

PATAGONIA GOLD CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the year ended December 31, 2024

April 29, 2025

The following management's discussion and analysis ("MD&A") of Patagonia Gold Corp. (hereinafter referred to as the "Company" or "Patagonia"), formerly Hunt Mining Corp. ("Hunt") and its subsidiaries provides an analysis of the operating and financial results for the year ended December 31, 2024 and a comparison of the material changes in our results of operations and financial condition between the year ended December 31, 2023. This MD&A should be read in conjunction with the Corporation's annual audited consolidated financial statements for the year ended December 31, 2024.

These statements have been prepared in accordance with IFRS Accounting Standards ("IFRS Accounting Standards") as issued by the International Accounting Standards Board ("IASB"). This MD&A includes certain non-IFRS financial performance measures. For a detailed description of these measures, please see "Non-IFRS Financial Performance Measures" section. The amounts presented in this MD&A are in thousands (\$'000) of U.S. dollars, except share, per share, per unit amounts and unless otherwise noted.

The Company's head office and principal business address is Av. Libertador 498 Piso 26, Buenos Aires, Argentina, C1001ABR and the registered office address is 2200 HSBC Building, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8. The Company's common shares trade on the TSX Venture Exchange (the "Exchange"), under the symbol PGDC. Additional information relevant to the Company's activities can be found on their website at <http://patagoniagold.com>, on SEDAR+ at www.sedarplus.ca.

Management's Responsibility for Financial Reporting

The financial statements have been prepared by management in accordance with IFRS Accounting Standards and have been approved by the Company's board of directors (the "Board"). The integrity and objectivity of the financial statements are the responsibility of management. In addition, management is responsible for ensuring that the information contained in the MD&A is consistent where appropriate, with the information contained in the financial statements.

The financial statements may contain certain amounts based on estimates and judgments. Management has determined such amounts on a reasonable basis to ensure that the financial statements are presented fairly in all material respects.

As the Company is a Venture Issuer (as defined under *National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings*) ("NI 52-109"), the Company and management are not required to include representations relating to the evaluation, design, establishment and/or maintenance of disclosure controls and procedures ("DC&P") and/or Internal Controls over Financial Reporting ("ICFR"), as defined in NI 52-109, nor has it completed such an evaluation. Inherent limitations on the ability of the certifying officers to design and implement on a cost-effective basis DC&P and ICFR for the issuer may result in additional risks of quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Cautionary Note on Forward-Looking Information

This MD&A contains "forward-looking information" and "forward-looking statements" within the meaning of applicable securities laws of Canada (collectively referred to as "forward-looking information") which relate to future events or the Company's future performance and may include, but are not limited to, statements about strategic plans, spending commitments, future operations, results of exploration, anticipated financial results, future work programs, capital expenditures and expected working capital requirements. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved.

Readers are cautioned not to place undue reliance on forward looking information and there can be no assurance that forward looking information will prove to be accurate as the Company's actual results, performance or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking information if known or unknown risks, uncertainties or other factors affect the Company's business, or if the Company's estimates or assumptions prove inaccurate. Therefore, the Company cannot provide any assurance that forward-looking information will materialize. Factors that could cause results or events to differ materially from current expectations expressed or implied by the forward-looking information, include, but are not limited to:

fluctuations in the currency markets (such as the Canadian Dollar, Chilean Peso, Great Britain Pound and the United States Dollar); changes in national and local government, legislation, taxation, controls, regulations and political or economic developments in Canada and Argentina or other countries in which the Company may carry on business in the future; operating or technical difficulties in connection with exploration and development activities; risks and hazards associated with the business of mineral exploration and development (including environmental hazards or industrial accidents); risks relating to the credit worthiness or financial condition of suppliers and other parties with whom the Company does business; the presence of laws and regulations that may impose restrictions on mining, including those currently enacted in Argentina; employee relations; relationships with and claims by local communities; availability and increasing costs associated with operational inputs and labour; the speculative nature of mineral exploration and development, including the risks of obtaining necessary licenses, permits and approvals from government authorities; business opportunities that may be presented to, or pursued by, the Company; challenges to, or difficulty in maintaining, the Company's title to properties; risks relating to the Company's ability to raise funds; and the factors identified under "Risk Factors" in this MD&A.

The forward looking information contained in this MD&A are based upon assumptions management believes to be reasonable including, without limitation: financing will be available for future exploration, development and operating activities; the actual results of the Company's development and exploration activities will be favourable or at least consistent with management's expectations; operating, development and exploration costs will not exceed management's expectations; all requisite regulatory and governmental approvals for development projects and other operations will be received on a timely basis upon terms acceptable to the Company, and applicable political and economic conditions will be favourable to the Company such as the continuing support for mining by local governments in Argentina; the price of gold and/or other applicable metals and applicable interest and exchange rates will be favourable to the Company or at least consistent with management's expectations; no title disputes will exist with respect to the Company's properties; debt and equity markets and other applicable economic conditions will be favourable to the Company; the availability of equipment and qualified personnel to advance exploration projects and; the execution of the Company's existing plans and further exploration and development programs for its projects, which may change due to changes in the views of the Company or if new information arises which makes it prudent to change such plans or programs.

All forward-looking-information contained in this MD&A is given as of the date hereof and is based upon the opinions and estimates of management and information available to management as at the date hereof. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by law.

The Company

On July 24, 2019, the Company and Patagonia Gold Limited ("PGL") [formerly Patagonia Gold PLC ("PGP")] completed a reverse acquisition (or reverse takeover, the "RTO") resulting in Hunt acquiring all issued shares of common stock of PGP in exchange for common shares of Hunt on the basis of 10.76 Hunt shares for each PGP share. Hunt issued 254,355,192 common shares to the shareholders of PGP representing an ownership interest of approximately 80%. The operating name of Hunt Mining Corp. was changed to Patagonia Gold Corp.

Patagonia is a mineral exploration and production Company incorporated on January 10, 2006 under the laws of Alberta, Canada and, together with its subsidiaries, is engaged in the exploration of mineral properties and exploitation of mineral resources and mineral reserves in the Santa Cruz, Rio Negro and Chubut Provinces of Argentina.

The financial statements are presented on a consolidated basis and include the accounts of the Company, its wholly owned and majority owned subsidiary:

Corporation	Incorporation	Percentage ownership	Functional currency	Business purpose
Patagonia Gold S.A. ("PGSA")	Argentina	95	US\$	Production and Exploration Stage
Minera Minamalu S.A.	Argentina	100	US\$	Exploration Stage
Huemules S.A.	Argentina	100	US\$	Exploration Stage
Leleque Exploración S.A.	Argentina	100	US\$	Exploration Stage
Patagonia Gold Limited (formerly Patagonia Gold PLC)	UK	100	GBP\$	Holding
Minera Calcatreu S.A.U. (formerly Minera Aquiline S.A.U.)	Argentina	100	US\$	Exploration Stage
Patagonia Gold Canada Inc.	Canada	100	CAD\$	Holding
Patagonia Gold Chile S.C.M.	Chile	100	CH\$	Exploration Stage
Ganadera Patagonia S.R.L.	Argentina	100	US\$	Land Holding
1272680 B.C. Ltd (formerly 1494716 Alberta Ltd.)	Canada	100	CAD\$	Nominee Shareholder

The Company's activities include the exploration for and production of minerals from properties in Argentina. On the basis of information to date, properties where it has not yet been determined if economically recoverable reserves exist are classified as exploration-stage. Properties where economically recoverable reserves exist and are being exploited are classified as production-stage. The underlying value of the mineral properties is entirely dependent upon the existence of reserves, the ability of the Company to obtain the necessary financing to complete development and upon future profitable production or a sale of these properties.

On some properties, ongoing production and sales of gold and silver are being undertaken without established mineral resources or reserves and the Company has not established the economic viability of the operations. As a result, there is increased uncertainty and economic risks of failure associated with these production activities. Despite the sale of gold and silver, these projects remain in the exploration stage because management has not established proven or probable reserves required to be classified in either the development or production stage.

Summary of Consolidated Results of Operations

(in \$000's, except ounces and per share amounts)	Three months ended December 31,				Year ended December 31,			
	2024	2023	Change	%Change	2024	2023	Change	%Change
Operational results								
Total gold equivalent ounces – produced ⁽¹⁾	617	946	(329)	(35%)	2,810	4,498	(1,668)	(38%)
Total gold equivalent ounces – sold ⁽¹⁾	793	775	18	2%	3,705	4,290	(585)	(14%)
Financial results								
Revenue	\$ 2,046	\$ 1,473	\$ 573	39%	\$ 8,831	\$ 8,220	\$ 611	7%
Cost of sales	\$ 2,316	\$ 1,292	\$ 1,024	79%	\$ 8,614	\$ 9,902	\$ (1,288)	(13%)
Exploration expenses	\$ 609	\$ 459	\$ 150	33%	\$ 2,995	\$ 3,737	\$ (742)	(20%)
Repair and maintenance	\$ 176	\$ 195	\$ (19)	(10%)	\$ 766	\$ 724	\$ 42	6%
Depreciation, depletion and amortization	\$ 88	\$ 129	\$ (41)	(32%)	\$ 402	\$ 498	\$ (96)	(19%)
Administrative expenses	\$ 1,451	\$ 1,088	\$ 363	33%	\$ 3,723	\$ 4,867	\$ (1,144)	(24%)
Other operating expense	\$ 1,264	\$ -	\$ 1,264	-	\$ 1,264	\$ -	\$ 1,264	-
Interest expense	\$ 998	\$ 770	\$ 228	30%	\$ 3,431	\$ 2,788	\$ 643	23%
Other Income	\$ 31	\$ 647	\$ (616)	(95%)	\$ 733	\$ 5,356	\$ (4,623)	(86%)
Net income (loss)	\$ (3,790)	\$ 1,476	\$ (5,266)	357%	\$ (11,913)	\$ (6,407)	\$ (5,506)	(86%)
Net income (loss) per share – basic and diluted	\$ (0.008)	\$ 0.003	\$ (0.011)	367%	\$ (0.026)	\$ (0.014)	\$ (0.012)	(86%)

- (1) Gold equivalent ounces include silver ounces produced and sold converted to a gold equivalent based on a ratio of the average spot market price for the commodities each period. The ratio for three months ended December 31, 2024 was 84.88:1 (2023 – 85.68:1). The ratio for year ended December 31, 2024 was 84.43:1 (2023 – 82.45:1).

Three months ended December 31, 2024 and 2023

Total production decreased during the three months ended December 31, 2024 as the Company had residual heap leach operations at Cap-Oeste since February 2019, which has been declining due to the depletion in the pads from ongoing leaching. Additional material being placed on the pads has not offset the overall declining production quarter over quarter. Sources for new fresh material to increase the production are being sought.

The Company earned total revenue of \$2,046 during the three months ended December 31, 2024 compared to \$1,473 during the same period in 2023. Revenue increased due to higher average gold prices and higher gold equivalent ounces sold during the period compared to the same period in 2023.

Cost of sales were \$2,316 during the three months ended December 31, 2024 compared to \$1,292 during the same period in 2023. Cost of sales increased due to increase in production costs owing to higher inflation in Argentina which was partially offset by the devaluation of the Argentinian peso and an increase in gold equivalent ounces sold. Also, during the three months ended December 31, 2024, the net realizable value of the inventory was less than the costs incurred in establishing the gold held on carbon and the Company recorded an inventory write down of \$21 (2023 - \$Nil) under cost of sales.

The Company incurred exploration expenses of \$609 during the three months ended December 31, 2024 compared to \$459 during the same period in 2023. The increase in exploration expenses was due to an increase in costs owing to higher inflation in Argentina which was partially offset by the devaluation of the Argentinian peso.

The Company incurred repair and maintenance expense of \$176 during the three months ended December 31, 2024 compared to \$195 during the same period in 2023. The repair and maintenance expense during the period related to routine maintenance work at the Mina Martha Plant.

The Company incurred depreciation, depletion and amortization expenses of \$88 during the three months ended December 31, 2024 compared to \$129 during the same period in 2023. The decrease in depreciation, depletion and amortization expenses was due to the decrease in production and lower amortization of property, plant, and equipment as certain assets reached the end of their useful life.

The Company incurred administrative expenses of \$1,451 during the three months ended December 31, 2024 compared to \$1,088 during the same period in 2023. The increase in administrative expenses was due to higher salaries, professional fees and taxes expense owing to higher inflation in Argentina which was partially offset by the devaluation of the Argentinian peso.

The Company incurred other operating expense of \$1,264 during the three months ended December 31, 2024 compared to \$Nil during the same period in 2023. The increase in other operating expense was due to mine closure cost exceeding the provision for asset retirement obligations.

The Company incurred interest expense of \$998 during the three months ended December 31, 2024 compared to \$770 during the same period in 2023. The increase in interest expense was due to the increase in the Cantomi loan capital included in long-term debt and the increase in bank indebtedness.

As part of the Company's treasury management, the Company trades certain securities denominated in US dollar and Argentine Peso. The Company recognized a gain on disposition of these securities of \$31 during the three months ended December 31, 2024 compared to \$647 during the same period in 2023.

Net loss for the three months ended December 31, 2024 was \$3,790 compared to net profit of \$1,476 during the same period in 2023. Net loss increased for the three months ended December 31, 2024 as a result of the increase in operating, exploration and administrative expenses owing to higher inflation in Argentina which was partially offset by the devaluation of the Argentinian peso and decrease in gain on foreign exchange and gain on disposition of certain securities compared to the same period in 2023.

Year ended December 31, 2024 and 2023

Total production decreased during the year ended December 31, 2024 as the Company had residual heap leach operations at Cap-Oeste since February 2019, which has been declining due to the depletion in the pads from ongoing leaching. Additional material being placed on the pads has not offset the overall declining production quarter over quarter. Sources for new fresh material to increase the production are being sought.

The Company earned total revenue of \$8,831 during the year ended December 31, 2024 compared to \$8,220 during the same period in 2023. The increase in revenue was driven by higher metal prices, which offset the impact of lower sales volume during the period compared to the same period in 2023.

Cost of sales were \$8,614 during the year ended December 31, 2024 compared to \$9,902 during the same period in 2023. Cost of sales decreased due to a lower inventory write down of \$128 recorded under cost of sales during the year ended December 31, 2024 compared to \$1,028 during the same period in 2023, as the net realizable value of the inventory was less than the costs incurred in establishing the gold held on carbon. Additionally, during the year ended December 31, 2023 the Company recorded a loss of \$820 under cost of sales as a result of the robbery in the Company's gold room on April 17, 2023.

The Company incurred exploration expenses of \$2,995 during the year ended December 31, 2024 compared to \$3,737 during the same period in 2023. The decrease in exploration expenses is related to the overall decrease in exploration activities for the year ended December 31, 2024 compared to the same period in 2023.

The Company incurred repair and maintenance expense of \$766 during the year ended December 31, 2024 compared to \$724 during the same period in 2023. The repair and maintenance expense during the period related to routine maintenance work at the Mina Martha Plant.

The Company incurred depreciation, depletion and amortization expenses of \$402 during the year ended December 31, 2024 compared to \$498 during the same period in 2023. The decrease in depreciation, depletion and amortization expenses was due to the decrease in production and lower amortization of property, plant, and equipment as certain assets reached the end of their useful life.

The Company incurred administrative expenses of \$3,723 during the year ended December 31, 2024 compared to \$4,867 during the same period in 2023. The decrease in administrative expenses was due to termination payments made during the 2023 period as a result of restructuring efforts aimed at optimizing operational efficiency.

The Company incurred other operating expense of \$1,264 during the three months ended December 31, 2024 compared to \$Nil during the same period in 2023. The increase in other operating expense was due to mine closure cost exceeding the provision for asset retirement obligations.

The Company incurred interest expense of \$3,431 during the year ended December 31, 2024 compared to \$2,788 during the same period in 2023. The increase in interest expense was due to the increase in the Cantomi loan capital included in long-term debt and the increase in bank indebtedness.

As part of the Company's treasury management, the Company trades certain securities denominated in US dollar and Argentine Peso. The Company recognized a gain on disposition of these securities of \$733 during the year ended December 31, 2024 compared to \$5,356 during the same period in 2023.

The Company recognized a foreign exchange loss of \$143 during the year ended December 31, 2024 compared to gain of \$1,066 during the same period in 2023.

Net loss for the year ended December 31, 2024 was \$11,913 compared to \$6,407 during the same period in 2023. Net loss increased primarily due to the decrease in gain on foreign exchange and decrease in gain on disposition of certain securities compared to the same period in 2023. This was partially offset by lower operating, exploration and administrative expenses during the year ended December 2024 compared to the same period in 2023.

Cash flows for the year ended December 31, 2024 and 2023

The Company used \$5,151 of cash in operating activities for the year ended December 31, 2024 compared to \$5,738 during the same period in 2023. The decrease in cash used in operating activities during 2024 was primarily due to an increase in accounts payable and accrued liabilities and a decrease in inventory compared to 2023.

Cash used in investing activities for the year ended December 31, 2024 was \$3,071 compared to \$294 for the same period in 2023. The increase in cash used in investing activities was a result of higher purchases of property and equipment for the development of Calcatreu Project.

Cash generated from financing activities for the year ended December 31, 2024 was \$8,204 compared to \$5,555 during the same period in 2023. The increase in cash generated from financing activities was primarily due to funds received from bank lines of credit and proceeds received from existing loan facilities.

Financial Position

Cash

The Company has cash on hand of \$948 as of December 31, 2024 compared to \$185 as of December 31, 2023.

Receivables

Current receivables are \$1,565 as of December 31, 2024 compared to \$352 as of December 31, 2023. The increase in current receivables is mainly a result of the increase in VAT recoverable during the year ended December 31, 2024.

Non-current receivables are \$593 as of December 31, 2024 compared to \$332 as of December 31, 2023. The increase in non-current receivables is mainly a result of the increase in VAT recoverable during the year ended December 31, 2024.

Inventories

The Company has inventories of \$2,995 as of December 31, 2024 compared to \$4,167 as of December 31, 2023. The decrease in inventory was mainly due to lower gold held on carbon as a result of the overall declining production quarter over quarter. During the year ended December 31, 2024, the net realizable value of the inventory was less than the costs incurred in establishing the gold held on carbon and the Company recorded an inventory write down of \$128 (2023 - \$1,028).

Property, plant and equipment ("PPE")

The Company has PPE of \$10,774 as of December 31, 2024 compared to \$9,416 as of December 31, 2023. The increase in PPE was a result of the capital additions for the development of Calcatreu Project which were partially offset by the depreciation charge.

Bank indebtedness

The Company has bank indebtedness of \$2,216 as of December 31, 2024 compared to \$538 as of December 31, 2023. The increase in bank indebtedness was a result on drawing down against the existing lines of credit for operational purposes.

Accounts payable and accrued liabilities

The Company has accounts payable and accrued liabilities of \$4,310 as of December 31, 2024 compared to \$1,689 as of December 31, 2023. The increase in accounts payable and accrued liabilities was a result of higher debts to suppliers resulting from normal fluctuations in operations.

Accounts payable with related parties

The Company has accounts payable with related parties of \$227 as of December 31, 2024 compared to \$164 as of December 31, 2023. Accounts payable with related parties remained consistent during the period.

Loan payable and current portion of long-term debt

The Company has loan payable and current portion of long-term debt of \$788 as of December 31, 2024 compared to \$213 as of December 31, 2023. The increase in loan payable and current portion of long-term debt is due to financing acquired in 2024 for operational purposes.

Long term debt

The Company has non-current portion of total long-term debt of \$44,748 as of December 31, 2024 compared to \$36,259 as of December 31, 2023. The increase in long-term debt is due to increase in the loan facility which was used to fund operations and the development of Calcatreu Project.

Summary of Segmented Results of Operations

Cap-Oeste

Cap-Oeste produced a total of 2,810 gold equivalent ounces (1,796 ounces of gold and 85,212 ounces of silver) during the year ended December 31, 2024 compared to 2,987 gold equivalent ounces (1,901 ounces of gold and 91,098 ounces of silver) during the same period in 2023.

The cash costs of production for the year ended December 31, 2024 was \$2,230 per ounce¹ and \$2,260 per ounce¹ including depreciation and amortization compared to \$2,124 per ounce¹ and \$2,156 per ounce¹ during the same period in 2023. The increase in cash cost of production per ounce was due to increase in operating cost owing to higher inflation in Argentina which was partially offset by the devaluation of the Argentinian peso.

A total of 3,705 gold equivalent ounces (2,488 ounces of gold and 102,792 ounces of silver) were sold during the year ended December 31, 2024 at an average gross price of \$2,384 per ounce¹. During the same period in 2023, a total 2,880 gold equivalent ounces (1,871 ounces of gold and 83,533 ounces of silver) were sold at an average gross price of \$1,936 per ounce¹.

Cap-Oeste generated revenues of \$8,831 during the year ended December 31, 2024 compared to \$5,576 during the same period in 2023. Revenue increased due to higher average gold prices and higher gold equivalent ounces sold during the year ended December 31, 2024 compared to the same period in 2023.

Cost of sales were \$8,614 during the year ended December 31, 2024 compared to \$7,670 during the same period in 2023. The increase in cost of sales was due to higher volume of gold equivalent ounces sold and increase in production costs owing to higher inflation in Argentina which was partially offset by the devaluation of the Argentinian peso. Additionally, Cost of sales includes for the year ended December 31, 2023 a loss of \$575 due to the robbery in the Company's gold room on April 17, 2023. Also during the year ended December 31, 2024, the net realizable value of the inventory was less than the costs incurred in establishing the gold held on carbon and the Company recorded an inventory write down of \$128 (2023 - \$1,028) under cost of sales.

Depreciation, depletion and amortization expenses of \$130 were incurred during the year ended December 31, 2024 compared to \$140 during the same period in 2023.

Lomada de Leiva Project ("Lomada")

During the year ended December 31, 2024, gold and silver production ceased as Lomada commenced closure activities. No further residual production is expected. The heap leach pad is being washed to reduce cyanide levels to the required levels and closure and remedy activities are underway.

Martha and La Josefina Projects

There was no production at Martha during the year ended December 31, 2024 as the Company did not produce concentrate from Martha after April 2020. Operations at Martha remain on care and maintenance while the Company continues to explore the property.

Exploration expenses of \$494 were incurred during the year ended December 31, 2024 compared to \$1,026 during the same period in 2023.

The Company incurred repair and maintenance expense of \$766 during the year ended December 31, 2024 compared to \$724 during the same period in 2023. The repair and maintenance during the period related to maintenance work at the Mina Martha plant.

Calcatreu Project

Exploration expenses of \$543 were incurred during the year ended December 31, 2024 compared to \$524 during the same period in 2023. Exploration expenses remained consistent during the year ended December 31, 2024.

Administration expenses of \$423 were incurred during the year ended December 31, 2024 compared to \$615 during the same period in 2023. The decrease in administration expenses was due to lower professional fees, salaries and compensations during the year ended December 31, 2024.

¹ See Non-IFRS Financial Performance Measures

Argentina, Uruguay and Chile

This segment includes the results from the Company's exploration work on different projects in Argentina, the San José Project in Uruguay and general corporate activities. This segment does not generate revenues and includes costs that are not directly related to other mining properties that are reported as separate segments.

Exploration expenses of \$1,958 were incurred during the year ended December 31, 2024 compared to \$2,187 during the same period in 2023. The decrease in exploration expenses was due to less exploration activities performed during the year ended December 31, 2024 compared to the same period in 2023.

Administration expenses of \$2,519 were incurred during the year ended December 31, 2024 compared to \$3,356 during the same period in 2023. The decrease in administrative expenses was due to termination payments made during the 2023 period as a result of restructuring efforts aimed at optimizing operational efficiency.

Interest expense of \$914 was incurred during the year ended December 31, 2024 compared to \$517 during the same period in 2023. The increase in interest expense was due to the increase in bank indebtedness with Argentinian banks.

United Kingdom

This segment includes the results of Patagonia Gold Limited ("PGL") (formerly Patagonia Gold PLC) which is a holding company and does not generate any revenues.

Administration expenses of \$38 were incurred during the year ended December 31, 2024 compared to \$65 during the same period in 2023. The administrative expenses related to professional fees.

Interest expense of \$595 was incurred during the year ended December 31, 2024 compared to \$685 during the same period in 2023. The decrease in interest expense was due to a decrease in bank indebtedness balance.

North America

This segment includes the results of Patagonia Gold Corp ("PGC"), Patagonia Gold Canada Inc and 1272680 B.C. Ltd ("BC"). These entities are holding companies and do not generate any revenues.

Administration expenses of \$743 were incurred during the year ended December 31, 2024 compared to \$831 during the same period in 2023. Administration expenses are related to professional fees.

Interest expense of \$1,919 was incurred during the year ended December 31, 2024 compared to \$1,533 during the same period in 2023. The increase in interest expense was due to an increase in long-term debt balance.

Mineral Properties

The following is a summary of Patagonia Gold Corporation’s (“Patagonia” or the “Company”) operations, together with an update on exploration activities for the period to date.

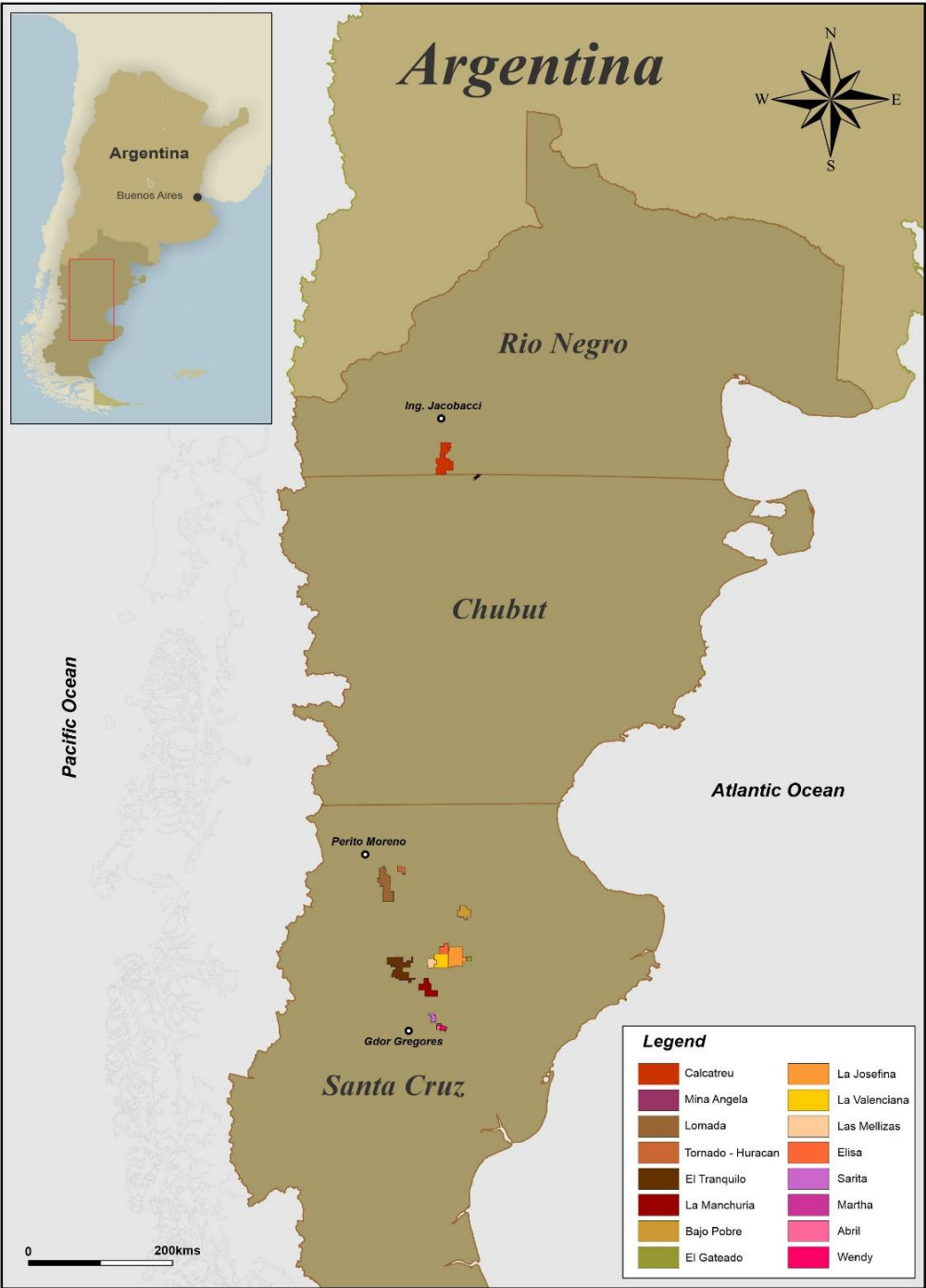


Figure 1. Location of the Company’s property groups.

Calcatreu Property

The Company's Calcatreu property is located in the south-central part of the Rio Negro province approximately 80 kilometers ("km") southwest of the town of Ingeniero ("Ing") Jacobacci (Figure 1). Calcatreu is located in the Jurassic-aged, Somuncura Massif along the NW- to SE-oriented, regional-scale Gastre Fault System; a highly prospective belt of Mesozoic-aged rocks, structures and base and precious metal mineral deposits occurring in both the provinces of Chubut and Rio Negro. The massif is similar in geologic character to the larger Deseado Massif in the province of Santa Cruz to the south. Patagonia has also recently acquired new concessions, bringing its holdings to more than 100,000 hectares ("ha") along this belt in Rio Negro Province, bordering Chubut on the north. Calcatreu is a gold and silver property acquired in January 2018 through the acquisition of Minera Aquiline Argentina SA, a subsidiary of Pan American Silver and the Company's immediate aim is to increase the existing mineral resources and advance Calcatreu to a feasibility study stage. Precious metal mineralization in the Somuncura Massif, like that on the Company's Calcatreu property, is largely epithermal in character within quartz-rich veins, vein clusters, stockworks and as disseminations. Sulfide minerals are ubiquitous in the mineral deposits as well as a suite of temporally- and spatially-related gangue minerals typical of epithermal deposits in the massif and elsewhere.

The Calcatreu deposit is a low sulfidation, epithermal gold and silver system with outcropping mineralization. An independent mineral resource estimate ("MRE") was completed by Micon International Limited of Toronto in 2004 for the Calcatreu Deposit and disclosed in an NI 43-101 technical report for Aquiline Resources Inc. Mineral resources were estimated for two vein systems on the property: Veta 49 and Nelson. In 2018, Cube Consulting Ltd. ("CUBE") of Australia prepared an updated MRE mineral resource estimate for Calcatreu, effective December 31, 2018, which consists of an indicated resource of 9.8 M tonnes grading 2.11 g/t Au and 19.83 g/t Ag (2.36 g/t gold equivalent – "AuEq") and 8.1 M tonnes of inferred grading 1.34 g/t Au and 13.09 g/t Ag (1.5 g/t AuEq); all contained within Veta 49, Nelson, Belen and Castro Sur veins. Gold equivalent values were calculated by CUBE using a metal price at a ratio of 81:25:1 Ag/Au. The changes from the previous estimate were due to a revised interpretation of prior and new data collected by the Company. The 2018 exploration work at Calcatreu consisted of property-scale geological mapping along with a pole-dipole, induced polarization and resistivity (IP/Res) geophysical survey, followed by a diamond drill program of 6,495 meters (please see the table of the Company's mineral resources herein and the respective, supporting NI 43-101 technical reports on file at www.sedarplus.ca). The updated mineral resource estimate, completed by CUBE, is tabulated herein.

In 2019, an exploration program was conducted consisting of surface work, a total of 41.28 line kilometers of pole-dipole induced polarization and resistivity ("IP/Res") geophysical survey conducted over the main Nelson targets and Castro Norte, Fiero, Sabrina and Viuda de Castro areas, and 121.5 line-kilometers of gradient array IP/Res geophysics over Nelson, Sabrina and Mariano. Subsequently, 1,687.2 line kilometers of ground magnetics surveying, covering 55.44 square kilometers, was completed covering several targets including the main V49 and Nelson. The objective of the surveys was to identify hidden, non-outcropping mineralization in dilatational jogs, blind structures and other geologic settings. Geologic mapping and sampling were completed over several targets of interest, notably Viuda de Castro, Trinidad, La Cruz, sporadic exposures of the Nelson extension, Piche, La Olvidada and Epu Peñi. The sampling yielded 254 rock chips and 81 new, sawed channels. Overall, approximately 50% of the core from the property was relogged, though totalling up to 80% in some areas such as Veta 49 and Belen.

A rotary air blast ("RAB") drilling campaign and channel (sawed) sampling commenced in early 2020 before all the activities were paused due to the COVID-19 pandemic. The activities restarted in September 2020. A total of 36 RAB holes were drilled over the main V49 vein and 6 over Piche totaling 740 and 116 meters of drilling respectively and a total of 856 samples. Trenches and saw channel: a total of 1,308.7 m and 447 samples were taken over the Epu Peñi, Fiero, La Olvidada, Nelson Sur, Piche and Viuda de Castro targets. Geophysics: A total of 1,111.57 line kilometers of ground magnetic geophysical surveying was completed over the extension of the main targets and the new Amancay area, and 18.4 line kilometers of pole-dipole IP/Res over Trinidad and Nelson Targets. In December 2020, a baseline environmental study (the "Baseline Study") began by choosing the contractors and reviewing the information generated in the past. The Baseline Study aims to contextualize the environmental state before the construction and production of the project begins.

In 2021, work on the Baseline Study continued with field work, along with drilling, surface exploration and geophysics. RAB drilling was also conducted to obtain information from near surface on the up-dip extension of mineralization in the main structures (Veta 49 and Nelson). A total of 156 holes were drilled for a total of 1,708 meters ("m") and 1,708 samples (one per meter) collected which included 15 holes in the Belen prospect (156 m), 51 holes at Nelson (528 m), 21 holes in Nelson Oeste (241 m) and 69 holes in the Vein 49 target (783 m). 146.75 m and 196 sawed channel samples have been cut in Nelson Central, Nelson W and Puesto targets. In addition, a total of 3,730.35 m of trenches and 2,223 samples have been excavated and sampled with 50% of them in Nelson and its branches aimed to understand the behavior of the veins in the southern extreme. A total of 901.5 line kilometers of ground magnetics has been surveyed over the main prospects and their southern extensions. Additionally, 31.8 line kilometers of Pole-Dipole IP/Res have been completed in several short section over the main veins and their extensions.

During 2022, a total of 1,759.4 line kilometers of ground magnetics were surveyed and 66.25 line kilometers of Pole-Dipole IP/Res over the main prospects and their extensions, eleven trenches were cut for a total of 292.5 meters and 226 samples were taken. In November

2022, several meetings were held with different stakeholders of the Ingeniero Jacobacci community which were open to the general public, including the Peñi Mapu local indigenous community. In that same month, a presentation to the Mining Chamber of Rio Negro province was made in the city of General Roca.

During 2023, geophysical surveying continued while the Company awaited the final permits from the provincial authorities. A total of 856.7 line kilometers of ground magnetics was surveyed trying to identify new exploration targets, and 11 line kilometers of Pole-Dipole IP/Res over the Mojon Grande, Mojon and Guzman targets was also completed.

During the third quarter 2024, two lines of seismic tomography and three lines of electrical tomography were surveyed in the planned heap leach pad. Thirty six (36) soil pits and six (6) diamond holes, 50 meters depth each, were drilled as part of geotechnical studies. Two (2) 50-meter deep diamond holes for water monitoring purposes are planned to be drilled.

At Calcatreu, exploration work continued during Q4 2024. A total of 6 geotechnical holes for a total of 300 metres were drilled for purposes of the heap leach pad design as well as 2 monitoring holes for a total of 100 meters were completed. In addition, 4 exploration holes for a total of 181 metres were drilled at Piche Sur. Additionally, a total of 180 linear kms of geophysics was carried out and the results are being interpreted.

On November 6, 2024, the Company was formally notified by the Rio Negro provincial authorities that the final resolution to proceed with the construction, development and production of the Calcatreu project had been issued. The Company plans a heap leach operation to produce gold and silver doré, drawing on its extensive experience with similar operations. As of the date of this MD&A the construction and development of the project is in progress.

Cap-Oeste Property

The Company's Cap-Oeste ('Capo') property is located in the El Tranquilo concession block (Figure 2), in the province of Santa Cruz, within a six kilometer long, northwest-trending, structural corridor extending from the La Pampa prospect in the northwest to the Tango prospect in the southeast. Within this trend, the Capo deposit has an identified and delineated strike extent of 1.2 kilometers. Capo has been on care and maintenance since February 2019 though residual leaching and exploration activities continue.

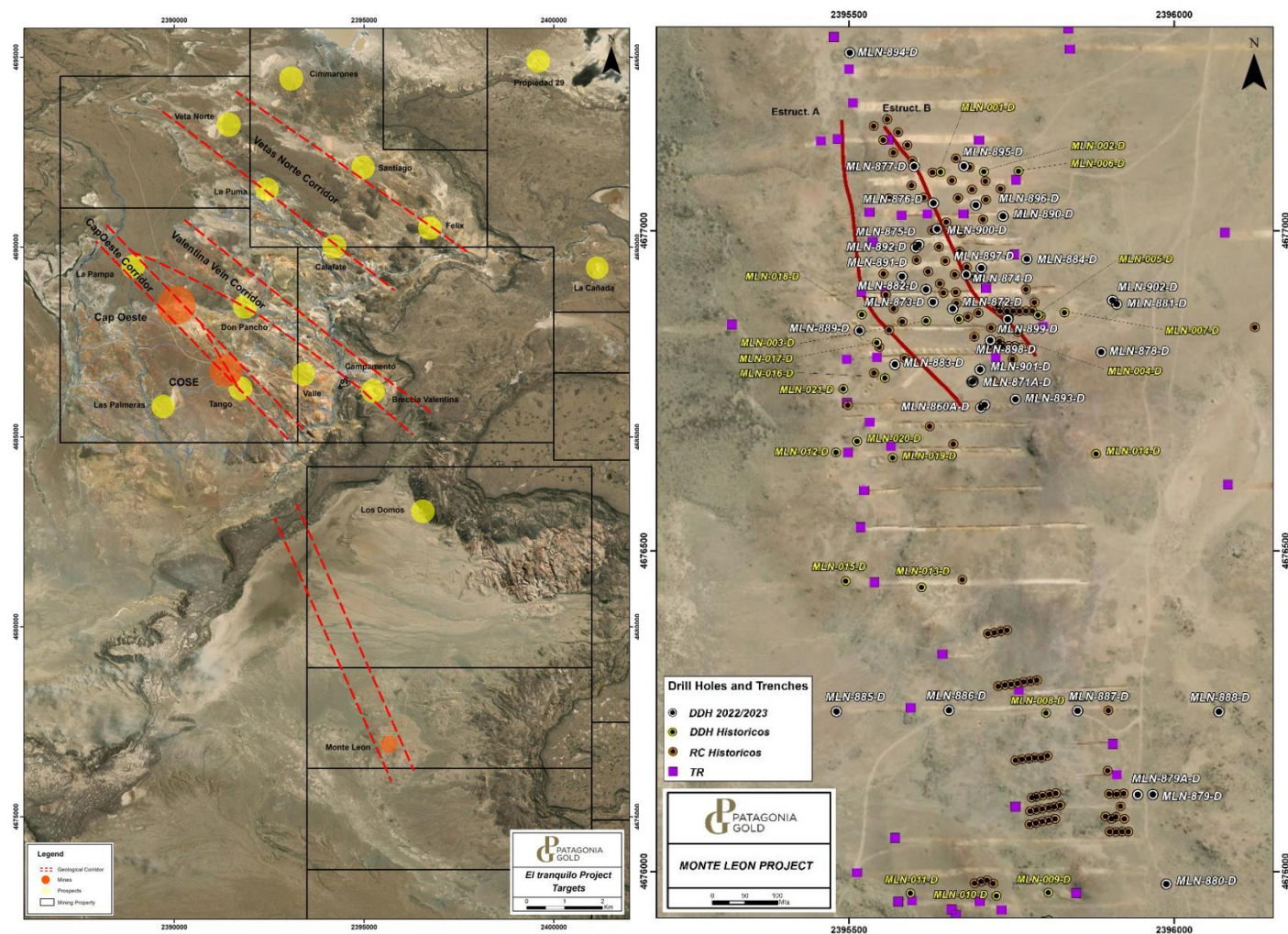


Figure 2. El Tranquilo Concession Block (left) and MLN detail (right)

The Company has initiated studies to assess the potential technical and economic extraction of a higher-grade portion of the current mineral resources as defined in the December 2019 CUBE NI 43-101 technical report on file on www.sedarplus.ca. The Company is now focused on evaluating the development of this portion, termed “COSE-Style” mineralization, of the total mineral resources by underground mining. The Company is evaluating potential construction of an underground mine in Cap-Oeste. Material processing options are being considered and may include utilizing the Company’s flotation facilities at Martha, located about 100 kilometers to the southeast of Cap-Oeste.

On November 23, 2020, the Company announced that it had received a provisional permit to proceed with development of the Cap-Oeste gold/silver mineralization. Development will focus on a higher-grade portion of the current mineral resources, which lies under and peripheral to the depleted surface mine. The intention is to mine the Cap-Oeste underground resource and transport the mineralized material approximately 100 kilometers to the Martha plant to be processed to produce a concentrate.

On March 9, 2021, the Company announced that it had received a definitive, environmental permit for underground development of Cap-Oeste. Cap-Oeste has been put on hold pending evaluation of results from the planned exploration program at Monte Leon; favorable results from which the Company believes may be synergistic with the main Cap-Oeste processing infrastructure.

During 2021, the Company focused mainly on exploring the near surface, oxide, mineral potential at Monte Leon located approximately 12 kilometers to the south of the Cap-Oeste mine. A total of 675 RAB holes were drilled for a total of 15,286.5 m and 15,245 samples. These holes were distributed across 4 targets: Calafate (10 holes), Don Pancho (29 holes), Felix (25 holes) and Monte Leon (611 holes). In addition, a total of 263 line kilometers of ground magnetics have been surveyed at La Marciana, Monte Leon prospects and the Homenaje area, the later under option from Mirasol Resources, and 27 line kilometers of pole-dipole IP/Res, in lines of approximately 2 kilometers length, at Monte Leon. The purpose of this work was to further define the size potential and, thus, new drilling targets, of

the epithermal mineralization identified with prior company work. Geological mapping and sampling over other targets was conducted in the year.

During 2022, activities were focused in mostly in the Monte Leon target, located about 12 km to the SE of Capo, with a total of 79 RAB holes (1,888 meters drilled and 1,883 samples taken), and a total of 2,033 meters of reverse circulation (“RC”) drilling in 84 holes were drilled too aimed to delineate near surface, oxidized precious metal mineralization. In addition, a total of 728.2 meters of diamond drilling were completed in the Cap-Oeste target for mineral resource model confirmation and metallurgical purposes. The Company entered into a farm-in agreement (the “Agreement”) with a private, arm’s length company operating in the Argentina mining sector (the “Partner”) for a drilling program of up to 20,000 meters on the Monte Leon target (“Monte Leon”) in the Company’s El Tranquilo block of concessions to earn up to a 50% interest in Monte Leon. The Partner will fund a core drilling program, to be conducted by the Company, divided into two phases, to define the lateral and depth extent of epithermal-style mineralization at Monte Leon. Phase 1 will consist of 8,500 meters for the Partner to earn a 20% stake in Monte Leon and will have the option to advance to Phase 2 to drill a further 11,500 meters for a total of 20,000 meters to earn an additional 30% interest in Monte Leon, for a maximum participation of 50%.

During 2023, a total of 34 diamond holes were drilled in Monte Leon for a total of 5,500.67 meters and 5,310 samples were taken as part of the agreement in 2022 aimed to define new sulfide mineral resource, plus a total of 497.63 line kilometers of ground magnetic were surveyed in Monte Leon Oeste. Results from this drilling were disclosed in a Company press release on July 13, 2023.

During the year ended December 31, 2024, a total of 9 RC holes, totaling 223 meters, were drilled in Don Pancho Prospect at El Tranquilo. The drilling was completed to gain a better understanding of the oxidized mineralization in the first 20 meters from the surface. Gold values varied from 0.005 to 4.49 g/t and Silver from 1 to 262 g/t.

The results from the drilling at Don Pancho confirmed that the prospect has insufficient resources to justify a mining operation.

The Company has reclamation and remediation obligations for the Cap-Oeste Property of \$0.67 million as of December 31, 2024.

Lomada de Leiva Property (“Lomada”)

The Lomada mine, located in the western part of the province of Santa Cruz, was closed in May 2016 while production from the ongoing leaching continues, though at a reduced output. Given that the mineralized material from the Lomada open pit mine was originally placed on the heap leach pad without crushing, the Company decided to return to Lomada to reprocess this mineralized material. However, in mid-February 2019 the Company took the decision to cease operations and proceed with the closure of Lomada. During the year ended December 31, 2020, the Company was working on re-handling material of leach pad to enhance leach solution percolation.

The Company has prepared an update to the closure plan presented to and approved by the provincial authorities in 2017. The Company received the final approval in November 2019 and started with the work of remediation at the end of 2019. The work on the remediation had been halted due to the COVID-19 pandemic. On October 8, 2020, the Company announced that it had received a preliminary Environmental Permit (“Permit”) for a restart of mining and new leaching operations at Lomada. Patagonia applied for the Permit in August 2020.

During 2024, Lomada commenced closure activities, and no further residual production is expected. The heap leach pad is being washed to reduce cyanide levels to the required levels and thereafter closure and remedy activities will commence.

Closure and remediation activities are underway and expected to be completed by May 31, 2025.

The Company has reclamation and remediation obligations for Lomada of \$0.94 million as of December 31, 2024.

Mineral Resources

Cap-Oeste (Santa Cruz, AR) – Cube Consulting Dec 2018; Notes 1 and 2							
Classification	Tonnes (K)	Average Grades (g/t)			Contained Ounces (K)		
		Gold	Silver	Gold Equivalent	Gold	Silver	Gold Equivalent
Measured	3.4	2.92	46.7	3.59	0.3	5.3	0.4
Indicated	10,554.0	2.07	63.2	2.99	704.0	21,448.0	1,013.0
Meas+Ind	10,557.4	2.07	63.2	2.99	704.3	21,453.3	1,013.4
Inferred	4,895.0	1.37	34.7	1.87	215.0	5,467.0	294.0

Calcatreu (Rio Negro, AR) – Cube Consulting Dec 2018; Notes 3 and 4							
Classification	Tonnes (K)	Average Grades (g/t)			Contained Ounces (K)		
		Gold	Silver	Gold Equivalent	Gold	Silver	Gold Equivalent
Measured							
Indicated	9,841.0	2.11	19.8	2.36	669.0	6,275.0	746.0
Meas+Ind	9,841.0	2.11	19.8	2.36	669.0	6,275.0	746.0
Inferred	8,078.0	1.34	13.1	1.50	348.0	3,399.0	390.0

La Manchuria (Santa Cruz, AR) – Micon 2019; Notes 5 and 6							
Classification	Tonnes (K)	Average Grades (g/t)			Contained Ounces (K)		
		Gold	Silver	Gold Equivalent	Gold	Silver	Gold Equivalent
Measured							
Indicated	474.0	2.59	129.0	3.53	39.5	1,969.0	53.9
Meas+Ind	474.0	2.59	129.0	3.53	39.5	1,969.0	53.9
Inferred	1,836.0	1.30	40.0	1.56	76.5	2,375.0	92.4

Notes

“K” = Thousands, “g/t” = grams per tonne

Rounding may affect sums and weighted averages

Mineral resources that are not mineral reserves have not demonstrated economic viability

100% basis; Fomicruz has a 5% interest in all Santa Cruz mineral interests.

1. Cap-Oeste 0.5 g/t AuEq cutoff
2. Cap-Oeste $AuEq = Au + (Ag \times 69.4)$
3. Calcatreu 0.5 g/t AuEq cutoff
4. Calcatreu $AuEq = Au + (Ag \times 81.25)$
5. La Manchuria 0.55 AuEq cutoff
6. La Manchuria $AuEq = (Au + Ag) / (Au \text{ price} \times 0.32151)$

Mineral resources that are not mineral reserves have not demonstrated economic and technical viability.

Please consult the individual NI43-101 technical reports on file at www.sedarplus.ca.

Exploration Update

During the first quarter of 2024, the exploration activities were concentrated on the Abril Project. A diamond drill plan aimed to test the extension of mineralization identify in previous reverse circulation (RC) drill holes is in progress. During this period, a total of 426.8 meters were drilled and 363 samples were collected (QA/QC samples not included). The assays results varied significantly, with Au (gold) values ranging from 0.005 to 4.87 grams per ton (g/t) and Silver (Ag) values ranging from 1 to 219 g/t.

During the second quarter of 2024, exploration activities were concentrated on the Abril Project where a diamond drill plan, aimed to test the extension of mineralization identified in previous reverse circulation (RC) drill holes, commenced. During this period, a total of

284.2 meters were drilled and 289 samples were collected. The assays results varied significantly, with Au (gold) values ranging from 0.005 to 0.23 grams per ton (g/t) and Silver (Ag) values ranging from 1 to 25 g/t.

On October 9, 2024 the Company, through one of its Argentinean subsidiaries, Huemules S.A., entered into a definitive agreement with Compañía Inversora de Minas SAU (“Ciminas”) acquiring four mineral properties, surrounding and consolidating the Mina Angela property block, in Chubut, and optimizes the project potential beyond the existing Mina Angela non-contiguous tenements.

On November 6, 2024 the Company was formally notified by the Rio Negro provincial authorities that the final resolution to proceed with the construction, development and production of the Calcatreu project had been issued.

At Calcatreu, exploration work continued during Q4 2024. A total of 6 geotechnical holes for a total of 300 metres were drilled for purposes of the heap leach pad design as well as 2 monitoring holes for a total of 100 meters were completed. In addition, 4 exploration holes for a total of 181 metres were drilled at Piche Sur. Additionally, a total of 180 linear kms of geophysics was carried out and the results are being interpreted.

In terms of Santa Cruz, the Company continues to explore the Valenciana project. A total of 469 kilometers of magnetometry covering an area of 3,160 ha was carried out during Q4 2024. The results are currently being interpreted. In addition, potential drill targets on Veta Principal and Sector Estancia were marked.

Homenaje and Nico

During the year ended December 31, 2021, the Company entered into definitive agreements to acquire two properties in Argentina. A definitive option agreement, dated April 15, 2021 (the “Option Agreement”), was executed with Mirasol Resources Ltd. (“Mirasol”) and Mirasol’s wholly owned subsidiary Australis S.A. (“Australis” and together with Mirasol, the “Vendors”), which granted Patagonia an option to acquire a 75% undivided, managing interest in Australis’ rights and interest in Homenaje (the “Homenaje Project”) located in Santa Cruz Province, Argentina. The Company also entered into a definitive transfer agreement dated April 15, 2021 (the “Transfer Agreement”) with the Vendors, which grants Patagonia a 100% undivided interest in and to Australis’ rights and interest in the Nico property (the “Nico Project”) located in Santa Cruz Province, Argentina. Nico was previously explored by Mirasol, while Homenaje, which is adjacent to the Company’s operations, holds targets that have yet to be drilled.

Pursuant to the Option Agreement, Patagonia had an option to earn a 75% interest in the Homenaje Project over six years upon achievement of the following (collectively, the “Earn-In Obligations”):

- an initial work program over six years of \$2.55 million in exploration expenditures, including 2,500 meters of drilling, on the Homenaje Project;
- expenditures on exploration activities with respect to the Homenaje Project (the “Exploration Expenditures”) of a minimum of \$0.4 million over the first 18-months;
- following completion of the initial Exploration Expenditures and drilling obligations due within the first 30 months, Patagonia must complete a minimum of \$0.4 million of Exploration Expenditures in any 12-month period, and a minimum of \$0.2 million of Exploration Expenditures in any six-month period; and
- a pre-feasibility study, prepared in accordance with NI 43-101 and CIM standards, for a mineral resource of not less than 300,000 ounces of gold equivalent.

Upon Patagonia completing the Earn-In Obligations, Patagonia and the Vendors would have held 75% and 25%, respectively, in a joint venture company holding the Homenaje Project. If either party’s equity interest was diluted below 10%, it would have converted to a 2% NSR royalty.

Pursuant to the terms of the Transfer Agreement, Patagonia has acquired the Vendors’ interest in the Nico Project in exchange for a 1.5% NSR royalty. If, by the end of third-year, the Nico Project has not been operated as a producing mine, or Patagonia has not produced and shipped minerals in commercial quantities (excluding bulk sampling or pilot plant operations, if any) from the Nico Project for a period of 30 consecutive days, Mirasol will have the right to regain full ownership of the Nico Project at no cost.

During 2022, new geological mapping covering all the tenements has been undertaken and a total of 771.4 line kilometers of ground magnetics were surveyed over the most prospective areas.

On June 9, 2023, the Company delivered a default notice to Mirasol under the Option Agreement entered in April 2021 in relation to the Homenaje property due to the occurrence of a default as result of the presence of archaeological remains in the main area. On July 11, 2023, the Company provided notice to Mirasol that the Agreement was terminated based on that default. On October 3, 2023, Mirasol announced that this agreement had been terminated and that Patagonia had failed to complete the exploration expenditures. While this is technically accurate, Mirasol failed to disclose that the Company delivered a default notice to Mirasol on June 9, 2023, due to the occurrence of a default as result of the presence of archaeological remains in the main area. Patagonia spent \$105 before work was suspended because of the discovery of indigenous graves. From the date when work was suspended until the date that Patagonia terminated the agreement, the relevant authorities advised that no mining activity of any kind was permitted. Patagonia respects this decision as it values indigenous heritage and would not have it compromised. The dispute with Mirasol has now been successfully resolved to the satisfaction of the Company.

On November 28, 2024, the Company notified Mirasol of its intention to abandon the Nico properties. According to the Option Agreement, Mirasol had 90 days to elect whether it wishes to have the properties returned to them. On February 28, 2025, Mirasol confirmed that they elected to have three of the fourteen properties returned. The transfer process is in process as well as the abandonment of the eleven properties Mirasol did not wish to have returned. Upon execution of the transfer process the Agreement entered into with Mirasol dated April 15, 2021 is terminated.

Mina Angela

On August 13, 2019, the Company announced an offer letter agreement with Latin Metals Inc. to acquire its Mina Angela property. Mina Angela is situated in the Somuncura Massif of southern Argentina and is comprised of 44 individual claims located approximately 50 kilometers east-southeast of Patagonia's 100% owned Calcatreu gold project. Pan American Silver's Navidad silver and base metal deposit is located 45 kilometers to the south-southeast of Mina Angela. In March 2020, Patagonia extended the period by which it must enter into the definitive agreement with a \$100 payment to Latin Metals; \$50 of which was applied to extend the period to enter into the definitive agreement and \$50 of which was a partial prepayment of the first earn-in payment to be made under the definitive agreement.

On September 15, 2020, the Company entered into the definitive option agreement with Latin Metals Inc., which grants the Company an irrevocable option to acquire a 100% interest in the Mina Angela property. Upon signing of the definitive agreement, the Company paid \$250 representing the balance of the first earn-in payment. It is expected that the Company will pay the second earn-in payment of \$250 within the next six months if it exercises the option to acquire the Mina Angela property. A further and final payment of \$500 is expected to be paid within 30 days of verification that the legal restrictions preventing development of mining activity in the Chubut Province and at the Mina Angela property have been lifted in such a manner that the Company thereafter has the ability to perform exploration and exploitation activities on the Mina Angela property. In addition, Latin Metals will be entitled to receive a 1.25% Net Smelter Return royalty from future productions, half of which can be repurchased by the Company for \$1 million.

On March 12, 2021, the Company exercised the option to acquire 100% interest in the Mina Angela property and paid the second earn-in payment of \$250.

On December 15, 2021, the legislature of the Province of Chubut passed a bill to amend the provincial mining law to enable open pit mining within a given area that comprises the Gastre and Telsen Departments. This new law regarding mining zoning was subsequently promulgated on December 16, 2021 by the Chubut Governor. This newly approved law regarding mining zoning would have enabled the Company to advance the development of 101,151 ha of its mining concessions, including Mina Angela. However, on December 20, 2021, the Chubut Governor, sent a bill to the legislature of the Province of Chubut to retract the recent amendments as a result of the violent demonstrations that occurred soon after such law was enacted. This bill, which revoked the amendments regarding mining zoning, was passed by the legislature of the Province of Chubut on December 21, 2021.

On October 9, 2024 (the "Completion Date"), the Company, through one of its Argentinean subsidiaries, Huemules S.A., entered into a definitive agreement (the "Agreement") with Compañía Inversora de Minas SAU ("Ciminas") acquiring four mineral properties, termed the "Gastrenor Block", in the Chubut Province surrounding its Mina Angela project. Under the terms of the Agreement, the Company paid Ciminas \$100 on the Completion Date. A final payment of \$300 is expected to be paid on the earlier of: (A) 18 calendar months from the date on which Chubut authorizes metal mining activity in the region, subject to that law not being repealed within said period; (B) 30 calendar days after the environmental permits to carry out exploitation mining activity on the Gastrenor Block are granted to the Company; or (C) the assignment of the Gastrenor Block by the Company to a third party, unless the assignee jointly and irrevocably assumes the payment obligation as set out in the Agreement, in which case the Company will not be required to make the final payment. Ciminas will be entitled to receive a 1% net smelter return royalty ("NSR royalty"), and a third party will be entitled to a 0.25% NSR royalty on future the entire property, including the Mina Angela project and the Gastrenor Block. With the acquisition of these four new mineral concessions totaling 15,494 hectares surrounding its Mina Angela project the Company now controls over 52,000 hectares of mineral properties in the area.

The Company is currently working on an EIA to carry out basic exploration work on the Mina Angela Property. A two year exploration work program was prepared including mapping, geophysics, geochemistry and initial drilling. No exploration work will be carried out until the EIA is submitted and approved by the corresponding authorities.

La Manchuria

In addition to its current mineral resources, stated herein, the Company's La Manchuria property is believed to be prospective for the discovery of new gold and silver mineralization. Exploration work continued with mapping and rock chip sampling over an area of approximately 2,000 hectares ("ha"). Veinlets and narrow breccia zones, indicative of hydrothermal activity, were found at the Magali zone in February 2018. Anomalous gold values were reported from the Cecilia zone. An updated NI 43-101 report for this project was completed on September 27, 2019 by Micon International and is on file at www.sedarplus.ca.

On July 8, 2024, Patagonia Gold Corp entered into a binding agreement (the "Option Agreement") with Astra Exploration Inc. ("Astra"), granting Astra the option to acquire up to a 90% undivided interest in the Company's La Manchuria property (the "Property") in Argentina. To earn this interest, Astra must spend at least \$3 million on exploration and development of the Property over four years to initially acquire an 80% interest and can acquire an additional 10% interest in the Property by making a \$5 million cash payment within two years of acquiring the initial 80% interest. If either party's interest falls below 10%, it will be converted to a 1% NSR royalty. The agreement will allow the Company to realize value from further exploration and development of the Property and permit the Company to focus on its material projects, mainly Cap Oeste and Calcatreu (see July 9, 2024 new release on www.patagonigold.com).

Astra announced that it is in the process of obtaining the EIA to commence a 2,000 meters drill program.

The Company has retained its interest over 28,200 ha of Manchuria Sur properties that are held under contract with Fomicruz. No exploration activities were undertaken on these properties during the year ended December 31, 2024.

Sarita

The Sarita Project, located in the SW part of the Deseado Massif approximately 10 kilometers northwest of the Company's Martha mine and mill, hosts a widespread system of banded, low sulfidation, gold- and silver-bearing veins, within a rhyolitic dome complex. Geologically, the area displays very similar structural and stratigraphic characteristics to Martha with Ag-rich, polymetallic, vein-hosted, intermediate sulfidation mineralization. The banded, silver- and gold-bearing quartz veins and quartz vein breccias occur within a set of NNW-SSE striking normal faults and constitute an extensive mineralized vein system, with more than 12 kilometers in total length. Precious and base metal mineralization has been recognized in quartz veins and vein breccias up to 3 meters wide at surface, composed of quartz and sulphides. Rock chips from discrete vein structures or aligned float contained anomalous gold values ranging from 0.1 to 83.4 g/t Au and from 100 to 15,444 g/t Ag, in separate samples. To date, 16 diamond drill holes have been drilled for a total of 1,754 meters targeting the vein mineralization. Geochemical results from drilling show gold and silver anomalies. Due to poor ground conditions encountered during drilling, core recovery in some of the veins was poor and Au and Ag mineralization may have not been recovered. Other exploration activities at Sarita included 7.1 line kilometers of IP/Res geophysical surveys and ground magnetics (220 hectares of grids) over different target areas.

During May 2019, a total of 82 RAB holes completing 1,818.4 meters, were drilled in the area yielding a total of 1,257 samples for geochemical analysis. In September and October 2019, a second phase of drilling was undertaken, for a total of 2,409 meters in 116 holes and 1,361 samples assayed. The RAB drilling defined several shallow, NW-oriented zones of vein-hosted mineralization; notably Veta Maria and Virginia. The Company has plans to follow-up the RAB results with core drilling.

No exploration activities were undertaken at Sarita during the year ended December 31, 2024.

Martha

The Martha Project ("Martha" or "Mina Martha") is located in the Province of Santa Cruz, Argentina. The closest community is the town of Gobernador Gregores, situated approximately 50 road kilometers to the west-southwest. The property is the site of past exploration for, and surface and underground mining and recovery of, silver and gold from epithermal veins and vein breccias, previously operated by Coeur Mining Inc. (formerly, Coeur d'Alene Mine Corp.) and Yamana Inc.

The Company acquired Martha as part of its reverse takeover ("RTO") of Hunt Mining Corporation ("Hunt") in 2019. The land package at Martha consists of approximately 7,850 ha of concessions, various buildings and facilities, surface and underground mining and support equipment, a 480 tonne per day (maximum) crushing, grinding and flotation plant, tailings facility, various stockpiles and waste dumps, employee living and cafeteria quarters, and miscellaneous physical materials. In addition, the Company has access to surface ranch ("estancia") lands surrounding the mine and mill site that are approximately 35,700 ha in size.

The property was purchased in 2016 by Cerro Cazador SA (CCSA), an Argentine subsidiary of Hunt, from an Argentine subsidiary of Coeur Mining Inc. The intent to purchase was announced February 10, 2016 and closed May 11, 2016 as disclosed by the Company on its website (www.patagoniagold.com). The processing plant at the Martha Project is anticipated to be used to process material from the future Cap-Oeste underground project, from new mining at the greater Martha Project and from the La Josefina Project. Royal Gold Inc. holds a 2% Net Smelter Return (NSR) royalty on all minerals mined from the Martha property; the obligation for which transferred from Coeur to the Company (www.royalgold.com). In addition, the provincial government holds a 3% pit-head royalty from future production.

During the first quarter of 2020, a plan for reviewing near-mine targets (less than 5 kilometers away from the mill) was defined. Those remaining targets consist of outcropping veins-veinlets and included Veta del Medio System, Noroeste, Ivana, Martha Oeste, Martha Norte, Futuro and Sugar Hill, among others. A total 77 sawed channels were cut, and after encouraging results at Veta del Medio System, a RAB drill program was carried out to test mineralization at shallow depths. A total of 80 RAB drill holes (1,622.4 m of drilling, ranging from 6 to 25 m in depth) tested several targets. Highly anomalous drill intercepts, ranging from 1 m grading 180 g/t Ag up to 3 m grading 2,566 g/t Ag (and 3.5 g/t Au), were returned from the Veta del Medio Norte.

The operations at the Martha plant continue to be on care and maintenance pending the discovery of new material to put through the plant.

No exploration activities were undertaken at Martha during the year ended December 31, 2024.

The Company has reclamation and remediation obligations for the Mina Martha property of \$1.41 million as of December 31, 2024.

La Josefina

La Josefina is situated about 450 kilometers northwest of the city of Rio Gallegos, in the Santa Cruz province of Argentina within a scarcely populated steppe-like region. The La Josefina property is large, covered by 52,800 hectares of concessions. The La Josefina Project consists of mineral rights composed by an area of 528 square kilometers established in 1994 as a Mineral Reserve held by Fomento Minero de Santa Cruz Sociedad del Estado ("Fomicruz"), the Santa Cruz Provincial mining company.

In March 2007, the Company (via a subsidiary of Hunt) acquired the exploration and development rights to the La Josefina project from Fomicruz.

In July 2007, the Company entered into an agreement (subsequently amended) with Fomicruz (the "Initial Agreement") which provides that, in the event that a positive feasibility study is completed on the La Josefina property, a Joint Venture Corporation ("JV Corporation") would be formed by the Company and Fomicruz. The Company would own 81% of the joint venture company and Fomicruz would own the remaining 19%. Fomicruz has the option to earn up to a 49% participating interest in the JV Corporation by reimbursing the Company an equivalent amount, up to 49%, of the exploration investment made by the Company. The Company had the right to buy back any increase in Fomicruz's ownership interest in the JV Corporation at a purchase price of \$200 per each percentage interest owned by Fomicruz down to its initial ownership interest of 19%. The Company could also purchase 10% of the Fomicruz's initial 19% JV Corporation ownership interest by negotiating a purchase price with Fomicruz. Under the agreement, the Company had until the end of 2019 to complete cumulative exploration expenditures of \$18 million and determine if it would enter into production on the property. At December 31, 2018, the Company had incurred approximately \$20 million and engaged discussions with Fomicruz to develop a plan for production. In October 2019, the agreement was extended until April 30, 2021 and could be extended for an additional one-year term.

An NI 43-101 compliant technical report on La Josefina, dated September 29, 2010 and prepared by UAKO Geological Consulting, is on file on www.sedarplus.ca.

The Initial Agreement was terminated by mutual consent of the Company and Fomicruz in July 2020 and the Company has renegotiated with Fomicruz new terms and conditions for the exploration and exploitation of the La Josefina and La Valenciana properties and in December 2021, both parties entered into a new exploration agreement with an exploitation option for the following three projects: the La Josefina project, the La Valenciana project and a new and unexplored property, the Abril Project (the "Projects").

The Company also entered into a net smelter returns royalty agreement, pursuant to which Fomicruz is granted a 2% royalty on the mining properties that it has already contributed to PGSA and on the Abril Project, with the exception of the La Josefina project and the La Valenciana project, where Fomicruz is granted a 5% royalty. Furthermore, the Company committed to a \$5 million investment to developing an exploration program for the Projects during a 2-year period beginning once the environmental permits for the exploration development of the Projects are obtained. As of the date of this MD&A, the environmental permits are pending approval.

During the fourth quarter of 2022, a total of 3 shallow RC drill holes were completed in the Sinter prospect, completing a total of 81 meters, designed to extend the known mineralization and help assess the potential of developing the oxide portion. The infill drill program was completed during the first quarter 2023. A total of 453 meters in 19 holes were drilled with gold values from 0.005 g/t to 18.2 g/t.

During Q4 2024, preparatory work for a geophysics campaign was undertaken and commenced during Q1 2025. The work program will cover 7 blocks totaling 4 km² of magnetometry.

La Valenciana

La Valenciana is located in the central-north portion of the Santa Cruz Province, Argentina. The project encompasses an area of approximately 29,600 ha and is contiguous with the Company's La Josefina property to the east. The La Valenciana project is comprised of 11 Manifestations of Discovery ("MDs") covering segments of Estancia Cañadón Grande, Estancia Flecha Negra, Estancia Las Vallas, Estancia La Florentina, Estancia La Valenciana and Estancia La Modesta (inactive ranches). In La Valenciana, exploration has been limited, with more than half of the surface without systematic exploration. Fomicruz carried out preliminary works defining a main vein system of low sulfidation, epithermal style, with gold and silver values and base metals. Exploration and subsequent reconnaissance sampling by CCSA added other secondary targets and structures combining a total of 5.70 kilometers mapped veins and stockworks. The limited exploration to date, alteration features and associated structures, and partial coverage by probable post-mineral units suggests that there is still a high degree of discovery potential in the mining block. A new exploration program to define mineralization includes geophysical surveys and shallow drilling in new and known target areas and an intensive prospecting and reconnaissance sampling over the Company's entire land position, is being considered. Mineral resources have not yet been defined on the La Valenciana property.

The Initial Agreement was terminated by mutual consent of the Company and Fomicruz in July 2020 and the Company has renegotiated with Fomicruz new terms and conditions for the exploration and exploitation of the La Josefina and La Valenciana properties through a private initiative filed by Patagonia Gold SA, and in December 2021 both parties entered into a new exploration agreement with an exploitation option for the following three projects: La Josefina project, La Valenciana project and a new and unexplored property, Abril (the "Projects").

The Company also entered into a net smelter returns royalty agreement, pursuant to which Fomicruz is granted a 2% royalty on the mining properties that it has already contributed to PGSA and on Abril, with the exception of La Josefina and La Valenciana, where Fomicruz is granted a 5% royalty. Furthermore, the Company committed to a \$5 million investment to developing an exploration program for the Projects during a 2-year period beginning once the environmental permits for the exploration development of the Projects are obtained. As of the date of this MD&A, the environmental permits are approved.

Starting in July of 2023, a review of the geology, geochemistry and landowner agreements commenced for the La Valenciana Project. In the third quarter of 2023, a total of 408.4 line-kilometers of ground magnetics surveying was completed over the Veta Principal and Stockwork La Valencia prospects. A total of 72 rock chip samples were collected from the Veta Principal, Campana, La Valenciana and Stockwork targets and a total of 1,098 linear kilometer of ground magnetics were surveyed over the main zone.

During the first quarter of 2024, mapping and sampling continue on La Valencia Project as well as the geophysical survey of ground magnetics and a total of 384 linear kilometers to the east of the main part of the project and 26 rock chip samples were collected.

A total of 469 kilometers of magnetometry covering an area of 3,160 ha was carried out during Q4 2024. The results are currently being interpreted. In addition, potential drill targets on Veta Principal and Sector Estancia were marked.

Abril

The Abril area covers approximately 2,000 ha that borders the Company's Martha property on the south. Abril is a part of the private initiative proposed by Patagonia Gold to Santa Cruz government and Abril is now included in the new exploration agreement with an exploitation option entered into by Patagonia Gold and Fomicruz, the Santa Cruz provincial mining company, in December 6, 2021. Approximately 386.3 line kilometers of ground magnetics have been surveyed in the area covering it completely with 50 m-spaced, N-S lines, several kilometers of veins have been mapped with epithermal textures. Sawed channel samples are planned to be cut as soon as the environmental permits are approved.

Approximately 8 line kilometers of mostly breccias and narrow veins, sheeted veins and silicified structures have been identified, with coarse-crystalline, saccharoidal and drusy quartz cavity fillings. Some of the breccias host clasts (fragments) with fresh sulfides of pyrite, arsenopyrite, stibnite and silver sulfosalt minerals. The new structures trend northwesterly and vary from near vertical to 60-65° north dip. Width of the new structures varies from 20-30 cm up to 6 m.

During 2022, a total of 53 shallow, RC holes were drilled in the Veta Cauquenes (1), Veta Condor (3), Veta del Medio (29), Veta Norte (10), Veta Oriental (7) and Veta Sur (3) targets, for a total of 1,384 meters and 1,368 samples. Silver values obtained ranged from nil to 880 g/t Ag and support follow-up drilling at Abril.

During the last quarter of 2023, a diamond drill program commenced at Abril, aimed to test the continuation of the mineralization intercepted by the RC holes and in sawed channels previously completed. In addition, two core holes, for a total of 165 meters and 148 samples, were completed.

During the first quarter of 2024, diamond drilling continued and a total of 426.8 meters were completed and 363 samples were collected. The assays results varied significantly with Au (gold) values ranging from 0.005 to 4.87 g/t and Silver (Ag) values ranging from 1 to 219 g/t.

During the second quarter of 2024, diamond drilling continued and a total of 284.2 meters were drilled in 4 holes in the Veta del Medio and Veta Nordeste prospects and 289 samples were taken from core. The assays results varied significantly with Au (gold) values ranging from 0.005 to 0.23 grams per ton (g/t) and Silver (Ag) values ranging from 1 to 25 g/t. QAQC samples were within expected parameters.

No exploration work was completed at Abril during the fourth quarter of 2024.

Bajo Pobre

The Bajo Pobre property is covered by 3,190 ha of concessions, located mainly on the Estancia (“ranch”) Bajo Pobre. The property is located 90 kilometers south of the town of Las Heras, in the province of Santa Cruz.

Short visits were carried out to the area during 2020 and a total of 16 samples were taken in two rock chip channels with no significant results.

No exploration activity has taken place at Bajo Pobre during the year ended December 31, 2024.

El Gateado

El Gateado is a 4,000 hectares exploration concession and is located in the north-central part of Santa Cruz province, contiguous to La Josefina on the east.

The Company has not yet received a formal claim notice pertaining to the El Gateado property. Should a mineral deposit be discovered, the Company has the exclusive option to file for mining rights on the property. The surface rights of the El Gateado claim are held by the following ranches (“estancias”): Estancia Los Ventisqueros, Estancia La Primavera, Estancia La Virginia and Estancia Piedra Labrada. The El Gateado claims are filed with the government under file #406.776/DPS/06.

No exploration activity was conducted at El Gateado during the year ended December 31, 2024.

Las Mellizas – La Esperanza Block

The Company acquired Newmont’s interest in the Las Mellizas and La Esperanza block in early 2019 in exchange for a 1.5% net smelter return royalty, which grants the Company a 100% undivided right and interest in these properties. This 30,000 ha area is located north and west of La Valenciana in the central part of the Deseado Massif, in Santa Cruz Province, Argentina. These early-stage exploration properties have been granted environmental exploration permits and landowners access agreements have been negotiated, allowing the development of the exploration plan which consist in conducting a new interpretation of the data provided by the former owner of these projects. Trenches and drill holes have been carried out in this epithermal vein field. Results from surface sampling are very encouraging and several structures have never been tested or mapped.

No exploration work was conducted at the Las Mellizas property during the year ended December 31, 2024.

Tornado and Huracán

The Tornado and Huracán (“Tornado”) properties are located approximately 85 kilometers southeast of the town of Perito Moreno. Tornado is located in a prospective area in the northwestern portion of the Deseado Massif. The area lies within cluster of epithermal, low sulfidation, volcanic-hosted gold and silver deposits, including the San Jose (Hochschild-McEwen) and the Cerro Negro (Newmont) mines to the northwest and southeast of Tornado, respectively.

A total of 3,600 m of RC drilling was planned for mid-2021 at Tornado. This RC drill program commenced but was suspended due to adverse winter condition and poor rock conditions encountered during drilling. One hole was completed in the Guanaco target (276 m) in early December 2021, without significant results. Later in 2022, a core drilling program commenced to complete the first phase of drilling. The first core hole, 392 m in length, was completed in the El Camino Target in late December. An oxidized, hydrothermal breccia was intersected in the first core hole. Drilling continued into 2022 and intersected precious metal mineralization up to 8.8 meters drill with grading 0.59 g/t Au (see May 2022 new release on www.patagoniagold.com).

No exploration work was conducted at Tornado-Huracán during the year ended December 31, 2024.

On April 1, 2025, the Company entered into a binding agreement (the "Option Agreement") with Oroplata S.A., an Argentinean subsidiary of Newmont Corporation ("Newmont"). The Option Agreement grants Newmont the option to acquire 100% undivided interest in the Company's Tornado and Huracan gold and silver properties, including a separate exploration concession named "El Diablo" (collectively the "Properties") in Argentina in return for making aggregate cash payments of \$1.5 million ("Option Price") over a six (6) year period ("Option Term").

Newmont can exercise the Option and acquire the Properties at any time during the Option Term by making a \$1 million payment to the Company, paying any outstanding amount of the Option Price and granting a net smelter returns ("NSR") royalty to the Company, derived from all future production from the Properties, based on the following applicable percentage of NSR: (i) 1%, if the gold price is less than \$1,499; (ii) 1.5%, if the gold price is between \$1,500 and \$2,999; and (iii) 2%, if the gold price is above \$3,000.

Wendy

The Wendy project is a 5,213 ha block of tenements located to the west of the Mina Martha project and the Abril project, this block lies in a regional-scale NW-trending, mineralized corridor, extending from Martha to Manantial Espejo (Pan American Silver). The geology of the area is dominated by porphyritic andesite of the Bajo Pobre formation and minor pyroclastic rock - both hosting NW-trending quartz and calcite veins.

No exploration work was conducted during the year ended December 31, 2024.

Selected Annual Information

The following selected financial data for the Company's most recently completed financial periods are derived from the audited consolidated financial statements of the Company.

	As at and for the Year Ended December 31, 2024 (\$'000)	As at and for the Year Ended December 31, 2023 (\$'000)	As at and for the Year Ended December 31, 2022 (\$'000)
Revenue	8,831	8,220	12,340
Net loss for the year	(11,913)	(6,407)	(4,328)
Comprehensive loss for the year	(12,175)	(5,681)	(5,245)
Current Assets	5,508	4,704	6,905
Non-current assets	45,451	44,870	47,389
Current Liabilities	9,890	2,604	15,569
Non-current liabilities	46,001	39,710	25,925
Working Capital (Deficit)	(4,382)	2,100	(8,664)
Share Capital	11,221	11,250	11,244
Shareholders' Equity (Deficit)	(4,932)	7,260	12,800

Selected Quarterly Information

The following table shows selected financial information related to the results of the Company's most recent periods.

Fiscal Year For the quarters	2024				2023			
	Dec	Sep	Jun	Mar	Dec	Sep	Jun	Mar
	\$'000							
Revenues	2,046	2,357	2,622	1,806	1,473	3,321	380	3,046
Net income (loss) for the period	(3,790)	(2,982)	(2,865)	(2,276)	1,476	(2,204)	(3,060)	(2,619)
Comprehensive Income (Loss) for the period	(4,378)	(2,512)	(2,867)	(2,418)	1,997	(2,551)	(2,707)	(2,420)
Income (Loss) per share, basic and diluted	(0.009)	(0.006)	(0.006)	(0.005)	0.003	(0.005)	(0.006)	(0.006)

The Company's results over the past several quarters have been driven primarily by fluctuations in the gold price, input costs and changes in gold equivalent ounces produced. In addition, the Company is also affected by fluctuations in the price of silver and foreign exchange rates.

Liquidity and Capital Resources

As of December 31, 2024, the Company had working capital deficit of \$4,382 (December 31, 2023 – working capital surplus of \$2,100). The decrease in the working capital surplus is a result of increase in bank indebtedness and account payables and accrued liabilities and decrease in inventory.

The Company's capital management objectives are:

- to ensure the Company's ability to continue as a going concern;
- to fund projects from raising capital from equity placements rather than long-term borrowings;
- to increase the value of the assets of the business; and
- to provide an adequate return to shareholders in the future when new or existing exploration assets are taken into production.

These objectives will be achieved by maintaining and adding value to existing extraction projects and identifying new exploration projects, adding value to these projects and ultimately taking them through to production and cash flow, either with partners or by the Company's means.

The Company sets the amount of capital in proportion to its overall financing structure (i.e. equity and financial liabilities). The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

The Company has access to a \$40,000 loan facility with an interest rate of 7.5% that will be utilized to fund the Company's activities going forward, while the review of the Cap-Oeste underground option is ongoing together with the Feasibility Study of its flagship Calcatreu project. The loan matures on December 31, 2026. As of December 31, 2024, there is \$40,588 (December 31, 2023 - \$36,259) of principal and interest owing under the loan facility. Subsequent to the year ended December 31, 2024, on February 14, 2025, the loan facility was amended to increase the maximum amount of the loan to \$45,000. Other than this amendment, all other terms of the loan facility remain unchanged. On April 21, 2025, the loan facility was amended to increase the maximum amount of the loan to \$50,000. Other than these changes, all other terms of the loan facility remain unchanged.

Off-balance sheet arrangements

As of December 31, 2024, the Company had no material off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to us.

Proposed Transactions

There are no proposed material transactions as of the date of this MD&A. However, as is typical of the mineral exploration and development industry, management continually reviews potential merger, acquisition, investment, and joint venture transactions and opportunities that could enhance shareholder value. There is no guarantee that any contemplated transaction will be concluded.

Transactions Between Related Parties

Key management personnel include the members of the Board of Directors and executive officers of the Company. Related party transactions and balances not disclosed elsewhere in the consolidated financial statements are as follows:

Name and Principal Position							
	Remuneration, fees or interest expense	Loans or Advances	Remuneration, fees, or interest payments	Loan payments	Included in Accounts Payable	Included in Loan Payable and Long-term debt	
	Year ended December 31, 2024 and 2023					As at December 31, 2024 and 2023	
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	
A company controlled by a director	2024	63	-	-	-	221	-
- admin, office, and interest expenses	2023	63	-	134	-	158	-
Directors	2024	399	-	399	-	6	-
- salaries and wages	2023	474	-	524	-	6	-

As at December 31, 2024, the Company has \$227 (December 31, 2023 - \$164) in accounts payable owing to related parties which relate primarily to directors' fees and office rent. The accounts payable owing to related parties are non-interest bearing and due on demand.

Management Compensation

The remuneration of Directors and Officers of the Company was as follows:

	Year ended December 31,	
	2024	2023
Salaries and benefits	\$ 375	\$ 450
Director's fees	24	24
Share-based compensation	9	77
	<u>\$ 408</u>	<u>\$ 551</u>

Financial Instruments

The Company's financial instruments consist of cash, receivables, other financial assets, bank indebtedness, accounts payable and accrued liabilities, loan payable, and long-term debt.

The Company characterizes inputs used in determining fair value using a hierarchy that prioritizes inputs depending on the degree to which they are observable. The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value. The three levels of the fair value hierarchy are as follows:

- Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis.
- Level 2: inputs, other than quoted prices, that are observable, either directly or indirectly. Level 2 valuations are based on inputs, including quoted forward prices for commodities, market interest rates, and volatility factors, which can be observed or corroborated in the marketplace.
- Level 3: inputs are less observable, unavoidable or where the observable data does not support the majority of the instruments' fair value.

Fair value

As at December 31, 2024, there were no changes in the levels in comparison to December 31, 2023. The fair values of financial instruments are summarized as follows:

	December 31, 2024		December 31, 2023	
	Carrying amount	Fair value	Carrying amount	Fair value
	\$'000	\$'000	\$'000	\$'000
Financial assets				
<i>Amortized cost</i>				
Cash	948	948	185	185
Receivables and other receivable ¹	869	869	421	421
<i>Fair value through other comprehensive income</i>				
Other financial assets (Level 1)	2	2	2	2
Financial liabilities				
<i>Amortized cost</i>				
Bank indebtedness	2,216	2,216	538	538
Accounts payable and accrued liabilities	4,537	4,537	1,853	1,853
Loan payable and current portion of long-term debt	788	788	213	213
Long-term debt	44,748	44,748	36,259	36,259

¹ Amounts exclude value added tax ("VAT") recoverable of \$1,289 and \$263 as December 31, 2024 and 2023.

Other financial assets are measured based on Level 1 inputs of the fair value hierarchy on a recurring basis.

The carrying value of receivables, other receivable, accounts payable and accrued liabilities and bank indebtedness approximate their fair value because of the short-term nature of these instruments. The Company assessed that there were no indicators of impairment for the financial assets.

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and accounts receivable. The Company places its cash with high quality financial institutions and limits the amount of credit exposure with any one institution. Receivables consist of trade receivables and VAT recoverable and are not considered subject to significant risk, because the amounts are due from a government and a customer who is considered credit worthy.

Market Risk

Market risk is the risk that the fair value or cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk reflects interest rate risk and currency risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk with regards to its bank indebtedness which is comprised of lines of credits at variable interest rates. To the extent that changes in the prevailing market interest rates differ from the interest rates on the Company's monetary liabilities, the Company is exposed to interest rate price risk.

Currency Risk

Currency risk is the risk to the Company's earnings that arises from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk.

As at December 31, 2024, the Company had financial assets and liabilities denominated in the following foreign currencies:

	CAD	AR\$	USD	GBP
Cash	\$ 4	\$ 49	\$ 895	\$ -
Other working capital (deficit) items – net	(131)	(5,975)	(774)	(19)
Non-current financial assets	-	227	-	2
Non-current financial liabilities	-	-	(44,748)	-
	(127)	(5,699)	(44,627)	(17)

As at December 31, 2024, a 10% increase in the USD/CAD exchange rate will result in a decrease in net loss of \$12 and a 10% decrease in the USD/CAD exchange rate will result in increase in net loss of \$14.

As at December 31, 2024, a 10% increase in the USD/AR\$ exchange rate will result in a decrease in net loss of \$518 and a 10% decrease in the USD/CAD exchange rate will result in increase in net loss of \$633.

Credit Risk

Credit risk arises from the potential that counterparties will fail to satisfy their obligations as they come due. Credit risk is managed by dealing with parties that the Company believes to be creditworthy and by actively monitoring credit exposure and the financial health of the parties.

The Company currently maintains a substantial portion of its day-to-day operating cash balances at financial institutions. As at December 31, 2024, the Company had total cash balances of \$948 (December 31, 2023 - \$185) at financial institutions, where \$Nil (December 31, 2023 - \$Nil) is in excess of federally insured limits.

Liquidity Risk

Liquidity risk refers to the risk that the Company will not be able to meet its financial obligations when they become due. The Company's management is responsible for reviewing liquidity resources to ensure funds are readily available to meet its financial obligations as they come due, as well as ensuring adequate funds exist to support business strategies and operations growth. As at December 31, 2024, the Company had current assets of \$5,508 (December 31, 2023 - \$4,704) to settle current liabilities of \$9,890 (December 31, 2023 - \$2,604).

The contractual obligations of the Company's liabilities are as follows:

As of December 31, 2024

	Payments Due by Period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Bank indebtedness	2,216	2,216	-	-	-
Accounts payable and accrued liabilities	4,310	4,310	-	-	-
Accounts payable with related parties	227	227	-	-	-
Loan payable and current portion of long-term debt	788	788	-	-	-
Long-term debt	44,748	-	44,748	-	-
Reclamation and remediation obligations	3,304	2,349	-	955	-
Total	55,593	9,890	44,748	955	-

Concentration risk

The Company has concentrations of credit risk with respect to its trade receivables, the majority of which are concentrated internationally amongst a small number of customers. As at December 31, 2024 and 2023, the Company had two (2) customers that make up the entire balance of the trade receivables. The Company controls credit risk through monitoring procedures, and by performing credit evaluations of its customers, but generally does not require collateral to secure accounts receivable.

Commodity Price Risk

The Company's revenues and net loss are sensitive to metal prices. Changes in the market price of gold and silver may be attributed to factors such as demand, global mine production levels, central bank purchases and sales and investor sentiment. The Company does not use derivative financial instruments to hedge the price risk of gold and silver.

Disclosure of Outstanding Share Data

Debt Settlement

During the year ended December 31, 2023 the Company issued 4,495,049 common shares to certain former directors of the Company to settle a total of \$50 of director fees payable for the period from September 2020 to October 2022.

Normal Course Issuer Bid ("NCIB")

On November 28, 2022, the Company announced that it has received approval from the TSXV of its Notice of Intention to Make a NCIB. Under the NCIB, the Company may purchase for cancellation up to 10,000,000 common shares (the "Shares") (representing approximately 2% of its 466,566,441 issued and outstanding common shares as of November 25, 2022 over a twelve (12) month period commencing on December 2, 2022.

On December 7, 2023, the Company announced that it has received approval from the TSXV of its Notice of Intention to Make a NCIB. Under the NCIB, the Company may purchase for cancellation up to 15,000,000 common shares (the "Shares") (representing approximately 3.2% of its 469,069,490 issued and outstanding common shares as of November 27, 2023 over a twelve (12) month period commencing on December 11, 2023.

During the year ended December 31, 2023 the Company repurchased 4,379,000 common shares under the NCIB for \$44 at an average price of CAD 0.014 per share.

During the year ended December 31, 2024, the Company repurchased 1,631,000 common shares under the NCIB for \$29 at an average price of CAD 0.024 per share.

As of the date of this MD&A, the Company had 465,051,490 common shares.

Stock options

As of the date of this MD&A, the following stock options were outstanding:

Exercise price (CAD)	Options vested	Options unvested	Total outstanding	Expiry date
\$0.160	5,100,000	-	5,100,000	August 13, 2025
\$0.035	-	15,300,000	15,300,000	December 13, 2029

Warrants

On March 10, 2024, 104,086,063 warrants, with an exercise price of CAD 0.13, expired unexercised. As of the date of this MD&A, there are no warrants outstanding.

Agent compensation options

On March 10, 2024, 2,509,586 agent compensation options, with an exercise price of CAD 0.09, expired unexercised. As of the date of this MD&A, there are no agent compensation options outstanding.

Material Accounting Policies, and critical Judgments and Estimates

The accounting policies that we follow are set in note 4 of the accompanying financial statements. These accounting policies conform to accounting principles of IFRS and have been consistently applied in the preparation of the financial statements.

New accounting standards issued effective January 1, 2024

Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)

The IASB has published *Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)* which clarifies the guidance on whether a liability should be classified as either current or non-current. The amendments:

- clarify that the classification of liabilities as current or non-current should only be based on rights that are in place “at the end of the reporting period”.
- clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability.
- make clear that settlement includes transfers to the counterparty of cash, equity instruments, other assets or services that result in extinguishment of the liability.

This amendment is effective for annual periods beginning on or after January 1, 2024. The Company adopted the amendment effective January 1, 2024, which did not have a material impact on the Company’s financial statements.

Future accounting standards issued but not yet adopted

IFRS 18 Presentation and disclosure in financial statements ("IFRS 18")

In April 2024, the IASB issued IFRS 18 which replaces IAS 1. IFRS 18 introduces new requirements to improve the reporting of financial performance and give investors a better basis for analyzing and comparing companies. Specifically, it introduces:

- three defined categories for income and expenses (operating, investing and financing) and requires companies to provide new defined subtotals, including operating profit;
- enhanced transparency of management-defined performance measures requiring companies to disclose explanations of those company-specific measures related to the statement of income; and
- enhanced guidance on how companies group information in the financial statements, including guidance on whether information is included in the financial statements or is included in the notes.

IFRS 18 is effective for annual reporting periods beginning on or after January 1, 2027, with early adoption permitted. The Company is assessing the potential impact of this new standard.

Significant judgments

Preparation of the consolidated financial statements requires management to make judgments in applying the Company’s accounting policies. Judgments that have the most significant effect on the amounts recognized in these consolidated financial statements relate to functional currency, income taxes, impairment of mineral properties and provisions and reclamation and closure cost obligations. These judgments have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Functional currency

Management determines the functional currency for each entity. This requires that management assess the primary economic environment in which each of these entities operates. Management’s determination of functional currencies affects how the Company translates foreign currency balances and transactions. Determination includes an assessment of various indicators. In determining the functional currency of the Company’s operations in Canada (Canadian dollar), UK (British Pound) and Argentina (U.S. dollar), management considered the indicators of IAS 21 The Effects of Changes in Foreign Exchange.

Income taxes and taxes receivable

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain and subject to judgment. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company’s current understanding of the tax law in the various jurisdictions in which it operates. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

The Company has receivables due from the Argentinean government for value-added taxes. Significant estimates and judgments are involved in the assessment of recoverability of these receivables. Changes in management's impairment assumptions may result in an additional impairment provision, or a reduction to any previously recorded impairment provision, with the impact recorded in profit or loss.

The Company has accrued deferred income tax assets but may not be able to utilize part or all of these assets in the future. The Company only recognizes the expected future tax benefit from these assets if it is considered more likely than not that the tax benefit will be realized. Otherwise, a valuation allowance is applied against deferred tax assets that are not more likely than not to be utilized. Assessing the recoverability of deferred tax assets requires management to make significant estimates related to expectations of future taxable income, including application of existing tax laws in each jurisdiction, assumptions about future metals prices, the macroeconomic environment and results of the Company's operations. To the extent that future cash flows and taxable income differ significantly from estimates, the Company's ability to realize deferred tax assets could be impacted. Additionally, future changes in tax laws could limit the ability to obtain the future benefits represented by the deferred tax assets.

Impairment of mineral properties

The Company is required to make certain judgments in assessing indicators of impairment of mineral properties. Judgment is required to determine if the right to explore will expire in the near future or is not expected to be renewed. Judgment is required to determine whether substantive expenditures on further exploration for and evaluation of mineral resources in specific areas will not be planned or budgeted. Judgment is required to determine if the exploration for and evaluation of mineral resources in specific areas have not led to the commercially viable quantities of mineral resources and the Company will discontinue such activities. Judgment is required to determine whether there are indications that the carrying amount of a mineral property is unlikely to be recovered in full from successful development of the project or by sale.

Use of estimates

Our discussion and analysis of results of operations and financial condition are based upon the annual audited financial statements, which have been prepared in accordance with IFRS Accounting Standards. The preparation of the financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We evaluate our estimates on an ongoing basis, including those related to provisions for uncollectible receivables, mineral reserves, inventories, reclamation and remediation obligations, valuation of intangible assets and contingencies and litigation. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

The more significant areas requiring the use of management estimates and assumptions relate to mineral reserves, share-based payments, warrants, impairment of goodwill, provisions, and inventories. These estimates have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

The Company is also exposed to legal risk. The outcome of currently pending and future proceedings cannot be predicted with certainty. Thus, an adverse decision in a lawsuit could result in additional costs that are not covered, either wholly or partly, under insurance policies and that could significantly influence the business and results of operations.

Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Mineral reserves

The Company uses estimates and assumptions related to mineral reserves that are the basis for future cash flow estimates utilized in impairment calculations and units-of production amortization calculations, environmental, reclamation and closure obligations and estimates of recoverable silver and gold in inventories. The Company relies on their technical personnel and independent mining consultants to determine the estimates of mineral reserves. Mineral reserve estimates are based upon engineering evaluations of samplings of drill holes and other openings.

Share-based payments

The Company determines fair value of stock options issued using the Black-Scholes option-pricing model which requires the input of highly subjective assumptions. These assumptions include estimating the future volatility of the stock price, risk-free rate and future

employee turnover rates. While management believes that the estimates and assumptions are reasonable, actual results could differ from those estimates.

Warrants

The Company determines fair value of warrants issued using the Black-Scholes option-pricing model which requires the input of highly subjective assumptions. These assumptions include estimating the future volatility of the stock price. While management believes that the estimates and assumptions are reasonable, actual results could differ from those estimates.

Impairment of goodwill

When completing an impairment test for goodwill, the Company calculates the estimated recoverable amount of CGUs, which requires management to make estimates and assumptions with respect to items such as future production levels, future operating and capital costs, long-term commodity prices, future foreign exchange rates, discount rates, amounts of recoverable reserves, mineral resources and exploration potential and closure and environmental remediation costs. These estimates and assumptions are subject to risk and uncertainty, particularly in circumstances where there is limited operating history. Therefore, there is a possibility that changes in circumstances will have an impact on these projections, which may impact the recoverable amount of CGUs. Accordingly, it is possible that some or the entire carrying amount of goodwill may be impaired with the impact recognized in the consolidated statements of loss and comprehensive loss.

Provisions

The Company assesses its provision for reclamation and remediation obligations on an annual basis or when new material information becomes available. Mining and exploration activities are subject to various laws and regulations governing the protection of the environment. In general, these laws and regulations are continually changing and the Company has made, and intends to make in the future, expenditures to comply with such laws and regulations. Accounting for reclamation and remediation obligations requires management to make estimates of the future costs the Company will incur to complete the reclamation and remediation work required to comply with existing laws and regulations at each mining operation. Actual costs incurred may differ from those amounts estimated. Also, future changes to environmental laws and regulations could increase the extent of reclamation and remediation work required to be performed by the Company. Increases in future costs could materially impact the amounts charged to operations for reclamation and remediation. The provision represents management's best estimate of the present value of the future reclamation and remediation obligation. The actual future expenditures may differ from the amounts currently provided.

Inventories

The measurement of inventories including the determination of its net realizable value involves the use of estimates. Net realizable value is determined with reference to relevant market prices less applicable selling expenses. Estimation is also required in determining the tonnage, recoverable gold and silver, and in determining the remaining costs of completion to bring inventory into its saleable form. Judgment also exists in determining whether to recognize a provision for obsolescence on materials and supplies included in inventories, and estimates are required to determine salvage value. Estimates of recoverable gold or silver on the leach pads are calculated from the quantities of ore placed on the leach pads, the grade of ore placed on the leach pads and a recovery percentage.

Non-IFRS Financial Performance Measures

Non-IFRS financial measures are intended to provide additional information only and do not have any standard meaning prescribed by generally accepted accounting principles. Unless otherwise noted, we present the Non-IFRS financial measures of our continuing operations in the tables below.

Cash Costs

The Company uses cash costs to evaluate the Company's current operating performance. We believe these measures assist in understanding the costs associated with producing gold and silver, assessing our operating performance and ability to generate free cash flow from operations and sustaining production. These measures may not be indicative of operating profit or cash flow from operations as determined under IFRS Accounting Standards. The Company believes that allocating cash costs to gold and silver based on gold and silver metal sales relative to total metal sales best allows the Company and other stakeholders to evaluate the operating performance of the Company.

Year ended December 31, 2024 (in \$'000, except ounces and per unit amounts)

	Cap-Oeste	Lomada de Leiva
Cost of sales	\$ 8,614	\$ -
Less: Inventory write down	(128)	-
Less: Depreciation	(1,390)	-
Add/(Less): Other charges and timing differences ⁽¹⁾	(830)	-
Cash costs	\$ 6,266	\$ -
Add: Depreciation ⁽²⁾	84	-
Cash costs and depreciation	\$ 6,350	\$ -
Ounces produced	2,810	-
Cash costs per ounce	\$ 2,230	\$ -
Cash costs and depreciation per ounce	\$ 2,260	\$ -

(1) These costs include expenses such as royalties, export and refinery costs, and other charges that the Company does not include in cash costs. In addition, these amounts include timing differences related to accrual basis of accounting that the Company excludes from the non-IFRS measure in order to measure the cash costs.

(2) Depreciation is related to the plant, machinery, equipment and vehicles.

Year ended December 31, 2023 (in \$'000, except ounces and per unit amounts)

	Cap-Oeste	Lomada de Leiva
Cost of sales	\$ 7,670	\$ 2,232
Less: Inventory write down	(1,028)	-
Loss due to theft	(575)	(245)
Less: Depreciation	(405)	(158)
Add/(Less): Other charges and timing differences ⁽¹⁾	682	315
Cash costs	\$ 6,344	\$ 2,144
Add: Depreciation ⁽²⁾	96	51
Cash costs and depreciation	\$ 6,440	\$ 2,195
Ounces produced	2,987	1,511
Cash costs per ounce	\$ 2,124	\$ 1,419
Cash costs and depreciation per ounce	\$ 2,156	\$ 1,453

(1) These costs include expenses such as royalties, export and refinery costs, and other charges that the Company does not include in cash costs. In addition, these amounts include timing differences related to accrual basis of accounting that the Company excludes from the non-IFRS measure in order to measure the cash costs.

(2) Depreciation is related to the plant, machinery, equipment and vehicles.

Average gross price per ounce sold

Average gross price per ounce sold is calculated by dividing the revenue for the relevant year by the ounces sold.

Year ended December 31, 2024 (in \$'000, except ounces and per unit amounts)

	Cap-Oeste	Lomada de Leiva
Revenue	\$ 8,831	\$ -
Ounces sold	3,705	-
Average gross price per ounce sold	\$ 2,384	\$ -

Year ended December 31, 2023 (in \$'000, except ounces and per unit amounts)

	Cap-Oeste	Lomada de Leiva
Revenue	\$ 5,576	\$ 2,644
Ounces sold	2,880	1,410
Average gross price per ounce sold	\$ 1,936	\$ 1,875

Subsequent Events

Subsequent to the year ended December 31, 2024, the following events occurred:

- a) On April 13, 2025, the Company entered into an investment agreement (the “Investment Agreement”) with Black River Mine Inc. (the “Investor”) through its wholly-owned subsidiary, Patagonia Gold Canada Inc. (“PG Canada”), pursuant to which the Investor has agreed to invest up to \$40 million (the “Financing”) to support the development of the Company’s flagship Calcatreu Project (the “Project”) in Rio Negro, Argentina.

Under the terms of the Investment Agreement, the Investor will acquire up to 40 million preferred shares (“Preferred Shares”) of PG Canada, which holds the Project through Minera Calcatreu S.A.U. The Investor will receive Preferred

Shares representing 40% of the PG Canada share structure. As a result, Patagonia will continue to control the Project through its resulting 60% interest in PG Canada. The Preferred Shares will be issued at a price of \$1.00 per share, resulting in total gross proceeds up to \$40 million. The Investor is also entitled to certain distributions under the terms of the Investment Agreement. Completion of the Financing remains subject to customary conditions including, but not limited to, shareholder approval and final approval of the TSX Venture Exchange.

For additional information, see the press release dated April 14, 2025 and the related documents filed under the Company's issuer profile on SEDAR+ at www.sedarplus.ca.

- b) Refer to pages 11, 16, 21 and 22 for other subsequent event transactions.

Risk Factors

The Company is engaged in exploring and developing mining projects and as such, it is exposed to a number of risks and uncertainties that affect similar companies that carry out activities in the same industry. Some of these possible risks include:

Exploration risks

Resource exploration, development and operations are highly speculative, characterized by a number of significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral reserves but from finding mineral reserves which, though present, are insufficient in quantity and quality to return a profit from production. Few properties that are explored are ultimately developed into production. The majority of exploration companies fail to ever locate an economic deposit. Substantial expenditures are required to establish mineral reserves. No assurance can be given that minerals will be discovered in sufficient grade or quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. Whether an exploration property will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices, which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, and environmental protection. The exact effect of these factors cannot accurately be predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital or not obtaining the required capital to develop any project. The Company will evaluate the political and economic environment in considering any properties for acquisition. There can be no assurance that significant restrictions will not be placed on the exploration areas and any other properties the Company may acquire or its operations. Such restrictions may have a material adverse effect on the Company's business and results of operation.

Ability to exploit current and future discoveries

It may not always be possible for the Company to participate in the exploitation of successful discoveries. Such exploitation may involve the need to obtain licences or clearances from the relevant authorities, which may not be available on a timely basis or may require conditions to be satisfied and/or the exercise of discretion by such authorities. It may or may not be possible for such conditions to be satisfied, and such conditions may prove uneconomic or not practical. Furthermore, the decision to proceed to further exploration may require the participation of other companies whose interests and objectives may not be consistent with those of the Company. Such further exploitation may also require the Company to meet or commit to financial obligations which it may not have anticipated or may not be able to commit to due to a lack of funds or an inability to raise funds.

Political instability, sovereign and regulatory risk

The Company's mineral exploration activities and future project development could be affected in varying degrees by political instability and changes in government regulation relating to foreign investment and the mining business, including expropriation. Operations may also be affected in varying degrees by possible terrorism, military conflict, crime, fluctuations in currency rates and high inflation. In addition, from time to time, governments may nationalize private businesses, including mining companies. There can be no assurance that the governments of countries where the Company or its affiliates operate or the governments with whom the Company works will not nationalize mining companies and their assets in the future or impose burdensome obligations or restrictions. There can also be no assurance that foreign governments will not impose burdensome obligations or restrictions on the Company, the Company's affiliates or their projects, or will not put in place exploitation regulations in a timely manner or on commercial terms sufficiently attractive to the Company to enable development of its projects.

Environmental risk and hazards

There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Governmental approvals and permits are currently and may in future be required in connection with the Company's operations. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from 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 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 and regulations.

Commodities Price Risk

The profitability of mining operations is significantly affected by changes in the market price of metals and the cost of power, petroleum fuels and oil. The level of interest rates, the rate of inflation, world supply of metals and stability of exchange rates can all cause significant fluctuations in base metal, precious metal, chemical reagent and oil prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The price of gold, silver and other minerals, and oil has fluctuated widely in recent years. Depending on the price of gold, silver, and the cost of power, chemical reagents, petroleum fuels and oil, cash flow from mining operations may not be sufficient to cover the Company's operating costs or costs of servicing debt.

Permits and licences

Operations of the Company require or will require licences and permits from various governmental authorities. The Company anticipates that it will be able to obtain in the future all necessary licences and permits to carry on the activities which it intends to conduct, and that it intends to comply in all material respects with the terms of such licences and permits. However, there can be no guarantee that the Company will be able to obtain at all or on reasonable terms, and maintain, at all times, all necessary licences and permits required to undertake its proposed exploration and development or to place its properties into commercial production and to operate mining facilities thereon. In addition, the cost of compliance with changes in governmental regulations has the potential to reduce the profitability of any producing operations or preclude the economic development of any property.

Mining Properties

Acquiring the title to the mining property is a very detailed and prolonged process. Title may be challenged or be subject to legal disputes. Although the Company has researched in the most diligent and fullest possible manner the title to its mining properties, there is no certainty that its title will not be disputed or challenged in the future.

Currency Risk

Currency risk is the risk to the Company's earnings that arises from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk.

Liquidity risk

The Company might incur further debt in order to fund its exploration and operational programs, which would reduce its financial flexibility and could have a material adverse effect on the Company's business, financial condition or results of operations. The Company's ability to meet its debt obligations and reduce its level of indebtedness depends on future performance. General economic conditions, mineral prices and financial, business and other factors affect the Company's operations and future performance. Many of these factors are beyond the Company's control. The Company cannot assure investors that it will be able to generate sufficient cash flow to pay the interest on its debt or that future working capital, borrowings or equity financing will be available to pay or refinance such debt. Factors that will affect its ability to raise cash through an offering of securities or a refinancing of any debt include financial market conditions and the value of its assets and performance at the time the Company needs capital. The Company cannot assure investors that it will have sufficient funds to make such payments. If the Company does not have sufficient funds and is otherwise unable to negotiate renewals of its borrowings or arrange new financing, it might have to sell significant assets. Any such sale could have a material adverse effect on the Company's business, operations and financial results.

Failure to obtain additional financing, if required, on a timely basis, could cause the Company to reduce or delay its proposed operations.

The majority of sources of funds expected to be available to the Company for potential acquisitions and its exploration and development projects are in large portion expected to be derived from the issuance of equity. While the Company have been able in the past to obtain equity financing and has secured shareholder loans to undertake planned exploration and development programs, there is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. Although the Company intends to generate operating income and cash flow from mining operations, there can be no assurances that the Company will have sustainable economic operations or be able to generate positive operating income or cash flow from such operations.

Uninsurable Risks

Exploration, development and production operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences, as well as political and social instability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any further profitability and result in increasing costs and a decline in the value of the securities of the Company.

Tax

The Company runs its business in different countries and strives to run its business in as tax efficient a manner as possible. The tax systems in certain of these countries are complicated and subject to changes. For this reason, future negative effects on the result of the Company due to changes in tax regulations cannot be excluded. Repatriation of earnings to Canada from other countries may be subject to withholding taxes.

Additional risk factors relevant to the Company are included in the Filing Statement dated May 30, 2019 which is available under the Company's profile on www.sedarplus.ca.

Qualified Persons

The scientific and technical information contained in this MD&A has been reviewed and approved by Donald J. Birak, an independent geologist, Registered Member of the Society for Mining, Metallurgy and Exploration ("SME"), Fellow of the Australasian Institute for Mining and Metallurgy and qualified person as defined under NI 43-101.