AZTEC MINERALS CORP.

First Quarter Report

Condensed Consolidated Interim Financial Statements

(stated in Canadian dollars)

Three Months ended March 31, 2020

(Unaudited – Prepared by Management)

Notice of No Auditor Review of

Unaudited Condensed Consolidated Interim Financial Statements

For the Three Months Ended March 31, 2020

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 months ended March 31, 2020 (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		March 31, 2020		December 31, 2019
ASSETS					
Current Assets					
Cash		**$**	**115,231**	$	49,755
Receivables and prepaids	9(b)(i)		**340,836**		115,214
Total Current Assets			**456,067**		164,969
Non-Current Assets					
Mineral property interests	6, 9(b), 11		**3,051,141**		2,874,594
Equipment	7		**5,403**		6,234
Total Non-Current Assets			**3,056,544**		2,880,828
Total Assets		**$**	**3,512,611**	$	3,045,797
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current Liabilities					
Accounts payable and accrued liabilities	11	**$**	**268,726**	$	97,510
Shareholders' Equity					
Share capital	9(b)		**5,254,750**		5,239,750
Common share subscription, net of share issue expenses	9(b)(i)		**387,106**		-
Reserve for share-based payments			**807,180**		798,720
Deficit			**(3,205,151)**		(3,090,183)
Total Shareholders' Equity			**3,243,885**		2,948,287
Total Liabilities and Shareholders' Equity		**$**	**3,512,611**	$	3,045,797

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

Approved on behalf of the Board:

/s/ Bradford Cooke	*/s/ Patricio Varas*
Director	Director

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 March 31, 2020		2019
Expenses:					
Accounting		**$**	**4,256**	$	3,988
Amortization			**831**		831
Employee and director remuneration	11		**43,925**		64,799
Legal			**8,020**		1,825
Office and sundry	10 and 11		**14,581**		18,208
Project evaluation	10 and 11		**2,034**		18,148
Regulatory			**8,960**		9,991
Shareholder relations			**4,889**		46,822
Share-based payments	9(c) and 11		**8,460**		23,703
Loss before the undernoted			**(95,956)**		(188,315)
Interest income			**-**		1,734
Foreign exchange gain			**(19,012)**		(2,015)
Net loss and comprehensive loss for the period		**$**	**(114,968)**	$	(188,596)
Basic and diluted loss per share		**$**	**-**	$	(0.01)
Weighted average number of common shares outstanding			**32,710,796**		28,201,016

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		Common	Reserve for		
		Number of		Share	Share-Based		
	Notes	Shares	Amount	Subscription	Payments	Deficit	Total
Balance, December 31, 2018		28,191,016	$ 4,838,476	$ -	$ 893,670	$ (2,794,619)	$ 2,937,527
Private placement	9(b)(ii)	3,900,000	351,000	-	117,000	-	468,000
Share issue expenses		-	(13,726)	-	-	-	(13,726)
Property acquisition	9(b)(ii)	600,000	64,000	-	-	-	64,000
Expiration of stock options		-	-	-	(114,922)	114,922	-
Expiration of compensation warrants		-	-	-	(146,395)	146,395	-
Share-based payments		-	-	-	49,367	-	49,367
Net loss for the year		-	-	-	-	(556,881)	(556,881)
Balance, December 31, 2019		32,691,016	5,239,750	-	798,720	(3,090,183)	2,948,287
Common share subscription	9(b)(i)	-	-	395,000	-	-	395,000
Share issue expenses		-	-	(7,894)	-	-	(7,894)
Property acquisition	9(b)(i)	300,000	15,000	-	-	-	15,000
Share-based payments		-	-	-	8,460	-	8,460
Net loss for the period		-	-	-	-	(114,968)	(114,968)
Balance, March 31, 2020		32,991,016	$ 5,254,750	$ 387,106	$ 807,180	$ (3,205,151)	$ 3,243,885
Balance, December 31, 2018		28,191,016	$ 4,838,476	$ -	$ 893,670	$ (2,794,619)	$ 2,937,527
Property acquisition	9(b)(ii)	100,000	19,000	-	-	-	19,000
Share-based payments		-	-	-	23,703	-	23,703
Net loss for the year		-	-	-	-	(188,596)	(188,596)
Balance, March 31, 2019		28,291,016	$ 4,857,476	$ -	$ 917,373	$ (2,983,215)	$ 2,791,634

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 March 31,	
	2020	2019
Cash provided from (used by):		
Operations:		
Net loss for the period	**$ (114,968)**	$ (188,596)
Items not involving cash:		
Amortization	**831**	831
Foreign exchange (gain) loss	**(2,174)**	(1,353)
Share-based payments	**8,460**	23,703
	(107,851)	(165,415)
Changes in non-cash working capital items:		
Receivables and prepaids	**(8,622)**	2,732
Accounts payable and accrued liabilities	**45,909**	(2,190)
Cash used by operating activities	**(70,564)**	(164,873)
Financing:		
Subscription for common shares	**178,000**	-
Share issuance expenses	**(7,894)**	-
Cash provided from financing activities	**170,106**	-
Investing:		
Mineral property interests, net of recoveries	**(36,240)**	(135,175)
Cash used by investing activities	**(36,240)**	(135,175)
Foreign exchange gain (loss) on cash held in foreign currency	**2,174**	1,353
Increase (decrease) in cash	**65,476**	(298,695)
Cash, beginning of period	**49,755**	645,508
Cash, end of period	**$ 115,231**	$ 346,813

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 March 31,	
	Notes	**2020**	2019
Non-cash financing and investing activities:			
Accrual for mineral property interest expenditures		**$ 136,775**	$ -
Fair value of common shares issued for mineral property interest	9(b)	**15,000**	19,000
Interest paid		-	-
Income taxes paid		-	-

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

1. Nature of Operations and Continuance of Operations

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.

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 properties, 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 $114,968 for the three months ended March 31, 2020 (March 31, 2019 - $188,596), and has a deficit of $3.2 million as at March 31, 2020 (December 31, 2019 - $3.1 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 matters indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern. 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, and 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, 2019. 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 May 27, 2020.

2. Basis of Presentation (continued)

(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.

(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.

2. Basis of Presentation (continued)

(e) Critical accounting estimates and judgments: (continued)

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 17 *Insurance contracts*

This new standard sets out the principles for the recognition, measurement, presentation and disclosure of insurance contracts. The new standard applies to insurance contracts an entity issues and reinsurance contracts it holds.

The main features of the new standard are as follows:

- An entity divides insurance contracts into groups that it will recognize and measure.
- Groups of insurance contracts are recognized and measured at:
  - ♦ a risk-adjusted present value of estimated future cash flows (the fulfillment cash flows); and
  - ♦ an amount representing the unearned profit in the group of contracts (the contractual service margin).
- An entity can choose to apply a simplified measurement approach (the premium allocation approach) when certain criteria are met.
- The profit from a group of insurance contracts is recognized over the period the entity provides insurance coverage and as it is released from risk. If a group of contracts is or becomes loss-making, the loss is recognized in profit or loss immediately.
- An entity presents separately insurance revenue and insurance service expenses, and insurance finance income or expenses.
- An entity discloses qualitative and quantitative information about the amounts recognized in its financial statements from insurance contracts, significant judgments and changes in judgments made in applying IFRS 17, and the nature and extent of the risks that arise from insurance contracts.

The new standard supersedes the requirements in IFRS 4 *Insurance Contracts*.

The new standard is effective for annual periods beginning on or after January 1, 2021, with earlier application permitted for entities that also apply IFRS 9 *Financial Instruments* and IFRS 15 *Revenue from Contracts with Customers*.

2. Basis of Presentation (continued)

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

(ii) IFRIC 23 *Uncertainty over Income Tax Treatments*

This new Interpretation, issued by the IASB in June 2017, clarifies how to apply the recognition and measurement requirements in IAS 12 *Income Taxes* when there is uncertainty over income tax treatments.

The main features of IFRIC 23 are as follows:

- An entity considers an uncertain tax treatment separately or together with other uncertain tax treatments depending on which approach better predicts the resolution of the uncertainty.
- Taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates are determined based on whether it is probable that a taxation authority will accept an uncertain tax treatment.
- An entity reassesses judgments or estimates relating to uncertain tax treatments when facts and circumstances change.

The new standard is effective for annual periods beginning on or after January 1, 2021.

(iii) Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 *Consolidated Financial Statements* and IAS 28 *Investments in Associates and Joint Ventures* (2011))

The amendments clarify the treatment of the sale or contribution of assets from an investor to its associate or joint venture, as follows:

- requires full recognition in the investor's financial statements of gains and losses arising on the sale or contribution of assets that constitute a business (as defined in *Business Combinations*).
- requires the partial recognition of gains and losses where the assets do not constitute a business, i.e., a gain or loss is recognized only to the extent of the unrelated investors' interests in that associate or joint venture.

These requirements apply regardless of the legal form of the transaction, e.g., whether the sale or contribution of assets occurs by an investor transferring shares in a subsidiary that holds the assets (resulting in loss of control of the subsidiary), or by the direct sale of the assets themselves.

The effective date of the amendments to IFRS 10 and IAS 28 issued by the IASB in September 2014 has been deferred indefinitely, with earlier application permitted.

2. Basis of Presentation (continued)

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

(iv) The Conceptual Framework for Financial Reporting

The revised Conceptual Framework, issued by the IASB in March 2018, replaces the Conceptual Framework for Financial Reporting (issued by the IASB in September 2010).

The revised Conceptual Framework includes the following:

- Concepts on measurement, including factors to consider when selecting a measurement basis.
- Concepts on presentation and disclosure, including when to classify income and expenses in other comprehensive income.
- Guidance on determining the boundary of a reporting entity.
- Updated definitions of an asset and a liability.
- Updated criteria for recognizing assets and liabilities in financial statements, and guidance on when to remove them.
- Clarification on the roles of stewardship, prudence, measurement uncertainty and substance over form.

The IASB and the IFRS Interpretations Committee began using the revised Conceptual Framework immediately after it was issued. The effective date for stakeholders who develop an accounting policy based on the Conceptual Framework is for annual periods beginning on or after January 1, 2020. Earlier application is permitted.

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. The financial statements of subsidiaries are included in the condensed consolidated interim financial statements from the date control commences until the date control ceases. All significant intercompany transactions and balances are eliminated on consolidation.

Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

(b) Financial instruments:

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.

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.

3. Significant Accounting Policies (continued)

(c) Mineral property interests: (continued)

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 three months ended March 31, 2020.

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 March 31, 2020, the Company was not subject to any externally imposed capital requirements.

5. Financial Instruments and Management of Financial Risk

The Company classifies its financial instruments as follows:

Financial Assets	
Cash	Fair value through profit or loss ("FVTPL")
Receivables	Loans and receivable at amortized cost
Financial Liability	
Accounts payable and accrued liabilities	Other financial liabilities under amortized cost

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 March 31, 2020, the Company had working capital of $187,300 (December 31, 2019 - $67,500). 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 2020.

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 March 31, 2020, 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	$ 35,584	$ 121	$ 35,705
Accounts payable and accrued liabilities	(117,376)	(971)	(118,347)
Net financial assets (liabilities), March 31, 2020	$ (81,792)	$ (850)	$ (82,642)
Cash	$ 9,676	$ 253	$ 9,929
Accounts payable and accrued liabilities	(30,013)	(3,495)	(33,508)
Net financial assets (liabilities), December 31, 2019	$ (20,337)	$ (3,242)	$ (23,579)

Based upon the above net exposure as at March 31, 2020 and assuming all other variables remain constant, a 10% (December 31, 2019 – 5%) depreciation or appreciation of the Canadian dollar relative to the United States dollar could result in a decrease/increase of approximately $8,000 (December 31, 2019 - $1,000) 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 year-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

	March 31, 2020		
	Mexico	USA	
	Cervantes	Tombstone	Total
Acquisition Costs:			
Balance, December 31, 2019	$ 575,823	$ 59,000	$ 634,823
Acquisition	-	45,000	45,000
Balance, March 31, 2020	575,823	104,000	679,823
Deferred Exploration Expenditures:			
Balance, December 31, 2019	1,945,390	294,381	2,239,771
Equipment and systems	190	190	380
General, administrative, legal, sundry	50,817	-	50,817
Geology	2,462	-	2,462
Geophysics	-	67,833	67,833
Salaries and local labour	4,460	2,473	6,933
Surface taxes	2,506	-	2,506
Surveying	182	-	182
Transportation and travel	218	216	434
Balance, March 31, 2020	2,006,225	365,093	2,371,318
Mineral Property Interests:			
December 31, 2019	$ 2,521,213	$ 353,381	$ 2,874,594
March 31, 2020	$ 2,582,048	$ 469,093	$ 3,051,141

(Stated in Canadian dollars)

6. Mineral Property Interests (continued)

	December 31, 2019		
	Mexico	USA	
	Cervantes	Tombstone	Total
Acquisition Costs:			
Balance, December 31, 2018	$ 465,558	$ 10,000	$ 475,558
Acquisition	110,265	49,000	159,265
Balance, December 31, 2019	575,823	59,000	634,823
Deferred Exploration Expenditures:			
Balance, December 31, 2018	1,550,192	204,428	1,754,620
Assays	30,108	1,527	31,635
Equipment and systems	736	3,144	3,880
Field, camp, supplies	3,290	16	3,306
General, administrative, legal, sundry	86,345	205	86,550
Geology	38,360	2,754	41,114
Geophysics	129,342	5,000	134,342
Salaries and local labour	79,944	58,149	138,093
Surface taxes	4,193	13,532	17,725
Surveying	656	3,195	3,851
Transportation and travel	22,224	2,431	24,655
Balance, December 31, 2019	1,945,390	294,381	2,239,771
Mineral Property Interests:			
December 31, 2018	$ 2,015,750	$ 214,428	$ 2,230,178
December 31, 2019	$ 2,521,213	$ 353,381	$ 2,874,594

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 Aztec Metals Corp., which share common directors with the Company, ("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 elected not to earn the additional 35% interest in the Cervantes Property, or failed 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.

On March 1, 2019, the Company amended the Option Assignment Agreement. Subject to the Company paying to Kootenay US$250,000 and issuing 700,000 of its common shares (the "Acquisition Payment") on or before the earlier of: (1) five business days following the execution of an option and joint venture agreement in connection with the property by the Company and another mining company; and (2) July 25, 2019, the Option Assignment Agreement is amended as follows:
- the Company will be deemed to have earned its 65% interest;
- extension of the completion date of July 25, 2020 to January 25, 2022 for the preliminary economic assessment;
- reduction of the 2.5% NSR to 2% NSR to Kootenay;
- increase the NSR and cash purchase price from 0.5% NSR for US$500,000 to 1% NSR for US$2.5 million, respectively, which the Company can purchase from Kootenay to reduce the NSR to 1% NSR to Kootenay, at any time after the Company earns a 100% interest in the Cervantes property.

The Company did not make the Acquisition Payment whereby the option agreement was not amended and the original option agreement continued to be in full force and effect.

(Stated in Canadian dollars)

6. Mineral Property Interests (continued)

(a) Cervantes property (Mexico): (continued)

In July 2019, the Company earned its 65% interest in the Cervantes property whereby the Company issued 500,000 common shares to Kootenay; paid US$50,000 in cash; and incurred exploration expenditures totalling US$1.2 million for the Cervantes property. The Company is proceeding with a joint venture agreement with Kootenay.

(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 "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 23, 2018.

(c) Expenditure options:

As at March 31, 2020, 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$)	Exploration Expenditures (CAD$)	Number of Shares
Tombstone Project (Note 6(b)):			
March 23, 2021	$ 30,000	$ 603,791	600,000
	$ 30,000	$ 603,791	600,000

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/concessions 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 properties 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, 2018	$ 4,121	$ 9,552	$ 13,673
Add: Acquisitions	-	-	-
Balance, December 31, 2019	4,121	9,552	13,673
Add: Acquisitions	-	-	-
Balance, March 31, 2020	4,121	9,552	13,673
Accumulated amortization:			
Balance, December 31, 2018	706	3,409	4,115
Add: Amortization	802	2,522	3,324
Balance, December 31, 2019	1,508	5,931	7,439
Add: Amortization	200	631	831
Balance, March 31, 2020	1,708	6,562	8,270
Net book value:			
Balance, December 31, 2019	$ 2,613	$ 3,621	$ 6,234
Balance, March 31, 2020	$ 2,413	$ 2,990	$ 5,403

8. Loan Payable

On May 22, 2020, the Company arranged an aggregate of $60,000 in loans from individuals, two of whom are insiders. Each loan bears interest at a rate of 12% per annum, payable on maturity, and has a term of 6 months, provided that the Company may prepay without penalty. Subject to regulatory approval, a loan bonus totaling 300,000 warrants will be issuable to the lenders, with each warrant being exercisable to acquire one common share at an exercise price of $0.20 for a period of one year.

9. Share Capital

(a) Authorized:

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

(Stated in Canadian dollars)

9. Share Capital (continued)

(b) Issued:

(i) On March 25, 2020, the Company issued 300,000 common shares at a fair value of $0.05 per share to Baroyeca (Note 6(b)).

On April 3, 2020, the Company closed a private placement for 8,000,000 units at $0.05 per unit for total proceeds of $400,000. Each unit was comprised of one common share and one-half of a full common share purchase warrant. Each full warrant is exercisable to acquire one common share at an exercise price of $0.10 and has an expiry date of April 3, 2022. As at March 31, 2020, the Company received subscriptions for $395,000; funds for $217,000 were receivable, most of which were received upon delivery against payment on closing date.

(ii) On March 22, 2019, the Company issued 100,000 common shares at a fair value of $0.19 per share to Baroyeca (Note 6(b)).

On July 2, 2019, the Company closed a private placement for 3,900,000 units at $0.12 per unit for total proceeds of $468,000. Each unit was comprised of one common share and one full common share purchase warrant. Each warrant is exercisable to acquire one common share at an exercise price of $0.20 and has an expiry date of July 2, 2021. The market price of the Company's common share was $0.09 on the closing date, resulting in the recognition of a fair value of $0.03 per warrant.

On July 17, 2019, the Company issued 500,000 common shares to Kootenay at a fair value of $0.09 per share (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 March 31, 2020, 685,700 common shares (December 31, 2019 – 685,700 common shares) were held in escrow, which were released from escrow in early May 2020.

(Stated in Canadian dollars)

9. Share Capital (continued)

(c) Stock option plan:

The Company has 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.

The continuity of stock options for the three months ended March 31, 2020 is as follows:

	March 31, 2020	
	Number of shares	Weighted average exercise price
Outstanding balance, beginning of period	3,150,000	$0.27
Granted	-	-
Outstanding balance, end of period	3,150,000	$0.26

The following table summarizes information about stock options outstanding and exercisable at March 31, 2020:

	Options Outstanding			Options Exercisable		
Exercise Prices	Number Outstanding at March 31, 2020	Weighted Average Remaining Contractual Life (Number of Years)	Weighted Average Exercise Prices	Number Exercisable at March 31, 2020	Weighted Average Remaining Contractual Life (Number of Years)	Weighted Average Exercise Prices
$0.12 (1)	200,000	1.87	$0.12	100,000	1.87	$0.12
$0.35 (2)	1,950,000	2.09	$0.35	1,950,000	2.09	$0.35
$0.12	1,000,000	4.26	$0.12	400,000	4.26	$0.12
	3,150,000	2.77	$0.26	2,450,000	2.44	$0.30

(1) In February 2020, the Company re-priced 200,000 stock options from an exercise price of $0.25 to $0.12.

(2) In February 2020, the Company re-priced 1,950,000 stock options from an exercise price of $0.35 to $0.105. The re-pricing of the 1,950,000 stock options which are held by insiders is subject to the approval of disinterested shareholders of the Company at the Company's next annual general meeting of shareholders, in accordance with the policies of the TSX-V.

(Stated in Canadian dollars)

9. Share Capital (continued)

(c) Stock option plan: (continued)

On February 19, 2019, the Company granted stock options for 200,000 common shares with an exercise price of $0.25 and expiry date of February 19, 2022. The stock options are subject to vesting provisions in which 25% will vest on August 19, 2019 and 25% vest every 6 months thereafter.

On July 3, 2019, the Company granted stock options for 1,000,000 common shares to directors, officers, employees and a consultant with an exercise price of $0.12 and expiry date of July 3, 2024. The stock options are subject to vesting provisions in which 20% vest on grant date and 20% vest every 6 months thereafter.

During the three months ended March 31, 2020, the Company recognized share-based payments of $8,460 (March 31, 2019 - $23,703), 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:

	March 31, 2020	March 31, 2019
Directors and officers	$ 6,816	$ 20,781
Consultants	1,449	2,922
Employees	195	-
	$ 8,460	$ 23,703

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:

	March 31, 2020	March 31, 2019
Number of stock options granted	Nil	200,000
Fair value of stock options granted	n/a	$0.11
Market price of shares on grant date	n/a	$0.16
Pre-vest forfeiture rate	n/a	0.65%
Risk-free interest rate	n/a	1.54%
Expected dividend yield	n/a	0%
Expected stock price volatility	n/a	131.54%
Expected option life in years	n/a	2.87

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)

9. Share Capital (continued)

(c) Stock option plan: (continued)

In February 2020, the Company re-priced 200,000 stock options from an exercise price of $0.25 to $0.12 and 1,950,000 stock options from an exercise price of $0.35 to $0.105. The re-pricing of the 1,950,000 stock options which are held by insiders is subject to the approval of disinterested shareholders of the Company at the Company's next annual general meeting of shareholders, in accordance with the policies of the TSX-V.

(d) Warrants:

At March 31, 2020, the Company had outstanding warrants as follows:

Exercise Prices	Expiry Dates	Outstanding at December 31, 2019	Issued	Exercised	Expired	Outstanding at March 31, 2020
$0.25	October 21, 2020 [(1)]	2,551,250	-	-	-	2,551,250
$0.20	July 2, 2021 [(2)]	3,900,000	-	-	-	3,900,000
		6,451,250	-	-	-	6,451,250

(1) On October 10, 2018, the Company extended the term of the expiry period of the warrants by one year from October 21, 2018 to October 21, 2019. Then on September 23, 2019, the Company extended the term of the expiry period of the warrants by one year from October 21, 2019 to October 21, 2020.

(2) On July 2, 2019, the Company issued 3,900,000 warrants with an exercise price of $0.20 and an expiry date of July 2, 2021, and have a total fair value of $117,000 as determined by the excess private placement price over the market price of the common share on closing date (Note 9(b)(ii)).

On April 3, 2020, the Company issued 4,000,000 warrants with an exercise price of $0.10 and an expiry date of April 3, 2022 pursuant to a private placement (Note 9(b)(i)).

(Stated in Canadian dollars)

10. Office and Sundry and Property Investigation

	Three months ended March 31,	
	2020	2019
Office and Sundry:		
Insurance	$ 3,687	$ 4,687
Office and sundry	1,237	3,044
Rent	2,269	3,226
Software and systems support	5,569	4,563
Telecommunications	1,819	2,688
	$ 14,581	$ 18,208
Project Evaluation:		
Salaries	$ -	$ 13,504
Transportation and travel	2,034	4,644
	$ 2,034	$ 18,148

(Stated in Canadian dollars)

11. 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:

	Three months ended March 31,		Net balance receivable (payable)	
			March 31,	December 31,
	2020	2019	2020	2019
Key management compensation:				
Executive salaries and remuneration [1]	$ 32,898	$ 108,855	$ (55,274)	$ (22,376)
Directors fees	1,375	1,375	(1,375)	(1,125)
Share-based payments	6,816	20,781	-	-
Executive salaries and remuneration [1]	$ 41,089	$ 131,011	$ (56,649)	$ (23,501)
Net office, sundry, rent and salary allocations recovered from (incurred to) company(ies) sharing certain common director(s) [2]	$ (2,462)	$ (3,728)	$ (2,138)	$ (2,215)

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

(2) The companies are AzMet, Canarc Resource Corp. and Endeavour Silver Corp. which share certain common director(s) with the Company.

Note 6(a) provides further details of the acquisition of the Cervantes property from AzMet. Note 8 provides further details of loans from related parties.

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

(Stated in Canadian dollars)

12. Segment Disclosures

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

	March 31, 2020				December 31, 2019			
	Canada	Mexico	USA	Total	Canada	Mexico	USA	Total
Mineral property interests	$ -	$ 2,582,048	$ 469,093	$ 3,051,141	$ -	$ 2,521,213	$ 353,381	$ 2,874,594
Equipment	5,403	-	-	5,403	6,234	-	-	6,234

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 Philip Yee ~ Chief Financial Officer Stewart Lockwood ~ Secretary
REGISTRAR AND TRANSFER AGENT	Computershare Investor Services Inc. 3rd Floor, 510 Burrard Street Vancouver, BC, Canada, V6C 3B9
AUDITORS	Smythe LLP #1700 – 475 Howe Street Vancouver, BC, Canada, V6C 2B3
SOLICITORS	Maxis Law Corporation #910 – 800 West Pender Street Vancouver, BC, Canada, V6C 2V6

AZTEC MINERALS CORP.

First Quarter Report

Management Discussion and Analysis

(expressed in Canadian dollars)

Three Months ended March 31, 2020

AZTEC MINERALS CORP.

(the "**Company**")

First Quarter Report

Management's Discussion and Analysis
For the Three Months ended March 31, 2020
(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 months ended March 31, 2020 and audited consolidated statements of financial position as at December 31, 2019 and 2018 and the consolidated statements of comprehensive loss, changes in shareholders' equity and cash flows for the years ended December 31, 2019 and 2018, 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 May 27, 2020 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.

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 Aztec Metals Corp., which share common directors with the Company, ("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 at that time. 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 elected not to earn the additional 35% interest in the Cervantes Property, or failed 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 March 1, 2019, the Company amended the Option Assignment Agreement. Subject to the Company paying to Kootenay US$250,000 and issuing 700,000 of its common shares (the "Acquisition Payment") on or before the earlier of: (1) five business days following the execution of an option and joint venture agreement in connection with the property by the Company and another mining company; and (2) July 25, 2019, the Option Assignment Agreement was amended as follows:

- the Company will be deemed to have earned its 65% interest;
- extension of the completion date of July 25, 2020 to January 25, 2022 for the preliminary economic assessment;
- reduction of the 2.5% NSR to 2% NSR to Kootenay; and
- increase the NSR and cash purchase price from 0.5% NSR for US$500,000 to 1% NSR for US$2.5 million, respectively, which the Company can purchase from Kootenay to reduce the NSR to 1% NSR to Kootenay, at any time after the Company earns a 100% interest in the Cervantes property.

The Company did not make the Acquisition Payment, in which the option agreement was not amended and the original option agreement continued to be in full force and effect.

In July 2019, the Company earned its 65% interest in the Cervantes property whereby the Company issued 500,000 common shares to Kootenay; paid US$50,000 in cash; and incurred exploration expenditures totalling US$1.2 million. The Company is proceeding with a joint venture agreement with Kootenay.

In early 2019, the Company completed bottle roll gold recoveries from metallurgical test-work on the California porphyry gold-copper drill core from the Cervantes property. Drill core samples were grouped into 4 separate types of mineralization (domains), Oxide 1, Oxide 2, Mixed Oxide/Sulfide and Sulfide. Highlights of the bottle roll gold recovery results are as follows:

- 85.1% recovery on 2.0mm material and 94.3% on 75 micron material in sample Oxide 1,
- 87.7% recovery on 2.0mm material and 94.2% on 75 micron material in sample Oxide 2,
- 77.9% recovery on 2.0mm material and 89.0% on 75 micron material in sample Mixed Oxide/Sulphide, and
- 51.2% recovery on 2.0mm material and 78.7% on 75 micron material in sample Sulphide.

In the first quarter of 2019, the interpretation of the recently completed airborne magnetic and radiometric survey data has identified multiple high-quality undrilled porphyry gold-copper targets on the Cervantes property. Eleven target zones were confirmed by the airborne geophysical surveys, as can be seen on the magnetic and radiometric maps of which the four main targets are California, Estrella, California North and Purisima East. The new data has confirmed multiple surrounding targets, new and old, that have excellent magnetic to radiometric anomalies and interpretation suggest several are drill targets, to be confirmed once further work such as detailed mapping, rock and soil sampling, and possible IP geophysics.

In the second quarter of 2019, a Phase 2 3-Dimensional geophysical survey has identified multiple high priority chargeability and resistivity anomalies on trend with the California prospect on the Estrella, Purisima East, and Purisima West targets. The new IP geophysical anomalies are coincident with airborne magnetic and radiometric targets and substantiate Cervantes as a district scale set of mid- to high-level untested porphyry related targets with abundant gold, copper, and molybdenum anomalies.

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

- News Release dated March 12, 2019 and titled, "*Aztec Minerals Reports Positive Metallurgical Results from Cervantes Drill Core*"; and
- News Release dated April 16, 2019 and titled, "*Aztec Minerals Interprets Multiple Porphyry Gold-Copper Targets at Cervantes Property in Mexico from Airborne Magnetic and Radiometric Survey Data*".

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.

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 23, 2018.

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 early 2019, the Company confirmed the identification of five prospective, buried CRD target areas on the Tombstone property by 3-dimensional modelling of the airborne magnetic survey data. The modelling work was useful in identifying subsurface massive sulphide CRD (Carbonate Replacement Deposits) targets or other styles of sulfide mineralization. The Company previously identified three target areas based on its recent geological mapping and sampling and analysis of historic exploration and mining data. The new 3-dimensional magnetic modelling confirmed and better defined the potential of the three target areas and identified two more.

In March 2020, an AMT (audio-frequency magneto-tellurics) geophysical survey was completed over the property to map resistivity and conductivity contrasts in the subsurface sedimentary rocks. The AMT data is currently being processed and interpreted.

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

- News Release dated March 27, 2019 and titled, "*Aztec Minerals Confirms Five CRD Target Areas on the Tombstone Property, Arizona by 3-D Modelling of Recent Airborne Magnetic Survey Data*".

Other Matters

In February 2020, the Company re-priced 200,000 stock options from an exercise price of $0.25 to $0.12 and 1,950,000 stock options from an exercise price of $0.35 to $0.105. The re-pricing of the 1,950,000 stock options which are held by insiders is subject to the approval of disinterested shareholders of the Company at the Company's next annual general meeting of shareholders in June 2020, in accordance with the policies of the the TSX Venture Exchange.

On April 3, 2020, the Company closed a private placement for 8,000,000 units at $0.05 per unit for total proceeds of $400,000. Each unit was comprised of one common share and one-half of a full common share purchase warrant. Each full warrant is exercisable to acquire one common share at an exercise price of $0.10 and has an expiry date of April 3, 2022.

On May 22, 2020, the Company arranged an aggregate of $60,000 in loans with individuals, two of whom are insiders. The loans bear interest at a rate of 12% per annum, payable on maturity, and has a term of 6 months, provided that the Company may prepay without penalty. Subject to regulatory approval, a loan bonus totaling 300,000 warrants will be issuable to the lenders, with each warrant being exercisable to acquire one common share at an exercise price of $0.20 for a period of one year.

1.3 Selected Annual Information

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

(expressed in Canadian dollars)

	Years Ended December 31,		
	2019	2018	2017
Total revenues	$ -	$ -	$ -
Loss before discontinued operations and extraordinary items:			
(i) Total	$ (556,881)	$ (1,019,383)	$ (1,467,940)
(ii) Basic per share	$ (0.02)	$ (0.04)	$ (0.06)
(iii) Diluted per share	$ (0.02)	$ (0.04)	$ (0.06)
Net loss:			
(i) Total	$ (556,881)	$ (1,019,383)	$ (1,467,940)
(ii) Basic per share	$ (0.02)	$ (0.04)	$ (0.06)
(iii) Diluted per share	$ (0.02)	$ (0.04)	$ (0.06)
Total assets	$ 3,045,797	$ 3,018,409	$ 3,765,798
Total long-term liabilities	$ -	$ -	$ -
Dividends per share	$ -	$ -	$ -

1.4 Results of Operations

First Quarter of Fiscal 2020 – Three months ended March 31, 2020 compared with March 31, 2019

The Company incurred a net loss of $115,000 for the three months ended March 31, 2020, which is lower than the net loss of $188,600 for the comparable quarter in fiscal 2019, 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 and Tombstone properties and pursuing mineral projects of merit.

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 were incurred, given the Cervantes project in located in Mexico and held by its wholly owned Mexican subsidiary. Fees were incurred in resolving the collection of the refundability of VAT/IVA with the Mexican tax authorities and repeated tax filings to address ongoing comments and requests related to VAT/IVA filings. Given the reduced level of expenditures and exploration activities in Mexico as the Company earned its 65% interest in the Cervantes property, accounting fees were reduced in second quarter of 2019 which continued into subsequent quarters in 2019 and 2020. Higher accruals for audit and tax compliance fees were recorded in the fourth quarter of 2019 which increased the expense during 2019. These fees were affected by the appreciation of the US$ which increased during the first quarter of 2020. These services are needed in the Company's ongoing efforts to recoup amounts receivable from IVA.

Amortization is attributable to the purchase of office furniture and equipment for its shared office facilities. No additional office assets were acquired in 2019 and 2020 resulting in the same amounts for amortization.

Employee remuneration directly related to mineral exploration projects and corporate development were allocated to those specific activities rather than to operations. Lower technical employee allocations to exploration projects which activities subsided in the first quarter of 2019 as its 2018 exploration projects ended, but allocations to exploration projects increased in the second quarter of 2019 to satisfy exploration commitments for the Cervantes project to earn its 65% interest. The Company renegotiated the remuneration payable to a technical senior officer which was reduced by 50% effective May 1, 2019, given the reduced level of exploration activities in the foreseeable future which would further reduce employee remuneration in operations and projects. There were minimal exploration activities in the fourth quarter of 2019, which resulted in reduced billings from the technical senior officer. The AMT geophysical survey for the Tombstone project in the first quarter 2020 only required nominal involvement by the technical senior officer resulting in nominal charges during the period.

As the Company was focused on its exploration programs for the Cervantes and Tombstone projects which continued into the first and second quarters of 2019 resulting in nominal legal fees being incurred mainly for annual corporate filings in the USA for its US subsidiary. Legal fees increased in the third quarter of 2019 from the creation of a tax efficient structure for the joint venture with Kootenay for the Cervantes property in Mexico. In the fourth quarter of 2019, legal services were rendered for incorporation matters and extension of expiry dates for warrants. In the first quarter of 2020, modifications to exercise prices of stock options necessitated regulatory filings and approvals which increased legal fees. Corporate affairs incurred for US subsidiaries were rendered in appreciated US dollar values.

Office and sundry include ancillary office support facilities for the Company's activities, and include insurance, office rent, telecommunications and software and systems support and licensing. Insurance remains comparable given no changes in its directors and officers and commercial liability insurance coverages. Office and sundry and rent are generally more fixed than other functional expense categories, but were lower in the second quarter of 2019. Rent slightly increased in the third quarter of 2019 from the sharing of a larger office facility, but reduced in the first quarter of 2020 for the elimination of unused office space. The use of shared office facilities has allowed rent and commitments to be nominal. There were no refinements or upgrades to its accounting ERP systems in Canada and Mexico including for its third party cloud server providers to host its accounting system, data and emails. In the first quarter of 2020, systems support was needed to ensure access to servers due to office shut down from the current pandemic to ensure employees can work remotely in a secure manner. In 2019, the Company licensed software to assist with geological mapping and from technical support for employee turnover issues.

Project evaluation efforts involve due diligence on identifying mineral properties of merit for acquisition purposes. These costs are attributable to geological technical management review and due diligence, site visits to mineral properties in North America, reviewing technical information, and addressing any legal issues associated with due diligence. These costs were higher in the first quarter of 2019 as the Company was completing its exploration programs from fiscal 2018 and wanted to expand its portfolio of exploration projects. Nominal efforts were done in generating new projects for the second and third quarters of 2019 given the need to preserve limited cash resources. The increase in the fourth quarter of 2019 was attributable to year end accruals and commensurate allocation of unused vacation pay for 2019 by technical personnel. Only nominal travel expenses were incurred in the first quarter of 2020 given limited cash and the economic downturn from the current pandemic in the latter part of the quarter. This cost is comprised mostly of technical management review and travel.

Regulatory expenses include ongoing regulatory compliance obligations and transfer agent services and were similar for comparable periods. The increases in the second quarters of each fiscal period were attributable to its annual and special general meetings held in late June.

Shareholder relations were for attendance at conferences to create awareness of the Company and its Cervantes and Tombstone projects. 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 expenses were higher in the first quarter of 2019 which included a Vice President (Investor Relations) who was terminated at the end of May 2019 with severance as the Company needed to preserve its cash resources and reduce discretionary expenses. There were no active shareholders relations efforts during the remainder of 2019. Such expenses were incurred in the first quarter of 2020 for attendance to one conference and as a participant in another conference to continue with its capital market exposure as the Company proceeds with an equity financing.

Share-based payments were recognized for the vesting provisions for stock options. In February 2019, the Company granted stock options for 200,000 common shares in which 25% will vest on August 19, 2019 and 25% vest every 6 months thereafter. Termination of a senior officer and a consultant in the second quarter of 2019 would increase forfeitures and decrease share based payments. In July 2019, the Company granted stock options for 1,000,000 common shares with an exercise price of $0.12 and expiry date of July 3, 2024, in which 20% vest on grant date and 20% vest every 6 months thereafter. Share based payments for the third and fourth quarters in 2019 were mixed due to changes in expected life and volatility parameters. No stock options were granted in the first quarter of 2020.

Interest income is realized from the Company's excess cash which is held in interest bearing investment savings account. As cash is expended on working capital needs and exploration programs, quarterly interest will commensurately decrease. The Company did not have any cash in interest bearing account in the first quarter of 2020.

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. The Company's functional currency is the CAD dollars. The US dollars appreciated relative to the Canadian dollar and Mexican peso during the first quarter of 2020 resulting is higher foreign exchange losses, from US dollar transactions and its US subsidiaries.

In the fourth quarter of 2019, the Company wrote down a portion of its value added tax receivable in Mexico as there are uncertainties related to its collectability and / or refundability. Also such write-downs are indicative of the added costs of engaging dedicated Mexican tax specialists to assist with their collectability.

As at March 31, 2020, the Company's mineral property interests are comprised of the following:

	March 31, 2020		
	Mexico	USA	
	Cervantes	Tombstone	Total
Acquisition Costs:			
Balance, December 31, 2019	$ 575,823	$ 59,000	$ 634,823
Acquisition	-	45,000	45,000
Balance, March 31, 2020	575,823	104,000	679,823
Deferred Exploration Expenditures:			
Balance, December 31, 2019	1,945,390	294,381	2,239,771
Equipment and systems	190	190	380
General, administrative, legal, sundry	50,817	-	50,817
Geology	2,462	-	2,462
Geophysics	-	67,833	67,833
Salaries and local labour	4,460	2,473	6,933
Surface taxes	2,506	-	2,506
Surveying	182	-	182
Transportation and travel	218	216	434
Balance, March 31, 2020	2,006,225	365,093	2,371,318
Mineral Property Interests:			
December 31, 2019	$ 2,521,213	$ 353,381	$ 2,874,594
March 31, 2020	$ 2,582,048	$ 469,093	$ 3,051,141

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, March 31, 2020. All dollar amounts are expressed in Canadian dollars unless otherwise indicated.

(expressed in Canadian dollars)

	2020	2019				2018		
	Mar 31	Dec 31	Sept 30	June 30	Mar 31	Dec 31	Sept 30	June 30
Total revenues	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Income (loss) before discontinued operations and extraordinary items:								
(i) Total	$ (114,968)	$ (149,166)	$ (103,284)	$ (115,835)	$ (188,596)	$ (238,351)	$ (162,293)	$ (299,278)
(ii) Basic earnings (loss) per share	$ -	$ (0.01)	$ -	$ -	$ (0.01)	$ (0.01)	$ (0.01)	$ (0.01)
(iii) Diluted earnings (loss) per share	$ -	$ (0.01)	$ -	$ -	$ (0.01)	$ (0.01)	$ (0.01)	$ (0.01)
Net income (loss):								
(i) Total	$ (114,968)	$ (149,166)	$ (103,284)	$ (115,835)	$ (188,596)	$ (238,351)	$ (162,293)	$ (299,278)
(ii) Basic earnings (loss) per share	$ -	$ (0.01)	$ -	$ -	$ (0.01)	$ (0.01)	$ (0.01)	$ (0.01)
(iii) Diluted earnings (loss) per share	$ -	$ (0.01)	$ -	$ -	$ (0.01)	$ (0.01)	$ (0.01)	$ (0.01)
Total assets	$ 3,512,611	$ 3,045,797	$ 3,125,235	$ 3,226,657	$ 2,852,841	$ 3,018,409	$ 3,202,893	$ 3,475,580
Total long-term liabilities	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Dividends per share	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -

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:

	March 31, 2020	December 31, 2019
Cash	$ 115,231	$ 49,755
Working capital	187,341	67,459

On April 3, 2020, the Company closed a private placement for 8,000,000 units at $0.05 per unit for total proceeds of $400,000. Each unit was comprised of one common share and one-half of a full common share purchase warrant. Each full warrant is exercisable to acquire one common share at an exercise price of $0.10 and has an expiry date of April 3, 2022.

(expressed in Canadian dollars)

On May 22, 2020, the Company arranged an aggregate of $60,000 in loans with individuals, two of whom are insiders. Each loan bears interest at a rate of 12% per annum, payable on maturity, and has a term of 6 months, provided that the Company may prepay without penalty. Subject to regulatory approval, a loan bonus totaling 300,000 warrants will be issuable to the lenders, with each warrant being exercisable to acquire one common share at an exercise price of $0.20 for a period of one year.

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 March 31, 2020. The Company will continue to rely upon equity financing as its principal source of financing its projects.

1.7 Capital Resources

At March 31, 2020, 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$)	Exploration Expenditures (CAD$)	Number of Shares
Tombstone Project:			
March 23, 2021	$ 30,000	$ 603,791	600,000
	$ 30,000	$ 603,791	600,000

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

1.8 Off-Balance Sheet Arrangements

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 with the listing date of May 4, 2017 (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

(expressed in Canadian dollars)

On March 31, 2020, 685,700 common shares were held in escrow, which were released from escrow in May 2020.

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 three months ended March 31, 2020:

	Three months ended March 31,		Net balance receivable (payable)	
			March 31,	December 31,
	2020	2019	2020	2019
Key management compensation:				
Executive salaries and remuneration [1]	$ 32,898	$ 108,855	$ (55,274)	$ (22,376)
Directors fees	1,375	1,375	(1,375)	(1,125)
Share-based payments	6,816	20,781	-	-
Executive salaries and remuneration [1]	$ 41,089	$ 131,011	$ (56,649)	$ (23,501)
Net office, sundry, rent and salary allocations recovered from (incurred to) company(ies) sharing certain common director(s) [2]	$ (2,462)	$ (3,728)	$ (2,138)	$ (2,215)

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

(2) The companies are AzMet and Canarc Resource Corp. and Endeavour Silver Corp., both of 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 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.

1.11 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 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 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.

1.12 Changes in Accounting Policies including Initial Adoption

The Company did not early adopt any recent pronouncements as disclosed in Note 2(f), "*New accounting standards and recent pronouncements",* of the unaudited condensed consolidated interim financial statements for the three months ended March 31, 2020.

1.13 Financial Instruments and Other Instruments

The Company classifies its financial instruments as follows:

Financial Assets	
Cash	Fair value through profit or loss ("FVTPL")
Receivables	Loans and receivable at amortized cost
Financial Liability	
Accounts payable and accrued liabilities	Other financial liabilities under amortized cost

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 March 31, 2020, the Company had working capital of $187,300 (December 31, 2019 - $67,500). 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 2020.

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 March 31, 2020, 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	$ 35,584	$ 121	$ 35,705
Accounts payable and accrued liabilities	(117,376)	(971)	(118,347)
Net financial assets (liabilities), March 31, 2020	$ (81,792)	$ (850)	$ (82,642)
Cash	$ 9,676	$ 253	$ 9,929
Accounts payable and accrued liabilities	(30,013)	(3,495)	(33,508)
Net financial assets (liabilities), December 31, 2019	$ (20,337)	$ (3,242)	$ (23,579)

Based upon the above net exposure as at March 31, 2020 and assuming all other variables remain constant, a 10% (December 31, 2019 – 5%) depreciation or appreciation of the Canadian dollar relative to the United States dollar could result in a decrease/increase of approximately $8,000 (December 31, 2019 - $1,000) 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.

(expressed in Canadian dollars)

(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.

1.14 Other MD&A Requirements

1.14.1 Other MD&A Requirements

Additional information relating to the Company are as follows:

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

(b) is also provided in the Company's unaudited condensed consolidated interim financial statements for the three months ended March 31, 2020 and audited consolidated financial statements for the years ended December 31, 2019 and 2018.

1.14.2 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 three months ended March 31, 2020 are as follows:

	Number of Shares	Amount
Balance at December 31, 2019	32,691,016	$ 5,239,750
Issued:		
Property acquisition	300,000	15,000
Balance at March 31, 2020	32,991,016	$ 5,254,750

On March 25, 2020, the Company issued 300,000 common shares at a fair value of $0.05 per share to Baroyeca.

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

(expressed in Canadian dollars)

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 March 31, 2020, 685,700 common shares were held in escrow, which were released from escrow in May 2020.

On April 3, 2020, the Company closed a private placement for 8,000,000 units at $0.05 per unit for total proceeds of $400,000. Each unit was comprised of one common share and one-half of a full common share purchase warrant. Each full warrant is exercisable to acquire one common share at an exercise price of $0.10 and has an expiry date of April 3, 2022.

At May 27, 2020, there were 40,991,016 common shares issued and outstanding.

The Company has 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.

The continuity of stock options for three months ended March 31, 2020 is as follows:

	March 31, 2020	
	Number of shares	Weighted average exercise price
Outstanding balance, beginning of period	3,150,000	$0.27
Granted	-	-
Outstanding balance, end of period	3,150,000	$0.26

In February 2020, the Company re-priced 200,000 stock options from an exercise price of $0.25 to $0.12 and 1,950,000 stock options from an exercise price of $0.35 to $0.105. The re-pricing of the 1,950,000 stock options which are held by insiders is subject to the approval of disinterested shareholders of the Company at the Company's next annual general meeting of shareholders in June 2020, in accordance with the policies of the TSX Venture Exchange.

At May 27, 2020, stock options for 3,050,000 common shares remain outstanding of which 2,400,000 stock options are exercisable.

At March 31, 2020, the Company had outstanding warrants as follows:

(expressed in Canadian dollars)

Exercise Prices	Expiry Dates	Outstanding at December 31, 2019	Issued	Exercised	Expired	Outstanding at March 31, 2020
$0.25	October 21, 2020 (1)	2,551,250	-	-	-	2,551,250
$0.20	July 2, 2021 (2)	3,900,000	-	-	-	3,900,000
		6,451,250	-	-	-	6,451,250

(1) On October 10, 2018, the Company extended the term of the expiry period of the warrants by one year from October 21, 2018 to October 21, 2019. Then on September 23, 2019, the Company extended the term of the expiry period of the warrants by one year from October 21, 2019 to October 21, 2020.

(2) On July 2, 2019, the Company issued 3,900,000 warrants with an exercise price of $0.20 and an expiry date of July 2, 2021, and have a total fair value of $117,000 as determined by the excess private placement price over the market price of the common share on closing date.

On April 3, 2020, the Company issued 4,000,000 warrants with an exercise price of $0.10 and an expiry date of April 3, 2022 pursuant to a private placement.

At May 27, 2020, warrants for 10,451,250 common shares remain outstanding.

1.15 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 2020 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.

1.16 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 itself. 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 year ended December 31, 2019. 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.

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 may be 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.

COVID-19 Pandemic

The COVID-19 (the novel coronavirus) pandemic is having a material adverse effect on the global economy as well as caused volatility in the global financial markets. While the full impact of COVID-19 on the Company and the global economy is uncertain, rapid spread of COVID-19 may have an adverse effect on the Company's planned operations and financing capabilities; If a significant portion of our workforce becomes unable to work or travel to our operations due to illness or state or federal government restrictions (including travel restrictions and "shelter-in-place" and similar orders), we may be forced to delay, reduce or suspend planned exploration programs. Illnesses or government restrictions, including the closure of national borders, related to COVID-19 also may disrupt the supply of raw goods, equipment, supplies and services upon which our operations rely. An economic recession resulting from the COVID-19 pandemic could negatively impact the Company's ability to operate or obtain necessary financing. The extent to which COVID-19 may impact the Company's business will depend on future developments such as the geographic spread of the disease, the duration of the outbreak, travel restrictions and social distancing, business closures or business disruptions, and the effectiveness of actions taken in Canada, the United States and other countries to contain and treat the disease. These conditions may require working capital not previously anticipated, which may adversely affect our liquidity and ability to source additional working capital on reasonable terms. Although it is not possible to reliably estimate the length or severity of these developments and their financial impact to the date of approval of these consolidated financial statements, the Company's stock price did fall to a new 12 month low of CAD$0.03 during this period. Should the stock prices remain at or below currently prevailing levels for an extended period, this could have a further significant adverse impact on the Company's financial position and results of operations for future periods. To the extent the COVID-19 pandemic adversely affects our business and financial results, it may also have the effect of heightening many of the other risks described in this "Risk Factors" section.

Cybersecurity Threats

The Company relies on secure and adequate operations of information technology systems in the conduct of its operations. Access to and security of the information technology systems are critical to the Company's operations. To the Company's knowledge, it has not experienced any material losses relating to disruptions to its information technology systems. The Company has implemented ongoing policies, controls and practices to manage and safeguard the Company and its stakeholders from internal and external cybersecurity threats and to comply with changing legal requirements and industry practice. Given that cyber risks cannot be fully mitigated and the evolving nature of these threats, the Company cannot assure that its information technology systems are fully protected from cybercrime or that the systems will not be inadvertently compromised, or without failures or defects. Potential disruptions to the Company's information technology systems, including, without limitation, security breaches, power loss, theft, computer viruses, cyber-attacks, natural disasters, and noncompliance by third party service providers and inadequate levels of cybersecurity expertise and safeguards of third party information technology service providers, may adversely affect the operations of the Company as well as present significant costs and risks including, without limitation, loss or disclosure of confidential, proprietary, personal or sensitive information and third party data, material adverse effect on its financial performance, compliance with its contractual obligations, compliance with applicable laws, damaged reputation, remediation costs, potential litigation, regulatory enforcement proceedings and heightened regulatory scrutiny.

Possible Dilution to Current Shareholders based on Outstanding Options and Warrants

At March 31, 2020, the Company has 32,991,016 common shares, 3,150,000 stock options and 6,451,250 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 March 31, 2020, dilutive securities represented approximately 29.1% of the Company's issued shares.