Management’s Discussion and Analysis
Third Quarter Ended September 30, 2020

(Expressed in Canadian dollars, except per share amounts and where otherwise noted)

November 27, 2020

This Management’s Discussion and Analysis ("MD&A") should be read in conjunction with the condensed consolidated interim financial statements for the period ended September 30, 2020 and related notes thereto which have been prepared in accordance with IFRS 34, Interim Financial Reporting of the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board, as well as the annual audited consolidated financial statements for the year ended December 31, 2019, which are in accordance with IFRS, and the related MD&A. References to “E29”, “Element 29”, and the “Company” are to Element 29 Minerals Corp. and/or one or more of its wholly-owned subsidiaries. Further information on the Company is available on SEDAR at www.sedar.com. Information is also available on the Company’s website at www.e29copper.com. Information on risks associated with investing in the Company’s securities is contained in this MD&A. Technical and scientific information under National Instrument 43-101 - Standards of Disclosure for Mineral Projects (“NI 43-101”) concerning the Company’s material properties are located in their respective technical reports: technical and scientific information regarding the Flor de Cobre Project (the “Flor de Cobre Project”) is contained in the technical report titled “43-101 Technical Report Flor de Cobre Property Arequipa and Moquegua Regions, Peru” with an effective date of March 15, 2020, prepared for the Company by Derrick Strickland (P.Geo.) (the “Flor de Cobre Technical Report”); and technical and scientific information regarding the Elida Project (“Elida Project”) is contained in the technical report titled “43-101 Technical Report Elida Property, Peru” with an effective date of February 15, 2020 prepared for the Company by Derrick Strickland (P.Geo.) (the “Elida Technical Report”);. The disclosure in this MD&A of scientific and technical information regarding the Company’s other mineral projects has been reviewed and approved by Brian R. Booth (P.Geo.), the President and Chief Executive Officer of the Company. Each of Mr. Strickland and Mr. Booth are a "qualified person" for the purposes of NI 43-101.

COMPANY BACKGROUND

Element 29 is a Canadian resource company engaged in the exploration and development of mineral resource properties in Peru. The Company is exploring for copper (“Cu”), molybdenum (“Mo”), gold (“Au”), silver (“Ag”), and other metals including lead (“Pb”), and zinc (“Zn”). At present, none of the Company’s mineral properties are at a commercial development or production stage. The Company’s objective is to confirm, delineate, and develop the copper mineralization at its Flor de Cobre property (“Candelaria”). At the Elida copper porphyry project, the Company plans to explore and expand on the Cu,Mo,Ag mineralization intersected in the Central/Area 1 and drill test the three other porphyry targets located on the project.

The Company also holds two other projects, the Pahuay Copper Project and the Muñaorjo Copper Project, which are both located in Peru.

The Company was incorporated in British Columbia on August 30, 2017. The Company’s corporate headquarters is in Vancouver, British Columbia, Canada. Field operations are conducted out of a local office in Peru. Element 29 is led by a seasoned team of mining, corporate finance and corporate governance professionals, who have the experience to advance the Company’s projects and generate value for Element 29’s shareholders.

The Company has three wholly-owned subsidiaries, Candelaria Resources SAC, Elida Resources SAC and Pahuay Resources SAC, all of which were incorporated under the laws of Peru (the “Subsidiaries”).

INITIAL PUBLIC OFFERING

On November 13, 2020, the Company obtained a receipt for its final prospectus filed with the securities regulatory authorities in the provinces of British Columbia, Alberta and Ontario, in connection with the initial public offering (the "Offering") of a minimum of 10,000,000 units of the company (the "Units") and a maximum of 20,000,000 Units at a price of $0.50 per Unit for minimum gross proceeds of $5,000,000 and maximum gross proceeds of $10,000,000 to the Company (the “Prospectus”).

Each Unit comprises one common share in the capital of the Company (each a "Common Share") and one-half of one common share purchase warrant of the Company (each whole common share purchase warrant, a "Warrant"). Each Warrant is exercisable into one common share of the Company (each, a "Warrant Share") at an exercise price of $0.70 per Warrant Share on the date that is 36 months following the closing of the Offering, subject to adjustment in certain events. Haywood Securities Inc., BMO Capital Markets Corp. and Canaccord Genuity Corp. are acting as agents (together, the "Agents") for the Offering.

The Company has granted the Agents an over-allotment option (the "Over-Allotment Option"), exercisable in whole or in part, at the sole discretion of the Agents, at any time up to 30 days following the closing of the Offering, to purchase up to an additional number of Units equal to 15% of the Units sold pursuant to the Offering (the "Agents' Option Units") at a price of $0.50 per Agents' Option Unit to cover the Agents' over-allocation position, if any, and for market stabilization purposes. The closing of the Offering is expected to occur on or about December 3, 2020 (the "Closing Date") and is subject to customary closing conditions, including the receipt of all necessary regulatory approvals. The Company has received conditional listing approval of the TSX Venture Exchange (the "TSXV") for the listing of its Common Shares. Listing remains subject to the Company fulfilling customary TSXV requirements. The Common Shares are expected to commence trading on the TSXV under the symbol "ECU" on the Closing Date.

HIGHLIGHTS

The Company's strategy is to further explore the copper mineralization and transition through to advanced exploration and engineering studies towards becoming a mining company.

Corporate

- In April 2020, the Company completed a senior secured convertible debenture financing for proceeds of $1,500,000.
- In January 2020, the Company completed a convertible debenture financing for gross proceeds of $295,000.

Flor de Cobre Copper Project

- The project contains a shallow historic resource at Candelaria of 57.4 Mt of 0.67% Copper, at a 0.2% Copper cut-off in a supergene enrichment copper zone.
- The original source of the historical estimate is a press release of Rio Amarillo Mining Ltd. dated November 15, 1996: This historical estimate is relevant to the Flor de Cobre property as it suggests the porphyries in the area are mineralized and there may be mineralization of interest present. The parameters, assumptions and methods used to calculate the historical estimate are unknown. Additionally, the historical estimate does not use the resource categories as found in CIM 2014 Definition Standards; and the difference to the CIM categories are not known. It is also unclear what portion of this historical resource estimate is on the current Flor de Cobre property configuration. A qualified person has not done sufficient work to classify the historical estimate as a current mineral resource, and it is unclear what work might be required to confirm the resource. For these reasons, the historical estimate should not be relied upon. The Company is not treating the historical estimate as a current mineral resource.
- In 2019, a second porphyry copper target was located 1.5 kilometres to the northeast of Candelaria on the 100% owned concessions on Flor de Cobre called Atravezado. This porphyry target has a 1.0 X 1.2 kilometres geophysical anomaly coincident with strong rock sample copper geochemistry, porphyry style phyllic alteration and quartz stockwork veining.
- An additional 2 concessions were applied for in 2019, through the Peru government auction process, on the northeast part of the Flor de Cobre property near the San Jose porphyry. Final receipt of the concessions is pending.
- In 2019, a 28.9 kilometre Induced Polarization (IP) geophysical survey was completed over the property to evaluate the Candelaria supergene copper zone and Atravezado copper porphyry target at depth. Strong IP anomalies were detected associated over the two target areas.
- The drill permit application was completed and submitted to the government in the 4th quarter of 2019. Discussions are ongoing with the company that owns the surface rights and the final approval is pending.

Elida Copper Project

- The Company is pursuing an exploration target on the Elida Property Elida Central/Area 1 of 200M to 500M tonnes, with grades of 0.35%-0.45% Cu, 0.03%-0.05% Mo and 3.5 g/t to 4.5 g/t Ag. This exploration target is based on: the high-quality data from the 18 drill hole program (9880m) completed by Lundin Mining Peru SAC ("Lundin"), and the surficial mapping and detailed interpretations undertaken by Lundin Mining Peru SAC and Globetrotters Resources Peru SAC ("Globetrotters"). The potential quantity and grade of this exploration target is conceptual in nature; there is currently insufficient drilling data to define a mineral resource and it is uncertain if further exploration will result in this target being delineated as a mineral resource.

- Six diamond drill holes in the Central/Area 1 returned significant intersections (DDH-15 ELID-012) up to 503 metres of 0.42% Cu, 0.046% Mo, 3.23 g/t Ag including 265m of 0.52% Cu, 0.049% Mo, 4.1 g/t Ag.
- Three additional target areas have been identified within the 2.0 X 2.0 kilometre phyllic alteration zone.
- The diamond drill permit was received for the Elida project in July 2019 for an Environmental Evaluation from the Ministry of Energy and Mines of Peru (the "FTA"). The process to activate the permit to begin drilling is underway along with the renewal of the Aco community agreement which has been declared Indigenous.

Pahuay Copper Project

- The Pahuay project covers a 1.7 X 2.8 kilometre copper mineralized hydrothermal alteration zone that returned Cu-Mo-Zn rock sample assays up to 4.4% Cu and 0.05% Mo from the central area and up to 6.5% Zn from the distal areas.

Muñaorjo Copper Project

- The Muñaorjo property is centered on a large (4.3 X 1.3 kilometres) hydrothermal alteration zone. Skarn related copper mineralization is developed in the limestone over a 480 metre X 280 metre area at surface. Rock sample results are highly anomalous and returned assay results up to 4% Cu.

OUTLOOK

E29's key objective in 2020 is to complete the initial public offering (the "IPO") and the financing proceeds will be used to validate and delineate the historic copper resource estimate at Flor de Cobre ("Candelaria Deposit"), and/or complete infill and expansion drilling at the central/Area 1 at Elida, NI 43-101 resource estimates, metallurgical and engineering studies.. The Company anticipates completing the IPO process in the 4th quarter of 2020.

The original source of the historical estimate is a press release of Rio Amarillo Mining Ltd. dated November 15, 1996. This historical resource estimate is relevant to the Flor de Cobre property as it suggests the porphyries in the area are mineralized and there may be mineralization of interest present. The parameters, assumptions and methods used to calculate the historical estimate are unknown. Additionally, the historical estimate does not use the resource categories as found in CIM 2014 Definition Standards; and the difference to the CIM categories are not known. It is also unclear what portion of this historical resource estimate is on the current Flor de Cobre property configuration. A qualified person has not done sufficient work to classify the historical estimate as a current mineral resource, and it is unclear what work might be required to confirm the resource. For these reasons, the historical estimate is should not be relied upon. The Company is not treating the historical estimate as a current mineral resource.

Flor de Cobre

The drill permit under an Environmental Impact Assessment ("EIA") (currently in application) is in progress for Flor de Cobre copper porphyry in Southern Peru and is expected at the end of 2020. Once the permit is received, the Company plans a 9 hole diamond drill program for a total of 3,700 metres at Candelaria to complete a NI 43-101 resource estimate and to evaluate the potential for additional resources at depth of the primary sulphide which has been intercepted in historical drilling. The Company subsequently plans to carry out preliminary metallurgical and engineering studies in 2021.

Elida

In July 2019, the Company received an Environmental Evaluation ("FTA") approval for Elida property from the Ministry of Energy and Mines ("MINEM") of Peru. The FTA enables the Company to commence its drilling program at Elida subject to filing a notice for permit activation, renewal of the Aco community agreement, recently declared Indigenous and obtaining the local water permit which began in September 2020 and is ongoing. The Company plans on drilling the Elida project following receipt of additional funds through the IPO financing. This exploration program will consist of 8,000 metres in-fill drilling in and around the known copper intersections to complete a NI 43-101 resource and testing new target areas on the property. The Company's preliminary exploration target is at the Elida Central/Area 1 which has the potential of 200 million to 500 million tonnes of mineralized material, with grades of

0.35%-0.45% Cu, 0.03%-0.05% Mo and 3.5 g/t to 4.5 g/t Ag. In parallel, the Company will undertake preliminary metallurgical studies.

PROJECT ACQUISITIONS

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristics of many mineral properties. The Company has investigated title to its exploration and evaluation assets and, to the best of its knowledge, including Ingemmet public records, title to the mineral properties remains in good standing.

In April 2019, the Company acquired from Globetrotters, a private company incorporated under the laws of British Columbia, Canada, two advanced copper projects located in Peru. The projects acquired were the Flor de Cobre copper project ("Flor de Cobre") and the Elida copper project ("Elida"). The purchase price of $2,811,250 was settled through an issuance of 28,112,501 common shares of the Company. Globetrotters also retained a 2% net smelter royalty ("NSR") on the projects. The Company and Globetrotters share certain directors in common.

In September 2019, the Company was successful in acquiring an additional three claims through a government auction process located to the north east of Flor de Cobre, which was named the San Jose property.

In November 2019, the Company acquired the Pahuay Copper Skarn Project ("Pahuay") and the Muñaorjo Copper Skarn Porphyry Project ("Muñaorjo") from Globetrotter for $1,500,000 to be paid by the Company issuing common shares of the Company equal to the price per common share which is established for the purpose of an initial public offering, reverse merger or other transaction whereby the Company's securities are listed for trading on a recognized stock exchange, less a discount of twenty percent (20%). Globetrotters also retained a 2% NSR on the project.

PROJECT DETAILS - PERU

FLOR DE COBRE COPPER PROJECT

The Company owns 100% of the Flor de Cobre copper property, with the exception of certain concessions ("Candelaria concessions"), where it has an option to earn 100% from a Peruvian vendor.

The Company can earn 100% interest in the Candelaria claims at Flor de Cobre by making option payments to the vendor in the total amount of approximately US$5 million over five years between 2020 and 2024. An additional US$6 million payment would be due on the positive feasibility study for the claim area.

Cerro Verde, operated by Freeport-McMoRan; Cuajone and Toquepala, operated by Southern Copper; and Quellaveco, under construction by Anglo American (Figure 1). The Flor de Cobre property is 8 kilometres northeast of the Chapi mine and ~30 kilometres southeast of the Cerro Verde copper mine with excellent infrastructure for mine development with respect to roads, power lines and port access (Figure 2). The property contains the Candelaria historic copper resource first identified in the 1960's and was the site of a historical small-scale copper mining operation since that time.

Flor de Cobre is a low altitude copper porphyry project located 45 kilometres southeast of Arequipa in the Southern Peru Copper belt which is a Paleocene age magmatic arc that hosts multiple world class copper mines and deposits.

Figure 1 - Project Location Map

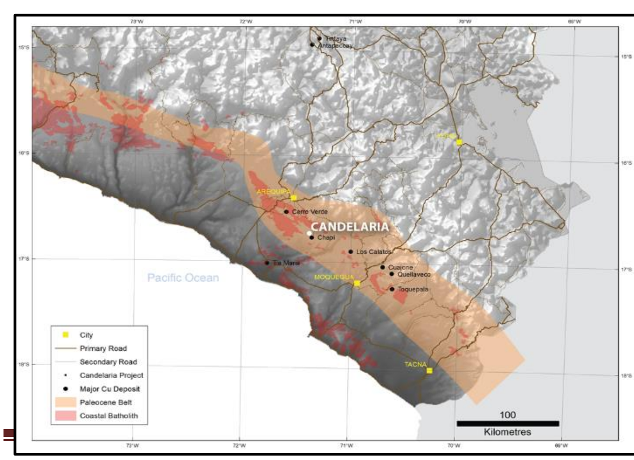
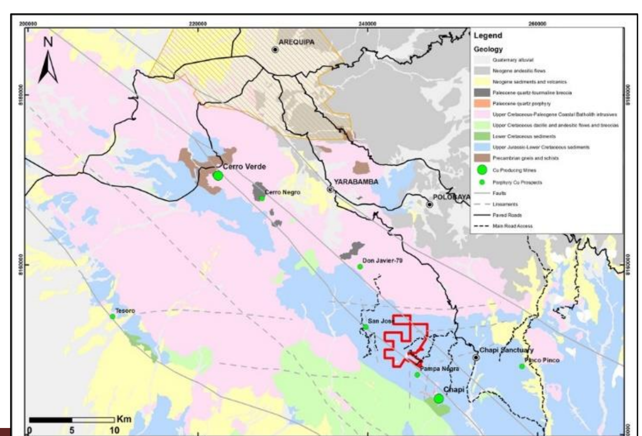
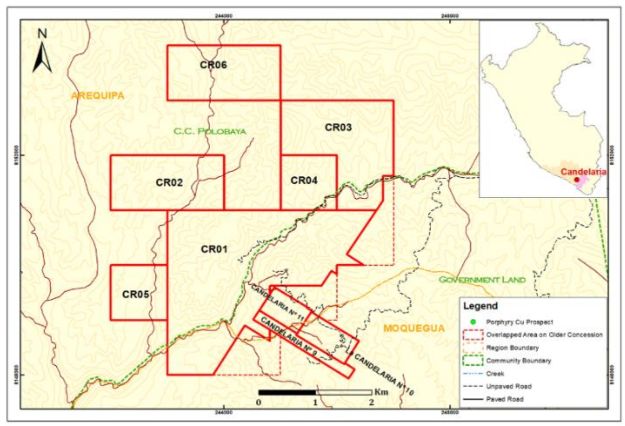


Figure 2 – Regional Geology and Location map



The Flor de Cobre property is made up of seven mining concessions and two concession applications totaling 1,927 ha. Individual concessions are shown in Figure 3.

Figure 3 – Property Concession Map



Candelaria Historic Copper Resource

Historical drilling by prior operators in the Candelaria area was very limited in scope, but led to the discovery of a historic resource of 57.4 million tonnes at a grade of 0.67% Cu, using a 0.2% Cu cut-off grade in the near-surface oxide copper supergene enrichment zone, the majority of which is on the property. The property also covers a second porphyry copper target ("Atravezado") that is located 1.5 kilometres northeast of Candelaria.

The original source of the historical estimate is a press release of Rio Amarillo Mining Ltd. dated November 15, 1996: This historical estimate is relevant to the Flor de Cobre property as it suggests the porphyries in the area are mineralized and there may be mineralization of interest present. The parameters, assumptions and methods used to calculate the historical estimate are unknown. Additionally, the historical estimate does not use the resource categories as found in CIM 2014 Definition Standards; and the difference to the CIM categories are not known. It is also unclear what portion of this historical resource estimate is on the current Flor de Cobre property configuration. A qualified person has not done sufficient work to classify the historical estimate as a current mineral resource, and it is unclear what work might be required to confirm the resource. For these reasons, the historical estimate is should not be relied upon. The Company is not treating the historical estimate as a current mineral resource.

The Flor de Cobre area is interpreted as host to a porphyry copper-molybdenum (Cu-Mo) system called the "Candelaria Porphyry", with characteristics similar to other porphyry deposits in the Southern Peru Copper Belt. Mineralization is found in two distinct forms as:

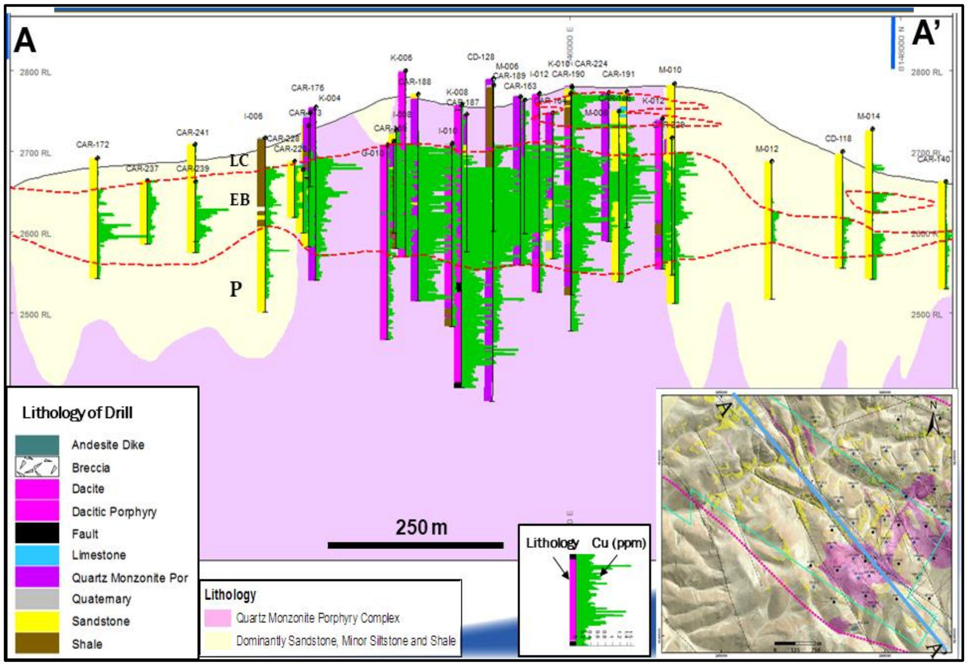
a) Hypogene sulfide mineralization including disseminated and veinlet-controlled chalcopyrite and molybdenite distributed within quartz monzonite porphyry stocks and their immediate wall rocks; and

b) Supergene mineralization of secondary copper oxides and sulfides formed by weathering and redistribution of primary hypogene mineralization into sub-horizontal, tabular bodies located beneath remnants of a leached cap that has been dissected through erosion. Chalcocite is the dominant secondary sulfide mineral, with malachite, chrysocolla, and tenorite as the most abundant copper oxide minerals.

Originally explored as a supergene deposit, the Candelaria Porphyry had little attention given to its hypogene deposit potential. The Flor de Cobre property was acquired on the premise that a sizeable hypogene resource might be outlined, and this exploration work might be funded by exploiting the relatively small supergene mineralization. Cursory work completed on the property supports the hypothesis that a large porphyry copper system exists beneath the supergene mineralization targeting grades similar to the Cerro Verde system. Drill-testing this hypogene component of the Flor de Cobre system will be part of the exploration strategy.

The Candelaria Porphyry mineralization itself was outlined by two drilling campaigns in the 1990's and includes a supergene enriched zone with dimensions of 850 x 1,000 metre elongated in a northeast direction. This zone has an average thickness of 20 metres and reaches a maximum thickness of 126 metres. The drilling also intercepted a mineralized hypogene zone underneath to a depth of 350 metres, where a drill hole ended in mineralization. The supergene zone is centred on a small cluster of quartz monzonite porphyry stocks mapped on the southeast end of the Property. Drill section through the Candelaria mineralization is shown on Figure 4.

Figure 4 – Candelaria Drill hole cross section

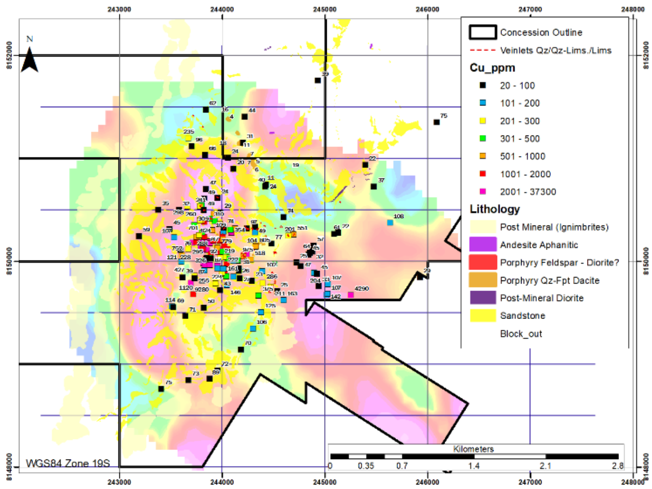


The original source of the historical estimate is a press release of Rio Amarillo Mining Ltd. dated November 15, 1996: This historical estimate is relevant to the Flor de Cobre property as it suggests the porphyries in the area are mineralized and there may be mineralization of interest present. The parameters, assumptions and methods used to calculate the historical estimate are unknown. Additionally, the historical estimate does not use the resource categories as found in CIM 2014 Definition Standards; and the difference to the CIM categories are not known. It is also unclear what portion of this historical resource estimate is on the current Flor de Cobre property configuration. A qualified person has not done sufficient work to classify the historical estimate as a current mineral resource, and it is unclear what work might be required to confirm the resource. For these reasons, the historical estimate is should not be relied upon. The Company is not treating the historical estimate as a current mineral resource.

Altravezada Copper Target

Geological mapping of Atravezado area illustrates the existence of a potential Cu-Mo porphyry system covering an area approximately 1.2 x 1.0 kilometres that coincides with strong Cu and Mo geochemical anomalies. The recently completed Induced Polarization geophysical survey was completed over the property and showed a strong geophysical anomaly (resistivity and chargeability) coincident with the area of strong surface copper rock geochemistry, quartz stockworks and phyillic alteration consistent with porphyry copper systems (Figure 5).

Figure 5 – Atravezado - Surface Geology, Resistivity and Rock Sample results Cu



Bedding orientation in the sequence of quartzite, sandstone, limonite and shale define small open anticlines and synclines with a fold axes azimuth's ranging from 320° to 325° in the central Candelaria area. These small fold structures appear to be elements of a regional anticline with a northwest oriented axis passing through Huacacón hill.

Structural alignments of faults and visible local fractures of N-NW orientation affect sedimentary sequences and partly control some porphyry dikes. In general, a large part of the population of veins and fractures have a north-west tendency.

ELIDA COPPER PROJECT

The Elida project is located in the province of Ocros, in the district of Carhuapampa, Department of Ancash which is 170 kilometres northwest of Lima and roughly 80 kilometres from the coast. The property is accessible along paved and maintained unpaved roads that extend inland from the city of Barranca. Barranca is connected to Lima by the Pan American Highway (Figure 6).

The Property is made up of 28 mining concessions, totaling 19,210 ha, as shown in Figure 7 with concession details listed in Table 2. There is currently one mineral concession internal to the Elida property and that concession is not the subject of this report. These concessions are currently registered in the name of Elida Resources SAC (Figure 7).

Figure 6 – Property Location Map

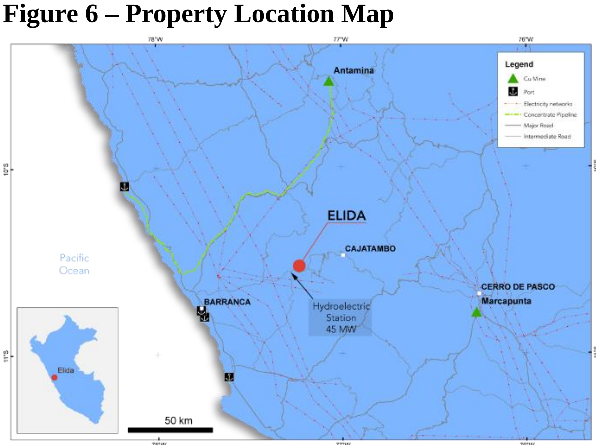
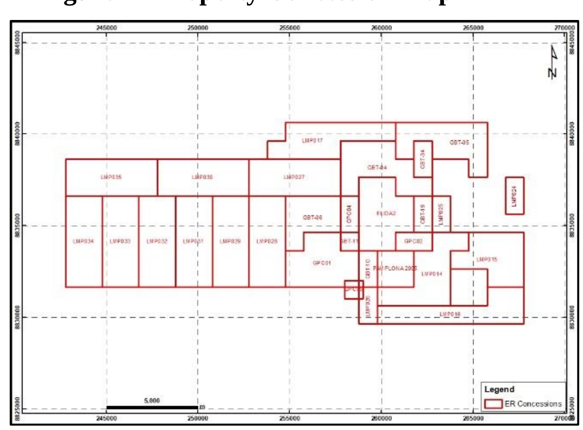


Figure 7 - Property Concession Map



The property was originally staked over a large, high-priority ASTER target situated in a new emerging porphyry belt in central Peru. The ground follow-up of this anomaly eventually led to the discovery of an untested porphyry Cu-Mo centre that is part of a porphyry cluster enclosed by a 2 x 2 kilometre alteration zone. The porphyry system is a multiphase complex of porphyry stocks and dikes, composed of quartz monzonite intruded into Cretaceous Casma volcanic, volcanoclastic and sedimentary rocks as well as the eastern margin of the Coastal Batholith. In the central part of the system, the Casma Group is a sequence of intercalated volcanic and volcanoclastic rocks intercalated with sandstone, calcareous sandstone, siltstone, and shales.

The Paleocene and Early Eocene belt hosts numerous copper mines in southern Peru. Porphyry intrusions of this age are temporally and spatially associated with porphyry Cu-Mo mineralization at Cerro Verde, Quellaveco, Toquepala and Cuajone.

Lundin optioned the property and undertook an exploration program on the Elida property from 2013 to 2016 which consisted of regional and detailed geological mapping, drone topographic surveying, rock geochemistry, ground magnetics, ground induced polarization ("IP"), and ultimately the drilling of 18 diamond drill holes ("DDH") (Figure 8 and Figure 9).

Regional geological mapping was undertaken at a district scale of 1:10,000, with local detailed mapping at a scale of 1:2,500. A concurrent rock geochemistry sampling program was also completed; this part of the program included radiometric age-dating of four rock samples by a U238/Pb206 method on magmatic zircon. Eight lines of ground magnetics with a total coverage of 19.5 kilometres and 12 induced polarization/resistivity lines using a pole-dipole configuration, at 100 metre spacing along NW-SE oriented survey lines were conducted from January to March, 2014. Thirty additional lines of ground magnetic surveying, at 100 metre spacing, again with NE-SW oriented lines totalling 76.26 kilometres was carried out in July 2014.

Figure 8 – Elida Geology, Drill hole location and Cu Target Areas

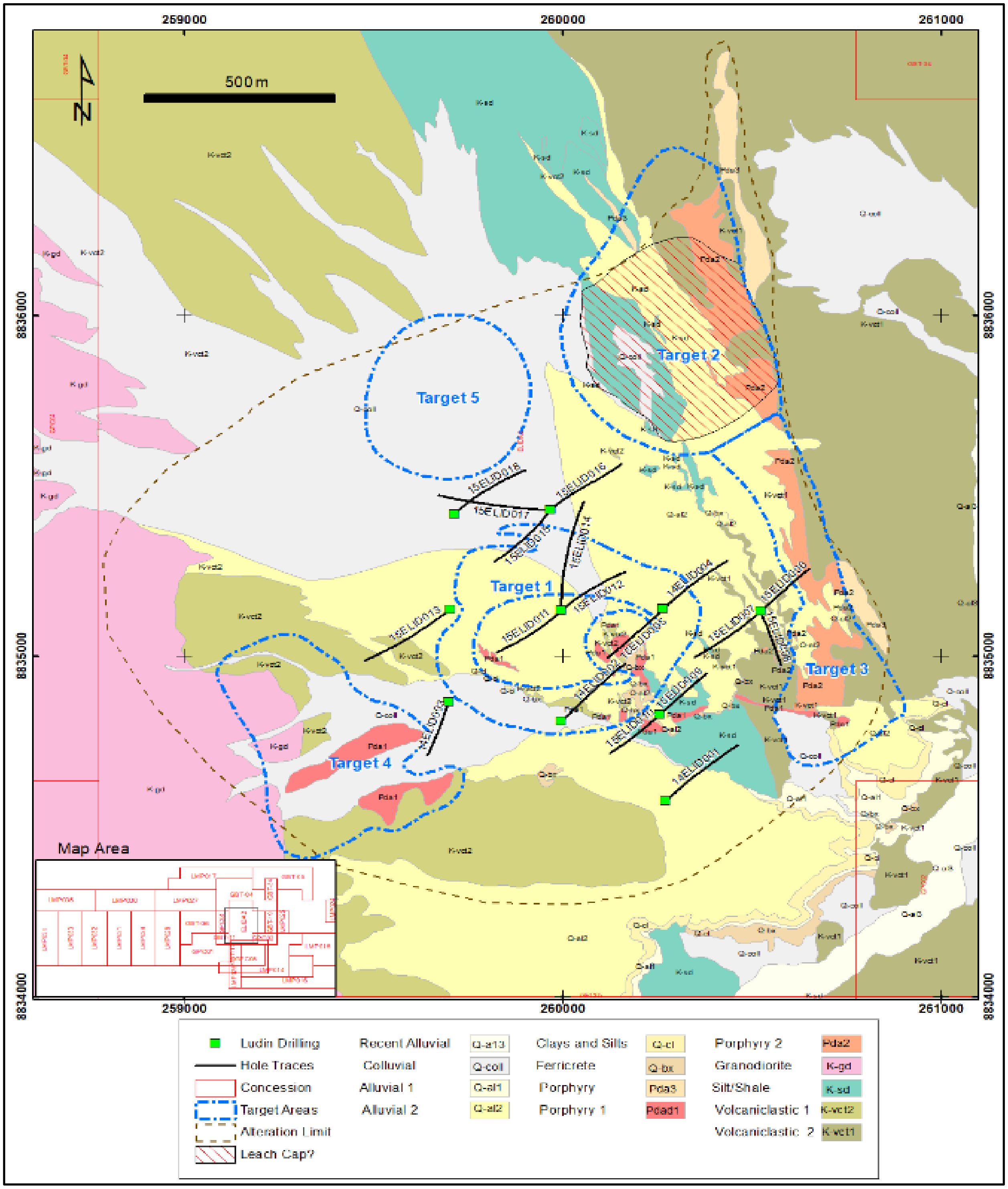
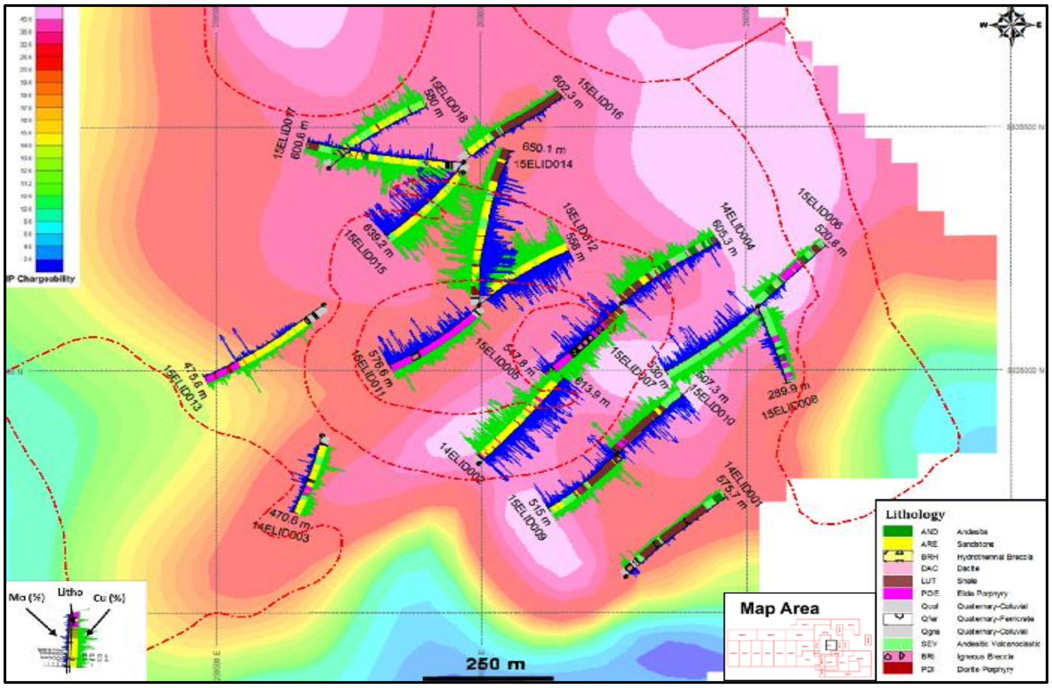


Figure 9 – Elida, Central Area/Target 1, Drill holes – Geophysics



A total of 9,880 metres of diamond drilling in 18 drill holes was completed by Lundin in 2015. All holes intercepted Cu-Mo mineralization and six of the holes intercepted significant Cu-Mo mineralization. DDH 15ELID012 returned the best assay results, which returned 503 metres of 0.42% Cu, 0.046% Mo, 3.23 g/t Ag including 265 metres of 0.52% Cu, 0.049% Mo, 4.1 g/t Ag (Table 2). Some mineralized intercepts begin immediately below colluvial cover, demonstrating the mineralized system sub-crops beneath the post-mineral unconsolidated cover sequence.

Q3 2020 MD&A (expressed in Canadian Dollars, except where otherwise noted)

Table 2: 2014-2015 Drilling Summary Assays

Hole-ID	No of Samples	Length (m)		Ag ppm	Cu %	Cd ppm	Mo %	Mn ppm	Pb ppm	Zn ppm
14ELID001	265	523.65	AVG	0.56	0.0512	1.62	0.0037	477	11.9	205
			MAX	7.20	0.3240	37.00	0.0266	7010	160.0	4340
			MIN	0.25	0.0106	0.25	0.0002	43	1.0	3
14ELID002	304	590.3	AVG	2.52	0.2808	2.24	0.0485	738	13.5	334
			MAX	11.70	0.9520	44.30	0.2300	7220	212.0	4640
			MIN	0.25	0.0511	0.25	0.0049	56	1.0	19
14ELID003	230	439.1	AVG	0.49	0.0974	1.39	0.0081	197	67.9	169
			MAX	13.50	0.5400	59.50	0.0690	1620	6440.0	6420
			MIN	0.25	0.0055	0.25	0.0008	56	1.0	12
14ELID004	317	618.35	AVG	1.56	0.2222	1.31	0.0195	292	7.6	214
			MAX	5.10	0.6970	28.70	0.1190	2410	70.0	1750
			MIN	0.25	0.0008	0.25	0.0001	43	1.0	11
15ELID005	285	543.7	AVG	2.01	0.2401	1.35	0.0245	220	11.7	161
			MAX	9.30	1.1400	169.50	0.1755	1025	100.0	1430
			MIN	0.25	0.0225	0.25	0.0023	40	1.0	17
15ELID006	276	529.15	AVG	0.96	0.0798	2.50	0.0043	463	55.0	449
			MAX	10.20	0.4150	28.30	0.0389	1810	1265.0	3310
			MIN	0.25	0.0112	0.25	0.0001	54	5.0	63
15ELID007	277	534.45	AVG	1.57	0.1812	1.84	0.0263	338	19.1	321
			MAX	6.50	0.5010	34.30	0.2280	806	289.0	3750
			MIN	0.25	0.0526	0.25	0.0013	91	3.0	63
15ELID008	157	297.8	AVG	1.28	0.1062	3.57	0.0080	526	41.2	459
			MAX	3.70	0.3190	74.30	0.0440	1975	290.0	1760
			MIN	0.25	0.0052	0.25	0.0001	62	2.0	73
15ELID009	268	528.05	AVG	1.19	0.1724	1.15	0.0237	244	18.6	165
			MAX	8.78	1.5100	62.60	0.1340	1820	416.0	2740
			MIN	0.14	0.0291	0.02	0.0000	53	1.0	13
15ELID010	277	538.55	AVG	0.93	0.1399	1.20	0.0199	306	5.9	172
			MAX	5.33	1.9950	49.40	0.4030	4840	67.7	6410
			MIN	0.26	0.0054	0.02	0.0005	35	1.3	11
15ELID011	286	582.6	AVG	1.09	0.1517	0.31	0.0257	177	20.8	53
			MAX	4.89	0.6740	2.56	0.2110	1300	250.0	371
			MIN	0.26	0.0021	0.03	0.0002	33	6.4	11
15ELID012	281	540.95	AVG	3.12	0.4046	1.77	0.0454	644	16.1	248
			MAX	29.60	4.2400	18.00	0.2460	6760	356.0	2440
			MIN	0.31	0.0033	0.02	0.0002	54	1.7	24
15ELID013	211	417.7	AVG	4.62	0.0873	0.76	0.0076	348	44.6	185
			MAX	794.00	0.7820	34.40	0.3850	3420	5160.0	3600
			MIN	0.11	0.0089	0.03	0.0000	29	1.2	9
15ELID014	328	642.5	AVG	2.31	0.2743	2.51	0.0381	679	19.6	350
			MAX	21.10	1.4400	66.70	0.2560	4370	1145.0	8080
			MIN	0.06	0.0048	0.02	0.0002	63	0.9	14
15ELID015	321	618.7	AVG	3.40	0.3058	13.36	0.0386	1846	19.9	1749
			MAX	78.70	1.5600	185.50	0.2690	7850	354.0	26300
			MIN	0.25	0.0079	0.04	0.0001	128	2.5	39
15ELID016	295	575.6	AVG	2.99	0.1137	8.10	0.0057	901	44.6	1120
			MAX	411.00	0.5640	124.00	0.0323	9130	3620.0	17000
			MIN	0.10	0.0103	0.02	0.0001	37	1.2	2
15ELID017	299	577.65	AVG	3.40	0.1993	19.88	0.0082	2439	55.5	2603
			MAX	42.40	1.2600	183.00	0.0660	10100	4320.0	25000
			MIN	0.18	0.0134	0.06	0.0001	144	2.0	32
15ELID018	281	540.1	AVG	2.75	0.1429	16.98	0.0045	1269	83.2	2129
			MAX	38.40	1.1000	193.50	0.0535	7520	2130.0	24900
			MIN	0.27	0.0055	0.05	0.0001	91	3.5	38

In July 2019, the Company received an FTA approval for Elida property from the MINEM of Peru. The FTA enables the Company to commence its drilling program at Elida subject to filing a notice for permit activation, the renewal of the Aco Community agreement and obtaining the local water permit which is ongoing.. The Company plans on drilling the Elida project following receipt of additional funds through the IPO financing. This exploration program will consist of 8,000 metres in-fill drilling in and around the known copper mineralization in order to complete a NI 43-101 compliant resource (anticipated completion in 2021) and testing new target areas on the property.

The Company is pursuing an exploration target on the Elida Property Elida Central/Area 1 of 200M to 500M tonnes, with grades of 0.35%-0.45% Cu, 0.03%-0.05% Mo and 3.5 g/t to 4.5 g/t Ag. This exploration target is based on: the high-quality data from the 18 drill hole program (9880m) completed by Lundin Mining Peru SAC, and the surficial mapping and detailed interpretations undertaken by Lundin Mining Peru SAC and Globetrotters Resources Peru SAC. The potential quantity and grade of this exploration target is conceptual in nature; there is currently insufficient drilling data to define a mineral resource and it is uncertain if further exploration will result in this target being delineated as a mineral resource.

PAHUAY COPPER SKARN PROJECT

Figure 10 – Property Location

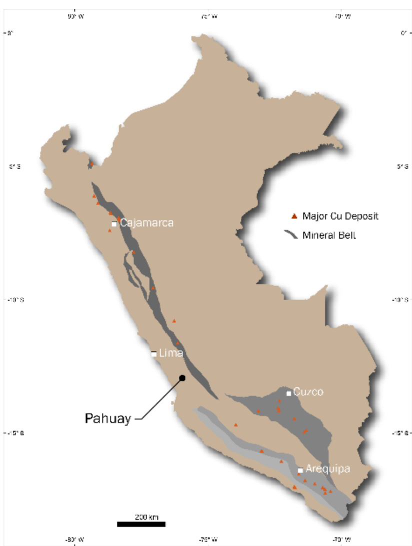
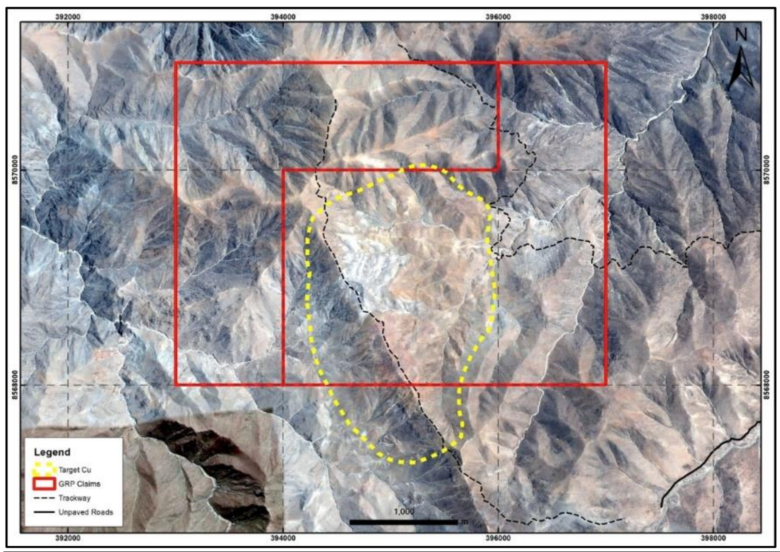


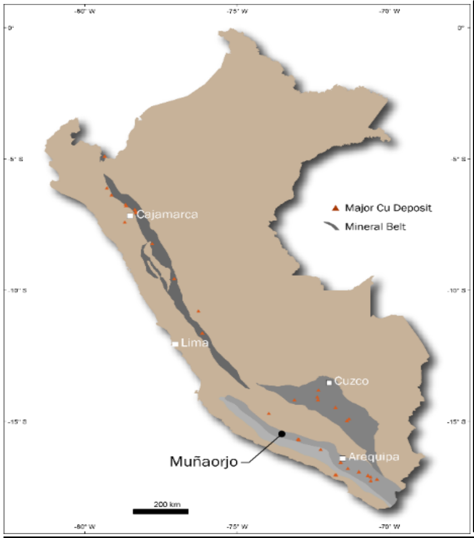
Figure 11 – Property Concessions and Copper target

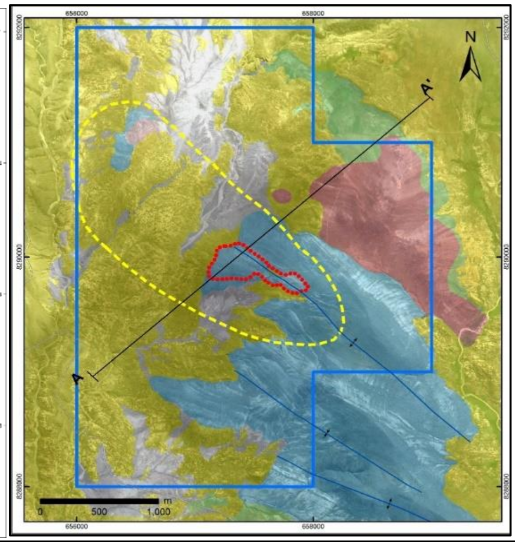


The Pahuay copper project is 100% owned by the Company, subject to a 2% NSR to Globetrotters, and consists of 700 hectares. The property is located 270 kilometres south of Lima within the eastern margin of the coastal batholith, Paleocene Copper belt of southern Peru and approximately 15 kilometres north of the Cerro Lindo polymetallic (Zn,Pb,Cu,Au,Ag) mine controlled by Nexa Resources SA ("Nexa"). Paleocene porphyry intrusions are emplaced into Cretaceous volcaniclastic rocks, siliciclastic sediments and limestones developing a 1.7 X 2.8 kilometre copper mineralized hydrothermal alteration zone. The mineralized area contains magnetite/garnet skarn development in the limestones and phyillic alteration of the volcaniclastic units. Copper mineralization in the skarn consists of copper oxides, chalcopyrite and semi massive magnetite. The central parts of the skarn system are anomalous in Cu-Mo returned assays up to 4.4% Cu and 0.05% Mo and the distal areas (Zn,Cu,Ag) returned assays up to 6.5% Zn. The project has not been drill tested and is scheduled for preliminary geological mapping, rock sampling and geophysical surveys to help develop the drill targets (Figures 10, 11).

MUÑAORJO COPPER-SKARN-PORPHYRY PROJECT

Figure 12 – Property Location **Figure 13 – Property Concession, Geology**





The Muñaorjo project consists of 1,000 hectares and is 100% owned by Element 29, subject to a 2% NSR with Globetrotters. The project is located approximately 200 kilometres northeast of Arequipa, Peru within the Paleocene Southern Copper belt which is host to several large world class copper deposits including Cerro Verde (Freeport-McMoRan) and Toquepala (Southern Copper). The property covers limestone sequences and batholithic diorite and granodioritic rock units. The property covers the majority of and is centered on a large (4.3 X 1.3 kilometres) hydrothermal alteration zone. Skarn development and marbling in the limestone is extensive on the property with a central area containing strong copper mineralization over a 480 metre X 280 metre zone at surface. The skarn copper (oxide) mineralization is associated with strong limonitic-quartz stockwork and brecciation. Rock sample results for this area (58 rock samples) are highly anomalous and returned assay results up to 4% copper. The skarn is open to the northeast where it is covered by thin post mineralization Miocene tuff cover. The porphyry related alteration continues to the northeast for another 1.5 kilometres. The plan is to complete detailed geological mapping, rock chip sampling and geophysical surveys (magnetics and an IP survey) to identify diamond drill targets (Figure 12, 13).

Q3 2020 MD&A (expressed in Canadian Dollars, except where otherwise noted)

EXPLORATION AND EVALUATION ASSET EXPENDITURES

Expenditures for the nine months period ended September 30, 2020 were as follows:

	Flor de Cobre	Elida	Pahuay and Muñaorjo	Total
Balance at December 31, 2019	$ 1,148,499	$ 2,859,246	$ 1,504,563	$ 5,512,308
Additions:				
Option payments	82,379	-	-	82,379
Geological and mapping	341	-	-	341
Geophysics	22,346	-	-	22,346
Permitting	3,045	2,107	-	5,152
Community, health, safety and environment	21,916	41,973	-	63,889
Concessions and taxes	52,415	116,053	5,192	173,660
Technical report	13,422	8,000	-	21,422
Property maintenance and administration	68,540	56,921	7,743	133,204
Balance at September 30, 2020	$ 1,412,903	$ 3,084,300	$ 1,517,498	$ 6,014,701

Expenditures for the year ended December 31, 2019 were as follows:

	Flor de Cobre	Elida	Pahuay and Muñaorjo	Total
Balance at December 31, 2018	$ -	$ -	$ -	$ -
Additions:				
Property acquisition cost	487,764	2,496,832	1,503,822	4,488,418
Option payments	165,803	-	-	165,803
Geological and mapping	14,190	318	-	14,508
Geophysics	116,808	-	-	116,808
Permitting	17,887	38,058	-	55,945
Community, health, safety and environment	7,626	6,598	-	14,224
Concessions and taxes	46,120	148,029	741	194,890
Technical report	23,310	-	-	23,310
Property maintenance and administration	268,991	169,411	-	438,402
Balance at December 31, 2019	$ 1,148,499	$ 2,859,246	$ 1,504,563	$ 5,512,308

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristics of many exploration and evaluation assets. The Company has investigated title to its exploration and evaluation assets and, to the best of its knowledge, title to the exploration and evaluation assets remains in good standing.

Flor de Cobre Copper Project

Expenditures were related to modeling of the historical drill data (5,960 metres in 31 diamond drill holes and 29 reverse circulation holes) to generate optimal drill targets for cost-efficient validation of historical copper mineralization in the Candelaria target area. In parallel, the Company undertook permitting activities which included completion of an EIA required for a Category II permit that allows for over 20 drill holes on the Flor de Cobre property. The Company also incurred expenditures related to property tax payments, payments to the optionor of the Candelaria concessions towards its earn-in on those claims, legal costs related to Candelaria Resources S.A.C. subsidiary transfer to the Company from Globetrotters, and property site visits by third parties.

Q3 2020 MD&A (expressed in Canadian Dollars, except where otherwise noted)

In addition, the Company completed a 28.9 line-kilometre ground geophysical induced polarization ("IP") survey, along with the collection of 157 samples in a mapping program on the Atravezado Area in the northwestern part the property, which is fully within claims that are 100% owned by the Company. The results of these surveys identified a strong 1.0 X 1.2 kilometre geophysical anomaly coincident with strong surface copper geochemistry and porphyry style alteration.

Elida Copper Project

Expenditures were incurred on modeling historical drill data (9,880 metres in 18 holes) in order to develop drill targets to facilitate delineation of copper mineralization in and around the historical drilling area. In parallel, the Company undertook permitting activities and entered into discussions for extension of the community agreement with the Aco community beyond its current term of 2020. The Company received an FTA approval for Elida from MINEM in July 2019. FTA approval allows Element 29 to commence drilling on the property subject to receipt of the activation to the permit and receipt of the water rights permit. The Company also incurred modest legal costs related to Elida Resources S.A.C. subsidiary transfer to the Company from Globetrotters and costs related to property site visits by third parties.

Pahuay and Muñaorjo Copper Projects

The Company acquired the projects in November 2019. No work has been done on the projects since the acquisition.

SUMMARY OF CONSOLIDATED FINANCIAL OPERATING RESULTS

	Three months ended September 30		Nine months ended September 30	
	2020	2019	2020	2019
General and administrative expenses				
Administration and office	$ 23,983	$ 36,491	$ 48,094	$ 55,510
Consulting	-	-	698	14,330
Investor relations	21,828	22,028	56,462	97,511
Personnel costs	140,062	168,316	502,443	460,489
Professional fees	124,872	19,101	220,327	106,496
Foreign exchange loss (gain)	24,861	(2,850)	(33,987)	(19,505)
Share-based compensation	-	38,635	166,939	90,790
Other	662	-	1,238	-
Operating loss	336,268	281,721	962,214	805,621
Interest income	(3,085)	(11,879)	(4,306)	(11,879)
Interest expense	36,248	378	66,777	895
Accretion expense	15,121	-	26,665	-
Change in fair value of embedded derivatives	(14,645)	-	(29,085)	-
Net loss and comprehensive loss for the period	$ 369,907	$ 270,220	$ 1,022,265	$ 794,637

General and administrative expenses were primarily related to the set up of the Company, marketing the Company to finance the payments for property maintenance and exploration works as well as preparing for an IPO, which includes accounting and administrative expenses and legal fees.

Q3 2020 MD&A (expressed in Canadian Dollars, except where otherwise noted)

Quarterly Financial Data

	Q3 20	Q2 20	Q1 20	Q4 19
Administration and office	$ 23,983	$ 11,789	$ 12,322	$ 14,343
Consulting	-	698	-	-
Investor relations	21,828	20,414	14,220	54,259
Personnel costs	140,062	176,863	185,518	174,856
Professional fees	124,872	68,694	26,761	72,054
Other	662	186	390	271
Foreign exchange loss (gain)	24,861	47,742	(106,590)	32,754
Share-based compensation	-	166,939	-	-
Operating loss	$ 336,268	$ 493,325	$ 132,621	$ 348,537

	Q3 19	Q2 19	Q1 19	Q4 18
Administration and office	$ 36,491	$ 15,550	$ 3,469	$ -
Consulting	-	14,330	-	-
Investor relations	22,028	46,669	28,814	-
Personnel costs	168,316	205,928	86,245	-
Professional fees	19,101	59,498	27,897	1,039
Other	-	280	237	-
Foreign exchange (gain) loss	(2,850)	9,600	(26,255)	-
Share-based compensation	38,635	-	52,155	-
Operating loss	$ 281,721	$ 351,855	$ 172,561	$ 1,039

LIQUIDITY AND CAPITAL RESOURCES

	Nine months ended September 30	
	2020	2019
Cash flows used in operating activities before working capital movements	$ (756,982)	$ (723,352)
Decrease (increase) in receivables and prepaid expenses	24,833	(1,176)
Decrease in accounts payable and accrued liabilities	(79,518)	(42,291)
	(811,667)	(766,819)
Cash flows used in investing activities	(538,259)	(635,251)
Cash flows from financing activities	1,980,819	2,320,750
Increase in cash and cash equivalents	630,893	916,680
Cash and cash equivalents - beginning of period	424,562	47,614
Cash and cash equivalents - end of period	$ 1,055,455	$ 966,294

The Company raised $2.0 million during the nine months ended September 30, 2020 and spent approximately $538,000 on investment activities related to the acquisition, property maintenance and exploration on its properties.

Q3 2020 MD&A (expressed in Canadian Dollars, except where otherwise noted)

Operating activities for the nine months ended September 30, 2020 consisted of general and administrative items primarily related to the set up of the Company, marketing the Company to finance the payment for property maintenance and exploration works as well as preparing for an IPO, which includes accounting and legal fees.

Contractual Obligations

As at September 30, 2020, the Company had no contractual obligations outstanding.

SENIOR SECURED DEBENTURE FINANCING

In April 2020, the Company completed a senior secured convertible debenture financing (the "Senior Secured Debenture") for proceeds of $1,500,000.

The Senior Secured Debenture is secured by a pledge to the holder of the original share certificates of the Company's subsidiaries, Candelaria Resources S.A.C. (Peru) and Elida Resources S.A.C. (Peru).

Interest equal to a rate of 8% (eight percent) per annum, being a 365 day year, is compounded quarterly provided however, that (a) if the pledge execution has not occurred by the pledge execution date or (b) if the pledge registration has not occurred by pledge registration date the rate shall be 10% (ten percent) per annum from the pledge execution date or the pledge registration date, as the case may be, being a 365 day year, compounded quarterly.

The Senior Secured Debenture is convertible immediately prior to the occurrence of a Liquidity Event (as hereinafter defined). If all, or any, of the indebtedness at that time remains unpaid, then such indebtedness shall automatically convert into Units (as hereinafter defined) at a 20% (twenty percent) discount to the Liquidity Event Price (the "Liquidity Conversion Price"). The Units consist of one (1) common share of the Company (a "Common Share") and one half (0.5) of one common share purchase warrant of the Company (a "Warrant").

Each whole Warrant will entitle the holder to acquire one additional Common Share at the price of $1.00 or the Liquidity Event price, whichever is lower, for a period of three years following the Liquidity Event closing date.

The Senior Secured Debenture matures on April 27, 2021 (the "Maturity").

The Senior Secured Debenture, including accrued and unpaid interest owing, automatically convert into Units at the Liquidity Conversion Price upon a Liquidity Event or on Maturity at the holder's option into Units at $1.00 per Unit.

For the purposes of the Senior Secured Debenture, a "Liquidity Event" means (i) the listing of the Common Shares on a recognized exchange acceptable to the holder, together with a concurrent financing from arm's length third party investors of not less than $5,000,000 (ii) the sale of all or substantially all of the issued and outstanding Common Shares or all or substantially all of the assets of the Company for cash proceeds or for securities provided that such securities are listed and posted for trading on a stock exchange; or (iii) the amalgamation, merger, arrangement, reverse takeover or any other corporate transaction involving the Company with or into another entity pursuant to which the common shares of the resulting issuer from such transaction are listed on a stock exchange together with a concurrent financing from arm's length third party investors of not less than $5,000,000.

The following is a continuity schedule of the Senior Secured Debenture:

Opening balance at January 1, 2020	$ -
Additions	1,500,000
Debt issue costs	-
Embedded derivatives	(30,000)
Accretion expense	12,500
Balance at September 30, 2020	$ 1,482,500

As a result of the variability in the number of shares issuable under the senior secured convertible debentures, the cash received under each of the senior secured convertible debentures has been allocated between the fair value of the loan conversion feature, which is considered an embedded derivative liability, and the value of the loan liability. The value ascribed to the loan conversion feature is determined using the Black-Scholes option pricing model as at the loan date, and the residual amount has been allocated to the loan liability. The fair value of embedded derivative component of the senior secured convertible debenture was estimated using the Black-Scholes pricing model with weighted average assumptions as follows: risk free interest rate of 0.88%, expected life of 1 year, expected volatility of 75% and expected dividends of nil.

Q3 2020 MD&A (expressed in Canadian Dollars, except where otherwise noted)

UNSECURED CONVERTIBLE DEBENTURES

In January 2020, the Company issued unsecured convertible debentures (the "Debentures") for gross proceeds of $295,000. Commissions in the amount of $13,140 were paid in connection with the Debentures.

The Debentures are convertible into units of the Company ("Units") consisting of one (1) common share of the Company (a "Common Share") and one half (0.5) of one common share purchase warrant of the Company (a "Warrant").

Interest equal to 8% of the par value of a Debenture outstanding per year will be accrued quarterly and added to the principal (with interest deemed to be satisfied) and will be payable in Common Shares on Maturity (as hereinafter defined) or on a Liquidity Event (as hereinafter defined).

The Debentures are convertible at any time until Maturity at the holder's option into Units at $1.00 per Unit (the "Holders' Conversion Price"). Upon a Liquidity Event (as hereinafter defined), the Debentures will automatically convert at a 20% discount to the applicable Liquidity Event price per security issued under the Liquidity Event (the "Liquidity Conversion Price").

Each whole Warrant will entitle the holder to acquire one additional Common Share at the price of $1.00 or the Liquidity Event price, whichever is lower, for a period of one year following the Liquidity Event closing date.

The Debentures mature in two (2) years from the Liquidity Event closing date (the "Maturity").

The Debentures, including accrued and unpaid interest owing, automatically convert into Units at the Liquidity Conversion Price upon a Liquidity Event or on Maturity at the Holders' Conversion Price.

For the purposes of the Debentures, a "Liquidity Event" means (i) the listing of the Common Shares on a recognized exchange; (ii) the sale of all or substantially all of the issued and outstanding Common Shares or all or substantially all of the assets of the Company for cash proceeds or for securities provided that such securities are listed and posted for trading on a stock exchange; or (iii) the amalgamation, merger, arrangement, reverse takeover or any other corporate transaction involving the Company with or into another entity pursuant to which the common shares of the resulting issuer from such transaction are listed on a stock exchange.

The following is a continuity schedule of the Debentures:

Opening balance at January 1, 2020	$ -
Additions	295,000
Debt issue costs	(13,140)
Embedded derivatives	(17,244)
Accretion expense	14,166
Balance at September 30, 2020	$ 278,782

As a result of the variability in the number of shares issuable under the unsecured convertible debentures, the cash received under each of the unsecured convertible debentures has been allocated between the fair value of the loan conversion feature, which is considered an embedded derivative liability, and the value of the loan liability. The value ascribed to the loan conversion feature is determined using the Black-Scholes option pricing model as at the loan date, and the residual amount has been allocated to the loan liability. The fair value of embedded derivative component of the unsecured convertible debenture was estimated using the Black-Scholes pricing model with weighted average assumptions as follows: risk free interest rate of 0.88%, expected life of 1.56 year, expected volatility of 75% and expected dividends of nil.

SHAREHOLDERS' EQUITY

The Company's authorized share capital consists of unlimited common shares without par value. At September 30, 2020, the Company had 44,945,833 (December 31, 2019 – 45,645,833) shares issued and outstanding.

The Company's share capital transactions for the nine months ended September 30, 2020 as follows:

- The Company issued 300,000 common shares at a price of C$0.10 per common share through the exercise of share options.
- The Company cancelled 1,000,000 common shares with a value of $100,000 when the Non-Executive Chairman resigned and cancelled the related promissory note receivable.

The Company issued share capital in the year ended December 31, 2019 as follows:

- the Company issued 28,112,501 common shares at a price of C$0.10 per common share with a value of $2,811,250 to Globetrotter.
- the Company completed a non-brokered private placement of 2,467,000 common shares of the Company at a price of C$0.10 per share for gross proceeds of $246,700.
- the Company issued 3,500,000 common shares of the Company at a price of C$0.10 per share to the Chief Executive Officer and Vice President of Business Development of the Company in return for a promissory notes receivable.
- the Company completed a non-brokered private placement of 7,046,331 common shares at a price of $0.30 per common share for gross proceeds of $2,113,899. Commissions in the amount of $44,849 were paid in connection with this private placement.

Share Options

The Company provides share-based compensation to its directors, officers, employees, and consultants through grants of share options.

The Company has adopted a stock option plan (the "Plan"), as amended, to grant options to directors, officers, employees and consultants to acquire up to 10% of the issued and outstanding shares of the Company. Vesting is determined at the discretion of the Board of Directors (the "Board").

The Company uses the Black-Scholes option pricing model to determine the fair value of share options granted. For employees, the share-based compensation expense is amortized on a graded vesting basis over the requisite service period which approximates the vesting period. Share-based compensation expense for share options granted to non-employees is recognized over the contract services period or, if none exists, from the date of grant until the share options vest.

The Company uses historical data to estimate option exercise, forfeiture and employee termination within the valuation model. The risk-free interest rate is based on a treasury instrument whose term is consistent with the expected term of the share options. Since the Company has not paid and does not anticipate paying dividends on its common shares, the expected dividend yield is assumed to be zero. Companies are required to utilize an estimated forfeiture rate when calculating the share-based compensation expense for the reporting period. Based on the best estimate, management applied the estimated forfeiture rate of nil in determining the share-based compensation expense recorded in the accompanying Condensed Consolidated Interim Statements of Comprehensive Loss.

Q3 2020 MD&A (expressed in Canadian Dollars, except where otherwise noted)

.The following is a summary of share options outstanding as at the date of this MD&A:

Number of share options	Number of share options vested	Exercise price per share option C$	Expiry date
1,440,000	1,440,000	0.10	January 31, 2021
300,000	300,000	0.30	August 23, 2024
500,000	166,667	0.30	May 19, 2025
850,000	283,333	0.30	September 25, 2025
150,000	50,000	0.30	September 29, 2025
150,000	50,000	0.50	October 27, 2025
225,000	75,000	0.50	November 9, 2025
3,615,000	2,365,000		

OTHER DISCLOSURES

Off-Balance Sheet Arrangements

The Company had no material off-balance sheet arrangements as at the date of this MD&A.

Related Party Transactions

The Company's related parties include key management personnel and directors. Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of members of the Board and corporate officers, including the Company's Non-executive Chairman, Chief Executive Officer, Chief Financial Officer and Vice President of Business Development.

Direct remuneration paid to the Company's directors and key management personnel during the nine month period ended September 30, 2020 and 2019 was as follows:

	2020	2019
Salaries and benefits – personnel costs	$ 206,250	$ 194,792
Consulting fees – personnel costs	245,050	254,133
Directors fees – personnel costs	35,250	-
Share-based compensation	166,939	90,790
	$ 653,489	$ 539,715

As at September 30, 2020, included in accounts payable and accrued liabilities was an amount of $6,600 (December 31, 2019 - $6,600) due to the Company's Chief Financial Officer and $Nil (December 31, 2019 – Nil) due to directors of the Company. Included in Unsecured convertible debentures was an amount of $26,000 (December 31, 2019 – Nil) owed to a previous director of the Company.

The Company issued common shares of the Company to certain executives in exchange for promissory notes (the "Promissory Note") to the Company.

In November 2018, the Non-Executive Chairman was issued 1,500,000 common shares of the Company in exchange for a Promissory Note of $150,000. The Non-Executive Chairman's Promissory Note bears interest at 2% per annum, matures on April 1, 2022 and is secured by the 1,500,000 common shares of the Company acquired with the Promissory Note and are held in escrow. In January 2020, the Non-Executive Chairman repaid $51,250 of the outstanding balance. In May 2020, the Non-Executive Chairman resigned from the Company and cancelled the remaining balance of the Promissory Note. As a result, 1,000,000 common shares in relation to this Promissory Note were returned to treasury and cancelled.

In February 2019, the Vice President of Business Development was issued 1,500,000 common shares of the Company in exchange for a Promissory Note of $150,000. The Vice President of Business Development's Promissory Note bears interest at 2% per annum, matures on September 1, 2022 and is secured by the 1,500,000 common shares of the Company acquired with the Promissory Note and are held in escrow.

Q3 2020 MD&A (expressed in Canadian Dollars, except where otherwise noted)

In January 2019, the Chief Executive Officer was issued 2,000,000 common shares of the Company in exchange for a Promissory Note of $200,000. The Chief Executive Officer's Promissory Note bears interest at 2% per annum, matures on September 15, 2022 and is secured by the 1,500,000 common shares of the Company acquired with the Promissory Note and are held in escrow. The Chief Executive Officer repaid $50,000 in 2019 and $80,209 in 2020 of the respective Promissory Note.

The following is a continuity schedule of Promissory Notes:

Balance at January 1, 2019	150,000
Promissory note advances	350,000
Repayments	(50,000)
Interest	9,000
Balance at December 31, 2019	459,000
Repayments	(131,459)
Cancellation	(101,750)
Interest	3,750
Balance at September 30, 2020	$ 229,541
Current portion	-
Non-current portion	$ 229,541

Name	Position	Initial Loan	Interest	Repaid	Balance at September 30, 2020
Brian Booth	Director and Chief Executive Officer	$ 200,000	$ 4,500	$ (130,209)	$ 74,291
Aleksandra Bukacheva	Vice President of Business Development	150,000	5,250	-	155,250
		$ 350,000	$ 9,750	$ (130,209)	$ 229,541

CRITICAL ACCOUNTING ESTIMATES AND POLICIES

Use of Estimates and Judgements

The preparation of the condensed consolidated interim financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the condensed consolidated interim financial statements, and the reported amounts of revenues and expenses for the reporting period. Actual results could differ from management's best estimates as additional information becomes available.

Significant areas requiring the use of management estimates and judgments include:

I. The determination of the fair value of the common shares of the Company for the calculation of the share-based compensation.

II. The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding available to identify new business opportunities and working capital requirements, the outcome of which is uncertain.

III. The determination that exploration, evaluation, and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

Accounting Policies

Cash and cash equivalents

Cash and cash equivalents include cash in banks, and certificates of term deposits with maturities of less than three months from inception, which are readily convertible to known amounts of cash and which, in the opinion of management, are subject to an insignificant risk of loss in value.

Exploration and evaluation assets

Direct costs related to the acquisition and exploration of mineral properties held or controlled by the Company are capitalized on an individual property basis until the property is put into production, sold, abandoned, or determined to be impaired. Administration costs and general exploration costs are expensed as incurred.

When the technical feasibility and commercial viability of extracting a mineral resource are demonstrable, the exploration and evaluation costs are tested for impairment and subsequently transferred to property and equipment. When a property is placed into commercial production, capitalized costs will be depleted using the units-of-production method.

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers, or title may be affected by undetected defects.

Decommissioning obligations

The Company recognizes liabilities for statutory, contractual, legal or constructive obligations associated with the retirement of property, plant and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets. Initially, a provision for a decommissioning obligation is recognized at its net present value in the period in which it is incurred, using a discounted cash flow technique with market-based risk-free discount rates and estimates of the timing and amount of the settlement of the obligation.

Upon initial recognition of the liability, the corresponding decommissioning cost is added to the carrying amount of the related asset. Following initial recognition of the decommissioning obligation, the carrying amount of the liability is increased for the passage of time and adjusted for changes to significant estimates including the current discount rate, the amount or timing of the underlying cash flows needed to settle the obligation and the requirements of the relevant legal and regulatory framework. Subsequent changes in the provisions resulting from new disturbance, updated cost estimates, changes to estimated lives of operations and revisions to discount rates are also capitalized to the related property, plant and equipment asset. Amounts capitalized to the related property, plant and equipment are depreciated over the lives of the assets to which they relate. The amortization or unwinding of the discount applied in establishing the net present value of provisions is charged to expense and is included within finance costs in the consolidated statement of comprehensive loss.

Other provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of past events, and it is probable that an outflow of resources that can be reliably estimated will be required to settle the obligation. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation.

Taxation

Income tax expense comprises current and deferred tax. Current tax and deferred taxes are recognized in the consolidated statements of comprehensive income (loss) except to the extent that they relate to items recognized directly in equity.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax is recognized in respect of unused tax losses and credits, as well as temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on enacted or substantively enacted laws at the reporting date.

The Company computes the provision for deferred income taxes under the liability method. A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, only to the extent that it is probable that future taxable profits will be available against which they can be utilized. Future taxable profits are estimated using an income forecast derived from cash flow projections, based on detailed life-of-mine plans and corporate forecasts. Where applicable, the probability of utilizing tax losses or credits is evaluated by considering risks relevant to future cash flows, and the expiry dates after which these losses or credits can no longer be utilized.

Deferred tax is not recognized for the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries, associates and joint arrangements to the extent that it is probable that they will not reverse in the foreseeable future.

The Company is subject to assessments by various taxation authorities, who may interpret tax legislation differently from the Company. The final amount of taxes to be paid depends on a number of factors, including the outcomes of audits, appeals or negotiated settlements. Such differences are accounted for based on management's best estimate of the probable outcome of these matters.

The Company must make significant estimates and judgments in respect of its provision for income taxes and the composition and measurement of its deferred income tax assets and liabilities. The Company's operations are, in part, subject to foreign tax laws where interpretations, regulations and legislation are complex and continually changing. As a result, there are usually some tax matters in question that may, upon resolution in the future, result in adjustments to the amount of deferred income tax assets and liabilities; those adjustments may be material.

Share-based compensation

The Company's stock option plan allows the Company's directors, officers, employees, and consultants to acquire common shares of the Company. The fair value of options granted is recognized as share-based compensation expense with a corresponding increase in reserves. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. Where share options are subject to vesting, each vesting tranche is considered a separate award with its own vesting period and grant date fair value. The fair value of each tranche is measured at the grant date using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the options were granted. Share-based compensation expense is recognized over the tranche's vesting period by a charge to profit or loss. For employees, the share-based compensation expense is amortized on a straight-line basis over the requisite service period which approximates the vesting period. Share-based compensation expense for share options granted to non-employees is recognized over the contract services period or, if none exists, from the date of grant until the options vest. Share-based compensation associated with unvested options granted to non-employees is re-measured on each statement of financial position date.

At each financial position reporting date, the amount recognized as a share-based compensation expense is adjusted to reflect the actual number of options that are expected to vest. In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based compensation. Otherwise, share-based compensation is measured at the fair value of goods or services received.

Net loss per share

Basic net loss per share is computed by dividing net loss available to common shareholders by the weighted average number of common shares outstanding during the reporting period. Diluted net loss per share is computed similarly to basic net loss per share except that the weighted average common shares outstanding are increased to include additional common shares for the assumed exercise of share options and share purchase warrants, if dilutive. The number of additional common shares is calculated by assuming that outstanding share options and share purchase warrants were exercised and that the proceeds from such exercises were used to acquire common shares at the average market price during the reporting periods.

Related party transactions

Parties are considered related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered related if they are subject to common control or significant influence. A transaction is considered a related party transaction when there is a transfer of resources or obligations between related parties.

Financial instruments

a) Fair value classification of financial instruments

The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices). Level 3 inputs are for the assets or liabilities that are not based on observable market data (unobservable inputs).

The Company's financial instruments consist of cash and cash equivalents, receivables, promissory notes receivables, accounts payable and accrued liabilities, loan payable, unsecured convertible debentures and embedded derivatives.

The carrying values of these financial instruments approximate their fair value due to their short terms to maturity.

b) Financial risk management

i) Credit risk

The Company's credit risk is primarily attributable to cash and cash equivalents and promissory notes receivables.

The Company limits its credit exposure on cash held in bank accounts by holding its key transactional bank accounts with large, highly rated financial institutions. The credit risk with promissory notes receivable is low since the amounts are owing from related parties and are secured.

The carrying amount of financial assets recorded in the condensed consolidated interim financial statements, net of any allowances for losses, represents the Company's maximum exposure to credit risk.

ii) Liquidity risk

The Company manages liquidity risk by trying to maintain enough cash balances to ensure that it is able to meet its short term and long-term obligations as and when they fall due. Company-wide cash projections are managed centrally and regularly updated to reflect the dynamic nature of the business and fluctuations caused by commodity price and exchange rate movements.

The Company's operating results may vary due to fluctuation in commodity price, inflation and foreign exchange rates.

iii) Market risks

Interest rate risk

The Company's interest rate risk arises primarily from the interest received on cash and cash equivalents and promissory notes receivable. The Company does not believe that it is exposed to material interest rate risk on its cash.

As at September 30, 2020, the Company has not entered into any contracts to manage interest rate risk.

Foreign exchange risk

The functional currency of the parent and its subsidiaries is C$. A portion of the Company`s operating expenses are in USD.

As at September 30, 2020, the Company has not entered into contracts to manage foreign exchange risk.

Q3 2020 MD&A (expressed in Canadian Dollars, except where otherwise noted)

The Company is exposed to foreign exchange risk through the following assets and liabilities:

	September 30, 2020		December 31, 2019	
Cash and cash equivalents	$	1,055,455	$	424,562
Accounts payable and accrued liabilities		(70,412)		(150,427)
	$	985,043	$	274,135

As at September 30, 2020, with other variables unchanged, a 5% increase or decrease in value of the USD against the currencies to which the Company is normally exposed (C$) would result in an insignificant change in net loss.

Capital management

The Company considers items included in shareholders' equity as capital. The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets which are revised periodically based on the results of its exploration programs, availability of financing and industry conditions. There are no external restrictions on management of capital and there has been no changes to the Company's capital management during the current year. The Company believes it will be able to raise new funds as required in the long term to fund its exploration programs but recognizes there will be risks involved that may be beyond its control.

RISKS AND UNCERTAINTIES

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ materially from those estimates.

Measurement of the Company's assets and liabilities is subject to risks and uncertainties, including those related to title to mineral properties; future commodity prices; future costs of restoration provisions; changes in government legislation and regulations; future income tax amounts; the availability of financing; and various operational factors.

E29 is a mineral exploration and development company and is exposed to a number of risks and uncertainties due to the nature of the industry in which it operates and the present state of development of its business and the foreign jurisdictions in which it carries on business; some of these risks and uncertainties have been discussed elsewhere in this MD&A. The following factors are those which are the most applicable to the Company. The discussion which follows is not inclusive of all potential risks.

Exploration Stage Company

The Company is an exploration stage company and cannot give any assurance that a commercially viable deposit, or "reserve," exists on any properties for which the Company currently has or may have (through potential future joint venture agreements or acquisitions) an interest. Determination of the existence of a reserve depends on appropriate and sufficient exploration work and the evaluation of legal, economic, and environmental factors. If the Company fails to find a commercially viable deposit on any of its properties, its financial condition and results of operations will be materially adversely affected.

No Mineral Reserves

Currently, there are no mineral reserves (within the meaning of NI 43-101) on any of the properties in which the Company has an interest and the Company cannot give assurance that any mineral reserves will be identified. If the Company fails to identify any mineral reserves on any of its properties, its financial condition and results of operations will be materially adversely affected.

Reliability of Historical Information

The Company has relied on, and the disclosure in the Flor de Cobre Technical Report and the Elida Technical Report is based, in part, upon, historical data compiled by previous parties involved with the Flor de Cobre and Elida Projects. To the extent that any of such historical data is inaccurate or incomplete, the Company's exploration plans may be adversely affected.

Mineral Exploration and Development

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital.

There is no assurance that the Company's mineral exploration and any development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

Substantial expenditures are required to establish ore reserves through exploration and drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities and grades to justify commercial operations or that funds required for development can be obtained on a timely basis. Estimates of reserves, mineral deposits and production costs can also be affected by such factors as environmental permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of ore ultimately mined may differ from that indicated by drilling results. Short term factors relating to reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on mining operations and on the results of operations. Material changes in ore reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

Competition and Mineral exploration

The mineral exploration industry is intensely competitive in all of its phases and the Company must compete in all aspects of its operations with a substantial number of large established mining companies with greater liquidity, greater access to credit and other financial resources, newer or more efficient equipment, lower cost structures, more effective risk management policies and procedures and/or greater ability than the Company to withstand losses. The Company's competitors may be able to respond more quickly to new laws or regulations or emerging technologies or devote greater resources to the expansion of their operations, than the Company can. In addition, current and potential competitors may make strategic acquisitions or establish cooperative relationships among themselves or with third parties. Competition could adversely affect the Company's ability to acquire suitable new mineral properties or prospects for exploration in the future. Competition could also affect the Company's ability to raise financing to fund the exploration and any development of its properties or to hire qualified personnel. The Company may not be able to compete successfully against current and future competitors, and any failure to do so could have a material adverse effect on the Company's business, financial condition or results of operations.

Additional Funding

The exploration and any development of the Company's mineral properties will require substantial additional capital. When such additional capital is required, the Company will need to pursue various financing transactions or arrangements, including joint venturing of projects, debt financing, equity financing or other means. Additional financing may not be available when needed or, if available, the terms of such financing might not be favourable to the Company and might involve substantial dilution to existing shareholders. The Company may not be successful in locating suitable financing transactions in the time period required or at all. A failure to raise capital when needed would have a material adverse effect on the Company's business, financial condition and results of operations. Any future issuance of securities to raise required capital will likely be dilutive to existing shareholders. In addition, debt and other debt financing may involve a pledge of assets and may be senior to interests of equity holders. The Company may incur substantial costs in pursuing future capital requirements, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses and other costs. The ability to obtain needed financing may be impaired by such factors as the capital markets (both generally and in the copper industry in particular), the Company's status as a new enterprise with a limited history, the location of the Company's mineral properties, the price of commodities and/or the loss of key management personnel.

Acquisition of Additional Mineral Properties

If the Company loses or abandons its interests in its mineral properties, there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the TSXV. There is also no guarantee that the TSXV will approve the acquisition of any additional properties by the Company, whether by way of an option or otherwise, should the Company wish to acquire any additional properties.

Government or Regulatory Approvals

Exploration and development activities are dependent upon the grant of appropriate licences, concessions, leases, permits and regulatory consents, which may be withdrawn or made subject to limitations. There is no guarantee that, upon completion of any exploration, a mining licence will be granted with respect to exploration territory. There can also be no assurance that any exploration licence will be renewed or if so, on what terms. These licences place a range of past, current and future obligations on the Company. In some cases, there could be adverse consequences for breach of these obligations, ranging from penalties to, in extreme cases, suspension or termination of the relevant licence or related contract.

Permits and Government Regulation

The future operations of the Company may require permits from various federal, state, provincial and local governmental authorities and will be governed by laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety and other matters. Possible future government legislation, policies and controls relating to prospecting, development, production, environmental protection, mining taxes and labour standards could cause additional expense, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted. Before development and production can commence on any properties, the Company must obtain regulatory and environmental approvals. There is no assurance that such approvals can be obtained on a timely basis or at all. The cost of compliance, with changes in governmental regulations, has the potential to reduce the profitability of operations. The Company is currently in compliance with all material regulations applicable to its exploration activities.

Limited Operating History

The Company has a limited operating history and its mineral properties are exploration stage properties. As such, the Company will be subject to all of the business risks and uncertainties associated with any new business enterprise, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. The current state of the Company's mineral properties require significant additional expenditures before any cash flow may be generated. Although the Company possesses an experienced management team, there is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success of the Company must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business. There is no assurance that the Company can generate revenues, operate profitably, or provide a return on investment, or that it will successfully implement its plans.

An investment in the Company's securities carries a high degree of risk and should be considered speculative by purchasers. There is no assurance that we will be successful in achieving a return on shareholders' investment and the likelihood of our success must be considered in light of our early stage of operations. You should consider any purchase of the Company's securities in light of the risks, expenses and problems frequently encountered by all companies in the early stages of their corporate development.

Title Risks

Although the Company has or will receive title opinions for any properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. The Company has not conducted surveys on all of the claims in which it holds direct or indirect interests. The Company's properties may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by unidentified or unknown defects. Title insurance is generally not available for mineral properties and the Company's ability to ensure that it has obtained secure claims to individual mineral properties or mining concessions may be constrained. A successful challenge to the Company’s title to a property or to the precise area and location of a property could cause delays or stoppages to the Company’s exploration and any development or operating activities without reimbursement to the Company. Any such delays or stoppages could have a material adverse effect on the Company’s business, financial condition and results of operations.

Laws and Regulation

The Company’s exploration activities are subject to extensive federal, provincial and local laws and regulations governing prospecting, development, production, exports, taxes, labour standards, occupational health and safety, mine safety and other matters in all the jurisdictions in which it operates. These laws and regulations are subject to change, can become more stringent and compliance can therefore become more costly. The Company applies the expertise of its management, advisors, employees and contractors to ensure compliance with current laws.

Uninsured and Underinsured Risks

The Company faces and will face various risks associated with mining exploration and the management and administration thereof including those associated with being a public company. Some of these risks are not insurable; some may be the subject of insurance which is not commercially feasible for the Company. Those insurances which are purchased will have exclusions and deductibles which may eliminate or restrict recovery in the event of loss. In some cases, the amount of insurance purchased may not be adequate in amount or in limit.

The Company will undertake intermittent assessments of insurable risk to help ensure that the impact of uninsured/underinsured loss is minimized within reason. Risks may vary from time to time within this intermittent period due to changes in such things as operations operating conditions, laws or the climate which may leave the Company exposed to periods of additional uninsured risk.

In the event risk is uninsurable, at its reasonable and sole discretion, the Company may endeavor to implement policies and procedures, as may be applicable and/or feasible, to reduce the risk of related loss.

Public Health Crises such as the COVID-19 Pandemic

In December 2019, a novel strain of coronavirus known as COVID-19 surfaced and has spread around the world causing significant business and social disruption. COVID-19 was declared a worldwide pandemic by the World Health Organization on March 11, 2020. The speed and extent of the spread of COVID-19 and the duration and intensity of resulting business disruption and related financial and social impact, are uncertain. Such adverse effects related to COVID-19 and other public health crises may be material to the Company. The impact of COVID-19 and efforts to slow the spread of COVID-19 could severely impact the exploration and any development of the Flor de Cobre and Elida Projects. To date, a number of governments have declared states of emergency and have implemented restrictive measures such as travel bans, quarantine and self-isolation. If the exploration and any development of the Flor de Cobre and Elida Projects are disrupted or suspended as a result of these or other measures, it may have a material adverse impact on the Company’s financial position and trading price of the Units.

COVID-19 and efforts to contain it may have broad impacts on the Company’s supply chain or the global economy, which could have a material adverse effect on the Company’s financial position. While governmental agencies and private sector participants are seeking to mitigate the adverse effects of COVID-19, and the medical community is seeking to develop vaccines and other treatment options, the efficacy and timing of such measures is uncertain.

Global Economy Risk

The volatility of global capital markets, including the general economic slowdown in the mining sector, over the past several years has generally made the raising of capital by equity or debt financing more difficult. The Company may be dependent upon capital markets to raise additional financing in the future. As such, the Company is subject to liquidity risks in meeting its operating expenditure requirements and future development cost requirements in instances where adequate cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the ability to raise equity or obtain loans and other credit facilities in the future and on terms favourable to the Company and its management. If these levels of volatility persist or if there is a further economic slowdown, the Company's operations, the Company's ability to raise capital and the trading price of the Company’s securities could be adversely impacted.

In addition, the current outbreak of COVID-19, and any future emergence and spread of similar pathogens, could have a material adverse impact on global economic conditions, which may adversely impact: the market price of the Common Shares, the Company's operations, its ability to raise debt or equity financing for the purposes of mineral exploration and development, and the operations of the Company's suppliers, contractors and service providers.

Environmental Risks

The Company's activities are subject to extensive laws and regulations governing environment protection. The Company is also subject to various reclamation related conditions. Although the Company closely follows and believes it is operating in compliance with all applicable environmental regulations, there can be no assurance that all future requirements will be obtainable on reasonable terms. Failure to comply may result in enforcement actions causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures. Intense lobbying over environmental concerns by non-governmental organizations has caused some governments to cancel or restrict development of mining projects. Current publicized concern over climate change may lead to carbon taxes, requirements for carbon offset purchases or new regulation. The costs or likelihood of such potential issues to the Company cannot be estimated at this time.

The legal framework governing this area is constantly developing, therefore the Company is unable to fully ascertain any future liability that may arise from the implementation of any new laws or regulations, although such laws and regulations are typically strict and may impose severe penalties (financial or otherwise). The proposed activities of the Company, as with any exploration, may have an environmental impact which may result in unbudgeted delays, damage, loss and other costs and obligations including, without limitation, rehabilitation and/or compensation. There is also a risk that the Company's operations and financial position may be adversely affected by the actions of environmental groups or any other group or person opposed in general to the Company's activities and, in particular, the proposed exploration and mining by the Company in Peru.

Social and Environmental Activism

There is an increasing level of public concern relating to the effects of mining on the nature landscape, in communities and on the environment. Certain non-governmental organizations, public interest groups and reporting organizations ("NGOs") who oppose resource development can be vocal critics of the mining industry. In addition, there have been many instances in which local community groups have opposed resource extraction activities, which have resulted in disruption and delays to the relevant operation. While the Company seeks to operate in a socially responsible manner and believes it has good relationships with local communities in the regions in which it operates, NGOs or local community organizations could direct adverse publicity against and/or disrupt the operations of the Company in respect of one or more of its properties, regardless of its successful compliance with social and environmental best practices, due to political factors, activities of unrelated third parties on lands in which the Company has an interest or the Company's operations specifically. Any such actions and the resulting media coverage could have an adverse effect on the reputation and financial condition of the Company or its relationships with the communities in which it operations, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

The Company's operations are subject to political and other risks in Peru

The Company plans to conduct exploration, development and production activity in Peru. There are uncertainties regarding capital control and future changes in applicable laws related to exploration, development and mining operations. The Company's future operations will be subject to the payment of government taxes, fees and duties. Holders of mineral concessions are obliged to pay to the Peruvian Government, a mining royalty, as consideration for the exploitation of metallic and non-metallic natural resources, which is calculated based on the quarterly sales revenues from metallic and non-metallic mineral resources at a minimum rate of 1% and up to 12%. In addition, an additional tax called the "Special Mining Tax" is payable to the Peruvian Government which imposes a tax on the operating profit of metallic resources at a tax rate that ranges between 2% to 8.4%. In some areas of Peru, the development of infrastructure projects and extractive industries have met with strong rejection from the local population. Such social conflict may lead to public demonstrations and blockades which could affect the Company's operations.

The Company is not able to determine the impact of other potential political and country risks on its future financial position nor its ability to meet future interest or principal payments, which include:

• cancellation or renegotiation of contracts;

• changes in foreign laws or regulations;

• changes in tax laws;

• royalty and tax increases or claims by governmental entities;

• retroactive tax or royalty claims;

• expropriation or nationalization of property;

• inflation of costs that is not compensated by a currency devaluation;

• high rates of inflation;

• restrictions on the ability of local operating companies to sell copper or other minerals offshore for U.S. dollars, and on the ability of companies to hold U.S. dollars or other foreign currencies;

• restrictions on the purchase of foreign currencies and on the remittance of dividend and interest payments offshore;

• limitations on the repatriations of earnings;

• import and export regulations;

• environmental controls and permitting;

• opposition from local community members or non-governmental organizations;

• civil strife, acts of war, guerrilla activities, insurrection and terrorism;

• unenforceability of contractual rights and judgements; and

• other risks arising out of foreign sovereignty over the areas in which the Company's operations are conducted.

Such risks could potentially arise in any country in which the Company operates. These risks may limit or disrupt operating mines or projects, restrict the movement of funds, cause the Company to have to expend more funds than previously expected or required, and may materially adversely affect the Company's financial position or results of operations. The Company may also evaluate business opportunities in other jurisdictions where such risks may exist. Furthermore, in the event of a dispute arising from such activities, the Company may be subject to the exclusive jurisdiction of courts outside North America or may not be successful in subjecting persons to the jurisdiction of the courts in North America, which could adversely affect the outcome of a dispute. Furthermore, the introduction of new tax laws, regulations or rules, or changes to, or differing interpretation of, or application of, existing tax laws, regulations or rules in any of the countries in which the Company operates, could result in an increase in the Company's taxes, or other governmental charges, duties or impositions. No assurance can be given that new tax laws, rules or regulations will not be enacted or that existing tax laws will not be changed, interpreted or applied in a manner that could result in the Company's profits being subject to additional taxation or that could otherwise have an adverse material effect on the Company.

Dependence on Management and Key Personnel

The success of the Company is currently largely dependent on the performance of its directors and officers. The loss of the services of any of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business. As the Company's business activity grows, the Company will require additional key financial, administrative and mining personnel as well as additional operations staff. There can be no assurance that these efforts will be successful in attracting, training and retaining qualified personnel as competition for persons with these skill sets increase. If the Company is not successful in attracting, training and retaining qualified personnel, the efficiency of its operations could be impaired, which could have an adverse impact on the Company's operations and financial condition. In addition, the COVID-19 pandemic may cause the Company to have inadequate access to an available skilled workforce and qualified personnel, which could have an adverse impact on the Company's financial performance and financial condition.

Claims and Legal Proceedings

The Company and/or its directors and officers may be subject to a variety of civil or other legal proceedings, with or without merit. From time to time in the ordinary course of its business, the Company may become involved in various legal proceedings, including commercial, employment and other litigation and claims, as well as governmental and other regulatory investigations and proceedings. Such matters can be time-consuming, divert management's attention and resources and cause the Company to incur significant expenses. Furthermore, because litigation is inherently unpredictable, the results of any such actions may have a material adverse effect on the Company's business, operating results or financial condition.

Conflicts of Interest

Most of the Company's directors and officers do not devote their full time to the affairs of the Company and are also directors, officers and shareholders of other natural resource or other public companies, and as a result they may find themselves in a position where their duty to another company conflicts with their duty to the Company. Although the Company has policies which address such potential conflicts and the BCBCA has provisions governing directors in the event of such a conflict, none of the Company's constating documents or any of its other agreements contain any provisions mandating a procedure for addressing such conflicts of interest. There is no assurance that any such conflicts will be resolved in favour of the Company. If any such conflicts are not resolved in favour of the Company, the Company may be adversely affected.

Copper and Metal Prices

If the Company's mineral properties are developed from exploration properties to full production properties, the majority of our revenue will be derived from the sale of copper. Therefore, the Company's future profitability will depend upon the world market prices of the copper for which it is exploring. The price of copper and other metals are affected by numerous factors beyond the Company's control, including levels of supply and demand, global or regional consumptive patterns, sales by government holders, metal stock levels maintained by producers and others, increased production due to new mine developments and improved mining and production methods, speculative activities related to the sale of metals, availability and costs of metal substitutes.

Moreover, copper prices are also affected by macroeconomic factors such as expectations regarding inflation, interest rates and global and regional demand for, and supply of, copper as well as general global economic conditions. These factors may have an adverse effect on the Company's exploration and any development and production activities, as well as on its ability to fund those activities. Additionally, the current COVID-19 pandemic and efforts to contain it, including restrictions on travel and other advisories issued may have a significant effect on copper prices.

Negative Cash Flow from Operating Activities

The Company has no history of earnings and had negative cash flow from operating activities since inception. The Company's mineral properties are in the exploration stage and there are no known mineral resources or reserves and the proposed exploration programs on the Company's mineral properties are exploratory in nature. Significant capital investment will be required to achieve commercial production from the Company's existing projects. There is no assurance that any of the Company's mineral properties will generate earnings, operate profitably or provide a return on investment in the future. Accordingly, the Company will be required to obtain additional financing in order to meet its future cash commitments.

Going Concern Risk

The Company's financial statements have been prepared on a going concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business. The Company's future operations are dependent upon the identification and successful completion of equity or debt financings and the achievement of profitable operations at an indeterminate time in the future. There can be no assurances that the Company will be successful in completing equity or debt financings or in achieving profitability. The financial statements do not give effect to any adjustments relating to the carrying values and classifications of assets and liabilities that would be necessary should the Company be unable to continue as a going concern.

Uncertainty of Use of Available Funds

Although the Company has set out its intended use of available funds in this Prospectus, these intended uses are estimates only and subject to change. While management does not contemplate any material variation, management does retain broad discretion in the application of such funds. The failure by the Company to apply these funds effectively could have a material adverse effect on the Company's business, including the Company's ability to achieve its stated business objectives.

Reporting Issuer Status

On becoming a reporting issuer, the Company will be subject to reporting requirements under applicable securities law, the listing requirements of the TSXV and other applicable securities rules and regulations. Compliance with these requirements will increase legal and financial compliance costs, make some activities more difficult, time consuming or costly, and increase demand on existing systems and resources. Among other things, the Company will be required to file annual, quarterly and current reports with respect to its business and results of operations and maintain effective disclosure controls and procedures and internal controls over financial reporting. In order to maintain and, if required, improve disclosure controls and procedures and internal controls over financial reporting to meet this standard, significant resources and management oversight may be required. As a result, management's attention may be diverted from other business concerns, which could harm the Company's business and results of operations. The Company may need to hire additional employees to comply with these requirements in the future, which would increase its costs and expenses.

Management of the Company expects that being a reporting issuer will make it more expensive to obtain and maintain director and officer liability insurance, and the Company may in the future be required to accept reduced coverage or incur substantially higher costs to obtain or maintain adequate coverage. This factor could also make it more difficult for the Company to retain qualified directors and executive officers.

Risks Associated with Acquisitions

If appropriate opportunities present themselves, the Company may acquire mineral claims, material interests in other mineral claims, and companies that the Company believes are strategic. The Company currently has no understandings, commitments or agreements with respect to any material acquisition, other than as described in this Prospectus, and no other material acquisition is currently being pursued. There can be no assurance that the Company will be able to identify, negotiate or finance future acquisitions successfully, or to integrate such acquisitions with its current business. The process of integrating an acquired Company or mineral claims into the Company may result in unforeseen operating difficulties and expenditures and may absorb significant management attention that would otherwise be available for ongoing development of the Company's business. Future acquisitions could result in potentially dilutive issuances of equity securities, the incurrence of debt, contingent liabilities and/or amortization expenses related to goodwill and other intangible assets, which could materially adversely affect the Company's business, results of operations and financial condition.

Force Majeure

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company, including the price of copper on world markets, labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, pandemics, epidemics or quarantine restrictions.

Infrastructure

Exploration, development and processing activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important elements of infrastructure, which affect access, capital and operating costs. The lack of availability on acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploration or development of the Company's mineral properties. If adequate infrastructure is not available in a timely manner, there can be no assurance that the exploration or development of the Company's mineral properties will be commenced or completed on a timely basis, if at all. Furthermore, unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of necessary infrastructure could adversely affect our operations.

Exploration operations depend on adequate infrastructure. In particular, reliable power sources, water supply, transportation and surface facilities are necessary to explore and develop mineral projects. Failure to adequately meet these infrastructure requirements or changes in the cost of such requirements could affect the Company's ability to carry out exploration and future development operations and could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Climate Change Risks

The Company acknowledges climate change as an international and community concern and it supports and endorses various initiatives for voluntary actions consistent with international initiatives on climate change. However, in addition to voluntary actions, governments are moving to introduce climate change legislation and treaties at the international, national, state/provincial and local levels. Where legislation already exists, regulation relating to emission levels and energy efficiency is becoming more stringent. Some of the costs associated with reducing emissions can be offset by increased energy efficiency and technological innovation. However, if the current regulatory trend continues, the Company expects that this could result in increased costs at some of its operations in the future.

The Company and the mining industry are facing continued geotechnical challenges, which could adversely impact the Company's production and profitability. Unanticipated adverse geotechnical and hydrological conditions, such as landslides, floods, seismic activity, droughts and pit wall failures, may occur in the future and such events may not be detected in advance. Geotechnical instabilities and adverse climatic conditions can be difficult to predict and are often affected by risks and hazards outside of the Company's control, such as severe weather and considerable rainfall.

Geotechnical failures could result in limited or restricted access to mine sites, suspension of operations, government investigations, increased monitoring costs, remediation costs, loss of ore and other impacts, which could cause one or more of the Company's projects to be less profitable than currently anticipated and could result in a material adverse effect on the Company's business results of operations and financial position.

Information Systems and Cyber Security

The Company's operations depend on information technology ("IT") systems. These IT systems could be subject to network disruptions caused by a variety of sources, including computer viruses, security breaches and cyber-attacks, as well as disruptions resulting from incidents such as cable cuts, damage to physical plants, natural disasters, terrorism, fire, power loss, vandalism and theft. The Company's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays and/or increase in capital expenses. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact the Company's reputation and results of operations.

Although to date the Company has not experienced any material losses relating to cyber-attacks or other information security breaches, there can be no assurance that the Company will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Risks Related to the Offering and the Company's Securities

No Established Market for Securities

It is proposed that the Common Shares will be listed on the TSXV; however, there can be no assurance that such listing will be obtained and even if obtained, that an active and liquid market for the Common Shares will develop or be maintained and an investor may find it difficult to resell any securities of the Company. If a market does not develop or is not sustained, it may be difficult for investors to sell the Unit shares at an attractive price or at all. The Company cannot predict the prices at which the Common Shares will trade.

Speculative Nature of Investment Risk

An investment in the Company's securities carries a high degree of risk and should be considered as a speculative investment. The Company has no history of earnings, limited cash reserves, a limited operating history, has not paid dividends, and is unlikely to pay dividends in the immediate or near future. The likelihood of success of the Company must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business. An investment in the Company's securities may result in the loss of an investor's entire investment. Only potential investors who are experienced in high risk investments and who can afford to lose their entire investment should consider an investment in the Company.

Price may not Represent the Company's Performance or Intrinsic Fair Value

The market price of a publicly-traded stock is affected by many variables not directly related to the corporate performance of the Company, including the market in which it is traded, the strength of the economy generally, the availability of the attractiveness of alternative investments, and the breadth of the public market for the stock. The effect of these and other factors on the market price of the Common Shares on the TSXV in the future cannot be predicted.

Securities or Industry Analysts

The trading market for the Common Shares could be influenced by research and reports that industry and/or securities analysts may publish about the Company, its business, the market or its competitors. The Company does not have any control over these analysts and cannot assure that such analysts will cover the Company or provide favourable coverage. If any of the analysts who may cover the Company's business change their recommendation regarding the Company's stock adversely, or provide more favourable relative recommendations about its competitors, the stock price would likely decline. If any analysts who may cover the Company's business were to cease coverage or fail to regularly publish reports on the Company, it could lose visibility in the financial markets, which in turn could cause the stock price or trading volume to decline.

Price Volatility of Publicly Traded Securities

The Common Shares do not currently trade on any exchange or stock market and the Company has applied to list the Common Shares on the TSXV. Securities of mineral exploration and development companies, have experienced substantial volatility in the past, often based on factors unrelated to the companies' financial performance or prospects. These factors include macroeconomic developments in North America and globally and market perceptions of the attractiveness of particular industries.

The price of the Common Shares is also likely to be significantly affected by short-term changes in copper or other mineral prices or in our financial condition or results of operations. Other factors unrelated to our performance that may affect the price of the Common Shares include the following: the extent of analytical coverage available to investors concerning our business may be limited if investment banks with research capabilities do not follow the Company; lessening in trading volume and general market interest in the Common Shares may affect an investor's ability to trade significant numbers of Shares; the size of our public float may limit the ability of some institutions to invest in the Common Shares; and a substantial decline in the price of the Common Shares that persists for a significant period of time could cause the Common Shares, if listed on an exchange, to be delisted from such exchange, further reducing market liquidity. As a result of any of these factors, the market price of the Common Shares at any given point in time may not accurately reflect our long-term value. Securities class action litigation often has been brought against companies following periods of volatility in the market price of their securities. We may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

The fact that no market currently exists for the Common Shares may affect the pricing of the Common Shares in the secondary market, the transparency and availability of trading prices and the liquidity of the Common Shares. The market price of the Common Shares is affected by many other variables which are not directly related to our success and are, therefore, not within our control. These include other developments that affect the market for all resource sector securities, the breadth of the public market for our Common Shares and the attractiveness of alternative investments. The effect of these and other factors on the market price of the Common Shares is expected to make the price of the Common Shares volatile in the future, which may result in losses to investors.

Dilution

Future sales or issuances of equity securities could decrease the value of the Common Shares, dilute shareholders' voting power and reduce future potential earnings per Common Share. We may sell additional equity securities in subsequent offerings (including through the sale of securities convertible into Common Shares) and may issue additional equity securities to finance our operations, development, exploration, acquisitions or other projects. We cannot predict the size of future sales and issuances of equity securities or the effect, if any, that future sales and issuances of equity securities will have on the market price of the Common Shares. Sales or issuances of a substantial number of equity securities, or the perception that such sales could occur, may adversely affect prevailing market prices for the Common Shares. With any additional sale or issuance of equity securities, investors will suffer dilution of their voting power and may experience dilution in our earnings per Common Share.

Dividends

To date, the Company has not paid any dividends on its outstanding Common Shares. Any decision to pay dividends on the Common Shares of the Company will be made by the Board on the basis of the Company's earnings, financial requirements and other conditions.

TSXV Listing

In the future, the Company may fail to meet the continued listing requirements for the Common Shares to be listed on the TSXV. If the TSXV delists the Common Shares from trading on its exchange, the Company could face significant material adverse consequences, including: a limited availability of market quotations for the Common Shares; a determination the Common Shares are a "penny stock" which will require brokers trading in the Common Shares to more stringent rules and possibly resulting in a reduced level of trading activity in the secondary market for the Common Shares; a limited amount of news and analysts coverage for the Company; and a decreased ability to issue additional securities or obtain additional financing in the future.

Internal controls cannot provide absolute assurance with respect to the reliability of financial reporting and financial statement preparation

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation.

E29's operations depend on information technology ("IT") systems

Information systems and other technologies, including those related to the Company's financial and operational management, and its technical and environmental data, are an integral part of the Company's business activities. These IT systems could be subject to network disruptions caused by a variety of sources, including computer viruses, security breaches and cyberattacks, as well as disruptions resulting from incidents such as cable cuts, damage to physical plants, natural disasters, terrorism, fire, power loss, vandalism and theft. E29's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays or increase in capital expenses. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact E29's reputation and results of operations. Although to date E29 has not experienced any material losses relating to cyber attacks or other information security breaches, there can be no assurance that E29 will not incur such losses in the future. E29's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority. As cyber threats continue to evolve, E29 may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

FORWARD LOOKING STATEMENTS

This MD&A contains forward-looking information and forward-looking statements, within the meaning of applicable Canadian securities legislation, (collectively, "forward-looking statements"), which reflect management's expectations regarding the Company's future growth, results from operations (including, without limitation, statements about the Company's opportunities, strategies, competition, expected activities and expenditures as the Company pursues its business plan, the adequacy of the Company's available cash resources and other statements about future events or results), performance (both operational and financial) and business prospects, future business plans and opportunities. Wherever possible, words such as "predicts", "projects", "targets", "plans", "expects", "does not expect", "budget", "scheduled", "estimates", "forecasts", "anticipate" or "does not anticipate", "believe", "intend" and similar expressions or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved, or the negative or grammatical variation thereof or other variations thereof, or comparable terminology have been used to identify forward-looking statements. These forward-looking statements include, among other things, statements relating to:

- the timing and closing of the Offering, including the receipt for the Prospectus, in a timely manner, and receipt of regulatory and other required approvals;
- the listing of the Unit shares on the TSXV, including the Company fulfilling all applicable listing requirements;
- the size of the Offering and the terms and conditions of the Offering;
- the Flor de Cobre and Elida Projects (as such term is defined herein) and the Company's planned and future exploration on the Flor de Cobre and Elida Projects;
- the Company's goals regarding exploration and potential development of its projects;
- the use of available funds;
- the Company's future business plans;
- expectations regarding the ability to raise further capital;
- the market price of copper;
- expectations regarding any environmental issues that may affect planned or future exploration and development programs and the potential impact of complying with existing and proposed environmental laws and regulations;
- the ability to obtain and/or maintain any required permits, licenses or other necessary approvals for the exploration or development of its mineral properties;

- government regulation of mineral exploration and development operations in Peru;
- the Company's compensation policy and practices;
- the Company's expected reliance on key management personnel, advisors and consultants;
- plans regarding future composition of the Board;
- effects of the novel coronavirus ("COVID-19") outbreak as a global pandemic; and
- the Escrow Agreement, and the escrow of the Escrowed Securities (as such terms are defined herein).

Forward-looking statements are not a guarantee of future performance and is based upon a number of estimates and assumptions of management in light of management's experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances, as of the date of this MD&A including, without limitation, assumptions about:

- the ability to raise any necessary additional capital on reasonable terms to advance exploration and development of the Company's mineral properties;
- future prices of copper and other metal prices;
- the timing and results of exploration and drilling programs;
- the demand for, and price of copper;
- that general business and economic conditions will not change in a material adverse manner;
- the Company's ability to procure equipment and operating supplies in sufficient quantities and on a timely basis;
- the geology of the Flor de Cobre Project as described in the Flor de Cobre Technical Report (as such term is defined herein);
- the geology of the Elida Project as described in the Elida Technical Report (as such term is defined herein);
- the accuracy of budgeted exploration and development costs and expenditures;
- future currency exchange rates and interest rates;
- operating conditions being favourable such that the Company is able to operate in a safe, efficient and effective manner;
- the Company's ability to attract and retain skilled personnel;
- political and regulatory stability;
- the receipt of governmental, regulatory and third-party approvals, licenses and permits on favourable terms;
- obtaining required approvals, licenses and permits on favourable terms and any required renewals of the same;
- requirements under applicable laws;
- sustained labour stability; stability in financial and capital goods markets;
- expectations regarding the level of disruption to exploration at the Flor de Cobre and Elida Projects as a result of COVID 19; and
- availability of equipment.

Furthermore, such forward-looking information involves a variety of known and unknown risks, uncertainties and other factors which may cause the actual plans, intentions, activities, results, performance or achievements of the Company to be materially different from any future plans, intentions, activities, results, performance or achievements expressed or implied by such forward-looking statements. Such risks include, without limitation:

- the Company may fail to find a commercially viable deposit at any of its mineral properties;
- there are no resources or mineral reserves on any of the properties in which the Company has an interest;
- the Company's plans may be adversely affected by the Company's reliance on historical data compiled by previous parties involved with its mineral properties;
- mineral exploration and development are inherently risky;
- the mineral exploration industry is intensely competitive;
- additional financing may not be available to the Company when required or, if available, the terms of such financing may not be favourable to the Company;

- fluctuations in the demand for copper;
- the Company may not be able to identify, negotiate or finance any future acquisitions successfully, or to integrate such acquisitions with its current business;
- the Company's exploration activities are dependent upon the grant of appropriate licenses, concessions, leases, permits and regulatory consents, which may be withdrawn or not granted;
- the Company's operations could be adversely affected by possible future government legislation, policies and controls or by changes in applicable laws and regulations;
- there is no guarantee that title to the properties in which the Company has a material interest will not be challenged or impugned;
- the Company faces various risks associated with mining exploration that are not insurable or may be the subject of insurance which is not commercially feasible for the Company;
- public health crises such as the COVID-19 pandemic may adversely impact the Company's business;
- the volatility of global capital markets over the past several years has generally made the raising of capital more difficult;
- compliance with environmental regulations can be costly;
- social and environmental activism can negatively impact exploration, development and mining activities;
- risks associated with political instability and changes to the regulations governing the Company's business operations.
- the success of the Company is largely dependent on the performance of its directors and officers;
- the Company and/or its directors and officers may be subject to a variety of legal proceedings, the results of which may have a material adverse effect on the Company's business;
- the Company may be adversely affected if potential conflicts of interests involving its directors and officers are not resolved in favour of the Company;
- the Company's future profitability may depend upon the world market prices of copper;
- if securities or industry analysts do not publish research or publish inaccurate or unfavourable research about the Company's business, the price and trading volume of the Common Shares could decline;
- there is no existing public market for the Common Shares and an active and liquid one may never develop, which could impact the liquidity of the Unit shares;
- the Common Shares may be subject to significant price volatility;
- dilution from future equity financing could negatively impact holders of Common Shares;
- the Company may not use the funds available to it in the manner described in this Prospectus;
- on becoming a reporting issuer, the Company will be subject to costly reporting requirements;
- failure to adequately meet infrastructure requirements could have a material adverse effect on the Company's business;
- the Company's projects now or in the future may be adversely affected by risks outside the control of the Company;
- the Company is subject to various risks associated with climate change; and
- other factors discussed under "Risks and Uncertainties".

Although the Company has attempted to identify important factors that could cause actual actions, events, conditions, results, performance or achievements to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events, conditions, results, performance or achievements to differ from those anticipated, estimated or intended. See "Risks and Uncertainties" for a discussion of certain factors investors should carefully consider before deciding to invest in the Units.

The Company cautions that the foregoing lists of important assumptions and factors are not exhaustive. Other events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by, the forward-looking statements contained herein. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking statements.

Forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as and to the extent required by applicable securities laws.

SCIENTIFIC AND TECHNICAL INFORMATION

Scientific and technical information relating to the Flor de Cobre Project contained in the Prospectus is derived from, and in some instances is a direct extract from, and is based on the assumptions, qualifications and procedures set out in, the Flor de Cobre Technical Report. Derrick Strickland, P.Geo, author of the Flor de Cobre Technical Report, has reviewed and approved the scientific and technical information relating to the Flor de Cobre Project contained in the Prospectus and is a Qualified Person and "independent" of the Company within the meanings of NI 43-101. Reference should be made to the full text of the Flor de Cobre Technical Report, which is available for review under the Company's profile on SEDAR at www.sedar.com.

Scientific and technical information relating to the Elida Project contained in the Prospectus is derived from, and in some instances is a direct extract from, and is based on the assumptions, qualifications and procedures set out in, the Elida Technical Report. Derrick Strickland, P.Geo, author of the Elida Technical Report, has reviewed and approved the scientific and technical information relating to the Elida Project contained in the Prospectus and is a Qualified Person and "independent" of the Company within the meanings of NI 43-101. Reference should be made to the full text of the Elida Technical Report, which is available for review under the Company's profile on SEDAR at www.sedar.com.

Cautionary Note to United States Investors - Canadian Disclosure Standards in Mineral Resources and Mineral Reserves

The terms "mineral reserve", "Proven mineral reserve" and "Probable mineral reserve" are Canadian mining terms as defined in accordance with NI 43-101 under the guidelines set out in the CIM Definition Standards - For Mineral Resources and Mineral Reserves, adopted by the CIM Council on May 10, 2014, as may be amended from time to time by the CIM.

The definitions of Proven and Probable reserves used in NI 43-101 differ from the definitions in the SEC Industry Guide 7. Under SEC Industry Guide 7 standards, a "final" or "bankable" feasibility study is required to report reserves, the three year history average price is used in any reserve or cash flow analysis to designate reserves and the primary environmental analysis or report must be filed with the appropriate governmental authority.

In addition, the terms "mineral resource", "Measured mineral resource", "Indicated mineral resource" and "Inferred mineral resource" are defined in and required to be disclosed by NI 43-101; however, these terms are not defined terms under SEC Industry Guide 7 and normally are not permitted to be used in reports and registration statements filed with the SEC. Investors are cautioned not to assume that all or any part of mineral deposits in these categories will ever be converted into reserves. "Inferred mineral resources" have a great amount of uncertainty as to their existence, and great uncertainty as to their 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 prefeasibility studies, except in rare cases.

Accordingly, information contained in this MD&A containing descriptions of E29's mineral deposits may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.