AZTEC MINERALS CORP.

Second Quarter Report

Condensed Consolidated Interim Financial Statements

(stated in Canadian dollars)

Three and Six Months ended June 30, 2018

(Unaudited – Prepared by Management)

Notice of No Auditor Review of

Unaudited Condensed Consolidated Interim Financial Statements

For the Three and Six Months Ended June 30, 2018

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of these unaudited condensed consolidated interim financial statements, they must be accompanied by a notice indicating that the unaudited condensed consolidated interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of Aztec Minerals Corp. (the "Company") for the three and six months ended June 30, 2018 (the "Financial Statements") have been prepared by and are the responsibility of the Company's management, and have not been reviewed by the Company's auditors. The Financial Statements are stated in Canadian dollars, unless otherwise indicated, and are prepared in accordance with International Accounting Standards 34 ("IAS 34") and International Financial Reporting Standards ("IFRS").

AZTEC MINERALS CORP.

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Financial Position

(Unaudited – Prepared by Management)

(Stated in Canadian dollars)

	Notes		**June 30, 2018**		December 31, 2017
ASSETS					
Current Assets					
Cash		**$**	**1,455,902**	$	2,571,660
Receivables and prepaids	10		**164,598**		77,183
Total Current Assets			**1,620,500**		2,648,843
Non-Current Assets					
Mineral property interests	6, 8(b), 10		**1,845,675**		1,108,152
Equipment	7		**9,405**		8,803
Total Non-Current Assets			**1,855,080**		1,116,955
Total Assets		**$**	**3,475,580**	$	3,765,798
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current Liabilities					
Accounts payable and accrued liabilities	10	**$**	**265,705**	$	92,683
Shareholders' Equity					
Share capital	8(b)		**4,789,318**		4,789,318
Reserve for share-based payments			**814,533**		668,876
Deficit			**(2,393,976)**		(1,785,079)
Total Shareholders' Equity			**3,209,875**		3,673,115
Total Liabilities and Shareholders' Equity		**$**	**3,475,580**	$	3,765,798

Refer to the accompanying notes to the condensed consolidated interim financial statements.

AZTEC MINERALS CORP.

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Comprehensive Loss

(Unaudited – Prepared by Management)

(Stated in Canadian dollars)

	Notes	Three Months ended June 30, 2018	Three Months ended June 30, 2017	Six Months ended June 30, 2018	Six Months ended June 30, 2017
Expenses:					
Accounting and audit		**$ 10,067**	$ 10,052	**$ 11,192**	$ 17,024
Amortization		**703**	-	**1,366**	-
Employee and director remuneration	10	**64,059**	63,970	**138,505**	140,113
Legal		**7,033**	33,712	**13,841**	102,774
Office and sundry	9, 10	**23,628**	14,753	**41,704**	26,378
Project evaluation	9, 10	**17,851**	40,891	**17,851**	73,217
Regulatory		**16,914**	41,369	**28,401**	64,861
Shareholder relations		**101,394**	12,565	**225,108**	20,114
Share-based payments	8(c), 10	**59,582**	219,681	**155,499**	219,681
Loss before the undernoted		**(301,231)**	(436,993)	**(633,467)**	(664,162)
Interest income		**4,762**	3,877	**10,758**	3,877
Foreign exchange gain (loss)		**(2,809)**	(1,945)	**3,970**	(147)
Net loss and comprehensive loss for the period		**$ (299,278)**	$ (435,061)	**$ (618,739)**	$ (660,432)
Basic and diluted loss per share		**$ (0.01)**	$ (0.02)	**$ (0.02)**	$ (0.03)
Weighted average number of common shares outstanding		**27,991,016**	27,870,993	**27,991,016**	20,117,647

Refer to the accompanying notes to the condensed consolidated interim financial statements.

AZTEC MINERALS CORP.

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity

(Unaudited – Prepared by Management)

(Stated in Canadian dollars)

		Share Capital		Reserve for		
		Number of		Share-Based		
	Notes	Shares	Amount	Payments	Deficit	Total
Balance, December 31, 2016		16,367,041	$ 1,264,304	$ -	$ (317,139)	$ 947,165
Initial public offering, net of share issue costs	8(b)	11,500,000	3,630,360	-	-	3,630,360
Property acquisition	8(b)	100,000	35,000	-	-	35,000
Fair value of compensation warrants	8(b)	-	(146,455)	146,455	-	-
Exercise of compensation warrants	8(b)	225	172	(60)	-	112
Exercise of warrants	8(b)	23,750	5,937	-	-	5,937
Share-based payments		-	-	522,481	-	522,481
Net loss for the year		-	-	-	(1,467,940)	(1,467,940)
Balance, December 31, 2017		27,991,016	4,789,318	668,876	(1,785,079)	3,673,115
Share-based payments		-	-	155,499	-	155,499
Cancellation of stock options		-	-	(9,842)	9,842	-
Net loss for the period		-	-	-	(618,739)	(618,739)
Balance, June 30, 2018		27,991,016	$ 4,789,318	$ 814,533	$ (2,393,976)	$ 3,209,875

Balance, December 31, 2016		16,367,041	$ 1,264,304	$ -	$ (317,139)	$ 947,165
Initial public offering, net of share issue costs	8(b)	11,500,000	3,632,198	-	-	3,632,198
Fair value of compensation warrants	8(b)	-	(146,455)	146,455	-	-
Exercise of compensation warrants	8(b)	225	172	(60)	-	112
Exercise of warrants	8(b)	23,750	5,937	-	-	5,937
Share-based payments		-	-	219,681	-	219,681
Net loss for the period		-	-	-	(660,432)	(660,432)
Balance, June 30, 2017		27,891,016	$ 4,756,156	$ 366,076	$ (977,571)	$ 4,144,661

Refer to the accompanying notes to the condensed consolidated interim financial statements.

AZTEC MINERALS CORP.

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Cash Flows

(Unaudited – Prepared by Management)

(Stated in Canadian dollars)

	Three Months ended June 30,		Six Months ended June 30,	
	2018	2017	**2018**	2017
Cash provided from (used by):				
Operations:				
Loss for the period	**$ (299,278)**	$ (435,061)	**$ (618,739)**	$ (660,432)
Items not involving cash:				
Amortization	**703**	-	**1,366**	-
Foreign exchange (gain) loss	**(1,161)**	4,933	**(3,908)**	5,364
Share-based payments	**59,582**	219,681	**155,499**	219,681
	(240,154)	(210,447)	**(465,782)**	(435,387)
Changes in non-cash working capital items:				
Receivables and prepaids	**(16,204)**	(7,706)	**(87,415)**	(32,605)
Accounts payable and accrued liabilities	**39,754**	(79,956)	**2,293**	(52,967)
Cash used by operating activities	**(216,604)**	(298,109)	**(550,904)**	(520,959)
Financing:				
Proceeds from initial public offering, net of transaction costs	**-**	3,632,198	**-**	3,632,198
Exercise of warrants	**-**	6,050	**-**	6,050
Deferred financing costs	**-**	38,071	**-**	-
Share issue expenses	**-**	3,426	**-**	-
Cash provided from financing activities	**-**	3,679,745	**-**	3,638,248
Investing:				
Mineral property interests, net of recoveries	**(294,748)**	(53,447)	**(566,794)**	(73,651)
Acquisition of equipment	**(1,011)**	(2,810)	**(1,968)**	(2,810)
Cash used by investing activities	**(295,759)**	(56,257)	**(568,762)**	(76,461)
Foreign exchange gain (loss) on cash held in foreign currency	**1,161**	(4,934)	**3,908**	(5,365)
(Decrease) increase in cash	**(511,202)**	3,320,445	**(1,115,758)**	3,035,463
Cash, beginning of period	**1,967,104**	297,160	**2,571,660**	582,142
Cash, end of period	**$ 1,455,902**	$ 3,617,605	**$ 1,455,902**	$ 3,617,605

Refer to the accompanying notes to the condensed consolidated interim financial statements.

AZTEC MINERALS CORP.

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Cash Flows

(Unaudited – Prepared by Management)

(Stated in Canadian dollars)

	Notes	Three Months ended June 30, **2018**	Three Months ended June 30, 2017	Six Months ended June 30, **2018**	Six Months ended June 30, 2017
Non-cash financing and investing activities:					
Accrual for mineral property interest expenditures		**$ 170,729**	$ -	**$ 171,043**	$ -
Fair value of compensation warrants		-	146,455	-	146,455
Fair value of exercise of:					
Compensation warrants	8(b)(ii)	-	60	-	60
Fair value from cancellation of:					
Stock options		**9,842**	-	**9,842**	-
Interest paid		-	-	-	-
Income taxes paid		-	-	-	-

Refer to the accompanying notes to the condensed consolidated interim financial statements.

1. Nature of Operations and Going Concern

Aztec Minerals Corp. (the "Company") was incorporated on July 6, 2007 under the laws of British Columbia, Canada. The address of the Company's registered office is #910 – 800 West Pender Street, Vancouver, BC, Canada, V6C 2V6 and its principal place of business is #1130 – 609 Granville Street, Vancouver, BC, Canada, V7Y 1G5.

From its date of incorporation in July 2007 to fiscal 2015, the Company was a dormant, wholly owned subsidiary of Aztec Metals Corp., which share common directors with the Company, ("AzMet"). On October 13, 2016, AzMet issued all its 11,017,041 shares in the Company to AzMet shareholders on a pro rata basis by way of a reduction of AzMet's paid up share capital on the basis of one (1) share of the Company for every two (2) shares held of AzMet, pursuant to Section 74 of the *Business Corporations Act* (British Columbia), after which the Company was no longer a subsidiary of AzMet.

The common shares of the Company were listed for trading on the TSX Venture Exchange (the "TSX-V") on May 4, 2017 (the "Listing Date"), after completing its initial public offering (the "IPO"). (Note 8(b)(ii)).

The Company is in the mineral exploration business and has not yet determined whether its mineral property interests contain reserves. The recoverability of amounts capitalized for mineral property interests is dependent upon the ability of the Company to arrange appropriate financing as needed, the discovery of reserves, the development of its mineral property interests, confirmation and maintenance of the Company's interest in the underlying properties, the receipt of necessary permitting and upon future profitable production or proceeds from the disposition thereof.

The Company has no operating revenues, has incurred a significant net loss of $618,739 for the six months ended June 30, 2018 (June 30, 2017 - $660,432), and has a deficit of $2.4 million as at June 30, 2018 (December 31, 2017 - $1.8 million). These condensed consolidated interim financial statements have been prepared on a going concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of business. The Company's ability to continue as a going concern is dependent on the ability of the Company to raise debt or equity financings, and the attainment of profitable operations. Management would need to raise the necessary capital to meet its planned business objectives. There can be no assurance that management's plans will be successful. These condensed consolidated interim financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. Basis of Presentation

(a) Statement of compliance:

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34 *Interim Financial Reporting* ("IAS 34") using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and the interpretations of the International Financial Reporting Standards Interpretations Committee. These unaudited condensed consolidated interim financial statements do not include all of the information and disclosures required for full and complete annual financial statements, and accordingly should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2017. The Company has consistently applied the same accounting policies for all periods as presented. Certain of the prior periods' comparative figures may have been reclassified to conform to the presentation adopted in the current period.

(b) Approval of condensed consolidated interim financial statements:

These condensed consolidated interim financial statements were approved by the Company's Board of Directors on August 27, 2018.

(c) Basis of presentation:

These condensed consolidated interim financial statements have been prepared on a historical cost basis except for certain financial instruments which are measured at fair value, as disclosed in Note 5. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

(d) Functional currency and presentation currency:

The functional and presentation currencies of the Company and its subsidiaries are the Canadian dollar. Amounts recorded in a foreign currency are translated into Canadian dollars as follows:

- monetary assets and liabilities at the exchange rate at the condensed consolidated interim statement of financial position date;
- non-monetary assets and liabilities at historical exchange rates, unless such items are carried at fair value, in which case they are translated at the exchange rate in effect on the date which the fair value was determined; and
- revenue and expense items at the rate of exchange in effect on the transaction date.

Exchange gains and losses are recorded in profit or loss in the period in which they occur.

2. Basis of Presentation (continued)

(e) Critical accounting estimates and judgments:

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

Significant areas requiring the use of management estimates relate to the determination of accrued liabilities; accrued site remediation; the variables used in the determination of the fair value of stock options granted and compensation warrants issued; and the valuation of deferred tax assets. While management believes the estimates are reasonable, actual results could differ from those estimates and could impact future financial performance and cash flows.

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

The Company applies judgment in assessing the functional currency of each entity consolidated in these condensed consolidated interim financial statements. The functional currency of the Company and its subsidiaries is determined using the currency of the primary economic environment in which that entity operates.

At the end of each reporting period, the Company assesses each of its mineral property interests to determine whether any indication of impairment exists. Judgment is required in determining whether indicators of impairment exist, including factors such as: the period for which the Company has the right to explore; expected renewals of exploration rights; whether substantive expenditures on further exploration and evaluation of mineral property interests are budgeted or planned; and results of exploration and evaluation activities.

(f) New accounting standards and recent pronouncements:

The standards listed below include only those which the Company reasonably expects may be applicable to the Company in the current period and at a future date. The Company is currently assessing the impact of these future standards on the condensed consolidated interim financial statements.

2. Basis of Presentation (continued)

(f) New accounting standards and recent pronouncements: (continued)

The following standards will become effective in future periods:

(i) **IFRS 16 *Leases***

This new standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both the lessee and the lessor. The new standard introduces a single lessee accounting model that requires the recognition of all assets and liabilities arising from a lease.

The main features of the new standard are as follows:

- An entity identifies as a lease a contract that conveys the right to control the use of an identified asset for a period of time in exchange for consideration.
- A lessee recognizes an asset representing the right to use the leased asset, and a liability for its obligation to make lease payments. Exceptions are permitted for short-term leases and leases of low-value assets.
- A lease asset is initially measured at cost, and is then depreciated similarly to property, plant and equipment. A lease liability is initially measured at the present value of the unpaid lease payments.
- A lessee presents interest expense on a lease liability separately from depreciation of a lease asset in the statement of profit or loss and other comprehensive income.
- A lessor continues to classify its leases as operating leases or finance leases, and to account for them accordingly.
- A lessor provides enhanced disclosures about its risk exposure, particularly exposure to residual-value risk.

The new standard supersedes the requirements in IAS 17 *Leases*, IFRIC 4 *Determining Whether an Arrangement Contains a Lease*, SIC-15 *Operating Leases – Incentives* and SIC-27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*.

Applicable to the Company’s annual period beginning January 1, 2019.

2. Basis of Presentation (continued)

(f) New accounting standards and recent pronouncements: (continued)

(ii) **Annual Improvements to IFRS Standards 2014–2016 Cycle**

The following standards have been revised to incorporate amendments issued by the IASB in December 2016:

- IFRS 1 *First-time Adoption of International Financial Reporting Standards* – The amendments remove some short-term exemptions for first-time adopters.
- IFRS 12 *Disclosure of Interests in Other Entities* – The amendments clarify that the disclosure requirements in the standard apply to interests in entities within the scope of IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.
- IAS 28 *Investments in Associates and Joint Ventures* – The amendments clarify that the election available to some types of investment entities to measure investees at fair value through profit or loss at initial recognition is applied on an investment-by-investment basis. The amendments also clarify that an entity that is not an investment entity decides on an investment-by-investment basis whether to retain the fair value measurements applied by its associates and joint ventures that are investment entities.

Applicable to the Company's annual period beginning January 1, 2018.

(iii) **Classification and Measurement of Share-based Payment Transactions (Amendments to IFRS 2 *Share-based Payment*)**

The amendments provide guidance on the accounting for:

- the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments;
- share-based payment transactions with a net settlement feature for withholding tax obligations; and
- a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled.

Applicable to the Company's annual period beginning January 1, 2018.

2. Basis of Presentation (continued)

(f) New accounting standards and recent pronouncements: (continued)

(iv) **IFRS 9 *Financial Instruments***

IFRS 9 will replace IAS 39 *Financial Instruments: Recognition and Measurement* and IFRIC 9 *Reassessment of Embedded Derivatives.*

The main features introduced by this new standard compared with predecessor IFRS are as follows:

- *Classification and measurement of financial assets:*
  Debt instruments are classified and measured on the basis of the entity's business model for managing the asset and its contractual cash flow characteristics as either: "amortized cost", "fair value through other comprehensive income", or "fair value through profit or loss" (default). Equity instruments are classified and measured as "fair value through profit or loss" unless upon initial recognition elected to be classified as "fair value through other comprehensive income".

- *Classification and measurement of financial liabilities:*
  When an entity elects to measure a financial liability at fair value, gains or losses due to changes in the entity's own credit risk is recognized in other comprehensive income (as opposed to previously profit or loss). This change may be adopted early in isolation of the remainder of IFRS 9.

- *Impairment of financial assets:*
  An expected credit loss impairment model replaced the incurred loss model and is applied to financial assets at "amortized cost" or "fair value through other comprehensive income", lease receivables, contract assets or loan commitments and financial guarantee contracts. An entity recognizes twelve-month expected credit losses if the credit risk of a financial instrument has not increased significantly since initial recognition and lifetime expected credit losses otherwise.

- *Hedge accounting:*
  Hedge accounting remains a choice, however, is now available for a broader range of hedging strategies. Voluntary termination of a hedging relationship is no longer permitted. Effectiveness testing now needs to be performed prospectively only. Entities may elect to continue to applying IAS 39 hedge accounting on adoption of IFRS 9 (until the IASB has completed its separate project on the accounting for open portfolios and macro hedging).

Applicable to the Company's annual period beginning January 1, 2018.

3. Significant Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in these condensed consolidated interim financial statements.

(a) Basis of consolidation:

These condensed consolidated interim financial statements include the accounts of the Company and its wholly-owned subsidiaries, Minera Azteca Dorada S.A. de C.V. and Aztec Minerals America Corp.

All significant intercompany transactions and balances have been eliminated.

Subsidiaries are all entities over which the Company has control. The Company controls an entity when the Company is exposed to, or had rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

(b) Financial instruments:

The Company classifies its financial assets in the following categories: fair value through profit or loss (“FVTPL”), loans and receivables, held-to-maturity (“HTM”) and available-for-sale (“AFS”). The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of financial assets at recognition.

The Company classifies its financial liabilities in the following categories: FVTPL and other financial liabilities.

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

(c) Mineral property interests:

The Company capitalizes all costs related to investments in mineral property interests on a property-by-property basis. Such costs include mineral property acquisition or staking costs and exploration and development expenditures, net of any recoveries. Costs are deferred until such time as the extent of mineralization has been determined and mineral property interests are either developed or the Company’s mineral rights are allowed to lapse.

3. Significant Accounting Policies (continued)

(c) Mineral property interests: (continued)

All deferred mineral property expenditures are reviewed, on a property-by-property basis, to consider whether there are any conditions that may indicate impairment. When the carrying value of a property exceeds its net recoverable amount that may be estimated by quantifiable evidence of an economic geological resource or reserve, joint venture expenditure commitments or the Company's assessment of its ability to sell the property for an amount exceeding the deferred costs, provision is made for the impairment in value.

The amounts shown for acquisition costs and deferred exploration expenditures represent costs incurred to date and do not necessarily reflect present or future values. These costs will be depleted over the useful lives of the properties upon commencement of commercial production or written off if the property interests are abandoned or the claims are allowed to lapse.

From time to time, the Company may acquire or dispose of a mineral property interest pursuant to the terms of a property option agreement. As the property options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable in the future are not recorded. Property option payments are recorded as property costs or recoveries when the payments are made or received, respectively. When the amount of recoveries exceeds the total amount of capitalized costs of the property, the amount in excess of costs is credited to profit or loss.

4. Management of Capital

The Company is an exploration stage company and its activities involve a high degree of risk. The Company has not yet determined whether its mineral property interests contain reserves and currently has not earned any revenues from its mineral property interests and does not generate cash flows from operations. The Company's primary sources of funds are from debt capital and the issuance of share capital.

The Company defines its capital as debt and share capital. Capital requirements are driven by the Company's exploration activities on its mineral property interests. To effectively manage the Company's capital requirements, the Company has a planning and budgeting process in place to ensure that adequate funds are available to meet its strategic goals. The Company monitors actual expenses on all exploration projects and overhead to manage its costs, commitments and exploration activities.

The Company invests its excess capital in liquid investments to obtain adequate returns. The investment decision is based on cash management to ensure working capital is available to meet the Company's short-term obligations while maximizing liquidity and returns of unused capital.

Management reviews the capital availability and needs on a regular basis to ensure the above-noted objectives are met. There have been no changes to the Company's approach to capital management during the six months ended June 30, 2018.

4. Management of Capital (continued)

Although the Company has raised funds in the past from the issuance of share capital, it is uncertain whether it would be able to continue this financing in the future. The Company will continue to rely on debt and equity financings to meet its commitments as they become due, to continue exploration work on its mineral property interests, and to meet its administrative overhead costs for the coming periods.

As at June 30, 2018, the Company was not subject to any externally imposed capital requirements.

5. Financial Instruments and Management of Financial Risk

The Company has classified its cash as FVTPL; receivables as loans and receivables; and accounts payable and accrued liabilities as other financial liabilities.

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

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

(a) Credit risk:

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

The Company's credit risk is primarily attributable to its cash. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality Canadian financial institutions. Non-contractual taxes receivables from government agencies are not considered financial instruments.

Management has reviewed the items comprising the accounts receivable balance, and determined that the accounts are collectible.

(b) Liquidity risk:

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

The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash and its ability to raise debt and equity financings. As at June 30, 2018, the Company had a working capital of $1.4 million (December 31, 2017 - $2.6 million). The Company will require significant additional funding to meet its short-term liabilities and administrative overhead costs, and to maintain its mineral property interests in 2018.

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

5. Financial Instruments and Management of Financial Risk (continued)

(c) Market risk:

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

(i) Foreign currency risk:

The Company has certain cash and accounts payable stated in United States dollars and Mexican pesos, mineral property interests which are in the USA and Mexico, and a portion of its operations are in Mexico, resulting in expenditures subject to foreign currency fluctuations. Fluctuations in the United States dollar and Mexican peso would impact the losses of the Company and the values of its assets and liabilities as the Company's functional and presentation currencies are the Canadian dollar. The Canadian dollar fluctuates with the United States dollar and Mexican peso.

At June 30, 2018, the Company was exposed to currency risk for its Canadian dollar equivalent of financial assets and liabilities denominated in currencies other than Canadian dollars as follows:

	Stated in Canadian Dollars		
	Held in		Total
	United States Dollars	Mexican Pesos	
Cash	$ 67,011	$ 7,513	$ 74,524
Accounts payable and accrued liabilities	(179,960)	(32,310)	(212,270)
Net financial assets (liabilities), June 30, 2018	$ (112,949)	$ (24,797)	$ (137,746)
Cash	$ 76,018	$ 10,799	$ 86,817
Accounts payable and accrued liabilities	(32,385)	(14,560)	(46,945)
Net financial assets (liabilities), December 31, 2017	$ 43,633	$ (3,761)	$ 39,872

Based upon the above net exposure as at June 30, 2018 and assuming all other variables remain constant, a 10% (December 31, 2017 – 15%) depreciation or appreciation of the Canadian dollar relative to the United States dollar could result in a decrease/increase of approximately $13,800 (December 31, 2017 - $6,000) in the Company's net losses.

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

(Stated in Canadian dollars)

5. Financial Instruments and Management of Financial Risk (continued)

(c) Market risk: (continued)

(ii) Interest rate risk:

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

(iii) Other price risk:

Other price risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices. The Company currently does not have any financial instruments which fluctuate with market prices.

6. Mineral Property Interests

	June 30, 2018		
	Mexico	USA	
	Cervantes	Tombstone	Total
Acquisition Costs:			
Balance, December 31, 2017	$ 355,766	$ 10,000	$ 365,766
Acquisition	1,896	-	1,896
Balance, June 30, 2018	357,662	10,000	367,662
Deferred Exploration Expenditures:			
Balance, December 31, 2017	741,613	773	742,386
Assays	64,274	-	64,274
Equipment and systems	35,441	-	35,441
Drilling	312,795	-	312,795
Environmental	6,304	-	6,304
Field, camp, supplies	18,399	-	18,399
General, administrative, legal, sundry	53,615	4,448	58,063
Geology	117,406	-	117,406
Salaries and local labour	87,765	7,150	94,915
Surface taxes	960	-	960
Surveying	7,604	-	7,604
Transportation and travel	18,554	912	19,466
Balance, June 30, 2018	1,464,730	13,283	1,478,013
Mineral Property Interests:			
December 31, 2017	$ 1,097,379	$ 10,773	$ 1,108,152
June 30, 2018	$ 1,822,392	$ 23,283	$ 1,845,675

(Stated in Canadian dollars)

6. Mineral Property Interests (continued)

	December 31, 2017		
	Mexico	USA	
	Cervantes	Tombstone	Total
Acquisition Costs:			
Balance, December 31, 2016	$ 282,994	$ -	$ 282,994
Acquisition	72,772	10,000	82,772
Balance, December 31, 2017	355,766	10,000	365,766
Deferred Exploration Expenditures:			
Balance, December 31, 2016	169,921	-	169,921
Aerial and mapping	137	-	137
Assays	20,538	-	20,538
Equipment and systems	25,578	-	25,578
Drilling	123,156	-	123,156
Environmental	793	-	793
Field, camp, supplies	30,528	-	30,528
General, administrative, legal, sundry	95,614	773	96,387
Geology	54,583	-	54,583
Geophysics	6,785	-	6,785
Salaries and local labour	129,533	-	129,533
Surface taxes	42,405	-	42,405
Surveying	16,108	-	16,108
Transportation and travel	25,934	-	25,934
Balance, December 31, 2017	741,613	773	742,386
Mineral Property Interests:			
December 31, 2016	$ 452,915	$ -	$ 452,915
December 31, 2017	$ 1,097,379	$ 10,773	$ 1,108,152

6. Mineral Property Interests (continued)

(a) Cervantes property (Mexico):

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

The Company can earn a 65% interest in the Cervantes Property by:

- the issuance of 800,000 common shares,
- cash payments totalling US$120,000, and
- exploration expenditures of US$1.2 million over the next 3 years.

Upon earning a 65% interest, the Company can earn an additional 35% interest for a total of 100% interest in the Cervantes Property by:

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

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

On September 30, 2016, the Company entered into the Transfer Agreement with AzMet whereby the Company issued 11,016,941 of its common shares to AzMet to acquire AzMet's interest in the Cervantes Property. Note 8(b) provides further details.

(Stated in Canadian dollars)

6. Mineral Property Interests (continued)

(b) Tombstone property (USA):

On November 30, 2017, as amended on February 28, 2018, the Company entered into a Purchase Option Agreement for the Tombstone property (the "Option Agreement") with Baroyeca Gold & Silver Inc. and its two wholly owned U.S. subsidiaries (collectively, "Baroyeca"). The Company can earn a 75% interest by making cash payments of $100,000, incurring exploration expenditures of $1 million and issuing 1 million common shares over a three year period starting from March 2018. The Option Agreement was subject to certain conditions precedent including the approval of the TSX-V which approval was received on March 23, 2018. The Company made the initial cash payment of $10,000 in December 2017.

(c) Expenditure options:

As at June 30, 2018, to maintain the Company's interest and/or to fully exercise the options under various property agreements covering its properties, the Company must incur exploration expenditures on the properties and/or make payments in the form of cash and/or shares to the optionor as follows:

	Cash Payments (CAD$)	Exploration Expenditures (CAD$)	Cash Payments (US$)	Exploration Expenditures (US$)	Number of Shares	Net Smelter Return
Cervantes Project (Note 6(a)):						
Stage One (to earn a 65% interest):						
July 25, 2018 (2)	$ -	$ -	$ 40,000	$ -	200,000	-
July 25, 2019	-	-	50,000	206,346	250,000	-
September 23, 2019	-	-	-	-	250,000	-
Stage Two (to earn additional 35% interest, for total interest of 100% interest):						
July 25, 2020 (1)	-	-	-	-	-	2.50%
Tombstone Project (Note 6(b)):						
March 23, 2019	30,000	36,717	-	-	100,000	
March 23, 2020	30,000	300,000	-	-	300,000	
March 23, 2021	30,000	650,000	-	-	600,000	
	$ 90,000	$ 986,717	$ 90,000	$ 206,346	1,700,000	2.50%

(1) The Company can earn an additional 35% interest for a total of 100% interest in the Cervantes Property by completing a preliminary economic assessment by July 25, 2020, paying an amount equal to the estimated recoverable equivalent gold ounces of contained metal in resources multiplied by US$5 per equivalent gold ounce which amount shall be payable in combination of cash and/or shares, and granting a 2.5% NSR to Kootenay which can be reduced to 2% NSR for a cash payment of US$500,000. Note 6(a) provides further details.

(2) In July 2018, the Company paid US$40,000 in cash and issued 200,000 common shares with a fair value of $0.25 per share (Note 8(b)(i)).

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

6. Mineral Property Interests (continued)

(d) Title to mineral property interests:

The Company has investigated rights of ownership of all of its mineral properties/concession interests and, to the best of its knowledge, all agreements relating to such ownership rights are in good standing. However, all properties/concessions may be subject to prior claims, agreements or transfers, and rights of ownership may be affected by undetected defects.

(e) Realization of assets:

The Company's investment in and expenditures on its mineral property interests comprise a significant portion of the Company's assets. Realization of the Company's investment in these assets is dependent on establishing legal ownership of the properties, on the attainment of successful commercial production or from the proceeds of their disposal. The recoverability of the amounts shown for mineral property interests is dependent upon the existence of reserves, the ability of the Company to obtain necessary financing to complete the development of the properties, and upon future profitable production or proceeds from the disposition thereof.

(f) Environmental matters:

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous materials and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its property interests and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former mineral property interests that may result in material liability to the Company.

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation of the Company's operation may cause additional expenses and restrictions.

If the restrictions adversely affect the scope of exploration and development on the mineral properties, the potential for production on the property may be diminished or negated.

(Stated in Canadian dollars)

7. Equipment

	Office Furnishings	Office Equipment	Total
Cost:			
Balance, December 31, 2016	$ -	$ -	$ -
Add: Acquisitions	2,153	7,686	9,839
Balance, December 31, 2017	2,153	7,686	9,839
Add: Acquisitions	1,968	-	1,968
Balance, June 30, 2018	4,121	7,686	11,807
Accumulated amortization:			
Balance, December 31, 2016	-	-	-
Add: Amortization	94	942	1,036
Balance, December 31, 2017	94	942	1,036
Add: Amortization	271	1,095	1,366
Balance, June 30, 2018	365	2,037	2,402
Net book value:			
Balance, December 31, 2017	$ 2,059	$ 6,744	$ 8,803
Balance, June 30, 2018	$ 3,756	$ 5,649	$ 9,405

8. Share Capital

(a) Authorized:

The authorized share capital of the Company is comprised of an unlimited number of common shares without par value.

(b) Issued:

(i) On July 19, 2018, the Company issued 200,000 common shares at a fair value of $0.25 per share to Kootenay for the Tombstone project (Note 6(a)).

(ii) On May 2, 2017, the Company closed its IPO for 11.5 million units at $0.35 per unit for gross proceeds of $4.03 million. Each unit was comprised of one common share and one-half of a whole share purchase warrant. Each warrant is exercisable to purchase one common share at an exercise price of $0.50 per share and has an expiry date of May 2, 2019.

The Company paid to the agent a cash commission of $194,250, corporate finance fee of $75,000, and expenses of $47,500 for legal and out-of-pocket expenses related to the IPO. The Company also issued 555,000 compensation warrants with a fair value of $146,455 related to the IPO of which 549,360 compensation warrants were issued to the agent; each compensation warrant is exercisable to acquire one common share at an exercise of $0.50 and has an expiry date of May 2, 2019.

(Stated in Canadian dollars)

8. Share Capital (continued)

(b) Issued: (continued)

(ii) (continued)

In June 2017, 225 compensation warrants with a fair value of $60 and exercise price of $0.50 and 23,750 warrants with exercise price of $0.25 were exercised for proceeds of $6,049.

On July 20, 2017, the Company issued 100,000 common shares at a fair value of $0.35 per share to Kootenay for the Tombstone project (Note 6(a)).

(iii) Pursuant to the escrow agreement dated April 19, 2017, 4,571,123 shares of the Company were held in escrow (the "Escrowed Shares"). The Escrowed Shares will be released under the following schedule:

On the Listing Date	1/10 of the Escrow Shares
6 months after the Listing Date	1/6 of the remaining Escrow Shares
12 months after the Listing Date	1/5 of the remaining Escrow Shares
18 months after the Listing Date	1/4 of the remaining Escrow Shares
24 months after the Listing Date	1/3 of the remaining Escrow Shares
30 months after the Listing Date	1/2 of the remaining Escrow Shares
36 months after the Listing Date	the remaining Escrow Shares

On June 30, 2018, 2.7 million common shares were held in escrow.

(c) Stock option plan:

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

(Stated in Canadian dollars)

8. Share Capital (continued)

(c) Stock option plan: (continued)

The continuity of stock options for the six months ended June 30, 2018 is as follows:

	June 30, 2018	
	Number of Shares	Weighted average exercise price
Outstanding balance, beginning of period	2,600,000	$0.35
Forfeiture	(20,000)	$0.35
Cancellation	(30,000)	$0.35
Outstanding balance, end of period	2,550,000	$0.35

The following table summarizes information about stock options outstanding and exercisable at June 30, 2018:

	Options Outstanding			Options Exercisable		
Exercise Prices	Number Outstanding at June 30, 2018	Weighted Average Remaining Contractual Life (Number of Years)	Weighted Average Exercise Prices	Number Exercisable at June 30, 2018	Weighted Average Remaining Contractual Life (Number of Years)	Weighted Average Exercise Prices
$0.35	1,950,000	3.84	$0.35	1,170,000	3.84	$0.35
$0.35	600,000	4.20	$0.35	240,000	4.20	$0.35
	2,550,000	3.93	$0.35	1,410,000	3.90	$0.35

On January 20, 2017, the Company granted stock options for 2,000,000 common shares with an exercise price of $0.35 and expiry date of May 4, 2022. The stock options are subject to vesting provisions in which 20% vested on the date of the Company's listing of its common shares on the TSX-V on May 4, 2017 and 20% vest every 6 months thereafter.

On September 11, 2017, the Company granted stock options for 600,000 common shares with an exercise price of $0.35 and expiry date of September 11, 2022. The stock options are subject to vesting provisions in which 20% vested on grant date and 20% vest every 6 months thereafter.

(Stated in Canadian dollars)

8. Share Capital (continued)

(c) Stock option plan: (continued)

During the six months ended June 30, 2018, the Company recognized share-based payments of $155,499 (June 30, 2017 - $219,681), net of forfeitures, based on the fair value of options that were earned by the provision of services during the period. Share-based payments are segregated between directors and officers, employees and consultants, as applicable, as follows:

	Three months ended June 30, 2018	Three months ended June 30, 2017	Six months ended June 30, 2018	Six months ended June 30, 2017
Directors and officers	$ 59,568	$ 214,189	$ 146,235	$ 214,189
Consultants	3,193	-	10,692	-
Employees	(3,179)	5,492	(1,428)	5,492
	$ 59,582	$ 219,681	$ 155,499	$ 219,681

The weighted average fair value of stock options granted and the weighted average assumptions used to calculate share-based payments for stock option grants are estimated using the Black-Scholes option pricing model as follows:

	June 30, 2018	June 30, 2017
Number of stock options granted	Nil	2,000,000
Fair value of stock options granted	n/a	$0.33
Market price of shares on grant date	n/a	$0.35
Pre-vest forfeiture rate	n/a	0.00%
Risk-free interest rate	n/a	1.12%
Expected dividend yield	n/a	0%
Expected stock price volatility	n/a	171.05%
Expected option life in years	n/a	5.00

Expected stock price volatility is based on the historical price volatility of companies which are comparable to the profile of the Company.

(Stated in Canadian dollars)

8. Share Capital (continued)

(d) Warrants:

At June 30, 2018, the Company had outstanding warrants as follows:

Exercise Prices	Expiry Dates	Outstanding at December 31, 2017	Issued	Exercised	Expired	Outstanding at June 30, 2018
$0.25	October 21, 2018	2,551,250	-	-	-	2,551,250
$0.50	May 2, 2019	5,750,000	-	-	-	5,750,000
$0.50	May 2, 2019 (1)	554,775	-	-	-	554,775
		8,856,025	-	-	-	8,856,025

(1) As these warrants are compensation options, a fair value of $146,455 was originally recorded as share issuance expense as applied to share capital with a corresponding credit to reserve for share-based payments calculated using the Black-Scholes option pricing model with the following assumptions: volatility 178%, risk-free rate 0.67%, expected life 2 years, and expected dividend yield 0%.

Warrants for 6.3 million common shares were issued upon the closing of the Company's IPO on May 2, 2017. Note 8(b)(ii) provides further details.

(Stated in Canadian dollars)

9. Office and Sundry and Property Investigation

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
Office and Sundry:				
Insurance	$ 4,687	$ 3,413	$ 9,706	$ 5,119
Office and sundry	3,872	7,205	6,689	9,456
Rent	5,585	1,949	8,185	3,898
Software and system support	3,331	-	5,880	-
Telecommunications	6,153	2,186	11,244	7,905
	$ 23,628	$ 14,753	$ 41,704	$ 26,378
Project Evaluation:				
Assays and sampling	$ 3,115	$ 1,290	$ 3,115	$ 2,122
Camp and field supplies	-	-	-	123
Legal	-	6,461	-	6,461
Local labour	-	206	-	519
Salaries	5,700	27,029	5,700	54,568
Sundry	-	469	-	726
Transportation and travel	9,036	5,436	9,036	8,698
	$ 17,851	$ 40,891	$ 17,851	$ 73,217

(Stated in Canadian dollars)

10. Related Party Transactions

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

Except as disclosed elsewhere in the condensed consolidated interim financial statements, the Company had the following transactions with related parties:

	Six months ended June 30,		Net balance receivable (payable)	
			June 30,	December 31,
	2018	2017	2018	2017
Key management compensation:				
Executive salaries and remuneration (1)	$ 233,588	$ 175,123	$ -	$ -
Share-based payments	146,235	214,189	-	-
Executive salaries and remuneration (1)	$ 379,823	$ 389,312	$ -	$ -
Net office, sundry, rent and salary allocations recovered from (incurred to) company(ies) sharing certain common director(s) (2)	$ (8,823)	$ (8,745)	$ (2,269)	$ (2,154)

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

(2) The companies are Canarc Resource Corp. and Endeavour Silver Corp. which shares one common director with the Company.

Notes (1), 6(a) and 8(b) provide further details of the acquisition of the Cervantes property from AzMet.

The above related party transactions are incurred in the normal course of business.

(Stated in Canadian dollars)

11. Segment Disclosures

The Company has one operating segment, being mineral exploration, with assets located in Canada, Mexico and U.S.A, as follows:

	June 30, 2018				December 31, 2017			
	Canada	Mexico	USA	Total	Canada	Mexico	USA	Total
Mineral property interests	$ -	$ 1,822,392	$ 23,283	$ 1,845,675	$ -	$ 1,097,379	$ 10,773	$ 1,108,152
Equipment	9,405	-	-	9,405	8,803	-	-	8,803

HEAD OFFICE	#1130 – 609 West Pender Street Vancouver, BC, Canada, V7Y 1G5 Telephone: (604) 685-9770
DIRECTORS	Bradford Cooke J. Patricio Varas Mark Rebagliati James Schilling Stewart Lockwood
OFFICERS	Joseph Wilkins ~ Chief Executive Officer and President Neil MacRae ~ Vice President (Investor Relations) Stewart Lockwood ~ Secretary Philip Yee ~ Chief Financial Officer
REGISTRAR AND TRANSFER AGENT	Computershare Investor Services Inc. 3rd Floor, 510 Burrard Street Vancouver, BC, Canada, V6C 3B9
AUDITORS	Smythe LLP 7th Floor, 355 Burrard Street Vancouver, BC, Canada, V6C 2G8
SOLICITORS	Maxis Law Corporation #910 – 800 West Pender Street Vancouver, BC, Canada, V6C 2V6

AZTEC MINERALS CORP.

Second Quarter Report

Management Discussion and Analysis

(expressed in Canadian dollars)

Three and Six Months ended June 30, 2018

AZTEC MINERALS CORP.

(the “**Company**”)

Second Quarter Report

Management’s Discussion and Analysis
For the Three and Six Months ended June 30, 2018
(expressed in Canadian dollars)

CAUTION – FORWARD LOOKING STATEMENTS

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

1.0 Preliminary Information

The following Management’s Discussion and Analysis (“MD&A”) of Aztec Minerals Corp. (the “Company”) should be read in conjunction with the accompanying unaudited condensed consolidated interim financial statements for the three and six months ended June 30, 2018 and audited consolidated statements of financial position as at December 31, 2017 and 2016 and the consolidated statements of comprehensive loss, changes in shareholders’ equity and cash flows for the years ended December 31, 2017 and 2016, and a summary of significant accounting policies and other explanatory information, all of which are available at the SEDAR website at www.sedar.com.

Financial information in this MD&A is prepared in accordance with International Accounting Standards 34 *Interim Financial Reporting* based upon the principles of International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”), and all dollar amounts are expressed in Canadian dollars unless otherwise indicated.

All information contained in the MD&A is as of August 27, 2018 unless otherwise indicated.

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

1.1 Background

The Company was incorporated on July 6, 2007 under the laws of British Columbia, Canada, pursuant to the *Business Corporations Act* (British Columbia) and had been dormant until 2016. The Company is engaged primarily in the business of evaluating, acquiring and exploring natural resource properties.

Distribution by Aztec Metals Corp.:

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

(expressed in Canadian dollars)

Prospectus for Listing on the TSX Venture Exchange:

In February 2017, the Company had filed a preliminary prospectus with the securities commissions in British Columbia, Alberta and Ontario (the "Securities Commissions") to qualify the sale to the public of up to 11.5 million units of the Company at $0.35 per unit (the "Offering") for gross proceeds of up to $4.03 million. The Company had also applied for a listing (the "Listing") on the TSX Venture Exchange (the "TSXV") of its common shares. The Offering and the Listing were subject to final receipt and acceptance of the prospectus by the Securities Commissions, and were subject to the completion of the Offering and satisfying the initial listing requirements of the TSXV. The Offering closed on May 2, 2017 for the 11.5 million units for gross proceeds of $4.03 million, and the Company's common shares in the Offering were listed for trading on the TSXV on May 4, 2017 (the "Listing Date").

The Company had engaged Haywood Securities Inc. as the Agent for the Offering. Each unit was comprised of one common share and one-half of a whole share purchase warrant. Each whole warrant is exercisable to purchase one common share at an exercise price of $0.50 per share and with an expiry date of May 2, 2019.

The Company paid to the Agent a cash commission of $194,250, corporate finance fee of $75,000, and expenses of $47,500 for legal and out-of-pocket expenses related to the IPO. The Company also issued 555,000 compensation warrants related to the IPO of which 549,360 compensation warrants were issued to the Agent; each compensation warrant is exercisable to acquire one common share at an exercise of $0.50 and has an expiry date of May 2, 2019.

Pursuant to the escrow agreement dated April 19, 2017, 4,571,123 shares of the Company were held in escrow (the "Escrowed Shares"). The Escrowed Shares will be released under the following schedule:

On the Listing Date	1/10 of the Escrow Shares
6 months after the Listing Date	1/6 of the remaining Escrow Shares
12 months after the Listing Date	1/5 of the remaining Escrow Shares
18 months after the Listing Date	1/4 of the remaining Escrow Shares
24 months after the Listing Date	1/3 of the remaining Escrow Shares
30 months after the Listing Date	1/2 of the remaining Escrow Shares
36 months after the Listing Date	the remaining Escrow Shares

Other:

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

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

1.2 Overall Performance

Option Amendment and Assignment Agreement with Aztec Metals Corp.

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

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

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

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

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

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

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

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

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

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

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

Cervantes exploration ramped up in the third quarter of 2017 commencing with hand trenching, detailed soil sampling, and detailed geologic mapping over the Jasper target. The Jasper target is directly west of the California target and presents a copper oxide and associated gold target. Trench results identified a 92.4 meter long (71.0 m linear) copper-gold anomaly highlighted by a weighted average of 0.52% copper and 0.62 gpt gold over the 92.4 m continuous trenching within a mixture of strongly fractured quartz feldspar porphyry (QFP), silicified sediments, and hornfels. Included in the new trenching is a 6.0 m interval grading 4.78 gpt gold and 0.44% copper, in which several specks of visible gold were identified. The copper values in the trenches ranged from 0.0295% Cu in highly leached quartz feldspar porphyry to 1.39% Cu in mineralized quartz feldspar porphyry, hornfels and quartzite-argillite meta-sediments, gold values range from <0.005 gpt to 7.15 gpt and molybdenum values range from 5.2 to 249 ppm. Further information regarding the Company's exploration of the Jasper target is provided in the Company's news release of October 3, 2017.

Access agreements were obtained from additional land owners. These agreements opened access to the heart of the California target for road rehabilitation and exploration drilling. An Informe Preventivo (IP) drill permit was applied for and granted by SEMARNAT without any special requests by the government. The permit allowed the Company to drill 25 holes, build a temporary camp, rehabilitate existing roads, and construct roads to drill sites. The Phase 1 exploration program at Cervantes was to consist of 3,000 m of core drilling designed to principally test the California target with shallow holes to 150 m roughly spaced at 100 m apart. The targets were supported by enhanced geology, geochemistry, structure, and geophysics data. The California target is a gold bearing oxide cap defined by 50x50m spaced soil samples and rock chip samples, thereon supported by geologic mapping consisting of structure and alteration analysis to define drill targets. Additional testing on the Jasper zone targeted the copper-gold anomalous trenching with hopes of encountering oxide copper-gold mineralization.

In March 2018, the Company participated in a Mexican government land lottery and was awarded two new mineral concessions covering approximately 3,149 hectares adjacent to the Cervantes property which would expand the Cervantes' land position to 3,649 hectares. The new mineral concessions cover six historic mineral prospects and/or gossan zones that represent high priority porphyry-type targets elsewhere in the Cervantes district. The Jacobo and Purisima prospects are situated southwest of the California zone at Cervantes along part of a 7.5 kilometer (km) long, northeast-trending structural corridor; the El Tigre gossan zone lies south of California and Brasil zones along a north-south trending lineament; and the PS, RA and La Verde prospects straddle the California prospect along a northwest trending linear.

A synopsis of the planned Phase 1 drill program diamond core drilling is:

- 14 to 17 holes totalling approximately 3,000 metres;
- Drill-test the gold oxide cap on the California zone where 50m x 50m spaced soil sampling identified a 600m wide by 900m long gold anomaly, over which prior soil samples averaged 0.44 gpt. Gold-copper mineralization in the California zone is hosted primarily within quartz-feldspar porphyry intrusive and intrusive breccias. Core test holes will be drilled to approximately 150 m based on new and enhanced geological, geochemical, structural, and geophysical data; and
- Drill-test the gold-copper oxide mineralization on the Jasper target, where the Company recently identified 92.4m of 0.62 gpt gold and 0.52% copper in trenching, as more fully described in the Company's news release dated October 3, 2017.

By mid April 2018, eleven drill holes have been completed for a total of 1,769 m. Drill results intersected long intervals of porphyry gold (copper, silver) mineralization including shorter intervals of higher grade gold mineralization in the initial results of its Phase 1. Highlights for the initial drilling results include:

- 139.0 m from surface grading 0.71 grams per tonne (gpt) Au, including 2.10 gpt Au over 20.0 m and 2.0m of 5.52 gpt Au in hole 17CER005 at the California zone;
- 117.0 m from near surface grading 0.63 gpt Au, including 1.18 gpt Au over 43.0 m and 2.0m of 4.05 gpt Au, in hole 17CER003 at the California zone;
- 122.0 m from surface grading 0.60 grams per tonne (gpt) Au, including 0.88 gpt Au over 62.0 m in hole 18CER007 at the California zone, sample range 0.09 to 2.80 gpt Au, all 2.0 m samples;
- 170.0 m from surface grading 0.42 gpt Au, including 0.87 gpt Au over 32.0 m in hole 18CER006 at the California zone, sample range of <0.005 to 2.81 gpt Au, all 2.0 m samples;
- 160.0m of 0.77 gpt Au, 0.125% Cu, and 3.78 gpt Ag from surface in hole 18CER010 including 80.0m of 1.04 gpt Au, 0.113% Cu, and 4.0 gpt Au starting at 4.0m in addition to 78.0m (42.0-118.0m) with 0.78 gpt Au, 0.20% Cu, and 3.8 gpt Ag; and
- 63.5.0m of 0.36 gpt Au, 0.09% Cu, and 2.1 gpt Ag in drill hole 18CER011 including 19.0m of 0.47 gpt Au and 3.7 gpt Ag.

By mid-June of 2018, the final six drill holes intersected long intervals of porphyry-type gold (copper, silver) mineralization and extended the strike length to more than 800 meters at the California prospect; this completed the Phase 1 drill program. Highlights for the final drill holes include:

- A total of 98.5 meters from surface containing 0.41 gpt Au, 0.13% Cu, and 2.2 gpt Ag in drill hole 18CER014, which includes 33.0 meters of 0.60 gpt Au, 0.02% Cu, and 2.2 gpt Ag starting at 16.0 meters;
- An interval of 76.2 meters starting at 16.8 meters with 0.25 gpt Au, 0.15% Cu, and 2.4 gpt Ag, including 22.0 meters of 0.37 gpt Au, 0.38% Cu, and 3.2 gpt Ag starting at 41.0 meters in drill hole 18CER013;

- Drill hole 18CER015 contains 85.2 meters of 0.48 gpt Au, 0.07% Cu, and 2.0 gpt Ag starting at 1.8 meters. The hole also contains 30.2 meters of 0.66 gpt Au, 0.02% Cu, and 3.0 gpt Ag starting at 1.8 meters; and
- The final hole, 18CER017, was drilled at the same collar as hole 17CER003, but drilled at the opposite direction with a 055 azimuth and minus 65 degree dip to a total depth of 217.0 meters. The hole encountered 116.0 meters of gold mineralization starting at 4.0 meters, detecting 0.35 gpt Au, 0.06% Cu, and 1.6 gpt Ag. A 60.0 meter interval of 0.50 gpt Au, 0.06% Cu, and 2.0 gpt Ag was encountered at 20.0 meters. The bulk of the hole was oxidized and a broad mix of breccias and QFP intrusive rocks.

The program was completed with the drilling of 2675 meters in 17 core holes, although 3 holes were abandoned early and have relatively insignificant results.

Following the drilling campaign, the Company embarked on a chip-channel sampling program on the drill roads where new exposures produced long continuous intervals of rock exposure. Over the course of 10 days, 359 rock chip-channel samples, including blanks and standards, were collected along several road cuts and the results of which reveal long continuous intervals of consistent gold mineralization. Results include 222.0 meters of 0.47 gpt Au on line B, 84.0 meters of 0.40 gpt Au on line C, and 81.0 meters of 0.52 gpt Au on line E. All samples were collected over 3.0 meter intervals and as continuous as possible using hammer and chisel once the outcrops were cleaned with pick and shovel.

Soil sampling to the northern boundary of the claim block was conducted on 100 meter intervals. Sampling reveals additional low grade gold anomalies to the far northeast and west and are open for expansion. A high of 0.33 gpt Au was detected in addition to encountering large copper anomalies and locally strong molybdenum anomalies.

New targets to the southwest were sampled with dense to widely spaced soil grids. The La Purisima East target was sampled at 25 x 25 meter density to 100 meter spaced samples. Samples collected within a large open cut mine detected high grade gold with values up to 44.3 gpt Au and three other samples over 10.0 gpt Au. A large and lower grade area of gold mineralization is found covering 700m by 700m within brecciated sediments and intrusive breccia rocks.

The nearby Purisima West also detected several gold in soil anomalies, some open ended with a high of 0.61 gpt Au. Further southwest is another target called Jacobo where ridge and spur type 100m spaced soil sampling detected an abundance of low grade gold anomalies with a high of 0.66 gpt Au. This area of anomalism is open in all directions for additional sampling.

Further details of the drilling program for the Cervantes project are provided in the Company's news releases:

- News Release dated February 1, 2018 and titled, "*Aztec Minerals Intersects 0.71 gpt Gold over 139 m including 2.1 gpt over 20 m in Initial Drill Results from Cervantes Porphyry Gold Property, Sonora, Mexico*";
- News Release dated February 27, 2018 and titled, "*Aztec Minerals Intersects 0.60 gpt Gold over 122m including 0.88 gpt over 62m in Second Set of Drill Results from Cervantes Property, Sonora, Mexico*";
- News Release dated April 24, 2018 and titled, "*Aztec Minerals Intersects 0.77 grams per tonne Gold over 160.0 meters including 1.04 gpt Gold over 80.0 m at Cervantes Property, Sonora, Mexico*";
- News Release dated June 26, 2018 and titled, "*Aztec Minerals Successfully Concludes Phase 1 Drill Program at Cervantes Property in Sonora, Mexico*"; and
- News Release dated August 22, 2018 and titled, "*Aztec Minerals Reports 0.47 grams per tonne Gold over 222.0 metres from Rock Sampling along Drill Roads at the California Prospect, Cervantes Property, Sonora, Mexico*".

Joey Wilkins, B.Sc., P.Geo., the CEO of the Company, is the Qualified Person who supervised the field work and the drilling program.

Purchase Option Agreement with Baroyeca Gold & Silver Inc.

(expressed in Canadian dollars)

On November 30, 2017, as amended on February 28, 2018, the Company entered into a Purchase Option Agreement for the Tombstone property (the "Tombstone Option Agreement") with Baroyeca Gold & Silver Inc. and its two wholly owned U.S. subsidiaries (collectively, "Baroyeca"). The Company can earn a 75% interest by making cash payments of $100,000, incurring exploration expenditures of $1 million and issuing 1 million common shares over a three year period starting from March 2018. The Tombstone Option Agreement was subject to certain conditions precedent including the approval of the TSX Venture Exchange which approval was received on March 23, 2018. The Company made the initial cash payment of $10,000 in December 2017.

The Tombstone property includes the historic Contention Mine and surrounding patented claims totalling 404 acres (163.5 hectares) with an additional 24 acres (9.7 hectares) of unpatented claims. The Tombstone Mining District, located 65 miles southeast of Tucson, Arizona, and accessed by State Highway 80, is well known for its high grade, oxidized, carbonate replacement deposits of silver-gold-lead mineralization hosted in veins, mantos, pipes and disseminated orebodies.

In August 2018, the Company implemented its exploration program for the Tombstone property, which includes structural and geological mapping, soil and rock sampling, trenching, and airborne geophysical surveying to prioritize targets for drilling.

1.3 Selected Annual Information

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

	Years Ended December 31,		
	2017	2016	2015
Total revenues	$ -	$ -	$ -
Loss before discontinued operations and extraordinary items:			
(i) Total	$ (1,467,940)	$ (317,139)	$ -
(ii) Basic per share	$ (0.06)	$ (0.08)	$ -
(iii) Diluted per share	$ (0.06)	$ (0.08)	$ -
Net loss:			
(i) Total	$ (1,467,940)	$ (317,139)	$ -
(ii) Basic per share	$ (0.06)	$ (0.08)	$ -
(iii) Diluted per share	$ (0.06)	$ (0.08)	$ -
Total assets	$ 3,765,798	$ 1,037,507	$ 1
Total long-term liabilities	$ -	$ -	$ -
Dividends per share	$ -	$ -	$ -

1.4 Results of Operations

Second Quarter of Fiscal 2018 – Six months ended June 30, 2018 compared with June 30, 2017

The Company incurred a net loss of $618,700 for the six months ended June 30, 2018, which is lower than the net loss of $660,400 for the same comparable period in fiscal 2017, with the former having commensurately lower operating expenses. Net loss was impacted by different functional expense items.

The Company has no sources of operating revenues. Operating losses were incurred for activities of the Company to acquire, explore or maintain its mineral property interest in the Cervantes property and pursuing mineral projects of merit which efforts culminated in the purchase option agreement for the Tombstone property in late 2017 and closed in March 2018.

The Company continues with its engagement of an external Mexican accounting firm to assist in financial reporting and tax compliance and representation in Mexico and to provide accounting support in which such fees continue to be incurred, given the Cervantes project in located in Mexico and held by its wholly owned Mexican subsidiary. Audit fees for 2017 slightly increased given the mobilization of its mineral exploration program for Cervantes, regulatory compliance as a reporting issuer, and corporate activities including property investigation, vesting of stock options, and foreign jurisdictional issues for Mexican and US subsidiaries. Additional tax compliance fees were accrued for 2017 for the Company's US subsidiary which holds the option rights to the Tombstone project in Arizona. Excess accruals in 2017 were revised in the first quarter of 2018 resulting in a reduction in fees. Additional fees were incurred in resolving the collection of the refundability of VAT/IVA with the Mexican tax authorities.

Amortization is attributable to the purchase of office furniture and equipment as the Company moved to new shared office facilities in July 2017. Additional office furniture was acquired in the first two quarters of 2018.

In 2017, employee remuneration was incurred to provide corporate finance, technical and administrative support activities to assist with the audit and initial public offering including various due diligence efforts by the Agent and regulatory and administrative support and ancillary activities as the Company advanced in its IPO which closed on May 2, 2017, and listing of its common shares on the TSXV on May 4, 2017 and then on the OTCQB on November 20, 2017. Being a publicly-listed reporting issuer, the Company would continue to incur such costs to support its ongoing reporting and regulatory compliance obligations and to maintain its operating activities to assist its exploration and project generative efforts and its shareholder relations activities. Employee remuneration was comparable for the first three quarters of 2017 but increased in the fourth quarter due to year end settlement for banked time and unused vacation time due to the added responsibilities by personnel in advancing the Company's projects. For each quarterly period ended on June 30 for both fiscal 2016 and 2017, employee renumeration were generally similar.

Legal fees were incurred in relation to the initial public offering process which were not related to the share issuance portion and were thus segregated to expenses for the period. Legal services directly related to the share issuance of the Offering were deferred as finance charges in the first quarter of 2017 which would then be applied against share capital upon the closing of the IPO in the second quarter. Legal services for project generative would be included in that functional expense as well as those related to its mineral property interests. Legal fees were also incurred during the second quarter in 2017 for regulatory compliance obligations related to stock option plan, clarification of various continuous disclosure obligations as a reporting issuer, and ongoing resolution to shareholder issues. Negligible legal services for corporate issues were rendered in the third quarter of 2017. US counsel was engaged to assist with the listing of the Company's shares on the OTCQB in November 2017. In the first quarter of 2018, legal services were provided ongoing regulatory compliance review which continued into the second quarter and included modification to the Company's disclosure policies, and corporate disclosures and filings in Canada and USA for those respective corporate entities. In 2018, legal fees remain significantly lower than the comparable quarters in 2017 due to the IPO and listing processes in 2017.

Office and sundry include ancillary office support facilities for the Company's activities, and include office rent, telecommunications and software and systems training. Directors and officers insurance was also implemented and effective upon the filing of its preliminary prospectus in February 2017, and general liability insurance was in effect in November 2017, which cumulatively resulted in higher insurance expense in the current quarters. The use of shared office facilities has allowed rent and commitments to be nominal. No rent was incurred prior to its closing of the IPO in May 2017. Expenses increased in the fourth quarter of 2017 as the Company proceeded to upgrade and refine its accounting ERP systems in Canada and Mexico and implementation for its US subsidiary which continued into the 2018 quarters. Third party cloud server providers for the Company's accounting system, data and emails contributed to the increase in office and sundry expenses.

Project evaluation efforts involve due diligence on identifying mineral properties of merit for acquisition purposes. These costs are attributable to geological management, site visits to mineral properties in North America, reviewing technical information, and addressing any legal issues associated with due diligence. These costs increased in the second quarter of 2017 as the Company had more cash resources to pursue projects of merit and as technical management sought to advance due diligence on these possible projects. These efforts continued in the third quarter of 2017 with legal costs being significantly higher than prior quarters in 2017 and were for addressing more complex legal, environmental, regulatory and lien issues for a possible project of merit which had advanced in negotiations with the counter party. The costs subsided in the fourth quarter as the Company was able to execute the property option agreement for the Tombstone project which was still subject to a condition precedent and regulatory approvals which was subsequently accepted in February 2018. Technical management was significantly lower for project evaluation in the latter quarters of 2017 as the Company mobilized its Phase 1 exploration program for the Cervantes property. No project evaluation activities were expended in the first quarter of March 2018 as the primary focus was on the Phase 1 drilling program for the Cervantes property and on acquiring additional land surrounding the property which increased to 3,649 hectares. Project evaluation was active in the second quarter of 2018 and involved technical review and travel for possible opportunities for projects of merit.

Regulatory expenses were incurred for filing fees for its preliminary prospectus and other fees related to the IPO process in 2017. These costs were higher in the second quarter given the Company closed its IPO and its shares were listed on the TSX Venture Exchange in early May 2017. These fees include filing, listing and transfer agent fees. The Company also proceeded with its annual and special general meeting which was held in July 2017 which contributed to the increase in regulatory expenses in the second quarter of 2017. The listing on the OTC QB and incidental fees related to such listing contributed to regulatory expenses in the latter quarters of 2017 but remain lower than the prior quarters. For the first quarter of 2018, regulatory fees were for ongoing regulatory compliance obligations. The increase in the second quarter of 2018 was attributable to its annual and special general meeting held in late June 2018.

Shareholder relations were for attendance at conferences to create awareness of the Company and its Cervantes project. These activities heightened in the second quarter once its shares were listed to provide greater breadth of market exposure and corporate updates. In September 2017, the Company employed a Vice President (Investor Relations) to assist with providing heightened market awareness of the Company and its project and to provide dedicated shareholder support and market breadth of coverage, given that the Company was just listed in May 2017 on the TSX Venture Exchange and then on the OTCQB in November 2017. These activities included the participation in various conferences and shareholder events in North America and Europe related to mineral exploration and mining as well as capital markets, and engaging market participants to assist with expanding the public profile of the Company and its projects. These activities continued into the six months ended June 30, 2018 whereas such activities were nominal in the first quarter of 2017 during which time the Company's shares were not listed and the Company was still in the IPO process. This expense slightly decreased in the second quarter of 2018 relative to the first quarter of 2018 as the Vice-President (Investor Relations) reduced his time commitment to the Company.

Share-based payments were recognized in the second quarter of 2017. The measurement date for the stock options granted in January 2017 was on the listing date of May 4, 2017 on which date the Company's shares were listed on the TSX Venture Exchange. The Company had granted 2 million stock options in January 2017 which were subject to vesting provisions whereby 20% vest on the listing date of May 4, 2017 and 20% vest every six months thereafter. In September 2017, the Company granted 600,000 stock options which were subject to vesting provisions with 20% vested on grant date and 20% vest every six months thereafter. Vesting provisions for stock options granted in 2017 continue into the quarters of 2018 during the vesting period resulting in the recognition of share-based payments. Forfeitures reduced share based payments in the second quarter of 2018 due to the staff departure. No stock options were granted in 2018.

Interest income is realized from the Company's excess cash which is held in interest bearing investment savings account. Excess cash was yielded from its IPO for gross proceeds of $4.03 million which closed in May 2017.

The foreign exchange gain (loss) was from the net effects of transactional foreign currency and jurisdictional translation and revaluation effects from its Mexican and US subsidiaries which operate in Mexican pesos and US dollars, respectively, and from certain U.S. dollar stated accounts during the period.

As at June 30, 2018, the Company's mineral property interests in the Cervantes Property are comprised of the following:

	June 30, 2018		
	Mexico	**USA**	
	Cervantes	**Tombstone**	**Total**
Acquisition Costs:			
Balance, December 31, 2017	$ 355,766	$ 10,000	$ 365,766
Acquisition	1,896	-	1,896
Balance, June 30, 2018	357,662	10,000	367,662
Deferred Exploration Expenditures:			
Balance, December 31, 2017	741,613	773	742,386
Assays	64,274	-	64,274
Equipment and systems	35,441	-	35,441
Drilling	312,795	-	312,795
Environmental	6,304	-	6,304
Field, camp, supplies	18,399	-	18,399
General, administrative, legal, sundry	53,615	4,448	58,063
Geology	117,406	-	117,406
Salaries and local labour	87,765	7,150	94,915
Surface taxes	960	-	960
Surveying	7,604	-	7,604
Transportation and travel	18,554	912	19,466
Balance, June 30, 2018	1,464,730	13,283	1,478,013
Mineral Property Interests:			
December 31, 2017	$ 1,097,379	$ 10,773	$ 1,108,152
June 30, 2018	$ 1,822,392	$ 23,283	$ 1,845,675

1.5 Summary of Quarterly Results (Unaudited)

The following table provides selected financial information of the Company for each of the last eight quarters ended at the most recently completed quarter, June 30, 2018. All dollar amounts are expressed in Canadian dollars unless otherwise indicated.

(expressed in Canadian dollars)

	2018		2017				2016	
	June 30	Mar 31	Dec 31	Sept 30	June 30	Mar 31	Dec 31	Sept 30
Total revenues	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Income (loss) before discontinued operations and extraordinary items:								
(i) Total	$ (299,278)	$ (319,461)	$ (457,505)	$ (350,003)	$ (435,061)	$ (225,371)	$ (272,792)	$ (44,347)
(ii) Basic earnings (loss) per share	$ (0.01)	$ (0.01)	$ (0.02)	$ (0.01)	$ (0.02)	$ (0.01)	$ (0.02)	$ (443.47)
(iii) Diluted earnings (loss) per share	$ (0.01)	$ (0.01)	$ (0.02)	$ (0.01)	$ (0.02)	$ (0.01)	$ (0.02)	$ (443.47)
Net income (loss):								
(i) Total	$ (299,278)	$ (319,461)	$ (457,505)	$ (350,003)	$ (435,061)	$ (225,371)	$ (272,792)	$ (44,347)
(ii) Basic earnings (loss) per share	$ (0.01)	$ (0.01)	$ (0.02)	$ (0.01)	$ (0.02)	$ (0.01)	$ (0.02)	$ (443.47)
(iii) Diluted earnings (loss) per share	$ (0.01)	$ (0.01)	$ (0.02)	$ (0.01)	$ (0.02)	$ (0.01)	$ (0.02)	$ (443.47)
Total assets	$ 3,475,580	$ 3,565,797	$ 3,765,798	$ 4,089,209	$ 4,182,036	$ 836,325	$ 1,037,507	$ 628,148
Total long-term liabilities	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Dividends per share	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -

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

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

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

In May 2017, the Company closed its IPO for gross proceeds of $4.03 million.

1.6 Liquidity

The Company is in the exploration stage and has not yet determined whether its mineral property interests contain reserves. The recoverability of amounts capitalized for mineral property interests is entirely dependent upon the existence of reserves, the ability of the Company to obtain the necessary financing to complete the development and upon future profitable production. The Company knows of no trends, demands, commitments, events or uncertainties that may result in the Company's liquidity either materially increasing or decreasing at the present time or in the foreseeable future except as disclosed in this MD&A and in its regulatory filings. Material increases or decreases in the Company's liquidity are substantially determined by the success or failure of the Company's exploration and development programs and overall market conditions for smaller mineral exploration companies. Since 2016, the Company has endeavored to secure mineral property interests that in due course could be brought into production to provide the Company with cash flow which would be used to undertake work programs on other projects. To that end, the Company has expended its funds on mineral property interests that it believes have the potential to achieve cash flow within a reasonable time frame. As a result, the Company has incurred losses during each of its fiscal years since 2016. This result is typical of smaller exploration companies and will continue unless positive cash flow is achieved.

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

(expressed in Canadian dollars)

	June 30, 2018	December 31, 2017
Cash	$ 1,455,902	$ 2,571,660
Working capital	1,354,795	2,556,160

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

The Company may enter into option agreements for mineral properties that involve payments in the form of cash and/or shares of the Company as well as minimum exploration expenditure requirements. Under Item 1.7, further details of contractual obligations are provided as at June 30, 2018. The Company will continue to rely upon equity financing as its principal source of financing its projects.

1.7 Capital Resources

At June 30, 2018, to maintain its interest and/or to fully exercise the options under various property agreements covering its property interests, the Company must incur exploration expenditures on the properties and/or make payments in the form of cash and/or shares to the optionors as follows:

	Cash Payments (CAD$)	Exploration Expenditures (CAD$)	Cash Payments (US$)	Exploration Expenditures (US$)	Number of Shares	Net Smelter Return
Cervantes Project:						
Stage One (to earn a 65% interest):						
July 25, 2018 [2]	$ -	$ -	$ 40,000	$ -	200,000	-
July 25, 2019	-	-	50,000	206,346	250,000	-
September 23, 2019	-	-	-	-	250,000	-
Stage Two (to earn additional 35% interest, for total interest of 100% interest):						
July 25, 2020 [1]	-	-	-	-	-	2.50%
Tombstone Project:						
March 23, 2019	30,000	36,717	-	-	100,000	
March 23, 2020	30,000	300,000	-	-	300,000	
March 23, 2021	30,000	650,000	-	-	600,000	
	$ 90,000	$ 986,717	$ 90,000	$ 206,346	1,700,000	2.50%

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

(expressed in Canadian dollars)

(2) In July 2018, the Company paid US$40,000 in cash and issued 200,000 common shares with a fair value of $0.25 per share.

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

1.8 Off-Balance Sheet Arrangements

Pursuant to the escrow agreement dated April 19, 2017, 4,571,123 shares of the Company are held in escrow (the "Escrowed Shares"). The Escrowed Shares will be released under the following schedule:

On the Listing Date	1/10 of the Escrow Shares
6 months after the Listing Date	1/6 of the remaining Escrow Shares
12 months after the Listing Date	1/5 of the remaining Escrow Shares
18 months after the Listing Date	1/4 of the remaining Escrow Shares
24 months after the Listing Date	1/3 of the remaining Escrow Shares
30 months after the Listing Date	1/2 of the remaining Escrow Shares
36 months after the Listing Date	the remaining Escrow Shares

The listing date was May 4, 2017.

On June 30, 2018, 2.7 million common shares were held in escrow.

There are no off balance sheet arrangements which could have a material effect on current or future results of operations, or the financial condition of the Company, except for those disclosed in this MD&A or in the Company's public filings.

1.9 Transactions with Related Parties

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

Except as disclosed elsewhere in the MD&A, the Company had the following general and administrative costs with related parties during the six months ended June 30, 2018:

(expressed in Canadian dollars)

	Six months ended June 30,		Net balance receivable (payable)	
			June 30,	December 31,
	2018	2017	2018	2017
Key management compensation:				
Executive salaries and remuneration [1]	$ 233,588	$ 175,123	$ -	$ -
Share-based payments	146,235	214,189	-	-
Executive salaries and remuneration [1]	$ 379,823	$ 389,312	$ -	$ -
Net office, sundry, rent and salary allocations recovered from (incurred to) company(ies) sharing certain common director(s) [2]	$ (8,823)	$ (8,745)	$ (2,269)	$ (2,154)

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

(2) The companies are Canarc Resource Corp. and Endeavour Silver Corp. which shares one common director with the Company.

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

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

1.10 Second Quarter

Items 1.2, 1.4, 1.5, 1.6 and 1.7 provide further details for the second quarter of fiscal 2018.

1.11 Proposed Transactions

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

1.12 Critical Accounting Estimates and Judgements

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

Significant areas requiring the use of management estimates relate to determining the recoverability of mineral property interests; the determination of accrued liabilities; accrued site remediation; the variables used in the determination of the fair value of stock options granted and compensation warrants or finder's fees warrants issued or modified; and the recoverability of deferred tax assets. While management believes the estimates are reasonable, actual results could differ from those estimates and could impact future financial performance and cash flows.

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

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

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

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

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

1.13 Changes in Accounting Policies including Initial Adoption

The Company did not early adopt any recent pronouncements as disclosed in Note 2(f) of the unaudited condensed consolidated interim financial statements for three and six months ended June 30, 2018.

1.14 Financial Instruments and Other Instruments

The Company classifies its financial instruments as follows:

- cash as financial assets at fair value through profit or loss ("FVTPL"),
- receivables as loans and receivables, and
- accounts payable and accrued liabilities as other financial liabilities.

Management of Financial Risk

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

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

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

(a) Credit risk:

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

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

Management has reviewed the items comprising the accounts receivable balance which may include amounts receivable from certain related parties, and determined that all accounts are collectible.

(b) Liquidity risk:

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

The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash and its ability to raise equity financings. As at June 30, 2018, the Company had a working capital of $1.4 million (December 31, 2017 - $2.6 million). The Company will require significant additional funding to meet its short-term liabilities and administrative overhead costs, and to maintain its mineral property interests in 2018.

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

(c) Market risk:

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

(i) Foreign currency risk:

The Company has certain cash and accounts payable stated in United States dollars and Mexican pesos, mineral property interests which are in the USA and Mexico, and a portion of its operations are in Mexico, resulting in expenditures subject to foreign currency fluctuations. Fluctuations in the United States dollar and Mexican peso would impact the losses of the Company and the values of its assets and liabilities as the

Company's functional and presentation currencies are the Canadian dollar. The Canadian dollar fluctuates and floats with the United States dollar and Mexican peso.

At June 30, 2018, the Company was exposed to currency risk for its Canadian dollar equivalent of financial assets and liabilities denominated in currencies other than Canadian dollars as follows:

	Stated in Canadian Dollars		
	Held in		Total
	United States Dollars	Mexican Pesos	
Cash	$ 67,011	$ 7,513	$ 74,524
Accounts payable and accrued liabilities	(179,960)	(32,310)	(212,270)
Net financial assets (liabilities), June 30, 2018	$ (112,949)	$ (24,797)	$ (137,746)
Cash	$ 76,018	$ 10,799	$ 86,817
Accounts payable and accrued liabilities	(32,385)	(14,560)	(46,945)
Net financial assets (liabilities), December 31, 2017	$ 43,633	$ (3,761)	$ 39,872

Based upon the above net exposure as at June 30, 2018 and assuming all other variables remain constant, a 10% (December 31, 2017 – 15%) depreciation or appreciation of the Canadian dollar relative to the United States dollar could result in a decrease/increase of approximately $13,800 (December 31, 2017 - $6,000) in the Company's net losses.

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

(ii) Interest rate risk:

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

(iii) Other price risk:

Other price risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices. The Company currently does not have any financial instruments which fluctuate with market prices.

1.15 Other MD&A Requirements

1.15.1 Other MD&A Requirements

Additional information relating to the Company are as follows:

(expressed in Canadian dollars)

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

(b) is also provided in the Company's unaudited condensed consolidated interim financial statements for the three and six months ended June 30, 2018 and audited consolidated financial statements for the years ended December 31, 2017 and 2016.

1.15.2 Outstanding Share Data

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

Changes in the Company's share capital for the six months ended June 30, 2018 are as follows:

	Number of Shares	Amount
Balance at December 31, 2016	16,367,041	$ 1,264,304
Issued:		
Initial public offering, net of share issue costs	11,500,000	3,483,905
Property acquisition	100,000	35,000
Exercise of compensation warrants	225	172
Exercise of warrants	23,750	5,937
Balance at December 31, 2017 and June 30, 2018	27,991,016	$ 4,789,318

Pursuant to the escrow agreement dated April 19, 2017, 4,571,123 shares of the Company were held in escrow (the "Escrowed Shares"). The Escrowed Shares will be released under the following schedule, with May 4, 2017 as the listing date:

On the Listing Date	1/10 of the Escrow Shares
6 months after the Listing Date	1/6 of the remaining Escrow Shares
12 months after the Listing Date	1/5 of the remaining Escrow Shares
18 months after the Listing Date	1/4 of the remaining Escrow Shares
24 months after the Listing Date	1/3 of the remaining Escrow Shares
30 months after the Listing Date	1/2 of the remaining Escrow Shares
36 months after the Listing Date	the remaining Escrow Shares

On June 30, 2018, 2.7 million common shares were held in escrow.

On July 19, 2018, the Company issued 200,000 common shares at a fair value of $0.25 per share to Kootenay for the Cervantes project.

At August 27, 2018, there were 28,191,016 common shares issued and outstanding of which 2.7 million common shares were held in escrow.

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

(expressed in Canadian dollars)

The continuity of stock options for the six months ended June 30, 2018 is as follows:

	June 30, 2018	
	Number of Shares	Weighted average exercise price
Outstanding balance, beginning of period	2,600,000	$0.35
Forfeiture	(20,000)	$0.35
Cancellation	(30,000)	$0.35
Outstanding balance, end of period	2,550,000	$0.35

At August 27, 2018, stock options for 2,550,000 common shares remain outstanding of which 1,410,000 stock options are exercisable.

At June 30, 2018, the Company had outstanding warrants as follows:

Exercise Prices	Expiry Dates	Outstanding at December 31, 2017	Issued	Exercised	Expired	Outstanding at June 30, 2018
$0.25	October 21, 2018	2,551,250	-	-	-	2,551,250
$0.50	May 2, 2019	5,750,000	-	-	-	5,750,000
$0.50	May 2, 2019 (1)	554,775	-	-	-	554,775
		8,856,025	-	-	-	8,856,025

(1) As these warrants are compensation options, a fair value of $146,455 was originally recorded as share issuance expense as applied to share capital with a corresponding credit to reserve for share-based payments calculated using the Black-Scholes option pricing model with the following assumptions: volatility 178%, risk-free rate 0.67%, expected life 2 years, and expected dividend yield 0%.

Warrants for 6.3 million common shares were issued upon the closing of the Company's IPO on May 2, 2017. Item 1.1 provides further details.

At August 27, 2018, warrants for 8,856,025 common shares remain outstanding.

1.16 Outlook

The Company will continue to depend upon equity financings to continue exploration work on and to advance its mineral property interests, and to meet its administrative overhead costs for the 2018 fiscal year. There are no assurances that capital requirements will be met by this means of financing as inherent risks are attached therein including commodity prices, financial market conditions, and general economic factors. The Company does not expect to realize any operating revenues from its mineral property interests in the foreseeable future.

1.17 Risk Factors

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

Exploration and Development Risks

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

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

Financing Risks

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

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

Estimates of Mineral Deposits

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

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

Commodity Prices

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

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

Competition and Agreements with Other Parties

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

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

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

Title Matters

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

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

Surface Rights

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

Community Groups

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

Conflicts of Interest

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

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

Negative Operating Cash Flow

The Company had negative operating cash flow during its most recently completed three and six month period ended June 30, 2018. In the event that the Company's operating cash flow is not positive in future financial periods it may need to raise additional capital in order to fund operations. There is no guarantee that additional funds will be available on terms acceptable to the Company or at all. In the event that the Company's operating cash flow is negative this may have a material adverse effect on the Company and its stock price.

Non-Company Submission to Jurisdiction

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

Uninsured Risks

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

Environmental and Other Regulatory Requirements

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

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

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

Foreign Countries and Regulatory Requirements

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

Reclamation

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

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

Unknown Environmental Risks for Past Activities

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

Currency Fluctuation and Foreign Exchange Controls

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

Dependence on Key Individuals

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

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

Volatility of Common Shares

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

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

Substantial Number of Authorized but Unissued Shares

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

Possible Dilution to Current Shareholders based on Outstanding Options and Warrants

At June 30, 2018, the Company has 27,991,016 common shares, 2,550,000 stock options and 8,856,025 warrants outstanding. The resale of outstanding shares from the exercise of dilutive securities could have a depressing effect on the market for the Company's shares. At June 30, 2018, dilutive securities represented approximately 40.7% of the Company's issued shares.