



**MANAGEMENT DISCUSSION AND ANALYSIS**

For the Years Ended April 30, 2022 and 2021

Report Dated July 29, 2022

# **INCA ONE GOLD CORP.**

Management Discussion & Analysis

For the Years Ended April 30, 2022, and 2021

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This Management’s Discussion and Analysis (“MD&A”) of Inca One Gold Corp. (the “Company” or “Inca One”) has been prepared by management as of July 29, 2022 and should be read in conjunction with the Company’s audited consolidated financial statements for the years ended April 30, 2022 and 2021 and the related notes thereto. This MD&A has been reviewed and approved by the Board of Directors of the Company. Unless otherwise specified, all financial information has been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board. All dollar amounts herein are expressed in United States Dollars unless stated otherwise. References to CAD\$ are to Canadian Dollars.

This MD&A contains forward-looking statements and should be read in conjunction with the risk factors described in “**Risks and Uncertainties**” and “**Cautionary Statement on Forward-Looking Information**” at the end of this MD&A.

## **Description of the Business**

Inca One was incorporated on November 9, 2005 and is in the business of developing custom mineral processing operations in Peru, to service government permitted small-scale miners. In recent years the Peruvian government instituted a formalization process for informal miners as part of its efforts to regulate their activities. The Company has two Peruvian gold milling facilities ("Chala One" and "Kori One") with a total permitted capacity of 450 tonnes per day (“TPD”) and has been in commercial production since 2015. The Company purchases high-grade gold mill feed from legally recognized Peruvian small-scale miners and processes the material for the export and sale of gold doré and refined gold.

Inca One is listed on the TSX Venture Exchange (the “TSX-V”) under the symbol “INCA”, on the OTCQB Exchange under the symbol “INCAF”, on the Frankfurt Stock Exchange under the symbol “SU9.F”, and the Santiago Stock Exchange Venture under the symbol “IOCL”.

Inca One’s vision is to become the largest, undisputed high-grade gold ore processor of choice in Peru, while maintaining its uncompromising guiding principles while it grows. This vision will be achieved through:

- Continuing to increase purchases of high-grade gold mill feed;
- The acquisition and development of mineral concessions that could be mined by contract miners and that would provide long-term supply to Chala One and Kori One; and
- Pursuing growth via merger and acquisition, including additional mineral processing operations.

## **Key Period Definitions (used below)**

- three months ended April 30, 2022 (“**the Quarter**” or “**Q4 2022**”);
- three months ended January 31, 2022 (“**Q3 2022**”);
- three months ended October 31, 2021 (“**Q2 2022**”);
- three months ended July 31, 2021 (“**Q1 2022**”);
- three months ended April 30, 2021 (“**Q4 2021**”);
- year ended April 30, 2022 (“**YTD 2022**”) and
- year ended April 30, 2021 (“**YTD 2021**”)

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## **2022 Highlights and Key Business Developments**

- Raised \$10.5 million in addition to the \$2.5 million raised in March 2021, through a non-dilutive gold prepayment facility (“the Facility”) with OCIM Precious Metal AG (“OCIM”), of which \$6.5 million was paid back during the year.
- Processed 75,737 tonnes (2021 – 31,657 tonnes), with an average of 207 tonnes per day (2021 – 87 tonnes per day) and had a gold production of 27,557 ounces (2021 – 15,400 ounces).
- Total revenues of \$47.1 million, an increase of \$16.8 million when compared to 2021 of \$30.3 million.
- Gold sales of 25,063 ounces, which represents an increase of 8,748 ounces compared to 16,315 ounces sold in 2021.
- Record monthly production averaging 340 tonnes per day (“TPD”) during December 2021, including 10 days with greater than 400 TPD
- The Company received gross proceeds of CAD \$0.9 million from a private placement of 1,533,645 units at a subscription price of CAD\$ 0.40 per unit and upon the exercise of 1,066,600 warrants and options at various exercise prices.

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## Operational Highlights - Consolidated

Quarter over Quarter highlights	Q4 2022	Q3 2022	Q2 2022	Q1 2022	Q4 2021	Variance % Q4 2022 to Q3 2022	Variance % Q4 2022 to Q4 2021
Tonnes processed in period (t)	21,277	22,426	19,838	12,196	8,019	(17.84%)	125.67%
Average daily processing volume (t)	234	244	217	132	90	(4.10%)	160.00%
Mineral grade processed (oz/t gold)	0.39	0.39	0.38	0.46	0.49	0.00%	(20.41%)
Gold production (oz)	7,408	7,915	6,976	5,258	3,606	(6.41%)	105.44%
Gold sold (equivalent oz) <sup>(1)</sup>	8,254	6,671	6,020	4,614	5,101	23.73%	61.81%
Gold sold (oz)	8,086	6,554	5,907	4,516	4,977	23.39%	62.47%
Silver sold (oz)	13,237	9,208	8,910	6,878	8,420	43.76%	57.21%
Sales Revenue (\$ millions)	15.84	12.18	10.7	8.40	9.01	30.07%	75.79%
Cost of goods sold (“COGS”) (\$ millions)	14.39	11.81	10.2	8.56	9.25	21.89%	55.64%
Gross operating margin (deficit) (\$ millions)	1.45	0.37	0.55	(0.16)	(0.23)	287.97%	719.32%
Gross operating margin %	9.16%	3.07%	5.11%	(1.9%)	(2.6%)	198.29%	452.30%
Average gold (equivalent) price per oz sold (\$) <sup>(2)</sup>	1,919	1,826	1,781	1,821	1,767	5.09%	8.60%
Cost per oz sold (\$) <sup>(3)</sup>	1,743	1,770	1,690	1,856	1,813	(1.53%)	(3.86%)
Gross margin per oz sold (\$) <sup>(4)</sup>	176	56	91	(35)	(46)	214.29%	482.61%
Average London Close price (\$)	1,914	1,809	1,779	1,831	1,761	5.80%	8.69%

(1) Gold sold (equivalent oz) is a non-IFRS financial performance measure with no standard definition under IFRS, it is therefore possible that this measure could not be comparable with a similar measure of another corporation. This measure is calculated as the actual ounces of gold sold plus an estimate of the equivalent ounces of gold that could be purchased for the equivalent number of silver ounces sold.

(2) Average gold (equivalent) price per oz sold is calculated as the total sale revenue divided by the quantity of gold sold (equivalent oz) and is a non-IFRS financial measure with no standard definition under IFRS.

(3) Cost per oz sold is calculated as the total cost of goods sold divided by the quantity of gold sold (equivalent oz) and is a non-IFRS financial measure with no standard definition under IFRS.

(4) Gross margin per oz sold is calculated as the total gross operating margin (deficit) divided by the quantity of gold sold (equivalent oz) and is a non-IFRS financial measure with no standard definition under IFRS.

The Company has included certain non-IFRS measures in this MD&A, therefore it is possible that these measures could not be comparable with a similar measure of another corporation. The Company believes that these measures, in addition to measures prepared in accordance with IFRS, provide readers an improved ability to evaluate the underlying performance of the Company and to compare it to information reported by other companies. The non-IFRS measures are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. These measures do not have any standardized meaning prescribed under IFRS, and therefore may not be comparable to similar measures presented by other issuers.

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## Future Outlook

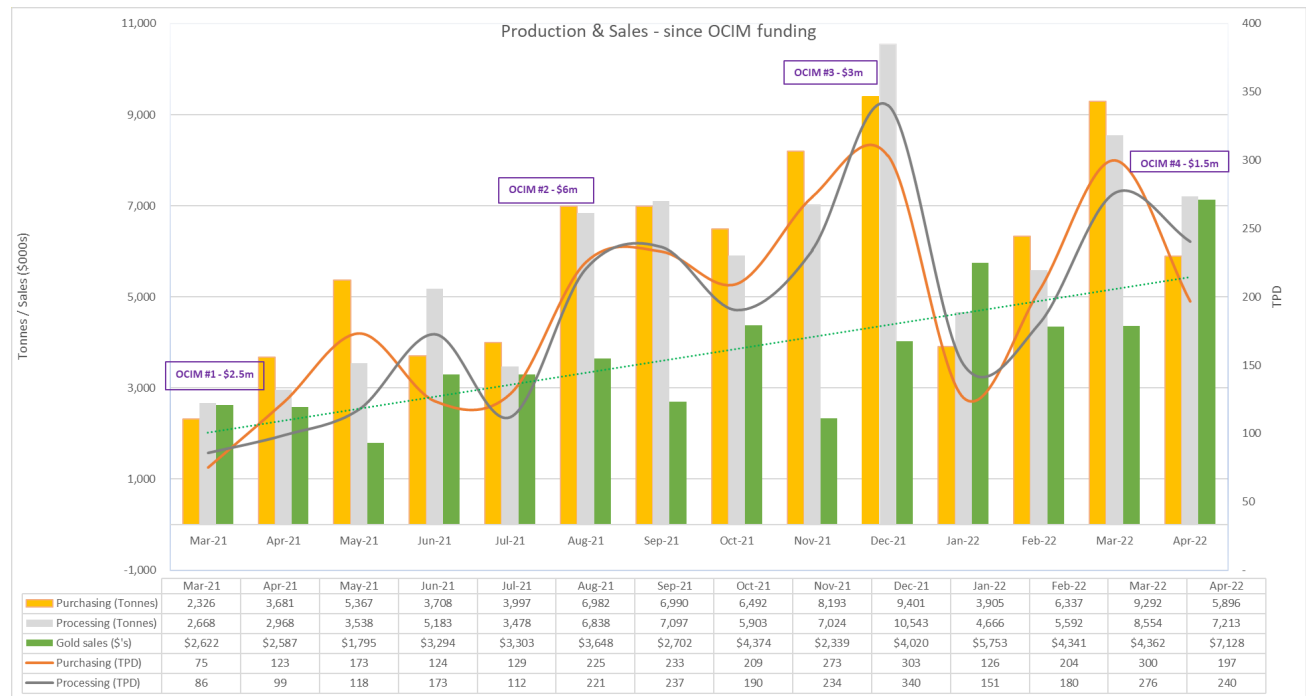
In March 2021, the Company received a \$2.5 million gold pre-payment facility from OCIM Precious Metals AG. The net proceeds of \$2.45 million were successfully used to increase gold mill feed purchasing and production from 86 TPD in March 2021 to 173 TPD in June 2021.

With the first OCIM gold pre-payment facility fully repaid, the Company entered into a second non-dilutive Facility with OCIM for a total of \$9 million on August 6, 2021. Net proceeds of the Facility's first tranche was approximately \$5.95 million, of which \$4.6 million was used to purchase gold mill feed and \$1.35 million was used for the repayment of a secured debenture. The term of the Facility is for 18 months and will be paid in gold bullion.

After receiving the proceeds of the new Facility from OCIM, August production immediately jumped to an all-time record of 6,838 tonnes and 221 TPD. The average production during August 2021 to November 2021 was approximately 220 TPD.

With the proceeds of the Facility's first tranche fully deployed, the Company organized an early drawdown of the second tranche of \$3 million in December 2021. This additional working capital had immediate results as November and December purchasing averaged 273 TPD and 303 TPD respectively, both Company records.

During April 2022 and after making principal payments of approximately \$6.5 million to OCIM, the Company agreed with OCIM to draw an additional \$1.5 million against the Facility.



Processing during December averaged 340 TPD, which was an all time record for monthly production. Additionally, there were 9 days during December where the production was greater than 400 TPD and 18 days

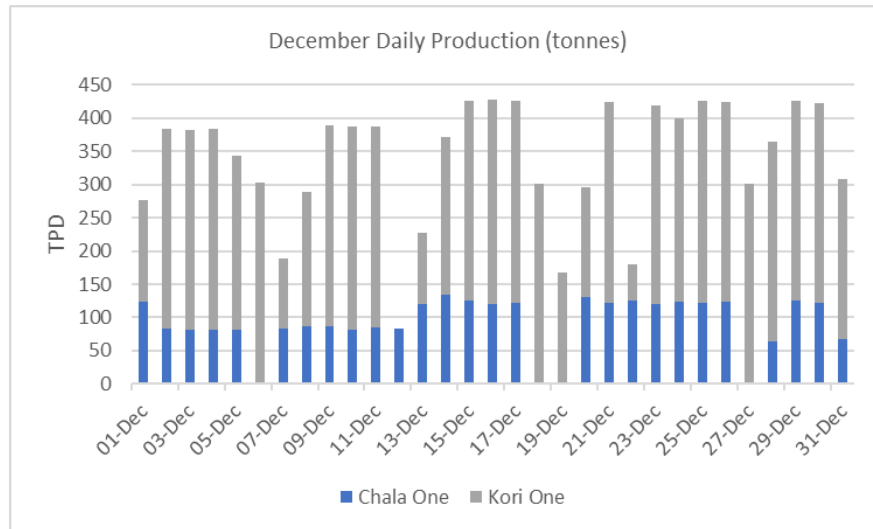
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where production was greater than 350 TPD. The highest total production day was 428 TPD. Management is pleased with the results of December as they verified that the Company can operate at greater than 400TPD with sufficient working capital.



Purchasing and processing during January and February 2022 were down from the highs of December. However, both months were record months for the Company despite usually being slower months due to miners taking a break in early January and the impacts of the rainy season. During March and April purchasing increased to 300 and 197 TPD respectively.

The Company continues to prove that with additional working capital, the supply of gold mill feed is very robust. The second OCIM Facility has allowed the Company to continue capitalizing on the 2020 expansion of the small-scale mining industry in Peru, which saw the number of formally organized Artisanal Small Scale Miners (“ASM’s”) increase by 64%, from approximately 54,300 ASM’s to 88,900 ASM’s. This was a positive increase for the custom mineral processing business and confirms that due to the higher gold prices since Covid-19 started early in 2020, that supply should continue to increase for the foreseeable future. The Peruvian Ministry of Energy and Mines (“MEM”) reopened the formalization during 2020, to allow unregistered small-scale miners an opportunity to formalize their businesses. The formalization process requires ASM’s to register with the MEM, demonstrate their compliance with environmental and safety regulations and remit taxes on sales of extracted minerals.

These additional miners will require custom milling services from excess processing capacity such as at Inca One's two facilities, Chala One and Kori One, to buy and process their raw material. As a result of this significant growth of the small-scale mining market there are now more legal miners available for Inca One to expand its customer base and forge relationships with new customers that have achieved regulatory compliance within this program. The Company is working to increase its working capital, which will allow for further increases in our current production numbers.

The Company continues to develop its corporate social responsibility initiatives by working with the communities around these small-scale mining areas to provide masks, cleaning supplies and assisting with

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education about Covid-19 protocols in order to build support with those that control the roads and transportation.

The Company continues to take orders from its online bullion store, providing collectors and investors an opportunity to purchase gold directly from the Company.

Upon the onset of the global pandemic, Inca One recognized the immediate need for precious metal investors to access and purchase gold and silver bullion. As a result, the Company views this as an ideal opportunity to begin selling its gold and silver directly to the retail bullion investor. The Company's bullion store is initially offering 1-ounce gold coins and will add additional products, including silver options in the future.

The Company is one of only a handful of public issuers to offer their own production in the form of gold coins. The bullion will exclusively be made available through Inca One's online bullion store. The Company will distribute its specialized, inaugural coins in a streamlined and user-friendly experience with worldwide shipping and order tracking.

The Company continues to comply with the Peruvian Government's COVID-19 requirements. The Company's health and safety protocols and plans related to COVID-19 have been approved by the Minister of Health and are operating effectively. The Company has implemented standard operating procedures to control the spread of the virus and maintain the health and safety of its employees, suppliers and customers.

Inca One has proven its ability over the years to adapt to evolving regulatory environments, meet COVID-19 related challenges and build a diversified framework for success across multiple strategic channels while expanding into key mining regions. Reduced levels of production due to COVID-19 has allowed management to focus and execute on strategic planning, which has been used to establish relationships with new mining partners, that should translate into increased future revenue and profitability. The Company has confidently developed industry leading compliance, expanding operations with the production of premium gold finished products and has built an exceptional team of proven and experienced professionals focused on dramatically scaling operations in 2022 and beyond.

## **Selected Annual Information**

The following selected financial data with respect to the Company's financial condition and results of operations has been derived from the audited consolidated financial statements for years ended April 30, 2022, 2021 and 2020, as applicable. The selected financial data should be read in conjunction with those financial statements and the notes thereto.

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	Years Ended April 30		
	2022	2021,	2020,
	\$	\$	\$
Revenue	47,146,334	30,391,226	31,392,930
Cost of goods sold	(44,935,147)	(30,069,054)	(31,591,559)
Gross margin (deficit)	2,211,187	322,172	(196,629)
Finance and other income (expense), net	(2,213,370)	(1,226,360)	(1,463,465)
Net loss for the period	(4,852,168)	(3,248,571)	(4,236,473)
Net loss per share (basic and diluted)	(0.13)	(0.10)	(0.16)
Other comprehensive loss	(4,557,310)	(4,141,556)	(4,014,914)

	Years Ended April 30		
	2022	2021	2020
	\$	\$	\$
Total assets	25,737,956	19,529,303	22,508,395
Total current liabilities	18,020,349	7,719,647	11,686,029
Total long term liabilities	6,696,304	7,633,147	5,300,277

The following table sets out selected quarterly financial data from the Company's unaudited quarterly financial statements for the last eight quarters.

Quarter ended	Working capital (deficiency)	Total assets	Long term liabilities	Net income (loss)	Basic gain (loss) per share
	\$	\$	\$	\$	\$
<b>April 30, 2022</b>	<b>(2,960,315)</b>	<b>25,737,956</b>	<b>6,696,304</b>	<b>(927,697)</b>	<b>(0.03)</b>
January 31, 2022	(2,124,679)	25,126,050	6,851,496	(1,098,206)	(0.03)
October 31, 2021	(1,204,698)	22,974,590	7,607,230	(1,560,094)	(0.04)
July 31, 2021	460,176	18,106,725	7,635,393	(1,271,292)	(0.03)
April 30, 2021	911,830	19,529,303	7,633,147	(1,722,945)	(0.05)
January 31, 2021	2,265,520	20,639,037	7,305,950	(1,219,841)	(0.03)
October 31, 2020	2,736,714	21,248,803	6,942,183	(972,020)	(0.03)
July 31, 2020	4,487,963	19,272,556	7,961,570	666,235	0.02



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## **Results of Operations**

### **Three months ended April 30, 2022 compared to three months ended April 30, 2021**

Revenue for Q4 2022 was \$15.84 million (Q4 2021 - \$9.01 million), and cost of goods sold was \$14.39 million (Q4 2021 - \$9.24 million) resulting in a gross operating margin of \$1.45 million (Q4 2021 - gross operating loss of \$0.23 million).

During Q4 2022, the Company reported a net loss of \$0.93 million, a decrease in net loss of \$0.79 million compared to net loss of \$1.72 million during Q4 2021. The decrease in net loss is mainly attributable to the increase of \$1.67 million of gross operating margin and the combined effect of an increase of \$0.19 million in corporate and administrative expenses, an increase in finance costs of \$0.34 million, an increase of \$0.42 million as income tax provision and a decrease in business development expenses of \$0.07 million

### **Year ended April 30, 2022 compared to Year ended April 30, 2021**

Revenue for YE 2022 was \$47.14 million (YTD 2021 - \$30.39 million), and cost of goods sold was \$44.94 million (YTD 2021 - \$30.07 million) resulting in a gross operating margin of \$2.2 million (YTD 2021 - gross operating margin of \$0.32 million).

During YTD 2022, the Company reported net loss of \$4.85 million, an increase in net loss of \$1.60 million compared to a net loss of \$3.25 million during YTD 2021. The increase in net loss is mainly attributable to the combined effect of:

- an increase in its gross operating margin of \$1.89 million
- the combined effect of the increase in finance cost of \$1.03 million partially offset with the decrease in business development of \$0.30 million, the increase of corporate and administrative expenses of \$0.06 million and the decrease in loss in disposition of property plant and equipment of \$0.04 million.
- a deferred tax liability provision of \$0.42 million.
- a one-time expense related to the recognition of a contingent debenture of \$0.78 million and
- a decrease of \$1.54 million related to the one-time gains on restructuring of its promissory notes payables to Equinox which occurred during YTD 2021.

## **Liquidity and Capital Resources**

As at April 30, 2022, the Company financed its operations and met its capital requirements primarily through the re-investment of operational cash flows from the Chala One and the Kori One plants.

The Company had cash of \$1.57 million at April 30, 2022, representing a decrease of \$0.40 million compared to cash of \$1.96 million as at April 30, 2021 and working capital deficiency of \$2.96 million at April 30, 2022 representing a decrease of \$3.87 million when compared to a working capital of \$0.91 million as at April 30, 2021.

The decrease in the working capital is mainly attributable to:

- the cash loss from operations and finance cost of approximately \$0.70 million;
- the purchase of property plant and equipment of \$0.53 million;
- the increase in loans payable of \$0.78 million due to the recognition of a contingent debenture;

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- the reclassification and payment of approximately \$1.19 million of contractual liabilities payable to Equinox and of \$0.93 million loans payable from non-current to current liabilities;
- the short term portion of the lease liability recognized during Q2 2021 as well as payment/transference to short term of some liabilities both for a total of \$0.47 million; and
- the net proceeds of \$0.73 million from its private placement closed on May 26, 2021 and options exercised.

Management intends to continue funding operations, administration, debt and debt service costs and any capital requirements with the proceeds of the sale of gold doré and refined gold from the Company's Chala One and Kori One plants and with the proceeds from the gold Facility. Where required and depending on the strength of the junior resource markets, the Company will continue to be dependent on its capital resources to cover any deficiencies in working capital.

### Gold loan agreements

During Q1 2022, the Company paid in full its first gold prepayment facility with OCIM for a total of \$2.8 million of gold deliveries.

On August 6, 2021, the Company arranged a \$9 million Facility, available in two tranches. The first tranche ("Tranche 1") of \$6 million was drawn down on the same date as the Facility and is payable with 4,181 ounces of gold in 16 equal, monthly deliveries of gold bullion of 261.3 ounces with the first payment due 90 days after receipt of funds. As at April 30, 2022 the Company has delivered approximately 1,829 ounces. At the date of this report the Company completed an additional deliveries of approximately 784 ounces, leaving the remaining balance to be delivered of approximately 1,568 ounces.

Net proceeds of the Facility's Tranche 1, were approximately \$5.95 million, of which \$4.6 million were used to purchase gold mill feed and \$1.35 million was used for the repayment of CAD Secured Debenture (financial statement - note 12). The Facility is secured by a Canadian general security agreement and will have registered security over the Chala One Plant.

On December 8, 2021, the Company drew down the second tranche ("Tranche 2") and on April 29, 2022 agreed the terms and drew down the third tranche ("Tranche 3") as per the following details:

	Tranche 2	Tranche 3
Amount	\$3 millions	\$1.5 millions
Ounces payable	2,017	905
Deliveries	12 deliveries every 30 days	3 deliveries every 90 days
First delivery due	120 days after receipt of the funds	180 days after receipt of the funds

### Share Issuances

- On May 26, 2021, the Company closed a private placement and issued 1,533,645 common shares for proceeds of \$0.5 million.
- On December 8, 2021, the Company issued 900,315 common shares at CAD\$0.65 as partial payment of \$0.56 million of its note payable to Equinox.

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- During the year ended April 30, 2022, 1,066,600 common shares were issued for proceeds of \$0.22 million on the exercise of 966,600 stock options at an average price of CAD\$0.27 per share and 100,000 warrants at CAD\$0.18 per share

## Summary of Outstanding Share Data

As at the date of this MD&A, the Company had 39,252,152 common shares issued and outstanding, 3,528,546 share-based options (with exercise prices ranging between CAD\$0.19 to CAD\$1.00) and 2,144,239 warrants outstanding (with exercise prices ranging between CAD\$0.18 and CAD\$0.60). The fully diluted shares outstanding at the date of this MD&A is 44,924,937.

## Transactions with Related Parties

### (a) Related Party Transactions

The Company's related parties consist of the Company's directors, officers and companies associated with these individuals including the following:

- A company owned by Edward Kelly, the Company's CEO (also a director).
- A company owned by Mark Wright, the Company's VP Operations & New Projects.

The following expenditures were charged by related parties during the years ended April 30, 2022 and 2021:

	Year Ended April 30,	
	2022	2021
	\$	\$
Management, salaries and consulting fees	688,049	573,077
Director fees	29,823	51,956
Professional fees	9,261	-
Business development	-	148,991
Share-based payment	51,777	248,567
	<b>778,910</b>	<b>1,022,591</b>

### (b) Compensation of Key Management Personnel

The Company's key management personnel have authority and responsibility for planning, directing and controlling the activities of the Company and includes the Directors, CEO, CFO, and VP Operations & New Projects. Compensation in respect of services provided by key management consists of consulting and management fees paid to companies controlled by the CEO and VP Operations & New Projects and by the issue of options. The compensation for key management personnel paid as management were for the year ended April 30, 2022 and 2021 as follows:

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	Year Ended April 30,	
	2022	2021
	\$	\$
Management fees	400,286	336,219
Salaries	287,763	236,858
Business development	-	22,000
Share-based payments	32,701	180,776
	720,750	775,853

### (c) Related Party Balances

All related party balances payable, including for business expenses reimbursements, annual bonuses are approved by the board of directors, and for services rendered as at April 30, 2022 are non-interest bearing and payable on demand, with the exception of USD notes payable and USD contingent debenture (financial statement note 12 (e) and (c)). Those balances include \$0.6 million (April 30, 2021 - \$0.4 million) payable to the CEO and a company controlled by the CEO, \$0.6 million (April 30, 2021 - \$0.4 million) payable to the CFO and \$nil million payable (April 30, 2021 - \$0.05 million payable) to the Directors or companies controlled by the Directors.

### Commitments

As at April 30, 2022, the Company had a commitment to sell approximately 502 ounces of gold doré (April 30, 2021 - 287 ounces of gold doré) to a third party, which was settled subsequent to April 30, 2022. At April 30, 2022 the fair value of this commitment is \$0.3 million (April 30, 2021 - \$0.5 million). Additionally, the Company has received advances of \$0.5 million (April 30, 2021 - \$nil) to be offset against future sales of gold doré. Both amounts totaling \$0.8 million (April 30, 2021 - \$0.5 million) have been included in the consolidated statements of financial position and classified as deferred revenues.

A summary of liabilities and future operating commitments at April 30, 2022 are as follows:

	Total	Within One Year	One to Five Years	Greater than Five Years
<b>Maturity analysis of financial liabilities</b>	\$	\$	\$	\$
Accounts payable and accrued liabilities	4,920,106	4,829,497	90,609	-
Contractual liabilities payable to Equinox	5,500,010	1,384,129	4,115,881	-
Loans payable	2,184,760	2,173,301	11,459	-
Gold loan	9,228,848	8,712,330	516,518	-
Lease liabilities	226,682	81,092	71,991	73,599
	22,060,406	17,180,349	4,806,458	73,599
<b>Commitments</b>				
Gold sale deferred revenue	840,000	840,000	-	-
Asset retirement and reclamation obligations	1,391,454	-	-	1,391,454
	2,231,454	840,000	-	1,391,454
	24,291,860	18,020,349	4,806,458	1,465,053

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### **Fair Value of Financial Instruments**

As at April 30, 2022, the Company's financial instruments consist of cash and restricted cash, derivative financial assets, receivables, long term receivables, accounts payable and accrued liabilities, contractual liabilities payable to Equinox, loans payable and gold loan.

IFRS requires disclosures about the inputs to fair value measurements for financial assets and liabilities recorded at fair value, including their classification within a hierarchy that prioritizes the inputs to fair value measurement

As at April 30, 2022 and 2021, the Company believes that the carrying values of the financial instruments noted above approximate their fair values because of their nature and relatively short maturity dates or durations or their interest rates approximate market interest rates. The derivative asset and the gold loan have been assessed on the fair value hierarchy described above and are classified as Level 2.

### **Financial Instruments Risk**

The Company's financial instruments are exposed in varying degrees to a variety of financial risks. The Board approves and monitors the risk management processes:

*(i) Credit risk*

Credit risk exposure primarily arises with respect to the Company's cash and receivables. The risk exposure is limited because the Company places its instruments in banks of high credit worthiness within Canada and continuously monitors the collection of other receivables.

*(ii) Liquidity risk*

Liquidity risk is the risk that the Company cannot meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to settle obligations and liabilities when they become due. As at April 30, 2022, the Company had cash of \$1.6 million (April 30, 2021 - \$2.1 million) and current working capital deficit of \$3.0 million (April 30, 2021 – working capital of \$0.9 million) with total liabilities of \$24.7 million (April 30, 2021 - \$15.4 million).

A summary of the Company's future operating commitments is presented above under the Commitments and Contingencies section.

*(iii) Market risk*

a. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company invests cash in guaranteed investment certificates at fixed or floating interest rates in order to maintain liquidity while achieving a satisfactory return for shareholders. A change of 100 basis

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points in the interest rates would not be material to the financial statements. At April 30, 2022, the Company had no variable rate debt.

## b. Foreign currency risk

Foreign exchange risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of the changes in the foreign exchange rates. The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates associated with the fluctuations in its Canadian dollar and the Peruvian New Sol ("Sol") bank accounts as well as the translation of foreign-held assets and liabilities at current exchange rates.

The Company's net exposure to the Canadian dollar and Sol on financial instruments, in US dollar equivalents, is as follows:

	April 30, 2022	April 30, 2021
	\$	\$
CAD dollar:		
Cash	17,459	7,530
Receivables	12,567	24,253
Accounts payable and accrued liabilities	(436,595)	(541,006)
Secured debentures	-	(1,295,350)
Contractual liabilities payable to Equinox	(4,642,483)	(4,940,504)
Net assets (liabilities)	(5,049,052)	(6,745,077)
Sol:		
Cash	30,081	77,425
Receivables	3,213,243	1,051,824
Accounts payable and accrued liabilities	(969,991)	(221,412)
Net assets (liabilities)	2,273,333	907,837

Assuming all other variables constant, an increase or a decrease of 10% of the Canadian dollar against the US dollar, as of April 30, 2022 would have changed the Company's net loss by approximately \$0.5 million. Assuming all other variables constant, an increase or a decrease of 10% of the Sol against the US dollar, as of April 30, 2022 would have changed the Company's net loss by approximately \$0.2 million.

The Company had no hedging agreements in place with respect to foreign exchange rates.

## c. Commodity price risk

Commodity price risk is the risk of financial loss resulting from movements in the price of the Company's commodity inputs and outputs. The Company's price risk relates primarily to: the spot price of gold for its derivative financial asset and its gold loan balances and future gold price expectations as it relates to gold-bearing mineral purchases and sales revenues. The Company continuously monitors

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precious metal trading prices as they are included in projections prepared to determine its future strategy.

## **Off-Balance Sheet Arrangements**

The Company has not entered into any off-balance sheet arrangements.

## **Critical Accounting Policies, Estimates and Recent Accounting Pronouncements**

The preparation of the Company's consolidated financial statements in accordance with IAS 1, *Presentation of Financial Statements*, requires management to make certain critical accounting estimates and to exercise judgment that affect the accounting policies and the reported amounts of assets, liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amounts of assets or liabilities in future periods.

Significant accounting judgments that management has made in the process of applying accounting policies which it considers have had the most significant effect on the amounts recognized in the consolidated financial statements include, but are not limited to going concern, assessment of debt holders and their capacity to act as debt-holders, assessment of extinguishment versus modification of debt, classification and measurement of its gold loan, and assessment on its contingent debenture.

Management considers the areas currently requiring a significant degree of estimation and assumption and which have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year, to include, but not be limited to, the value attributed to share-based compensation and share-purchase warrants, fair value measurement, deferred revenue, depreciation, inventory, asset retirement and reclamation obligation, deferred taxes and contingencies that could arise from time to time.

These accounting policies and estimates are further discussed in the Company's annual audited consolidated financial statements on April 30, 2022 and 2021.

### *Changes in Accounting Standards*

For the Company's changes in the accounting standards see the Company's audited consolidated financial statements for the years ended April 30, 2022 and 2021.

## **Risks and Uncertainties**

Mineral processing and production involve a number of business risks, some of which are beyond the Company's control. These can be categorized as operational, financial and regulatory risks.

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### *Operational Risks:*

The Company continuously monitors and responds to changes in operational risks, such as those noted below, and seeks to adhere to all regulations governing its operations.

**Mineral Supply:** The Company may not be able to source sufficient mill feed to operate both the Chala One and Kori One plants economically. In particular, the Company currently sources material exclusively from third-party sources and faces a competitive marketplace for purchase of supply from Peruvian government-approved mineral sources. Consequently, the Company does not have control over the mineral grade, metallurgical recovery, nor quantities received, noting that the Company mitigates this risk by working with minimum cut-off purchase grades, providing fair terms to their customers, and sourcing material from established suppliers to ensure best efficiency and profitability of its plant operation.

**Production Schedules:** In relation to the mineral supply risks, no assurances can be provided that production schedules at the Chala One plant nor the Kori One plant, and the related operating margins and cash flows, are achieved, noting that failure to meet these schedules can have an adverse impact on the Company's profitability, results of operations, cash flows, and overall financial conditions.

**Qualified Staff:** Due to the competitive marketplace, the Company may have difficulty in hiring and retaining skilled employees and contractors to source sufficient mineral feed, operate the Chala One plant and the Kori One plant effectively (noting the diversity of mill feed received), and effectively administer the Peruvian permitting, compliance, exportation, and regulatory functions.

**Regulations, Permits, and Hazards:** The Company must also manage changing governmental laws and regulations, and the Company cannot guarantee title to its properties and permits. The Company must also contend with environmental hazards (including discharge of pollutants or hazardous chemicals), as well as industrial accidents and occupational and health hazards, mechanical failures, the unavailability of materials and equipment, and or lack of accessibility to required expertise.

**Acquisitions:** There is no assurance that the Company will acquire mineral properties and processing plants and any acquisitions may expose the Company to new risks, and the mining industry is intensely competitive for the acquisition of new properties and plants.

**Covid 19:** The Company may suffer some impact in its operations as result of the measures that the Peruvian government can enact in other to mitigate the spread of the pandemic. Mineral supply as well as chemical reactives used in the productions of doré bars could be significantly affected.

### *Financial risks:*

Financial risks include commodity prices, interest rates and fluctuating foreign exchange rates, all of which are beyond the Company's control. Additional financial risks are the Company's ability to raise capital to continue funding its operations.

### *Regulatory risks:*

Regulatory risks include the possible delays in getting regulatory approval to, and permits for, the transactions that the Board of Directors believe to be in the best interest of the Company, and include increased fees for



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filings, the introduction of ever more complex reporting requirements the cost of which the Company must meet in order to maintain its exchange listing.

## **Cautionary Statement on Forward-Looking Information**

This MD&A contains forward-looking statements. All statements, other than statements of historical fact, constitute “forward-looking statements” and include any information that addresses activities, events or developments that the Company believes, expects or anticipates will or may occur in the future including the Company’s strategy, plans or future financial or operating performance and other statements that express management’s expectations or estimates of future performance.

Forward-looking statements are generally identifiable by the use of the words “may”, “will”, “should”, “continue”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “plan” or “project” or the negative of these words or other variations on these words or comparable terminology. All such forward-looking information and statements are based on certain assumptions and analyses made by the Company’s management in light of their experience and perception of historical trends, current conditions and expected future developments, as well as other factors management believes are appropriate in the circumstances. These statements, however, are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed, implied by or projected in the forward-looking information or statements.

Important factors that could cause actual results to differ from these forward-looking statements include but are not limited to: risks related to the exploration and potential development of the Company's projects, risks associated to international operations, the actual results of current exploration activities, conclusions of economic evaluations, changes in project parameters as plans continue to be refined, future prices of minerals, as well as those factors discussed in the sections relating to risk factors of the Company set out in this MD&A.

There can be no assurance that any forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, the reader should not place any undue reliance on forward-looking information or statements. Except as required by law, the Company does not intend to revise or update these forward-looking statements after their date of issue, or to revise them to reflect the occurrence of future unanticipated events.

## **Disclosure Controls and Procedures**

Disclosure controls and procedures are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized, and reported within the time periods specified by securities regulations and that the information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer’s Annual and Interim Filings) (“NI 52-109”), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the audited consolidated financial statements for the years ended April 30, 2022 and this accompanying MD&A (together, the “Interim Filings”).

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In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information, the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Annual Filings on SEDAR at [www.sedar.com](http://www.sedar.com).