



Management's Discussion and Analysis

For the quarter and year ended

31 December 2020

The following Management's Discussion and Analysis, prepared as of 30 March 2021, should be read together with the audited and consolidated financial statements of Minera IRL Limited (the "Company") for the year ended 31 December 2020 and related notes thereto, which were prepared in accordance with International Financial Reporting Standards ("IFRS"). Additional information about Minera IRL Limited, including the Company's most recently filed Annual Information Form and the risks and uncertainties discussed therein may be found at the Company's website at www.minera-irl.com and within the Company's SEDAR profile at www.sedar.com.

All figures are expressed in United States dollars ("\$\$") unless otherwise noted. References to "C\$" are to Canadian dollars.

Highlights

Fourth Quarter and Year ended 31 December 2020

Financial

- Gold sales of 6,432 ounces (Q4 2019: 5,907 ounces) at an average realized gold price of \$1,845 per ounce (Q4 2019: \$1,465 per ounce). Gold sales of 22,195 ounces during the year (2019: 22,975 ounces) at an average realized gold price of \$1,761 per ounce (2019: \$1,382 per ounce).
- Revenue of \$11.9 million, (Q4 2019: \$8.7 million). Revenue of \$39.1 million during the year (2019: \$31.8 million).
- Gross profit of \$5.9 million (Q4 2019: \$2.0 million). Gross profit of \$14.6 million during the year (2019: \$6.9 million).
- After tax profit of \$29.9 million (Q4 2019: loss of \$6.2 million). After tax profit of \$22.2 million during the year (2019: loss of \$11.5 million).
- Cash balance of \$2.9 million (31 December 2019: \$2.8 million).
- Debt of \$71.0 million (31 December 2019: \$89.5 million).

Operational Performance

- **Corihuarmi, Peru**
 - Gold production from the Corihuarmi Gold Mine of 7,051 ounces (Q4 2019: 6,099 ounces). Gold production during the year: 22,567 ounces (2019: 23,303 ounces).
 - Ore mined and stacked of 1,282,766 tonnes (Q4 2019: 1,068,002 tonnes). Ore mined and stacked during the year: 4,389,987 tonnes (2019: 4,233,665 tonnes).
 - Total cash costs were \$809 per ounce produced (Q4 2019: \$983). Total cash costs during the year: \$999 per ounce produced (2019: \$932).
 - Total all-in sustaining costs (AISC) were \$1,054 per ounce produced (Q4 2019: \$1,242). Total all-in sustaining costs (AISC) during the year: \$1,253 per ounce produced (2019: \$1,136).
 - The Peruvian government approved the Corihuarmi mine's COVID-19 surveillance, prevention and control plan which allows the Company to continue its mining operations.
- **Ollachea, Peru**
 - On 12 November 2020 the Company announced it had settled its dispute with COFIDE. The summary of the settlement agreement is that the Company owes COFIDE US\$70 million in principal and US\$ 31.9 million of accrued interest (calculated to 10 November 2020) and COFIDE owes the Group US\$34.2 million in principal pursuant to the September 2019 Arbitration Award, plus interest from July 17, 2017 to the date of payment. The amounts due will be offset. The Company will pay the net balance to COFIDE within 36 months and COFIDE will withdraw its legal claim for annulment of the Arbitration Award. To guarantee the full repayment of the balance owed to COFIDE two Corporate Trust contracts will be

subscribed, one over the Ollachea Project's mineral concessions and another over future cash flows from the same Project.

- The Company continues with its Community programs and maintains an excellent relationship with the Ollachea Community.

Background and Business of the Company

Minera IRL Limited (“Minera IRL” or the “Company”) is a Jersey registered company which, together with its subsidiaries, engages in exploration, development and mining of precious metals. Currently, the Company trade its ordinary shares on the Canadian Securities Exchange and on the Bolsa de Valores de Lima.

In Peru, the Company operates the Corihuarmi Gold Mine and has been advancing its flagship project, the Ollachea Gold Project (the “Ollachea Project”), towards production. At Ollachea, the Company has completed a post-definitive feasibility study optimization and received an Environmental and Social Impact Assessment (“ESIA”) and construction permit from the Peruvian authorities.

In June 2015, the Company announced that it had arranged a \$70,000,000 secured finance facility (the “Bridge Loan”) structured by the Peruvian state-owned development and promotion bank, Corporación Financiera de Desarrollo S.A. (“COFIDE”) and syndicated through Goldman Sachs Bank USA. The Bridge Loan was part of a senior project credit facility of up to \$240,000,000 described in a letter of mandate signed by COFIDE and Minera IRL. This senior project credit facility was to be structured by COFIDE, in conjunction with Minera IRL, to build the Ollachea Gold Project (the “Ollachea Project”).

In March 2017 COFIDE terminated the letter of mandate without providing any reason for their decision. The Bridge Loan was due for repayment in June 2017.

On 20 June 2017 the Company announced it had filed a request for an arbitration against COFIDE with the Arbitration Centre of the Lima Chamber of Commerce.

On 16 September 2019 the Company announced that the Court of Arbitration had issued its Arbitration Award. The Award provided that COFIDE must pay an aggregate amount of \$34.2 million for damages. The Court of Arbitration declared that it did not have jurisdiction to require repayment of the Bridge Loan because the Bridge Loan facility expressly provides that it is subject to the jurisdiction of the courts of New York, United States. Subsequently, COFIDE filed a lawsuit for annulment of the Arbitration Award. No amount for the damages awarded was recognised in the 2019 financial statements given the uncertainty at that year-end over its recoverability.

On 31 December 2019 the Company signed a Memorandum of Understanding (“MOU”) with COFIDE which was extended several times until 7 November 2020. During this period both the collection of damages by the Company and the collection of the debt and/or interests by COFIDE remained suspended. The objective of the MOU was to allow both parties to reach an agreement in settlement of the obligations imposed by the Arbitration Award announced on 16 September 2019 as well as related matters, including repayment of the Bridge Loan.

On 12 November 2020 the Company announced it had settled its dispute with COFIDE. The summary of the settlement agreement is that the Company owes COFIDE US\$70 million in principal and US\$ 31.9 million of accrued interest (calculated to 10 November 2020) and COFIDE owes the Group US\$34.2 million in principal pursuant to the September 2019 Arbitration Award, plus interest from July 17, 2017 to the date of payment. The amounts due will be offset. The Company will pay the net balance to COFIDE within 36 months and COFIDE will withdraw its legal claim for annulment of the Arbitration Award. To guarantee the full repayment of the balance owed to COFIDE two Corporate Trust contracts will be subscribed, one over the Ollachea Project’s mineral concessions and another over future cash flows from the same Project.

The Company continues negotiating and discussing with COFIDE supplementary details to the settlement agreement, amongst them, the terms of the Corporate Trust contracts mentioned in the previous paragraph and timing of the balances to be offset.

The Bridge Loan is secured by the Ollachea Project's assets, mining reserves, mining concessions and rights and a pledge of the shares of the Company's subsidiary, Compañía Minera Kuri Kullu S.A., which holds the Ollachea Project. The assets of the Corihuarmi Mine are not included as a guarantee of the Bridge Loan. If the Company is not able to secure an alternative source of funds to repay the debt with COFIDE, the Company may have to relinquish its ownership of the subsidiary, Compañía Minera Kuri Kullu S.A. and therefore the Ollachea Project. All net assets associated with the Ollachea Project would be fully impaired as a result.

Notwithstanding that there can be no guarantee that an alternative source of funding will be secured within the required timescale or on acceptable terms, the Directors consider that an alternative funding will be obtained to repay the Bridge Loan plus interest and to develop the Ollachea Project. The cash generated from gold production at the Corihuarmi Mine is required to fund the working capital requirements of the Company in the meantime.

Impact of COVID-19

It is impossible to predict with certainty the final impact of COVID-19 at this stage. According to the opinion of most experts, we believe that the impact of the virus outbreak on the worldwide economy will be material. Accordingly, this might have negative impacts for the operations of the Company in the future. Management is constantly evaluating the impact of COVID-19, however, given the fluidity and volatility of the situation, it is not possible to make predictions on future outcomes.

In early March 2020, the Company reinforced the application of its health and safety protocols, which encapsulated the operations of the Corihuarmi mine and Ollachea project as far as possible against the worldwide crisis caused by COVID-19. To date, no significant disruptions on mining operations, gold production or sales have occurred; and gold prices have increased. The Peruvian government has approved the Corihuarmi mine's COVID-19 surveillance, prevention and control plan which allows the continuation of its mining operations. Although there might be certain difficulties on the supply chain and gold transportation, the Company is confident it will overcome these difficulties. In this sense, the Company considers that it has taken appropriate measures in contemplation of the impact of COVID-19 and, as of the date of filing of these financial statements the Company considers that there are no material impacts that may affect the application of the going concern principle or any item of the financial statements. During the year ended 31 December 2020 a total of \$311,000 was expensed on COVID-19 related issues.

The Company's cash flow is sufficient to meet its commitments and to fund its working capital requirements in the face of this crisis. The Company has not made, nor plans to make, any wage or job cuts. Meanwhile, it is constantly re-evaluating mine workers' mobilization and demobilization plans, prioritizing their health and safety.

Corihuarmi Gold Mine, Peru

The Company's 100% owned Corihuarmi gold mine is located approximately 160 kilometres southeast of Lima, Peru, in the Central Andes at an altitude of almost 5,000 metres. The Company acquired the Corihuarmi leases in 2002 and the mine was brought into production in March 2008. Below is a summary of the key operating statistics for Corihuarmi for the quarter and year ended 31 December 2020 and 2019:

Operating Parameters	Quarter ended 31 December		Year ended 31 December	
	2020	2019	2020	2019
Waste (tonnes)	660,666	725,910	3,047,417	2,686,333
Ore mined & stacked on heaps (tonnes)	1,282,766	1,068,002	4,389,987	4,233,665
Ore grade, mined and stacked (g/t)	0.29	0.24	0.25	0.25
Gold produced (ounces)	7,051	6,099	22,567	23,303
Gold sold (ounces)	6,432	5,907	22,195	22,975
Realized gold price (\$ per ounce sold)	\$1,845	\$1,465	\$1,761	\$1,382
Total cash costs (\$ per ounce produced) ¹	\$809	\$983	\$999	\$932
Total all-in sustaining costs (\$ per ounce produced) ¹	\$1,054	\$1,242	\$1,253	\$1,136

¹. Refer to Non-IFRS Measures at the end of this MD&A.

Ore mined and stacked during the fourth quarter of 2020 was 1,282,766 tonnes, an increase of 20% compared to the 1,068,002 tonnes mined and stacked during the fourth quarter of 2019. During the year ended 31 December 2020 ore mined and stacked was 4,389,987 tonnes, a 4% increase compared to the 4,233,665 tonnes mined and stacked during the previous year.

Gold sold during the fourth quarter of 2020 was 6,432 ounces, a 9% increase compared to the 5,907 ounces sold during the fourth quarter of 2019. During the year ended 31 December 2020 gold sold was 22,195 ounces, a 3% decrease compared to the 22,975 ounces sold during the previous year.

The average realized gold price during the fourth quarter of 2020 was \$1,845, a 26% increase compared to the \$1,465 average gold price realized during the fourth quarter of 2019. During the year ended 31 December 2020 the average realized gold price was \$1,761, a 27% increase from the average gold price of \$1,382 realized during the previous year.

Total cash costs per ounce of gold produced during the fourth quarter of 2020 were \$809, 18% lower than total cash costs of \$983 per ounce of gold produced during the fourth quarter of 2019. The decrease was due to the combined effect of a decrease of 5% in total cash costs and an increase of 16% in gold ounces produced. During the year ended 31 December 2020 total cash costs were \$999 per ounce of gold produced, 7% higher than total cash costs of \$932 per ounce of gold produced during the previous year. The increase was due to the combined effect of an increase of 4% in total cash costs and a 3% decrease in gold ounces produced.

Total all-in sustaining costs ("AISC") per ounce of gold produced during the fourth quarter of 2020 were \$1,054, 15% lower than the AISC costs of \$1,242 per ounce of gold produced during the fourth quarter of 2019. The increase was due to the combined effect of a decrease of 2% in AISC costs and an increase of 16% in gold ounces produced. During the year ended 31 December 2020 AISC costs were \$1,253 per ounce of gold produced, 10% higher than the AISC costs of \$1,136 per ounce produced during the same period of the prior year. The increase was due to the combined effect of increases of 7% in AISC costs and a 3% decrease in gold ounces produced.

Ollachea Project, Peru

Expenditures capitalized during the fourth quarter of 2020 were \$0.2 million (\$0.3 million during the fourth quarter of 2019). Expenditures capitalized during the year ended 31 December 2020 were \$0.8 million (\$1.2 million during the previous year). These expenditures were related mainly to community development and environmental costs.

No exploration activities were carried out during the fourth quarter of 2020. No exploration activities are planned for 2021.

Other Projects

Frontera Joint Venture

During 2019 the Company sold to Teck Resources Limited all its interests in this project for \$100,000, except its royalty rights. The company does not hold any other project.

Summary of Quarterly Results

(tabular data in thousands of US dollars, except per share amounts)

	Q1 Mar. '19	Q2 Jun. '19	Q3 Sep. '19	Q4 Dec. '19	Q1 Mar. '20	Q2 Jun. '20	Q3 Sep. '20	Q4 Dec. '20
Total revenue (\$'000)	6,429	7,338	9,331	8,656	8,287	8,265	10,665	11,865
(Loss) Profit after-tax (\$'000)	(2,220)	(2,039)	(987)	(6,241)	(1,405)	(4,325)	(1,938)	29,918
Total comprehensive (Loss) Income (\$'000)	(2,220)	(2,039)	(987)	(6,241)	(1,405)	(4,325)	(1,938)	29,918
Net (Loss) Earnings per share (US cents)	(1.0)	(0.9)	(0.4)	(2.7)	(0.6)	(1.9)	(0.8)	12.9

The business of the Company is not generally subject to seasonal influences. The variation in revenue, net profit and loss are due to a number of factors, including the market price of gold, the tonnes of ore and the associated grade of these tonnes of ore extracted from the mine and therefore the cost of production, the level of expenses incurred and the impairment of exploration, development and mining assets.

Overview of Financial Results

Note – All of the results presented are prepared under IFRS and are in United States dollars, which is the Company's functional currency as well.

	Quarter ended 31 December		Year ended 31 December	
	2020	2019	2020	2019
Revenue (\$'000)	11,865	8,656	39,082	31,754
Gold sold (ounces)	6,432	5,907	22,195	22,975
Realized gold price (\$ per ounce)	1,845	1,465	1,761	1,382
Gross profit (\$'000)	5,881	1,961	14,616	6,868
After-tax profit (loss) (\$'000)	29,918	(6,241)	22,250	(11,487)
Loss per share (cents)	12.9	(2.7)	9.6	(5.0)

Results of Operations

During the fourth quarter of 2020, the Company reported sales revenue of \$11,865,000 compared with sales revenue of \$8,656,000 during the fourth quarter of 2019, an increase of \$3,209,000. This 37% increase was due to the combined effect of a 26% increase in the average price per ounce of gold sold and a 9% increase in the number of gold ounces sold. During the year ended 31 December 2020 sales revenue was \$39,082,000 compared with sales revenue of \$31,754,000 during the previous year, an increase of \$7,328,000. This 23% increase was due to the combined effect of a 27% increase in the average price per ounce of gold sold and a 3% decrease in the number of gold ounces sold.

During the fourth quarter of 2020 the Company reported after-tax profit of \$29,918,000 compared with an after-tax loss of \$6,241,000 during the fourth quarter of 2019. The \$36,159,000 higher profit was mainly the result of the settlement agreement reached with COFIDE resulting in the recognition of the Arbitration Award of \$34,213,000; partly offset by \$7,963,000 higher net interest in relation to this settlement. Other key factors were lower tax expenses of \$6,111,000 and an increase of \$3,920,000 in gross profit.

During the year ended 31 December 2020 after-tax gain was \$22,250,000 compared with \$11,487,000 loss during the same previous year. The \$33,737,000 higher profit was also mainly the result of the settlement agreement reached with COFIDE resulting in the recognition of the Arbitration Award of \$34,213,000 partly offset by the \$7,981,000 higher net interest in relation to this settlement. Other key factors were an increase of \$7,748,000 in gross profit, higher administration expenses of \$3,103,000, lower tax expenses of \$1,891,000 and lower write-off of assets of \$1,225,000.

Cost of sales during the fourth quarter of 2020 was \$5,984,000, compared with cost of sales of \$6,695,000 during the fourth quarter of 2019, a decrease of \$711,000. The most significant change between the two periods was a decrease of \$708,000 in other costs. During the year ended 31 December 2020 cost of sales was \$24,466,000 compared with cost of sales of \$24,886,000 during the previous year, a decrease of \$420,000. The most significant changes between the two periods were decreases of \$843,000 in depreciation and \$242,000 in other costs partly offset by an increase of \$645,000 in site operating costs. A period-over-period comparison for the cost of sales is provided in the table below.

Breakdown of Cost of Sales

	Quarter ended		Year ended	
	31 December		31 December	
	2020 (\$'000s)	2019 (\$'000s)	2020 (\$'000s)	2019 (\$'000s)
Mine operating costs	4,191	4,099	17,468	16,823
Depreciation and amortization	573	584	2,219	3,062
Community and environmental costs	676	760	2,435	2,415
Other Costs (royalties and taxes, selling expense, other)	544	1,252	2,344	2,586
Total	5,984	6,695	24,466	24,886

Administration expenses during the fourth quarter of 2020 were \$2,115,000, compared with administration expenses of \$1,342,000 during the fourth quarter of 2019, an increase of \$773,000. The most significant change between the two periods were increases of \$229,000, \$235,000 and \$261,000 in foreign exchange, arbitration and negotiation costs and other expenses, respectively. During the year ended 31 December 2020 administration expenses were \$7,593,000 compared with \$4,490,000 during the previous year, an increase of \$3,103,000. The most significant changes between the two periods were also increases of \$559,000, \$2,163,000 and \$523,000 in foreign exchange, arbitration and negotiation costs and other expenses; respectively. On 28 September 2020 the Company signed an agreement regarding the success fee payable to a legal firm in connection with the arbitration process described in section “Background and Business of the Company”. A success fee of \$2,205,000 was accrued in the third quarter of this year and included in arbitration and negotiation costs. A period-over-period comparison for the administration expenses is provided in the table below.

Breakdown of Administration Expenses

	Quarter ended		Year ended	
	31 December		31 December	
	2020 (\$'000s)	2019 (\$'000s)	2020 (\$'000s)	2019 (\$'000s)
Depreciation	5	20	46	58
Director fees	30	30	120	120
Foreign exchange (gain) loss	98	(131)	547	(12)
Investor relations	9	10	39	37
Stock exchange fees	89	50	216	233
Office rent and administration	111	108	350	361
Professional and consulting fees	539	486	1,156	1,156
Arbitration/negotiation costs	274	39	2,432	269
Salaries and wages	497	492	1,894	1,900
Telecommunication	5	15	25	65
Travel	61	87	170	228
Other – Ollachea penalties	196	-	196	-
Other – Tax receivable written off	184	-	184	-
Other	17	136	218	75
Total	2,115	1,342	7,593	4,490

Net finance expenses during the fourth quarter of 2020 were \$10,072,000 compared to \$1,545,000 during the fourth quarter of 2019, an increase of \$8,527,000. During the year ended 31 December 2020 net finance expenses were \$16,417,000 compared with \$7,994,000 during the previous year, an increase of \$8,423,000. In both periods the most significant change were the interests accrued as per the settlement agreement with COFIDE. On 12 November 2020 the Company announced it had reached an agreement with COFIDE. As per the settlement terms the Company owes COFIDE \$70,000,000 in principal and \$31,936,000 of accrued interest calculated to 10 November 2020. As at 31 December 2020 the amount of interest owed increased to \$33,260,000 therefore the Company recorded a charge of \$15,276,000 during 2020. Also as per the settlement terms COFIDE owes the Company \$34,213,000 in principal pursuant to the September 2019 Arbitration Award, plus interest from July 17, 2017 to the date of payment. As at 31 December 2020 the amount of interest owed by COFIDE is \$787,000.

A period-over-period comparison for the finance expenses is provided in the table below.

Breakdown of net finance expenses

	Quarter ended		Year ended	
	31 December		31 December	
	2020 (\$'000s)	2019 (\$'000s)	2020 (\$'000s)	2019 (\$'000s)
COFIDE Bridge Loan interest	10,391	1,641	15,276	6,508
Net of: Interest on Arbitration Award	(787)	-	(787)	-
Other loans interest	124	-	438	-
Other finance expenses	344	(96)	1,490	1,486
Total	10,072	1,545	16,417	7,994

Cash Flow

Cash balance increased \$449,000 during the fourth quarter of 2020, from \$2,483,000 to \$2,932,000. Operating activities during this quarter generated \$4,517,000 whereas investing and financing activities used \$783,000 and \$3,285,000 respectively. During the year ended 31 December 2020 the cash balance increased \$141,000, from \$2,791,000 to \$2,932,000. Operating activities during this year generated \$7,473,000 whereas investing and financing activities used \$2,500,000 and \$4,832,000 respectively.

Investing activities during the fourth quarter of 2020 used \$783,000, compared with \$2,188,000 used during the fourth quarter of 2019, a decrease of \$1,405,000. The change was due mainly to a decrease of \$2,031,000 in acquisitions of property, plant and equipment partly offset by a decrease of \$678,000 in disposals of property, plant and equipment. During the year ended 31 December 2020 investing activities used \$2,500,000 compared with \$3,916,000 used during the previous year, a decrease of \$1,416,000. The change was due mainly to a decrease of \$1,753,000 in acquisitions of property, plant and equipment partly offset by a decrease of \$662,000 in disposals of property, plant and equipment. A period-over-period comparison for the investing activities is provided in the table below.

Breakdown of Investment activities

	Quarter ended		Year ended	
	31 December		31 December	
	2020 (\$'000s)	2019 (\$'000s)	2020 (\$'000s)	2019 (\$'000s)
Acquisition of property, plant and equipment	522	2,553	1,502	3,255
Deferred exploration and development expenditures	261	313	1,016	1,371
Disposal of property, plant and equipment	-	(678)	(18)	(710)
Total	783	2,188	2,500	3,916

Financing activities during the fourth quarter of 2020 used \$3,285,000, compared with \$1,396,000 used during the fourth quarter of 2019, an increase of \$1,889,000. The change was due mainly to repayments of loans of \$1,480,000 and increases in payments of lease liabilities of \$296,000. During the year ended 31 December 2020 investing activities used a net of \$4,832,000 compared with \$3,774,000 used during the previous year, an increase of \$1,058,000. The change was due mainly to proceeds from loans of \$3,380,000 (see Note 18 of the financial statements) partly offset by increases in repayments of loans and payments of lease liabilities of \$1,900,000 and \$1,933,000, respectively. A period over period comparison for the financing activities is provided in the table below.

Breakdown of Financing activities

	Quarter ended		Year ended	
	31 December		31 December	
	2020 (\$'000s)	2019 (\$'000s)	2020 (\$'000s)	2019 (\$'000s)
Net proceeds from loans	-	-	(3,380)	-
Repayment of loans	1,480	-	1,900	-
Payment of lease liabilities	1,605	1,312	5,302	3,369
Payment of finance expenses	200	84	1,010	273
Payment of lease obligations	-	-	-	132
Total	3,285	1,396	4,832	3,774

Selected Annual Information

The following is a summary of the Company's financial results for the three most recently completed financial years:

Financial Data	2020	2019	2018
Revenue (\$'000)	39,082	31,754	28,939
After-tax Profit (loss) (\$'000)	22,250	(11,487)	(5,980)
Earnings per share			
Basic (cents)	9.6	(5.0)	(2.6)
Diluted (cents)	9.6	(5.0)	(2.6)
Total assets (\$'000)	178,036	171,161	167,109
Total liabilities (\$'000)	99,205	114,580	99,041

During the year ended 31 December 2020 sales revenue increased by 23% compared to the same period in the previous year. This 23% increase was due to the combined effect of a 27% increase in the average price per ounce of gold sold and a 3% decrease in the number of gold ounces sold.

Legal Actions Involving Company

Please refer to section "Background and Business of the Company" on page 4.

The Company is not currently involved in any other legal proceedings nor was it involved in any other legal proceedings during the fourth quarter and year ended 31 December 2020 and nor, to the knowledge of management, are there any legal proceedings currently contemplated which may materially affect the business and affairs of the Company or that would likely be considered important to a reasonable investor in making an investment decision.

Outlook

At 31 December 2020, the Company had a working capital deficit of \$10,106,000 (defined as current assets less current liabilities).

In 2021, the Company forecasts gold production of 22,500 ounces from Corihuarmi mine. The capital budget of Corihuarmi for 2021 is \$2.2 million to finalize heap leach pad 5D and \$1.1 million for other capital expenditures.

Ollachea and the COFIDE Bridge Loan

Please refer to section “Background and Business of the Company“ on page 4.

Capital Management

The Company’s objectives when managing capital are to safeguard the Company’s ability to continue as a going concern in order to pursue the exploration, development and operation of its mining assets. In the management of capital, the Company includes its cash and cash equivalent balances, interest bearing loans and components of shareholders’ equity.

The Company manages the capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents.

The Company is not currently subject to externally imposed capital requirements.

Liquidity and Capital Resources

As at 31 December 2020, the Company had cash of \$2,932,000, compared with \$2,791,000 as at 31 December 2019.

As at 31 December 2020, the Company had a working capital deficit of \$10,106,000. Working capital is defined as current assets less current liabilities.

The above conditions indicate the existence of a material uncertainty which may cast doubt on the Company’s ability to continue as a going concern.

Going Concern Basis

The consolidated financial statements have been prepared on a going concern basis. The Company’s future plans and expectations are based on the assumption that the Company will be able to continue in operation for the foreseeable future and will realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. There can be no assurance that the Company will be able to generate sufficient cash from operations or obtain adequate financing in the future or, if available, that such financing will be on acceptable terms. Despite the settlement agreement signed with COFIDE in November 2020, the Company does not currently have the capital required to repay in full the balance owed to COFIDE. If the Company cannot repay in full the balance owed to COFIDE by November 2023 it could lose the Ollachea Project. Also, the Company may be required to delay, scale back or eliminate various programs and may be unable to continue in operation. The Company may seek additional financing through debt or equity offerings. Any equity offering will result in dilution to the ownership interests of the Company’s shareholders and may result in dilution to the value of such interests.

Commitments and Contingent Liabilities

The Company is subject to various laws and regulations governing its mining, development and exploration activities. These laws and regulations are continually changing and generally becoming more restrictive. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

On 12 November 2020 the Company announced it had settled its dispute with COFIDE. As per the terms of this agreement certain penalties are applicable if the Bridge Loan balance is not repaid. These penalties are based on percentages applicable over the amount of the Arbitration Award according the following timetable:

--\$2,053,000 (6% on the Arbitration Award amount) if the balance of the Bridge Loan is not repaid before 15 November 2021

--An additional penalty of \$1,368,000 (4% on the Arbitration Award amount) if the balance of the Bridge Loan is not repaid before 15 November 2022. These penalties shall be added to the amount owed to COFIDE and will be paid within the 36 months term established for the full payment of any outstanding debt with COFIDE.

During 2019, the Company was issued a tax reassessment by the Peruvian Tax Authority for the year ended 31 December 2017 related to the deductibility of expenses and interest relative to the Bridge Loan. If the Company is unsuccessful in this appeal, an aggregate amount of \$5,000,000 would be payable, including tax, penalties and interest.

The Company entered into a contract with Empresa de Generacion Electrica San Gaban S.A. for the supply of power during the construction and operation stages of the Ollachea Project. This contract included certain minimum power usages for each of the construction and operation stages. In March 2017 the Company entered into an amended power contract extending the term to start the construction stage for sixty months from 1 March 2017. If the contract is terminated due to the construction stage not commencing within the sixty months term, the Company would have to pay a penalty for an amount equivalent to approximately \$2,400,000. Otherwise, the Company agreed to pay a fixed monthly compensation for an amount equivalent to approximately \$11,000 for a period of nine and a half years starting on the seventh month after Ollachea commencing the operation stage.

In June 2015, the Company secured a \$70,000,000 Bridge Loan from COFIDE. The financial structuring costs related to the Bridge Loan included a 0.9% net smelter return royalty on gold production from the Ollachea Project granted to Sherpa. The Company has the right to buyback and cancel this royalty from Sherpa by paying a buy-back fee of \$5,566,000.

In August 2013, the Macquarie Finance Facility was amended to increase the amount available by \$10,000,000. As a condition of drawing down these funds the Company awarded a 1% royalty on gross revenue minus refining costs on gold sales from the Company's Ollachea Project. The Company has the right to buyback and cancel this royalty from Macquarie Bank by paying a buyback fee of \$5,000,000.

Financial Instruments

The Company's principal financial assets comprise of cash and cash equivalents, and other receivables. The Company's financial assets are classified as loans and receivables and are measured at amortised cost. The Company's financial liabilities include trade and other payables, interest bearing loans and other long term liabilities. They are all classified as financial liabilities and measured at amortised cost.

Risks

The Company operates in the resource industry, which is highly speculative, and has certain inherent exploration, development and operating risks which could have a negative effect on the Company's operations.

Significant risk factors for the Company include operating, land title, environmental regulations and compliance, litigation, surface rights, health and safety, the ability to obtain additional financing, metal prices, Mineral Reserves and Resources estimates, insurance coverage, infrastructure, key management and staff, legal climate considerations, changes in government policy, geopolitical climate, government, currency, economic, local community, geological, competition, and general business risk, as well as the risks associated with public health crises, including COVID-19.

Additionally, there are risks specifically related to the COFIDE Bridge Loan. For further information, please refer to paragraph "Background and Business of the Company" on page 4 and section 5 Risk Factors on the Company's 2020 Annual Information Form filed on SEDAR at www.sedar.com.

Risks associated with public health crises, including COVID-19

The Company's business, operations and financial condition could be materially adversely affected by the outbreak of epidemics, pandemics or other health crises, such as the outbreak of COVID-19. The international response to the spread of COVID-19 has led to significant restrictions on travel, business closures, quarantines, global stock market volatility and a general reduction in consumer activity. Such public health crises can result in delays and disruptions on the operating and supply chains, global stock market and financial market volatility, restrictions on movement of people and labour shortages, shipping and travel disruptions; and shutdowns as a result of government regulation and prevention measures, or a fear of any of the foregoing risks, all of which could affect commodity prices, interest rates, credit risk and inflation. In addition to the current COVID-19 pandemic, any future outbreak of similar pathogens could have an adverse impact on global economic conditions which may adversely impact the Company's operations and/or the operations of suppliers and service providers, including refining service providers, and the demand for the Company's production.

As at the date of this report, the duration of COVID-19 cannot be predicted. It is unknown whether and how the Company may be affected if the pandemic persists for an extended period of time. In particular, the region in which we operate may not have sufficient public infrastructure to adequately or efficiently respond to such event, which could have a materially adverse effect on the Company's operations.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. Prudent management of liquidity risk implies maintaining sufficient cash and cash equivalents as well as an adequate amount of committed credit facilities. Management of the Company safeguards its cash resources and makes regular forecasts of the requirements to use those resources. If necessary, management adapts its plans to suit the resources available.

Despite the settlement agreement signed with COFIDE in November 2020, the Company does not currently have the capital required to repay in full the balance owed to COFIDE. If the Company cannot repay in full the balance owed to COFIDE by November 2023 it could lose the Ollachea Project.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company is exposed to credit risk in so far as it deposits cash with its banks. However, the banks used are reputable international institutions. In addition the Company is exposed to sovereign risk in so far as it is owed recoverable sales tax by the government of Peru.

Currency risk

Foreign currency risk is the risk that the fair value of assets and future cash flows will fluctuate as a result of changes in foreign currency exchange rates. The Company operates in Peru and is therefore exposed to foreign exchange risk arising from transactions denominated in foreign currencies. The operating results and the financial position of the Company are reported in United States dollars. Fluctuations of local currencies in relation to the US dollar will have an impact upon the reported results of the Company and may also affect the value of the Company's assets and liabilities. The Company has not entered into any agreements or purchased any instruments to hedge any currency exposures.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Debt obligations are exposed to interest rate variations. The Company has debt denominated in US dollars payable to COFIDE and is therefore exposed to movements in US dollar interest rates. A change in LIBOR of +/- 1% would not have a material effect on the financial results of the Company.

Commodity price risk

Commodity price risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in gold prices. The price for gold is impacted by world economic events that dictate the levels of supply and demand. The ability of the Company to mine, develop and explore its mineral properties and the future profitability of the Company are directly related to the market price of precious metals, specifically gold. The Company monitors gold prices to determine appropriate actions to be undertaken. The Company has not entered into any agreements or purchased any instruments to hedge possible gold price risk. The Company is also exposed to the risk that the cost of mining, development or construction activities for its planned activities might increase and cause some elements to be uneconomic.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Transactions with Related Parties

During the quarter and the year ended 31 December 2020, the Company did not enter into transactions with related parties with the exception of remunerations to directors and key management as disclosed in Note 7 of the consolidated financial statements. As at 31 December 2020, the Company owed \$66,000 to directors and key management.

Significant Accounting Policies

The Company follows the accounting policies described in the audited consolidated financial statements for the year ended 31 December 2020, which have been filed on SEDAR www.sedar.com.

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Based on historical experience, current market conditions and expert advice, management makes assumptions that are believed to be reasonable under the circumstances. These estimates and assumptions form the basis for judgments about the carrying value of assets and liabilities and reported amounts for revenues and expenses.

Critical Accounting Estimates

The preparation of consolidated financial statements requires the Company to select from possible alternative accounting principles, and to make estimates and assumptions that determine the reported amounts of assets and liabilities at the balance sheet date and reported costs and expenditures during the reporting period. Estimates and assumptions may be revised as new information is obtained, and are subject to change. The Company's accounting policies and estimates used in the preparation of the consolidated financial statements are considered appropriate in the circumstances, but are subject to judgments and uncertainties inherent in the financial reporting process.

Intangible Assets

Property acquisition costs and related direct exploration costs may be deferred until the properties are placed into production, sold, abandoned, or impaired, where appropriate. The Company's accounting policy is to capitalize exploration costs, which is consistent with IFRS, and the policy is consistent with other resource companies which are similar to the Company. An alternative policy would be to expense these costs until a feasible mineral resource has been objectively established. Management is of the view that its current policy is appropriate for the Company at this time. Based on annual impairment reviews made by management, or earlier if circumstances warrant, in the event that the long-term expectation is that the net carrying amount of these capitalized exploration costs will not be recovered, then the carrying amount is written down accordingly and the write-down is charged to operations. A write-down may be warranted in situations where a property is to be sold or abandoned; or exploration activity ceases on a property due to unsatisfactory results or insufficient available funding.

Impairment

In undertaking an impairment review for the operating mine or advanced exploration projects an economic model is prepared which includes full details of the mining and processing schedule, head grade, strip ratios of waste to ore, operating costs and capital costs. From this information the amount of gold production is calculated and revenues estimated. Operating costs, including royalties and refining charges, and capital costs are entered and a cash flow model is produced, which is used to calculate the net present value of the pre-tax cash flow from the operation or project. This net present value is then compared to the carrying value of the operation or project on the balance sheet and an assessment is made regarding impairment.

Should any key parameters differ from the assumptions contained within the technical economic model, such as tonnes of ore mined, grade of ore mined, recovery profile or gold price, the net present value will be affected either positively or negatively. If the impact is negative, an impairment charge may be required that has not been recognized in these financial statements.

Asset Retirement Provisions

Restoration costs will be incurred by the Company at the end of the operating life of the Company's facilities and properties. The ultimate restoration liability is uncertain and can vary in response to many factors including changes to relevant legal requirements, the emergence of new restoration techniques, experience at other production sites, or changes in the risk-free discount rate. The expected timing and amount of expenditure can also change in response to changes in reserves or changes in laws and regulations or their interpretation. As a result, there could be significant adjustments to the provisions established which would affect future financial results.

Depreciation Rate

Mining properties are depreciated on a straight line basis over the expected life of the mine. The calculation of mine life and depreciation could be impacted to the extent that actual production in the future is different from current forecast production based on proven plus probable reserves. This would generally result from significant changes in any of the factors or assumptions used in estimating reserves.

Share Based Payments

The Company uses the Black-Scholes Option Pricing Model for valuation of share-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

Management's Responsibility for Financial Statements

The information provided in this report, including the consolidated financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying condensed interim consolidated financial statements.

Disclosure Controls and Internal Control over Financial Reporting

Management of the Company is responsible for the design and implementation of disclosure controls and procedures and for internal controls over financial reporting ("ICFR") as required by National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings.

The Company's disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is communicated to senior management to allow timely decisions regarding the required disclosure. Management has evaluated the effectiveness of the Company's disclosure controls and procedures. Based upon the results of that evaluation, the Company has concluded that, the Company's disclosure controls and procedures were effective to provide reasonable assurance that the information required to be disclosed by the Company is recorded, processed, summarized and reported, within the appropriate time periods and is accumulated and communicated to management.

The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS as issued by the IASB. The Company's internal control over financial reporting includes policies and procedures that:

- Require maintaining records that accurately and fairly reflect, in reasonable detail, the transactions and dispositions of assets of the Company;
- Provide reasonable assurance that transactions are recorded as necessary for preparation of financial statements in accordance with IFRS;
- Provide reasonable assurance that the Company's receipts and expenditures are made only in accordance with authorizations of management and the Company's Directors; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Company's consolidated financial statements.

The Company's internal control over financial reporting may not prevent or detect all misstatements, whether due to error or fraud, because of inherent limitations. A control system, no matter how well designed or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Additionally, projections of any evaluation of effectiveness for future periods are subject to the risk that controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with the Company's policies and procedures.

There has been no change in the Company's internal control over financial reporting during the quarter and the year ended 31 December 2020 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Outstanding Share Data

The Company has an authorized share capital of an unlimited number of no par Ordinary Shares, of which 231,135,028 are issued as at the date of this report. Each share entitles the holder to one vote. All shares of the Company rank equally as to dividends, voting powers and participation in assets upon a dissolution or winding up of the Company.

As at the date of this report, the Company had no options issued or outstanding for the benefit of directors, employees and consultants of the Company under the Company's Share Option Plan. However, 11,556,751 options were to be issued as part of the fees payable to Sherpa in regards to the COFIDE Bridge Loan financing. The options, which will have an exercise price of C\$0.20, are subject to shareholder and regulatory approval.

Changes in Accounting Policies

The Company did not adopt any new accounting policies during the quarter and the year ended 31 December 2020.

Subsequent Events

There have been no subsequent events between the end of the period date and the date of filing of the financial statements.

Management and Board Changes

There were no Management and Board Changes during the quarter and the year ended 31 December 2020.

Additional Information

Additional information regarding Minera IRL, including Minera IRL's Annual Information Form for the year ended 31 December 2020 is available on the Company's website at www.minera-irl.com or on SEDAR at www.sedar.com.

Cautionary Statement on Forward-Looking Information

Certain information in this MD&A, including information about the Company's financial or operating performance and other statements expressing management's expectations or estimates of future events, performance and exploration and development programs or plans constitute "forward-looking statements". Forward-looking statements often, but not always, are identified by words such as "seek", "believe", "expect", "do not expect", "will", "will not", "intend", "estimate", "anticipate", "plan", "schedule" and similar expressions of a conditional or future oriented nature identify forward-looking statements. Forward-looking statements are, necessarily, based upon a number of estimates and assumptions. While considered, by management, to be reasonable in the context in which they are made forward-looking statements are inherently subject to political, legal, regulatory, business and economic risks and competitive uncertainties and contingencies. The Company cautions readers that forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Minera IRL's actual financial results, future performance and results of exploration and development programs and plans to be materially different than those expected or estimated future results, performance or achievements and that forward-looking statements are not guarantees of future performance, results or achievements. Forward-looking statements are made as of the date of this MD&A and Minera IRL assumes no obligation, except as may be required by law, to update or revise them to reflect new events or circumstances. Risks, uncertainties and contingencies and other factors that might cause actual performance to differ from forward-looking statements include, but are not limited to, the Company's ability to refinance the COFIDE Bridge Loan and replace the Senior Project Debt Facility, changes in the price of precious metals and commodities, changes in the relative exchange rates of the US dollar against the Peruvian nuevo sol, interest rates, legislative, political, social or economic developments both within the countries in which the Company operates and in general, contests over title to property, the speculative nature of mineral exploration and development, operating or technical difficulties in connection with the Company's development or exploration programs, increasing costs as a result of inflation or scarcity of human resources and input materials or equipment. Known and unknown risks inherent in the mining business include potential uncertainties related to the title of mineral claims, the accuracy of mineral reserve and resource estimates, metallurgical recoveries, capital and operating costs and the future demand for minerals. Please see **Risks**, elsewhere herein.

Qualified Person

Pursuant to National Instrument 43-101, Mr. Francis O'Kelly FIMM, CEng. a Fellow of the UK Institute of Mining and Metallurgy, is the Qualified Person ("QP") responsible for the technical disclosure in this MD&A.

Non-IFRS Measures

“Total cash costs” includes include costs such as mining, processing and administration (excluding depreciation and amortization) plus applicable royalties, workers’ profit participation cost, and other non-site costs (transport and refining of metals, community and environmental costs). These costs are then divided by the ounces sold to arrive at “total cash cost per ounce produced”.

“Total all-in sustaining costs” includes “Total cash costs” plus administrative expenses, mine closure accretion, exploration expenses and capital expenditure. These costs are then divided by the ounces sold to arrive at “total all-in sustaining cost per ounce produced”.

Both of these measures may vary from one period to another due to operating efficiencies, waste-to-ore ratios, grade of ore processed and gold recovery rates in the period.

Management believes this information is useful to investors because this measure is considered to be a key indicator of a company’s ability to generate operating earnings and cash flow from its mining operations. This data is furnished to provide additional information and is a non-GAAP and non-IFRS measure that does not have any standardized meaning prescribed by GAAP or IFRS. It should not be considered in isolation as a substitute for measures of performance prepared in accordance with IFRS, and is not necessarily indicative of operating costs presented under IFRS. The following table reconciles these non-GAAP measures to the consolidated financial statements.

	Quarter ended 31 December		Year ended 31 December	
	2020	2019	2020	2019
Cost of sales	\$5,984	\$6,695	\$24,466	\$24,886
Less:				
Inventory adjustment	(292)	117	(292)	117
Depreciation	573	584	2,219	3,062
Cash costs	\$5,703	\$5,994	\$22,539	\$21,707
<i>Ounces of gold produced</i>	<i>7,051</i>	<i>6,099</i>	<i>22,567</i>	<i>23,303</i>
Total cash costs per ounce produced	\$809/oz	\$983/oz	\$999/oz	\$932/oz
Total cash costs plus:				
Administration expenses ¹	\$759	\$790	\$2,312	\$2,015
Mine closure accretion	107	102	426	409
Lease liabilities accretion	127	139	582	683
Exploration expenses	89	120	239	344
Capital Leases payments	203	146	755	329
Capital expenditure	443	287	1,423	989
Total all-in sustaining costs (AISC)	\$7,431	\$7,578	\$28,276	\$26,476
<i>Ounces of gold produced</i>	<i>7,051</i>	<i>6,099</i>	<i>22,567</i>	<i>23,303</i>
Total all-in sustaining costs per ounce produced	\$1,054/oz	\$1,242/oz	\$1,253/oz	\$1,136/oz

Note: All \$ amounts (except \$/oz) are in thousands of dollars (\$000’s)

¹. Excluding expenses related to the arbitration/negotiation process with COFIDE.