MANAGEMENT'S DISCUSSION & ANALYSIS
For the nine months ended March 31, 2021 and 2020

The following discussion is management's assessment and analysis of the results and financial condition of Mexican Gold Mining Corp. (formerly Mexican Gold Corp.) (the "Company" or "Mexican Gold") and should be read in conjunction with the accompanying condensed consolidated interim financial statements and related notes. The financial data was prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") and all figures are reported in Canadian dollars unless otherwise indicated. The effective date of this Management Discussion and Analysis ("MD&A") is May 21, 2021.

This discussion provides management's analysis of the Company's historical financial and operating results and provides estimates of the Company's future financial and operating performance based on information currently available. Actual results will vary from estimates and the variances may be significant. Readers should be aware that historical results are not necessarily indicative of future performance.

Certain information set forth in this MD&A, including management's assessment of the Company's future plans and operations, contains forward-looking statements. By their nature, forward-looking statements are subject to numerous risks and uncertainties, some of which are beyond the Company's control, including the impact of general economic conditions, industry conditions, volatility of commodity prices, currency fluctuations, imprecision of reserve estimates, environmental risks, competition from other industry participants, the lack of availability of qualified personnel or management, stock market volatility and ability to access sufficient capital from internal and external sources. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be inaccurate and, as such, reliance should not be placed on forward-looking statements. The Company's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits, if any, that the Company will derive there from. 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 applicable law.

The scientific and technical geological content and interpretations contained in this report have been reviewed and approved by Mr. Sonny Bernales, P. Geo. a Qualified Person as defined by National Instrument 43-101, Standards of Disclosure for Mineral Projects ("NI 43-101").

Corporate Overview

The Company was incorporated under the Business Corporations Act (Alberta) on October 5, 2006. On January 17, 2011 the Company was continued into the jurisdiction of Ontario and on February 10, 2020, was continued as a British Columbia corporation under the Business Corporations Act in the Province of British Columbia. The address of the Company's registered office is 2500 – 700 West Georgia Street, Vancouver, BC, Canada V7Y 1B3.

The Company is a mineral exploration company engaged in the acquisition, exploration and evaluation of resource properties in Mexico. The Company is in the process of exploring and evaluating its mineral properties and, on the basis of the information to date, has not yet determined whether any of the properties contain economically recoverable reserves. The recovery of expenditures on the mineral properties is dependent upon the existence of economically recoverable mineralization, the Company securing and maintaining title and beneficial interest in the properties, and the ability of the Company to obtain the necessary financing to complete the exploration and development and future profitable production or, alternatively, on the sufficiency of proceeds from disposition.

As of the date of this MD&A and as of March 31, 2021, the Company's Board of Directors consisted of the following: Philip O'Neill, John Anderson, Jay Sujir and Ali Zamani. Additional information relating to the Company is available on SEDAR at www.sedar.com and on the Company's website at www.mexicangold.ca.

Operational Highlights

Exploration Program

On September 27, 2019, the Company announced it would embark on an exploration and drilling program to explore prospective targets at the Las Minas Project. Drilling commenced in mid-October 2019 and was completed in mid-December 2019. The objectives of the diamond drilling program included: the extension of the Cinco Senores zone, infill drilling at El Dorado ("ED"), the testing of a large, blind geophysical anomaly north of the Cinco Senores area ("TEM Anomaly"), and initial drill testing of the Pueblo Nuevo prospect.

On October 10, 2019, the Company announced an updated NI 43-101 resources estimate for the Las Minas project. The resource estimate was prepared by Mine Development Associates ("MDA") of Reno, Nevada, USA. Highlights from the updated resource estimate are:

- The Las Minas project hosts 645,000 ounces of gold equivalent ("AuEq") at an average grade of 3.674 g AuEq/t, in the Indicated category – see table below.
- The Las Minas project hosts 217,000 ounces of AuEq at an average grade of 2.679 g AuEq/t, in the Inferred category – see table below.
- MDA prepared the Las Minas resource estimate based on potential exploitation by underground mining methods and deemed 1.5 g AuEq/t to be the appropriate cut-off grade for the resource. The resource is no longer being analyzed from an open-pit perspective.

The updated resource estimate incorporates the new and higher-grade mineralization discovered in the El Dorado ("ED") Dike Contact ("DC") zone as well as additional tonnage delineated by step-out drilling at the El Dorado and Santa Cruz zones.

The resource estimate was developed using a newer and more refined geological and mineral domain model. MDA chose a cut-off grade based on a potential underground operation.

Las Minas Total Reported Mineral Resources
(cutoff grade of 1.5g AuEq/t)

Class	Tonnes	g Au/t	oz Au	g Ag/t	oz Ag	% Cu	lbs Cu	g AuEq/t	Oz AuEg
Indicated	5,457,000	1.782	313,000	6.5	1,148,000	1.250	150,319,000	3.674	645,000
Inferred	2,514,000	1.252	101,000	5.5	446,000	0.938	51,965,000	2.679	217,000

Note: rounding may cause apparent inconsistencies

CIM Definition Standards were followed for mineral resource estimates. The Las Minas mineral resource estimates were prepared by Mine Development Associates of Reno, Nevada under the supervision of Paul Tietz. Mr. Tietz is a Qualified Person and is independent of the Company as defined by NI 43-101. Mr. Tietz has reviewed and verified the Mineral Resource information in the Company's press release dated October 10, 2019.

The effective date of the mineral resource is September 12, 2019.

The stated resources are fully diluted to 3 m cubed blocks and are tabulated on a AuEq cutoff grade of 1.5 g AuEq/t.

Using the individual metal grades of each block, the AuEq grade is calculated using the following formula:

AuEq/t = g Au/t + (0.0123077 * g Ag/t) + (1.4492753 * %Cu)

This formula is based on prices of US$1,300.00 per ounce gold, US$16.00 per ounce silver, and USD $2.75 per pound copper. Metal recoveries were not included in the equivalency calculation since the metallurgical studies completed to-date indicate just a minor recovery difference. It is reasonably expected that the majority of Inferred mineral resources could be upgraded to the Indicated classification with continued exploration.

On January 21, 2020, the Company provided an update and results from the exploration and drilling announced on September 27, 2019, with the following highlights:

- Discovery of a new, high-grade gold occurrence in a previously unexplored area near the Cinco Senores prospect grading 21.37 g/t Au over 2m and 8.94 g/t Au within the entire 5.2m altered zone.
- Infill drilling at El Dorado returned 2.61 g/t AuEq over 23.0m in hole LM-19-JB-26 and 2.77 g/t AuEq over 6.0m in hole LM-19-JB-27.

Hole ID	From (m)	To (m)	Length (m)	AuEq g/t	Au g/t	Cu %	Est. True Width (m)	Azimuth	Dip
LM-19-JB-26	48	71	23	2.61	0.95	1.30	19.5	30	-45
LM-19-JB-27	83.6	89.6	6	2.77	1.36	1.08	6	0	-90
LM-19-CS-13	123.3	128.5	5.2	N/A	8.94	N/A	N/A	300	-72
including	123.3	125.3	2	N/A	21.37	N/A	N/A		
LM-19-PN-01	66.6	67.3	0.7	N/A	3.23	N/A	0.4	285	-45
LM-19-PN-04	110	110.9	0.9	N/A	2.69	N/A	0.45	278	-45
LM-19-PN-06	18.2	20.1	1.9	N/A	2.71	N/A	0.95	350	-45

Holes LM-19-JB-28, LM-19-LM-03, LM-19-CS-14, LM-19-CS-15, LM-19-PN-02 LM-19-PN-03, and LM-19-PN-05 returned no significant assays.

The AuEq grade was calculated using the following formula: g AuEq/t = g Au/t + (0.012 x g Ag/t) + (1.25 x %Cu)

This formula is based on prices of US$1,500.00 per ounce gold, US$18.00 per ounce silver, and US$2.75 per pound copper. Metal recoveries were not included in the equivalency calculation since the metallurgical studies completed to date indicate a recovery of 89 per cent for gold, 84 per cent for silver and 95 per cent for copper.

The western area of Cinco Senores is entirely overburden covered. Hole LM-19-CS-14 cut mostly intrusive rock with weak to moderate skarn suggesting the hole appears to be within a dike. Hole LM-19-CS-15 began in strong endoskarn which weakened downhole, but carried anomalous gold, silver, and copper values, suggesting the hole was drilled into a dike and away from the mineralized exoskarn known to exist to the north-east.

At El Dorado, wide hole spacing in certain pockets of the known resource presented an opportunity to add ounces to the resource by way of additional drilling to bridge the statistical correlation. The Company had identified three pockets that needed one drill hole each in order to potentially add mineralization at El Dorado.

Two holes, LM-19-JB-26 and LM-19-JB-27, were drilled in the most sparsely sampled portion of the El Dorado zone, which coincided with a limited, relatively weak portion of the resource area. The 2019 holes provided much stronger results than the surrounding holes, providing additional tonnage and showing that there are no consistent zones of weakness within the El Dorado deposit. A third hole (LM-19-JB-28), which targeted an undrilled area of the Dike Contact zone, never penetrated the contact, remaining in contact-related endoskarn with moderate mineralization.

At the TEM Anomaly, hole LM-19-CS-13 tested the southern area of the TEM anomaly. The hole was collared where the El Dorado sill contact was known to have been eroded, suggesting that the TEM anomaly could point to mineralization under the sill. The hole remained in intrusive rock for its entire length. A very strong 21.37 g/t gold intersection at 123.5m is related to quartz veining and silicification with massive magnetite and pyrite veinlets. This mineralization occurs stratigraphically below the El Dorado zone level and contains negligible silver and copper. It may be remobilized from skarn at depth or it may be an analogue of the Pueblo Nuevo gold vein occurrences. Hole LM-19-LM-03 tested the northern portion of the TEM anomaly where the El Dorado zone contact is known to lie at ~200m depth. Below 70m of overburden, the hole cut >100m of endoskarn (and minor dikes) with anomalous gold, silver, and copper values, as is invariably encountered proximal to the mineralized exoskarn in the nearby resource and related prospects. As it is virtually impossible for endoskarn to exist apart from exoskarn, the hole is interpreted to be following the contact of a sub-vertical dike with potentially mineralized exoskarn across the contact.

At Puebloe Nuevo, the first drilling in the long history of mining on concession tested 2 areas: Tamiahua and Dos Rios both of which have extensive historic mining featuring high gold values, coincident with strong topographic lineaments suggesting the presence of cross structure. Although drilling encountered several gold-bearing veins, the vein intersections lacked the high gold grades and the concentrations of base-metal sulphides that had been sampled extensively on surface.

On April 1, 2020, the Mexican federal government mandated that all non-essential businesses, including mining, temporarily suspend operations due to the COVID-19 virus.

On May 25, 2020, the Company announced that upon COVID-19 direction from the Mexican federal government and the state of Veracruz, and through consultations with the municipality of Las Minas, it would commence operations at the Las Minas project in July of 2020 with the goal of having all the inputs for a preliminary economic assessment study (“PEA”). The work would include a 3000-metre drill program, resource expansion drilling at El Dorado and Santa Cruz, upgrading of inferred resource tonnage to the indicated tonnage category, a comprehensive metallurgical study, an environmental baseline study, a LiDAR survey, and exploration drilling to follow-up the new gold discovery at the Cinco Senores target and first-pass drilling at the Changarro target.

On June 9, 2020, the Company announced the commencement of field work at Las Minas. With permission from the Municipality of Las Minas, Consultoria y Tecnologia Ambiental (“CTA”) began an environmental baseline study at the Las Minas project for inclusion in Mexican Gold's preliminary economic assessment study. Further, the Company announced it engaged Kluane Drilling (“KDL”) to commence a +3,000-metre drill program at Las Minas in early July.

On July 7, 2020, Mexican Gold announced the commencement of drilling at las Minas with an increased 10,000-metre program to test all targets at las Minas. The Company further announced that Consultoria y Tecnologia Ambiental completed the fieldwork portion for the environmental baseline study at the Las Minas project.

The surface water study included sampling nearby rivers and creeks to analyze concentrations of metals and mercury (total and dissolved) and other inorganic parameters (chlorides, pH, color, sulphates, hardness, dissolved oxygen, total suspended solids and conductivity). The flora and fauna study included observations along transects in the project area of influence to identify species of herpetofauna, birds and flora, including possible protected species from these three groups.

On September 15, 2020, the Company provided initial drill results from its 2020 drill program with the following highlights:

- Step-outs of between 90m and 135m carry the El Dorado zone further west over a 450m length. Assays include 10m of 3.93 g/t AuEq in hole LM-20-JB-29 and 19m of 2.15 g/t AuEq in hole LM-20-JB-33
- The El Dorado resource has tentatively been opened to the south with holes LM-20-ED-60 at 30.4m of 4.00 g/t AuEq and LM-20-JB-30 at 16m of 3.01 g/t AuEq
- A 200m gap between the north-east El Dorado zone and the historic mining area of Las Boquillas has been infilled with hole LM-20-LB-02 at 5m of 7.70 g/t AuEq
- The existence of an ore shoot at the East Dike Contact has been confirmed with LM-20-ED-57 at 53.9m of 1.58 g/t AuEq

Drill Results Table

Hole ID	From (m)	To (m)	Length (m)	AuEq g/t	Au g/t	Cu %	Est. True Width (m)	Azimuth	Dip
LM-20-ED-55	40	42	2	3.63	3.57	0.66	1.7	45	-60
and	62	70	8	0.95	0.85	0.63	6.8		
and	84	84.45	0.45	2.35	1.31	0.95	0.4		
LM-20-ED-57	24.2	26.2	2	2.07	1.28	0.51	1.5	85	-50
and	54.4	108.3	53.9	1.58	0.58	0.65	41.3		
including	54.4	62.4	8	1.79	0.85	0.63	6.1		
and	78.3	108.3	30	2.21	0.76	0.95	23		
including	94.2	108.3	14.1	3.17	0.93	1.45	10.8		
LM-20-ED-59	152	156	4	2.98	1.82	0.76	3.1	68	-50
and	207.9	211.7	3.8	1.94	1.26	0.46	2.9		
LM-20-ED-60	0	2.9	2.9	2.32	1.52	0.5	2.8	68	-75
and	106.9	137.3	30.4	4.00	2.41	1.09	29.4		
including	112.9	137.3	24.4	4.79	2.87	1.29	23.6		
including	133.3	139.3	6	9.63	7.68	1.33	5.8		
LM-20-ED-61	5	14	9	2.64	2.03	0.39	8.2	180	-65
and	109.5	113.5	4	1.91	1	0.6	3.6		
LM-20-JB-29	152.2	162.2	10	3.93	1.91	1.33	7.7	280	-50
LM-20-JB-30	100.7	116.7	16	3.01	1.61	0.91	15	180	-70

Hole ID	From (m)	To (m)	Length (m)	AuEq g/t	Au g/t	Cu %	Est. True Width (m)	Azimuth	Dip
including	100.7	106.7	6	4.86	2.75	1.35	5.6		
LM-20-LB-01	80.4	82.4	2	2.67	1.45	0.81	1.4	130	-45
LM-20-LB-02	20.7	22.7	2	5.58	1.38	2.74	1.5	190	-48
and	90.9	95.9	5	7.70	7.4	0.19	3.7		
LM-20-JB-31	163	175.6	12.6	1.98	0.67	0.85	8.9	260	-45
including	167.6	175.6	8	2.56	0.93	1.13	5.7		
LM-20-JB-32	158.25	162.25	4	3.04	1.16	1.24	3.3	220	-55
LM-20-JB-33	95.9	114.9	19	2.15	0.93	0.8	16.5	260	-60
including	95.9	102.9	7	3.63	1.53	1.38	6.1		
and	108.9	114.9	6	2.14	1.06	0.8	5.2		
LM-20-CS-16	74.2	75.2	1	1.33	1.14	0.1	N/A	300	-65

Holes LM-20-ED-56, LM-20-ED-58, LM-20-CS-17, and LM-20-CS-18 returned no significant assays.

The AuEq grade was calculated using the following formula:

g AuEq/t = g Au/t + (0.0123077 x g Ag/t) + (1.4492753 x %Cu)

This formula is based on prices of US$1,300.00 per ounce gold, US$16.00 per ounce silver, and US$2.75 per pound copper. Metal recoveries were not included in the equivalency calculation since the metallurgical studies completed to date indicate a recovery of 89 per cent for gold, 84 per cent for silver and 95 per cent for copper.

The West Dike Contact (“WDC”) zone has significant room for expansion. Hole LM-20-ED-55 was abandoned short of the target due to technical problems but will be re-drilled.

The East Dike Contact (“EDC”) zone has so far not been included in resource modelling due to sparse drilling. The 2020 program aims to establish and expand the EDC, with several more holes upcoming. LM-20-ED-57 confirmed indications that a strong ore shoot exists on the east contact, intersecting 53.9m of 1.58 g/t AuEq. LM-20-ED-59 at 4m of 2.98 g/t AuEq was a 50m step-out aimed at the ore shoot but hit above it on an inflection, confirming that the EDC zone has at least 40m height extent. Holes LM-20-ED-56 & 58 encountered irregularities in the contact and drilled into the dike.

The south El Dorado zone area has tentatively been open for resource expansion. One further hole has been drilled (assays pending) and several more holes are planned. LM-20-ED-60 at 30.4m of 4.00 g/t AuEq infilled an 80m gap in the layout. LM-20-ED-61 at 9m of 2.64 g/t AuEq filled a 110m embayment in the ED zone. LM-20-JB-30 at 16m of 3.01 g/t AuEq filled a 125m embayment in the ED zone.

The entire western side of the El Dorado zone has been open for expansion, subject to overcoming terrain challenges. Drilling detailed in this news release has appended a 450m long strip 90 to 135 m wide to the ED zone. Further drilling has already been completed (assays pending) and further holes are scheduled. LM-20-JB-29 at 10m of 3.93 g/t AuEq is a 135m step-out. LM-20-JB-31 at 12.6m of 1.95 g/t Au Eq is a 100m step-out. LM-20-JB-33 at 19m of 2.15 g/t AuEq is a step-out 120m to the north-west of the limit of the current resource, which potentially brings earlier, outlying drill intersections up to 200m north into the model. LM-20-JB-32 at 4m of 3.04 g/t Au Eq is an infill hole for JB-31.

There is a 200m gap in drilling between the historic, high-grade mines at Las Boquillas and the north-east limit of the current resource. This area had not been tested until now due to terrain challenges. There are more holes planned for 2020 which will attempt to infill this 200m X 300m open space. LM-20-LB-01 at 2m of 2.67 g/t AuEq did not fully clear a local dike, which affected the ED zone in this hole. LM-20-LB-02 at 5m of 7.70 g/t AuEq and 2m of 5.58 g/t Au Eq is a 125m step-out north of the current resource.

The 3 holes drilled in the Cinco Senores area were follow-ups to a gold discovery made in late 2019 on a blind geophysical target. The form and orientation of the Au-bearing zone was unknown. It appears that the zone may have been intersected in hole LM-20-CS-16. Further drilling is scheduled on this occurrence.

On November 9, 2020, the Company provided drill results from its 2020 drill program with the following highlights:

- Hole LM-20-ED-69 intersected 32m of 4.56 g/t AuEq and 13m of 6.39 g/t AuEq. This hole increased the width of the West Dike Contact zone ore shoot by 150% at the south end.
- Hole LM-20-ED-66 intersected 12m of 4.86 g/t AuEq and 24m of 2.48 g/t AuEq. This hole increased the width of the main WDC ore shoot by 100% at the north end and connected the El Dorado lower zone to the WDC zone.
- Drilling on the upper WDC zone yielded 10m of 10.98 g/t AuEq in hole LM-20-ED-71 and 4.5m of 9.35 g/t AuEq (within 21.7m of 2.88 g/t AuEq) in hole LM-20-ED-64, 55m and 40m above the ED zone.

- Hole LM-20-ED-73 (assays pending) has intersected the East Dike Contact zone ore shoot 175m to the south-east of the previous intersection.

Drill Results Table

Hole ID	From (m)	To (m)	Length (m)	AuEq g/t	Au g/t	Cu %	Est. True Width (m)	Azimuth	Dip
LM-20-ED-62	122.7	128.7	6	2.23	1.41	0.55	4.6	125	-50
LM-20-ED-63	91.5	93.5	2	3.18	2.1	0.69	1.4	160	-45
and	168.4	170.4	2	5.08	5.07	0	1.4		
LM-20-ED-64	84.3	106	21.7	2.88	1.21	1.1	15.3	93	-45
including	98	102.5	4.5	9.35	3.74	3.76	3.2		
LM-20-ED-65	121	123	2	2.73	2.32	0.21	1.7	106	-58
LM-20-ED-66	150	162	12	6.7	4.86	1.17	8.5	93	-45
and	181	205	24	2.48	1.2	0.85	17.0		
LM-20-ED-67	73.3	75.3	2	1.73	1.33	0.27	1.5	45	-50
LM-20-ED-68	85.6	97.6	12	3.19	1.56	1.03	11.6	135	-75
LM-20-ED-69	95.5	99.5	4	2.41	1.29	0.71	3.6	190	-63
and	175	188	13	6.39	4.38	1.84	11.6		
and	211.6	243.6	32	4.56	2.8	1.12	28.5		
LM-20-ED-70	147.3	157.7	10.4	2.22	1.9	0.36	8	68	-50

Hole ID	From (m)	To (m)	Length (m)	AuEq g/t	Au g/t	Cu %	Est. True Width (m)	Azimuth	Dip
and	182.6	184.6	2	1.77	0.6	0.78	1.5		
LM-20-ED-71	104	114	10	10.98	3.46	5.08	7.4	90	-48
LM-20-JB-35	198.1	204.6	6.5	1.64	0.4	0.83	5.3	287	-55
LM-20-JB-36	190.9	195	4.1	2.69	0.9	1.17	3.2	322	-52
LM-20-JB-37	207.9	208.9	1	2.24	0.94	0.86	0.8	252	-52
LM-20-JB-38	137.6	140	2.4	1.41	0.65	0.51	2.2	280	-65
LM-20-LP-05	56.2	57.7	1.5	2.2	2.15	0.02	1.1	245	-45
LM-20-LP-06	22.7	24	1.3	4.25	3.73	0.31	1	281	-50
LM-20-LP-07	61.2	61	0.5	3.93	3.91	0.01	0.4	264	-48

Holes LM-20-JB-34, LM-20-JB-39, LM-20-LP-01, LM-20-LP-02, LM-20-LP-03, LM-20-LP-04, LM-20-LP-08, LM-20-LP-09, LM-20-CS-19, LM-20-CS-20, and LM-20-CS-21 returned no significant assays.

The AuEq grade was calculated using the following formula:

g AuEq/t = g Au/t + (0.0123077 x g Ag/t) + (1.4492753 x %Cu)

This formula is based on prices of US$1,300.00 per ounce gold, US$16.00 per ounce silver, and US$2.75 per pound copper. Metal recoveries were not included in the equivalency calculation since the metallurgical studies completed to date indicate a recovery of 89 per cent for gold, 84 per cent for silver and 95 per cent for copper.

The dike contact zones at Las Minas consist of mineralization within structures related to sub-vertical diorite-marble contacts, and thickened, enriched ore shoots formed where the DC zones meets the flat-lying El Dorado zone. Each has a distinct mineralization style. The WDC zone ore shoot is notably the richest part of the Las Minas deposits and it was incorrectly thought to be fully defined previous to this drilling. The tabular, vertical portion of the WDC zone south of section 8025N was essentially theoretical, with very little drilling until Q3-Q4 2020.

LM-20-ED-69 intersected 32m of 4.56 g/t AuEq and 13m of 6.39 g/t AuEq. This hole unexpectedly increased the width of the ED zone/southern WDC ore shoot by 150% from 40m to 100m on cross section 7825N. Local geology suggests that this intersection may represent a newly discovered DC type zone and another ore shoot as well.

LM-20-ED-66 intersected 12m of 4.86 g/t AuEq and 24m of 2.48 g/t AuEq. This hole has increased the width of the southern WDC ore shoot by 100%, from 22m to 44m on cross section 7900N, 75m north of LM-20-ED-69. There is space to further increase the width on this section. Additionally, this hole now connects a single previous intersection (referred to as the ED lower zone) to the WDC zone, adding 20 to 45m of depth to it.

Drilling on the southern limb of the WDC vertical zone has yielded 10m of 10.98 g/t AuEq in hole LM-20-ED-71 and 4.5m of 9.35 g/t AuEq (within 21.7m of 2.88 g/t AuEq) in hole LM-20-ED-64. Along with several other intersections, these holes show that the southern WDC zone occupies structures detached from the main dike and continues south for at least 200m. It has now been intersected consistently 55m above and up to 90m above the ED zone.

The EDC has similar morphology to the WDC, with lesser thicknesses and grades. The EDC has so far not been included in resource modelling due to the lack of drilling until Q3-Q4 2020. It has now become clear that there is a curved steepening to the plunge of the EDC ore shoot which caused a few misses and allowed for only one previous intersection (LM-17-ED-43).

LM-20-ED-70 cut the EDC above the ore shoot, intersecting 10.4m of 2.22 g/t AuEq in the EDC and 2m of 1.77 g/t AuEq in the east ED zone.

LM-20-ED-73 (assays pending) intersected closely above the ore shoot with a strong EDC and ED zone. This is 95m SE of LM-20-ED-70 and 175m to the south-east of the closest ore shoot intersection in hole LM-20-ED-57.

The entire western side of the ED zone has been open for expansion, subject to overcoming terrain challenges. Drilling detailed in the news release of September 15, 2020 had appended a 450m long strip 90 to 135 m wide to the ED zone. Further drilling is upcoming.

LM-20-JB-36 (4.1m of 2.69 g/t AuEq) has added a further 40m to the west extension of the ED zone on section 7900N, bringing the total west extension in 2020 to 175m.

LM-20-ED-62, at 6m of 2.23 g/t AuEq, has expanded the ED zone by 65m to the south-west. LM-20-ED-63, a further 70m to the south-west from hole LM-20-ED-62, intersected an atypical gold-rich, copper-leached portion of the ED zone with 2m of 5.07 g/t Au.

On January 21, 2021, the Company provided final drill results from its 2020 drill program with the following highlights:

- Hole LM-20-ED-76 intersected 21m of 9.82 g/t AuEq in the recent El Dorado ("ED") zone extension and 10m of 6.39 g/t AuEq in the West Dike Contact zone. This hole confirmed the increase in width of the WDC zone ore shoot by 150% at the south end.
- Multiple intersections in hole LM-20-ED-81 including 52m of 3.17 g/t and 12m of 4.31 g/t AuEq confirmed a WDC Zone extension of more than 135m by 150m.
- Hole LM-20-ED-73 intersected 28.3m of 2.03 g/t AuEq in the East Dike Contact zone ore shoot 150m to the south-east of the previous intersection.

Drill Results Table

Hole ID	**From (m)**	**To (m)**	**Length (m)**	**AuEq g/t**	**Au g/t**	**Cu %**	**Est. True Width (m)**	**Azimuth**	**Dip**
LM-20-ED-72	60.5	78.5	18	3.38	2.45	0.6	6-8	185	-75
including	60.5	72.5	12	4.64	3.34	0.84	4-5		
LM-20-ED-73	197.1	225.4	28.3	2.03	1.48	0.36	20	80	-55
LM-20-ED-75	143	147	4	2.65	1.78	0.58	3	115	-55
and	157	172	15	2.76	2.42	0.22	11		
and	189	193	4	2.11	1.92	0.12	3		
LM-20-ED-76	139	149	10	2.14	1.23	0.61	7.5	99	-50

Hole ID	From (m)	To (m)	Length (m)	AuEq g/t	Au g/t	Cu %	Est. True Width (m)	Azimuth	Dip
and	179	200	21	9.82	9.32	0.33	16.1		
LM-20-ED-77	110.7	120.7	10	3.52	2.09	0.96	uncertain	90.5	-53
LM-20-ED-78	141	143	2	2.09	1.85	0.32	1.5	88	-55
and	163	165	2	1.74	1.37	0.24	1.5		
LM-20-ED-79	89	91	2	2.01	1.5	0.31	1.5	95	-55
LM-20-ED-81	96	106	10	2.58	1.72	0.54	uncertain	212	-70
and	128	180	52	3.17	1.5	1.1	uncertain		
including	128	162	34	3.94	1.83	1.4	uncertain		
and	193	205	12	4.31	2.55	1.18	11		
and	224	230	6	1.55	0.89	0.43	5.6		
LM-20-JB-40	130.3	132.3	2	1.69	0.31	0.93	1.9	268	-72
LM-20-JB-41	154.2	162	7.8	1.85	1.05	0.51	5.5	273	-45
LM-20-JB-42	7	15.4	8.4	1.41	1.03	0.22	uncertain	273	-75
and	110	119	9	2.43	0.99	0.94	9		
LM-20-JB-43	60	64	4	2.39	0.6	1.2	4	90	-48
LM-20-JB-44	20.5	34.5	14	2.52	1.08	0.96	14	265	-48
LM-20-JB-45	64.7	74.7	10	1.52	0.54	0.63	9.7	79	-75
including	64.7	66.7	2	5.26	1.7	2.33	2		
LM-20-JB-46	73.2	75	1.8	10.68	3.62	4.63	uncertain	270	-55
and	148.4	152.4	4	4.38	2.31	1.33	3.3		

Holes LM-20-ED-74, LM-20-ED-80, LM-20-LB-03, and LM-20-LB-04 returned no significant assays.

The AuEq grade is calculated using the following formula:

g AuEq/t = g Au/t + (0.0123077 x g Ag/t) + (1.4492753 x %Cu)

This formula is based on prices of US$1,300.00 per ounce gold, US$16.00 per ounce silver, and US$2.75 per pound copper. Metal recoveries were not included in the equivalency calculation since the metallurgical studies completed to date indicate a recovery of 89 per cent for gold, 84 per cent for silver and 95 per cent for copper.

The WDC zone consists of mineralization within 2 sub-parallel structures related to steeply-dipping diorite-marble contacts and the thickened, enriched ore shoots formed where the dike contacts meet the flat-lying El Dorado zone sill contact. Each has a distinct mineralization style. The WDC zone ore shoot is the richest portion of the Las Minas resource, so the recent expansion of this zone is significant. The southern half of the vertical portion of the WDC zone, now defined by multiple intersections, was essentially theoretical until recent drilling.

Holes LM-20-ED-76 (21m of 9.82 g/t AuEq) and LM-20-ED-81 (12m of 4.31 g/t and 8m of 3.34 g/t AuEq) successfully infilled the 100m by 75m expansion of the WDC-ED Zone ore shoot created by recent drilling. These holes also intersected the upper WDC zones above and below these ore shoot intersections.

Drilling on the southern limbs of the WDC vertical zone has and defined an up-dip height of 135 to 170m over 150m of strike:

LM-20-ED-75 cut a composite mineralized zone including 15m of 2.76 g/t AuEq, which has extended the zone 100m to the south.

LM-20-ED-72 (18m of 3.38 g/t AuEq) cut the WDC Zone 135m up-dip from the ED zone top and 215m up-dip from the lowest WDC zone intersection in the area. The true width of the zone here is uncertain (likely 6 to 8m) as the hole was drilled steeply to the zone orientation.

LM-20-ED-81 was also drilled steeply to the zone due to terrain constraints. A nearly continuous 135m of mineralization was encountered which included multiple intersections of the upper and lower WDC Zones and the ED Zone. The true widths of these intersections cannot be established but may be inferred from surrounding intersections which were oblique to the zone.

The EDC has similar morphology to the WDC, with lesser thicknesses and grades, but it had not been included in previous resource modelling due to sparse drilling. Multiple mineralized intercepts in the 2020 program define continuous mineralization, which remains open to the SE.

LM-20-ED-73 intersected 28.3m of 2.03g/t AuEq closely above the EDC-ED Zone ore shoot. This is an 80m extension from the closest EDC zone intercept in hole LM-20-ED-59 and a 150m extension of the ore shoot to the south-east from hole LM-20-ED-57.

Drilling detailed in the previous news releases of 2020 had appended a 450m long strip 90 to 135 m wide to the ED zone. The latest holes focussed on continuing this expansion to the north.

LM-20-JB-41 (7.8m of 1.85 g/t AuEq) and LM-20-JB-46 (4m of 4.50 g/t AuEq) represent 160m and 140m west extensions to the ED zone 100m and 150m north of pre-2020 drilling. LM-20-JB-42 (9m of 2.43 g/t AuEq successfully infilled the 160m extension of hole LM-20-JB-41.

The EDC Zone extends as far north as the ED Zone but weakens in its northern reaches. Holes LM-20-JB-44 (14m of 2.52 g/t AuEq) and LM-20-JB-45 (10m of 1.52 g/t AuEq) extended the WDC zone a total of 180m to the NW, to complement the ED zone expansion in this area.

On January 26, 2021, the Company announced that it has formally engaged JDS Energy & Mining Inc. ("**JDS**") of Vancouver, British Columbia, to conduct a **PEA** of its 100% owned Las Minas gold-copper project located in Veracruz, Mexico, with the following highlights:

- JDS is widely regarded as a leader in mine project engineering and economic assessments in Canada and abroad with in-depth experience in economic assessments and mine-builds in Mexico.
- The JDS team, as well as certain members of Mexican Gold’s management, conducted a site visit from January 17-19, 2021 as part of their process to completing a PEA.
- The PEA is scheduled to be completed in the 2nd Quarter of 2021.

The PEA study will focus on practical, fit-for-purpose solutions that will maximize the value of the Las Minas project.

JDS anticipates completing the PEA in the 2nd quarter of 2021 and will subsequently file a technical report based on National Instrument 43-101 guidelines and Canadian Institute of Mining best practices. The PEA will provide a solid project evaluation to be used by management to establish the approximate value and outline the key decision points for the future development of the project.

The PEA report will be authored by JDS in collaboration with a number of other specialized and experienced consulting and advisory firms in the area of tailings disposal, metallurgy, environmental science, construction/mechanical engineering, and geology. JDS completed a site visit at the Las Minas project from January 17-19, 2021.

On January 28, 2021, the Company announced that Craig Roberts and Michael Murphy joined the Company as Technical Advisors.

Pepe Concessions

As previously disclosed, the Company through its Mexican subsidiary Roca Verde, S.A. de C.V. (Roca Verde) filed a response as a third party of interest after receiving notification of an appeal by the heir of one of the five co-owners of a neighbouring concession (the “Neighbouring Concession Co-owner”) to an earlier decision by the General Bureau of Mining (“GBM”) located in Mexico regarding an overlapping area of its Las Minas property. The overlapping area comprises approximately 11% of the Las Minas project. The Company’s interest in the Las Minas Project is held through Roca Verde, which owns six concessions, including the Pepe and Pepe Tres mining concessions (Collectively the “Pepe Concessions”). In 2016, Roca Verde received notice from the Regional Court of Tlaxcala of the Federal Tribunal of Administrative Justice advising that Neighbouring Concession Co-owner has appealed (the “2016 Appeal”) against the General Bureau of Mining’s decision to nullify a portion of the area of the concession that overlaps a portion of the Pepe Concessions.

The Company, after consulting its Mexican legal counsel, is of the view that the appeal is without merit and that the February 28, 2014 decision by the General Bureau of Mining was correct in all material respects based on the review of the title documents relating to the Pepe Concessions and the neighbouring concessions, and both the former owners of the Pepe Concessions (from whom Roca Verde had acquired the Pepe Concessions) and currently Roca Verde have valid ownership to the overlapping area under applicable Mexican law. The Company believes that the 2016 Appeal will be denied in due course.

In early 2017, the above Neighbouring Concession Co-owner filed another petition with the General Bureau of Mining in Mexico requesting the cancellation of Roca Verde’s Pepe mining concession. The GBM indicated that it would not review the petition until the 2016 Appeal is resolved. In 2017, the Neighbouring Concession Co-owner filed an appeal (the “2017 Appeal”) in the Regional Court of Tlaxcala of the Federal Tribunal of Administrative Justice against the decision of the GBM as well.

The Company after consulting its Mexican legal counsel is of the view that the 2017 Appeal is also without merit and believes that the 2017 Appeal will be denied in due course. Based on a review of the title documents relating to the Pepe Concessions and the neighbouring concession and having consulted with Mexican legal counsel, the Company believes that both the former owners of the Pepe Concessions and now Roca Verde have valid ownership to the overlapping area under applicable Mexican law.

Environmental Contingency

The Company's mining and exploration activities are subject to various laws and regulations relating to the protection of the environment. These environmental regulations are continually changing and are generally becoming more restrictive. As of March 31, 2021, the Company does not believe that there are any significant environmental obligations requiring material capital outlays in the immediate future.

Overall Objective

The Company's business objective is to generate returns for our shareholders by acquiring high potential precious metals exploration properties in safe jurisdictions and adding significant value by carrying out focused exploration and development programs.

Exploration and evaluation activities

The following tables summarize the accumulated costs incurred to date with respect to the Company's interest in mineral properties owned, leased or under option that the Company continues to explore:

Nine months ended March 31, 2021	Las Minas $
Exploration and evaluation expenditures	
Cumulative exploration and evaluation expenditures – June 30, 2020	15,927,644
Drilling	1,268,054
Environmental studies	13,657
Geological and consulting	5,507
Operational support	207,338
Preliminary economic assessment	248,628
Resource estimation	89,287
	1,832,471
Cumulative exploration and evaluation expenditures – March 31, 2021	17,760,115

Nine months ended March 31, 2020	Las Minas $
Exploration and evaluation expenditures	
Cumulative exploration and evaluation expenditures – June 30, 2019	15,201,488
Drilling	367,467
Geological and consulting	116,899
Operational support	105,215
Other	13,897
Resource estimation	90,729
	694,207
Cumulative exploration and evaluation expenditures – March 31, 2020	15,895,695

Overall Performance and Results of Operations

Total assets decreased to $889,004 at March 31, 2021, from $1,967,133 at June 30, 2020 primarily as a result of a decrease in cash and cash equivalents of $1,225,338, partially offset by an increase in amounts receivable of $175,545. The most significant assets at March 31, 2021 were cash and cash equivalents of $635,998 (June 30, 2020: $1,861,336), and amounts receivable of $230,769 (June 30, 2020: $55,224). Cash decreased by $1,225,338 during the nine months ended March 31, 2021 primarily as a result of cash used in operating activities of $2,619,168, partially offset by gross proceeds of $1,400,000 less share issuance costs paid of $8,452 in connection with a non-brokered private placement financing completed in January 2021.

Nine months ended March 31, 2021 and 2020

During the nine months ended March 31, 2021, loss before other items increased by $587,147 to $2,754,593 compared to $2,167,446 for the nine months ended March 31, 2020. The increase in loss before other items is largely due to:

- An increase of $1,138,264 in exploration and evaluation expenditures. Exploration and evaluation expenditures were $1,832,471 for the nine months ended March 31, 2021 compared to $694,207 for the nine months ended March 31, 2020. The Company completed its drilling program comprised of 65 holes totaling 10,221 meters, as well as incurred costs in connection with a preliminary economic assessment, and an updated 43-101 resource estimate at its Las Minas project during the nine months ended March 31, 2021, compared to completion of a diamond drill program comprised of 13 holes totaling 2,071, as well as, incurred costs in connection with an updated 43-101 resource estimate at the Company's Las Minas project during the nine months ended March 31, 2020.

The increase was partially offset by:

- A decrease of $377,439 in share-based payments. Share-based payments were $99,110 for the nine months ended March 31, 2021 compared to $476,549 for the nine months ended March 31, 2020. The decrease is due to 100,000 stock options granted and no vesting of past stock options granted during the nine months ended March 31, 2021, compared to 4,800,000 stock options granted and the continued vesting of past stock options granted during the nine months ended March 31, 2020.

- A decrease of $112,164 in professional fees. Professional fees were $42,120 for the nine months ended March 31, 2021 compared to $154,284 for the nine months ended March 31, 2020. The decrease is due to less professional fees incurred relating to general corporate affairs during the nine months ended March 31, 2021.

The Company recorded loss and comprehensive loss of $2,754,223 or $0.03 basic and diluted loss per share for the nine months ended March 31, 2021 (nine months ended March 31, 2020: $2,148,807 or $0.02 basic and diluted loss per share).

Three months ended March 31, 2021 and 2020

During the three months ended March 31, 2021, loss before other items decreased by $26,933 to $506,794 compared to $479,861 for the three months ended March 31, 2020. The decrease in loss before other items is largely due to:

- A decrease of $68,513 in exploration and evaluation expenditures. Exploration and evaluation expenditures were $137,010 for the three months ended March 31, 2021 compared to $205,523 for the three months ended March 31, 2020. The Company incurred costs in connection with a preliminary economic assessment and an updated 43-101 resource estimate at its Las Minas project during the three months ended March 31, 2021, compared to ongoing general exploration activities and costs associated with the Company's drill program at the Company's Las Minas project during the three months ended March 31, 2020.

The decrease was partially offset by:

- An increase of $99,110 in share-based payments. Share-based payments were $99,110 for the three months ended March 31, 2021 compared to $Nil for the three months ended March 31, 2020. The increase is due to 100,000 stock options granted during the nine months ended March 31, 2021, compared to no stock options granted during the three months ended March 31, 2020.

The Company recorded loss and comprehensive loss of $514,069 or $0.00 basic and diluted loss per share for the three months ended March 31, 2021 (three months ended March 31, 2020: $482,958 or $0.01 basic and diluted loss per share).

Summary of Quarterly Results

	2021	2020				2019		
	Mar. 31 $	Dec. 31 $	Sep. 30 $	Jun. 30 $	Mar. 31 $	Dec. 31 $	Sep. 30 $	Jun. 30 $
Revenues	-	-	-	-	-	-	-	-
(Loss) and comprehensive (loss) for the period	(514,069)	(1,077,656)	(1,162,498)	(143,766)	(482,958)	(647,904)	(1,017,945)	(331,623)
(Loss) per Common Share Basic and Diluted[1]	(0.00)	(0.01)	(0.01)	(0.00)	(0.00)	(0.01)	(0.01)	(0.01)

(1) Per share amounts are rounded to the nearest cent, therefore aggregating quarterly amounts may not reconcile to year-to-date per share amounts.

Liquidity and Capital Resources

As at March 31, 2021, the Company had cash and cash equivalents of $635,998 to settle current liabilities of $254,450.

The Company does not currently have a recurring source of revenue, other than interest income on its cash and cash equivalents and has historically incurred negative cash flows from operating activities. As at March 31, 2021, the Company has working capital of $634,554. Although the Company presently has sufficient financial resources to cover its existing obligations and operating costs, the Company expects to require further funding in the longer term to fund is planned programs and ongoing operations for the next year. Management is actively targeting sources of additional financing through alliances with financial, exploration and mining entities, or other business and financial transactions which would assure continuation of the Company's operations and exploration programs. In order for the Company to meet its liabilities as they come due and to continue its operations, the Company is solely dependent upon its ability to generate such financing. These items may cast a significant doubt on the Company's ability to continue as a going concern. The sources of funds currently available to the Company for its acquisition and exploration projects are solely due from equity financing. The Company does not have bank debt or banking credit facilities in place as at the date of this report.

January 2021 Financing – Net Proceeds of $1,400,000

On January 15, 2021, the Company closed a non-brokered private placement comprised of 20,000,000 common shares at $0.07 per share for gross proceeds of $1,400,000. The Company paid share issuance costs of $8,452 in connection with the private placement.

Uses of Funds:	Intended Use of Proceeds (Estimated) $	Actual Use of Proceeds $	Over/(Under)-Expenditure at March 31, 2021 $
Property work program	700,000	681,748	(18,252)
Estimated operating expenses	700,000	285,881	(414,119)
Total Uses	1,400,000	967,629	(432,371)

The Company has used $851,158 of the proceeds from the January 2021 financing for operating expenditures which include exploration and evaluation of $681,748, and general and administrative expenditures of $285,881, primarily relating to corporate development and investor relations, executive salaries and consulting, office and sundry, travel and transfer agent and filing fees.

July 2019 Financing – Net Proceeds of $3,883,365

On July 15, 2019, the Company closed a non-brokered private placement comprised of 50,000,000 units of the Company at $0.08 per unit for gross proceeds of $4,000,000. Each Unit consists of one common share and one transferable warrant. Each warrant entitles the holder thereof to purchase one additional common share in the capital of the Company at price of $0.12 per share for a period of five years, expiring July 15, 2024. The Company paid share issuance costs of $116,635 in connection with the private placement.

Uses of Funds:	Intended Use of Proceeds (Estimated) $	Actual Use of Proceeds $	Over/(Under)-Expenditure at March 31, 2021 $
Property work program	300,000	488,684	188,684
Repayment of convertible note	450,000	450,000	-
Estimated operating expenses	1,700,000	1,876,749	176,749
Working capital to fund ongoing operations	1,550,000	1,550,000	-
Total Uses	4,000,000	4,365,433	365,433

$488,684 was used towards an updated NI 43-101 resource estimate and the Company's 13 hole diamond drill program which commenced in October 2019 and completed in December 2019. $450,000 was used towards repayment of a convertible note in July 2019. The Company has used $1,876,749 of the proceeds from the July 2019 financing for operating expenditures which include exploration and evaluation of $237,472, professional fees of $196,753, general and administrative expenditures of $1,045,824 primarily relating to corporate development and investor relations, executive salaries and consulting, office and sundry, travel and transfer agent and filing fees. The Company used $1,550,000 of the proceeds for working capital purposes to fund ongoing operations.

Outstanding Share Data

On January 15, 2021, the Company completed a non-brokered private placement financing of 20,000,000 common shares at a price of $0.07 per common share for gross proceeds of $1,400,000.

During the nine months ended March 31, 2021, 1,000 warrants were exercised at a price of $0.12 per share for gross proceeds of $120.

During the nine months ended March 31, 2021, 1,000,000 stock options were granted at an exercise price of $0.13 and an expiry date of January 1, 2026.

On April 10, 2021, 3,489,833 warrants expired with an exercise price of $0.60.

As at March 31, 2021 and the date of this report, there were 123,342,758 common shares issued and outstanding.

As at March 31, 2021 there were 6,654,000 stock options and 64,570,633 warrants outstanding. At the date of this report, there were 6,654,000 stock options and 61,080,800 warrants outstanding.

Related Party Transactions

Key management personnel compensation

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

During the nine months ended March 31, 2021, key management personnel compensation totaled $303,250 (nine months ended March 31, 2020 - $735,820) comprised of salaries and wages of $262,500 (nine months ended March 31, 2020 - $207,500) paid to the Chief Executive Officer and Chief Financial Officer, $Nil (nine months ended March 31, 2020 - $8,654) paid to the former Chief Financial Officer, $Nil (nine months ended March 31, 2020 - $9,086) paid to a company controlled by the former Chief Financial Officer for accounting and management services, $5,000 (nine months ended March 31, 2020 - $Nil) paid to the current Corporate Secretary, $3,750 (nine months ended March 31, 2020 - $11,250) paid to the former Corporate Secretary, $27,000 (nine months ended March 31, 2020 - $26,500) paid to directors and share-based compensation of $Nil (nine months ended March 31, 2020 - $389,554) relating to Nil (nine months ended March 31, 2020 – 4,050,000) stock options granted to directors and officers of the Company and the vesting of previously granted stock options to directors and officers of the Company.

As at March 31, 2021, $2,632 (June 30, 2020 - $3,750) is included in accounts payable and accrued liabilities for amounts owed to key management personnel.

Under the terms of their management agreements, certain officers of the Company are entitled to a range of 12 to 24 months of base pay in the event of their agreements being terminated without cause.

Risks and Uncertainties

The risks and uncertainties described in this section are considered by management to be the most important in the context of the Company’s business. The risks and uncertainties below are not inclusive of all the risks and uncertainties the Company may be subject to and other risks may exist. The Company is in the business of acquiring, exploring and evaluating mineral properties. It is exposed to a number of risks and uncertainties that are common to other exploration and mining companies. The industry is capital intensive at all stages and is subject to variations in commodity prices, market sentiment, inflation and other risks.

Mining Exploration and Development

Exploration for minerals is highly speculative in nature, involves many risks and frequently is unsuccessful. There is no assurance that any exploration activities of the Company will result in the development of an economically viable mine project. The economics of developing mineral properties are affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, costs of mining and processing equipment, government regulations, location of the orebody and its proximity to infrastructure such as roads and power, required metallurgical processes, regulatory permit requirements, prevailing metal prices, economic and financing conditions at the relevant time.

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. Assuming discovery of an economic ore body, depending on the type of mining operation involved, several years may elapse from the initial phases of drilling until commercial operations are commenced and during such time the economic feasibility of production may change.

The Company has never completed a mining development project and does not generate any revenues from production. The future development of properties found to be economically feasible will require the construction and operation of mines, processing plants and related infrastructure and the Company does not have any experience in taking a mining project to production. As a result of these factors, it is difficult to evaluate the Company's prospects, and the Company's future success is more uncertain than if it had a more proven history.

As a result, the Company is and will continue to be subject to all of the risks associated with establishing new mining operations, including risks relating to the availability and cost of skilled labour, mining equipment, fuel, power, materials and other supplies; the ability to obtain all necessary governmental approvals and permits; potential opposition from non-governmental organizations, environmental groups or local residents; and the availability of funds to finance construction and development activities. Cost estimates may increase as more detailed engineering work is completed on a project. It is common for new mining operations to experience unexpected costs, problems and delays during construction, development, and mine start-up. In addition, delays in the early stages of mineral production often occur. Accordingly, the Company cannot provide assurance that its activities will result in profitable mining operations at its mineral properties.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which effect capital and operating costs. Unusual or infrequent weather phenomena, terrorism, sabotage, community, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

Public Health Crises such as the COVID-19 Pandemic

On March 11, 2020, the World Health Organization declared the global outbreak of a novel coronavirus identified as "COVID-19" a global pandemic. In order to combat the spread of COVID-19, governments worldwide have enacted emergency measures including travel bans, legally enforced or self-imposed quarantine periods, social distancing and business and organization closures. These measures have caused material disruptions to businesses, governments and other organizations resulting in an economic slowdown and increased volatility in national and global equity and commodity markets. Central banks and governments, including Canadian federal and provincial governments, have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of any interventions.

Significant economic and social impacts have limited the Company's ability to continue its exploration and evaluation activities as intended. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operations in future periods.

Regulatory Risks

Mining activities are subject to extensive laws and regulations governing prospecting, development, production, exports, taxes, labor standards, occupational health and safety, water disposal, toxic substances, explosives, management of natural resources, environmental management and protection, mine safety, dealings with native groups, historic and cultural preservation and other matters. Compliance with such laws and regulations increases the costs of planning, designing, drilling, developing, construction, operating and closing mines and other facilities. Failure to comply with applicable laws and regulations may result in civil or criminal fines or penalties or enforcement actions, including orders issued by regulatory or judicial authorities enjoining or curtailing operations, requiring corrective measures or other remedial actions, any of which could result in the Company incurring significant expenditures. Changes to current laws, regulations and permits governing operations and activities of mining companies, including environmental laws and regulations or more stringent enforcement thereof, could have a material adverse impact on the Company and increase costs, affect the Company's ability to expand or transfer existing operations or require the Company to abandon or delay the development of new properties.

The Company may be subject to potential legal claims based on an infringement of applicable laws or regulations which, if determined adversely to the Company, could have a material effect on the Company or its financial condition or require the Company to compensate persons suffering loss or damage as a result of any such infringement.

Permitting Risks

There can be no assurance that all licenses, permits or property rights which the Company may require for any exploration or development of mining operations will be obtainable on reasonable terms or in a timely manner, or at all, that such terms will not be adversely changed, that required extensions will be granted, or that the issuance of such licenses, permits or property rights will not be challenged by third parties.

Delays in obtaining or a failure to obtain such licenses, permits or property rights or extension thereto, challenges to the issuance of such licenses, permits or property rights, whether successful or unsuccessful, changes to the terms of such licenses, permits or property rights, or a failure to comply with the terms of any such licenses, permits or property rights that the Company has obtained, could have a material adverse effect on the Company by delaying or preventing or making more expensive exploration, development and/or production.

Environmental Risks and Hazards

The Company's activities are subject to extensive federal, provincial state and local laws and regulations governing environmental protection and employee health and safety. Environmental legislation is evolving in a manner that is creating stricter standards, while enforcement, fines and penalties for non-compliance are also increasingly stringent. Compliance with environmental regulations may require significant capital outlays on behalf of the Company and may cause material changes or delays in the Company's intended activities. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. Further, any failure by the Company to comply fully with all applicable laws and regulations could have significant adverse effects on the Company, including the suspension or cessation of operations.

Risks with Title to Mineral Properties

Title on mineral properties and mining rights involves certain risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the ambiguous conveyance history of many mining properties. Although the Company has, with the assistance of its legal advisors, diligently investigated and validated title to its mineral claims, there is no guarantee that the Company will not encounter challenges or loss of title to its assets. The Company does not carry title insurance.

The Company is actively engaged in the process of seeking to strengthen the certainty of its title to its mineral concessions, which are held either directly or through its equity interest in its subsidiaries. The Company cannot give any assurance that title to properties it acquired individually or through historical share acquisitions will not be impugned and cannot guarantee that the Company will have or acquire valid title to these mining properties. Failure by the Company to retain title to properties which comprise its projects could have a material adverse effect on the Company and the value of its common shares.

Risks Associated with Potential Acquisitions

The Company may evaluate opportunities to acquire additional mining assets and businesses. These acquisitions may be material in size, may change the scale of the Company's business and may expose the Company to new geographic, political, operating, financial and geological risks. The Company's success in its acquisition activities depends on its ability to identify suitable acquisition targets, acquire them on acceptable terms and integrate their operations successfully with those of the Company. The Company may need additional capital to finance any such acquisitions.

Debt financing related to acquisition would expose the Company to the risk of leverage, while equity financing may cause existing shareholders to suffer dilution. There is a limited supply of desirable mineral lands available for claim staking, lease or other acquisition in the areas where the Company contemplates conducting exploration activities. The Company may be at a disadvantage in its efforts to acquire quality mining properties as it must compete with individuals and companies which in many cases have greater financial resources and larger technical staffs than the Company. Accordingly, there can be no assurance that the Company will be able to compete successfully for new mining properties.

Negative Operating Cash Flow

The Company is an exploration stage Company and has not yet commenced commercial production on any property and has not generated cash flow from operations. The Company has a history of losses and there can be no assurance that it will ever be profitable. The Company expects to continue to incur losses unless and until such time as it commences profitable mining operations on its properties. The development of the properties will require the commitment of substantial financial resources. The amount and timing of expenditures will depend on a number of factors, some of which are beyond the Company's control, including the progress of ongoing exploration, studies and development, the results of consultant analysis and recommendations, the rate at which operating losses are incurred and the execution of any joint venture agreements with any strategic partners, if any. There can be no assurance that the Company will ever generate revenues from operations or that any properties the Company may hereafter acquire or obtain an interest in will generate earnings, operate profitably or provide a return on investment in the future. There can be no assurance that the Company's cost assumptions will prove to be accurate, as costs will ultimately be determined by several factors that are beyond the Company's control. The Company expects to continue to incur negative consolidated operating cash flow and losses until such time as it enters into commercial production.

Financing

Additional funding will be required to complete the proposed or future exploration and other programs on the Company's properties. There is no assurance that any such funds will be available. Failure to obtain additional financing, if required, on a timely basis, could cause the Company to reduce or delay its proposed operations.

The majority of sources of funds currently available to the Company for its acquisition and exploration projects are in large portion derived from the issuance of equity. While the Company has been successful in the past in obtaining equity financing to undertake its currently planned exploration and development programs, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

Personnel and Equipment

The ability to identify, negotiate and consummate transactions that will benefit the Company is dependent upon the efforts of the Company's management team. The loss of the services of any member of management could have a material adverse effect on the Company. The Company's future drilling activities may require significant investment in additional personnel and capital equipment. Given the current level of demand for equipment and experienced personnel within the mining industry, there can be no assurance that the Company will be able to acquire the necessary resources to successfully implement its business plan. The Company is heavily dependent on its key personnel and on its ability to motivate, retain and attract highly skilled persons. If, for any reason, any one or more of such key personnel do not continue to be active in the Company's management, the Company could be adversely affected. There can be no assurance that the Company will successfully attract and retain additional qualified personnel to manage its current needs and anticipated growth. The failure to attract such qualified personnel to manage growth effectively could have a material adverse effect on the Company's business, financial condition or results of operations.

Insurance

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions and other environmental occurrences may occur. It is not always possible to fully insure against such risks and, even where such insurance is available the Company may decide to not take out insurance against such risks. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the Company.

Currency Risk

The Company is exposed to currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in Canadian dollars. The Company has not entered into any foreign currency contracts to mitigate this risk. Certain of the Company's cash and cash equivalents, amounts receivable and accounts payable and accrued liabilities are denominated in US dollars and Mexican Pesos including mineral property obligations. Therefore, the US dollar and Mexican Peso amounts are subject to fluctuation against the Canadian dollar. The Company also has transactional currency exposures. Such exposures arise from purchases in currencies other than the respective functional currencies, typically in the Mexican Peso.

Litigation

The Company is subject to litigation risks. All industries, including the mining industry, are subject to legal claims, with and without merit. Defense and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, there can be no assurance that the resolution of any particular legal proceeding will not have a material adverse effect on the Company's financial position or results of operations.

Enforcement of Civil Liabilities

Certain of the Company's directors and certain of the experts named herein reside outside of Canada and, similarly, a majority of the assets of the Company are located outside of Canada. It may not be possible for investors to effect service of process within Canada upon the directors and experts not residing in Canada. It may also not be possible to enforce against the Company and certain of its directors and experts named herein judgements obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada.

Critical Accounting Policies and Estimates

The Company prepares its financial statements in accordance with IFRS as issued by the International Accounting Standards Board ("IASB"). The preparation of the condensed consolidated interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

The condensed consolidated interim financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods.

These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at year end that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to the following:

(i) Critical accounting estimates

- The valuation of share-based payments. The fair value of common share purchase options granted is determined at the issue date using the Black-Scholes pricing model. The fair value of common shares issued for finders fees are based on the closing price of the transaction those fees pertain to.

– The determination of tax expense for the period and deferred tax assets and liabilities involves significant estimation and judgment by management. In determining these amounts, management interprets tax legislation in a variety of jurisdictions and make estimates of the expected timing of the reversal of deferred tax assets and liabilities. Management also makes estimates of future earnings which affect the extent to which potential future tax benefits may be used. The Company is subject to assessments by various taxation authorities, which may interpret legislation differently. These differences may affect the final amount or the timing of the payment of taxes. We provide for such differences where known based on our best estimate of the probable outcome of these matters.

(ii) Critical accounting judgments

– Presentation of the condensed consolidated interim financial statements as a going concern which assumes that the Company will continue in operation for the foreseeable future, obtain additional financing as required, and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due.

– The analysis of the functional currency for each entity of the Company. In concluding that the Canadian dollar is the functional currency of the parent and the Mexican peso of its subsidiary company, management considered the currency that mainly influences the cost of providing goods and services in each jurisdiction in which the Company operates. Management also considered secondary indicators including the currency in which funds from financing activities are denominated, the currency in which funds are retained and the degree of autonomy the foreign operation has with respect to operating activities.

Financial Instruments

The Company's operations include the acquisition and exploration of mineral properties in Mexico. The Company examines the various financial risks to which it is exposed and assesses the impact and likelihood of occurrence. These risks may include credit risk, liquidity risk, currency risk, interest rate risk and other risks. Where material, these risks are reviewed and monitored by the Board of Directors.

(a) Fair Values

The Company's financial assets and liabilities are measured and recognized according to a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities and the lowest priority to unobservable inputs. The three levels of fair value hierarchy are as follows:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The Company does not have financial instruments carried at fair value.

The Company's financial instruments consist of cash and cash equivalents, amounts receivable and accounts payable and accrued liabilities. The carrying values of cash and cash equivalents, amounts receivable and accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of these financial instruments.

(b) Financial Instrument Risk Exposure

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company does not have financial instruments that potentially subject the Company to credit risk. Overall the Company's credit risk has not changed significantly from the prior year. The Company places its cash and cash equivalents with financial institutions with high credit ratings, the credit risk 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 issuance of shares to fund exploration programs and may require doing so again in the future.

The Company has $254,450 in accounts payable and accrued liabilities that are due within one year of the date of the statement of financial position.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is not exposed to interest rate risk.

Currency risk

Financial instruments that impact the Company's profit or loss due to currency fluctuation include cash accounts and accounts payable and accrued liabilities denominated in Mexican Pesos. The sensitivity of the Company's profit or loss to a change in the exchange rate between the Mexican Peso and the Canadian dollar at March 31, 2021 would change the Company's comprehensive loss by $12,636 as a result of a 10% change in the CAD dollar exchange rate relative to the Mexican Peso.

Market risk

Market risk is the risk that changes in market prices, such as commodity prices, interest rates and foreign exchange rates will affect the Company's net earnings or the value of financial instruments. The objective of the Company is to manage and mitigate market risk exposures within acceptable limits, while maximizing returns.

Price risk

Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company's property has exposure to predominantly gold. Commodity prices, especially gold, greatly affect the value of the Company and the potential value of its property and investments.

Capital Management

The Company's objectives when managing capital are:

- To safeguard our ability to continue as a going concern in order to develop and operate our current projects;
- Pursue strategic growth initiatives; and
- To maintain a flexible capital structure which lowers the cost of capital.

In assessing our capital structure, we include in our assessment the components of shareholders' equity. In order to facilitate the management of capital requirements, the Company prepares annual expenditure budgets and continuously monitors and reviews actual and forecasted cash flows. The annual and updated budgets are monitored and approved by the Board of Directors. To maintain or adjust the capital structure, the Company may, from time to time, issue new shares, issue new debt, repay debt or dispose of non-core assets. The Company's current capital resources are insufficient to carry out our exploration plans and support operations through the current operating period. The Company is dependent upon the ability to raise additional funding to meet its obligations and commitments.

The Company is not subject to any externally imposed capital requirements.

There were no changes in the Company's approach to capital management during the nine months ended March 31, 2021.

Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

Proposed Transactions

There are no proposed transactions as of the date of this report.

Management's Report on Internal Control over Financial Reporting

In connection with National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109") adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

Additional Information

Additional information relating to the Company can be found on SEDAR at www.sedar.com.