PALAMINA CORP.

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE THREE MONTH PERIOD AND YEAR ENDED DECEMBER 31, 2017

This Management Discussion and Analysis ("MD&A") reviews the financial condition and results of operations of Palamina Corp. ("Palamina" or the "Company") for the three month period and year ended December 31, 2017. The MD&A was prepared as of April 9, 2018 and should be read in conjunction with the audited consolidated financial statements for the years ended December 31, 2017 and 2016, including the notes thereto. All figures are in Canadian dollars unless stated otherwise. Additional information relevant to the Companies 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 in Peru Palamina SAC ("Palamina Peru"), and 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 an excess of current assets over current liabilities of $61,575 at December 31, 2017; had not yet achieved profitable operations; had accumulated losses of $3,274,412 at December 31, 2017; and expects to incur further losses in the development of its business. Management believes that Palamina has adequate cash resources to fund its operations over the next twelve months. However, additional financing is required 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. Subsequent to year end 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.

PROPERTY PORTFOLIO

Qualified Persons
Mr. Donald Mc Iver, M.Sc. Exploration and Economic Geology, a Fellow of the Australian Institute of Mining and Metallurgy (FAusIMM), as well as the Society of Economic Geologists (FSEG), Vice President of Exploration for Palamina Corp. and a qualified person as defined by NI 43-101, has reviewed the 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. Mc Iver is not considered independent due to his position as an officer of the Company. In addition to reviewing this report, Mr. Mc Iver is responsible for management and supervision of Palamina Peru's exploration programs in Peru.

Peru Properties

Mining Concession Applications and Titles
On January 2, 2017, Palamina Corp's 100% owned Peruvian subsidiary, Palamina S.A.C. ("Palamina Peru") secured the application mining rights to 27 mining concession applications within the Department of Puno in southeast Peru as well as two mining concession applications in the Department of Ica along the Peruvian coast south of Lima, for a total of 29 mining concession applications covering a total 24,000 hectares.

In the fourth quarter of 2017, Palamina Peru submitted an additional 23 mining concession applications for a total of 54 applications covering some 39,300 hectares. At year end Palamina Peru had yet to receive title to any of its mining concession applications.

In 2017, the granting of title for mining concession applications in Peru were delayed due to a number of factors as set out below:

- On April 30, 2016, Law 30428 was adopted facilitating the introduction of a new UTM coordinate system in Peru ("WGS84"). This new law resulted in complications associated with overlapping UTM coordinates between the historical PSAD56 coordinate system and the new WGS84 coordinate system,
- The mining concession application process in Puno was suspended from February 6, 2017 to October 31, 2017, due to the introduction of a formal process to legalize the status of certain artisanal miners,
- Palamina Peru's mining concession application areas are also subject to partial reductions and/or fractioning which occur when two or more groups apply for the same area simultaneously. When this happens, the mining concession application is subject to auction between interested parties which results in delay, and
- The Peruvian Ministry of Energy and Mines (MEM) had suspended issuance of titles in the department of Puno while it contested a disingenuous November 14, 2016 decision by the Supreme Court of Puno. The November 14, 2016 decision allowed surface rights owners the ability to block the issuance of title until such time an agreement is reached between the mining concession applicant and the surface rights owners to explore and exploit the mining concession application areas. In December of 2017 the MEM elected to begin processing applications within the Department of Puno that sit outside the community in which the surface rights were affected by the Supreme Court judgement.

The majority of mining concession application rights secured by Palamina are within the department of Puno. While there are no guarantee the Department of Puno will not re-instate the moratorium on issuance of title in Puno, for the moment the process for issuance of title appears to be resuming a more normal time frame for processing applications outside the disputed area. As a result, applications in Puno that have completed all of the processing required are being granted title.

During the first quarter of 2018**,** the department of Puno issued title to 20 mining concessions totalling 15,700 hectares and Palamina staked an additional 11 mining concessions totaling 10,900 hectares to retain mining title and concession application rights to a total 50,200 hectares in Peru.

Changes to the Peruvian mining law in 2018

Environmental Permitting: Under the previous mining laws, prior to obtaining title, Palamina Peru could only carry out limited exploration reconnaissance programs on its applied and titled ground without environmental permits. During 2017, Palamina Peru completed limited preliminary geological evaluation on all of its property groupings while completing the necessary steps to obtain title.

The new mining laws (Supreme Decree N° 042-2017-EM), brought into force in Peru on December 22, 2017, present a number of positive developments for operators in the mining and exploration industry. Under article 10 of the new mining law, exploration and prospecting activities using instruments or equipment that can be transported without causing greater alteration than that caused by the ordinary traffic of people and vehicles (such as with equipment relating to geological, geophysical, geotechnical and geochemical studies; topographic surveys; collection of small amounts of rock samples and surface minerals, etc.) no longer require an environmental permit (certification) before starting the activity. Such constructive changes facilitate a significant advantage for expediting exploration advances in preparation for exploratory drilling during 2018.

Drill Permitting: Previously a Category I declaration of environmental impact study (DIA) allowed up to 20 exploration drill holes, the recent modification of this law will now facilitate up to 40 drilling platforms.

Focus on Puno Orogenic Gold Belt

The Puno Orogenic Gold Belt (POGB) is a highly prospective auriferous belt which follows the Andean trend and measures approximately 175 kilometres NW-SE by 75 kilometres NE-SW. The gold belt is bordered by Bolivia to the east and the Madre de Dios region to the north, and contains numerous orogenic gold showings.

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. Palamina is targeting continuous, tabular zones of multiple quartz veining hosted gold (+/- silver) mineralization within fine-grained, sheared, metamorphosed, sedimentary rocks. Tabular zones may occur as discrete, stacked, bedding-parallel horizons within the host rock. The sought after gold mineralization consists of native gold in continuous, discrete “packages” of quartz veins, veinlets and micro-veinlets and metallurgical recoveries are typically high. Artisanal mining methods will only allow for mining to 50 m below surface (legal limit), but many may penetrate to almost 100 m below the surface before the artisanal methods employed start to overly restrict air supply and dewatering capability. Meantime, orogenic gold deposits are known to extend to vertical depths greater than 1,000 m (important local examples 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 undergoing exploitation in an artisanal manner. Little to no resource drilling and/or systematic exploration activity occurs along strike extension or at depth within these areas of the POGB. Erosion of these gold-bearing structures are thought to be the source of extensive alluvial gold deposits located in the low-lying Madre de Dios region to the north. Palamina Peru believes the POGB has considerable potential to contain a compelling number of additional orogenic gold deposits.

There has been a significant up-grading of road (Pacific-Atlantic interoceanic highway) and power (San Gaban - third power plant under construction) infrastructure over recent years in the POGB. It is Palamina Peru's belief that these developments will lead to and assist the development of new gold discoveries in the coming years. With this in mind, Palamina Peru has assembled a core Peru-based geological team having a combined 35 years' experience in the POGB. All of Palamina Peru's gold projects are in proximity to important known gold occurrences and generally involve grassroots exploration over geologically highly prospective areas. Acquisition of land positions with proven potential is included in the Palamina Peru's strategy within the POGB.

Puno Orogenic Gold Belt (POGB) Applications
In January of 2017, Palamina Peru applied for five separate project areas in known gold mining districts; the Gaban, Cori, Coasa, Orco and Sandia gold projects. Since January of 2017, all five project areas have been visited and prioritized based on an analysis of their access infrastructure and geological potential. On October 31, 2017, a sixth project area named Bendi, was staked.

After completing its initial visits, the Orco and Sandia gold projects were combined into one project, the Orco Project. Of the resulting five district-scale gold projects, Palamina Peru has prioritized the Gaban and Coasa gold projects and completed five geological campaigns on each. A summary of work completed to date on all application project areas follows.

Gaban Gold Project
At the Gaban Gold Project, Palamina Peru has secured the mining rights to 4 titled concessions in addition to 15 mining concession under application covering a total 14,100 hectares. Palamina Peru's mining concession applications traverse the town of San Gaban. San Gaban is located on the new Interoceanic Highway connecting the Pacific and Atlantic Oceans at an elevation of only 550 meters above sea level. Local power is provided by the nearby 206 MW San Gaban hydroelectric facility. In addition, a new bridge is being completed by the Peruvian government across the San Gaban River which will provide easy year-round access to the project.

Artisanal gold mining in streams traversing the Gaban mining concession applications has been observed at more than ten locations. On the basis of field observations, Palamina Peru believes the Gaban property hosts the source for the alluvial gold. Preliminary geochemical sampling programs have been designed to locate the source of the alluvial gold. Initial stream sediment sampling sieved to -60 mesh (0.250 mm), returned values of up to 4.9 g/t gold. Subsequent follow-up rock sampling bordering the drainage system has returned anomalous gold and important coincidental pathfinder element values.

In January 2018, Palamina Peru announced the acquisition of 100% of the mining rights to two contiguous mining concessions covering 1,000 hectares. By acquiring 100% of the mining rights to the Minera San Gaban and Aurífera San Gaban claims, Palamina has secured the mining rights to 85 % of an area bound on all sides by four mountain ridges where geochemical stream sediment and rock sampling results would suggest proximity to an orogenic gold source. Palamina Peru paid a total $US 17,500 on signing of 100% transfer of the mining rights to the 300 hectare Minera San Gaban and the 700 hectare

Aurífera San Gaban claims. A further US $17,500 is due to the vendors once title to the mining rights has been registered in the name of Palamina Peru. Palamina Peru granted a 1% Net Smelter Return per property whereby Palamina Peru retains the right to purchase one or both of the 1% NSR royalties for US $330,000 per 1% NSR royalty per property.

During 2017, a total of five field campaigns of up to 20 days each were spent on geological reconnaissance mapping, geochemical stream sediment sampling (80 samples), and rock outcrop sampling (183 samples). Exploration campaigns at times included as many as three field crews operating in the field.

Geological reconnaissance results within the Gaban Project boundaries have shown that, among others, principal mineralogical, lithological and structural controls as required in this belt for economic orogenic gold mineralization to occur, are present. The Gaban Project additionally hosts at least two intrusive events, one of which is mineralized. Up to three quartz vein/veinlet-sulphide mineralizing events have been recognized to date, with associated structural deformation evident in both sedimentary sequences as well as mineralized intrusive bodies.

Follow-up exploration programs will resume after the rainy season (Nov to April) and will focus on the development of anomalous gold zones, enhanced geochemistry and identification of prospective areas for exploration diamond drilling consideration. An airborne magnetic geophysical survey is also being considered as gold mineralization within the POGB is associated with pyrrhotite and the geophysical response could serve to identify magnetic structures where follow up reconnaissance will be carried out to detect mineralized quartz veins in shear zones, similar to those of the Ollachea gold deposit.

Coasa Gold Project

At the Coasa Gold Project, Palamina Peru has secured the mining rights to 9 titled concessions with 8 additional mining concession under application covering a total 15,500 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 geologic environment interpreted to be similar to that of the Ollachea orogenic gold deposit, located some 65 km to the northwest. The 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 on the mining concession applications is generally excellent as the property sits mostly above the tree line.

Palamina Peru field crews have completed five geological reconnaissance mapping and geochemical sampling (212 rock samples) campaigns, or 70 days, in the area, which resulted in the discovery of historic as well as recent artisanal diggings. In addition, on the Coasa mining concession applications, four geochemically anomalous and highly prospective areas have been identified. These are intimately associated with the northern extension of the structure controlling gold mineralization on the 1.0 Moz indicated and 1.03 Moz inferred Crucero gold project (4.5 km southeast of Palamina Peru's Coasa 9 concession), acquired by GoldMining Inc. from Lupaka Gold Corp (see GoldMining press release dated November 21, 2017).

Certain mineralizing controls common to selected orogenic gold deposits located within the POGB, have been identified on the Coasa mining applications. Here again, a coincidence between prospective lithology, structure, mineralization and intrusive bodies plays an important role in generating these highly prospective targets. Of note is the determination of the northwards extension of the N-trending Ucanuma shear zone (Crucero), and its intersection with the NW-trending Phusca shear-zone which includes a prospective E-W trending inflexion in the central Coasa zone. Palamina Peru refers to this regional structure as the Pacacorral-Ucanuma-Phusca shear zone.

During upcoming field campaigns Palamina Peru plans to advance its geological reconnaissance and geochemical surface sampling activities of prospective and anomalous structures in the eastern sector of the Coasa Gold Project. Field exploration programs will focus on geochemically anomalous zones and shear-zones to identify titled areas for follow-up exploration activity and, if justifiable, focused exploration diamond drilling. An airborne magnetic geophysical survey is also being considered as a gold-pyrrhotite association within the POGB and could serve to identify magnetic structures where follow up reconnaissance will be carried out to locate shear-zone hosted mineralized quartz veins similar to those observed elsewhere within the belt.

Cori, Orco, Bendi Gold Projects

Palamina Peru has 30 mining concession applications covering 18,400 hectares that make up the Orco (4,600 hectares), Bendi (7,500 hectares) and Cori (6,300 hectares) gold projects all in the district of Puno within the POGB.

After completing its initial field visits, the Orco and Sandia gold projects were combined into one project, the Orco Project. At Orco, tectonized and structurally deformed areas hosting NW-SE trending regional thrust faults and NE-SW trending shears are present. Weak mineralization occurs in the form of quartz veins hosting iron oxides and scattered sulphides within fault and shear zones. One shear zone over a 10m width hosting deformed quartz veinlets, returned significantly anomalous gold values up to 0.26 g/t Au.

At Cori, limited reconnaissance has been carried out as efforts were hampered due to unseasonal heavy rains.

The Bendi applications were submitted on the basis of Palamina Peru's current understanding of the structures in the district, their relationship to existing gold mines and the recent availability of mining rights due to the cancelation of prior titled concessions. Palamina Peru has not evaluated Bendi to date.

Ica Iron Oxide Copper-Gold Project

At the Ica iron oxide copper-gold (I.O.C.G.) Project, two mining concession applications covering 2,000 hectares were claimed in January 2017. Ica is located within the coastal I.O.C.G. belt of southern Peru (the Tinka project area). A substantial portion of these application areas are subject to auction and Palamina Peru is awaiting notification by government as to the date of the auction.

Lagunas Silver Polymetallic Project

At the Lagunas Silver Polymetallic Project, two mining concession applications covering 1,700 hectares were submitted on October 31, 2017. The Lagunas Project is located 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.

Mexican Properties

Palamina Corp. maintains a presence in Mexico but is primarily focusing its exploration efforts in Peru. Palamina is seeking a partner to advance its Santuario property in Mexico.

El Santuario Property

The El Santuario property is comprised of one mining concession ("El Santuario") that is 100%-owned by Palamina Mexico. The concession covers 1,372 hectares and in the Cardonal district in Hidalgo State in central Mexico. The property is host to numerous historic gold prospects as well as widespread weakly anomalous values of lead, zinc, silver and manganese in altered limestone. In 2012, geologic mapping and sampling was completed with a view to identifying drilling targets. A limited ground magnetics program was also completed along the contact between the sedimentary rocks and a rhyolite porphyry/flow dome complex. A total of 438 additional rock samples were collected and 98.4 line-kilometers of ground magnetics covering approximately 1,215 hectares were completed during the 2012 program.

Two primary target deposit types were identified during the 2012 program: gold in fractures and quartz veinlets hosted by the rhyolite porphyry/flow dome complex and/or adjacent sedimentary rocks and lead-zinc-silver polymetallic replacement deposits hosted by Cretaceous carbonate rocks along the contact with the rhyolite porphyry. Gold mineralization consists of millimeter-scale quartz-iron oxide veining hosted by the rhyolite porphyry. Gold values in the San Clemente area range from below detection limit up to 10.3 grams per tonne ("g/t"). Visible gold has been reported from panning during sampling conducted by the Mexican geological survey in the San Clemente area.

The potential for lead-zinc-silver polymetallic replacement mineralization is reflected by a large area of marblization in carbonate rocks accompanied by local concentrations of jasperoids and limonite, and sericitic and silicic alteration in the rhyolite porphyry. The area is characterized by weak but widespread areas of lead and zinc with sporadic weakly anomalous values of silver and manganese.

In the first quarter of 2016, Palamina Mexico completed a sampling program on the El Santuario Property. Eighty-one (81) rock samples were collected from the San Clemente gold target and the La Presa polymetallic replacement lead-zinc-silver target. Sampling of the San Clemente gold target was intended to better understand the structural controls of the gold mineralization. Twenty-two (22) samples were collected from several prominent structural trends. Sampling targeted well-defined structures of various orientations, as opposed to broader sample intervals which often contain more than one structure, with the objective of understanding which structural orientations are mineralized. All but one of the 22 samples contained detectible gold with 12 of the 22 containing greater than 0.50 grams per tonne gold and four samples containing more than 1.00 grams per tonne gold.

Sampling in the La Presa polymetallic replacement lead-zinc-silver area was intended to investigate a strong northwest-trending fault system along the contact between Cretaceous sedimentary rocks and the rhyolite porphyry. Fifty-nine (59) chip-channel samples were collected from this zone, which measures more than 100 metres in width. The best interval is anomalous in gold and arsenic averaging 0.029 grams per tonne gold (29 ppb gold) over 10 m sampled width, with a maximum value of 0.050 grams per tonne gold (50 ppb gold), and 2,323 ppm arsenic with a maximum of 4,060 ppm arsenic. No further work is planned for the La Presa area at this time.

Palamina Mexico is in the process of clarifying surface ownership in the Project area. Once this step is complete, Palamina Mexico can negotiate surface access and begin the permitting process for future work.

In July of 2016 Palamina Mexico submitted applications to drop the SANT concession and reduce the size of the El Santuario concession. Palamina Mexico's application to drop the SANT concession was approved on February 7th, 2017 and the new title for the reduced El Santuario concession was issued on February 14th, 2017. The resulting land position, consisting of the El Santuario concession, is now 1,372 hectares.

In February of 2018 a consultant to Palamina Mexico conducted a property tour on the Santuario project for a third party interested in possibly advancing the project.

Gavilán Property

On March 13, 2017 Palamina Mexico submitted an application to drop the Gavilán concession.

Chinipas Property

On March 13, 2017 Palamina Mexico submitted applications to drop the Chinipas and Chinipas 1 concessions.

Exploration and Evaluation Expenditures

The exploration and evaluation expenses incurred by Palamina by property and by expenditure classification are summarized as follows:

Year ended December 31,	**2017**	2016
Peru Properties	**$ 941,351**	$ 171,262
El Santuario Property	**44,653**	243,127
Gavilan Property	**3,390**	15,893
Chinipas Property	**401**	2,746
Other Property Investigation	**-**	29,278
Exploration and evaluation expenditures	**$ 989,795**	$ 462,306

Year ended December 31,	**2017**	2016
Consulting	**$ 394,055**	$ 208,487
Regional exploration	**414,034**	25,777
Acquisition costs	**150,020**	171,262
Mining concession taxes	**31,686**	56,780
Exploration and evaluation expenditures	**$ 989,795**	$ 462,306

OVERALL PERFORMANCE

	Three Months Ended December 31, 2017	Three Months Ended December 31, 2016	Year Ended December 31, 2017	Year Ended December 31 2016	Year Ended December 31, 2015
	$	$	$	$	$
Exploration and evaluation expenditures	**292,276**	236,123	**989,795**	**462,306**	218,264
Administrative expenses	**158,753**	143,824	**535,208**	**538,388**	390,026
Share-based payments	**29,000**	20,000	**176,000**	**20,000**	84,000
Interest income	**2,331**	(1,219)	**(5,595)**	**(7,240)**	(7,974)
Net loss	**482,360**	398,728	**1,695,408**	**1,013,454**	684,316
Loss per common share – basic and diluted	**0.02**	0.02	**0.07**	**0.06**	0.05

Net loss for the three months ended December 31, 2017 was $482,360 as compared to a net loss of $398,728 for the three month period ended December 31, 2016. The $83,632 increase in the net loss is primarily attributable to the following:

- Increase of $56,153 in exploration and evaluation expenditures for the three months ending December 31, 2017 compared to the same period in 2016 which is the result of an increase in expenditures in Peru regarding the assessment of the mining claim application areas and a decrease in expenditures in Mexico resulting from the reduction in concession areas.
- Increase of $14,929 in administrative expenses for the three months ending December 31, 2017 compared to the same period in 2016. Administrative expenditures increased between the two periods due to higher costs related to the Peru operations which have been steadily increasing.
- Increase of $9,000 in share-based payment expense for the three months ending December 31, 2017 compared to the same period in 2016. 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.

Net loss for the year ended December 31, 2017 was $1,695,408 as compared to a net loss of $1,013,454 for the year ended December 31, 2016. The $681,954 increase in the net loss is primarily attributable to the following:

- Increase of $527,489 in exploration and evaluation expenditures for the year ending December 31, 2017 compared to the same period in 2016 which is the result of an increase in expenditures in Peru regarding the assessment of the mining claim application areas and a decrease in expenditures in Mexico resulting from the reduction in concession areas.
- Administrative expenses for the year ending December 31, 2017 compared to the same period in 2016 have remained relatively consistent.
- Increase of $156,000 in share-based payments for the year ending December 31, 2017 compared to the same period in 2016 relating to 1,130,000 options issued during the year ended December 31, 2017 compared to 150,000 options issued in the prior period. 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.

Summary of Quarterly Results

Statement of Loss	Dec 31 2017 $	Sep 30 2017 $	Jun 30 2017 $	Mar 31 2017 $
Exploration and evaluation expenditures	292,276	297,106	192,504	207,909
Administrative expenses	158,753	120,979	134,565	120,911
Share-based payments	29,000	-	-	147,000
Interest income	2,331	(2,130)	(2,969)	(2,827)
Net loss	482,360	415,955	324,100	472,993
Loss per common share – basic and diluted	0.02	0.02	0.01	0.02

Statement of Loss	Dec 31 2016 $	Sep 30 2016 $	Jun 30 2016 $	Mar 31 2016 $
Exploration and evaluation Expenditures	236,123	80,460	55,032	90,691
Administrative expenses	143,824	143,905	124,986	125,673
Share-based payments	20,000	-	-	-
Interest income	(1,219)	(2,589)	(847)	(2,585)
Net loss	398,728	221,776	179,171	213,779
Loss per common share – basic and diluted	0.02	0.01	0.01	0.01

- Over the past eight quarters exploration and evaluation expenditures ranged from a high of $297,106 in the third quarter of 2017 to a low of $55,032 in the second quarter of 2016. The significant increase in 2017 relates to the acquisition of mining claim applications in Peru. The fluctuations in other quarters relate to the timing of the exploration programs and tax payments on the Peru and Mexico properties.
- Administrative expenses ranged from a low of $120,911 in the first quarter of 2017 to a high of $158,753 in the fourth quarter of 2017. Administrative expenses have fluctuated within the normal range of $120,000 to $140,000 per quarter.
- Share-based payment expense, which is a non-cash item, has ranged between a low of $nil to a high of $147,000 in the first quarter of 2017. 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.

Financial Position

As at December 31, 2017 the Company had assets of $374,767 (December 31, 2016 - $1,775,290) and an equity position of $107,641 (December 31, 2016 - $1,637,504). Total assets as at December 31, 2017 consisted primarily of cash and cash equivalents of $296,805 (December 31, 2016 - $1,749,921), receivables of $9,130 (December 31, 2016 - $12,669) and prepaid expenses of $22,766 (December 31, 2016 - $8,528).

LIQUIDITY, CAPITAL RESOURCES AND GOING CONCERN UNCERTAININTY

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 an excess of current assets over current liabilities of $61,575 at December 31, 2017; had not yet achieved profitable operations; had accumulated losses of $3,274,412 at December 31, 2017; and expects to incur further losses in the development of its business. Management believes that Palamina has adequate cash resources to fund its operations over the next twelve months. However, additional financing is required 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. Subsequent to year end 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.

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. The minimum expenditures to keep the properties in good standing through December 31, 2018 are approximately $210,000.

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:

Years ended December 31,		2017		2016
Short-term employee benefits	$	415,000	$	436,000
Share based payments – options		134,000		20,000
Total compensation to key management	$	559,000	$	456,000

At December 31, 2017, included in trade and other payables is $142,000 (December 31, 2016 - $57,838) due to these key management personnel. These amounts are due on demand, unsecured and non-interest bearing.

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.

OUTSTANDING SHARE DATA

The following table sets forth information concerning the outstanding securities of the Company as at April 9, 2018:

Share Capital	Number of Shares
Balance – December 31, 2015	**14,574,704**
Issued pursuant to Private Placement (i)	8,000,000
Balance – December 31, 2016, and 2017	**22,574,704**
Issued pursuant to Private Placement (ii)	7,166,667
Issued pursuant to exercise of stock options (iil)	150,000
Balance – April 9, 2018	**29,891,371**

(i) On August 8, 2016 the Company closed a non-brokered private placement offering comprised of 8,000,000 common shares at a purchase price of $0.15 per share for aggregate gross proceeds of $1,200,000. Certain officers and directors of the company subscribed to an aggregate of 878,167 common shares, for gross proceeds of $131,725.

(ii) 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, 2019.

(iii) On March 28, 2018 the Company issued 150,000 common shares pursuant to the exercise of stock options at a price of $0.06.

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 December 31, 2017, the Company had 2,470 (December 31, 2016 – 982,470) options available for issuance under the Plan. The continuity of outstanding stock options for the year ended December 31, 2017 and 2016 is as follows:

	Number of stock options	Weighted average exercise price per share $
Balance – December 31, 2015	**1,125,000**	**0.11**
Granted (i)	150,000	0.16
Balance – December 31, 2016	**1,275,000**	**0.12**
Granted (ii) & (iii)	1,130,000	0.21
Expired	(150,000)	0.13
Balance – December 31, 2017	**2,255,000**	**0.16**
Exercised	(150,000)	0.06
Expired	(250,000)	0.17
Issued (iv)	950,000	0.39
Balance – April 9, 2018	**2,805,000**	**0.24**

(i) On November 15, 2016 the Company granted 150,000 options under the Plan with an exercise price of $0.16 and an expiry date of November 15, 2021. The resulting fair value of $20,000 was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 117%; a risk-free interest rate of 0.96% and an expected average life of 5 years. The options vested immediately.

(ii) On January 13, 2017, the Company granted 910,000 options to certain officers, directors and consultants of the Company under its stock option plan. All options are exercisable at $0.22 per common share. The options granted to officers and directors expire in 5 years and the options granted to consultants expire in 2 years. The resulting fair value of $147,000 was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 113%; a risk-free interest rate of 0.79% - 1.13% and an expected average life of 2 - 5 years. The options vested immediately.

(iii) On November 1, 2017, the Company granted 220,000 options to certain officers, directors and consultants of the Company under its stock option plan. All options are exercisable at $0.17 per common share. The options granted expire in 5 years. The resulting fair value of $29,000 was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 111%; a risk-free interest rate of 1.65% and an expected average life of 5 years. The options vested immediately.

(iv) 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.

See note 11 and 12 to the audited consolidated financial statements for the years ended December 31, 2017 and 2016 for more detailed disclosure of outstanding shares, warrants and options.

SUBSEQUENT EVENTS

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, 2019. 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.

On March 28, 2018 the Company issued 150,000 common shares pursuant to the exercise of stock options at a price of $0.06.

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.

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.

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.

ADOPTION OF NEW AND REVISED STANDARDS AND INTERPRETATIONS

New standards and interpretations to be adopted in future

At the date of authorization of these financial statements, the IASB and IFRIC has issued the following new and revised standards and interpretations which are not yet effective for the relevant reporting periods and which the Company has not early adopted and are relevant to the Company. However, the Company is currently assessing what impact the application of these standards or amendments will have on the consolidated financial statements of the Company.

- IFRS 9 'Financial *Instruments: Classification and Measurement'* – In July 2014, the IASB issued the final version of IFRS 9 Financial Instruments which reflects all phases of the financial instruments project and replaces IAS 39 Financial Instruments: Recognition and Measurement and all previous versions of IFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Retrospective application is required, but comparative information is not compulsory. The Company has not yet determined the impact of the amendments on the Company's financial statements.

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 December 31, 2017 totaled $107,641 (December 31, 2016 - $1,637,504).

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 have remained unchanged during the years ended December 31, 2017 and 2016. The Company is not subject to any capital requirements imposed by lending institutions or regulatory body, other than the TSX Venture Exchange.

The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than of the TSX Venture Exchange ("TSXV") which requires adequate working capital or financial resources of the greater of (i) $50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months.

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. Cash is classified for accounting purposes as loans and receivables, which are measured at amortized cost. Trade and other payables are classified for accounting purposes as other financial liabilities, which are measured at amortized cost.

- 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.

December 31, 2017	**Level One**	**Level Two**	**Level Three**
	$	**$**	**$**
Cash equivalents	-	-	-

December 31, 2016	**Level One**	**Level Two**	**Level Three**
	$	**$**	**$**
Cash equivalents	-	1,603,284	-

As at December 31, 2017 and 2016, 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 December 31, 2017 is the carrying value of cash and cash equivalents.

Liquidity risk
The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2017, the Company had current assets of $328,701 (December 31, 2016 - $1,771,118) including cash and cash equivalents of $296,805 (December 31, 2016 - $1,749,921) to settle current liabilities of $267,126 (December 31, 2016 - $137,786) resulting in working capital of $61,575 (December 31, 2016 - $1,633,332 working capital). See Subsequent Events disclosure above.

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 December 31, 2017, the Company had cash and cash equivalents of $296,805 (December 31, 2016 - $1,749,921).

Foreign currency risk
The Company's exploration activities are conducted in Mexico and Peru. Major purchases and exploration expenditures are transacted in Mexican pesos, 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 Mexican pesos, 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, silver, and copper 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, Mexican pesos, 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 year ended December 31, 2017 would have been approximately $9,000 higher/lower. If the Mexican peso rose or fell in relation to the Canadian dollar by 5% with all other variables held constant, accumulated other comprehensive loss for the year ended December 31, 2017 would have been approximately $100 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 year ended December 31, 2017 would have been approximately $100 higher/lower.

(iii) 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 minerals may be produced in the future, a profitable market will exist for them. As of December 31, 2017, the Company is not a producer of valuable 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 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.

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 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 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 property interests of Palamina are its interests in the Mexico Properties and the Peru Properties. As a result, unless Palamina acquires additional property interests, any adverse developments affecting any one of these properties would likely have an adverse effect upon Palamina and would adversely affect the potential mineral resource development, profitability, financial performance and condition and results of Palamina and its strategies and plans. Except for the El Santuario property, none of the Mexico Properties or Peru Properties is currently 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.

Indemnified Liability Risk

Pursuant to the Arrangement, Palamina has covenanted and agreed that it will assume all of the obligations and liabilities with respect to the assets transferred from Soltoro to Palamina. Because of Palamina's limited financial resources, any requirement to indemnify under these provisions could have a material adverse effect on the ability of Palamina to carry out its business plan and on its business, plans, prospects, financial condition and results.

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 suck 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 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.

Palamina and its directors and officers are restricted from competing with the business of Soltoro and from acquiring property or similar interests in a restricted area and period under agreements entered into pursuant to the Arrangement, which may in turn adversely impact its ability, even if the necessary funds are available, from acquiring properties or interests in Mexico.

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.

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 Mexico and 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

All of the Palamina's exploration properties are located in Mexico and 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 Mexico and 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.

Mexico and Peru are working to develop greater political and economic stability. However, Mexico and 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 with the necessary internal controls relative to the operations in Mexico and Peru. Palamina will also monitor the business and regulatory environment of Mexico and 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 Mexico and/or 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 Mexico and/or 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 Mexico and/or 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 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.

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.

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 December 31, 2017 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 December 31, 2017 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 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.**

Management's Responsibility for Financial Information

The audited 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 audited 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 consolidated financial statements have been prepared within acceptable limits of materiality and are in accordance with 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 audited 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 audited 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 audited 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.

The Audit Committee has reviewed the audited consolidated financial statements with management. The Board of Directors has approved the audited consolidated financial statements on the recommendation of the Audit Committee.

April 9, 2018

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

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