



**SILVER PREDATOR CORP.**

**(An Exploration Stage Enterprise)**

**Management's Discussion & Analysis**

**For the Years Ended December 31, 2021 and 2020**

**(Expressed in Canadian Dollars)**

## Silver Predator Corp.

### Management's Discussion and Analysis

For the years ended December 31, 2021 and 2020

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Set out below is a review of the activities, results of operations, and financial condition of Silver Predator Corp. ("SPD") and its subsidiary for the year ended December 31, 2021. The discussion below should be read in conjunction with SPD's December 31, 2021 audited consolidated financial statements and related notes, which have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"). All dollar figures included in the following Management's Discussion and Analysis are in Canadian dollars unless otherwise indicated. This Management's Discussion and Analysis is prepared as of March 25, 2022.

SPD is a reporting issuer in the Provinces of British Columbia, Alberta, and Ontario in Canada and is listed on the TSX Venture Exchange under the trading symbol SPD.

Additional information related to SPD, including its Annual Information Form, is available on the System for Electronic Document Analysis and Retrieval ("SEDAR") at [www.sedar.com](http://www.sedar.com). SPD's website is [www.silverpredator.com](http://www.silverpredator.com).

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## BACKGROUND AND CORE BUSINESS

SPD was incorporated under the laws of the Province of British Columbia on May 16, 2006.

SPD owns and controls the Copper King copper-silver project ("Copper King") in the world class Coeur d'Alene Silver District of northern Idaho, U.S., the Taylor silver-gold project ("Taylor") in Nevada, U.S., and other early-stage exploration properties in the U.S. The Copper King project is targeting strata-bound and/or vein style copper-silver deposits similar to those found in the area, while the Taylor project, which has an identified current silver resource deposit estimate, is open to expansion, and is located in a district that has also identified the potential for discovery of additional silver and gold deposits.

As of December 31, 2021, SPD is 62.05% owned by Till Capital Corporation ("Till Capital"), a publicly held company listed on the TSX-V exchange.

## CORPORATE DEVELOPMENTS, SIGNIFICANT TRANSACTIONS, AND FACTORS AFFECTING RESULTS OF OPERATIONS

### *Sale of Treasure Hill property*

In December 2021, SPD sold its Treasure Hill property in White Pine County, NV to Treasure Hill Resources LLC for cash consideration of \$187,659 (US\$145,000) and recorded a loss on disposal of \$4,205.

### *Loan payable*

In August 2021, SPD received a loan from Till Capital of \$315,475 (US\$250,000), secured by SPD's interest in its wholly owned subsidiary Silver Predator US Holding Corp. ("SPUS"), which holds title to projects in Nevada and Idaho. The loan is payable on demand and has a maturity date of August 22, 2022, with an annual interest rate of 12%, and the principal and interest may be prepaid in whole or in part with no penalties. Part of the loan proceeds were used to pay outstanding related party payables to Till Capital and its subsidiaries. Interest expense for the year ended December 31, 2021 was \$13,447.

### *Private placement*

In August 2021, SPD engaged investment bankers to market a private placement of \$1,500,000. The amount of the private placement was later increased to \$2,000,000 in anticipation of additional interest. Proceeds from that placement will be used to conduct a drill program at the Copper King project in Idaho, U.S., payoff the loan from Till Capital, and for general corporate purposes. The private placement will be for units in SPD, where each unit consists of one share and ½ warrant in the common stock of SPD. In March 2022, SPD completed the first tranche of the private placement whereas 1,165,255 shares of common shares were issued at \$0.11 per share. The proceeds were received on March 17, 2022.

### *Change of board of directors*

On March 10 2021, SPD held its annual general meeting at which the shareholders voted in favor of the election of all five director nominees. Mr. James Rickards is a new director.

Mr. James Rickards is the Editor of Strategic Intelligence, a financial newsletter, and is the New York Times bestselling author of *Aftermath* (2019), *The Road to Ruin* (2016), *The New Case for Gold* (2016), *The Death of Money* (2014), and *Currency Wars* (2011) from Penguin Random House. Mr. Rickards is one of the world's leading authorities on the role of gold as a monetary asset and has been an invited keynote speaker at gold conferences on six continents. His investment views on gold have been sought out by BlackRock, the world's largest asset manager, and Bridgewater Associates, the world's largest hedge fund, among other leading firms. As an investment advisor, lawyer, inventor, and economist, he has held senior positions at Citibank, Long-Term Capital Management, and Caxton Associates. His clients include institutional investors and government

agencies. He is an op-ed contributor to the Financial Times, Evening Standard, The Telegraph, New York Times, and Washington Post, and a frequent interviewee in major financial media. He is also a guest lecturer in globalization and finance at The Johns Hopkins University, Georgetown University, Trinity College Dublin, The Kellogg School at Northwestern, the U.S. Army War College, and the School of Advanced International Studies. He is an advisor on capital markets to the U.S. intelligence community and the Office of the Secretary of Defense and is on the Advisory Board of the FDD Center on Economic and Financial Power in Washington DC. He holds an LL.M. (Taxation) from the NYU School of Law; a J.D. from the University of Pennsylvania Law School; an M.A. in international economics from SAIS, and a B.A. (with honors) from Johns Hopkins. Mr Rickards is a director of Till Capital.

On March 16, 2021, SPD announced that Mr. Brian Lupien was appointed to the board of directors of SPD, effective March 15, 2021.

Mr. Brian Lupien is the Chief Executive Officer of Till Capital. Mr. Lupien oversaw the formation of Till Capital and its listing on Nasdaq in 2015. From 2000 to 2014, Mr. Lupien was an independent consultant specializing in investment fund and personal wealth management. A Certified Public Accountant, Mr. Lupien has experience in accounting and reporting responsibilities for public and private companies, investment funds, and non-profit organizations. Prior to 2000, Mr. Lupien worked as an audit manager in the San Francisco Bay area for a variety of clients across multiple industries. A graduate of the University of California at Davis, Mr. Lupien earned his Bachelor of Science degree in 1995 majoring in Managerial Economics and gained his Certified Public Accountant designation in 2000.

*SPD stock option*

On March 29, 2021, SPD announced that it granted an aggregate of 400,000 incentive stock options to the two new directors of SPD to purchase up to 400,000 common shares of SPD. The incentive stock options have a three-year term with an exercise price of CDN\$0.20 per share. The options vested immediately and are governed by the terms and conditions of SPD's stock option plan.

During 2021, three directors of SPD, including the Chairman and the Chief Executive Officer of SPD, exercised a total of 775,000 stock options. In June 2021, 175,000 stock options were forfeited as a result of one former director's service ending in March 2021. As of December 31, 2021, SPD had 1,400,000 stock options outstanding.

**OUTLOOK**

Management intends to initiate a drilling program on Copper King, and to pursue certain transactions that will enable SPD to participate in new exploration or development projects. Those transactions may involve cash or share-based purchases or transactions, or some combination thereof, and may also result in SPD raising additional capital from the public market via the issuance of new shares.

**FINANCIAL HIGHLIGHTS**

	2021	2020	2019
Net loss	\$ (238,881)	\$ (166,398)	\$ (377,118)
Basic and diluted net loss per share	\$ (0.01)	\$ (0.01)	\$ (0.01)
Total assets	\$ 1,608,475	\$ 1,611,708	\$ 1,845,646

SPD reported a net loss of \$238,881 in 2021 as compared to a net loss of \$166,398 in 2020. The higher net loss was due primarily to stock-based compensation of \$31,525 during 2021 (2020 - \$nil), and no income tax recovery during 2021 (2020 - \$21,407).

SPD reported a net loss of \$166,398 in 2020 as compared to a net loss of \$377,118 in 2019. The lower net loss was due to lower general and administrative expenses, no stock-based compensation (2019 - \$58,418), and income tax recovery of \$21,407 (2019 - expense of \$89,000).

Total assets in 2021 and 2020 were lower compared to 2019 due primarily to a decrease in cash as a result of operating expenditures.

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	2021				2020			
	Oct - Dec 2021	Jul - Sep 2021	Apr - Jun 2021	Jan - Mar 2021	Oct - Dec 2020	Jul - Sept 2020	Apr - Jun 2020	Jan - Mar 2020
Net loss from operating activities	\$ (39,735)	\$ (44,328)	\$ (71,180)	\$ (68,134)	\$ (52,995)	\$ (31,500)	\$ (37,572)	\$ (76,433)
Loss on sale of mineral property	(4,205)	—	—	—	—	—	—	—
Foreign exchange gain (loss)	(721)	4,447	(791)	(692)	(66)	(707)	(81)	185
Interest and other income (expense)	(9,388)	(4,133)	—	(21)	11,307	1	2	54
Net loss before income tax	\$ (54,049)	\$ (44,014)	\$ (71,971)	\$ (68,847)	\$ (41,754)	\$ (32,206)	\$ (37,651)	\$ (76,194)
Income tax recovery	—	—	—	—	—	21,407	—	—
Net loss after income tax	\$ (54,049)	\$ (44,014)	\$ (71,971)	\$ (68,847)	\$ (41,754)	\$ (10,799)	\$ (37,651)	\$ (76,194)
Cumulative translation adjustment	(3,608)	41,983	(21,830)	(18,658)	(71,781)	(32,320)	(60,416)	130,656
Gain on investments	—	—	—	1,145	—	—	—	—
Comprehensive income (loss)	\$ (57,657)	\$ (2,031)	\$ (93,801)	\$ (86,360)	\$ (113,535)	\$ (43,119)	\$ (98,067)	\$ 54,462
Basic and diluted net loss per share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Total assets	\$1,608,475	\$1,672,985	\$1,517,437	\$1,573,816	\$1,611,708	\$1,705,618	\$1,826,410	\$1,943,523
Total non-current financial liabilities	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —

The higher operating loss in the first and second quarters of 2021 and first quarter of 2020 as compared to the other quarters, was primarily due to stock-based compensation and higher professional and consulting fees.

The loss on sale of mineral property in the fourth quarter of 2021 was due to the sale of the Treasure Hill property.

The higher foreign exchange gain in the third quarter of 2021 was due primarily to the impact of the exchange rate on the US\$250,000 loan from Till Capital.

The higher interest and other loss in the third and fourth quarters of 2021 was due to the interest on the US\$250,000 loan from Till Capital. Income in the fourth quarter of 2020 was due to the reversal of a previously recorded tax penalty for which a waiver was granted from the tax authority.

Income tax recovery of \$21,407 in the third quarter of 2020 was due to utilization of losses.

Gain on investments in other comprehensive income (loss) in the first quarter of 2021 was a result of the sale of Montego Resources Inc. common shares.

**Results of operations for the three months ended December 31, 2021**

The net loss for the three months ended December 31, 2021 was \$54,049 (three months ended December 31, 2020 - \$41,754). Significant items contributing to the increase in net loss of \$12,295 are as follows:

- Operating loss decreased in the three months ended December 31, 2021 by \$13,260 to \$39,735 (three months ended December 31, 2020 - \$52,995) due primarily to lower professional and consulting fees.
- Interest and other income decreased in the three months ended December 31, 2021 by \$20,695 to an expense of \$9,388 (three months ended December 31, 2020 - income of \$11,307) due to interest expense of \$9,388 related to the loan from Till Capital in the three months ended December 31, 2021 (three months ended December 31, 2020 - \$nil) and no other income during the three months ended December 31, 2021 (three months ended December 31, 2020 - \$11,307).
- Loss on sale of mineral property of \$4,205 in the three months ended December 31, 2021 (three months ended December 31, 2020 - \$nil).

### **Results of operations for the year ended December 31, 2021**

The net loss for the year ended December 31, 2021 was \$238,881 (year ended December 31, 2020 - \$166,398). Significant items contributing to the increase in net loss of \$72,483 are as follows:

- Operating loss increased in the year ended December 31, 2021 by \$24,877 to \$223,377 (year ended December 31, 2020 - \$198,500) due primarily to \$31,525 of stock-based compensation expense during the year ended December 31, 2021 (year ended December 31, 2020 - \$nil), partly offset by lower professional and consulting fees.
- Interest and other expense for the year ended December 31, 2021 was \$13,542 (year ended December 31, 2020 - income of \$11,364) due to interest expense of \$13,447 related to the loan from Till Capital in the year ended December 31, 2021 (year ended December 31, 2020 - \$nil) and lower other income during the year ended December 31, 2021.
- There was no income tax recovery in the year ended December 31, 2021 (year ended December 31, 2020 - \$21,407).

### **Cash flows for the year ended December 31, 2021**

The cash balance at December 31, 2021 was \$151,750 (December 31, 2020 - \$61,006).

Cash outflows from operating activities decreased by \$77,806 to \$139,438 (year ended December 31, 2020 - \$217,244) due primarily to lower operating expenditures.

Cash outflows from investing activities decreased by \$136,566 to inflows of \$129,977 (year ended December 31, 2020 - outflows of \$6,589) due primarily to proceeds received from the sale of the Treasure Hill property partly offset by exploration and evaluation expenditures.

Cash inflows from financing activities increased \$83,614 to \$101,114 (year ended December 31, 2020 - \$17,500) due to proceeds from loan payable to related party and increased proceeds from option exercises, partly offset by private placement costs.

### **Financial position**

Cash increased by \$90,744 to \$151,750 as of December 31, 2021 (December 31, 2020 - \$61,006) due primarily to proceeds from option exercises, proceeds from the sale of mineral property, and proceeds from loan payable to related party, partly offset by operating expenses and payment of related party payables.

Mineral properties decreased by \$134,887 to \$1,380,203 as of December 31, 2021 (December 31, 2020 - \$1,515,090) due primarily to the sale of the Treasure Hill property, partly offset by capitalized exploration costs.

### **LIQUIDITY AND CAPITAL RESOURCES**

The consolidated statements of financial position have been prepared assuming SPD will continue on a going concern basis, will be able to continue in operation for the foreseeable future, and will be able to realize its assets and discharge its liabilities and commitments in the normal course of operations. For the year ended December 31, 2021, SPD reported net cash outflow from operating activities of \$139,438 and, as of that date, had a negative working capital balance of \$162,442 and an accumulated deficit of \$37,152,885. SPD has no source of operating cash flows and, as such, SPD's ability to continue as a going concern is contingent on its ability to monetize assets and/or obtain additional financing.

The ability of SPD to monetize assets or obtain additional financing is uncertain, casting significant doubt upon SPD's ability to continue as a going concern. The December 31, 2021 audited consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary if SPD were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

### **OUTSTANDING SHARE DATA**

At the date of this report, SPD has 29,559,854 issued and outstanding common shares and has 1,400,000 stock options outstanding with a weighted average exercise price of \$0.13.

## **RELATED PARTY TRANSACTIONS**

During the year ended December 31, 2021, SPD incurred expenses of \$15,044 (year ended December 31, 2020 - \$16,098) to its Chief Executive Officer as compensation for services received. During the year ended December 31, 2021, SPD had stock-based compensation to directors as compensation for services received of \$31,525 (year ended December 31, 2020 - \$nil).

During the year ended December 31, 2021, SPD received a loan from Till Capital of \$315,475 (US\$250,000), secured by SPD's interest in its wholly-owned subsidiary SPUS, which holds title to projects in Nevada and Idaho. The loan is payable on demand and has a maturity date of August 22, 2022, with an annual interest rate of 12%, and the principal and interest may be prepaid in whole or in part with no penalties. Part of the loan proceeds were used to pay outstanding related party payables to Till Capital and its subsidiaries. Interest expense for the year ended December 31, 2021 was \$13,447.

Amounts paid to related parties were incurred in the normal course of business. SPD is party to service agreements with a subsidiary of Till Capital whereby SPD receives accounting and corporate communications services on a cost-plus recovery basis. During the year ended December 31, 2021, SPD was charged \$75,222 (year ended December 31, 2020 - \$80,490) for those services. At December 31, 2021, the amounts due to related parties included in trade payables totaled \$7,607 (December 31, 2020 - \$139,111).

## **OFF BALANCE SHEET ARRANGEMENTS**

At December 31, 2021, SPD had no off-balance sheet arrangements or any obligations that trigger material financing, liquidity, market, or credit risk to SPD.

## **CRITICAL ACCOUNTING JUDGMENT**

The preparation of consolidated financial statements in accordance with IFRS requires management to exercise judgment in applying SPD's accounting policies. That judgment is based on management's best knowledge of the relevant facts and circumstances taking into account previous experience; however, actual results may differ from the amounts included in the accompanying audited consolidated financial statements.

The area of judgment that has the most significant effect on the amounts recognized in the accompanying audited consolidated financial statements is:

### *Impairment indicator assessment of mineral properties*

SPD follows the guidance of IFRS 6, *Exploration for and Evaluation of Mineral Resources*, to determine when a mineral property asset is impaired. That determination requires significant judgment. In making that judgment, SPD evaluates, among other factors, the results of exploration and evaluation activities to date and SPD's future plans to explore and evaluate a mineral property. No impairment indicators existed at December 31, 2021 for any of SPD's properties.

## **FINANCIAL RISK MANAGEMENT**

### *Foreign exchange risk*

A portion of SPD's financial assets and liabilities are denominated in US dollars. SPD may raise funds in either US or Canadian dollars while major purchases and expenditures are usually transacted in US dollars. SPD also funds certain operations and exploration and administrative expenses in US dollars. SPD monitors this exposure to foreign exchange risk, but has no foreign currency hedge positions. At December 31, 2021, a 5% change in the value to the US dollar as compared to the Canadian dollar would result in an immaterial change in net loss and shareholders' equity.

### *Credit risk*

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. SPD is exposed to credit risk from cash deposits and reclamation bonds with financial institutions and receivables. Cash is held in bank and brokerage accounts, for which management believes the risk of loss to be minimal. Reclamation bonds consist of term deposits and guaranteed investment certificates, that are invested with reputable financial institutions, for which management believes the risk of loss to be minimal. SPD's maximum balance sheet exposure to credit risk at December 31, 2021 is the carrying value of its cash, receivables, and reclamation bonds.

### *Interest rate risk*

Interest rate risk mainly arises from SPD's cash which receive interest based on market interest rates. Fluctuations in interest cash flows due to changes in market interest rates are negligible.

At December 31, 2021, SPD has a loan payable to related party in the amount of \$330,457 including accrued interest. The interest rate on the loan is fixed at 12%.

#### *Liquidity risk*

Liquidity risk is the risk that SPD will not be able to meet its current obligations as they become due. SPD prepares annual exploration and administrative budgets and monitors expenditures to manage short-term liquidity. Due to the nature of SPD's activities, funding for long-term liquidity needs is dependent on SPD's ability to obtain additional financing through various means, including equity financing. There can be no assurance that SPD will be able to obtain adequate financing or that the terms of such financing will be favourable. At December 31, 2021, SPD had a negative working capital balance of \$162,442. For additional information on liquidity, refer to Note 1 of SPD's audited consolidated financial statements for the year ended December 31, 2021.

## **RISKS AND UNCERTAINTIES**

Prior to making an investment decision, investors should consider the investment risks set forth below and those described elsewhere in this document, which are in addition to the usual risks associated with an investment in a business at an exploration stage of development. The Directors of SPD consider the risks set forth below to be the most significant to potential investors of SPD, but not all of the risks associated with an investment in securities of SPD. If any of those risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the Directors are currently unaware, or which they consider not to be material in relation to SPD's business, actually occur, SPD's assets, liabilities, financial condition, results of operations (including future results of operations), business, and business prospects are likely to be materially and adversely affected. In such circumstances, the price of SPD's securities could decline and investors may lose all or part of their investment.

#### *Sale of assets and availability of financing*

There is no assurance that the sale of assets or future financing initiatives will be successful. There is no assurance that additional funding will be available to SPD for additional exploration or for the substantial capital that is typically required to bring a mineral project to the production decision or to place a property into commercial production. There can be no assurance that SPD will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of its properties.

#### *Property title matters*

While SPD has performed due diligence with respect to the title of its properties, that should not be construed as a guarantee of title. SPD's properties may be subject to prior unregistered agreements of transfer or other adverse land claims, and title may be affected by undetected defects.

#### *Management*

SPD is dependent on a small number of key personnel and management services provided by Till Capital pursuant to a services agreement. The loss of any key personnel, including contractors, or management services, could have an adverse effect on SPD.

#### *Economics of developing mineral properties*

Mineral exploration and development involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. With respect to SPD's properties, should any mineral resource exist, substantial expenditures will be required to confirm that mineral reserves exist that are sufficient to commercially mine, and to obtain the required environmental and other approvals and permits required to commence commercial operations. Should any resource be confirmed on such properties, there can be no assurance that the mineral resources on such properties can be commercially mined or that the metallurgical processing will produce economically viable and merchantable products. The decision as to whether a property contains a commercial mineral deposit and should be brought into production will depend on the results of exploration programs and/or feasibility studies, and the recommendations of duly qualified engineers and/or geologists, all of which involve significant expense. Any such decision will involve consideration and evaluation of several significant factors including, but not limited to: (i) costs of bringing a property into production, including exploration and development work, preparation of production feasibility studies, and construction of production facilities; (ii) availability and costs of financing; (iii) ongoing costs of production; (iv) market prices for the minerals to be produced; (v) environmental compliance regulations and restraints (including potential environmental liabilities associated with historical exploration activities); and (vi) political climate and/or governmental regulation and control, including availability of permits, waivers, etc.

The ability of SPD to sell and profit from the sale of any eventual mineral production from any of its properties is subject to the prevailing conditions in the global minerals marketplace at the time of sale. The global minerals marketplace is subject to

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global economic activity and changing attitudes of consumers and other end-users' demand for mineral products. Many of those factors are beyond the control of SPD and therefore represent a market risk that could impact the long-term viability of SPD and its operations.

#### *Stage of development*

SPD's properties are in the development and exploration stage and SPD does not have an operating history. Exploration and development of mineral resources involves a high degree of risk and few properties that are explored are ultimately developed into producing properties. The amounts attributed to SPD's interest in its properties, as reflected in its accompanying audited consolidated financial statements, represent acquisition and exploration expenses and should not be taken to represent realizable value. There is no assurance that SPD's exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of SPD's operations will, in part, be directly related to the cost and success of its exploration programs, which may be affected by a number of factors such as unusual or unexpected geological formations, and other conditions.

#### *Profitability of operations*

SPD does not have a history of operating profitably and it should be anticipated that it will operate at a loss at least until such time as production is achieved from one of SPD's properties, if production is, in fact, ever achieved. Investors also cannot expect to receive any dividends on their investment in the foreseeable future.

#### *Mineral industries competition is significant*

International mineral industries are highly competitive. SPD will be competing against competitors that may be larger and better capitalized, have state or other government support, have access to more efficient technology, and have access to reserve minerals that are cheaper to extract and process. As such, no assurance can be given that SPD will be able to compete successfully with its industry competitors.

#### *Fluctuations in metal prices*

SPD's future revenues, if any, are expected to be in large part derived from the future mining and sale of metals or interests related thereto. The prices of those commodities have fluctuated widely, particularly in recent years, and are affected by numerous factors beyond SPD's control, including, among others, international economic and political conditions, expectations of inflation, international currency exchange rates, interest rates, global or regional consumption patterns, speculative activities, levels of supply and demand, increased production due to new mine developments and improved mining and production methods, availability and costs of metal substitutes, metal stock levels maintained by producers and others, and inventory carrying costs. The effect of those factors on the prices of metals, and therefore the economic viability of SPD's operations, cannot be accurately predicted. Depending on the price obtained for any minerals produced, SPD may determine that it is impractical to commence or continue commercial production.

#### *SPD's operations are subject to operational risks and hazards inherent in the mining industry*

SPD's business is subject to a number of inherent risks and hazards, including environmental pollution, and industrial and transportation accidents that may involve hazardous materials, labor disputes, power disruptions, catastrophic accidents, failure of plant and equipment to function correctly, the inability to obtain suitable or adequate equipment, fires, blockades or other acts of social activism, changes in the regulatory environment, impact of non-compliance with laws and regulations, natural phenomena, such as inclement weather conditions, underground floods, earthquakes, pit wall failures, ground movements, tailings, pipeline and dam failures and cave-ins, encountering unusual or unexpected geological conditions, and technical failure of mining methods.

There is no assurance that the foregoing risks and hazards will not result in damage to, or destruction of, SPD's mineral properties, personal injury or death, environmental damage, delays in SPD's exploration or development activities, costs, monetary losses, potential legal liability, and adverse governmental action, all of which could have a material and adverse effect on SPD's future cash flows, earnings, results of operations, and financial condition.

#### *Government regulation*

SPD's mineral exploration and planned development activities are subject to various laws governing prospecting, mining, development, production, taxes, labor standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people, and other matters. Although SPD believes its exploration and development activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner that could limit or curtail production or development.

Many of the mineral rights and interests of SPD are subject to government approvals, licenses, and permits. Such approvals, licenses, and permits are, as a practical matter, subject to the discretion of applicable governments or governmental officials. No assurance can be given that SPD will be successful in obtaining, or maintaining, any or all of the various approvals, licenses, and permits in full force and effect without modification or revocation. To the extent such approvals are required and not obtained, SPD may be curtailed or prohibited from continuing or proceeding with planned exploration or development of mineral properties. Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, 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 other remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws and regulation governing operations, or more stringent implementation thereof, could have a substantial impact on SPD and cause increases in exploration expenses, 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.

*Future sales of common shares by existing shareholders*

Sales of a large number of common shares in the public markets, or the potential for such sales, could decrease the trading price of the common shares and could impair SPD's ability to raise capital through future sales of common shares.

*SPD could be deemed a Passive Foreign Investment Company, which could have negative consequences for U.S. investors*

Depending upon the composition of SPD's gross income or its assets, SPD could be classified as a Passive Foreign Investment Company ("PFIC") under the United States tax code. If SPD is declared a PFIC, then owners of the common shares who are U.S. taxpayers generally will be required to treat any "excess distribution" received on their common shares, or any gain realized upon a disposition of common shares, as ordinary income and to pay an interest charge on a portion of such distribution or gain, unless the taxpayer makes a Qualified Electing Fund ("QEF") election or a mark-to-market election with respect to the common shares. A U.S. taxpayer who makes a QEF election generally must report on a current basis its share of SPD's net capital gain and ordinary earnings for any year in which SPD is classified as a PFIC, whether or not SPD distributes any amounts to its shareholders. U.S. investors should consult with their tax adviser for advice as to the U.S. tax consequences of an investment in the common shares.

## **INFORMATION REGARDING FORWARD LOOKING STATEMENTS**

This Management's Discussion and Analysis of financial condition and results of operations contains "forward-looking information" that includes, but is not limited to, information about the transactions, statements with respect to the future financial or operating performances of SPD, and its projects, the future price of silver, the future price of gold, the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the timing and amount of estimated future production revenues, margins, costs of production, capital, operating and exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, cost and timing of plant and equipment, requirements for additional capital, government regulation of mining operations, environmental risks, reclamation and rehabilitation expenses, title disputes or claims, limitations of insurance coverage, and the timing and possible outcome of pending litigation and regulatory matters. Often, but not always, forward-looking information statements can be identified by the use of words such as "proposes", "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes", or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might", or "will" be taken, occur, or be achieved.

Forward-looking statements involve known and unknown risks, uncertainties, and other factors that may cause the actual results, performance, or achievements of SPD and/or its subsidiary to be materially different from any future results, performance, or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, competitive, political, and social uncertainties; the actual results of current exploration activities and feasibility studies; assumptions in economic evaluations that may prove inaccurate; fluctuations in the value of the Canadian or US dollar; future prices of silver; future prices of gold; possible variations of ore grade or recovery rates; failure of plant or equipment or failure to operate as anticipated; accidents; labour disputes or slowdowns or other risks of the mining industry; climatic conditions; political instability; or arbitrary decisions by government authorities.

Although SPD has attempted to identify important factors that could cause actual actions, events, or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events, or results to differ from those anticipated, estimated, or intended. Forward-looking statements contained herein are made as of the date of this Management's Discussion and Analysis of Financial Condition and Results of Operations based on the opinions and estimates of management, and SPD disclaims any obligation to update any forward-looking statements, whether as a result of new information, estimates, or opinions, future events or results, or otherwise. There can be no assurance that forward-looking

statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

**SUBSEQUENT EVENT**

In August 2021, SPD engaged investment bankers to market a private placement of \$1,500,000. The amount of the private placement was later increased to \$2,000,000 in anticipation of additional interest. In March 2022, SPD completed the first tranche of the private placement whereas 1,165,255 shares of common shares were issued at \$0.11 per share. The proceeds were received on March 17, 2022.