O2Gold Inc.
(formerly Origin Gold Corporation)

Management's Discussion and Analysis

For the years ended December 31, 2022 and 2021

The following Management Discussion & Analysis (the "**MD&A**") of the financial condition and results of the operations of O2Gold Inc. ("**O2Gold**" or "**the Company**") as of May 1, 2023 constitutes management's review of the factors that affected the Company's financial and operating performance for the years ended December 31, 2022 and 2021.

This MD&A should be read in conjunction with the accompanying audited consolidated financial statements of the Company and the notes thereto for the years ended December 31, 2022 and 2021. These documents are prepared in accordance with International Financial Reporting Standards ("**IFRS**") including comparative figures unless otherwise noted.

All monetary amounts included in this report are expressed in Canadian dollars, the Company's reporting currency, unless otherwise noted.

Further information regarding the Company and its operations are filed electronically on the System for Electronic Document Analysis and Retrieval (SEDAR) in Canada and can be accessed at www.sedar.com.

Incorporation and nature of activities

O2Gold was incorporated under the *Canada Business Corporations Act* on April 20, 2012. The Company's common shares are listed on the NEX Exchange, a board of the TSX Venture Exchange ("**TSXV**") under the symbol "OTGO.H". The address of its head office and principal place of business is 198 Davenport Road, Toronto (Ontario), Canada, M5R 1J2.

The consolidated financial statements include the accounts of O2Gold and those of its wholly owned subsidiaries: 11023926 Canada Inc., and Trinité S.A.S., a Colombian company.

O2Gold is a mineral exploration Company that is not currently engaged in exploration activities. The Company continues to seek opportunities that are beneficial to shareholders.

Qualified Persons

Marcelo Albuquerque, P.Geo., is the qualified person (as defined in NI 43-101) who has reviewed and approved the scientific and technical information in this document.

Otú Centro

In 2020, the Company entered into a definitive agreement with, *inter alia*, Bullet Holding Corp., a private company, pursuant to which the Company acquired in 2021 a 100% interest in a gold mining project in Colombia known as the Otú Centro Project.

The Otú Centro Project consists of interests in mining claim titles and applications in the Segovia/Zaragosa regions of Antioquia in Colombia (the "Otú Assets").

Consideration for the acquisition included US$9,000,000 ($12,189,600), payable as US$1,000,000 ($1,354,400) cash and the remainder in common shares of the Company, as follows:

a) Following completion of a private placement of the Company's common shares for proceeds of greater than US$3,000,000, that number of common shares equal to US$3,000,000 divided by the greater of (i) the share price of the financing, and (ii) US$0.18;
b) On October 26, 2021, that number of common shares equal to US$2,500,000 divided by the greater of (i) the 30-day volume weighted average price ("VWAP") of the common shares on the TSXV for the period immediately prior to the date such shares are issued, and (ii) US$0.18;
c) On October 26, 2022, that number of common shares equal to US$2,500,000 divided by the greater of (if) the 30-day VWAP of the common shares on the TSXV for the period immediately prior to the date such shares are issued, and (ii) US$0.18.

On April 23, 2021, the Company closed the acquisition of the Otú Centro Project. Pursuant to the terms of the amended share purchase agreement, the Company acquired all of the issued and outstanding shares of Buenaventura Gold, Inc., a company that indirectly owns, or to which have been indirectly irrevocably transferred, 100% of the Otú Assets. The Company paid US$975,000 (approximately $1,320,000) in cash and US$3,000,000 (approximately $4,060,000) was satisfied by the issuance of 1,880,721 units of the Company, at a deemed price per unit of $2.00.

On October 26, 2021, the Company made an additional payment of US2,500,000 (approximately $3,390,000) satisfied by the issuance of 1,398,115 common shares of the Company, at a deemed price per share of $2.20.

At December 31, 2021, the Company had paid US$1,000,000 (approximately $1,354,000) in cash and had issued US$5,500,000 (approximately $7,449,000) in shares to Bullet in relation to the definitive agreement. If at the time of payment, the Company's share price is less than US$0.18, the Company would pay any outstanding amounts in United States dollars.

Beginning shortly before the date on which installment b) above was paid, the price of the Company's common shares began to experience significant downward pressure. The downward price trend has continued to the date hereof and, while no-top-up payment was required to satisfy installment b) above, management anticipated that a significant top-up payment, estimated at $2,700,000 would have been required to satisfy installment c) above. If the top-up payment was not made, the agreement entitled Bullet to the return of the Buenaventura shares (the "Reversion Right").

The Company did not have sufficient cash reserves to satisfy the estimated top-up payment, nor did it have sufficient resources to maintain the Project in good standing, which was at risk of being lost prior to the Reversion Right vesting. Furthermore, notwithstanding management's extensive efforts aimed at securing additional funding, as well as several pursuits of potential strategic alternatives, management did not anticipate being able to raise additional capital, particularly as a result of the Company's depressed share price.

Therefore, on August 4, 2022, the Company completed a settlement agreement with, among others, Bullet Holding Corp. ("Bullet"), and Magnolia Capital LLC ("Magnolia"), pursuant to which the Company returned all of the issued and outstanding shares of Buenaventura Gold Inc., the holder of the rights to the Otú Centro Project. The Project was returned as consideration for, among other things, Bullet and Magnolia relinquishing their entitlements to installment c) above. Full details are set out in the settlement agreement which is filed on the Company's SEDAR page. As a result of the settlement agreement, the Company recorded a gain on disposal of $3,070,259 during the year ended December 31, 2022. Other expenses related to the Otú Centro Project have been reclassified as discounted operations on the consolidated statements of income/loss.

Exploration Work

From January 2021 until February 2022, the Company mapped and collected samples of mineralized veins in La Aurora-Quintanillo, a target where Bullet had previously carried out mapping and sampling of tunnels that were then in production.

La Aurora-Quintanillo is located immediately west of the Otú Fault, which is a sinister strike-slip fault system with an extension of more than 80km and several associated occurrences, including Gran Colombia Gold's El Silencio mine (approximately 20km to the south) and Soma Gold's El Limon mine (approximately 20km to the north).

During May and December 2021, ground geophysics works were carried out on the La Aurora, Quintanillo, and Aparecida targets, using four methods (Spontaneous Potential - SP, Electrical Resistivity Profiling - ERP, Vertical Electrical Sounding - VES, and Electrical Resistivity Tomography - ERT) to observe the extent of mineralized quartz veins observed during the mapping and sample collection.

In January 2022, the final interpretation reports of ground geophysics data were presented (Spontaneous Potential – SP; Electrical Resistivity Profiling – ERP; Vertical Electrical Sounding – VES Electrical Resistivity Tomography – ERT), performed on the Aurora, Quintanillo, Aparecida, Esmeralda-Botella targets.

On July 15, 2021, the contracting of drilling services for the Otú Centro Project to be carried out by SERVIMINAS was announced. A contract was signed for 4,000 meters, with the possibility to extend up to 10,000 meters. This drilling started in the first week of August and ended in early January 2022. Table 1 shows the meters drilled until the end of the campaign.

Table 1: Total drilling was carried out in the Aurora, Aparecida, and Quintanillo targets of the Otú Centro Project.

HOLE_ID	UTM_X	UTM_Y	Z (m)	AZ.	DIP	DEPHT (m)	START	END
AUR-21-001	917.467,0	1.293.752,0	289,0	55,00	- 65,00	220,00	07/08/2021	23/08/2021
AUR-21-002	917.490,0	1.293.900,0	238,0	55,00	- 70,00	125,20	15/08/2021	25/08/2021
AUR-21-003	917.467,0	1.293.752,0	290,0	235,00	- 85,00	180,00	27/08/2021	03/09/2021
AUR-21-004	917.390,0	1.293.818,0	310,0	55,00	- 74,00	241,00	02/09/2021	20/09/2021
AUR-21-005	917.431,0	1.293.606,0	322,0	55,00	- 55,00	185,20	15/09/2021	04/10/2021
AUR-21-006	917.391,0	1.293.942,0	264,0	55,00	- 60,00	125,35	27/09/2021	12/10/2021
AUR-21-007	917.431,0	1.293.606,0	322,0	55,00	- 80,00	232,00	04/10/2021	23/10/2021
AUR-21-008	917.391,0	1.293.942,0	264,0	55,00	- 80,00	150,00	13/10/2021	23/10/2021
AUR-21-009	917.442,0	1.293.551,0	308,0	55,00	- 50,00	180,50	28/10/2021	11/11/2021
AUR-21-010	917.382,0	1.294.056,0	260,0	55,00	- 50,00	119,00	30/10/2021	08/11/2021
AUR-21-011	917.382,0	1.294.056,0	260,0	55,00	- 85,00	160,10	09/11/2021	15/11/2021
AUR-21-012	917.442,0	1.293.551,0	260,0	55,00	- 50,00	285,20	11/11/2021	03/12/2021
AUR-21-013	917.375,0	1.294.173,0	234,0	55,00	- 65,00	105,40	18/11/2021	14/12/2021
AUR-21-014	917.434,0	1.293.432,0	301,0	55,00	- 60,00	237,70	08/12/2021	23/12/2021
AUR-21-015	917.375,0	1.294.173,0	234,0	235,00	- 80,00	166,50	16/12/2021	02/01/2022
AUR-21-016	917.434,0	1.293.432,0	301,0	55,00	- 80,00	285,50	25/12/2021	12/01/2022
AUR-21-017	917.338,0	1.294.268,0	203,0	55,00	- 55,00	154,40	07/01/2022	24/01/2022
APA-21-001	918.805,0	1.295.348,0	457,0	129,00	- 65,00	83,90	24/10/2021	28/10/2021
APA-21-002	918.805,0	1.295.348,0	457,0	309,00	- 65,00	150,00	30/10/2021	16/11/2021
APA-21-003	918.695,0	1.295.324,0	440,0	309,00	- 80,00	170,00	22/11/2021	14/12/2021
APA-21-004	918.695,0	1.295.324,0	440,0	129,00	- 50,00	105,60	16/12/2021	20/12/2021
APA-21-005	918.608,0	1.295.254,0	432,0	129,00	- 55,00	136,05	26/12/2021	06/01/2022
APA-21-006	918.608,0	1.295.254,0	432,0	309,00	- 80,00	200,50	07/01/2022	16/01/2022
QUI-21-001	918.276,0	1.292.649,0	279,0	55,00	- 50,00	165,80	02/12/2021	29/12/2021
QUI-22-002	918.276,0	1.292.649,0	279,0	235,00	- 80,00	170,10	02/01/2022	10/01/2022
					Total Drilled			4.335,00

The intercepted Au and Ag mineralization (in ppm) of the targets drilled in the 2021 campaign are shown in Tables 2 (Aurora) and 3 (Aparecida and Quintanillo).

Table 2: Au and Ag mineralized intervals (in ppm) of Aurora target drilled in 2021. The thicknesses shown are apparent.

Hole_ID	From	To	#Sample	Length	Au_ppm	Ag_ppm
AURORA TARGET						
AUR_21_001	97,40	98,10	R5066	0,70	20,11	3,30
	98,10	99,00	R5067	0,90	0,71	0,80
	123,60	124,60	R5077	1,00	0,13	0,30
AUR_21_002	23,10	23,80	R5125	0,70	19,26	10,50
	24,80	25,80	R5126	1,00	0,56	0,30
	39,70	40,60	R5128	0,90	0,37	0,30
AUR_21_003	159,20	160,40	R5178	1,20	1,71	14,20
	162,30	163,20	R5183	0,90	0,88	0,30
	164,40	165,40	R5184	1,00	0,10	0,30
AUR_21_004	211,05	212,00	R5367	0,95	0,15	6,30
AUR_21_005	169,70	170,40	R5458	0,70	0,37	0,30
	134,70	135,20	R5435	0,50	0,76	0,30
	169,20	169,70	R5456	0,50	2,61	0,80
AUR_21_006	117,20	118,05	R5563	0,85	5,97	0,30
AUR_21_007	69,05	69,35	R5617	0,30	0,30	0,30
	227,05	227,65	R5651	0,60	3,76	2,10
AUR_21_008	138,40	138,90	R5738	0,50	0,13	0,30
AUR_21_009	84,55	85,30	R5819	0,75	0,26	0,30
	163,15	164,15	R5843	1,00	0,14	5,00
	164,15	164,35	R5845	0,20	0,45	4,10
	164,90	165,40	R5849	0,50	7,09	0,30
	166,15	166,90	R5854	0,75	0,33	1,00
	166,90	167,75	R5855	0,85	0,39	1,70
AUR_21_010	117,60	117,75	R5934	0,15	0,84	9,50
	117,95	118,20	R5938	0,25	15,90	10,50
AUR_21_011	144,80	145,30	R6186	0,50	1,46	20,60
	145,30	145,70	R6188	0,40	12,55	8,70
AUR_21_012	213,55	213,85	R6259	0,30	0,49	0,90
	278,40	278,95	R6307	0,55	0,49	2,00
	278,95	280,05	R6310	1,10	0,14	1,20
AUR_21_013	94,15	94,50	R6494	0,35	0,56	23,50
AUR_21_014	231,60	232,10	R6807	0,50	1,29	3,30
	232,10	232,65	R6809	0,55	0,33	2,00
AUR_21_015	131,75	132,30	R6931	0,55	1,12	4,60

Table 3: Au and Ag mineralized intervals (in ppm) of Aparecida and Quintanillo targets drilled in 2021. The thicknesses shown are apparent.

Hole_ID	From	To	#Sample	Length	Au_ppm	Ag_ppm
APARECIDA TARGET						
APA_21_001	12,90	14,10	R6001	1,20	0,51	0,30
	14,10	14,30	R6003	0,20	1,94	0,50
	69,35	70,10	R6020	0,75	0,72	0,30
APA_21_003	68,70	69,60	R6367	0,90	0,70	0,30
	85,00	85,85	R6378	0,85	0,12	0,30
APA_21_005	31,25	32,15	R6840	0,90	0,39	1,60
	103,60	104,40	R6879	0,80	2,18	1,30
QUINTANILLO TARGET						
QUI_21_001	97,30	97,55	R6649	0,25	0,65	0,30
	97,55	98,35	R6651	0,80	0,13	0,30
	104,15	105,90	R6653	1,75	0,14	0,30
	147,35	147,55	R6666	0,20	0,10	7,80

FINANCIAL RESULTS

Three months ended December 31, 2022 and 2021

Operating activities

The Company reported net and comprehensive (loss) of ($90,307) ($0.03 per share) in the three months ending December 31, 2022, compared to a net and comprehensive (loss) of $(1,396,937) ($0.12 per share) for the same period of the prior year, reflecting:

a) Exploration and evaluation expenses of $141 in the three months ended December 31, 2022 ($440,272 in the three months ended December 31, 2021).

For accounting purposes, option payments to acquire the right to mineral properties and expenses related to the exploration and evaluation of these properties are expensed as incurred.

The exploration and evaluation costs were related to the Otú Centro Project and have been reclassified as discounted operations on the consolidated statements of income/loss and comprehensive income/loss.

b) Professional and consulting fees for the three months ended December 31, 2022 and 2021 are summarized below:

	For the three months ending December 31,	
	2022 ($)	**2021 ($)**
Consulting fees	40,221	105,933
Audit fees	15,000	12,000
Legal fees	-	635
Total professional and consulting fees	**55,221**	**118,568**

c) Shareholder communication and transfer agent fees: In the three months ended December 31, 2022, the Company incurred $3,999 in shareholder communication and transfer agent fees, compared with $22,952 in the corresponding period of the prior year. The decrease was a result of increased disclosure related to the Company's 2021 project acquisition and reduced corporate activity in 2022.

d) General and administrative expenses: In the three months ended December 31, 2022, the Company incurred $25,441 in general and administrative expenses, compared with $249,348 in the corresponding period of the prior year. The decrease is due to reduced corporate activity in 2022.

e) Travel expenses: In the three months ended December 31, 2022, the Company incurred $nil in travel expenses, compared with $8,526 in the corresponding period in the prior year.

f) There were no share-based compensation expenses incurred in the three months ended December 31, 2022, compared to $264,250 in the corresponding period in the prior year.

g) During the three months ended December 31, 2022, the Company recorded accretion expense of $nil, and a foreign exchange gain of $90,134, compared to accretion expense of $127,313 related to the acquisition of the Otu Centro project and a foreign exchange (loss) of $(165,942) during the three months ended December 31, 2021.

Financing activities

During the three months ended December 31, 2022, the Company generated $500,000 from financing activities, consisting of the proceeds of a private placement financing.

During the three months ended December 31, 2021, the Company generated $17,250 through the exercise of 115,000 of the Company's outstanding warrants.

Investing activities

The Company had no investing activities during the three months ended December 31, 2022.

During the three months ended December 31, 2021, the Company used cash of $39,757 related to the purchase of property, plant, and equipment.

Year ended December 31, 2022 and 2021

Operating activities

The Company reported net and comprehensive income of $1,355,415 ($0.08 per share) in the year ending December 31, 2022, compared to a net and comprehensive (loss) of $(15,362,967) (($1.44) per share) for the same period of the prior year, reflecting:

Exploration and evaluation expenses of $814,591 in the year ended December 31, 2022 ($11,629,642 in the year ended December 31, 2021).

For accounting purposes, option payments to acquire the right to mineral properties and expenses related to the exploration and evaluation of these properties are expensed as incurred.

The exploration and evaluation costs were related to the Otú Centro Project and have been reclassified as discounted operations on the consolidated statements of income/loss and comprehensive income/loss.

Exploration and evaluation expenditures made by the Company in the years ended December 31, 2022 and 2021 are as follows:

	Year ended December 31,	
	2022	**2021**
	$	**$**
Acquisition cost	-	10,424,578
Geology and metallurgical studies	-	176,071
Logistics, travel and overhead	814,591	1,028,993
	814,591	**11,629,642**

h) Professional and consulting fees for the years ended December 31, 2022 and 2021 are summarized below:

	For the year ending December 31,	
	2022 ($)	**2021 ($)**
Consulting fees	295,220	390,742
Audit fees	70,567	59,099
Legal fees	342	11,072
Total professional and consulting fees	**366,129**	**460,913**

i) Shareholder communication and transfer agent fees: In the year ended December 31, 2022, the Company incurred $57,354 in shareholder communication and transfer agent fees, compared with $194,459 in the corresponding period of the prior year. The decrease was a result of increased disclosure related to the Company's 2021 project acquisition and reduced corporate activity in 2022.

j) General and administrative expenses: In the year ended December 31, 2022, the Company incurred $365,392 in general and administrative expenses, compared with $772,919 in the corresponding period of the prior year. The decrease is due to reduced corporate activity in 2022.

k) Travel expenses: In the year ended December 31, 2022, the Company incurred $23,844 in travel expenses, compared with $15,268 in the corresponding period in the prior year. The increase relates mainly to business development activities conducted in South America and Canada.

l) There were no share-based compensation expenses incurred in the year ended December 31, 2022. In the year ended December 31, 2021, the Company granted 377,500 restricted share units and 180,000 stock options to directors, officers, and consultants of the Company, resulting in a share-based compensation expense of $1,638,570.

m) During the year ended December 31, 2022, the Company recorded other gains of $3,064,019, comprised of a gain of $3,070,259 relating to the Company's disposal of the Otú Centro Project and a (loss) of $(6,240) related to the sale of certain property, plant, and equipment.

n) During the year ended December 31, 2022, the Company recorded accretion expense of $233,152 related to the acquisition of the Otu Centro project, and a foreign exchange gain of $151,858, compared to accretion expense of $470,764 and a foreign exchange (loss) of $(180,666) during the year ended December 31, 2021.

Financing activities

During the year ended December 31, 2022, the Company generated $500,000 from financing activities, consisting of the proceeds of a private placement financing completed in September 2022.

During the year ended December 31, 2021, the Company generated $4,735,945 from financing activities, consisting of the net proceeds of a private placement financing completed in April 2021, and through the exercise of 143,000 of the Company's outstanding options and 1,343,200 of the Company's outstanding warrants.

Investing activities

During the year ended December 31, 2022, the Company generated $35,126 from the proceeds of the sale of some of the Company's property, plant, and equipment.

During the year ended December 31, 2021, the Company used cash of $39,757 related to the purchase of property, plant, and equipment.

Liquidity and capital resources

The Company has no long-term debt and working capital (current assets less current liabilities) of $169,453 as of December 31, 2022 (no long-term debt and a working capital deficit of $1,727,868 as of December 31, 2021). Information regarding the working capital of the Company for the previous eight quarters is presented below:

	2022				2021			
	Q4-2022	**Q3-2022**	**Q2-2022**	**Q1-2022**	**Q4-2021**	**Q3-2021**	**Q2-2021**	**Q1-2021**
Cash	334,566	17,447	38,872	201,328	856,417	1,475,960	2,166,651	529,574
Receivables	22,267	521,142	8,904	14,551	17,668	129,302	109,263	50,737
Prepaid Expenses	26,821	16,592	42,734	256,805	319,300	550,114	681,111	37,708
Current Liabilities	214,201	297,503	3,437,939	2,996,806	2,921,253	3,162,229	3,069,372	152,479
Working Capital	**169,453**	**257,678**	**(3,347,429)**	**(2,524,122)**	**(1,727,868)**	**(1,006,853)**	**(112,347)**	**465,540**

Management of the Company believes that it does not have sufficient funds to pay its ongoing general and administrative expenses, to pursue exploration and to meet its liabilities, obligations and existing commitments for the ensuing 12 months as they become due. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period. The Company's ability to continue future operations beyond December 31, 2023 and meet its remaining liabilities is dependent on management's ability to secure additional financing in the future, which may be completed in a number of ways, including, but not limited to, the issuance of debt or equity instruments. Management will pursue such additional sources of financing when required.

While management has been successful in securing financing in the past, there can be no assurance that it will be able to do so in the future or that these sources of funding or initiatives will be available to the Company or that they will be available on terms which are acceptable to the Company. If management is unable to obtain new funding, the Company may be unable to continue its operations, and amounts eventually realized for assets might be less than amounts reflected in these consolidated financial statements.

Summary of quarterly information

	2022				2021			
	Q4-2022	**Q3-2022**	**Q2-2022**	**Q1-2022**	**Q4-2021**	**Q3-2021**	**Q2-2021**	**Q1-2021**
Net income/(loss) from operations	(90,307)	3,096,397	(846,436)	(804,239)	(1,396,937)	(1,276,748)	(12,293,619)	(395,663)
Net income/(loss) per share (basic)	(0.03)	0.23	(0.06)	(0.06)	(0.13)	(0.11)	(1.14)	(0.06)
Net income/(loss) per share (diluted)	(0.03)	0.21	(0.06)	(0.06)	(0.13)	(0.11)	(1.14)	(0.06)
Total assets	383,654	557,263	101,302	506,605	1,235,291	2,157,559	2,959,241	620,269

Outstanding share data

On September 13, 2022, the Company completed a 10:1 share consolidation. Prior to the consolidation, the Company had 134,395,870 common shares outstanding, and following the consolidation had 13,439,577 common shares outstanding. All current and comparative common share, earnings per share, stock option and warrant amounts in this document have been retroactively adjusted to reflect the share consolidation.

As at the date of this MD&A, the Company has:

- 23,439,577 common shares outstanding.
- 465,000 stock options outstanding with expiry dates ranging between May 27, 2025 and August 16, 2026. If all the options are exercised, 465,000 shares would be issued for gross proceeds of $1,133,750.
- 10,000,000 warrants outstanding, expiring September 27, 2023. If all the warrants are exercised, 10,000,000 shares would be issued for gross proceeds of $750,000.

Related party transactions

Key management includes directors and officers. The compensation paid or payable to key management during the years ended December 31, 2022 and 2021 is presented below:

	Year ended December 31,	
	2022	**2021**
	$	**$**
Consulting fees	140,924	222,370
Share-based compensation	-	1,116,320
	140,924	**1,338,690**

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

Included in accounts payable and accrued liabilities as at December 31, 2022 is $30,000 (December 31, 2021 - $nil) due to a former director and officer of the Company. The amounts are unsecured, non-interest bearing and due on demand.

Included in amounts receivable as at December 31, 2022 is $7,791 (December 31, 2021 - $nil) due from a former director and officer of the Company. The amounts are unsecured, non-interest bearing and due on demand.

Included in accounts payable and accrued liabilities as at December 31, 2022 is $74,325 (December 31, 2021 - $nil) due to 2227929 Ontario Inc. for office administration services. The CEO of the Company is also a director of 2227929 Ontario Inc. During the year ended December 31, 2022, the Company incurred $97,500 in office administration expenses to 2227929 Ontario Inc. (year ended December 31, 2021: $75,000).

A former director of the Company was the controlling shareholder of Bullet at the time of the settlement agreement related to the Otu Centro property. See Notes 5 and 11.

Off-balance sheet arrangements

The Company does not have any off-balance sheet arrangements.

Management and board changes

On January 20, 2022, Ryan Ptolemy was named the Chief Financial Officer of the Company, replacing Deborah Battiston, who retired.

On February 2, 2022, Raziel Zisman and Fayyaz Alimohamed resigned from the Company's Board of Directors.
On May 3, 2022, Peter Michel was named the Chief Financial Officer of the Company, replacing Ryan Ptolemy.

On July 28, 2022, Neil Said, Kam Gill, and Christopher Younger were elected to the Company's Board of Directors.

On August 22, 2022, Fred Leigh was named the President and Chief Executive Officer of the Company following the resignation of Jaime Lalinde. In addition, Jaime Lalinde and Algimantis Didziulis resigned from the Company's Board of Directors.

On March 22, 2023, Roger Lemaitre was appointed to the Company's Board of Directors, replacing Christopher Younger.

Management's responsibility for financial information and critical accounting estimates

The Company's consolidated financial statements are the responsibility of management. The consolidated financial statements were prepared by the Company's management in accordance with IFRS. A description of the Company's significant accounting policies can be found in Note 2 of the Company's 2022 annual consolidated financial statements.

When preparing the consolidated financial statements, management undertakes a number of judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income, and expenses. The actual results are likely to differ from the judgments, estimates, and assumptions made by management, and will seldom equal the estimated results. Information about the significant judgments, estimates and assumptions that have the most significant effect on the recognition and measurement of assets, liabilities, income, and expenses are discussed in Note 3 of the Company's 2022 annual consolidated financial statements.

Financial instruments

The Company considers managing risk as being an integral part of its development and diversification strategies. The Company uses a proactive and rigorous approach for the management of the financial risks to which it is exposed. The Company focuses on actively securing short to medium term cash flows by minimizing exposure to financial markets.

The Company does not enter into financial instrument agreements, including derivative financial instruments, for speculative purposes.

The Company's most significant financial risk exposure and its financial risk management policies are discussed in Note 9 of the consolidated financial statements for the years ended December 31, 2022 and 2021.

Risk factors

The Company is exposed to a number of risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. The following outlines certain risk factors specific to the Company. These risk factors could materially affect the Company's future results and could cause actual events to differ materially from those described in forward–looking information relating to the Company.

*Novel Coronavirus ("**COVID-19**")*

The Company's operations could be significantly adversely affected by the effects of a widespread global outbreak of a contagious disease, including the recent outbreak of respiratory illness caused by COVID-19. The Company cannot accurately predict the impact COVID-19 will have on its operations and the ability of others to meet their obligations with the Company, including uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries. In addition, a significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could further affect the Company's operations and ability to finance its operations.

Nature of Mineral Exploration and Mining

The Company does not hold any interest in a mining property in production. The Company's viability and potential for success lie in its ability to complete exploration to develop, exploit and generate revenue out of mineral deposits. The exploration and development of mineral deposits involves significant financial risks over a significant period of time which even a combination of careful evaluation, experience and knowledge may not eliminate.

While discovery of a mine can lead to substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves by drilling and to construct mining and processing facilities at a site. It is impossible to ensure that any exploration programs on the Company's properties will result in a profitable commercial mining operation.

The operations of the Company will be subject to all of the hazards and risks normally associated to exploration and development of mineral properties, any of which can result in damage to life or property, environmental damage and possible legal liability. While the Company may obtain insurance against certain risks in such amounts as it considers adequate, the nature of these risks is such that liabilities could exceed policy limits or could be excluded from coverage. There are also risks against which the Company cannot insure or against which it may elect not to insure. The potential costs which could be associated with any liabilities not covered or in excess of insurance coverage or in compliance with applicable laws and regulations may cause substantial delays and require significant capital outlays, adversely affecting the future earnings and competitive position of the Company and, potentially, its financial position.

Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of a deposit, such as its size and grade, proximity to infrastructure, financing costs and government regulations, including regulations relating to prices, taxes and royalties, infrastructures, land use, importing and exporting and environmental protection. The effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on capital.

Financing Risks

The Company has limited financial resources, and there is no assurance that additional funding will be available to it for further exploration work or the development of its projects or to fulfill its obligations under applicable agreements. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that terms of the financing will be favorable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the property interests of the Company, with possible dilution or loss of such interests.

No Assurance of Title

The acquisition of titles to mineral projects is a detailed and time-consuming process. Although the Company takes precautions to ensure that property agreements are valid and legally binding, and that title of the property can be transferred and properly recorded by obtaining a legal opinion from local counsel, there can be no assurance that such title will ultimately be secured. Furthermore, there is no assurance that the interest of the Company in its properties may not be challenged or impugned.

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 affect capital and operating costs. Unusual or infrequent weather phenomena, 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. Disruptions in the supply of products and services required for the Company's activities in any of the jurisdictions in which it operates would also adversely affect its business, results of operations and financial condition.

Fluctuating Mineral Prices

The mining industry is heavily dependent upon the market price of the metals or minerals being mined. There is no assurance that, even if commercial quantities of mineral resources are discovered, a profitable market will exist for the sale of the same. There can be no assurance that mineral prices will be such that the Company's properties can be mined at a profit. Factors beyond the control of the Company may affect the marketability of any minerals discovered. The prices of many base and precious metals have experienced volatile and significant price movements over short periods of time and are affected by numerous factors beyond the control of the Company.

No Significant Revenues

To date, the Company has not recorded any revenues, other than interest and investment income, and the Company has no dividend record. The Company has not commenced commercial production on any properties. There can be no assurance that significant losses will not occur in the near future or that the Company will be profitable in the future. There can be no assurance that the Company will generate any revenues or achieve profitability.

Dilution and Future Sale of Common Shares

The Company may issue additional shares in the future, which would dilute current shareholder holdings. The Company's articles of incorporation permit, among other things, the issuance of an unlimited number of common shares and the interests of the holders of the Company's common shares may be diluted thereby.

Conflicts of Interest

The directors and officers of the Company may serve as directors and/or officers of other public resource companies or have significant shareholdings in other public resource companies. Situations may arise in connection with potential acquisitions and investments where the other interests of these directors and officers may conflict with the interests of the Company. In the event that such a conflict of interest arises at a meeting of the directors of the Company, a director is required by the *Canada Business Corporations Act* to disclose the conflict of interest and abstain from voting on the matter.

Environmental Regulations

The operations of the Company are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, release or emissions of various substances produced in association with certain mining industry operations. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving toward stricter standards, and enforcement, fines and penalties for non-compliance are becoming more stringent.

Dependence on Key Personnel

The Company is dependent on a relatively small number of key employees or consultants, the loss of any of whom could have an adverse effect on its operations. The Company does not currently have key person insurance on these individuals.

Anti-corruption Laws

The Company is required to comply with the *Corruption of Foreign Public Officials Act* (Canada), which has recently seen an increase in both the frequency of enforcement and severity of penalties. Although the Company's code of conduct mandates compliance with anti-corruption laws, there can be no assurance that the Company's internal control policies and procedures will always protect the Company from recklessness, fraudulent behavior, dishonesty or other inappropriate acts. Violation or alleged violation of anti-corruption laws could lead to civil and criminal fines and penalties, reputational damage and other consequences that may materially adversely affect the Company's financial condition and results of operation.

Potential Volatility of Share Price

There can be no assurance that an active trading market for the Company's common shares will be sustained. The market price of the Company's common shares is volatile and could be subject to wide fluctuations due to a number of factors, including but not limited to: actual or anticipated fluctuations in the Company's results of operations; changes in estimates of the Company's future results of operations by management or securities analysts; introduction of new products or services by the Company or its competitors; and general industry changes. In addition, the financial markets have in the past experienced significant price and value fluctuations that have particularly affected the market prices of equity securities of many venture and mining issuers and that sometimes have been unrelated to the operating performance of these companies. Broad market fluctuations, as well as economic conditions generally and in the mining industry specifically, may adversely affect the market price of the Company's shares.

Use of and Reliance on Experts Outside Canada

The Company uses and relies upon a number of legal, financial and industry experts outside of Canada as required given its corporate and operational structure. Some of these industry professionals may not be subject to equivalent educational requirements, regulations, and rules of professional conduct or standards of care as they would be in Canada. The Company manages this risk through the use of reputable experts and review of past performance. In addition, the Company uses, where possible, experts and local advisers linked with firms also operating in Canada to provide any required support.

Uninsurable Risks

Development and production operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could have an adverse impact on the Company's results of operations and financial condition and could cause a decline in the value of the Company's common shares. The Company does not intend to maintain insurance against environmental risks.

Forward-looking information

This MD&A contains forward-looking information under Canadian securities legislation. Forward-looking information includes, but is not limited to, dispositions and strategy, development potential and timetable of the Company's exploration properties; the Company's ability to raise required funds; future mineral prices; mineralization projections; conclusions of economic evaluation; the timing and amount of estimated future exploration and development; costs of development; capital expenditures; success of exploration activities; mining or processing issues; currency exchange rates; government regulation of mining operations; and environmental risks. Generally, forward-looking information can be identified by the use of forward-looking terminology 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". Forward-looking information is based on the opinions and estimates of management as of the date such statements are made. Estimates regarding the anticipated timing, amount and cost of exploration are based on previous industry experience and regional political and economic stability. Capital and operating cost estimates are based on extensive research of the Company, recent estimates of costs and other factors that are set out herein. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to risks related to: unexpected events and delays during exploration and development; acquisition risks; regulatory risks; revocation of government approvals; timing and availability of external financing on acceptable terms; actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of minerals; accidents, labour disputes and other risks of the mining industry. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such 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 information. The Company does not undertake to update its forward-looking information, except in accordance with applicable securities laws.