



**MANAGEMENT  
DISCUSSION AND ANALYSIS**

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*For the eight months ended December 31, 2019  
(Expressed in United States dollars)*



For the eight months ended December 31, 2019

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This Management Discussion and Analysis (“MD&A”) is intended to help the reader understand Mako Mining Corp. (the “Company” or “Mako”), the operations, financial position, and current and future business environment. This MD&A is intended to supplement and complement our audited consolidated financial statements for the eight months ended December 31, 2019, prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards (“IFRS”).

Additional information regarding Mako, including the risks related to our business and those that are reasonably likely to affect our financial statements in the future, is contained in our continuous disclosure materials, including our most recent consolidated financial statements and Management Information Circular, which are available on the Company’s website at [www.makominingcorp.com](http://www.makominingcorp.com) and under the Company’s profile on the SEDAR website at [www.sedar.com](http://www.sedar.com).

This MD&A has been prepared as of November 26, 2020. All amounts are expressed in United States (US) dollars, unless otherwise stated.

## **BUSINESS OVERVIEW**

Mako Mining Corp. (formerly Golden Reign Resources Ltd.) was incorporated on April 1, 2004 under the laws of the Yukon Territory and continued into British Columbia under the *British Columbia Corporations Act*. The Company is listed on the TSX Venture Exchange (“TSX-V”) under the symbol “MKO”. The Company’s principal business activities are the development and exploration of its mineral interests in Nicaragua.

The San Albino gold deposit, located within the San Albino-Murra Property, is the Company’s most advanced project. It was a historical small-scale underground gold producer, commencing production in the early 1900’s and operating on and off until approximately 1940, reportedly processing 10 tons per day of 1 ounces (“oz.”) / ton (“t”) gold material. The Company is currently developing San Albino, with the first gold pour expected in the fourth quarter of 2020. The development and operation of San Albino is a strategic first step in the establishment of a gold camp in Nicaragua potentially hosting multiple high-grade, open-pittable deposits.

The Company will be focusing its operations on further exploration and development of its San Albino deposit. The San Albino deposit is anticipated to be a high-margin gold project with an estimated average mined grade of 8.02 g/t gold equivalent, (April 29, 2015 Preliminary Economic Assessment) and an open pit average mined grade of over 7.00 g/t gold equivalent. Once in production, projected free cash flow from San Albino is anticipated to fund exploration on Mako’s prospective 138 square kilometer (“km”) land package in Nicaragua. Completion of the development of San Albino will require additional capital. The Company is currently assessing its financing alternatives.

The Company also owns the La Trinidad mine, located in Sinaloa State, Mexico, which was obtained through the acquisition of Marlin Gold Mining Ltd. (the “Marlin Transaction”) effective November 9, 2018. During 2019, it was determined, through a comprehensive geological/engineering study, that a portion of the pit at La Trinidad would not be accessible to continue mining. This impact to operations was a result of pit instability incurred during the hurricane event in late 2018. As a result, the Company ceased mining activities in March 2019. The Company continued to process the remaining oz. on the leach pad through to the end of the year. Nearly all of the mining and process plant equipment has been moved to the United States, with the exception of the laboratory equipment, which was moved to Nicaragua. Surplus supplies and equipment will continue to be sold over the coming months.

In December 2019, the Company entered into a non-binding Letter of Intent (“LOI”) with Goldplay Exploration Ltd. (“Goldplay”) pursuant to which it has the right to acquire 100% of the common shares of a wholly-owned subsidiary that owns, among other non-material assets, the La Trinidad mine facilities and controls nine concessions totaling 104,094.5 hectares located adjacent to Goldplay’s existing portfolio in the historic Rosario gold-silver mining district in Sinaloa, Mexico. Upon completion of satisfactory due diligence by Goldplay, the parties expect to negotiate the



terms of a binding definitive agreement in relation to the proposed acquisition. The definitive terms of the transaction are subject to negotiation and are expected to include a nominal cash payment and the issuance of a small net smelter return (“NSR”) royalty to Mako on the above noted concessions. Mako will be responsible for reclamation activities at La Trinidad and associated costs until it receives approval from the Mexican government that reclamation is complete. For additional details refer to “**PROPOSED TRANSACTIONS**”.

**CHANGE OF YEAR END**

The Company changed its year end from April 30 to December 31, beginning with December 31, 2019. As such the Company’s current reporting period is the eight-months ended December 31, 2019.

The length and end date of the periods, including the comparative periods, of the interim and annual financial statements to be filed for the transition year and new financial year are:

Transition Year	Comparative Annual Financial Statements to Transition Year	New Financial Year	Comparative Annual Financial Statements to New Financial Year	Interim Periods for Transition Year	Comparative Interim Periods to Interim Periods in Transition Year	Interim Periods for New Financial Year	Comparative Interim Periods to Interim Periods in New Financial Year
8 months ended 12/31/2019	12 months ended 4/30/2019	12/31/2019	8 months ended 12/31/2019 and 12 months ended 4/30/2019	3 months ended 7/31/2019 6 months ended 10/31/2019	3 months ended 7/31/2018 6 months ended 10/31/2018	3 months ended 3/31/2020 6 months ended 6/30/2020 9 months ended 9/30/2020	3 months ended 7/31/2018 6 months ended 10/31/2018 9 months ended 1/31/2019

**HIGHLIGHTS AND SIGNIFICANT SUBSEQUENT EVENTS**

Significant events and operating highlights for the two months ended December 31, 2019, and up to April 29, 2020 include the following:

- On July 23, 2019, the Company completed a rights offering, raising net proceeds of \$20.2 million (C\$26.8 million), which funded development at San Albino, working capital requirements associated with its development, and ongoing exploration.
- On October 7, 2019, the Company entered into a settlement agreement with the Company’s mining contractor in Mexico. The Company had an outstanding liability of \$11.3 million with the two parties agreeing to settle the balance of the liability for \$6 million.
- In December 2019, the Company expanded its mineral concessions in Nicaragua through the purchase of the Potrerillos exploration and exploitation concession, which comprises 12 km<sup>2</sup> of subsurface mineral rights and is contiguous to and along strike from the San Albino gold project.
- As at December 31, 2019, the Company recognized write downs of \$8.6 million in cost of sales related to the unrecovered ounces on the leachpad upon ceasing leaching operations.
- The Company entered into a LOI to sell its Mexican operations.



For the eight months ended December 31, 2019

- On February 20, 2020, the Company closed a \$15.15 million unsecured term loan and intends to use these funds for construction, development and exploration activities in Nicaragua, for general corporate purposes, and for fees and expenses incurred in connection with the loan.
- On March 23, 2020, in response to the COVID-19 global pandemic, the Company announced some proactive changes to the San Albino gold project development schedule. Mako plans to reduce the employee and contractor workforce from 400 to slightly less than 250 people.
- Mining of gold mineralization at San Albino has been suspended. Mining activity has transitioned to earthworks and construction of the tailings storage facility. As the processing plant was not scheduled to begin operating until late summer, the anticipated primary effect on this aspect of the project will be a smaller than previously expected stockpile.
- The transport of goods and equipment across the Nicaraguan border has begun to slow down. In anticipation of this, the Company increased the inventory of all consumables at the project site, which has allowed the construction of the San Albino processing plant to continue as originally scheduled, albeit with a smaller workforce.
- Prior to the streamlining of staff, the construction of the processing plant and mining were running approximately 60 days ahead of schedule, and slightly under budget. The expectation is that this buffer will be expended as logistics become increasingly difficult to coordinate due to the uncertainties related to COVID-19. To that end, the Company is now expecting first gold pour at San Albino to occur sometime in the fourth quarter.
- On the exploration front, active exploration drill rigs in Nicaragua are being reduced from four to two, with a commensurate reduction of exploration contractor staff. This reduction will further reduce contact between external contractors and the local community. Considerable progress has been made on resource definition drilling at Las Conchitas since 2019 and there is currently no plan to stop drilling, unless further restrictions are imposed due to COVID-19.

<b>Financial Performance</b>	<b>Two months ended December 31, 2019</b>	<b>Eight months ended December 31, 2019</b>	<b>Year ended April 30, 2019</b>	<b>Change</b>
	<i>(Restated)</i>	<i>(Restated)</i>	<i>(Restated)</i>	
Revenue	\$532,100	\$8,583,218	\$7,931,102	\$652,116
Income (loss) for the period	(\$7,873,323)	(\$9,274,378)	(\$25,228,711)	\$15,954,333
Operating cash outflow before changes in non-cash working capital	(\$1,752,355)	(\$4,856,935)	(\$5,026,683)	\$169,748
<b>Financial Condition</b>	<b>December 31, 2019</b>		<b>April 30, 2019</b>	
Cash and cash equivalents	\$4,253,102		\$3,361,048	
Working capital (deficit) <sup>(i)</sup>	(\$3,123,618)		(\$6,425,970)	
Total assets - (Restated)	\$17,843,337		\$18,149,091	
Equity (deficit) - (Restated)	\$6,054,291		(\$7,823,472)	

(i) Working capital calculated as current assets less current liabilities.

<b>Operating Data</b>	<b>Two months ended December 31, 2019</b>	<b>Eight months ended December 31, 2019</b>	<b>Year ended April 30, 2019</b>	<b>Change</b>
Gold produced (ozs.)	255	6,213	6,025	188
Gold sold (ozs.)	352	6,184	6,243	(59)
Average realized gold price (\$ per oz.)	\$1,485	\$1,388	\$1,270	\$118



For the eight months ended December 31, 2019

## OPERATIONS REVIEW

		Eight months ended December 31, 2019				Year ended April 30, 2019			Nov. 9, 2018
		Total <sup>(1)</sup>	Nov-Dec	Aug-Oct	May-Jul	Total <sup>(1)</sup>	Feb-Apr	Nov-Jan <sup>(2)</sup>	
<b>Production</b>									
Gold dore	ozs.	6,213	255	1,263	4,695	6,025	3,243	2,782	n/a
<b>Inventories<sup>(3)</sup></b>									
Estimated recoverable gold in stockpile	ozs.	-	-	-	-	1,702	1,702	469	1,500
Estimated recoverable gold on leach pad	ozs.	-	-	4,954	6,218	8,462	8,462	4,706	5,977
Gold dore	ozs.	351	351	460	436	335	335	209	590
<b>Sales</b>									
Gold dore	ozs.	6,184	352	1,239	4,593	6,243	3,080	3,163	n/a

(1) The total may not equal the sum of the interim periods due to rounding.

(2) From the date of the Marlin Transaction (November 9, 2018) through to January 31, 2019.

(3) Recoverable gold calculated using an estimated leach pad/ADR plant recovery rate of 60% and an estimated refinign recovery rate of 97%. Actual production may differ from estimates.

During the period, the Company's sole operating mine was the Taunus deposit at the La Trinidad Mine, located in Sinaloa State, Mexico. The mine was acquired as part of the Marlin Transaction and, as such, the Company has only included the La Trinidad Mine operations from November 9, 2018 onwards. Mining operations ceased at the end of March 2019.

The La Trinidad Area consists of nine claims of mineral concessions that are either owned by, or optioned to, the Company. The La Trinidad Area is located in a region having excellent infrastructure and it is less than 100 km southeast of Mazatlán.

Based on a comprehensive geological/engineering study completed during the fourth quarter 2019, it was determined that a portion of the pit at La Trinidad would not be accessible as a result of pit instability, which occurred during the hurricane event in late 2018. (see Company's press release dated April 1, 2019). The Company ceased mining operations during March 2019. Stockpiled ore was crushed and stacked to the leach pad through to the end of May 2019. The Company has detoxed the leachpad, with gold production concluding in December 2019. Gold dore inventory as at December 31, 2019 was sold during the first quarter of 2020.

Nearly all of the mining and process plant equipment has been moved to the United States with the exception of the laboratory equipment, which has been moved to Nicaragua. Sales of surplus supplies and equipment is expected to continue over the coming months.

In December 2019, the Company entered into a non-binding LOI with Goldplay pursuant to which it has the right to acquire 100% of the common shares of a wholly-owned subsidiary that owns, among other non-material assets, the La Trinidad mine facilities and controls nine concessions located adjacent to Goldplay's existing portfolio in the historic Rosario gold-silver mining district in Sinaloa, Mexico. Mako will be responsible for reclamation activities at La Trinidad and associated costs until it receives approval from the Mexican government that reclamation is complete. For additional details refer to "**PROPOSED TRANSACTIONS**"

The sale of our Mexican operations will allow the Company to focus solely on our San Albino gold project currently under development in Nicaragua. Upon completion of satisfactory due diligence by Goldplay, the parties expect to negotiate the terms of a binding definitive agreement in relation to the proposed acquisition. The definitive terms of the transaction are subject to negotiation and are expected to include a nominal cash payment and the issuance of a small NSR royalty to Mako on a district-scale land package to benefit from future exploration success. Subject to successful completion of this transaction, a substantial concession liability currently ring-fenced at our Mexican subsidiaries is expected to be removed from Mako's balance sheet. Furthermore, it is expected that Mako will be



entitled to any insurance proceeds from its claims against its insurers and reinsurers, which currently exceed \$7 million.

## **EXPLORATION AND DEVELOPMENT UPDATE**

The Company holds 100% of four mineral concessions in Nueva Segovia, Nicaragua for a total land package of approximately 18,817 hectares (188 km<sup>2</sup>).

### **San Albino Property, Nueva Segovia, Nicaragua**

The San Albino gold deposit, located within the San Albino-Murra Property, is the Company's most advanced project. It was a historical small-scale underground gold producer, commencing production in the early 1900's and operating on and off until approximately 1940, reportedly processing 10 tons per day of 1 oz/t gold material. The Company is currently developing San Albino, with the first gold pour expected in the fourth quarter of 2020.

The San Albino deposit is anticipated to be a high-margin gold project with an estimated average mined grade of 8.02 g/t gold equivalent, (April 29, 2015 Preliminary Economic Assessment) and an open pit average mined grade of over 7.00 g/t gold equivalent. Once in production, projected free cash flow from San Albino of approximately \$15 million per year is anticipated.

On September 12, 2017, the Company announced that it had received its environmental permit (the "Environmental Permit") for the development, construction and operation of up to a 500 t/d operation at the San Albino Property. The Company had previously received its water use permit, forestry permit, mill permit, construction permit, soil use permit, road permit and waste disposal permit.

Pre-development work commenced in May 2019 at the San Albino Property, with the objectives of testing the outer boundaries of the starter pits (West and Central Pits); confirming gold mineralization within historic mine dumps; improving the understanding of structural controls; verifying the geometry, grade and thickness of the mineralized zones; providing detailed grade control information; and affirming the continuity and grade of the "in-pit" resources.

On July 23, 2019, Mako completed a fully-subscribed \$20.4 million rights offering to fund the majority of construction capital for San Albino. With the completion of this capital raise, the San Albino Property moved from exploration into development.

Since late July 2019, the Company has been on an aggressive schedule to complete construction of the 500 tonnes per day processing plant, ramp up mining operations, and maintain significant infill and greenfield exploration programs.

On March 23, 2020, the Company announced proactive changes were being made to the San Albino gold project development schedule and the Company's exploration program in response to the COVID-19 global pandemic. Mako is responsible for providing medical services to all employees and contractors, and by extension the local community. If an infection were to occur in the community, it would greatly strain the Company's ability to provide sufficient care. Therefore, Mako is taking significant steps to lower the risk of infection at the project site and in the local community, including reducing the number of people at operations to slightly less than 250 people. Additionally, all non-essential travel at the Company was eliminated at the end of February 2020.

Two American expat employees, the General Manager of San Albino and Senior Exploration Manager, have agreed to remain at the project site for the foreseeable future. All five Mexican expats at the project site have returned home. These professionals were leading the grade control program, which is an essential part of mining gold mineralization. As a result, mining of gold mineralization at San Albino has been suspended. Mining activity has



transitioned to earthworks and construction of the tailings storage facility. As the processing plant was not scheduled to begin operating until late summer, the anticipated primary effect on this aspect of the project will be a smaller than previously expected stockpile.

To the extent possible, Mako is reducing the use of non-local contractors to limit the amount of travel to and from the project site. The Company is also engaging with local authorities to ensure the surrounding communities are properly informed of the symptoms of COVID-19 as well as the recommended hygiene regiment necessary to prevent the spread.

Mako is also in the process of doubling the healthcare staff at the project site to alleviate the burden on current staff implementing the new health and safety protocols. The Company has also put in place protocols for isolation and safe transportation to an offsite quarantine area for anyone who is symptomatic or was exposed to an individual with symptoms.

The transport of goods and equipment across the Nicaraguan border has begun to slow down due to COVID 19. In anticipation of this, the Company increased the inventory of all consumables at the project site which has allowed the construction of the processing plant to continue as originally scheduled, albeit with a smaller workforce.

Prior to the streamlining of staff, the construction of the processing plant and mining were running approximately 60 days ahead of schedule, and slightly under budget. The expectation is that this buffer will be expended as logistics become increasingly difficult to coordinate. To that end, the Company is now expecting first gold pour at San Albino to occur sometime in the fourth quarter.

On the exploration front, active exploration drill rigs are being reduced from four to two, with a commensurate reduction of exploration contractor staff. This reduction will further reduce contact between external contractors and the local community.

Once in production, the Company is expected to be the third gold producer within Nicaragua and the high-grade, San Albino Property would be the first newly permitted commercial gold processing operation in the country in several years.

### **Las Conchitas Area**

Las Conchitas is situated between two past-producers, the San Albino Mine and the El Golfo Mine. It lies only 500 meter ("m") south of the proposed mine site for the San Albino Property.

The conceptual model for the Las Conchitas mineralization consists of multiple parallel quartz veins that dip gently to the northwest, associated with extensive shear and fault systems which represent feeders for mineralized fluids and a favourable environment for precious metal deposition. These characteristics are consistent with the model for orogenic gold-bearing veins, which can extend to depths in excess of a km. Drilling at the San Albino Property has already established down-dip continuity of gold mineralization for over 900 m and it still remains open. Gold mineralization is not restricted solely to quartz veins, but also occurs in the host rock (phyllite/schist) containing quartz veinlets.

Considerable progress has been made on resource definition drilling at Las Conchitas since 2019 and there is no plan to stop drilling, unless constrained by finances or COVID-19. The Company's goal is to produce a maiden resource at Las Conchitas.



**El Jicaro Concession**

El Jicaro encompasses the southwest extension of the mineralized structures identified on the Corona de Oro Gold Belt. It covers an area of 5,071 hectares (51 km<sup>2</sup>). Several good exploration targets have been outlined on El Jicaro. The mapping and prospecting programs completed to date have defined four parallel zones of mineralization.

**Potreros Concession**

In December 2019, the Company purchased the Potrerillos exploration and exploitation concession (“Potrerillos Concession”) formerly owned by a subsidiary of Condor Gold Plc (“Condor”). The Potrerillos Concession comprises 12 km<sup>2</sup> of subsurface mineral rights and is contiguous to and along strike from the San Albino gold project. The Potrerillos Concession is valid until December 2031 with the ability to renew for an additional 25 years by the Company.

The property was explored by Condor between 2007 and 2009, with a number of channel samples taken on trenches and former mine adits. Recent drilling indicates that the Potrerillos Concession is along strike and down dip of San Albino. The Company plans to begin exploration work to evaluate its ability to expand San Albino, unless constrained by finances or COVID-19.

**La Segoviana Concession**

On April 7, 2020, the Company announced that its wholly-owned Nicaraguan subsidiary, Nicoz Resources, S.A., has been granted a new concession by Nicaraguan Ministry of Mines and Energy (“MEM”). The new concession, called La Segoviana, covers an area of 3,845.80 hectares (approximately 38.5 km<sup>2</sup>) and is contiguous to the north and northwest of the Company’s San Albino-Murra concession in Nueva Segovia, Nicaragua. The La Segoviana concession allows for both exploration and exploitation and is valid for a period of 25 years, until March 12, 2045.

The Company intends to immediately, unless constrained by finances or COVID-19, dispatch an exploration crew to La Segoviana, to carry out both a reconnaissance examination of this newly acquired exploration area and to conduct a preliminary sampling of mineral prospects in order to define areas suitable for further exploration.

***For details on all previously - reported drill results, please see the Company’s filings on SEDAR.***

**TREND ANALYSIS**

**Selected Annual Information**

	<b>Eight months ended December 31, 2019</b>	<b>Year ended April 30, 2019</b>	<b>Year ended April 30, 2018</b>
	<i>(Restated)</i>	<i>(Restated)</i>	
Revenue	\$8,583,218	\$7,931,102	\$0
Loss for the period	(\$9,274,378)	(\$25,228,711)	(\$3,069,964)
Basic & diluted loss per share	(\$0.02)	(\$0.11)	(\$0.02)
<b>As at</b>	<b>December 31, 2019</b>	<b>April 30, 2019</b>	<b>April 30, 2018</b>
	<i>(Restated)</i>	<i>(Restated)</i>	
Total assets	\$17,843,337	\$18,149,091	\$5,423,662
Total non-current liabilities	\$1,592,415	\$2,090,551	\$0





For the eight months ended December 31, 2019

During the eight months ended December 31, 2019, mining operations at the La Trinidad Mine in Mexico were wound up. The Company ceased mining activities in March 2019, but continued to process the remaining oz. on the leach pad through to the end of the year. A small amount of gold dore inventory remained at December 31, 2019, and was sold during the first quarter of 2020. Nearly all of the mining and process plant equipment has been moved to the United States, with the exception of the laboratory equipment which was moved to Nicaragua. The total assets are primarily comprised of mineral property, plant and equipment in Nicaragua. The majority of the non-current liabilities relates to a provision for reclamation and remediation for the La Trinidad Mine.

The Marlin Transaction, which was effective November 9, 2018, was a transformative event for the Company. With the addition of the La Trinidad Mine, the Company immediately became a gold producer and began recognizing revenue and cost of sales. In addition, there was an associated increase in total assets, primarily due to acquired inventories and receivables, and an increase in non-current liabilities associated with recognizing a provision for reclamation and remediation. While the restructuring of the gold stream arrangement as part of the Marlin Transaction resulted in a \$20.6-million loss during the year ended April 30, 2019, it removed a substantial encumbrance on the San Albino Property.

### Summary of Quarterly Results

The following table summarizes the two-month period ended December 31, 2019 and the results for each of the previous seven quarters:

\$	Eight months ended December 31, 2019			Year ended April 30, 2019				Feb-Apr 2018
	Nov-Dec	Aug-Oct	May-Jul	Feb-Apr	Nov-Jan	Aug-Oct	May-Jul	
		<i>(Restated)</i>		<i>(Restated)</i>				
Revenue	532,100	1,854,689	6,196,429	3,993,883	3,937,219	-	-	-
Cost of sales	(7,093,175)	(2,483,910)	(5,079,840)	(3,465,426)	(6,614,337)	-	-	-
Gross profit (loss)	(6,561,076)	(629,221)	1,116,589	528,458	(2,677,119)	-	-	-
E&E expenses	(700,163)	(793,510)	(2,684,252)	(1,044,375)	(846,010)	(936,553)	(714,106)	(343,478)
G&A expenses	(704,378)	(1,478,412)	(729,873)	(875,213)	(762,091)	(299,231)	(345,875)	(179,293)
Other income (expenses)	160,018	4,456,183	(658,559)	(7,460,163)	(9,331,150)	(388,330)	(1,657)	3,792
Income taxes	(67,724)	-	-	(75,296)	-	-	-	-
Net income (loss)	(7,873,323)	1,555,040	(2,956,095)	(8,926,589)	(13,616,370)	(1,624,113)	(1,061,638)	(518,979)
Basic & diluted loss per share	(0.01)	0.00	(0.01)	(0.05)	(0.05)	(0.01)	(0.01)	(0.00)

With the acquisition of La Trinidad Mine in Mexico as part of the Marlin Transaction, which occurred early in the third quarter 2019, the Company began recognizing revenue and cost of sales. The Company ceased mining activities at the La Trinidad Mine in March 2019, but continued to process the remaining oz. on the leach pad through to the end of the year. As a result, there was a trend of decreasing revenue and cost of sales for the eight months ended December 31, 2019.

The Company is focused on acquiring, exploring and developing exploration and evaluation assets in Nicaragua. At the end of July 2019, the Company made the decision to develop the San Albino project. Beginning in August 2019, development expenditures are capitalized as part of mineral properties, plant and equipment and resulted in a decrease in exploration and evaluation (“E&E”) expenses. Expenditures related to exploration at Las Conchitas continue to be expensed.

Subsequent to the Marlin Transaction, the Company saw an increase in general and administrative (“G&A”) and other expenses associated with operating subsidiaries in multiple jurisdictions and increased corporate activities. Furthermore, with the ramp up of activities at San Albino, there has been a corresponding increase in G&A expenses.



For the eight months ended December 31, 2019

The increase in G&A expenses in the three months ended October 31, 2019 relate to share-based compensation expenses associated with the issuance of stock options to management.

Volatile market conditions, the COVID-19 pandemic and the availability of financing may affect the Company's planned level of activity and development during fiscal 2020. The Company's E&E expenditures depend on the Company's operations and exploration prospects, as well as general market conditions relating to the availability of funding for resource companies. The Company's G&A expenditures are also related to the level of financing and development and exploration activities that are being conducted.

Other than as herein disclosed, the Company is not aware of any trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect upon the Company's expenses, income from investing, profitability, liquidity or capital resources, or that would cause reported financial information not necessarily to be indicative of future operating results or financial condition.

### Market Trends

In recent years, the gold price has experienced high levels of volatility. During the eight months ended December 31, 2019, the gold price has ranged from \$1,270 to \$1,683, and during the year ended April 30, 2019, it ranged from \$1,178 to \$1,344 per oz. (Source: www.kitco.com).

## FINANCIAL REVIEW

### Revenue

	Two months ended December 31, 2019	Eight months ended December 31, 2019	Year ended April 30, 2019	Change
Revenue	\$532,100	\$8,583,218	\$7,931,102	\$652,116
Gold sold (ozs.)	352	6,184	6,243	(59)
Average realized gold price (\$ per oz.)	\$1,485	\$1,388	\$1,270	\$118

The Company revenue comes entirely from the La Trinidad Mine, which was acquired as part of the Marlin Transaction. The Company ceased mining activities in March 2019, but continued to process the remaining oz. on the leach pad through to the end of the year. Revenue recognized during the two-month period ended December 31, 2019 ("Current Period") reflects this winding down of gold production at the La Trinidad Mine.

During the eight months ended December 31, 2019 ("Current Year"), the Company sold slightly fewer gold oz. than it did during the year ended April 30, 2019 ("Comparative Year"). Revenue recognized in the Comparative Year is only from the date of the Marlin Transaction (November 9, 2018) onwards, or for approximately six months. Revenue recognized during the Current Year increased over the Comparative Year due to an increase in the average realized gold price, which more than offset the slight decrease in gold oz. sold.



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### Cost of sales

	Two months ended December 31, 2019	Eight months ended December 31, 2019	Year ended April 30, 2019	Change
Production costs	\$297,633	\$4,897,877	\$11,628,616	(\$6,730,739)
Depreciation, depletion and amortization	20,217	61,196	41,939	19,257
Total cost of production	\$317,851	\$4,959,073	\$11,670,555	(\$6,711,482)
Gold produced (ozs.)	255	6,213	6,025	188
Cost per ounce produced (\$/oz.)	\$1,249	\$798	\$1,937	(\$1,139)
Change in gold inventories	(\$579,667)	\$945,657	(\$1,892,243)	\$2,837,900
Writedown of inventories	7,324,566	8,617,107	-	8,617,107
Royalties	5,005	84,726	274,018	(189,292)
Selling costs	25,420	50,363	27,433	22,930
Total cost of sales	7,093,175	\$14,656,926	\$10,079,763	\$4,577,163
Gold sold (ozs.)	352	6,184	6,243	(59)
Cost per ounce sold (\$/oz.)	\$20,162	\$2,370	\$1,615	\$755

During the Current Period, La Trinidad's cost per ounce produced (\$1,331) was negatively impacted by the sharp reduction in oz. produced as fewer oz. must bear a larger portion of the operating costs incurred at the mine site. With the cessation of leaching activities at the end of the Current Period, there was a write down of leach pad inventory to nil.

During the Current Year, there was an additional write down of inventories to net realizable value primarily due to the decrease in oz. produced.

### Exploration and evaluation expenses

Expenses by property	Two months ended December 31, 2019	Eight months ended December 31, 2019	Year ended April 30, 2019	Change
			(Restated)	
El Jicaro	\$12,309	\$58,475	\$126,643	(\$68,168)
San Albino	\$352,440	2,750,744	3,138,202	(387,458)
La Trinidad	\$335,414	1,368,706	276,199	1,092,507
	\$700,163	\$4,177,925	\$3,541,044	\$636,881

Current Period expenses were primarily associated exploration drilling at the Las Conchitas property 3 km to the south of San Albino.

Current Year expenses reflect the infill program at San Albino conducted in the first quarter, prior to a development decision and the capitalization of such costs. Current Year expenses also include exploration drilling at the Las Conchitas property and expenses at La Trinidad including accrued concession taxes and exploration work on the Los Guadalupe, Cimarron, El Salti and El Salto Sur concessions.



For the eight months ended December 31, 2019

### General and administrative expenses

	Two months ended December 31, 2019	Eight months ended December 31, 2019	Year ended April 30, 2019	Change
Management and consulting fees	\$150,550	\$917,741	\$884,190	\$33,551
Accounting and legal	285,630	727,483	366,919	360,564
Stock-based compensation	99,726	657,041	210,522	446,519
General office expenses	138,540	340,043	266,894	73,149
Travel	41,441	124,275	90,254	34,021
Salaries and benefits	(34,949)	48,210	403,487	(355,277)
Directors' fees	23,440	97,870	60,145	37,725
	\$704,378	\$2,912,663	\$2,282,411	\$630,252

The most significant G&A expenses for the Current Period comprise accounting and legal expenses, management and consulting fees, and general office expenses. For the eight months ended December 31, 2019, management and consulting fees include \$318,091 paid to Tes-Oro Mining Group, LLC ("Tes-Oro") and \$23,500 paid to a third party for work directly related to the San Albino project, which was incurred prior to the Company capitalizing these costs as development expenditures. The magnitude of these expenses are related to the level of financing and development and exploration activities that were conducted during the Current Period. In addition, there was a reclassification of expenses to management and consulting fees from salaries and benefits during the Current Period resulting in the credit in salaries and benefits.

During the Current Year, G&A expenses increased compared to the Comparative Year primarily due to an increase in stock-based compensation expense related to an option grant. Accounting and legal, management and consulting fees, and general office expenses also increased and are related to the level of financing and development and exploration activities that are being conducted. The above noted increases in G&A expenses were partially offset by a decrease in salaries and benefits, as the Comparative Period included severance payments.

### Other (expense) income

	Two months ended December 31, 2019	Eight months ended December 31, 2019	Year ended April 30, 2019	Change
		(Restated)		
Accretion and interest expense	(\$21,667)	(\$40,478)	(\$176,405)	\$135,927
Gain on settlement of accounts payable	-	4,753,730	-	4,753,730
Gain on change in provision for reclamation and rehabilitation	2,275,286	2,275,286	-	2,275,286
Gain (loss) on disposal of equipment	(73,260)	67,219	-	67,219
Foreign exchange gain (loss)	(2,045,624)	(3,615,796)	3,459,907	(7,075,703)
Interest income	25,283	517,681	694,931	(177,250)
Loss on extinguishment of gold stream arrangement	-	-	(20,641,335)	20,641,335
Transaction costs	-	-	(518,397)	518,397
	\$160,018	\$3,957,642	(\$17,181,299)	\$21,138,941

Accretion and interest expense primarily relates to accretion on the provision for reclamation and remediation at the La Trinidad Mine. During the Current Period, accretion expense of \$17,166 related to the long-term portion of accounts payable was also recognized.



During the Current Period, the Company updated its closure plan for the La Trinidad Mine and submitted it to the Mexican authorities. Primarily as a result of reclamation performed during the Current Period and downward revisions to the amount of cash outflows estimated, the provision for reclamation and remediation decreased significantly as at December 31, 2019. As a result, a gain on change in provision for reclamation and rehabilitation was recognized.

During the Current Year, the Company entered into a settlement agreement with the Company's mining contractor in Mexico. The Company had an outstanding liability of over \$11 million, with the two parties agreeing to settle the balance of the liability for \$6 million. After discounting the long-term portion of the payable, a gain on settlement of accounts payable was recognized.

During the Current Period and Current Year, surplus equipment at the La Trinidad Mine was sold. The Company recognized gains and/or losses on this equipment in the period the sale was recognized. Surplus equipment will continue to be sold over the coming months.

Foreign exchange gains and losses arise from the translation of foreign-denominated transactions and balances into the relevant functional currencies of the Company and its subsidiaries. There are significant foreign-denominated intercompany balances held by certain subsidiaries of the Company. Fluctuations between the functional currency of the subsidiary and the currency of the intercompany balance result in significant non-cash, unrealized foreign exchange gains and losses. These unrealized gains and losses are recognized in the consolidated net income of the Company.

Interest income for the Current Year and Comparative Year primarily relates to the inflationary increase and interest earned on the IVA receivable.

The loss on the extinguishment of the gold stream arrangement for the Comparative Year arose as a result of revisions to the preliminary allocation of the purchase price consideration to the assets acquired and liabilities assumed as part of the Marlin Transaction. A preliminary loss was recorded during the third quarter 2019, with the balance recorded during the Current Period.

Transaction costs during the Comparative Year include accounting and legal services required for the completion of the Marlin Transaction.

## LIQUIDITY AND CAPITAL RESOURCES

### Financial condition

	December 31, 2019	April 30, 2019	Change
Cash and cash equivalents	\$4,253,102	\$3,361,048	\$892,054
Working capital (deficit) - (restated)	(\$3,123,618)	(\$6,425,970)	\$3,302,352

Cash and cash equivalents increased by \$0.9 million during the Current Year, as the Company raised \$20.2 million from a rights offering. The cash raised from the financing was used to fund the Company's significant exploration and development program, operating losses at the La Trinidad Mine, and G&A expenses during the Current Year.

Working capital increased during the Current Year primarily due to the decreases in accounts payable and accrued liabilities and the current portion of the reclamation and remediation provision, along with the above noted increase



For the eight months ended December 31, 2019

in cash and cash equivalents. These factors were partially offset by decreases in inventories associated with the cessation of operations at the La Trinidad Mine.

### Cash flows

	Eight months ended December 31, 2019	Year ended April 30, 2019	Change
		<i>(Restated)</i>	
Operating cash flows before changes in working capital	(\$4,856,935)	(\$5,026,683)	\$169,748
Changes in working capital	(4,555,223)	(1,947,571)	(2,607,652)
Net cash flows used in operating activities	(9,412,158)	(6,974,254)	(2,437,904)
Net cash flows (used in) provided by investing activities	(10,001,784)	3,201,985	(13,203,769)
Net cash flows provided by financing activities	20,205,373	6,375,038	13,830,335
Effect of foreign exchange on cash and cash equivalents	100,623	(76,989)	177,612
Change in cash and cash equivalents	\$892,054	\$2,525,780	(\$1,633,726)

Prior to completion of the Marlin Transaction, the Company did not derive any revenues from operations. However, commencing November 9, 2018, the Company is generating revenue from La Trinidad Mine in Mexico.

Net cash flows used in operations during the Current Year reflect the cash components of mining operations at La Trinidad Mine, as well as E&E expenses, G&A expenses and Other expenses.

The cash used in investing activities during the Current Year relates to equipment purchases and development activities at the San Albino Property in Nicaragua. The cash provided by investing activities in the Comparative Year was primarily due to cash acquired as part of the Marlin Transaction.

Financing activities during the Current Year reflect a rights offering whereby the Company issued 270,017,178 common shares of the Company for net proceeds of \$20.2 million. Financing activities during the Comparative Year reflect \$3.4 million in net proceeds from the issuance of shares and \$3.0 million recorded in respect of an advance received from Marlin.

### Liquidity

As at December 31, 2019, the Company's total liquidity was \$4.3 million, entirely comprised of cash and cash equivalents. The Company had a working capital deficit of \$3.1 million and a deficit of \$73.5 million as at December 31, 2019. For the Current Year, the Company had negative operating cash flows before changes in working capital of \$4.9 million and a net loss of \$9.3 million.

Subsequent to December 31, 2019, the Company secured a credit arrangement from its controlling shareholder for \$15.15 million. The Company proposes to use these funds for construction, development and exploration activities in Nicaragua, for general corporate purposes, and for fees and expenses incurred in connection with the loan.

The Company's financial performance is dependent upon many external factors. The Company expects that any revenues it may earn from its operations in the future will be from the sale of minerals. Both prices and markets for metals and minerals are cyclical, difficult to predict, volatile, and impacted by changes in domestic and international political, social and economic environments. In addition, the availability and cost of funds for exploration, development and production are difficult to predict. Changes in events could materially affect the financial performance of the Company.



For the eight months ended December 31, 2019

The Company's mineral exploration activities to date have provided the Company with no sources of income and a history of losses and deficit positions. However, given the nature of its business, the results of operations as reflected in the net losses and losses per share do not provide meaningful interpretation of the Company's performance and valuation.

The Company is dependent on raising funds through the issuance of shares and/or debt instruments or disposing of interests it has in exploration and evaluation assets in order to finance further acquisitions, undertake exploration and development activities on exploration and evaluation assets and meet G&A expenses in the long term.

Based on the Company's construction, development and exploration activities in Nicaragua and its current level of spending for general corporate purposes, the Company will require additional funding within the next twelve months. The Company has historically raised funds through the sale of securities. The Company expects that it will continue to obtain funding through similar or other means depending on market conditions and other relevant factors at the time. However, there can be no assurance that the Company will be able to obtain such additional funding or obtain it on acceptable terms. This material uncertainty together with uncertainty caused by COVID-19, casts significant doubt about the Company's ability to continue as a going concern.

#### Capital resources

The Company has no contractual obligations and commitments as at December 31, 2019.

Mako's primary objective is to bring the San Albino Property into production quickly and efficiently. To this end, the Company completed a rights offering on July 23, 2019, raising net aggregate gross proceeds of \$20.4 million. The Company's use of the net proceeds, after deducting expenses of \$0.2 million associated with the rights offering, is as follows:

Intended use of available funds listed in order of priority	Proposed	Actual to December 31, 2019
Construction at San Albino	C\$23,000,000	C\$10,729,000
Working capital associated with the development of San Albino	1,253,000	4,179,000
Nicaragua exploration	2,500,000	1,052,000
Settlement agreement with mining contractor	-	5,264,000
Total	C\$26,753,000	C\$21,224,000

The Company will reallocate funds only for sound business reasons.

#### Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development and exploration of its mineral properties and to maintain a flexible capital structure, which optimizes the costs of capital to an acceptable risk.

The capital structure of the Company currently consists of common shares and debt. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions, its expected funding requirements, and risk characteristics of the underlying assets. The Company's funding requirements are based on cash forecasts. In order to maintain or adjust the capital structure, the Company may issue new shares, debt and/or



For the eight months ended December 31, 2019

consider strategic alliances. Management reviews its capital management approach on a regular basis. The Company is not subject to any externally imposed capital requirements.

#### Outstanding securities

As of the April 29, 2020, the Company had 583,701,484 common shares issued and 50,160,000 options outstanding.

#### TRANSACTIONS WITH RELATED PARTIES

##### Key management compensation

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company, and comprise the Company's Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, VP Exploration and Directors. The compensation to key management was as follows:

	<b>For the eight months ended December 31, 2019</b>	<b>For the year ended April 30, 2019 (Restated)</b>
Director fees	\$ 94,245	\$ 60,145
Salaries, consulting and management fees	395,381	736,742
Share-based compensation	662,321	183,723
<b>Total</b>	<b>\$ 1,151,947</b>	<b>\$ 980,610</b>

  

	<b>December 31, 2019</b>	<b>April 30, 2019 (Restated)</b>
Amount included in accounts payable	\$ 64,032	\$ 57,195

##### Other related party transactions

Tes-Oro is a private company controlled by the Company's Chief Operating Officer. Tes-Oro is a full-service engineering, procurement and construction management firm working exclusively with the Company. During the Current Year, the Company expensed fees relating to consulting services of \$1.8 million. During the Comparative Year, the Company expensed fees relating to consulting services of \$0.5 million. Amounts payable to Tes-Oro as at December 31, 2019 were \$134,077 (April 30, 2019 - \$96,151).

RDLGEO Consulting, Inc ("RDLGEO") is a private company controlled by a director of the Company that provides geological technical advice services. During the Current Year, the Company did not incur fees relating to consulting services. During the Comparative Year, the Company incurred fees relating to consulting services of \$21,597. There were no amounts payable to RDLGEO as at December 31, 2019 and April 30, 2019.

Sailfish Royalty Corp ("Sailfish") is listed on the TSX-V and has directors in common with the Company and, as of July 22, 2019, has a common majority shareholder. In August 2019, the Company made the final payment of \$250,000 to Sailfish. As at December 31, 2019, \$Nil (April 30, 2019 - \$1.2 million) is owing to Sailfish.





## **PROPOSED TRANSACTIONS**

### **Goldplay Letter of Intent**

On December 17, 2019 the Company entered into a LOI with Goldplay pursuant to which Goldplay shall have the right to acquire 100% of the shares of Mako's wholly owned subsidiary Marlin. Marlin owns, amongst other assets, Oro Gold, a Mexican company that owns the La Trinidad mine.

Under the LOI, Goldplay was granted the exclusive right to acquire 100% of the Marlin shares until December 31, 2020. Goldplay is now moving forward with its legal, financial and technical due diligence review of Marlin, Oro Gold, La Trinidad and other assets owned by Marlin. Upon completion of due diligence, the parties expect to then negotiate the terms of a definitive agreement in relation to this acquisition.

The terms of the transaction are subject to negotiation and will include a nominal cash payment and the issuance of a small NSR royalty to Mako on the concessions currently owned by Oro Gold. Goldplay will assume all remaining tax liabilities of Oro Gold. Mako will be responsible for reclamation activities at La Trinidad and associated costs until it receives approval from the Mexican government that reclamation is complete. All proceeds from the lawsuit Mako, Marlin and Oro Gold have filed against their insurers and reinsurers related to damages from Hurricane Willa will be for the benefit of Mako, and Mako will be responsible for the costs of this litigation.

## **FOREIGN CURRENCY TRANSLATION AND TRANSACTIONS**

Transactions in currencies other than the entity's functional currency are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, the monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange at the financial reporting date while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in the statements of profit or loss.

The financial statements of entities that have a functional currency different from the presentation currency of the Company are translated into US dollars as follows: assets and liabilities – at the closing rate at the date of the statement of financial position, and income and expenses – at the average rate for the period (as this is considered a reasonable approximation to actual rates). All resulting changes are recognized in other comprehensive income as currency translation differences and taken into a separate component of equity. The Company (parent) and its Canadian subsidiary's functional currencies are the Canadian dollar. The functional currency of the Mexican subsidiary, Prestadora de Servicios Zacatecas, S.A. de C.V is the Mexican peso.

When the Company disposes of its entire interest in an entity, or loses control, joint control, or significant influence over an entity, the foreign currency gains or losses in accumulated other comprehensive income related to that entity are recognized in profit or loss. If the Company disposes of part of an interest in an entity which remains a subsidiary, a proportionate amount of foreign currency gains or losses in accumulated other comprehensive income related to the subsidiary are reallocated between controlling and non-controlling interests.

## **ACCOUNTING CHANGES AND CRITICAL ESTIMATES**

### **CORRECTION OF ERRORS**

During the preparation of the condensed interim consolidated financial statements for the nine months ended September 30, 2020, management noted that an accrual for mining concession taxes should have been reversed in the period ended April 30, 2019 and Mexican value added tax ("IVA") receivable should have been adjusted, for



For the eight months ended December 31, 2019

recoverability, when calculating the gain on the settlement of the mining contractor accounts payable during the eight months ended December 31, 2019..

The consolidated financial statements now reflect the reversal of the accrual for mining concession taxes of \$1,661,005 which was inaccurately recorded during the year ended April 30, 2019 and the corrected gain on the settlement of the mining contractor accounts payable, recognized during the eight-months ended December 31, 2019, which was adjusted after deducting the IVA of \$737,012, which is no longer recoverable.

The correction of errors is made retrospectively in accordance with IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*.

There was no impact on the consolidated statement of financial position as at May 1, 2018.

Impact on the consolidated statements of financial position as at April 30, 2019 is as follows:

	As previously reported	Adjustment	Restated
Accounts payable and accrued liabilities	22,404,443	(1,661,005)	20,743,438
Total liabilities	27,633,568	(1,661,005)	25,972,563
Deficit	(65,877,247)	1,661,005	(64,216,242)
Total shareholder's equity	(9,484,477)	1,661,005	(7,823,472)
Total liabilities and shareholder's equity	18,149,091	-	18,149,091

Impact on the consolidated statements of financial position as at December 31, 2019 is as follows:

	As previously reported	Adjustment	Restated
Receivables and refundable taxes	2,141,580	(737,012)	1,404,568
Total assets	18,580,349	(737,012)	17,843,337
Accounts payable and accrued liabilities	10,444,719	(1,661,005)	8,783,714
Total liabilities	13,450,051	(1,661,005)	11,789,046
Deficit	(74,414,613)	923,993	(73,490,620)
Total shareholder's equity	5,130,298	923,993	6,054,291
Total liabilities and shareholder's equity	18,580,349	(737,012)	17,843,337

Impact on consolidated statement of loss and comprehensive loss for the year ended April 30, 2019 is as follows:

	As previously reported	Adjustment	Restated
Exploration and evaluation expenses	(5,202,049)	1,661,005	(3,541,044)
Loss for the year	(26,889,716)	1,661,005	(25,228,711)
Comprehensive loss for the year	(27,943,655)	1,661,005	(26,282,650)
Basic and diluted loss per share	(0.11)	-	(0.11)



For the eight months ended December 31, 2019

Impact on consolidated statement of loss and comprehensive loss for the eight months ended December 31, 2019, is as follows:

	As previously reported	Adjustment	Restated
Gain on settlement of accounts payable	5,490,742	(737,012)	4,753,730
Loss for the period	(8,537,366)	(737,012)	(9,274,378)
Comprehensive loss for the period	(6,326,900)	(737,012)	(7,063,912)
Basic and diluted loss per share	(0.02)	-	(0.02)

The impact on the consolidated statement of cash flows for the year ended April 30, 2019, is as follows:

	As previously reported	Adjustment	Restated
Net loss for the year	(26,889,716)	1,661,005	(25,228,711)
Non-cash items	20,202,028	-	20,202,028
Changes in non-cash working capital	(286,566)	(1,661,005)	(1,947,571)
Net cash used in operating activities	(6,974,254)	-	(6,974,254)

The impact on the consolidated statement of cash flows for the eight months ended December 31, 2019, is as follows:

	As previously reported	Adjustment	Restated
Net loss for the period	(8,537,366)	(737,012)	(9,274,378)
Non-cash items	3,680,431	737,012	4,417,443
Changes in non-cash working capital	(4,555,224)	-	(4,555,223)
Net cash used in operating activities	(9,412,159)	-	(9,412,158)

### Estimates and judgments

The preparation of financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed at each period end. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Significant assumptions and judgments about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, which could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to the following areas:

- Fair value of business acquisitions;
- Estimated mineral resources;
- Ore in process;
- Deferred income taxes;
- Impairment of non-current assets;



- Reclamation and remediation provision;
- Going concern;
- Capitalization of costs; and
- Functional currency determination.

See Note 4 of our Current Year audited financial statements for a detailed discussion of these accounting estimates and judgments.

#### **Changes in accounting policies**

The Company adopted the new IFRS 16, Leases (“IFRS 16”) accounting standard effective May 1, 2019. See Note 3 of our Current Year audited financial statements for a detailed discussion of the changes in accounting policies.

During the Current Period, the Company has elected to change its presentation currency from the Canadian dollar to the US dollar. See Note 2(e) of our Current Year audited financial statements for a detailed discussion of this change in accounting policy. All comparative figures were restated.

#### **CONTROLS AND PROCEDURES**

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer’s Annual and Interim Filings (“NI 52-109”), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the financial statements and the respective accompanying Management’s Discussion and Analysis.

#### **DISCLOSURE CONTROLS**

Disclosure controls and procedures (“DC&P”) are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized and reported within the time periods specified by securities regulations and that information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting (“ICFR”) are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

TSX-V listed companies are not required to provide representations in the annual filings relating to the establishment and maintenance of DC&P and ICFR, as defined in NI 52-109. In particular, the CEO and CFO certifying officers do not make any representations relating to the establishment and maintenance of (a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation, and (b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the IFRS.

The issuer’s certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making.

#### **RISK AND UNCERTAINTIES**

The Company’s principal activity of mineral exploration and exploitation is generally considered to have high risk. It is exposed to a number of risks and uncertainties that are common to other mining exploration and development companies. The industry is capital intensive at all stages and is subject to variations in commodity prices, market



sentiment, inflation and other risks. Until completion of the Marlin Transaction in early November 2018, the Company had no source of revenue other than interest income. Moving forward, the San Albino Property is expected to be largely financed by debt and equity financings. The Company's mineral properties are located in Mexico and Nicaragua, which exposes the Company to risks associated with possible political or economic instability, changes to applicable laws, and impairment or loss of mining title or other mineral rights.

Some of the other significant risks are:

- Maintaining the Company's operating and development permits in good standing.
- Mineral resource amounts are estimates only and may be unreliable. The Company cannot be certain that any specified level of recovery of minerals from mineralized material will, in fact, be realized or that any of its mineral property interests or any other mineral deposit will ever qualify as a commercially mineable ore body that can be economically exploited. Material changes in the quantity of mineralization, grade or stripping ratio or mineral prices may affect the economic viability of the properties;
- The junior resource market where the Company raises funds is extremely volatile, companies are subject to high level of competition for the same pool of investment dollars, and there is no guarantee that the Company will be able to raise adequate funds in a timely manner to conduct its business;
- Although the Company has taken steps to verify title to its exploration and evaluation assets there is no guarantee that the exploration and evaluation assets will not be subject to title disputes or undetected defects.
- The Company is subject to laws and regulations related to environmental matters, including provisions for reclamation, discharge of hazardous material and other matters. The Company conducts its activities in compliance with applicable environmental legislation and is not aware of any existing environmental problems related to its mineral property interests that may be the cause of material liability to the Company.
- There is no assurance that any countries in which Mako operates or may operate in the future will not impose restrictions or taxes on the repatriation of earnings to foreign entities.
- Uncertainties of the impact created by the COVID-19 pandemic.

An investment in the Company's common shares is highly speculative and subject to a number of risks and uncertainties. Only those persons who can bear the risk of the entire loss of their investment should participate. An investor should carefully consider the risks described above and the other information filed with the Canadian securities regulators before investing in the Company's common shares. The risks described are not the only ones faced. Additional risks that the Company currently believes are immaterial may become important factors that affect the Company's business. If any of these risks occur, or if others occur, the Company's business, operating results and financial condition could be seriously harmed, and investors may lose all of their investment.

#### **FORWARD-LOOKING INFORMATION**

This MD&A contains "forward-looking information" (also referred to as "forward-looking statements") within the meaning of applicable Canadian securities legislation. Forward-looking statements are provided for the purpose of providing information about management's current expectations and plans and allowing investors and others to get a better understanding of the Company's operating environment. All statements, other than statements of historical fact, are forward-looking statements.

In this MD&A, forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company at this time, are inherently subject to significant business, economic and competitive uncertainties and contingencies that may cause the Company's actual financial results, performance, or achievements to be materially different from those expressed or implied herein. Some of the material factors or assumptions used to develop forward-looking statements include, without limitation, the



uncertainties associated with: regulatory and permitting considerations, financing of the Company's acquisitions and other activities, exploration, development and operation of mining properties, future effect of the COVID-19 pandemic and the overall impact of misjudgments made in good faith in the course of preparing forward-looking information as well as other risks and uncertainties referenced under "Risks and Uncertainties" in this MD&A.

Forward-looking statements involve risks, uncertainties, assumptions, and other factors including those set out below and including those referenced in the "Risks and Uncertainties" section of this MD&A, and, as a result they may never materialize, prove incorrect or materialize other than as currently contemplated which could cause the Company's results to differ materially from those expressed or implied by such forward-looking statements. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, identified by words or phrases such as "expects", "is expected", "anticipates", "believes", "plans", "projects", "estimates", "assumes", "intends", "strategy", "goals", "objectives", "potential", "possible" or variations thereof or stating that certain actions, events, conditions or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of fact and may be forward-looking statements.

Numerous factors could cause actual results to differ materially from those in the forward-looking statements, including without limitation:

- financing, capitalization and liquidity risks;
- mineral exploitation and exploration program cost estimates;
- the nature and impact of drill results and future exploration;
- regulatory risks relating to mineral tenure, permitting, environmental protection, taxation, and royalties;
- volatility of currency exchange rates, metal prices and metal production;
- future effect of the COVID-19 pandemic;
- other factors referenced under "Risks and Uncertainties"; and
- other risks normally incident to the acquisition, exploration, development and operation of mining properties.

This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. Investors are cautioned not to put undue reliance on forward-looking statements, and investors should not infer that there has been no change in the Company's affairs since the date of this report that would warrant any modification of any forward-looking statements made in this document, other documents periodically filed with or furnished to the relevant securities regulators or documents presented on the Company's website. All subsequent written and oral forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by this notice. The Company disclaims any intent or obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of assumptions or factors, whether as a result of new information, future events or otherwise, subject to the Company's disclosure obligations under applicable Canadian securities regulations. Investors are urged to read the Company's filings with Canadian securities regulatory agencies, which can be viewed online at [www.sedar.com](http://www.sedar.com).