



MANAGEMENT DISCUSSION AND ANALYSIS

SIX MONTHS ENDED JULY 31, 2021

GENERAL

This Management's Discussion and Analysis ("MD&A") supplements, but does not form part of, the condensed interim condensed interim consolidated financial statements of Pan Global Resources Inc. (the "Company" or "Pan Global" or "PGZ") for the six months ended July 31, 2021. The following information, prepared as of September 29, 2021 should be read in conjunction with the condensed interim consolidated financial statements for the six months ended July 31, 2021 and the related notes therein. The Company reports its financial position, results of operations and cash flows in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All amounts are expressed in Canadian dollars unless otherwise indicated. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com and on the Company's website at www.panglobalresources.com.

COMPANY OVERVIEW

The Company was incorporated under the provisions of the Business Corporations Act (British Columbia) on February 1, 2006 and is classified as a Tier II mining company, effective June 8, 2009 and trades on the TSX Venture Exchange ("TSX-V"). On December 21, 2009, the Company changed its name from Mosam Capital Corp. to Pan Global Resources Inc.

The Company's principal business activities are the acquisition of rights to explore for minerals and the exploration of acquired rights. Pan Global is primarily focused on early stage exploration through to development of resources of copper and other metals in Spain. In September 2016, the Company announced a shift in focus from lithium and borate exploration in Serbia to copper exploration in Spain and restructuring of its Board of Directors, including the resignation of several directors of the Company, and the appointment of Mr. Patrick Evans as Chairman of the Board of Directors, Mr. Bob Parsons as a Director, Mr. Tim Moody as President and CEO, and Mr. Jim Royall as VP - Exploration. Robert Baxter, a long term Director of Pan Global, sadly passed away in February 2021 and a replacement Director has not been appointed.

FORWARD LOOKING STATEMENTS

This MD&A may contain "forward-looking statements" that reflect the Company's current expectations and projections about its future results. Forward-looking statements are statements that are not historical facts, and include but are not limited to:

- estimates and their underlying assumptions;
- statements regarding plans, objectives and expectations with respect to the effectiveness of the Company's business model, future operations, the impact of regulatory initiatives on the Company's operations, and market opportunities;
- general industry and macroeconomic growth rates;
- expectations related to possible joint or strategic ventures; and
- statements regarding future performance.

Forward-looking statements used in this MD&A are subject to various risks, uncertainties and other factors, most of which are difficult to predict and are generally beyond the control of the Company. These risks, uncertainties and other factors may include, but are not limited to: unavailability of financing, failure to identify commercially viable mineral reserves, fluctuations in the market valuation for commodities, difficulties in obtaining required approvals for the development of a mineral project, and other factors.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicated herein. Due to risks, uncertainties and other factors, including the risks, uncertainties and other factors identified above and elsewhere in this MD&A, actual events may differ materially from current expectations. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise except as required by securities law.

HIGHLIGHTS FOR THE QUARTER

During the three months ended July 31, 2021 and subsequently, the Company:

- completed an underwritten private placement of 24,917,050 common shares at a price of \$0.60 per share for aggregate gross proceeds of \$14,950,230 and paid cash commission of \$897,014;
- expanded Phase 4 drill program at La Romana in the Escacena Project to more than 50 drill holes;
- reported results for 13 new drill holes (LRD38 to LRD47, LRD52, LRD55 and LRD58) completed at the La Romana target in the Escacena Project;
- had copper reported in all drill holes and the area of copper mineralization has been extended to more than 800 metres ("m") of strike length with high grades from near surface;
- had exceptional thickness and grade reported in drill hole LRD40 with 52.6m at 1.0% copper equivalent ("CuEq") from 42.4m down hole, including 26.6m at 1.39% CuEq; and
- completed regional soil geochemistry program in progress at the Aguilas Project.

QUARTERLY EXPLORATION OVERVIEW

Aguilas Project

In November 2016, the Company entered into a share option agreement with Mr. Tim Moody (the "Vendor") to acquire up to 100% of a Spanish exploration company, Minera Aguila S.L.U ("Minera Aguila" or "MASL"). Minera Aguila has been granted four mineral exploration licenses covering an area of 13,563 hectares and has applications for additional an additional area of approximately 2,803 hectares in the Provinces of Cordoba and Ciudad Real, Kingdom of Spain (collectively referred to as the "Aguilas Project"). The Company agreed to the aggregate consideration of 4,700,000 common shares of the Company, cash payment of \$450,000, and exploration expenditure commitments as follows:

	Cash payments	Common shares	Exploration expenditures ⁽²⁾
6-month anniversary of final TSX-V approval ⁽¹⁾	\$ 50,000	2,200,000	\$ -
18-month anniversary of final TSX-V approval ⁽¹⁾	150,000	2,500,000	-
36-month anniversary of final TSX-V approval ⁽¹⁾	250,000	-	-
36-month anniversary of agreement closing date ⁽¹⁾	-	-	1,000,000
	\$ 450,000	4,700,000	\$ 1,000,000

⁽¹⁾ Cash paid and common shares issued; expenditure requirement completed

⁽²⁾ No less than \$250,000 have been completed notwithstanding any decision by the Company not to proceed with further exploration.

Furthermore, the agreement to acquire MASL included an \$100,000 (or 1,000,000 common shares the Company, at the election of the Vendor) if the Company acquires additional exploration rights in the area of 10 kilometers ("km") surrounding the boundaries of the three exploration licenses. In November 2017, the Company paid \$50,000 to the Vendor to remove this term of the agreement.

For the duration of the agreement, MASL shall act as the operator of the exploration program and the related exploration expenditures shall be funded by the Company.

In April 2018, the Company exercised its first option to acquire a 70% equity interest in MASL. The Company paid \$50,000 and issued 2,200,000 common shares (valued at \$440,000) to the Vendor. In addition, the Company has incurred exploration expenditures in excess of \$250,000 on the license areas and reimbursed the optionor all costs incurred to acquire the mineral rights. In September 2018, the Company made its second cash and share payments. The final payment for the remaining 30% equity interest was paid to the Vendor on August 6, 2020, providing the Company 100% ownership of MASL.

As at December 2019, a total of 27 drill holes have been completed at the Torrubia and Torrubia North copper targets and Zumajo polymetallic lead, zinc, silver targets in the Aguilas Project.

Drilling on the Torrubia trend included best intervals of 16 meters at 0.30% Cu, 30.5ppm Co, 0.6 g/t Ag, 0.05 g/t Au in drill hole TOR-01, including 0.8 meters at 2.65% Cu, 125ppm Co, 3 g/t Ag, 0.004 g/t Au and 0.7 meters at 1.85% Cu, 240ppm Co, 2.1 g/t Ag, 0.02 g/t Au, and 0.7 meters at 0.55 g/t Au, and TN-06: 3 meters at 1.16 g/t Au, 0.6g/t Ag from 74 meters depth in hole TN-06, including 0.8 meters at 3.48 g/t Au, 1.5g/t Ag.

On the Zumajo trend, significant drill results were reported along approximately 1.5 kilometers of strike extending from the San Juan, San Rafael and Dos Centimos mine workings. This includes high grade polymetallic mineralization (Pb, Zn, Ag $\pm$ Cu, Au) within an 8 to 20 meter-wide, steeply dipping zone of multi-stage breccia and veins. Best interval included 17.7 meters at 0.84% Pb, 0.48% Zn, 5.1 g/t Ag in hole VAC-06, including 8.6 meters at 1.72% Pb, 0.94% Zn, 0.15% Cu, 10.2g/t Ag and up to 16.85% Pb, 1.9% Zn, 85 g/t Ag over 0.6 metres. The drilling also indicates that Pb and Ag mineralization near the San Luis and San Cayetano mine workings is open along strike and at depth.

On February 5, 2020, the Company reported results for a further 7 reconnaissance drill holes (TN-01 to TN-07) completed in late November 2019 at the Torrubia North target with the following highlights:

- Torrubia North drilling confirmed wide zones of breccia and alteration:
 - Strong copper mineralization in breccia fragments
 - Narrow drill intervals with anomalous copper and gold, including peak assay values up to 0.78% Cu and 3.48 g/t Au
- The drilling program was designed to test a 1.9 km long copper anomaly with up to 1,980 ppm Cu in soils, 8.4% Cu in boulders, up to 1.2% Cu in outcrop and evidence of ancient shallow mine works. This includes seven wide-spaced diamond drill holes (TN-01 to TN-07) for a total of 964.4m. The drill holes were spread over approximately 1.6 km of strike with hole spacing from 150 to 600 m and average hole length of approximately 138 m (range from 106.3 to 162.1m). See Table 1 and Figure 2 for drill hole locations and collar details. Best results include;
- TN-01: 2.7m @ 0.4% Pb, 1.3g/t Ag from 74m and 7.5m @ 0.13% Cu from 124.5m
 - TN-02: 1.3m @ 0.22% Cu, 0.24% Pb, 2.4g/t Ag from 90.8m
 - TN-05: 2.4m @ 0.23% Cu from 45m, including 0.4m @ 0.78% Cu
 - TN-06: 3m @ 1.16 g/t Au, 0.6g/t Ag from 74m, including 0.8m @ 3.48 g/t Au, 1.5g/t Ag

The drill holes extend the Torrubia trend and confirm a steep west-dipping zone of multi-stage breccia over 10 to 68 meters thick with strong hematite, quartz and carbonate alteration. The breccia is weakly anomalous in Cu in each drill hole reflecting potential dilution by later quartz-carbonate breccia events and more recent faulting. Several drill holes intersected strongly clasts within the breccia. These provide evidence of an early copper-rich stage and exploration potential along the Torrubia structure and at depth. High gold values in hole TN-06 are associated with quartz pyrite veins, indicating a separate gold stage.

The Aguilas Project area continues to represent an attractive exploration opportunity for the Company. Further drilling is required in the San Rafael area on the Zumajo Trend and work is planned on several other targets along the trend to advance to drill stage. Less than 25% of the Torrubia trend has been investigated to date and additional work is required to determine local scale controls on the Cu mineralization. Further investigation of the gold potential in the project area is also required.

Less than 25% of the Torrubia trend has been investigated to date and additional work is required to determine local scale controls on the Cu mineralization. Further investigation of the Au potential is also required. Exploration resumed in 2021 with a regional soil geochemistry program initiated during the previous quarter and ongoing.

Escacena Project

In May 2017, the Company entered into a Letter of Intent ("LOI") with EVALAM 2003 S.L. ("Evalam"), a private Spanish company, to purchase 100% interest of Evalam's Escacena Investigation Permit in Spain, subject to a net smelter returns ("NSR") royalty as described below. Evalam applied for an exploration license in the provinces of Seville and Huelva, Kingdom of Spain, to conduct evaluation and mineral exploration on a mineral prospect known as the "Escacena Property".

The terms of the LOI provide for payment of \$350,000 to Evalam and funding by the Company of \$1,000,000 in exploration expenditures (\$462,998 as at January 31, 2021) under the following conditions (subject to TSX-V approval):

	Cash payments	Exploration expenditures
The Issuance Date ⁽¹⁾	\$ 30,000	\$ -
12-month anniversary of the Issuance Date	50,000	200,000
24-month anniversary of the Issuance Date	100,000	300,000
36-month anniversary of the Issuance Date	170,000	500,000
	350,000	\$ 1,000,000

⁽¹⁾ The later of (a) receipt of final TSX-V approval and (b) granting of the Escacena mineral rights.

Upon commencement of commercial production, Pan Global shall pay to Evalam a NSR royalty in an amount as follow: (a) 0.50% on the first 12,500 tonnes of Cu equivalent, and (b) 0.75% on any amount in excess of 12,500 tonnes of Cu equivalent, which will be calculated quarterly based on production from the Escacena Property for the most recently completed calendar quarter. This NSR royalty is subject to an aggregate lifetime maximum cap of \$5,000,000.

Notice of the granting of the mineral rights or Permiso de Investigacion (Investigation Permit) was received and announced in December 2018. The Escacena Project was identified as having potential for volcanic-hosted massive sulphide ("VMS") associated copper, zinc, and precious metal mineralization in the Iberian Pyrite Belt, which is considered to be the most prolific VMS mining district in the world.

This project includes a large untested gravity anomaly at La Cañada and a separate large gravity anomaly at the La Romana target. Minor wide spaced drill holes by Exxon in the early 1980's confirmed copper mineralization in the broader La Romana target area, including hole PR5 with 4.68 m of 2.94% Cu in massive sulphide but was not followed up. The targets are along strike from the Aznalcollar and Los Frailes massive sulphide deposits that were previously mined by Boliden, and the Las Cruces mine which is one of the highest grade open pit copper mines in the world and currently operated by Cobre Las Cruces S.A. (First Quantum).

In October 2019, the Company completed an initial three drill holes for an aggregate total of 556.05 meters at the Escacena Project with the target being VMS associated mineralization. Drill holes (LRD-01 and LRD-02) tested a shallow IP target on the edge of the La Romana gravity target with drill hole (CHD-01) testing a shallow IP anomaly to the southeast and up-dip from the Cañada Honda gravity target (the Cañada Honda gravity target remains untested). Downhole electromagnetic ("DHEM") surveys were also completed in all three drill holes.

Highlights of exploration results included:

- Drill holes LRD-01 and LRD-02, approx. 360 meters apart, at the La Romana gravity target intersected volcanogenic massive sulphide associated copper mineralization.
- LRD-02 returned
 - 20.55 meters at 1.5% Cu equivalent¹ (eq) (1.02% Cu, 0.11% Sn, 4.7 g/t Ag) including
 - 14.9 meters at 1.97% Cu eq (1.34% Cu, 0.15% Sn, 5.9g/t Ag, 0.011 g/t Au) from 43.1 meters,
 - including 7 meters at 3.43% Cu eq (2.50% Cu, 0.23% Sn, 10.1 g/t Ag, 0.014 g/t Au, 0.11% Zn, 133ppm Co).
- LRD-01 returned
 - 10.1 meters at 0.72% Cu eq (0.64% Cu, 2.2 g/t Ag) from 73.9 meters, including
 - 1.6 meters at 1.38% Cu eq (1.26% Cu, 4.6 g/t Ag, 0.012 g/t Au) and
 - 3 meters at 1.53% Cu eq (1.38% Cu, 4.5 g/t Ag, 0.05 g/t Au, 114 ppm Co);
 - 48.35 meters at 0.21% Cu eq (0.14% Cu, 2.2 g/t Ag) from 140 meters to end of hole, including
 - 7.8 meters at 0.60% Cu eq (0.5% Cu, 2.7 g/t Ag)
 - hole ends in 0.59% Cu eq (0.24% Cu, 0.10% Sn, 1.4 g/t Ag).

On February 5, 2020, the Company reported new geophysics and geochemistry results showing several new targets with the following highlights:

- A large zinc plus lead soil anomaly and coincident North-dipping IP plus EM conductor anomaly at Cañada Alta
- Multiple IP chargeability and low resistivity responses on 3 lines and continuous over 800m of strike at the Cañada Honda gravity anomaly

The ground gravity surveys included 120 stations on a 200-by-200-meter grid in the Northwest of the permit area and 115 stations every 50 meters along lines 250 meters apart over Cañada Honda target. The results were integrated with historical gravity data. The results enhance the Cañada Honda target and indicate several additional untested gravity anomalies. Further investigation of these targets is required.

A 1.4 kilometer line of dipole-dipole IP and adjacent 1.4 km line of TEM were completed over the western peak of the Cañada Honda gravity target. The results include three separate East-West oriented IP chargeability and resistivity-low anomalies across all three IP lines completed to-date, indicating potential continuity over approximately 800 meters of strike. The results highlighted a strong chargeability anomaly (>25 mV/V) coincident with a shallow TEM conductor and lead and zinc soil anomaly at the new Encina target. The conductor is interpreted as a tabular North-dipping body some tens of meters deep, representing potential metal sulphide mineralization. The low resistivity anomalies on the two eastern-most IP lines represent potential deep semi-massive to massive sulphide.

¹ Metal prices used: Copper US\$6,200 per tonne, Silver USD22.50 per ounce, Gold US\$1,500 per ounce, Cobalt US\$32,800 per tonne and Tin US\$18,000 per tonne. The copper equivalent values are for exploration purposes only and include no assumptions for metal recovery.

On February 13, 2020, the Company announced commencement of a phase-two follow-up drill program targeting the copper mineralization encountered in drill hole LRD-02 at the La Romana target. The follow-up drill program included a total of 6 drill holes (LRD03 to LRD08) for a total of 889.85 meters. Down hole electro-magnetic surveys were completed in each drill hole except LRD05. Drill holes LRD-03 and LRD-07 are located approximately 50 and 100 meters west of hole LRD-02, respectively; holes LRD-04 and LRD-08 are approximately 50 and 200 meters east from LRD 2, respectively; hole LRD-05 is 25 meters up-dip and LRD-06 is 50 meters down-dip from LRD2. Each drill hole intersected similar style copper mineralization to that encountered in hole LRD02.

Results for the first three drill holes (LRD-03, LRD-04 and LRD-05) were reported on April 22, 2020 with the following highlights:

- LRD-03 intersected
 - 21.3m at 1.03% Cu eq (0.73% Cu, 0.055 % Sn, 4.1 g/t Ag) from 47.3m, including
 - 6.6m @ 2.05% Cu eq (>1% Cu) combined thickness
- LRD-04 intersected
 - 20m at 0.77% Cu eq (0.57% Cu, 0.039% Sn, 2.3 g/t Ag) from 59m, including
 - 9m at 1.47% Cu eq (1.13% Cu, 0.073% Sn, 4.4 g/t Ag) from 59m, including
 - 5m at 2.23% Cu eq (1.75% Cu, 0.102% Sn, 6.6 g/t Ag) from 63m
- LRD-05 intersected
 - 29.5m at 1.29% Cu eq (0.92% Cu, 0.08% Sn, 4.7 g/t Ag) from 7.5m, including
 - 21m at 1.55% Cu eq (1.19% Cu, 0.069% Sn, 5.8g/t Ag) from 16m, including
 - 11m at 2.60% Cu eq (>1% Cu or 0.5% Sn) combined thickness

Results for drill holes LRD06, LRD07 and LRD08 were reported in May, 2020 with the following highlights:

- LRD-06 intersected
 - 20m at 0.90% Cu eq (0.55% Cu, 0.087% Sn, 2.6 g/t Ag) from 83m down hole, including
 - 10m @ 1.37% Cu eq 0.81% Cu, 0.15% Sn, 3.6 g/t Ag) from 87m, and
 - 1m at 1.68 g/t Au from 172m
- LRD-07 intersected
 - 35.6m at 0.73% Cu eq (0.46% Cu, 0.056% Sn, 2.7 g/t Ag) from 40m, including
 - 11m at 1.19% Cu eq (0.78% Cu, 0.098% Sn, 3.6 g/t Ag) from 50m
- LRD-08 intersected
 - 3m at 1.36% Cu eq (1.03% Cu, 0.012% Sn, 14.6 g/t Ag) from 14m; and
 - 9.5m at 0.90% Cu eq (0.58% Cu, 0.066% Sn, 3.7g/t Ag) from 74m, including
 - 4.4m at 1.41% Cu eq (0.95% Cu, 0.98% Sn, 5.6 g/t Ag) from 77.1m; and
 - 11m at 0.72% Cu eq (0.36% Cu, 0.56% Sn, 3.8 g/t Ag) from 135m, including
 - 3m at 1.16% Cu eq (0.63% Cu, 0.11% Pb, 0.21% Zn, 0.064% Sn, 7.6 g/t Ag) from 139m

Each of the follow-up drill holes confirmed copper mineralization at shallow depths, including stock work, semi-massive and locally massive style chalcopyrite-pyrite, with locally appreciable levels of tin and silver, and elevated zinc, lead, cobalt and gold associated with strong chlorite alteration. All the drill holes ended in a wide zone, tens of meters thick, of mainly pyritic stock work style mineralization with bands of banded massive pyrite and local chalcopyrite.

Downhole EM in holes LRD- 02 to LRD-08 showed an upper conductor in two-parts over approximately 550-by-300 meters and dipping approximately 30° North. Downhole EM in hole LRD-08 also highlights a deeper, north-dipping conductor, approximately 450 x 300 meters, that extends the off-hole conductor previously detected beneath hole LRD-01.

The upper conductor is coincident with the high-grade copper intervals reported in holes LRD- 02 to LRD-05. Only drill hole LRD-08 had intersected the deeper conductor with most of the conductor remaining untested and open to the East and down-dip beneath hole LRD-01. Hole LRD-08 also indicates a potential third copper horizon approximately 60 meters stratigraphically above the upper conductor.

Phase 3 drill program commenced in August 2020, to test extensions of the La Romana target , including a combination of pattern drilling to define the geometry of the mineralization in the west, and wider step out drilling to the east testing a large down hole electromagnetic conductor anomaly. Copper mineralization was observed in each drill hole, including massive chalcopyrite in the easternmost step out drill holes coincident with the down-hole EM conductor. An IP geophysics survey was also completed and showed a large and very strong anomaly over approximately 1.4 km strike length, expanding the drill target area several hundred meters to the south and east.

Results for the first drill holes LRD-09 to LRD-15 from the Phase 3 drill program were reported on November 2, 2020 with the following highlights:

- LRD10 intersected 17.7m at 0.75% CuEq² (0.59% Cu, 0.029% Sn, 2.6g/t Ag) from 65.4m, including;
 - 7.2m at 1.4% CuEq (1.1% Cu, 0.058 % Sn, 4.7 g/t Ag) from 65.4m, and
 - 1m at 4.14% CuEq (3.56% Cu, 0.097% Sn, 13.3g/t Ag, 0.03g/t Au, 0.02% Co) from 150m
- LRD11 intersected 29.1m at 0.85% CuEq (0.56% Cu, 0.071% Sn, 2.7 g/t Ag) from 12.9m, including;
 - 15.4m at 1.17% CuEq (0.73% Cu, 0.12% Sn, 3.4 g/t Ag) from 23m
- LRD12 intersected 28.8m at 0.84% CuEq (0.60% Cu, 0.053% Sn, 3.1 g/t Ag) from 14m, including;
 - 15m at 1.07% CuEq (0.75% Cu, 0.073% Sn, 3.7g/t Ag) from 15.4m, and
 - 1.1m at 1.44% CuEq (1.16% Cu, 0.029% Sn, 9.8g/t Ag, 0.037g/t Au) from 85.6m
- LRD14 intersected 47.7m at 0.43% CuEq (0.35% Cu, 1.6g/t Ag, 0.013g/t Au) from 223.2m, including;
 - 6.2m at 1.76% CuEq (1.6% Cu, 0.017% Co, 4.1g/t Ag, 0.02g/t Au) from 223.2m, including;
 - 0.5m at 16.47% CuEq massive sulphide (15.1% Cu, 0.14% Co, 38g/t Ag, 0.14g/t Au, 0.02% Sn) from 224.2m
- LRD15 intersected 32.8m at 0.75% CuEq (0.64% Cu, 1.8g/t Ag, 0.015g/t Au, 0.010% Co) from 226m, including;
 - 7m at 2.58% CuEq (2.31% Cu, 4.9g/t Ag, 0.036g/t Au, 0.031% Co) from 226m, including;
 - 1.1m at 15.8% CuEq massive sulphide (14.25% Cu, 0.18% Co, 29.8g/t Ag, 0.20g/t Au, 0.014% Sn) from 226m

Wide intervals of mainly stock work-style copper mineralization, including intervals of high-grade copper were intersected in holes LRD10 to LRD-13, establishing continuity of the near surface copper mineralization along strike from previous hole LRD05 (20.1m at 1.52% CuEq). Drill holes LRD14 and LRD15 testing a large down-hole electromagnetic (DHEM) conductor intersected high density (specific gravity approx. 3.8 g/cm³) massive chalcopyrite and confirmed very high copper grades (up to 15.1% Cu) near the top of a broad lower grade sulphide stock work zone.

² Copper Equivalent (CuEq): Metal prices used: Copper US\$6,200 per tonne, Silver USD22.50 per ounce, Gold US\$1,500 per ounce, Cobalt US\$32,800 per tonne and Tin US\$18,000 per tonne. The copper equivalent (Cu eq) values are for exploration purposes only and include no assumptions for metal recovery

Results for drill holes LRD-16 to LRD-18 from the Phase 3 drill program were reported on December 7, 2020 with the following highlights:

- LRD16 intersected 10m at 1.02% CuEq (0.75% Cu, 0.063% Sn, 3.4g/t Ag) from 99m, including;
 - 4.5m at 1.66% CuEq (1.3% Cu, 0.051 % Sn, 5.2 g/t Ag) from 105m, and
 - 2.5m at 2.5% CuEq (2.1% Cu, 0.086% Sn, 8 g/t Ag) from 107m
- LRD17 intersected 24.4m at 1.03% CuEq (0.74% Cu, 0.066% Sn, 3.7 g/t Ag) from 91.6m, including;
 - 11.5m at 1.57% CuEq (1.24% Cu, 0.069% Sn, 5.5 g/t Ag) from 94m
 - 7.2m at 2.05% CuEq (1.65% Cu, 0.082% Sn, 6.9g/t Ag) from 96.3m
 - 3m at 3.41% CuEq (2.79% Cu, 0.14% Sn, 10.5g/t Ag) from 96.3m
 - 1.0m at 2.18% CuEq (0.55% Cu, 0.52% Sn, 4.6 g/t Ag) from 113m
- LRD18 intersected 21.6m at 1.02% CuEq (0.62% Cu, 0.11% Sn, 3.2 g/t Ag) from 93.4m, including;
 - 5.8m at 1.42% CuEq (1.13% Cu, 0.053% Sn, 5.3g/t Ag) from 99m
 - 1.7m at 3.02% CuEq (2.42% Cu, 0.12% Sn, 10.9g/t Ag) from 103.1m
 - 6.0m at 1.39% CuEq (0.58% Cu, 0.26% Sn, 2.5g/t Ag) from 109m
 - 2.0m at 2.98% CuEq (1.04% Cu, 0.63% Sn, 4.5g/t Ag) from 113m

These drill results showed continuity of a thick zone of high-grade copper, tin and silver mineralization both down-dip and along strike in the west. Potential continuation of the copper mineralization in several directions is indicated by down-hole electromagnetic (DHEM) conductor and IP chargeability anomalies.

Results for drill holes LRD-19 to LRD-23 from the Phase 3 drill program were reported on January 6, 2021 and showed strong copper mineralization in all three holes with the following highlights:

- LRD19 intersected 15m at 1.44% CuEq (1.29 % Cu, 134ppm Co, 3.0g/t Ag) from 233m, including;
 - 10m at 2.1% CuEq (1.90% Cu, 185ppm Co, 4.5 g/t Ag) from 234m
 - 1.75m at 6.41% CuEq (5.84% Cu, 462ppm Co, 15.6 g/t Ag, 0.11g/t Au) from 236.25m
- LRD20 intersected 26.5m at 1.29% CuEq (0.91% Cu, 0.11% Sn, 2.3 g/t Ag) from 18.5m, including;
 - 11m at 2.31% CuEq (1.61% Cu, 0.21% Sn, 3.5 g/t Ag) from 28m
- LRD23 intersected 23m at 0.60% CuEq (0.50% Cu, 0.01% Sn, 2.6 g/t Ag) from 87m, including
 - 7m at 1.45% CuEq (1.29% Cu, 0.01% Sn, 5.9g/t Ag) from 87m
 - 2.0m at 4.28% CuEq (3.86% Cu, 0.02% Sn, 17.6g/t Ag) from 92m

The drill results extended the near surface, high-grade copper, tin and silver mineralization in the west and is open both down-dip and along strike. Hole LRD19 in the east showed increasing grade and thickness down-dip associated with very high-grade massive chalcopyrite. The mineralization remains open in most directions.

On January 27, 2021, the Company announced commencement of the Phase 4 drill program, including a planned 20 drill holes for an estimated total of 4,500m of drilling. The phase 4 drill program is aimed at extending the copper mineralization at La Romana in all directions.

Results for drill holes for LRD21, LRD22, LRD24, LRD25 and LRD27 from the Phase 3 drill program were reported on February 23, 2021 with the following highlights:

- LRD22 intersected 18.0m at 1.0% CuEq (0.87% Cu, 2.6 g/t Ag, 0.02g/t Au) from 259m, including;
 - 6m at 2.44% CuEq (2.19% Cu, 0.02% Co, 5.7 g/t Ag, 0.03g/t Au) from 259m;
 - 0.43m at 18.7% CuEq (17.05% Cu, 0.16% Co, 42.7g/t Ag, 0.22g/t Au) from 260.8m
- LRD24 intersected 50.1m at 0.50% CuEq (0.35% Cu, 2.1g/t Ag, 0.03% Sn) from 15.5m and an additional 25.9m at 0.41% CuEq (0.25% Cu, 1.5g/t Ag, 0.03% Sn) from 77.5m, including;
 - 30.0m at 0.64% CuEq (0.45% Cu, 2.6g/t Ag, 0.04% Sn) from 26m;
 - 7m at 1.18% CuEq (0.83% Cu, 4.4g/t Ag, 0.08% Sn) from 26m
 - 1.5m at 1.12% CuEq (0.82% Cu, 3.4g/t Ag, 0.07% Sn) from 54.5m
- LRD25 intersected 67.5m at 0.54% CuEq (0.34% Cu, 3.0 g/t Ag, 0.04% Sn) from 0.5m, including;
 - 37.25m at 0.73% CuEq (0.46% Cu, 3.2g/t Ag, 0.06% Sn) from 26.7m
 - 1.1m at 1.42% CuEq (1.14% Cu, 13.8g/t Ag, 0.02% Sn) from 48.2m
 - 10.35m at 1.23% CuEq (0.67% Cu, 4.1g/t Ag, 0.16% Sn) from 53.6m
 - 0.2m at 4.77% CuEq (3.45% Cu, 15g/t Ag, 0.35% Sn) from 84.3m
- LRD27 intersected 23.5m at 0.32% CuEq (0.21% Cu, 2.6g/t Ag) from 5.5m followed by 30.2m at 0.85% CuEq (0.62% Cu, 3.7g/t Ag, 0.05% Sn) from 65.8m, including;
 - 10.6m at 1.55% CuEq (1.19% Cu, 6.5g/t Ag, 0.08% Sn) from 65.8m
 - 7m at 2.03% CuEq (1.59% Cu, 8.7g/t Ag, 0.09% Sn) from 65.8m

Results for drill holes for LRD26, LRD28 to LRD37 from the Phase 4 drill program were reported on April 13, 2021 with the following highlights:

- LRD28 intersected 23.2m at 0.57% CuEq (0.49% Cu, 2.4 g/t Ag, 0.02g/t Au) from 45.8m consisting of supergene chalcocite and 0.3m massive chalcopyrite-pyrite interval, including;
 - 7.65m at 1.21% CuEq (1.08% Cu, 4.6 g/t Ag, 0.03g/t Au) from 47.8m;
 - 0.3m at 11.99% CuEq (11.0% Cu, 41.7g/t Ag, 0.19g/t Au, 0.05% Co) and 0.45% Zn, 0.17% Pb from 55.15m
- LRD32 intersected 68m at 0.52% CuEq (0.37% Cu, 0.03% Sn, 2.2g/t Ag, 0.01g/t Au) from 79m, including;
 - 4.0m at 1.42% CuEq (1.26% Cu, 5.3g/t Ag, 0.01g/t Au, 0.011% Co) from 79m, and
 - 40m at 0.64% CuEq (0.44% Cu, 0.044% Sn, 2.7g/t Ag, 0.01g/t Au) from 103m;
 - 10.8m at 1.43% CuEq (1.05% Cu, 0.08% Sn, 6.1g/t Ag, 0.02g/t Au) (>0.5% Cu combined thickness)
- LRD33 intersected 31m at 0.50% CuEq (0.40% Cu, 2.3g/t Ag, 0.021g/t Au) from 79m, including;
 - 13.0m at 0.91% CuEq (0.78% Cu, 3.2g/t Ag, 0.034g/t Au) from 79m;
 - 6.0m at 1.71% CuEq (1.5% Cu, 5.6g/t Ag, 0.06g/t Au) from 86m
- LRD36 intersected 23m at 1.06% Cu equivalent (Eq) (0.56% Cu, 0.13% Sn, 3.9g/t Ag, 0.01g/t Au) from 27m (mixed chalcocite and chalcopyrite), including;
 - 11m at 1.74% CuEq (0.92% Cu, 0.23% Sn, 6.3g/t Ag, 0.016g/t Au) from 33m, including;
 - 3.5m at 3.15% CuEq (1.43% Cu, 0.52% Sn, 9.8g/t Ag, 0.013g/t Au) from 39m

- LRD37 intersected 20.5m at 0.80% CuEq (0.55% Cu, 0.046% Sn, 5.0g/t Ag, 0.012g/t Au) from 69m, including;
 - 2.4m at 1.27% CuEq (0.94% Cu, 0.015% Sn, 14g/t Ag, 0.04g/t Au, 0.015% Co) and 0.37% Pb, 0.73% Zn from 73m, and
 - 8.55m at 1.22% CuEq (0.81% Cu, 0.09% Sn, 6.2g/t Ag, 0.02g/t Au) from 78.45m

The results show the high-grade near surface copper mineralization continues to the east for a strike length of approx. 700m and remains open along strike, down-dip and up-dip. Of additional significance is the confirmation of both oxide copper and supergene chalcocite in several of the new drill holes over thicknesses not previously intersected at La Romana, including down to approx. 68m depth in hole LRD35. The new results expand the target along strike and to the south, including potential for oxide copper and supergene enrichment style mineralization.

Results for drill holes for LRD38 to LRD40 and LRD42 from the Phase 4 drill program were reported on May 19, 2021 with the following highlights:

- LRD39 intersected 16m at 0.87% CuEq (0.60% Cu, 0.052% Sn, 4.6 g/t Ag, 0.02 g/t Au) from 38m, including;
 - 10m at 1.25% CuEq (0.84% Cu, 0.07% Sn, 6.5 g/t Ag, 0.02 g/t Au, 0.013% Co) from 44m;
- LRD40 intersected 52.6m at 1.0% CuEq (0.76% Cu, 0.05% Sn, 3.8 g/t Ag, 0.01 g/t Au) from 42.4m, including;
 - 26.6m at 1.39% CuEq (1.13% Cu, 0.05% Sn, 5.0 g/t Ag, 0.01 g/t Au) from 44m;

The results highlight exceptional thickness, including a wide high grade zone, near to surface in hole LRD40 and shows the mineralization extends over 700m of strike and remains wide open in several directions. Supergene enrichment style mineralization is also present in several drill holes.

Results for drill holes for LRD43 to LRD47, LRD50, LRD52, LRD55 and LRD58 from the Phase 4 drill program were reported on July 6, 2021 with the following highlights:

- LRD45 intersected 30m at 1.0% CuEq (0.50% Cu, 0.14% Sn, 2.1 g/t Ag, 0.01 g/t Au) from 19.5m, including;
 - 14.4m at 1.7% CuEq (0.83% Cu, 0.27% Sn, 3.2 g/t Ag, 0.011 g/t Au) from 23.1m;
- LRD55 intersected 46.5m at 0.73% CuEq (0.50% Cu, 0.05% Sn, 3.0 g/t Ag, 0.01 g/t Au) from 33m, including;
 - 7.35m at 1.37% CuEq (1.06% Cu, 0.06% Sn, 5.0 g/t Ag, 0.012% Co) from 42m, and
 - 4m at 1.29% CuEq (0.93% Cu, 0.08% Sn, 5g/t Ag, 0.012% Co) from 56m
- LRD58 intersected 14.7m at 1.38% CuEq (1.24% Cu, 5.8 g/t Ag, 0.03g/t Au) from 33.6m, including;
 - 7.65m at 2.38% CuEq (2.17% Cu, 10.0 g/t Ag, 0.04 g/t Au)

The results highlight additional near surface high grade mineralization, including additional supergene enrichment style mineralization in LRD58. The mineralization was extended to more than 800m strike length and remains open in several directions with results for more than 21 completed drill holes pending.

Al Andalus

In November 2019, the Company, through its subsidiary Minera Sabina S.L., announced it had entered into an agreement with Strategic Minerals Spain, S.L. to acquire all rights to the Al Andalus Investigation Permit (the "Al Andalus Property"), covering an area of approximately 3,367 hectares adjacent to the Company's Escacena Project. Al Andalus will form part of the companies Escacena Project exploration program.

The Al Andalus Property is highly prospective and remains mostly unexplored since the mid-1980's, which includes:

- potential eastern extensions to Company's La Romana target;
- the historical mining areas of El Pozo and La Zarcita, and several un-tested gravity targets;
- the La Jarosa prospect where drill hole PJ-2 by Exxon in 1995/6 intersected 9.5m at 1.42% Cu (semi-massive sulphide)

The terms of the agreement with Strategic Minerals included a total purchase price of €300,000, consisting of an initial payment of €275,000 and a final payment of €25,000 not more than six months after the signing date. The purchase is not subject to a royalty and is not dilutive of the Company's share capital. The Al Andalus Property is an advanced exploration permit application and currently in the public information and consultation stage.

On April 29, 2020, the Company completed the final payment to Strategic Minerals and acquired all rights to the Al Andalus property. Commencement of exploration in Al Andalus is pending granting of the mineral rights.

OUTLOOK

The primary goal of the Company's exploration program is to discover and develop new mineral resources.

The Company has an active exploration program underway on the Aguilas Project, where results indicate IOCG and polymetallic (Cu, Pb, Zn, Ag) vein and breccia styles of mineralization. Geochemical sampling is underway in the Aguilas Project with potential to resume drilling in the final quarter of 2021.

Exploration on the Escacena Property includes an expanded geophysics and drilling program in 2021, primarily focused on the La Romana target. The results indicate a new discovery of a potentially significant copper deposit with associated tin, silver and lesser cobalt and gold at La Romana with work now aimed at further delineating the dimensions and geometry of the copper mineralization.

Exploration will commence in the Al Andalus mineral right once the Investigation Permit is granted. Granting of the Investigation Permit is anticipated before the year end 2021.

The Company manages the Aguilas Project through its Spanish subsidiary, Minera Aguila S.L.U., with a total area covering approximately 16,366 hectares, including granted mineral rights and mineral rights under application. The Company now completed all its obligations to earn 100% equity interest in Minera Aguilas S.L.U. and all mineral rights included in the Aguilas Project. At the Escacena Project, the Company replaced the LOI with Evalam with a definitive agreement, which provides Pan Global an option to acquire 100% of the Escacena Investigation Permit in Spain. Early transfer Escacena mineral rights to Pan Global was completed during the previous quarter, whilst all other obligations under the purchase agreement will continue.

The Company continues to review other exploration opportunities.

In March 2020, the World Health Organization declared coronavirus 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. Therefore, there is uncertainty that may cast doubt on the Company's ability to continue as a going concern.

PAN GLOBAL RESOURCES INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE SIX MONTHS ENDED JULY 31, 2021
(Expressed in Canadian dollars)

SUMMARY OF QUARTERLY RESULTS

The results for the quarters shown below are consistent with a return to exploration activity resulting from the Company's new focus and projects in Spain. Prior quarters were consistent with minimal exploration activities as the Company sought a new project. Regulatory, legal, accounting and audit expenses were kept to a minimum.

	July 31, 2021	April 30 2021	January 31, 2021	October 31, 2020
Exploration expenditures	\$ 1,698,099	\$ 1,385,333	\$ 922,255	\$ 940,689
Net income (loss) for the period ⁽¹⁾	(2,073,918)	(1,484,534)	(1,187,999)	(1,105,357)
Earnings (loss) per share - basic and diluted	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)

	July 31, 2020	April 30, 2020	January 31, 2020	October 31, 2019
Exploration expenditures	\$ 265,664	\$ 483,745	\$ 398,506	\$ 491,188
Net income (loss) for the period ⁽¹⁾	(1,667,600)	(580,546)	(529,319)	(518,206)
Earnings (loss) per share - basic and diluted	\$ (0.01)	\$ (0.01)	\$ (0.00)	\$ (0.00)

⁽¹⁾ Attributable to equity holders of the Company

RESULTS OF OPERATIONS

For the three months ended July 31, 2021

The net loss for the three months ended July 31, 2021 was \$2,073,918 compared to \$1,672,399 for the comparative period. The loss for the quarter is primarily comprised of \$1,698,099 of exploration expenditures related to the Aguilas and Escacena Projects and \$202,746 of general and administrative expenses. During the comparative period, net loss was primarily due to \$265,664 of exploration expenditures related to the Aguilas and Escacena Projects and \$1,447,165 of general and administrative expenses, which included share-based payment of \$1,273,845.

For the six months ended July 31, 2021

The net loss for the six months ended July 31, 2021 was \$3,558,452 compared to \$2,259,680 for the comparative period. The loss for the period is primarily comprised of \$3,083,432 of exploration expenditures related to the Aguilas and Escacena Projects and \$344,487 of general and administrative expenses. During the comparative period, net loss was primarily due to \$749,409 of exploration expenditures related to the Aguilas and Escacena Projects and \$1,589,109 of general and administrative expenses, which included share-based payment of \$1,273,845.

LIQUIDITY AND CAPITAL RESOURCES

Operating Activities

For the six months ended July 31, 2021, the Company used \$3,180,530 its operating activities, primarily related to its exploration expenditures on its Aguilas and Escacena Projects and a net change in non-cash working capital items of \$381,755.

Investing Activities

For the six months ended July 31, 2021, the Company received \$12,190 from its investing activities, related to the interest earned on cash deposit held at a Canadian bank.

Financing Activities

For the six months ended July 31, 2021, the Company received \$14,950,230 from an underwritten private placement financing, partially offset by share issue costs of \$1,103,049 paid. In addition, the Company received \$8,990 and \$2,324,289 from exercise of stock options and share purchase warrants, respectively. Finally, the Company paid \$5,838 towards its lease liabilities.

Requirement of Additional Equity Financing

The Company has relied entirely on equity financings for all funds raised to date for its operations. Additional funds will be needed in the future to facilitate the Company's business plans and any future potential property acquisitions. Capital markets may not be receptive to offerings of new equity, whether by way of private placements or public offerings. This may be further complicated by the limited liquidity for the Company's shares, restricting access to some institutional investors. The Company's growth and success is dependent on external sources of financing which may not be available on acceptable terms.

RELATED PARTY TRANSACTIONS

Key management positions are filled by directors and officers of the Company. The terms of conditions of the transactions with key management personnel were no more favorable than those available, or which might reasonably be expected to be available, on similar transactions with non-related entities on an arm's length basis.

The aggregate value of transactions and outstanding balances relating to directors and key management personnel, including the President & Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO"), and Corporate Secretary and entities over which they have control or significant influence were as follows:

For the six months ended July 31, 2021	Fees or salaries	Share-based compensation	Total
President & CEO	\$ 120,000	\$ -	\$ 120,000
Corporate Secretary	51,990	-	51,990
CFO	12,000	-	12,000
Directors	43,000	-	43,000
	\$ 226,990	\$ -	\$ 226,990

For the six months ended July 31, 2020	Fees or salaries	Share-based compensation	Total
President & CEO	\$ 120,000	\$ 242,637	\$ 362,637
Corporate Secretary	45,540	30,330	75,870
CFO	12,000	15,165	27,165
Directors	52,000	879,560	931,560
	\$ 229,540	\$ 1,167,692	\$ 1,397,232

As at July 31, 2021, included in accounts payable and accrued liabilities is \$23,500 (January 31, 2021 - \$15,500) owing to the related parties as follows: \$16,000 (January 31, 2021 - \$12,000) to the CFO and \$7,500 (January 31, 2021 - \$3,500) to the Corporate Secretary of the Company.

FINANCIAL INSTRUMENTS, RISK AND CAPITAL MANAGEMENT

The Company classified its financial instruments as follows:

	July 31, 2021	January 31, 2021
Financial assets - amortized cost:		
Cash	\$ 16,903,572	\$ 3,897,290
Financial liabilities - amortized cost		
Accounts payable and accrued liabilities	\$ 1,140,551	\$ 484,456

Fair Value

Financial instruments recorded at fair value on the consolidated statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- a) Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
- b) Level 2 - Inputs other than quoted prices that are observable for assets or liabilities, either directly or indirectly; and
- c) Level 3 - Inputs for assets and liabilities that are not based on observable market data.

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value. The carrying value of cash and accounts payable and accrued liabilities approximated their fair value because of the short-term nature of these instruments. The carrying value of lease liabilities approximated its fair value as the interest rate is comparable to current interest rates.

Financial Instrument Risk Exposure and Risk Management

The Company's capital includes share capital and the cumulative deficit. The Company's objectives when managing capital are to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. The Company may issue new shares in order to meet its financial obligations. There was no change in the Company's approach to managing capital during the six months ended July 31, 2021. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's activities expose it to a variety of financial risks, market risk (including currency risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the financial performance of the Company. This note presents information about the Company's exposure to each of these risks, the Company's objectives and processes for measuring and managing risk, and the Company's management of capital.

Credit Risk

Credit risk arises from cash and deposits with banks, as well as credit exposure on outstanding receivables and committed transactions. There is no significant concentration of credit risk. The Company's cash deposits are primarily held with a Canadian chartered bank. The Company has minimal accounts receivable exposure as it relates to amounts due from the governments of Canada and Spain pursuant to goods and services tax credits.

Currency Risk

The Company has identified its functional currency as the Canadian dollar. Certain of the Company's exploration expenditures have been denominated in Euros and United States dollars. The Company's exposure to foreign currency risk arises primarily on fluctuations between the Canadian dollar and those currencies. The Company has not entered into any derivative instruments to manage foreign exchange fluctuations. Management believes the foreign exchange risk related to currency conversions is minimal.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has in place a planning and budgeting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. The Company has historically relied on the issuance of common shares and share purchase warrants to fund exploration programs and will require doing so again in the future.

Interest Rate Risk

As the Company's interest-bearing assets do not have significant interest rates, the Company's income and operating cash flows are not significantly affected by changes in market interest rates.

OFF BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements or obligations that are not disclosed in the condensed interim condensed interim consolidated financial statements.

EVENT AFTER REPORTING DATE

Subsequent to July 31, 2021, the Company granted 3,840,000 stock options to directors, officers, and employees of the Company with an exercise price of \$0.60 per option with an expiry date of August 18, 2031.

RISKS AND UNCERTAINTIES

In addition to the usual risks associated with an investment in an exploration-stage company, management and the directors of the Company believe that, in particular, the following risk factors should be considered. It should be noted that the list is not exhaustive and that other risk factors may apply. An investment in the Company may not be suitable for all investors.

No Assurance of Titles or Borders

The acquisition of the right to exploit mineral properties is a very detailed and time-consuming process. There can be no guarantee that the Company has acquired title to any such surface or mineral rights or that such rights will be obtained in the future. To the extent they are obtained, titles to the Company's surface or mineral properties may be challenged or impugned and title insurance is generally not available. The Company's surface or mineral properties may be subject to prior unregistered agreements, transfers or claims and title may be affected by, among other things, undetected defects. Such third-party claims could have a material adverse impact on the Company's operations.

Competition

The Company will compete with many companies and individuals that have substantially greater financial and technical resources than the Company for the acquisition and development of its projects as well as for the recruitment and retention of qualified employees.

Financing and Share Price Fluctuation Risks

The Company has limited financial resources, has no source of operating cash flow and has no assurance that additional funding will be available to it for further exploration and development of its projects. The Company's ability to secure a new project is dependent upon the Company's ability to obtain financing through equity or debt financing or other means. The securities markets can experience a high degree of price and volume volatility, and the market price of securities of many companies, particularly those considered to be exploration stage companies such as the Company, may experience wide fluctuations in share prices which will not necessarily be related to their operating performance, underlying asset values or prospects. There can be no assurance that these kinds of share price fluctuations will not occur in the future, and if they do occur, how severe the impact may be on the Company's ability to raise additional funds through equity issues.

Mineral Property Exploration and Mining Risks

The business of mineral deposit exploration and extraction involves a high degree of risk. Few properties that are explored ultimately become producing mines. The main operating risks include: ensuring ownership of and access to mineral properties by confirmation that option agreements, claims and leases are in good standing and obtaining permits for drilling and other exploration activities. The Company may earn an interest in certain properties through option agreements and acquisition of title to the properties is only completed when the option conditions have been met.

These conditions generally include making property payments, incurring exploration expenditures on the properties and can include the satisfactory completion of prefeasibility studies. If the Company does not satisfactorily complete these option conditions in the time frame laid out in the option agreements, the Company's title to the related property will not vest and the Company will have to write-off the previously capitalized costs related to that property. The market prices for silver, gold and other metals can be volatile and there is no assurance that a profitable market will exist for a production decision to be made or for the ultimate sale of the metals even if commercial quantities of precious and other metals are discovered.

Insured and Uninsured Risks

In the course of exploration, development and production of mineral properties, the Company is subject to a number of risks and hazards in general, including adverse environmental conditions, operational accidents, labor disputes, unusual or unexpected geological conditions, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods, and earthquakes. Such occurrences could result in the damage to the Company's property or facilities and equipment, personal injury or death, environmental damage to properties of the Company or others, delays, monetary losses and possible legal liability. Although the Company may maintain insurance to protect against certain risks in such amounts as it considers reasonable, its insurance may not cover all the potential risks associated with its operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums or for other reasons. Should such liabilities arise, they could reduce or eliminate future profitability and result in increased costs, have a material adverse effect on the Company's results and a decline in the value of the securities of the Company. Some work is carried out through independent consultants and the Company requires that all consultants carry their own insurance to cover any potential liabilities as a result of their work on a project.

Environmental Risks and Hazards

The activities of the Company are subject to environmental regulations issued and enforced by government agencies. Environmental legislation is evolving in a manner that will require stricter standards and enforcement and involve increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors and employees. There can be no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on properties in which the Company holds interests which are unknown to the Company at present.

Conflicts of Interest

The Company's directors and officers may serve as directors or officers of other companies or have significant shareholdings in other resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. 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. In accordance with the laws of British Columbia, the directors 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.

OUTSTANDING SHARE DATA

As at the date of this MD&A, the Company had 193,734,029 common shares issued and outstanding. There were also 14,751,000 stock options and 17,014,471 share purchase warrants outstanding with expiry dates ranging from December 16, 2021 to August 18, 2031.