

PALAMINA CORP.

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE NINE MONTH PERIOD ENDED SEPTEMBER 30, 2019

This Management Discussion and Analysis ("MD&A") reviews the financial condition and results of operations of Palamina Corp. ("Palamina" or the "Company") for the nine month period ended September 30, 2019. The going MD&A was prepared as of November 28, 2019 and should be read in conjunction with the unaudited interim consolidated financial statements for the nine month periods ended September 30, 2019 and 2018, including the notes thereto and the audited consolidated financial statements for the years ended December 31, 2018 and 2017 and the notes thereto. All figures are in Canadian dollars unless stated otherwise. Additional information relevant to the Company's activities, including the Company's audited consolidated financial statements can be found on SEDAR at www.sedar.com.

All statements, other than of historical fact included herein, including without limitation, statements regarding potential mineralization, reserves and exploration results and future plans and objectives of the Company are forward looking statements and involve various risks and uncertainties, which are detailed in the Section "Risk Factors" of this MD&A. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements.

OVERVIEW

Palamina Corp. ("Palamina" or the "Company") is an exploration stage company focused on the exploration for economic mineral deposits in Peru through its wholly owned subsidiary Palamina SAC ("Palamina Peru"), and to a lesser extent in Mexico through its wholly owned subsidiary, Palamina S.A. de C.V. ("Palamina Mexico"). Palamina was incorporated on April 23, 2015 under the *Business Corporations Act* (Ontario). The Company's head office is located at 145 King Street West, Suite 2870 Toronto, ON M5H 1J8. Palamina is a reporting issuer pursuant to the securities laws of Ontario, British Columbia, Alberta, and Saskatchewan and is listed on the TSX Venture Exchange under the symbol PA.

Management's strategy for building Palamina into a profitable resource company and maximizing shareholder value is to acquire and explore properties with the potential to host significant economic deposits within prolific mining districts in Peru. The Company explores primarily for gold and silver, with the objective of enhancing the value of its properties either by direct exploration or through joint ventures to third parties. This strategy diversifies the business risks inherent in developing a single property.

Going Concern Uncertainty

The Company is at an early stage of development and, as is common with many exploration companies, it relies on financings to fund its exploration and acquisition activities. The Company had a deficiency of current assets over current liabilities of \$173,448 at September 30, 2019; had not yet achieved profitable operations; had accumulated losses of \$7,182,257 at September 30, 2019; and expects to incur further losses in the development of its business. Palamina does not have adequate cash resources to fund its operations over the next twelve months and will require additional financing in order to conduct its planned work programs on its mineral properties, meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. There can be no certainty as to the ability of the Company to raise sufficient additional financing in order to continue to operate, and accordingly, there is a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. As at November 28 the Company had a deficiency of current assets over current liabilities of approximately \$325,000.

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PROPERTY PORTFOLIO

Qualified Persons

Mr. Alistair Waddell, BSc. (Hons), a Member of the Australian Institute of Mining and Metallurgy (MAusIMM), is a Qualified Person as defined by National Instrument 43-101 has reviewed the technical contents of the exploration overview section of this MD&A regarding exploration advances on the Palamina S.A.C. (“Palamina Peru”) mining concessions and applications. Mr. Waddell is an independent director of Palamina Corp. Mr. Yury Valdivieso, Palamina’s lead geologist and project manager in Peru, provided Mr. Waddell with geological reports and supporting data required to update this MD&A. Mr. Valdivieso has a MSc. in economic geology and is a member of the Society of Economic Geologists (SEG), the Geological Society of Peru (SGP) and the College of Engineers of Peru (CIP).

Peru Properties

Focus on Puno Orogenic Gold Belt

The Puno Orogenic Gold Belt (POGB) is a sediment-hosted auriferous belt located in southern Peru which follows the Andean trend and measures approximately 175 kilometres NW-SE by 75 kilometres NE-SW. The POGB is bordered by Bolivia to the east and Peru’s Madre de Dios region to the north. The belt contains numerous orogenic gold occurrences.

The POGB occurs within a larger 3,400 km long belt of orogenic deposits which extends from northern Argentina, northwards through Bolivia and the Puno belt and up to the Pataz region located in northern Peru. Orogenic gold mineralization in the Puno region occurs in a variety of mostly structurally-controlled styles, in general association with regional shear zone structures but also frequently along bedding-parallel “interbedding” planes. Palamina is principally targeting continuous, tabular zones of orogenic gold mineralization within fine-grained, sheared, weakly metamorphosed, sedimentary rocks. Tabular zones of mineralised rock may occur as discrete, stacked, bedding-parallel horizons within the host rock. Gold mineralization typically consists of native gold in distinctive “packages” of fine-grained sediment-hosted quartz veins, veinlets and micro-veinlets. Globally, orogenic gold deposits are known to extend to vertical depths greater than 1,000 m (important local examples in Peru include Ollachea & La Rinconada).

The orogenic gold belt of Puno hosts more than 100 known hard-rock gold-mineralized occurrences and over 50 mines are being exploited by small-scale artisanal miners. Palamina Peru believes the POGB has considerable potential to contain a compelling number of additional yet undiscovered orogenic gold deposits. Erosion over an extended period of these gold-bearing structures (by both water and abrasive glacial forces), are widely considered to be the source of extensive alluvial gold deposits located in the low-lying Madre de Dios region of Peru.

Over recent years in the POGB, there has been a significant up-grading of road access (example: Pacific-Atlantic interoceanic highway) and power infrastructure (example: 206 MW San Gaban hydro-electric facility - third power plant under construction). It is Palamina Peru’s belief that these infrastructure developments will greatly assist with the exploration of the region and potentially support any future mine developments in the region.

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Heliborne Geophysical Survey

Orogenic gold mineralization in the POGB frequently has an association with pyrrhotite (a sulphide mineral which is magnetic), disseminated within swarms of quartz veins and veinlets generally restricted to discrete, continuous packages in regional shear zone structures hosted by fine-grained sedimentary units. In August 2018 New-Sense Geophysics Limited completed an approximate 3,000-line kilometer heliborne magnetic/radiometric geophysical survey over Palamina's Coasa, Gaban and Cori gold projects in the POGB, the results of which are assisting Palamina to advance its understanding of the favourable structures in the POGB.

In 2019 New Sense Geophysics Ltd. provided Palamina with a final report entitled: *High Resolution Helicopter Magnetic and Gamma-ray Spectrometric Geophysical Survey, Flown over Gaban, Coasa and Cori Areas from Peaje San Gabán Peru*. Pursuant to receiving the final report a third-party geophysical consultant was retained and has provided an interpretation of the structures and lithology of all areas surveyed. This interpretation, along with receipt of a comprehensive structural geology study completed at Coasa and Bendi, is being used to assist in identifying drill targets in the Veta Zone at Coasa and in locating further shear zones on the Gaban and Cori Projects.

A summary of work completed to-date on all Palamina project areas follows:

Coasa Gold Project

At the Coasa Gold Project, Palamina Peru has secured application rights and title to 17,700 hectares. The Coasa Gold Project is located near the town of Usicayos (centrally located along the western periphery of the POGB), where initial staking was carried out to investigate a geological setting interpreted by Palamina Geologists to be similar in nature to that of the Ollachea gold mine located approximately 65 km to the northwest of Coasa. The Coasa concessions extend east and west of the town of Usicayos at elevations ranging from 2,800 to 4,700 metres. Due to the elevation, rock exposure in the area is generally excellent as the properties sit predominantly above the tree line.

Members of Palamina's geological exploration team formed part of the discovery team at the Ollachea orogenic gold deposit which reportedly occurs along a structurally deformed east-west trending regional shear structure. Similarly, 75 km southeast of Coasa, the large orogenic gold occurrence at La Rinconada also features a significant east-west inflection zone. Midway between Ollachea and La Rinconada at roughly similar elevations, the Coasa Gold Project also lies along an appreciably deformed comparable east-west trending jog zone.

By the end of 2018, 744 geochemical samples which have been collected from the Veta zone since its discovery. Overall 57% of rock samples returned anomalous gold grades (> 0.1 g/t gold), 12% returned gold values > 1 g/t gold, 4% > 3 g/t gold and 1.5% > 10 g/t gold. Once all the necessary permits have been received Palamina plans to carry out a 2,500m drill program at Veta. The surface area of the Veta Zone slated for drilling is held by private land owners and a surface rights agreement was signed on January 26, 2019 granting Palamina full access to the property.

On January 8, 2019 Palamina filed a technical report on SEDAR prepared in accordance with National Instrument 43-101 on the Coasa Gold Project in the Puno region of Peru. The Technical Report titled "NI 43-101 Technical Report Coasa Property Puno, Peru" with an effective date of October 24th, 2018 was prepared on behalf of Palamina Corp. by David Seers (QP), representative of Mining Plus. The NI 43-101 Technical Report may be found on the Company's website at www.palamina.com or under the Company's profile at www.sedar.com.

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On January 8, 2019, Palamina submitted a Declaración de Impacto Ambiental (“DIA”) or Environmental Impact Declaration to the Peruvian Ministry of Energy and Mines (“MEM”) for the Coasa Gold Project. The DIA is the primary environmental permit required prior to drilling. Within the license area covered by the DIA. The mineralized Veta and Cayos Gold Zones represent new discoveries that warrant drill testing and a total of 15 drill pads are planned at Veta where the DIA permits up to 40 drill pads. Palamina may modify the existing DIA once approved or apply for a new drill permit in order to drill in the Cayos Zone.

A third set of observations have been received from Peruvian authorities in order to obtain the DIA. The Company is in the process of responding to these in order to complete the DIA.

In 2019, Palamina has completed five sampling and mapping campaigns at Coasa. Sampling and mapping from the fourth and fifth campaigns will be reported once the data has been processed.

On August 26, 2019 Palamina released results (NR37) from the first sampling campaign of 2019. A total of 75 rock samples were taken during the first campaign in the Veta and Cayos Gold Zones with 44% returning values above 0.4 g/t Au and are reported below:

Select samples with analytical values greater than 2.5 g/t gold are listed below:

SAMPLE NUMBER	ZONE	SAMPLE LOCATION	SAMPLE TYPE*	SAMPLE LENGTH (m)	GOLD g/t
4127	Veta	Outcrop	Grab	N/A	7.75
4130	Veta	Sub outcrop	Grab	N/A	1.46
4142	Veta	Sub outcrop	Grab	N/A	1.54
4148	Veta	Sub outcrop	Grab	N/A	2.05
4155	Veta	Outcrop	Grab	N/A	1.09
4162	Veta	Outcrop	Grab	N/A	0.60
4164	Veta	Outcrop	Grab	N/A	0.58
4166	Veta	Outcrop	Grab	N/A	2.25
4167	Veta	Outcrop	Grab	N/A	1.16
4168	Veta	Outcrop	Grab	N/A	2.10
4174	Veta	Outcrop	Grab	N/A	1.16
4159	Veta	Outcrop	Grab	N/A	2.39
4160	Veta	Outcrop	Grab	N/A	1.19
4139	Veta	Outcrop	Grab	N/A	0.77
4140	Veta	Outcrop	Grab	N/A	0.81
4156	Veta	Outcrop	Channel	1	0.42
4158	Veta	Outcrop	Channel	1	0.60
4132	Veta	Sub outcrop	Channel	2.3	0.40

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SAMPLE NUMBER	ZONE	SAMPLE LOCATION	SAMPLE TYPE*	SAMPLE LENGTH (m)	GOLD g/t
4144	Veta	Sub outcrop	Channel	1.9	0.85
4145	Veta	Sub outcrop	Channel	1	0.84
4147	Veta	Sub outcrop	Channel	1	0.51

*Reported assay values are uncut. Grab samples are select samples not typically representative of mineralization in strike or thickness. Channel samples are designed to intersect targeted lithologies across known strike of lithologies being sampled

Highlights of sampling at the Cayos Zone are reported as follows:

SAMPLE NUMBER	ZONE	SAMPLE LOCATION	SAMPLE TYPE*	SAMPLE LENGTH (m)	GOLD g/t
4102	Cayos	Outcrop	Grab	N/A	7.63
4111	Cayos	Outcrop	Grab	N/A	36.06
4112	Cayos	Outcrop	Grab	N/A	1.62
4115	Cayos	Outcrop	Grab	N/A	1.12
4116	Cayos	Outcrop	Grab	N/A	1.53
4117	Cayos	Outcrop	Grab	N/A	1.60
4119	Cayos	Outcrop	Grab	N/A	7.62
4121	Cayos	Outcrop	Grab	N/A	6.54
4122	Cayos	Outcrop	Grab	N/A	0.83
4181	Cayos	Outcrop	Grab	N/A	4.36
4182	Cayos	Outcrop	Grab	N/A	0.41
4178	Cayos	Outcrop	Channel	0.15	4.72
4179	Cayos	Outcrop	Channel	0.15	0.69

*Reported assay values are uncut. Grab samples are select samples not typically representative of mineralization in strike or thickness. Channel samples are designed to intersect targeted lithologies across known strike of lithologies being sampled

On October 8, 2019 Palamina released results from the second and third sampling campaigns of 2019. These programs increased the strike length of the newly discovered gold system to approximately 1,600 metres. During the second and third campaigns of 2019 an additional 321 grab samples and 233 channel samples were collected and assayed. Palamina continues to identify additional high-grade surface gold mineralization at Coasa.

Select samples returning analytical values greater than 2.5 g/t gold from the second and third sampling campaign in the Cayos Zone are reported as follows:

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SAMPLE NUMBER	ZONE	SAMPLE LOCATION	SAMPLE TYPE*	SAMPLE LENGTH (m)	GOLD g/t
4181	Cayos	Outcrop	Grab	N/A	4.37
4251	Cayos	Outcrop	Grab	N/A	10.66
4254	Cayos	Outcrop	Grab	N/A	3.31
4332	Cayos	Outcrop	Grab	N/A	25.46
4661	Cayos	Outcrop	Grab	N/A	4.22
4664	Cayos	Outcrop	Grab	N/A	11.73
4665	Cayos	Outcrop	Grab	N/A	20.58
4667	Cayos	Outcrop	Grab	N/A	13.12
4669	Cayos	Outcrop	Grab	N/A	2.73
4671	Cayos	Outcrop	Grab	N/A	4.83
4672	Cayos	Outcrop	Grab	N/A	75.41
4685	Cayos	Outcrop	Grab	N/A	6.07
4687	Cayos	Outcrop	Grab	N/A	8.05
4688	Cayos	Outcrop	Grab	N/A	5.08
4689	Cayos	Outcrop	Grab	N/A	6.87
4690	Cayos	Outcrop	Grab	N/A	67.78
4387	Cayos	Outcrop	Channel	1.0	7.51
4394	Cayos	Outcrop	Channel	1.0	5.52
4395	Cayos	Outcrop	Channel	1.0	2.94
4396	Cayos	Outcrop	Channel	1.0	5.29
4400	Cayos	Outcrop	Channel	1.0	3.62
4709	Cayos	Outcrop	Channel	1.0	2.87
4726	Cayos	Outcrop	Channel	1.0	6.62
4731	Cayos	Outcrop	Channel	1.3	2.60
4732	Cayos	Outcrop	Channel	1.0	3.67
4740	Cayos	Outcrop	Channel	1.0	3.59
4742	Cayos	Outcrop	Channel	1.6	3.25
4752	Cayos	Outcrop	Channel	1.0	3.51
4757	Cayos	Outcrop	Channel	1.15	3.22

*Reported assay values are uncut. Grab samples are select samples not typically representative of mineralization in strike or thickness.

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The mineralised quartz veins located in the Cayos Gold Zone are interpreted to be part of the same structural trend as the Veta Gold Zone. Results from the heli-borne geophysical survey and geochemical results to-date are being used to refine potential drill targets.

Select samples with analytical values greater than 2.5 g/t gold from the second and third sampling campaigns in the Veta Zone are reported as follows:

SAMPLE NUMBER	ZONE	SAMPLE LOCATION	SAMPLE TYPE*	SAMPLE LENGTH (m)	GOLD g/t
4206	Veta	Outcrop	Grab	N/A	2.50
4208	Veta	Outcrop	Grab	N/A	3.62
4215	Veta	Outcrop	Grab	N/A	2.81
4224	Veta	Outcrop	Grab	N/A	2.38
4226	Veta	Outcrop	Grab	N/A	3.76
4256	Veta	Outcrop	Channel	1.0	7.52
4257	Veta	Outcrop	Channel	1.2	2.39
4262	Veta	Outcrop	Channel	1.1	6.89
4275	Veta	Outcrop	Channel	1.3	2.96
4354	Veta	Outcrop	Channel	1.0	22.00

*Reported assay values are uncut. Grab samples are select samples not typically representative of mineralization in strike or thickness.

Results from the fourth and fifth campaigns will be released once compilation of all the data has been processed. The Company is readying the Veta Zone at Coasa for drilling and is in the process of completing construction of temporary field lodgings and a core shack.

During the quarter, a site visit was carried out by the archeologist for Greenprint (Palamina's environmental consultants) and the government as part of the DIA application process. Palamina also conducted a property tour during the quarter for an interested third party. Palamina's main focus is preparing the Veta Zone for a 2,500 metre drill program.

Bendi Gold Project

At the Bendi Gold Project, Palamina Peru has secured application rights and title to 15,400 hectares. The Bendi Gold Project is located northeast of the Coasa Gold Project where staking has been based on Palamina's understanding of prospective district-scale geological features in the Benditani Mine district and proximity associations to historical and current operating small-scale orogenic gold mines in the area. Mining in the Benditani district reportedly dates back to Pre-Inca times. More than 10 small-scale mining operations are currently in production and there is evidence for over 20 orogenic gold mineralized occurrences in the district. Aside from hard-rock mining activities, alluvial gold mining also takes place in the nearby Inambari River and its tributaries.

Palamina's exploration efforts at Bendi to-date have focused on 2 highly prospective sub-parallel district-scale structures identified by Palamina's field teams: 1) The Carol structure which is an approximately 15 km long NW-SE trending shear zone interpreted to have developed in close association with the core of

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an anticlinal feature which transects the southwestern sector of the Bendi concessions along with a gold anomalous area, the Carol Anomaly, which is located south-west of the Huacolcota mine and; 2) The Mantos structure which is an approximate 7 km long thrust-related shear-zone trending sub-parallel to a shear structure hosting the Benditani gold mine along which Palamina reported rock chip samples returned 25.4 and 9.9 g/t gold from the Mantos Gold Anomaly (Palamina news release July 17, 2018).

A seven day follow up geochemical rock-chip and channel sampling along the Carol and Mantos structures was carried out in July of 2019 to further evaluate the possibilities and extent of the precious metal mineralization along strike to the NW and SE. It is believed Bendi has never been drill tested. Interpretation and results were pending as at the time of writing of this MD&A.

Cori Gold Project

At the Cori Gold Project, Palamina Peru has secured application rights and title to 22,500 hectares including 3,900 hectares staked during the quarter. It is estimated over 1,200 informal miners are mining native orogenic gold from quartz veins in at least 7 separate mining camps within the trend. Palamina has staked available strike extensions of this structure in both directions as well as the interpreted down-dip extensions on the north side of the Corimayo mountains. Limited geological reconnaissance has been carried out to-date.

Orco Gold Project

At the Orco Gold Project, Palamina holds the rights to 100 hectares. After a review of the merits of holding onto the ground, Palamina elected to only pay taxes on a core zone comprising of 100 hectares when taxes came due in June 30, 2019.

Tectonized and structurally deformed areas hosting NW-SE trending regional thrust faults and NE-SW trending shears are present at Orco. Weak mineralization occurs in the form of quartz veins hosting iron oxides and disseminated sulphides within fault and shear zones.

Ica Iron Oxide Copper-Gold Project

At the Ica iron oxide copper-gold (I.O.C.G.) Project, concession applications were submitted for 1,300 hectares. Palamina has not carried out any sampling or mapping programs and has yet to receive title to any of the application areas.

Lagos Silver Polymetallic Project

At the Lagos Silver Polymetallic Project (formerly the Lagunas Project), Palamina holds application rights and title to 7,900 hectares. The Lagos Project is located in the Santa Lucia district west of the town of Puno and was acquired to investigate the Ag-Cu (Pb-Zn) potential of the area. Nearby polymetallic mines include the Santa Bárbara, Santa Lucía and Tacaza mines.

In 2019, Palamina has carried out 4 mapping and sampling programs. On the first two campaigns a total of 102 samples from 4 separate zones were analyzed. Palamina conducted follow-up staking to cover the Azul Zone and extensions to the Gris and Verde Zones. Follow up staking was also carried out north east of lake Lagunillas after brief site visits to open ground and ground coming open in the Santa Lucia district.

Mineralization identified to-date is interpreted to be related to fault structures and fractures with a NE-SW orientation located at the southwest end of the Santa Lucia district. Follow-up sampling and mapping from 2 campaigns were completed over the summer and remain pending. Results from these campaigns were being compiled at the time of writing of this MD&A.

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Mexican Properties

Palamina Corp. maintains a presence in Mexico but is focused on exploration in Peru. Palamina has one property in Mexico (“El Santuario”) with title rights to 1,372 hectares in the Cardonal district in Hidalgo State in central Mexico. Due to the focus on exploration in Peru, Palamina has not maintained the tax payments or annual minimum exploration expenditures in 2018 or 2019 that are required to keep El Santuario in good standing. In the event the Mexican mines department cancels the El Santuario claim, Palamina’s Mexican subsidiary will remain liable for any taxes owing.

HELIO RESOURCE CORP. – EQUITY & ROYALTY PARTNER

On September 19, 2019 Palamina completed the sale of 100% of the application and mining rights to the Gaban Gold (“Gaban”) and Tinka I.O.C.G. (“Tinka”) projects in Peru to Helio Resource Corp. (“Helio”). In exchange, Palamina received 5 million shares of Helio on closing of the transaction with an additional 5 million shares to be paid over a two year period concurrent with future equity financings or shareholder approval by Helio. Helio will also make advance royalty payments (“ARP”) to Palamina of \$25,000 to Palamina on the first and second anniversaries of closing. The ARP will double every two years until such time that Helio has either completed a total of 5,000m of drilling or has abandoned the properties. Palamina holds a 2% net smelter return royalty (“NSR”) on each of the Gaban and Tinka projects. Helio may purchase 1% of the NSR for \$1,000,000 per project. Helio and Palamina also agreed to a 2 km area of influence around the perimeter of Helio’s future Gaban and Tinka concessions and Palamina’s Cori concessions. Helio also agreed to a 5 km area of influence around the balance of Palamina’s application and mining claims in Peru. Palamina is acting as the operator for Helio in Peru.

Helio Resources - Gaban Gold Project

Helio holds the application and title mining rights to 18,700 hectares. To date five outcropping shear zones hosting quartz veins and veinlets have been located in the mountain ridges surrounding the Yanamayo river. Helio is targeting the shear zones as the hard rock potential source of alluvial gold mineralization found in the streams. In August of 2019, Helio completed an NI 43-101 report on the Gaban Gold Project. The NI 43-101 Technical Report may be found on Helio’s website at www.helioresources.com or under the Helio's profile at www.sedar.com.

Helio Resources - Tinka Iron Oxide Copper-Gold Project (I.O.C.G)

Helio holds application rights covering 1,800 hectares at the Tinka I.O.C.G. Project, Tinka is located within the coastal I.O.C.G. belt of southern Peru.

Further information on Helio’s Gaban and Tinka properties can be found at:

www.helioresources.com

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OVERALL PERFORMANCE

	Three Months Ended September 30, 2019	Three Months Ended September 30, 2018	Nine Months Ended September 30, 2019	Nine Months Ended September 30, 2018	Year Ended December 31, 2018	Year Ended December 31, 2017
					\$	\$
Exploration and evaluation expenditures	308,770	552,902	982,306	1,332,056	1,999,833	989,795
Administrative expenses	141,564	171,337	524,764	496,700	614,115	535,208
Share-based payments	-	-	-	316,000	316,000	176,000
Interest income	(1,302)	(2,476)	(2,701)	(8,111)	(8,472)	(5,595)
Other income	(518,000)	-	(518,000)	-	-	-
Net (income) loss	(68,968)	721,763	986,369	2,136,645	2,921,476	1,695,408
(Income) Loss per common share	(0.00)	0.02	0.03	0.08	0.10	0.07
– basic	(0.00)	0.02	0.03	0.08	0.10	0.07
– diluted						

Net income for the three months ended September 30, 2019 was \$68,968 as compared to a net loss of \$721,763 for the three month period ended September 30, 2018. The \$790,731 increase in net income is primarily attributable to the following:

- Decrease of \$244,132 in exploration and evaluation expenditures for the three months ending September 30, 2019 compared to the same period in 2018. The quarterly fluctuation in exploration expenditures between quarters is the result of the timing of exploration activities conducted in Peru. The decrease during the current quarter was primarily the result of the costs associated with an airborne geophysics survey which commenced in the third quarter of 2018.
- Decrease of \$29,773 in administrative expenses for the three months ending September 30, 2019 compared to the same period in 2018. Administrative expenditures were lower in 2019 compared to 2018 due to a reduction in marketing expenditures and a reduction in consulting fees.
- Increase of \$518,000 in other income for the three month period ending September 30, 2019 compared to the same period in 2018 relating to the sale of the Gaban and Tinka properties to Helio.

Net loss for the nine months ended September 30, 2019 was \$986,369 as compared to a net loss of \$2,136,645 for the nine month period ended September 30, 2018. The \$1,150,276 decrease in net loss is primarily attributable to the following:

- Decrease of \$349,750 in exploration and evaluation expenditures for the nine months ending September 30, 2019 compared to the same period in 2018. The fluctuation in exploration expenditures between periods is the result of the timing of exploration activities conducted in Peru. The decrease during the nine months ended September 30, 2019 was primarily the result of the costs associated with an airborne geophysics survey which commenced in the third quarter of 2018 along with a broad reduction in costs associated with staking new properties. Decrease of \$28,064 in administrative expenses for the nine months ending September 30, 2019 compared to the same period in 2018. Administrative expenditures decreased between the two periods due to lower costs associated with investor relations activities and an increase in legal expenditures during the period.

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- Decrease of \$316,000 in share based payments for the nine month period ending September 30, 2019 compared to the same period in 2018 relating to 950,000 options issued during the nine month period ended September 30, 2018 compared to nil options issued in the current period.
- Increase of \$518,000 in other income for the three month period ending September 30, 2019 compared to the same period in 2018 relating to the sale of the Gaban and Tinka properties to Helio.

Net loss for the year ended December 31, 2018 was \$2,921,476 as compared to a net loss of \$1,695,408 for the year ended December 31, 2017. The \$1,226,068 increase in net loss is primarily attributable to the following:

- Increase of \$1,010,038 in exploration and evaluation expenditures for the year ending December 31, 2018 compared to the same period in 2017 which is the result of an increase in exploration expenditures in Peru and a decrease in expenditures in Mexico. The increase in Peru is primarily the result of an increase in regional exploration programs and the cost of an airborne geophysics program. The decrease in Mexico is the result of the reduced concession areas and exploration focus.
- Increase of \$78,907 in administrative expenses for the year ending December 31, 2018 compared to the same period in 2017. Administrative expenditures increased between the two periods due to increased investor relations activities.
- Increase of \$140,000 in share based payments for the year ending December 31, 2018 compared to the same period in 2017 relating to the valuation of 950,000 options issued during the year ended December 31, 2018 compared to the valuation of 1,130,000 options issued in the prior period.

Summary of Quarterly Results

	Sep 30	Jun 30	Mar 31	Dec 31
	2019	2019	2019	2018
Statement of Loss	\$	\$	\$	\$
Exploration and evaluation expenditures	308,770	439,523	234,013	673,274
Administrative expenses	141,564	168,144	215,056	110,918
Share-based payments	-	-	-	-
Interest income	(1,302)	(1,399)	-	(361)
Share-based payments	-	-	-	-
Other Income	(518,000)			
Net (income) loss	(68,968)	606,268	449,069	783,831
(Income) Loss per common share –				
- basic	(0.00)	0.02	0.01	0.02
- diluted	(0.00)	0.02	0.01	0.02

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Statement of Loss	Sep 30 2018	Jun 30 2018	Mar 31 2018	Dec 31 2017
	\$	\$	\$	\$
Exploration and evaluation				
Expenditures	552,902	498,714	274,943	292,276
Administrative expenses	171,337	166,842	165,018	158,753
Share-based payments	-	316,000	-	29,000
Interest income	(2,476)	(5,635)	-	2,331
Net (income) loss	721,763	975,921	439,961	482,360
(Income) Loss per common share –				
- basic	0.02	0.03	0.02	0.02
- diluted	0.02	0.03	0.02	0.02

- Over the past eight quarters exploration and evaluation expenditures ranged from a high of \$673,274 in the fourth quarter of 2018 to a low of \$234,013 in the first quarter of 2019. The increase commencing in the second quarter of 2018 relates to the increased exploration activity in Peru. The significant increase in the three quarters ending December 2018 relates to the cost of an airborne geophysical program conducted in Peru.
- Administrative expenses ranged from a low of \$110,918 in the fourth quarter of 2018 to a high of \$215,056 in the first quarter of 2019. Administrative expenses have fluctuated within the normal range of \$140,000 to \$170,000 per quarter and vary quarter to quarter based on the timing of investor relations programs and management bonuses. Administrative expenses were lower in the fourth quarter of 2018 due to lower investor relations expenses and a reallocation of certain expenditures to exploration.
- Share-based payment expense, which is a non-cash item, has ranged between a low of \$nil to a high of \$316,000 in the second quarter of 2018. The fluctuations result from the timing associated with the granting and vesting of stock options and the recording of the associated share-based payment expense estimated pursuant to the Black-Scholes valuation model.
- Other Income has ranged from a low of \$nil to a high of \$518,000 in the third quarter of 2019. The fluctuation results from the sale of the Gaban and Tinka properties to Helio.

Financial Position

As at September 30, 2019 the Company had assets of \$706,676 (December 31, 2018 - \$108,142) and an equity position of \$381,380 (December 31, 2018 - \$(377,160)). Total assets as at September 30, 2019 consisted primarily of cash and cash equivalents of \$138,642 (December 31, 2018 - \$40,074), receivables of \$7,434 (December 31, 2018 - \$4,456) prepaid expenses of \$5,772 (December 31, 2018 - \$14,587), and investment in associate of \$518,000 (December 31, 2018 - \$nil).

INVESTMENTS IN ASSOCIATES

On September 19, 2019, the Company entered into an agreement with Helio Resource Corp. (“Helio”; HRC:TSX.V) whereby Palamina sold 100% of the application and mining rights to the Gaban Gold and Tinka I.O.C.G. projects in Peru to Helio. In exchange Palamina was issued 5 million shares of Helio and will receive an additional 5 million shares within two years through disinterested shareholder approval of Helio shareholders or the issuance of shares by Helio whereby Palamina will own no greater than 19.9% of the issued and outstanding shares of Helio.

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Palamina also retained a 2% Net Smelter Return (“NSR”) royalty on each property. Helio will have the right to purchase 50% of each royalty by making a cash payment of \$1,000,000 to Palamina at any time prior to the commencement of commercial production. Helio will make an Advance Royalty Payment (“ARP”) of \$25,000 to Palamina on September 19, 2020 and 2021. The ARP will double every two years, beginning September 19, 2022, until such time that Helio has either completed a total of 5,000m of drilling or has abandoned the properties. Palamina will act as operator of the two projects for the first year and has appointed two directors to the Helio board.

As a result of the issuance of 5 million shares, Palamina held 15.4% of the issued and outstanding shares of Helio as at September 19, 2019. Due to these shareholdings and the two directors it has appointed to the board of Helio, the Company has determined that it has significant influence over Helio and has accounted for its investment as an Investment in Associate using the equity basis of accounting. The Company recorded a fair value of \$527,000 for its interest in the 5 million Helio shares issued to Palamina on September 19, 2019 and, due to the certainty of issuance, 5 million shares to be issued within two years.

Fair value of the 10 million Helio shares (\$527,000) was estimated using the specifics of a Helio private placement completed on the same date Palamina entered into and the agreement with Helio (“Helio Private Placement”). The Helio Private Placement consisted of a unit priced at \$0.06 with each unit comprised of one common share and one half common share purchase warrant. The fair value calculation included a deduction for the one half common share purchase warrant using the Black-Scholes option pricing model.

Changes in the investment in associate for the period ended September 30, 2019 were as follows:

	\$
Acquisition September 19, 2019, at fair value	\$527,000
Proportionate share of net loss	(9,000)
Balance – September 30, 2019	\$518,000

The following is a summary of the consolidated financial information for Helio on a 100% basis as at September 30, 2019.

	\$
Cash	\$777,061
Total current assets	832,545
Non current assets	655,104
Total assets	1,487,649
Total current liabilities	342,709

LIQUIDITY, CAPITAL RESOURCES AND GOING CONCERN UNCERTAINTY

The Company is at an early stage of development and, as is common with many exploration companies, it relies on financings to fund its exploration and acquisition activities. The Company had a deficiency of current assets over current liabilities of \$173,448 at September 30, 2019; had not yet achieved profitable operations; had accumulated losses of \$7,182,257 at September 30, 2019; and expects to incur further losses in the development of its business. Palamina does not have adequate cash resources to fund its operations over the next twelve months and will require additional financing in order to conduct its planned work programs on its mineral properties, meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. There can be no certainty as to the ability of the Company to raise sufficient additional financing in order to continue to operate, and accordingly, there is a material

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uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. As at November 28 the Company had a deficiency of current assets over current liabilities of approximately \$325,000.

The Company does not have any long term debt or credit facilities with financial institutions. At this time the Company is not anticipating an operating profit from operations and will rely on the proceeds of the recent financing to fund its short term growth. There is no assurance that future financings will be available when required.

COMMITMENTS AND CONTINGENCIES

Under the terms of the Company's mining concessions, the Company must make periodic tax payments and perform minimum levels of exploration to maintain these concessions in good standing. The failure of the Company to meet these requirements would lead to the forfeiture of the Company's rights to these properties.

OFF-STATEMENT OF FINANCIAL POSITION ARRANGEMENTS

The Company has no off-statement of financial position arrangements.

RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT

Key management includes the Company's directors, officers and any employees with authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly. Compensation awarded to key management includes the following:

Nine months ended September 30,	2019		2018	
Short-term employee benefits	\$	216,000	\$	339,000
Share based payments – options		-		206,000
Total compensation to key management	\$	216,000	\$	545,000

At September 30, 2019, included in trade and other payables is \$36,000 (December 31, 2018 - \$132,000) due to these key management personnel. These amounts are due on demand, unsecured and non-interest bearing.

Directors and officers subscribed for 341,667 common shares in the February 28, 2018 private placement and 153,333 shares in the March 1, 2019 private placement.

DIVIDENDS

The Company has neither declared nor paid any dividends on its Common Shares. The Company intends to retain its earnings, if any, to finance growth and expand its operation and does not anticipate paying any dividends on its Common Shares in the foreseeable future.

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OUTSTANDING SHARE DATA

The following table sets forth information concerning the outstanding securities of the Company as at November 28, 2019:

Share Capital	Number of Shares
Balance – December 31, 2017	22,574,704
Issued pursuant to Private Placement ⁽ⁱ⁾	7,166,667
Issued pursuant to exercise of stock options ⁽ⁱⁱ⁾	150,000
Balance – December 31, 2018	29,891,371
Issued pursuant to exercise of stock options ⁽ⁱⁱⁱ⁾	711,600
Issued pursuant to Private Placement ^(iv)	5,118,332
Issued pursuant to Private Placement ^(v)	507,333
Balance – September 30, 2019 and November 28, 2019	36,228,636

- (i) On February 26, 2018 the Company closed a private placement offering of 7,166,667 units at a purchase price of \$0.30 per unit, for aggregate gross proceeds of \$2,150,000. Each unit consists of one common share and one warrant. Each warrant is exercisable to acquire one common share at a price of \$0.50 until August 26, 2020. The Company has the option to accelerate the expiry date of the warrant provided that if after four months and one day following the closing of the private placement, the closing price of the Common Shares on the TSX Venture Exchange is equal to or greater than \$0.90 for 10 consecutive trading days.
- (ii) On March 28, 2018 the Company issued 150,000 common shares pursuant to the exercise of stock options at a price of \$0.06.
- (iii) On January 13, 2019 711,600 stock options were exercised for total proceeds of \$105,552. The stock options exercised are as follows: 150,000 at an exercise price of \$0.06, 300,000 at an exercise price of \$0.13, and 261,600 at an exercise price of \$0.22.
- (iv) On March 1, 2019 the Company closed the first tranche of a private placement consisting of 5,118,332 units at the price of \$0.30 per unit for total proceeds of \$1,535,500. Each unit consists of one common share and one warrant. Each warrant is exercisable to acquire one common share at a price of \$0.50 for a period of 24 months from the closing date. The Company has the option to accelerate the expiry date of the warrant provided that if after four months and one day following the closing of the private placement, the closing price of the common shares on the TSX Venture Exchange is equal to or greater than \$0.90 for 10 consecutive trading days.
- (v) On March 29, 2019 the Company closed the second tranche of a private placement consisting of 507,333 units at the price of \$0.30 per unit for total proceeds of \$152,200. Each unit consists of one common share and one warrant. Each warrant is exercisable to acquire one common share at a price of \$0.50 for a period of 24 months from the closing date. The Company has the option to accelerate the expiry date of the warrant provided that if after four months and one day following the closing of the private placement, the closing price of the common shares on the TSX Venture Exchange is equal to or greater than \$0.90 for 10 consecutive trading days.

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Stock Options

On September 15, 2015 the Company adopted a stock option plan (the “Plan”) that provides that the Board of Directors of the Company may grant options to directors, officers, employees and consultants of the Company the option to purchase common shares. The maximum number of common shares reserved for issue under the Plan at any point in time may not exceed 10% of the number of shares issued and outstanding. The purpose of the Plan is to attract, retain and motivate directors, officers, employees, and certain third party service providers by providing them with the opportunity to acquire a proprietary interest in the Company and benefit from its growth. Options granted under the Plan are non-assignable and vest over various terms from the date of grant.

As at September 30, 2019, the Company had 1,567,863 (December 31, 2018 – 184,137) options available for issuance under the Plan.

The continuity of outstanding stock options for the nine month period ended September 30, 2019 and year ended December 31, 2018 and up to May 27, 2019 is as follows:

	Number of stock options	Weighted average exercise price per share \$
Balance – December 31, 2017	2,255,000	0.16
Granted ⁽ⁱ⁾	950,000	0.39
Exercised	(150,000)	0.06
Expired	(250,000)	0.17
Balance – December 31, 2018	2,805,000	0.25
Exercised	(150,000)	0.06
Exercised	(300,000)	0.13
Exercised	(40,000)	0.16
Exercised	(221,600)	0.22
Expired	(38,400)	0.22
Balance – September 30, 2019 and November 28, 2019	2,055,000	0.28

- (i) On April 6, 2018, the Company granted 950,000 options to certain officers, directors and consultants of the Company under its stock option plan. All options are exercisable at \$0.39 per common share. The options granted expire in 3 and 5 years and vest immediately.

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WARRANTS

Details of the warrants outstanding as at November 28, 2019 are as follows:

Exercise price	Number and type of outstanding exercisable warrants		Expiry date	Remaining contractual life (years)
\$				
0.50	7,166,667	– Share Purchase Warrants	August 26, 2020 ⁽ⁱ⁾	0.91
0.50	5,118,332	– Share Purchase Warrants	March 1, 2021	1.67
0.50	507,333	– Share Purchase Warrants	March 29, 2021	1.74
0.50	12,792,332			1.25

- (i) On August 21, 2019 Palamina extended the expiry date of warrants issued pursuant to a private placement of 7,166,667 units which closed of February 26, 2018 from August 29, 2019 to August 26, 2020.

See notes 10, 11 and 12 to the unaudited interim consolidated financial statements for the three and nine month periods ended September 30, 2019 and 2018 for more detailed disclosure of outstanding shares, warrants and options.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Company's financial statements requires management to make judgements and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Such estimates primarily relate to unsettled transactions and events as at the date of the financial statements. On an ongoing basis, management evaluates its judgements and estimates in relation to assets, liabilities, revenue and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgements and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. The most significant estimates and judgements relate to the calculation of share based payments and warrants, determination of functional currency, and the recoverability of value-added taxes receivable. Significant estimates and judgments made by management in the preparation of these financial statements are outlined below:

Share-based Payment Transactions

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model. This estimate also requires determining the most appropriate inputs to the Black-Scholes valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

Functional Currency

The determination of the Company's functional currency requires analyzing facts that are considered primary factors, and if the result is not conclusive, the secondary factors. The analysis requires the Company to apply significant judgment since primary and secondary factors may be mixed. In determining its functional currency the Company analyzed both the primary and secondary factors, including the currency of the Company's operating costs in Canada, Peru, and Mexico, and sources of equity financing.

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Tax Provisions

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made. Value-added taxes receivable are stated after evaluation as to their collectability and an appropriate allowance for doubtful accounts is provided where considered necessary. The determination of the appropriate allowance for doubtful accounts requires the application of significant judgment with respect to the collectability of the amounts outstanding and is based on historical experience.

CAPITAL MANAGEMENT

The Company manages its capital with the following objectives:

- To ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- To maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and the industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

The Company considers its capital to be equity, comprising share capital, reserve accounts, accumulated deficit and reserve for foreign currency translation which at September 30, 2019 totaled \$381,380 (December 31, 2018 - \$(377,160)).

Palamina manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating and capital expenditures, and other investing and financing activities. The forecast is updated based on activities related to its mineral properties. Selected information is provided to the Board of Directors of the Company. The Company's capital management objectives, policies and processes has remained unchanged during the nine month periods ended September 30, 2019 and 2018. The Company is not subject to any capital requirements imposed by lending institutions or regulatory body, other than the TSX Venture Exchange.

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FAIR VALUE AND FINANCIAL RISK FACTORS

Fair value of financial instruments

The Company has designated its cash equivalents as FVTPL which are measured at fair value. Fair value of cash equivalents is determined based on transaction value and is categorized as a Level two measurement.

- Level One includes quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level Two includes inputs that are observable other than quoted prices included in Level One.
- Level Three includes inputs that are not based on observable market data.

September 30, 2019	Level One	Level Two	Level Three
	\$	\$	\$
Cash equivalents	-	-	-

December 31, 2018	Level One	Level Two	Level Three
	\$	\$	\$
Cash equivalents	-	-	-

As at September 30, 2019 and December 31, 2018, both the carrying and fair value amounts of the Company's financial instruments are approximately equivalent due to their short term nature.

A summary of the Company's risk exposures as it relates to financial instruments are reflected below:

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents. Cash and cash equivalents consist of cash on hand and on deposit with reputable financial institutions and management believe the risk of loss is minimal. The Company's maximum exposure to credit risk as at September 30, 2019 is the carrying value of cash and cash equivalents.

Liquidity risk

The Company's approach to managing liquidity risk is to endeavor it will have sufficient liquidity to meet liabilities when due. As at September 30, 2019, the Company had current assets of \$151,848 (December 31, 2018 - \$59,117) including cash and cash equivalents of \$138,642 (December 31, 2018 - \$40,074) to settle current liabilities of \$325,296 (December 31, 2018 - \$485,302) resulting in working capital deficiency of \$173,448 (December 31, 2018 - \$426,185 working capital deficiency).

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and the prices of commodities and equities.

Interest rate risk

The Company has cash and cash equivalents balances and no interest-bearing debt. The Company's current policy is to invest excess cash in short-term guaranteed investment certificates issued by banks. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its investments. As at September 30, 2019, the Company had cash and cash equivalents of \$138,642 (December 31, 2018 - \$40,074).

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Foreign currency risk

The Company's exploration activities are conducted primarily in Peru. Major purchases and exploration expenditures are transacted in Peruvian nuevo soles and US dollars. Administrative expenditures and cash and cash equivalents balances are primarily transacted in Canadian dollars. The Company has exposure to foreign currency risk. The Company mitigates the risk of foreign currency fluctuations by converting Canadian currency to Peruvian nuevo soles and US dollars when required to fund expenditures in those currencies.

Price risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, particularly as they relate to gold and silver to determine the appropriate course of action to be taken by the Company.

Sensitivity analysis

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible" over the next 12-month period:

- (i) Interest rate risk is limited to cash and cash equivalents balances, primarily held in Canadian and US dollars in Canada.
- (ii) The Company's subsidiaries hold financial assets and liabilities in US dollars and Peruvian nuevo soles that give rise to foreign exchange risk. If the US dollar rose or fell in relation to the Canadian dollar by 5% with all other variables held constant, net loss for the nine month period ended September 30, 2019 would have been approximately \$3,000 higher/lower. If the Peruvian nuevo sole rose or fell in relation to the Canadian dollar by 5% with all other variables held constant, accumulated other comprehensive loss for the nine month period ended September 30, 2019 would have been approximately \$100 higher/lower.
- (ii) Commodity price risk could adversely affect the Company. In particular, the Company's future profitability and viability from mineral exploration depends upon the world market price of valuable minerals. Commodity prices have fluctuated significantly in recent years. There is no assurance that, even if commercial quantities of valuable minerals may be produced in the future, a profitable market will exist for them. As of September 30, 2019, the Company is not a producer of minerals. As a result, commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

OTHER RISK FACTORS

There are a number of risks and uncertainties that may have a material and adverse impact on the future operating and financial performance of Palamina and could cause Palamina's proposed plans, prospects, strategies, events, operating and financial performance and results to differ materially from the estimates described in forward-looking statements and forward-looking information in this MD&A related to Palamina. These include widespread risks associated with any form of business and specific risks associated with Palamina's business and its involvement in the early-stage exploration and development industry. An investment in Palamina Shares, as well as Palamina's prospects, is highly speculative due to the high-risk nature of its business and the early stage of its exploration and development activities, as well as due to the limited assets and cash resources of Palamina. Shareholders of Palamina may lose their entire investment. The risks described below are not the only ones facing Palamina. Additional risks not

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currently known to Palamina, or that Palamina currently deems immaterial, may also impair Palamina's proposed plans, prospects, strategies, events, business, operations, financial performance and results. If any of the following risks actually occur, Palamina's plans, strategies, events, business, financial performance and condition, results and prospects could be adversely affected.

Exploration, Development and Operating Risks

Mining operations generally involve a high degree of risk. Palamina's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of gold, precious metals and other minerals, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. The financing, exploration, development and mining of any of Palamina's exploration properties is furthermore subject to a number of macroeconomic, legal and social factors, including the price of gold, silver and copper, laws and regulations, political conditions, currency fluctuations, the ability to hire and retain qualified people, the inability to obtain suitable adequate machinery, equipment or labour and obtaining necessary services in jurisdictions in which Palamina operates. Unfavourable changes to these and other factors have the potential to negatively affect Palamina's business, plans, prospects, strategies, financial performance and condition and results.

The exploration for and development of mineral deposits is a speculative venture involving significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate or even mitigate. While the discovery of a commercially viable ore body may result in an increase in value for shareholders, few mineral properties which are explored are ultimately developed into producing mines. At present, none of the Company's properties have a known body of bankable commercial ore and the proposed exploration programs are exploratory. There is no certainty that the expenditures made by Palamina towards the exploration and evaluation of mineral deposits on its properties will result in discoveries or production of commercial quantities of gold or other minerals.

Substantial expenditures may be required to locate, evaluate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site, and substantial additional financing will be required. It is impossible to ensure that Palamina will be able to secure the necessary financing needed to pursue the exploration or development activities planned by Palamina or that its activities will result in an economically viable or profitable commercial mining operation. The decision as to whether a particular property contains a commercial mineral deposit and should or could be brought into production will depend on the results of exploration programs and/or geological and other studies, and the recommendations of duly qualified engineers and geologists. Several significant factors will be considered, including, but not limited to: (i) the particular attributes of the deposit, such as size, grade, metallurgical characteristics, and proximity to infrastructure; (ii) mineral prices, which are highly cyclical; (iii) government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, permitting, importing and exporting of minerals and environmental protection; (iv) available working capital and ongoing costs of exploration and development; (v) availability, terms and cost of additional funding; and (vi) local community and landowner opposition to access mineral rights. The exact effect of these factors cannot be accurately predicted, but one or any combination of these factors may result in Palamina not being able to pursue its business plans or strategy or its shareholders not receiving an adequate return on invested capital.

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Early Stage Status and Nature of Exploration

The terms “Resource(s)” or “Reserve(s)” cannot be used to describe any of the Palamina’s exploration properties due to the early stage of exploration at this time. Any reference to potential quantities and/or grade is conceptual in nature, as there has been insufficient exploration to define any mineral resource and it is uncertain if further exploration will result in the determination of any mineral resource. Any information, including quantities and/or grade, described in this MD&A should not be interpreted as assurances of a potential resource or reserve, or of potential future mine life or of the viability or profitability of future operations.

Few properties that are explored are ultimately developed into producing mines. Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining.

The economics of exploring and developing mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, costs of mining and processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. Major expenses may be required to establish reserves by drilling and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current planned exploration and development programs of Palamina will result in economically viable or profitable commercial mining operations. The profitability of Palamina’s operations will be, in part, directly related to the costs and success of its exploration and development programs, which may be affected by a number of factors. Substantial expenditures are required to establish mineral reserves that are sufficient to support commercial mining operations and to construct, complete and install mining and processing facilities on those properties that are actually developed.

No assurance can be given that any particular level of recovery of minerals will be realized or that any potential quantities and/or grade will ever qualify as a resource, or that any such mineral resource will ever qualify as a commercially viable (or mineable) deposit which can be legally and economically exploited. Where expenditures on a property have not led to the discovery of mineral reserves, incurred expenditures will generally not be recoverable.

Additional Capital

Palamina plans to focus on evaluating its properties and exploring for minerals and will use its working capital to carry out such activities. However, the exploration and development of Palamina’s exploration properties is expected to require substantial additional financing. The ability of Palamina to arrange such additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business and performance of Palamina. Failure to obtain additional financing could result in delaying or indefinite postponement of exploration, development or production on any or all of Palamina’s exploration properties or a loss of a property interest. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to Palamina. If additional financing is raised by Palamina through the issuance of securities from treasury, control of Palamina may change and security holders may suffer potentially significant dilution.

Joint Ventures and Subsidiaries

Palamina may, in the future, operate some of its activities and properties through joint ventures, subsidiaries, options, earn-ins or similar arrangements in order to fully exploit the exploration and

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production potential of its exploration assets. There can be no assurance that Palamina will be able to identify and successfully negotiate joint venture or similar arrangements with third parties on terms that are favourable to Palamina, or at all. Palamina may, in the future, be unable to meet its share of costs incurred under such arrangements and may have its property interests subject to such arrangements reduced as a result or even face termination of such arrangements.

Palamina is also subject to the typical risks associated with joint ventures and similar arrangements, including disagreement on how to develop, operate or finance the properties and activities and contractual and legal remedies of Palamina's partners in the event of such disagreements. In addition, any limitation on the transfer of cash or other assets between Palamina and such entities, or among such entities, could restrict Palamina's ability to fund its activities efficiently. Any such limitations or the perception that such limitations may exist now or in the future, could have an adverse impact on Palamina's business, plans, prospects, value and stock price.

No History of Operations

Palamina is an early-stage exploration and development company and has no history of mining or refining mineral products. As such, Palamina is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. There is no assurance that Palamina will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

No History of Earnings

Palamina has not yet commenced operations and therefore has no history of earnings or of a return on investment, and there is no assurance that certain of its property interests or other assets will be economically viable or will be advanced to generate earnings, operate profitably or provide a return on investment in the future. No operating revenues are anticipated until one of Palamina's projects comes into production, which may or may not occur. Palamina will continue to experience losses unless and until it can successfully develop and begin profitable commercial production at one of its mining properties. There can be no assurance that Palamina will be able to do so.

No History of Profitability

Palamina is an early exploration and development stage company with no history of revenues or profitability. There can be no assurance that the activities of Palamina will be economically viable or profitable in the future. Palamina will require additional financing to further explore, develop, acquire, and achieve commercial production on its property interests and, if financing is unavailable for any reason, Palamina may become unable to acquire and retain its property interests and carry out its business plan.

Market Price and Trading of Palamina's Shares

Securities of micro-cap and small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally and market perceptions of the attractiveness of particular industries. The price of the Palamina Shares is also likely to be significantly affected by its financial condition and results.

As a result of any of these factors, the market price of the Palamina Shares at any given point in time may not accurately reflect Palamina's long-term value. Securities class action litigation often has been brought against companies following periods of volatility in the market price of their securities. Palamina may in

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the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

Industry and Economic Factors Affecting Palamina

Palamina is a junior resource company focused primarily on the evaluation, exploration and development of mineral properties and potential acquisition of mineral properties in the future. Palamina's future performance is largely tied to the financial markets related to junior resource companies, which is often cyclical. Palamina will continuously monitor several economic factors including the uncertainty regarding the price of gold, silver and copper and the availability of equity financing for the purposes of mineral exploration and development. Palamina's future performance is largely tied to its ability to raise additional financing needed to fund its ongoing exploration and operating activities and to pursue the exploration and the development of its mineral property interests and the overall financial markets. Financial markets in the mining sector are likely to continue to be volatile reflecting ongoing concerns about the global economy, and the general pessimistic outlook in the mining sector. Companies worldwide have been affected negatively by these trends. As a result, Palamina may have difficulties raising equity financing needed for the purposes of mineral exploration and development, particularly without excessively diluting the interests of its current shareholders. With continued market volatility expected, Palamina's current strategy is to continue a modest exploration program on its properties using existing cash and funds generated through equity financings if and when available and to seek out other prospective business opportunities, including entering into option arrangements and/or joint ventures. Palamina believes that this focused strategy will enable it to pursue its business strategy and plans in the near term. These trends may limit Palamina's ability to develop and/or further explore its properties, and/or acquire other property interests that could be acquired in the future. Management will monitor economic conditions and estimate their impact on Palamina's plans, strategies and activities and incorporate these estimates in short-term operating and longer-term strategic decisions.

Reliance on a Limited Number of Properties

The only material property interests of Palamina are its interests in Peru where the Coasa property is a material property for purposes of NI 43-101. While Palamina may seek to acquire additional mineral properties that are consistent with its business objectives, there can be no assurance that Palamina will be able to identify suitable additional mineral properties or, if it does identify suitable properties, that it will have sufficient financial resources to acquire such properties or that such properties will be available on terms acceptable to Palamina or at all.

Commodity Prices

The price of Palamina's securities, its financial condition and results, and its access to the capital required to finance its exploration activities may in the future be adversely affected by declines in the price of precious and base metals and, in particular, the price of gold and silver. Base and precious metal prices fluctuate widely and are affected by numerous factors beyond Palamina's control such as the sale or purchase of base and precious metals by various dealers, central banks and financial institutions, interest rates, exchange rates, inflation or deflation, currency exchange fluctuation, global and regional supply and demand, production and consumption patterns, speculative activities, increased production due to improved mining and production methods, government regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, environmental protection, and international political and economic trends, conditions and events. If these or other factors continue to adversely affect the price of base and precious metals, the market price of Palamina's securities may decline. A severe decline in the price of a mineral being explored or produced or expected to be explored or produced by Palamina would have a material adverse effect on Palamina, and could result in the suspension of exploration or development of properties by Palamina.

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Insurance and Uninsured Risks

Palamina's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment, natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties, personal injury or death, environmental damage to Palamina's exploration properties or the properties of others, delays in the ability to undertake exploration, monetary losses and possible legal liability.

Palamina does not currently maintain insurance in respect of such risks. Although Palamina may in the future maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, such insurance even if obtained will not cover all the potential risks associated with a mining company's operations. Palamina may also be unable to obtain and maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration, development and production is not generally available to Palamina or to other companies in the resource industry on acceptable terms. Palamina might also become subject to liability for pollution or other hazards which it may not be insured against or which Palamina may elect not to insure against because of premium costs or other reasons. Losses from these events may cause Palamina to incur significant costs that could have a material adverse effect upon its business, plans, prospects, financial performance and condition and results. The payment of such liabilities could reduce or eliminate Palamina's available funds or could exceed the funds available to Palamina to pay such liabilities and result in bankruptcy.

Environmental Risks and Hazards

The mining and mineral processing industries are subject to extensive environmental regulation for the protection of the environment. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. These regulations may adversely affect Palamina or require it to expend significant funds. There is also a risk that environmental and other laws and regulations may become more onerous, making it more costly for Palamina to remain in compliance with such laws and regulations.

There is no assurance that future changes in environmental regulation, if any, will not adversely affect Palamina's operations. Environmental hazards may exist on the properties on which Palamina holds interests which are unknown to Palamina at present and which have been caused by previous or existing owners or operators of the properties or by current or previous surface rights owners.

Palamina cannot give any assurances that breaches of environmental laws (whether inadvertent or not) or environmental pollution will not materially and adversely affect its business, plans and financial condition. There is no assurance that any future changes to environmental regulation, if any, will not adversely affect Palamina.

Permitting

Palamina's current and anticipated future activities will require approvals and permits from various federal and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, exploration, development, mining, production, taxes, labour standards, health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. There is no assurance that delays will not occur in connection with obtaining all such necessary

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approvals and permits for the existing activities or additional approvals or permits for any possible future changes to operations. Prior to any development on any of its properties, Palamina must receive permits from appropriate governmental authorities. There can be no assurance that Palamina will obtain or continue to hold all permits necessary to develop or continue its activities at any particular property. Delays in obtaining or a failure to obtain any licenses or permits or extensions thereto, challenges to the issuance of such licenses or permits, whether successful or unsuccessful, changes to the terms of such licenses or permits or a failure to comply with the terms of any such licenses or permits that Palamina has obtained, could have a material adverse effect on Palamina by delaying or preventing or making more expensive exploration and/or development.

Title to Mining Concessions

The acquisition of the right to explore and/or exploit mineral properties is a detailed and time-consuming process. Although Palamina has either obtained title opinions or reviewed title for its properties, there is no guarantee that title to such property interests will not be challenged or impugned. Palamina's mineral properties may be subject to prior registered or unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects and land claims. A successful challenge to the validity of, or the precise area and location of, these claims could result in Palamina being unable to operate on its properties as permitted or being unable to enforce its rights with respect to its properties.

Further, in order to maintain the mining concessions, Palamina must incur certain minimum exploration expenditures annually or risk forfeiture of the mining concessions and any such expenditure made to such time. In light of Palamina's cash resources anticipated following the completion of the Arrangement, and in the absence of Palamina obtaining additional sources of funding, it is possible that Palamina may not be able to continue to commit the required minimum exploration expenditures required for its properties beyond the near-term.

Infrastructure

Development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, and government or other interference in the maintenance or provision of such infrastructure could adversely affect Palamina's business, plans, prospects, financial condition and results.

Competition

The resource and mining exploration industry is intensely competitive in all of its phases. As a result of this competition, some of which is with significantly larger, established mining companies with substantial capabilities and greater financial and technical resources than Palamina, Palamina may be unable to continue to explore and develop its existing properties, or to acquire additional mineral properties in the future. Palamina may also encounter increasing competition from other resource and mining companies, many of which are significantly larger with significantly greater resources, in its efforts to hire experienced mining professionals.

Government Regulation

The mineral exploration activities (as well as the potential for eventual mining, processing and development activities) of Palamina will be subject to extensive laws and regulations governing prospecting, exploration, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, waste disposal, water use, land claims of local people, protection of historic and archaeological sites, mine development, protection of endangered and protected species and other matters.

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Government approvals, approval of the local population and permits are currently, and may in the future be required in connection with Palamina's proposed activities. To the extent such approvals are required and not obtained, Palamina may be curtailed or prohibited from continuing its exploration or development activities or from proceeding with planned exploration or development of mineral properties. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing activities to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in the exploration or development of mineral properties or mining operations may be required to compensate those suffering loss or damage by reason of their activities and may have civil or criminal fines or penalties imposed for violations of applicable laws. Regulators in Peru have broad authority to shut down and/or levy fines against facilities that do not comply with regulations or standards.

Palamina's mineral exploration and development activities may be adversely affected in varying degrees by changing government regulations relating to the mining industry or shifts in political conditions that increase royalties payable or the costs related to Palamina's activities or maintaining its properties. Operations may also be affected in varying degrees by government regulations with respect to restrictions on exploration, development, production, price controls, government imposed royalties, claim fees, export controls, income taxes, and expropriation of property, environmental legislation and mine safety. The effect of these factors cannot be accurately predicted. Although Palamina's exploration and development activities are expected to be carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration or development.

Furthermore, any shift in political attitudes, or amendments to current laws and regulations governing activities of exploration, development, mining or milling or more stringent implementation thereof are beyond the control of Palamina and could have a substantial adverse impact on Palamina.

Foreign Operations

Palamina's material exploration property is located in Peru and are subject to those jurisdiction's laws. As such, Palamina's activities will be and may increasingly be exposed to various levels of political, economic and other risks and uncertainties. Palamina believes the present attitude of Peru to foreign investment and resource exploration to be favourable, but investors should assess the political risks of investing in a foreign country. These risks and uncertainties vary from country to country and include, but are not limited to: terrorism; hostage taking; military repression; fluctuations in currency exchange rates; high rates of inflation; labour unrest; the risks of war or civil unrest; expropriation and nationalization; renegotiation or nullification of existing concessions, licenses, permits and contracts; illegal mining; changes in taxation policies; and changing political conditions and governmental regulations, including changing environmental legislation.

Peru is working to develop greater political and economic stability. However, Peru continue to experience heightened levels of political and economic instability due to regional geopolitical instability. These conditions may be exacerbated by current global economic conditions. This instability may cause changes to existing governmental regulations affecting mineral exploration and mining activities, and exposes Palamina to various risks associated with emerging markets, and/or may have a material adverse effect on Palamina's plans, properties, business, financial condition and results. While Palamina intends to implement various controls relative to its operations, including controls ensuring compliance with the *Corruption of Foreign Public Officials Act*, there is no assurance that such controls will eliminate such risks. These controls in conjunction with future periodic site visits are anticipated to provide management

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with the necessary internal controls relative to the operations in Peru. Palamina will also monitor the business and regulatory environment of Peru in order to minimize the potential impact on costs and operations.

Variations from the current regulatory, economic and political climate could have an adverse effect on the affairs of Palamina. Changes, if any, in resource exploration or investment policies or shifts in political attitudes in Peru may adversely affect its activities or viability. Activities may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on operations, income taxes, expropriation of property, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety. Failure to comply strictly with applicable laws and local practices relating to mineral right applications and tenure could result in loss, reduction or expropriation of entitlements, or the imposition of additional local or foreign parties as joint venture partners with carried or other interests. The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on the plans, properties, business, financial condition or results of Palamina.

In addition, in the event of a dispute arising from foreign operations, Palamina may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdiction of courts in Canada. It is not possible for Palamina to accurately predict such developments or changes in laws or the extent to which any such developments or changes may have a material adverse effect on Palamina's business.

Influence of Third Party Stakeholders

Some of the lands in which Palamina holds an interest, or the exploration equipment and roads or other means of access which Palamina intends to utilize in carrying out its work programs or general business activities, may be subject to interests or claims by third party individuals, groups or companies. In the event that such third parties assert any claims or do not consent to Palamina carrying on activities on lands subject to their interests or claims, Palamina's work programs may be delayed or prevented, even if such claims are not meritorious. Such claims or delays may result in significant financial loss and loss of opportunity for Palamina.

Palamina may need to enter into negotiations with landowners and other groups in local communities in Peru in order to conduct further exploration and development work on its properties. There is no assurance that future discussions and negotiations will result in agreements with landowners and other local community groups in Peru or if such agreements will be on terms acceptable to Palamina so that Palamina may continue to conduct exploration and development activities on these properties.

Share Price Fluctuations

In recent years, securities markets have experienced a high level of price and volume volatility. The securities of many companies, particularly those considered exploration-stage companies such as Palamina, have experienced wide fluctuations in market prices which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that the price of the Palamina Shares will be unaffected by any such volatility. The market price of the shares of mineral resource companies is also significantly affected by short-term changes in commodity prices, precious and base metal prices or other mineral prices.

Acquisitions and Integration

From time to time, Palamina may examine opportunities to acquire additional exploration and/or mining assets and businesses. Any acquisition that Palamina may choose to complete may be of a significant size

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relative to the size of Palamina, may change the nature or scale of Palamina's business and activities, and may expose Palamina to new geographic, political, operating, financial and geological risks. Palamina's success in its acquisition activities, if any, depends upon its ability to obtain additional sources of financing, identify suitable acquisition candidates, negotiate acceptable terms for any such acquisition, and integrate any acquired operations successfully with those of Palamina. Any acquisitions would be accompanied by risks. In the event that Palamina chooses to raise debt capital to finance any such acquisitions, Palamina's leverage will be increased. If Palamina chooses to use equity as consideration for such acquisitions, existing shareholders may suffer significant dilution. There can be no assurance that Palamina would be successful in obtaining additional sources of financing or in overcoming these risks or any other problems encountered in connection with such acquisitions.

Management of Growth

Palamina may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of Palamina to manage growth effectively will require it to continue to implement and improve its operations and financial systems and to expand, train and manage its employee base. The inability of Palamina to deal with this growth could have a material adverse impact on its business, plans, operations and prospects.

Dilution

Financing the development of a mineral property through to production, should feasibility studies show it is recommended, would be expensive and Palamina would require additional monies to fund development and exploration programs and potential acquisitions. Palamina cannot predict the size of future issuances of Palamina Common Shares or the issuance of debt instruments or other securities convertible into Palamina Common Shares. Likewise, Palamina cannot predict the effect, if any, that future issuances and sales of Palamina's securities will have on the market and market price of the Palamina Shares. If Palamina raises additional funds by issuing additional equity securities, such financing may substantially dilute the interests of existing shareholders. Sales of substantial numbers of Palamina securities, or the availability of such Palamina securities for sale, could adversely affect the market, liquidity and any prevailing market prices for Palamina's securities.

Dividend Policy

No dividends on the Palamina Common Shares have been paid by Palamina to date. Payment of any future dividends will be at the discretion of Palamina's board of directors after taking into account many factors, including Palamina's operating results, financial condition and current and anticipated cash needs. At this time, Palamina has no source of cash flow and anticipates using all available cash resources towards its stated business objectives and retaining all earnings, if any, to finance its business activities.

Key Personnel

Palamina's development will be dependent on the efforts of key management and potentially other key personnel. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. The loss of any of these people, particularly to competitors, could have a material adverse effect on Palamina's business. Further, with respect to the future development of Palamina's exploration properties, it may become necessary to attract both international and local personnel for such development. The marketplace for key skilled personnel is highly competitive, which means the cost of hiring, training and retaining such personnel may increase. Factors outside Palamina's control, including competition for human capital and the high level of technical expertise and experience required to executive this development, will affect Palamina's ability to identify and retain the specific personnel required.

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Due to the relatively small size of Palamina, the loss of key personnel or Palamina's inability to attract and retain additional highly skilled employees or consultants may adversely affect its business, activities and future plans. Palamina does anticipate carrying any "key person" life insurance in respect of any of its directors, officers or other employees.

Risk of Litigation

Palamina may become involved in disputes with other parties in the future which may result in litigation or other legal proceedings. The results of legal proceedings cannot be predicted with certainty. If Palamina is unable to resolve these disputes favourably, it may have a material adverse impact on the ability of Palamina to carry out its business plan.

Internal Controls

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

Conflicts of Interest

Certain of the directors and officers of Palamina also serve as directors and/or officers of other companies involved in natural resource exploration and development and consequently there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers involving Palamina will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of Palamina and its shareholders. In addition, each of the directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest in accordance with the procedures set forth in the OBCA and other applicable laws.

DISCLOSURE AND INTERNAL CONTROLS

Management has established processes, which are in place to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements and (ii) the financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the financial statements.

In contrast to the certificate required under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings (Form 52-109FV2), the Company utilizes the Venture Issuer Basic Certificate which does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing the Certificate are not making any representations relating to the establishment and maintenance of:

- (i) 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
- (ii) 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 issuer's IFRS.

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The Company'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 in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

The Corporation's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") are responsible for the design and effectiveness of disclosure controls and procedures ("DC&P") and the design of international control over financial reporting ("ICFR") to provide reasonable assurance that material information related to the Corporation is made known to the Corporation's certifying officers. The Corporation's controls are based on the Committee of Sponsoring Organizations ("COSO") 2013 framework. The Corporation's CEO and the CFO have evaluated the design and effectiveness of the Corporation's DC&P as of September 30, 2019 and have concluded that these controls and procedures are effective in providing reasonable assurance that material information relating to the Corporation is made known to them by others within the Corporation. The CEO and CFO have also evaluated the design and effectiveness of the Corporation's ICFR as of September 30, 2019 and concluded that these controls and procedures are effective in providing reasonable assurance that financial information is recorded, processed, summarized and reported in a timely manner.

During the current period there have been no changes in the Corporation's DC&P or ICFR that materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

Cautionary Note Regarding Forward-Looking Information

Except for statements of historical fact relating to Palamina, certain information contained in this MD&A constitutes "forward-looking information" under Canadian securities legislation. Forward-looking information includes, but is not limited to, statements with respect to the potential of the Company's properties; the future price of precious and/or base metals; success of exploration activities; cost and timing of future exploration and development; requirements for additional capital and other statements relating to the financial and business prospects of the Company. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, and are inherently subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to risks related to: unexpected events and delays during permitting; the possibility that future exploration results will not be consistent with the Company's expectations; timing and availability of external financing on acceptable terms and in light of the current decline in global liquidity and credit availability; the uncertainty of conducting activities within a joint venture structure; currency exchange rates; government regulation of mining operations; failure of equipment or processes to operate as anticipated; risks inherent in mineral exploration and development including environmental hazards, industrial accidents, unusual or unexpected geological

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formations; and uncertain political and economic environments. Although management of Palamina has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

Caution Regarding Adjacent or Similar Mineral Properties

This MD&A contains information with respect to adjacent or similar mineral properties in respect of which the Company has no interest or rights to explore or mine. The Company advises US investors that the mining guidelines of the US Securities and Exchange Commission (the "SEC") set forth in the SEC's Industry Guide 7 ("SEC Industry Guide 7") strictly prohibit information of this type in documents filed with the SEC. Readers are cautioned that the Company has no interest in or right to acquire any interest in any such properties, and that mineral deposits on adjacent or similar properties, and any production therefore or economics with respect thereto, are not indicative of mineral deposits on the Company's properties or the potential production from, or cost or economics of, any future mining of any of the Company's mineral properties.

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Management's Responsibility for Financial Information

The unaudited interim consolidated financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the unaudited interim consolidated financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the statement of financial position date. In the opinion of management, the interim consolidated financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standard 34 Interim Financial Reporting of International Financial Reporting Standards using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

Management has established systems of internal control over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced.

The Board of Directors is responsible for reviewing and approving the unaudited interim consolidated financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited interim consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited interim consolidated financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

External auditors, appointed by the shareholders, have not audited or reviewed the unaudited interim consolidated financial statements for the nine month period ended September 30, 2019, and did not perform the tests deemed necessary to enable them to express an opinion on these unaudited interim consolidated financial statements.

November 28, 2019

(Signed) "*Andrew Thomson*"
Andrew Thomson
President and Chief Executive Officer

(Signed) "*Brian Jennings*"
Brian Jennings
Chief Financial Officer