

**MANAGEMENT’S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS**  
**(Expressed in thousands of United States dollars, except per share amounts)**

The following discussion is a review of the activities, results of operations and financial condition of Cerro Grande Mining Corporation and its consolidated subsidiaries (“CEG” or the “Company”) for the year ended September 30, 2018, together with certain trends and factors that are expected to impact on future operations and financial results. This information is presented as of January 28, 2019. This discussion should be read in conjunction with the audited consolidated financial statements as at September 30, 2018, which are available on SEDAR at [www.sedar.com](http://www.sedar.com). The Company’s condensed interim consolidated financial statements and financial data have been prepared using accounting policies consistent with IFRS. All dollar amounts are expressed in thousands United States dollars, except as otherwise indicated.

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**1. FORWARD LOOKING STATEMENTS**

This management’s discussion and analysis contains or refers to forward-looking statements. All information, other than information regarding historical fact that addresses activities, events or developments that the Company believes, expects or anticipates will or may occur in the future is forward-looking information. Forward-looking information can often be identified by forward-looking words such as “anticipate”, “believe”, “expect”, “plan”, “intend”, “estimate”, “may”, “could”, “potential”, “should” “will” or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance.

The forward-looking statements in this management’s discussion and analysis reflects the current expectations, assumptions or beliefs of the Company based on information currently

available to the Company. With respect to forward-looking statements contained in this management discussion and analysis, the Company has made assumptions regarding, among other things, the Company's ability to generate sufficient cash flow from operations and capital markets to meet its future obligations, the regulatory framework in Chile, with respect to, among other things, permits, licenses, authorizations, royalties, taxes and environmental matters and the Company's ability to continue to obtain qualified staff and equipment in a timely and cost-efficient manner to meet the Company's needs.

Forward-looking statements are subject to a number of risks and uncertainties that may cause the actual results of the Company to differ materially from those discussed in the forward-looking information, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Company.

Any forward-looking information speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise. Although the Company believes that the assumptions inherent in the forward-looking information are reasonable, forward-looking information is not a guarantee of future performance and accordingly undue reliance should not be put on such information due to the inherent uncertainty therein.

### **Non-IFRS financial measures**

The Company has included certain non-IFRS financial measures in this document. These measures are not defined under IFRS and should not be considered in isolation. The Company believes that these measures, together with measures determined in accordance with IFRS, provide investors with an improved ability to evaluate the underlying performance of the Company. The inclusion of these measures is meant to provide additional information and should not be used as a substitute for performance measures prepared in accordance with IFRS. These measures are not necessarily standard and therefore may not be comparable to other issues

## **2. OVERVIEW**

The Company is an exploration, development and mining corporation focused in Chile.

The Company's only significant subsidiary was Compañía Minera Pimentón (Pimenton), which filed for voluntary bankruptcy on May 31, 2017. The Court approved this bankruptcy filing and named a Liquidator on July 18, 2017.

The comparative consolidated statement of income for the year ended September 30, 2017 includes the eight months of operations of Pimenton before the bankruptcy filing.

In accordance with Chilean law, the Court appointed bankruptcy Liquidator has taken possession of Pimenton and of all its assets and liabilities. They are also responsible for all ongoing costs of Pimenton until the successful sale or liquidation of Pimenton.

Any profits or losses incurred by the Liquidator in the bankruptcy process have no impact in these consolidated financial statements as both financial assets and obligations are by law transferred to the Liquidator.

The Company's other projects, which are in various stages of exploration and development in Chile include "Tordillo" and two limestone deposits "Catedral" and "Cal Norte".

### **3. HIGHLIGHTS**

#### **Operational Highlights**

- Gold produced at the Pimenton mine for the year ended September 30, 2018 was nil oz compared to 1,857 oz produced for the year ended September 30, 2017 (while the Pimenton mine was in operations and had not filed for voluntary bankruptcy on May 31, 2017).
- The average gold recovery for the year ended September 30, 2018 was nil compared to 91.00% for the year ended September 30, 2017 while the Pimenton mine was in operations and had not filed for voluntary bankruptcy on May 31, 2017.

#### **Financial Highlights**

All September 30, 2017 figures include revenue and production at the Pimenton mine. Pimenton filed for bankruptcy on May 31, 2017.

- Loss before income taxes for the year ended September 30, 2018 was \$1,158 compared to a loss before income taxes and gain on deconsolidation of Pimenton of \$4,877 for the year ended September 30, 2017.
- Average price per ounce of gold sold for the period ended September 30, 2018 was nil (2017 - \$ 1,184).
- Net loss after income taxes for the year ended September 30, 2018 was \$1,158 compared to a loss after income taxes and gain on deconsolidation of Pimenton of \$375 for the year ended September 30, 2017. The smaller 2017 loss was due to the net effect of eliminating Pimenton's assets and liabilities at May 30, 2017.
- Basic loss per share for the period ended September 30, 2018 was \$0.00 per share (2017 -\$0.00).
- At September 30, 2018, the Company had cash and cash equivalents of \$56 compared to \$6 at September 30, 2017.
- Cash used in operating activities for the year ended September 30, 2018 was (\$1,186) (2017 - (\$1,573)).

#### **Other Highlights**

- Management believes that the values of Tordillo exploration and the Catedral/Rino and Cal Norte limestone deposits are not reflected in the Company's market capitalization. The Company will continue its effort to enhance the underlying values of its assets.

#### 4. SUMMARY FINANCIAL RESULTS

The table below sets out the consolidated loss for the fourth quarter and years ended September 30, 2018 and 2017.

	Three months ended		Twelve months ended	
	September 30,		September 30,	
	2018	2017	2018	2017
	\$	\$	\$	\$
<b>Revenue</b>				
Sales	-	89	-	3,325
	-	89	-	3,325
<b>Expenses</b>				
Operating costs	-	93	-	6,620
Reclamation and remediation	-	3	-	19
General, sales and administrative	329	164	981	1,076
Foreign exchange	22	22	-	(74)
Share-based compensation	4	-	19	41
Interest	38	144	158	359
Other (income) and expenses (net)	(49)	63	-	161
	402	489	1,158	8,202
<b>Loss and comprehensive loss before income taxes</b>	(402)	(400)	(1,158)	(4,877)
Gain on deconsolidation of Pimenton	-	111	-	4,838
Loss on sale of fixed assets	-	(336)	-	(336)
<b>Loss for the period</b>	<b>(402)</b>	<b>(625)</b>	<b>(1,158)</b>	<b>(375)</b>
<b>Basic and diluted loss per share</b>	<b>(0.00)</b>	<b>(0.00)</b>	<b>(0.00)</b>	<b>(0.00)</b>
<b>Weighted average number of shares outstanding</b>	<b>300,213,618</b>	<b>284,209,851</b>	<b>300,213,618</b>	<b>284,209,851</b>

1) Consolidated statements for the three month period ended September 30, 2018 and 2017:

- a) General sales and administrative costs for the three months ended September 30, 2018 were \$329 compared to \$164 for the same period in 2017.

2) Consolidated statements for the year ended September 30, 2018 and 2017:

- a) Operating expenses for the year ended September 30, 2018 were \$nil (2017 - \$6,620) due to the bankruptcy of the Pimentón mine.

- b) General sales and administrative costs for the twelve months ended September 30, 2018 were \$981 compared to \$1,076 for the same period in 2017.

3) Consolidated Statement of Financial Position as at September 30, 2018:

As at September 30, 2018 the Company had a negative working capital of \$5,245 (2017 – negative \$4,226).

The following information is provided for each of the eight most recent quarterly periods ending on the dates specified. The figures are extracted from underlying unaudited financial statements.

	<b>Sept 30, 2018</b>	<b>June 30, 2018</b>	<b>Mar 31, 2018</b>	<b>Dec 31, 2017</b>
Sales	-	-	-	-
Net (loss)	(344)	(328)	(219)	(267)
Per share	(0.00)	(0.00)	(0.00)	(0.00)
Per share diluted	(0.00)	(0.00)	(0.00)	(0.00)

	<b>Sept 30, 2017</b>	<b>June 30, 2017</b>	<b>Mar 31, 2017</b>	<b>Dec 31, 2016</b>
Sales	89	572	1,525	1,138
Net income (loss)	(625)	2,921	(1,485)	(1,186)
Per share	(0.00)	0.01	(0.01)	(0.00)
Per share diluted	(0.00)	0.01	(0.01)	(0.00)

## 5. OPERATIONS AT THE PIMENTON MINE

### Gold Production

Gold produced in the year ended September 30, 2018 was nil ounces (due to the Pimenton bankruptcy on May 31, 2017).

The following table shows the tonnes milled, average mill grade, gold plant recovery and gold produced during each of the last eight quarters to September 30, 2018:

Quarter	Tonnes milled	Average mill grade Au (gr/ton)	% Gold recovery	Gold Produced Oz
Q1-2018	-	-	-	-
Q2-2018	-	-	-	-
Q3-2018	-	-	-	-
Q4-2018	-	-	-	-
	-	-	-	-

Quarter	Tonnes milled	Average mill grade Au (gr/ton)	% Gold recovery	Gold Produced Oz
Q1-2017	3,808	8.17	91.50	739.26
Q2-2017	4,187	8.17	91.30	1,017.96
Q3-2017	400	7.50	90.00	100.00
Q4-2017	-	0.00	0.00	0.00
	8,395	8.12	91.33	1,857.22

### Operating Costs

The cash cost per ounce of gold produced during the quarters from October 2017 to September 30, 2018 were nil due to the Pimenton bankruptcy on May 31, 2017.

### Risks

- With the exception of the Gold Loan, the Company does not use financial instruments to mitigate the risks of either a change in the price of gold or currency fluctuations.
- All phases of the Company's operations were subject to environmental regulation in the various jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees.
- The Company is subject to foreign exchange variations against its functional currency, the United States dollar, as it purchases certain goods and services in Chilean pesos and Canadian dollars. The Chilean peso fluctuates in line with a basket of currencies currently consisting of the US dollar, the Euro and the Japanese yen. The Central Bank of Chile from time to time re-weights the percentage of emphasis placed on a given currency in the basket and may from time to time replace one world currency in the basket with another world currency.

- As noted earlier, a severe snowstorm shut down the mine in early May 2017 which was then followed by filing for Voluntary Bankruptcy.

## **Opportunities**

### **Outlook**

The other subsidiaries of CEG, including Compañía Minera Til Til, Compañía Minera Catedral, Compañía Minera Tordillo, Compañía Minera Bandurrias and Compañía Minera Cal Norte are not affected by the bankruptcy of Compañía Minera Pimentón. At this time management is determining the best course of action.

## **6. EXPLORATION AND DEVELOPMENT PROJECTS**

### **Tordillo**

The Company holds mining claims on Tordillo which is located 11.5 kilometers south-southwest of Pimenton and covers an area of 6,632 hectares (16,381 acres). Tordillo is in the early exploration stage and to date the Company has identified several gold/copper vein structures similar to those at Pimenton and an area of potential porphyry copper mineralization. The preliminary data suggests Tordillo contains the upper part of a deep-seated copper/gold and possibly copper molybdenum porphyry system associated with narrow high grade gold and copper veins which may be widespread and represent a separate exploration target. Tordillo is located in an area of intense exploration activity and was acquired by the Company in 2006.

Subsequent exploration should bring into perspective the vein potential and establish if the porphyry system is large enough to host possible economic copper mineralization. During the year ended September 30, 2018, the Company expensed a total of \$nil (2017 - \$nil) relating to mining property costs and exploration costs on Tordillo.

### **Bandurrias**

During the year ended September 30, 2018 acquisition costs of \$nil were expensed (2017 - \$nil).

### **Limestone deposits**

The Company holds interest in two limestone deposits. Lime is used by the Chilean mining industry in processing sulfide copper ores and in heap leaching of gold ores.

The Company's limestone deposits at Catedral and Cal Norte contain high grade limestone which, when calcined, can produce lime that the Company's management believes will qualify for use by the Chilean mining industry. While the changing economic situation will enable the Company to continue its efforts to become a supplier of lime to the Chilean copper industry, it also strengthens the Company's position as it reviews alternative

strategies for the sale, joint venture or spin-off of the Catedral/Rino and Cal Norte limestone properties.

As at September 30, 2018, the Company had contributed a cumulative total of \$4,080 (2017 - \$4,080) to finance a drilling program on Catedral/Rino and complete a preliminary feasibility study for the construction of a 1,320 ton per day capacity cement manufacturing facility on the project as well as a preliminary feasibility study for construction of a 600 ton per day lime kiln on the Catedral property. During prior years the Company had written off \$4,080 in mining properties and exploration costs relating to Catedral/Rino.

As at September 30, 2018, the Company had contributed a cumulative total of \$1,556 (2017 - \$1,556) to Cal Norte, to finance a bankable feasibility study on the project, environmental permitting, and further mine development. Although the Company has incurred sufficient exploration expenditures to maintain the Cal Norte property in good standing, the Company expended this \$1,566 in prior years as it focused its efforts on the Pimenton gold mine.

## **7. INVESTING**

During the year ended September 30, 2018 the Company invested \$nil (2017 - \$nil) in mining plant, equipment, and mining properties.

## **8. FINANCING**

The Company finances its operations using cash advances by related parties or equity sold to related parties. Due to no production and the negative cash flow both Auromin (a company owned by David Thomson) and Chañar Blanco (a company owned by Mario Hernandez), both Directors and Officers of the Company, have made cash advances to cover the shortfalls.

### **Other Financing**

The Company's secured mortgage bore interest at a fixed rate of 5.13% per annum. The UF is an inflation based unit of account used in Chile. The mortgage was repayable in monthly installments of principal UF 109 (\$4) plus interest until November 2026. The mortgage was secured by the Company's office property located in Santiago, Chile until it was sold.

During the year ended September 30, 2017, the Company sold buildings and equipment with a net book value of \$1,481 for consideration of \$1,145 to a Company controlled by Mario Hernandez, a director and officer of the Company. As consideration, the purchaser assumed the Bice bank mortgage held by the Company in the amount of \$501 with the balance of \$644 being settled as an offset to cash advances receivable from Minera Chañar Blanco (a company owned by Mario Hernandez, an officer and director of the Company).

During the month of November 2014, the Company signed a Gold Loan Debenture for \$100 bearing an annual interest rate of 10%. The principal is to be repaid semi-annually at a gold price of \$1,057 per ounce or higher if the average price during the six month period



prior to any repayment date exceeds the agreed price for the equivalent of 15.77 ounces of gold payment.

The outstanding principal at the end of the period is \$18. During the year ended September 30, 2018 repayments of principal of \$nil were made due to lack of funds.

On August 22, 2016 the company issued a second Gold Loan Debenture for \$200 with a maturity date of August 22, 2019. The debenture bears a fixed annual interest rate of 8% on the outstanding principal amount and is payable on a quarterly basis on the 25<sup>th</sup> day of February, May, August and November of each year. The payment of the principal is semi-annually on February 25 and August 25 of each year plus the difference in the average gold price per ounce in excess of \$1,260 per ounce calculated on 26.455 ounces of gold.

The outstanding principal at the end of the quarter is \$167. During the year ended September 30, 2018 the Company has repaid \$nil of principal due to lack of funds.

## 9. LIQUIDITY AND CAPITAL RESOURCES

As of September 30, 2018, the Company shows a negative working capital of \$5,245 (2017 - negative \$4,226).

Contractual Obligations	Total	Less than 1 year	1-3 years	Over 4 years
	\$	\$	\$	\$
Accounts payable and accrued liabilities	171	171	-	-
Amount due to related parties	3,103	3,103	-	-
Long-term debt and finance leases	2,044	366	1,678	-
Conditional loan agreement (1)	2,500	-	-	2,500
Tordillo prospect (2)	250	-	-	250
<b>Total Contractual Obligations</b>	<b>8,068</b>	<b>3,640</b>	<b>1,678</b>	<b>2,750</b>

Note (1). Two officers and directors of the Company hold the non-controlling interest in Catedral. Under an agreement dated November 27, 1996, the Company agreed to provide or cause to provide these officers and directors a loan of up to \$1,250 each or \$2,500 in total. Such loans are to pay their proportionate share of development costs if a bankable feasibility study demonstrates that the properties can be placed into commercial production, and to fund their combined 50% share of an option payment totaling \$500, which was paid during 1997.

Note (2). As compensation for services rendered in connection with Tordillo, the Company entered into an agreement to pay \$250 within 50 days of first cash flow from the property.

The Company must make an additional capital contribution of \$239 in Cal Norte to earn its 60% equity interest.

The Company has not declared or paid any dividends and does not foresee the declaration or payment of dividends in the near future. Any decision to pay dividends on the common shares will be made by the board of directors on the basis of the Company's earnings, financial requirements and other conditions existing at such future time.

#### **10. OFF-BALANCE SHEET ARRANGEMENTS**

There are no off-balance sheet arrangements.

#### **11. RELATED PARTY TRANSACTIONS**

The Company has a net receivable from the CEO (who is also a Director) of \$307 (2017 - \$344). As at September 30, 2018 the Company has a receivable of \$601 (2017 - \$601) consisting in \$283 (2017 - \$283) of cash advances and two loans totaling \$318 (2017 - \$318), these cash advances and loans bear no interest or specific terms of repayment. Likewise, as at September 30, 2018, the Company has salaries and expenses payable to the CEO in the amount of \$294 (2017 - \$211), which are included in due to related parties.

During the year ended September 30, 2017, the Company provided services in the amount of \$nil (2017 - \$nil) to Cerro del Medio, a company with common directors. This amount, less direct costs of \$nil (2017 - \$nil), was recorded in other income on the statement of loss and comprehensive loss during previous years. As at September 30, 2017, the Company has a receivable from Cerro Del Medio in the amount of \$nil (2017 - \$120) included in due from related parties.

A company controlled by the Chief Financial Officer of the Company (the "CFO") billed \$23 to the Company for accounting and administration services rendered during the year ended September 30, 2018 (2017 - \$49). Trade and other payables include \$12, in relation to such services at September 30, 2018 (2017 - \$51).

Due to related parties include \$nil accumulated to September 30, 2018 (2017 - \$nil) for royalties due to Mario Hernández, who is also a Director and Officer of the Company, and the owner of a net smelter royalty on the Pimentón gold mine. Due to related parties included cash advances for \$526 at September 30, 2018 (2017 - \$464).

Due to related parties include \$nil at September 30, 2018 (2016 - \$nil) for royalties due to David Thomson, who is also a Director and Officer of the Company, and the owner of a net smelter royalty on the Pimentón gold mine. Due to related parties also include cash advances for \$2,104 at September 30, 2018 (2017 - \$1,224).

As at September 30, 2018, the Company owes a total of \$178 (2017 - \$167) to directors for director's compensation. This amount is included in due to related parties.

## 12. CRITICAL ACCOUNTING ESTIMATES

A summary of the critical accounting estimates are set out below:

### *Exploration and development costs*

Acquisition and exploration costs of exploration properties are expensed as incurred. Once resource potential has been established as defined by a National Instrument (NI) 43-101 report future costs are then capitalized. Upon reaching commercial production, these capitalized costs are transferred from exploration properties to mining properties, plant and equipment as mine development costs and are amortized into operations using the units of production method, based on proven and probable mineral reserves and mineral resources.

The Company regularly assesses exploration and development costs for any factors or circumstances that may indicate impairment.

### *Stock-based compensation*

The Company has a share option plan. Compensation expense is recorded when share options are issued to directors, officers or employees under the Company's share option plan, based on the fair value of options granted. Consideration paid by optionees on exercise of an option is recorded in share capital. Stock-based compensation given to outside service providers is recorded at the fair value of consideration received or consideration given, whichever is more readily determinable. The fair value of options granted or consideration given is determined using the Black-Scholes valuation model, with volatility factors and risk-free rates existing at the grant date. The share price at the grant date is considered to be equal to the closing price of the Company's stock on the relevant Stock Exchange on the business day preceding the grant date.

### *Reclamation and remediation*

Asset retirement obligations are recorded in mining properties, plant and equipment and in liabilities at fair value, when incurred. The liability is accreted over time through periodic charges to income. The amount of the liability is subject to remeasurement at each reporting period. These obligations are associated with long-lived assets for which there are a legal obligation to settle under existing or enacting laws, statutes or contracts. The related assets are amortized using the unit of production method.

Key assumptions on which the fair value of the asset retirement obligations is based include the estimated future cash flows, the timing of those cash flows and the credit-adjusted risk-free rate on which the estimated cash flows have been discounted. The actual asset retirement obligation and closure costs may differ significantly, based on future changes in operations, cost of reclamation and closure activities, regulatory requirements and the outcome of legal proceedings.

### **13. SECURITIES OUTSTANDING**

As of January 28, 2019 the Company has issued one class of common shares of which a total of 339,390,784 are outstanding.

On January 28, 2019, the Company had 15,743,000 common share purchase warrants outstanding which are exercisable into one common share at an exercise price of CA\$0.07.

Options granted under the stock option plan of the Company (each, an “Option”) outstanding as of January 28, 2019 totaled 9,049,000 options exercisable into 9,049,000 common shares at exercise prices of CA \$0.02 and CA \$0.05 through August 2023 of which 7,341,000 options are currently exercisable as a result of vesting provisions.

“CEG” is the stock trading symbol for the Company on the CSE and CEGMF for the OTCQB International Symbol on the OTC market.

### **14. CONTROLS**

#### **National Instrument 52-109**

##### *Evaluation of disclosure controls and procedures*

Public companies are required to perform an evaluation of disclosure controls and procedures annually and to disclose management’s conclusions about the effectiveness of these disclosure controls and procedures in its annual Management’s Discussion and Analysis. The Company has established, and is maintaining, disclosure controls and procedures to provide reasonable assurance that material information relating to the Company is disclosed in annual filings, interim filings or other reports, and is recorded, processed, summarized and reported within the time periods specified as required by securities regulations.

Management has evaluated the effectiveness of the Company’s Disclosure Controls and Procedures as at September 30, 2018 and, given the size of the Company and the involvement at all levels of the Chief Executive Officer and Chief Financial Officer, believes that they are sufficient to provide reasonable assurance that the Company’s disclosures are compliant with securities regulations.

##### *Internal controls over financial reporting*

Management of the Company is responsible for evaluating the design of internal control over financial reporting. The Chief Executive Officer and Chief Financial Officer, together with other members of management, after having designed internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial reporting in accordance with IFRS as of September 30, 2018, have not identified any changes to the Company’s internal control over financial reporting in the latest reporting period that would materially affect, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.