SILVERTON METALS CORP.
(*formerly Plymouth Realty Capital Corp.)*
Management's Discussion & Analysis
For the year ended December 31, 2021

The following management's discussion and analysis ("MD&A"), prepared as of April 29, 2022, is a review of operations, current financial position and outlook for Silverton Metals Corp., formerly Plymouth Realty Capital Corp., ("Silverton" or the "Company"). Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

This MD&A should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2021, and the notes thereto. Amounts are reported in Canadian dollars, unless otherwise specified.

FORWARD-LOOKING STATEMENTS

Certain statements contained in the following MD&A constitute forward-looking statements. When used in this document, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", "believe", used by any of the Company's management, are intended to identify forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements. The Company does not intend and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments, except as required by law.

COMPANY DESCRIPTION AND RECENT HIGHLIGHTS

Silverton Metals Corp., formerly, Plymouth Realty Capital Corp., was incorporated under the Business Corporations Act (Ontario) on July 15, 2013, was continued under the British Columbia Business Corporations Act on March 21, 2019 and on March 2, 2021, in conjunction with the closing of its qualifying transaction ("Qualifying Transaction") ceased to be classified as a Capital Pool Company as defined in Policy 2.4 of the TSX-Venture Exchange (the "TSX-V" or the "Exchange"), and effective that date became a Tier 2 Mining issuer on the TSXV under the symbol "SVTN". Trading in the common shares of Silverton began on the TSX-V the new stock symbol "SVTN" on March 5, 2021. On May 5, 2021 the Company's shares commenced trading on the OTC Markets system, through the SEC-registered Alternative Trading System quotation facilities (known as OTC Link® ATS), under the symbol "SVTNF".

Qualifying Transaction

On March 2, 2021, the Company completed its Qualifying Transaction with the acquisition of three silver-focused Mexican mineral properties, being Peñasco Quemado, Sonora; La Frazada, Nayarit; and Pluton, Durango (the "Silver Properties"), from Silver One Resources Inc. ("Silver One"), a TSX-V listed company, by acquiring from Silver One all of the issued and outstanding shares of KCP Minerals Inc. ("KCP"), which holds, through its wholly owned Mexican subsidiary, Minera Terra Plata S.A. de C.V. ("Minera Terra"), a 100% interest in the Silver Properties

Under the terms of a share purchase agreement dated November 16, 2020, as amended January 4, 2021 and February 1, 2021, Silverton agreed to pay to Silver One, for all the issued and outstanding shares of KCP, $6,000,000 in cash and shares as follows: (a) pay $1,250,000 in cash on closing (paid March 3, 2021), (b) issue 4,375,000 common shares of Silverton (the "Consideration Shares", issued March 3, 2021), (c) pay $750,000 in cash eighteen months after closing, and (d) pay $500,000 in cash twenty four months after closing.

The consideration for the asset acquisition, and the related assets and liabilities acquired at March 2, 2021 are as follows:

Purchase Consideration	
	$
Cash - on closing	1,250,000
Cash - deferred	1,250,000
Fair value discount on cash - deferred*	(264,122)
4,375,000 common shares of the Company at $0.80 per share	3,500,000
Transaction costs	114,669
Fair value of consideration	**5,850,547**

Allocation of Purchase Consideration	
	$
Cash	6,737
Prepaids	13,414
Value-added tax receivable	57,113
Mineral properties	6,017,094
Accounts payable and accrued liabilities	(5,725)
Acquisition adjustment to mineral properties*	(238,086)
	5,850,547

* Included in the acquisition adjustment to mineral properties is $264,122 of fair value discount applied to the deferred cash consideration, which was estimated using a discount rate of 15%.

Silverton also granted a 1.5% net smelter return royalty (the “Royalty”) on each of the Silver Properties. At the option of Silverton, Silverton may repurchase two-thirds (2/3) of the Royalty (being a 1% net smelter return royalty) with a payment equal to US $500,000 for each of the Silver Properties.

The Consideration Shares issued to Silver One are subject to the Tier 2 value escrow requirements under the rules of the Exchange.

During the year ended December 31, 2021, the Company completed its private placement offering through the issuance of 9,250,000 subscription receipts (each, a "Subscription Receipt") at a price of $0.80 per Subscription Receipt for aggregate gross proceeds of $7,400,000 (the “Brokered Private Placement”). In addition, the Company completed a non-brokered private placement for 2,324,000 units (each a “Unit”) at a price of $0.80 per Unit for total proceeds of $1,859,200 (the “Non-Brokered Private Placement”) (see further details in the section entitled FINANCING ACTIVITIES).

As a result of closing of the Transaction, the Brokered Private Placement and the Non-Brokered Private Placement (as described further below), Silverton has 27,336,500 common shares issued and outstanding.

EXPLORATION PROGRAMS AND EXPENDITURES

During the year ended December 31, 2021, the Company incurred deferred acquisition and exploration expenditures of $7,525,723 (2020 - $nil). The expenditures primarily relate to the La Frazada and Peñasco Quemado properties and principally arise from the Company’s acquisition of the Silver Properties through the purchase of the issued and outstanding shares of KCP on March 2, 2021, representing a cost of acquisition of $6,017,094. The expenditures for the year ended December 31, 2021, include land/recording fees of $876,183, general exploration costs of $223,916 and consulting costs for the advancement of the properties of $137,068. In addition, $114,669 of acquisition costs deferred at December 31, 2020 were recognized as exploration and evaluation asset additions during the year ended December 31, 2021 as well as non-cash share-based compensation of $247,092 for the year then ended. Netted against these costs were an acquisition date gain of $88,633 and net discounting, on deferred cash consideration, of $142,413 The details of the deferred acquisition and exploration expenditures recognized during the year ended December 31, 2021 are as follows:

	La Frazada	Peñasco Quemado	Pluton	Total
	$	$	$	$
December 31, 2020	-	-	-	-
Exploration and evaluation assets acquired	2,087,978	3,893,957	35,159	6,017,094
Acquisition adjustment to exploration and evaluation assets*	(80,174)	(149,522)	(1,350)	(231,046)
Transfer of deferred acquisition costs	39,791	74,208	670	114,669
Drilling	-	92,648	-	92,648
General Exploration	30,655	193,261	-	223,916
Geology	-	-	2,036	2,036
Consulting	58,854	59,803	18,411	137,068
Legal	15,346	28,620	258	44,224
Land / recording fees	41,366	119,039	715,778	876,183
Share-based compensation	85,743	159,905	1,444	247,092
Foreign exchange translation	2,120	(10,308)	10,027	1,839
	2,281,679	4,461,611	782,433	7,525,723
December 31, 2021	**2,281,679**	**4,461,611**	**782,433**	**7,525,723**

Pluton

Pluton is a 6,534-hectare property comprised of 3 contiguous mining concessions. It is strategically located within the historic "Ojuela-Mapimi Mining District" and lies along the eastern front of the Sierra Madre Oriental in northern Durango. KCP Minerals holds 100% of the Pluton Property through Minera Terra. The concessions are subject to bi-annual property taxes and the filing of assessment work reports in May of each year covering the work accomplished on the property between January and December of the preceding year. At present, the total bi-annual property tax fee (i.e., twice per year) payable to the Mexican government for the property's concessions is Mx$ 1,374,848 per semester (approximately US$67,794). At December 31, 2021, there is US$570,000 (December 31, 2020 - $nil) included in accounts payable and accrued liabilities for amounts due with respect to the property taxes. The property is also subject to annual assessment work expenditure requirements of approximately US$1,000,000.

Peñasco Quemado

The Peñasco Quemado Silver Property is located within the north central portion of the Mexican state of Sonora, south of the American state of Arizona. approximately 14.5 km northwest of the town of Tubutama and in the Magdalena-Tubutama mining district. KCP Minerals holds 100% of the Peñasco Quemado Property through Minera Terra. The property consists of seven mining concessions. The main mineral concessions are contiguous and vary in size for a total property area of approximately 3,746 ha, while the fractional claims are not contiguous. At present, the aggregate property tax payable to the Mexican government for the mineral concessions is Mx$ 788,251 per semester (approximately US$38,869) every six months which are due on or before the end of January and July respectively. The mineral concessions at Peñasco Quemado expire between October 29, 2028 and September 14, 2056. The property is also subject to annual assessment work expenditure requirements of approximately US$300,000.

La Frazada

The La Frazada Property is located within the central portion of the Mexican state of Nayarit, approximately 55 km northwest of Tepic, the capital of the state of Nayarit and 300 km to the northwest of the city of Guadalajara, the second largest city in Central Mexico. The La Frazada Property is situated in the El Zopilote mining district in the Ruiz municipality. KCP Minerals holds 100% of the La Frazada Property through Minera Terra. The property consists of one mining concession totaling 299 ha. At present, the property tax bi-annual (i.e., twice per year) fee payable to the Mexican government for the mineral concession is Mx$ 62,936 (approximately US$3,103) every six months which are due on or before the end of January and July respectively. The mineral concession expires on May 22, 2058. The concession is subject to bi-annual property taxes, (which are paid in January and July) and the filing of assessment work reports in May of each year, covering the work accomplished on the property between January and December of the preceding year.

2021 Exploration Activities & Updates

On May 3, 2021 the Company announced the appointment of environmental consultants to prepare *Informe Preventivo* reports required for access and drill pads construction on the Company's Peñasco Quemado and La Frazada projects in the states of Sonora and Nayarit, Mexico respectively. On the same date, the Company announced the appointment of geological consultants to conduct preparatory geological work and manage the forthcoming drilling program on Peñasco Quemado.

Pluton is in a prolific, carbonate replacement, silver, zinc and lead producing district, with the currently producing nearby La Platosa Mine of Excellon Resources being one of the highest-grade silver producers in Mexico. Pluton lies in a similar geological environment to La Platosa, and is also immediately along strike from the past producing La Ojuela mine, historically one of the richest silver mines in Mexico and one of the first mines to be acquired by Peñoles in the late 1800’s. Analysis of geophysical data is in progress and drilling targets are being identified. At Peñasco Quemado silver mineralization has been traced along a 2 kilometres strike length and four high priority geophysical targets have been identified, two of which have had further testing performed on them (see further below for November 3, 2021 announcement). At La Frazada two silver bearing veins have been identified and have been traced along a strike length of about 3 kilometres.

The Company initially planned a Phase 1 drill program of 1,500 metres drilling on each of the La Frazada and Peñasco Quemado projects that focused on confirming historic resources and testing for extensions. On May 18, 2021 the Company announced the appointment of a mining contractor to safely access underground workings at the La Frazada project. Over 3 kilometres of underground workings have been identified as being potentially accessible. On November 3, 2021 the Company announced it had been informed by Mexico's Secretaría del Medio Ambiente y Recursos Naturales ("SEMARNAT") that the Informe Preventivo report needed to conduct surface drilling has not been approved and that the Company will be required to submit and have approved an Environmental Impact Statement ("EIS") before drilling can commence. It is estimated this process will take about six months. Exploration will be halted temporarily until the EIS has been prepared and approved.

On October 25, 2021, the Company provided an update of exploration activities at Pluton. Recent processing and 3D-modelling of geophysical data commissioned by the Company reveals new target areas and features not previously identified, which are potentially related to mineralization. To date, magnetometry reprocessing has been completed while ZTEM and gravity modelling are in progress. Permitting is underway for a seismic test line scheduled to be surveyed in Q1 2022. The seismic profile is expected to determine the depth to carbonate rocks that host silver-rich manto-chimney deposits/carbonate replacement deposits. Mag 3D modelling of magnetic data, in addition to having identified a new target, has refined the location and shape of magnetic bodies (interpreted as intrusive rocks), alteration zones and structures, all especially useful for the selection of drill targets. The new target area called San Andres, located south of the Dos Amigos target, is added to the five targets previously identified (See NR date October 25, 2021).

On November 3, 2021, the Company announced it had commenced a 2,200-meter diamond drilling program on its 100% owned Peñasco Quemado project. The drilling will test two priority target areas called La Fortuna and Penasco Pit, located in separate areas of the property. In the Penasco Pit area, on the eastern part of the property, the drilling will target the south and southeast, down-dip extension of a conglomerate-hosted, shallow, southwest-dipping replacement manto that contains the drill defined historic resource estimate. Additional drilling is designed to test the interpreted along-strike extensions to this mineralized zone area as identified by strong, southeast trending geochemical anomalies which exceed three kilometers in length and have some coincidental geophysical anomalies. Drilling in the Fortuna area, on the western part of the property, will test strong zinc, lead and copper soil anomalies with a coincidental "plug" like geophysical low resistivity anomaly that extends beyond 500 meters in depth (See NR date November 3, 2021).

On November 29, 2021, the Company announced it signed an access agreement with the Comisariado Ejidal of Ejido Mapimi, owner of the communal land on which the Company's Pluton silver – zinc project is situated. The three-year agreement provides for access to the land for surface exploration work including diamond drilling, and use of a core storage facility. Silverton initiated exploration work on the property including preparations for a seismic survey scheduled for January 2022, which was followed by data integration, analysis, target selection and planned drill permitting in 1H2022 and drilling in 2H2022.

On January 25, 2022, the Company announced the completion of geophysical 3D modelling of airborne electromagnetic data ("ZTEM" Z-Tipper Axis Electromagnetic) and the commencement of a Seismic Survey profile at its 100% owned Pluton silver-zinc-lead project in the state of Durango, Mexico. The ZTEM processing and 3D-modelling have identified significant anomalies potentially related to metallic mineralization. The anomalies coincide with and reinforce six target areas previously identified (see NR October 25, 2021). At Pluton, the Company is exploring for Carbonate Replacement Deposits (CRD) similar to Excellon Resources' high-grade La Platosa silver mine and the nearby historic Ojuela Mine, which operated for over 350 years. To supplement the ZTEM, the Company has completed work on a seismic line survey to better understand the sedimentary units and identify the contact between the overlying clastic rocks and the limestones which have the potential to host manto and chimney Carbonate Replacement Deposits. The Company is awaiting final analytical results from the survey.

SELECTED ANNUAL INFORMATION

The following is a summary of certain selected audited financial information of the Company as at and for the years ended December 31, 2021, 2020 and 2019.

	2021 ($)	2020 ($)	2019 ($)
Total Revenues	-	-	-
Loss for the year	(3,976,227)	(96,895)	(61,977)
Total comprehensive loss for the year	(3,973,473)	(96,895)	(61,977)
Loss Per Share (basic and diluted)(1)	(0.16)	(0.02)	(0.13)
Total Assets	12,117,389	402,907	3,678
Total Non-Current financial liabilities	258.096	-	-

(1) The basic and diluted loss per share amounts are the same amount due to the anti-dilutive effect of outstanding stock options and warrants.

The loss for the year ended December 31, 2021 is significantly greater than the 2020 and 2021 as a result of the Company closing its Qualifying Transaction and significantly increasing its operations .

SUMMARY OF QUARTERLY RESULTS

A summary of the Company's quarterly results for the 8 most recent quarters is as follows:

Three Months Ended:	**Dec 31, 2021**	**Sep 30, 2021**	**Jun 30, 2021**	**Mar 31, 2021**
Total revenue	$Nil	$Nil	$Nil	$Nil
Net loss	($983,931)	($659,952)	($650,874)	($1,681,470)
Net loss per share (basic and diluted)	($0.04)	($0.02)	($0.02)	($0.10)

Three Months Ended:	**Dec 31, 2020**	**Sep 30, 2020**	**Jun 30, 2020**	**Mar 31, 2020**
Total revenue	$Nil	$Nil	$Nil	$Nil
Net loss	($5,009)	($60,551)	($17,094)	($14,241)
Net loss per share (basic and diluted)	($0.01)	($0.01)	($0.06)	($0.03)

[1] *Due to rounding, the sum of the quarterly net loss per share amounts may not equal the annual net loss per share amount.*

[2] *Post 10:1 consolidation*

The net loss for the quarter ended December 31, 2021 was higher than the other quarters, other than the quarter ended March 31, 2021, primarily due to management, consulting and advisory fees of $215,216, investor relations charges of $404,171 and bad debt expense of $250,000, which all arose during 2021 as a result of increased operation activity by the Company since the closing of its Qualifying Transaction during 2021. In addition, accounting and audit fees of $41,623 were incurred due to an increase in support in relation to the operations of the Company.

The net loss for the quarter ended September 30, 2021 was higher than other prior quarters, other than the quarter ended March 31, 2021, primarily due to management, consulting and advisory fees of $196,500 investor relations and bad debt expense of $350,000, relating to potentially unrecoverable amounts from a subsequently cancelled prepaid contract, recognized during the quarter.

The net loss for the quarter ended March 31, 2021 increased primarily due to a non-cash share-based compensation expense of $1,482,550 arising from the granting of 2,450,000 options during the quarter.

The net loss for the quarter ended December 31, 2020 decreased compared to prior quarters as certain legal and professional costs associated with the acquisition of the properties associated with the Qualifying Transaction were reversed, which was partially offset by accruals of audit fees for the year-ended December 31, 2020. The net loss for the quarters September 30, 2020 was primarily due to charges for accounting and audit, filing fees and legal fees which were incurred primarily with respect to the Qualifying Transaction. The net loss for the quarters ended June 30, 2020 and March 31, 2020 was primarily due to charges for filing fees, accounting and audit fees and legal fees.

RESULTS OF OPERATIONS

The year ended December 31, 2021

During the year ended December 31, 2021, the Company reported a net loss of $3,976,227 and a loss per share of $0.16 (2020 - loss of $96,895 and loss per share of $0.02).

	2021 $	**2020 $**
Expenses		
Accounting and audit	92,325	41,241
Bank charges and interest	2,180	1,559
Exploration research & investigation	19,807	-
Filing and listing fees	46,431	9,542
Insurance	11,752	-
Investor relations and marketing	949,328	3,033
Legal fees	43,821	22,904
Management, consulting and advisory fees	700,251	3,000
Office and miscellaneous	8,555	699
Rent	23,992	10,500
Share-based compensation	1,482,550	-
Transfer agent fees	20,757	4,417
Bad debt expense	600,000	-
Foreign exchange (loss) gain	(25,522)	-
Loss for the year	**(3,976,227)**	**(96,895)**
Currency translation differences	2,754	-
Total comprehensive loss	**(3,973,473)**	**(96,895)**

The loss for the year ended December 31, 2021 increased in comparison to 2020 due primarily to the overall advancement of the Company's operations as well as the closing of the Qualifying Transaction.

The primary changes in expenses are as follows:

i. <u>Accounting and audit - $92,325 (2020 - $41,241)</u>
The increase is a result of additional costs incurred with the closing of the Qualifying Transaction and other support and accounting services.

ii. <u>Exploration research & investigation - $19,807 (2020 - $nil)</u>
The increase is a result of the Company's review activities during the year to identify potential exploration projects to add to the mineral property portfolio.

iii. <u>Filing and Listing fees $46,431 (2020 – $9,542)</u>
The increase from prior year is primarily as a result of completing the listing on the OTC and incurring associated listing and sustaining fees during the year ended December 31, 2021.

iv. <u>Investor Relations and Marketing $949,328 (2020 – $3,033)</u>
The increase is a result of increased activity in promoting and marketing the Company during the year ended December 31, 2021 since the closing of its Qualifying Transaction.

v. <u>Legal fees $43,821 (2020 - $22,904)</u>
The increase is a result of additional costs incurred with the closing of the Qualifying Transaction and other support services related to the overall increase in the Company's operations.

vi. Management, consulting, and advisory fees $700,251 (2020- $3,000)
This increase relates to the overall increase in the Company's operations, and management and development of the Company since the closing of its Qualifying Transaction during the year ended December 31, 2021.

vii. Transfer agent fees $20,757 (2020 - $4,417)
The increase in costs from prior year is a result of the costs associated with the closing of the private placements during the year ended December 31, 2021, and increased share activity in the Company's shares since closing of the Qualifying Transaction during fiscal 2021.

Other items impacting loss for the year include:

i. Share-based compensation expenses $1,482,550 (2020- $nil)
During the year ended December 31, 2021, 2,450,000 options were granted to directors and officers of the Company resulting in an increase in share-based compensation expense being recorded. Share-based compensation is a non-cash expense, with the options granted during fiscal 2021 all vesting upon grant.

ii. Bad debt expense $600,000 (2020 - $nil)
During the year ended December 31, 2021, the Company provided for potentially unrecoverable amounts arising from a subsequently cancelled prepaid contract. The Company is actively pursuing the recovery of the full amount of the contract.

Three months ended December 31, 2021

During the three months ended December 31, 2021, the Company reported a net loss of $983,931 and a loss per share of $0.04 (2020 - loss of $5,009 and loss per share of $0.01).

	2021 $	**2020 $**
Expenses		
Accounting and audit	41,623	15,529
Bank charges and interest	776	44
Exploration research & investigation	6,522	-
Filing and listing fees	8,325	2,190
Insurance	4,782	-
Investor relations and marketing	404,171	3,033
Legal fees	7,177	(21,800)
Management, consulting and advisory fees	215,216	-
Office and miscellaneous	3,829	652
Rent	6,292	4,500
Share-based compensation	-	-
Transfer agent fees	2,096	861
Bad debt expense	250,000	-
Foreign exchange (loss) gain	33,122	-
Loss for the period	**(983,931)**	**(5,009)**
Currency translation differences	(31,253)	-
Total comprehensive loss	**(1,015,184)**	**(5,009)**

The loss for the three months ended December 31, 2021, increased in comparison to 2020 due primarily to the overall advancement of the Company's operations as well as the closing of the Qualifying Transaction.

The primary changes in expenses are as follows:

i. Accounting and audit - $41,623 (2020 - $15,529)
The increase is a result of additional costs incurred due to additional support and accounting services as a result of the increase in the Company's operations.

ii. Exploration research & investigation - $6,522 (2020 - $nil)
The increase is a result of the Company's review activities during the period to identify potential exploration projects to add to the mineral property portfolio.

iii. Investor Relations and Marketing $404,171 (2020 – $3,033)
The increase is a result of increased activity in promoting and marketing the Company during the three months ended December 31, 2021.

iv. Legal fees $7,177 (2020 - $(21,800))
The increase is a result of additional costs incurred with increased support services related to the overall increase in the Company's operations, and a reversal, during Q4 2020, of certain legal and professional costs associated with the acquisition of the properties associated with the Qualifying Transaction.

v. Management, consulting, and advisory fees $215,216 (2020- $nil)
This increase relates to the overall increase in the Company's operations. These costs were not incurred in prior comparable period as there was an increase in the Company's activities during the 2021 fiscal year since the closing of the Qualifying Transaction.

Other items impacting loss for the period include:

i. Bad debt expense $250,000 (2020 - $nil)
During the year ended December 31, 2021, the Company provided for potentially unrecoverable amounts arising from a subsequently cancelled prepaid contract. The Company is actively pursuing the recovery of the full amount of the contract.

FINANCING ACTIVITIES

On January 8, 2021, Silverton completed its private placement offering through the issuance of 9,250,000 subscription receipts (each, a "Subscription Receipt") at a price of $0.80 per Subscription Receipt for aggregate gross proceeds of $7,400,000 (the "Brokered Private Placement"). The Brokered Private Placement was completed by a syndicate of underwriters (the "Agents"). As a result of closing of the Transaction, each Subscription Receipt automatically converted, on March 2, 2021, into one common share of Silverton and one Silverton common share purchase warrant (each a "Silverton Warrant"). Each Silverton Warrant is exercisable for one Silverton Share at an exercise price of $1.15 per share until March 2, 2024.

In connection with the closing of the Brokered Private Placement, the Agents received a cash commission equal to 6% of the gross proceeds from the Brokered Private Placement. In addition, the Agents received non-transferable common share purchase warrants equal to 6% of the number of Subscription Receipts issued under the Brokered Private Placement (each a "Broker Warrant"). Upon completion of the Transaction, each Broker Warrant will be exercisable into one Silverton Share at an exercise price of $0.80 for a period of 24 months from the escrow release date. In addition, the Company incurred cash finders' fees of $647,213, other cash issuance costs of $85,271, and issued 555,000 finders' warrants with a fair value of $288,696.

On March 2, 2021, Silverton completed a non-brokered private placement for 2,324,000 units (each a "Unit") at a price of $0.80 per Unit for total proceeds of $1,859,200 (the "Non-Brokered Private Placement"). As a result of closing of the Transaction, each holder of the Units received one Silverton Share and one Silverton Warrant. Each Silverton Warrant is exercisable for one Silverton Share at an exercise price of $1.15 until March 2, 2024.

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2021, the Company had cash of $4,128,888 compared to $253,877 at December 31, 2020. The net increase in cash for the year is primarily due to cash from financing activities of $8,552,426 offset by the Company's cash used in operating activities of $2,912,364 and investing activities of $1,775,940 .

The Company's total liabilities outstanding as of December 31, 2021, were $1,989,265, with $1,564,520 being classified as current liabilities, of which $682,841, on a discounted basis, relates to deferred purchase consideration for the acquisition of KCP and is due on September 2, 2022. The Company's working capital as at December 31, 2021 was $2,881,501.

The Company has not pledged any of its assets as security for loans and is not otherwise subject to any debt covenants.

At December 31, 2021, the Company's commitments primarily arise from the KCP acquisition deferred cash consideration payable of $1107,586 (on a discounted basis) and the annual maintenance fees payable to the Mexican authorities for the claims on the Silver Properties.

RELATED PARTY TRANSACTIONS

Key management comprises the Directors, officers and consulting geologist of the Company. Compensation paid or accrued to key management or companies controlled by key management personnel during the year ended December 31, 2021 and 2020 were as follows:

	2021	2020
	$	$
Professional fees	**35,517**	-
Management, consulting and advisory	**232,004**	-
Share-based compensation	**1,306,056**	-
	1,573,577	-

Professional fees represent fees charged by Malaspina Consultants Inc. ("Malaspina"), a Company controlled by Killian Ruby, the Chief Financial Officer ("CFO") of the Company for the provision of CFO services. The Company has a consulting agreement with Malaspina for the provision of CFO and non-CFO accounting and advisory services. The consulting agreement can be terminated with sixty days' notice by either party.

Management , consulting and advisory charges represent fees paid to (i) John Theobald, the Chief Executive Officer, (ii) Gunther Roehlig, a Director, and (iii) Barry Girling, a Director, each for the purposes of management, corporate governance, strategic support and development of corporate affairs; (iv) Gordon Wylie, a Director, for directors' fees; and (v) to Raul Diaz*, the Company's consultant geologist for the planning, management and oversight of exploration activities of the Company. During the years ended December 31, 2021 and 2020, the following management, consulting and advisory fees were charged for each of the foregoing parties:

	2021	2020
	$	$
John Theobald	**99,917**	-
Gordon Wylie	**16,666**	-
Gunther Roehlig	**40,000**	-
Barry Girling	**13,000**	-
Raul Diaz	**62,421**	-
	232,004	-

** Related party based on application of definitions in IAS-24 Related Party Disclosures*

During the year ended December 31, 2021, the Company incurred professional fees of $25,936 (2020 - $16,858) for the provision of non-CFO accounting and advisory support services charged by Malaspina.

On June 1, 2020 the Company entered into an office rental agreement with Hello Pal Inc., a company with a common director. The rental agreement is on a monthly recurring basis for a monthly charge of $1,500, subject to a 5% increase as of June 1, 2021, and may be terminated by either party on 30 days' notice to the other party. As at December 31, 2021, a balance owing to Hello Pal Inc. of $nil (December 31, 2020 - $1,575) is included in accounts payable and accrued liabilities. All transactions with related parties have occurred in the normal course of operations.

Included in accounts payable and accrued liabilities at December 31, 2021 are amounts due to related parties of $10,634 (December 31, 2020 - $2,168) owing to Malaspina for the provision of CFO, and non-CFO accounting and advisory support services and to key management – other than the CFO – for management and consulting fees. These amounts are non-interest bearing and due on normal commercial terms.

ADOPTION OF NEW ACCOUNTING STANDARDS

The Company did not adopt any new accounting standards as of January 1, 2021 which had a material impact upon adoption.

FUTURE ACCOUNTING STANDARDS AND PRONOUNCEMENTS

New standards issued but not yet effective at December 31, 2021 are not currently expected to have a material impact on the Company's financial statements.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments consist of cash, other assets, accounts payable and accrued liabilities, deferred purchase consideration and other payables, the fair values of which, other than deferred purchase consideration, approximate their respective carrying values due to the short-term nature of these instruments. The Company's other financial instrument, being cash and deferred purchase consideration, are measured as follows: (i) cash at fair value using Level 1 inputs, and (ii) deferred purchase consideration is estimated as a Level 2 fair value of $1,107,586, determined using contractual cash flows and discounted at a rate of 15% from the date of expected payment to December 31, 2021.

Liquidity risk

Liquidity risk is the risk that the Company will have difficulties in paying its financial liabilities. The Company manages this risk by ensuring it has sufficient cash on hand to meet obligations as they come due by forecasting cash flows from operations, cash required for investing activities and cash from financing activities. Accounts payable are due under normal commercial terms, typically within 30 days. As at December 31, 2021, the Company had cash of $4,128,888 (December 31, 2020 - $253,877) to settle liabilities of $1,564,520 (December 31, 2020- $57,668) due within 12 months. Certain conditions cast significant doubt on the Company's ability to meet its financial obligations. Refer to Notes 1 and 4 to the annual financial statements for the years ended December 31, 2021 and 2020 for more information regarding the Company's liquidity risk.

Prior to the Company completing its Qualifying Transaction the proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to 30% of the gross proceeds may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions applied through out Q1 2021 until the completion by the Company of its Qualifying Transaction. As the Company did not originally complete a qualifying transaction in the expected time period, additional costs have been incurred to cover the Company's general expenses. This has resulted in the Company exceeding this restriction.

Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's cash balances earn market rates of interest, therefore, is not exposed to fair value risk from interest rate fluctuations. The Company is not exposed to significant interest rate risk.

Credit risk

Credit risk is the risk one party to a financial instrument will cause a financial loss for the party by failing to pay for its obligations. The Company is subject to credit risk with respect to its cash balances. The Company mitigates credit risk by depositing cash with a Canadian schedule I chartered bank and monitoring the bank's credit ratings.

Foreign currency risk

The Company conducts its business in Canada and Mexico. A large number of Minera Terra's exploration expenditures, and its funding provided by the Company, are primarily incurred in US dollars. Accordingly, the Company's cash profile and exploration expenditures are exposed to changes in the Canadian dollar/US dollar exchange rates. The Company is exposed to currency exchange rate risks to the extent of its activities in currencies which are not the functional currency of the economic environment in which the Company or its subsidiaries operate. Based on this exposure as at December 31, 2021 a 5% change in exchange rates could give rise to a change in the net loss by approximately $64,203 (2020 - $nil). The Company does not employ the use of any hedging or other derivative instruments in the management of its foreign currency risk.

The Canadian dollar equivalent of financial assets and financial liabilities denominated in other currencies at December 31, 2021 is shown below. As at December 31, 2020 the Company did not have any foreign currency risk.

December 31, 2021	**USD**	**MXN**	**Total**
CAD Equivalent	**$**	**$**	**$**
Financial Assets			
Canada	1,150,979	-	1,150,979
Mexico	5,349	133,863	139,212
	1,156,328	133,863	1,290,191
Financial Liabilities			
Canada	-	-	-
Mexico	(113,664)	(787)	(114,451)
	(113,664)	(787)	(114,451)
Net foreign currency exposure	**1,042,664**	**133,076**	**1,175,740**

OUTSTANDING SHARE DATA

Authorized
The Company is authorized to issue an unlimited number of common shares.

The table below summarizes the Company's issued and outstanding common shares, and stock options and warrants that are convertible into common shares as of April 29, 2022:

Issued and outstanding common shares[1]	27,336,500
Share options with a weighted average exercise price of $1.00	2,450,000
Share purchase warrants with a weighted average exercise price of $1.13	12,129,000
Fully diluted	**41,915,500**

[1] Of the issued and outstanding common shares, 3,453,750 are held in escrow, which were placed in a time release escrow with 10% released upon closing of the Qualifying Transaction on March 2, 2021 and a further 15% to be released each subsequent six months thereafter.

RISKS AND UNCERTAINTIES

As a result of completing its Qualifying Transaction the Company has now become an exploration stage company and faces risks and uncertainties similar to other companies in the exploration sector. Accordingly, the Company is engaged in the exploration, development and exploitation of mineral resources for base metals and precious metals. Natural resources exploration, development, production and processing involve a number of business risks, some of which are beyond the Company's control. The properties of the Company are without a known body of commercial ore. The exploration programs undertaken and proposed constitute an exploratory search and there is no assurance that the Company will be successful in its search. The business of exploring for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. Major expenses may be required to establish ore reserves, to develop metallurgical processes, and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration programs planned by the Company will result in a profitable commercial mining operation.

Acquisition of rights to the mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. Although the Company has investigated the title to all of the properties for which it holds concessions or in respect of which it has a right to earn an interest, the Company cannot give any assurance that title to such properties will not be challenged or impugned. The Company's properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects or governmental actions. The Company can never be certain that it or its option partners will have valid title to its mineral properties. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify, and transfers under law are often complex. The Company does not carry title insurance on its properties. A successful claim that the Company or its option partner does not have title to a property could cause the Company to lose its rights to that property, perhaps without compensation for its prior expenditures relating to the property. The occurrence of any such event could have a material adverse effect on the Company and its prospects.

The Company requires licenses and permits from various governmental authorities to carry out exploration and development of its projects. Obtaining permits can be a complex, time consuming process as well as dealing with changing governmental law and regulation. There can be no assurance that the Company will be able to obtain the necessary licences and permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the Company from continuing or proceeding with existing or future operations or projects. Any failure to comply with permits and applicable laws and regulations, even if inadvertent, could result in the interruption or closure of operations or material fines, penalties or other liabilities. In addition, the requirements applicable to sustain existing permits and licenses may change or become more stringent over time and there is no assurance that the Company will have the resources or expertise to meet its obligations under such licenses and permits.

Development and exploration activities depend on adequate infrastructure, including reliable roads, power sources and water supply. The Company's inability to secure adequate water and power resources, as well as other events outside of its control, such as unusual weather, sabotage, government or other interference in the maintenance or provision of such infrastructure, could adversely affect the Company's operations and financial condition.

Other operational risks include finding and developing reserves economically, marketing production and services, product deliverability uncertainties, hiring and retaining skilled employees and contractors and conducting operations in a cost effective and safe manner. The Company continuously monitors and responds to changes in these factors and adheres to all regulations governing its operations. Insurance may be maintained at levels consistent with prudent industry practices to minimize risks. The Company is not insured against risks, nor are all risks insurable.

The Company has experienced losses in operations in prior years and has an accumulated deficit position. The Company expects to incur losses for the foreseeable future. The Company has not paid any dividends in the past, nor does it expect to do so in the foreseeable future. The continuation of the Company's operations is subject to its ability to continue to be able to raise funding to support its operations. While the Company has been successful to date in raising funding there is no guarantee that it will continue to do so in the future.

The profitability of the Company's operations, if ever established, will be dependent upon the market price of mineral commodities. Mineral prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The level of interest rates, the rate of inflation, world supply of mineral commodities, consumption patterns, sales of copper, gold and silver by central banks, forward sales by producers, production, industrial and jewellery demand, speculative activities and stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The prices of mineral commodities have fluctuated widely in recent years. Current and future price declines could cause commercial production to be impracticable. The Company's revenues and earnings also could be affected by the prices of other commodities as well so by the price of copper, gold, silver or zinc. The prices of these commodities are affected by numerous factors beyond the Company's control.

The Company is dependent upon share issuances to provide the funding necessary to meet its general operating expenses and will require additional financing to continue to explore its mineral properties.

Issuances of additional securities will result in dilution of the equity interests of the Company's shareholders. The Company may issue additional common shares in the future as further capital is required and on the exercise of outstanding options or other convertible securities issued from time to time. Sales or issuances of substantial amounts of additional securities, or the availability of such securities for sale, could adversely affect the market prices for the Company's securities. A decline in the market prices of securities of the Company could impair the Company's ability to raise additional capital through the sale of new common shares should it desire to do so. In addition, if additional common shares or securities convertible into common shares are sold or issued, such sales or issuances may substantially dilute the equity interests of the Company's holders of common shares.

Certain directors and officers of the Company are or may become associated with other natural resource companies which may give rise to conflicts of interest. In accordance with the Business Corporations Act (British Columbia), a director or senior officer who has a material interest in a contract or transaction or a proposed contract or transaction that is material to the Company, or a director or senior officer who is a director or senior officer of, or has a material interest in, a person who has a material interest in the contract or transaction, is required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract or transaction. In addition, the directors and the officers are required to act honestly and in good faith with a view to the best interests of the Company. However, circumstances (including with respect to future corporate opportunities) may arise which are resolved in a manner that is unfavourable to the Company. Further, the non-management directors of the Company have either other full-time employment or other business or time restrictions placed on them and accordingly, the Company will not be the only business enterprise of these persons and these persons will not devote all of their time to the business and affairs of the Company.

The Company is also subject to regulatory risks include the possible delays in getting regulatory approval to the transactions that the Board of Directors believe to be in the best interest of the Company, and include increased fees for filings, the introduction of ever more complex reporting requirements the cost of which the Company must meet in order to maintain its exchange listing.

Companies in all industries, including the mining industry, are subject to legal claims from time to time, some of which have merit and others of which do not. Defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding to which the Company may become subject could have a material effect on the Company's financial position, results of operations or the Company's property development.

Companies in all industries, including the mining industry, are susceptible to cyber risk. The Company's primary operational exposure to cyber risk is with respect to proprietary geological, geochemical and exploration data and related models. The Company, similar to companies in all industries, is exposed to common place cyber risks such as, but not necessarily limited to, phishing, spam, fraudulent attacks, denial of service attacks, data loss , data theft, data corruption. The Company outsources its IT management to IT professionals who implement, among other controls and mitigation strategies, system access and authentication controls, transactional authentication, system activity logging, audit trails, "exception" handling, on-prem and off-prem backup and storage of the Company's data.

Russian-Ukrainian War

On 24 February 2022, Russia began a military invasion of Ukraine which has resulted in multiple global impacts, including, but not limited to, a significant rise in fuel prices. The ultimate impacts to the Company are not determinable at this date, however, they could have a material impact on the Company's forecasted exploration work and the Company's financial position, results of operation and cash flows. The impacts to the Company's operations could include, but not necessarily be limited to: (i) significantly increased operational and subcontractor costs from rising fuel prices, (ii) increased food and subsistence costs, (iii) greater risk exposures in capital flows, trade and commodity markets worldwide and (iv) high inflation and uncertain financial markets. As at April 29, 2022 the Company has not been significantly impacted by the Russian-Ukrainian war, however, the full-extent of its impact on the Company's business remains uncertain.

COVID-19

During 2020, significant changes in the stock market have occurred for various reasons linked to the COVID-19 global pandemic. The impacts to the Company of further market changes, arising from COVID-19 are not determinable at this date, however these could be material to the Company's ability to raise new capital and thus the Company's financial position, results of operation and cash flows. The Company's liquidity and ability to continue as a going concern may also be impacted. As at September 30, 2021, COVID-19 has not had a material impact on the Company's operations or ability to raise finance.

DISCLOSURE 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 for the year-ended December 31, 2021 and this accompanying MD&A (together, the "Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Annual Filings on SEDAR at www.sedar.com.

ADDITIONAL INFORMATION

Additional information relating to the Company can be found on SEDAR at www.sedar.com.

Peter Born, P. Geo., is the Company's Qualified Person and he has approved of the written disclosure of scientific and technical information contained herein.