hectares previously referred to as Potreritos). As reported in the Company's 2012 PEA, the projects resource estimates are as follows:

|                                 | Tonnes           | Cu%         | Mo%         | W%          | Ag g/t      |
|---------------------------------|------------------|-------------|-------------|-------------|-------------|
| Measured                        | 6,278,000        | 0.67        | 0.13        | 0.07        | 4.91        |
| Indicated                       | 1,427,000        | 0.51        | 0.10        | 0.05        | 4.02        |
| <b>Measured &amp; indicated</b> | <b>7,705,000</b> | <b>0.64</b> | <b>0.12</b> | <b>0.07</b> | <b>4.74</b> |
| Inferred                        | 208,000          | 0.07        | 0.12        | 0.02        | -           |
| Historic (North Deposit)        | 1,103,000        | 0.52        | 0.12        | -           | -           |

On April 22, 2015 Minera Alamos announced that recent work had identified the potential for a phased approach that would begin with an initial reduced-scale production operation followed by an expansion towards the full project scope. Opportunities that had been identified for Phase 1 of the project development schedule included:

- A "starter pit" identified within the existing 43-101 compliant resource model for Los Verdes that contains average grades approaching 2.0% CuEq <sup>1</sup>
- Considerably lower up front capital costs to construct a 400 to 500 tonne per day milling operation while allowing for subsequent expansion in Phase 2;
- The ability to utilize used processing equipment that was largely unavailable when the Project PEA was completed in 2012.

<sup>1</sup> Copper equivalent grades (CuEq) are based on metal prices of: copper (Cu) US\$2.75 per lb, molybdenum (Mo) US\$8.25 per lb and silver (Ag) US\$16.00 per oz. The starter pit contains measured resources of 1,070,000 tonnes at 1.33% Cu and 0.16% Mo, plus indicated resources of 230,000 tonnes at 1.44% Cu and 0.14% Mo determined at a cut-off grade of 1% Cu

It is the Company's intention to issue an updated PEA to reflect this project approach. Work carried out during the last half of the year included:

**Rock Sorting:**

Testing was carried out to evaluate the effect of rock sorting on the economics of the project. The "starter pit" identified within the existing 43-101 compliant resource model for Los Verdes contains average grades approaching 2.0% CuEq<sup>(1)</sup>. By eliminating low-grade rock after crushing, their grades may be improved by 50-100% prior to processing, resulting in significant reductions in capital and operating costs.

**Drilling:**

In October, the Company initiated definition drilling on the Los Verdes North Deposit (formerly Potreritos) in order to update the historic resource to NI 43-101 compliant standards allowing for its inclusion in the PEA and extending the current mine life. In September and October, 1,400 metres of drilling had been completed in 12 holes.

**Mine Plan:**

The Company completed work on a detailed plan for the mining of the starter pit for inclusion in the PEA.

**Plant Re-Design and Equipment Sourcing**

The Company updated engineering plans for a reduced scale processing operation. Preliminary specifications were used to source appropriate equipment suppliers and initiate a review of available used equipment for the project.

**Community Relations:**

The town of Santa Ana, which is located close to the Los Verdes deposit, has a population of approximately 300 residents who hold the surface rights over much of the Minera Alamos mineral concessions. The Company has maintained a positive and ongoing relationship with the leadership of the community and its residents who have been supportive of a return to mining in the region. The Company continues to work with the community to finalize the terms of a surface rights agreement with the town.

In January 2016, the Company announced the completion of a resource estimate prepared for the 100% owned Los Verdes North Copper-Molybdenum deposit. The new estimate confirmed the presence of a second significant source of near surface copper/molybdenum/silver mineralization in addition to the Company's Los Verdes South Deposit, which has been the focus of work directed to the PEA.

The North Deposit appeared to offer the potential for an alternate route to initiate mining operations at the Los Verdes project potentially eliminating months of waste pre-stripping along with the associated capital costs. In light of these results, the Company decided to evaluate the potential for incorporating the new resource into the PEA. A preliminary mine plan and further metallurgical test work was

initiated for the North Deposit and will be included with the new PEA now scheduled for completion later in Q2 2016.

### ***La Fortuna***

On January 18, 2016, the Company announced that it has entered into a binding Letter of Intent with Argonaut Gold Inc. and its wholly owned subsidiary Durango Fern Mines, S.A. de C.V. to acquire 100% of the mineral claims known as “La Fortuna” gold project. The La Fortuna Gold Project includes the historic La Fortuna mine together with the surrounding concessions, totaling 994 hectares. The property is located in the northwestern corner of the State of Durango, Mexico, about 70 kilometers northeast of the city of Culiacan, Sinaloa.

Key elements of this acquisition include:

*An Established Resource with Additional Upside Potential:* Measured plus Indicated Mineral Resource (NI 43-101 compliant) of 4.8 million tonnes grading 2.0 g/t gold and containing 308,100 gold ounces (see chart below). The identified gold-silver mineralization at the La Fortuna deposit remains open at depth and along strike;

*Regional Exploration Potential:* Several other mineralized areas have already been identified and demonstrated via surface sampling to be gold-bearing. These provide immediate drill targets for the definition of additional gold resources;

*An Accelerated Path to Production:* Minera Alamos will be initiating the permitting process immediately upon closing of the transaction along with the completion of a technical report outlining the path to production. It is expected that a construction decision, if deemed appropriate by management of Minera Alamos, can be made later in 2016;

*A Platform for Further Consolidation:* The La Fortuna Gold Project represents the first phase of what Minera Alamos intends to be a growing profile of late stage development opportunities in Mexico and the Americas.



The projects resource estimates are as follows:

|                            | <i>Measured Category</i> |        | <i>Indicated Category</i> |        | <i>Measured &amp; Indicated</i> |        |              |
|----------------------------|--------------------------|--------|---------------------------|--------|---------------------------------|--------|--------------|
| <b>Cutoff Grade Au g/t</b> | Tonnes (000)             | Au g/t | Tonnes (000)              | Au g/t | Tonnes (000)                    | Au g/t | Au Oz. (000) |
| <b>0.8</b>                 | 1,322                    | 3.332  | 2,681                     | 1.731  | 4,003                           | 2.260  | 290.8        |
| <b>0.5</b>                 | 1,538                    | 2.956  | 3,287                     | 1.533  | 4,824                           | 1.986  | 308.1        |

Notes:

1. Resources are as reported in the NI 43-101 compliant Technical Report titled "La Fortuna Project, Durango, Mexico, Updated Technical Report for Castle Gold" by Toren K. Olson, P.Geo. and dated November 21, 2008.
2. Based on a total of 127 drill holes comprising 19,400 metres, including 121 original holes (18,885 metres) plus 6 twin holes comprising 515 meters
3. Assays normally included silver as well as gold. However, in some cases silver values were not available and as a result of the inconsistency of this sampling resources of silver were not calculated.
4. To the best of knowledge, information and belief of Minera Alamos, there is no new material scientific or technical information that would make the disclosure of the mineral resources set out in the foregoing Technical Report inaccurate or misleading.
5. Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability. There is no certainty that all or any part of the Mineral Resources will be converted into Mineral Reserves.

## RELATED PARTY TRANSACTIONS

Detail of transactions between the Company and other related parties are disclosed below.

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

The remuneration of directors and key management of the Company for the twelve months period ended December 31, 2015 and 2014 were as follows:

|                          | 2015       | 2014       |
|--------------------------|------------|------------|
| Aggregate compensation   | \$69,000   | \$ 412,739 |
| Share-based compensation | \$ 286,000 | \$ 3,270   |

During the period ended December 31, 2015, insiders and non-arm's length holders subscribed for 12,235,938 units in the private placements for proceeds of \$1,223,594 (December 31, 2014 – 7,500,000 shares for proceeds of \$375,000). During the period ended December 31, 2015, the Company recognized interest expense to related parties of \$15,912 on the convertible debenture (December 31, 2014 - \$23,934).

There were no accounts payable or accrued liabilities at December 31, 2015 (December 31, 2014 - \$389,680) payable to directors and key management of the Company in relation to the compensation described above.

## COMMITMENTS AND CONTINGENCIES

The Company is obligated under premises leases to pay rents as follows for the twelve months ended:

2016 - 17,150

## ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

### *Disclosure and use of critical accounting estimates*

The preparation of the consolidated financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. These estimates are reviewed periodically, and as adjustments become necessary they are reported in earnings in the period in which they become known.

Readers should refer to Note 4 of the consolidated financial statements for the year ended December 31, 2015 and 2014, for our critical accounting policies and estimates.

### *Accounting standards and interpretations effective in future periods*

(i) IFRS 9 Financial Instruments ("IFRS 9") was issued by the IASB on November 12, 2009 and revised October 2010, and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 replaces the multiple rules in IAS 39 with a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Management is currently assessing the impact of this standard on the consolidated financial statements.

(ii) IAS 1 – Presentation of Financial Statements ("IAS 1") was amended in December 2014 in order to clarify, among other things, that information should not be obscured by aggregating or by providing immaterial information, that materiality consideration apply to all parts of the financial statements and that even when a standard requires a specific disclosure, materiality considerations do apply. The amendments are effective for annual periods beginning on or after January 1, 2016. Earlier adoption permitted.

## **RISK FACTORS**

Due to the nature of its business, the Company is subject to various financial, environmental and operational risks that should be carefully considered by readers. In addition to other information set forth elsewhere in the financial statements, readers should carefully review the following risk factors.

### ***Future Capital Requirements Risk***

The Company will require additional financing in order to grow and expand its operations. It is possible that required future financing will not be available or, if available, will not be available on favourable terms. If the Company issues new shares at any time to finance its operations or expansion plans, control of the Company may change and shareholders may suffer dilution of their investment. If adequate funds are not available, or are not available on acceptable terms, the Company may not be able to take advantage of opportunities, or otherwise respond to competitive pressures and remain in business.

### ***Exploration, Development and Mining Risk***

Resource exploration, development and operations are highly speculative, characterized by a number of significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in quantity and quality to return a profit from production. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are other risks involved in the operation of mines and the conduct of exploration programs. The Company will for the short term rely upon consultants and others for exploration, development, construction and operating expertise. Substantial expenditures are required to establish mineral resources and mineral reserves through drilling, to develop metallurgical processes to extract the metal from mineral resources and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining.

The Company's projects are at the exploration stage. One of the projects, Los Verdes, has defined resources determined by a pre-feasibility study to be potentially economic, and the others have no known bodies of current resources. Development of the Company's projects would follow only if additional favorable results, regulatory approval and financing are obtained.

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines.

No assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. Whether a

mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, environmental protection and others. The exact effect of these factors cannot accurately be predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

The Company carefully evaluates the political and economic environment in considering any properties for acquisition and continued advancement of projects it holds, and its current strategy is to pursue projects in the mining friendly environments of Mexico and the United States. There can be no assurance that additional significant restrictions will not be placed on the Company's Mo-Cu projects and any other properties the Company may acquire, or its operations.

### ***Environmental Risk***

The Company's projects are in remote areas of Mexico where mining has been carried out in the past and where it is currently being pursued. Its projects will be undertaken with the aim to achieve and maintain International Finance Corporation ("IFC") Performance Standards, as they relate to environmental responsibilities, as well as to follow all applicable standards in Mexico. The Company has undertaken baseline environmental studies to define the status of the environment at its most advance property and to identify mitigation measures appropriate for its operations. The Company realizes that there is a risk that an environmental condition may exist that could delay or prevent the project from advancing or producing, but no such factor has arisen in the Company's investigations to date. The Company has an Environmental Policy that commits it to operating in an environmentally responsible manner, ensuring compliance by the Company and its employees with all applicable environmental regulations and commitments.

### ***Foreign Operations Risk***

Currently, the Company's exploration projects are in Mexico and the Company manages a number of risks related to operating in a foreign jurisdiction, including security of rights and title, repatriation of funds, availability of a skilled and dependable workforce, access to permits for operation, and stability of the government. Management's assessment of these risks is low as title to minerals is provided in law and is administered fairly and predictably, surface rights are obtainable by negotiation as guided by law, permits are available in a time frame provided by law and regulation, there is a skilled and available workforce, and the government has been openly supportive of foreign investment in general and expansion in the mining industry. Changes to these conditions could have a materially adverse effect on the Company's business, financing opportunities, and results of operation.

### ***Foreign Currency Risk***

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars, Mexican pesos and US dollars, which consist primarily of expenses and deferred expenses. The Company's operations are in Canada, the United States and Mexico, and the Company does not engage in hedging activities as there is no material difference between the initial transaction amount and the settled transaction amount in respect of foreign currency transactions, since the time between the date of the initial encumbrance and the date the outlay is settled, is less than 90 days.

### ***Credit Risk***

Credit risk arises from the non-performance by counterparties of contractual financial obligations. The Company maintains substantially all of its cash with major financial institutions. Deposits held with these institutions may exceed the amount of insurance provided on such deposits. Management believes that the credit risk concentration with respect to these financial instruments is remote.

### ***Uninsurable Risk***

In the course of exploration, development and production of mineral properties, certain risks, and in particular, labour disputes, fires, flooding and unexpected or unusual geological operating conditions including rock bursts, cave-ins, pit slope failures and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons.

### ***Future Profits/Losses and Production Revenues/Expenses Risk***

There can be no assurance that significant losses will not occur in the near future or that the Company will be profitable in the future. The Company's operating expenses and capital expenditures may increase in subsequent years as consultants, personnel and equipment associated with advancing exploration, development and, if warranted, commercial production of the Company's Mo-Cu projects and any other properties the Company may acquire are added as needed.

The amounts and timing of expenditures will depend on the progress of ongoing exploration and development, the results of consultants' analyses and recommendations, and the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners, and the Company's acquisition of additional properties and other factors, many of which are beyond the Company's control. The Company currently has commitments for operating leases that can be funded from working capital, and will manage its future commitments consistent with its financial position.

The Company may not receive revenues from operations in the current year, if at all. The Company expects to incur losses unless and until such time as the Company's projects and any other properties the Company may acquire enter into commercial production and generate sufficient revenues to fund

its continuing operations. The development of the Company's projects and any other properties the Company may acquire will require the commitment of substantial resources to conduct the time-consuming exploration and development of the properties. There can be no assurance that the Company will generate any revenues or achieve profitability. There can be no assurance that the underlying assumed levels of expenses will prove to be accurate.

### ***Competition Risk***

The international mining industry is highly competitive and the Company will compete with other mining companies, many of which have greater resources and experience. Competition in the base metals mining industry is primarily for: mineral rich properties which can be developed and can produce economically; the technical expertise to find, develop and operate such properties; the labour to operate the properties; and the capital for the purpose of funding such properties. Many competitors not only explore for and mine base metals, but also conduct refining and marketing operations on a worldwide basis. Such competition may result in the Company being unable to acquire desired properties, to recruit or retain qualified employees or to acquire the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other mining companies for these resources would have a material adverse effect on the Company's results of operation and business.

### ***Key Employees Risk***

The Company will depend on a number of key employees, the loss of any one of whom could have an adverse effect on the Company.

### ***Fluctuating Mineral Prices Risk***

Commodity prices are highly volatile and factors beyond the control of the Company may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely in the past. Since the Company is not a producing entity, price risk only potentially impacts the valuation of the Company's projects and their carrying values in its financial statements, and the Company has not suffered impairment in any carrying values to this point in time.

### ***Conflicts of Interest Risk***

The Company's directors and officers may serve as directors or officers of other natural resource companies or companies providing services to the Company or they may have significant shareholdings in other resource companies. Situations may arise where the directors and/or officers of the Company may be in competition with the Company. Any conflicts of interest will be subject to and governed by the law applicable to directors' and officers' conflicts of interest. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. From time to time several

companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In accordance with applicable laws, the directors and officers of the Company are required to act honestly, in good faith and in the best interests of the Company. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

### ***Share Price Volatility Risk***

The market price of the Company's shares is highly volatile and may be significantly affected by factors such as actual or anticipated fluctuations in the Company's operating results, announcements of technological innovations, changes in estimates or analysis by securities analysts, new exploration projects by the Company or its competitors, government regulatory action, general market conditions and other factors.

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

The Company had no off balance sheet arrangements as at December 31, 2015.

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

The Company's excess cash reserves are held in short and long-term flexible GIC's.

## OUTSTANDING SHARE DATA

### ***Common Shares:***

The Company has authorized an unlimited number of common shares, with no par value, of which 57,744,248 shares are issued and outstanding as of the date hereof.

### ***Share Purchase Warrants:***

As of the date hereof, 44,924,643 share purchase warrants were outstanding.

### ***Employee Stock Options:***

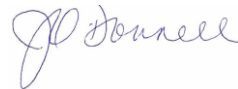
As of the date hereof, there are 3,250,000 options outstanding under the Company's stock option plan for employees, directors, officers and consultants of the Company.

## QUALIFIED PERSON

Mr. Darren Koningen, P. Eng., Minera Alamos Inc.'s President, is the Qualified Person responsible for technical content of this document. Mr. Koningen has supervised the preparation of, and approved the scientific and technical disclosures utilized herein.



Chris Frostad  
Chief Executive Officer



Janet O'Donnell  
Chief Financial Officer