Management's Discussion and Analysis

Six Months Ended – June 30, 2017

(Expressed in U.S. dollars, unless otherwise noted)

August 29, 2017

This Management's Discussion and Analysis ("MD&A") relates to the financial condition and results of operations of Dynasty Metals & Mining Inc. ("Dynasty Metals & Mining Inc" or the "Company") together with its subsidiaries as at the date of the report, and is intended to supplement and complement the Company's unaudited condensed consolidated interim financial statements for the six months ended June 30, 2017 and audited condensed consolidated annual financial statements for the year ended December 31, 2016. Readers are cautioned that this MD&A contains forward-looking statements and that actual events may vary from management's expectations. Dynasty Metals & Mining Inc's public disclosure documents are available on SEDAR at www.sedar.com. The condensed consolidated interim financial statements and MD&A are presented in United States ("US") dollars, except where noted, and have been prepared in accordance with International Financial Reporting Standards ("IFRS"). This discussion addresses matters we consider important for an understanding of our financial condition and results of operations as of and for the six months ended June 30, 2017.

The MD&A contains forward-looking statements and should be read in conjunction with the risks discussed herein and those set out under the heading "Risk Factors" in Dynasty Metals & Mining Inc's annual information form dated May 1, 2017 (the "AIF"). Please also refer to the "Cautionary Statement on Forward-Looking Information" at the end of this MD&A.

OVERVIEW

Dynasty Metals & Mining Inc. is a reporting issuer in the provinces of British Columbia, Alberta and Ontario, Canada. On August 2, 2007, its securities were listed for trading on the Toronto Stock Exchange under the symbol "DMM". Its securities were transitioned from Toronto Stock Exchange to Toronto Stock Venture Exchange on April 26, 2017.

The Company is in the business of acquiring, exploring and developing mineral concessions in Ecuador.

HIGHLIGHTS AND DEVELOPMENTS – Q2 2017

Commencement of mining activity at Dynasty Goldfields Project

During the six months ended June 30, 2017, the Company commenced mining activity at the Dynasty Goldfields Project.

For the 6 months ended June 30, 2017, the Company produced approximately 2,068 oz of gold (2016 – 2,408 oz) and sold 781 oz of gold (2016 – 3,183) at average realized price of approximately $1,234/oz (2016 - $1,171). The remaining gold on hand were sold subsequent to June 30, 2017.

Heavy rainfall from March 2017 to May 2017 hindered production and sales in Q2 2017.

Financing

On April 4, 2017, the Company completed $500,000 convertible secured subordinated debenture with Credipresto with the following key terms.

- 2 years maturity
- 12% interest per annum
- CAD$0.25/share conversion rate (based on CAD$1.3322/US$1.00)
- Secured through a pledge of all of the issued and outstanding share capital of Elipe S.A., an indirect wholly owned subsidiary of the Company, ranking behind the Vertex loans outstanding.
- CAD$50,000 finance fee from $1,000,000 convertible debenture above waived.
- 750,000 share purchase warrants issued (exercise price of CAD$0.33 with a 2 year expiry)

On April 25, 2017, the Company completed $500,000 convertible secured subordinated debenture with Credipresto with the following key terms.

- 2 years maturity
- 12% interest per annum
- CAD$0.26/share conversion rate, (based on CAD$1.3516/US$1.00)
- Secured through a pledge of all of the issued and outstanding share capital of Elipe S.A., an indirect wholly owned subsidiary of the Company, ranking behind the Vertex loans outstanding.
- 250,000 share purchase warrants issued (exercise price of CAD$0.35 with a 2 year expiry)

OUTLOOK

The Company has significant overdue accounts payable of approximately $17.8 million as at June 30, 2017 in the aggregate, which is comprised of the amount owing to creditors, income taxes, royalties, sales taxes and other withholding taxes owed to the Ecuadorian Government. The restructuring of the company is an important step for Dynasty in funding further development of its mining projects in Ecuador, as they allow the Company to settle the foregoing debt obligations and maintain its mining concessions.

Since the change in management in September 2016, new management has focused its efforts to rectify the situation with the Representative. On June 1, 2017, the Company signed a payment plan contract ("Payment Plan Contract") with the Representative to improve Elipe's financial condition.
The Payment Plan Contract allows the Company's Ecuadorian subsidiary to continue to conduct its mining operations and postpone any actions by the Representative against its assets provided Elipe funds various outstanding liabilities on the following schedule:

Date	Payment ('000)	
Initiation of Payment Plan Contract (paid)	$	100
July 2017 to August 2017 (paid as at date of report)	$	500 per month
September 2017 to October 2017	$	550 per month
November 2017 to December 2017	$	600 per month
January 2018 to March 2018	$	650 per month
April 2018 to May 2018	$	700 per month
June 2018	$	3,800
TOTAL	**$**	**10,500**

The Company is currently focused on gold production at its wholly owned Dynasty Goldfield project and continued development at its Zaruma Gold Project. Mineral is treated at the Company's wholly owned Treatment Plant close to the Zaruma mine operations.

The Company also owns a number of other significant gold exploration projects including the Copper Duke area, the Linderos area in southern Ecuador and Jerusalem Project, located 30 kms south of the Fruta del Norte project,

During the six months ended June 30, 2017, the Company:

1. Commenced mining operations at its wholly owned Dynasty Goldfield project with trial mining in January 2017. Mining began through the use of contractor, Green Oil S.A.
2. Recommenced trial milling operations at its wholly owned Treatment Plant at Zaruma.
3. Continued restoring the Zaruma underground mine with a view to re-establishing production.
4. Began preliminary exploration activities in the Dynasty Goldfield and Linderos areas.
5. Since the beginning of 2017, all concessions are fully paid and in good standing until the end of 2017.

Going concern

Continuing operations continue to be dependent upon the Company's ability in the future to mitigate the risks and overcome the challenges generally associated with comparable development and early stage production enterprises. Most significantly, it must either generate sufficient cash flow from the sale of precious metals in the future or secure additional working capital from debt or equity financings or through the profitable sale of capital assets, as required, neither of which is assured.

The Company has experienced recurring operating losses and has an accumulated deficit of $102.0 million at June 30, 2017 (December 31, 2016 – $93.6 million). In addition, as at June 30, 2017, the Company has working capital deficit of $17.3 million (December 31, 2016 - $15.7 million deficit). Working capital is defined as current assets less current liabilities and provides a measure of the Company's ability to settle liabilities that are due within one year with assets that are also expected to be converted into cash within one year. The continuing operations of the Company are dependent upon its ability to arrange additional financing. These matters result in material uncertainties which may cast significant doubt about the Company's on its ability to continue as a going concern.

ZARUMA PROJECT, ECUADOR

Zaruma Mine

The Zaruma Gold Project comprises 37 concessions, located in the El Oro Province of southwestern Ecuador, in the vicinity of the towns of Zaruma and Portovelo. As at June 30, 2017, 35 of the concessions are 100% owned, one is 50% owned and one is 25% owned and subject to a concession sharing arrangement. The Company has title to the remaining concession and has paid the majority of applicable option payments on this concession.

Two of the concessions are subject to a 1% Net Smelter Return ("NSR") royalty payable to a company managed by a director, three concessions are subject to a 2% NSR royalty and 30 are subject to a 1.5% NSR royalty. The Company has no work obligations with respect to the project concessions.

Zaruma Mill

New management appointed in September 2016 has minimized milling activity during the end of 2016 until a formal mine plan and proper personnel are in place. The mill was re-commissioned in late Q4 2016 and has been actively operating in 2017.

With very low tonnage mined during 2016, the Zaruma mill was mostly inactive over 2016.

In 2017, Dynasty strives to implementing the new management's plan to ramp up production at the Zaruma mine and also to the Green Oil contract. The additional tonnage would result in a decrease in the overall cash cost to process each ounce.

DYNASTY GOLDFIELD PROJECT

Overview

From 2003 until 2008 (when the Ecuador Government introduced an exploration moratorium), Dynasty carried out geological mapping, sampling, geophysical surveys and diamond drilling on the Dynasty Goldfield project. Since that time, little additional work has been undertaken on this property with the exception of a NI 43-101 mineral resource estimate compiled from drill data completed in earlier years. In February 2016, the Company received the Environmental Authorization for the Dynasty Goldfield Project located approximately 160km southwest of Dynasty's Zaruma gold mine and mill.

The Dynasty Goldfield Project is qualified under Ecuador's small scale mining regime and subject to a fixed 3% royalty and no windfall tax, with no need to sign a mining contract with the Government. The small scale mining regime allows open pit activities with an exploitation volume of up to 1,000 tonnes a day per concession, a total of 3,000 tonnes per day for the three concessions under consideration.

The Dynasty Project, also known as the Dynasty Copper-Gold Belt consists of 24 100% owned concessions.

Five of the project concessions are subject to a 1% NSR royalty, payable to a company managed by a director. The Company has no work obligations with respect to the project property.

In the Company's efforts to pursue strategic alternatives to advance its other key project, Dynasty entered into a definitive three-year agreement with Green Oil S.A. ("Green Oil"), an Ecuadorean company, in respect of its Dynasty Goldfield project. Green Oil will act as contractor for the development of specific mining concessions.

Under the terms of this agreement, Green Oil will focus on surface excavation of mineralized material on three of Dynasty's mining concessions within the Dynasty Goldfield Project, each of which is fully permitted and qualified under Ecuador's special regime for small scale mining. The designation of 'small scale' allows for the open pit mining of up to 1,000 tonnes per concession per day. Within two months of commencement of mining activities, Green Oil must excavate a minimum of 400 tonnes per day and 750 tonnes per day by the beginning of the third month. Green Oil has the right to mine open pitable surface material only and Dynasty retains the right to explore and develop any and all underground mineralization on these three concessions. Dynasty retains all rights to mineralized material developed underground within or beyond the three-year term of this agreement.

As at January 2017, mining activities have began with Green Oil.

The terms of the arrangement specify that Green Oil will begin exploitation (open pit excavation under the direction of Dynasty) within 60 days of commencing road construction. Green Oil will be responsible for transportation of mineralized material from the point of excavation to the Zaruma processing plant, approximately 180 km away. Green Oil is also responsible for securing the mineralized material during transport and tracking truck loads via satellite from the point of excavation to the Zaruma mill.

Green Oil's compensation will be based on the cash equivalent of 35% of refined gold sales and 10% of refined silver sales from the concessions defined under this agreement only using international pricing of both commodities for payment calculation. Green Oil will cover the proportional cost of transportation and refining costs as per the above percentages.

In addition, the agreement with Green Oil contains an unsecured loan provision for a total of $500,000. As a gesture of goodwill, Green Oil has advanced the Company, as of the date of this MD&A, $448,000 of this loan commitment which will enhance the Company's liquidity while preliminary development work under the agreement is completed. Repayment of this loan will be made in three equal installments in months three, four and five following the commencement of mining activities with financial resources coming from commercialization of relevant production.

During the period ended June 30, 2017, the Company began production from the Dynasty Project and therefore reclassified the balance from the exploration and evaluation to properties, plant and equipment.

SUMMARY OF CONSOLIDATED PROFIT AND LOSS

Expressed in thousands of US Dollars	Three Months Ended June 30, 2017	Three Months Ended June 30, 2016	Six Months Ended June 30, 2017	Six Months Ended June 30, 2016
Revenue	$ -	$ 657	$ 1,010	$ 4,190
Operating Costs				
Cost of goods sold	(2,609)	(2,565)	(4,979)	(7,651)
Depreciation and depletion	(704)	(641)	(1,405)	(1,527)
Gain (loss) from Mine Operations	(3,313)	(2,549)	(5,374)	(4,988)
General and administration	(820)	(469)	(1,550)	(1,415)
Stock-based compensation	(128)	(10)	(269)	(24)
Loss from Operations	(4,261)	(3,028)	(7,193)	(6,247)
Other Expenses				
Loss in derivative liability	392	2	(73)	14
Impairment – exploration properties	-	(1,322)	(933)	(1,322)
Finance expenses	(247)	(303)	(432)	(542)
Foreign exchange gain (loss)	120	105	139	105
Other expense	(12)	(217)	38	(217)
Net loss after tax	(4,008)	(4,763)	(8,454)	(8,209)
Basic & Diluted loss per share	$ (0.05)	$ (0.10)	$ (0.10)	$ (0.18)
Weighted Average Number of Shares Outstanding (‘000)	87,829	46,707	87,829	46,707

Expressed in thousands of US Dollars	**June 30, 2017**	**December 31, 2016**
Cash	$ 986	$ 20
Total assets	35,066	37,821
Cash dividends declared	$ 0.00	$ 0.00

During six months ended June 30, 2017, the Company incurred a $8.5 million net loss, which was higher than comparative periods in prior years. This was mainly driven by the negative margin as the Company had production challenges due to the rainfall in Q2 2017. The loss in derivative liability was higher as the Company’s stock price improved against the exercise price of the outstanding share purchase warrant. The remaining expenses when compared to the comparative period in prior year was different due to timing differences of expenses and foreign exchange fluctuation between Canadian dollars and US dollars.

As at June 30, 2017, cash increased when compared with December 31, 2016 due to the private placement ($1.3m gross proceeds) that took place in June 2071. Assets decreased as at June 30, 2017 as mineral properties and exploration assets were abandoned (impaired) and depreciated.

QUARTERLY RESULTS

Express in thousands of US Dollars	Q2 2017	Q1 2017	Q4 2016	Q3 2016	Q2 2016	Q1 2016	Q4 2015	Q3 2015
Revenue	-	1,010	-	-	318	3,533	6,528	6,344
Net loss	(4,008)	(4,446)	(24,776)	(1,864)	(4,762)	(3,446)	(7,401)	(1,760)
Basic and diluted earnings (loss) per share	(0.05)	(0.05)	(0.11)	(0.03)	(0.11)	(0.08)	(0.17)	(0.04)
Cash	986	37	20	973	27	238	448	401
Total assets	35,066	34,543	37,821	59,935	58,765	61,137	61,756	68,695
Cash dividend declared	-	-	-	-	-	-	-	-

Three months ended June 30, 2017 compared with March 31, 2017

The Company's net loss in Q2 2017 remained consistent with Q1 2017 as the Company is in the preliminary stage of gold production. Cash and assets increased due to the private placement that was closed in June 2017 (gross proceeds $1.3 million). Sales and productions were hindered from the rainfall that occurred in Q2 2017.

Three months ended June 30, 2017 compared with all historic quarters in 2016 and 2015

The Company has recommenced mining and milling activity in Q1 2017, as a result, it recorded a $1.0 million in revenue in Q1 2017, which was higher than majority of the quarters in 2016 (when mining activities have stopped). Gold sales were hindered from the rainfall that occurred in Q2 2017. Overall for fiscal 2017, revenue was lower than all the historic quarters in 2015 as mining activity were more active in previous years.

Net loss was lower than Q4 2016 as there was a material impairment recorded in Q4 2016, which did not occur in the current quarter. Comparing Q2 2017 to the remaining historic quarters in 2016 and 2015, the net loss was lower as the Company's corporate and mining activities are still in ramp-up stage, when excluding warrant liability revaluation and impairment.

Total assets as at June 30, 2017 compared with all historic quarters.

Cash increased in the current period end compared to all historic quarters due to the closing of a private placement that occurred in June 2017 (gross proceeds $1.3 million).

The private placement also increased assets when compared with March 31, 2017

When compared with all the other historic quarters, assets decreased as at June 30, 2017 as mineral properties and exploration assets were impaired and depreciated.

LIQUIDITY AND CAPITAL RESOURCES

A summary of the Company's cash position and changes in cash for:

Expressed in thousands of US Dollars	Three Months Ended		Six Months Ended	
	June 30, 2017	**June 30, 2016**	**June 30, 2017**	**June 30, 2016**
Cash flow in operating activities	**(837)**	(89)	**(1,647)**	(379)
Cash flow from investing activities	**-**	(661)	**250**	(565)
Cash flow from financing activities	**1,786**	539	**2,363**	523
Net change	**949**	(211)	**966**	(421)
Cash balance	**986**	27	**986**	27

As at June 30, 2017, the Company had working capital deficit of $17.4 million compared to working capital deficit of $15.7 million as at December 31, 2016. This was mainly driven by payable management as the Company tried to conserve its cash until further recapitalization through debt or equity.

Cash outflow from operating activities were higher than prior years as the Company commenced commercial production at Dynasty Goldfield and no longer classify expenditure for this project as investing activities.

Cash inflow from investing activities were higher than prior year as the Company did not have any expenditures in property plant and equipment and expenditures related to Dynasty Goldfields are now classified as cash flow from operating activities. Also, in the current year, the Company leased and sold non core concessions for a net proceeds of $250,000.

Cash inflow from financing activities were higher due to the convertible debenture issuance in 2017 and closing a private placement in June 2017, both events did not occur in 2016.

SHAREHOLDER'S EQUITY

Dynasty Metals & Mining Inc's authorized capital stock consists of an unlimited number of common shares without par value. As at June 30, 2017, there were 93,763,838 common shares, 8,428,000 stock options and 6,967,503 share purchase warrants outstanding.

Subsequent to June 30, 2017, the Company completed two private placements with the following details:

a) On July 17, 2017, the Company closed a private placement for a gross proceeds of CAD$985 by issuing 3,285,666 units at CAD$0.30 per unit. Each unit consists of one common share and one-half share purchase warrant at a price of CAD$0.45 (2 year expiry).

b) On August 4, 2017, the Company closed a private placement for a gross proceeds of CAD$487 by issuing 1,622,914 units at CAD$0.30 per unit. Each unit consists of one common share and one-half share purchase warrant at a price of CAD$0.45 (2 year expiry).

As at the date of the report, there were 98,672,418 common shares, 8,428,000 stock options and 9,421,793 share purchase warrants outstanding.

The following is a table discloses the number of options and vested options outstanding as at June 30, 2017 and date of the report:

Number ('000)	Vested ('000)	Exercise Price CAD$	Expiry Date
1,353	1,353	0.92	November 21, 2019
1,000	1,000	0.64	July 16, 2018
6,075	1,518	0.23	December 7, 2021
8,428	**3,871**		

The following is a table discloses the share purchase warrants outstanding as at the date of the report:

Number ('000)	Exercise Price CAD$	Expiry Date
3,000	0.15	September 15, 2018
811	0.45	August 3, 2019
1,642	0.45	July 14, 2019
2,967	0.45	June 30, 2019
750	0.45	April 3, 2019
250	0.45	April 25, 2019
9,420	**0.30**	

The following is a table discloses the share purchase warrants outstanding as at the June 30, 2017:

Number ('000)	Exercise Price CAD$	Expiry Date
3,000	0.15	September 15, 2018
2,967	0.45	June 30, 2019
750	0.33	April 3, 2019
250	0.35	April 25, 2019
6,967	**0.30**	

CAPITAL MANAGEMENT

The capital of the Company consists of items included in shareholder's equity. The Company's objectives for capital management are to safeguard its ability to support the Company's normal operating requirement on an ongoing basis, continue the development and exploration of its mineral properties and support any expansionary plans.

The Company manages its capital structure and makes adjustments in light of changes in its economic environment and the risk characteristics of the Company's assets. To effectively manage the entity's capital requirements, the Company has in place a planning, budgeting and forecasting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. As at June 30, 2017, the Company expects its capital resources will support its normal operating requirements, planned development and exploration of its mineral properties for the next twelve months. There are no externally imposed capital requirements to which the Company has not complied.

REGULATORY DISCLOSURES

Off balance sheet arrangements

The Company does not have any off-balance sheet arrangements.

Proposed Transactions

The Company does not have any proposed transactions as at June 30, 2017 other than as disclosed elsewhere in this document.

Related Party Transactions

The Company's related parties include its subsidiaries, associates over which it exercises significant influence, and key management personnel. Transactions with related parties for goods and services are made on normal commercial terms and are considered to be at arm's length.

The Company incurred the following expenses with related parties during the three and six months ended June 30, are as follows:

('000)	Three months ended June 30		Six months ended June 30	
	2017	2016	2017	2016
Management fees (a)	$ -	$ 105	$ -	$ 210
Stock-based compensation	124	10	194	24

(a) During the six months ended June 30, 2017, the Company paid or accrued management fees of $nil (2016 - $210,000) in favor of a company managed by Director of the Company of which $nil (2016 - $17,000) were capitalized and included in mine properties, plant and equipment and exploration and evaluation properties. As at June 30, 2017 there was $315,000 (December 31, 2016 - $315,000) included in accounts payable and accrued liabilities owing.

(b) As at June 30, 2017, the related party loan outstanding was $545,000 (December 31, 2016 - $545,000).

Financial Instruments

Fair values of financial instruments

The fair values of financial instruments are summarized below.

Express in thousands of US Dollars	Fair Value Hierarchy Level	June 30, 2017	December 31, 2016
Financial assets			
Receivables			
Cash and cash equivalents [(1)]	N/A	986	20
Receivables [(1)]	N/A	370	846
Financial liabilities			
Other financial liabilities			
Accounts payable & accrued liabilities [(1)]	N/A	17,711	14,786
Advance - Credipresto[(3)]	N/A	-	923
Related party loan [(1)]	N/A	545	545
Loan payable[(3)]	N/A	3,416	3,416
Derivative			
Warrant liability [(2)]	Level 3	1,020	324

(1) The carrying value of cash, receivables and accounts payable and accrued liabilities approximates fair value due to the short-term nature of these items.

(2) The Company applies a standard Black-Scholes model to value the warrant liability.

(3) Loan payable is presented on an amortized cost basis and will be accreted to its face amount over the term to maturity of the loan at an effective interest rate.

The Company's policy for determining when a transfer occurs between levels in the fair value hierarchy is to assess the impact at the date of the event or the change in circumstances that could result in a transfer. There were no transfers between the levels during the period ended June 30, 2017.

Credit Risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to significant concentrations of credit risk consist primarily of cash and cash equivalents, and marketable securities. The Company's cash are held through large Canadian financial institutions. The Company holds minimal balances in banks in Ecuador.

Receivables mainly consist of employee advances and sales tax refunds from the Federal Governments of Canada and Ecuador. Management believes that the credit risk concentration with respect to receivables is minimal.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments. The Company is exposed to liquidity risk.

Market Risk

The Company's financial instruments include investments which are publicly traded and therefore subject to the risks related to the fluctuation in market prices of publicly traded securities. Some of these investments have been acquired as a result of property transactions and, to a large extent, represent strategic investments in related mining companies and their properties. The Company closely monitors market values to determine the most appropriate course of action.

Price Risk

The Company is exposed to price risk with respect to commodity and equity prices. The ability of the Company to explore its mineral properties and the future profitability of the Company are directly related to the market price of gold and other precious metals. The Company monitors gold and other commodity prices to determine the appropriate course of action to be taken by the Company.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows from a financial instrument will fluctuate because of changes to market interest rates. The Company maintains short-term deposits in instruments that are redeemable at any time without penalty, thereby reducing its exposure to interest rate fluctuations thereon. The Company has interest bearing debt and may be subject to interest rate risk.

Foreign Exchange Risk

Currency risk is the risk of a loss due to the fluctuation of foreign exchange rates and the effects of those fluctuations on the Company's foreign currency denominated monetary assets and liabilities. The Company's operations in the Canada and Ecuador create exposure to foreign currency fluctuation. Certain costs and expenses are incurred in Canadian dollars, and the fluctuation of the US dollar in relation to the Canadian dollar will have an impact upon the profitability of the Company and may also affect the value of the Company's financial assets and liabilities. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks.

A portion of the Company's cash, receivables and accounts payable and accruals are denominated in the Canadian dollar and are therefore subject to fluctuation in exchange rates, however these balances are not large enough to expose the Company to significant foreign exchange risk.

Significant Accounting Policies and Estimates

Set out below are the Company's critical accounting policies and estimates:

Revenue recognition
Revenue from the sale of gold and silver is recognized when the quantity of metal sold and the sales price are fixed, title has passed to the buyer and collection is reasonably assured. Revenue is measured at the fair value of the consideration received or receivable.

Earnings (loss) per share
Basic earnings (loss) per share are calculated by dividing the net earnings (loss) for the period by the weighted average number of common shares outstanding during the period.

Diluted earnings per share is calculated using all "in the money" options, warrants and equivalents assumed to have been exercised at the beginning of the period and proceeds from the exercise are assumed to have been used to purchase common shares at the average market price during the period.

Inventory
Gold and silver dore, gold and silver in-process and stockpiled mined material inventories are recorded at the lower of average cost and net realizable value. The cost of finished goods and gold and silver in-process includes direct materials, direct labour, depreciation of mining assets and depreciation of mining and processing plant and equipment. Net realizable value is the estimated selling price less applicable selling expenses.

Materials and supplies inventories are valued at the lower of average cost and net realizable value.

Mineral Properties, Plant and Equipment

Exploration and evaluation properties
Once a license to explore an area has been secured, expenditures on exploration and evaluation activities are

capitalized to exploration and evaluation. Exploration and evaluation expenditures relate to the initial search for deposits with economic potential and to detailed assessments of deposits or other projects that have been identified as having economic potential.

Once an economically viable project has been determined for an area and the decision to proceed with development has been approved, exploration and evaluation assets attributable to that area are first tested for impairment and then reclassified to mines under construction within mine properties, plant and equipment.

Subsequent recovery of the resulting carrying value depends on successful development or sale of the undeveloped project. If a project does not prove viable, all irrecoverable costs associated with the project net of any impairment provisions are written off.

Development properties

When economically viable projects have been determined and the decision to proceed with development has been approved, the expenditures related to construction are capitalized as mines under construction and classified as a component of mine properties, plant and equipment. Costs associated with the commissioning of new assets, in the pre-commercial period before they are operating in the way intended by management, are capitalized, net of any pre-production revenues. Commercial production is deemed to have occurred when management determines that, amongst other items, the completion of operational commissioning of major mine components has been reached, operating results are being achieved consistently for a period of time, and there are indicators that these operating results will continue.

Once commercial production has been achieved at a project exploration and development expenditure is amortized on a unit- of-production basis over the measured and indicated resources expected to be extracted economically, and included as part of the production cost.

When further development expenditure is incurred in respect of a mine property subsequent to the commencement of commercial production, such expenditure is capitalized as part of the mine property only when substantial new future economic benefits are established, otherwise such expenditure is classified as part of the cost of production.

Plant and equipment

The initial cost of an asset comprises its purchase price or construction cost, any costs directly attributable to bringing the asset into operation, the initial estimate of the rehabilitation obligation, and for qualifying assets, borrowing costs. The purchase price or construction cost is the aggregate amount paid and the fair value of any other consideration given to acquire the asset.

Depreciation methods and useful lives are reviewed at each annual reporting date and adjusted as appropriate. Where an item of plant and equipment comprises major components with different useful lives, the components are accounted for as separate items of plant and equipment. Depreciation is provided using the straight-line method over the following terms:

Office and exploration equipment	5 years
Vehicles	3 years
Mining equipment	5 years
Drill rigs	5 years
Plant	10 years
Office buildings	20 years

Provision for closure and restoration

The Company recognizes provisions for statutory, contractual, constructive or legal obligations associated with the decommissioning and reclamation of mine properties, plant and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets. A liability is recognized at the time environmental disturbance occurs and the resulting costs are capitalized to the corresponding asset. The provision for reclamation and rehabilitation obligations is estimated using expected cash flows and is discounted at a pre-tax rate specific to the liability. The capitalized amount is amortized on the same basis as the related asset. The liability is adjusted for the accretion of the discounted obligation and any changes in the amount or timing of the underlying future cash flows.

In subsequent periods, the liability is adjusted for any changes in the amount or timing of the estimated future cash costs and for the accretion of discounted underlying future cash flows. The unwinding of the effect of discounting the provision is recorded as an expense in the profit or loss.

Stock-based compensation

Certain employees (including directors and senior executives) of the Company receive a portion of their remuneration in the form of stock options. The cost of these stock options is measured using the estimated fair value at the date of the grant determined using the Black-Scholes option pricing model. The Black-Scholes option pricing model requires the input of subjective assumptions, including the expected term of the option and stock price volatility. The expected term of options granted is determined based on historical data on the average hold period before exercise, expiry or cancellation. Expected volatility is estimated with reference to the historical volatility of the share price of the Company.

These estimates involve inherent uncertainties and the application of management's judgment. The costs are recognized over the vesting period of the option. The total amount recognized as an expense is adjusted to reflect the number of options expected to vest at each reporting date. The corresponding credit for these costs is recognized in contributed surplus in shareholders' equity.

Stock based compensation arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity settled share based payment transactions and measured at the fair value of goods or services received. If the fair value of the goods or services received cannot be estimated reliably, the share based payment transaction is measured at the fair value of the equity instruments granted at the date the Company receives the goods or the services.

Impairment on non-financial assets

At each date of the statement of financial position, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is an indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the assets belong. Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease. Where an impairment loss subsequently reverses, the carrying amount of the asset (cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior years.

Income taxes

The Company recognizes the deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted, or substantively enacted, tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment or enactment occurs. Deferred tax assets are recognized to the extent that recovery is estimated to be probable.

Financial assets

Financial assets, other than derivatives, are designated as available-for-sale, loans and receivables held to maturity or at fair value through profit or loss ("FVTPL"). Financial assets classified as available-for-sale are measured on initial recognition plus transaction costs and subsequently at fair value with unrealized gains and losses recognized in other comprehensive income (loss) except for financial assets that are considered to be impaired in which case the loss is recognized in profit or loss. The Company has not classified any assets as available-for-sale for the years presented.

Financial assets classified as held-to-maturity are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in profit or loss. Financial assets classified as loans and receivables are measured initially at fair value plus transaction costs and subsequently at amortized cost using the effective interest rate method. The Company's receivables are classified as loans and receivables.

Financial assets classified as FVTPL are measured on initial recognition and subsequently at fair value with unrealized gains and losses recognized in profit or loss. Transaction costs are expensed for assets classified as FVTPL. The Company's cash is classified as FVTPL.

Financial liabilities
Financial liabilities, other than derivatives, are initially recognized at fair value less directly attributable transaction costs. Subsequently, financial liabilities are measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and allocating the interest expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. The Company's accounts payable and accrued liabilities and short and long term loans are measured at amortized cost.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon recognition as FVTPL. Fair value changes on these liabilities are recognized in profit or loss. The Company's derivative liability is classified as FVTPL.

Estimates, judgments, risks and uncertainties
The preparation of consolidated financial statements in accordance with IFRS requires management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, revenue and expenses and the disclosure of contingent assets and liabilities as at the date of the financial statements and the reported amount of revenues and expenses during the year. Actual results could differ from these estimates and, as such, estimates and underlying assumptions are reviewed on an ongoing basis. Revisions are recognized in the period in which the estimates are revised and in any future period affected.

The key sources of estimation uncertainty and judgments used in the preparation of theses consolidated financial statements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities and earnings within the next financial year, are discussed below:

Mineral resource estimation
The carrying value and recoverability of mineral properties requires management to make certain estimates, judgments and assumptions about each project. Management considers the economics of the project, including the latest resources prices and the long-term forecasts, and the overall economic viability of the project. The determination of mineral resources also requires the use of estimates. The Company estimates its mineral resources based on information compiled by Qualified Persons as defined in accordance with NI 43-101. There are numerous uncertainties inherent in estimating mineral resources and assumptions that are valid at the time of estimation but may change significantly when new information becomes available. Changes in the forecasted prices of commodities, exchange rates, production costs or recovery rates may change the economic status of resources and may result in changes to resource estimates.

Inventories
Management makes estimates of recoverable quantities in stockpiled mined material, in-process material and gold and silver dore to determine the average costs of finished goods sold during the period and the value of inventories in the Company's Statement of Financial Position. Net realizable value tests are performed at each reporting period based on the estimated future sales price of the gold and silver dore, based on the prevailing and long-term gold prices, less estimated costs to complete production and bring the gold and silver dore to selling

condition.

The recoverable quantity of mined material in stockpiles is estimated based on tonnage added and removed from the stockpiles, the amount of contained gold ounces based on assay data, and the estimated recovery percentage based on the historical recoveries obtained in the expected processing method. Stockpiled mined material tonnage and estimated grade is reconciled to periodic surveys.

Provision for closure and restoration
In estimating the provision for closure and restoration, the Company makes assumptions about activities that occur many years into the future including the cost and timing of such activities. The ultimate financial impact is not clearly known as decommissioning costs and techniques are constantly changing, as are legal, regulatory, environmental, political, safety and other such considerations. In arriving at accounts recorded, numerous assumptions and estimates are made on ultimate settlement amounts, inflation factors, discount rates, timing and expected changes in legal, regulatory, environmental, political, and safety requirements.

Units-of-production ("UOP") amortization
The Company uses estimated economical measured and indicated resources as the basis for determining the amortization of certain mineral property and capitalized mine development expenditures. This results in an amortization charge proportional to the anticipated remaining mine life. These calculations require the use of estimates and assumptions, including the amount of measured and indicated resources.

Income Taxes
The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in our provision for income taxes.

Stock-based compensation
Stock-based payments are subject to estimation of the value of the award at the date of grant using pricing models such as the Black-Scholes option valuation model. The option valuation model requires the input of highly subjective assumptions including the expected stock price volatility. Because the Company’s stock options have characteristics significantly different from those of traded options and because the subjective input assumptions can materially affect the calculated fair value, such value is subject to measurement uncertainty.

Commencement of commercial production
Costs associated with the commissioning of new assets, in the pre-commercial period before they are operating in the way intended by management, are capitalized, net of any pre-production revenues. Commercial production is deemed to have occurred when management determines that, amongst other items, the completion of operational commissioning of major mine components has been reached, operating results are being achieved consistently for a period of time, and there are indicators that these operating results will continue, all of which involve management judgments.

Critical Risk Factors and Uncertainties

Mining and Resource Risks of Exploration and Development

Some of the properties in which the Company has an interest or the right to earn an interest are in the exploration stage only and are without a known body of commercial ore. As the Company is principally an exploration and early development stage company, the Company has little revenue, and therefore a history of losses. The level of profitability of the Company in future years will depend to a great degree on market prices of precious and base metals, the ability of the Company to meet expected production levels of the Zaruma Gold Project, and whether any of the Company's other exploration stage properties can be brought into production.

Development of any properties will only follow upon obtaining satisfactory results. Mineral exploration and development involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. There is no assurance that the Company's exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will be in part directly related to the cost and success of the Company's exploration programs, which may be affected by a number of factors.

Substantial expenditures are required to establish reserves through drilling, to develop processes to extract the resources and, in the case of new properties, to develop the extraction and processing facilities and infrastructure at any site chosen for extraction. Although substantial benefits may be derived from the discovery of a major deposit, no assurance can be given that resources will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis.

It is impossible to ensure that future exploration programs and feasibility studies on the Company's existing mineral properties will establish reserves. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; the interpretation of geological data obtained from drill holes and other sampling techniques; feasibility studies (which include estimates of cash operating costs based on anticipated tonnage and grades of ore to be mined and processed); metal prices, which cannot be predicted and which have been highly volatile in the past; the expected recovery rates of metals from the ore; mining, processing and transportation costs; perceived levels of political risk and the willingness of lenders and investors to provide project financing; and governmental regulations, including, without limitation, regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting materials, foreign exchange, environmental protection and reclamation and closure obligations. The effect of these factors cannot be accurately predicted, but any one, or a combination of, these factors may cause a mineral deposit that has been mined profitably in the past, to become unprofitable. The Company is subject to the risks normally encountered in the mining industry, such as unusual or unexpected geological formations as well as political and economic risks associated with developing nations. The Company may be subject to liability for pollution or against other hazards against which it cannot insure or against which it may elect not to insure.

The development of mineral properties is affected by many factors, some of which are: the cost of operations; variations in the grade of ore; fluctuations in metal markets; costs of extraction and processing equipment; and government regulations, including without limitation, regulations relating to royalties, allowable production, importing and exporting of minerals, foreign exchange and environmental protection. Depending on the price of minerals, the Company may determine that it is impractical to commence or, if commenced, continue commercial production.

Mining costs are rising in the current world market, although the effect is somewhat ameliorated by lower labour costs in Ecuador.

Project-specific risks associated with the Zaruma Gold Project are: uncertainty in respect of the tonnage and grade of mineralization in areas of previous mining; and the risk of dilution and productivity in gold recovery, which are fairly high in high-grade narrow vein operations. Development projects rely on the accuracy of predicted factors including: capital and operating costs; metallurgical recoveries; reserve estimates; and future metal prices. Development properties are also subject to accurate economic assessments and feasibility studies, the acquisition of surface or land rights and the issuance of necessary governmental permits. As a result of the substantial expenditures involved, developments are prone to material cost overruns. Project development schedules are also dependent on obtaining the governmental approvals necessary for the operation of a project, the timeframe of which is often beyond our control.

Although the Company's feasibility study is generally completed with the Company's knowledge of the operating history of similar ore bodies in the region, the actual operating results of its development projects may differ materially from those anticipated, and uncertainties related to operations are even greater in the case of development projects. Future development activities may not result in the expansion or replacement of current production with new production, or one or more of these new projects may be less profitable than currently anticipated or may not be profitable at all, any of which could have a material adverse effect on the Company's results of operations and financial position.

The Company is concentrated in the gold mining industry, and as such, the Company may be sensitive to changes in, and its performance will depend to a greater extent on, the overall condition of the gold mining industry. The Company may be susceptible to an increased risk of loss, including losses due to adverse occurrences affecting the Company more than the market as a whole, as a result of the fact that the Company's operations are concentrated in the gold mining sector. A sustained period of a declining gold price would materially and adversely affect the results of operations and cash flows. Additionally, if the market price for gold declines or remains at relatively low levels for a sustained period of time, the Company may have to revise its operating plans, including reducing operating costs and capital expenditures, terminating or suspending mining operations at one or more of its properties and discontinuing certain exploration and development plans. The Company may be unable to decrease its costs in an amount sufficient to offset reductions in revenues, and may incur losses.

Uncertain Mining Legislation
In April 2008, the Mining Mandate invoked a suspension of activities on most mining concessions in Ecuador while the new Mining Law was being approved. The new Mining Law is now in effect and states that each company must negotiate an exploitation contract with the government if it wishes to obtain a large scale mining license. Such an exploitation contract is expected to include, among other items, a negotiated royalty payable to the Ecuadorian government. The timing of completion of an exploitation contract is uncertain and there is no assurance the Company will be able to agree to an exploitation contract on terms satisfactory to the Company or at all, or at a royalty rate that will not have an adverse effect upon the Company's future operations, if the Company wished to graduate its mining licenses in the future.

Operating and Liquidity Risk
The Company is a development and early production stage company and has only recently commenced commercial production for accounting purposes. The Company has funded substantially all of its operating and capital expenses with, historically, proceeds from the sale of capital stock, and, recently from the sale of precious metals produced at its Zaruma Gold Project. The Company has yet to reach the stage of sustainable commercial production. Therefore, continuing operations are dependent upon the Company's ability in the future to mitigate the risks and overcome the challenges generally associated with comparable development stage enterprises. Most significantly, it must either generate sufficient cash flow from the sale of precious metals or secure additional working capital from debt or equity financings, or through the sale of capital assets, as required, neither of which is assured.

Foreign Country and Political Risk
All of the Company's mineral properties are located in Ecuador, South America which has specific risks that may adversely affect the Company's business and results of operations, and which are different from, and in many cases, greater than, comparable risks associated with similar operations within North America. The political and economic environment in Ecuador has been unstable in the past, and the country has been subject to strikes and general civil unrest. There can be no assurance that the political or economic environment in Ecuador will be stable in the future. Risks associated with political or economic instability include, but are not limited to, terrorism, hostage taking, military repression, high rates of inflation, currency fluctuations and controls, crime, corruption uncertainty of the rule of law and legal systems, misuse of legal systems, labour unrest, risks of war or civil unrest, illegal mining and possible political or economic instability which may result in the impairment or loss of mineral concessions or other mineral rights. Mineral exploration and mining activities may be affected in varying degrees by political instability and government regulations relating to the mining industry.

Changes in resource development or investment policies or shifts in political attitude in Ecuador may adversely affect the Company's business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, royalties on mineral production, expropriation of property, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety. The effect of these factors cannot be accurately predicted.

The possibility that current, or a future, government, its agencies or any other authoritative body may adopt substantially different policies or take arbitrary action which, whether legitimate or not, might halt exploration, production or other of the Company's operations, extend to the nationalization of private assets or the cancellation

of contracts, the cancellation of mining and exploration rights and/or changes in taxation treatment cannot be ruled out, any of which could have a material and adverse effect on the Company's future cash flows, earnings, results of operations and financial condition.
Currently, the regulatory system in Ecuador contains many inconsistencies and contradictions. Many of the laws provide substantial administrative discretion in their application and enforcement. In addition, the laws are subject to changing and different interpretations. New laws, such as tax laws, are often introduced with potentially far reaching consequences but whose application, effect and scope cannot be reasonably ascertained due to the lack of concurrently published regulations. These factors mean that even the Company's best efforts to comply with applicable laws may not always result in compliance or may result in arbitrary allegations and legal proceedings. Consequences and relief sought may also be disproportionate to the alleged violation. Any potential liability the Company may be subject to as a result of the application of such laws is also unknown, unascertainable and unquantifiable. The uncertainties, inconsistencies and contradictions in the laws of Ecuador and their interpretation and application could have a material adverse effect on the Company's business, business prospects, and results of operations.

Uncertainty of Mineral Resource Estimates
Other than the Zaruma Gold Project, which is in intermittent production, the Company has no other mineral producing properties at this time. Only those mineral deposits that the Company can economically and legally extract or produce, based on a comprehensive evaluation of cost, grade, recovery and other factors, are considered "resources" or "reserves." The Company has not defined or delineated any proven or probable reserves on any of its properties. The resource estimates included herein have been carefully prepared, reviewed or verified by independent mining experts, but these amounts are estimates only and no assurance can be given that any particular level of recovery of minerals from mineralized material will in fact be realized or that an identified mineralized deposit will ever qualify as commercially mineable (or viable) reserves.

Although the Company has assessed the mineral resource estimates presented herein and believes that the methods used to estimate such mineral resources are appropriate, such figures are estimates. As well, estimates of mineral resources are inherently imprecise and depend to some extent on statistical inferences drawn from limited drilling, which may prove unreliable. Furthermore, no assurances can be given that the indicated level of recovery of minerals will be realized. Fluctuations in the market prices of minerals may render deposits containing relatively lower grades of mineralization uneconomic. Moreover, short-term operating factors relating to mineral resources, such as the need for orderly development of the deposits or the processing of new or different grades, may cause mining operations to be unprofitable in any particular period. Material changes in mineralized material, grades or recovery rates may affect the economic viability of projects. Mineral resources that are not mineral reserves do not have demonstrated economic viability. Due to the uncertainty of measured, indicated or inferred mineral resources, these mineral resources may never be upgraded to proven and probable mineral reserves.

Development of Zaruma Gold Project
The Company is in the process of developing the Zaruma Gold Project, and is subject to all the risks inherent in building and operating an underground mine, including capital cost overruns, decreased profitability through changes in metal prices and operating costs, uncertainty inherent in mineral resources estimates, environmental, health and safety risks, title to properties being challenged or eroded through government action, additional onerous taxation and regulation, uninsured or uninsurable hazards, and mining risks such as accidents, unexpected rock conditions and formations, earthquakes, cave-ins, flooding, abnormal weather and rock bursts, all of which may result in damage to production assets and equipment, in bodily injury to employees and others, and may expose the Company to legal action.

Surface Rights and Access
Although the Company acquires the rights to some or all of the minerals in the ground subject to the tenures that it acquires, or has a right to acquire, in most cases it does not thereby acquire any rights to, or ownership of, the surface to the areas covered by its mineral tenures. In such cases, applicable mining laws usually provide for rights of access to the surface for the purpose of carrying on mining activities; however, the enforcement of such rights can be costly and time consuming.

In areas where there are no existing surface rights holders, this does not usually cause a problem, as there are no impediments to surface access. However, in areas where there are local populations or land owners, it is necessary, as a practical matter, to negotiate surface access. There can be no guarantee that, despite having the legal right to access the surface and carry on mining activities, the Company will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out mining activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdiction.

Illegal Mining Risk
Illegal mining is widespread in Ecuador. Illegal miners have and may continue to trespass on our properties and engage in very dangerous practices, including climbing inside caves and old exploration shafts without any safety devices. We are unable to continuously monitor the full extent of our exploration and operating properties. The presence of illegal miners could also lead to project delays and disputes regarding the development or operation of our precious metals deposits, including disputes with Ecuadorian governmental authorities. Although we have and will continue to take all necessary and available steps to remove such miners and cease their illegal activities, there is no assurance that such steps will be successful and the illegal activities of these miners could cause environmental damage or other damage to our properties or personal injury or death, for which we could potentially be held responsible, all of which could have an adverse impact on our future results of operations and financial condition.

Security Risk
Civil disturbances and criminal activities in Ecuador such as trespass, illegal mining, sabotage, looting, theft or robbery and vandalism have caused disruptions at certain of the Company's projects, and may occasionally result in the suspension of operations, the inability to access the Company's operations and/or damage to facilities. The Company is unable to predict duration of such suspension or inaccessibility that may result from such activities, which could continue for an extended period of time. Although the Company has taken security measures to protect their employees, property and production facilities from these risks, incidents of criminal activity, trespass, illegal mining, theft and vandalism may occasionally lead to conflict with security personnel and/or police, which in some cases could result in injuries and/or fatalities. The measures that have been implemented by the Company will not guarantee that such incidents will not continue to occur, and such incidents and the potential lack of police involvement may halt or delay production, increase operating costs, result in harm to employees or trespassers, decrease operational efficiency, increase community tensions or result in criminal and/or civil liability for the Company or its employees and/or financial damages or penalties.

The manner in which the Company's personnel respond to civil disturbances and criminal activities can give rise to additional risks where those responses are not conducted in a manner that is consistent with international standards relating to the use of force. Although the Company does not seek to apply force against criminal activities conducted on its properties, certain incidents may arise that may result in harm to employees or community members, increase community tension, reputational harm to the Company or result in criminal and/or civil liability for the Company or its employees and/or financial damages or penalties.

It is not possible to determine with certainty the future costs that the Company may incur in dealing with the issues described above at its operations; however, if the number of incidents increases, costs associated with security, in the case of civil disturbances and illegal mining, may also increase, affecting profitability. In addition, illegal mining, looting, theft, sabotage or other criminal activities may result in a loss of mineral resources, inability to mine mineral resources or make certain mineral resources uneconomical to mine, which may have the effect of reducing the Company's mineral resources estimates.

The Company purchases certain insurance in case of an event of theft. However, the Company's security and deterrent plans cannot guarantee that theft will be prevented, and the Company cannot guarantee recovering 100% of the insurance proceeds in the event of a robbery. Particularly, the Company may not be able to recover theft occurring at its mine sites or succeed in apprehending and prosecuting those responsible.

Force Majeure and Natural Events
The occurrence of a significant event which disrupts the production of gold and silver at our properties and the subsequent sale thereof for an extended period, could have a material negative impact on our business, financial condition and results of operations. For example, in 2012, we experienced flooding at our Zaruma Gold Project that

impacted our ability to access higher grade material and therefore resulted in a decrease in production of gold and silver. Similarly, the mining industry is subject to other natural events including fires, adverse weather conditions, earthquakes and other similar events that are unforeseeable, irresistible and beyond our control. The occurrence of any one of these events could have a material adverse effect on our business and financial condition.

Earnings and Dividend Record

The Company has no earnings, has not paid dividends on its common shares, and does not anticipate doing so in the foreseeable future. The Company does not currently generate significant cash flow from operations and does not expect to do so in the foreseeable future.

Foreign Currency Risk

The Company's corporate head office is in Vancouver, Canada and the Company has historically raised all of its funds in Canadian dollars and maintains a portion of its funds in Canadian dollars. The majority of the Company's operations are in Ecuador where the currency is the US dollar. Any significant fluctuations in the value of the Canadian dollar compared to the US dollar exposes the Company to significant currency risk.

Uninsured or Uninsurable Risks

The Company's business is subject to a number of risks and hazards generally, including adverse environmental conditions and hazards, industrial accidents, labour disputes, adverse property ownership claims, unusual or unexpected geological conditions, ground, slope or pit wall failures, rock bursts, cave-ins, fires, changes in the regulatory environment, political and social instability, and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to, or destruction of, mineral properties or production facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in mining, monetary losses and legal liability.

The Company does not currently maintain insurance for many of its assets, including the processing plant at the Zaruma Gold Project. This is due to the relatively high premium costs coupled with poor availability of coverage and wide-ranging exclusions. Insurance against risks such as loss of title to mineral properties, environmental pollution, or other hazards as a result of exploration and production which are generally not available to the Company or to other companies in the mining industry on acceptable terms, will be evaluated on a periodic basis for change in availability and cost. Should the Company become subject to liability for pollution or other hazards or should an event occur that is not fully covered, or covered at all, by insurance, it could have a material adverse effect on the Company's financial conditions, results of operations and cash flows.

Limited Operating History

The Company has a limited operating history. There is no assurance that it will be able to achieve or maintain profitable operations.

Environmental and other Regulatory Risk

The Company's activities are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation generally 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 means stricter standards, enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations.

Companies engaged in exploration and development activities generally experience increased costs and delays as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that all permits which the Company may require for exploration and development of its properties will be obtainable on reasonable terms or on a timely basis, or that such laws and regulations would not have an adverse effect on any project that the Company may undertake.

Although the Company believes that it is in compliance with all material laws and regulations that currently apply to its activities, there may be unforeseen environmental liabilities resulting from exploration and/or mining activities and these may be costly to remedy. 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 operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in exploration operations may be required to compensate those suffering loss or damage by reason of the exploration activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of exploration and production companies, including transitory requirements in the adopting the new Ecuadorian mining law, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in expenditures and costs or require abandonment or delays in developing new mining properties.

Economic Risk
The commercial viability of any mineral deposit depends on many factors, such as its size, grade and proximity to infrastructure. Government regulation, taxes, royalties, land tenure, land use, environmental protection and reclamation and closure obligations all also affect the economic viability of a particular mineral deposit.

Litigation Risk
The Company is subject to litigation and legal proceedings arising in the normal course of business and may be involved in disputes with other parties in the future which may result in litigation. The causes of potential future litigation cannot be known and may arise from, among other things, business activities and environmental laws. The risk of such litigation is, in part, a consequence of doing business under the current political and juridical climate in Ecuador. The results of litigation cannot be predicted with certainty. If the Company is unable to resolve these disputes favourably, they may result in a material adverse impact on the Company's financial condition, cash flows and results of operations.

In the event of a dispute involving the foreign operations of the Company, the Company 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.

Potential Defects in Title to Properties
The Company has investigated its rights to explore and exploit its properties and, to the best of our knowledge, and except as otherwise disclosed herein, those rights are in good standing. However, no assurance can be given that such rights will not be revoked, or significantly altered, to the Company's detriment. The ownership and validity of mining claims and concessions are often uncertain and may be contested. Certain of our properties are subject to various royalty and land payment agreements. Failure by us to meet our payment obligations under these agreements could result in the loss of related property interests. Certain of our properties may be subject to the rights or asserted rights of various community stakeholders including a process for public consultation. The presence of community stakeholders may also impact on our ability to develop or operate our mining properties.

Conflicts of Interest
Certain of the Company's directors and officers hold positions in, or are otherwise affiliated with, other natural resource companies that acquire interests in mineral properties. Such associations may give rise to conflicts of interest from time to time.

The Company's directors are required by law to act honestly and in good faith with a view to the Company's best interest and to disclose any interest that they may have in any of the Company's projects or opportunities. In general, if a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter, or, if he does vote, his vote will not be counted. In determining whether or not the Company will participate in any project or opportunity, the board of directors will consider primarily the merit and cost of the opportunity, the degree of risk to which the Company may be exposed, and its financial position at that time.

Fluctuating Prices
Our future revenues, if any, are expected to be in large part derived from the extraction and sale of precious and base metals such as gold, and to a lesser extent, silver and copper. The prices of those commodities have fluctuated widely in recent years and are affected by many factors beyond the Company's control, including international economic and political trends, expectations of inflation or deflation, currency exchange rates, interest rates, patterns of global or regional consumption, speculative activities and increased commodity production, due to factors including new or improved extraction or production methods. Future price declines may cause continued development of and commercial production from the Company's properties to be uneconomic. Further production from our mining properties is dependent on precious metal prices that are adequate to make these properties economically viable.

Further, the Company is dependant on various commodities (such as fuel, electricity, steel and concrete) and equipment to conduct its mining operations and development projects. The shortage of such commodities, equipment and parts or a significant increase of their cost could have a material adverse effect on the Company's ability to carry out its operations and therefore limit, or increase the cost of, production. Market prices of commodities can be subject to volatile price movements which can be material, occur over short periods of time and are affected by factors that are beyond our control. If the costs of certain commodities consumed or otherwise used in connection with our operations and development projects were to increase significantly, and remain at such levels for a substantial period of time, we may determine that it is not economically feasible to continue commercial production at some or all of our operations or the development of some or all of our current projects, which could have an adverse impact on our financial performance and results of operations.

Operating Hazards and Risks
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 Company 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. The Company currently does not maintain any insurance coverage against operating hazards. 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 the Company's financial position.

Current Global Financial Condition
Market events and conditions, including the disruptions in the international credit markets and other financial systems, in Japan and Europe, along with political instability in the Middle East and Russia and falling oil and currency prices expressed in United States dollars have resulted in commodity prices remaining volatile. These conditions have also caused a loss of confidence in global credit markets, resulting in the collapse of, and government intervention in, major banks, financial institutions and insurers and creating a climate of greater volatility, tighter regulations, less liquidity, widening credit spreads, less price transparency, increased credit losses and tighter credit conditions. Notwithstanding various actions by governments, concerns about the general condition of the capital markets, financial instruments, banks and investment banks, insurers and other financial institutions caused the broader credit markets to be volatile and interest rates to remain at historical lows. These events are illustrative of the effect that events beyond our control may have on commodity prices, demand for metals, including gold, silver and copper, availability of credit, investor confidence, and general financial market liquidity, all of which may affect the Company's business.

Corruption and Bribery Risk
The Company's operations are governed by, and involve interactions with, many levels of government in numerous countries. The Company is required to comply with anti-corruption and anti-bribery laws in which the Company conducts its business. In recent years, there has been a general increase in both the frequency of enforcement and the severity of penalties under such laws, resulting in greater scrutiny and punishment to companies convicted of violating anti-corruption and anti-bribery laws. Furthermore, a company may be found liable for violations by not only its employees, but also by its contractors and third party agents. Although the Company has adopted a risk-

based approach to mitigate such risks, including internal monitoring, reviews and audits to ensure compliance with such laws, such measures are not always effective in ensuring that the Company, its employees, contractors or third party agents will comply strictly with such laws. If the Company finds itself subject to an enforcement action or is found to be in violation of such laws, this may result in significant penalties, fines and/or sanctions imposed on the Company resulting in a material adverse effect on the Company's reputation and results of its operations.

Information Systems Security Threats
The Company's operations depend, in part, on how well the Company and its suppliers protect networks, equipment, information technology (IT) systems and software against damage from a number of threats, including, but not limited to, cable cuts, damage to physical plants, natural disasters, terrorism, fire, power loss, hacking, computer viruses, vandalism and theft. The Company's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays and/or increase in capital expenses. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact the Company's reputation and results of operations.

Although to date the Company has not experienced any material losses relating to cyber attacks or other information security breaches, there can be no assurance that the Company will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Dependence on Key Personnel
The Company's development to date has largely depended on, and in the future will continue to depend on, the efforts of key management, project management and operations personnel. Loss of any of these people could have a material adverse effect on the Company and its business. The Company has not generally obtained and does not intend to obtain key-person insurance in respect of directors or other of its employees, with the exception of some individuals for which there is limited coverage.

Competition
The resource industry is intensely competitive in all of its phases, and the Company competes with many companies possessing greater financial resources and technical facilities. Competition could adversely affect the Company's ability to acquire suitable producing properties or prospects for exploration in the future. Accordingly, there can be no assurance that the Company will acquire any interest in additional operations that would yield reserves or result in commercial mining operations.

Volatility of Market Price
The market price of our common shares may fluctuate widely for a wide variety of reasons, including those risks described above and the failure of our operating performance in any particular quarter to meet analysts' expectations, quarterly and annual variations in our competitors' results from operations, developments in our industry or in the market, generally and general economic, political and market conditions.

OTHER MD&A REQUIREMENTS

Dynasty Metals & Mining Inc’s business of exploring, developing and mining mineral resources involves a variety of operational, financial and regulatory risks that are typical in the natural resource industry. The Company attempts to mitigate these risks and minimize their effect on its financial performance, but there is no guarantee that the Company will be profitable in the future, and any investment in Dynasty Metals & Mining Inc’s common shares should be considered speculative.

Additional information relating to the Company, including the AIF is available on the SEDAR website at www.sedar.com and on the Company’s website at www.Dynastymining.com.

The Board of Directors of Dynasty Metals & Mining Inc has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it from the Company.

Management's Report on Disclosure controls and procedures and Internal Control Over Financial Reporting
Management of the Company, under the supervision of the President and Chief Executive Officer and the Chief Financial Officer, is responsible for the design and operations of internal controls over financial reporting. There have been no changes in the Company's disclosure controls and procedures during the period ended June 30, 2017.

The Company's management is responsible for establishing and maintaining adequate internal controls over financial reporting and the preparation of financial statements in accordance with generally accepted accounting principles. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

There have been no changes in the Company's internal control over financial reporting during the period ended June 30, 2017 that have materially affected, or are reasonably likely to materially affect, its internal controls over financial reporting.

Limitations of Controls and Procedures:

The Company's management, including the Chief Executive Officer and Chief Financial Officer, believe that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any systems of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

CAUTIONARY STATEMENT

Forward-looking Information

This MD&A contains statements which are, or may be deemed to be, "forward-looking information" which are prospective in nature. Often, but not always, forward-looking information can be identified by the use of forward-looking words such as "plans", "expects" or "does not expect", "is expected", "scheduled", "estimates", "forecasts", "projects", "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", "should", "would", "might" or "will" be taken, occur or be achieved. Such information in this MD&A includes, without limitation, statements regarding Dynasty's future plans and expectations relating to the Zaruma mine development and mineral extraction, the impact of the labour stoppage at the Zaruma mine, the development of certain concessions at the Dynasty Goldfield Project and the sale of the Company's two non-resource mining concessions and the use of the proceeds derived therefrom. Forward-looking information is not based on historical facts, but rather on then current expectations, beliefs, assumptions, estimates and forecasts about the business and the industry and markets in which the Company operates, including assumptions relating to the Company's ability to continue production at the Zaruma mine, that the Company will be able to continue its progress as currently planned and will not have to make additional changes to the mine plan, that the agreement with Green Oil will result in the extraction of sufficient tonnage from the Dynasty Goldfield Project, that the Company will continue to sell processed gold and silver at levels that allow it to fund the continued development of its mining projects and sustain its operations, that the Company will have access to capital if required, that all necessary approvals and arrangements will be obtained, renewed and/or finalized in a satisfactory manner in order to continue developing the Company's projects, and that the Company's equipment will operate at expected levels. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations. Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause Dynasty's actual results, revenues, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Important risks that could cause Dynasty's actual results, revenues, performance or achievements to differ materially from Dynasty's expectations include, among other things: (i) risks related to the ability of the Company to obtain contract miners, if required, (ii) risks related to the uncertainty of the Company's ability to successfully negotiate the deferral of taxation amounts owned the Ecuadorean government,(iii) that the Company will be able to generate sufficient cash flow to continue as a going concern, (iv) risks related to prior mining activity at its mines and declines, (v) uncertainties relating to mineral resource estimates (vi) risks related to availability of capital on satisfactory terms, (vii) risks related to Dynasty's lack of history in producing metals from Dynasty's mineral exploration properties and its ability to successfully establish mining operations or profitably produce precious metals; (viii) changes in the market prices of gold, silver, and other minerals, which, in the past, have fluctuated widely and which could affect the profitability of Dynasty's operations and financial condition; (ix) risks related to governmental regulations, including taxation statutes; (x) risks related to Dynasty's primary properties being located in Ecuador, including political, economic, and regulatory instability and other risks found in Dynasty's Annual Information Form for the year ended December 31, 2016 which is available on SEDAR at www.sedar.com. Other than in accordance with its legal or regulatory obligations, Dynasty is not under any obligation and Dynasty expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

U.S. Investors Concerning Estimates of Mineral Resources and Mineral Reserve

As a reporting issuer in Canada, the Company is required by Canadian law to provide disclosure respecting its mineral interests in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101"). Accordingly, readers are cautioned that the information contained in this MD&A may not be comparable to similar information made public by United States companies under the United States federal securities laws and the rules and regulations thereunder. The Company does not report to the United States Securities and Exchange Commission and, in particular, the terms "measured mineral resource", "indicated mineral resource" and "inferred mineral resource" as may be used herein are not defined in SEC Industry Guide 7 and are normally not permitted to be used in reports and registration statements filed with the SEC.

Further, the terms "mineral reserve", "proven mineral reserve" and "probable mineral reserve" are Canadian mining terms, the definitions of which differ from the definitions of the SEC.

In addition, United States investors are cautioned that the Company's financial statements do not conform with, nor are they reconciled to, accounting principles generally accepted in the United States.

Scientific and Technical Information

Scientific and technical information relating to Cerro Prieto presented above has been approved by Rodney A. Blakestad, J.D., C.P.G., who by reason of education, affiliation with a professional association (as defined in NI 43-101) and past relevant work experience, fulfills the requirements of a Qualified Person as defined in NI 43-101, and he is Independent of the issuer applying all of the tests in Section 1.5 of NI 43-101CP.

All mineral resources have been calculated in accordance with the standards of the Canadian Institute of Mining, Metallurgy and Petroleum. Mineral resources which are not mineral reserves do not have demonstrated economic viability. Information on data verification performed on the mineral properties mentioned in this MD&A that are considered to be material mineral properties to the Company are contained in the current technical reports for those properties, all available under the Company's profile at www.sedar.com.