



**SILVER PREDATOR CORP.**

**(An Exploration Stage Enterprise)**

**Management's Discussion & Analysis**

**For the Three and Nine Months Ended September 30, 2023 and 2022**

**(Expressed in Canadian Dollars)**

## **Silver Predator Corp.**

### Management's Discussion and Analysis

For the three and nine months ended September 30, 2023 and 2022

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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 three and nine months ended September 30, 2023. The discussion below should be read in conjunction with SPD's September 30, 2023 unaudited interim condensed 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"); and with the December 31, 2022 audited consolidated financial statements and related notes, which were prepared in accordance with 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 October 27, 2023.*

*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., 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.

As of September 30, 2023, SPD is 51.82% owned by Till Capital Corporation ("Till Capital"), a publicly held company listed on the TSXV exchange.

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

### *Sale of the Taylor property*

In November 2022, SPD's wholly-owned subsidiary Silver Predator US Holding Corp. ("SPUS") and White Pine Precious Metals Inc. ("WPPM"), a privately held Ontario-based company, signed a Definitive Purchase Agreement (the "Purchase Agreement") for WPPM to acquire the Taylor silver-gold ("Taylor") property in Nevada, U.S.. The terms of the Purchase Agreement included an immediate payment of \$32,533 (US\$25,000) followed by a payment of US\$850,000 by the closing date, with an additional US\$875,000 payment 18 months following the closing date. Also at the closing date, SPUS will receive 5% of the issued and outstanding common shares of WPPM on a basic, non-diluted basis. SPUS received the \$32,533 (US\$25,000) on November 22, 2022.

The closing occurred on January 27, 2023. SPUS received US\$850,000 in cash and 601,034 shares of WPPM initially valued at \$85,397 (US\$63,103) and a promissory note for US\$875,000 due July 27, 2024 with annual interest of 2.88% compounding quarterly. On March 31, 2023, June 30, 2023, and September 30, 2023, SPUS received 473,703, 721,283, and 459,823 additional shares, respectively, of WPPM to maintain ownership of 5% of the issued and outstanding shares of WPPM.

### *SPD stock option*

On December 9, 2022, SPD announced that it granted an aggregate of 2,450,000 incentive stock options to directors, officers, and certain other consultants of SPD. The incentive stock options have a three-year term with an exercise price of \$0.12 per share. The options vested immediately and are governed by the terms and conditions of SPD's stock option plan. As of September 30, 2023, SPD had 2,850,000 stock options issued.

### *Loan payable*

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 Silver Predator US Holding Corp. ("SPUS"), which holds title to projects in Nevada and Idaho, U.S. The loan was payable on demand and had a maturity date of August 22, 2022, with an annual interest rate of 12%, and the principal and interest could 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. During the second quarter of 2022, SPD paid the balance including interest on the loan of \$350,155 (US\$271,717). Interest expense for the three and nine months ended September 30, 2022 was \$nil and \$14,024, respectively.

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*Private placement*

In March 2022, SPD completed the first tranche of the private placement with 1,165,255 units priced at \$0.11 per unit for \$128,178, each unit consisting of one common share plus one common share purchase warrant exercisable for two years to acquire an additional common share at a price of \$0.165 per share (a "Warrant Share"). In June 2022, SPD completed the second tranche of the private placement with 4,665,636 units priced at \$0.11 per unit for \$513,220, each unit consisting of one common share plus one Warrant Share.

**OUTLOOK**

With the funds received from the sale of the Taylor property, management intends to initiate a drilling program on Copper King during 2024.

**FINANCIAL HIGHLIGHTS**

	2023			2022				2021
	Jul - Sep 2023	Apr - Jun 2023	Jan - Mar 2023	Oct - Dec 2022	Jul - Sep 2022	Apr - Jun 2022	Jan - Mar 2022	Oct - Dec 2021
Net loss from operating activities	\$ (37,406)	\$ (46,829)	\$ (80,183)	\$ (106,511)	\$ (77,707)	\$ (39,488)	\$ (90,155)	\$ (39,735)
Reversal of mineral property impairment	—	—	—	1,980,607	—	—	—	—
Gain (loss) on sale of mineral property / asset held for sale	61,231	96,085	316,430	—	—	—	—	(4,205)
Foreign exchange gain (loss)	217	(403)	(1,786)	(686)	528	(15,085)	(967)	(721)
Interest and other income (expense)	21,671	8,605	5,883	(1)	(38)	(4,761)	(9,263)	(9,388)
Net income (loss) before income tax	\$ 45,713	\$ 57,458	\$ 240,344	\$ 1,873,409	\$ (77,217)	\$ (59,334)	\$ (100,385)	\$ (54,049)
Income tax	(40)	(57)	—	—	—	—	—	—
Net income (loss) after income tax	\$ 45,673	\$ 57,401	\$ 240,344	\$ 1,873,409	\$ (77,217)	\$ (59,334)	\$ (100,385)	\$ (54,049)
Cumulative translation adjustment	83,558	(86,823)	(2,130)	59,504	103,598	53,930	(23,629)	(3,608)
Gain (loss) on investments	1,667	(833)	(1,667)	(833)	(834)	(4,166)	30,833	—
Comprehensive income (loss)	\$ 130,898	\$ (30,255)	\$ 236,547	\$ 1,932,080	\$ 25,547	\$ (9,570)	\$ (93,181)	\$ (57,657)
Basic and diluted net income (loss) per share	\$ 0.00	\$ 0.00	\$ 0.01	\$ 0.05	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Total assets	\$ 4,108,139	\$ 3,978,999	\$ 4,033,328	\$ 3,780,804	\$ 1,808,172	\$ 1,822,178	\$ 1,678,985	\$ 1,608,475
Total non-current financial liabilities	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —

Higher operating loss in the first quarter of 2023 and the fourth and first quarters of 2022 is primarily due to increased audit fees, stock-based compensation, and costs associated with the private placement.

The reversal of mineral property impairment in the fourth quarter of 2022 was due to the January 2023 sale of the Taylor property and the cash, shares, and promissory note to be received at the closing date. The reversal is a partial recovery of a write-down to the carrying value of Taylor recorded in 2015 of more than \$4,000,000.

Gain on sale of mineral property in 2023 was due to the sale of the Taylor property. The loss on sale of mineral property in the fourth quarter of 2021 was due to the sale of the Treasure Hill property.

Higher foreign exchange gain (loss) in the second quarter of 2022 was due primarily to the impact of the exchange rate on the US\$250,000 loan from Till Capital.

Interest and other income in 2023 is due to interest earned on the promissory note receivable from the sale of the Taylor property and interest income from cash. Interest expense and other loss in the fourth quarter 2021 through the second quarter of 2022 was due primarily to the interest expense on the US\$250,000 loan from Till Capital.

Gain on investments in other comprehensive income (loss) in the first quarter of 2022 was a result of the receipt of 166,667 shares of Forte Minerals Corp.

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#### Results of operations for the three months ended September 30, 2023

The net income for the three months ended September 30, 2023 was \$45,673 (three months ended September 30, 2022 - net loss of \$77,217). Significant items contributing to the increase in net income of \$122,890 are as follows:

- Gain on the sale of asset held for sale of \$61,231 in the three months ended September 30, 2023 (three months ended September 30, 2022 - \$nil) due to the sale of the Taylor property in 2023.
- Professional and consulting fees decreased in the three months ended September 30, 2023 by \$38,303 to \$26,626 (three months ended September 30, 2022 - \$64,929) primarily due to consulting fees in 2022 related to the private placement.
- Interest and other income for the three months ended September 30, 2023 increased \$21,709 to \$21,671 (three months ended September 30, 2022 - expense of \$38) due to interest income from the promissory note receivable from the Taylor property sale (\$8,653) and interest income from cash invested in U.S. treasury bills (\$12,977) in 2023.

#### Results of operations for the nine months ended September 30, 2023

The net income for the nine months ended September 30, 2023 was \$343,418 (nine months ended September 30, 2022 - net loss of \$236,936). Significant items contributing to the increase in net income of \$580,354 are as follows:

- Gain on the sale of asset held for sale of \$473,746 in the nine months ended September 30, 2023 (nine months ended September 30, 2022 - \$nil) due to the sale of the Taylor property in 2023.
- Interest and other income for the nine months ended September 30, 2023 increased \$50,221 to \$36,159 (nine months ended September 30, 2022 - expense of \$14,062) due primarily to interest income from the promissory note receivable from the Taylor property sale (\$23,141) and interest income from cash invested in U.S. treasury bills (\$12,977) in 2023 compared to interest expense related to the loan payable to Till Capital in 2022.
- Professional and consulting fees decreased in the nine months ended September 30, 2023 by \$29,554 to \$137,598 (nine months ended September 30, 2022 - \$167,152) primarily due to consulting fees in 2022 related to the private placement.

#### Cash flows for the nine months ended September 30, 2023

The cash balance at September 30, 2023 was \$1,034,021 (September 30, 2022 - \$196,438).

Cash outflows from operating activities decreased by \$15,254 to \$165,712 (nine months ended September 30, 2022 - \$180,966) due primarily to lower operating expenditures and a smaller decrease in accounts payable, partially offset by an increase in receivables, prepaid expenses, and deposits.

Cash inflows from investing activities increased \$1,108,517 to \$1,047,575 (nine months ended September 30, 2022 - outflows of \$60,942) due to proceeds from the sale of the Taylor property, lower exploration and evaluation costs capitalized as a result of the sale of the Taylor property, partially offset by the purchase of a reclamation bond associated with the Copper King property.

Cash inflows from financing activities decreased \$291,243 to \$nil (nine months ended September 30, 2022 - \$291,243) due to no private placement or repayment of loan payable in 2023.

#### Financial position

Cash increased by \$881,120 to \$1,034,021 as of September 30, 2023 (December 31, 2022 - \$152,901) due primarily to proceeds from the sale of the Taylor property of \$1,149,625, partially offset by operating cash outflow of \$165,712 during the nine months ended September 30, 2023.

Investments increased by \$308,213 to \$333,213 as of September 30, 2023 (December 31, 2022 - \$25,000) due to the receipt of 2,285,843 shares of WPPM as part of the sale of the Taylor property, partially offset by a decrease in the market value of 166,667 shares of Forte Minerals.

Asset held for sale decreased \$2,169,091 to \$nil as of September 30, 2023 due to the closing of the sale of the Taylor property in January 2023.

Promissory note receivable increased to \$1,206,252 as of September 30, 2023 due to the promissory note received from the sale of the Taylor property in January 2023.

## **LIQUIDITY AND CAPITAL RESOURCES**

The unaudited interim condensed 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 nine months ended September 30, 2023, SPD reported net cash outflow from operating activities of \$165,712 and, as of that date, had a net working capital balance of \$1,372,986 and an accumulated deficit of \$35,172,994.

## **OUTSTANDING SHARE DATA**

At the date of this report, SPD has 35,390,745 issued and outstanding common shares, 2,850,000 stock options outstanding with a weighted average exercise price of \$0.13, and 5,830,891 share purchase warrants outstanding with an exercise price of \$0.165 per warrant.

## **RELATED PARTY TRANSACTIONS**

During the three and nine months ended September 30, 2023, SPD incurred expenses of \$4,024 (US\$3,000) and \$12,110 (US\$9,000), respectively, (three and nine months ended September 30, 2022 - \$3,996 (US\$3,000) and \$11,545 (US\$9,000), respectively) to its Chief Executive Officer as compensation for services received.

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, U.S. The loan was payable on demand and had a maturity date of August 22, 2022, with an annual interest rate of 12%, and the principal and interest could 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. During the second quarter of 2022, SPD paid the loan balance including interest on the loan of \$350,155 (US\$271,717). Interest expense for the three and nine months ended September 30, 2022 was \$nil and \$14,024, respectively.

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 three and nine months ended September 30, 2023, SPD was charged \$20,121 (US\$15,000) and \$60,552 (US\$45,000), respectively, (three and nine months ended September 30, 2022 - \$19,979 (US\$15,000) and \$57,726 (US\$45,000), respectively) for those services. At September 30, 2023, the amounts due to related parties included in trade payables was \$1,646 (September 30, 2022 - \$nil).

## **OFF BALANCE SHEET ARRANGEMENTS**

At September 30, 2023, 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 unaudited interim condensed 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. The impairment indicators considered by management include: (i) the period during which SPD or its subsidiary has the right to explore in the area has expired during the year or will expire in the near future; (ii) substantive expenditure on further exploration for and evaluation of mineral resources in a specific area is neither budgeted nor planned; (iii) a decision to discontinue exploration and evaluation in an area; and (iv) sufficient data exists to indicate that the carrying value of mineral properties will not be fully recovered from future development and production. No impairment indicators existed at September 30, 2023 for any of SPD's properties.

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## **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 September 30, 2023, a 5% change in the value to the US dollar as compared to the Canadian dollar would result about \$23,000 change in net income and about \$51,000 change in 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 regulatory agency, promissory note receivable, and other 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 and performance bond purchased from regulatory agency, for which management believes the risk of loss to be minimal. Promissory note receivable is due July 27, 2024 from WPPM as part of the sale of the Taylor property, SPD monitors the credit risk of the promissory note receivable closely. SPD's maximum balance sheet exposure to credit risk at September 30, 2023 is the carrying value of its cash, note receivable, other 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 September 30, 2023, SPD had no significant borrowings.

### *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 September 30, 2023, SPD had a net working capital balance of \$1,372,986.

## **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.

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#### *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 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 unaudited interim condensed 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

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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.



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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.

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