ATEX Resources Inc.

(Formerly – Colombia Crest Gold Corp.)

Management's Discussion & Analysis

Nine Months Ended June 30, 2020

This management's discussion and analysis ("MD&A"), prepared as of August 12, 2020, reviews and summarizes the activities of ATEX Resources Inc. (the "Company") and compares the financial results for the nine months ended June 30, 2020 with those of the previous year. This information is intended to supplement the unaudited condensed interim consolidated financial statements for the nine months ended June 30, 2020 and the related notes thereto, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. All dollar amounts in this MD&A are stated in Canadian dollars unless otherwise indicated.

The Company's common shares trade on the TSX Venture Exchange ("TSXV") under the symbol "ATX" and its most recent filings are available on the System for Electronic Document Analysis and Retrieval ("SEDAR") and can be accessed at www.sedar.com.

Qualified Person

The "Qualified Person" under the guidelines of National Instrument 43-101 of the Canadian Securities Administrators ("NI 43-101") for the Company's current exploration project is David Hopper. Mr. Hopper is a Chartered Geologist of the Geological Society of London, Fellow No. 1030584, and has over 25 years of relevant experience in exploration of porphyry-epithermal deposits. Mr. Hopper resides in Santiago, Chile.

Forward-Looking Statements

Except for the historical statements contained herein, this MD&A presents "forward-looking statements" within the meaning of Canadian securities legislation that involve inherent risks and uncertainties. Forward-looking statements include, but are not limited to, plans for the evaluation of the Valeriano property; statements with respect to the future price of gold and other minerals and metals, the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the capital expenditures, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, currency exchange rate fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "proposed" "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or 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 are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: risks related to international operations, risks related to the integration of acquisitions; actual results of current or future exploration activities; actual results of current or future reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of gold and other minerals and metals; possible variations in ore reserves, resources, grade or recovery rates; failure of equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry.

Although the Company's management and officers believe that the expectations reflected in such forward-looking statements are based upon reasonable assumptions and have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such 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. The Company does not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws.

Overview

Corporate:

On February 8, 2019, the Company completed a three for one (3:1) consolidation of its outstanding common shares. In connection with the share consolidation, a name change from Colombia Crest Gold Corp. to ATEX Resources Inc. was also effected with a new trading symbol of “ATX” on the TSXV.

In April 2019, the Company closed a non-brokered private placement by issuing 10,000,000 units at $0.15 per unit for gross proceeds of $1,500,000.

On January 31, 2020, the Company closed the first tranche of a non-brokered private placement by issuing 3,616,333 units at $0.30 per unit for gross proceeds of $1,084,900. On February 20, 2020, the Company closed the second tranche of non-brokered private placement by issuing 2,756,333 units at $0.30 per unit for gross proceeds of $826,900.

COVID-19 Estimation Uncertainty:

The outbreak of the novel strain of coronavirus, specifically identified as “COVID-19”, has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. The Company may incur significant delays in planned exploration activity, impacting its ability to meet obligations under current regulations or its agreements and may reduce its ability to source financing for future activities. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and conditions of the Company in future periods at this time.

Operations:

In July 2019, the Company entered into option agreements to acquire the Alicia, Roma and Condor properties, referred to collectively as the Apolo Concessions, located within the northern extension of the Maricunga Mineral Belt, Region III, Chile. The Company subsequently conducted surface examinations of the Apolo Concessions and, based on the results of this work, determined that the properties were of no further interest in light of the operational difficulties resulting from the “COVID-19” coronavirus. Accordingly the Company terminated the option agreement on the Apolo Concessions on May 31, 2020.

In August 2019 (as amended on January 15, 2020), the Company entered into an option agreement to acquire the 3,705 hectare Valeriano copper gold property (the “Valeriano Project”), located in Region III in the northern portion of Chile’s prolific El Indio Belt, that hosts a large gold molybdenum-bearing porphyry system.

Mineral Projects

The Company’s exploration properties are located Chile and Colombia in South America, and its interest in these resource properties are maintained pursuant to agreements with the titleholders.

Chile

Valeriano Project:

In August, 2019, the Company, through its wholly-owned Chilean subsidiary, ATEX Valeriano SpA (“ATEX Valeriano”), entered into an option agreement to acquire up to a 100% interest in the 3,705 hectare Valeriano Project located in the northern portion of Chile’s El Indio Belt, Region III, Chile.

Pursuant to the option agreement, as amended January 15, 2020, to acquire an initial 49% property interest, the Company is required to:

- Pay US$4.25 million, including:
  - US$200,000 upon signing (paid);
  - US$300,000 by the earlier of the commencement of drilling or August 29, 2021;
  - US$250,000 by August 30, 2021; and
  - US$3.5 million by August 29, 2022 (50% of which may be paid via the issuance of common shares, at the Company's discretion).

- Complete the following work commitments:
  - Incur US$10.0 million in exploration expenditures on the property, including completing at least 8,000 metres of diamond drilling by August 29, 2022.

Upon the Company acquiring the initial 49% interest, ATEX Valeriano and the vendor shall incorporate a joint stock company owned by both parties proportionate to each party's respective property ownership interest.

After earning the initial 49% property interest, to acquire a further 51% property interest, increasing the Company's interest to 100%, the Company is required to do the following:

- Pay US$8.0 million by August 29, 2024 (50% of which may be paid via the issuance of common shares, at the vendor's discretion); and,
- Incur a further US$5.0 million in exploration expenditures on the property by August 24, 2024.

Upon the Company earning a full 100% property interest, the vendor shall transfer its ownership interest in the incorporated joint stock company to the Company, resulting in the Company owning 100% of this incorporated joint stock company. ATEX Valeriano shall also grant a 2.25% net smelter royalty ("NSR") to the vendor.

The option was originally granted by the optionor to SBX Asesorías e Inversiones Limitada ("SBX"). Under a transfer and assignment agreement with SBX, the Company paid US$150,000, shall issue 2.0 million units and shall grant a 0.25% NSR to SBX. Each unit is to consist of one common share and one share purchase warrant exercisable at $0.40 per common share for four years. 1.0 million of the units vest and are issuable on December 31, 2020 such that SBX does not become an insider of the Company and a further 1.0 million units vest and are issuable upon the Company making the US$3.5 million option payment due by August 29, 2022.

Apolo Concessions:

In July 2019, the Company, through its wholly-owned Chilean subsidiary, ATEX Chile SpA ("ATEX Chile"), entered into an option agreement to acquire a 100% interest in the Alicia, Roma and Condor gold properties, referred to collectively as the Apolo Concessions, covering a total area of 14,900 hectares located within the northern extension of the Maricunga Mineral Belt, Region III, Chile.

Pursuant to the option agreement, to acquire the 100% property interest, the Company was required to do the following:

- Pay US$7.5 million, including:
  - US$45,000 upon signing (paid);
  - US$85,000 by May 31, 2020;
  - US$85,000 by May 31, 2021;
  - US$85,000 by May 31, 2022; and,
  - US$7.2 million by December 31, 2022.

- Complete the following work commitments:
  - 3,000 meters of test boring/exploration drilling by May 31, 2020;
  - 5,000 meters of test boring/exploration drilling by May 31, 2021; and,
  - 5,000 meters of test boring/exploration drilling by May 31, 2022.

Upon acquisition of a 100% ownership interest in the Apolo Concessions, ATEX Chile was to grant a 1.5% NSR to the vendor. The option was originally granted by the property owner to SBX. Under a transfer and assignment agreement with SBX, the Company paid US$100,000 and was to grant SBX a 0.50% NSR.

The Company conducted surface examinations of the Apolo Concessions and, based on the results of this work, determined that the properties were of no further interest in light of the operational difficulties resulting from the

“COVID-19” coronavirus. Accordingly, the Company terminated the option agreement on the Apolo Concessions on May 31, 2020 and wrote off the related exploration and evaluation assets of $670,350 in the three months ended June 30, 2020.

Colombia

In 2010, the Company executed two agreements to earn up to a 75% interest in the mineral titles of the Fredonia and Venecia properties, both located in the department of Antioquia, near the City of Medellin, in Colombia. The Company terminated both of its Colombian options in 2013. The Company retains an earned 50% interest in the Fredonia property. Currently, the Company has no intention to incur any further exploration or concession expenditures and any future expenditure incurred by the optionor and/or other third parties may have the effect of diluting the Company’s earned interest. In 2013, when management provided notice to the optionor of the Company’s intention to cease exploring, the Fredonia property consisted of three concessions totaling 4,563 hectares. The optionor has subsequently dropped two of the concessions and the remaining concession covers 1,967 hectares.

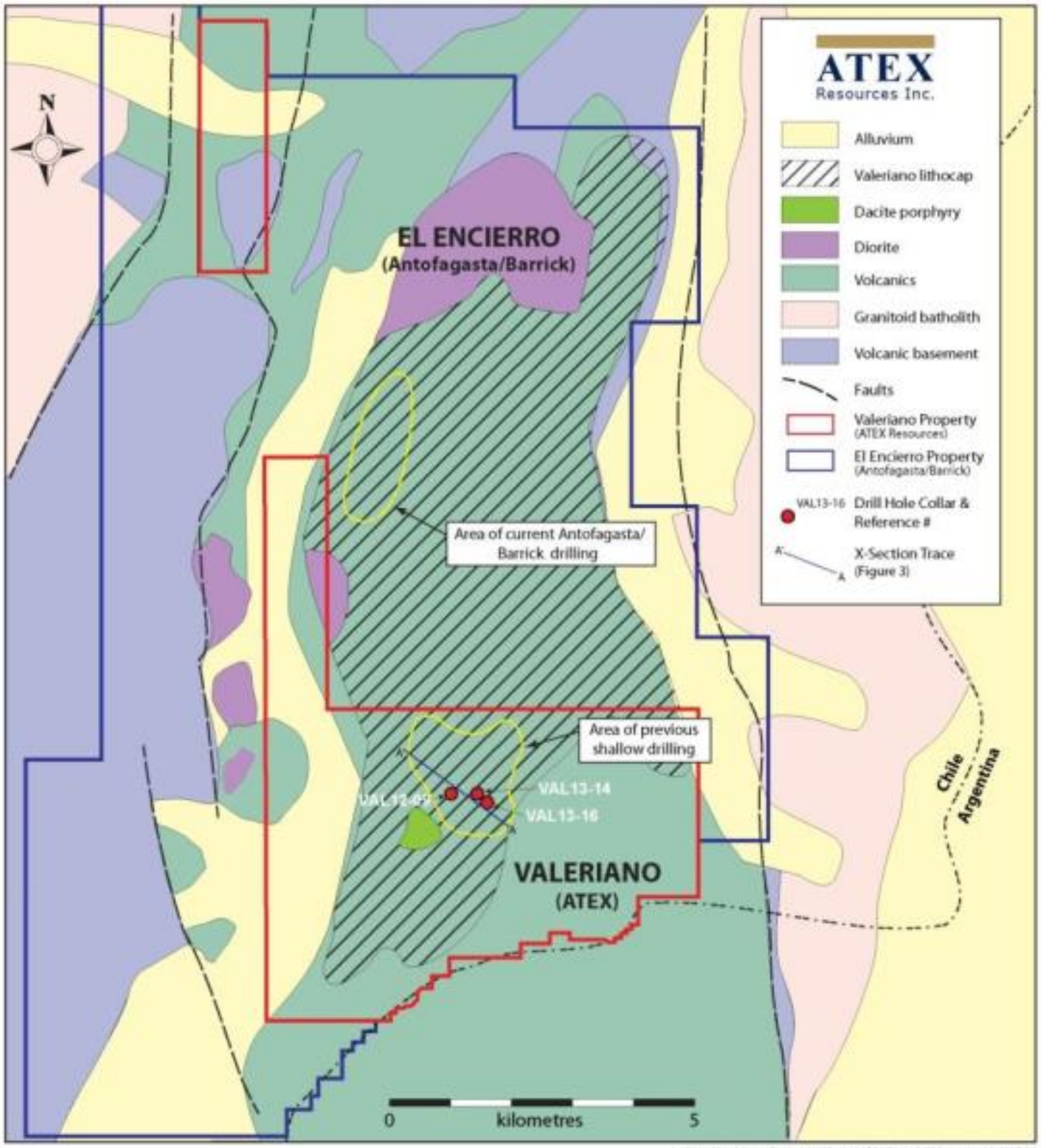
Geology

Valeriano Project

In August, 2019 (and amended on January 15, 2020), the Company entered into an option agreement to acquire the 3,705 hectare Valeriano Project located in the northern portion of Chile’s prolific El Indio Belt.

The Valeriano concessions overlie a large copper gold molybdenum-bearing porphyry system which has been partially tested by Hochschild Mining plc (‘Hochschild”). In 2013, Hochschild drilled two diamond drill holes which intersected a mineralized, potassic altered, granodiorite porphyry including drill hole VAL13-14 which returned 1,194 metres (“m”) grading 0.52% copper (“Cu”), 0.24 grams per tonne gold (“g/t Au”) and 36 parts per million (“ppm”) molybdenum (“Mo”) or 0.73% copper equivalent (“Cu eq.”) and included 416 m of granodiorite porphyry which graded 0.67% Cu, 0.32 g/t Au and 31 ppm Mo for 0.94% Cu eq. The drill hole ended in mineralization. A third diamond drill hole cut a long interval of breccia associated copper gold mineralization related to the porphyry system. Hochschild terminated its option agreement over the Valeriano concessions in 2014 due to market-related conditions.

The Valeriano Project is underlain by altered felsic volcanics which at depth have been intruded by a multi-phase granodiorite porphyry (see figure 1). The mineralized system displays a classic porphyry-style alteration pattern from high-level advanced argillic alteration through to a well- developed potassic alteration zone close to the porphyry with associated stockwork and disseminated copper and gold mineralization. A large surface alteration zone (lithocap), covering a surface area of approximately 13 by 4.5 kilometres, extends from the Valeriano Project northward over Antofagasta/Barrick’s El Encierro project.



Simplified from Ortiz and Merino (2015) and Ragona et al. (1995)

Figure 1

Valeriano Property
Concession / Geology Map

Previous Exploration Activities

During the mid-1990's, Phelps Dodge, and later Barrick, explored the Valeriano property for near surface gold mineralization drilling 47 holes to a maximum depth of 550 m. The drill programs outlined zones of near-surface high sulphidation, epithermal gold mineralization over an area of approximately 400 m by 400 m to depths of approximately 100 m below surface. Drill intercepts included 89 m grading 1.50 g/t Au (drill hole RDH-V27) and 0.62 g/t Au over 170 m (RDH-V31). Barrick terminated its option agreement in 1997.

In 2010, Hochschild optioned Valeriano property drilling 16 diamond drill holes in three campaigns for a total of 14,270 m. During the second drill campaign, Hochschild recognized porphyry-style alteration at depth and in the third season they drilled three holes, approximately 225 to 375 m apart, to depths of up to 1,878 m intersecting well-defined mineralized advanced argillic and phyllic alteration zones before entering a chalcopyrite and bornite-bearing, potassic-altered granodiorite porphyry.

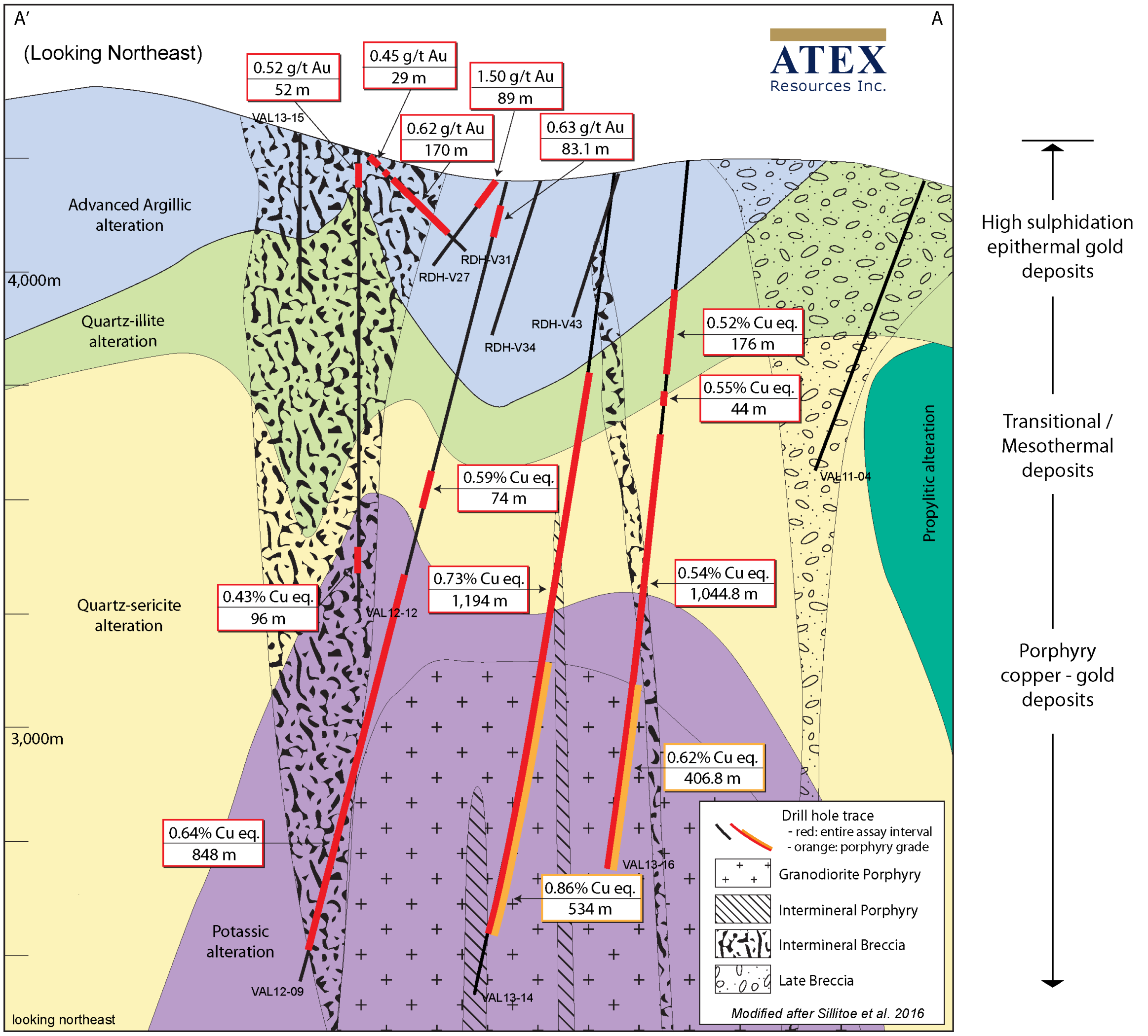


Figure 2: Schematic Cross Section through the Valeriano Porphyry System

Drill hole VAL13-14 intersected 556 m grading 0.63% Cu eq. in altered volcanics and diorite porphyry dikes, starting at 614 m downhole, with the mineralization increasing in intensity to the contact with the granodiorite porphyry at 1,170 m. The hole then cut potassic-altered granodiorite, from 1,170 to 1,704 m, returning 534 m grading 0.86% Cu eq. before intersecting inter-mineral porphyry with 104 m grading 0.53% Cu eq. (see Figure 2)

Drill hole VAL13-16, located 225 m to the east of, and drilled roughly parallel to, VAL13-14, intersected intervals of altered rhyolite cut by dioritic porphyry dikes, as noted in below, before intersecting 1,044.8 m grading 0.54% Cu eq., including 406.8 m grading 0.62% Cu eq. in altered granodiorite porphyry. The hole ended in mineralization.

Drill hole VAL12-09 is located 375 m west of, and drilled roughly parallel to, VAL13-14. The hole cut a copper gold mineralized inter-mineral breccia, related to the porphyry system, returning 848 m grading 0.64% Cu eq. The hole did not intersect the mineralized granodiorite porphyry cut in VAL13-14 and VAL13-16.

Assay results from historical Valeriano porphyry drilling (Hochschild 2012/13)

Hole #	From *Metres*	to *metres*	length *metres*	Cu *%*	Au *g/t*	Mo *ppm*	Cu Eq. *%*	Rock type
VAL12-09	668	742	74	0.37	0.18	186	**0.59**	rhyolite & diorite porphyry
	900	1,748	848	0.47	0.16	89	**0.64**	breccias & diorite
VAL13-14	614	1,808	1,194	0.52	0.24	36	0.73	
comprising	614	1,170	556	0.45	0.20	44	0.63	rhyolite & diorite porphyry
and	**1,170**	**1,704**	**534**	**0.61**	**0.29**	**36**	**0.86**	**granodiorite porphyry**
including	**1,596**	**1,670**	**74**	**0.85**	**0.41**	**13**	**1.19**	**granodiorite porphyry**
and	1,704	1,808	104	0.37	0.20	3	**0.53**	Inter-mineral porphyry
VAL13-16	270	446	176	0.24	0.28	121	**0.52**	rhyolite & diorite porphyry
	476	520	44	0.37	0.19	70	**0.55**	rhyolite & diorite porphyry
	576	1620.8	1,044.8	0.39	0.17	54	**0.54**	
including	**1214**	**1620.8**	**406.8**	**0.46**	**0.17**	**61**	**0.62**	**granodiorite porphyry**

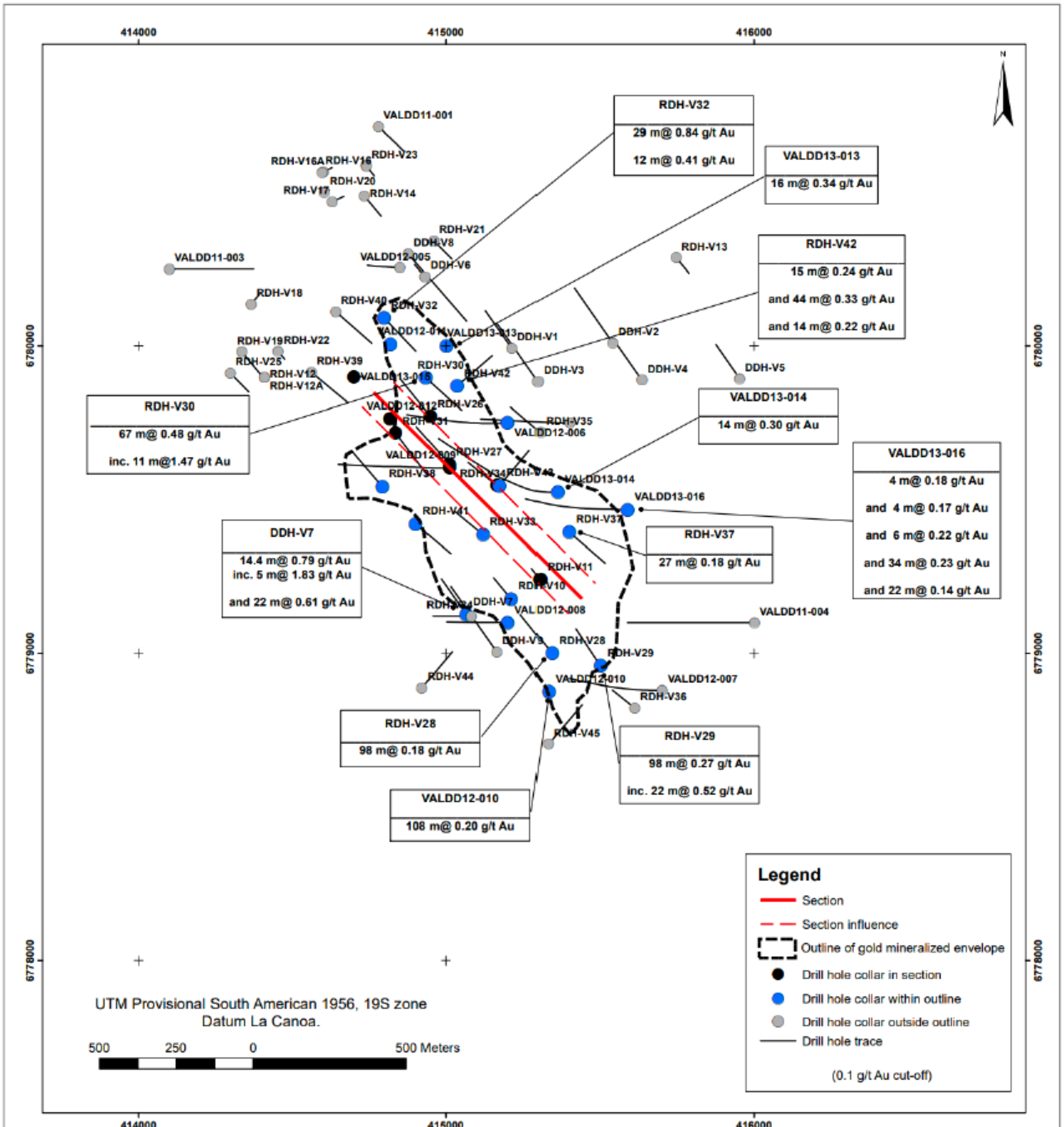
1. *Intervals are composited at a 0.40 % Cu equivalent cut-off.*
2. *Cu equivalent grades are calculated based upon a Cu price of $2.60 per pound, Au price of $1,450 per ounce and Mo price of $11.00 per pound (all prices in US$). Minor discrepancies may exist due to rounding. Metal recoveries were not considered.*
3. *Formula for Cu Eq.% calculation: Cu Eq.%=(Cu %/100 * Cu $/tonne)+(Au g/t * Au $/gr.)+(Mo%/100 * Mo $/tonne) / Cu $/tonne*
4. *Insufficient information is available to estimate the true widths of the drill hole intervals or mineralized zone*

In addition to the drilling activities, Hochschild completed a ground magnetic survey and an induced polarization survey over the Valeriano Project. The induced polarization outlined a large, deep conductive zone with high chargeability measuring approximately 3 by 2 kilometres. At depth, the chargeability anomaly appears to form a high-chargeability halo around a central zone with somewhat lower chargeability, a pattern often observed over porphyry-style alteration.

Epithermal Gold Potential

On July 15, 2020 the Company updated its plans for the evaluation of the economic potential of the near surface, oxide gold mineralization at its Valeriano Project. These plans include a review of all historical data to determine what further work, if any, is required to complete a resource estimate and the initiation of a program of metallurgical testing to determine the heap leaching potential of the gold mineralization.

Epithermal gold mineralization occurs overtop of the Valeriano porphyry. The outline of the gold mineralization, intersected in numerous historical drill holes, is shown on a plan view below. Within the outline, oxide gold mineralization occurs with mixed and sulphide mineralization to depths of up to 230 metres below surface and is generally associated with structurally controlled, sub-vertical zones of vuggy silica, breccias and silicified felsic volcanics within a broader sub-horizontal envelope of advanced argillic alteration. Where not oxidized, the gold mineralization occurs in association with pyrite and enargite.



ATEX Resources Inc.

Figure 3: Drill Hole Traces – Plan View

Figure 1. Plan view showing the surface outline of the gold mineralization. The NW-SE section (Figure 2) is indicated by a solid red line. 75 metre influence on each side is shown by the red dashed lines. Within the gold mineralized envelope down to 230 m, oxide mineralization occurs with mixed- and sulfide-mineralization. Quoted mineralized intercepts correspond exclusively to drill holes within the envelope with the exception to those shown in the Section (Figure 2). Assay intervals are based upon a 0.1 g/t Au cut off grade. The cut of grade ("COG") does not reflect any geological, economic or statistical control. Intercepts are defined on Au assay results only and make no consideration of geology. Up to 4 metres of internal dilution (samples below COG) were accepted. RDH refers to reverse circulation drill holes and DDH and VALDD refer to diamond drill holes.

Several gold-mineralized zones have been identified within the Valeriano property with various levels of exploration completed. The most prominent and advanced of these zones, referred to as the Central Zone, measures approximately 300 by 600 metres. A NW-SE schematic section through the Central Zone shows drill hole traces and associated gold intervals (see Table 1 below) emphasizing the near-surface nature of the gold mineralization within the advanced argillic alteration blanket. The location of the NW-SE section, relative to the drill hole traces, can be seen in the plan view. Gold intercepts that lie outside the zone of influence of the section, but within the outline of the mineralized envelope, are highlighted on the plan view.

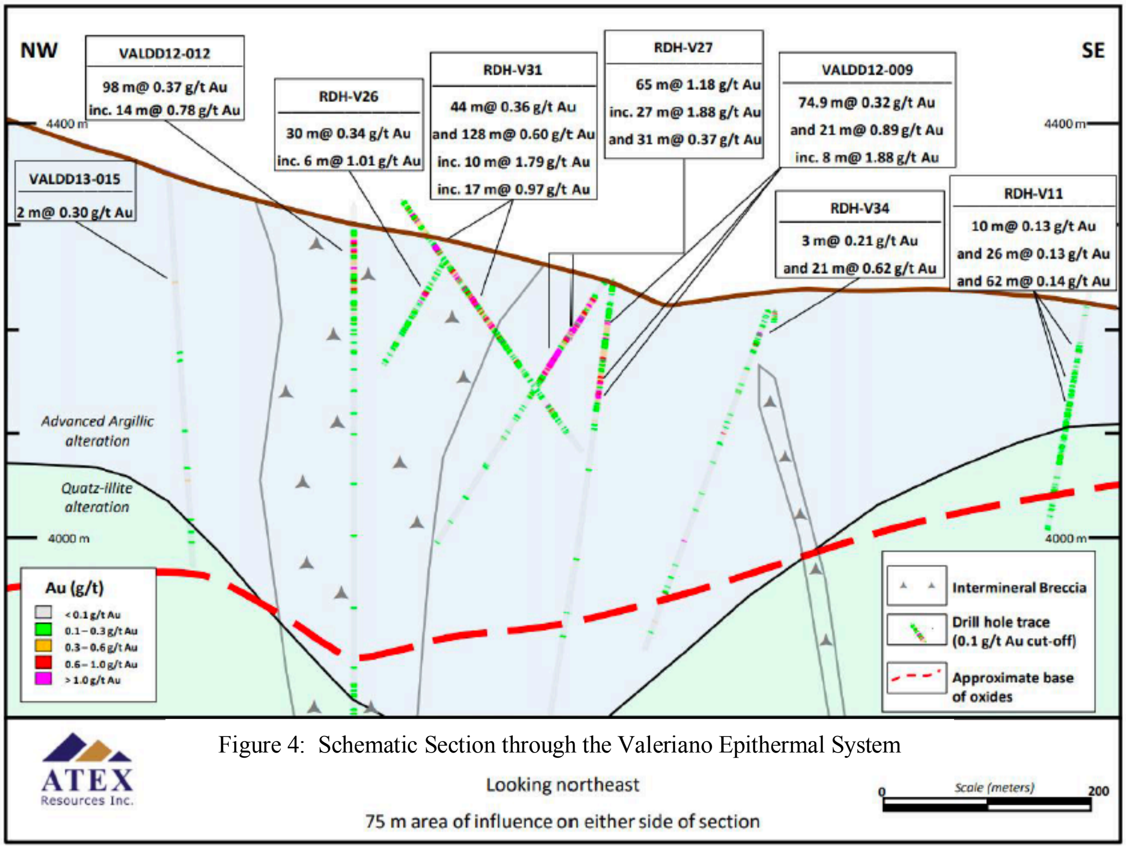


Figure 4. NW-SE section looking NE through the Central Zone. 75 m of influence on each side. The approximate base of oxidation is represented by the red dashed line. Within the gold mineralized envelope, to a depth of 230 m below surface, oxide mineralization occurs with mixed- and sulfide-mineralization. Assay intervals are based upon a 0.1 g/t Au cut off grade ("COG"). The COG used does not reflect any geological, economic or statistical control. Intercepts are defined on Au assay results only and make no consideration of geology. Up to 4 metres of internal dilution (samples below COG) were accepted. RDH refers to reverse circulation drill holes and DDH and VALDD refer to diamond drill holes.

Table 1 - Drill Hole Intervals

Drill Hole #	**From** *metres*	**To** *metres*	**Length** *metres*	**Gold Grade** *g/t*
Drill Hole Intervals on the Section (Figure 4)				
RDH-V27	16	81	65	1.18
includes	40	67	27	1.88
and	103	134	31	0.37
RDH-V31	2	46	44	0.36
and	54	182	128	0.60
includes	54	64	10	1.79
includes	109	126	17	0.97
VALDD12-009	4.1	79.0	74.9	0.32
and	109.0	130.0	21.0	0.89
includes	109.0	117.0	8.0	1.88
VALDD12-012	20.0	118.0	98.0	0.37
includes	32.0	46.0	14.0	0.78
RDH-V26	35	65	30	0.34
includes	35	41	6	1.01
RDH-V11	66	76	10	0.13
and	93	119	26	0.13
and	124	186	62	0.14
RDH-V34	15	18	3	0.21
and	23	44	21	0.62
VALDD13-015	102.0	104.0	2.0	0.30

Drill Hole Intervals on the Plan View (Figure 3)				
RDH-V30	0	67	67	0.48
includes	45	56	11	1.47
DDH-V7	69.6	84.0	14.4	0.79
includes	77.0	82.0	5.0	1.83
and	89.0	111.0	22.0	0.61
RDH-V28	18	116	98	0.18
VALDD12-010	20.0	128.0	108.0	0.20
VALDD13-016	22.0	26.0	4.0	0.18
and	38.0	42.0	4.0	0.17
and	58.0	64.0	6.0	0.22
and	180.0	214.0	34.0	0.23
and	224.0	246.0	22.0	0.14
VALDD13-014	0.0	14.0	14.0	0.30
RDH-V42	0	15	15	0.24
and	21	65	44	0.33
and	70	84	14	0.22
VALDD13-013	80.0	96.0	16.0	0.34
RDH-V32	73	102	29	0.84
and	116	128	12	0.41
RDH-V29	1	99	98	0.27
includes	1	23	22	0.52
RDH-V37	39	66	27	0.18

NOTES: Assay intervals based upon a 0.1 g/t Au cut off grade ("COG"). The COG used does not reflect any geological, economic or statistical control. Intercepts are defined on Au assay results only and make no consideration of geology. Up to 4 metres of internal dilution (samples below COG) were accepted. RDH refers to reverse circulation drill holes; DDH and VALDD refer to diamond drill holes. There has been no independent check sampling and no assurance can be given regarding the Barrick Gold and Phelps Dodge assays. Insufficient information is available to estimate the true widths of the drill hole intervals.

The goal of the program is to outline an economically viable, heap leachable gold resource which can be developed in a reasonable time frame with relatively low capital requirements.

An initial resource estimate will consider the historical drill results from previous exploration drill programs. However, to calculate a measured and indicated resource estimate and explore other targets, additional drilling will likely be required. The current evaluation program will determine the amount and location of supplementary drilling.

Initial metallurgical test work will comprise bottle roll tests conducted on drill core available from previous drill programs. The metallurgical test work will determine preliminary gold recoveries, leaching time (leach kinetics) and approximate amount of consumables required. It is expected that the initial results from the test work will be available during the fourth quarter of 2020.

Mineral Project Expenditures

The Company's exploration and evaluation assets are as follows:

		Expenditures During the Period			
	Balance Sept. 30, 2019 $	Acquisitions $	Exploration $	Assets Written Off $	Balance Mar. 31, 2020 $
ATEX Chile:					
Apolo - Alicia	124,067	-	103,501	(227,568)	-
Apolo - Roma	123,876	-	101,879	(225,755)	-
Apolo - Condor	119,333	-	97,694	(217,027)	-
	367,276	-	303,074	(670,350)	-
ATEX Valeriano:					
Valeriano	614,076	-	327,695	-	941,771
Total	981,352	-	630,769	(670,350)	941,771

Selected Annual Information

	Year ended Sept. 30, 2019	Year ended Sept. 30, 2018	Year ended Sept. 30, 2017
	$	$	$
Net income	(703,453)	(97,400)	579,768
Basic loss per share	(0.09)	(0.03)	0.18
Total assets	1,331,152	221,445	408,617
Current liabilities	64,922	17,128	106,900
Working capital	264,878	202,552	299,196
Dividends	Nil	Nil	Nil

The Company has not earned any revenues from its past projects.

The Company's accounting policy is to record its mineral projects at cost. Exploration and development expenditures are deferred until properties are brought into production, at which time they will be amortized on a unit of production basis. In the event that properties are sold, impaired or abandoned, the deferred cost will be written off.

During fiscal 2017, net income and working capital was positively affected by the collection of sale proceeds related to the Company's assets in Bolivia. During fiscal 2018, the Company incurred a loss of $97,400 as management continued curtailing overhead. During fiscal 2019, the Company incurred a loss of $703,453 as consulting, professional and management fees increased as management was active in fund raising and acquiring new mineral projects.

Results of Operations:

	Three Months Ended June 30 2020 $	Three Months Ended June 30 2019 $	Nine Months Ended June 30 2020 $	Nine Months Ended June 30 2019 $
Expenses:				
Consulting	31,250	10,417	188,750	10,417
Filing and transfer agent	5,346	14,223	28,027	33,973
Management and administration	67,981	55,227	228,122	83,596
Office and general	27,895	21,241	76,570	60,209
Professional fees	4,673	55,683	127,255	62,840
Travel and shareholder relations	-	61	27,134	3,855
Foreign exchange loss (gain)	37,134	6,828	(24,135)	1,985
Stock-based compensation	29,800	258,333	29,800	258,333
Write off of exploration and evaluation assets	670,350	-	670,350	-
Depreciation	-	-	-	1,764
Net loss and comprehensive loss for the period	874,429	422,013	1,351,873	516,972
Basic and diluted loss per share	$0.04	$0.04	$0.08	$0.09
Weighted number of common shares outstanding	19,575,261	10,125,672	16,388,928	5,510,287

Three Months Ended June 30, 2020:

For the three months ended June 30, 2020, the Company recorded a net loss of $874,429 as compared to a net loss of $422,013 for the three months ended June 30, 2020.

Consulting, management and administration costs increased in 2020 as management was active in fund raising and managing new mineral projects after several years of relative inactivity. Professional fees were higher in the prior year due to fund raising activities. A foreign exchange loss was recorded in the period due to the appreciation of the Canadian dollar versus the US dollar in the three months ended June 30, 2020. In the prior year a higher stock based compensation expense was recorded due to a larger stock option grant. In the current year a $670,350 charge was recorded to reflect the Company's termination of the option agreement on the Apolo Concessions on May 31, 2020.

Nine Months Ended June 30, 2020:

For the nine months ended June 30, 2020, the Company recorded a net loss of $1,351,873 as compared to a net loss of $516,972 for the nine months ended June 30, 2020.

Consulting expenses, management and administration costs and professional fees increased in 2020 as management was active in fund raising and acquiring and managing new mineral projects after several years of relative inactivity. Travel expenses also increased due to fund raising activities and site visits in the period. A foreign exchange gain was recorded in the period due to the depreciation of the Canadian dollar versus the US dollar in March 2020. In the prior year a higher stock based compensation expense was recorded due to a larger stock option grant. In the current year a $670,350 charge was recorded to reflect the Company's termination of the option agreement on the Apolo Concessions on May 31, 2020.

Summary of Selected Highlights for the Last Eight Quarters

	Sept. 30, 2019	Dec. 31, 2019	Mar. 31, 2020	Jun. 30, 2020
	$	$	$	$
Balance Sheet:				
Current assets	329,800	107,718	1,382,139	939,332
Current liabilities	64,922	278,849	184,371	129,722
Shareholders' Equity	1,266,230	1,062,978	2,616,010	1,771,381
Working capital (deficiency)	264,878	(171,131)	1,197,768	809,610
Operations:				
Total revenues	Nil	Nil	Nil	Nil
Net income (loss)	(186,481)	(203,252)	(274,192)	(874,429)
Basic loss per share	(0.01)	(0.02)	(0.02)	(0.04)

	Sept. 30, 2018	Dec. 31, 2018	Mar. 31, 2019	Jun. 30, 2019
	$	$	$	$
Balance Sheet:				
Current assets	219,680	188,583	145,238	1,495,344
Current liabilities	17,128	25,869	35,880	77,303
Shareholders' Equity	204,317	164,346	109,358	1,445,678
Working capital	202,552	162,714	109,358	1,418,041
Operations:				
Total revenues	Nil	Nil	Nil	Nil
Net income (loss)	12,805	(39,971)	(54,988)	(422,013)
Basic earnings per share	0.00	(0.02)	(0.03)	(0.03)

The Company was relatively inactive until May 2019. The results from May 2019 to June 2020 reflect management's activities focused on fund raising and acquiring and managing new mineral projects. The results for the three months ended June 30, 2020 reflect a $670,350 charge that was recorded to reflect the Company's termination of the option agreement on the Apolo Concessions on May 31, 2020.

Liquidity and Solvency

The Company has no operating revenues and does not anticipate any in the near term. Historically, the Company has raised funds primarily through private placements common share issuances.

As at June 30, 2020, the Company had working capital of $809,610.

In April 2019, the Company completed a non-brokered private placement for gross proceeds of $1,500,000.

In January 2020, the Company completed the first tranche of a non-brokered placement for gross proceeds of $1,084,900 and in February 2020, the Company completed the second tranche of a non-brokered placement for gross proceeds of $826,900.

The new financing in 2020 is sufficient to support the present level of overhead and also allows management to commence certain exploration activities relating to the mineral projects. However, further financing will be required to maintain the commitments pertaining to the mineral projects that the Company has acquired.

The Company has incurred losses since inception and the Company's long-term survival depends on the ability of management to continue raising capital. Management believes the Company can raise new funds and that the Company will be able to fulfill its financial commitments. However, there are no assurances that this will be achieved. If management is unsuccessful in raising further funds, the Company's survival as a going concern beyond fiscal 2020 may be in doubt.

Industry and Economic Factors

The Company's future performance is largely tied the outcome of those exploration programs on its current portfolio of projects, the ability of management to secure new projects and the overall health and stability of junior capital markets, particularly the TSXV. The precious metal financial markets upon which the Company has been reliant may continue to experience volatility, reflecting investor anxiety with regard to the strength and longevity of the global economy, global growth prospects, and their associated impact upon liquidity, security and return.

During the last several years, junior exploration companies worldwide have suffered through volatile markets. Accordingly, the Company has had difficulty raising equity financing for the purposes of mineral exploration. With continued market volatility, the Company's strategy is to manage its treasury in a planned, deliberate and prudent manner while attempting to proceed with any future offering at a point in time where the associated capital markets are favorable. The Company believes this strategy will enable it to meet the near-term challenges presented by the capital markets while maintaining the momentum on key initiatives.

Standards, Amendments and Interpretations adopted or Expected to be Adopted:

- The following revised standard is effective for annual periods beginning on or after January 1, 2018 and has been adopted by the Company:

  IFRS 9, Financial Instruments (January 1, 2018)

  This is the first part of a new standard on classification and measurement of financial assets that will replace IAS 39, 'Financial Instruments: Recognition and Measurement'. IFRS 9 has two measurement categories: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is recorded at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is measured at fair value with changes in fair value through profit or loss. In addition, this new standard has been updated to include guidance on financial liabilities and de-recognition of financial instruments and to include guidance on hedge accounting and allowing entities to early adopt the requirement to recognize changes in fair value attributable to changes in an entity's own credit risk, from financial liabilities designated under the fair value option, in other comprehensive income.

  Effective October 1, 2018, the Company adopted IFRS 9 retrospectively without restatement. The Company also completed an assessment of its financial instruments as at October 1, 2018 and has not changed the classification of any financial instruments.

- The following standard will impact the Company's financial statements in the fiscal 2020 year:

  IFRS 16, Leases (January 1, 2019)

  On January 13, 2016, the IASB issued IFRS 16, according to which all leases will be on the balance sheet of lessees, except those that meet the limited exception criteria. The standard is effective for annual periods beginning on or after January 1, 2019. The impact of adopting this standard is anticipated to be that rent expense will be removed and replaced by the recording of depreciation and finance expense.

  There are other changes to IFRS interpretations that are not yet effective that are not expected to have a material impact on the Company.

Critical Accounting Estimates

The Company's significant accounting policies are summarized in Note 3 of its audited annual consolidated financial statements for the year ended September 30, 2019. The preparation of the consolidated financial statements in accordance with IFRS requires management to select accounting policies and make estimates and judgments that may have a significant impact on the financial statements.

The Company regularly reviews its judgements and estimates; however, actual amounts could differ and, accordingly, materially affect the Company's financial results.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

Outstanding Share Capital

The following securities were outstanding as at August 12, 2020:

Securities	Number of Common Shares	Exercise Price	Expiry Date
Common shares	19,575,261	-	-
Share purchase warrants	10,000,000	$0.20	April 29, 2024
Share purchase warrants	3,186,333	$0.40	January 31, 2024 – February 20, 2024
Broker warrants	281,587	$0.30	January 31, 2021 – February 20, 2021
Share purchase options	1,485,000	$0.15 - $0.30	May 8, 2024 – June 10, 2025
Fully diluted common shares	34,528,181		

As at June 30, 2020, there were 19,575,261 common shares outstanding.

On January 31, 2020, the Company issued 3,616,333 units (each, a "Unit") at $0.30 per Unit for gross proceeds of $1,084,900 pursuant to a non-brokered private placement. Each Unit consists of one common share and one half of one common share purchase warrant. Each whole warrant is exercisable to purchase one common share at a price of $0.40 per share for a period of three years from the closing date. In connection with the financing, the Company paid a finder's fee of $68,943 and issued 229,810 finder's warrants, which entitle the holder to purchase 229,810 Units for a period of 12 months from the closing date at a purchase price of $0.30 per Unit

On February 20, 2020, the Company issued 2,756,333 units at $0.30 per Unit for gross proceeds of $826,900 pursuant to the second tranche of a non-brokered private placement. In connection with the financing, the Company paid an aggregate finder's fee of $15,533.01 and issued an aggregate of 51,777 finder's warrants, which entitle the holder to purchase an aggregate of 51,777 Units for a period of 12 months from the closing date at a purchase price of $0.30 per Unit.

In June 2020, the Company granted 290,000 five year stock options with each stock option exercisable to purchase one common share at $0.15.

Related Party Transactions

As described in note 5 to the unaudited condensed interim consolidated financial statements for the nine months ended June 30, 2020, key management personnel are persons responsible for the planning, directing and controlling activities of the entity. The Company's key management personnel are the CEO, CFO and a director and their compensations are included in the following:

	Nine Months Ended June 30	
	2020 $	**2019** $
Management and administration fees	228,122	59,877
Administration fees	11,312	-
Total	239,434	59,877

Related party liabilities are included in trade and other payables. As at June 30, 2020, $69,692 was owed to related parties. These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

Disclosure Controls and Procedures

Management has assessed the effectiveness of the Company's disclosure controls and procedures used for the financial statements and MD&A as at June 30, 2020. Although certain weaknesses such as lack of segregation of duties are inherent with small office operations, management has implemented certain controls such as frequent reviews and regular preparations of reconciliations of transactions and budgets to ensure absence of material irregularities. Management has concluded that the disclosure controls are effective in ensuring that all material information required to be filed has been made known to it in a timely manner. The required information was effectively recorded, processed, summarized and reported within the time period necessary to prepare the annual filings. The disclosure controls and procedures are designed to ensure effective information required to be disclosed pursuant to applicable securities laws are accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosure.

Limitations of Controls and Procedures

It must be recognized that any implemented system of disclosure controls and procedures or internal controls over financial reporting can only provide reasonable and not absolute assurance that the objectives of the control system are met. While designing such control systems, resource constraints cannot be ignored and the benefits of controls must be considered relative to their costs. All control systems are subject to limitations and as such, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. Breakdowns within the system can occur due to simple human error or mistakes. Furthermore, controls can be circumvented by individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any systems of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

Risk Factors

The Company is subject to the risks and challenges similar to other companies in a comparable stage. Other than the risks relating to reliance on financing previously discussed, the risks include, but are not limited to, limited operating history, speculative nature of mineral exploration and development activities, operating hazards and risks, mining risks and insurance, no mineral reserves, environmental and other regulatory requirements, competition, stage of development, fluctuations in commodity prices, conflicts of interest, reliance on key individuals, no key man insurance and enforcement of civil liabilities.

Limited Operating History - An investment in the Company should be considered highly speculative due to the nature of the Company's business. The Company has no history of earnings, it has not paid any dividends and it is unlikely to enjoy earnings or be paying dividends in the immediate or foreseeable future.

Speculative Nature of Mineral Exploration and Development Activities - Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in quantity and quality to return a profit from production.

No Mineral Reserves or Resources - Mineral reserves and resources are estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Reserve estimates for properties that have not yet commenced production may require revision based on actual production experience. Market price fluctuations of metals, as well as increased production costs or reduced recovery rates may render mineral reserves containing relatively lower grades of mineralization uneconomic and may ultimately result in a restatement of reserves.

Operating Hazards and Risks - Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. The Company's past operations and future operations will be subject to all the hazards and risks normally incidental to exploration, development and production of metals, such as unusual or unexpected formations, cave-ins or pollution, all of which could result in work stoppages, damage to property and possible environmental damage.

Fluctuations in Commodity Prices - The profitability, if any, in any mining operation in which the Company may have an interest is significantly affected by changes in the market price of precious and base metals which fluctuate on a daily basis and are affected by numerous factors beyond the Company's control.

Mining Risks and Insurance - The business of mining s generally subject to a number of risks and hazards including environmental hazards, industrial accidents, labour disputes, unusual or unexpected geological conditions, pressures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods, blizzards and earthquakes. No assurance can be given that such insurance will continue to be available or that it will be available at economically feasible premiums. Mining operations will be subject to risks normally encountered in the mining business.

Environmental and Other Regulatory Requirements - the Company's activities have been subject to environmental regulations promulgated by government agencies from time to time. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving toward stricter standards and enforcement with more severe fines and penalties for non-compliance. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations.

The Company's exploration interests and potential development and production on future properties, require permits from various federal and local governmental authorities 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.

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 remedial actions. Parties engaged in mining operations 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 and, in particular, environmental laws.

Competition - Significant competition exists for the limited number of mineral project acquisition opportunities available. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than the Company The Company may be unable to acquire additional attractive mineral projects on terms it considers acceptable. Accordingly, there can be no assurance that the Company's exploration and acquisition programs will yield any reserves or result in any commercial mining operation.

Stage of Development - the Company is in the business of exploring for precious and base metals, with the ultimate goal of producing them from its mineral exploration properties. None of the Company's past properties had commenced commercial production and the Company has no history of earnings or cash flow from its operations. As a result of the foregoing, there can be no assurance that the Company will be able to develop any of its future properties profitably or that its future activities will generate positive cash flow.

The Company has not sufficiently diversified such that it can mitigate the risks associated with its planned activities. The Company has limited cash and other assets.

A prospective investor in the Company must be prepared to rely solely upon the ability, expertise, judgment, discretion, integrity and good faith of the Company's management in all aspects of the development and implementation of the Company's business activities.

Reliance on Key Individuals - the Company's success depends to a certain degree upon certain key members of the management. These individuals are a significant factor in the Company's growth and success. The loss of the service of members of the management and certain key employees could have a material adverse effect on the Company.

Enforcement of Civil Liabilities - As the Company's key major assets and certain of its management are or may be located outside of Canada, it may be difficult or impossible to enforce judgments granted by a court in Canada against the Company's assets, or the management of the Company, residing outside of Canada. By the same token, the Canadian court has no jurisdiction to enforce any claims made by the Company outside of Canada.

Political Risks - The Company operates in South America, in general, and currently, specifically in Chile. Operations in South American countries may be subject to risk due to the potential for social, political, economic, legal and fiscal instability.

Future political actions cannot be predicted and may adversely affect the Company. Changes, if any, in mining or investment policies or shifts in political attitude in the countries in which the Company holds property interests in the future may adversely affect the Company's business, results of operations and financial condition. Future operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, income taxes, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety.

Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure, could result in loss, reduction or expropriation of entitlements. The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on the Company's consolidated business, results of operations and financial condition.

Other risks may involve matters arising out of the evolving laws and policies pertinent to that country, any future imposition of special taxes or similar charges, as well as foreign exchange fluctuations and currency convertibility and controls, the unenforceability of contractual rights or the taking or nationalization of property without fair compensation, restrictions on the use of expatriates in the Company's operations, or other matters. The Company also bears the risk that changes can occur in the government and a new government may void or change the laws and regulations that the Company may be relying upon.

Mining Regulation - The mineral exploration and development activities which may be undertaken by the Company are subject to various laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters.

Exploration and development activities may also be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on future exploration and production, price controls, export controls, currency availability, foreign exchange controls, income taxes, delays in obtaining or the inability to obtain necessary permits, opposition to mining from environmental and other non-governmental organizations, limitations on foreign ownership, expropriation of property, ownership of assets, environmental legislation, labour relations, limitations on repatriation of income and return of capital, limitations on mineral exports, high rates of inflation, increased financing costs, and site safety. This may affect both the Company's ability to undertake exploration and development activities in respect of its properties, as well as its ability to explore and operate those properties in which it current holds an interest or in respect of which it obtains exploration and/or development rights in the future.

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 which could limit or curtail development or future potential production. Amendments to current laws and regulations governing operations and activities of mining and milling or more stringent implementation thereof could have a substantial adverse impact on the Company.