



**MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS**

**Form 51-102F1**

For the three and nine months ended March 31, 2019 and 2018

(Stated in Canadian Dollars)

(Unaudited)



MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS  
For the three and nine months ended March 31, 2019

Date of Report: May 22, 2019

**General**

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The following Management's Discussion and Analysis ("MD&A") of Mexican Gold Corp. (the "Corporation") should be read in conjunction with the unaudited consolidated financial statements for the three and nine months ended March 31, 2019 and the notes thereto. The Corporation's unaudited consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Unless otherwise stated, all amounts discussed herein are denominated in Canadian dollars. This MD&A was prepared as of May 22, 2019, and all information is current as of such date. Readers are encouraged to read the Corporation's public information filings on SEDAR at [www.sedar.com](http://www.sedar.com).

This discussion provides management's analysis of the Corporation's historical financial and operating results and provides estimates of the Corporation's future financial and operating performance based on information currently available. Actual results will vary from estimates and the variances may be significant. Readers should be aware that historical results are not necessarily indicative of future performance.

Certain information set forth in this MD&A, including management's assessment of the Corporation's future plans and operations, contains forward-looking statements. By their nature, forward-looking statements are subject to numerous risks and uncertainties, some of which are beyond the Corporation's control, including the impact of general economic conditions, industry conditions, volatility of commodity prices, currency fluctuations, imprecision of reserve estimates, environmental risks, competition from other industry participants, the lack of availability of qualified personnel or management, stock market volatility and ability to access sufficient capital from internal and external sources. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be inaccurate and, as such, reliance should not be placed on forward-looking statements. The Corporation's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits, if any, that the Corporation's will derive there from. The Corporation disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise except as required by applicable law.

**Corporate Overview**

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Mexican Gold Corp. (the "Corporation") (formerly Source Exploration Corp.) was incorporated under the Business Corporation's Act (Alberta) on October 5, 2006, and is engaged in the acquisition, exploration, and evaluation of mineral properties. On January 17, 2011, the Corporation received all necessary approvals to continue into the jurisdiction of Ontario.

The Corporation is in the process of exploring and evaluating its mineral properties and, on the basis of the information to date, has not yet determined whether any of the properties contain economically recoverable reserves. The recovery of expenditures on the mineral properties is dependent upon the existence of economically recoverable mineralization, the Corporation securing and maintaining title and beneficial interest in the properties, and the ability of the Corporation to obtain the necessary financing to complete the exploration and development and future profitable production or, alternatively, on the sufficiency of proceeds from disposition.



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### Operational Highlights Q3 2019

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Mexican Gold Corp. is engaged in the exploration and development of mineral properties in North America. Highlights from the period are:

#### **Financing Completed; Updated NI 43-101 Resource Estimate Underway; High Priority Untested Drill Targets Identified**

- Completed second tranche of announced \$3,000,000 non-brokered private placement.
- Commenced update of the August 2017 initial NI 43-101 Mineral Resource Estimate, scheduled for completion in July.
- Identification of high priority untested exploration targets.

#### **Completed Second Tranche Non-Brokered Private Placement for Gross Proceeds of \$2,143,000.**

On October 23<sup>rd</sup>, the company announced a non-brokered private placement at a price of \$0.20 per unit ("Unit") with a small group of investors. Each Unit consisted of one common share of the Company and one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitled the holder to purchase one transferable common share of the Company for a period of thirty-six months from the closing date of the Private Placement at a price of \$0.30 per common share.

The Company closed the first tranche of the Private Placement consisting of the sale of 10,315,000 Units on November 22, 2018.

On March 13, 2019 the Company announced the closing of the second tranche consisted of the sale of additional 400,000 Units, making the overall gross process of the Private Placement \$2,143,000.

#### **Updated NI 43-101 Resource Estimate Underway**

During the quarter, Mine Development Associates ("MDA") of Reno, Nevada, USA, commenced updating the initial Las Minas 43-101 Resource Estimate. A site visit was completed by MDA's geologist and Mexican Gold's management team in early April and data compilation and modelling is underway.

The updated resource will incorporate the new and higher-grade mineralization discovered in the El Dorado Dike Contact zone as well as additional tonnage delineated by step-out drilling at the El Dorado/Juan Bran and Santa Cruz zones. The resource will be developed using a newer and more refined geological, mineral domain model and will be used to plan further drilling at the site.

The initial resource estimate was for two of eight known mineralized zones – El Dorado/Juan Bran and Santa Cruz. The resource, which was filed in August 2017, delineated 15.3 million tonnes with 304,000 gold equivalent ounces in the measured and indicated category (5.0 million tonnes grading 1.90 grams gold – equivalent per tonne) and another 719,000 ounces gold equivalent ounces in 10.3 million inferred tonnes grading 2.17 grams gold equivalent.

The Company has drilled an additional 6,454 metres in 39 holes, increasing the amount of drilling in the resource area by approximately 40%. The drilling focused on expansion of the resource footprint and testing nearby geophysical targets. The drill program successfully delineated the high-grade El Dorado Dike Contact Zone. High - grade mineralization occurs on both sides of a cross cutting, diorite dike that bisects the El Dorado/Juan Bran zone. Drilling results included **10.19 grams/tonne gold equivalent** (4.51 g/t gold, 16.17 g/t silver, and 3.33 % copper **over 38.0 metres**. To date, the dike contact zone has been outlined along strike for over 470 metres – see press release dated March 1, 2018.

Additional step-out drilling completed in late 2017 and in 2018 expanded the western extension of the El Dorado/Juan Bran zone as well as the Santa Cruz zone. Step-out drilling at the El Dorado/Juan Bran zone intersected high-grade mineralization in hole **LM-18-JB-25**, located 33 metres west of the boundary of the El Dorado/Juan Bran zone. This hole graded **3.87 g/t Au Eq** (1.36 g/t Au, 7.93 g/t Ag and 1.46% Cu) **over 6.0 metres**. Additionally, hole **LM-18-JB-24** cut **8.0 metres** grading **1.13 g/t Au Eq** (0.46 g/t Au, 2.65 g/t Ag and 0.39 % Cu) **206 metres** north-west of the El Dorado zone – see press release dated May 9, 2018.

In 2018, resource expansion drilling at the Santa Cruz zone extended the zone above the area of previous drilling and at depth. Drill hole **LM- 18-SC-21**, which tested the upward extension of the zone, intersected multiple zones of mineralization



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that remain open. Drilling to depth intersected a projected continuation of the El Dorado zone located to the east of the Santa Cruz zone.

**High Priority Exploration Targets Identified**

In conjunction with the updated resource estimate, the Mexican Gold geologic team reviewed and prioritized exploration targets to be tested with future drill programs. These target areas include Pueblo Nuevo valley structural corridor and potential lower sill contact (LSC) mineralization at Las Minas.

**Pueblo Nuevo Valley**

In 2017 and mid-2018 the Company conducted surface work and evaluation of the Pueblo Nuevo valley structure, which lies in a deeply incised valley located approximately 2 to 3 km north-northwest of the main mineralized area. The Initial exploration work demonstrated the potential for the discovery of significant additional resources. The clusters of high-grade veins over a wide area offer the potential for bulk mining of several vein systems or selective high-grade mining of individual veins

Surface sampling identified several high- grade quartz veins occurring along the same sill contact believed to be part of the metallogenic system as the better-known gold- copper skarn deposits at Las Minas proper. The veins are contained within a **400-metre-wide** shear zone and spread over **600 metres** of strike length. Sampling of newly discovered surface outcrops and historical mines include **81.3 g/t Au**, **91.1 g/t Ag** and **17.1 % Zn over 2.0 metres**, **25.2 g/t Au** , **165.8 g/t Ag** over **0.15 metres** and **29.0 g/t Au** , **95.5 g/t Ag** and **8.4% Zn** over **0.20 metres** – see press release July 10, 2018. Earlier sampling of the Tamiagua 1 vein structure in 2017 yielded up to **24.86 g/t gold** and **17.8 g/t silver** over **0.25 m**, contained within a **0.72 m** interval grading **19.09 g/t gold** and **10.6 g/t silver** – see press release May 31, 2017.

**Potential Lower Contact Mineralization at Las Minas**

Mineralization at Las Minas is located at the contact of a diorite sill structure with overlying carbonate rocks, largely in exoskarn zones. The diorite sill structure measures approximately 10 kilometres in diameter. Drilling to date has focused on the near-surface upper- sill contact mineralization.

Sill structures are known to have mineralized zones located on both the upper and lower contacts, often with much higher-grade mineralization on the lower contact. This has proven to be the case at the world-famous Cobalt Camp of Ontario and at Torex Gold Resources Inc's ELG Complex in Mexico. The Sub – Sill deposit at Torex's ELG Complex, which was discovered in 2016, contains reserves of **522, 000 tonnes** grading **10.9 g/t Au** - see Torex's website.

The Company is contemplating the drilling a several deeper holes beneath the El Dorado/ Juan Bran zone to test for lower contact mineralization. Conceptually, there is no reason to not believe that similar or higher- grade skarn mineralization would be encountered at the lower contact of the sill. It is unknown how thick the sill is however, but a 500-metre hole would hopefully penetrate through the sill to test for lower contact skarn mineralization. If encountered, this could substantially impact and increase resources in the main area as well as other mineralized zones on the property.

As previously disclosed, the Corporation through its Mexican subsidiary Roca Verde, S.A. de C.V. (Roca Verde) filed a response as a third party of interest after receiving notification of an appeal by the heir of one of the five co-owners of a neighbouring concession (the "Neighbouring Concession Co-owner") to an earlier decision by the General Bureau of Mining ("GBM") located in Mexico regarding an overlapping area of its Las Minas property. The overlapping area comprises approximately 11% of the Las Minas project. The Corporation's interest in the Las Minas Project is held through Roca Verde, which owns six concessions, including the Pepe and Pepe Tres mining concessions ( Collectively the "Pepe Concessions"). In 2016, Roca Verde received notice from the Regional Court of Tlaxcala of the Federal Tribunal of Administrative Justice advising that Neighbouring Concession Co-owner has appealed (the "2016 Appeal") against the General Bureau of Mining's decision to nullify a portion of the area of the concession that overlaps a portion of the Pepe Concessions. The Corporation after consulting its Mexican legal counsel is of the view that the appeal is without merit and that the February 28, 2014 decision by the General Bureau of Mining was correct in all material respects based on the review of the title documents relating to the Pepe Concessions and the neighbouring concessions, and both the former owners of the Pepe Concessions (from whom Roca Verde had acquired the Pepe Concessions) and currently Roca Verde have valid ownership to the overlapping area under applicable Mexican law. The Corporation believes that the 2016 Appeal will be denied in due course.

In early 2017, the above Neighbouring Concession Co-owner filed another petition with the General Bureau of Mining in Mexico requesting the cancellation of Roca Verde's Pepe mining concession. The GBM indicated that it would not review



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the petition until the 2016 Appeal is resolved. In 2017, the Neighbouring Concession Co-owner filed an appeal (the "2017 Appeal") in the Regional Court of Tlaxcala of the Federal Tribunal of Administrative Justice against the decision of the GBM as well. The Corporation after consulting its Mexican legal counsel is of the view that the 2017 Appeal is also without merit and believes that the 2017 Appeal will be denied in due course. Based on a review of the title documents relating to the Pepe Concessions and the neighbouring concession and having consulted with Mexican legal counsel, the Corporation believes that both the former owners of the Pepe Concessions and now Roca Verde have valid ownership to the overlapping area under applicable Mexican law.

**Organizational Changes**

On September 18<sup>th</sup>, 2018 the Corporation announced organizational changes planned to advance its Las Minas Project towards a point of development and further exploration. John Anderson was appointed Chairman of the Corporation, and Dr. Carl Hering was appointed CEO.

Mr. Anderson has over 20 years of capital market experience specializing in the resource sector. He has been a founder and financier of many start-up companies with experience on the TSX, NYSE, NASDAQ and London AIM and Swiss Stock Exchange. Mr. Anderson has raised more than \$35 million for Triumph Gold (formerly Northern Freegold).

Dr. Carl Hering has extensive experience in the exploration and mining sector with over 38 years of worldwide diversified technical and managerial experience in mineral exploration and corporate development. He was instrumental in two major gold discoveries in Latin America, each exceeding 3 million ounces, and while a director and technical advisor for Brett Resources, he played an integral role in the acquisition and advancement of the Hammond Reef Project in Ontario, which was acquired for \$308M by Osisko. Hammond Reef currently contains in excess of 10M ounces of gold. He has worked in senior exploration positions with Noranda, Placer Dome, Bema Gold and Rio Narcea Gold.

**Environmental Contingency**

The Corporation's mining and exploration activities are subject to various laws and regulations relating to the protection of the environment. These environmental regulations are continually changing and are generally becoming more restrictive. As of March 31, 2019, the Corporation does not believe that there are any significant environmental obligations requiring material capital outlays in the immediate future.

**Off-Balance Sheet Arrangements**

As of the date of this filing, the Corporation does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Corporation including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

**Overall Objective**

The Corporation's business objective is to generate superior returns for our shareholders by acquiring high potential precious metals exploration properties in safe jurisdictions and adding significant value by carrying out focused exploration and development programs.

The following table provides selected financial information and should be read in conjunction with the Corporation's audited consolidated financial statements for the periods below.

	Year ended June 30, 2018 \$	Year ended June 30, 2017 \$	Year ended June 30, 2016 \$
<b>Operations</b>			
Other income	10,960	16,151	3,430
Comprehensive loss for the year	(3,529,472)	(3,119,945)	(953,168)
Basic and diluted loss per share	(0.09)	(0.17)	(0.11)
<b>Balance Sheet</b>			
Working capital	645,179	1,258,630	(654,070)
Total assets	803,484	1,394,819	71,892
Total liabilities	(158,305)	(136,189)	(716,105)



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**Summary of Quarterly Results**

The following table sets out selected quarterly financial data for the most recently completed interim quarters:

Three Months Ended	Total Assets \$	Total Revenue \$	Comprehensive Loss	
			Total	Per Share
March 31, 2019	565,005	Nil	(554,093)	(0.02)
December 31, 2018	893,087	-	(1,782,473)	(0.02)
September 30, 2018	500,371	-	(447,570)	(0.01)
June 30, 2018	803,484	-	(1,021,133)	(0.04)
March 31, 2018	825,674	-	(912,212)	(0.01)
December 31, 2017	1,094,305	-	(965,856)	(0.03)
September 30, 2017	1,422,645	908	(595,809)	\$(0.01)
June 30, 2017	1,394,819	-	(2,020,168)	(0.11)
March 31, 2017	1,403,352	-	(686,981)	(0.04)
December 31, 2016	489,834	-	(238,095)	(0.02)
September 30, 2016	53,152	-	(199,759)	(0.02)

- Comprehensive loss of \$554,093, and loss for the period of \$547,932, with the difference attributed to the exchange on foreign operations. Net loss includes administrative and general expenses of \$437,097, exploration and evaluation expenditures of \$53,523, and share-based payments of \$51,506. All other items were for working capital purposes.
- Net loss of \$447,570 includes administrative and general of \$253,494, exploration and evaluation expenditures of \$98,436, and share-based payments of \$94,086. All other items were for working capital purposes
- Net loss of \$1,021,133 includes administrative and general of \$305,499, exploration and evaluation expenditures of \$519,403, and share-based payments of \$151,399. All other items were for working capital purposes.
- Net loss of \$912,212 includes administrative and general of \$389,598, exploration and evaluation expenditures of \$483,975, and share-based payments of \$141,230. All other items were for working capital purposes.
- Net loss of \$965,856 includes administrative and general of \$431,744, exploration and evaluation expenditures of \$448,649 and share based payments of \$181,746. All other items were for working capital purposes.
- Net loss of \$595,809 includes administrative and general of \$224,233, exploration and evaluation expenditures of \$175,587 and share based payments of \$178,823. All other items were for working capital purposes.
- Net loss of \$2,020,168 includes administrative and general of \$326,226, exploration and evaluation expenditures of \$1,325,915, and share-based payments of \$251,812. All other items were for working capital purposes.
- Net loss of \$686,981 includes administrative and general of \$182,006, exploration and evaluation expenditures of \$418,901 and VAT of \$39,241. All other items were for working capital purposes.
- Net loss of \$238,095 includes administrative and general of \$143,590 and exploration and evaluation expenditures of \$71,285. All other items were for working capital purposes.
- Net loss of \$199,759 includes administrative and general of \$142,510 and exploration and evaluation expenditures of \$41,535 offset by recovery of VAT of \$7,976. All other items were for working capital purposes.
- Net loss of \$224,517 includes administrative and general of \$106,187, exploration and evaluation expenditures of \$122,850 and professional fees of \$3,973 offset by recovery of VAT of \$11,145. All other items were for working capital purposes.
- Net loss of \$282,827 includes administrative and general of \$116,800, exploration and evaluation expenditures of



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\$139,216 and professional fees of \$6,518 offset by recovery of VAT of \$11,145. All other items were for working capital purposes.

- Net loss of \$154,687 includes administrative and general of \$113,781, exploration and evaluation expenditures of \$45,528 and professional fees of \$11,634 offset by recovery of VAT of \$11,145. All other items were for working capital purposes.
- Per share amounts are calculated on basic and diluted.
- Per share amounts are rounded to the nearest cent, therefore aggregating quarterly amounts may not reconcile to year-to-date per share amounts.

### Discussion of Operations

#### Financial Highlights

The Corporation's loss for the three months ended March 31, 2019 totaled \$547,932, with basic and diluted loss per share of \$0.02. This compares with a loss of \$912,302 for the three months ended March 31, 2018. The decrease in net loss of \$364,370 was principally because:

- Exploration and evaluation expenditures for the three months ended March 31, 2019 were \$53,523 (for the three months ended March 31, 2018 – \$483,975). The current period expenses relate to general exploration on the Corporation's mineral properties and the final option payment on the Pepe, Pepe Tres and San Jose concessions. As the Corporation has been evaluating its financial position, most exploration work had been put on hold during the quarter.
- General and administrative for the three months ended March 31, 2019 increased to \$437,097 (for the three months ended March 31, 2018 – \$389,598) is primarily due to increased investor relations, advertising and promotion, and the hiring of a new CEO, which correspondingly increased the salary and wages expense. The major components of general and administrative expenses for the three months ended March 31, 2019 include advertisement and promotions of \$200,954, investor relations of \$23,305, and salaries and wages of \$132,925.
- The Corporation incurred an decrease in share-based payments to \$51,506 for the three months ended March 31, 2019, compared to \$141,320 for the three months ended March 31, 2018, due to the timing of vesting of options during the current period compared the same period of the prior year.
- Professional fees for the three months ended March 31, 2019 were \$5,806 (for the three months ended March 31, 2018 – \$-) due to increased legal fees related general corporate affairs.



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Liquidity and Financial Position

As at March 31, 2019, the Corporation had working capital of \$111,088, compared to a working capital of \$645,179 at June 30, 2018. The Corporation had \$55,979 in cash and investments available to fund its ongoing operations compared to \$210,658 in cash at June 30, 2018, and the amounts receivable balance was \$319,423 at March 31, 2019 as compared to \$166,647 at June 30, 2018. The majority of the amounts receivable, \$333,590 relates to VAT receivable for the Corporation's subsidiary, Roca Verde. Current liabilities at March 31, 2019 were \$453,917 compared to \$158,305 at June 30, 2018. The Corporation intends to keep discretionary spending to a minimum to conserve its cash and will continued to seek out additional sources of financing.

Cash used in operating activities was \$2,239,294 for the nine months ended March 31, 2019, the majority of which was used for exploration and evaluation, and more specifically, the completion of the acquisition of the Pepe, Pepe Tres and San Jose concession. Operating activities were affected by non-cash charges related to share-based payments of \$221,552, and the net change in non-cash working capital balances of \$379,412 because of an increase in accounts receivable of \$152,776, decrease in prepaids and deposits of \$236,576 and increase in accounts payable and accrued liabilities of \$295,612.

Cash provided by financing activities was \$2,022,443 for the nine months ended March 31, 2019, which was a result of the first and second (final) tranches of the private placement announced in October 2018. Financing activities consisted of the net proceeds from private placement.

The Corporation has no operating revenues, and depends on debt and/or equity financing to fund its operations. As of March 31, 2019, and to the date of this MD&A, the cash resources of the Corporation are held with one Canadian chartered bank. The Corporation has no debt and its credit and interest rate risk is minimal. Accounts payable and accrued liabilities are short-term and non-interest-bearing.

During fiscal 2019, the Corporation's corporate head office costs are estimated to average \$200,000 per quarter, it was higher this quarter due to increased investor relations expenses and consulting fees, as well as an increase in salary and wages with the addition of a new CEO. Head office costs include professional fees, reporting issuer costs, business development costs and general and administrative costs. Head office costs exclude property research and area selection costs. The cost of acquisition and work commitments on the new acquisitions cannot be accurately estimated.

Based on the Corporation's working capital of \$111,088 at March 31, 2019 (September 28, 2018 – \$645,179), the Corporation will have to raise additional equity capital in fiscal 2019 in amounts sufficient to fund both planned exploration work and working capital requirements. The major variables are expected to be the size, timing and results of the Corporation's exploration program and its ability to continue to access capital to fund its ongoing operations. The Corporation's cash at March 31, 2019 is not anticipated to be sufficient to fund its budgeted exploration activities of \$300,000, accounts payable and accrued liabilities of \$453,917 and the estimated operating expenses of \$500,000 for fiscal 2019, and there is no guarantee on the collectibility of the amounts receivable.



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**Overall Performance**

Forward-looking statements	Assumptions	Risk factors
<p>Potential of the Corporation's properties to contain economic deposits of gold and/or other metals (as described under the headings "Description of Business").</p>	<p>Financing will be available for future exploration of the Corporation's properties; the actual results of the Corporation's exploration activities will be favourable; operating and exploration costs will not exceed the Corporation's expectations; the Corporation will be able to retain and attract skilled staff; all requisite regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Corporation, and applicable political and economic conditions will be favourable to the Corporation; the price of gold and/or other applicable metals and applicable interest and exchange rates will be favourable to Mexican Gold; no title disputes exist with respect to the Corporation's properties.</p>	<p>Gold and/or other metals price volatility; uncertainties involved in interpreting geological data and confirming title to acquired properties; the possibility that future exploration results will not be consistent with the Corporation's expectations; availability of financing for and actual results of the Corporation's exploration activities; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; the Corporation's ability to retain and attract skilled staff; availability of permits.</p>
<p>The Corporation's estimated head office costs for fiscal 2019 and the need to raise capital in order to meet its working capital needs (as described under the heading "Liquidity and Financial Position").</p>	<p>The operating and exploration activities of the Corporation on a going forward basis, and the costs associated therewith, will be consistent with the Corporation's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions will be favourable to the Corporation; availability of financing, collectibility of receivables.</p>	<p>Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; interest rate and exchange rate fluctuations; changes in economic conditions and planned operations, changes in collectibility of receivables.</p>



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**Exploration and evaluation activities**

Accumulated costs with respect to the Corporation's interest in mineral properties owned, leased or under option, consisted of the following:

	<u>For the nine months ended March 31, 2019</u> Las Minas and La Miqueta	Nine months ended March 31, 2018	Inception to date total
	\$	\$	\$
Analytical	-	-	376,149
Geological and consulting	145,660	387,279	3,988,416
Transportation and Accommodation	21,084	-	177,174
Drilling	59,083	491,259	6,392,104
Geophysical	-	22,819	97,498
Operational support	29,237	116,423	438,627
Others	-	1,067	402,026
<b>Subtotal</b>	<b>255,064</b>	<b>1,018,847</b>	<b>11,871,994</b>
Acquisition costs / Option payments	1,188,465	89,364	2,004,688
<b>Total expenditures</b>	<b>1,443,529</b>	<b>1,108,211</b>	<b>13,876,682</b>

	<u>For the three months ended March 31, 2019</u> Las Minas and La Miqueta	Current period total	Three months ended March 31, 2018
	\$	\$	\$
Analytical	-	-	-
Geological and consulting	28,592	28,592	175,098
Transportation and Accommodation	8,539	8,539	-
Drilling	-	-	198,453
Geophysical	-	-	-
Operational support	16,392	16,392	73,138
Others	-	-	-
<b>Subtotal</b>	<b>53,523</b>	<b>53,523</b>	<b>446,689</b>
Acquisition costs / Option payments	-	-	67,206
<b>Total expenditures</b>	<b>53,523</b>	<b>53,523</b>	<b>513,895</b>

**Las Minas and La Miqueta**

On October 13, 2010, the Corporation's 100% owned Mexican subsidiary Roca Verde Exploracion de Mexico entered into exclusive Letters of Intent to acquire the Las Minas and La Miqueta properties, collectively named the Las Minas Project. The project is comprised of five privately held mineral concessions in the core of the Las Minas district in the State of Veracruz, Mexico.

Pursuant to the terms of the original Las Minas property agreement the Corporation was granted the right to enter into an exclusive purchase and sale agreement to earn a 100% interest in three concessions by making staged cash payments totaling US\$190,000 plus VAT over the next 36 months and a final payment of US\$1,000,000 plus VAT upon exercising the option. The Vendors retained a 1.5% Net Smelter Return ("NSR") subject to an exclusive buyback provision allowing the Corporation to purchase one third or a 0.5% NSR for US\$500,000. The Corporation retained a Right of First Refusal to buy the remaining 1.0 % NSR. The Corporation also agreed to complete a work program which required \$200,000 in expenditures to maintain the concessions in good standing during the three year term of the agreement.

Pursuant to the terms of the original La Miqueta property agreement the Corporation was granted the right to enter into an exclusive purchase and sale agreement to earn a 100% interest in three concessions by making staged cash payments totaling US\$95,000 plus VAT over 36 months beginning October 13, 2010 and a final payment of US\$500,000 plus VAT



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upon exercising the option. The Vendors retained a 1.5% NSR subject to an exclusive buyback provision that allowed the Corporation to purchase one third or a 0.5% NSR for US\$500,000. The Corporation retained a Right of First Refusal to buy the remaining 1.0 % NSR. The Corporation also agreed to keep the property in good standing with respect to concession taxes. During 2012, an extension agreement was executed to extend the deadline for the final payment by 12 months.

**Option agreement extended to 2016**

On June 6, 2013, the Corporation extended the option agreement to acquire the Pepe, Pepe Tres, and San Jose concessions located at the Las Minas property in Veracruz State, Mexico, and further revised on November 20, 2013. The amended agreement extended the term of the option agreement by an additional two years to December 5, 2015. Scheduled payments as per the terms of the amended agreement were US \$130,000 over a 6 month period ending May 5, 2014, US \$150,000 on December 5, 2014, with a final payment of US \$1,300,000 on December 5, 2015. All payments are subject to VAT. The Corporation also retained the right to exercise the option at the latest on December 5, 2013 upon payment of US \$1,000,000 as per the terms of the original option agreement on October 13, 2010.

On October 1, 2015, the Corporation announced the successful negotiation of a one year extension to its option agreement to acquire the Pepe, Pepe Tres and San Jose concessions located at its Las Minas property. These concessions are part of the six concessions held under option or wholly owned by Mexican Gold at Las Minas, Veracruz State, Mexico.

The new agreement extended the term of the option agreement by an additional one year to December 5, 2016. The payment for granting the extension was US\$165,000, payable in equal monthly installments over a six month period and commencing at the latest on December 7, 2015.

On November 21, 2016, the Corporation announced another successful negotiation of a one year extension to its option agreement to acquire the Pepe, Pepe Tres and San Jose concessions located at its Las Minas property.

The new agreement extends the term of the option agreement by an additional one year to December 5, 2017 for consideration equal to US\$180,000, payable in equal monthly installments over a six month period and commencing no later than December 7, 2016 (\$246,482).

All other terms of the original agreement of November 30, 2010 and prior extension agreement of May 21, 2013 remained unchanged.

**Extension of Las Minas option agreement to 2017**

On April 23, 2015, the Corporation signed a two year extension to its option agreement to acquire the Pueblo Nuevo and La Luz 1 concessions located at its Las Minas property. These concessions are part of the concessions held under option or wholly owned by Roca Verde, (the wholly owned subsidiary of Mexican Gold) at Las Minas, Veracruz State, Mexico.

The new agreement extends the term of the option agreement by an additional two years to May 3, 2017. Scheduled payments per the terms of the agreement are as follows:

- US \$12,500 (paid) cash consideration and \$12,500 (issued) in common shares of Mexican Gold as soon as is practicable following acceptance of the extension of the option agreement by the TSXV;
- US \$12,500 (paid) cash consideration and US \$12,500 (issued) in common shares of Mexican Gold on April 22, 2016; and
- Final option payment due on May 3, 2015 extended to May 3, 2017 and reduced from US \$500,000 to US \$150,000 (paid) (Cdn\$195,723).

All payments are subject to VAT. All other terms of the original agreement remain unchanged.

**Acquisition of Pepe, Pepe Tres and San Jose concessions**

On June 8, 2017, the Corporation through its wholly-owned subsidiary, Roca Verde, entered into a definitive purchase and sale agreement (the "Purchase Agreement") to acquire a 100% interest in the Pepe, Pepe Tres and San Jose concessions (the "Concessions") at its Las Minas property from the current owners (the "Owners"). The Concessions form the core of the Las Minas property and encompass six highly mineralized zones, including the El Dorado/Juan Bran and Santa Cruz zones.

Pursuant to the terms of the Purchase Agreement, Roca Verde has agreed to acquire the Concessions in consideration for the following payments to the Owners:



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- an initial payment of US\$433,333 (Cdn\$553,288) plus Value Added Tax, payable upon execution of the Purchase Agreement (the "Initial Payment") (paid);
- six equal payments of US\$22,000 plus Value Added Tax, payable monthly commencing on December 5, 2017 with the final payment due on May 7, 2018 (the "Monthly Payments") (paid); and
- a final payment of US\$866,666 plus Value Added Tax, payable on or before December 5, 2018 (the "Final Payment" and, together with the Initial Payment and the Monthly Payments, the "Consideration").

In December 2018 the Corporation's subsidiary Roca Verde completed the final payment of the Purchase Agreement to acquire the 100% interest in the Pepe, Pepe Tres, and San Jose concession at the Las Minas property.

Pursuant to the terms of the Purchase Agreement, upon the transfer of the Concessions, the Owners shall retain a 1.5% NSR (the "Royalty"), of which one third may be purchased by Roca Verde for US\$500,000 plus Value Added Tax. Roca Verde has a right of first refusal on the Royalty in the event that the Owners intend to transfer all or part of the Royalty.

Share issuances

2019

On November 22, 2018, the Corporation closed the first tranche of non-brokered private placement of 10,315,000 common shares (each a "Unit") at a price of \$0.25 for gross proceeds of \$2,063,000. Each Unit consists of one common share of the Corporation and one common share purchase warrant, exercisable at a price of \$0.30 for a period of thirty-six months, subject to the Corporation's option to accelerate the expiry date of the Warrants on notice to the holders of the Warrants, if at any time after four months and one date from the closing date of the Private Placement, the closing price of its Common Shares on a stock exchange in Canada is greater than \$0.45 per Common Share for a period of 20 consecutive trading days (the "Acceleration Option") In connection with the closing of the first tranche, the Corporation paid to certain eligible finders \$76,510 in cash fees in the aggregate and issued a total of 356,300 compensation warrants which are exercisable at a price of \$0.30 per Common Share for thirty-six months, subject to the Corporation's Acceleration Option.

On March 13, 2019, the Corporation closed the second and final tranche of non-brokered private placement of 400,000 common shares (each a "Unit") at a price of \$0.25 for gross proceeds of \$100,000. Each Unit consists of one common share of the Corporation and one common share purchase warrant, exercisable at a price of \$0.30 for a period of thirty-six months, subject to the Corporation's option to accelerate the expiry date of the Warrants on notice to the holders of the Warrants, if at any time after four months and one date from the closing date of the Private Placement, the closing price of its Common Shares on a stock exchange in Canada is greater than \$0.45 per Common Share for a period of 20 consecutive trading days (the "Acceleration Option")

2018

(i) On August 9, 2017, the Corporation issued 78,431 shares with a deemed value of \$20,000 as compensation.

(ii) On April 10, 2018, the Corporation closed a non-brokered private placement of 3,489,833 common shares (each a "Unit") at a price of \$0.30 for gross proceeds of \$1,046,950. Each Unit consists of one common share of the Corporation and one common share purchase warrant, exercisable at a price of \$0.60 for a period of thirty-six months. Share issue costs of \$24,943 were deducted from equity.

Stock Option Grants

(i) On March 7, 2017, the Corporation granted 1,450,000 options to officers, directors and consultants of the Corporation at a price of \$0.30 per share and an expiry date of March 7, 2027. The options will vest one-third after twelve, eighteen and twenty-four months respectively from the date of the grant.

(ii) On May 24, 2017, the Corporation granted 400,000 options to a consultant of the Corporation at a price of \$0.35 per share and an expiry date of May 24, 2022. The options will vest quarterly over twelve months from the date of the grant.

(iii) On May 29, 2017, the Corporation granted a total of 1,050,000 stock options to certain officers, directors and consultants of the Corporation at a price of \$0.36. 950,000 of the options have an expiry date of May 29, 2027 and vest one-third after twelve, eighteen and twenty-four months from the effective date of the grant. 100,000 of the options have an expiry date of May 29, 2022 and vested immediately. Additionally, the Corporation granted 250,000 stock options to an officer and director of the Corporation at a price of \$0.55 per share, an expiry date of May 29, 2027 and vested immediately.



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(iv) On November 20, 2017, the Corporation granted 200,000 options to officers, directors and consultants of the Corporation at a price of \$0.36 per share and an expiry date of November 20, 2027. The options will vest one-third after twelve, eighteen and twenty-four months respectively from the date of the grant.

(v) On April 20, 2018, the Corporation granted 174,000 options to officers, directors and consultants of the Corporation at a price of \$0.39 per share and an expiry date of April 20, 2028. The options will vest one-third after twelve, eighteen and twenty-four months respectively from the date of the grant.

(v) On May 16, 2018, the Corporation granted 100,000 options to a director of the Corporation at a price of \$0.37 per share and an expiry date of May 16, 2028. The options will vest one-third after twelve, eighteen and twenty-four months respectively from the date of the grant.

Appointment and Resignation of Directors

(i) On February 23, 2017, the Corporation announced the appointment of Mr. Ali Zamani to the Board of Directors of the Corporation. Mr. Zamani brings extensive experience in business, finance, and governance of private and publicly-traded companies. He has served as the Managing Partner of Overlook Investments LLC since January 2016.

(ii) On March 15, 2017, the Corporation announced the appointment of Mr. Brian Robertson, P.Eng., as Chairman, effective immediately. Mr. Robertson currently serves as President and Chief Executive Officer of the Corporation and is also a director. In his new role as Chairman, Mr. Robertson replaces Mr. David Baker, previously Executive Chairman, who will remain on the Board as an independent director.

(iii) On May 12, 2017, the Corporation announced that Mr. Earl Terris resigned as a director of the Corporation for personal reasons, effective May 12, 2017.

(iv) On May 26, 2017, the Corporation announced the appointments of Mr. Ali Zamani as Chairman of the Board of Directors and Mr. John Anderson as Director, effective immediately. Mr. Zamani replaces Mr. Brian Robertson who continues in his role as President and CEO.

(iv) On September 18, 2018, the Corporation announced that Mr. John Anderson would become the Chairman of the Board of Directors, replacing Mr. Ali Zamani, who will remain on the Board of Directors. In addition, Dr. Carl Hering would be appointed as CEO, while Brian Robertson would remain as President and Director.

Change of Name

On April 21, 2017, the Corporation announced that it filed Articles of Amendment to change its name to Mexican Gold Corp. The Corporation's shareholders approved a special resolution to change the name of the Corporation at the Corporation's special meeting of shareholders held on April 12, 2017. Effective at the start of trading on April 26, 2017, the Corporation commenced trading on the TSX Venture Exchange under the new name and the new stock symbol "MEX".



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## Outstanding share data

### Common Shares

The Corporation's authorized share capital consists of an unlimited number of common shares without par value. As at May 22, 2019, 53,341,758 common shares were issued and outstanding.

### Warrants

The following table reflects the share purchase warrants outstanding as at May 22, 2019:

Expiry Date	Exercise Price \$	Warrants Outstanding #
April 10, 2021	0.60	3,489,833
November 22, 2021	0.30	10,315,000
November 22, 2021	0.30	356,300
		14,161,133

### Stock Options

The following table reflects stock options outstanding and that have vested as at May 22, 2019:

Expiry Date	Exercise Price \$	Options Granted #	Options Vested #
June 20, 2019	1.35	290,000	290,000
March 20, 2020	0.80	184,000	184,000
May 24, 2022	0.35	400,000	400,000
May 29, 2022	0.36	100,000	100,000
March 07, 2027	0.30	1,250,000	1,250,000
May 29, 2027	0.36	950,000	633,333
May 29, 2027	0.55	250,000	250,000
November 20, 2027	0.36	200,000	133,333
December 12, 2027	0.35	167,466	55,822
April 20, 2028	0.39	174,000	58,000
May 16, 2028	0.37	100,000	33,333
		4,065,466	3,387,821

The Corporation applies the fair value method of accounting for all stock based compensation awards and accordingly, \$51,506 was recorded as compensation for the options vested during the period (2018 - \$141,320 was recorded as compensation during the period). As of March 31, 2019 there are 1,252,311 unvested stock options, (2018- 2,767,466 unvested).

\* No options exercised during the period

\*\* The weighted average remaining life of the outstanding stock options is 3.53 years (December 31, 2018 - 8.05 years).

The corporation currently estimates the forfeiture rate to be nil.



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**Related Party Transactions**

The Corporation's related parties include key management personnel and entities over which they have control or significant influence as described below.

	Nature of transactions
Drax Services Limited	Corporate secretarial
Halstone Corporate Services Ltd.	Accounting and management services

Unless otherwise stated, none of the transactions incorporate special terms and conditions and no guarantees were given or received. Outstanding balances are usually settled in cash.

The following are the related party transactions, recorded at the exchange amount as agreed to by the parties:

- (a) Included in general and administrative expenses are amounts totaling \$12,893 (2018 - \$7,500) for corporate secretarial and filing services provided by DRAX Services Limited, a company related to the Corporation through Shaun Drake, Corporate Secretary of the Corporation.
- (b) Included in general and administrative expenditures are amounts totaling \$18,445 (2018 - \$Nil) for accounting and management services provided by Halstone Corporate Services Ltd., a company related to the Corporation through Gavin Nelson, Chief Financial Officer of the Corporation.

**Transactions with key management personnel**

Key management personnel remuneration includes the following expenses:

	March 31, 2019	March 31, 2018
	\$	\$
Salary and wages	249,832	180,597
Share-based payments	134,149	554,217
Other compensation	2,796	3,732
	<b>386,777</b>	<b>738,546</b>

(i) As at March 31, 2019, the directors and key management were owed \$321,712 (June 30, 2018 \$49,169) and this amount was included in accounts payable and accrued liabilities.



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### Critical Accounting Estimates and Judgements

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In the application of the Corporation's accounting policies, which are described above, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

#### Significant estimates

The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods. Significant estimates include:

- the inputs used in accounting for share-based payments expense;
- the provision for income taxes; and
- the estimated useful lives of equipment and leaseholds.

#### Significant judgements

The following are significant judgements that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the financial statements:

#### Functional currency

Management uses its judgement to determine the functional currency that most faithfully represents the economic effects of the underlying transactions, events and conditions. As part of this approach, management gives priority to indicators like the currency that mainly influences costs and the currency in which those costs will be settled and the currency in which funds from financing activities are generated. Management also assesses the degree of autonomy the foreign operation has with respect to operating activities.

#### Financial assets and liabilities

The determination of categories of financial assets and financial liabilities has been identified as an accounting policy which involves judgments or assessments made by management.

#### Deferred income tax assets

The assessment of the probability of future taxable income in which deferred tax assets can be utilized is based on the Company's estimate of future profits or losses adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. The tax rules in the jurisdictions in which the Company operates are also carefully taken into consideration. If a positive forecast of taxable income indicates the probable use of a deferred tax asset, especially when it can be utilized without a time limit, that deferred tax asset is usually recognized in full. The recognition of deferred tax assets that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances.



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**Recent accounting pronouncements**

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**Change in accounting policies**

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods after June 30, 2017. The following new standards have been adopted:

**IAS 7, Statement of Cash Flows ("IAS 7")**

The amendments require disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flow and non cash changes. The amendments apply prospectively for annual periods beginning on or after January 1, 2017, with earlier application permitted. On July 1, 2017, the Company adopted the amendments to IAS 7 and there was no material impact on the Company's consolidated financial statements.

**IAS 12, Income Taxes ("IAS 12")**

On January 19, 2016, the IASB issued Recognition of Deferred Tax Assets for Unrealized Losses (Amendments to IAS 12). The amendments apply retrospectively for annual periods beginning on or after January 1, 2017. Earlier application is permitted. The amendments clarify that the existence of a deductible temporary difference depends solely on a comparison of the carrying amount of an asset and its tax base at the end of the reporting period, and is not affected by possible future changes in the carrying amount or expected manner of recovery of the asset. The amendments also clarify the methodology to determine the future taxable profits used for assessing the utilization of deductible temporary differences. On July 1, 2017, the Company adopted the amendments to IAS 12 and there was no material impact on the Company's consolidated financial statements.

**New standards not yet adopted and interpretations issued but not yet effective**

Certain pronouncements were issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for future accounting periods beginning after July 1, 2018. Those pronouncements that are not applicable or do not have a significant impact to the Company have been excluded from the below. The following have not yet been adopted and are being evaluated to determine the impact on the Company.

**IFRS 9, Financial Instruments ("IFRS 9")**

IFRS 9 replaces the guidance in IAS 39 Financial Instruments: Recognition and Measurement and IFRIC 9 Reassessment of Embedded Derivatives. IFRS 9 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, with early application permitted. Except for hedge accounting, retrospective application is required but providing comparative information is not compulsory. For hedge accounting, the requirements are generally applied prospectively, with some limited exceptions. Based on a preliminary evaluation, this standard is not expected to have a material impact on the Company.

**IFRS 15, Revenue from Contracts with Customers ("IFRS 15")**

The core principle of IFRS 15 is for companies to recognize revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration to which the company expects to be entitled in exchange for those goods or services. IFRS 15 will also result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively and improve guidance for multiple element arrangements. The standard will also address accounting for loyalty programs and breakage.

Application of IFRS 15 is effective for annual reporting periods beginning on or after January 1, 2018 and is to be applied using the retrospective or the modified transition approach. Early adoption is permitted. The Corporation will evaluate the impact of IFRS 15 on its consolidated financial statements if and when revenues from operations should commence.



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**IFRS 16, Leases ("IFRS 16")**

IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract, the customer ("lessee") and the supplier ("lessor"). This will replace IAS 17, Leases ("IAS 17") and related interpretations. IFRS 16 provides revised guidance on identifying a lease and for separating lease and non lease components of a contract. IFRS 16 introduces a single accounting model for all lessees and requires a lessee to recognize right of use assets and lease liabilities for leases with terms of more than 12 months, unless the underlying asset is of low value, and depreciation of lease assets separately from interest on lease liabilities in the income statement. Under IFRS 16, lessor accounting for operating and finance leases will remain substantially unchanged. IFRS 16 is effective for annual periods beginning on or after January 1, 2019, with earlier application permitted for entities that apply IFRS 15, Revenue from Contracts with Customers. As the Company has contractual obligations in the form of operating leases under IAS 17, there may be an increase to both assets and liabilities upon adoption of IFRS 16, and material changes to the timing of recognition of expenses associated with the lease arrangements. The Corporation is currently evaluating the impact of this standard and amendments on its consolidated financial statements.

**Financial Instruments**

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Financial instruments consist of cash and cash equivalents, investments, and accounts payable and accrued liabilities. The fair value of these financial instruments approximates their carrying value due to the short term to maturity, unless otherwise noted.

**Risk Factors**

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An investment in the Corporation involves a number of risks. You should carefully consider the following risks and uncertainties in addition to other information in this report in evaluating the Corporation and its business before making any investment decision in regards to the common shares of the Corporation. The Corporations' business, operating and financial condition could be harmed due to any of the following risks. The risks described below are not the only ones facing the Corporation. Additional risks not presently known to us may also impair business operations.

*Exploration and Mining Risks*

The Corporation is engaged in mineral exploration and development activities. Mineral exploration and development involves a high degree of risk and few properties which are explored are ultimately developed into producing mines. The long-term profitability of our operations will be in part directly related to the cost and success of our exploration programs, which may be affected by a number of factors beyond our control.

Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Corporation has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of mineral resources, any of which could result in work stoppages, damage to property, and possible environmental damage.

Hazards such as unusual or unexpected formations and other conditions such as formation pressures, fire, power outages, labour disruptions, flooding, explorations, cave-ins, landslides and the inability to obtain suitable machinery, equipment or labour are involved in mineral exploration, development and operation. We may become subject to liability for pollution, cave-ins or hazards against which we cannot insure or against which we may elect not to insure. The payment of such liabilities may have a material, adverse effect on our financial position.

The Corporation relies upon consultants and others for exploration and development expertise. 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. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, allowable production, importing and exporting of minerals and environmental protection.



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*Financing Risks*

The Corporation is limited in financial resources, and as a mineral exploration company has no source of operating cash flow. The Corporation has no assurance that additional funding will be available to us for further exploration and development of our projects or to fulfil our obligations under any applicable agreements. There can be no assurance that we will be able to obtain adequate financing in the future, or that the terms of such financing will be favourable. Failure to obtain additional financing could result in delay or indefinite postponement of further exploration and development of our projects with the possible loss of such properties.

*Regulatory Requirements*

Even if our mineral properties are proven to host economic reserves of mineral resources, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits or repatriation of profits. The Corporation may acquire other properties in other jurisdictions or countries. Any changes in regulations or shifts in political conditions are beyond the control of the Corporation and may adversely affect our business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, and expropriation of property, environmental legislation and mine safety.

*Uninsurable Risks*

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Corporation may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Corporation.

*No Assurance of Titles*

It is possible that any of our properties may be subject to prior unregistered agreements or transfers or land claims and title may be affected by undetected defects. In addition, an owner of a concession bordering on the Las Minas Property has commenced proceedings regarding a border dispute. See "Operational Highlights at Las Minas Property – Field Exploration at Changarro". Although the Corporation does not believe these proceedings have merit, if the proceedings are successful, the size of the Las Minas Property will be reduced and any potential mineralization on such lands will be lost.

*Permits and Licenses*

The operations of the Corporation may require licenses and permits from various governmental authorities. There can be no assurance that such licenses and permits as may be required to carry out exploration, development and mining operations at our projects will be granted.

*Competition*

The mineral industry is intensely competitive in all its phases. We compete with many companies possessing greater financial resources and technical facilities than the Corporation for the acquisition of mineral concessions, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees.

In addition, there is no assurance that a ready market will exist for the sale of commercial quantities of ore. Factors beyond the control of the Corporation may affect the marketability of any substances discovered. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Corporation not receiving an adequate return on invested capital or losing our investment capital.



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*Environmental Regulations*

Our operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. There is no assurance that future changes in environmental regulation, if any, will not adversely affect our operations.

*Stage of Development*

The Corporation is in the business of exploring for, with the ultimate goal of producing, mineral resources from our mineral exploration properties. None of our properties have commenced commercial production and we have no history of earnings or cash flow from our operations. As a result of the foregoing, there can be no assurance that we will be able to develop any of our properties profitably or that our activities will generate positive cash flow. We are unlikely to enjoy earnings or pay dividends in the immediate or foreseeable future. A prospective investor in the Corporation must be prepared to rely solely upon the ability, expertise, judgment, discretion, integrity and good faith of our management in all aspects of the development and implementation of our business activities.

*Markets for Securities*

There can be no assurance that an active trading market in our securities will be established and sustained. The market price for our securities could be subject to wide fluctuations. Factors such as commodity prices, government regulation, interest rates, share price movements of our peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the securities of the Corporation. The stock market has from time to time experienced extreme price and volume fluctuations, particularly in the mining sector, which have often been unrelated to the operating performance of particular companies.

*Reliance on Key Individuals*

Our success depends to a certain degree upon certain key members of the management. It is expected that these individuals will be a significant factor in our growth and success. The loss of the service of members of the management and certain key employees could have a material adverse effect on the Corporation.

*Geopolitical Risks*

The Corporation may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on future exploitation and production, price controls, export controls, currency availability, income taxes, delays in obtaining or the inability to obtain necessary permits, opposition to mining from environmental and other non-governmental organizations, expropriation of property, ownership of assets, environmental legislation, labour relations, limitations on mineral exports, increased financing costs, and site safety. In addition, legislative enactments may be delayed or announced without being enacted and future political action that may adversely affect the Corporation cannot be predicted. Any changes in regulations or shifts in political attitudes that may result, among other things, in significant changes to mining laws or any other national legal body of regulations or policies are beyond the control of the Corporation and may adversely affect its business. The possibility that future governments may adopt substantially different policies, which might extend to the expropriation of assets, cannot be ruled out.



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**Financial instruments and related risks**

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The Corporation's operations include the acquisition and exploration of mineral properties in Mexico. The Corporation examines the various financial risks to which it is exposed and assesses the impact and likelihood of occurrence. These risks may include credit risk, liquidity risk, currency risk, interest rate risk and other risks. Where material, these risks are reviewed and monitored by the Board of Directors.

**[a] Credit risk**

Counterparty credit risk is the risk that the financial benefits of contracts with a specific counterparty will be lost if a counterparty defaults on its obligations under the contract. This includes any cash amounts owed to the Corporation by those counterparties, less any amounts owed to the counterparty by the Corporation where a legal right of set-off exists and also includes the fair values of contracts with individual counterparties which are recorded in the financial statements.

- i) Trade credit risk  
The Corporation is in the exploration stage and has not yet commenced commercial production or sales. Therefore, the Corporation is not exposed to significant credit risk and overall the Corporation's credit risk has not changed significantly from the prior year.
- ii) Cash and cash equivalents  
In order to manage credit and liquidity risk the Corporation invests only in highly rated investment grade instruments that have maturities of three months or less. Limits are also established based on the type of investment, the counterparty and the credit rating.
- iii) Derivative financial instruments  
As at March 31, 2019, the Corporation has no derivative financial instruments. It may in the future enter into derivative financial instruments and in order to manage credit risk, it will only enter into derivative financial instruments with highly rate investment grade counterparties.

**[b] Liquidity risk**

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation manages liquidity risk through the management of its capital structure. At March 31, 2019 the Corporation had a working capital balance of \$111,088. The Corporation will require additional financing in order to complete its planned work programs on its mineral properties, meet its ongoing levels of corporate overhead and discharge its liabilities as they become due.

Accounts payable and accrued liabilities are due within the current operating period.

**[c] Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Corporation will realize a significant loss as a result of a decline in the fair market value of investments and other items held within cash and cash equivalents is limited given that the majority of investments have a relatively short maturity. The Corporation manages its interest rate risk with investments by investing the majority of funds in short-term investments and therefore is not exposed to significant fluctuations in interest rates.

**[d] Currency risk**

The Corporation is exposed to the financial risk related to the fluctuation of foreign exchange rates. The functional and reporting currency of the Corporation is the Canadian dollar. The functional currency of the subsidiary is the Mexican Peso. As at March 31, 2019, there are no significant financial instruments denominated in Mexican Pesos. Changes in the currency exchange rates between the Canadian dollar relative to Mexican Pesos could have an effect on the Corporation's results of operations, financial position or cash flows. The Corporation has not hedged its exposure to currency fluctuations. At March 31, 2019 a 100 basis point decrease/increase in the Mexican Peso would result in a foreign exchange gain/loss of \$5,250.



MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS  
For the three and nine months ended March 31, 2019

**Management of Capital Risk**

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The Corporation manages its common shares, stock options and warrants as capital. The Corporation's objectives when managing capital are to safeguard the Corporation's ability to continue as a going-concern in order to pursue the exploration of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Corporation manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Corporation may attempt to issue new shares and, acquire or dispose of mineral properties.

In order to maximize ongoing exploration efforts, the Corporation does not pay out dividends. The Corporation's investment policy is to invest its short-term excess cash in highly liquid short-term interest-bearing investments with short-term maturities, selected with regard to the expected timing of expenditures from continuing operations.

The Corporation expects that it will continue to seek out financing options in order to have the cash sufficient to carry out its exploration plans and operations through 2019.

**Subsequent event**

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There were no subsequent events as of the date of this report.

**Off-Balance Sheet Arrangements**

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There are no off-balance sheet arrangements.

**Changes in Internal Control over Financial Reporting ("ICFR")**

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No changes occurred in the fourth quarter of the Corporation's ICFR that have materially affected, or are reasonably likely to materially affect the Corporation's ICFR.

**Additional Information**

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Additional information relating to the Corporation can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

Mr. Brian Robertson, President of Mexican Gold Corp. is the Qualified Person for the information contained in this MD&A and is a Qualified Person defined by National Instrument 43-101.

(Signed)                      Gavin Nelson, CPA, CA  
                                         Chief Financial Officer

Thunder Bay, Canada  
May 22, 2019