ASTORIUS RESOURCES LTD.

Management's Discussion and Analysis
Six Months Ended March 31, 2018
May 30, 2018

ASTORIUS RESOURCES LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the six months ended March 31, 2018

Astorius Resources Ltd. (the "Company" or "Astorius") was incorporated in British Columbia under the *Business Corporations Act* (British Columbia) and is engaged in the acquisition, exploration and development of resource properties. The Company's common shares are listed for trading on Tier 2 of the TSX Venture Exchange (the "Exchange") under the symbol "ASQ".

This management's discussion and analysis ("MD&A") reports on the operating results and financial condition of the Company for the six months ended March 31, 2018 and is prepared as of May 30, 2018. The MD&A should be read in conjunction with the Company's unaudited interim consolidated financial statements for the six months ended March 31, 2018 and the audited annual consolidated financial statements for the year ended September 30, 2017 and the notes thereto which were prepared in accordance with International Financial Reporting Standards ("IFRS").

All dollar amounts referred to in this MD&A are expressed in Canadian dollars except where indicated otherwise.

Cautionary Note Regarding Forward-Looking Information

This document may contain "forward-looking information" within the meaning of Canadian securities legislation ("forward-looking statements"). These forward-looking statements are made as of the date of this document and the Company does not intend, and does not assume any obligation, to update these forward-looking statements, except as required under applicable securities legislation.

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, the Company and its operations, its planned exploration activities, the adequacy of its financial resources and statements with respect to the estimation of mineral reserves and mineral resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative of these terms or comparable terminology. In this document, certain forward-looking statements are identified by words including "may", "future", "expected", "intends" and "estimates". By their very nature forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of resources; possible variations in ore reserves, grade or recovery rates; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; as well as those factors detailed from time to time in the Company's interim and annual consolidated financial statements and management's discussion and analysis of those statements, all of which are filed and available for review under the Company's profile on SEDAR at www.sedar.com. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. The Company provides no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Description of Business

Astorius Resources Ltd. is an exploration stage company engaged in the acquisition, exploration and development of resource properties. As at March 31, 2018, the Company has interests in the following resource properties:

1. **The Babine Property**

As of December 31, 2017, 4 mineral claims are owned, covering an area of 482 hectares (September 30, 2017 - 482 hectares) in the Babine Project area, located in British Columbia.

The Company does not intend to conduct exploration on the Babine project during the upcoming 2018 year and has accordingly written down the property to $1 as at September 30, 2017.

During the year ended September 30, 2016, the Company recorded an impairment write-down of mineral property acquisition costs and exploration costs in the amount of $197,000 as a result of the forfeiture of 25 claims that covered an area of 5,196 hectares.

During the three and six months ended March 31, 2018, the Company incurred $Nil (2017: $13,030) in exploration expenditures on the Babine Property.

2. **The Condor Gold Property**

On October 25, 2016, the Company entered into an option agreement to acquire 100% of the issued and outstanding shares of Lateegra Ecuador SA, title holder of the Condor gold property in southeast Ecuador, from Condor Mines SA. As consideration, the Company agreed to make periodic payments of cash totaling $1,200,000 and issue 5,500,000 common shares of the Company by September 15, 2017. These terms were subsequently amended.

On November 28, 2017, the Company announced that it renegotiated the option terms for the Condor gold property with Lateegra Ecuador (the optionor) and has initiated an exploration program in Eduardo aiming to explore the recently optioned Condor properties.

The option terms are defined below:

Date	Cash	Exploration expenditures
Payment in December 31, 2017	$25,000 USD	–
On or before March 30, 2018	$50,000 USD	–
On or before March 31, 2018	–	$50,000 USD
TOTAL	$75,000 USD	$50,000 USD

The Company is also required to pay the annual patent tax and to comply with the filing and audit requirements applicable to mineral properties in Ecuador on March 15, 2018.

The renegotiated Condor option has the following payment terms:

- Periodic cash payments totaling USD $1,200,000 dollars; and
- Issuance of 4,500,000 shares.

During the six months ended March 31, 2018, the Company incurred $92,261.42 (2017: $Nil) in acquisition costs and exploration expenditures on the Condor Gold Property.

3. **The Osos 1 Gold Property**

On December 1, 2016, the Company entered into an option agreement to acquire 100% of the Osos 1 gold property in El Oro province, southwest Ecuador, comprising an area totaling 229 hectares. As consideration, the Company agreed to make periodic payments of cash totalling $600,000 USD and issue 1,000,000 common shares of the Company by November 15, 2017. These terms were subsequently amended.

On December 5, 2017, the Company announced that it has renegotiated the option for the Osos 1 gold property with Mr. Francisco Soria (the Optionor) and has initiated an exploration program in Eduardo aiming to explore the recently optioned Osos 1 properties.

The option terms are as follows:

Date	Cash	Common shares	Exploration expenditures
Payment in December 2017	$25,000 USD	–	–
On or before March 30, 2018	$50,000 USD	100,000	
On or before March 31, 2018	–	–	$ 50,000 USD
On or before September 30, 2018	$100,000 USD	200,000	$100,000 USD
On or before March 30, 2019	$150,000 USD	300,000	–
On or before September 30, 2019	$300,000 USD	400,000	–
TOTAL	$625,000 USD	1,000,000	$150,000 USD

The Company is also required to pay the annual patent taxes and to comply with the filing and audit requirements applicable to mineral properties in Ecuador on March 15, 2018. Additionally, the Company will grant the optionor a 1.5% NSR on or before September 30, 2019.

During the six months ended March 31, 2018, the Company incurred $59,701 (2017: $Nil) in acquisition costs and exploration expenditures on the Osos 1 Gold Property.

4. Rainbow Canyon Gold Property

On February 8, 2017, the Company entered into an option agreement with Alba Minerals Ltd. to acquire 100% interest in the Rainbow Canyon gold property in Nevada, comprising 55 unpatented lode mining claims that cover an area of 417 hectares in the Olinghouse Mining District about 40 km east of Reno in Washoe County.

On September 25, 2017, the Company finalized the agreement. The Company can earn 100% interest in the Rainbow Canyon Property by paying an aggregate of $80,000 cash over various periods extending over the period to June 15, 2018. The payment terms are:

a) A cash payment of $15,000 upon the signing of the agreement (PAID);
b) A further cash payment of $20,000 on or before March 1, 2017 (PAID);
c) A further cash payment of $5,000 on or before June 1, 2017 (PAID);
d) A further cash payment of $10,000 on or before September 1, 2017 (PAID);
e) A further cash payment of $10,000 on or before December 1, 2017 (PAID);
f) A further cash payment of $10,000 on or before March 1, 2018; and
g) A further cash payment of $10,000 on or before June 15, 2018.

$60,000 cash was paid on November 10, 2017, which satisfied the cash payment required of the terms (i) to (v).

During the three months ended March 31, 2018, the Company incurred $3,727 (2017: $Nil) in acquisition costs and exploration expenditures on the Rainbow Canyon Gold Property.

5. Taca Taca District

On November 24, 2017, the Company received TSX-V approval to acquire 100% of two mineral concessions in the Taca Taca District, in Salta, Argentina. The Taca Taca District is located in the western Puna of Salta, close to the Chilean border.

The Company paid $150,000 USD and issued 4,500,000 common shares. The Company is additionally required to incur $275,000 USD in exploration expenditures and to pay $300,000 USD upon acceptance of a NI 43-101 Report by the TSX-V.

During the six months ended March 31, 2018, the Company incurred $898,950 (2017: $Nil) in acquisition costs on the Taca Taca District.

Risk Factors

The Company is in the business of acquiring, exploring and, if warranted, developing and exploiting natural resource properties. Mineral property exploration is a speculative business and involves a high degree of risk. There is a probability that the expenditures made by the Company in exploring its properties will not result in discoveries of commercial quantities of minerals. A high level of ongoing expenditures is required to locate and estimate ore reserves, which are the basis to further the development of a property. Capital expenditures to support the commercial production state are also very substantial.

Matters related to the principal risks faced by the Company have been disclosed in previous MD&A's filed on SEDAR and continue to apply to the activity and business of the Company.

Selected Annual Information

The following selected financial data with respect to the Company's financial condition and results of operations has been derived from the audited financial statements of the Company for the years ended September 31, 2017, 2016 and 2015 prepared in accordance with IFRS. The selected financial data should be read in conjunction with those financial statements and the notes thereto.

The following selected financial information is extracted from the audited annual consolidated financial statements of the Company prepared in accordance with IFRS.

	30Sept17	30Sept16	30Sept15
Interest Income	$(5,226)	$Nil	$Nil
Net Gain/Loss for the year	$(386,271)	$(440,314)	$(75,712)
Loss per Share	$(0.02)	$(0.03)	$(0.01)
Total Assets	$237,451	$357,643	$249,695
Total Liabilities	$123,342	$27,263	$12,552
Working Capital	$(110,107)	$315,609	$20,372

The referenced audited annual financial statements of the Company above have been prepared in accordance with IFRS. Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of consolidated financial statements for a period necessarily involves the use of estimates, which have been made using careful judgment. Actual results may differ from these estimates.

Results of Operations

At March 31, 2018, total assets were $1,506,830 compared to $237,451 as at September 30, 2017. This increase in assets is largely due to increases in cash as a result of subscription funds received from a private placement competed in the quarter ended December 31, 2017 and the acquisition of new mineral properties in the period.

The Company has no operating revenues.

During the six months ended March 31, 2018, the Company had a net loss of $791,479 compared to a net loss of $338,359 for the same period in the prior year. Expenses increased as a result of increases in investor relations, management fees, and share-based compensation. Activity pertaining to the exploration and advancement of the Company's properties and the acquisition of additional assets has been limited due to financial restrictions of the Company.

Summary of Quarterly Results

	31Mar18	31Dec17	30Sept17	30Jun17	31Mar17	31Dec16	30Sept16	30Jun16
Interest Income	$(1,233)	$(1,260)	$(5,226)	$(1,247)	$2,719	$Nil	$Nil	$Nil
Operating Costs	$(122,242)	$669,237	$(37,903)	$65,819	$164,758	$173,601	$180,689	$24,516

Net Income (Loss)	($123,475)	$(670,479)	$21,873	$(67,066)	$(167,477)	$(173,601)	$(180,689)	$(24,516)
Total Assets	$1,506,830	$1,669,973	$237,451	$41,302	$200,840	($199,945)	$357,643	$55,259
Total Liabilities	$153,010	$222,678	$123,342	$153,467	$101,538	$(27,937)	$27,263	$18,844
Working Capital	$105,368	$200,891	$114,109	$(112,165)	$18,977	$172,008	$315,609	$21,644

The following discussion outlines the reasons for some of the variations in the quarterly numbers but, as with most junior mineral exploration companies, the results of operations (including interest income and net losses) are not the main factors in establishing the financial health of the Company. Of far greater significance are the resource properties in which the Company has, or may earn an interest, its working capital and how many shares it has outstanding. The variation seen over such quarters is primarily dependent upon the success of the Company's ongoing property evaluation program and the timing and results of the Company's exploration activities on its then current properties, none of which are possible to predict with any accuracy.

There are no general trends regarding the Company's quarterly results and the Company's business of resource exploration is not seasonal, as it can work on its property on a year-round basis (funding permitting). Quarterly results may vary significantly depending mainly on whether the Company has abandoned any properties or granted any stock options and these factors which may account for material variations in the Company's quarterly net income (losses) are not predictable.

The major factor which may cause a material variation in net loss on a quarterly basis is the completion in the Company's annual audits which can be seen in the quarter ending September 30, 2018 and September 30, 2017. Another is the completion of private placements which occurred in the quarter ending December 31, 2017.

An increase in assets in the December 31, 2017, is due to the acquisition of mineral claims in Argentina. Decreases in assets can be seen during the quarter of December 31, 2016, pertaining to the impairment of their property. The variation in income is related solely to the interest earned on funds held by the Company, which is dependent upon the success of the Company in raising the required financing for its activities which will vary with overall market conditions and is therefore difficult to predict.

Three Months Ended March 31, 2018

During the three months ended March 31, 2018, the Company reported a net loss of $123,475 compared to a net loss of $167,477 during the three months ended March 31, 2017, representing a decrease in loss of $44,002. The decrease in loss is primarily attributable to the following:

- A decrease of $56,300 in consulting fees. Consulting fees are $(2,500) for the three months ended March 31, 2018, compared to $53,800 for the three months ended March 31, 2017, due to cash conservation measures by management.

- A decrease of $7,150 in legal fees. During the three months ended March 31, 2018, legal fees were $Nil compared to $7,150 for the three months ended March 31, 2017.

These decreases were partially offset by an increase of $11,000 in management fees. Management fees were $62,000 for the three months ended March 31, 2018, compared to $51,000 for the same period in the prior year. The increase is related to the interest incurred on loans received in February, March and October 2017 and interest and loan fees incurred on the loan received in November 2017. During the period ended March 31, 2018, the Company received an additional loan of $39,000 from the Company's President which is non-interest bearing. As at March 31, 2018, $96,719 (September 30, 2017), the balance of the loans payable plus financing fees and accrued interest is outstanding and due on demand.

Six Months Ended March 31, 2018

During the six months ended March 31, 2018, the Company reported a net loss of $793,972 compared to a net loss of $341,078 during the six months ended March 31, 2017, representing an increase in loss of $452,894. The decrease in loss is primarily attributable to the following:

• An increase of $172,007 in Investor Relations. Investor Relations were $230,904 for the six months ended March 31, 2018, compared to $58,897 for the six months ended March 31, 2017. The increase is related to market promotional services engaged by the Company in the six months ended March 31, 2018.

• An increase of $254,487 in Share-based compensation. Share-based compensation is $254,487 for the six months ended March 31, 2018, compared to $Nil, for the six months ended March 31, 2018. This increase is related to the issuance of 2,400,000 stock options.

• An increase of $31,000 in Management Fees. Management fees were $122,000 for the six months ended March 31, 2018, compared to $91,000 for the six months ended March 31, 2017. This increase is related to an increase in monthly management fees.

These increases were partially offset by a decrease of $41,598 in Consulting fees. Consulting fees were $54,555 for the six months ended March 31, 2018, compared to $96,153 for the same period in the prior year.

Liquidity and Capital Resources

The Company has no revenue generating operations from which it can internally generate funds and therefore has been incurring losses since inception. The Company has financed its operations and met its capital requirements primarily through the sale of capital stock by way of private placements and the subsequent exercise of share purchase warrants issued in connection with such private placements and the exercise of stock options. The Company also has raised funds through the sale of interests in its mineral properties. When acquiring interests in resource properties through purchase or option, the Company issues common shares or a combination of cash and shares to the vendors of the property as consideration for the property in order to conserve its cash. The Company expects that it will continue to operate at a loss for the foreseeable future and will require additional financing to fund the exploration of its existing properties and the acquisition of potential resource properties.

At March 31, 2018, the Company had cash of $228,356 compared to cash of $113,702 for the same period in the previous year. The Company has no off-balance sheet financing. The Company has no long-term debt. The Company's cash flow has increased due to increases in financing activities and warrant exercises.

At this time, the Company has no operating revenues, and does not anticipate any operating revenues until the Company is able to find, acquire, place in production, and operate a resource property. Historically, the Company has raised funds through equity financing to fund its operations.

The Company will need to raise additional cash for working capital or other expenses. In addition, as a result of the Company's activities, unanticipated problems or expenses could result and require additional capital requirements, subject to TSX Venture Exchange policies and approvals.

The Company has no assets other than cash deposits and has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants. Management believes the Company does have sufficient working capital at this time to meet its current financial obligations.

Related Party Transactions

During the six months ended March 31, 2018 and 2017, the Company entered into the following related party transactions:

a) The Company incurred office services of $10,763 (2017 - $10,500) to a company controlled by the former CFO.

b) The Company incurred accounting fees of $9,000 (2017 - $9,000) to a company controlled by the former CFO.

c) The Company incurred management fees of $60,000 (2017 - $35,000) paid to the CEO of the Company.

d) The Company incurred management fees of $60,000 (2017 - $35,000) paid to the Chairman of the Company.
e) The Company granted $254,487 (2017 - $nil) of share-based compensation to directors and officers.

f) The Company incurred legal fees and disbursements of $Nil (2017 - $7,150) from a law firm of which a former director is a principal.

g) The Company has identified its directors and certain senior officers as its key management personnel and the compensation costs for key management personnel and companies related to them were recorded at their exchange amounts as agreed upon by transacting parties as follows:

	March 31, 2018	March 31, 2017
Consulting fees	$ -	$ 39,705
Management fees	$ 120,000	$ 91,000

At March 31, 2018, accounts payable and accrued liabilities included $30,000 (September 30, 2017: $27,933) for amounts due to a company's controlled by the CEO and a Director. All amounts payable are non-interest bearing, unsecured and due on demand.

By loan agreement dated January 1, 2017, the Company received a loan of $50,000 from the Company's President which bears interest at 10% per annum with a financing fee of $1,500 that was to be repaid by June 30, 2017. During the period ended March 31, 2018, the Company received an additional loan of $39,000 from the Company's President which is non-interest bearing. As at March 31, 2018, $96,719 (September 30, 2017 - $55,226) the balance of the loan payable plus financing fees and accrued interest is outstanding and due on demand.

Critical Accounting Estimates

In the application of the Company's accounting policies, which are described in note 2 to the unaudited financial statements for the six months ended March 31, 2018, management is required to make judgments, apart from those requiring estimates, in applying accounting policies. The most significant judgments applying to the Company's financial statements include:

- the determination of the Company's ability to continue its operations as a going concern;
- the determination of any impairment on the Company's assets.

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the recoverability of the carrying value of exploration and evaluation assets, fair value measurements for financial instruments, the recoverability and measurement of deferred tax assets, provisions for restoration and environmental obligations and contingent liabilities.

Recently adopted accounting standards and accounting standards issued but not yet effective:

IFRS 9 Financial Instruments
In July 2014, the IASB issued the final version of IFRS 9 Financial Instruments, which replaces IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 includes requirements for recognition and measurement,

impairment, de-recognition and general hedge accounting. IFRS 9 is effective for annual period beginning on or after January 1, 2018.

IFRS 15 Revenue from Contracts with Customers
In May 2014, the International Accounting Standards Board ("IASB") issued IFRS 15 Revenue from Contracts with Customers, which specifies how and when an entity will recognize revenue as well as requiring entities to provide users of financial statements with more informative, relevant disclosures. IFRS 15 is effective for annual period beginning on or after January 1, 2018.

IFRS 16 Leases
This new standard was issued with the objective to recognize all leases on the balance sheet. IFRS 16 requires lessees to recognize a "right of use" asset and a lease liability calculated using a prescribed methodology. The mandatory effective date of IFRS 16 is for annual periods beginning on or after January 1, 2019. Early adoption is permitted provided that IFRS 15, Revenue from Contracts with Customers, is also adopted.

The Company is currently assessing the impact these standards and amendments may have on its financial statements.

Fair Value of Financial Instruments

1. Fair value of financial instruments

The carrying values of cash and cash equivalents, amounts receivable and trade payables and accrued liabilities approximate their fair values because of their short-term nature. The fair values of marketable securities are based on current bid prices at March 31, 2018.

In evaluating fair value information, considerable judgment is required to interpret the market data used to develop the estimates. The use of different market assumptions and valuation techniques may have a material effect on the estimated fair value amounts. Accordingly, the estimates of fair value presented herein may not be indicative of the amounts that could be realized in a current market exchange.

IFRS requires disclosures about the inputs to fair value measurements for financial assets and liabilities recorded at fair value, including their classification within a hierarchy that prioritizes the inputs to fair value measurement. The three levels of hierarchy are:

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

As at March 31, 2018, there are $Nil in financial assets at fair value.

During the six months ended March 31, 2018, a market-to-market loss of $Nil (2017 - $Nil) for marketable securities designated as available-for-sale has been recognized in other comprehensive income.

There were no financial liabilities at fair value as at March 31, 2018, and May 30, 2018.

2. Financial instrument risk

The Company is exposed in varying degrees to a variety of financial instrument related to risks. The Board approves and monitors the risk management processes:

(i) 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. Financial instruments that potentially subject the Company to credit risk consist of advances made to related parties. The Company manages liquidity risk through the management of its capital structure and financial leverage. Management does not believe that there is significant credit risk arising from these advances. The maximum exposure to loss arising from these advances is equal to their total carrying amounts.

(ii) 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 monitors its ability to meet its short-term exploration and administrative expenditures by raising additional funds through share issuance when required. All of the Company's financial liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms. The Company does not have investments in any asset-backed commercial papers. Foreign exchange risk The Company's functional currency is the Canadian dollar. Therefore, the Company is not exposed to foreign exchange risk.

(iii) Market risk

(a) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate as a result of changes in market interest rates. Financial assets and financial liabilities are not exposed to interest rate risk because they are non-interest bearing.

(c) Commodity price risk

The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in the market price of palladium, nickel, and gold. The Company closely monitors commodity prices to determine the appropriate course of actions to be taken.

During the six months ended March 31, 2018, there were no changes to the Company's risk exposure or to the Company's policies for risk management.

Capital Management

The Company's objectives when managing capital are to ensure that there are adequate capital resources to safeguard the Company's ability to continue as a going concern and maintain adequate levels of funds to support the acquisition, exploration and development of exploration and evaluation assets such that it can continue to provide returns to shareholders and benefits for other stakeholders.

The Company considers the items included in shareholders' equity as capital. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the Company's underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares or sell assets to settle liabilities. The Company has no long-term debt and is not subject to externally imposed capital requirements.

The properties in which the Company currently has an interest in are in the exploration stage, as such, the Company does not recognize revenue from its exploration properties. The Company's historical sources of capital have consisted of the sale of equity securities, loans, advances from related parties and interest income. In order for the Company to carry out planned exploration and development and pay for administrative costs, the Company will spend its working capital and expects to raise additional amounts externally as needed.

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

Financings

On November 7, 2017, the Company closed a private placement for total gross proceeds of $1,000,000. The Company issued a total of 16,666,665 units at a price of $0.06 per unit. Each unit contains one (1) common share and one (1) transferrable share purchase warrant. Each warrant is exercisable at a price of $0.10 for a period of 12 months from the date of issuance.

Property Acquisitions

On November 24, 2017, the Company issued 4,500,000 common shares at a market price of $0.15 for acquire 100% of two mineral concessions in the Taca Taca District, in Salta, Argentina.

Shares for Debt

On January 29, 2018, the Company entered into a settlement agreement with a creditor and settled $30,000 of debt with the issuance of 200,000 common shares of the Company at a deemed price of $0.15 per common share. This was approved by the TSX Venture Exchange on February 16, 2018.

Warrants

On November 28, 2017, the Company issued 200,000 common shares for exercise of warrants.

On November 8, 2017, the Company issued 800,000 common shares for exercise of warrants.

On October 25, 2017, the Company issued 1,400,000 common shares for exercise of warrants.

On June 12, 2017, the Company issued 600,000 common shares for exercise of warrants.

On April 26, 2017, the Company issued 300,000 common shares for exercise of warrants.

On March 27, 2017, the Company issued 1,000,000 common shares for exercise of warrants.

On February 9, 2017, the Company issued 200,000 common shares for exercise of warrants.

On January 24, 2017, the Company issued 1,000,000 common shares for exercise of warrants.

Stock Options

The Company has a Rolling Stock Option Plan (the "Plan"), which follows the policies of the Exchange regarding stock option awards granted to employees, directors, and consultants. The stock option plan allows a maximum of 10% of the issued shares to be reserved for issuance under the plan.

On October 27, 2017, the Company granted 2,400,000 incentive stock options to officers, directors and consultants of the Company, vesting immediately, to purchase 2,400,000 common shares at a price of $0.10 for a period of five years from the date of issue.

During the three months ended March 31, 2018, 750,000 options were cancelled by the Company or expired.

As at March 31, 2018, and the date of this MD&A, 1,650,000 stock options are outstanding.

The fair value of the option issued was $254,487 using the Black-Scholes Option Pricing Model and accounted for as share-based compensation.

Outstanding Share Data

As at March 31, 2018 and the date of this MD&A, the Company had 50,572,665 common shares issued and outstanding, there were 21,612,665 warrants outstanding, and 2,050,000 options were outstanding.

	Number of Shares	Number of Options	Exercise Price	Expiry Date
Issued and Outstanding	50,572,665	1,650,000	$0.10	October 27, 2022
		400,000	$0.10	June 5, 2018
		2,050,000	$0.10	

Warrants

Number Outstanding	Exercise Price	Expiry Date
16,666,665	$0.10	November 7, 2018
800,000	$0.05	May 13, 2021
4,146,000	$0.15	August 16, 2021
21,612,665		

Additional Information

Additional information about the Company is available under the Company's profile on SEDAR at www.sedar.com.