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**Management's Discussion and Analysis
For the Six Months Ended October 31, 2020
Dated: December 23, 2020**

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Southern Silver Exploration Corp.

(An Exploration Stage Company)

Management's Discussion and Analysis

For the Six Months Ended October 31, 2020

A. Introduction

The following Management's Discussion and Analysis ("MD&A") of the consolidated operating results and financial condition of Southern Silver Exploration Corp. (the "Company") is for the six months ended October 31, 2020 and is dated December 23, 2020. This MD&A was prepared to conform to National Instrument ("NI") 51-102F1 and was approved by the Board of Directors prior to its release.

This analysis should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements for the six months ended October 31, 2020, and the Company's audited consolidated financial statements for the year ended April 30, 2020, and the accompanying notes, which have been prepared in accordance with International Financial Reporting Standards ("IFRS").

The Company's shares trade on the TSX Venture Exchange ("SSV"), the Santiago Stock Exchange, Venture ("SSVCL") and the OTCQB Marketplace ("SSVFF").

The Company's functional and reporting currency is the Canadian dollar and all dollar amounts included herein are in Canadian dollars, unless otherwise indicated.

Additional information relating to the Company is available at www.southernsilverexploration.com and on SEDAR at www.sedar.com.

B. Qualified Person

Robert W. J. Macdonald, P. Geo., is the qualified person as defined by National Instrument 43-101 responsible for the technical information included in this MD&A and the supervision of work done in association with the exploration and development programs. Mr. Macdonald graduated with a B.Sc. degree from Memorial University of Newfoundland and a M.Sc. from the University of British Columbia. His work has focused on vein and intrusive-related gold systems and massive sulphide deposits.

C. Foreign Exchange Information and Conversion Tables

For ease of reference, the following information is provided:

| Canadian Dollars per US Dollar | | | Conversion Table | | |
|--------------------------------|------------------|--------|--------------------|---|---------------------|
| | Six Months Ended | | | | |
| | October 31 | | Imperial | | Metric |
| | 2020 | 2019 | | | |
| Rate at end of period | 1.3323 | 1.3138 | 1 acre | = | 0.404686 hectares |
| Average rate for period | 1.3449 | 1.3262 | 1 foot | = | 0.304800 meters |
| | | | 1 mile | = | 1.609344 kilometres |
| | | | 1 ton | = | 0.907185 tonnes |
| | | | 1 Ounce (troy)/ton | = | 34.285700 g/t |

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C. Foreign Exchange Information and Conversion Tables, continued

| Precious metal units and conversion factors | | | | | |
|---|-------------------------|---------------|---|--------------|-----------------|
| ppb | - Part per billion | 1 ppb | = | 0.0010 ppm | = 0.000030 oz/t |
| ppm | - Part per million | 100 ppb | = | 0.1000 ppm | = 0.002920 oz/t |
| oz | - Ounce (troy) | 10,000 ppb | = | 10.0000 ppm | = 0.291670 oz/t |
| oz/t | - Ounce per ton (avdp.) | 1 ppm | = | 1.0000 ug/g | = 1.000000 g/t |
| g | - Gram | | | | |
| g/t | - gram per metric ton | 1 oz/t | = | 34.2857 ppm | |
| mg | - milligram | 1 Carat | = | 41.6660 mg/g | |
| kg | - kilogram | 1 ton (avdp.) | = | 907.1848 kg | |
| ug | - microgram | 1 oz (troy) | = | 31.1035 g | |

D. Summary of Mineral Properties

The Company's principal business activities include the acquisition, exploration, and development of natural resource properties for enhancement of value and disposition pursuant to sales agreements or development by way of third party option and/or joint venture agreements.

The Company is continuing to advance its core asset - Cerro Las Minitas - a silver-lead-zinc property located in Durango State, Mexico. The property is a large land position and lies within the prolific Faja de Plata (Belt of Silver) of north central Mexico. On September 15, 2020, the Company closed a transaction with Electrum Global Holdings L.P. ("Electrum") to acquire Electrum's 60% indirect interest in the project for consideration of US\$15,000,000 in a combination of cash and common shares.

The Company also continues to advance Oro, a gold-silver-copper-lead-zinc property located in New Mexico, USA, that features a classic porphyry zonation within the highly prospective Laramide Porphyry belt of the southern USA and the El Sol silver-lead-zinc claim which covers the northwest projection of the Blind and El Sol zones at the Cerro Las Minitas project, Durango, Mexico.

Cerro Las Minitas - Durango, Mexico

The property is located about 70 kilometres to the northeast of the city of Durango in Durango State, Mexico, and is accessed easily by road. The property comprises twenty five concessions totaling approximately 34,415 hectares in one of the most significant silver producing regions in the world.

Four separate mineral deposits have been identified with the Blind, the El Sol and the Las Victorias deposits forming sets of sub-parallel, northwest-trending and steeply dipping mineralized zones which are traced for over 1,300 metres strike and up to 600 metres depth. The fourth deposit known as the Skarn Front, forms beneath the Blind, El Sol and Las Victorias deposits and is localized on the outer edge of the skarn alteration zone surrounding a Central Monzonite Intrusion and has been drilled along an approximate 1,100 metre strike length and to depths of up to 1,000 metres.

Mineralization occurs as massive-sulphide pipes, veins and replacements in sub-vertical structures that demonstrate good continuity between drill holes. Mineralization is open on-strike and at depth in a similar geological environment to that of major Mexican Carbonate Replacement Deposits (CRDs) such as Santa Eulalia (45Mt of 310g/t Ag, 7.1% Zn and 8.2% Pb) and Skarn deposits such as San Martin (60Mt of 118g/t Ag, 0.9% Pb and 3.9% Zn).

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D. Summary of Mineral Properties, continued

Cerro Las Minitas - Durango, Mexico, continued

On May 9, 2019, the Company released an updated NI 43-101 mineral resource estimate for the project which, at a 175g/t AgEq cut-off, featured:

- Indicated Mineral resources of 134 million ounces silver equivalent or 2.0 billion pounds zinc equivalent which includes a 0.97Mt increase to 11.1Mt averaging 105g/t Ag, 0.1g/t Au, 0.16% Cu, 1.2% Pb and 3.7% Zn (375g/t AgEq; 8.2% ZnEq), containing: 37.5 million ounces of silver; 35 thousand ounces of gold; 40 million pounds of copper; 303 million pounds of lead; and 897 million pounds of zinc.
- Inferred Mineral resources of 138 million ounces silver equivalent or 2.0 billion pounds zinc equivalent which includes a significant increase to 12.8Mt averaging 111g/t Ag, 0.07g/t Au, 0.27% Cu, 0.9% Pb and 2.8% Zn (334g/t AgEq; 7.2% ZnEq) containing: 45.7 million ounces of silver; 31 thousand ounces of gold; 76 million pounds of copper, 253 million pounds of lead; and 796 million pounds of zinc.

Table 1: Base-case Mineral Resource Estimate Utilizing a 175g/t AgEq cut-off value:

| Indicated Zone | Tonnes (Kt) | Ag (g/t) | Cu (%) | Pb (%) | Zn (%) | Au (g/t) | AgEq (g/t) | ZnEq (%) | Ag TrOz (000's) | Au TrOz (000's) | Pb (Mlbs) | Zn (Mlbs) | Cu Lbs (Mlbs) | AgEq TrOz (000's) | ZnEq Lbs (Mlbs) |
|----------------|---------------|------------|-------------|------------|------------|-------------|------------|------------|-----------------|-----------------|------------|------------|---------------|-------------------|-----------------|
| Blind Zone | 2,007 | 103 | 0.12 | 2.0 | 2.3 | 0.04 | 310 | 8.0 | 6,647 | 3 | 90 | 103 | 5.2 | 19,983 | 354 |
| El Sol Zone | 978 | 83 | 0.09 | 2.3 | 2.2 | 0.04 | 291 | 7.5 | 2,600 | 1 | 50 | 47 | 2.0 | 9,168 | 162 |
| Las Victorias | 870 | 141 | 0.17 | 2.0 | 2.8 | 0.62 | 385 | 10.0 | 3,949 | 17 | 39 | 53 | 3.2 | 10,775 | 191 |
| Skam Front | 7,246 | 104 | 0.19 | 0.8 | 4.3 | 0.06 | 403 | 8.1 | 24,290 | 14 | 125 | 694 | 29.7 | 93,965 | 1,299 |
| Total | 11,102 | 105 | 0.16 | 1.2 | 3.7 | 0.10 | 375 | 8.2 | 37,485 | 35 | 303 | 897 | 40 | 133,891 | 2,006 |

| Inferred Zone | Tonnes (Kt) | Ag (g/t) | Cu (%) | Pb (%) | Zn (%) | Au (g/t) | AgEq (g/t) | ZnEq (%) | Ag TrOz (000's) | Au TrOz (000's) | Pb (Mlbs) | Zn (Mlbs) | Cu Lbs (Mlbs) | AgEq TrOz (000's) | ZnEq Lbs (Mlbs) |
|---------------|---------------|------------|-------------|------------|------------|-------------|------------|------------|-----------------|-----------------|------------|------------|---------------|-------------------|-----------------|
| Blind Zone | 1,261 | 80 | 0.08 | 1.4 | 2.0 | 0.17 | 243 | 6.2 | 3,258 | 7 | 38 | 56 | 2 | 9,848 | 173 |
| El Sol Zone | 794 | 65 | 0.05 | 1.9 | 2.4 | 0.03 | 262 | 6.6 | 1,669 | 1 | 33 | 42 | 1 | 6,695 | 116 |
| Las Victorias | 216 | 180 | 0.06 | 2.7 | 2.1 | 0.90 | 416 | 11.0 | 1,252 | 6 | 13 | 10 | 0 | 2,892 | 53 |
| Skam Front | 10,573 | 116 | 0.31 | 0.7 | 3.0 | 0.05 | 349 | 7.3 | 39,569 | 17 | 169 | 689 | 73 | 118,684 | 1,701 |
| Total | 12,844 | 111 | 0.27 | 0.9 | 2.8 | 0.07 | 334 | 7.2 | 45,749 | 31 | 253 | 796 | 76 | 138,119 | 2,043 |

Notes:

- 1) The current Resource Estimate was prepared by Garth Kirkham, P.Geol., of Kirkham Geosystems Ltd.
- 2) All mineral resources have been estimated in accordance with Canadian Institute of Mining and Metallurgy and Petroleum ("CIM") definitions, as required under National Instrument 43-101 ("NI43-101").
- 3) Mineral resources were constrained using mainly geological constraints and approximate 10g/t AgEq grade domains.
- 4) AgEq cut-off values were calculated using average long-term prices of \$16.6/oz. silver, \$1,275/oz. gold, \$2.75/lb. copper, \$1.0/lb. lead and \$1.25/lb. zinc. Metal recoveries for the Blind, El Sol and Las Victorias deposits of 91% silver, 25% gold, 92% lead, 82% zinc and 80% copper and for the Skam Front deposit of 85% silver, 18% gold, 89% lead, 92% zinc and 84% copper were used to define the cut-off grades. Base case cut-off grade assumed \$75/tonne operating smelting and sustaining costs. All prices are stated in \$USD.
- 5) Silver Equivalents were calculated from the interpolated block values using relative recoveries and prices between the component metals and silver to determine a final AgEq value. The same methodology was used to calculate the ZnEq value.
- 6) Mineral resources are not mineral reserves until they have demonstrated economic viability. Mineral resource estimates do not account for a resource's mineability, selectivity, mining loss, or dilution.
- 7) All figures are rounded to reflect the relative accuracy of the estimate and therefore numbers may not appear to add precisely.

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D. Summary of Mineral Properties, continued

Cerro Las Minitas - Durango, Mexico, continued

The Mineral Resources at Cerro Las Minitas have systematically increased from the initial resource estimate in 2016. Since starting exploration on the project in 2011, the Company has completed 133 drill holes totaling 59,176 metres with a discovery cost of: \$0.09/oz. AgEq; \$0.007/lb. ZnEq.

The Company commenced a 10,000 metre exploration drilling starting program in September 2020, targeting specific step-outs from strongly silver-enriched mineral intercepts in the Las Victorias, South Skarn and the Mina La Bocona targets. The targeting is designed to increase the current mineral resource estimate by approximately 30%. The project remains one of the larger undeveloped silver-lead-zinc projects in the world and is fully funded and permitted for the work.

Early drill results from the South Skarn target returned high-grade mineralization which include:

- a 9.0m interval (6.7m est. True Thickness) averaging 625g/t Ag, 11.8% Pb and 7.5% Zn (1,454g/t AgEq; 30.0% ZnEq) including a higher grade 2.3m interval (1.7m est. TT) averaging 1,338g/t Ag, 25.9% Pb and 17.6% Zn (3,201g/t AgEq; 66.1% ZnEq) from drill hole 20CLM-119
- a 3.7m interval (2.7m est. TT) averaging 511g/t Ag, 5.0% Pb and 3.7% Zn (907g/t AgEq; 18.7% ZnEq) from drill hole 20CLM-120
- a 15.6m interval (10.4m est. TT) averaging 172g/t Ag, 3.8% Pb and 3.7% Zn (520g/t AgEq; 10.7% ZnEq) including a higher grade 0.9m interval (0.6m est. TT) grading 975g/t Ag, 21.2% Pb and 18.5% Zn (2,830/t AgEq; 58.5% ZnEq) from drill hole 20CLM-124.

The South Skarn mineralized zone has now been largely outlined for over 400 metres down dip and 200 to 300 metres along strike. Two additional step-out holes have been completed a further 100 metres down dip of 20CLM-124, with assays pending. Several more holes are planned along strike, northward, in order to continue definition of these new and high-grade mineralized bodies located on the eastern margin of the central monzonite intrusion

Early results from the Mina La Bocona target include a near surface interval of strongly gold-enriched oxidized mineralization and a deeper poly-metallic sulphide zone from hole 20CLM-125 which returned:

- a 28.5m interval averaging 1.41g/t Au and 36g/t Ag (201g/t AgEq) including a higher grade 2.8m interval averaging 5.1g/t Au and 72g/t Ag (552 AgEq) starting at 23.8m down-hole; and
- a 6.1m down-hole (4.0m est. TT) averaging 421g/t Ag, 0.45g/t Au, 5.5% Pb and 1.9% Zn (704g/t AgEq; 17.9% ZnEq) including a higher grade 0.9m (0.6m est. TT) grading 1420g/t Ag, 0.64g/t Au, 16.8% Pb and 0.6% Zn (2012g/t AgEq; 51.0% ZnEq) starting at 221.8 metres down-hole.

The deeper silver-enriched polymetallic zone in hole 20CLM-125 is contained within the upper 19.8 metres of a semi-continuous mineralized zone extending from 216.8 metres to 272.0 metres downhole and is a down-dip step-out of similar mineralization first identified in the 2015 hole 15CLM-078. Assays for the remaining 35 metres of the 55.2 metres mineralized interval are pending.

Drilling on the east side of the Cerro will test an approximate 800 metre strike length of the South Skarn Target and Mina La Bocona Target mineralized zones to depths of up to 650 metres as well as a high-grade hanging wall zone in the Mina La Bocona Target area.

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D. Summary of Mineral Properties, continued

Cerro Las Minitas - Durango, Mexico, continued

Metallurgical test work on representative composites from the Cerro Las Minitas mineral deposits was conducted by Blue Coast Research of Parksville, BC which visited the project in October 2017 to supervise the selection of samples for use in the study. Representative samples of the Blind – El Sol oxides and sulphides as well as the Skarn Front sulphides were collected from drill core and combined into three distinct composites to represent the three different styles of mineralization currently identified on the project. Test work included sample characterization and batch flotation tests. A limited cyanidation test program was conducted on the Blind – El Sol oxide composite. Sample characterization of the composites included head analyses, chemical characterization, modal mineralogy determinations (including microprobe work) and Bond Ball Work Index tests.

The batch test work generated high-grade lead and zinc concentrates from the Blind-El Sol deposits, but produced a diluted zinc concentrate from test work on the Skarn Front deposit. Further batch test work successfully optimized the flotation sequence, upgraded the zinc concentrate by removing the chalcopyrite and created a separate copper concentrate.

In mid-2019, the Company collected additional sample material from the Skarn Front zone including +200kg of sample for lock-cycle testing on a master composite and variability testing on seven additional smaller sub-sets of the Skarn Front mineralization.

The locked-cycle test work, as reported in January 2020, was based on the open circuit flowsheet established in the earlier batch test work. Owing to the lower copper content of the master composite, a larger scale batch cleaner test was conducted to establish the copper metallurgy. Results from the locked-cycle test were combined with the copper cleaner test work to create an overall metallurgical projection for the Skarn Front composite as follows:

- 83.6% Pb and 77.3% Ag into the lead concentrate assaying 65.1% Pb and 5,504g/t Ag respectively after three stages of cleaning; and
- 94.7% Zn and 8.0% Ag into the zinc concentrate assaying 54.0% Zn and 92g/t Ag respectively after three stages of cleaning; and
- 60.2% Cu and 6.5% Ag into the copper concentrate assaying 27.0% Cu and 1,255g/t Ag respectively after three stages of cleaning;

These latest test results complement previously reported recoveries from the Blind – El Sol sulphide composite which recovered:

- 82% Ag, 90% Pb and 4% Zn into a lead concentrate assaying 2,880ppm Ag, 68% Pb and 2% Zn; and
- 78% Zn into a zinc concentrate assaying 52% Zn.

The combined results from the Blind – El Sol and the Skarn Front deposits provide very favorable recoveries and grades of silver, lead and zinc which form the initial basis for a metallurgical processing flowsheet which in turn, can be used in the further evaluation and scoping of the project. Variability test work on Skarn Front deposit confirmed that the Cu-Pb-Zn flotation circuit accommodates large swings in both overall grade and sulphide content and can effectively handle head grades ~6x higher than average using only reagent dosage control.

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D. Summary of Mineral Properties, continued

El Sol - Durango, Mexico

The El Sol concession is a single 63 hectare claim strategically located on the northwestern boundary of the Bocona block of claims and is adjacent to the Area of the Cerro which hosts the four mineral deposits currently identified within the Cerro Las Minitas claim package. It covers an important northwest projection of the Blind-El Sol deposits and potentially at least one additional mineralized structure. The claim is largely gravel covered with previous work including: airborne magnetic geophysics; surface soil and acacia sampling; limited dump sampling of historic artisanal workings and a single core hole in the southeastern end of the property.

A drill hole, from 2013, intersected thick intervals of aplite and monzonite with associated grossular skarn and re-crystallized limestone which corresponds well to the projection of the Blind Zone deposit and returned anomalous Ag-Pb-Zn values with associated pathfinder elements. Additional exploration potential exists, both down dip of the initial drill intercepts and on-strike to the northwest where the projected structure crosses two large magnetic anomalies located on the claim.

Select dump sampling of artisanal workings located to the northeast of the Blind Zone structure returned anomalous values from several strongly oxidized and silicified rocks including sample CLM-316 which returned 0.67g/t Au, 559g/t Ag, 3.3% Pb and 4.3% Zn. These workings do not appear to be related to the Blind Zone mineralization and represent a second potential high-grade target for priority follow-up.

Future exploration on the claim will focus on: defining new drill targets along the projection of the Blind Zone deposit; further sampling in the area of the two large magnetic anomalies located on the claim and target definition in the area of the artisanal workings.

Oro - New Mexico, USA

The Oro property comprises a contiguous block of Federal, State and private land in the historic Eureka mining district in Grant County, New Mexico and is located approximately 80 kilometres southwest of the Silver City porphyry copper district. The claims surround a highly prospective zone of quartz-sericite-pyrite alteration footprint, interpreted to overlie an unexposed porphyry centre. Classic porphyry system zonation is indicated by surface gold and copper mineralization associated with Laramide-age intrusions in this core area, flanked by lead-zinc skarn mineralization and distal sediment-hosted gold occurrences. In addition to bulk-tonnage porphyry copper-molybdenum-gold potential, the property also includes the sediment-hosted gold mineralization Stockpond target located 3 kilometres to the northeast of the porphyry system.

In October 2017 the company completed an eight hole, 1,520 metre reverse circulation (RC) drill program on the Stockpond gold target. The program was a follow-up to Phase I drilling in 2016 which intersected thick horizons of strongly silicified and hematite-rich sediments in eight of nine holes drilled, with the higher gold grades spatially associated with zones of strong silicification. The strongest values were obtained in the easternmost hole, SP16-004, which intersected a 41.2 metre interval of 0.42g/t Au (including a 9.1 metre interval of 0.75g/t Au). Phase II holes offset this encouraging drill intercept and tested to bedrock in the large gravel-covered area to the east of the earlier drilling.

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D. Summary of Mineral Properties, continued

Oro - New Mexico, USA, continued

The Company previously completed a 300 line-kilometre airborne Z-TEM survey over the entire property at 200 metre line spacing as part of a larger evaluation of the property to identify new targets for drill testing Cu-Mo porphyry potential. Recent data compilations show several potential target areas and up to 5,000 metres of new drill targeting on several high quality Cu-Au porphyry and skarn targets.

Acquisition Costs

Mineral property acquisition costs as at October 31, 2020 were:

| | Cerro Las Minitas \$ | Oro \$ | El Sol \$ | Total \$ |
|---------------------------------------|----------------------------|----------------|----------------|-------------------|
| Balance as at April 30, 2019 | - | 218,447 | - | 218,447 |
| Additions, net | - | 100,238 | - | 100,238 |
| Balance as at April 30, 2020 | - | 318,685 | - | 318,685 |
| Additions, net | - | 106,122 | 132,200 | 238,322 |
| Asset acquisition | 36,031,709 | - | - | 36,031,709 |
| Balance as at October 31, 2020 | 36,031,709 | 424,807 | 132,200 | 36,588,716 |

Exploration and Evaluation Expenditures

Exploration and evaluation expenditures for the six months ended October 31, 2020 and 2019 were:

| | Cerro Las Minitas | | Oro | | El Sol | | Total | |
|------------------------------|-------------------|------------|--------------|--------------|---------------|------------|----------------|--------------|
| | \$ 2020 | \$ 2019 | \$ 2020 | \$ 2019 | \$ 2020 | \$ 2019 | \$ 2020 | \$ 2019 |
| Assays and geochemistry | 7,849 | - | - | - | 2,553 | - | 10,402 | - |
| Camp, utilities and supplies | 34,945 | - | - | - | 2,068 | - | 37,013 | - |
| Drilling | 494,798 | - | - | - | - | - | 494,798 | - |
| Geological and geophysics | 96,345 | - | 1,190 | 794 | 4,926 | - | 102,461 | 794 |
| Project supervision | 101,769 | - | 4,685 | 4,920 | 6,445 | - | 112,899 | 4,920 |
| IVA | 73,388 | - | - | - | 21,152 | - | 94,540 | - |
| Other | 791 | 11 | 12 | 11 | 3,010 | - | 3,813 | 22 |
| | 809,885 | 11 | 5,887 | 5,725 | 40,154 | - | 855,926 | 5,736 |

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E. Results of Operations

The Company realized net income of \$5,905,975 for the six months ended October 31, 2020 (2019 - \$1,485,922 net loss).

As per its mandate to acquire, explore, and develop mineral resource properties, the Company commenced drilling at Cerro Las Minitas and completed initial sampling at El Sol (*D - Summary of Mineral Properties*). Up until September 15, 2020, the Company's share of costs associated with exploration and other activities at Cerro Las Minitas were accounted for within Share of Loss in Equity Accounted Investment. Investor relations expenses increased as a result of on-going promotional initiatives.

Non-cash share-based payments expense fluctuates as stock options are granted and vest. Foreign exchange gains and losses fluctuate based on the US and Canadian dollar exchange rate and the extent of transactions and balances denominated in US dollars. Other income recognized mainly relates to interest income earned on cash reserves. A non-cash gain was realized upon the completion of the transaction with Electrum whereby the Company acquired an additional 60% indirect interest in the Cerro Las Minitas property.

A summary of variances is as follows:

| | 2020 | 2019 | Variance |
|--|--------------|---------|--------------|
| | \$ | \$ | \$ |
| Administration | 30,000 | 30,000 | - |
| Consulting | 142,041 | 120,130 | 21,911 |
| Exploration and evaluation | 855,926 | 5,725 | 850,201 |
| Investor relations | 385,021 | 272,282 | 112,739 |
| Office and general | 23,069 | 12,144 | 10,925 |
| Professional fees | 131,920 | 134,768 | (2,848) |
| Regulatory fees and taxes | 28,996 | 25,804 | 3,192 |
| Share-based payments | 3,877,719 | 653,620 | 3,224,099 |
| Shareholders' communications | 10,768 | 7,301 | 3,467 |
| Transfer agent | 16,206 | 6,965 | 9,241 |
| Travel | - | 8,822 | (8,822) |
| Foreign exchange (gain) loss | (51,863) | (3,427) | (48,436) |
| Other income | (14,032) | (18) | (14,014) |
| Share of loss in equity accounted investment | 170,579 | 211,806 | (41,227) |
| Gain on disposal of investment in associate | (11,512,325) | - | (11,512,325) |

F. Summary of Quarterly Results

The Company earned no revenue due to the nature of current operations.

Quarterly fluctuations mainly relate to recognition of share-based payments which occur as stock options are granted and vest, foreign exchange gains and losses which vary with market rates, mineral property exploration expenses which occur as projects are identified or impairments which occur when indicators arise and share of losses in equity accounted investment.

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F. Summary of Quarterly Results, continued

Significant share-based payments expense was recognized in the three months ended October 31, 2020, April 30, 2020 and October 31, 2019. A significant gain on disposal of investment in associate was recognized in the three months ended October 31, 2020. The following financial data was derived from the Company's consolidated financial statements for the eight previous quarters:

| | Oct 31, 2020 | July 31, 2020 | Apr 30, 2020 | Jan 31, 2020 | Oct 31, 2019 | Jul 31, 2019 | Apr 30, 2019 | Jan 31, 2019 |
|-----------------------------------|-----------------|------------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| | \$ | \$ | \$ | \$ | \$ | \$ | \$ | \$ |
| Net (income) loss | (6,393,941) | 487,966 | 586,487 | 370,922 | 1,145,796 | 340,126 | 292,476 | 555,758 |
| Basic (earnings) loss per share | \$ (0.04) | \$ - | \$ - | \$ - | \$ 0.01 | \$ - | \$ - | \$ 0.01 |
| Diluted (earnings) loss per share | \$ (0.02) | \$ - | \$ - | \$ - | \$ 0.01 | \$ - | \$ - | \$ 0.01 |

G. Related Party Transactions

Except as disclosed elsewhere, the Company entered into the following related party transactions:

(a) Pursuant to a service agreement between the Company and a private company controlled by a director and officer of the Company, the Company was charged as:

- \$30,000 (2019 - \$30,000) for office space and general administration services;
- \$18,150 (2019 - \$18,150) for professional services;
- \$29,356 (2019 - \$15,330) for consulting services;
- \$80,290 (2019 - \$89,988) for investor relations services;
- \$19,371 (2019 - \$420) for geological services;
- \$27,485 (2019 - \$55,815) for geological and professional services (charged to associate);
- \$nil (2019 - \$84,130) for corporate finance services; and
- \$2,788 (2019 - \$1,835) for the mark-up on out-of-pocket expenses.

Amounts payable as at October 31, 2020 were \$36,772 (April 30, 2020 - \$31,077).

(b) Fees in the amount of \$78,000 (2019 - \$78,000) were charged by a company controlled by a director and officer of the Company. Amounts payable as at October 31, 2020 were \$13,650 (April 30, 2020 - \$13,650).

(c) Fees in the amount of \$103,419 (2019 - \$54,460) were charged by a law firm controlled by a director and officer of the Company and included in professional fees, share issue costs, mineral property expenditures / acquisitions or charged to associate. Amounts payable as at October 31, 2020 were \$nil (April 30, 2020 - \$9,856).

(d) Fees in the amount of \$15,000 (2019 - \$15,000) were charged by an officer of the Company for consulting services. Amounts payable as at October 31, 2020 were \$2,625 (April 30, 2020 - \$2,625).

(e) Fees in the amount of \$18,000 (2019 - \$18,000) were charged by an officer of the Company for consulting services and included in consulting fees, mineral property expenditures or charged to associate. Amounts payable as at October 31, 2020 were \$3,150 (April 30, 2020 - \$3,150).

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G. Related Party Transactions, continued

- (f) Fees in the amount of \$nil (2019 - \$3,000) were charged by a director of the Company for consulting services (charged to associate). Amounts payable as at October 31, 2020 were \$nil (April 30, 2020 - \$nil).

These transactions were in the normal course of operations and were measured at the fair value of the services rendered. Amounts due to related parties are unsecured, non-interest-bearing, and have no formal terms of repayment. The key management personnel of the Company are the directors and officers of the Company. The Company has no long-term employee or post-employment benefits. Compensation awarded to key management, included in (b), (d), (e) and (f) above, was:

| | 2020 | 2019 |
|----------------------|--------------|------------|
| Short-term benefits | \$ 111,000 | \$ 114,000 |
| Share-based payments | 2,563,396 | 432,395 |
| Total | \$ 2,674,396 | \$ 546,395 |

One executive officer is entitled to termination benefits in the event of a change of control equal to thirty six months compensation. Upon a change of control, and assuming the triggering event took place on the last business day of the period end, the payment would be \$468,000.

H. Financial Condition, Liquidity and Capital Resources

As at October 31, 2020, the Company had a working capital deficit of \$1,147,607 (April 30, 2020 - \$3,426,810 working capital)..

The Company does not yet generate any revenue from operations and, for the foreseeable future, will need to rely upon earn-in agreements and / or issue share capital to finance future exploration and administrative activities. Although the Company has been successful in its financing initiatives, there can be no assurance that the Company will be able to obtain adequate future financing. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with a possible loss of some properties and reduction or termination of operations.

On August 15, 2020, the Company closed a brokered private placement of 50,000,000 Subscription Receipts of the Company (each, a "Subscription Receipt") at a price of \$0.20 per Subscription Receipt for gross proceeds of \$10,000,000. On September 11, 2020, each Subscription Receipt was exchanged, for no additional consideration, into one unit of the Company. On August 15, 2020, the Company closed a non-brokered private placement of 19,047,620 Subscription Receipts (the "Additional Subscription Receipts") at a price of \$0.21 per Additional Subscription Receipt for gross proceeds of \$4,000,000. On September 11, 2020, each Additional Subscription Receipt was exchanged, for no additional consideration, into one unit of the Company. On September 11, 2020, the Company closed a non-brokered private placement of 1,200,000 units at a price of \$0.38 per unit for gross proceeds of \$456,000.

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H. Financial Condition, Liquidity and Capital Resources, continued

During the fiscal year to date, 2,273,500 stock options were exercised for gross proceeds of \$371,785, 35,000 compensation options were exercised for gross proceeds of \$12,530 and 15,311,163 share purchase warrants were exercised for gross proceeds of \$2,675,291.

Net proceeds from the above are being used for working capital and to cover planned exploration budgets at Cerro Las Minitas and El Sol.

On September 15, 2020, the Company closed a transaction with Electrum to acquire Electrum's 60% interest in SSSL thereby acquiring control of SSSL. As consideration for the acquisition, the Company must pay Electrum an aggregate US\$15,000,000 (CDN\$19,797,000) in a combination of cash and common shares, of which US\$5,000,000 (CDN\$6,603,300) and 2,336,590 common shares (valued at US\$1,006,403 (CDN\$1,322,596) which, together with a credit of \$1,350,000 deposit paid, represents a US\$2,000,000 share equivalent payment) have been paid and issued. The remaining consideration of US\$8,000,000 (CDN\$ 10,658,400) must be paid on or before:

- March 15, 2021: US\$2,000,000 in cash and US\$2,000,000 * in shares based on the greater of the prior 20-day volume weighted average trading price ("VWAP") and the Discounted Market Price ("DMP") of the shares; and
- September 15, 2021: US\$2,000,000 in cash and US\$2,000,000 * in shares based on the greater of the prior 20-day VWAP and the DMP of the shares.

* The Company has the option to pay all cash in lieu of shares.

To secure the above remaining payments, the Company has agreed to pledge to Electrum the shares representing Electrum's 60% interest in SSSL.

I. Outstanding Equity and Convertible Securities

i) Issued and Outstanding Shares

As at December 23, 2020, the Company had 223,826,616 common shares issued and outstanding.

ii) Compensation Options

Compensation options outstanding as at December 23, 2020 were as follows:

| Exercise Price | Expiry Date | Balance | |
|--|-----------------|------------------|-------------------|
| | | October 31, 2020 | December 23, 2020 |
| \$0.20 | August 14, 2023 | 2,750,000 | 2,742,650 |
| | | 2,750,000 | 2,742,650 |
| Weighted average exercise price | | \$0.20 | \$0.20 |
| Weighted average remaining life in years | | 2.79 | 2.64 |

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I. Outstanding Equity and Convertible Securities, continued

iii) Share Purchase Warrants

Share purchase warrants outstanding as at December 23, 2020 were:

| Exercise Price | Expiry Date | Balance | | Balance December 23, 2020 |
|--|--------------------|-------------------|------------------|---------------------------|
| | | October 31, 2020 | Exercised | |
| \$0.08 | March 4, 2021 | 6,000,000 | - | 6,000,000 |
| \$0.08 | April 8, 2021 | 400,000 | - | 400,000 |
| \$0.15 | May 19, 2021 | 6,757,500 | 1,345,000 | 5,412,500 |
| \$0.55 | June 13, 2022 | 6,372,500 | - | 6,372,500 |
| \$0.55 | August 31, 2022 | 1,170,000 | - | 1,170,000 |
| \$0.55 | September 29, 2022 | 1,254,500 | - | 1,254,500 |
| \$0.25 | August 13, 2024 | 13,505,762 | 60,500 | 13,445,262 |
| \$0.25 | September 4, 2024 | 5,352,600 | 725,000 | 4,627,600 |
| \$0.25 | * August 14, 2023 | 26,050,000 | - | 26,050,000 |
| \$0.25 | * August 14, 2023 | 10,279,809 | - | 10,279,809 |
| \$0.50 | September 11, 2023 | 1,200,000 | - | 1,200,000 |
| | | 78,342,671 | 2,130,500 | 76,212,171 |
| Weighted average exercise price | | \$0.27 | \$0.19 | \$0.27 |
| Weighted average remaining life in years | | 2.55 | | 2.39 |

* Exercise price is \$0.25 during the first year, increasing to \$0.30 in year two and \$0.35 in year three.

** Exercise price is \$0.28 during the first year, increasing to \$0.33 in year two and \$0.38 in year three.

iv) Stock Options

Stock options outstanding and exercisable as at September 29, 2020 were:

| Exercise Price | Expiry Date | Balance | |
|--|--------------------|-------------------|-------------------|
| | | October 31, 2020 | December 23, 2020 |
| \$0.11 | April 22, 2021 | 800,000 | 800,000 |
| \$0.30 | June 3, 2021 | 1,325,000 | 1,325,000 |
| \$0.34 | October 2, 2022 | 2,550,000 | 2,550,000 |
| \$0.34 | February 1, 2023 | 150,000 | 150,000 |
| \$0.17 | September 27, 2023 | 635,000 | 635,000 |
| \$0.27 | October 1, 2024 | 3,050,000 | 3,050,000 |
| \$0.20 | December 20, 2024 | 100,000 | 100,000 |
| \$0.12 | April 3, 2025 | 1,600,000 | 1,600,000 |
| \$0.12 | April 3, 2023 | 666,666 | 666,666 |
| \$0.51 | September 24, 2025 | 9,500,000 | 9,500,000 |
| \$0.58 | October 19, 2025 | 100,000 | 100,000 |
| | | 20,476,666 | 20,476,666 |
| Weighted average exercise price - outstanding | | \$0.37 | \$0.37 |
| Weighted average remaining life in years - outstanding | | 3.73 | 3.58 |
| Weighted average exercise price - exercisable | | \$0.37 | \$0.37 |
| Weighted average remaining life in years - exercisable | | 3.72 | 3.58 |

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J. Financial Instruments

The Company's financial instruments include cash, other receivables, accounts payable and accrued liabilities and amounts due to related parties. The Company has classified its financial instruments into the following categories:

| Financial Instrument | Category | Carrying Value |
|--|-----------------------------|----------------|
| Cash | FVTPL | Fair Value |
| Other Receivables | Loans and Receivables | Amortized Cost |
| Accounts Payable and Accrued Liabilities | Other Financial Liabilities | Amortized Cost |
| Due to Related Parties | Other Financial Liabilities | Amortized Cost |

The carrying values of other receivables, accounts payable and accrued liabilities and amounts due to related parties approximate their fair values due to the short period to maturity. The main risk these financial instruments are exposed to is foreign currency risk with respect to assets and liabilities denominated in US dollars. Based on forecast exchange rates, the Company does not believe these risks to be material. The Company's risk management policies require significant cash deposits or any short-term investments be invested with Canadian chartered banks rated BBB or better, or commercial paper issuers R1/A2/P2 or higher. All investments must be less than one year in duration.

K. Events After the Reporting Period and Outlook

There are no other material events subsequent to the end of the reporting period. The Company plans to continue to explore its properties and activities over the ensuing year will focus on this. The Company expects to continue its strategy of collaborating with experienced mining companies to acquire and develop other properties and to advance them to production.

L. Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements and does not contemplate entering into any such arrangements in the foreseeable future.

M. Disclosure Controls and Procedures

The Board of Directors, through its Audit Committee, is responsible for ensuring that management fulfills its responsibilities for financial reporting and internal control. The Audit Committee is composed of three directors, two of whom are independent, who meet at least quarterly with management, and at least annually with the external auditors, to review accounting, internal control, financial reporting and audit matters.

There have been no significant changes to the Company's internal control over financial reporting that occurred during the period that have materially affected, or are reasonably likely to materially affect the Company's internal control over financial reporting.

The Audit Committee has established procedures for complaints received regarding accounting, internal controls or auditing matters, and for a confidential, anonymous submission procedure for employees who have concerns regarding questionable accounting or auditing matters.

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M. Disclosure Controls and Procedures, continued

The Whistleblower policy is in accordance with National Instrument 52-110 Audit Committees, National Policy 58-201 Corporate Governance Guidelines and National Instrument 58-101 Disclosure of Corporate Governance Practices.

Being a venture issuer, the Company is exempted from the certification on Disclosure Controls and Procedures and Internal Control Over Financial Reporting. The Company is required to file Form 52-109FV1 for annual reporting and Form 52-109FV2 for interim reporting.

N. Risks and Uncertainties

The principal business of the Company is the acquisition, exploration and development of mineral properties. Given the nature of the mining business, the limited extent of the Company's assets and the present stage of development, the following risk factors, among others, should be considered:

Exploration Stage Company

The Company does not hold any known mineral reserves of any kind and does not generate any revenues from production. The Company's success will depend largely upon its ability to locate commercially productive mineral reserves.

Mineral exploration is highly speculative in nature, involves many risks and frequently is non-productive. There is no assurance that exploration efforts will be successful. Success in establishing reserves is a result of a number of factors, including the quality of management, the level of geological and technical expertise, and the quality of property available for exploration.

Once mineralization is discovered, it may take several years in the initial phases of drilling until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable reserves through drilling and bulk sampling, to determine the optimal metallurgical process to extract the metals from the ore and, in the case of new properties, to construct mining and processing facilities.

Because of these uncertainties, no assurance can be given that our exploration programs will result in the establishment or expansion of resources or reserves.

No Operating History and Availability of Financial Resources

The Company does not have an operating history and has no operating revenues and is unlikely to generate any significant amount in the foreseeable future. Therefore, it may not have sufficient financial resources to undertake, by itself, all of its planned exploration and administrative activities.

Historically, the Company has relied mainly upon the issuance of share capital to finance its activities. In the future, the Company will be required to rely on earn-in agreements and / or issue share capital to finance future exploration and administrative activities, which may result in dilution to existing shareholders. Furthermore, the amount of additional funds required may not be available under favorable terms, if at all.

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N. Risks and Uncertainties, continued

Failure to obtain additional funding on a timely basis could result in delay or indefinite postponement of further exploration and development and could cause the Company to forfeit its interests in some or all of its properties or to reduce or discontinue its operations.

Dependence on Key Personnel

The Company is dependent on a relatively small number of key directors, officers and senior personnel. Loss of any one of those persons could have an adverse effect on the Company. The Company does not currently maintain "key-man" insurance in respect of any of its management.

Price Volatility and Lack of Active Market

Securities markets in Canada and elsewhere continue to experience a high level of price and volume volatility, and the market prices of securities of many public companies have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any quoted market for the Company's securities will be subject to such market trends and that the value of such securities may be affected accordingly. If an active market does not develop, the liquidity of the investment may be limited and the market price of such securities may decline below the subscription price.

Government Regulations and Environmental Risks and Hazards

The Company conduct is subject to various federal, provincial, state laws, rules and regulations, including environmental legislation. Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions. If the restrictions adversely affect the scope of exploration and development on the resource property interests, the potential for production on the property may be diminished or negated.

The Company has adopted environmental practices designed to ensure that it continues to comply with environmental regulations currently applicable to it. All of the Company's activities are in compliance in all material respects with applicable environmental legislation. Environmental hazards may exist on the Company's properties, which may have been caused by previous or existing owners or operators of the properties. The Company is not aware of any existing environmental hazards related to any of its current property interests that may result in material liability to the Company.

Competition

The resource industry is intensively competitive in all of its phases, and the Company competes with many other companies possessing much greater financial and technical resources. Competition is particularly intense with respect to the acquisition of desirable undeveloped properties. The principal competitive factors in the acquisition of prospective properties include the staff and data necessary to identify and investigate such properties, and the financial resources necessary to acquire and develop the projects. Competition could adversely affect the Company's ability to acquire suitable prospects for exploration.

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N. Risks and Uncertainties, continued

Title to Property

Although the Company has exercised the usual due diligence with respect to title to properties in which it has a material interest, there is no guarantee that title to the properties will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers, aboriginal land claims or government expropriation and title may be affected by undetected defects.

Licenses and Permits

The operations of the Company require licenses and permits from various government authorities. The Company believes that it holds all necessary licenses and permits under applicable laws and regulations for work in progress and believes it is presently complying in all material respects with the terms of such licenses and permits. However, such licenses and permits are subject to change in various circumstances. There can be no guarantee that the Company will be able to obtain or maintain all necessary licenses and permits that may be required to explore and develop its properties, commence construction or operation of mining facilities or to maintain continued operations that economically justify the cost.

COVID-19

Beginning in late 2019, the outbreak of a novel strain of coronavirus ("COVID-19") spread rapidly to many parts of the world. In March 2020, the World Health Organization declared the COVID-19 a pandemic. The pandemic resulted in measures to contain the virus including quarantines, travel restrictions, and the temporary closure of stores and facilities in most of the world. The negative economic impact of these measures together with the uncertainty of the situation led to significant volatility in equity markets. While governmental initiatives to reduce the economic impact and more recent measures to reopen the economy may mitigate volatility, the impact on the Company will depend, to a large extent, on future developments and new information that may emerge regarding COVID-19, factors which are beyond the Company's control. Given the extent of the crisis, it is difficult to estimate the duration of the situation, or its ultimate impact, on the Company.

O. Proposed Transactions

Other than normal course review of monthly submittals, there are no other new acquisitions or proposed transactions contemplated as at the date of this report.

P. Forward-Looking Statements

Some of the statements contained in this MD&A may be deemed "forward-looking statements." These include estimates and statements that describe the Company's future plans, objectives or goals, and expectations of a stated condition or occurrence. Forward-looking statements may be identified by the use of words such as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties.

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P. Forward-Looking Statements, continued

Actual results relating to, among other things, results of exploration, reclamation, capital costs, and the Company's financial condition and prospects, could differ materially from those currently anticipated in such statements for many reasons such as but not limited to; changes in general economic conditions and conditions in the financial markets; changes in demand and prices for the minerals the Company expects to produce; litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; technological and operational difficulties encountered in connection with the Company's activities; changing foreign exchange rates and other matters discussed in this MD&A.

Readers should not place undue reliance on the Company's forward-looking statements. Further information regarding these and other factors, which may cause results to differ materially from those projected in forward-looking statements, are included in the filings by the Company with securities regulatory authorities. The Company does not assume any obligation to update or revise any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable securities laws, whether as a result of new information, future events or otherwise.