ECO ORO MINERALS CORP.

Management's Discussion and Analysis

June 30, 2023

Table of Contents

INTRODUCTION

This Management's Discussion and Analysis ("MD&A") is intended to help the reader understand Eco Oro Minerals Corp. ("Eco Oro", "we", "our" or the "Company"), our operations, financial performance, and current and future business environment. This MD&A is intended to supplement and complement the consolidated financial statements and notes thereto prepared in accordance with International Financial Reporting Standards ("IFRS") for the year ended December 31, 2022. This MD&A should be read in conjunction with the unaudited condensed consolidated interim financial statements of the Company and the notes relating thereto, for the six months ended June 30, 2023, which are prepared in accordance with International Financial Reporting Standards ("IFRS") and the annual management discussion and analysis for the year ended December 31, 2022. which are available on the SEDAR website at www.sedar.com.

This MD&A is prepared as of August 23, 2023. All dollar amounts in this MD&A are expressed in thousands of Canadian dollars, unless otherwise specified. United States dollars and Colombian pesos are referred to as "US$" and "COP," respectively.

OVERVIEW

Eco Oro is a Canadian publicly-listed, precious metals exploration and development company. For over two decades, the Company's primary focus was its wholly-owned Angostura gold-silver deposit (the "Angostura Project"), located in the northeastern part of the Republic of Colombia ("Colombia"), as granted under Concession Contract 3452 and its predecessor titles, during which time it invested a significant amount in the project's development and in that of the surrounding communities. Historically, the Company aimed to maximize long-term value for its shareholders by developing its Angostura Project and its satellite prospects through to construction and mining. Despite the Company having diligently complied with Colombian regulations and its obligations under its mining titles, past measures of Colombia have deprived Eco Oro of its rights and rendered the Angostura Project unviable. As explained below, these measures are now the subject of a dispute between Eco Oro and Colombia under the Free Trade Agreement between Canada and Colombia signed on November 21, 2008 (the "Free Trade Agreement").

Because of Colombia's measures, the Company filed a request for arbitration (the "Request for Arbitration") with the World Bank's International Centre for Settlement of Investment Disputes ("ICSID") against Colombia on December 9, 2016 ("ICSID Arbitration"). The ICSID Arbitration is ongoing.

While the Company's primary objective was historically the development of the Angostura Project, in light of Colombia's measures, the ICSID Arbitration is now the core focus of the Company.

ICSID ARBITRATION

Status of the ICSID Arbitration

In the ICSID Arbitration, Eco Oro seeks compensation for all of the loss and damage resulting from Colombia's wrongful conduct and its breaches of the protections set forth in the Free Trade Agreement against unfair and inequitable treatment in respect of the Angostura Project, as discussed further below.

On December 9, 2016, Eco Oro filed the Request for Arbitration against Colombia with ICSID. The claim relates to Colombia's measures which have deprived Eco Oro of its rights under its main mining title, Concession 3452, comprising the Angostura gold and silver deposit, thereby depriving Eco Oro of the returns that would have resulted from its investment in the development of the Angostura Project, and destroying the value of its investment, in violation of Colombia's obligations under the Free Trade Agreement.

The final hearing took place in Washington, D.C. from January 20 to 24, 2020, and on March 1, 2020, the Company filed its Post-Hearing Brief.

On September 9, 2021, the Tribunal issued a decision in respect of the ICSID Arbitration. The decision upheld Eco Oro's claims that Colombia had breached Article 805 of the Free Trade Agreement, by failing to accord fair and equitable treatment to Eco Oro's investments in Colombia relating to the Angostura Project. The Tribunal rendered certain findings with respect to damages, but has not yet determined what compensation will be awarded to Eco Oro as a result of damages caused to Eco Oro as a result of Colombia's breach of the Free Trade Agreement. The Tribunal has requested from the parties further submissions on damages on specific questions arising from its findings. The Company filed its first submission in response to the Tribunal's questions on January 14, 2022, Colombia filed its first submission on May 23, 2022, and the Company and Colombia filed its second submission on 7 July 2022 and August 22, 2022, respectively, in accordance with the procedural order from the Tribunal.

The Company is seeking US$696 million plus interest at a rate of 6.6 percent per annum, compounded semi-annually, as compensation for damages the Company sustained as a result of Colombia's measures. The Company has not recorded any amount in the financial statements as a contingent gain due to the ultimate uncertainty of the outcome.

OUTLOOK

Notwithstanding the continuation of the ICSID Arbitration, the Company remains open to engagement with the Colombian authorities in order to achieve an amicable resolution of the dispute.

In the meantime, the Company's immediate plans for the ensuing year are as follows:

- to advance the ICSID Arbitration;
- to continue to assess the Company's activities, including monetization of certain of the Company's assets (including the potential disposition of assets, plant and equipment acquired for the Project) and cost-reduction to support the preservation of its core assets and rights, in an effort to mitigate losses;
- to carefully manage its cash resources;
- to continue to assess the Company's mining titles and related ongoing regulatory requirements; and
- the protection of its rights and interests in Colombia.

(Expressed in thousands of Canadian dollars unless otherwise specified)

RESULTS OF OPERATIONS

Selected Financial Information

	For the six months ended		
	June 30, 2023	June 30, 2022	June 30, 2021
	$	$	$
Exploration and evaluation expenses	715	514	514
General and administrative expenses	408	1,405	1,405
Other income (expenses)	584	984	984
Net loss	(1,707)	(2,903)	(2,903)
Total comprehensive loss	(2,029)	(2,896)	(2,896)
Basic and diluted loss per share	(0.02)	(0.03)	(0.03)

	As at		
	June 30, 2023	December 31, 2022	December 31, 2021
	$	$	$
Working capital (deficiency)	(3,112)	(2,374)	(645)
Total assets	463	1,129	1,795
Total liabilities	17,146	15,783	13,718
Share capital	324,928	324,928	324,928
Deficit	(36,126)	(35,804)	(407,364)

The change in working capital in the presented periods is mainly due to the cash used in operating activities, including the legal fees related to the ICSID Arbitration. The significant expense incurred in the periods presented is primarily related to the legal fees and other professional fees associated with Colombian regulatory compliance and legal advice provided with the ICSID Arbitration. The Company has no operating revenue and relies primarily on financing activities to fund its activities. There have been no distributions or cash dividends declared for the periods presented.

(Expressed in thousands of Canadian dollars unless otherwise specified)

Summary of Quarterly Results

The following table summarizes the Company's results of operations for the last eight quarters:

	June 30, 2023 (Q223) $	March 31, 2023 (Q123) $	December 31, 2022 (Q422) $	September 30, 2022 (Q322) $
Exploration and evaluation expenses	369	346	(51)	218
General and administrative expenses	222	186	416	1,448
Other income (expenses)	225	359	(120)	1,106
Net loss	(816)	(891)	(245)	(2,772)
Basic and diluted loss per share	(0.01)	(0.02)	(0.01)	(0.02)

	June 30, 2022 (Q222) $	March 31, 2022 (Q122) $	December 31, 2021 (Q421) $	September 30, 2021 (Q321) $
Exploration and evaluation expenses	234	280	440	354
General and administrative expenses	1,182	223	969	515
Other income (expenses)	662	322	(777)	621
Net loss	(2,078)	(825)	(632)	(1,490)
Basic and diluted loss per share	(0.02)	(0.01)	(0.00)	(0.02)

The Company's exploration and evaluation expenditures are mainly related to the ongoing administrative costs incurred in Colombia. Except for Q422 and Q221, the Company's exploration and evaluation expenditures have remained relatively constant due to cost reduction initiatives implemented in 2021. In Q422, the Company recognized the gain on remeasurement of the site restoration provision. In Q221, the Company made severance payments to the terminated employees according to the cost reduction program. General and administrative expenses include the ongoing administrative costs incurred in Canada to provide support related to the Company's operations and the arbitration. The general and administrative expenses remain constant for the periods presented. The additional general and administrative expenses throughout the periods presented were mainly related to the arbitration expenses. "Other expenses (income)" mainly consists of finance costs, foreign exchange gain (loss), gain on disposal of plant and equipment and impairment recovery on exploration and evaluation assets.

Financial Performance for the three months and six months ended June 30, 2023 and 2022

During the three and six months ended June 30, 2023, the Company incurred a net loss of $816 and $1,707 representing a decrease of $1,262 and $1,196 compared to $2,078 and $2,903 during the three and six months ended June 30, 2022, respectively.

The decrease in net loss during the three months and six months ended June 30, 2023, is primarily due to the decrease in legal and professional fees related to the arbitration and foreign exchange loss, which was partially offset by the increase of exploration and evaluation expenses incurred in Colombia.

(Expressed in thousands of Canadian dollars unless otherwise specified)

Exploration and evaluation expenses

The following table summarizes the Company's exploration and evaluation expenses for the relevant periods:

	For the three months ended		Change	
	June 30, 2023	June 30, 2022		
	$	$	$	%
Exploration and evaluation expenses				
Administrative expenses	176	74	102	138%
Depreciation	1	-	1	100%
Environmental	83	27	56	207%
Legal fees	10	36	(26)	(72%)
Other exploration and evaluation expenses	13	11	2	18%
Salaries and benefits	85	84	1	1%
Surface rights	1	2	(1)	(50%)
Total exploration and evaluation expenses	**369**	**234**	**135**	**58%**

	For the six months ended		Change	
	June 30, 2023	June 30, 2022		
	$	$	$	%
Exploration and evaluation expenses				
Administrative expenses	291	188	103	55%
Depreciation	2	3	(1)	(33%)
Environmental	172	49	123	251%
Legal fees	57	82	(25)	(30%)
Other exploration and evaluation expenses	25	19	6	32%
Salaries and benefits	165	170	(5)	(3%)
Surface rights	3	3	-	-
Total exploration and evaluation expenses	**715**	**514**	**201**	**39%**

Administrative expenses include the ongoing administrative costs incurred in Colombia to provide support related to the Company's operations.

Environmental expenses include the impact of the current period's changes in the site restoration provision. The cost estimates are updated periodically to reflect known developments and are estimated based on the Company's interpretation of current regulatory requirements and constructive obligations. No changes in estimation were made during the six months ended June 30, 2023 and 2022. The environmental expenses were mainly related to the accretion of interest of the site restoration provision.

Legal fees are mainly related to the Company's operations and the ICSID Arbitration.

Salaries and benefits are the salaries paid to the employees in Colombia to support the Company's operations and the ICSID Arbitration.

(Expressed in thousands of Canadian dollars unless otherwise specified)

General and administrative expenses

The following table summarizes the Company's general and administrative expenses for the relevant periods:

	For the three months ended		Change	
	June 30, 2023	June 30, 2022		
	$	$	$	%
General and administrative expenses				
Administrative expenses	71	67	4	6%
Legal and professional fees	100	1,058	(958)	(91%)
Management and directors' fees	51	57	(6)	(11%)
Total general and administrative expenses	**222**	**1,182**	**(960)**	**(81%)**

	For the six months ended		Change	
	June 30, 2023	June 30, 2022		
	$	$	$	%
General and administrative expenses				
Administrative expenses	134	131	3	2%
Legal and professional fees	168	1,164	(996)	(86%)
Management and directors' fees	106	110	(4)	(4%)
Total general and administrative expenses	**408**	**1,405**	**(997)**	**(71%)**

Legal fees and other professional fees were primarily associated with professional fees paid to the Company's CFO, the legal counsel for general corporate matters and legal advice provided in relation to the ICSID Arbitration.

The decrease in legal fees during the six months ended June 30, 2023 was mainly related to the decrease in legal fees associated with the arbitration.

Management and directors' fees were primarily related to management fees paid to the Company's CEO and directors' fees paid to the Company's directors.

(Expressed in thousands of Canadian dollars unless otherwise specified)

Other expenses (income)

The following table summarizes the Company's other expenses (income) for the relevant periods:

	For the three months ended		Change	
	June 30, 2023	June 30, 2022		
	$	$	$	%
Other income (expenses)				
Finance costs	593	453	140	31%
Foreign exchange gain (loss)	(361)	219	(580)	(265%)
Gain on disposal of property, plant and equipment	-	-	-	-
Other income	(7)	(10)	3	(30%)
Total other income (expenses)	**225**	**662**	**(437)**	**(66%)**

	For the six months ended		Change	
	June 30, 2023	June 30, 2022		
	$	$	$	%
Other income (expenses)				
Finance costs	1,158	880	278	32%
Foreign exchange gain (loss)	(364)	125	(489)	(391%)
Gain on disposal of property, plant and equipment	(188)	-	(188)	100%
Other income	(22)	(21)	(1)	5%
Total other income (expenses)	**584**	**984**	**(400)**	**(41%)**

Finance costs were primarily related to the interest expenses of the promissory notes.

Foreign exchange loss (gain) is primarily a result of the translation of the Company's U.S. cash and US$-denominated loans into Canadian dollars.

Gain on disposal of plant and equipment
Gain on disposal of plant and equipment was primarily related to the proceeds from the disposition of the plant and equipment in Colombia which were impaired to $nil during the year ended December 31, 2016.

LIQUIDITY AND CAPITAL RESOURCES

As of June 30, 2023, the Company had working capital deficiency of $3,112 (December 31, 2022 – $2,374) including cash of $68 (December 31, 2022 – $948).

The Company's ability to continue operations and fund future business activities is dependent on management's ability to secure additional financing. To date, the Company has not generated any profit through its operations.

COMMITMENTS, CONTRACTUAL OBLIGATIONS & CONTINGENCIES

Contingent Value Rights and Promissory Notes

In 2016, the company issued US$5,527,273 CVRs (the "2016 CVRs") and US$9,672,727 aggregate principal amount of promissory notes (the "2016 Notes"). The 2016 Notes bear interest at a rate of 0.025% per annum and mature on June 30, 2028.

During the year ended December 31, 2019, the Company completed a financing (the "2019 Private Placement") in two tranches on April 9, 2019 and May 31, 2019, for aggregate gross proceeds of US$28,000,000 comprising (i) US$13,000,000 CVRs (the "2019 CVRs") and (ii) US$15,000,000 of promissory notes (the "2019 Notes"). The 2019 Notes bear interest at a rate of 0.025% per annum and mature on June 30, 2028 (Note 7).

During the year ended December 31, 2020, the Company issued an aggregate of US$17,984,260 CVRs (the "2020 CVRs"). Holders of the 2020 CVRs are entitled to receive an amount of money from the ICSID Arbitration Claim ("Claim Proceeds"), with the amount they are entitled to receive (the "2020 Total CVR Amount") to be based on the amount of time between the closing of the 2020 Private Placement and payment of the Claim Proceeds. Because the 2020 Total CVR Amount will be funded by the re-direction of amounts to which the holders of 2016 CVRs and 2019 CVRs, and holders of other similar rights would otherwise be entitled, the 2020 Private Placement will not have any impact on the amount of Claim Proceeds (if any) retained by the Company.

Following completion of the 2020 Private Placement, the terms of such securities provided that the proceeds from Claim Proceeds would be distributed in the following order of priority (in each case to the extent that the amount of Claim Proceeds is sufficient):

1. in full repayment of any accrued and unpaid default interest, fees, expenses or indemnity obligations in respect of the 2019 CVRs, the 2016 CVRs, the 2019 Notes and the 2016 Notes;

2. in full repayment of all obligations, liabilities and indebtedness (including all principal, interest, fees and other amounts) under the 2019 Notes and 2016 Notes;

3. in full repayment of all obligations, liabilities and indebtedness (including all principal, interest, fees and other amounts) under the 2020 CVRs;

4. to the holders of 2019 CVRs, the 2016 CVRs and eligible participants ("MIP Participants") in the MIP (as defined below), on a pro rata basis in accordance with their pro rata entitlement to the Claims Proceeds, in an amount equal to the lesser of (i) US$460,000,000 and (ii) their maximum aggregate entitlements to the Claim Proceeds;

5. to the Company, US$30,000,000;

6. to holders of the 2019 CVRs, the holders of the 2016 CVRs and the MIP Participants, on a pro rata basis in accordance with their pro rata entitlement to the Claims Proceeds, the remaining proceeds until the aggregate distributions to such persons equals their maximum aggregate entitlements to the Claim Proceeds; and

7. to the Company, the balance (if any) of the Claims Proceeds.

Management Incentive Plan

During the year ended December 31, 2017, the Company implemented a management incentive plan (the "MIP") to incentivize certain key personnel toward the effective prosecution and collection of the ICSID Arbitration Claim.

Under the MIP, a committee of the board of directors of the Company (the "Committee") was appointed to administer the MIP and be responsible for, among other things, determining whether to grant participants under the MIP certain cash retention amounts that will not in aggregate exceed 5% of the gross proceeds of the ICSID Arbitration Claim.

Awards under the MIP will be at the sole discretion of the Committee taking into consideration, among other things, the amount of the proceeds received from the ICSID Arbitration Claim and the time dedicated by each participant to the ICSID Arbitration Claim.

Contingencies

The Company is from time to time involved in various claims, legal proceedings and complaints arising in the ordinary course of business. Other than disclosed herein, the Company does not believe that adverse decisions in any pending or threatened proceedings related to any matter, or any amount which it may be required to pay by reason thereof, will have a material effect on the financial condition or future results of operations of the Company.

OUTSTANDING SHARE DATA

The Company's authorized share capital consists of an unlimited number of common shares issued without par value. The Company has a stock option plan.

As of the date of this MD&A, June 30, 2023 and December 31, 2022, the Company had 106,524,953 common shares issued and outstanding.

RELATED PARTIES

Key management personnel

Key management personnel include the members of the Board of Directors and executive officers of the Company.

During the six months ended June 30, 2023 and 2022, the short-term benefits incurred for the key management personnel were $175 and $178, respectively.

Certain executive officers are entitled to termination benefits. In the event of termination without sufficient advance written notice, these executive officers are entitled to an amount of two months of their base compensation by way of lump sum payment.

(Expressed in thousands of Canadian dollars unless otherwise specified)

Transactions and balances

The aggregate value of transactions with other current and former related parties, including entities over which key management personnel have or had control or significant influence, is as follows:

	For the six months ended	
	June 30, 2023	June 30, 2022
	$	$
Graywolfe Capital SECZ ("Graywolfe")		
Directors' fees	25	27
Croftcap Inc. ("Croftcap")		
Directors' fees	26	27
Eric T Consulting Corp.		
Professional fees	68	68
Quantum Advisory Partners LLP ("Quantum")		
Management and professional fees	30	30
TOTAL	**149**	**152**

Graywolfe is a company owned by the Company's current director, Courtenay Wolfe. The services provided by Graywolfe were in the normal course of operations relating to director and management fees.

Croftcap is a company owned by the Company's current director, Peter McRae. The services provided by Croftcap were in the normal course of operations relating to director and management fees.

Eric T Consulting Corp. is a company owned by the Company's Chief Financial Officer (CFO), Eric Tsung. The services provided by Eric T Consulting Corp. were in the normal course of operations related to CFO, accounting and corporate secretarial services.
provided by Fintec were in the normal course of operations related to director and management fees.

Quantum is a limited liability partnership of which the Company's Chief Executive Officer (CEO) is the incorporated partner. The services provided by Quantum were in the normal course of operations related to CEO, CFO, accounting, corporate secretarial services and management services.

The balances due to the Company's officers and directors, and the companies controlled by the Company's officers and directors included in trade and other payables were $51 as at June 30, 2023 (December 31, 2022 – $28).

FINANCIAL INSTRUMENTS

In the normal course of business, the Company is inherently exposed to certain financial risks, including market risk, credit risk and liquidity risk, through the use of financial instruments. The timeframe and manner in which the Company manages these risks varies based upon management's assessment of the risk and available alternatives for mitigating risk. The Company does not acquire or issue derivative financial instruments for trading or speculative purposes. All transactions undertaken are to support the Company's operations. These financial risks and the Company's exposure to these risks are provided in various tables in note 14 and note 15 of our unaudited condensed consolidated interim financial statements for the six months ended June 30, 2023 and audited consolidated financial statements for the year ended December 31, 2022, respectively. For a discussion on the significant assumptions made in determining the fair value of financial instruments, refer also to note 2 of the consolidated financial statements for the year ended December 31, 2022.

SUBSEQUENT EVENT

None

CRITICAL ACCOUNTING ESTIMATES

The preparation of our consolidated financial statements requires management to use judgment and make estimates and assumptions that affect the reported amounts assets and liabilities and disclosures of contingent liabilities at the date of the financial statements and the reported amount of expenses during the period. Actual results could materially differ from these estimates. Refer to note 2 of our annual audited consolidated financial statements for the year ended December 31, 2022 for a more detailed discussion of the critical accounting estimates and judgments.

NEW ACCOUNTING STANDARDS

There were no new or amended IFRS pronouncements effective January 1, 2023 that impacted these consolidated financial statements.

OFF-BALANCE SHEET FINANCING ARRANGEMENTS

As of June 30, 2023 and the date of this MD&A, the Company did not have any off-balance sheet financing arrangements.

PROPOSED TRANSACTIONS

No transactions are proposed.

RISKS AND UNCERTAINTIES

The business of the Company is subject to a variety of risks and uncertainties, including but not limited to, the ability of the Company to obtain a permanent solution with respect to any defaults that may exist under the investment agreement (the "Investment Agreement ") entered with Trexs Investments, LLC ("Trexs") on January 10, 2020, contingent value rights certificates or convertible notes. For a discussion of additional risks and uncertainties faced by the Company, please refer to the most recent Annual Information Form. These risks could materially adversely affect the Company's future business, operations and financial condition and could cause such future business, operations and financial condition to differ materially from the forward-looking statements and information contained in this MD&A and as described in under "Forward-Looking Statements" section below.

There can be no certainty that the Company will receive any Claim Proceeds or, if the Company does receive any Claim Proceeds, that any portion of such Claims Proceeds will be available for distribution to the Company following distribution of such Claims Proceeds to the holders of the CVRs and the holders of the 2016 Notes and 2019 Notes as described under the heading "Commitments, Contractual Obligations & Contingencies – Contingent Value Rights and Promissory Notes".

FORWARD-LOOKING STATEMENTS

Certain statements included or incorporated by reference in this Management Discussion and Analysis constitute forward-looking statements. Forward-looking statements include, but are not limited to, statements with respect to the settlement or potential outcome of the ICSID Arbitration under the Free Trade Agreement, the Company's ability to obtain additional funding, the Company's ability to comply with its covenants under the Investment Agreement, defaults under the Investment Agreement, estimated capital expenditures, estimated internal rates of return, currency fluctuations, requirements for additional capital, government regulation of mining operations and environmental risks or claims.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. The primary factors that could cause results to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements relate to the outcome and timing of the ICSID Arbitration, and the magnitude of the tax liability, if any, pertaining thereto. There can be no certainty that the Company will receive any Claim Proceeds or, if the Company does receive any Claim Proceeds, that any portion of such Claims Proceeds will be available for distribution to the Company following distribution of such Claims Proceeds to the holders of the CVRs and the holders of the 2016 Notes and 2019 Notes as described under the heading "Commitments, Contractual Obligations & Contingencies – Contingent Value Rights and Promissory Notes".

Other risks could cause results to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements includes risks related to regulatory instability and those relating to all the Company's properties being located in Colombia, including, in addition to the regulatory risk, the political and economic risks ; accidents, labour disputes and other risks of the mining industry; as well as those factors discussed in the section entitled "Risk and Uncertainties" above.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. The Company's forward-looking statements are based on the beliefs, expectations and opinions of management as of the date the statements are made, including, without limitation, the potential settlement or outcome of the ICSID Arbitration, that the Company can access financing, and the Company does not assume any obligation to update any forward-looking statements if circumstances or management's beliefs, expectations or opinions should change, except as required by law. For the reasons set forth above, readers should not place undue reliance on forward-looking statements.