



MUNDORO

Mundoro Capital Inc.
Management's Discussion and Analysis
Nine Months Ended September 30, 2020



1. INTRODUCTION

Mundoro Capital Inc. ("Company", "MCI", and "Mundoro") is a Canadian based mineral acquisition, exploration, and development company (see discussion under "Summary of Activities"). The Company's common stock is quoted on the TSX Venture Exchange ("TSXV") under the symbol MUN.

This management discussion and analysis ("MD&A") should be read in conjunction with the Company's consolidated financial statements and supporting notes for the period ended September 30, 2020, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

On March 11, 2020, The World Health Organization (WHO) declared COVID-19 a global pandemic. The resulting impacts on global commerce are substantial with significant declines in the stock market and worldwide metal prices having already ensued. While the impact of COVID-19 is expected to be temporary, the current circumstances are dynamic and the impact of the pandemic on our business operations, including the duration and effect on our future exploration and access to various levels of government cannot be reasonably estimated at this time. This may have an adverse influence on the Company's budgeted exploration work, financial position, results of operations and cash flows in future periods.

This document has been reviewed by the Audit Committee of the Board of Directors of the Company and has been approved by the Board of Directors on November 23, 2020. All amounts are expressed in Canadian dollars unless otherwise indicated.

Additional information relating to Mundoro is available on our website at www.mundoro.com and on the Canadian Securities Administrator's website at www.sedar.com.

2. FORWARD LOOKING STATEMENTS

Forward-looking statements look into the future and provide an opinion as to the effect of certain events and trends on the business. Forward-looking statements may include words such as "plans", "intends", "anticipates", "should", "estimates", "expects", "believes", "indicates", "suggests" and similar expressions.

This MD&A and in particular the "Outlook" section, contains forward-looking statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions and involve known and unknown risks, uncertainties, and other factors. It is important to note that:

- Unless otherwise indicated, forward-looking statements in this MD&A describe the Company's expectations as of November 23, 2020.
- Readers are cautioned not to place undue reliance on these forward-looking statements 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 statements 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 statements will materialize.
- Subject to applicable laws, the Company assumes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or any other reason.

The material assumptions that were applied in making the forward looking statements in this MD&A include: expectations as to the Company's future strategy and business plan; and execution of the Company's existing plans, 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.

For a description of material factors that could cause the Company's actual results to differ materially from the forward-looking statements in this MD&A, please see "Risks and Uncertainties".

3. COMPANY OVERVIEW & STRATEGY

Mundoro is a Canadian listed generator company with a portfolio of projects focused on base and precious metals that generate royalties and near-term mineral revenue. To drive value for shareholders, Mundoro has generated an attractive portfolio of mineral projects primarily focused on copper and gold in Serbia and Bulgaria. Value generated from our mineral properties is through near term revenues from various forms of payments from partners and long term through the generated royalties. The Company's common shares are listed on the TSX Venture Exchange under the symbol MUN and on the OTCQB Venture Market under the symbol MUNMF.

Our business model is to leverage our expertise in identifying emerging exploration regions for exploration and packaging projects with targets that are attractive to mining companies to form joint ventures, strategic alliances, options, and asset sales, such as:

- In 2015, Mundoro had optioned to First Quantum Minerals Limited four of the Company's licenses located in the southern portion of the Timok Magmatic Complex ("Timok") in northeastern Serbia.
- In 2016, an earn-in agreement with Japan Oil, Gas and Metals National Corporation ("JOGMEC") (the "JOGMEC Agreement") in which Mundoro granted to JOGMEC an earn-in option over four of the Company's licenses located in the northern portion of the Timok Magmatic Complex ("Timok") in northeastern Serbia.
- In 2018, Mundoro optioned to ESAN the Saje Project located in southeastern Bulgaria.
- In 2018, an earn-in agreement with Freeport-McMoRan Exploration Corporation ("Freeport"), in which Mundoro granted to Freeport an earn-in option on two licenses located within the southern portion of Timok.
- In 2019, a strategic alliance with JOGMEC in Bulgaria.
- In 2019, an earn-in agreement with Vale Canada Limited ("Vale"), in which Mundoro granted to Vale an earn-in option on four exploration licenses located within the central portion of Timok.
- In 2020, an MOU with Vale, in which Mundoro granted to Vale an option on two exploration licenses located within the central portion of Timok.

In Serbia, Mundoro's exploration properties are all located in and around the Bor mining district, which hosts significant Gold-Copper deposits three of which are active mining operations, with both open pit and underground operations, as well as a smelting and processing facility. The area has good infrastructure, well serviced roads, and grid power.

In Bulgaria, Mundoro's exploration applications are in the Panaguryshte mining district and the underexplored region further to the southeast in the Rhodopes known for precious metal deposits. Mundoro also has a minority investment in a private gold mining company in Bulgaria.

4. SUMMARY OF ACTIVITIES

SERBIA PORTFOLIO

The Company's mineral exploration license areas in the Republic of Serbia ("Serbia") total 598 square kilometers (sq.km) and are located in northeastern Serbia, approximately 100 km east of Belgrade, the capital of the country. The mineral exploration licenses are within the well-known Timok Magmatic Complex ("TMC"), a segment of the Tethyan Metallogenic Belt which runs from Eastern Europe to southeast Asia. The western portion of the Tethyan Belt hosts significant gold (Au) – copper (Cu) porphyry deposits (Bor, Majdanpek, Veliki Kreveli, etc.) and related Cu-Au epithermal deposits (Bor, Cukaru Peki, Chelopech, etc.).

JOGMEC-Mundoro JV Project

Borsko Jezero ("Borsko") is a 35 sq.km license area located in the central portion of the Timok Magmatic Complex and is directly adjacent to and west of the producing Bor copper porphyry mine.

Mundoro entered into an Agreement with Japan Oil, Gas and Metals National Corporation ("JOGMEC") which included the Borsko license ("**JOGMEC-Mundoro JV Project**") in 2016. During Stage One (March 2016 – March 2019) of the Earn-



in, JOGMEC sole-funded US\$4 million of exploration expenditures and as a result, identified Target 1 within the Borsko license. Target 1 is an undercover preserved advanced argillic alteration lithocap covering an area approximately 1.6 km in strike length, discovered using a combination of geophysical techniques. The Target 1 system contains elevated copper-gold-arsenic indicative of high sulphidation type mineralisation, while the weak potassic alteration with elevated copper identified at the bottom of the lithocap suggests a porphyry source beyond the immediate area drill tested to date.

From March 2016 to April 2020, **JOGMEC sole funded a total of US\$5.8 million (C\$8.1 million)** for the JOGMEC-Mundoro JV Projects and has completed the earn-in for a 51% interest in the project. All work commitments have been met for the JOGMEC-Mundoro JV Project during this term. The joint venture is now at a proportionate funding stage, and during Q2-2020 Mundoro exercised the option to acquire a 2% interest in the joint venture from JOGMEC (increasing Mundoro's interest to 51%) for a nominal consideration and maintained its role as the operator. The JV Partners have discussed alternatives for further funding and exploration at Borsko. An online data room with a 3D model for the project has been opened for interested third parties which have signed a confidentiality agreement with the Company.

In Q1-2020, Mundoro contracted a geophysics review by Terra Resources, a geophysical consulting company with expertise in utilizing geophysics for undercover exploration. Interpretation from the geophysics review identified further drill targets to follow up at Target 1 and additional locations to test on the license. In Q3-2020, a Leapfrog model of the alteration envelopes at Target 1 were completed. This model was compared with the existing sectional interpretation and the modelled alteration solid was further refined.

The Company has received interest from third parties to review the project under confidentiality agreements

Vale-Mundoro Projects

In October 2019, Mundoro entered into an Agreement with Vale Canada Limited ("Vale") in which Mundoro has granted to Vale an option to earn-in to four of Mundoro's exploration licenses located within central portion of Timok.

For the Vale-Mundoro Projects, compiled data sets have been reviewed for targeting and exploration planning. Data review includes: drill logs, structural interpretation, geophysical surveys of ground magnetics, CSAMT, IP and gravity data, as well as alteration and geochemistry analysis. The parties received government approvals in October 2020 and have commenced exploration activity.

The two license areas, Savinac and Bacevica, located within the southern portion of Timok are directly adjacent to the Oblez and Skorusa licenses in option with Vale. During Q2-2020, Freeport sent notice terminating an Earn-in Agreement they had entered into with Mundoro in Q3-2018 which resulted in the entire project areas reverting 100% to Mundoro for no consideration. Mundoro signed Confidentiality Agreements with a number of third parties to review an online data room with 3D models for the two project areas. Subsequent to the end of the quarter, in October 2020, Mundoro signed a binding Memorandum of Understanding (the "MOU") with Vale setting out the commercial terms for an option on the two exploration licenses, Savinac and Bacevica (the "Projects") in Serbia. The MOU has an exclusivity period for the parties to complete a definitive agreement on the Projects.

Mundoro Projects Available for Option

Zeleznik (Available for Option)

The Zeleznik group of licenses ("Zeleznik"), which are 100% owned by the Company, are available for optioning. A data room for this project has been opened for third parties which have a confidentiality agreement signed with the Company. Zeleznik is located directly north of the Majdanpek copper mine at the north end of the Timok district. Two identified targets, West Zone and East Zone, respectively, have similarities with the Majdanpek deposits in terms of geology, structural settings and type of mineralization - porphyry and skarn/massive sulphides.



Mundoro's Generative Program in Serbia

The Company has an ongoing generative program where we evaluate both existing and new project areas. The Company has several areas under application in Serbia awaiting government approval.

BULGARIA PORTFOLIO

Strategic Alliance with JOGMEC

In March 2019 Mundoro entered into a Generative Program Agreement (the "**Strategic Alliance**") in the Republic of Bulgaria with Japan Oil, Gas and Metals National Corporation ("**JOGMEC**"). The purpose of this Strategic Alliance is to establish a generative program, whereby Mundoro carried out mineral exploration activities in Bulgaria under the direction of a joint Technical Committee with the view to identifying areas of interests that merit additional exploration and/or development work. JOGMEC sole funded the Strategic Alliance. Upon JOGMEC determining that one or more properties merit additional exploration and/or development work, JOGMEC has the right to establish a joint venture on that property with Mundoro. The generative program has been completed and JOGMEC has selected designated projects to proceed to the next stage of the agreement.

Mundoro's Generative Program in Bulgaria

The Company has an ongoing generative program where we evaluate both existing and new project areas in Bulgaria. The Company has areas under application in Bulgaria awaiting government approval. One of these areas is **Svoboda**, which is located in the Panagyurishte Region approximately 100 km south-east of Sofia. Svoboda covers 189 sq.km. of the south-eastern portion of the Panagyurishte Metallogenic Zone ("**Panagyurishte**"). The Panagyurishte Belt is the most prospective belt for copper and gold porphyry and epithermal high sulphidation deposits in Bulgaria. It is part of the upper Cretaceous Banat-Timok-Srednogorie Belt which hosts a number of economically viable porphyry and epithermal copper and gold deposits such as the: Moldova Nova, Majdanpek, Bor and Chelopech. The Company's local subsidiary was announced in September 2017 as the winner of the Svoboda tender. Certain legal and administrative procedures are pending and should be successfully completed as a condition for signing of an exploration contract between the Company's subsidiary and the Ministry of Energy.

Qualified Persons

The exploration work programs described herein were supervised by Y. Khrishev, the Company's Exploration Manager in Serbia and Bulgaria who has also prepared the above technical information in this press release in accordance with Canadian regulatory requirements as set out in National Instrument 43-101. The above technical disclosure in this press release has been reviewed, verified and approved, by R. Jemielita, PhD, MIMMM, a Qualified Person as defined by NI 43-101 and consultant of the Company.

In Q2-2013, Mundoro announced the completion of the NI 43-101 compliant technical report on the Company's Borsko Jezero Property in Bor, Serbia (the "Borsko Jezero Technical Report"). The Borsko Jezero Technical Report was prepared by D. Power-Fardy, P. Geo., EurGeol and Senior Geologist with Watts, Griffis and McQuat Limited, Consulting Geologists and Engineers of Toronto, Canada, and G. Magaranov, P. Geo., EurGeol, both of whom are a Qualified Person as defined by NI 43-101.

5. RESULTS OF OPERATIONS

The Company ended Q3-2020 with \$1,955,043 in cash and cash equivalents. Mundoro has no long-term debt.

Summary of Quarterly Results

C\$ Thousands	Q3/20	Q2/20	Q1/20	Q4/19	Q3/19	Q2/19	Q1/19	Q4/18
Exploration and project evaluation	(471)	(512)	(1,230)	(2,027)	(917)	(622)	(1,369)	(1,741)
Recoveries from partners	237	105	1,093	1,739	688	397	940	1,511
Net Exploration and project evaluation	(234)	(407)	(137)	(288)	(229)	(225)	(429)	(230)
Corporate expenses ⁽¹⁾	(149)	(151)	(208)	(159)	(190)	(230)	(222)	(247)
Operator fees earned ⁽²⁾	24	8	109	174	69	34	102	149
Net Corporate Expenses	(125)	(143)	(99)	15	(121)	(196)	(120)	(98)
Loss before other (expenses) income	(359)	(550)	(236)	(273)	(350)	(421)	(549)	(328)
Other income (expense) ⁽³⁾	(108)	50	312	138	(52)	(275)	(143)	263
Income (loss) for the period	(467)	(500)	76	(135)	(402)	(696)	(692)	(65)
Gain (loss) per share:								
Basic	\$(0.01)	\$(0.01)	\$0.01	\$(0.01)	\$(0.01)	\$(0.01)	\$(0.01)	\$(0.01)
Diluted	\$(0.01)	\$(0.01)	\$0.01	\$(0.01)	\$(0.01)	\$(0.01)	\$(0.01)	\$(0.01)

1. Corporate Expenses include accounting and audit, corporate governance, corporate communication, and general and administrative expenses
2. Under Earn-In Agreements, Mundoro is paid a fee for its role as the operator.
3. Other income (expense) includes share-based compensation, the impact of foreign exchange fluctuations, and the change in the fair value of the Company's investments.

Fluctuations in exploration and project evaluation costs depend on the Company's activities from period to period. The other principal factors that cause fluctuations in the Company's results relate to non-cash items include: (i) the timing of stock option grants; (ii) the write-down of mineral properties; and (iii) any changes in the fair value of the Company's investments in equity instruments.

Review of Operations for the Nine Months Ended September 30, 2020 Compared to the Nine Months Ended September 30, 2019

For the nine months ended September 30, 2020, the Company recorded a net loss of \$891,495 (\$0.01 per share) compared to a net loss of \$1,790,494 for the nine months ended September 30, 2019.

During the nine months ended September 30, 2020 and 2019, the Company received operator fees of \$139,985 and \$204,753 for its role as the operator on exploration programs for option partners.

The Company's exploration activities during the first nine months of 2020 included exploration programs in Serbia and Bulgaria. The Company's exploration costs were lower for the nine months ended September 30, 2020 at \$2,213,508 compared to \$2,907,341 for the nine months ended September 30, 2019. Exploration costs related to the JOGMEC Generative Alliance, JOGMEC-Mundoro JV Project, Vale-Mundoro Projects, and the two licenses, Savinac and Bacevica, previously part of the Freeport earn-in from October 2018 to April 2020, were sole-funded by option partners. Recoveries from option partners during the nine months ended September 30, 2020 and 2019, amounted to \$1,434,645 and \$2,025,035, resulting in net exploration costs of \$778,863 and \$882,306, respectively.

During the period, Mundoro recorded lower corporate expenses resulting from the reduction of costs in corporate governance, accounting and audit, and corporate communication expenditures. COVID-19 restrictions on travel and in-



person conferences, along with concerted efforts to reduce non-essential expenditures were the primary factors in the overall reduction in corporate expenses.

Share-based payments expense were lower due to certain incentive stock options expiring during the period ended September 30, 2020. The Company recognized a foreign exchange gain of \$602,838 during the nine months ended September 30, 2020 compared to a loss of \$353,873 during the nine months ended September 30, 2019 due to fluctuations primarily related to Mundoro's US dollar denominated cash deposits, accounts receivables and accounts payables. The Company also recognized a gain of \$201,188 during the nine months ended September 30, 2020 due to an increase in the fair value of the Company's equity interest in a privately held gold mining company in Bulgaria.

All other costs incurred by the Company remained relatively consistent between the two periods.

Review of Operations for the Quarter Ended September 30, 2020 Compared to the Quarter Ended September 30, 2019

For the quarter ended September 30, 2020, the Company recorded a loss of \$467,783 (\$0.01 per share), compared to a net loss of \$402,917 (\$0.01 per share) for the quarter ended September 30, 2019.

During the quarter ended September 30, 2020, Mundoro's total exploration costs were lower at \$471,358 compared to \$916,845 during the quarter ended September 30, 2019. Exploration programs related to the Vale-Mundoro Projects were sole-funded by the option partner. Recoveries from option partners during the three months ended September 30, 2020 and 2019, amounted to \$236,828 and \$687,545, resulting in net exploration costs of \$234,530 and \$229,300, respectively.

During the quarter, the Company recorded lower corporate expenses resulting from the reduction of costs in corporate governance, accounting and audit, and corporate communication expenditures. COVID-19 restrictions on travel and in-person conferences, along with concerted efforts to reduce non-essential expenditures were the primary factors in the overall reduction in corporate expenses.

Liquidity and Capital Resources

The Company's principal source of liquidity as at September 30, 2020 was cash and cash equivalents totaling \$1,955,043 (December 31, 2019 – \$2,744,516).

During the nine months ended September 30, 2020, the Company's cash used through operating activities amounted to \$1,073,637 compared to cash used in operating activities of \$2,824,641 during the nine months ended September 30, 2019, with the change primarily attributable to the exploration advances received from the Company's joint venture partners. In December 2019, the Company undertook a private placement, which was oversubscribed and issued 11,340,502 units at a price of \$0.135 per unit for gross proceeds of \$1,530,968 during the first tranche. In January 2020, the second tranche of 735,473 units at a price of \$0.135 per unit closed with gross proceeds of \$99,289. Except for purchasing its short-term investments with cash and redeeming certain mineral property guarantee deposits in Bulgaria during the quarter ended September 30, 2020, the Company's other investing activities were limited in both periods.

The private placement closings undertaken in December 2019 and January 2020 along with the existing cash position, provide sufficient capital for the Company to meet its budgeted requirements in 2020. The Company will continue to explore appropriate financing routes which may include additional issuance of share capital; funding through additional joint ventures or strategic partnership; project debt; convertible securities; or other financial instruments.

With the exception of interest earned on investments and operator fees earned for its role as the operator in Earn-In Agreements, the Company does not generate income and relies upon current cash resources and future financings to fund its ongoing business and exploration activities.

As at the date of this MD&A, the Company has 81,400,000 common shares outstanding, 7,885,000 stock options granted at exercise prices ranging from \$0.12 to \$0.19, expiring between June 2021 and June 2025, and 14,639,946 share purchase warrants outstanding with exercise prices of \$0.20 per share; all expiring between November 2020 and December 2021. As at the date of this MD&A and with market value of the Company's common shares of \$0.155 per share, the exercise of all exercisable in-the-money stock options and warrants would result in additional cash proceeds for the Company of approximately \$211,638.

6. RELATED PARTY TRANSACTIONS

Under IAS 24 "Related Party Disclosures", related parties include members of the key management personnel of the reporting entity and related party transactions encompasses compensation including short-term employee benefits such as wages, salaries, social security contributions and share-based payments. Key management personnel include members of the Board of Directors and executive officers of the Company. The Company's directors receive annual retainers for services provided to the board and committees on which they sit, as well as compensation for meeting attendance. Executive officers, directors, employees, and consultants of the Company also participate in the Company's share option program. The Company incurred the following expenses related to key management personnel:

For the nine months ended (C\$)	September 30, 2020	September 30, 2019
Directors' fees	\$ 48,300	\$ 50,050
Short-term management salaries and benefits	360,084	355,738
Share based payments - Directors	22,446	42,715
Share based payments - Management	24,983	43,295
	\$ 399,552	\$ 491,798

7. OFF BALANCE SHEET ARRANGEMENTS

There are no off balance sheet arrangements for the Company.

8. USE OF FINANCIAL INSTRUMENTS

The Company is not in a situation where it needs to enter into any specialized financial agreements to minimize its investment risk, currency risk or commodity risk. The principal financial instruments affecting the Company's financial condition and results of operations are currently its cash and cash equivalents. The Company is exposed to foreign exchange rate fluctuations in respect of cash and cash equivalents held in foreign currencies.

The Company is exposed to insignificant interest rate risk with respect to its cash and cash equivalents given the extremely low market interest rates. The majority of the Company's cash has been placed with a Canadian Chartered Bank and held in GICs, bankers' acceptances and other money market instruments issued by Canadian Federal and Provincial governments and other entities with a Dominion Bond Rating Service credit rating of R1M or higher.

9. ADOPTION OF NEW ACCOUNTING STANDARDS

IFRS 16 – Leases: This standard and its consequential amendments replaced IAS 17 – Leases and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract based on whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduced significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. IFRS 16 is effective for annual periods beginning on January 1, 2019. The Company has assessed that there was no material impact on its consolidated financial statements upon adoption.



There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company.

10. DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures have been designed to ensure that information required to be disclosed by Mundoro is accumulated and communicated to management, as appropriate, to allow for timely decisions regarding required disclosure. The Company has concluded, based on its evaluation as of the end of the year that the disclosure controls and procedures are effective to provide reasonable assurance that material information related to Mundoro, including the consolidated subsidiaries, is made known to them by others within all entities in the group. It should be noted that while the Company believes that the disclosure controls and procedures provide a reasonable level of assurance and that they are effective, it does not expect that the disclosure controls and procedures will prevent all errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

11. INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Company is responsible for designing internal controls over financial reporting or causing them to be designed under the supervision of the CEO and CFO in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

The Company's CEO and CFO are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates regarding the absence of misrepresentations and fair disclosure of financial information. Investors should be aware that inherent limitations on the ability of certifying officers of a TSX-V issuer to design and implement on a cost-effective basis disclosure controls and procedures as well as internal controls over financial reporting as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Although potential weaknesses exist in the Company's internal controls, due to the lack of segregation of incompatible duties, management, and the board of directors' work to mitigate the risk of a material misstatement in financial reporting. However, there can be no assurance that this risk can be reduced to less than a remote likelihood of a material misstatement occurring.

12. RISKS AND UNCERTAINTIES

The Company is a mineral acquisition, exploration, development, and investment company and is exposed to a number of risks and uncertainties that are common to other companies in the same business. An investment in the securities of the Company is speculative due to the nature of the Company's business and the present stage of exploration and development of its mineral properties. Risk factors relating to the Company could materially affect the Company's future results and could cause them to differ materially from estimates described in forward-looking statements made by the Company. Prospective investors should carefully consider these risk factors as it is not always possible to fully insure against some or any of the risk factors. Risks to be considered include but are not limited to:

Exploration & Development

Exploration is highly speculative in nature and exploration projects involve many risks that even a combination of careful evaluation, experience and knowledge utilized by the Company may not eliminate. Once a site with mineralisation is discovered, it may take several years from the initial phases of drilling until production is possible. Substantial expenditures are normally required to locate and establish mineral reserves and to permit and construct mining and processing facilities. While the discovery of an ore body may result in substantial rewards, few properties that are explored are ultimately developed into producing mines.



The commercial viability of any mineral deposit depends on many factors, not all of which are within the control of management. Some of the factors that affect the financial viability of a given mineral deposit include its size, grade and proximity to infrastructure. Government regulation, taxes, royalties, land tenure, land use, environmental protection and reclamation and closure obligations all have an impact on the economic viability of a mineral deposit. The Company has no production of minerals and its properties are all currently at the exploration stage. There is no assurance that a commercially viable mineral deposit exists on any of the Company's properties, and substantial additional work will be required in order to determine the presence of any such deposit.

It is impossible to ensure that the current exploration and development programs of the Company will result in profitable commercial mining operations. The profitability of the Company's operations will be, in part, directly related to the cost and success of its exploration and development programs which may be affected by a number of factors. Development projects are subject to the completion of successful feasibility studies and environmental assessments, issuance of necessary governmental permits and receipt of adequate financing. They typically require a number of years and significant expenditures during the development phase before production is possible. The economic feasibility of development projects is based on many factors such as: estimation of reserves; anticipated metallurgical recoveries; environmental considerations and permitting; future gold prices; and anticipated capital and operating costs.

Future development and operations in foreign countries may be affected in varying degrees by such factors as government regulations (or changes thereto) with respect to the restrictions on production, export controls, income taxes, expropriation of property, repatriation of profits, environmental legislation, land use, water use, land claims of local people, mine safety and receipt of necessary permits. The effect of these factors cannot be accurately predicted.

Global Financial Condition

Financial conditions globally continue to experience significant volatility following the U.S. led financial crisis in 2008, which impacted numerous financial institutions globally, and more recently the escalating financial turmoil in Europe. Each has created considerable uncertainty as a result of excessive government debt levels and the unprecedented steps being taken to avert a full-blown global crisis. These factors may impact the ability of the Company to issue debt and equity in the future and to issue it on terms that are reasonable to the Company. Although there have been certain signs of economic recovery, these increased levels of volatility and market turmoil may continue and, as a result, the Company's business, financial condition, results of operations and share price could be adversely impacted.

Environmental Laws and Regulations

The Company's operations are subject to extensive environmental, health and safety regulations in the various jurisdictions in which it operates. Mundoro minimizes these risks by complying with all applicable and international environmental, health and safety standards and regulations. Environmental legislation may change and make the mining and processing of ore uneconomic or result in significant environmental or reclamation costs. Changes in these laws and regulations or changes in their enforcement or interpretation could result in changes in legal requirements or in the terms of the Company's permits that could have a significant adverse impact on the Company's existing or future operations or projects. In addition, certain types of operations require the submission of environmental impact statements and approval by government authorities. Environmental legislation is evolving towards stricter standards, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their directors, officers, and employees. Any future changes to these laws could adversely affect our financial condition, liquidity, or results of operations. Permits from a variety of regulatory authorities are required for many aspects of mineral exploitation activities, including closure and reclamation.

Future environmental legislation could cause additional expense, capital expenditures, restrictions, liabilities, and delays in the development of the Company's properties, the extent of which cannot be predicted. The Company's business may be affected by amendments or changes to environmental laws, regulations, and requirements in the host country. At any time, a number of draft environmental laws may be proposed. It is not possible to predict when or if a draft environmental bill will be enacted into law or what the final provisions of such law will be, if enacted. It is possible that the host country government will issue further decrees or otherwise attempt to modify existing environmental rights or other laws



affecting the Company, its properties, and its ability to operate in the host country. Any changes to host country environmental law may adversely affect the Company's ability to develop and operate its properties in the host country. Globally, environmental legislation is evolving towards stricter standards and enforcement, more stringent environmental impact assessments of new mining projects and increasing liability exposure for companies and their directors and officers. There is no assurance that future environmental regulations will not adversely affect Mundoro's operations.

Permits and Licensing

Exploration, development and operation of a mineral property are subject to laws and regulations governing health and worker safety, employment standards, environmental matters, mine development, project development, mineral production, permitting and maintenance of title, exports, taxes, labour standards, reclamation obligations, heritage and historic matters and other matters. The Company is required to have a wide variety of permits from government and regulatory authorities to carry out its activities. These permits relate to virtually every aspect of the Company's exploration and exploitation activities. The owners and operators of the properties in which Mundoro holds an interest require licenses and permits from various governmental authorities in order to conduct their operations. Future changes in such licenses and permits could have a material adverse impact on the costs Mundoro incurs. Such licenses and permits are subject to change in various circumstances and are required to be kept in good standing through a variety of means, including cash payments and satisfaction of conditions of issue. There can be no guarantee that Mundoro or the operators of those properties in which Mundoro holds an interest, will be able to obtain on a timely basis or maintain all necessary licenses and permits in good standing that may be required to explore, develop and operate the properties, commence construction or operation of mining operations that economically justify the cost. Any failure to comply with applicable laws and regulations, permits and licenses, or to maintain permits and licenses in good standing, even if inadvertent, could result in interruption or closure of exploration, development or mining operations or fines, penalties or other liabilities accruing to the owner or operator of the project. Any such occurrence could cause the termination of operations on the property, and thereby have a material and adverse effect on Mundoro's results of operation and financial condition.

Competition

The mining industry is competitive with many companies competing for the limited number of mineral resource acquisition and exploration opportunities. The Company faces competition from other mining companies in connection with the acquisition of properties. Many of these companies have greater financial resources, operational experience, and technical capabilities than the Company. Many companies are engaged in the search for and the acquisition of mineral interests, and there is a limited supply of desirable mineral interests. As a result of this competition, there can be no assurance that the Company will be able to acquire or maintain attractive mineral properties or operations on economically acceptable terms. Consequently, the Company's business, results of operations and financial condition could be materially adversely affected.

Hiring of Key Personnel

The success of Mundoro will be largely dependent on the performance of its management team. The loss of the services of these persons would have a materially adverse effect on Mundoro's business and prospects. There is no assurance Mundoro can retain the services of its officers or other qualified personnel required to operate its business. Mundoro's success depends on attracting and retaining qualified personnel in a competitive labour environment. The Company's operations are based in Mexico, Serbia and Bulgaria and finding or hiring qualified people or obtaining all necessary services for the Company's operations may be difficult.



Commodities

Mundoro's revenues, if any, are expected to be in large part derived from the sale of natural resource assets. The price of natural resource assets fluctuates widely and is affected by factors beyond the Company's control including, but not limited to, international economic and political trends, currency exchange fluctuations, economic inflation and expectations for the level of economic inflation in the consuming economies, interest rates, global and local economic health and trends, speculative activities and changes in the supply of precious metals due to new mine developments, mine closures as well as advances in various production and use technologies of precious metals. All these factors will have impacts on the viability of Mundoro's exploration projects that are impossible to predict.

Foreign Exchange

By virtue of its international operations, the Company incurs costs and expenses in several foreign currencies. The Company reports in Canadian dollars while the majority of operating and capital expenditures are denominated in the Mexican peso, Canadian dollar, U.S. dollar, Serbian dinar and the Bulgarian lev, which is pegged to the Euro. Fluctuations in exchange rates between the U.S. dollar and the Euro, the Canadian dollar and the Serbian dinar and Bulgarian lev, the Canadian dollar and the U.S. dollar, and the Canadian dollar and the Mexican Peso give rise to foreign exchange exposures, either favourable or unfavourable, which could have a material impact on the Company's results of operations and financial condition. The Company does not anticipate entering into hedging or derivative arrangements to manage its foreign exchange risk.

Financing

Mundoro has finite financial resources, has no source of operating income, and has no assurance that additional funding will be available to it for further exploration and development of its projects. There can be no assurance that Mundoro will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further business activities and may result in a material adverse effect on Mundoro's profitability, results of operation and financial condition.

Price Volatility

In recent years, the securities markets have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the common shares will be subject to market trends generally, notwithstanding any potential success of Mundoro in creating revenues, cash flows or earnings. The value of Mundoro's common shares will be affected by such volatility.

Dilution to Common Shares

During the life of the Company's outstanding stock options granted under its share-based compensation plans, the holders are given an opportunity to profit from an increase in the market price of the common shares with a resulting dilution in the interest of shareholders. The holders of stock options may exercise such securities at a time when the Company may have been able to obtain any needed capital by a new offering of securities on terms more favourable than those provided by the outstanding rights. The increase in the number of common shares in the market, if all or part of these outstanding rights were exercised, and the possibility of sales of these additional shares may have a depressive effect on the price of the common shares.

Investments

The Company from time to time, intends to participate in a limited number of investments and, as a consequence, the aggregate return of the Company may be substantially adversely affected by the unfavourable performance of even a single investment. In addition, as the Company's investments are expected to be concentrated in the resource sector, the Company's performance will be disproportionately subject to adverse developments in the resource sector.



Conflicts of Interest

Certain of the directors of Mundoro also serve as directors or officers, or have significant shareholdings in, other companies involved in mineral property investments and, to the extent that such other companies may participate in ventures which Mundoro may participate in, a conflict may arise. The Company expects that any decision made by any of such directors and officers will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Company and its shareholders, but there can be no assurance in this regard. In addition, each of the directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest in accordance with the procedures set forth in applicable laws.

Insured and Uninsured Risks

The Company's business is subject to numerous risks and hazards, including severe climatic conditions, industrial accidents, equipment failures, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and other natural events such as earthquakes. Such occurrences could result in damage to mineral properties or facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in operations, monetary losses, and possible legal liability. In order to eliminate or reduce certain risks, the Company purchases and maintains insurance coverage, subject to limits and deductibles that are considered reasonable and prudent. This insurance does not cover all potential risks because of customary exclusions and/or limited availability, and in some instances, the Company's view that the cost of certain insurance coverage is excessive in relation to the risk or risks being covered. Further, there can be no assurance insurance coverage will continue to be available on commercially reasonable terms, that such coverage will ultimately be sufficient, or that insurers will be able to fulfill their obligations should a claim be made. Losses arising from any such events that are not fully insured may cause the Company to incur significant costs that could have a material adverse effect on its business, financial condition, and results of operations.

Mineral Resources and Reserves Estimates

The mineral reserves and resources identified on properties are estimates only, and no assurance can be given that the estimated reserves and resources are accurate or that the indicated level of minerals will be produced. Such estimates are, in large part, based on interpretations of geological data obtained from drill holes and other sampling techniques. Actual mineralisation or formations may be different from those predicted. Further, it may take many years from the initial phase of drilling before production is possible, and during that time the economic feasibility of exploiting a discovery may change. Resource estimates in particular must be considered with caution. Resource estimates for properties that have not commenced production are based, in many instances, on limited and widely spaced drill holes or other limited information, which is not necessarily indicative of the conditions between and around drill holes. Accordingly, such resource estimates may require revision as more drilling or other exploration information becomes available or as actual production experience is gained. Further, resources may not have demonstrated economic viability and may never be extracted by the operator of a property. It should not be assumed that any part or all of the mineral resources on properties constitute or will be converted into reserves. Market price fluctuations of the applicable commodity, as well as increased production and capital costs or reduced recovery rates, may render the proven and probable reserves on properties unprofitable to develop at a particular site or sites for periods of time or may render reserves containing relatively lower grade mineralisation uneconomic. Moreover, short-term operating factors relating to the reserves, such as the need for the orderly development of ore bodies or the processing of new or different ore grades, may cause reserves to be reduced or not extracted. Estimated reserves may have to be recalculated based on actual production experience. Any of these factors may require the operators to reduce their reserves and resources, which may result in a material and adverse effect on Mundoro's results of operation and financial condition.

Title to Properties

A defect in the chain of title to any of the underlying properties in which Mundoro may have an interest may arise to defeat the claim of the operator to a property. To the extent an owner or operator is not entitled to title on the property, it may be required to cease operations or transfer operational control to another party. As a result, known title defects,



as well as unforeseen and unknown title defects may impact operations at a project in which Mundoro has an interest and may result in a material and adverse effect on Mundoro's results of operation and financial condition.

Foreign Operations

The Company's operations consist of the acquisition, exploration, development, and investment in mineral resource properties. The majority of the Company's operations and business are outside of Canada, and as such, the Company's operations are exposed to various political and other risks and uncertainties. The Company conducts its operations through foreign subsidiaries and substantially all its assets are held in such entities. Accordingly, any limitation on the transfer of cash or other assets between or among Mundoro and such entities could restrict or impact the Company's ability to fund its operations. Any such limitations, or the perception that such limitations may exist now or in the future, could have an adverse impact on the Company's business, financial condition, and results of operations.

Foreign Country Political Environment

Mundoro operates in foreign countries and the Company's operations in these foreign jurisdictions may be subject to geopolitical, economic, and other risks, as evidenced in Eastern Europe, China, and Mexico, that may affect the Company's future operations and financial position. There is sovereign risk in investing in foreign countries, including the risk that the resource concessions may be susceptible to revision or cancellation by new laws or changes in direction by the government in question. It is possible that changes in applicable laws, regulations, or changes in their enforcement or regulatory interpretation could result in adverse changes to mineral operations. These are matters over which Mundoro has no control. There is no assurance that future political and economic conditions in such countries will not result in the adoption of different policies or attitudes respecting the development and ownership of resources. Any such changes in policy or attitudes may result in changes in laws affecting ownership of assets, land tenure and resource concessions, taxation, royalties, rates of exchange, environmental protection, labour relations, repatriation of income and return of capital, which may affect both the ability to undertake exploration and development on the properties on which Mundoro holds royalty or other interests. In certain areas in which Mundoro has an interest, the regulatory environment is in a state of continuing change, and new laws, regulations and requirements may be retroactive in their effect and implementation. Any changes in governmental laws, regulations, economic conditions or shifts in political attitudes or stability are beyond the control of Mundoro and such changes may result in a material and adverse effect on Mundoro's results of operation and financial condition. Investors should assess the political risks of investing in a foreign country. Any variation from the current regulatory, economic, and political climate could have an adverse effect on the affairs of the Company. In addition, the enforcement by the Company of its legal rights to exploit its properties may not be recognized by the government of the foreign country or by its court system.

Security and Safety

The Company has projects located in the State of Chihuahua, Mexico. Although the Company has curtailed exploration activity in Mexico, we still maintain one concession. Criminal activities in the region or the perception that such activities are likely, may disrupt the Company's exploration programs, hamper the Company's ability to hire and keep qualified personnel, and impair the Company's access to sources of capital. Risks associated with conducting business in the region include risks relating to the safety of personnel and assets. Such risks may include but are not limited to: kidnappings of employees and contractors, exposure of employees and contractors to local crime related activity and disturbances, exposure of employees and contractors to drug trade activity, and damage or theft of Company or personal assets. These risks may result in serious adverse consequences including personal injuries, kidnappings or death, property damage or theft, limiting or disrupting exploration programs, restricting the movement of funds, impairing contractual rights, or causing the Company to shut down operations, all of which may expose the Company to costs as well as potential liability. Such events could have a material adverse effect on the Company's cash flows, earnings, results of operations and financial condition and make it more difficult for the Company to obtain required financing. Although the Company has developed precautions regarding these risks, due to the unpredictable nature of criminal activities, there is no assurance that the Company's efforts are able to effectively mitigate risks and safeguard personnel and Company's property effectively.



Litigation

All industries, including mining, are subject to legal claims that can be with and without merit. Defense and settlement costs can be substantial, even for claims that have no merit. Potential litigation may arise with respect to a property in which Mundoro is in the process of evaluating as a strategic investment and/or holds an interest directly or indirectly in an exploring, developing and/or operating mineral property now or in the future (for example, litigation between joint venture partners or original property owners). Mundoro might not generally have any influence on the litigation nor will it necessarily have access to data. To the extent that litigation results in the cessation or reduction of production from a property (whether temporary or permanent), it could have a material and adverse effect on Mundoro's results of operations and financial condition. The litigation process is inherently uncertain, so there can be no assurance that the resolution of a legal proceeding will not have a material adverse effect on our future cash flow, results of operations or financial condition.

Future Plans

As part of its overall business strategy, the Company examines, from time to time, opportunities to acquire and/or develop new mineral projects and businesses. A number of risks and uncertainties are associated with these potential transactions and Mundoro may not realize all of the anticipated benefits. The acquisition and the development of new projects and businesses are subject to numerous risks, including political, regulatory, design, construction, labour, operating, technical, and technological risks, as well as uncertainties relating to the availability and cost of capital. Failure to successfully realize the anticipated benefits associated with one or more of these initiatives successfully could have an adverse effect on the Company's business, financial condition, and results of operations.

COVID-19

On March 11, 2020, The World Health Organization (WHO) declared COVID-19 a global pandemic. The resulting impacts on global commerce are substantial with significant declines in the stock market and worldwide metal prices having already ensued. The ongoing impact of COVID-19 is uncertain, current circumstances are dynamic and the impact of the pandemic on our business operations, including the duration and effect on our future exploration and access to various levels of government cannot be reasonably estimated at this time. This may have an adverse influence on the Company's budgeted exploration work, financial position, results of operations and cash flows in future periods.

Cautionary Note to Investors Concerning Estimates of Inferred, Indicated and Measured Resources

The MD&A may use the terms "Inferred", "Indicated", and "Measured" mineral resources. Mundoro advises investors that although these terms are recognized and required by Canadian regulations under National Instrument 43-101 ("NI 43-101"), the U.S. Securities and Exchange Commission ("SEC") does not recognize these terms under Industry Guide 7. Investors are cautioned that Inferred resources have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. Geological evidence is sufficient to imply, but not verify, geological and grade continuity of Inferred mineral resources. It is reasonably expected that the majority of Inferred resources could be upgraded to Indicated resources with continued exploration. Under Canadian rules, estimates of Inferred mineral resources may not be converted to a mineral reserve, or form the basis of economic analysis, production schedule, or estimated mine life in publicly disclosed Pre-Feasibility or Feasibility Studies, or in the Life of Mine plans and cash flow models of developed mines. Inferred mineral resources can only be used in economic studies as provided under NI 43-101. U.S. investors are cautioned not to assume that part or all of an Inferred resource exists, or is economically or legally mineable. U.S. investors are further cautioned not to assume that any part or all of a mineral resource in the Measured and Indicated categories will ever be converted into reserves.