



MANAGEMENT DISCUSSION AND ANALYSIS

December 31, 2022

Expressed in Canadian Dollars

1. INTRODUCTION

Mundoro Capital Inc. ("**Company**", "**MCI**", and "**Mundoro**") was incorporated on March 6, 2008 under the Business Corporations Act of the Province of British Columbia. The Company's common stock is quoted on the TSX Venture Exchange ("**TSXV**") under the symbol MUN. The Company's head office and principal address is 14th floor - 1040 West Georgia Street, Vancouver, British Columbia, Canada V6E 4H1.

This management discussion and analysis ("**MD&A**") should be read in conjunction with the Company's audited consolidated financial statements and supporting notes for the fiscal year ended December 31, 2022, which have been prepared in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board ("**IFRS**").

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 May 1, 2023. 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 Administrators 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 May 1, 2023.
- 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. SUMMARY OF ACTIVITIES

OVERVIEW

Mundoro is a Canadian listed (TSXV: MUN | OTCQB: MUNMF) royalty generator with a portfolio of projects focused on base metal and precious metal properties that can generate royalties and near-term payments. To drive value for shareholders, Mundoro has generated a portfolio of mineral properties primarily focused on copper (“Cu”) and gold (“Au”) systems in Serbia, Bulgaria and USA.

Potential future returns for our shareholders from the Company’s mineral properties can be in various forms such as discovery of mineral resources, royalty payments, advance royalty payments, operator fees, option payments, property payments, milestone payments, an interest in production, dividend payments or sale of our interest in a mineral property.

Mundoro’s business model is to leverage our expertise in identifying emerging exploration regions for exploration and packaging properties with exploration targets that are attractive to mining companies to form joint ventures, strategic alliances, options and conduct asset sales.

Subsequent to year-end, Mundoro announced one transaction:

- In Q1, 2023, Mundoro entered into an agreement with BHP Group Limited (“**BHP**”) whereby BHP can earn into five (5) of the Company’s properties and three exploration areas under application in Serbia.

In 2022, Mundoro announced two transactions:

- Mundoro and Kinross Gold Corporation (“**Kinross**”) entered into an option agreement for the Company’s GT7 property. The GT7 property is a copper-gold target located in the northern portion of the Serbo-Macedonian Metallogenic province, in central Serbia.
- Mundoro and Japan Oil, Gas and Metals National Corporation (“**JOGMEC**”) entered into an earn-in agreement for the exploration of the EE1 project, a sediment hosted copper system in Bulgaria.

In 2021, Mundoro announced three (3) transactions:

- Mundoro and Vale Canada Limited (“**Vale**”) entered into a Memorandum of Understanding (“**MOU**”) to establish a generative alliance to focus on generation of new projects with high potential to host porphyry copper and other related metals deposits within Arizona and New Mexico.
- Vale and Mundoro entered into an option agreement for the Dos Cabezos project, a copper focused property in Arizona.
- Mundoro entered into an option agreement with Vale, granting Vale an earn-in option for the exploration licenses, Odej, Bobot, Odej South, and Gramada, all located within the Timok Magmatic Complex in northeastern Serbia.

In 2019, Mundoro announced two (2) transactions:

- Mundoro entered into an earn-in agreement with Vale, granting Vale an earn-in option on Skorusa, Oblez, Branik and Padina exploration licenses located within the Timok Magmatic Complex.
- Mundoro entered into a strategic alliance with JOGMEC.

In 2018, Mundoro announced two (2) transactions:

- Mundoro entered into an earn-in agreement with Freeport-McMoRan Exploration Corporation (“**Freeport**”), granting Freeport an earn-in option on the Savinac and Bacevica exploration licenses located within the

southern portion of the TMC.

- Mundoro optioned to ESAN the Saje Project for a period of 7 months.

Prior to 2018, Mundoro announced two (2) transactions:

- In 2016, Mundoro entered into an earn-in agreement (the “**JOGMEC Agreement**”) granting JOGMEC an earn-in option on four exploration licenses, located within the northern portion of the Timok Magmatic Complex.
- In 2015, Mundoro optioned four of the Company’s exploration licenses, in the southern portion of the Timok Magmatic Complex, to First Quantum Minerals Limited for a period of 6 months.

SERBIA PORTFOLIO SUMMARY OF EXPLORATION AND OUTLOOK

In the Republic of Serbia (“**Serbia**”), Mundoro methodically applied for a district-scale land position in the prolific Timok Magmatic Complex which hosts significant copper-gold deposits. The Serbian exploration properties are located near the town of Bor, a mining community which services various mining operations, both open pit and underground, as well as a smelting and processing facility. The area has good infrastructure, well serviced roads and grid power.

The Company holds through its Serbian subsidiaries, the following 100%-owned exploration licenses: Crvena Zemlja, Padina, Odej, Bobot, Odej South, Gramada, Oblez, Skorusa, Branik, Kotlenik (GT7), Ponor, and Vitanovac. These properties are located in primarily Northeastern Serbia, east of Belgrade and are primarily within the well-known Timok Magmatic Complex, a segment of the Tethyan Metallogenic Belt which runs from Eastern Europe to Southeast Asia. The western portion of the Tethyan Belt hosts significant copper-gold porphyry deposits (Bor, Majdanpek, Veliki Kreveli, etc.) and related copper-gold epithermal deposits (Bor, Cukaru Peki, Chelopech, etc.).

Vale-Mundoro Projects – Central Timok

In October 2019, Mundoro entered into an agreement with Vale in which Mundoro granted to Vale an option to earn-in on four of Mundoro’s exploration licenses located within the central portion of the Timok Magmatic Complex. The parties received government approvals in 2020 and 2021 and subsequently commenced exploration activity under the earn-in agreement which is sole-funded by Vale.

Skorusa

- The Skorusa license is a 91 sq.km area located 5 km southwest of the Bor Mine Complex and is adjacent on the west side of Zijin’s Cukaru Peki deposit where mining operations commenced during 2021.
- The Skorusa copper-gold porphyry system was partially tested in 2015 and 2016 in two separate drill campaigns, with exploration primarily concentrated in the Skorusa West Zone.
- In 2021, the Phase I Vale funded drill program at Skorusa was designed to test six targets and was completed with a total of 3,464 meters of diamond drilling. Assay results were received and released in July 2021 (please see press release dated July 6, 2021).
- In Q3-2022, an audio-frequency Magneto-telluric (AMT) survey was initiated to test the system at depth and use in the design of a Phase II drill program at Skorusa. A total of 11.7-line km has been surveyed. Preliminary CSAMT survey interpretation models were received in Q4-2022. The interpretation models are expected in Q2-2023.

Exploration Plans for 2023

- A Phase II AMT geophysics survey as well as evaluation of other geophysical methods (Deep IP, VTEM, Passive Seismic) is planned for Q2-2023.
- Regional Structural Interpretation to improve understanding of structural setting and targeting is planned for Q2-2023.

- Soil geochemistry is planned for Q2-2023 with a total of 210 soil samples to cover the western extension over an extension area. Assay results are expected in Q3-2023.
- Rock chip sampling is planned for follow up of the soil geochemistry anomalies over the Skorusa license for Q2-2023 including 50 rock chip samples.
- A Phase II drill program is planned in Q3-2023 at Skorusa to follow up on the AMT geophysical anomalies and mineralization at depth for a total of 1000 m with the potential to extend by an additional 1000 m. Complete assay results are expected in Q4-2023.

Oblez

- The Oblez license totals 91 sq.km and is located directly southeast of the Skorusa license.
- In Q2-2021, the Vale funded program undertook an AMT geophysical survey on portions of the license. A total of 77 km was completed over 13 lines. Based on interpretation models for concealed epithermal and porphyry copper-gold mineralization beneath the sediments and agglomerates from the upper Cretaceous stratigraphy, four priority targets were selected for drill testing at Oblez.
- The Phase I drill program was completed in Q1-2022 for a total of 2,816 meters drilled in four drill holes. Assay results were received and showed no significant intercepts. The source of the soil geochemistry anomalies has not been determined to date.

Exploration Plans for 2023

- The geophysical models are being interpreted and correlated with the geochemical results from drill programs along with lithological and alteration down hole data to refine further targets for drill testing.
- Regional Structural Interpretation to improve understanding of structural setting and improve targeting is planned for Q2-2023.
- Rock chip sampling is planned as follow-up of the soil geochemistry copper anomalies over Oblez South area for Q2-2023 including 50 rock chip samples.

Padina

- The Padina license is located 4 km east of the Bor Mine Complex, adjacent to Branik to the east, and totals 12sq.km.
- Data review has been undertaken for the structural interpretation, geophysical surveys of ground magnetics, AMT, IP and gravity, as well as alteration and geochemistry analysis.
- In Q2-2021, the Vale funded program completed IP (Induced polarization) geophysics survey for a total of 12 line km. As a result of the interpretation modeling, one geophysical target has been drill tested to a depth of 450 meters. Complete assays were received and there were no significant intersections reported.

Exploration Plans for 2023

- The Company is evaluating additional geophysical methods for use in the exploration area.
- Regional Structural Interpretation to improve understanding of structural setting and improve targeting is planned for Q2-2023.
- A Passive Seismic geophysical survey is planned over the entire license area. The expected start time is in Q2-2023 with the results anticipated in Q3-2023.

Branik

- The Branik exploration area is located along the eastern side of the Bor Mine Complex and the Veliki Krivelj open-pit mining operation, in the highly prospective, world-class Bor Mining Camp. The Company received approval for this license during Q4-2021 for an area of 9 sq.km.
- In 2022, the Company evaluated geophysical targets and assessed further geophysical methods for use in the exploration area.

Exploration Plans for 2023

- A Passive Seismic geophysical survey is planned over the entire license area. The expected start time is in Q2-2023 with the results anticipated in Q3-2023.
- A Phase I drilling program at Branik to follow up on the orientation of the hydrothermal breccia with mineralized ore clasts intersected in the previous drilling campaign is planned for Q3-2023 for a total of 750 meters with the results expected in Q4-2023.
- Regional Structural Interpretation to improve understanding of the structural setting and improve targeting is planned for Q2-2023.

Vale-Mundoro Projects – Southern Timok

In Q2-2021, Mundoro entered into an option agreement with Vale, granting Vale an option on two exploration licenses. The licenses are located within the southern portion of the Timok Magmatic Complex and are directly adjacent to the west of the Oblez and Skorusa licenses currently being earned into by Vale. These two licenses were previously returned by Freeport during Q3-2020 for no consideration.

Bobot and Odej

- Bobot and Odej licenses are located 15 km southwest of the Bor Mine Complex. The property contains a significant elongated north-south area of hydrothermal alteration covering 14 sq.km which hosts epithermal and porphyry targets marked by Cu-Mo-Au-Ag-Pb-Zn geochemical anomalies.
- The mapped hydrothermal alteration, defined over a 9 km of strike, coincides with an elongate zone of demagnetization of the host volcanic rocks. Within the hydrothermal alteration, exploration work by the exploration team identified several targets, one of which is Tilva Rosh. At surface, there is an epithermal gold target which returned assay results from trenching of 30 g/t gold and 171 g/t silver over 12 meters.
- Drilling from six successive drill programs between 2014 and 2022, at Tilva Rosh identified continuation of the main north-south trending mineralized structure, which strikes northwest-southeast and dips under the lithocap. This mineralized structure is interpreted to be part of a deeper intrusive system which is interpreted to be a deeper porphyry as part of the 9 km long lithocap mapped and sampled on surface.
- In 2022, the exploration program focused on:
 - Data collection which included soil sampling, geological mapping, and ground magnetics over the area of the two licenses which were not previously surveyed. A total of 940 soil samples were collected and a total of 602 line-km of ground magnetic survey was completed.
 - Reprocessing and modeling of geophysical and geological data to further refine drill targets and identify new targets.
 - Drill testing at the Tilva Rosh North and Markov Kamen North targets where a total of 2,662.1 meters of diamond drilling was completed out of the planned 3,500 meters. The remaining 900 meters were drilled on the Markov Kamen South target in Q1-2023 with the results expected to be received in Q2-2023.

Exploration Plans for 2023

- A Phase II drill program of 3,200 meters is planned for Tilva Rosh North target to follow up on the banded quartz-magnetite-chalcopyrite veins and mineralization intersected from in the 2022 drill program. Drilling is anticipated to be completed in Q3-2023 with assay results from this drill program anticipated in Q4-2023.
- A Phase II drill program of 1,600 meters is planned for Markov Kamen South target to follow up on mineralization extension to the south intersected in previous drilling campaigns. Drilling is anticipated to be completed in Q4-2023 with assay results from this drill program anticipated in Q1-2024.
- Regional Structural Interpretation to improve understanding of the structural setting and improve targeting is planned for Q2-2023.

Odej South and Gramada

- The Odej South and Gramada licenses are located directly south of the Odej license. The property contains 8 km of hydrothermal alteration linked to the hydrothermal alteration identified to the north over Tilva Rosh and Markov Kamen.
- The exploration team has four identified targets from geological mapping, rock and soil sampling, ground magnetics, IP and AMT geophysical surveys, limited reverse circulation scout drilling and diamond drilling.
- In 2022, the exploration program focused on:
 - Soil sampling, lithological mapping, and ground geophysics that covered the areas of the licenses which were not previously surveyed. A total of 1540 soil samples were collected over Odej South (629 samples) and Gramada (911 samples).
 - Ground magnetics was completed for a total of 590 line-km, 200 line-km over Odej South, and 390 line-km over Gramada. Interpretation of the ground magnetic survey over the entire was received in Q1-2023.
 - Drill testing a geophysical anomaly at Gramada for a total depth of 354.4 meters out of the planned 500 meters. The remaining 146 meters will be relocated to the Markov Kamen South target. Assay results were received in Q1-2023.

Exploration Plans for 2023

- Reprocessing and modeling of geophysical data is in progress to refine drill targets planned for drilling in 2023.
- Regional Structural Interpretation to improve understanding of the structural setting and improve targeting is planned for Q2-2023.
- The exploration work program has planned an IP survey for the Orlovo-Bacevica North corridor for a total of 48 line-km with the expected completion by the end of Q2-2023.
- There is in fill soil geochemistry planned over the Gramada southeast area as well as 50 rock chip samples as a part of the program to follow up on geochemical anomalies identified from the 2022 sampling field program.
- A Phase II drilling program is planned for 800 meters at the Bacevica North target to follow up the geophysical anomalies and alteration. The drilling is anticipated to be completed by Q3-2023 with the assays expected in Q4-2023.
- A Phase I drilling program is planned for 1,600 meters at the Orlovo and D-vein targets to follow up on porphyry mineralization extension intersected in a previous drilling campaign, soil geochemistry anomalies, and new geophysical anomalies. The drilling is anticipated to be completed by the end of Q2-2023 with the assays expected in Q3-2023.
- A Phase I drilling program is planned for 800 meters at the Prekostenski target to follow up on mineralization extension by depth intersected in previous drilling campaigns and geophysical anomalies. The drilling is anticipated to be completed by the end of Q3-2023 with the assays expected in Q4-2023.

Kinross-Mundoro Project

GT7 Copper

- The GT7 Copper Project occupies 97 sq.km and is in the northern portion of the Serbo-Macedonian Metallogenic Province, which is part of the Tethyan Orogenic Belt. The area is considered highly prospective for porphyry and related epithermal mineralization. The GT7 Copper Project contains exposures of diorite porphyry copper-gold type quartz stockwork mineralization and is related to precious and base metals veins hosted within surrounding sedimentary country rocks.

In 2022 exploration focused on:

- Reconnaissance mapping over the entire license.
- A Soil Sampling Program for a total of 885 samples collected (806 field and 79 QA/QC samples) over the entire license.
- A Rock Sampling Program for a total of 28 samples collected (24 field and 4 QA/QC samples) during reconnaissance mapping.

- Specterra Measurements and Interpretation for a total of 422 hand specimens that were collected during the Soil sampling/Reconnaissance Mapping program.
- Geophysical Ground Magnetic survey that covered the entire license for a total of 967.8 line-km.
- Geophysical IP Dipole-Dipole Survey completed for 7.2 line-km.
- The fieldwork completed in 2022 identified five target areas with sulfide copper-gold-molybdenum-lead-zinc anomalies from soil and rock geochemistry along the elongated 9 km NNW-SSE strike of alteration. The five target areas are:
 - *Far North* – Elevated Au, Cu, Pb, Zn in soil geochemistry anomalies. Observed discrete polymetallic veins.
 - *North* – Massive-sulfide mineralization, structurally controlled, with elevated Au and Cu values in soils and rocks.
 - *Central* - Cross-cutting (stockwork) quartz-sulfide veins into potassic altered diorite typically forming in porphyry copper-gold deposits.
 - *South* – Polymetallic quartz±carbonate veins including pyrite, sphalerite, galena, and chalcopyrite with phyllic alteration.
 - *Far South* – distal pyrite and polymetallic veinlets/veins, dominantly into argillic alteration.
- Two of the five prospective areas are identified as the targets for the upcoming drilling program:
 - *Central* - Cross-cutting (stockwork) quartz-sulfide veins into potassic altered diorite typically forming in porphyry copper-gold deposits.
 - *South* – Polymetallic quartz±carbonate veins including pyrite, sphalerite, galena, chalcopyrite with phyllic alteration.

Exploration Plans for 2023

- Infill Soil Sampling to follow up on geochemical anomalies that remain open from the soil sampling program to the northwest and southwest. A total of 730 samples are planned for the field season in 2023.
- Rock Chip Sampling and detailed geology mapping within the infill soil sampling areas. A total of 50 rock samples are planned to be taken during the summer of 2023.
- IP Geophysics continuation for a total of 20.8 line-km to be completed in 2023.
- A Phase I drilling program designed to test the Central and South target areas with four (4) drill holes for a total of 2,500 meters of drilling during 2023. Based on the results of the drilling and the geophysics survey, an additional 1,500 meters may be approved for further drill testing in 2023.
- Water monitoring Environment Base Line Study with a focus on water quality in the area prior to the Phase I drilling program.

BHP-Mundoro Projects

In Q1-2023 Mundoro entered into a definitive agreement with a wholly owned subsidiary of BHP Group Limited (“BHP”), which provides BHP with the right to earn-in to three (each, an “Option”) exploration areas that Mundoro holds in the Timok region (“Timok Properties”). Each of the three Options provides BHP with the right to earn a 100% interest in the relevant Timok Property by making (i) annual cash payments and operator payments (“Payments”) to Mundoro, with the aggregate amount of Payments for the three properties over three years amounting to approximately US\$1,700,020.

Borsko Jezero

- The Borsko Jezero project (“**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.
- Exploration has identified several targets of which 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 epithermal type mineralization with elevated copper at the bottom of the lithocap suggesting a porphyry source beyond the

immediate drilled area.

Exploration Plans for 2023

- A drill program designed to test Target 1 at depth and to the northwest is planned with one (1) drill hole for a total of 2,000 meters of drilling during 2023. The drill hole is expected to be complete in Q2-2023 with assay results expected in Q3-2023.

Trstenik and Crvena Zemlja

- The Trstenik and Crvena Zemlja areas (“**Trstenik**”) cover 55 sq km of the exploration area and lie within the northern portion of the Timok Magmatic Complex directly north of Majdanpek Mine Complex.
- To date, the systematic exploration work carried out by Mundoro in the exploration license has identified several target areas. Two of the targets at the southern end of the exploration license have similarities with the Majdanpek deposit in that the targets share similar geology, structural settings, and mineralisation – porphyry and skarn/massive sulphide replacement type and occur along strike of the main Timok trend.
- In Q1-2022, a geophysics review for undercover targeting was completed. Interpretation from the geophysics review identified further drill targets in the south target area.
- In Q2-2022, spectral and XRF analysis was completed for 15 collected hand specimens to identify alteration zonation over the South target area in more detail.
- In September 2022, one test drill hole with a total length of 335.6 m was completed in the Southwest target area. The drill hole was designed to test the alteration/mineralization extension towards the south. The drilling costs from the program will be reimbursed by BHP in Q2-2023.
- A total of 190 core samples including QA/QC samples were collected in September and assays received in November 2022. The assay results confirmed the copper mineralization extends to the south.
- In Q4-2022, a Leapfrog model of the alteration envelopes at Target 1 was completed. This model was compared with the existing sectional interpretation and the modeled alteration solid was further refined for targeting.

Exploration Plans for 2023

- Continuation of drilling has been designed to test the extension of an IP CHR anomaly and IP RES anomaly further to the south, southwest. One drill hole is planned for a total of 600 m in Q3-2023. Petrophysics will be performed on the drill core.
- Geophysics is being planned with BHP as part of the 2023 work program to improve the targeting at depth and throughout the license.
- Evaluation of remote sensing data and interpretation is planned for the 2023 work program.
- Testing of deep porphyry system based on completed geophysics and results from Phase 1 drilling. The one additional drill hole for a total of 600m in December 2023.

Vitanovac

- The Vitanovac license is a 41 sq.km area located 40 km southwest of the Bor Mine Complex and directly south of the Bacevica license. The license area is part of the southern extension of the Timok Magmatic Complex.
- The northern and southern parts of the license are covered by Paleogene sediments interlayered with Paleogene pyroclastic volcanic and agglomerate, while the central area consists of Upper Cretaceous sediments and volcanics. Hornblende andesite that intrudes the Upper Cretaceous sediments from the central portion of the license area are considered potential for copper-gold mineralization from porphyry and epithermal related systems.
- Stream sediment program over the entire Vitanovac license has been completed and several drainage areas with elevated geochemistry were identified and mapped.

Exploration Plans for 2023

- A drill program designed to test one of the target areas is planned with one (1) drill hole for a total of 600 meters of drilling during 2023.
- The Company is also planning for project scale sampling, mapping and geophysical surveys to be complete during 2023.

Ponor

- The Ponor license is a 93 sq.km area located about 60 km south-southeast of the Bor mine Complex.
- Geology at Ponor comprises Cretaceous volcano-sedimentary lithologies intruded by late Cretaceous latite intrusions and partly overlain by Paleogene sediments. The volcanic-intrusive lithologies form part of the northwest-southeast L-shape-striking Cretaceous magmatic arc of Eastern Serbia.
- The favorable geological setting at Ponor initiates stream sediment sampling program that yields several drainage areas anomalous for gold, copper, lead and zinc within two outlined targets internally named Ponor North and Ponor South, respectively.
- Follow up work on stream sediment anomalies was completed with a total of 49 soil samples including QA/QC samples. The assay results confirmed the stream sediment anomalies.

Exploration Plans for 2023

- The Company is planning for project scale sampling, mapping and geophysical surveys to be complete during 2023.

BULGARIA PORTFOLIO SUMMARY OF EXPLORATION AND OUTLOOK

The Company has an ongoing generative program where we evaluate both existing and new project areas in the Republic of Bulgaria (“**Bulgaria**”). In Bulgaria, Mundoro proactively applied for land positions in underexplored regions known for base metal and precious metal deposits. The Company has areas under application in Bulgaria which are under review by the Ministry of Energy (“**MoE**”). Mundoro also holds a minority investment in a private gold mining company.

Svoboda

- The Svoboda area is under application with the MoE and is located in the Panagyurishte Mining Region approximately 100 km south-east of Sofia, Bulgaria.
- The Panagyurishte Mineral 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-Srednogie Belt which hosts several economically viable porphyry and epithermal copper and gold deposits such as Moldova Nova, Majdanpek, Bor and Chelopech.
- The Company’s local subsidiary was announced, in September 2017, as the winner of the Svoboda tender process. Certain legal and administrative procedures must be completed in order for an exploration contract to be entered into between the Company’s subsidiary and the **MoE**.
- The Company continues to coordinate with the responsible Ministries in order to advance this application.

JOGMEC-Mundoro EE1 Copper Project

- This project is considered highly prospective for sediment-hosted copper stratiform type deposits, like that in the Kupferschiefer region of Germany and Poland and the Central African Copperbelt of Zambia and DRC.
- There are around 60 known copper-lead-zinc mineral occurrences and several historical mines in this area.
- In Q4-2021, the Company signed an exploration contract with the **MoE** for the EE1 Project located in western Bulgaria.

- In Q1-2022, Mundoro and JOGMEC entered into an earn-in agreement for exploration of this sediment hosted copper system in Bulgaria.
- The work program was approved by the relevant government agencies in Q4-2022. Thereafter the JOGMEC funded field program commenced with soil sampling, geological mapping and a test AMT geophysical program over a portion of the license totaling 14.3 line-km.

Exploration Plans for 2023

- The Management Committee has approved a work program and budget to cover additional soil sampling, mapping, continuation of the AMT geophysical survey and drill testing for approximately 2,000 meters.

USA PORTFOLIO SUMMARY OF EXPLORATION AND OUTLOOK
Vale-Mundoro Generative Alliance

- In Q4-2021, the Company and Vale established a generative alliance focused on generation of new projects with high potential to host porphyry copper and related metal deposits within Arizona and New Mexico. Under the terms of the Generative Alliance, which has an initial term of two years, Vale will annually fund the generative work performed by MUN within the Area of Interest (“AOI”) that consists of the states of Arizona and New Mexico.
- Mundoro will be the operator of the exploration activities while Vale sole funds the Work Program and Budget in order to identify projects suitable for designation as Designated Projects. All generative exploration activities will be guided by a Technical Committee consisting of two members from each company.
- Mundoro will earn a Management Fee to operate the Generative Alliance.
- Each Designated Project will be covered by a separate option agreement pursuant to which Vale can acquire 100% of the Designated Project.
- Target generation is ongoing, where now a second project has been spun out as a Designated Project with staking underway and expected to be completed in Q2-2023.

Vale-Mundoro Dos Cabezas Project – Arizona

- From Q1-Q2, 2022 detailed geologic mapping and geochemical sampling was conducted over the majority of the project area.
- In Q2-2022 a project wide airborne magnetic survey was conducted. The data from this geophysical survey was processed, modelled and interpreted through Q2-Q3 2022 to facilitate the drill targeting process.
- Five (5) target areas were identified consisting of outcropping geologic, geochemical, and geophysical targets as well as covered geophysical targets.
- In Q3-2022, a Phase 1 drill program was designed to test the five (5) target areas totaling 3,000 meters.
- From Q3-Q4 2022, permitting procedures were undertaken with both State and Federal agencies for the Phase 1 drill program, as well as a drilling contractor and necessary service providers were secured in order to commence drilling operations.

Exploration Plans for 2023

- A drilling program with a total of 3,000 meters commenced Q1-2023. Complete assay results are expected in Q4-2023.

4. RESULTS OF OPERATIONS

The Company ended its 2022 fiscal year with \$4,843,844 in cash and cash equivalents. Mundoro has no long-term debt.

Summary of Quarterly Results

C\$ Thousands	Q4/22	Q3/22	Q2/22	Q1/22	Q4/21	Q3/21	Q2/21	Q1/21
Exploration and project evaluation costs	2,191	994	976	949	709	638	866	840
Recoveries from partners	(1,793)	(739)	(970)	(774)	(589)	(215)	(646)	(632)
Net Exploration and project evaluation costs	398	255	6	175	120	423	220	208
Corporate expenses ⁽¹⁾	419	376	266	186	241	234	193	131
Fees earned ⁽²⁾	(123)	(446)	(323)	(44)	(57)	(21)	(65)	(63)
Net Corporate Expenses	296	(70)	(57)	142	184	213	128	68
Loss before other (expenses) income	693	185	(51)	317	304	636	348	276
Other (income) expense ⁽³⁾	402	(169)	102	114	330	(161)	223	9
Net loss (income) for the period	1,095	12	51	431	634	475	571	285
Income (loss) per share:								
Basic	\$(0.01)	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.01)	\$(0.00)	\$(0.01)	(\$0.00)
Diluted	\$(0.01)	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.01)	\$(0.00)	\$(0.01)	(\$0.00)

1. Corporate Expenses include accounting and audit, regulatory and corporate governance, corporate communication, and general and administrative expenses.
2. Includes fees earned by Mundoro for its role as operator in Earn-In Agreements, as well as annual option payments, and miscellaneous income (such as interest).
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.

Annual Financial Information

	As at December 31, 2022	As at December 31, 2021	As at December 31, 2020
Total Assets	\$ 6,617,173	\$ 4,707,885	\$ 3,088,069
Total Long-Term Liabilities	Nil	Nil	Nil
Cash Dividends per Share	Nil	Nil	Nil
Loss per share	\$ (0.02)	\$ (0.02)	\$ (0.02)

Review of Operations for the Year Ended December 31, 2022 Compared to the Year Ended December 31, 2021

For the fiscal year ended December 31, 2022, the Company recorded a net loss of \$1,593,211 (\$0.02 per share), compared to a net loss of \$1,964,876 (\$0.02 per share) for the fiscal year ended December 31, 2021.

The exploration expenditures, the majority of which are sole-funded by partners, were higher at \$5,108,607 in fiscal year 2022 compared to \$3,053,322 in fiscal year 2021 due to additional partner funded work program expenditures in Serbia, Bulgaria and the USA. As a result, recoveries from option partners in fiscal year 2022 were higher when compared to 2021 and were \$4,275,666 (84%) and \$2,082,141 (68%) respectively, resulting in net exploration costs of \$832,941 in fiscal 2022 and \$971,191 in fiscal 2021.

The Company also received higher fee income (including operator fees, option fees, and miscellaneous income) of an aggregate \$936,984 in fiscal year 2022 compared to \$211,067 in fiscal year 2021. A total of \$102,628 of option fees which were not included in the fee income aggregate for 2022, were instead used to offset against the capitalized value of mineral properties rather than being recognized in income.

For fiscal year 2022, the Company recorded an increase of \$449,248 in corporate expenses as the Company hired additional staff to support an increase in operations in 2022.

Share-based payments were lower in fiscal 2022 by \$46,791 due to a lower number of incentive stock options granted and vested during the fiscal year 2022. Foreign exchange gain swung from a loss in 2021 of \$36,283 to a net gain of \$101,888 in 2022 from foreign exchange rate fluctuations and the Company recorded a decrease in fair value of its investment of \$222,758 in 2022 compared to an increase of \$2,614 in 2021.

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

Review of Operations for the Quarter Ended December 31, 2022 Compared to the Quarter Ended December 31, 2021

For the quarter ended December 31, 2022, the Company recorded a net loss of \$1,095,094 (\$0.01 per share), compared to a net loss of \$633,699 (\$0.01 per share) for the quarter ended December 31, 2021 for an increase of \$461,395.

The exploration expenditures, the majority of which are sole-funded by partners, were higher at \$2,190,563 in Q4 2022 as compared to \$709,558 in Q4 2021 due to additional partner funded work program expenditures in Serbia, Bulgaria and the USA. As a result, recoveries from option partners in Q4 2022 were higher when compared to 2021 and were \$1,792,739 (82%) and \$589,530 (83%) respectively, resulting in net exploration costs of \$397,824 in Q4 2022 and \$120,028 in Q4 2021.

In Q4-2022, there was an increase of \$22,727 in foreign exchange loss and a decrease of \$77,173 in write-down of investments.

Liquidity and Capital Resources

The Company's principal source of liquidity is its existing cash and as of December 31, 2022, the Company had cash and cash equivalents totaling \$4,843,844 (December 31, 2021 – \$3,587,477).

During the fiscal year 2022, the Company generated cash from operating activities of \$1,203,915, compared to a use of cash of \$1,886,075 in fiscal year 2021, with the increase primarily due to \$3,154,951 of advance payments from partners at year-end, an increase in recoveries from partners and an increase in fees earned from partners.

In Q4 2020 and Q1 2021, the Company undertook a private placement, which was oversubscribed and issued 19,287,500 units at a price of \$0.16 per unit for gross proceeds of \$3,086,000. The Company finished the fiscal year 2022 with cash of \$4,843,844 and it expects that, combined with expected partner funding, fees to be earned as operator and property option payments during 2023, the Company will have sufficient cash to meet its obligations for the year 2023.

As required, the Company will continue to explore appropriate financing routes which may include additional issuance of share capital; funding through additional earn-in partnerships or strategic partnership; project debt; convertible securities; or other financial instruments.

With the exception of interest earned on its cash balance, operator fees earned for its role as the operator in Earn-In Agreements, and option payments, 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 103,805,556 common shares outstanding, and 7,020,000 stock options granted at exercise prices ranging from \$0.11 to \$0.23 per share, expiring between May 2023 and February 2027. All warrants have expired, and none are outstanding as of the date of this MD&A.

5. 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 serve. Executive officers, directors, employees, and consultants of the Company also participate in the Company’s Equity Incentive Plan. The Company incurred the following expenses related to key management personnel:

For the Year Ended (C\$)	December 31, 2022	December 31, 2021
Directors' fees	133,000	\$ 102,000
Short-term management salaries and benefits	616,047	484,306
Share based payments - Directors	88,316	76,893
Share based payments - Management	51,354	80,213
	888,717	\$ 743,412

6. OFF BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements for the Company.

7. 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, and its receivables, advances and payables. The Company is exposed to foreign exchange rate fluctuations in respect of instruments held in foreign currencies.

The Company is exposed to low interest rate risk with respect to its cash and cash equivalents given the relatively low market interest rates and the Company’s lack of interest-bearing liabilities. The majority of the Company’s cash has been placed with a Canadian Chartered Bank and held in cash.

8. DISCLOSURE CONTROLS AND PROCEDURES UPDATE

Disclosure controls and procedures have been designed to ensure that information required to be disclosed by the Company is accumulated and communicated to management, as appropriate, to allow for timely decisions regarding required disclosure.

9. 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.

10. 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 mineralization 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.

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.

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, USA 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.

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.

Global Financial Condition

Financial conditions globally continue to experience significant volatility due to multiple factors, including high inflation, aggressive monetary policies from governments in response to the COVID-19 pandemic, and the impact of supply chain interruptions on commodity and energy prices. 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.

The conflict in Ukraine, and the accompanying international response including economic sanctions, has been disruptive to the world economy, with increased volatility in commodity markets, including higher oil and gasoline prices, which could negatively impact supply chains. There is a risk of substantial market impact arising from the conflict which could have a material adverse effect on the economics of the Company's projects, and the Company's ability to operate its business and advance project exploration.

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.

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 USA, 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 favorable or unfavorable, 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 limited 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 favorable. 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 favorable 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 unfavorable 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 mineralization 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 mineralization 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.

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 optionees 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.

QUALIFIED PERSONS & INFORMATION CONCERNING ESTIMATES OF RESOURCES

The scientific and technical information described in this MD&A have been prepared in accordance with in National Instrument 43-101. The scientific and technical information for Serbia and Bulgaria exploration programs was reviewed and approved by, R. Jemielita, PhD, MIMMM, a Qualified Person as defined by NI 43-101 and Chief Geologist to the Company. The scientific and technical information for the USA exploration programs has been reviewed and approved by T. Dechev, P.Eng (PEO, APEGBC), a Qualified Person as defined by NI 43-101, and the Company's Chief Executive Officer.

On April 15, 2013, Mundoro announced the completion of the NI 43-101 compliant technical report on the Company's 100%-owned Borsko Jezero Property in Bor, Serbia (the "Borsko Jezero Technical Report"). The Borsko Jezero Property is located in Northeastern Serbia and covers (46 sq.km). 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

This management discussion and analysis of financial results uses the terms 'measured resources', 'indicated resources' and 'inferred resources'. The Company advises investors that although these terms are recognized and required by Canadian regulations (under NI 43-101 Standards of Disclosure for Mineral Projects), the U.S. Securities and Exchange Commission does not recognize them. Investors are cautioned not to assume that any part or all of the mineral deposits in these categories will ever be converted into reserves. In addition, 'inferred resources' have a great amount of uncertainty as to their existence and economic and legal feasibility. It cannot be assumed that all or any part of an

inferred mineral resource will ever be upgraded to a higher category. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies, or economic studies except for Preliminary Assessments as defined under NI 43-101. Investors are cautioned not to assume that part or all of an inferred resource exists or is economically or legally mineable. Mineral resources that are not classified as mineral reserves do not have demonstrated economic viability.