AZTEC MINERALS CORP.

Fourth Quarter Report

Management Discussion and Analysis

(expressed in Canadian dollars)

Years ended December 31, 2016 and 2015

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(the "**Company**")

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For the Years ended December 31, 2016 and 2015
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CAUTION – FORWARD LOOKING STATEMENTS

Certain statements contained herein regarding the Company and its operations constitute "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995. All statements that are not historical facts, including without limitation statements regarding future estimates, plans, objectives, assumptions or expectations of future performance, are "forward-looking statements". We caution you that such "forward looking statements" involve known and unknown risks and uncertainties that could cause actual results and future events to differ materially from those anticipated in such statements. Such risks and uncertainties include fluctuations in precious metal prices, unpredictable results of exploration activities, uncertainties inherent in the estimation of mineral reserves and resources, if any, fluctuations in the costs of goods and services, problems associated with exploration and mining operations, changes in legal, social or political conditions in the jurisdictions where the Company operates, lack of appropriate funding and other risk factors, as discussed in the Company's filings with Canadian and American Securities regulatory agencies. The Company expressly disclaims any obligation to update any forward-looking statements, other than as may be specifically required by applicable securities laws and regulations.

1.0 Preliminary Information

The following Management's Discussion and Analysis ("MD&A") of Aztec Minerals Corp. (the "Company") should be read in conjunction with the accompanying audited consolidated statements of financial position as at December 31, 2016 and 2015 and the consolidated statements of comprehensive loss, changes in shareholders' equity and cash flows for the years ended December 31, 2016 and 2015, and a summary of significant accounting policies and other explanatory information, all of which are available at the SEDAR website at www.sedar.com.

Financial information in this MD&A is prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), and all dollar amounts are expressed in United States dollars unless otherwise indicated.

All information contained in the MD&A is as of April 26, 2017 unless otherwise indicated.

Joseph Wilkins, BSc (Geology), PG, President and Chief Executive Officer of the Company, is the Qualified Person who reviewed and approved any technical contents of this MD&A.

1.1 Background

The Company was incorporated on July 6, 2007 under the laws of British Columbia, Canada, pursuant to the *Business Corporations Act* (British Columbia) and is engaged primarily in the business of evaluating, acquiring and exploring natural resource properties.

The Company was previously a wholly owned subsidiary of Aztec Metals Corp. which share common directors and officers, ("AzMet"). On October 13, 2016, AzMet issued all its 11,017,041 shares in the Company to AzMet shareholders on a pro rata basis by way of a reduction of AzMet's paid up share capital on the basis of one (1) share of the Company for every two (2) shares held of AzMet, pursuant to Section 74 of the *Business Corporations Act* (British Columbia), after which the Company was no longer a subsidiary of AzMet.

The Company acquires properties by staking initial claims, negotiating for permits from government authorities, negotiating with holders of claims or permits, entering into property option agreements to acquire interests in claims, or purchasing companies with claims or permits. On these properties, the Company explores for minerals on its own or in joint ventures with others. Exploration for metals usually includes surface sampling, airborne and/or ground geophysical surveys and drilling. The Company is not limited to any particular metal or region, but the corporate focus is on precious and base metals in North America.

As the Company is focused on its mineral exploration activities, there is no mineral production, sales or inventory in the conventional sense. The recoverability of amounts capitalized for mineral property interests is dependent upon the existence of reserves in its mineral property interests, the ability of the Company to arrange appropriate financing and receive necessary permitting for the exploration and development of its property interests, confirmation of the Company's interest in certain properties, and upon future profitable production or proceeds from the disposition thereof. Such exploration and development activities normally take years to complete and the amount of resulting income, if any, is difficult to determine with any certainty at this time. Many of the key factors are outside of the Company's control. As the carrying value and amortization of mineral property interests and capital assets are, in part, related to the Company's mineral reserves and resources, if any, the estimation of such reserves and resources is significant to the Company's financial position and results of operations.

1.2 Overall Performance

The Company had no active business from the time of its incorporation in July 2007 until it acquired a property option to earn up to a 100% interest in the Cervantes property (Sonora, Mexico) in September 2016.

Option Amendment and Assignment Agreement with Aztec Metals Corp.

On September 30, 2016, the Company entered into the Option Amendment and Assignment Agreement for the Cervantes Property ("Option Assignment Agreement") for the Cervantes property with AzMet and Kootenay Silver Inc. ("Kootenay"), whereby AzMet assigned to the Company all of its rights and interests in the Property Option Agreement dated July 25, 2015 between AzMet and Kootenay (the "Option Agreement"). All obligations of AzMet under the property option agreement were transferred to the Company. Pursuant to the Option Assignment Agreement, the Company issued 200,000 of its common shares to Kootenay at a value of $0.02495 per share. The Company can earn up to a 100% interest in two stages.

The Company can earn a 65% interest in the Cervantes Property by:
- the issuance of 800,000 common shares,
- cash payments totalling US$120,000, and
- exploration expenditures of US$1.2 million over the next 3 years.

Upon earning a 65% interest, the Company can earn an additional 35% interest for a total of 100% interest in the Cervantes Property by:
- completing a preliminary economic assessment by July 25, 2020,
- paying an amount equal to the estimated recoverable equivalent gold ounces of contained metal in resources multiplied by US$5 per equivalent gold ounce which amount shall be payable in combination of cash and/or shares, and
- granting a 2.5% net smelter return ("NSR") to Kootenay which can be reduced to 2% NSR for a cash payment of US$500,000.

If the Company elects not to earn the additional 35% interest in the Cervantes Property, or fails to fulfill the requirements to earn such 35% interest, then a joint venture will be formed between the Company and Kootenay with the Company acting as the operator.

On September 30, 2016, the Company entered into the Transfer Agreement with AzMet whereby the Company issued 11,016,941 of its common shares to AzMet to acquire AzMet's interest in the Cervantes Property which shares were then distributed to AzMet's shareholders in October 2016.

The exploration carried out to date by the Company and AzMet consists mainly of rock sampling and geologic mapping as well as a large soil sample program that covered much of the Cervantes property. This work has led to the identification of three areas of interest for gold, copper, and molybdenum, and to a lesser degree, silver and lead mineralization. These areas have been termed the California, Jasper and Brasil zones. California is a porphyry gold-copper target with near surface oxide gold potential and deeper gold-copper+/-molybdenite sulphide potential. The Jasper target contains oxide copper potential with deeper copper-gold-molybdenite sulphide potential in a sheared intrusive and skarn to jasperoid host. Brasil is located 1.0km south of California and is a peripheral style gold-silver structural target hosted within argillite and siltstone sedimentary rocks. A pole-dipole complex resistivity and induced polarization (PD-CRIP) survey at the Cervantes property was completed in September 2016. A total of 91 receiver stations were collected for seven lines over 12.8 line kilometers with an A-spacing of 100 meters for 5 lines and 150 meters for 2 lines.

Rock chip sampling at the California Zone ranges as high as 19.0 gr/t Au for a grab sample taken by Kootenay, and numerous samples yielded more than 1.0 gr/t gold, with 118 samples taken by Kootenay from the California Zone averaging 0.9 gr/t gold. High gold values are strongly associated with quartz feldspar porphyry (QFP) intrusive and widespread breccias characterized as phyllic to peripherally argillic with quartz manifesting as stockworks, veins/veinlets, and breccia fillings. Identification of advanced argillic alteration mineralogy such as dickite and alunite possibly suggests the high level position of a porphyry system over the California target. Oxidation is moderate to strong over California with the presence of localized leached capping, goethite, hematite, and jarosite after sulphides. Small amounts of chalcocite have been found with minor residual pyrite in highly silicified rocks. The copper and molybdenum geochemical anomalies occur on the flanks of the intrusions reaching well into to the surrounding sedimentary rocks. The QFP intrudes a thick sequence of Ordovician quartzite with lesser siltstone and limestone. The quartzites are highly brecciated along the margins of the intrusion and strongly argillic to phyllically altered. Peripheral feldspar porphyry dykes and stocks are also present within the Ordovician sediments.

The IP geophysical survey detected anomalies highlighting exploration targets at the California Zone. IP pseudo-sections derived from the northwest and northeast trending lines as well as 3D fence diagrams show the presence of a strong IP anomaly underlying the main geochemically anomaly and intrusive at the California Zone. Depth slices from a pseudo-3D inversion reveal increasing chargeability values, particularly large and towards the southeast.

The Jasper Zone is located to the west of the California Zone. Mapping and sampling in the Jasper Zone has defined a 200 meter to 300 meter long structural zone with a general north-south trend with strong copper mineralization along with strong molybdenum and locally high gold values in rock samples. The structural zone is exposed in a gully and more detailed work is needed to define its width. A number of rock samples from the Jasper Zone have more than 0.5 % copper, with as much as 2.5% copper, and 24 samples averaged 0.47% copper. The rock samples from the Jasper Zone are also anomalous in gold and molybdenum but are low in arsenic and bismuth. The geophysical survey shows a chargeability anomaly under the Jasper zone which appears to be separated from the California Zone anomaly by a low chargeability and resistive zone.

Mineralization at the Brasil zone is hosted by sedimentary rocks and consists of auriferous veins. The veins appear to form an approximate dip slope that projects towards the Brasil mine, a shallow working developed for about 5-10 meters along a 0.5-1.0m wide shear zone with quartz veining. Sampling has defined a 200 meter by 500 meter area with anomalous gold and silver values in quartz veins. Gold values are relatively high with 37 samples averaging 1.5 gr/t and ranging up to 11.5 gr/t gold. Lead and zinc values are anomalous to high, with minor lead sulphides found within the low angle quartz veins. Additional mapping and sampling is required to define the extent of the potential drill target.

P. Craig Gibson, PhD, CPG, prepared and authored the technical report titled "Geology and Exploration of the Cervantes Project" with an effective date of January 11, 2017 (the "Technical Report"). The purpose of the Technical Report was to summarize previous work, appraise the exploration potential of the Cervantes property, and to make appropriate recommendations for future work. The Technical Report was also intended to be used in a prospectus for an initial public offering of the Company on the TSX Venture Exchange (the "Exchange"). The Technical Report recommended a Phase 1 exploration budget of $540,000 and a Phase 2 budget of approximately $1.3 million, totalling $1.8 million, subject to closing an initial public offering.

Other Matters

The Company was previously a wholly owned subsidiary of AzMet. On October 13, 2016, AzMet issued all its 11,017,041 shares in the Company to AzMet shareholders on a pro rata basis by way of a reduction of AzMet's paid up share capital on the basis of one (1) share of the Company for every two (2) shares held of AzMet, pursuant to Section 74 of the *Business Corporations Act* (British Columbia), after which the Company was no longer a subsidiary of AzMet.

On October 21, 2016, the Company closed a private placement for 5,150,000 units at $0.20 per unit for total proceeds of $1.03 million. Each unit was comprised of one common share and one-half of a whole common share purchase warrant. Each whole warrant is exercisable to acquire one common share at an exercise price of $0.25 and has an expiry date of October 21, 2018. Finders fee of $42,700 were paid in cash.

In December 2016, the Company entered into an engagement letter with Haywood Securities Inc. ("Haywood") for an initial public offering ("IPO"), on a commercially reasonable best effort basis, for up to 10 million units at a price of $0.35 per unit with each unit comprised of one common share and one-half of one share purchase warrant for aggregate proceeds of up to $3.5 million. Each whole warrant will be exercisable to acquire one common share at an exercise price of $0.50 for a period of 24 months from the closing date of the IPO. An over-allotment provision allows for up to an additional 1.5 million units for additional proceeds of up to $525,000. Fees payable to Haywood include fees of 3% and 6% payable in both cash and compensation options, and a corporate finance fee of $75,000. Compensation options have an exercise price of $0.50 per share for a period of up to 24 months from the closing date of the IPO.

In January 20, 2017, the Company adopted a stock option plan that allows it to grant stock options to its directors, officers, employees and consultants, provided that the aggregate number of stock options granted shall not at any time exceed 10% of the total number of issued and outstanding common shares of the Company. The exercise price of each stock option shall be based on the market price of the Company's shares as traded on the TSX Venture Exchange at the time of grant. Stock options have a maximum term of ten years and terminate 30 days following the termination of the optionee's employment, except in the case of death, in which case they terminate one year after the event. Vesting of stock options is made at the discretion of the Board at the time the stock options are granted.

On January 20, 2017, the Company granted stock options for 2,000,000 common shares with an exercise price of $0.35 and expiry date of 5 years from the listing date of the Company's shares on the TSX Venture Exchange. The stock options are subject to vesting provisions in which 20% vest on listing date and 20% vest every 6 months thereafter.

On April 20, 2017, the Company filed its prospectus which was receipted by the BC Securities Commission.

1.3 <u>Selected Annual Information</u>

The consolidated financial statements have been prepared in accordance with IFRS as issued by the IASB.

(expressed in Canadian dollars)

	Years Ended December 31,		
	2016	2015	2014
Total revenues	$ -	$ -	$ -
Loss before discontinued operations and extraordinary items:			
(i) Total	$ (317,139)	$ -	$ -
(ii) Basic per share	$ (0.08)	$ -	$ -
(iii) Diluted per share	$ (0.08)	$ -	$ -
Net loss:			
(i) Total	$ (317,139)	$ -	$ -
(ii) Basic per share	$ (0.08)	$ -	$ -
(iii) Diluted per share	$ (0.08)	$ -	$ -
Total assets	$ 1,037,507	$ 1	$ 1
Total long-term liabilities	$ -	$ -	$ -
Dividends per share	$ -	$ -	$ -

1.4 Results of Operations

Fourth Quarter of Fiscal 2016 – Year ended December 31, 2016 compared with December 31, 2015

The Company has been dormant from its incorporation in 2007 until it acquired an option to earn up to a 100% interest in the Cervantes Property in September 2016.

The Company incurred a net loss of $317,139 for the year ended December 31, 2016.

The Company has no sources of operating revenues. Operating losses were incurred for activities of the Company to acquire, explore or maintain its mineral property interest in the Cervantes property.

In 2016, the Company incorporated a Mexican subsidiary in connection with its interest in the Cervantes Property, and engaged an external Mexican accounting firm to assist in financial reporting and tax compliance and representation in that jurisdiction. Fees have been accrued for the audit of the Company's financial statements as it proceeds with initial public offering.

Employee remuneration was incurred to provide corporate finance, technical and administrative support activities to assist with the reorganization between the Company and AzMet, acquisition of interest in the Cervantes Property, closing of a private placement for gross proceeds of $1,030,000, and initialization of the initial public offering.

The foreign exchange gain (loss) is from the net effects of transactional foreign currency translation during 2016 and revaluation effects from certain U.S. dollar stated accounts at year end. The Company's Mexican subsidiary was not active in 2016 resulting in no foreign exchange gains or losses from the Mexican peso.

Legal fees were incurred in relation to the acquisition of an interest in the Cervantes Property and commencement of the initial public offering process.

(expressed in Canadian dollars)

Office and sundry include ancillary office support facilities for the Company's activities in 2016, and include office rent, telecommunications and software and systems training, as the Company accomplished several milestones especially in the last quarter.

Property investigation efforts involve due diligence on identifying mineral properties of merit for acquisition purposes. The Company did acquire an interest in the Cervantes Property and may acquire additional mineral exploration projects in the future. Most of these costs are attributable to geological management, visiting mineral properties in North America and reviewing technical information.

Nominal expenses were incurred for regulatory and shareholder relations.

In 2016, the Company invested $100,000 in shares of AzMet at a price of $0.15 per share. At the end of fiscal 2016, the Company wrote off the investment in AzMet shares due to uncertainty related to its net recoverable value.

As at December 31, 2016, the Company's mineral property interests in the Cervantes Property are comprised of the following:

	Year ended December 31, 2016	
	Mexico	
	Cervantes	Total
Acquisition Costs:		
Balance, December 31, 2015	$ -	$ -
Acquisition	282,994	282,994
Balance, December 31, 2016	282,994	282,994
Deferred Exploration Expenditures:		
Balance, December 31, 2015	-	-
Geology	23,204	23,204
Geophysics	101,266	101,266
Sundry	32,176	32,176
Salaries	12,488	12,488
Transportation and travel	787	787
Balance, December 31, 2016	169,921	169,921
Mineral Property Interests:		
December 31, 2015	$ -	$ -
December 31, 2016	$ 452,915	$ 452,915

The Company held no mineral property interests in fiscal 2015 as it was dormant.

Fourth Quarter of Fiscal 2015 – Year ended December 31, 2015 compared with December 31, 2014

The Company has been dormant from its incorporation in 2007 until it acquired an option to earn up to a 100% interest in the Cervantes Property in September 2016.

1.5 Summary of Quarterly Results (Unaudited)

The following table provides selected financial information of the Company for each of the last eight quarters ended at the most recently completed quarter, December 31, 2016. All dollar amounts are expressed in Canadian dollars unless otherwise indicated.

	2016				2015			
	Dec 31	Sept 30	June 30	Mar 31	Dec 31	Sept 30	June 30	Mar 31
Total revenues	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Income (loss) before discontinued operations and extraordinary items:								
(i) Total	$ (272,792)	$ (44,347)	$ -	$ -	$ -	$ -	$ -	$ -
(ii) Basic earnings (loss) per share	$ (0.02)	$ (443.47)	$ -	$ -	$ -	$ -	$ -	$ -
(iii) Diluted earnings (loss) per share	$ (0.02)	$ (443.47)	$ -	$ -	$ -	$ -	$ -	$ -
Net income (loss):								
(i) Total	$ (272,792)	$ (44,347)	$ -	$ -	$ -	$ -	$ -	$ -
(ii) Basic earnings (loss) per share	$ (0.02)	$ (443.47)	$ -	$ -	$ -	$ -	$ -	$ -
(iii) Diluted earnings (loss) per share	$ (0.02)	$ (443.47)	$ -	$ -	$ -	$ -	$ -	$ -
Total assets	$ 1,037,507	$ 628,148	$ 1	$ 1	$ 1	$ 1	$ 1	$ 1
Total long-term liabilities	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Dividends per share	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -

The Company has been dormant from its incorporation in 2007 until it acquired an option to earn up to a 100% interest in the Cervantes property in September 2016.

On September 30, 2016, the Company entered into the Transfer Agreement with AzMet whereby the Company issued 11,016,941 of its common shares to AzMet to acquire AzMet's interest in the Cervantes property which shares were then distributed to AzMet's shareholders in October 2016.

1.6 Liquidity

The Company is in the pre-development stage and has not yet determined whether its mineral property interests contain reserves. The recoverability of amounts capitalized for mineral property interests is entirely dependent upon the existence of reserves, the ability of the Company to obtain the necessary financing to complete the development and upon future profitable production. The Company knows of no trends, demands, commitments, events or uncertainties that may result in the Company's liquidity either materially increasing or decreasing at the present time or in the foreseeable future except as disclosed in this MD&A and in its regulatory filings. Material increases or decreases in the Company's liquidity are substantially determined by the success or failure of the Company's exploration and development programs and overall market conditions for smaller mineral exploration companies. Since its incorporation in 2007, the Company has endeavored to secure mineral property interests that in due course could be brought into production to provide the Company with cash flow which would be used to undertake work programs on other projects. To that end, the Company has expended its funds on mineral property interests that it believes have the potential to achieve cash flow within a reasonable time frame. As a result, the Company has incurred losses during each of its fiscal years since incorporation. This result is typical of smaller exploration companies and will continue unless positive cash flow is achieved.

The following table contains selected financial information of the Company's liquidity:

(expressed in Canadian dollars)

	December 31, 2016	December 31, 2015
Cash	$ 582,142	$ 1
Working capital	494,250	1

Ongoing operating expenses continue to reduce the Company's cash resources and working capital, as the Company has no sources of operating revenues.

On October 21, 2016, the Company closed a private placement for 5,150,000 units at $0.20 per unit for total proceeds of $1.03 million. Each unit was comprised of one common share and one-half of a whole common share purchase warrant. Each whole warrant is exercisable to acquire one common share at an exercise price of $0.25 and has an expiry date of October 21, 2018. Finders fee of $42,700 were paid in cash.

In December 2016, the Company entered into an engagement letter with Haywood for an IPO, on a commercially reasonable best effort basis, for up to 10 million units at a price of $0.35 per unit with each unit comprised of one common share and one-half of one share purchase warrant for aggregate proceeds of up to $3.5 million. Each whole warrant will be exercisable to acquire one common share at an exercise price of $0.50 for a period of 24 months from the closing date of the IPO. An over-allotment provision allows for up to an additional 1.5 million units for additional proceeds of up to $525,000. Fees payable to Haywood include fees of 3% and 6% payable in both cash and compensation options, and a corporate finance fee of $75,000. Compensation options have an exercise price of $0.50 per share for a period of up to 24 months from the closing date of the IPO.

The Company may enter into option agreements for mineral properties that involve payments in the form of cash and/or shares of the Company as well as minimum exploration expenditure requirements. Under Item 1.7, further details of contractual obligations are provided as at December 31, 2016. The Company will continue to rely upon equity financing as its principal source of financing its projects.

1.7 Capital Resources

At December 31, 2016, to maintain its interest and/or to fully exercise the options under various property agreements covering its property interests, the Company must incur exploration expenditures on the properties and/or make payments in the form of cash and/or shares to the optionors as follows:

(expressed in Canadian dollars)

		Cash Payments (US$)		Exploration Expenditures (US$)	Number of Shares	Net Smelter Return
Cervantes Project:						
Stage One (to earn a 65% interest):						
July 25, 2017	$	30,000	$	-	100,000	-
July 25, 2018		40,000		459,629	200,000	-
July 25, 2019		50,000		750,000	250,000	-
September 23, 2019		-		-	250,000	-
Stage Two (to earn additional 35% interest, for total interest of 100% interest):						
July 25, 2020 [(1)]		-		-	-	2.50%
	$	120,000	$	1,209,629	800,000	2.50%

(1) The Company can earn an additional 35% interest for a total of 100% interest in the Cervantes Property by completing a preliminary economic assessment by July 25, 2020, paying an amount equal to the estimated recoverable equivalent gold ounces of contained metal in resources multiplied by US$5 per equivalent gold ounce which amount shall be payable in combination of cash and/or shares, and granting a 2.5% NSR to Kootenay which can be reduced to 2% NSR for a cash payment of US$500,000.

These amounts may be reduced in the future as the Company determines which properties to continue to explore and which to abandon.

1.8 Off-Balance Sheet Arrangements

There are currently no off balance sheet arrangements which could have a material effect on current or future results of operations, or the financial condition of the Company.

1.9 Transactions with Related Parties

Key management includes directors (executive and non-executive) and senior management. The compensation paid or payable to key management is disclosed in the table below.

Except as disclosed elsewhere in the MD&A, the Company had the following general and administrative costs with related parties during the years ended December 31, 2016, 2015 and 2014:

(expressed in Canadian dollars)

	Years ended December 31,		Net balance receivable (payable) as at December 31,	
	2016	2015	2016	2015
Key management compensation:				
Executive salaries and remuneration [1]	$ 119,411	$ -	$ -	$ -
Net office, sundry, rent and salary allocations recovered from (incurred to) company(s) sharing certain common director(s) [2]	$ (2,220)	$ -	$ (941)	$ -
Write-off of investment in former parent [3]	$ 100,000	$ -	$ -	$ -
Receivables and prepaids	$ -	$ -	$ -	$ 1

(1) Includes key management compensation which is included in mineral property interests, employee remuneration and property investigation.

(2) The company is Endeavour Silver Corp. which shares one common director with the Company.

(3) The company is AzMet and was formerly the parent of the Company. In 2016, the Company advanced $100,000 to AzMet for the subscription in shares of AzMet at a value of $0.15 per share for 666,667 AzMet shares. On December 31, 2016, the Company wrote off its investment in AzMet due to uncertainty related to its net recoverable value.

Amounts which are incurred to related parties are in the normal course of business. The Company shares common office facilities, employee and administrative support, and office sundry amongst companies with certain common director(s), and such allocations to the Company are on a full cost recovery basis. Any balances due to related parties are payable on demand.

Item 1.2 provides further details of the acquisition of the Cervantes property from AzMet.

1.10 Fourth Quarter

Items 1.2, 1.4, 1.5, 1.6 and 1.7 provide further details for the fourth quarter of fiscal 2016.

1.11 Proposed Transactions

There are no proposed material asset or business acquisitions or dispositions, other than those in the ordinary course of business and other than those already disclosed in this MD&A, before the board of directors for consideration, and other than those already disclosed in its regulatory and public filings.

1.12 Critical Accounting Estimates and Judgements

The preparation of financial statements in accordance with IFRS requires management to make estimates, assumptions and judgements that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements along with the reported amounts of revenues and expenses during the period. Actual results may differ from these estimates and, as such, estimates and judgements and underlying assumptions are reviewed on an ongoing basis. Revisions are recognized in the period in which the estimates are revised and in any future periods affected.

Significant areas requiring the use of management estimates relate to determining the recoverability of mineral property interests; the determination of accrued liabilities; and the recoverability of deferred tax assets. While management believes the estimates are reasonable, actual results could differ from those estimates and could impact future financial performance and cash flows.

The Company applies judgment in assessing the functional currency of each entity consolidated in the financial statements.

The Company applies judgment in assessing whether material uncertainties exist that would cast substantial doubt as to whether the Company could continue as a going concern.

Acquisition costs of mineral properties and exploration and development expenditures incurred thereto are capitalized and deferred. The costs related to a property from which there is production will be amortized using the unit-of-production method. Capitalized costs are written down to their estimated recoverable amount if the property is subsequently determined to be uneconomic. The amounts shown for mineral property interests represent costs incurred to date, less recoveries and write-downs, and do not reflect present or future values.

At the end of each reporting period, the Company assesses each of its mineral resource properties to determine whether any indication of impairment exists. Judgment is required in determining whether indicators of impairment exist, including factors such as: the period for which the Company has the right to explore; expected renewals of exploration rights; whether substantive expenditures on further exploration and evaluation of resource properties are budgeted or planned; and results of exploration and evaluation activities on the exploration and evaluation assets. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior periods. A reversal of an impairment loss is recognized immediately in profit or loss.

1.13 Changes in Accounting Policies including Initial Adoption

The Company did not early adopt any recent pronouncements as disclosed in Note 2(f) of the audited consolidated financial statements for the year ended December 31, 2016.

1.14 Financial Instruments and Other Instruments

The Company classifies its financial instruments as follows:

- cash as financial assets at fair value through profit or loss ("FVTPL"),

- receivables as loans and receivables, and
- accounts payable and accrued liabilities and notes payable as other financial liabilities.

Management of Financial Risk

The Company is exposed in varying degrees to a variety of financial instrument related risks, including credit risk, liquidity risk, and market risk which includes foreign currency risk, interest rate risk and other price risk. The types of risk exposure and the way in which such exposure is managed are provided as follows.

The fair value hierarchy categorizes financial instruments measured at fair value at one of three levels according to the reliability of the inputs used to estimate fair values. The fair values of assets and liabilities included in Level 1 are determined by reference to quoted prices in active markets for identical assets and liabilities. Assets and liabilities in Level 2 are valued using inputs other than quoted prices for which all significant inputs are based on observable market data. Level 3 valuations are based on inputs that are not based on observable market data.

The fair values of the Company's receivables and accounts payable and accrued liabilities approximate their carrying values due to the short terms to maturity. Cash is measured at fair values using Level 1 inputs.

(a) Credit risk:

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations.

The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality Canadian financial institutions.

Management has reviewed the items comprising the accounts receivable balance which may include amounts receivable from certain related parties, and determined that all accounts are collectible; accordingly there has been no allowance for doubtful accounts recorded.

(b) Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due.

The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash and its ability to raise equity financings. As at December 31, 2016, the Company had a working capital of $494,250 (2015 - $1). The Company will require significant additional funding to meet its short-term liabilities and administrative overhead costs, and to maintain its mineral property interests in 2017.

Accounts payable and accrued liabilities are due in less than 90 days.

(c) Market risk:

The significant market risk exposures to which the Company is exposed are foreign currency risk, interest rate risk and other price risk.

(i) Foreign currency risk:

The Company has certain cash and accounts payable stated in United States dollars, which are subject to foreign currency fluctuations. Fluctuations in the United States dollar would impact the gains/losses of the

Company and the values of its assets and liabilities as the Company's functional and presentation currencies are the Canadian dollar. The Canadian dollar fluctuates and floats with the United States dollar.

At December 31, 2016 and 2015, the Company was exposed to currency risk for its Canadian dollar equivalent of financial assets and liabilities denominated in currencies other than Canadian dollars as follows:

	Stated in Canadian Dollars	
	Held in United States Dollars	Total
Cash	$ 4,912	$ 4,912
Accounts payable and accrued liabilities	(18,508)	(18,508)
Net financial assets (liabilities), December 31, 2016	$ (13,596)	$ (13,596)
Cash	$ -	$ -
Accounts payable and accrued liabilities	-	-
Net financial assets (liabilities), December 31, 2015	$ -	$ -

Based upon the above net exposure as at December 31, 2016 and assuming all other variables remain constant, a 15% (2015 – 20% and 2014 – 10%) depreciation or appreciation of the Canadian dollar relative to the United States dollar could result in a decrease/increase of approximately $2,040 (2015 - $Nil and 2014 - $Nil) in the Company's net losses.

The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks at this time.

(ii) Interest rate risk:

In respect of financial assets, the Company's policy is to invest excess cash at floating rates of interest in cash equivalents, in order to maintain liquidity, while achieving a satisfactory return. Fluctuations in interest rates impact on the value of cash equivalents. Interest rate risk is not significant to the Company as it has no cash equivalents at period-end.

(iii) Other price risk:

Other price risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market and commodity prices.

The Company's other price risk includes equity price risk, whereby investment in marketable securities are held for trading financial assets with fluctuations in quoted market prices recorded at FVTPL. The Company's long-term investment in shares of AzMet does not have a quoted market price in an active market and was measured at cost but was written off in fiscal 2016.

1.15 Other MD&A Requirements

(expressed in Canadian dollars)

1.15.1 Other MD&A Requirements

Additional information relating to the Company are as follows:

(a) may be found on SEDAR at www.sedar.com;

(b) is also provided in the Company's audited consolidated financial statements for the years ended December 31, 2016 and 2015.

1.15.2 Outstanding Share Data

The Company's authorized share capital consists of unlimited number of common shares without par value.

Changes in the Company's share capital for the year ended December 31, 2016 are as follows:

	Number of Shares	Amount
Balance at December 31, 2013, 2014 and 2015	100	$ 1
Issued:		
Property acquisition	11,216,941	279,914
Private placement, net of share issue costs	5,150,000	984,389
Balance at December 31, 2016	16,367,041	$ 1,264,304

On September 30, 2016, the Company entered into the Transfer Agreement with AzMet whereby the Company issued 11,016,941 of its common shares to AzMet to acquire AzMet's interest in the Cervantes Property which shares were then distributed to AzMet's shareholders in October 2016. Item 1.2 provides further details.

On October 21, 2016, the Company closed a private placement for 5,150,000 units at $0.20 per unit for total proceeds of $1.03 million. Each unit was comprised of one common share and one-half of a whole common share purchase warrant. Each whole warrant is exercisable to acquire one common share at an exercise price of $0.25 and has an expiry date of October 21, 2018. Finders fee of $42,700 were paid in cash.

In December 2016, the Company entered into an engagement letter with Haywood for an IPO, on a commercially reasonable best effort basis, for up to 10 million units at a price of $0.35 per unit with each unit comprised of one common share and one-half of one share purchase warrant for aggregate proceeds of up to $3.5 million. Each whole warrant will be exercisable to acquire one common share at an exercise price of $0.50 for a period of 24 months from the closing date of the IPO. An over-allotment provision allows for up to an additional 1.5 million units for additional proceeds of up to $525,000. Fees payable to Haywood include fees of 3% and 6% payable in both cash and compensation options, and a corporate finance fee of $75,000. Compensation options have an exercise price of $0.50 per share for a period of up to 24 months from the closing date of the IPO.

At April 26, 2017, there were 16,367,041 common shares issued and outstanding.

At December 31, 2016, the Company had no outstanding stock options.

In January 20, 2017, the Company adopted a stock option plan that allows it to grant stock options to its directors, officers, employees and consultants, provided that the aggregate number of stock options granted shall not at any time exceed 10% of the total number of issued and outstanding common shares of the Company. The exercise price of each stock option shall be based on the market price of the Company's shares as traded on the TSX Venture Exchange at the time of grant. Stock options have a maximum term of ten years and terminate 30 days following the termination of the optionee's employment, except in the case of death, in which case they terminate one year after the event. Vesting of stock options is made at the discretion of the Board at the time the stock options are granted.

(expressed in Canadian dollars)

On January 20, 2017, the Company granted stock options for 2,000,000 common shares with an exercise price of $0.35 and expiry date of 5 years from the listing date of the Company's shares on the TSX Venture Exchange. The stock options are subject to vesting provisions in which 20% vest on listing date and 20% vest every 6 months thereafter.

At April 26, 2017, stock options for 2,000,000 common shares remain outstanding of which no stock options are exercisable.

At December 31, 2016, the Company had outstanding warrants as follows:

Exercise Prices	Expiry Dates	Outstanding at December 31, 2015	Issued	Exercised	Expired	Outstanding at December 31, 2016
$0.25	October 21, 2018	-	2,575,000	-	-	2,575,000
		-	2,575,000	-	-	2,575,000

There were no outstanding warrants as at December 31, 2015.

At April 26, 2017, warrants for 2,575,000 common shares remain outstanding.

1.16 Outlook

The Company will continue to depend upon equity financings to continue exploration work on and to advance its mineral property interests, and to meet its administrative overhead costs for the 2017 fiscal year. There are no assurances that capital requirements will be met by this means of financing as inherent risks are attached therein including commodity prices, financial market conditions, and general economic factors. The Company does not expect to realize any operating revenues from its properties in the foreseeable future.

1.17 Risk Factors

The following is a brief discussion of those distinctive or special characteristics of the Company's operations and industry that may have a material impact on, or constitute risk factors in respect of, the Company's future financial performance.

Exploration and Development Risks

There is no assurance given by the Company that its exploration and development programs and properties will result in the discovery, development or production of a commercially viable deposit or ore body.

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration activities will result in any discoveries of bodies of commercial ore. The economics of developing mineral properties are affected by many factors including capital and operating costs, variations of the grades and tonnages of ore mined, fluctuating metal prices, costs of mining and processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. Substantial expenditures are required to establish resources or reserves through drilling and other work, to develop metallurgical processes to extract metal from ore, and to develop the mining and processing facilities and infrastructure at any site chosen for mining. No assurance can be given that funds required for exploration and / or development can be obtained on a timely basis. The marketability of any metals or minerals acquired or discovered may be affected by numerous factors which are beyond the Company's control and which cannot be accurately foreseen or predicted, such as market fluctuations, the global marketing conditions for precious and base metals, the proximity and capacity of required processing facilities, mineral markets and required processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting minerals and environmental protection. In order to commence exploitation of certain properties presently held under exploration concessions, it is necessary for the Company to apply for exploitation concessions. There can be no guarantee that such concessions will be granted.

Financing Risks

There is no assurance given by the Company that it will be able to secure the financing necessary to explore, develop and produce its mineral properties.

The Company does not presently have sufficient financial resources or operating cash-flow to undertake by itself all of its planned exploration and development programs. The development of the Company's properties may therefore depend on the Company's ability to obtain additional required financing. There is no assurance the Company will be successful in obtaining the required financing on terms acceptable to the Company, or at all, the lack of which could result in the loss or substantial dilution of its interests (as existing or as proposed to be acquired) in its properties as disclosed herein. The Company's ability to continue as a going concern is dependent on the ability of the Company to raise equity capital financings, exploration success, the attainment of profitable operations and the completion of further share issuances to satisfy working capital and operating needs. The Company may need to raise further funds to complete a further exploration program at the Cervantes Property, if such program is warranted.

Estimates of Mineral Deposits

There is no assurance given by the Company that any estimates of mineral deposits or resources will materialize.

No assurance can be given that any identified mineralization will be developed into a coherent mineralization deposit, or that such deposit will even qualify as a commercially viable and mineable ore body that can be legally and economically exploited. Estimates regarding mineralized deposits can also be affected by many factors such as permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grades and tonnages of ore ultimately mined may differ from that indicated by drilling results and other exploration and development work. There can be no assurance that test work and results conducted and recovered in small-scale laboratory tests will be duplicated in large-scale tests under on-site conditions. Material changes in mineralized tonnages, grades, dilution and stripping ratios or recovery rates may affect the economic viability of projects. The existence of mineralization or mineralized deposits should not be interpreted as assurances of the future delineation of ore reserves or the profitability of any future operations.

Commodity Prices

There is no assurance given by the Company that commodity prices will not change.

The mining industry is competitive and commodity prices fluctuate so that there is no assurance, even if commercial quantities of a mineral resource are discovered, that a profitable market will exist for the sale of same. Factors beyond the control of the Company may affect the marketability of any substances discovered. The prices of precious and base metals fluctuate on a daily basis, have experienced volatile and significant price movements over short periods of time, and are affected by numerous factors beyond the control of the Company, including international economic and political trends, expectations of inflation, currency exchange fluctuations (specifically, the U.S. dollar relative to other currencies), interest rates, central bank transactions, world supply for precious and base metals, international investments, monetary systems, and global or regional consumption patterns (such as the development of gold coin programs), speculative activities and increased production due to improved mining and production methods. The supply of and demand for precious and base metals are affected by various factors, including political events, economic conditions and production costs in major producing regions, and governmental policies with respect to precious metal holdings by a nation or its citizens. The exact effect of these factors cannot be accurately predicted, and the combination of these factors may result in the Company not receiving adequate returns on invested capital or the investments retaining their respective values. There is no assurance that the prices of gold and other precious and base metals will be such that the Company's properties can be mined at a profit.

Competition and Agreements with Other Parties

The Company competes with larger, better capitalized competitors in the mining industry and there is no assurance given by the Company that it can compete for mineral properties, future financings or technical expertise.

The mining industry is intensely competitive in all of its phases, and the Company competes with many companies possessing greater financial resources and technical facilities than it. Competition in the mining business could adversely affect the Company's ability to acquire suitable producing properties or prospects for mineral exploration in the future.

The Company may, in the future, be unable to meet its share of costs incurred under joint venture or similar agreements to which it is a party and the Company may have its interest in the properties subject to such agreements reduced as a result. Furthermore, if other parties to such agreements do not meet their share of such costs, the Company may be unable to finance the cost required to complete recommended programs.

Title Matters

There is no assurance given by the Company that it owns legal title to its mineral properties.

The acquisition of title to mineral properties is a very detailed and time-consuming process. Title to any of the Company's mining concessions may come under dispute. While the Company has diligently investigated title considerations to its mineral properties, in certain circumstances, the Company has only relied upon representations of property partners, legal opinions, and government agencies. There is no guarantee of title to any of the Company's properties. The properties may be subject to prior unregistered agreements or transfers, and title may be affected by unidentified and undetected defects. Native land claims or claims of aboriginal title may be asserted over areas in which the Company's properties are located, but unlikely given all surrounding surface rights are privately held. Further, the Company does not own the Cervantes Property and only has a right to earn an interest therein pursuant to the Option Assignment Agreement. In the event that the Company does not fulfill its obligations contemplated by the Option Assignment Agreement, it will lose its interest in the Cervantes Property.

Surface Rights

The Company has acquired rights to certain parts of the property covered by its mineral tenures, and is in continuing negotiations over other parts. In areas where the Company operates there are local populations or landowners who, in the case of the Cervantes Property, do not live on the property but raise cattle throughout the region. The Company understands that it is necessary, as a practical matter, to negotiate surface access, and the Company is continuing to do so. However, there is a risk that local communities or affected groups may take actions to delay, impede or otherwise terminate the contemplated activities of the Company. There can be no guarantee that the Company will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out significant exploration and development activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdiction, which assistance may not be provided or, if provided, may not be effective. If the development of a mine on the Cervantes Property becomes justifiable it will be necessary to acquire surface rights for mining, plant, tailings and mine waste disposal. There can be no assurance that the Company will be successful in acquiring any such rights.

Community Groups

There is an ongoing level of public concern relating to the effects of mining on the natural landscape, on communities and on the environment. Certain non-governmental organizations, public interest groups and reporting organizations ("NGOs") who oppose resource development can be vocal critics of the mining industry. In addition, there have been many instances in which local community groups have opposed resource extraction activities, which have resulted in disruption and delays to the relevant operation. While the Company seeks to operate in a socially responsible manner and believes it has good relationships with local communities in Sonora State, Mexico, NGOs or local community organizations could direct adverse publicity and/or disrupt the operations of the Company in respect of one or more of its properties due to political factors, activities of unrelated third parties on lands in which the Company has an interest or the Company's operations specifically. Any such actions and the resulting media coverage could have an adverse effect on the reputation and financial condition of the Company or its relationships with the communities in which it operates, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Conflicts of Interest

There is no assurance given by the Company that its directors and officers will not have conflicts of interest from time to time.

The Company's directors and officers may serve as directors or officers of other public mineral exploration and resource companies or have significant shareholdings in other public resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors and management of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. The interests of these companies may differ from time to time. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against any resolution involving any such conflict. From time to time several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In accordance with the laws of the Province of British Columbia, Canada, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company. In determining whether or not the Company will participate in any particular exploration or mining project at any given time, the directors will primarily consider the upside potential for the project to be accretive to shareholders, the degree of risk to which the Company may be exposed and its financial position at that time.

Negative Operating Cash Flow

The Company had negative operating cash flow during its most recently completed financial year ended December 31, 2016. In the event that the Company's operating cash flow is not positive in future financial periods it may need to raise additional capital in order to fund operations. There is no guarantee that additional funds will be available on terms acceptable to the Company or at all. In the event that the Company's operating cash flow is negative this may have a material adverse effect on the Company and its stock price.

Non-Company Submission to Jurisdiction

Mr. Joseph (Joey) Wilkins, the President and Chief Executive Officer of the Company, and Mr. James Schilling, a director of the Company, reside outside of Canada. Mr. Wilkins and Mr. Schilling have appointed the Company as their agent for service of process in each of the selling jurisdictions. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against Mr. Wilkins and Mr. Schilling, or any other person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if such person has appointed an agent for services of process.

Uninsured Risks

There is no assurance given by the Company that it is adequately insured against all risks. The Company may become subject to liability for cave-ins, pollution or other hazards against which it cannot insure or against which it has elected not to insure because of high premium costs or other reasons. The payment of such liabilities would reduce the funds available for exploration, development and mining activities.

Environmental and Other Regulatory Requirements

There is no assurance given by the Company that it has met all environmental or regulatory requirements.

The current or future operations of the Company, including exploration and development activities and commencement of production on its properties, require permits from various foreign, federal, state and local governmental authorities and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs, and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that approvals and permits required in order for the Company to commence exploration, development or production on its various properties will be obtained. Additional permits and studies, which may include environmental impact studies conducted before permits can be obtained, are necessary prior to operation of the other properties in which the Company has interests and there can be no assurance that the Company will be able to obtain or maintain all necessary permits that may be required to commence exploration, construction, development or operation of mining facilities at these properties on terms which enable operations to be conducted at economically justifiable costs.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in exploration, development and mining operations may be required to compensate those suffering loss or damage by reason of such activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. New laws or regulations or amendments to current laws, regulations and permits governing operations and activities of exploration and mining companies, or more stringent implementation of current laws, regulations or permits, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Foreign Countries and Regulatory Requirements

The Company's mineral property interests are located in countries outside of Canada, and mineral exploration and mining activities may be affected in varying degrees by political stability, changes in foreign policy, and government regulations relating to the mining industry. Any changes in regulations, foreign policy, or shifts in political attitudes may vary from country to country and are beyond the control of the Company and may adversely affect its business and its ability to operate in foreign jurisdictions. Such changes have, in the past, included nationalization of foreign owned businesses and properties. The Company's ability to operate its business may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, income and other taxes and duties, tariffs, trade, expropriation of property, environmental legislation and mine safety. These uncertainties may make it more difficult for the Company to obtain any required production financing for its mineral properties.

Reclamation

Land reclamation requirements for the Company's properties may be burdensome.

There is a risk that monies allotted for land reclamation may not be sufficient to cover all risks, due to changes in the nature of any potential waste rock and/or tailings and/or revisions to government regulations. Therefore additional funds, or reclamation bonds or other forms of financial assurance may be required over the tenure of the Company's properties to cover potential risks. These additional costs may have material adverse impact on the financial condition and results of the Company.

Unknown Environmental Risks for Past Activities

Exploration and mining operations involve a potential risk of releases to soil, surface water and groundwater of metals, chemicals, fuels, liquids having acidic properties and other contaminants. In recent years, regulatory requirements and improved technology have significantly reduced those risks. However, those risks have not been eliminated, and the risk of environmental contamination from present and past exploration or mining activities exists for mining companies. Companies may be liable for environmental contamination and natural resource damages relating to properties that they currently own or operate or at which environmental contamination occurred while or before they owned or operated the properties. However, no assurance can be given that potential liabilities for such contamination or damages caused by past activities at these properties do not exist.

Currency Fluctuation and Foreign Exchange Controls

The Company maintains a portion of its funds in U.S. dollar and Mexican pesos denominated accounts. Certain of the Company's property and related contracts are denominated in U.S. dollars and Mexican Pesos. The Company's operations in countries other than Canada are normally carried out in the currency of that country and make the Company subject to foreign currency fluctuations and such fluctuations may materially affect the Company's financial position and results. In addition future contracts may not be denominated in Canadian dollars and may expose the Company to foreign currency fluctuations and such fluctuations may materially affect the Company's financial position and results. In addition, the Company is or may become subject to foreign exchange restrictions which may severely limit or restrict its ability to repatriate capital or profits from its properties outside of Canada to Canada. Future impositions of such restrictions could have a materially adverse effect on the Company's future profitability or ability to pay dividends.

Dependence on Key Individuals

The Company is dependent on a relatively small number of key personnel, the loss of any one of whom could have an adverse effect on the Company.

The Company does not maintain key-person insurance on the life of any of its personnel. In addition, while certain of the Company's officers and directors have experience in the exploration of mineral producing properties, the Company will remain highly dependent upon contractors and third parties in the performance of its exploration and development activities. There can be no guarantee that such contractors and third parties will be available to carry out such activities on behalf of the Company or be available upon commercially acceptable terms.

Volatility of Common Shares

Volatility in the price of the Company's common shares could cause investor loss.

When the common shares are listed on the Exchange, the market price of a publicly traded stock, especially a junior resource company like the Company, is affected by many variables in addition to those directly related to exploration successes or failures. Such factors include the general condition of the market for junior resource stocks, the strength of the economy generally, the availability and attractiveness of alternative investments, and the breadth of the public market for the stock. The effect of these and other factors on the market price of the common shares on the Exchange suggests that the price of the Company's common shares will continue to be volatile. Therefore, investors could suffer significant losses if the Company's common shares are depressed or illiquid when an investor seeks liquidity and needs to sell the common shares of the Company. There is no guarantee on the future price at which the common shares may trade, and no guarantee that the warrants will ever be in a position of value and may ultimately expire prior to being in-the-money.

Listing of Warrants

The Company does not intend to apply for the listing of the warrants on any securities exchange. There is no public market for the warrants. There can be no assurance that a secondary market for the warrants will develop or be sustained after the closing of the IPO. Even if a market develops for the warrants, there can be no assurance that it will be liquid and that the price of the warrants will be the same as the price allocated for the warrants comprising the IPO units.

Substantial Number of Authorized but Unissued Shares

The Company has an unlimited number of common shares which may be issued by the Board without further action or approval of the Company's shareholders. While the Board is required to fulfil its fiduciary obligations in connection with the issuance of such shares, the shares may be issued in transactions with which not all shareholders agree, and the issuance of such shares will cause dilution to the ownership interests of the Company's shareholders.

Possible Dilution to Current Shareholders based on Outstanding Options and Warrants

At April 26, 2017, the Company has 16,367,041 common shares, 2,000,000 stock options and 2,575,000 warrants outstanding. The resale of outstanding shares from the exercise of dilutive securities could have a depressing effect on the market for the Company's shares. At April 26, 2017, dilutive securities represented approximately 27.95% of the Company's issued shares.