

**FENIXORO GOLD CORP.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS  
OF THE COMPANY'S FINANCIAL CONDITION AND RESULTS OF  
OPERATIONS FOR THE YEAR ENDED FEBRUARY 28, 2022**

# FENIXORO GOLD CORP. (FORMERLY AMERICAN BATTERY METALS CORP.)

## Management's Discussion & Analysis

For the year ended February 28, 2022

Dated – July 7, 2022

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### INTRODUCTION

The following Management Discussion & Analysis ("MD&A") is intended to assist in the understanding of the trends and significant changes in the financial condition and results of operations of FenixOro Gold Corp. (formerly American Battery Metals Corp.) (hereinafter "FenixOro" or the "Company") for the year ended February 28, 2022.

This MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Annual MD&A, audited annual consolidated financial statements of the Company for the years ended February 28, 2022, and February 28, 2021, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The consolidated financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Accordingly, information contained herein is presented as of July 7, 2022, unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of FenixOro's common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations can be obtained from the offices of the Company or on SEDAR at [www.sedar.com](http://www.sedar.com).

### FORWARD LOOKING STATEMENTS

*This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of (i) this MD&A; or (ii) as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material*

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*assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward- looking statements.*

### **GENERAL BUSINESS AND DEVELOPMENT**

FenixOro Gold Corp was incorporated on March 2, 2017 under the laws of the province of British Columbia. The Company's principal business activity is the exploration for mineral resources in Colombia. The Company's registered office and principal place of business is located at The Canadian Venture Building, 82 Richmond Street East, Toronto, Ontario, M5C 1P1, Canada.

On November 27, 2018, the Company completed its Initial Public Offering ("IPO") and its common shares were approved for trading on the Canadian Securities Exchange (the "CSE") under the trading symbol FDIV. On March 11, 2019, the Company changed its name from First Division Ventures Inc. to American Battery Metals Corp. and traded under the symbol "ABC" on the CSE. On May 21, 2020, the Company changed its name to FenixOro Gold Corp and traded under the symbol "FENX" on the CSE.

On August 25, 2020, the Company announced that it has acquired the rights to certain mineral claims from Polo Resources Limited. The package of four claims is contiguous with and west and northwest adjacent to FenixOro's Abriaqui Project. Polo, through its subsidiary Andina Gold, has been awarded seizure rights to the claims pursuant to legal action it has taken, and Andina has commenced the procedure for seizure of the properties. FenixOro will issue 1,000,000 common shares to Polo in exchange for the rights to the properties under seizure order. These shares will have a legend restriction that will be removed upon Polo's receipt of formal title award from the relevant court, up to a maximum of 18 months, following which the titles will be registered in the name of FenixOro. FenixOro will fund all costs associated with the court proceedings.

During the year ended February 28, 2022, the Company issued 6,102,000 common shares pursuant to the exercise of share purchase warrants for proceeds of \$485,000. The share purchase warrants exercised had an original fair value of \$31,379 recorded in the reserve which had been reclassified to share capital upon exercise of the share purchase warrants.

On July 21, 2021, the Company issued 1,000,000 common shares with a fair value of \$295,000 pursuant to an assignment of rights agreement with Polo Resources Ltd.

On July 28, 2021, the Company announced the appointment of Mr. Leonardo Riera to the Board of Directors to replace Mr. David Mitchell. Mr. Mitchell has agreed to remain on the Company's advisory board for an initial period of 6 months. The Company has granted 500,000 options to Mr. Riera at an exercise price of \$0.30 per share with an expiry date of five years from the date of grant.

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On August 5, 2021, the Company announced the discovery of the widest mineralized zone yet seen at Abriaqui on the Santa Teresa vein system. The results are from an area of newly discovered underground mine workings. Santa Teresa is becoming much more complex than originally understood and the new work opens up the potential for the discovery of additional wide zones. See "Project Summaries and Activities" below.

On August 16, 2021, the Company announced that the common shares of the Company have been listed for trading on the Wealthsimple platform.

On September 20, 2021 the Company announced that Tom Obradovich, a notably successful and experienced mining investor and entrepreneur, has joined the FenixOro Advisory Committee.

On September 20, 2021, the Company has granted 1,200,000 stock options to the Company's advisors and consultants at an exercise price of \$0.32 per share with an expiry date of five years from the date of grant.

On September 28, 2021, the Company announced that following lengthy delays caused by COVID-19 related issues in the Lima Peru lab, final assays have been received for the first three holes, along with partial results for the fourth, from the initial Phase 2 infill drill holes on the Northwest Vein Corridor (NWC) of the Abriaqui gold deposit. These results significantly increase the Company's previously stated potential resource expectations and assumptions. See "Project Summaries and Activities" below.

On December 7, 2021, the Company announced that it has closed the first tranche of its non-brokered private placement. The Company has issued a total of 7,725,531 units at a subscription price of \$0.31 per unit, for gross proceeds of \$2,394,915. Each unit is comprised of one common share and one share purchase warrant, entitling the holder to purchase one additional common share at an exercise price of \$0.34 for a period of two years from their date of issuance. In connection with the financing, the Company issued 197,550 brokers' warrants with an exercise price of \$0.34 and an expiry date of December 8, 2023.

On July 5, 2022, the Company closed the first tranche of its non-brokered private placement. The Company issued 2,050,000 units at a subscription price of \$0.18 for gross proceeds of \$369,000. Each unit is comprised of one common share and one share purchase warrant, entitling the holder to purchase one additional common share at an exercise price of \$0.23 for a period of two years from their date of issuance.



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The outbreak of the novel strain of coronavirus, specifically identified as COVID-19, has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and physical distancing, have caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Corporation in future periods.

**Selected Annual Information**

| <b>For the year ended</b>                | <b>February 28,<br/>2022</b> | <b>February 28,<br/>2021</b> | <b>February 29,<br/>2020</b> |
|--|------------------------------|------------------------------|------------------------------|
| Expenses                                 | \$4,351,090                  | \$4,596,135                  | \$1,436,801                  |
| Net and comprehensive loss               | 4,176,483                    | 4,398,094                    | 1,996,670                    |
| Basic and diluted loss per share         | 0.05                         | 0.07                         | 0.07                         |
| Balance sheet Data                       |                              |                              |                              |
| Cash                                     | 76,948                       | 706,328                      | 1,431,494                    |
| Total Assets                             | 8,676,119                    | 9,334,732                    | 1,625,421                    |
| Accounts payable and accrued liabilities | 947,086                      | 1,139,359                    | 84,746                       |
| Shareholders' equity                     | 7,729,033                    | 8,195,373                    | 1,540,675                    |
| Cash Flow Data:                          |                              |                              |                              |
| Increase (decrease in cash for the year) | (768,222)                    | (745,991)                    | 1,343,396                    |

**RESULTS OF OPERATIONS**Three months ended February 28, 2022

The Company incurred a net loss of \$1,546,312 for the three months ended February 28, 2022, compared to a net loss of \$2,284,004 during the three months ended February 28, 2021.

The total operating expenses of \$1,638,807 for the three months ended February 28, 2022 (three months ended February 28, 2021– \$2,369,348) decreased by \$631,499 from the same period in the prior year due to the following significant changes:

- Exploration expenditures decreased by \$63,512 compared to the same period of last year due to the acquisition of Fenix in the current year.
- Consulting decreased by \$632,901 compared to the same period of last year due to fees paid to the CEO and VP Exploration of the Company in the prior year.
- Advertising and promotion increased by \$11,882 compared to the same period of last year due to spending on shareholder awareness and social media consulting in the prior year.

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- Stock-based compensation decreased by \$523,711 compared to the same period of last year due to the vesting of stock options granted in the prior year.

**Year ended February 28, 2022**

The Company incurred a net loss of \$4,258,317 for the year ended February 28, 2022, compared to a net loss of \$4,505,045 during the year ended February 28, 2021.

The total operating expenses of \$4,351,090 for the year ended February 28, 2022 (year ended February 28, 2021– \$4,596,135) decreased by \$245,045 from the same period in the prior year due to the following significant changes:

- Exploration expenditures increased by \$1,471,257 compared to the same period of last year due to the acquisition of Fenix in the current year.
- Consulting decreased by \$588,780 compared to the same period of last year due to fees paid to the CEO and VP Exploration of the Company in the current year.
- Stock-based compensation decreased by \$316,563 compared to the same period of last year due to the vesting of stock options granted in the current year.
- Advertising and promotion decreased by \$318,455 compared to the same period of last year due to spending on shareholder awareness and social media consulting in the prior year.

**SUMMARY OF QUARTERLY RESULTS**

The following is a summary of the Company's financial results for the eight most recent quarters:

| Quarter Ended     | Revenue (\$) | Total expenses (\$) | Loss for the period (\$) | Basic and Diluted Loss per share (\$) |
|-------------------|--------------|---------------------|--------------------------|---------------------------------------|
| February 28, 2022 | -            | 2,332,601           | 1,676,749                | (0.02)                                |
| November 30, 2021 | -            | 935,851             | 929,536                  | (0.01)                                |
| August 31, 2021   | -            | 1,082,638           | 1,062,141                | (0.01)                                |
| May 31, 2021      | -            | 561,358             | 589,891                  | (0.01)                                |
| February 28, 2021 | -            | 2,345,483           | 2,260,139                | (0.04)                                |
| November 30, 2020 | -            | 1,125,606           | 1,124,370                | (0.01)                                |
| August 31, 2020   | -            | 826,372             | 834,189                  | (0.01)                                |
| May 31, 2020      | -            | 298,674             | 286,347                  | (0.01)                                |

The net loss in the three months ended February 28, 2022 increased by \$1,676,749 mainly due to an increase in admin expenses of \$63,512, a decrease in stock-based compensation of \$523,711 as well as an increase in exploration expenditures of \$927,348.

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The net loss of \$929,536 for the three months ended November 30, 2021 has decreased by \$132,605 compared to the last quarter ended August 31, 2020. This decrease is mainly due to the increase in exploration, and offset by the decrease in advertising expenses.

During the three months ended August 31, 2021, the Company had a net loss of 1,062,141, which is an increase from the previous quarter of \$472,250 mainly due to an increase in stock-based compensation as well as exploration expenses.

During the three months ended May 31, 2021, the Company had a net loss of \$286,347, which is due to \$308,642 in stock based compensation as well as \$196,236 in consulting expenses.

### **LIQUIDITY AND CAPITAL RESOURCES**

As at February 28, 2022, the Company had working capital deficiency of \$483,208 (February 28, 2021 - \$137,562).

Cash used in operating activities was \$3,594,055 for the year ended February 28, 2022. Operating activities were affected by a \$5,352 adjustment for depreciation and amortization, stock-based compensation of \$737,644 and the net change in non-cash working capital balances of \$78,734 because of a decrease in HST receivable of \$2,556, an increase in prepaid expenses of \$116,096 and an increase in accounts payable and accrued liabilities of \$192,274.

Cash used in investing activities was \$18,683 for the year ended February 28, 2022, which was comprised of purchase of equipment of \$18,683.

Cash provided by financing activities was \$2,844,516 for the year ended February 28, 2022, which was comprised of proceeds from the issuance of common shares of \$2,373,236, proceeds from the exercise of warrants of \$485,000, proceeds received for shares to be issued (remaining \$205,000 proceeds from the exercise of warrants were received after the year end) for exercise of warrants of \$20,000, and offset by share issuance costs of \$15,736. At February 28, 2022, FenixOro had \$76,328 in cash.

Accounts payable, accrued liabilities, were \$947,086 at February 28, 2022. The Company's cash balance as at February 28, 2022 is not sufficient to pay these liabilities.

The Company has no operations that generate cash flows and its long-term financial success is dependent on discovering properties that contain mineral reserves that are economically recoverable or engaging in other profitable business ventures and opportunities.

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The Company has been running a program of utilizing the early exercise of "in the money warrants" to augment equity financing and mitigate somewhat its reliance on a pure equity financing method. Funds from the early exercise of these warrants have generated cash for the Company in recent quarters and the Company intends to continue to pursue these early exercises when the share price permits.

## **PROJECT SUMMARIES AND ACTIVITIES**

### The Abriaqui Project

The Abriaqui Project consists of three mining claims and an application. One claim and the application (HEQJ-04 and SHG-08021 respectively) are 100% owned by Fenix, through its wholly-owned subsidiaries. The third and fourth claims are held pursuant to a joint venture agreement with a local mining co-operative (the "Joint Venture Agreement") whereby Fenix, through its wholly-owned subsidiaries, has acquired a 35% ownership interest and has the right to earn-in up to 90% interest in the claims (50% ownership upon completion of a USD \$50,000 subtraction report and production facility, and USD \$100,000 payment; 90% ownership upon USD \$900,000 exploration expenses and USD \$100,000 payment).

On August 25, 2020, the Company added 848ha to the package when it announced the acquisition of the rights to certain mineral claims from Polo Resources Limited. The 848ha package of four claims is contiguous with and west and northwest adjacent to FenixOro's Abriaqui Project. Polo, through its subsidiary Andina Gold, has been awarded seizure rights to the claims pursuant to legal action it has taken, and Andina has commenced the procedure for seizure of the properties. FenixOro has issued 1,000,000 common shares to Polo in exchange for the rights to the properties under seizure order. These shares will have a legend restriction that will be removed upon Polo's receipt of formal title award from the relevant court, up to a maximum of 18 months, following which the titles will be registered in the name of FenixOro. FenixOro will fund all costs associated with the court proceedings. These shares were issued on July 21, 2021.

### **Property Description and Location**

As of February 28, 2022 the claims at the project (Figure 1) total 546.57 hectares. The nature and extent of the FenixOro's title to or interest in the property, obligations that must be met to retain the property and the expiration date of claims, licenses and other property tenure rights is as follows:

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| MINE TITLE – EXPIRATION DATE |           |                          |                    |  |
|------------------------------|-----------|--------------------------|--------------------|--|
| MINERAL<br>TITLE             | HECTARES  | MINE<br>REGISTER<br>DATE | EXPIRATION<br>DATE | HOLDING<br>ENTITY  |
| <b>HIDJ-07</b>               | 99.975    | 28/02/2008               | 27/02/2036         | Abriaqui SAS,<br>35% interest,<br>Joint Venture <sup>(1)</sup> |
| <b>HEUC-06</b>               | 194.2655  | 03/11/2004               | 3/11/2050          | Abriaqui SAS,<br>35% interest,<br>Joint Venture <sup>(1)</sup> |
| <b>HEQJ-04</b>               | 61.0600   | 10/04/2006               | 10/04/2036         | Ecogold SAS,<br>100% interest <sup>(2)</sup>                   |
| <b>SHG-<br/>08021</b>        | 191.27795 | NA                       | NA                 | Ecogold SAS,<br>100% interest <sup>(3)</sup>                   |

**Notes:**

- (1) Abriaqui SAS is a wholly owned subsidiary of Ecogold SAS, which is a wholly owned subsidiary of Fenix SAS. Fenix SAS is a wholly owned subsidiary of FenixOro. Abriaqui SAS' ownership interest in this title is held pursuant to a Joint Venture Agreement (see section 22, Material Contracts) and its ownership interest is currently 35%. Abriaqui SAS has the right to earn up to a 90% interest in this title.
- (2) Ecogold SAS owns a 100% interest in this title.
- (3) Ecogold SAS acquired a 100% interest in this application from the owners via the acquisition of Abriaqui SAS with the titleholders in 2018. For greater certainty, Ecogold SAS owns a 100% interest in this application. The registration is not able to be changed until the application is converted to an exploration claim. There is no guarantee that that process will be completed on a timely basis.
- (4) Specific license details on the Polo acquisition are not included in the table as they are not yet officially a part of the FenixOro portfolio.

There are no royalties, overrides, or back-in rights, or other agreement to which the property is subject. The property is not subject to any environmental liabilities. The small-scale production done by the local mining cooperative is fully permitted and does not utilize mercury or cyanide.

FenixOro's subsidiaries are properly constituted and in good standing with the Colombian Chamber of Commerce. No permits are required to carry out the pre-drilling work that Fenix has been completing such as additional mapping, soil sampling, rock and channel sampling and geophysics. Fenix has received a special exemption from the Municipality of Abriaqui allowing it to continue with the program during the COVID-19 isolation period. Fenix received the necessary permit to begin its drilling program in September of 2020.

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To date there are no mineral resources or reserves on the property. No tailings ponds or waste dumps of significant size are present however; there are over 100 small mines, which have been created by generations of subsistence mining. Most vein-type mineralized zones and small mine openings are shown in Figure 1.

### Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Abriaqui Property is located approximately 65 kilometers northwest of the city of Medellin in the state of Antioquia, Colombia. It is accessed by paved road from Medellin via the Pan American Highway to the town of Frontino (150 km) and thence on improved dirt road approximately 18 km to the property (Figure 2). Access is via two-wheel drive vehicle.

Climate in the area has no effect on operations and the work season for exploration and development is 12 months.

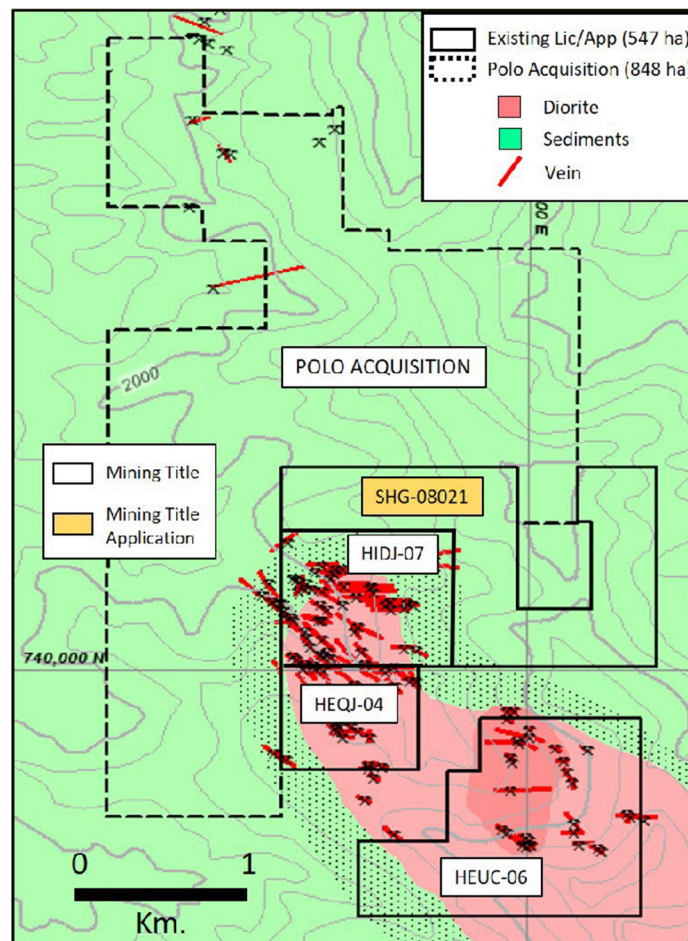


Figure 1. Mining licenses, applications and known vein-type occurrences in the project area as of 31 August, 2021.

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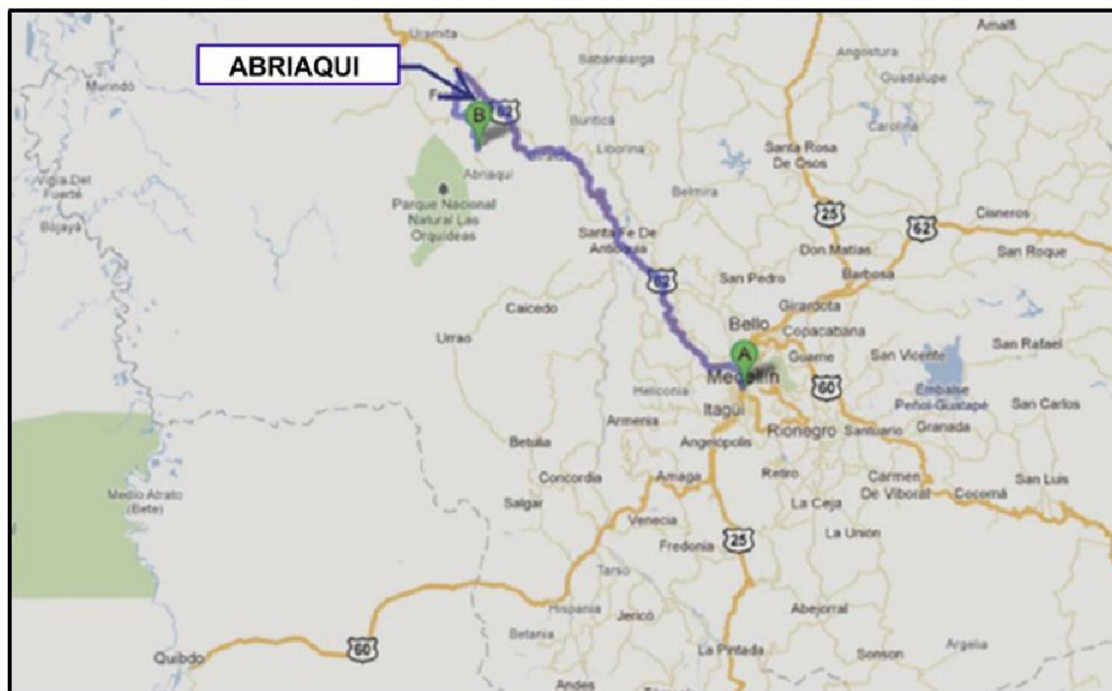


Figure 2. Access to the project area from Medellín, Antioquia

No surface rights have been acquired as the project is in the early stages of exploration. Local landowners hold an interest in a portion of the project and the relationship is very good. As it is in the local partners' economic interest to provide surface rights, the Company believes there will be no issue with this negotiation at the appropriate time. Power is available from Frontino and will undergo appropriate upgrades when required. Water is readily available. Room for tailings and waste disposal are available and sufficient personnel for field staffing of exploration programs are locally available.

The climate is warm and tropical. The humidity is high, generally 80 - 90%. The terrain in the Abriaqui Project area is rugged with elevations ranging from around 600 meters, at the Cauca River valley to the east, to a maximum of 2,800 m.

### History

Ownership of two of the four claims (100% owned HEQJ-04 and SHG-08021) was acquired in 2017. The two remaining claims are owned by Asominerales SAS, a local, legal small-scale mining cooperative. In May 2018 CGYD through its 100% owned subsidiary Ecogold SAS acquired the rights to the properties through the current option agreement to earn 90% ownership. Aside from John Carlesso and 2342982 Ontario, there are no relationships with any vendors of the properties.



## Geologic Setting

The regional geology in the Abriaqui area is similar to the Cauca Canyon belt of gold mineralization associated with Upper Miocene porphyry stocks of intermediate composition intruding fine-grained, deep water, locally carbonaceous marine sediments of Cretaceous age. At the property scale a Miocene age diorite stock intrudes carbonaceous siltstones with the formation of a hornfelsed contact zone (Figure 3). More than 100 veins were formed within the stock and hornfels zone.

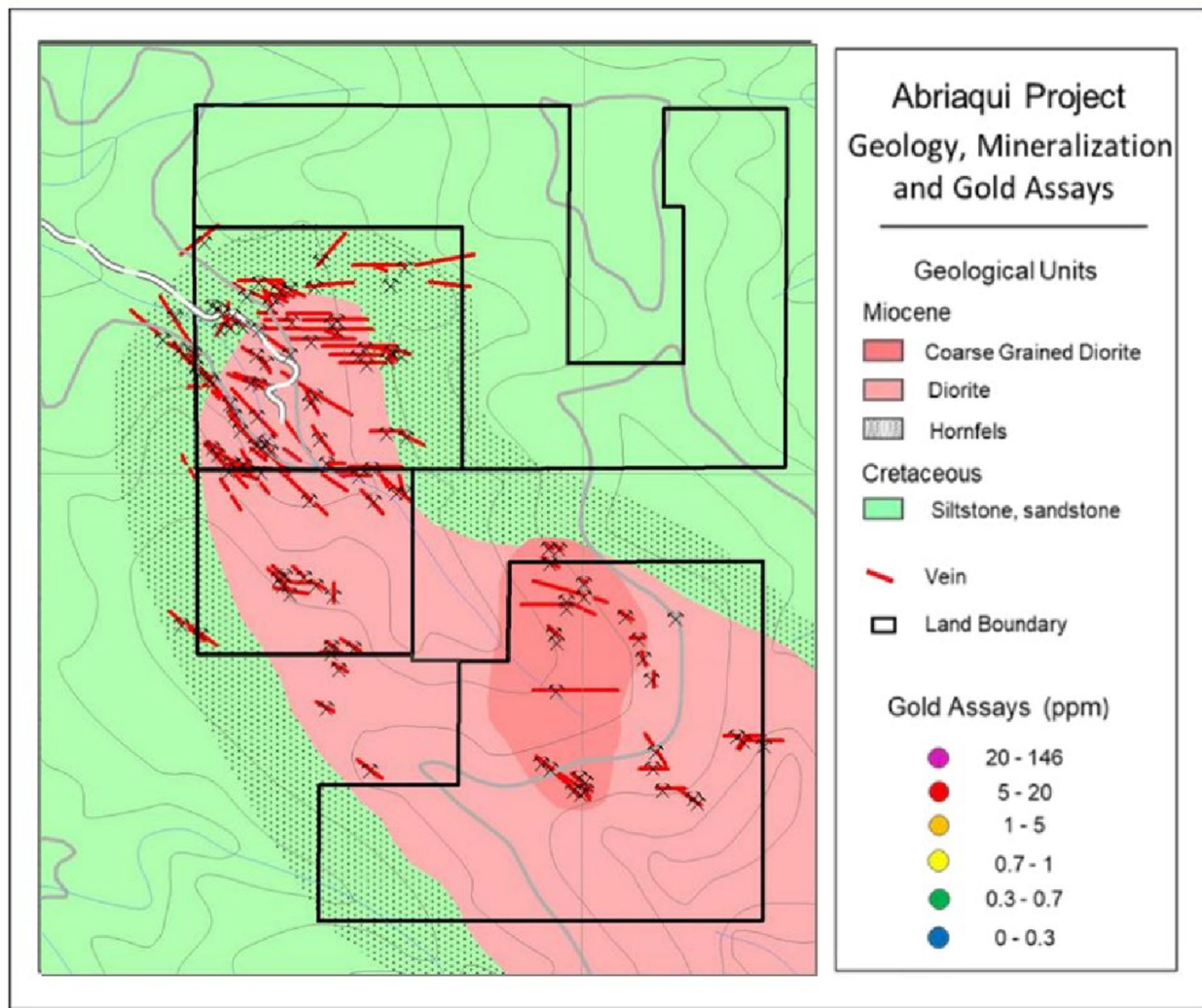


Figure 3. Geology and Mineralization



## Exploration

To date surface geologic mapping and surface and shallow underground chip and channel rock sampling has been completed over an area of approximately 200 hectares. Additionally a 25 x 100 meter grid of surface samples (1300 total samples) has been completed with multi-element geochemical analysis and a program of surface magnetometry has been completed over a 1200 x 2500 meter area. Through August 2021, 6604 meters of diamond drilling have been completed in 14 holes from the surface.

Approximately 800 rock chip and channel samples have been collected from mine and surface workings and analyzed for gold and a suite of 31 additional elements. All of the 100+ veins sampled are anomalous in gold and many of them have grades in excess of 20 grams per tonne gold (Figure 4.) Additionally, most veins are strongly anomalous in silver, copper, lead and zinc.

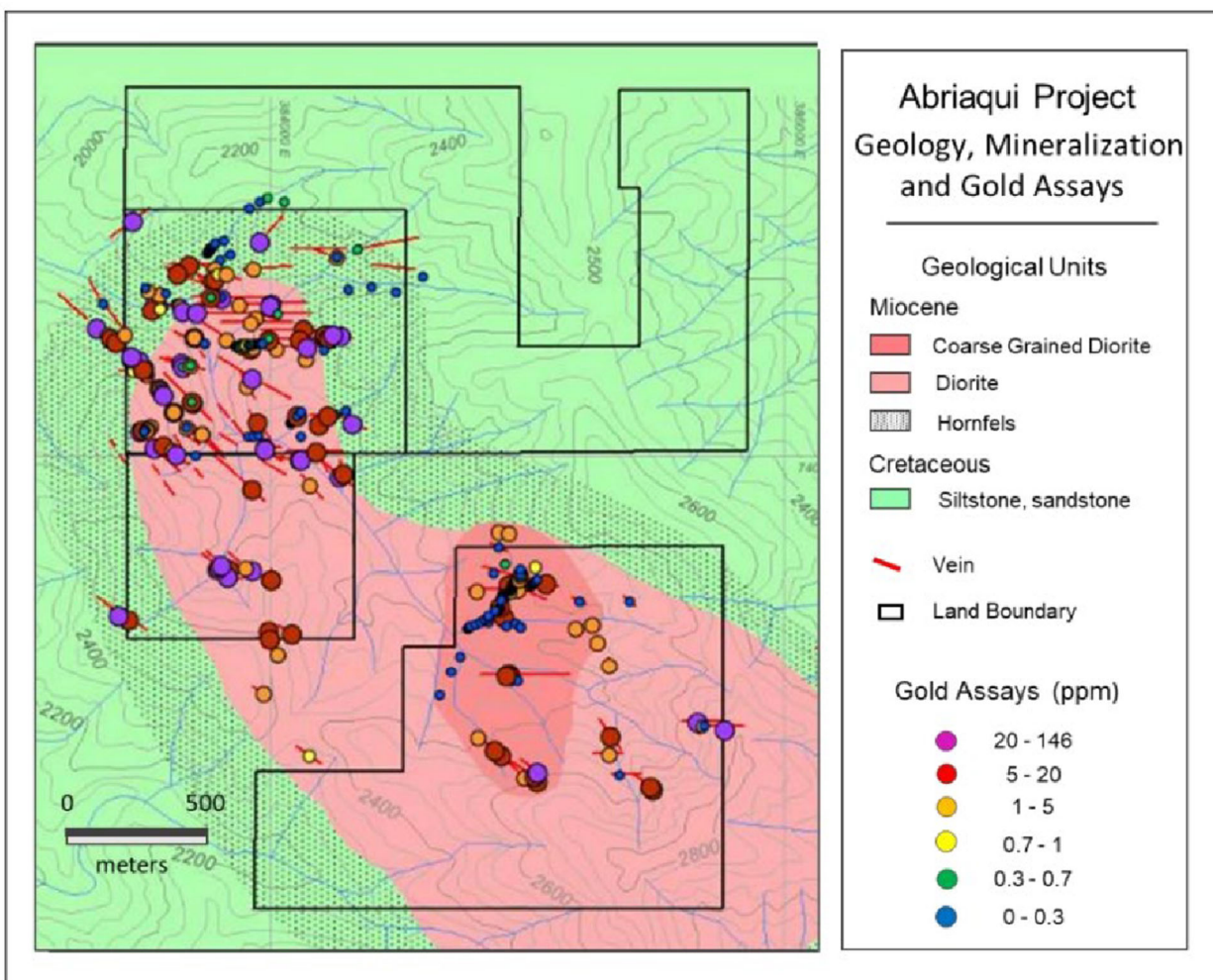


Figure 4. Gold grades in surface and mine sampling program.

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Several areas of sulfide bearing quartz veinlets have been sampled in addition to the veins with a best result of 11.4 meters of 6.08 g/t gold. +20 gram per tonne gold grade is noted in both vein types mentioned below all across the +800 vertical meter extent of vein outcrops in mines. The full vertical extent of potentially ore grade gold mineralization in mines and deep drilling is in excess of 1200 meters. Copper values > 5000 ppm are noted in most veins in the southern part of the property and Ag:Au ratios are higher in that area. The ground magnetometry program outlined areas of significant magnetic highs in the central and southeastern areas of the property. Follow-up work will determine if these are related to lithologic changes, alteration-related magnetite and/or a porphyry gold system.

Results to date demonstrate that a well mineralized vein system with potentially ore grade veins exists on the property. The close vein spacing and numerous areas of mineralized interstitial siliceous material indicate the potential for areas of combined vein/wallrock bulk mineralization from several meters to ten+ thick. The individual veins are clearly ore grade in gold so the grade and distribution of the intervening material will be key to determining bulk mining potential.

### **Mineralization**

Mineralization encountered on the property consists of over 100 individual veins developed in the diorite and adjacent hornfelsed sediments. Several areas between the closely spaced veins are densely silica flooded, sulfide bearing, and gold mineralized. Individual veins range in thickness from 15 – 180 cm and in the northwestern part of the property are spaced from 10 – 50 meters apart (see Figures). The areas of interstitial silicification and sulfide veinlet development range from 2 – 20 meters in thickness. Vein mineralogy is of two main types: pyrite – pyrrhotite +/- arsenopyrite and pyrite – galena – sphalerite, both in a matrix of quartz. Veins are exposed on the surface and shallow mines over a minimum 800 meter vertical extent on the property and drilling has extended the known vertical range of high grade gold mineralization in veins to a minimum of 1200 meters with the system being open below that depth. This is similar to several other districts along the Miocene Cauca trend, which have proven economic vein depths of several hundred meters (Buritica, Marmato). Additional potential exists on the property for lower grade bulk gold +/- copper mineralization in replacement mantos in the sediments adjacent to the diorite intrusion.

### **Drilling**

Phase 1 drilling focused on the easily accessible northwest part of the property. Nine diamond drill holes angled at 45 - 65 degrees downward from the surface ranged from 100-750 meters in depth (Table 1). They tested 250-350 meter wide corridors each containing multiple sub-vertical veins ranging in thickness from 15 centimeters to 7.7 meters. The thicker veins are characterized by one or more thinner zones of massive sulfides with halos of lower grade veinlet style mineralization. The best example of this style is the intercept in hole P006 which includes 0.45 meters of 124 g/t gold within an overall intercept of 7.7 meters of 8.46 g/t gold (see press release dated February 24, 2021). Interestingly, that intercept is between the two main vein corridors and is not included in the four veins used in the 1.6 – 2.4 million ounce resource potential analysis detailed below. A second style of mineralization is indicated by hole P003 in the east-west vein Corridor (EWC). That hole contained 24 individual veins grading at least 1 g/t gold within the 250 meter wide corridor indicating a potential bulk-mineralization target for future follow-up drilling (see press release dated February 22, 2021).

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| Hole # | Elevation | Azimuth | Inclination | Length (m) |
|--------|-----------|---------|-------------|------------|
| P001   | 2056      | 225     | -45         | 601        |
| P002   | 2056      | 25      | -45         | 495        |
| P003   | 2115      | 340     | -45         | 495        |
| P004   | 2115      | 26      | -45         | 392        |
| P005   | 1990      | 215     | -45         | 750        |
| P006   | 1990      | 175     | -45         | 418        |
| P007   | 1990      | 45      | -45         | 285        |
| P008   | 1990      | 210     | -65         | 100        |
| P009   | 2170      | 215     | -45         | 489        |

Table 1. Phase 1 drill holes.

**Resource Potential**

As detailed in the March 19, 2021 Press Release, four of the better veins were chosen for a first-pass modeling exercise, three in the NWC and one in the EWC. The drill intervals used in the calculations (reported in more detail in several earlier Press Releases) are summarized in Table 2. There are no NI 43-101 compliant resources on the property and the following analysis indicates resource potential only. Resource potential sections are presented for those veins, which are highlighted in Figure 5. The longitudinal sections are vertical sections in the plane of each vein looking towards the northeast (north for section EWC11). On each section the topographic surface is plotted along with all available surface and drilling assay data. The red squares are surface samples taken from shallow mine workings and vein outcrops with assays in grams per tonne gold. Drill data are plotted as a single red circle where each angled drill hole intersects the plane of the vein. Planned Phase 2 drill intersection points are plotted in blue. The yellow area in each section is that portion of the vein that, based on current data, is most likely to contain potentially economic thickness and gold grade.

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The targeted tonnage potential for each vein is a simple volume calculation of:

- Length x average width of drill intersections x depth x rock density (*averaged from over 200 measurements on drill core*)

The depth on each section is arbitrarily cut off at the 1500 meter elevation which is 50 meters below the level of the deepest intersection in the drilling to date. The grade used in the calculations is an average of the grade in drill holes. It does not include the (usually higher) grades from mine samples as they are generally from selected higher grade parts of the wider mineralized structures. The summary of potential for the four sections shown in Table 3 presents the totals as a range as per NI 43-101 requirements. Clearly, there is not enough information available after only nine drill holes to precisely estimate future resource potential so the average thicknesses and grades are presented as +/- 20% of the best estimates derived from existing data. FenixOro feels that this range provides a fair estimation of resource potential at this conceptual stage. As noted in the Forward Looking Information section and the Risks and Uncertainties section below, there is no guarantee that a resource will ever be delineated.

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| Hole ID          | From (m)   | To (m)     | Intercept Interval (meters) | Gold (g/t) | Vein           |
|------------------|------------|------------|-----------------------------|------------|----------------|
| P00100<br>1      | 122.1<br>0 | 126.2<br>4 | 4.1<br>4                    | 5.08       | Sta.<br>Teresa |
| <i>including</i> | 122.1<br>0 | 122.8<br>0 | 0.7<br>0                    | 19.7<br>5  | Sta.<br>Teresa |
| <i>and</i>       | 124.0<br>5 | 125.6<br>8 | 1.6<br>3                    | 3.45       | Sta.<br>Teresa |
|                  | 340.2<br>0 | 342.8<br>0 | 2.6<br>0                    | 9.09       | NWC4           |
| <i>including</i> | 340.2<br>0 | 340.5<br>5 | 0.3<br>5                    | 32.1<br>0  | NWC4           |
|                  | 381.7<br>0 | 383.0<br>0 | 1.3<br>0                    | 28.1<br>8  | NWC5           |
| <i>including</i> | 381.7<br>0 | 382.2<br>0 | 0.5<br>0                    | 71.9<br>0  | NWC5           |
|                  |            |            |                             |            |                |
| P00300<br>2      | 442.7<br>0 | 444.7<br>0 | 2.0<br>0                    | 3.26       | EWC11          |
|                  |            |            |                             |            |                |
| P00500<br>3      | 139.3<br>0 | 141.7<br>0 | 2.4<br>0                    | 3.66       | EWC11          |
| <i>including</i> | 141.3<br>0 | 141.7<br>0 | 0.4<br>0                    | 16.8<br>5  | EWC11          |
|                  | 441.6<br>0 | 443.2<br>0 | 1.6<br>0                    | 1.98       | Sta.<br>Teresa |
|                  | 701.8<br>5 | 703.2<br>0 | 1.3<br>5                    | 12.2<br>8  | NWC4           |
|                  |            |            |                             |            |                |
| P00600<br>3      | 111.7<br>0 | 112.4<br>5 | 0.7<br>5                    | 14.4<br>5  | EWC11          |

Table 2. Drill Phase 1 intercepts used in the March 19, 2021 resource potential estimates.



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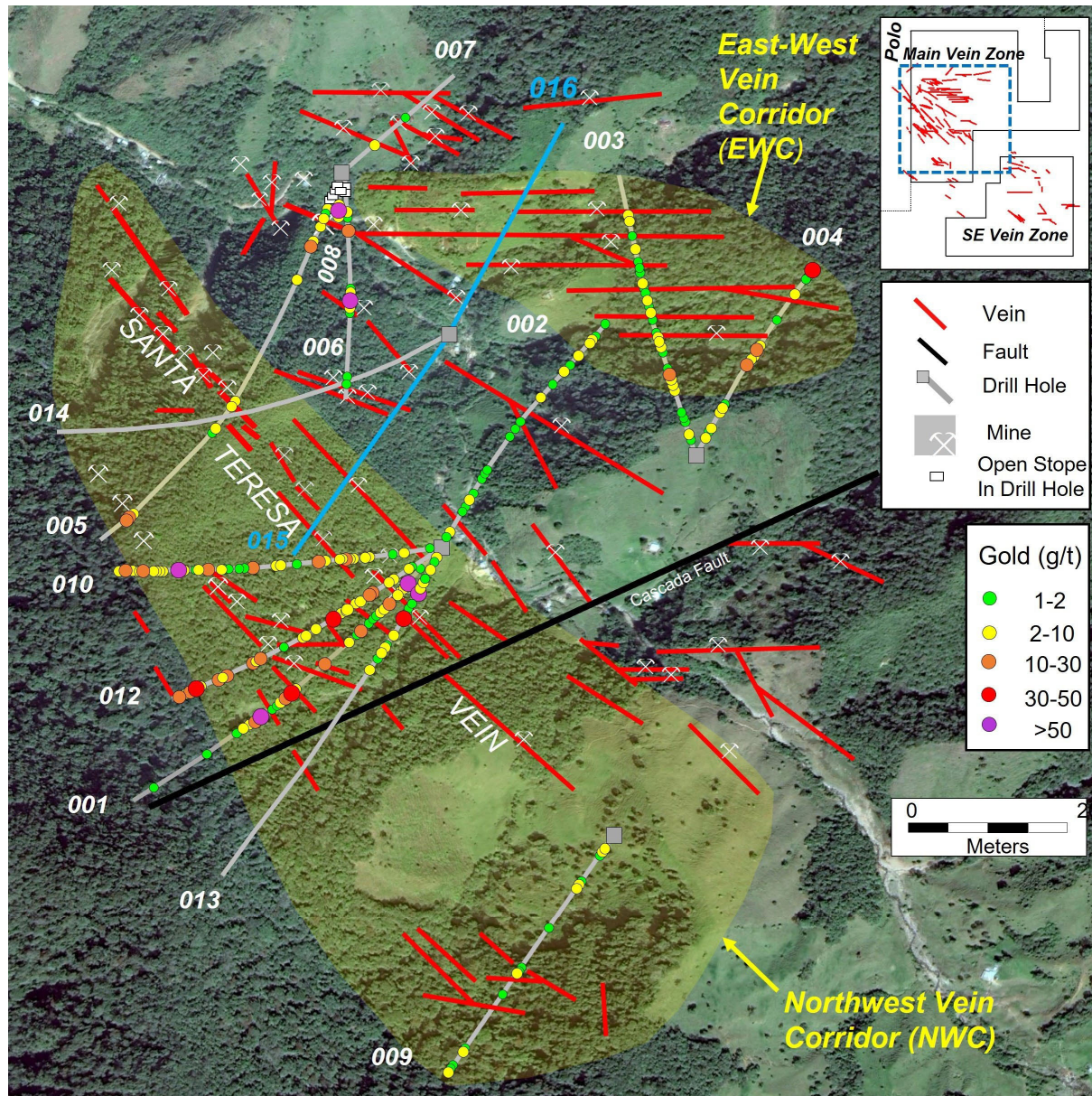
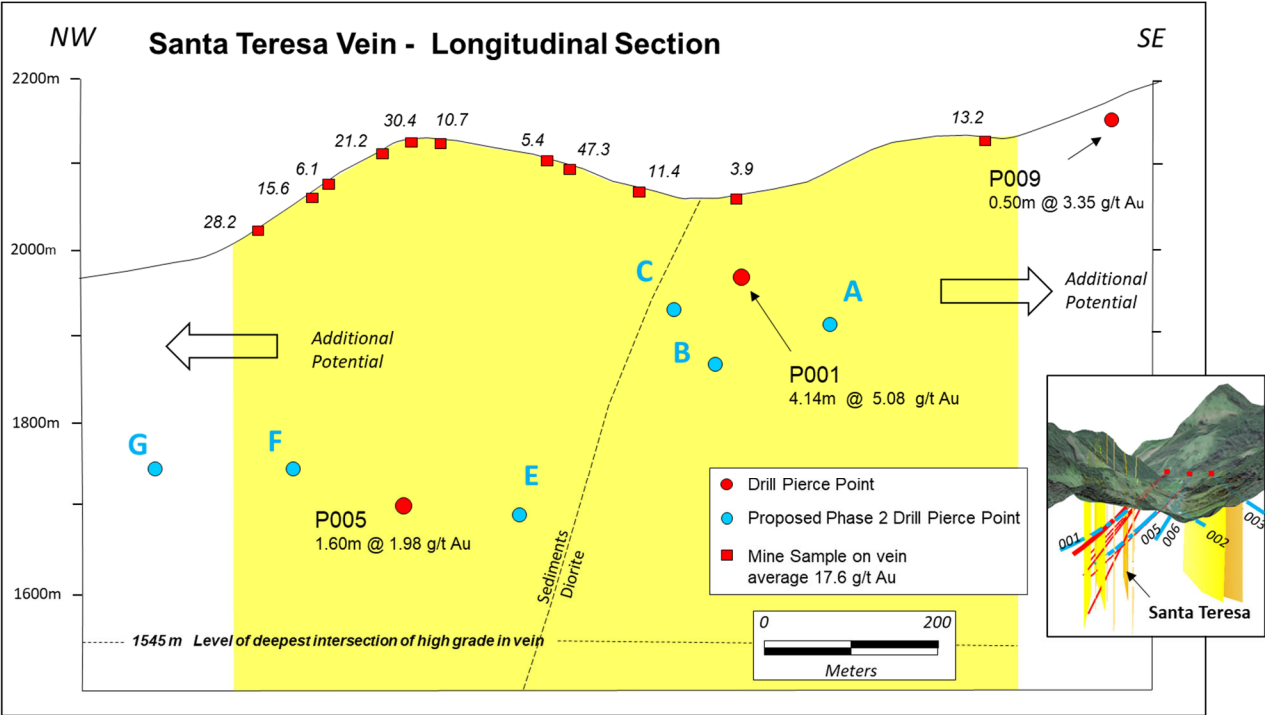
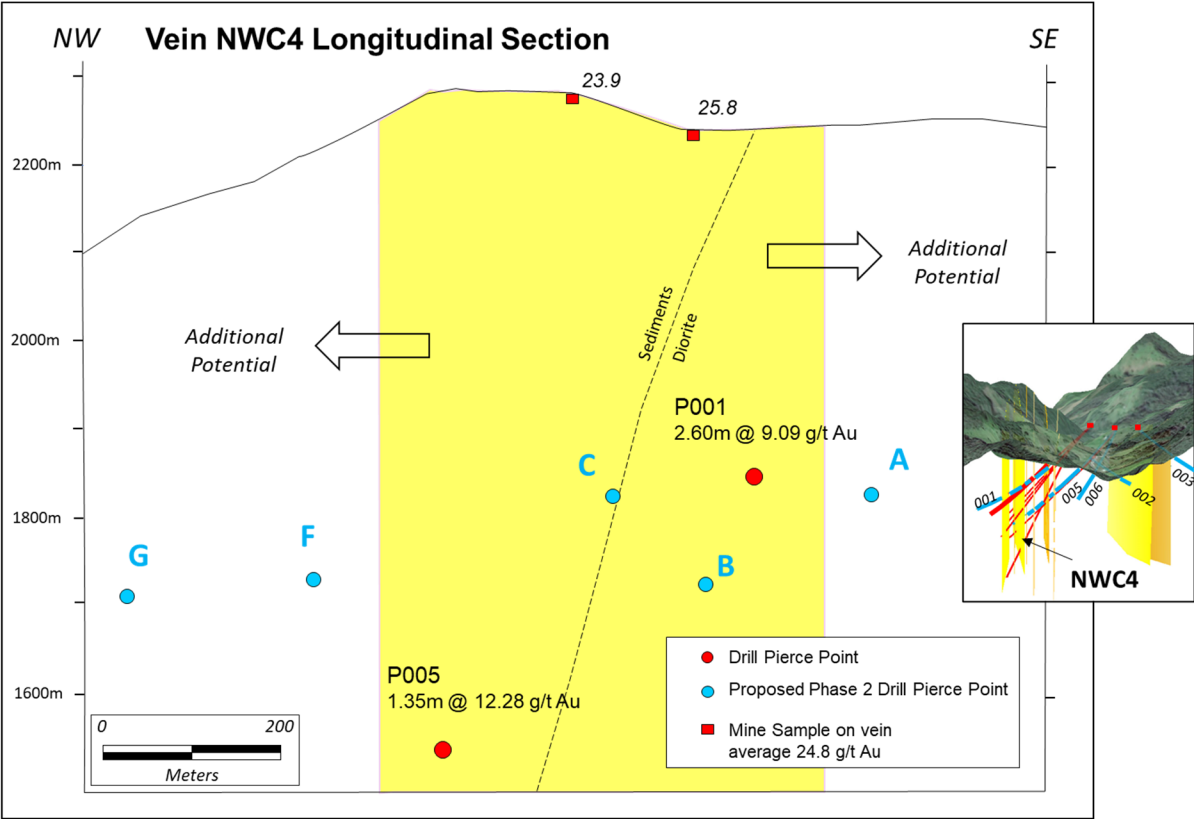
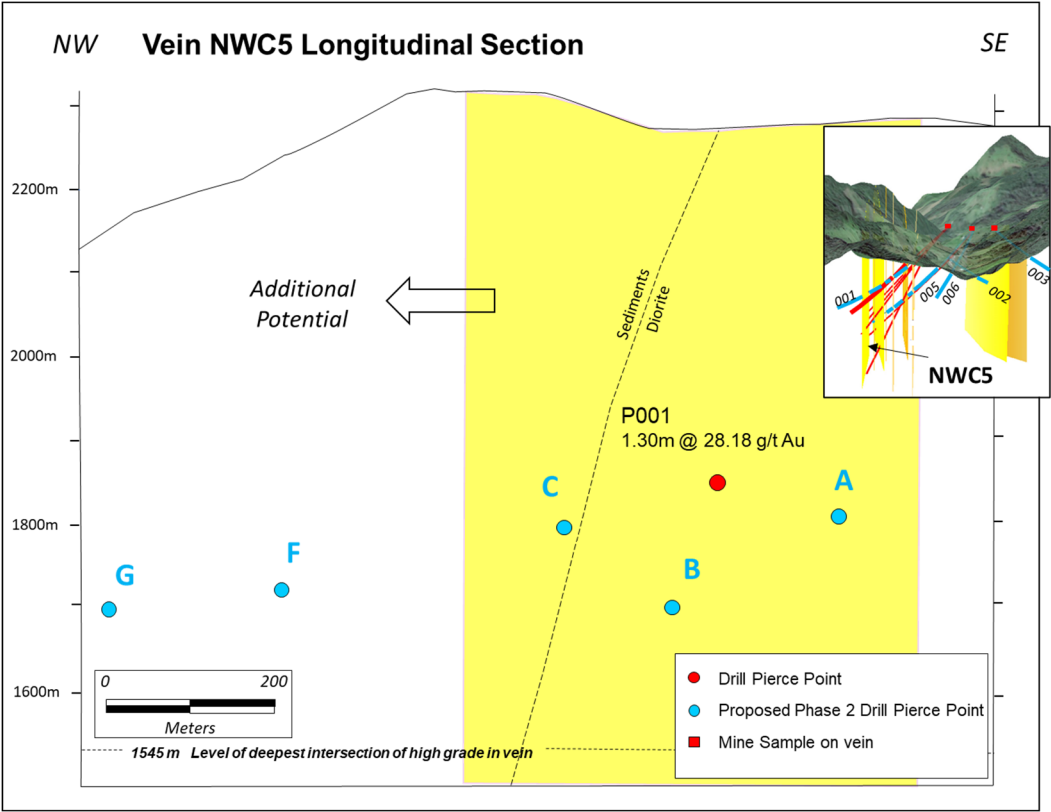


Figure 5. Drill results through November 30 2021, location of longitudinal sections (white traces), and planned Phase 2 drilling (blue lines).



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## Management's Discussion & Analysis

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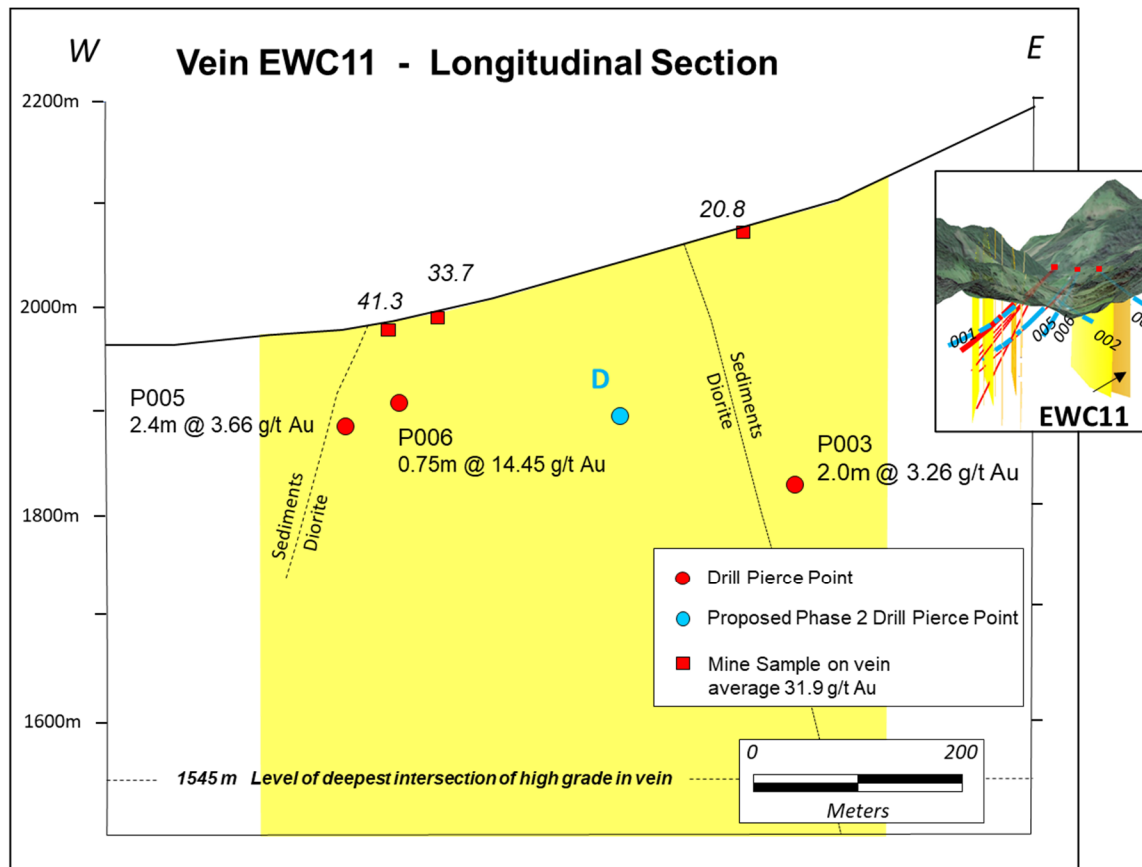


Table 3 summarizes the results of the calculations. On these four veins alone there is an estimated 1.6 -2.4 million ounce minimum resource potential down to the 1500 meter elevation. There is downside risk to this preliminary form of analysis. Most veins around the world are not homogeneous blocks of ore grade material and there may be low grade spots in some areas. Also the grades and thicknesses assumed are based on relatively few data points. Additionally, time and drilling will be required to convert potential resources into NI 43-101 compliant resources.

The upside potential is significant however. These are only four of the 100+ known veins on the property and most drill holes intersected more veins than those mapped on the surface. Only 20% of the vein intercepts reported in previous press releases are included in these four veins. The potential at depth was arbitrarily cut off at 1500m despite there being no geological indications that that level is near the bottom of the potentially economic zone. There is significant additional vein potential in the as yet undrilled southeastern license where over 25 veins are exposed at a significantly higher elevation and therefore have even greater depth potential (Figure 6). Given these factors, FenixOro considers the clearly defined 1.6 – 2.4 million ounce target to represent a minimum objective of future exploration and definition drilling.

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| VEIN         | LENGTH<br>VERTICAL<br>L<br>(m) | THICKNESS<br>S<br>(m) | TONNAGE<br>POTENTIAL<br>(Mmt) | ASSUMED<br>GOLD GRADE<br>(g/t) | GOLD OUNCE<br>POTENTIAL<br>(Koz) |
|--------------|--------------------------------|-----------------------|-------------------------------|--------------------------------|----------------------------------|
| Santa Teresa | 800                            | 600                   | 2.4 -<br>3.6                  | 4 - 6                          | 530 -<br>790                     |
| NWC4         | 500                            | 700                   | 1.6 -<br>2.4                  | 10 - 12                        | 510 -<br>760                     |
| NWC5         | 550                            | 700                   | 1.0 -<br>1.5                  | 10 - 14                        | 440 -<br>660                     |
| EWC11        | 600                            | 500                   | 1.2 -<br>1.8                  | 4 - 6                          | 160 -<br>240                     |
| <b>TOTAL</b> |                                |                       |                               | <b>6.5 -<br/>8.5</b>           | <b>1.6 - 2.4 million<br/>oz.</b> |

Table 3. Resource objectives for four of the better veins at Abriaqui (March 19, 2021 Press Release). Note: No NI 43-101 compliant resources or reserves exist at Abriaqui and this analysis is meant to highlight the potential for future resources. Results are presented as best estimates +/- 20% for thickness, gold grade, and total ounces.

**Phase 2 Drill Program**

A Phase 2 drilling program began in (calendar) Q2 2021. Given the obvious potential for significant resources in the NWC, the decision was made to concentrate the majority of the minimum 4000 meter program in that area. The blue lines on Figure 1 and the corresponding blue points on the sections show that the emphasis will be infill and step-out drilling to further define and hopefully expand the resource potential blocks in preparation for eventual resource definition drilling. Most holes test the entire corridor and not just the veins used in this analysis.

The decision to spend the next phase consolidating and further defining the discovery made in Phase 1 in no way minimizes the importance of the large number of additional targets on the property including 40+ known veins and numerous gold-in-soil anomalies. These additional target areas include the relatively under-explored southern block, where the highest grade vein sample of the entire project assayed 146 g/t gold.

As of November 30, 2021, about 2500 meters have been drilled in the first five holes of the Phase 2 program. Most assays were not available as of that date due to Covid 19 related issues in the Lima, Peru laboratory however visually, the drill core indicates significant intercepts of quartz-sulfide veins which are similar in appearance, thickness and spacing to those intersected in Phase 1 drilling. In the Press Release dated September 28, 2021 Phase 2 drill data as of that time were used to update the March 19 resource potential analysis. The results are shown here as Table 4.

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| Vein               | Number of Data Points | 3/19/2021      | Thickness (m) | GxT | Number of Data Points | August, 2021   |               |     |                |
|--------------------|-----------------------|----------------|---------------|-----|-----------------------|----------------|---------------|-----|----------------|
|                    |                       | Grade (g/t Au) |               |     |                       | Grade (g/t Au) | Thickness (m) | GxT | GxT Difference |
| Santa Teresa       | 2                     | 5.00           | 3.00          | 15  | 5                     | 5.76           | 3.92          | 23  | <b>+53%</b>    |
| Orquidea (NWC4)    | 2                     | 10.00          | 2.00          | 20  | 4                     | 12.68          | 1.86          | 24  | <b>+20%</b>    |
| Romperopa 1 (NWC5) | 1                     | 12.00          | 1.30          | 16  | 3                     | 8.32           | 2.45          | 20  | <b>+25%</b>    |

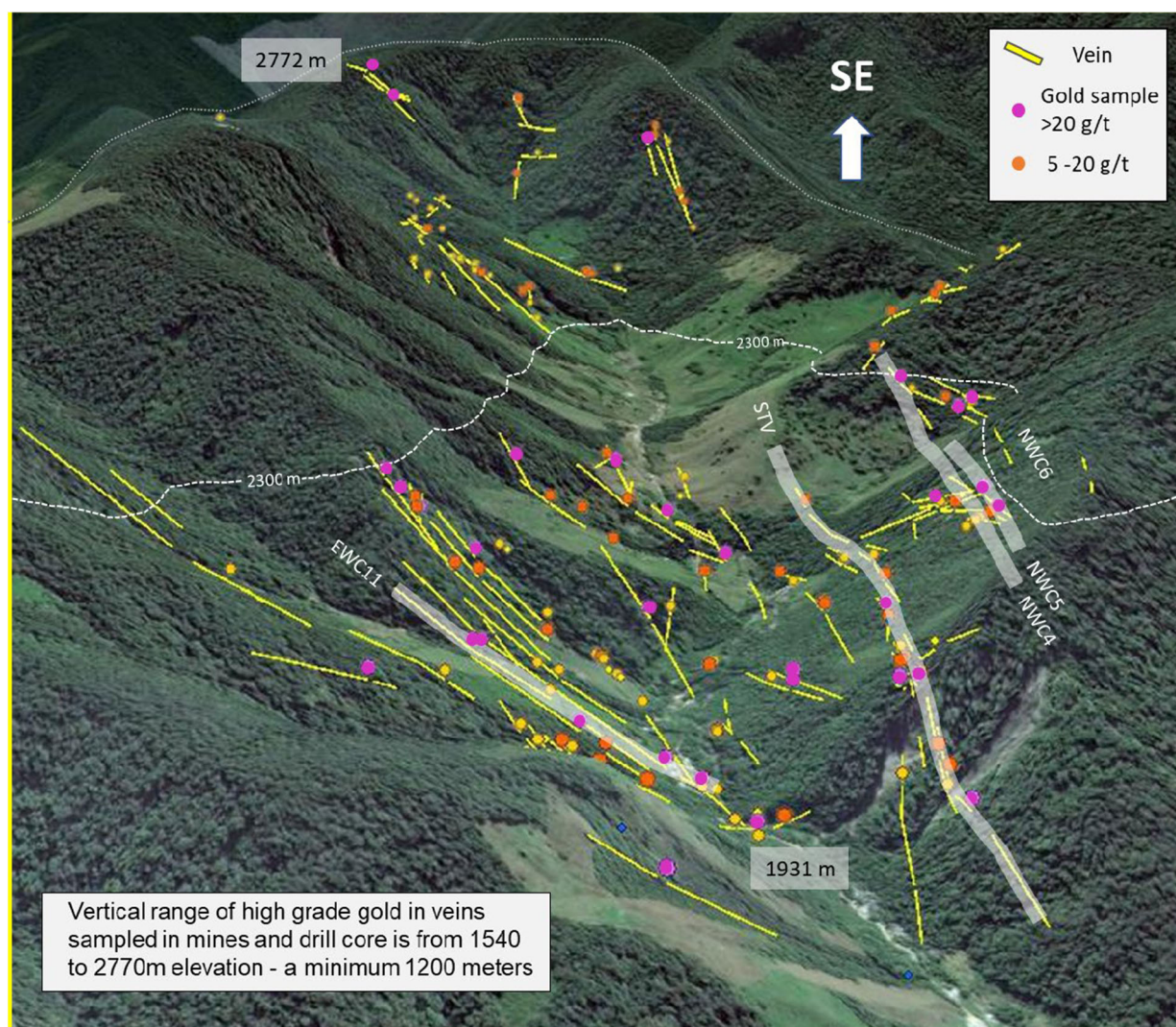


Figure 6. Mapped veins and surface gold values showing the vertical range of mineralization and the location of the four resource potential sections.

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#### **Sampling and Analysis**

Approximately 373 samples including duplicates were taken from surface outcrops and from shallow underground workings. Most were chip and channel samples taken from veins, vein selvages, and areas between closely spaced veins. Samples were taken on a geological basis in areas of existing mine workings and outcrops and little sampling has been done in intervening areas which are heavily vegetated. An additional 150 channel samples were taken in the southeastern part of the project area on the outcrop of the manto discovery. The manto is uniformly gold mineralized at relatively low grades with the longest continuous interval being 24 meters at 0.81 g/t gold which includes individual samples as high as 2.5 g/t gold.

The quality of chip and channel samples in veins is good but in some areas between veins intense silica flooding prevented fully representative channel sampling. A follow up program will include channels cut with a rock saw to resample these areas. Overall, the samples are considered to adequately represent grades and thicknesses of the mineralized areas sampled. Duplicate samples were taken in the field for every 20th sample and certified reference standards for gold and blanks were inserted in each batch of samples sent to ALS Chemex. A total of 51 blanks and standards were included. Results of the QA/QC program indicate that the assay numbers received are of acceptable quality.

Approximately 1100 samples (including control samples) were taken from the drilling in the first four holes during the report period. Core was sawed longitudinally with half of the core submitted for analysis. Sample preparation was done in Medellin by ALS Chemex which then sent the pulps to their assay laboratory in Lima, Peru. Gold values were determined by fire assay with a suite of 50 additional elements by ICP. Each batch of 25 samples sent to the lab included a minimum of two certified reference samples, one blank, and one duplicate. Preliminary analysis of QA/QC indicated no material issues with the assay quality.

#### **Mineral Resources and Mineral Reserves**

No mineral resources or reserves have been calculated within the project area.

#### **Exploration Plan**

The exploration plan for the remainder of 2021 and early 2022 includes finishing Phase 2 drilling in the area of the northwest vein corridor and a maiden drill program of at least four holes in the southeast license. Continuing exploration will consist of the geological logging, sampling, and assaying of the remaining core with 3d analysis of the results. Additional surface and underground mapping will aid in the correlation of veins intersected in the drilling with surface exposures.

#### **OFF BALANCE SHEET ARRANGEMENTS**

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

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**RELATED PARTY TRANSACTIONS**

During the year ended February 28, 2022, the following related party transactions occurred:

| Names                    | Year Ended<br>February 28,<br>2022<br>(\$) | Year Ended<br>February 28,<br>2021<br>(\$) |
|--------------------------|--|--|
| Consulting               | 208,386                                    | 372,223                                    |
| Stock-based compensation | 389,455                                    | 759,427                                    |
| Professional fees        | 90,364                                     | 28,750                                     |
| Total                    | 688,205                                    | 1,160,400                                  |

- (a) During the year ended February 28, 2022, the Company expensed consulting fees of \$208,386, (2021 – \$372,223) to related parties.
- (b) During the year ended February 28, 2022, stock-based compensation of \$389,455 (2021 – \$759,427) was recorded on stock options granted to directors and officers of the Company
- (c) During the year ended February 28, 2022, the Company expensed accounting fees of \$90,364, (2021 – \$28,750) to Marrelli Support Services Inc., a company which the CFO is related to. As at February 28, 2022 the Company owed \$18,999 (February 28, 2021 - \$35,769) to Marrelli Support Services Inc. for accounting fees.

All related party transactions are in the normal course of operations and have been measured at the agreed to amounts, which is the amount of consideration established and agreed to by the related parties.

**CONTINUING AND CONTRACTUAL OBLIGATIONS**

The Company does not have any continuing and contractual obligations beyond the property option agreements outlined above.

**Contingency**

On April 30, 2020, Califfi Capital Corp. ("Califfi"), a capital pool company listed on the TSX Venture Exchange (the "Exchange"), filed a statement of claim in the British Columbia Supreme Court against, inter alia, Fenix, alleging breach of contract and breach of a duty of good faith, resulting from the failure of the parties to complete a business combination, which would have constituted the "qualifying transaction" of Califfi (as that term is defined under the policies of the Exchange). Fenix had previously signed a letter of intent with Califfi with respect to a proposed business combination, which letter of intent expired pursuant to its terms on May 15, 2019. On June 17, 2020, Fenix filed a statement of defence in the B.C. Supreme Court, and intends to defend any and all claims relating to this litigation, which it considers baseless. The claim was dismissed by consent on December 15, 2021.



## **RISKS AND UNCERTAINTIES**

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risk Factors" in the Company's Annual MD&A for the fiscal year ended February 28, 2021, as well as the "Forward Looking Information" section at the end of each referenced Press Release, all of which are available on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Exploration and Development**

Exploration and development of natural resources involve a high degree of risk and few properties which are explored are ultimately developed into producing properties. There is no assurance that the Company's exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors.

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

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

Although the Company has or will obtain liability insurance in an amount which it considers adequate, the nature of these risks is such that liabilities might exceed policy limits, the liabilities and hazards might not be insurable, or the Company might not elect to insure itself against such liabilities due to high premium costs or other reasons, in which event the Company could incur significant costs that could have a material adverse effect upon its financial condition.

### **Government Laws, Regulation & Permitting**

Mining and exploration activities are subject to both domestic and foreign laws and regulations governing prospecting, development, production, taxes, labor standards, occupational health, mine safety, waste disposal, toxic substances, the environment and other matters. Although the Company believes that all exploration activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing the operations and activities of the Company or more stringent implementation thereof could have a substantial adverse impact on the Company.

The operations of the Company will require licenses and permits from various governmental authorities to carry out exploration and development at its projects. There can be no assurance that the Company will be able to obtain the necessary licenses and permits on acceptable terms, in a timely manner or at all. Any failure to comply with permits and applicable laws and regulations, even if inadvertent, could result in the interruption or closure of operations or material fines, penalties or other liabilities.

### **Additional Financings**

In order to acquire and develop new properties or assets, the Company will be required to raise additional capital. There is no assurance that the Company will be successful in raising sufficient funds to meet its obligations or to complete all of the required exploration requirements.

### **Key Management and Competition**

The success of the Company will be largely dependent upon the performance of its key officers, consultants, and employees. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. Failure to retain key individuals or to attract or retain additional key individuals with necessary skills could have a materially adverse impact upon the Company's success.

The mining industry is intensely competitive in all of its phases, and the Company competes with many companies possessing greater financial resources and technical facilities than itself with respect to the discovery and acquisition of interests in mineral properties, the recruitment and retention of qualified employees and other persons to carry out its mineral exploration activities. Competition in the mining industry could adversely affect the Company's prospects for mineral exploration in the future.

### **Title to Properties**

Acquisition of rights to the mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. Although the Company has investigated the title to all of the properties for which it holds concessions or other mineral leases or licenses or in respect of which it has a right to earn an interest, the Company cannot give any assurance that title to such properties will not be challenged or impugned.

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#### **Commodity Prices**

Mineral prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The prices of mineral commodities have fluctuated widely in recent years. Current and future price declines could cause commercial production to be impracticable.

#### **Conflicts of Interest**

The Company's directors and officers may serve as directors or officers of other companies or have significant shareholdings in other resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms.

In accordance with the laws of British Columbia, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

#### **Coronavirus Pandemic**

The current outbreak of COVID-19 and any future emergence and spread of similar pathogens could have an adverse impact on global economic conditions, which may adversely impact the Company's operations, and the operations of its suppliers, contractors and service providers, the ability to obtain financing and maintain necessary liquidity. The outbreak of COVID-19 and political upheavals in various countries have caused significant volatility in commodity prices. While these effects are expected to be temporary, the duration of the business disruptions internationally and related financial impact cannot be reasonably estimated at this time.

Similarly, the Company cannot estimate whether or to what extent this outbreak and the potential financial impact may extend to countries outside of those currently impacted. Travel bans and other government restrictions may also adversely impact the Company's operations.

### **ACCOUNTING POLICIES, ESTIMATES AND JUDGMENTS**

Refer to the Company's financial statements for the year ended February 28, 2022 for description of accounting policies and other disclosures.

### **OUTSTANDING SHARE DATA**

As at July 7, 2022, there are:

- 96,729,973 common shares outstanding (February 28, 2021 – 79,652,443)
- 7,380,000 stock options issued and outstanding (February 28, 2021 – 5,680,000)
- 13,514,426 share purchase warrants outstanding (February 28, 2021 – 12,090,895)
- 197,550 brokers' warrants outstanding (February 28, 2021 – nil)



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#### **APPOINTMENTS AND RESIGNATION OF DIRECTORS AND EXECUTIVE OFFICERS**

On July 28, 2021, the Company announced the appointment of Leonardo Riera to the Board of Directors to replace David Mitchell, who left the company to pursue new opportunities.

#### **FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES**

During the year ended February 28, 2022, there has been no significant change in the Company's internal control over financial reporting since last year.

The Chief Executive Officer and Chief Financial Officer of the Company are responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. They are also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the Company's audited annual financial statements for the period ended February 28, 2022 (together the "Year-End Filings").

The Chief Executive Officer and Chief Financial Officer of the Company have filed the Venture Issuer Basic Certificate with the Year-End Filings on SEDAR at [www.sedar.com](http://www.sedar.com).

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Filings ("NI 52-109"), the venture issuer basic certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.

#### **APPROVAL**

The Board of Directors of the Company has approved the disclosure contained in this MD&A on July 7, 2022, and the Company will provide copies upon requests.